

ART GALLERY OF NORTHUMBERLAND

MINUTES OF MEETING OF BOARD OF DIRECTORS

Held Thursday, April 18, 2019 at the Creative Collective at 29A King Street West, Cobourg, 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

The Agenda was adopted by motion made by Richard Szymczyk, seconded by Frank Godfrey, with an amendment.

Conflicts of Interest – none were declared.

Approval of March 21, 2019 Minutes – The minutes of the February 14, 2019 Board meeting were approved by motion made by Jo-Anne Johnson, seconded by Kelly Juhasz, and carried.

Executive Director's Report – Artist Caroline Armington was highlighted. 713 people attended in March. The Young Canada Works and the Canada Summer Student Grant applications have been approved. The final Spotlight event is set for May 2nd. The website refresh has been completed by the Durham College co-op student. Fleming College runs a museum programme which may provide future co-op students.

Report from the Town of Cobourg - Councillor Adam Bureau reviewed Council's approved motion of funding for the AGN and the Town's requirements for the new MOU as described in that motion.

The recording secretary's role was discuss. Mary Donaldson pointed out that the AGN needs to change the wording of its Bylaw to say that the Corporate Secretary "may" take the minutes, rather than "shall"; Councillor Adam Bureau saw no objection to the Town employee assigned the role of recording secretary being expected to sign a Non-Disclosure Agreement with the AGN.

It was agreed that Town CAO Brent Lamer would draft the MOU; the AGN Executive is to meet with Town representatives at 5pm on Tuesday April 30th to

discuss the new MOU in detail. Don Wilcox said he would like to see the quarterly payments made at the beginning of each quarter, rather than at the end, which would lessen the pressure on the AGN's bank overdraft/line of credit.

Report from the Chair – Mary Donaldson read out her report, thanking the board members and Executive Director Olinda Casimiro for the efforts and accomplishments of the past year and describing some of this year's challenges. Mary asked the board to consider adopting the "Responsibilities..." document.

Maneesh Mehta said it would be helpful to plan the flow of the year's expected board activities, including for example, the audit, bylaw review, fundraising, board performance review. Maneesh offered to create a reconciled document that will form part of the Board Manual.

There was discussion of the role of the Chair and the Executive Director and the new Recording Secretary. ED Olinda Casimiro will forward a job description.

Treasurer's Report – The Board received the Profit & Loss Actual vs Budget Report for January through March of 2019.

Executive Committee – Mary Donaldson reported that the Executive had reached a salary agreement with the Executive Director that was within the 2019 Financial Forecast approved by the Board at the March 21, 2019 Board meeting. As Chair, Mary delivered a letter to the Executive Director setting out the new salary figures and an amount to cover the retroactive pay owed to the Executive Director (which will be paid when the Gallery receives funding from the Town). The Board went *in camera* for further discussion. The Board came *out of camera*. It was moved by Don Wilcox and seconded by Kelly Juhasz and approved that formal benchmarking be created to use for 2020 reflecting qualifications and the size of the gallery.

Finance & Audit Committee – Chair Ken Bagshaw described the process followed by the Committee with respect to the Audit. Moved by Ken Bagshaw, seconded by Maneesh Mehta and approved that the audited statements be presented to the Members at the Annual General Meeting on April 25, 2019.

It was decided that a Resolution will be presented to the Members to put out a Request For Proposals for this year's Auditors and to either table or postpone the appointment until a Special Meeting is convened in August or September. Ken Bagshaw and Frank Godfrey will meet with the current Auditors to discuss the Board's concerns.

Moved by Ken Bagshaw, seconded by Jo-Anne Johnson and acceptance of the Committee's Report was approved.

Governance & Nominations Committee - Vice Chair Richard Szymczyk asked the Board to move *in camera* for this discussion.

Collections Committee – Executive Director Olinda Casimiro advised the Board that another gift of donated art is in process.

Fundraising Committee – Chair Jo-Anne Johnson advised that the launch of the campaign is being delayed while work on the contact list and media contacts and opportunities continues; the website needs to be redesigned to make it more donation-friendly. Jo-Anne recently attended a seminar run by “Canada Helps”, a not-for-profit which charges 3.5% to take the donations, process them and immediately issue the tax receipt online, and recommends to the Board that the Gallery sign up with Canada Helps. Ken Solilo expressed concern that the Committee not seek donations from the same people or organizations that the Spotlight Series is asking to sponsor its events.

Spotlight Series ad hoc Committee - Chair Ken Solilo reported that \$3,641 has been cleared to date; the Committee is still aiming for \$5,000. There have been good audiences for the artists, who drew in people who don't regularly attend the Gallery; however no volunteers helped run the third event in the Series. The fourth and final event for this year will take place on Thursday, May 2nd with singer/songwriter David Newland.

Old Business – The quorum for the Annual General Meeting (“AGM”) on April 25th is 25 members. The Town's rules say Councillor Adam Bureau is liaison only with no voting rights, whereas the Gallery's bylaws say he is a voting board member. The annual membership fee is now \$50. At the first board meeting immediately after the AGM, the new board will choose the Chair, Vice-Chair, Secretary, and Treasurer, who also form the Board's Executive Committee.

New Business – The Governance and Nominations Committee Chair, Vice-Chair Richard Szymczyk moved, seconded by Jo-Anne Johnston, and carried that the Terms of Reference for New Board Applicants policy and procedure supersede the elections process set out in the Gallery's current bylaws.

Richard Szymczyk moved, seconded by Maneesh Mehta, and carried that the Board recommends to the incoming Board a change of the election process for the Executive Committee from a show of hands to a written ballot.

The Board members then agreed that those interested in any of the four officers' positions are to email Adam Bureau, by 6 pm Monday April 22, who will assemble the slate, to be sent to the board in advance by email. Kelly Juhasz will email the board about this procedure by Friday morning, April 19.

Meeting adjourned at 745 pm.