

ART GALLERY OF NORTHUMBERLAND

BOARD OF DIRECTORS' MEETINGS

Held October 11, 2018, at the Art Gallery

Present: Chair Mary Donaldson, Vice-Chair Richard Szymczyk, Treasurer Frank Godfrey, Secretary Sarah Jacob, Directors Kenneth Bagshaw, Maneesh Mehta, David Tsubouchi, Suzanne Seguin, Town Councillor, Executive Director Olinda Casimiro

Guests: Jo-Anne Johnson, Don Wilcox

Regrets: Ken Solilo

Resignation – The Chair read Patricia Beeson's resignation from the Board; she intends to remain active with the Collections Committee

Duane Schermerhorn – Duane's recent sudden death was noted.

Guests – Jo Ann Johnson and Don Wilcox were introduced to the Board.

Executive Director's Report – Olinda Casimiro mentioned artist Charles Pachter's lecture coming up on October 20th, and described the current exhibition of photos of the last 100 days of WW1 found in the Gallery's permanent collection. Olinda also mentioned the ongoing development of the Town's Public Art Policy, the Probus Group lecture she presented to 125 people, the upcoming Spotlight Series event scheduled for October 25th (7pm), the recent Marie Dressler Foundation lectures, and Duane Schermerhorn's Celebration of Life to be held Sunday October 21st at 1 pm at the Gallery. There was a discussion of the Endowment Fund that Duane's widow Pat Stanley wishes to start with a \$10,000 donation, with the interest from the Fund to be used to purchase contemporary art photographs for the Gallery's permanent collection. Ken Bagshaw, as Chair of the Finance & Audit Committee will work with Olinda and Patrick Houlihan of RBC Dominion Securities on drafting an investment policy for the Gallery.

Olinda wants to offer the intern Breanna Brethour a full time one year contract in Collections Management. The HR Intern Madison Doiron started on October 11th and will work on Thursday and Fridays until April; she will be working on the development of an HR Manual for the Gallery.

Olinda completed two studio visits during the past weeks. She advised the Board that Life Drawing classes are coming to the Gallery this fall, in response to multiple requests from potential students.

It was noted that both the Gallery and its Shop have their own Instagram accounts.

The Agenda was adopted by motion made by Mary Donaldson, seconded by Ken Bagshaw, and carried.

Conflicts of Interest – None were declared.

Approval of September 13 board notes – The notes taken at the September 13, 2018 meeting of the board (where quorum was not reached) were accepted by motion made by Maneesh Mehta, seconded by David Tsubouchi, and carried.

Approval of July 12, 2018 Board minutes – The minutes of the July 12, 2018 Board meeting were approved with the amendment proposed on September 13, by motion made by Ken Bagshaw, seconded by Suzanne Seguin, and carried.

Appointment of New Board Member – The appointment of Don Wilcox to fill a casual vacancy on the Board to serve until the next Annual General Meeting was approved by motion made by Ken Bagshaw, seconded by Maneesh Mehta, and carried.

Chair's Report – Mary Donaldson thanked David Tsubouchi for the October 5th governance workshop. Mary suggested a group be assembled to suggest talking points for board members on the Gallery's recent history. A Communications Task Force made up of David Tsubouchi, Frank Godfrey, Jo-Anne Johnson and Olinda Casimiro was established by motion made by Frank Godfrey, seconded by Richard Szymczyk, and carried.

The Board was asked to plan to include a full time Collection Management position in the Gallery's budget for the upcoming calendar year.

Treasurer's Report – Frank Godfrey presented the January through September 2018 Profit and Loss Budget vs Actual expenditures, and answered various questions from Board members. The Spotlight Series expenses will be shown as a separate line item.

Memorandum of Understanding – Olinda Casimiro advised the Board that the next Report due at the end of November will include the Business Plan which is being worked on by Maneesh Mehta, Don Wilcox, and Olinda.

Governance and Nominations Committees – Chair Richard Szymczyk presented the draft Nominations Committee procedure to be discussed at the next Board meeting.

Appointment of New Board Member - The appointment of Jo-Anne Johnson to fill a casual vacancy on the Board to serve until the next Annual General Meeting was approved by motion made by Richard Szymczyk, seconded by David Tsubouchi, and carried.

Collections Committee - Committee Chair Mary Donaldson presented the five works of art that the Committee has agreed to accept through a donation by Suzanne Drew Ellis. The Deed of Gift is in place and the tax receipt has been issued. The Board members listened to Mary and Olinda's commentaries on *The Environment is Precious*, by Alf Blything; *Reluctant Peacock*, by Barbara Buntin; *The Twins of Self* and *The Naming*, by Blake Debassige; and *Little Steel Falls, Dumoine River*, by Katherine Wilson. The acquisition of these five works and the issuance of the tax receipt were approved by motion made by Maneesh Mehta, seconded by Frank Godfrey, and carried.

Jo-Anne Johnson and David Tsubouchi volunteered to join the Collections Committee.

Finance & Audit Committee - Committee Chair Ken Bagshaw presented a discussion of the role of the Treasurer and discussed the draft mandate of the Committee. The Board is seeking a person or two with recent professional accounting experience to join the Committee. The Committee will meet to discuss the draft mandate and bring it back to the Board.

Old Business – Board members were reminded to use the portal and access the “resources” tab.

New Business – Olinda Casimiro noted that the upcoming 60th Anniversary can be tied into the Business Plan currently under development. It was agreed that Maneesh Mehta, Don Wilcox and Olinda will discuss the development of a formal Strategic Plan while pulling the Business Plan together. Suzanne Seguin suggested

that the Strategic Plan run for four years, to coincide with the new Council's upcoming four year term of office.

Richard Szymczyk noted that there are still three vacancies on the Board available to be filled. The Gallery's bylaws permit two elected officials and thirteen other members to sit on the Board.

Next meeting – Thursday, November 8, 2018 at 5 pm at the Gallery.

Adjournment – the meeting was adjourned at 7.02 pm.