

ART GALLERY OF NORTHUMBERLAND

MINUTES OF MEETING OF BOARD OF DIRECTORS

Held January 10, 2019 at the Art Gallery at 5pm

Present: Chair Mary Donaldson, Vice-Chair Richard Szymczyk, Treasurer Frank Godfrey, Secretary Sarah Jacob, Directors Kenneth Bagshaw, Jo-Anne Johnson, Kelly Juhasz, Maneesh Mehta, Ken Solilo, Don Wilcox, Town Councillor Adam Bureau, Executive Director Olinda Casimiro

Mary Donaldson added a statement from Director Ken Bagshaw to the Agenda, and welcomed Councillor Adam Bureau to the Board. Receipt of David Tsubouchi's resignation due to his appointment to the Ontario Arts Council was noted.

Ken Bagshaw read a statement to the directors, and left the meeting due to temporary ill health.

The Agenda was adopted with revisions by motion made by Don Wilcox, seconded by Kelly Juhasz and carried.

Executive Director's Monthly Report – Olinda Casimiro discussed Frank William Brangwyn, and listed the events from the last four weeks: AGN Spotlight, the Town staff Open House, the Mayor's Levee, and noted that Jo-Anne Johnson, Louise Le Clair and Olinda make up the Membership Committee.

9,993 visits were recorded in 2018; the year-end financial work is underway; the Gallery will apply to the Victoria Hall Volunteers, to Young Canada Works, to the Trillium Foundation and to the Ontario Arts Council for grants; the 40 copies of the Cobourg historical book donated by Lynn Hardy are selling well in the Shop; Richard Szymczyk will be presenting four sessions of Bibliotherapy, which uses a combination of words and art.

Olinda has discussions underway with some significant potential art donors. The Exhibitions Committee will be reviewing submissions in February.

Olinda would like us to strike a 60th Anniversary Planning Committee to organize the launch of the new branding, the creation of a poster, and specific exhibitions.

On January 13th Coleen Schnidler-Lynch will give her Closing Talk; Wall Gazing is opening officially on January 26th at 1 pm; Life drawing classes, with nine of ten

spaces booked, start on January 20th, with a Class Code of Conduct in place. The Northumberland Film Festival Opening Reception is at 6 pm on January 26th. Olinda will give a talk to the The Loft's Women's Group.

Conflicts of Interest – none were declared.

Approval of December 13, 2018 Minutes – The minutes of the December 13, 2018 Board meeting were approved by motion made by Richard Szymczyk, seconded by Jo-Anne Johnson, and carried.

Report from the Chair – Mary Donaldson reported a thank you note received from the Marie Dressler Foundation and asked for comments on her report uploaded to the Portal respecting the relationship between the Executive Director and the Board. Maneesh Mehta suggested it specifically reference the Chair's role in striving for consensus among board members. Kelly Juhasz suggested that we do not need to spend money on an outside facilitator. The revised document will be uploaded to the Portal for further review by the board.

Development of a Policy Book was discussed. Kelly Juhasz gave Mary some useful templates that include a sample job description for board members.

Treasurer's Report – Frank Godfrey discussed the Profit & Loss Actual vs Budget statements to the end of December 2018. He advised the Board that the TD Bank account is in overdraft for approximately \$30,000 of its' maximum \$40,000 limit. \$1,094 in interest owed to the Town on the long-standing (and now paid) loan has been paid to the Town. The accumulated deficit recorded in the Gallery's financial records, was discussed in detail.

Acceptance of the Treasurer's Report was moved by Richard Szymczyk, seconded by Don Wilcox, and carried.

Spotlight Series – Chair Ken Solilo advised the board that \$4,280 has been raised so far, and reminded the board of the film screening set for February 20, 2019. Two tickets for the event were given to each board member to buy or sell.

Governance & Nominations Committee - Richard Szymczyk commented that David Tsubouchi had been a member of this Committee. Kelly Juhasz volunteered to join the Committee as long as she can participate in Committee meetings by telephone.

Richard pointed out that we need to establish the procedure for the upcoming Annual General Meeting. Development of a Board skills matrix and inventory has

been discussed by the Committee. Don Wilcox offered to help with the development of the matrix but will not sit as a member of the Committee.

Finance & Audit Committee – Frank Godfrey spoke on behalf of Chair Ken Bagshaw and advised the board that they had met with new Committee member Michael Machon; the Committee will meet with the Auditor on Thursday January 17.

Executive Committee – The board moved *in camera* to discuss employment matters. After the discussion, the board moved *out of camera*.

It was moved by Jo-Anne Johnson, seconded by Richard Szymczyk and carried that negotiation of the 2019 increase of the Executive Director's annual salary will occur once the board receives notice of the Town's finalized budget for the year to be paid retroactively to January 1, 2019.

Strategic Plan – Use of an outside facilitator was mentioned, and that the SP needs to run along with the Town's Master Cultural Plan. Councillor Adam Bureau urged the board to have a document labelled as the Strategic Plan ready to be presented to Council at the upcoming meetings and presentations. Sarah Jacob suggested that we could pull a version together from the existing Memorandum of Understanding between the Gallery and the Town, and the existing Feasibility Study and the existing Action Plan.

New Business – The Annual General Meeting will be discussed at the next board meeting. A Fundraising Committee was struck with Frank Godfrey, Don Wilcox, Jo-Anne Johnson and Sarah Jacob as its' members.

Next Meeting – February 14, 2019 at 5 pm.

Adjournment – moved by Richard Szymczyk.