



Governance Summit 2026

Proceedings Report and Governance Model Ratification

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Arriving at the Summit: Context

The 2026 Summit marks an important transition point for imagiNorthern: from an organically grown regional network incubated by the Flin Flon Arts Council as a COVID response to a formally created organization with community-defined governance, accountability, and structures.

This Summit was the culmination of nine months of diligent work:

- First, the assessment of the imagiNorthern network led by Darcy Penner Consulting that identified high priority areas that required attention to strengthen the network (spring/summer 2025).
- Second, the creation of the *imagiNorthern Governance Framework*, led by imagiNorthern staff (summer 2025)
- Third, the facilitation of the *Governance Framework* review led by Strategic Moves (November 2025 to February 2026)

The review process comprised four working meetings by a Steering Committee specifically created to review the *Governance Framework* and make recommendations for the final model, and two online Community Conversations that served to expand the conversation with an open invitation to the wider community. Strategic Moves prepared materials in advance of each meeting for review and discussion and provided an outcomes summary and next steps after each meeting.

The result of the review process was the co-development of an alternative governance model that was developed further with each working meeting. The alternative model resonated with review participants because it solved the issues that arose from the original concept of an organization-centric model with direct responsibilities by local organizations for governance and staffing. The alternative model:

- Reflects uneven capacities across Northern communities
- Avoids concentration of power in a few existing organizations
- Maintains direct voice for individuals who are artists, makers, producers
- Creates clear lines of local action and regional accountability
- Maintains the network's core value of keeping decision-making local, with regional support

The discussions on governance and decision-making mechanisms covered many important topics:

- Types of organization and legal structures
- Ideal Board composition
- Membership composition
- Values and ways of working as a network
- Decision-making and accountability
- The role and function of champions in communities across the region

The Summit had several important objectives:

1. Reflect on the evolution of imagiNorthern so far
2. Confirm a governance model grounded in community values
3. Affirm the shared values and ways of working of the emergent imagiNorthern network
4. Discuss the role and functions of the regional champions
5. Ratify next steps toward incorporation and ongoing operations

The final ratified imagiNorthern Governance Model will be described in detail below.

Establishing imagiNorthern: How We Got Here

The Summit opened with a brief history of imagiNorthern's evolution:

- 2020: COVID response and emergency artist support.
- 2021–2022: Network building; early partnerships, incubated by the Flin Flon Arts Council.
- 2023–2024: Major funding; Champions hired; annual gatherings; community engagement.
- 2025–2026: Local initiatives strengthening; feasibility studies; emergent need to constitute the imagiNorthern network as an independent organization; co-develop in community the imagiNorthern governance model.

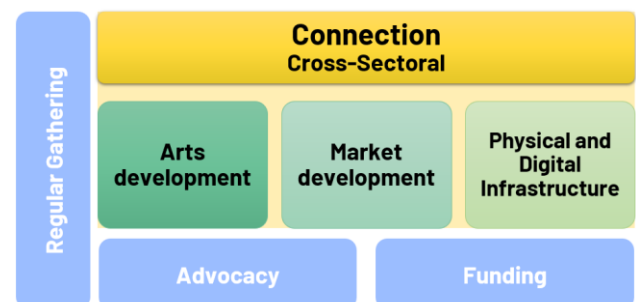
During three gatherings – the *Northern Arts and Food Workshops* in Flin Flon (2023), *The Pas* (2024), and *Thompson* (2025) organized by the University College of the North in partnership with imagiNorthern – we developed a community-created *Northern Manitoba Arts and Cultural Industries Strategy: Building Strong Communities and Diversified Economy*. This Strategy lies at the heart of the work of the imagiNorthern network and its partners.

The Strategy-at-a-Glance

Building an inclusive and thriving arts and cultural sector means we are connected to each other, we share knowledge and resources, we nurture arts development through training for artists, food and cultural workers, we develop markets that can support the livelihood of artists, makers and producers, and we gain access to or build the digital and physical infrastructure we need to pursue our work across the North.

The three underlying mechanisms required to realize this Strategy are:

1. Regular gatherings, and conferences and exchanges
2. Focused advocacy to elevate these sectors in the eyes of funders and governments.
3. Sufficient base funding for Northern Manitoban organizations and initiatives to implement this Strategy.



Our Mandate, Vision and Values

Participants reaffirmed imagiNorthern's foundational commitments.

The phrase that anchors imagiNorthern: **By the North. In the North. For the North.**

Who We Are

imagiNorthern is a northern-led creative network rooted in the values, voices, and leadership of northern Manitoba communities. Our network includes artists, cultural workers, and food innovators as well as organizations and partners committed to revitalizing community life through creativity, entrepreneurship, and collaboration.

Grounded in a holistic Indigenous worldview and community insight, our network is shaped by those who live and create here.

Mandate (Our purpose – what we are here to do)

To build and sustain a northern-led creative network that equips artists with the tools, spaces, and support they need to thrive—while growing local economies, strengthening cultural infrastructure, and amplifying northern stories across Canada and beyond.

Vision (long-term, generational)

A culturally rich and economically vibrant northern Manitoba where artists, makers, food producers and cultural leaders drive local development, connect communities, and share their voices with the world.

Values (how we behave)

- ❖ **Respect** – for the land, the water, the animals, plants and rocks and, our connection to each other
- ❖ **Reciprocity** – to share and live in balance together
- ❖ **Responsibility** – our collective duty to care for the land, water, community and ensure the well-being of future generations
- ❖ **Relevance** – making knowledge, learning deeply meaningful and grounded in local communities needs and traditions
- ❖ **Relationships** – we are all interconnected and in community together
- ❖ **Inclusion** – we nurture belonging, connection to land, language, culture and value each other's gifts
- ❖ **Collaboration** – we value community-engaged leadership and shared decision-making

Mission (short and mid-term, within 3 to 5 years)

- To constitute imagiNorthern as an independent organization with community-created governance and decision-making.
- To secure the financial and human resources to build the imagiNorthern network
- To implement the *Northern Manitoba Arts and Cultural Industries Strategy*

The Ratified imagiNorthern Governance Model

Following Steering Committee deliberations and community consultation, the Summit confirmed the following model.

1. Legal Structure

Incorporate as a Non-Profit Organization federally to ensure name protection across Canada, and register in Manitoba and Saskatchewan, other provinces as the geographic reach expands,.

Rationale:

- Enables work across provincial borders under one name.
- Fundable and credible with public agencies.
- Allows contracts and formal agreements.
- Flexible membership design.
- Option to pursue charitable status later (financial decision).

2. Membership Structure

Two categories of voting members:

- **Individuals** (resident north of 53°)
- **Organizations** (1 designated delegate; 1 vote)

One category of Non-voting member

- **Associate membership** available for organizations, partners that want to be associated with imagiNorthern regardless of their location
- **Friend** of imagiNorthern available to individuals who are not resident north of 53 but wish to show their support

Key principles to embed in bylaws:

- Participation in imagiNorthern activities does not require membership.
- Voting membership grants a voice in governance and decision-making of the network.
- All members (voting and non-voting) must agree to uphold imagiNorthern's mandate, vision and values.
- Board may set membership fees for each category (including \$0).
- Term of membership: 1 year (renewable annually); renewable based on the fiscal year of imagiNorthern.
- Typical processes for resigning, revoking or rescinding memberships to be included in bylaws.

3. Board Composition

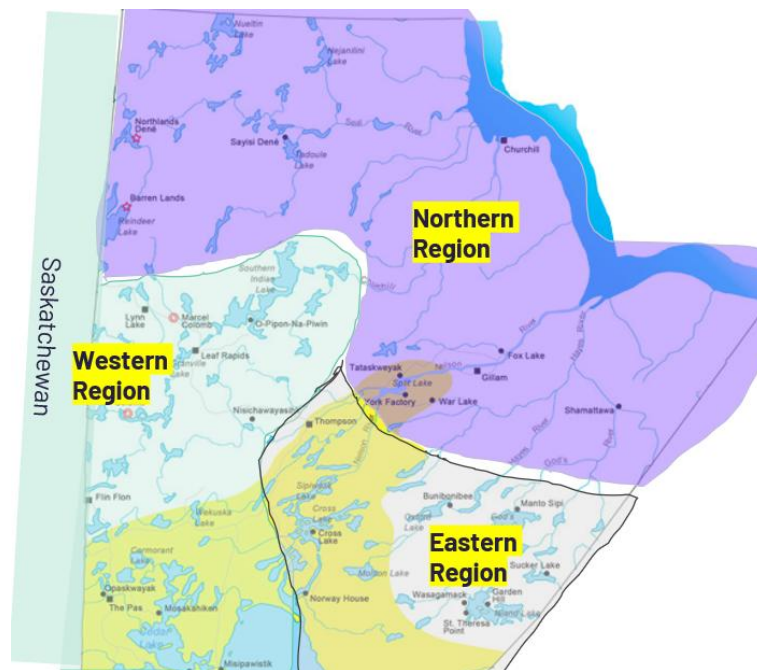
The ratified board composition includes a maximum of eight board positions that seek to balance lived experience across the regions of the North, experience in arts and cultural endeavours and some professional skill sets to ensure strong governance.

- 3 designated regional positions (based on population centres)
- 2 designated Indigenous positions (can be either First Nations, Métis, or Inuit)
- 3 Directors at Large (skills-based: finance, legal, HR, marketing, etc.)

The minimum number of board members is 3.

All board members must be members of imagiNorthern.

3 Regions



After various options were discussed, the final recommendation was to focus on population centres and attempts to balance the three regions for the purposes of designated regional board members.

There was discussion of whether and how the Champions would work only in specific local communities or whether they would be able to work in communities where they have connections. In particular, among

Indigenous nations there can be many familial relations between First Nations that would enable the work of the imagiNorthern Champions. As such, this regional map does not necessarily apply to Champions and the communities they would be responsible for. That has to evolve more organically based on the Champion's existing networks. There may also be more or fewer Champions hired based on available funding in any given year, so that there needs to be some flexibility in that regard.

Additional by-law elements:

- Members can stand for election to the board.
- Members must meet legal requirements for board membership; including not be in bankruptcy, not have a current criminal conviction related to financial misconduct, be the age of majority in their province.
- Members elect directors.
- Resignation of board members
- Revocation of board membership by special resolution.
- Executive is selected from within board.
- Executive is comprised of Chair, Vice-chair, Treasurer and Secretary. The roles of Treasurer and Secretary may be combined at the discretion of the board.
- Standing committees of the board: Executive, Finance and Funding, Governance and Nominating Committee
- Board can establish any committees it requires on an ad hoc basis; this includes hiring committees; elders and youth councils; member caucuses.
- Establish a Board recruitment policy to ensure diversity of lived and professional experiences.
- Annual board orientation and training required for all board members.
- Code of Conduct

Quorum for Board Meetings

The quorum required to make decisions is a simple majority of sitting board members, i.e. 5 members if there are 8; 4 if there are 6 or 7; 3 if there are 4 or 5; 2 if there are 3.

Board Remuneration

- Board members can be reimbursed for costs such as travel, childcare, parking in order to prepare for and participate in meetings
- Board members can receive an honorarium for meeting preparation and participation. The purpose of the honorarium is to ensure equitable participation by people not usually able to volunteer their time. It is not meant to replace the income a board member could have earned if they had worked that time in their regular job.
 - Honorarium is set by the board each year, for the following year.
 - All payments to board members must be reported to the membership within the annual financial statements.
 - Board members who do not wish to keep the honorarium are invited to donate it to the organization. Those donations are also disclosed in annual financial statements.

Note: not-for-profit boards are legally able to pay board members. However, some funders may look upon such payments with suspicion. Similarly, Canada Revenue Agency considers payments

to board members unfavourable when granting charitable status. As such, it is recommended to explain in the bylaw what the intention of the honorarium is and how it is handled with transparency with regards to informing membership clearly of all payments to board members.

4. Decision-Making Principles

Embed consensus-based decision-making in bylaws. Reference a Consensus Decision-making Policy for further details.

The Board will strive for consensus through reasonable, good-faith efforts:

- Respectful discussion – Debate ideas, not individuals; honour minority viewpoints.
- Evidence-based dialogue – Ground decisions in reports, data, and expert input.
- Solution-focused approach – Seek workable outcomes rather than adversarial positions.
- Fulsome exploration – Fully examine options, risks, and trade-offs before moving to motions.
- Consensus is not required at all costs.
 - A decision may proceed when discussion has been thorough and respectful, members have sufficient time and information, further debate is unlikely to change positions, delay would harm the organization or jeopardize important timelines especially those related to the responsibilities as an employer and related to funding applications and reporting periods.
 - A simple majority vote is sufficient to pass a motion.
 - The chair does not vote; except in the case of a tied vote.

Board solidarity applies once decisions are made. That means directors support Board decisions publicly, even if they held or expressed dissenting views during deliberation.

5 Consultation Principles

Embed the principles of consultation in the bylaws. Reference a Community Consultation policy for further details.

When consulting communities and Indigenous partners, imagiNorthern commits to:

- Early Notice and Issue Framing
 - Timely notice, clear descriptions of the matter under consideration, relevant background information, and any constraints affecting potential decisions
- Meaningful Opportunity to Participate

- Reasonable time, appropriate methods, that enable participants to express views, identify concerns, propose alternatives, and provide context or expertise.
- Two-Way Dialogue
- Consideration of Input
- Documentation of the Process
- Feedback and Communication
- Respect for Indigenous Protocols
 - When consulting First Nations representatives, adhering to the Nation's established protocols for notice, participation, timing, cultural practices, and decision-making.

Consultation requires documented effort and explanation — not agreement at all costs.

6 Other Bylaw Elements

While not discussed in detail, there are a number of additional elements that bylaws should cover, including:

- How Annual General Meetings and Special Meetings are called and typical agenda items.
- How board meetings are called and
- The board can hire an Executive Director who in turn is responsible for day-to-day operations.
- The Executive Director is an *ex officio*, non-voting member of the board; i.e. a 9th board member.
- The board can borrow money to operate the organization without membership approval.
- Board can invest surplus funds based on a board-approved investment policy.
- Bylaw amendments require a special resolution.
- Dissolution process and how to dispose of any remaining assets.
- Conflict of Interest - refer to policy for details
- Code of Conduct – refer to policy for details

Note: We recommend reviewing the BC or Yukon's new Society Act for a best practices approach to achieve transparent and accountable governance.

7 Organizational Accountability Structure

The Summit participants clarified lines of authority, accountability and responsibility:

- **Members** elect the Board.
- **Board** sets strategy, hires and supervises the executive director, and oversees the organization.
- **Executive Director** manages operations, implements strategy and delegates to staff.
- **Champion Coordinator** builds regional capacity and supervises / supports Champions.
- **Champions** support local action, build relationships in communities.



This resolves previous ambiguity and strengthens legitimacy.

The Creative Pulse Framework

The Summit introduced the “Creative Pulse” concept:

A lightweight data and reporting system to:

- Track regional activity
- Strengthen grant applications
- Identify capacity gaps
- Produce annual impact reports
- Improve transparency

Monthly Champion reports will support accountability while avoiding unnecessary bureaucracy.

The Pulse is designed to clarify impact — not create administrative burden.

8 Champions: Role, Function & Strategic Importance

This section isolates and clarifies the Champions role, as discussed during the Governance process and at the Summit .

Core Identity of Champions

Champions are:

- Connectors
- Problem-solvers
- Doers
- Relationship-builders
- Regionally accountable

They are not bureaucrats. They are not program administrators removed from community life.

They are the bridge between community energy and practical action.

What Champions Have Been Doing

Over the past year, Champions have:

- Managed *Shop-in-a-Box* kits and digital tools
- Supported website development
- Coordinated workshops and training
- Assisted with grant writing
- Promoted local programs
- Built / maintained partnerships
- Supported shared spaces and storefronts
- Navigated funding systems
- Responded to crises and barriers

The impact is visible but not consistently measured.

Lessons Learned

Summit reflections identified:

- Work has to be deeply relationship-based
- Reporting has been inconsistent and needs to become more reliable and useful
- Accountability gaps existed that are being closed now
- Impact measurement is uneven, and the Creative Pulse approach solves that

- Activity aligns with local rhythms and realities

Hence the need for clearer structure without increasing friction.

How Champions Should Work Going Forward

To strengthen arts and culture in Northern Manitoba, Champions should do work that supports implementation of the Northern Manitoba Arts and Cultural Industries Strategy, including:

1. Build Relationships That Build Local Capacity, including

- Support artists in professionalization
- Help organizations formalize governance
- Strengthen grant-writing confidence
- Improve digital readiness

2. Facilitate Regional Collaboration, including

- Connect communities for touring circuits
- Encourage shared programming
- Support joint funding applications
- Enable artist exchanges

3. Reduce Structural Barriers, including

- Navigate government systems
- Translate funding language
- Troubleshoot logistics
- Identify policy obstacles and report upward

4. Strengthen Data & Evidence through the Creative Pulse:

- Track activity
- Identify gaps
- Document impact
- Support stronger funding proposals

5. Be Regionally Accountable

Champions are responsible for their region — not just their hometown. They are expected to work together and support each other to ensure they do not operate in isolation and develop strong self-care and care for each other mechanisms.

The summit participants agreed on the need for:

- Clear job descriptions
- Supervision by Champion Coordinator and Executive Director

- External accountability to avoid local conflict
- Monthly reporting tied to compensation.

How Champions are Hired

The current Project Manager and Champion Coordinator, together with a Flin Flon Arts Council representative and a local community member comprise the hiring committee for each champion.

Hiring committee membership is voluntary.

- Public job postings with a clear job description, including expected hours work and compensation, that are well promoted within the imagiNorthern network and across the whole region.
- Shortlist is established by the project manager and champion coordinator jointly.
- Interviews are conducted by the hiring committee as a whole.
- Hiring decisions are made by consensus if at all possible or a simple majority vote if necessary.

Consider the overall relationships and skills Champions bring to the role and ensure as a group they support each other, but do not overlap in their work in communities.

9 Immediate Next Steps

The Summit affirmed:

- Hire Champions, including setting up a champions hiring committee under the current fiduciary arrangement with Flin Flon Arts Council
- Recruit up to 8 incorporators / founding board members (see separate document on founding board responsibilities and recruitment)
- Draft Constitution and Bylaws as well as a set of policies including HR, and those referenced in this document (with Manitoba Legal Clinic for the Arts)
- Complete federal incorporation (with Manitoba Legal Clinic for the Arts)
- Establish physical address and bank account
- Transition financial management from current arrangements to the new organization.

10 Strategic Significance of the Summit

The Summit marked:

- The formalization of imagiNorthern's governance.
- The maturing of the Champion model.
- A shift from incubation to institutional permanence.

- Community ratification of a democratic, accountable structure.

ImagiNorthern is no longer an experiment.

It is becoming a durable regional arts infrastructure.