

## ART GALLERY OF NORTHUMBERLAND

### BOARD OF DIRECTORS' MEETINGS

Held July 12, 2018, at the Art Gallery

Present: Chair Mary Donaldson, Vice-Chair Richard Szymczyk, Treasurer Frank Godfrey, Secretary Sarah Jacob, Directors Kenneth Bagshaw, Patricia Beeson, Ken Solilo, David Tsubouchi, Executive Director Olinda Casimiro

Regrets: Maneesh Mehta, Suzanne Seguin, Town Councillor,

**Executive Director's Report** – Olinda Casimiro had made a video presentation to the Board prior to the beginning of the formal Board meeting, on the Gallery's current Robert Motherwell exhibition. **Its' Open House is set for Wednesday August 22<sup>nd</sup> at 2 pm.** The extended painting and renovation project recently completed was reviewed. June attendance despite ten days of construction was 769. Charles Pachter will be speaking on October 22<sup>nd</sup> in conjunction with the Armistice 18 exhibition. **The revamped Gift Shop is having its official launch with a Victorian Tea at 2 pm on Thursday August 23<sup>rd</sup>. The Board's Group Photo will be taken during this launch.** The Charitable Return has been filed and the provincial corporate records have been updated. Summer children's arts camp registrations are going very slowly. The three new employees, all funded by grants, are working well. **Olinda will be on vacation July 24- August 14.**

**The Agenda** was adopted by motion made by David Tsubouchi, seconded by Frank Godfrey, and carried.

**Conflicts of Interest** – None were declared.

**Approval of Previous Board Minutes** – The Minutes of the June 14, 2018 Board Meeting were approved by motion made by Richard Szymczyk, seconded by David Tsubouchi, and carried.

**Treasurer's Report** – Frank Godfrey presented the January through June 2018 Profit and Loss Budget vs Actual expenditures, and answered various questions from Board members. The additional \$20,000 provided this year by the Town to repay the Gallery's long overdue loan from the Town will be described in future as a "non-budgeted one-time grant". Olinda Casimiro advised that the first instalment of the Young Canada Works federal summer student grant was

received July 12<sup>th</sup>. The Report was approved by motion made by David Tsubouchi, seconded by Ken Bagshaw, and carried.

**Memorandum of Understanding** – The July 8, 2018, Progress Report presented to the Town’s representatives was formally received and accepted by motion made by Richard Szymczyk, seconded by Ken Bagshaw, and carried. Richard Szymczyk expressed the Board’s appreciation for the superb quality of Olinda Casimiro’s presentation to the Town’s representatives. The method to be used to keep Gallery Members informed was discussed; it was noted that the MOU requires the Progress Reports to be delivered to Gallery Members. It was decided that Olinda Casimiro will prepare an Executive Summary to be emailed to Members with a note that they can request a full copy of the Progress Report be emailed to a requesting Member.

**Executive Committee** – At the recommendation of the Executive, a new Banking Resolution requiring the signatures of any two of the Chair, Vice-Chair, Treasurer and Secretary for cheques drawn on either of the TD or RBC Gallery accounts was moved by David Tsubouchi, seconded by Ken Solilo, and carried. It was confirmed that cheques will continue to be signed by the Chair and Treasurer, with the Vice-Chair or Secretary only signing when one or both of the former are unable to do so.

**Governance and Nominations Committees** – The Governance Committee and the Nominations Committee were combined as the Governance & Nominations Committee, to be chaired by Richard Szymczyk. It was noted that both Richard Szymczyk and Olinda Casimiro have met with Don Wilcox, who has recently retired from Kraft, and is interested in and knowledgeable about the Gallery; his possible acceptance of a nomination will be pursued.

**Collections Committee** - After a review of the Gallery’s security protocols respecting the Gallery space and access to the Vault, it was decided that an access code should be given to the Collections Management Intern, by motion made by Frank Godrey, seconded by Patsy Beeson, and carried.

The Board instructed Olinda Casimiro to ask the Town for written confirmation of its security protocols respecting access to the Gallery and to the Vault, by motion made by David Tsubouchi, seconded by Richard Szymczyk, and carried.

After looking at a Frederick Simpson Coburn work entitled “Habitant Country”, the Board approved acceptance of a donation of the work, valued by Ken Forsyth at more than \$6,000, from Charles Wickett, by motion made by Sarah Jacob, seconded by David Tsubouchi, and carried.

**Finance & Audit Committee** - The Committee met on July 7, 2018 and chose Ken Bagshaw to be its Chair, which was confirmed by the Board by motion made by Frank Godfrey, seconded by David Tsubouchi, and carried. **It was noted that the Auditors wish to meet with the Committee and Olinda Casimiro on Friday, August 17, 2018.** Ken Bagshaw and the Committee will be looking closely over the next while at the combined Committee’s mandate.

**Special Events Ad Hoc Committee** – Ken Solilo reviewed the AGN Spotlight plans for the October 25, December 6, February 21 and May 2 events. The possible ticket prices and package pricing were discussed. Formal contracts with the presenters are not yet signed. Ken Solilo and Olinda Casimiro will sit down to nail down the proposed Budget. The use of sponsorships to help fund the advance upfront costs was discussed. The proposed Budget will be presented to the Board in the next few weeks by email, for discussion and approval, since this cannot wait until the next Board meeting, set for September 13<sup>th</sup>.

**New Business** – At the request of the previous Chair of the Board, Irena Orlowski, Olinda delivered the file on the Dorette Carter case to Richard. It was decided that the Gallery will not pursue this matter further since it is unlikely that the Gallery’s collection efforts would be successful given that the collection agency previously retained by the Gallery returned the file as uncollectable.

Olinda Casimiro advised that the Board Minutes are stored in a binder in her office, and will also be uploaded to the Board’s Intranet connected to the Gallery’s website.

**Next meeting** – Thursday, September 13, 2018 at 5 pm at the Gallery.

**Adjournment** – the meeting was adjourned by the Vice Chair at 6.46 pm.