

ART GALLERY OF NORTHUMBERLAND
MINUTES OF MEETING OF BOARD OF DIRECTORS

Held November 8, 2018 at the Art Gallery at 5 pm

Present: Chair Mary Donaldson, Vice-Chair Richard Szymczyk, Treasurer Frank Godfrey, Secretary Sarah Jacob (by phone), Directors Kenneth Bagshaw, Jo Ann Johnson, Maneesh Mehta, Ken Solilo, David Tsubouchi, Don Wilcox, Town Councillor Suzanne Seguin, Executive Director Olinda Casimiro

Guest: Kelly Juhasz

The Agenda was adopted by motion made by Suzanne Seguin, seconded by David Tsubouchi and carried.

Executive Director's Monthly Report – Olinda Casimiro showed photos of John Singer Sargent pieces held in the Gallery's permanent collection. Life drawing classes start in December. Duane Schermerhorn's celebration of life was held at the Gallery. Charles Pachter's talk was well received, as was the first of the Spotlight Series events. The Art Bus is going to the McMichael on Wednesday November 10.

8,100 in attendance to date this year.

The Business Plan is not yet ready to be presented to the board; it must be presented to the Town before November 30th. There are two vacancies on the board. Although United Way declined our grant application the Durham Literacy Network has received sufficient grant monies for the partnership project to proceed. There will be a new exhibit in place next week. The second Spotlight Series event is set for December 6. The Marie Dressler birthday party is scheduled for tomorrow November 9th with La Jeunesse Choir.

Conflicts of Interest– One will arise when we discuss whether to accept some artworks into the permanent collection later in this meeting.

Approval of October 11 2018 Minutes – The minutes of the October 11, 2018 Board meeting were approved with a note for the footer to be amended by the Secretary, by motion made by David Tsubouchi, seconded by Maneesh Mehta and carried.

Treasurer's Report – Treasurer Frank Godfrey noted we are awaiting further Town grant monies and federal grant monies. The Spotlight Series has income to date of \$3,122. Income from the Endowment has been received. Approval of the financial report was moved by Ken Bagshaw, seconded by David Tsubouchi and approved.

Finance & Audit Committee – Chair Ken Bagshaw discussed the Terms of Reference for the Committee. Acceptance of the November 1, 2018 version of the Terms of Reference for the Finance & Audit Committee was moved by Ken Bagshaw, seconded by David Tsubouchi, and approved.

Since investment accounts with a stock brokerage are needed to permit the Gallery to sell donated publicly traded securities efficiently, the Gallery has set up accounts with RBC Dominion Securities.

Authorization of the opening of the necessary investment accounts by the Gallery with RBC Dominion Securities, in order to sell negotiable securities and invest the sale proceeds with signing officers to be any two of the Board Chair, the Treasurer, the Finance & Audit Committee Chair and the Executive Director as trading officers of the Endowment Account, was moved by Ken Bagshaw, seconded by Maneesh Mehta and approved.

The creation of the Duane Schermerhorn Endowment Fund, with a seed donation from his widow Pat Stanley, and further donations to be sought, and all monies to be invested with prudence in a range and nature of allowable assets to be amended by the Board from time to time in the future, commencing with GICs or Treasury Bills for the first six months, with income to be devoted to the acquisition of contemporary Canadian photography, and the initial appointed investment manager to be RBC Dominion Securities and signing authority to be the Chair and the Finance Committee Chair and/or the Executive Director and the Treasurer, and semi-annual performance reporting through the Treasurer and the Finance Committee Chair to the Board, was moved by Ken Bagshaw, seconded by David Tsubouchi and approved.

Retention of Gallery Documents– After explanation by Olinda Casimiro of the startling discovery of a TD Waterhouse account with no file records in the Gallery offices, and the subsequent closure of that account, moved by Suzanne Seguin, seconded by Frank Godfrey, and approved that all paper Gallery documents stay physically in the Gallery and are used or worked on in the Gallery.

Chair's Report – Future Relationship with the Town – choices are to be a department, or go for annual community grants or create our own version where the Town's annual contribution to the Gallery's budget will be a line item in the Town's annual budget. Clarification of the return on investment to the Town was discussed. Olinda Casimiro explained that the Gallery needs \$500,000 to run properly and explained that we can leverage half of that through grants and donations if the Town will provide \$250,000. Suzanne Seguin commented that the Gallery will need to make a solid business case to Council because she is planning on a half percent increase only in property taxes for 2019. She asked that the business plan be proactive and positive with no gray areas. It was decided the Executive needs to meet quickly and pull its presentation to the Board together; that meeting will be held on Monday November 12th at 430 pm.

Nominations Committee – Chair Richard Szymczyk said the Gallery needs a protocol to follow for 'casual applicants' for a position on the board. The proposed wording was discussed along with the development of a skills matrix by the Committee.

Collections Committee – Chair Mary Donaldson reported that Committee members Irene Orlowski, Judith Copeland, Patsy Beeson, Jo-Anne Johnson, herself and Olinda Casimiro met on November 7th and decided to recommend acceptance of several artworks into the permanent collection.

Acceptance of William Rider-Rider November 1918 photographs into the Gallery's permanent collection was approved by motion made by David Tsubouchi, seconded by Maneesh Mehta and carried.

Acceptance of four oil paintings of local areas by George Paginton, donated by Tony Paginton and Roswita Busskamp into the Gallery's permanent collection was approved by motion made by Don Wilcox, seconded by Richard Szymczyk and carried.

Acceptance of portraits of Armour family members by William Sawyer, donated by Eric Armour and his siblings was approved by motion made by Frank Godfrey, seconded by Suzanne Seguin and carried.

Filling One of the Vacancies on the Board – Nominations Committee Chair Richard Szymczyk presented Kelly Juhasz to the board and briefly described Kelly's overwhelmingly impressive resume and experience. Kelly commented that

the Gallery has some very interesting works in its collection, the Gallery is within manageable driving distance from her home, and she wants to get involved.

The appointment of Kelly Juhasz as a member of the board of directors, filling one of two current vacancies, was approved by motion made by Richard Szymczyk, seconded by Maneesh Mehta and carried.

AGN Spotlight Series – Committee Chair Ken Solilo described the terrific first show, and complimented the hard work put in by Committee member Elizabeth Palermo. He mentioned that patrons would like to be able to hang their coats up in the Gallery's premises, and would like to be able to see the performers without having to stand up throughout the show. Olinda Casimiro said the Town will not allow the Gallery to borrow their risers (we need two) and rental companies won't carry them up the stairs to the third floor. Suzanne Seguin said she would put this on her to-do list. Ken Solilo asked if the second floor washrooms could also be opened up during the Series second, third and fourth events.

The second event in the Series will be held at 7 pm on Thursday December 6th with authors Jennifer Bogart, Shane Joseph and Cynthia Reis and Marnie Hare Bickle whose *Native Born Son* was launched last weekend with 150 people in attendance in Canton; musician Saskia Thompson has agreed to act as the presenter.

Board Messaging– Jo Anne Johnson presented a draft text of positive talking points for use by board members when discussing the Gallery's recent history, present, and hoped-for future, in an effort to develop a consistent message and to move forward in a coordinated fashion.

Portal Access – Jo-Anne Johnson asked for emails to advise board members when items are posted. It was suggested the Board access the portal one week in advance of meetings to receive meeting documents.

Strategic Planning Committee – no report

New Business – a letter came in addressed to the Board complaining about the Pachter exhibit. Mary Donaldson read out the response that was sent to the writer.

Councillor Suzanne Seguin's last board meeting– The personal appreciation of the other members of the board was expressed to Suzanne with thanks for her time and energy and her husband Gerry's willingness to give up the opportunity to have spent those hours himself with Suzanne.

The meeting was adjourned at 710 pm.