



ART GALLERY OF NORTHUMBERLAND

Board of Directors Manual

July 2019

TABLE OF CONTENTS

1	ORGANIZATION	4
1.1	OBJECTS OF THE CORPORATION	5
1.2	STATEMENT OF PURPOSE.....	5
1.3	MANDATE	5
1.4	VISION	5
1.5	MISSION	6
1.6	HISTORY OF THE AGN	6
1.7	THE AGN TODAY	7
1.8	THE PERMANENT COLLECTION.....	7
1.9	EXHIBITIONS	9
2	THE BOARD & GOVERNANCE	10
2.1	ROLE AND PURPOSE	11
2.2	BY-LAWS	12
2.3	BOARD SKILLS MATRIX SUMMARY	26
3	BOARD STRUCTURES & PROCEDURES	28
3.1	BOARD COMPOSITION	29
3.2	OFFICERS OF THE CORPORATION	29
3.3	THE BOARD CHAIR	29
3.4	COMMITTEES AND TASK FORCES.....	33
3.5	SELECTION PROCEDURES	36
3.6	BOARD PROCESSES.....	39
4	BOARD POLICIES	43
4.1	CODE OF CONDUCT	44
4.2	CONFLICT OF INTEREST POLICY	46
4.3	CONFIDENTIALITY POLICY	49
4.4	EXPENSE REIMBURSEMENT POLICY	51
4.5	EXECUTIVE DIRECTOR PERFORMANCE EVALUATION POLICY	53
4.6	EXECUTIVE DIRECTOR SUCCESSION POLICY	55
4.7	CHARITABLE DONATION GIFT POLICY	57
4.8	FINANCIAL DELEGATION AUTHORITY POLICY	59
4.9	ACQUISITIONS POLICY	61
4.10	DISPOSITION POLICY.....	64
4.11	COLLECTIONS MANAGEMENT POLICY	65
5	BOARD REFERENCE MATERIAL.....	70
5.1	ANNUAL CALENDAR AND MEETING SCHEDULE.....	71
5.2	BOARD CONTACT INFORMATION	74
5.3	COMMITTEE MEMBERSHIP.....	75
5.4	DIRECTOR'S TERM SCHEDULE	76
5.5	BOD SKILLS MATRIX SUMMARY	77
6	CORPORATE DOCUMENTS	80
6.1	LETTERS PATENT	81
6.2	MOU TOWN OF COBOURG.....	81
6.3	AUDITED FINANCIAL STATEMENTS.....	81
6.4	ED JOB DESCRIPTION	81
6.5	DIRECTORS LIABILITY INSURANCE.....	81
6.6	ETHICS GUIDELINES.....	81

6.7	ROLES & RESPONSIBILITIES OF MUSEUM BOARDS OF TRUSTEES.....	81
6.8	CERTIFICATION OF CULTURAL PROPERTY FOR INCOME TAX PURPOSES	81
6.9	WRITING AN EFFECTIVE OS/NI JUSTIFICATION.....	81
6.10	OAS OPERATING GRANT	81
6.11	CMA DACCESIONING GUIDELINES.....	81
6.10	FACILITIES REPORT.....	81
6.10	CATEGORY A GALLERY DESIGNATION	81

1 ORGANIZATION

1.1 OBJECTS OF THE CORPORATION

The objects of the Corporation are:

- *(a) To be a repository for the visual arts and to hold such works of art in-trust for the citizens of the Town of Cobourg:*
- *(b) To serve as an exhibition center for the visual arts, exhibiting to the public, for its instruction and enjoyment, objects and specimens of educational and cultural value including artistic, scientific, historical and technological matter:*
- *(c) To promote and encourage activities in the visual, performing, musical and liberal arts in the region of the Town of Cobourg: and*
- *(d) To serve as a resource center in matters related to the visual arts in the said region of the Town of Cobourg*

1.2 STATEMENT OF PURPOSE

The Art Gallery of Northumberland is dedicated to the understanding and appreciation of the visual arts in the region, primarily by developing, exhibiting, and preserving its Permanent Collection and providing expert curated exhibitions.

1.3 MANDATE

- *The Art Gallery of Northumberland shall:*
 - *be a repository for the visual arts, maintain and ensure due diligence and care for works of art held in trust for the citizens and residents of the County and beyond;*
 - *serve as a public exhibition centre for the visual arts, for instruction and appreciation of objects and examples of educational and cultural value, including artistic, historical and technological artifacts, objects, creations and similar items;*
 - *promote and encourage activities in the visual arts in the County;*
 - *serve as a resource centre in all matters related to the visual arts, and*
 - *seek and engage interested and committed individuals to act in specific and general capacities as Directors of the Board in collaboration with staff and volunteers in promoting the objectives of the Gallery*

1.4 VISION

- *The AGN will play a leading role on local, regional and national stages through exceptional exhibitions, programs and collaborations. It strives to be an inspiring institution that serves as an educational resource, a hub of artistic and cultural energies for local citizens, and a tourist attraction for all audiences.*

1.5 MISSION

- *Elevate the understanding and appreciation of the visual arts in the region, primarily by developing, exhibiting, and preserving its Permanent Collection and by providing expert curated exhibitions.*

1.6 HISTORY OF THE AGN

June 15, 1960 saw the opening of the Cobourg Art Gallery. At the time one of 10 public art galleries in Ontario. (There are now 32.)

The new art gallery was established under the aegis of the Cobourg Public Library, itself only recently coming under the Public Libraries Act of the Province and modernization. The library was housed in a building on the main street (now Tugg's Furniture) and the space set aside for the art gallery was at the back of the building.

The first display consisted of a series of reproduction paintings from the Sienese School, and took place in a small, freshly painted, room at the rear of the building. The show continued through the summer months and was well attended. However it had to be discontinued for the winter because the room was unheated.

Because of this success the library board recommended that the Gallery exhibits should be widened and publicized and that purchase of one or two original works should be considered.

In September 1961 the gallery purchased its first two paintings one by the late Sir Frank Brangwyn, R.A. and the other by Paavo Airola, first instructor of the Cobourg Art Club.

In September 1962 two more paintings were purchased. One was by Marthe Rakine (Fountain in the Park), and the other by Peter Haworth (Riviere au Renard).

In February 1963 the Library purchased 'new' premises on Chapel Street, which had previously been occupied by the Methodist Chapel. During its time in this location the Gallery's collection expanded to include 15 paintings, sculpture and other works of art.

In 1977 the gallery moved to its present location on the 3rd floor of Victoria Hall. The AGN brought \$100,000 in capital grants to the project (\$1,300,000 in 2006 \$'s) With 2300 square feet of exhibition space adaptable lighting, sound system security and environmental controls. There is 600 square feet of lecture, film and reception space, all of which is in continual use.

In 1997 the main gallery was remodelled at a cost of \$50,000.00, raised mainly from private sources in Northumberland County, and included a major donation from the Rotary Club of Cobourg. It was at this time that the relationship between the Gallery and the Library ceased to exist. (the legal relationship with the library ended when the gallery was incorporated in 1974. There had been some discussion of building a new gallery on the land next to the new library, but that ended before the new library was built)

In 1983 the Art Gallery of Cobourg became the Art Gallery of Northumberland so as better to reflect the regional nature of its collection and services.

Retrieved on June 16, 2019 from <https://www.artgalleryofnorthumberland.com/about/history/>

1.7 THE AGN TODAY

The AGN is a non-profit corporation established under the Ontario Corporations Act operating a public gallery serving the residents of Northumberland and visitors. A registered charitable organization under the Income Tax Act (Canada) is eligible to issue tax receipts for donations subject to maintaining compliance with the Act. It is an independent entity which derives its capacity and authority from the Ontario Corporations act and from the Constitution (also referred to as the Letters Patent) and bylaws enacted through the powers granted by that Act.

The AGN is a Category A designated institution recognized under the Income Tax Act and the Cultural Property Export and Import Act (Canada) thereby being eligible to receive donation of significant cultural property under which donors receive enhanced tax relief.

The AGN is governed by a board of directors having the ultimate legal and financial responsibility for the AGN, drawn from the community and elected by its members. Its constitution provides for one of the directors to be a Town Councillor appointed by the Town of Cobourg and one further position reserved from a representative of another Northumberland municipality.

It is legally independent from the Town of Cobourg although it is subject to legal and contractual obligations to the Town of Cobourg in respect of its lease of Victoria Hall and of the accounting for and reporting on the expenditure of monies received from the Town.

The AGN is the legal owner of all its assets including the permanent art collection which the Constitution describes as a public trust.

COMMUNITY ENGAGEMENT

One of the main functions of the AGN and one to which we are deeply committed, is to be available and accessible as an education resource for the public. This includes public lectures, classes, curriculum support documents and material for public schools, in class presentations and school visits.

1.8 THE PERMANENT COLLECTION

- *Add description of permanent collection (get from Olinda)*
- ***Update required:** The collection at present consists of over 950 works of local, regional, national and international significance, predominantly by Canadian artists.*
- *The historical pieces focus on the development of Northumberland County through portraits of noted citizens, landscapes, depicting this area and other related pieces. There is also a collection of 20th century paintings, sculptures and works on paper. Overall the AGN maintains one of the best collections of art in a small-town public gallery in Ontario.*
- ***Highlights of the collection include:***

- *We are a **Category A Designated Institution** (Galleries, museums and public authorities are designated by the Minister of Canadian Heritage).*

1.9 EXHIBITIONS

****Add section about exhibitions, exhibition history over last 3 years and upcoming shows, add exhibition policy for BOD reference. (Get from Olinda)**

****Exhibitions – 2021 – to be added**

****Exhibitions – 2020 – to be added**

***Exhibitions – 2019**

Stefan Nitoslowski | RAW CODE

11 May to 7 July 2019

ROB NIEZEN: Nocturnal Reflections

23 March to 5 May 2019

Wall Gazing: Dimitri Paptheodorou

17 January – 17 March 2019

Daemon & Saudade: Colleen Schindler-Lynch

15 November 2018 – 13 January 2019

Exhibitions – 2018

Lest We Forget: Paintings by Charles Pachter Commemorating the First World War

22 September – 11 November 2018

“Cobourg’s Sweetheart” Celebrating Marie Dressler

8 September – 10 November 2018

Robert Motherwell: Octavio Paz Suite

28 June – 16 September 2018

40th Juried Exhibition

5 May – 24 June 2018

Olex Wlasenko: *In Reel Time*

8 March – 29 April 2018

***Colour:* Selections from the Permanent Collection**

10 March – 29 June 2018

SYNERGY: Dorothy Winter / Peter Haller

11 January – 4 March 2018

DRAFT

2

THE BOARD & GOVERNANCE

2.1 ROLE AND PURPOSE

The role and purpose of the Art Gallery of Northumberland Board of Directors can be summarized as follows:

- *Set the Gallery's mission and overall strategy, and modify both as needed*
- *Select, evaluate, support, compensate, and – if necessary – replace the Executive Director*
- *Monitor Gallery performance and hold management accountable through the Executive Director*
- *Develop and conserve the Gallery's resources (funds and facilities) and manage risk*
- *Serve as a bridge and buffer between the Gallery and its community: advocate for the Gallery and build support within the wider community*
- *Ensure a strong leadership "gene pool"*

The duties of each Director can be described as follows:

- *Understand and Support the Gallery's Vision & Mission: Directors should understand the Gallery's vision, mission, bylaws, strategic plan, operating policies and expectations of Directors*
- *Duty of Care: Directors have a duty in their performance of their activities to act in accordance with a standard of care that a reasonably prudent person would exercise under similar circumstances*
- *Duty of Skill and Prudence: Directors must ensure their advice is in the best interests of the Gallery and that they act cautiously and anticipate any probable consequences of the course of action they recommend*
- *Duty of Diligence: Directors should exercise a level of care to the performance of their responsibility including: reviewing the agenda and support materials prior to any meeting; attending all scheduled Board and committee meetings; be prepared to discuss the issues on the table in a reasonable and informed fashion; and to take a clear position – vote – on any matters put before the Board*
- *Duty to Govern: Directors manage the governance aspects of the Board including: a duty to elect officers, develop and implement appropriate policies, to appoint and evaluate the Executive Director, and to ensure that the Board and the Gallery conform with their legal and moral obligations to the community*
- *Duty to Support: Directors participate in the Gallery's events and activities, are ambassadors for the Gallery and contribute financially to fundraising activities of the Gallery*
- *Fiduciary Duty: Directors have a duty to act honestly and in good faith; to be loyal and to act in the best interest of the Gallery; to avoid any conflict of interest; and to subordinate every personal interest to those of the Gallery.*

2.2 BY-LAWS

2.2.1 Interpretation

Definitions in the by-laws of the Corporation, unless the context otherwise requires:

- **Act** means the Corporations Act (Ontario) and the regulations thereto, as amended from time to time, and any successor legislation that may hereafter be substituted therefore, as from time to time amended
- **Arrangement** - includes agreements, contracts and relationships of every nature or kind, formal or informal, written or verbal
- **Board** refers to the Board of Directors of the Art Gallery of Northumberland
- **By-laws** means this by-law and all other by-laws of the Corporation from time to time in force and effect
- **Chair** refers to the Elected Chair of the Board of Directors
- **Conflict of Interest** - refers to any situation where the personal or business interests of a Party are in conflict with the best interests of the Corporation. For greater certainty, a Conflict of Interest shall be deemed to exist where an Arrangement involving the Corporation results or may result in a direct or indirect personal gain, benefit, advantage or privilege being given to or received by an interested Party
- **Corporation** means the corporation without share capital incorporated under the Act by letter patent dated April 9, 1976 under the name Art Gallery of Cobourg
- **County** refers to Northumberland County
- **Director** refers to a member of the Board of Directors of the Gallery
- **Executive Director or 'ED'** refers to the Executive Director of the Gallery
- **Gallery, Art Gallery or Corporation** refers to the Art Gallery of Northumberland
- **Interested Party** - means a director or officer of the Corporation, or any member of the immediate family of such person
- **Letters Patent** means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent
- **Meeting** of members includes an annual meeting of members and a general meeting of members; and general meeting of members includes a meeting of any class or classes of members and a general meeting of all members entitled to vote at an annual meeting of members
- **Member** refers to a member in good standing of the Art Gallery of Northumberland
- **Officers** refers to the Officers of the Gallery namely, the Chair, Vice-Chair, Past Chair, Secretary and Treasurer

2.2.2 Article I - Name and Location

The name of the organization is the Art Gallery of Northumberland.

The Head Office of the Corporation is located at Victoria Hall, Third Floor, West Wing, 55 King Street West, Town of Cobourg, Ontario K9A 2M2Affairs of the corporation

Head Office - *Until changed in accordance with the Act, the head office of the Corporation shall be in the Town of Cobourg, in the County of Northumberland, and at such location therein as the directors of the Corporation may from time to time fix by resolution.*

Corporate Seal - *The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.*

Financial Year - *Until changed by the Board, the financial year of the Corporation shall end on the last day of December in each year.*

Execution of Instruments - *Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by any two of the Chair, Vice-Chair, Secretary and Treasurer of the Corporation, and the Executive Director of the Gallery. In addition, the Board may from time to time direct the manner in which, and the persons by whom, any particular instrument or class of instruments may or shall be signed.*

Banking Arrangements - *The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.*

Cheques etc - *All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.*

Voting Rights in Other Bodies Corporate - *The signing officers of the Corporation under article 2.04 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.*

Auditors - The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting; provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board, if they are authorized to do so by the members. Notice of the appointment shall be sent promptly to the auditor by the Secretary.

Minutes - The minutes of the Board or of any committee thereof shall be made available to the membership of the Corporation upon request.

Rules and Regulations - The Board may from time to time establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation.

2.2.3 Directors

Number of Directors - The affairs of the Corporation shall be managed by the Board. The minimum number of directors shall be 9 and the maximum number of directors shall be 11 persons elected in accordance with the Letters Patent and Article 3.4 of this By-law, together with the ex officio directors provided for by Article 3.2 of this by-law.

Ex Officio Directors - The persons who from time to time occupy and only so long as they occupy the offices set out below shall be directors ex officio of the Corporation and as such entitled to attend all meetings of the Board:

- notwithstanding the mandatory language in the preamble: the immediate past Chair of the Board, who will be able to vote on matters arising before the Board, but only for a period of twenty-four (24) months following the election of the incumbent Chair by the Board.

The Councillor appointed by the Town of Cobourg for the length of the term of Council, who will not be able to vote on matters arising before the Board

At the discretion of the Board, as needs and resources permit, a representative of any other Northumberland County municipality, who will not be able to vote on matters arising before the Board

Qualification - No person shall be qualified to serve as a director if such person is less than 18 years of age; is of unsound mind and in respect of whom a guardian has been appointed in accordance with the Substituted Decisions Act of Ontario, or other comparable legislation in Canada or elsewhere; is not an individual; or has the status of a undischarged bankrupt; or unless they have been nominated to serve as a director by the Governance Committee. A director shall be a member of the Corporation or shall become a member within ten days of election or appointment.

Election and Term - The directors of the corporation (except for such persons holding office ex officio) shall be elected and retire in rotation. Subject to the provisions of articles 3.4.1 and 3.4.2, each person so elected shall hold office for an initial term of not more than three (3) years, or until the third annual meeting of members following such election, or until his/her successor has been duly elected and qualified. Thereafter, each such person shall be eligible for election or re-election to a term of not more than three (3) years, provided that in no case shall such person be eligible for election or re-election for a term of years in excess of that permitted in article 3.4.1, and further

provided that following election or re-election such person shall hold office until the end of that term or until his/her successor has been duly elected and qualified.

Limitation on Term. - No person who has served as an elected member of the Corporation for seventy-two (72) consecutive months (beginning with the first day of the month next following the month in which such person was first elected as a director and ending immediately preceding a meeting of members, next following the expiration of the seventy-second month), shall continue to serve or be eligible to serve as a director of the Corporation. Following a twelve (12) month absence from the Board, a person shall be again deemed eligible to serve as an elected director.

Exception for Continuing Chair - The limitation upon service as a director of the Corporation expressed in article 3.4.1 may be waived by special resolution of the members in the case of a person who has agreed to act as Chair of the Corporation, but only for so long as such person continues to hold such office.

Vacation of Office - The office of a director shall automatically be vacated:

- *if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member, of the Corporation;*
- *if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;*
- *if the director is found to be a mentally incompetent person or becomes of unsound mind and is represented by a guardian duly appointed;*
- *if a director fails to attend three consecutive meetings of the Board, or fails to attend four of any six consecutive meetings of the Board, which meetings have been duly called in accordance with the by-laws, unless the Board adopts a resolution excusing the director's absence;*
- *if the director by notice in writing to the Corporation resigns his/her office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;*
- *if at a general meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the meeting removing the director before the expiration of that director's term of office; or*
- *if the director dies.*

Vacancies - Vacancies on the Board may be filled for the remainder of the term of office either by the members at a meeting of members duly called for the purpose or by the Board if the remaining directors constitute a quorum.

Action by the Board - Subject to and as more particularly set out in Section 4, the Board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the Letters Patent or otherwise. The powers of the Board may be exercised at a meeting (subject to article 3.8) at which a quorum is present. Where there is a vacancy on the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of directors remains in office.

Meeting by Telephone - Subject to the provisions of the Act, if all of the directors of the Corporation consent thereto generally or in respect of a particular meeting a. director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

Place of Meetings - Meetings of the Board shall be held at the registered head office of the Corporation, or at such other place as the Board may determine from time to time.

Calling of Meetings - Meetings of the Board shall be held from time to time at such time and at such place as the Board, the Chair or any two directors may determine.

Notice of Meeting - Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 12.0 to each director not less than two (2) days before the date of the meeting. Except as may otherwise be specifically provided in the Act, the Letters Patent or in the by-laws, a notice of meeting of directors need not specify the purpose of nor the business to be transacted at the meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

First Meeting of New Board - Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which an election of directors took place.

Regular Meetings - The Board may appoint a day or days in any month or months for regular meetings of the Board, at a place and hour to be named, or may agree in advance to a schedule or series of meetings. An agreed schedule of meetings shall be sent to each director in advance, but except as may otherwise be stipulated in the by-laws, no other notice shall be required for any such regular meeting or for any meeting which is set out in such schedule.

Presiding Officer - The person who shall preside at any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and is present at the meeting: the Chair, the Vice-Chair, the Treasurer or the Secretary. If no such officer is present, the directors present shall choose one of their number to preside.

Quorum - The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors.

Votes to Govern - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. The Chair of the meeting shall only be entitled to vote in the event of a tie.

Remuneration and Expenses - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such a position. However, the directors shall be entitled, with prior approval of the Board, to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof.

2.2.4 Powers of directors

Administer Affairs - The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the

Corporation may lawfully enter into, and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is, by its Letters Patent or otherwise authorized and empowered to do.

Expenditures - *The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate this authority to an officer or officers of the Corporation. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms and conditions as the Board may prescribe.*

Borrowing Power - *Subject always to the Act and to the Letters Patent, the Board may from time to time:*

- *borrow money on the credit of the corporation;*
- *issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;*
- *charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or money borrowed, or other debt or liability of the Corporation, and*
- *delegate the powers conferred on the Board under this article to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.*

Fund Raising - *The Board shall take such steps as may be deemed requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.*

Agents - *The Board may appoint such agents as it may deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment, and from time to time thereafter.*

Remuneration of Agents - *The remuneration of agents shall, subject to the other provisions of this by-law, be fixed by the Board from time to time by resolution.*

2.2.5 Committees

Executive Committee - *Subject to the Act and provided always that the number of directors is greater than six (6), the Board may appoint from among its members an Executive Committee consisting of the Chair, the Vice- Chair, the Treasurer, the Secretary, and the Executive Director (who shall serve as a non-voting member of said committee) and may delegate to such Executive Committee any of the powers of the Board, subject to the restrictions, if any, as may be contained in the by-laws or as may be imposed from time to time by the Board.*

Emergency Expenditures - *The Executive Committee may, between meetings of the Board, authorize any unbudgeted emergency expenditure up to a maximum of \$10,000.00 where, in the*

opinion of a majority of the members of the Executive Committee, and having regard to the nature of the matter and the time constraints imposed, it is not reasonably possible to convene a meeting of the Board to consider and authorize such expenditure. The Executive Committee's authorization for any such expenditure shall be reported to the next meeting of the Board for ratification.

Governance Committee - *There shall be a Governance Committee of the Board composed of the Chair, the Chair of Governance Committee and other directors approved by the Board, who shall:*

- make recommendations to the Board from time to time concerning the nomination of suitable candidates for election as directors, and for appointment as officers and as members and chairs of committees;*
- carry out an annual evaluation of the governance of the Corporation; and*
- perform such other functions as the Board may from time to time direct in accordance with such terms of reference as the Board may from time to time establish.*
- give due consideration to the requirements of the offices to be filled and the qualifications of the available candidates and shall report to the Board with its recommendations as requested by the Board.*

Other Committees of the Board - *The Board may create one or more other committees of the Board, however designated, appoint such persons as it may think fit to be members of such committees, and delegate to any such committees any powers of the Board, subject to any rules and regulations imposed from time to time by the Board.*

Action by Committees - *Any committee created by the Board shall be chaired by a person to be appointed by the Board. Meetings of any committee of the Board may be held at the registered head office of the Corporation, or at such other place as the committee may determine from time to time. A majority of the members of any such committee shall constitute a quorum for the transaction of any business at all meetings of the committee. The powers of a committee of the Board may be exercised at a meeting at which a quorum is present.*

Remuneration of committee members - *Executive Committee members and members of other committees of the Board shall serve as such without remuneration. However, committee members shall be entitled, with prior approval of the Board, to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of committees.*

Dissolution, vacancies and removal - *The Board may, by resolution, dissolve the Executive Committee or any other committee which it has created, remove any member of any such committee, and may fill any vacancy on the committee however created. Despite any vacancy however caused, any such committee may continue to function so long as a quorum remains in office.*

Advisory Bodies - *The Board may from time to time appoint such advisory bodies as it may deem advisable.*

2.2.6 Officers

Election and Appointment - *The Board shall from time to time elect a Chair, and appoint a Vice-Chair, a Secretary and a Treasurer, each of whom at the time of his/her election or appointment*

shall be a duly elected director, and may appoint such other officers as the Board may from time to time determine, including one or more assistants to any of the officers so elected or appointed, as determined by the Governance Committee. The Board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation.

Chair - *The person who is elected to the office of Chair shall be the senior elected officer of the Corporation and shall preside at all meetings of the Board and its members. The Chair shall also be a member of the Executive Committee and a member ex officio of all other committees of the Board. The Chair should not typically serve as chair of any committee other than the Executive Committee. The Chair shall serve as the principal liaison between the Board and the members of the Corporation and shall have such additional responsibilities as the Board may assign from time to time, subject to the provisions of the Act.*

Vice-Chair – *In the event of the withdrawal, resignation or death of the Chair, the Vice-Chair shall assume the office of Chair until the next annual meeting of members, or until the Chair's successor is elected by the Board. The Vice-Chair also serves as a member of the Executive Committee and shall have such other duties and responsibilities as may be specified by the Board from time to time.*

Treasurer - *The Treasurer shall have responsibility for the oversight of the financial activities of the Corporation. The Treasurer shall serve as the chair of the Finance and Operational Risk Committee and shall render to the Board whenever required an account of the financial position of the Corporation and shall present a budget annually to the Board for the next fiscal year. The Treasurer also serves as a member of the Executive Committee and shall have such other duties and responsibilities as may be specified by the Board from time to time.*

Secretary - *The Secretary shall attend and be the secretary of all meetings of the Board and of members. The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given all notices to members, directors, officers, auditors and members of committees of the Board and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The Secretary shall have such other powers and duties as otherwise may be specified. The Secretary is a member of the Executive Committee.*

Executive Director (ED) - *The Executive Director is appointed by the Board and is the chief executive officer of the Corporation. A director of the Corporation is not eligible for appointment. The ED shall receive such remuneration as the Board may from time to time determine and shall have general responsibility for the administration of the affairs of the Corporation, including the hiring and supervision of all staff. The ED shall be responsible for the due implementation of decisions of the Board, together with such other duties and responsibilities as the Board may specify from time to time. The ED shall be entitled to attend all meetings of the Board and its committees, unless the Board resolves to meet without his/her attendance and shall receive due notice of all meetings of the Board and its committees. The ED shall not be entitled to vote on any matters coming before the Board.*

Powers and Duties of Officers - *The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may from time to time and*

subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

Term of Office and Remuneration - The Board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation. The officers who are not directors of the Corporation shall be paid such remuneration for their services as the Board may from time to time determine. No officer shall be entitled to receive additional remuneration merely because of performing or fulfilling the duties of another office.

2.2.7 Protection of directors, officers and others

Limitation of Liability – Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any money of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

Indemnity - Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or of such body corporate, if such person:

- *acted honestly and in good faith with a view to the best interests of the Corporation; and*
- *in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.*

The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Insurance - The Corporation shall purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time-to-time determine.

2.2.8 Conflict of interest

Duty to Guard Against Potential Conflicts of Interest - The directors and officers of the Corporation shall at all times closely monitor all Arrangements to which the Corporation is or may become a party, and shall not enter into any Arrangements on behalf of the Corporation which may result in or have the effect of creating a Conflict of Interest.

Duty of Disclosure - It shall be the duty of every director and officer of the Corporation to fully disclose the existence or potential existence of any Conflict of Interest.

Time of Disclosure - The disclosure required by article 9.3 shall be made immediately upon the interested Party first becoming aware of the existence of, or the potential for, a Conflict of Interest, and in addition to any verbal disclosure, shall be made by the director or officer concerned in writing to the Secretary of the Corporation as soon as is practicable.

Potential Conflict of Interest - At any meeting of the Board, a director shall not take part in the discussion of any matter which may involve him in a potential Conflict of Interest, save to disclose it and to provide sufficient information so that the Board may make an informed decision, and shall refrain from voting on any resolution with respect thereto.

Prohibition on Accepting or Continuing in Office - No person shall be appointed as an officer nor serve as a director of the Corporation, nor shall any director or officer of the Corporation continue to hold such office, where that person is or would be reasonably considered to be in a situation of Conflict of Interest.

Validity of Contract or Arrangement - An Arrangement to which the Corporation is a party and with respect to which there is a Conflict of Interest shall be voidable at the option of the Corporation; provided that at a meeting of the members of the Corporation duly called for the purpose, such Arrangement may nevertheless be ratified and confirmed if the Conflict of Interest has been eliminated and if in the opinion of the members the continuation of such Arrangement is in the best interests of the Corporation

2.2.9 Members

Members - Subject to the Act and to the provisions of the Letters Patent, and until such time as they shall cease to be members of the Corporation in accordance with the provisions of this by-law, the members of the Corporation shall consist of:

- the applicants for incorporation of the Corporation;
- any person who has paid the annual membership fee for the Corporation
- such other persons (which term includes groups, associations and corporations) interested in furthering the objects of the Corporation as are admitted as members from time to time by the Board.

Ordinary Members - A person admitted to membership in the Corporation is an ordinary member. Each ordinary member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of members. A member shall be notified of his admission to membership forthwith by the Secretary.

Term of Membership - The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or in the case of an association or corporation when the member ceases to exist or ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. A member who does not renew their membership by paying the annual dues ceases to be a member.

Resignation - Members may resign at any time by resignation in writing which shall be effective upon the date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.

Removal - Upon thirty (30) days' notice in writing to a member of the Corporation, the Board may, after giving the member an opportunity to be heard, pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

Re-application - Any former member of the Corporation may re-apply for membership in the Corporation.

2.2.10 Meetings of members

Annual Meetings - Subject to the Act, the annual meeting of members shall be held at such time and, subject to article 11.3, at such place as the Board or the Chair may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor thereon and the report of the Board, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

General Meetings - The Board, the Chair or the Vice-Chair shall have the power to call a general meeting of members at any time and shall call such a meeting upon the demand in writing of five (5) members and/or directors.

Place of Meetings - Meetings of members shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situate or, if the Board shall so determine, at some other place in Ontario.

Notice of Meetings - Subject to the Act, notice in writing of the time and place of each meeting of members shall be given in the manner provided in section 12 not less than ten (10) days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and the Board report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to have a reasonable understanding of the scope and extent of the issues to be resolved at the meeting. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

Meetings without Notice - *A meeting of members may be held without notice at any time and place permitted by the Act*

- *if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held; and*
- *if the auditors and the directors are present or waive notice of or otherwise consent to the meeting being held.*

At such meeting any business may be transacted which the Corporation at a meeting of members may transact.

Presiding Officer, Secretary and Scrutineers - *The presiding officer at any meeting of members shall be the first mentioned of such of the following as have been elected or appointed and who is present at the meeting: the Chair, the Vice-Chair, or a director if no such person is present within 15 minutes after the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to preside. If the Secretary of the Corporation is absent, the person chosen to preside shall appoint some other person, who need not be a member, to act as secretary of the meeting, or if desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the presiding officer with the consent of the meeting.*

Persons Entitled to be Present - *The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors, the Executive Director, the auditor of the Corporation and any others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Members of the public may be admitted to the meeting.*

Quorum - *The quorum for the transaction of business at any meeting of members shall be five (5) persons present in person and each entitled to vote thereat or a duly appointed proxy so entitled.*

Right to Vote - *Subject to the Act and the Letters Patent, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as an ordinary member.*

Proxies - *At any meeting of members a proxy holder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxy holder would be entitled to exercise if present at the meeting. A proxy holder shall be an ordinary member of the Corporation. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.*

Votes to Govern - *Unless the Act, the Letters Patent or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.*

Show of Hands - *Any questions at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote.*

Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the presiding officer of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

Ballots - *On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the presiding officer of the meeting may require, or any member may demand, a ballot thereon. A ballot so required or demanded shall be taken in such manner as the presiding officer shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.*

Casting Vote - *In case of an equality of votes at any meeting of members whether upon a show of hands or upon a ballot, the presiding officer of the meeting shall not be entitled to an additional casting vote.*

Adjournment - *The presiding officer at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.*

2.2.11 Notices

Method of Giving Notice - *Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation or if transmitted by telecopier to the telephone number forming part of such person's address on file with the Corporation for that purpose, or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or other form of transmitted or recorded communication or if sent to such person by email if such person has provided the Corporation with an email address. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid or by telephone transmission; a notice so deposited in a post office or public letter box shall be deemed to have been given on the third day after such deposit; and a notice sent by means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change the address on the Corporation's books of any member, director, officer, auditor or member of a committee of the Board in accordance with any information believed to be reliable.*

Computation of Time - *In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.*

Omissions and Errors - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Waiver of Notice - Any member (or a duly appointed proxy holder), director, officer or auditor may waive any notice required to be given under any provision of the Act, Letters Patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

2.2.12 Dissolution

Distribution of assets on dissolution - Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to or among one or more charitable organizations which carry on their work solely in Ontario.

2.2.13 Effective date

Effective Date - This by-law shall come into force when confirmed by the members in accordance with the procedure set out in the Act.

Repeal - All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

2.3 BOARD SKILLS MATRIX SUMMARY

2.3.1 Specific Skill Sets Desired for the Board at all Times

- *Chartered Public Accountant (CPA)*
- *Finance*
- *Lawyer*
- *Community/political relationships in Cobourg; Northumberland County; Ontario & Canadian governments*
- *Marketing*
- *Human Resources*
- *Fundraising/development*
- *Strategic Planning*
- *Communications/Public Speaking*

2.3.2 Standards of Conduct

- *Directors must regularly attend and participate in Board meetings.*
- *Directors are responsible for reading, reviewing and questioning material involving the Gallery (especially Board minutes and reports) prior to Board meetings.*
- *Directors have fiduciary responsibility for the Gallery's assets and finances.*
- *Directors should not seek personal benefit from business derived from the Gallery without full disclosure to the Board.*
- *Directors must avoid conflict of interest.*
- *Directors must ensure that the Gallery's resources are dedicated to fulfilling its mission, vision, strategic goals and policy positions.*
- *Directors must make certain that the Gallery complies with all applicable laws and does not engage in any unauthorized activities.*
- *Directors are responsible to act in good faith and in the Gallery's best interest, not in the interest of the Director or any of his/her family members or any organization with which the Director is affiliated.*
- *Directors must report to the Board Chair, or in the case of the Board Chair, to the Chair of the Governance Committee, corruption, misconduct or neglect of duty whenever discovered.*
- *Directors must ensure the integrity of the Board by avoiding granting special favours or unfair privileges to anyone or any entity.*

- *Directors must be open, fair and honest with no hidden agendas; they must create an environment where all Directors are treated with the utmost respect.*
- *Directors must understand that the Board sets standards for the AGN through Board policy; Directors do not manage the Gallery on a daily basis - that is the job of the Executive Director.*
- *Directors must understand that the Board makes decisions as a team and as one voice – individual Directors may not commit the Board to any action and Directors must represent positions of the Board regardless of personal position. The Board Chair may however commit the Board and/or the Gallery to act in an extraordinary or emergency situation.*
- *Directors must respect the right of other Board Directors to have opinions and ideas that differ from their own.*
- *Directors will maintain confidentiality of all proprietary, sensitive and valuable information entrusted to them except when disclosure is authorized or legally mandated.*
- *Each Director must contribute to the development program of the Gallery including strategic planning for development, financial support and active support in the annual and capital campaigns.*
- *Directors should respond to each other's messages within a reasonable time.*
- *Directors must take the role of politician, strategist, thinker and learner wherein they can be self-reflective of all issues.*
- *Directors are individually responsible for conforming to the Standards of Conduct and will be overseen by the Board Chair.*

Directors can be removed for breach of conduct including a breach of our standards of conduct, material neglect of duty or incompetence.

3

BOARD STRUCTURES & PROCEDURES

3.1 BOARD COMPOSITION

3.1.1 Number of Members

- *Minimum 9; maximum 11 elected members*
- *One (1) ex-officio voting member – Past Chair*
- *Target to have up to 2 ex-officio non-voting members (Town of Cobourg Councillor; Member of another Northumberland County town)*

3.1.2 Term

- *Elected for 3-year term; one renewal for 3 years*
- *Chair can extend beyond 6 years*

3.2 OFFICERS OF THE CORPORATION

The members of the Corporation comprise all persons who have paid their annual dues. The Corporation's Bylaws summarize the Corporation's structure, governance and operations. This includes a summary of the officers:

- *Chair*
- *Vice-Chair*
- *Secretary*
- *Treasurer*
- *Executive Director*

3.3 THE BOARD CHAIR

3.3.1 Selection Procedure

Succession planning is crucial to the operation of the Board. The Board should aim to have suitable candidates for the next two chair terms. The Executive Director should be consulted and must have a voice along with the current Chair and current Directors in the selection of the Board Chair.

Selection of the Chair is a very important job of the Board. The Chair must be a person whom everyone trusts – the Board Directors, Gallery staff and other stakeholders. The Chair is the manager of the Board as the Executive Director is the manager of the Gallery. Teamwork and respect are paramount to success. A particular skill set of the Board Chair is not as important as the above.

Board Directors who have served at least a one-year term will be asked if they would stand for the position of Chair. This would be in an open forum with full disclosure to all Board Directors. Board Directors who were willing to stand for Chair would provide a summary to the Board Chair and Governance Committee indicating what they would bring to the role, if selected.

The Board Chair selection process will be undertaken by the Governance Committee as and when required. Ideally the proposed incoming Board Chair should be finalized 12 months in advance of his/her formal election, and he or she should fulfill the role of Vice-Chair for the year preceding election as Chair to ensure a smooth transition. The timing of the selection process should commence in time to achieve these goals.

The Board Chair selection process should consider the following:

- *Candidates from within the existing Board*
- *Leadership qualities*
- *Trust from other Board Directors and Executive Director*
- *Special skills required during the next term*
- *A strong link to strategy (This person must be a strategically focused individual)*

Consideration by the whole Board of the external climate and the Board's medium-term objectives; with Board consultation and approval, development by the Governance Committee of a Chair profile for the upcoming term.

Invitation to all members of the Board to submit nominations; consultation with other individuals, as appropriate (e.g. honorary members, officers of the Board, key administrators).

Development of an appointment recommendation by the Governance Committee for consideration by the Board.

Board approval of the Chair appointment (based on the foregoing process).

3.3.2 Required Personal Qualities

Integrity, graciousness, sensitivity, discretion, flexibility, sense of fairness, honesty, objectivity, foresight, positive outlook, availability, commitment to the mandate of the AGN, collaborative approach, vision, innovation

3.3.3 Required Skills and Experience

- *Proven leadership skills (significant corporate, public sector and/or non-profit experience) and demonstrated willingness to provide leadership in the AGN context*
- *Knowledgeable about galleries and museum issues and ability to “speak for” the Gallery where appropriate*
- *Ability to chair meetings effectively*
- *Ability to accept and deliver constructive criticism*
- *Fundraising experience and willingness to provide leadership in this area*
- *Understanding of, and commitment to, the institution and its mission*

- *Understanding of governance issues*

3.3.4 Skill Sets

Leadership

- *Demonstrates diplomacy in bringing opposing views to agreement*
- *Demonstrates organizational and management skills*
- *Embraces and manages change to advance AGN*
- *Empowers others*
- *Prioritizes issues consistent with strategic plan*
- *Results-oriented*
- *Understands general principles for fiscal management*

Personal

- *Fosters an atmosphere of creativity and collaboration*
- *Maintains objectivity*
- *Organized*
- *Positively promotes AGN*
- *Thinks strategically*
- *Dedicated to AGN's vision and mission*
- *Demonstrates integrity*

Interpersonal

- *Exhibits strong networking and relationship building skills*
- *Demonstrates strong communication skills*
- *Respects diversity and promotes inclusiveness*
- *Motivates others*

3.3.5 Responsibilities

To preside and provide leadership to the Board of Directors in a way which:

- *Encourages openness, participation and motivation of members*

- *Maintains order and respects appropriate rules of procedure*
- *Ensures that the Board's deliberations/activities are effective and properly focused on policy, planning and accountability issues*
- *Advances the Board's annual and longer-term objectives*
- *To represent and act as spokesperson for the Board within and outside the Gallery; to serve as advocate/ambassador/fundraiser for the AGN locally, provincially, nationally and internationally*
- *To take a leadership role on behalf of the Board in the appointment and review of the Executive Director, the orientation of new Board members and Board team-building*
- *To work with the Chair, Governance Committee on the evaluation of Board effectiveness*
- *To advise, support and encourage the Executive Director in his or her efforts to advance the Gallery's mission, goals and objectives*

3.3.6 Term of Office

A three-year appointment is the usual length of term for the Chair.

Operating philosophy: Board Chair should be elected during their second term as a Director

3.3.7 Evaluation

The Board Chair's performance will be reviewed annually

3.3.8 Vice-Chair Responsibilities and Qualifications

The Vice-Chair is expected to preside at Board meetings and assume other duties in the Chair's absence, and in this sense, the two positions have parallel responsibilities and skill requirements. The Vice-Chair may serve as Chair of a Board committee or take on other responsibilities at the request of the Board or the Chair. Skills, knowledge and experience are the primary requirements; availability, geographical balance and compatibility with the Chair are other factors that may receive consideration.

3.3.9 Vice-Chair Term of Office; Succession

Vice-Chair appointments are normally made for one year and reappointments are possible. While it may be desirable for the Chair designate to have Vice-Chair experience, this is not an absolute prerequisite for succession to the Chair. Nor is Vice-Chair service a guarantee of appointment to the Chair. Although the absence of a clear "step" system has certain drawbacks, it gives the Governance committee the flexibility needed from time to time to accommodate the Board's needs and special member situations. Frequent rotation of the Vice-Chair position has the added advantage of enlarging the Board's pool of experienced members by giving more members an opportunity to serve in this capacity.

3.3.10 Vice-Chair Selection

The Vice-Chair appointment is recommended to the Board annually by the Chair.

3.4 COMMITTEES AND TASK FORCES

The Board is supported by the work of a series of Standing Committees and Task Forces that are fundamental to its operations. Committees and Task Forces undertake analysis and investigation on behalf of the Board. Committees and Task Forces have no decision-making capabilities other than to recommend actions to the Board.

3.4.1 Guidelines for Determining Committee/Task Force Structure

- *Fiduciary responsibility – if the Board is legally responsible, or required by the bylaws, it requires Standing Committee oversight.*
- *Duplication of Staff Role – if there is a Senior Staff member overseeing the area, a Standing Committee is not necessarily required.*
- *Time-defined or ongoing need – if there will always be a need for Board support in an area, it should be a Standing Committee; if it is to meet a short-term gap or to launch a new initiative, it is a Task Force.*
- *Core competency – if support is beyond the core competencies of the organization and/or the Executive Director, a Standing Committee would provide support.*
- *Oversight or advice – if oversight by the Board is required, it is a committee; if advisory support is the goal, the Board will consider forming an Advisory Council or Task Force*
- *Leadership – Chair should not be Chair of any Committee or Task Force, except for the Executive Committee*

3.4.2 Recommended Committee/Task Force Structure

Standing Committees

- *Ongoing requirement*
- *Appointed by Board*
- *Accountable to Board (makes recommendations and regular reports)*
- *Chaired by Board Member*
- *Reports to Board regularly*

Task Force

- *Set time frame identified*

- *Appointed by Board*
- *Accountable to Board (makes recommendations and regular reports)*
- *Chaired by Board Member*
- *Reports to Board regularly*

3.4.3 Advisory Council

- *Appointed by Board for a defined time (short-term in nature)*
- *Status renewed annually*
- *Support Executive Director in directing and managing Senior Staff where core competency gaps exist, or special projects/challenges have been identified*
- *Does not make recommendations to the Board, only to the Executive Director*
- *Chaired by Board Member or other, as approved; expertise is the criteria*

3.4.4 Standing Committees

Executive Committee

The Chair of the Executive Committee is the Board Chair

- *Interface with Town of Cobourg*
 - *Manage MOU*
- *Between Board Meetings – give advice to Board Chair and the Executive Director*
 - *Clarify issues and discuss/assist in resolving problems*
- *Provides oversight of the Gallery's organization development including:*
 - *Human resources management (operational and strategic)*
 - *Succession planning;*
- *Assist Executive Director to formulate yearly goals and regular reviews against goals*
- *Assist Executive Director with his/her own professional development and that of his/her employees as required*
- *Support Executive Director in planning and implementing major objectives, including facilities management*
 - *Recommend the ED's annual compensation*
- *Exercise powers of the Board in emergency situations. There is a duty to report to the Board at its next meeting.*
- *Composition: Chair, Vice-Chair, Treasurer, Secretary and Executive Director*

Advancement & Engagement Committee

The Chair of the Advancement Committee is a Board Member

- *Support Executive Director in fundraising responsibilities*
- *Review and approve annual fund-raising plan (and long-term plans)*
- *Ensure fund-raising is consistent with the strategic plan*
- *Ensure resources are available and adequate for the strategic plan*
- *Support activities such as events; exhibitions; marketing/communications/branding; and grant overview and oversight*
- *Size of Committee at discretion of Chair*

Finance, Audit and Operational Risk Committee

The Chair of the Finance and Operational Risk Committee is the Treasurer of the Board

- *Annual review and presentation of operating and capital budgets to Board for approval*
- *Ensure annual audit of financials*
- *Track budget during year*
- *Review cash flow of operating fund, annual fund and other funds*
- *Review financial controls and management systems, loan, banking and investments, charitable status*
- *Manage pension/investments – requires subcommittee Chair*
- *Manage endowment – requires subcommittee Chair*
- *Communicate financial status to the member community*
- *At least 2 Board Directors on Committee, no more than 3 Board Directors, Executive Director, Director of Finance, Board Chair. Maximum size of committee at discretion of Chair.*
- *Pensions/Investments – Finance Sub-Committee*
- *Review the operational risk assessment and mitigation framework on an annual basis*

Governance & Nominations Committee

The Chair of the Governance Committee is a Board Member

- *Nominate candidates for appointment as Officers and Committee Chairs, and members of Committees, based on recommendations received from the Chair of the Board*
- *Nominate candidates for election as Directors*

- *Conduct annual review of governance, including by-laws, policies and procedures, reporting guidelines and templates, required committees, task forces and advisory councils*
- *Oversee AGM procedures*
- *Minimum 3 Directors plus Board Chair, Executive Director.*

Collections & Acquisitions Committee (tbd)

- *The Chair of the Collections & Acquisitions Committee is a Board Member*
- *Oversight of policies and procedures of acquisitions, dispositions, and overall management and oversight of the Gallery's collection*
- *Ensures oversight of compliance and responsibilities of Category A status.*
- *Ensures oversight of the Gallery's Acquisitions, Disposition and Collection Management Policies for the accession, maintenance and deaccession of works to, in and from the permanent collection.*
- *Purpose:*
 - *Promote and use the AGN's Category A museum designation to attract high profile gifts.*
 - *Maintain an active process of acquisitions for the Permanent Collection through stellar gifts and purchases.*
 - *Tbd*
 - *Tbd*
- *Minimum 3 Directors plus Board Chair, Executive Director.*
- *Acquisitions Sub-Committee is a sub-committee which includes members of the public. Size of Sub-Committee at discretion of Chair. Members of the Acquisitions Sub-Committee may not be Board members of the Gallery. The Chair of the Acquisitions Sub-Committee reports the activities to the Board as part of the Collections & Acquisitions Committee.*

Criteria for public members includes:

3.5 SELECTION PROCEDURES

The Governance Committee is responsible for coordinating the various activities required to select Directors, Officers, Committee and Task Force Chairs, and Committee and Task Force members.

3.5.1 Officers and Committee/Task Force Chairs

The Board Officer appointments are recommended to the Board annually by the Governance Committee. Officers and Committee/Task Force Chairs are to be reviewed and elected annually for one-year terms. As well, each Officer and or Committee/Task Force Chair should have at least one immediate replacement and a plan for succession following that. The recommendation of the

current Committee/Task Force Chair for a successor will be given the first consideration unless there are mitigating circumstances.

3.5.2 Officers and Committee/Task Force Chairs Selection

On an annual basis, the Governance Committee should review all Committee/Task Force Chairs and determine a strategy and approach for the subsequent year. Nominations for Committee Chair should be solicited from the Board Directors. Proposed Committee/Task Force Chairs should be presented to the Board at the Board meeting immediately following the AGM.

3.5.3 Directors

All current Board Directors should ideally provide at least two candidates every year to the Governance Committee for consideration. A candidate not suitable this year may be suitable next year or the year after. A large pool of candidates is always best. Candidates not chosen for the Board could then be recommended to a Committee or Task Force. Each year, incoming Committee Chairs present their recommended slate of Committee members for the upcoming year for review by the Governance Committee and approval by the Board, noting returning and new members. A Committee or Task Force Chair cannot add members without due process as outlined in this policy document. They may only recommend to the Board a member for consideration.

It is not necessary for a candidate to have sat on a Committee or Task Force before becoming a Director, but it would be preferred. As well, a candidate does not have to possess a particular skill set beyond those described below. It is important that Board Directors not be seen as replacements for professionals at the administrative level. The Board should have financial, legal, possibly human resources representation and independent Directors. Independent Directors may be solicited from a number of different organizations such as corporate Director Institutes and Canadian Museums Associations. The Governance Committee should complete a skill matrix yearly so that succession is in place for the necessary skill sets.

The critical criteria are a strategic focus however desired attributes of Directors are as follows:

- *Work*
- *Wisdom*
- *Wealth*
- *Expertise*
- *Leadership*
- *Discretion*
- *Accessible*
- *Available*
- *Clout*
- *Integrity*
- *Compassion*
- *Self-sacrifice*
- *Commitment*
- *Positive thinking*
- *Common sense*
- *Ambassador*

3.5.4 Director Selection

The following procedures should be followed by the Governance Committee for new Directors:

- *Gather potential candidates*
- *Quiet investigation – due diligence – background check*
- *Only the committee directly contact short list – no contact from others on the Board at this stage*
- *Review candidate names with Board – March/April Board meeting*
- *Discover level of commitment up front (candidate should be amenable to serve in any capacity on the Board)*
- *Candidates should be willing to consider standing for all leadership positions*
- *Review resumes*
- *Face to face interviews*
- *Discuss time commitment, attendance, financial*

Candour is critical - Board must show respect by full disclosure (no surprises which may make the candidate feel betrayed)

The Board's recruiting efforts for new Directors will be based in part on the desired expertise and skill sets required for the Board to fulfill its strategic plan.

The Governance Committee should avoid recommending two related (however defined) potential candidates at the same time as it is deemed inappropriate.

All Board Directors' attendance and/or performance should be reviewed annually so that non-performing Directors will understand how they can improve and realize ahead of time that their term may not be renewed.

It is not appropriate to have related individuals on the Board at the same time. The Board must manage the risk of these circumstances as part of the process of selecting and electing new Directors. "Related" is understood to be defined in the broadest possible terms including, but not limited to, spouses, relatives, dependents, or colleagues at one's business.

Each new Board Director will be assigned a mentor by the Governance Committee with whom he/she can meet with regularly.

Each new Board Director will participate in a Board orientation session.

At the end of a Director's term, exit interviews will be conducted by the Governance Committee.

3.5.5 Committee Member Selection

Each year, incoming Committee Chairs present their recommended slate of Committee members for the upcoming year for review by the Governance Committee and approval by the Board, noting returning and new members.

3.6 BOARD PROCESSES

3.6.1 Meetings

Characteristics of successful Board meetings:

- *Inform, educate and inspire*
- *Respect people's time and use expertise*
- *Examine strategic directions*
- *Identify and resolve conflict*
- *Reach conclusions, whether by formal vote or consensus*

Agenda:

- *Consent agenda – don't discuss reports – focus on reaching decisions*
- *Minutes and reports are distributed at least four days in advance*
- *Questions and clarifications are handled in advance of the meeting and are only discussed at meetings if not previously resolved*
- *As a best practice, all meetings should have a standing 'in-camera' item on the agenda*

See Board calendar in Section 5.1.

3.6.2 Board Calendar

An annual Board calendar should flow out of its strategic plan.

The Gallery's strategic plan encompasses the following elements:

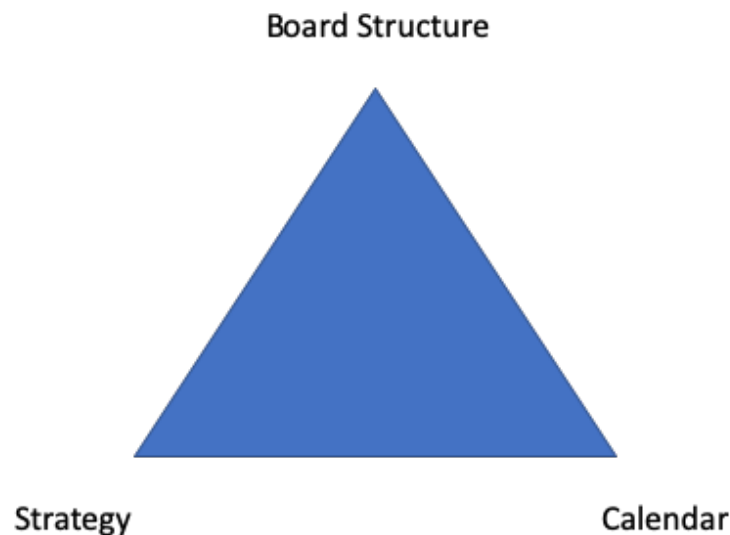
- *It addresses the viability related objectives that ensure the Gallery is sustained over time*
- *It has a 5 to 8-year focus*
- *It is no longer than 2-3 pages in length*
- *It provides a framework for decision-making.*

The Gallery's strategic plan elements are as follows:

- *Finance - percentage of operations expenses covered by income; purpose and amounts of cash reserves*
- *Visitors – number, demographics, seasonality*
- *Development –endowment, characteristics and yield of major gifts*
- *Information technology – hardware, software, training, personnel*
- *Buildings and grounds – renovations, expansions, ongoing maintenance*
- *Human resources – salary, benefits, PD program objectives, goals, budget*

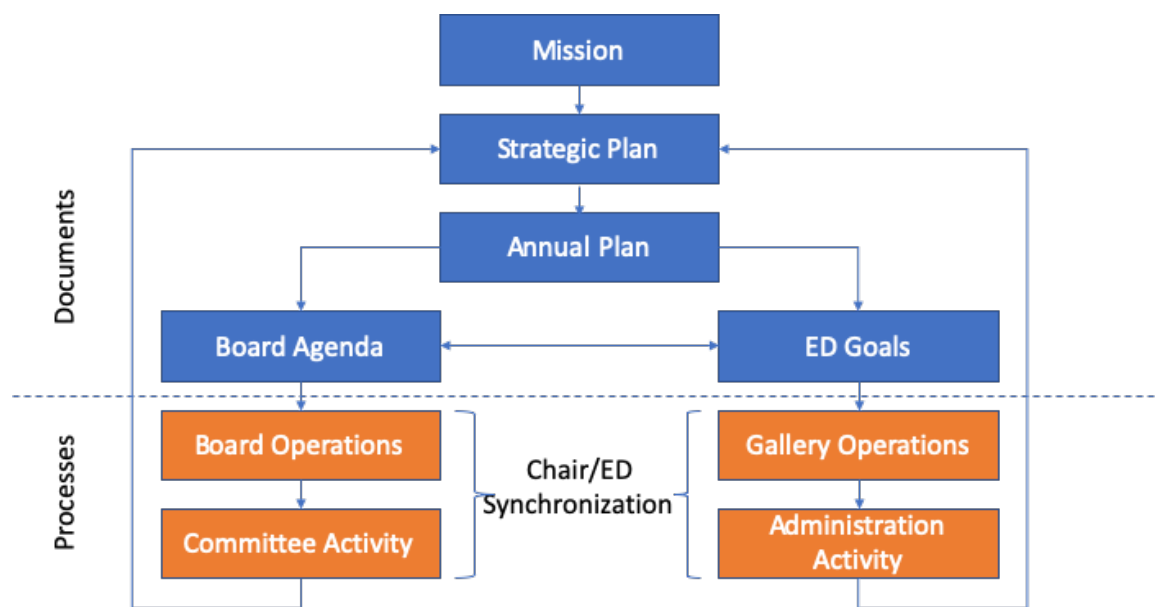
- *Public and government relations – communication, education*
- *Board governance – structure, profile*
- *Administration structure and function – administration (Note: the Board’s role here is to require the Executive Director to ensure that he/she has the appropriate number of personnel with the requisite experience and skills to fulfill the Gallery’s mission.)*

The relationship and interdependence that exists between the strategic plan, the Board structure and the Calendar for effective governance and the long-term viability of the Gallery, is illustrated below.



An annual Board agenda is derived from the strategic plan documents each year.

The diagram below shows that a Board’s and Administration’s annual agenda and work plan are devised at the end of the year, and implemented throughout the following year



The Executive Committee and the Executive Director review the strategic plan and set the annual agenda and work plan for implementation by the Board and Administration. This allows the Board to:

- *React to the changing environment,*
- *Allocate financial and human resources,*
- *Consider its structure and composition, and*
- *Ensure that the efforts and activities of the Administration and Board are aligned.*

The Board restructures itself such that it can accomplish its fiduciary and strategic functions. Therefore, there are fewer standing committees in favour of Task Forces established to carry out specific tasks in a set period of time.

The Board's recruiting efforts will determine the desired expertise and skill sets that are required so that the Board can fulfill its strategic plan.

Board meetings, therefore, are generally strategically focused and structured around proposals for action arising from the strategic plan.

At the end of the year, the Board can readily assess the progress that the Gallery's Administration and the Board have made to fulfill the strategic plan and the positive impact that it has had on the community. This therefore constitutes the Board's annual evaluation and forms the basis of its communication to the Gallery's community.

3.6.3 AGN Annual Cycle

What follows is a listing of the current annual activity that the Gallery currently engages in as well as some proposed modifications for the Board's consideration.

- **May**
 - AGM – Elect Board Chair, and establish Finance and Governance Committees
 - Confirm Board calendar
- **July**
 - Strategic Plan review and update
- **September**
 - Preliminary Budget - Finance and Operational Risk Committee
 - Review of any summer physical plant or site improvements – Executive Committee
 - Assign annual goals and work plans to committees and task forces – Governance Committee
- **November**
 - Operating plan review
 - ED and staff salary and benefits review – Finance Committee
 - Presentation of provisional budget – Finance and Operational Risk Committee
 - Status update on the strategic plan – Executive Committee
 - ED’s goals update – Executive Committee
- **January**
 - ED Performance Review – Executive Committee
 - Progress update on candidates for the Board – Governance Committee
 - Board Professional Development
- **March/April**
 - Audit Committee Report
 - Board Performance Review
 - Nominating Committee Report

3.6.4 Attendees

Board Directors are welcome at any Committee/Task Force meeting.

Committee/Task Force Chairs may request of the Board Chair to invite a guest with expertise to address the Board on a particular matter.

4 BOARD POLICIES

4.1 CODE OF CONDUCT

4.1.1 Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the AGN. Members of the board shall avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time:

- a) When there is a decision to be made or an action to be approved results in a conflict between the best interests of the AGN and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest to the rest of the Board.*
- b) In the event that any Board member receives compensation from the AGN such compensation will be determined by and approved by the full Board in advance.*
- c) Any conflicts of interest, including, but not limited to financial interests, shall be disclosed to the Board when the matter becomes a matter of Board action, and at any regular meeting of the Board where a conflict might arise*
- d) Any Board Member having a conflict of interest shall not vote or speak on the matter. They shall not be counted towards the quorum for the meeting.*
- e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting along with a note that the Board member with a conflict abstained from the vote and did not take part in any discussion, and was not included in the count for the quorum.*
- f) Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.*
- g) This policy shall also apply to any Board member, their immediate family or any person acting on their behalf.*

4.1.2 Prohibition Against Sexual Harassment

The AGN strives to maintain a workplace that is free from discrimination and harassment. While all forms of harassment are prohibited, sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee.

4.1.3 Confidentiality

Board members should not disclose to anyone, any confidential information that may come before the Board.

4.1.4 Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. Each member is expected to:

- a) attend meetings of the board as a high priority.*

- b) *Be prepared to discuss the issues and business on the agenda, having read all*
- c) *background material relevant to the topics at hand.*
- d) *Cooperate with members of the Board and the staff, respecting their opinions and, leaving personal prejudices out of all board discussions.*
- e) *When the Board makes a decision, each member will support the actions of the Board even when they personally did not support the action.*
- f) *Putting the interests of the AGN above personal interests.*
- g) *Represent the organization in a positive and supportive manner at all times and in all places.*
- h) *Showing respect and courteous conduct in all board and committee meeting and at public gatherings*
- i) *Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.*
- j) *Observe established lines of communication and directing requests for information or assistance to the executive director through the chair of the board*

4.1.5 Civility

The members of the Board are the representatives of the AGN. Their behaviour impacts on the reputation of the AGN and other Board members. It is extremely important that Board members always act politely and courteously when dealing with members of the AGN or the general public.

Adapted from the document "SAMPLE CONDUCT POLICIES FOR BOARD MEMBERS"
By National Council of Nonprofits

4.2 CONFLICT OF INTEREST POLICY

4.2.1 Purpose

The Directors and Officers of the Board are dedicated to acting ethically and in the best interest of the Gallery. This policy serves to assist Directors and Officers to identify and disclose such conflicts, and to provide guidance in handling conflicts of interest that have been disclosed. Each Board Director or Officer has a fiduciary obligation to act in good faith in the best interest of the Corporation.

4.2.2 Policy

Directors, non-Board committee members, and Officers shall avoid situations in which they may be in or perceived to be in a position of conflict of interest. The By-Law identifies provisions with respect to conflict of interest that must be strictly adhered to. Directors/ Officers must declare any conflict of interest at the first reasonable opportunity after the conflict becomes known and may not vote on any matters where there is or maybe perceived to be a conflict of interest. In addition to the By-Law, the process set out in this policy shall be followed when an actual or potential conflict arises.

4.2.3 Application

This policy applies to all Directors including ex-officio Directors if any, non-Board members of Committees, and Officers of the Corporation.

4.2.4 Definition of Conflict of Interest:

The situations in which potential conflict of interest may arise cannot be set out exhaustively. Conflicts generally arise in the following situations:

- *Interest of Director/ Officer "Wearing Two Hats"*
 - *When a Director/ Officer in addition to his/her responsibility to the Corporation has a separate interest in a transaction with the Corporation directly or indirectly*
- *Interest of Relative*
 - *When the Corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a Director/ Officer is a principal, officer or representative.*
- *Gifts*
 - *When a Director/ Officer or a member of the Director's/ Officer's household or any other person or entity designated by the Director/ Officer, accepts gifts , payments, services or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board or create the appearance of special treatment with respect to the Corporation.*
- *Acting for an Improper Purpose*
 - *When Directors/Officers exercise their powers motivated by self-interest or other improper purposes. Directors/Officers who are nominees of a particular group*

must act in the best interest of the Corporation even if this conflicts with the interest of the nominating party.

- *Appropriation of Corporate Opportunity*
 - *When a Director/ Officer diverts to his or her own use an opportunity or advantage that belongs to the Corporation.*
- *Duty to Disclose Information of Value to the Corporation*
 - *When Directors/ Officers fail to disclose information that is relevant to a vital aspect of the Corporation's affairs.*
- *Compensation*
 - *When Directors/Officers receive compensation, directly or indirectly, from the Corporation for services they are prohibited from voting on matters pertaining to that person's compensation and precluded from presence in the meeting when such vote takes place.*

4.2.5 Process for Identifying a Conflict or Potential Conflict of Interest:

All Directors/Officers shall comply with the requirements of this Policy. It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with this Policy

There may be cases where the perception of a conflict of interest or breach of duty may be harmful to the Corporation notwithstanding that there has been compliance with this Policy.

A Director/ Officer who is in the position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the Chair or Vice Chair of the Board. The disclosure shall be sufficient on disclosure of the nature and extent of the Directors/ Officers interest. Disclosure shall be made at the earliest possible time and prior to any discussion and vote on the matter.

The Director/ Officer shall not be present during the discussion of the matter in which he or she has a conflict and shall not attempt in any way to influence the voting.

A Director/Officer may, on his or her own initiative or that of any other Director/ Officer be referred to the process outlined below in any of the following circumstances:

Where any Director/Officer believe that the Director or another Officer:

- *Has breached his or her duties to the Corporation*
- *Is in a position where there is a potential breach of duty to the Corporation*
- *Is in a situation of actual or potential conflict of interest; or,*
- *Has behaviour is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on the Corporation.*

4.2.6 Process for Resolution

The matter shall be subject to the following process:

- *The matter is referred to the Chair or where the issue may involve the Chair, to any Vice Chair, with notice to the CEO; and*
- *The Chair (or Vice Chair if required) may either attempt to resolve the matter informally, or if the matter cannot be informally resolved to the satisfaction of the Chair, he/she may refer*

the matter to an ad hoc sub-committee of the Board established by the Chair which sub-committee shall report to the Board.

It is recognized that if a conflict or other matter referred cannot be resolved to the satisfaction of the Board, the Board may, by resolution passed by at least 2/3 of the votes, remove any director before the expiration of the Director's term of office.

This policy is intended to encourage and enable Directors including ex-officio Directors, if any, non-Board members of Committees, and Officers of the Corporation to raise serious concerns for investigation and appropriate action. The Corporation will not tolerate any form of retaliation against anyone who reports a concern in good faith.

4.3 CONFIDENTIALITY POLICY

4.3.1 Purpose

To ensure that confidential matters are not disclosed to any party for any reason by any Director/Officers of the Corporation except as may be required by a Court of Law until such disclosure is authorized by the Board.

4.3.2 Policy

The Directors owe to the Corporation a duty of confidence not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the business and affairs of the Corporation received in their capacity as Directors/ Officers unless otherwise authorized by the Board.

Every Director/ Officer shall only make statements to the media or public if authorized in advance by the Chair.

This policy is not intended to prevent disclosure where disclosure is required by law. The Confidentiality Policy will not contradict the organization's responsibility to remain publicly accountable for its actions.

4.3.3 Application

This policy applies to all Directors including ex-officio Directors if any, non-Board members of Committees, and Officers of the Corporation.

4.3.4 Definition of Confidential Matters

"Confidential Matter(s)" as it is used in this Policy include(s), but is not limited to the following:

- *All matters that are subject of closed (in camera) sessions of the Board are confidential until disclosed in a session of the Board that is open to members.*
- *All matters that are before a Committee or Task Force of the Board are confidential unless they have been determined not to be confidential by the Chair of the relevant Committee or Task Force.*
- *All matters that are the subject of a session of the Board that is open to the membership are not confidential.*
- *Confidential matters are those that deal with:*
 - *Human resource issues and employment matters concerning individuals and collective bargaining;*
 - *Matters that are or may be the subject of litigation;*
 - *Legal advice that is subject to solicitor-client privilege;*
 - *Negotiation of material contracts;*
 - *Matters involving property; or*
 - *Some Board governance matters such as peer review or self-evaluation results, unless otherwise deemed public by the Board.*

4.3.5 Maintaining Minutes

- *Minutes of "in camera" sessions of the Board shall be recorded by a Director/ Officer designated by the Chair and will be maintained in a secure manner.*
- *All minutes of "in camera" sessions of the Board shall be marked confidential and shall be handled in a secure manner.*
- *All minutes of meetings of Committees and Task Forces of the Board shall be marked confidential and shall be handled in a secure manner.*

4.3.6 Public/Media Statements

The Chair is the Board's spokesperson to the media on matters within the purview of the Board. Notwithstanding that information disclosed or matters dealt with in a session of the Board that was open to the membership are not confidential, no Director/ Officer shall make any statement to the media or the public in his or her capacity as a Director/Officer unless such statement has been authorized by the Board Chair.

4.3.7 Process for Resolution

The matter shall be subject to the following process:

- *The matter is referred to the Chair or where the issue may involve the Chair, to any Vice Chair, with notice to the CEO; and*
- *The Chair (or Vice Chair if required) may either attempt to resolve the matter informally, or if the matter cannot be informally resolved to the satisfaction of the Chair, he/she may refer the matter to an ad-hoc sub-committee of the Board established by the Chair, which sub-committee shall report to the Board.*

It is recognized that if a conflict or other matter referred cannot be resolved to the satisfaction of the Board. The Board may, by resolution passed by at least 2/3 of the votes, remove any Director before the expiration of the Director's term of office. Officers will be addressed in compliance with their employment contract.

This policy is intended to encourage and enable Directors including ex-officio Directors if any, non -Board members of Committees, and Officers of the Corporation to raise serious concerns for investigation and appropriate action. The Corporation will not tolerate any form of retaliation against anyone who reports a concern in good faith.

4.4 EXPENSE REIMBURSEMENT POLICY

4.4.1 Purpose

This policy governs the reimbursement of current AGN Board members for expenses incurred. As stated in the By-laws, no remuneration is expected or given to the volunteer Board members of the Gallery. This policy will apply only in special cases with prior approval of the Chair.

4.4.2 Policy

Reimbursement is provided for reasonable, ordinary, and necessary expenses incurred in connection with approved travel and expenses on behalf of the Gallery. Any exception to this policy must be approved by the Board Chair and reported to the Board.

4.4.3 Application

This policy applies to all Directors including ex-officio Directors if any, non-Board members of Committees, and Officers of the Corporation.

4.4.4 Definition of Reimbursable Expenses:

- *Transportation*
 - *Authorized modes of transportation include automobile, rail, airlines, buses, taxicabs, and other usual means of conveyance. All travel is to be done by the most economical mode of transportation consistent with reasonable convenience.*
 - *The most cost- efficient method of booking air travel should be used. The Gallery will not reimburse Directors/Officers for additional fees or commissions paid to travel agents.*
 - *Reimbursement is provided for one round-trip economy airfare, and ground transportation to and from the home airport, and to and from the airport in the city travelled to.*
 - *When a traveler drives his or her own car, the reimbursed cost for mileage will be at approved company rates and will not exceed what would have been the cost of economy airfare for that trip. Parking fees at the airport and meeting site are reimbursable with proof of receipt.*
 - *Taxicabs or airport limousines may be used in cases where less expensive means of public transportation is unavailable or demonstrably less convenient. When transportation to and from airports by shuttle bus is available and convenient, it should be used in lieu of a taxi.*
- *Overnight Accommodations*
 - *Sundry expenses are applicable only for overnights stay out of town. Expenses include meals, telephone, and local transportation (excluding ground transportation between accommodation and the terminal, which may be reimbursed separately with receipts) including the day of departure and return. Reimbursement will not exceed a per diem maximum of \$65.00. Where some or all meals are included in conference/seminar, the per diem should be reduced accordingly. Reimbursement will require receipts.*
- *Meals*

- *Reimbursement is provided upon presentation of receipt. Alcohol will not be reimbursed. Under special circumstances the Chair, Board of Directors may approve alcohol in conjunction with necessary business entertainment.*
- *Gratuities*
 - *Tips, given to porters, cab drivers, servers, etc. are allowable within reason.*
- *Non-Reimbursable Expenses*
 - *Non-reimbursable expenses include movies, gifts, souvenirs, laundry/dry cleaning, and personal entertainment. All expenses of a spouse, companion or significant other are non-reimbursable.*

4.4.5 Process for Expense Reimbursement:

- *An expense reimbursement form should be completed within four weeks of completion of an authorized trip and submitted to the Corporate Secretary for processing. Any unusual items or amounts will be reviewed by the Chair.*
 - *In addition to receipts for items paid for by the Director/ Officer, receipts must be submitted for all expenditures billed directly to the organization, including credit card charges, airfare purchased through the organization's travel agent, and applicable hotel charges.*
- Reimbursement will be made within 30 days of receipt of approved claims.*

4.5 EXECUTIVE DIRECTOR PERFORMANCE EVALUATION POLICY

4.5.1 Purpose

The purpose of this policy is to ensure that a regular evaluation of the ED's performance and compensation is in place.

4.5.2 Application

This Policy applies to all Directors including ex-officio Directors if any, non-Board members of Committees, Officers of the Corporation and the Executive Director.

4.5.3 Policy

The Board of Directors shall oversee the evaluation of the ED's performance on a regular basis. The Board of Directors has delegated to the Executive Committee to develop a process to oversee the performance and compensation review of the ED. The Executive Committee shall undertake the evaluation of the ED on behalf of the Board. Performance documentation remains confidential.

4.5.4 Procedure:

A formal, periodic performance evaluation process allows the ED to model the accountability he/she typically requires from the rest of the staff and to identify opportunities and challenges with the Board. The purpose of the performance evaluation is to:

- Clarify expectations between the Board and the Executive Director on roles, responsibilities, and job expectations.*
- Provide insight into the Board's perception of the ED's strengths, limitations, and overall performance.*
- Foster the growth and development of both the ED and the organization.*

To achieve this, the following actions will be taken:

- 1. The Executive Committee will review the current job profile for the ED*
- 2. By November, the ED and the Board/delegate shall mutually agree upon the goals and objectives to be considered for the year as well as the format of any evaluation instruments.*
- 3. A check-in will be performed within the first six months of the year. The Executive Committee and the ED will review the performance against the plan unless otherwise directed.*
- 4. By the following November, the CEO will present an annual report highlighting progress and achievements of the past year.*
- 5. An annual performance evaluation by the Executive Committee will be conducted including, rating performance against strategic objectives.*
- 6. The Executive Committee will provide a report in camera to the Board on the CEO's performance relative to both achievement of the goals and the assessment of core competencies.*
- 7. The Executive Committee will determine compensation adjustments, if any, in relation to overall performance.*

8. *The Board Chair will communicate the results of the evaluation to the ED and provide feedback from the Board to assist the ED in his/her personal growth and development. A written summary to the ED should be provided.*
9. *The evaluation will be signed by all parties when final. A signed copy will be retained by the ED and a signed copy will be placed in the ED personnel file. All materials pertaining to the evaluation and the ED's file will be retained in an "Access by Board Only" file located in the office of the Board Secretary.*

4.6 EXECUTIVE DIRECTOR SUCCESSION POLICY

4.6.1 Purpose

To ensure an organized and systematic succession planning process is in place for the Executive Director that supports operational continuity and stability.

4.6.2 Application

This policy and process provides guidance to the Board, Executive Committee, and the outgoing ED for their replacement.

4.6.3 Policy

The Board shall perform succession planning for the ED. The Board has delegated the search process to the Executive Committee.

The Board will have a documented process for succession should the ED position become vacant due to sudden loss, resignation, retirement or termination. Should the ED require an extended leave of absence due to personal, health or other reasons, the Executive Committee will recommend to the Board the process for appointing an interim CEO.

4.6.4 Procedures:

Planned Vacancy (e.g. retirement, advance notice departure, permanent exit)

- *The Executive Director will notify the Board Chair/or delegate. The Chair will notify the rest of the Board in the next Board meeting.*
- *The Executive Director will provide a minimum of a 12-week notice period to the Board to assist with a smooth transition. The current ED will be available to inform the process but generally excludes himself/herself from the process and only participates upon request of the Committee/Board.*
- *The Executive Committee will discuss how to handle public relations and agree on how the message will be conveyed to the staff, the community, and any key stakeholders. A communications plan should include the following:*
 - *To announce why the ED is departing, provide statistics about the individual's term of service, and highlight his/her accomplishments.*
 - *To announce the role of the Executive Committee and the projected time frame of the search.*
 - *To widely circulate the ED profile once it is developed to encourage applicants.*
 - *To provide follow up communication after the position has been announced that will keep people informed of the status of the search up until the time the new ED has been chosen by the Board.*
 - *To formally announce the appointment of the new ED to the entire community, including the local and professional media.*
- *The Executive Committee will develop key messaging.*
- *The Executive Committee, at its discretion, may select a search firm and/or external consultation to assist with the process.*
- *The ED will complete an Organizational Assessment to:*

- *help to identify any critical issues that need to be addressed during transition; and*
- *help to highlight any skills, traits or characteristics that are important to look for in the next leader.*
- *The assessment is a review of administrative operations and resource relationships. It should identify key points of organizational vulnerability that could seriously inhibit organizational functioning with the departure of the incumbent leader.*
- *The Executive Committee and the ED will agree on the ED's role and the Board/ Committee expectations during the transition.*
- *The Executive Committee and the external search firm/consultant, if any, will establish a timeline for recruitment and selection.*
- *The Executive Committee will update the Executive Director's job profile. The description should be revised to address the vulnerabilities that were identified in the organizational assessment. The profile describes: the organization and its needs; the principal responsibilities of the next ED; the required leadership competencies; the desired experience and qualifications of the candidates; the compensation; and the procedures for applying or nominating candidates.*
- *The form of advertisement and reach is determined by the Executive Committee.*
- *The Executive Committee will interview a short list of candidates and recommend to the Board their candidate of choice.*
- *Upon Board approval of the candidate selection, the Executive Committee will be responsible to negotiate terms of employment with the individual.*
- *In the event a new ED has not been appointed prior to the departure of the current ED the Board may appoint an interim ED.*
- *The outgoing ED will present a transition plan to the Executive Committee. The plan must identify all critical activities of the organization, key contacts and relationships, and staff communications during the transition period. The Executive Committee should determine how long the current ED should spend orienting the new leader.*

Emergency Transition Management (e.g. death. resignation. Termination extended leave)

The ED will produce on an annual basis:

- *a list of potential interim professionals with the skills and judgment to serve in a temporary, acting capacity as the Executive Director; and*
- *a key contact list to notify individuals of the leadership change*

The Executive Committee will recommend to the Board:

- *the key spokesperson for the organization until a new ED is hired;*
- *a communications plan;*
- *the identification of key criteria for interim leadership of the company;*
- *the approach to be taken, i.e., internal candidates or alternate approaches for interim ED leadership;*
- *the name of the proposed interim executive and additional temporary compensation;*
- *the interim executive's responsibilities, authority and decision-making limitations; and any need for Board support and supervision of the interim ED.*

4.7 CHARITABLE DONATION GIFT POLICY

Need to separate acquisitions from gifts (gifts in the form of cash, securities, real property, personal property -excluding artwork)

4.7.1 Purpose

The Art Gallery of Northumberland is dedicated to the understanding and appreciation of the visual arts in the region, primarily by developing, exhibiting, and preserving its Permanent Collection and providing expert curated exhibitions. The purpose of this policy is intended to establish and ensure protocol is followed by the Gallery in matters of gift acceptance.

4.7.2 Application

This policy applies to all Gallery employees, the Board of Directors, and Donors.

4.7.3 Policy

The AGN encourages and accepts gifts to the Gallery in order to further the mission of the Gallery. AGN reserves the right to accept or decline any gift. The AGN will not accept gifts that will compromise its commitment to its mission and essential values of the organization, and/or are not recognized by CRA, and/or violate federal, provincial or municipal laws. Ownership of gifts directed to the AGN vests in the authority of the organization. Unless designated, the AGN will assume gifts are undesignated and will be used for the purposes that the AGN determines appropriate. The Board of Directors delegate to the Finance and Audit Committee the responsibility to accept/decline any monetary gifts as defined by the Gift Valuation and Tax Receipting Policy valued at \$2,000 or more. Gifts valued below \$2,000 will be assessed by the ED. The Board of Directors delegate to the Collections Committee the responsibility to accept/decline any gifts of art as defined by the XXX valued at \$2,000 or more. Gifts of art valued below \$2,000 will be assessed by the ED.

4.7.4 Definitions:

Gifts must meet the following requirements:

- *The donation was made voluntarily (given of free will);*
- *A complete transfer of the donation has been made in compliance with CRA and Income Tax Act Regulations;*
- *The donation is property (cash or gifts in kind) and does not include a service; and*
- *Donative intent on the part of the donor (the donor advantage must be less than 80%).*

Gifts can be in the form of:

- **Art – that conforms and supports the mandate of the Gallery**
- *Cash - includes money/currency, cheques, electronic fund transfers, credit card donations.*
- *Public Traded Securities - includes shares, stock options, bonds, and mutual fund units that are traded freely on the market*
- *Real Property - includes land and buildings.*

- *Endowment and Trust - includes funds previously restricted to provide financial support for a specific purpose in perpetuity.*
- *Other Investments - includes shares in privately owned companies, flow through shares and other investments that are not readily negotiable.*
- *Other Gifts - any other gifts to the Gallery that have not been addressed above will be reviewed by Goodwill on a case by case basis.*

New and used donated goods for re-sale are excluded from this Policy but subject to the Gallery's "Gift Valuation and Tax Receipting Policy". The Gallery will not accept gifts through vehicles which have been created primarily for tax shelter purposes.

4.7.5 Procedure:

Accepting/Declining Gifts:

- *The ED will bring forward any gift offering to the Finance and Audit Committee or the Collections Committee, as appropriate, and subsequently reported to Finance and Audit Committee at next scheduled meeting.*
- *The Finance and Audit Committee will review the offer by considering the gift, its impact, donors designation direction (if any), the financial liability (if any) and possible risks (ethical, financial, legal, reputation, brand) to the Gallery.*
- *The Finance and Audit Committee will pass a motion to approve acceptance of the gift and request the ED to take the necessary action to give effect there to.*
- *In the event that a motion is not passed to accept the gift, the ED will communicate to the donor a respectful decline.*
- *The Gallery will issue an official tax receipt in accordance with Canada Revenue Agency Guidelines and the Gallery 's "Gift Valuation and Tax Receipting Policy".*
- *The Gallery will recognize each donor through a donor recognition letter after acceptance of the charitable gift and through documents publicly available from time to time if appropriate.*
- *The Gallery will grant anonymity to any donor who makes this request except to the extent that the Gallery is required by law to disclose the identity of the donor.*
- *In the case of financial give gifts, once they are accepted, they will be liquidated and transferred to the Gallery's investment account, as a default.*

Designating the Use of Gifts Upon Acceptance:

- *Gifts will be liquidized, if applicable, and deposited into Gallery's Investment Account.*
- *Gifts that can be sold in the Gallery's retail stores will be included in the operational statements.*
- *The Board of Directors may through the passing of a Board motion direct the use of any gift.*
- *Donors can request their gift (including bequests) be directed, at the time of offer, to a specific project/ program that supports the mission of the Gallery.*
- *Donors who have directed their gift will receive a follow up communication from the Gallery on how the funds will be used.*

4.8 FINANCIAL DELEGATION AUTHORITY POLICY

4.8.1 Purpose

To recommend for Board approval financial authority limits for the Executive Director

4.8.2 Recommendations

It is recommended that the Board of Directors approve the following recommendations:

- *effective July 18, 2019, delegate signing authority to the ED for the approval of unbudgeted financial transactions (commitment or expense) to a maximum amount of \$1,000 including all applicable taxes;*
- *effective July 18, 2019, require all unbudgeted transactions over \$1,000, but less than \$10,000 to require a co-signature of either the Chair, Vice-Chair or Chair of FC;*
- *effective July 18, 2019, require all unbudgeted transactions over \$10,000 to be approved by the Board, upon recommendation by the FC;*
- *effective July 18, 2019, authorize the ED to delegate up to \$200 (unbudgeted) in signing authority to the appropriate staff positions;*
- *delegate the signing authority to the Chair to authorize the expenses of the ED; and*
- *request an annual report on expenditures for the ED be submitted to the Finance & Audit Committee for review.*

4.8.3 Background:

The Board of Directors and Officers of the Corporation is ultimately responsible to the public for the good governance and successful operations of the AGN. The Board is empowered to exercise all the powers of the Corporation, except as otherwise required by the Canada Not for Profit Corporations Act (CNCA), other relevant legislation, and the By-Laws.

The Board delegates financial authority to the ED. According to the current By-Laws the Board has delegated to the CEO unlimited authority without restrictions to deal with the operations of the business. As a best practice, it is recommended that parameters are put in place while balancing the need to keep the business functions moving forward without unnecessary delay.

The ED in turn determines the level of delegated authority for other staff and other positions in the company. Based on a review of current budget for the Gallery, an amount up to \$200 would be appropriate for senior staff and reduced amounts for other positions. A financial signing authority table will be established with an annual review and sign off by the ED.

A delegated authority for the ED to commit or expense for transactions not to exceed \$1,000 would be sufficient for unbudgeted items.

In the event that a transaction exceeds \$1,000, Board approval would be required. Where the Board exercises its authority to approve a transaction or group of transactions (i.e. a capital expenditure project or long term contract) for a specific value, there would be no further

requirement to seek Board approval for a particular expenditure under that project or contract providing the approval limits have not been exceeded.

The Board must approve all changes to the ED's delegated authority and the ED must approve all changes to the level of delegated authority to senior and other staff positions of the company.

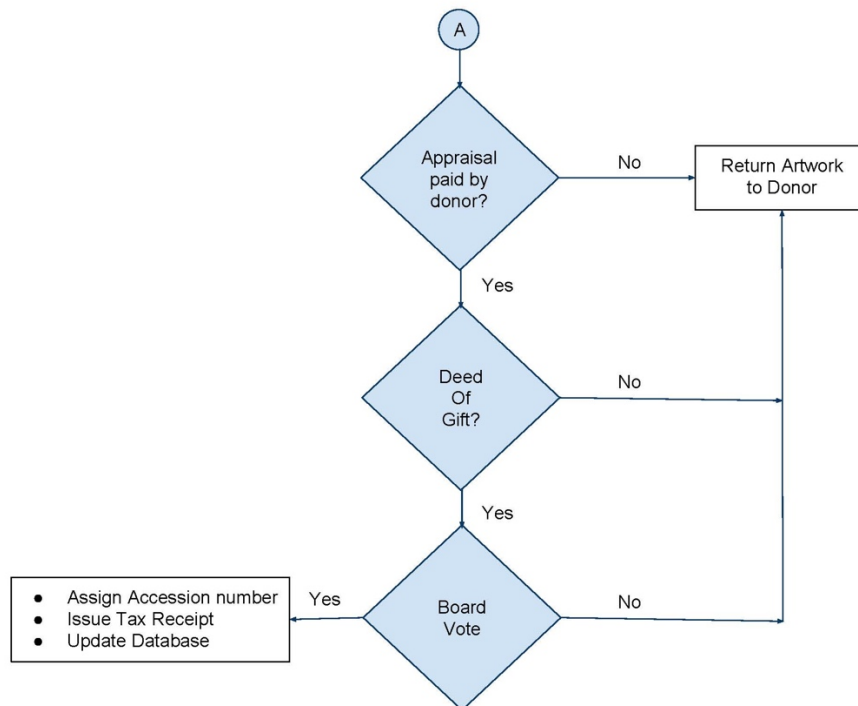
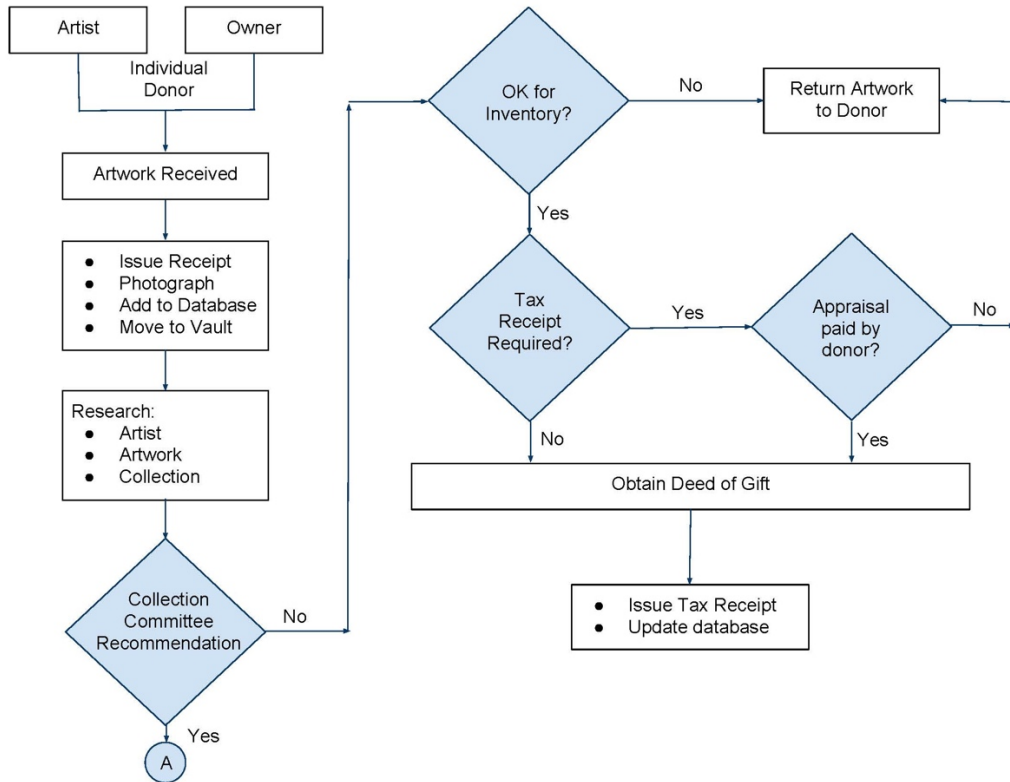
4.8.4 Implications & Risks

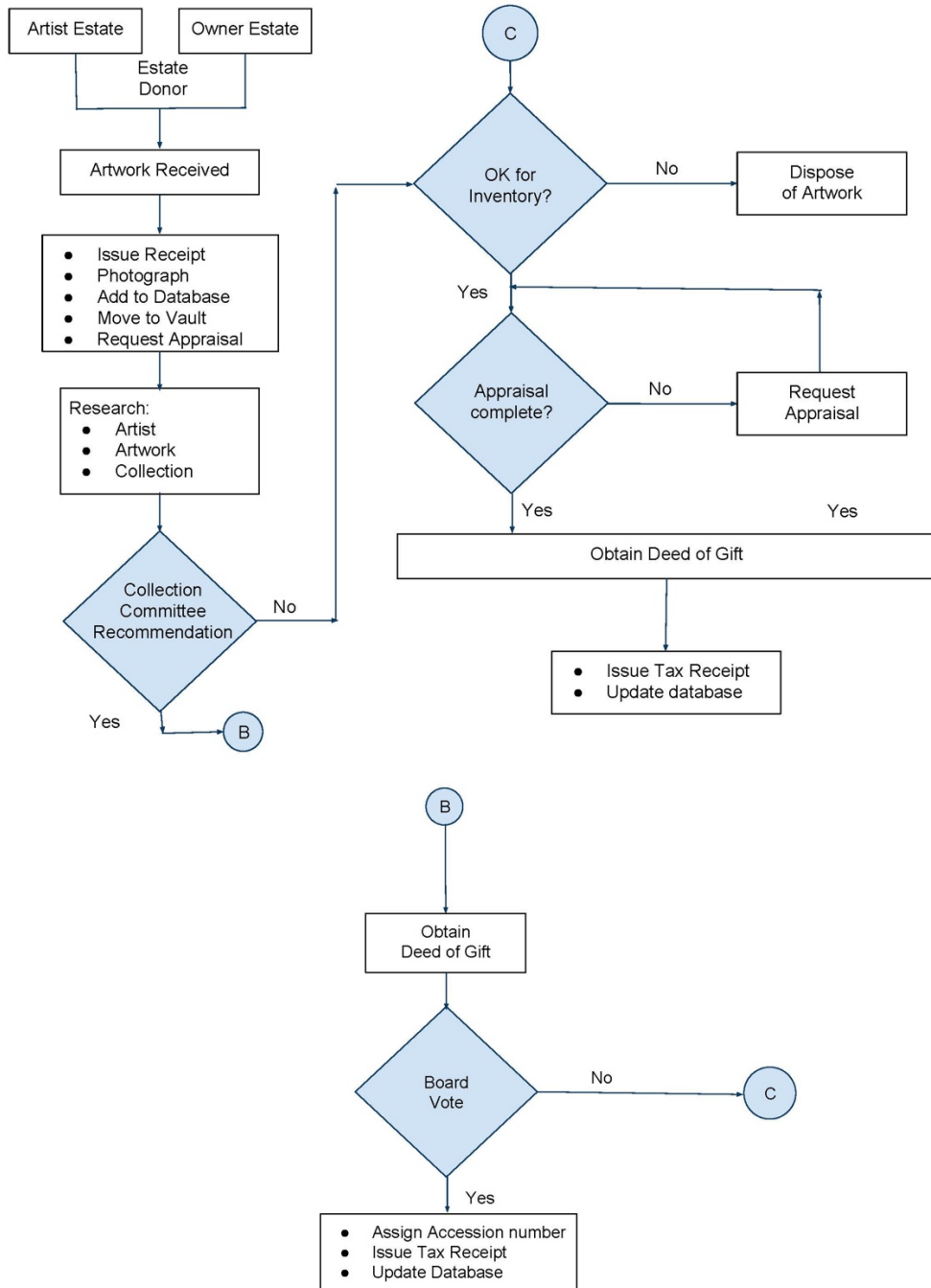
Unless an appropriate delegation of Board power or authority by the Board exists, no person has any individual authority to commit the company to obligations, including making any representations or agreements with suppliers, customers, employees or other parties or organizations.

Although the current By-Laws identify the unlimited delegation of authority to the CEO, reasonable limits should be in place to ensure additional diligence where significant commitment can impact the financial requirements of a company.

4.9 ACQUISITIONS POLICY

Acquisitions of works in the collections are conducted in a manner that conforms to the Gallery's mission, complies with applicable law, and reflects the highest ethical standard.





4.10 DISPOSITION POLICY

Deaccessioning of works in the collections are conducted in a manner that conforms to the Gallery's mission, complies with applicable law, and reflects the highest ethical standards;

- *disposal of works from the collection through sale, exchange, or other means is solely for the advancement of the Gallery's mission, and proceeds from the sale of such works are used only to purchase other works of art;*
- *disposal of works of art from the collection is governed by the policies of Heritage Canada (see Section 6.9)*

4.11 COLLECTIONS MANAGEMENT POLICY

This Collections Management Policy (the "Policy"), is intended to guide the development and care of the Gallery's art collection consistent with the mission of the Gallery and with professional museum standards (Category A Designation).

Through this Collections Management Policy, the Gallery ensures that:

- *its collections are accounted for by annual inventory and documented in the collections management database;*
- *its collections are protected, secure, cared for, and preserved;*
- *loans of works in the collections are conducted in a manner that conforms to the Gallery's mission, complies with applicable law, and reflects the highest ethical standards;*
- *access to the collections in the galleries and study rooms and access to collection information is permitted and appropriately regulated; and*
- *collection-related activities promote the public good rather than individual financial gain.*

The Gallery's first acquisition was an oil painting entitled "Boats" by Finnish artist Paavo Airola who resided in Colborne for several years. In 1970 the gallery was one of the beneficiaries of the Douglas Duncan bequest that included works by David Milne, L.L.Fitzgerald, Carl Schaefer and L.A.C.Panton.

In 1972 the gallery drafted its first collections policy, which has undergone three major revisions since that time. The AGN focuses on Canadian artists and international artists that have had a direct influence on Canadian artists.

Within the permanent collection there are three sub-collections: the Margaret and Henry Marsh Collection of Inuit Art and Artifacts, the Mary and Roman Schneider Ceramics Collection and the Charlotte Horner Bequest.

In determining the suitability of a piece for the Collection, the work will be assessed against these criteria:

- *Unencumbered and clear legal title*
- *Relevance of the work to the Gallery's mission/vision*
- *Artistic merit*
- *Historical significance of the work*
- *Condition of the work*
- *Availability of resources for the maintenance, conservation, storage, access for research and display of the work*

One of the important services of the Gallery is to acquire objects and hold them in public trust. Consequently, the AGN holds a strong predisposition against the deaccessioning of any items in the Collection.

Procedures for deaccessioning of any work of art from the Collection will be initiated by the Collections Management Committee. On the Committee's acceptance by vote, the Chair

recommends deaccessioning to the Board. The motion must be approved by at least two-thirds of the full Board. Restrictions on a donation prior to this policy, having been previously adopted by the Board, will remain as restrictions on its disposal and the Board must be governed by its prior commitment.

Criteria for deaccessioning works:

- *The work has no relevance to the collecting interests of the Gallery.*
- *The work serves no useful purpose within the collecting, exhibiting, interpreting or research functions of the Gallery.*
- *Responsible research has revealed that the authenticity of the work is not the same as when it was first acquired or that it has since been proved to be a forgery or copy.*
- *The work is a duplicate, or is redundant within the collection.*
- *The gallery's inability to maintain or preserve the work.*
- *The possibility of up-grading by exchange with a sister organization.*
- *The work is considered to be of poor quality.*

In cases when an art work has accidentally been destroyed or permanently lost, the art work will be de-accessioned from the Collection. Any funds derived from this loss, such as payment from insurance, will be credited to the AGN Collections Fund for purchase of an art work/works or for use for conservation and care of art in the collection.

- *Once the deaccessioning of a work of art has been approved by the Board, methods of disposal are:*
- *Every reasonable effort will be made to contact the original donor with an explanation for the proposed deaccession. The Gallery might either sell it back for an agreed price or it could be exchanged for something more relevant to the Collection. Circumstances may warrant extending similar courtesy to the heirs of a donor.*
- *Sister organizations, especially in Ontario, should be given preference. This could either be in exchange or as a sale.*
- *Works may be disposed of at public auction or through a dealer.*
- *If the work is beyond repair it may be destroyed, but this must be done in consultation with a professional conservator and after the original donor has been notified. Such destruction shall be fully documented.*

- *When a work by a living artist is deaccessioned, consideration must be given to notifying the artist.*
- *Monies received from disposal will be used only for acquisition, conservation or care of the Permanent Collection.*

On occasion the Gallery will be asked to lend a work in the Collection to a gallery or museum. Criteria for acceptance of the request include

- *assurance that the gallery or museum's use of the work is in the public interest and supports the Gallery's mission*
- *assurance that the gallery or museum holds the work in the appropriate conditions with regard to security, preservation, and insurance.*

If the request is accepted by the Collections Committee, the Chair recommends the loan to the Board. If the Board accepts the recommendation, the Gallery will ensure that the artwork is transferred to the receiving gallery or museum under the appropriate conditions regarding security, preservation and insurance of the piece while in transit. The Gallery will ensure that there is proper documentation of the loan and its conditions.

On occasion the Gallery will loan work for the purposes of display in a public building in Northumberland County. The Gallery will ensure that

- *display of the work supports the Gallery's mission and promotes the Gallery's image within the County*
- *the work will be displayed in the appropriate conditions with regard to security, preservation, and insurance.*

The Collections Committee can approve the lending of individual pieces equal to or less than \$5,000 (Cdn) in book value. The lending of pieces greater than \$5,000 (Cdn) in book value must be approved by the Board of Directors. If the loan request is approved, the Gallery will ensure that the artwork is transferred to the public building under the appropriate conditions, and then hung and labeled in an appropriate location.

The AGN will loan pieces from the collection to public- and government-owned organizations to be displayed in public buildings, not to privately- or corporately-owned businesses.

All reports and recommendations regarding insurance on the Collection should be presented to the committee by the Curator. The value of the Collection should be reviewed periodically, and the Curator should be free to call upon external appraisers, if necessary, in order to arrive at a proper evaluation.

The Collection exists for the benefit and enjoyment of the public. It is the responsibility of the Curator to arrange regular exhibitions of work from the Collection and to ensure that each work

is properly documented, catalogued, researched and photographed, and that up-to-date records are maintained. Where possible, information concerning new acquisitions should be made available through Gallery publications. Due recognition should be given to donations and donors.

The works in the Collection will be available for viewing in periodic exhibitions. Specific works will also be made available in a controlled environment for research and analysis by academics and students in the relevant disciplines.

The records of Collection are kept securely on file in the Gallery's offices. The works in the Collection are also documented in the form of an electronic data base. The records of specific works in the Collection will be made available through written request submitted to the Collections Management Committee.

Gallery employees, and board and committee members will not appraise or authenticate of work submitted by donors or members of the general public.

The AGN complies with local, provincial and federal laws that affect collections or collecting activities and adheres to laws regarding ownership and protection of cultural and natural resources. The AGN advocates the repatriation of human remains and cultural items to indigenous communities both in and outside of Canada.

The Gallery recognizes the intellectual property rights of the creators of works in the permanent collection, both moral and economic rights. The AGN will not lend artwork to another gallery for an exhibition which would be seen to damage the reputation of the creator. The gallery recognizes the 'Exhibitions Right' principle as developed by CARFAC and will endeavour to meet its requirements when financial circumstances allow. When pieces are loaned to another gallery for an exhibition, the AGN will notify the artist (or the artist's estate or other copyright-holder) that the piece has been loaned, and they will be responsible for requesting applicable artist fees.

The Collections Management Policy is a document that guides all gallery workers who are engaged directly or indirectly with the Collection. As such, it will be reviewed with all new employees as part of the workplace orientation. It will be reviewed with all employees when the document has undergone revision.

A committee of the board will review the document annually. The committee will review the document with the Collections Management Committee, and with the Committee Chair jointly present issues and recommended changes to the Board for approval.

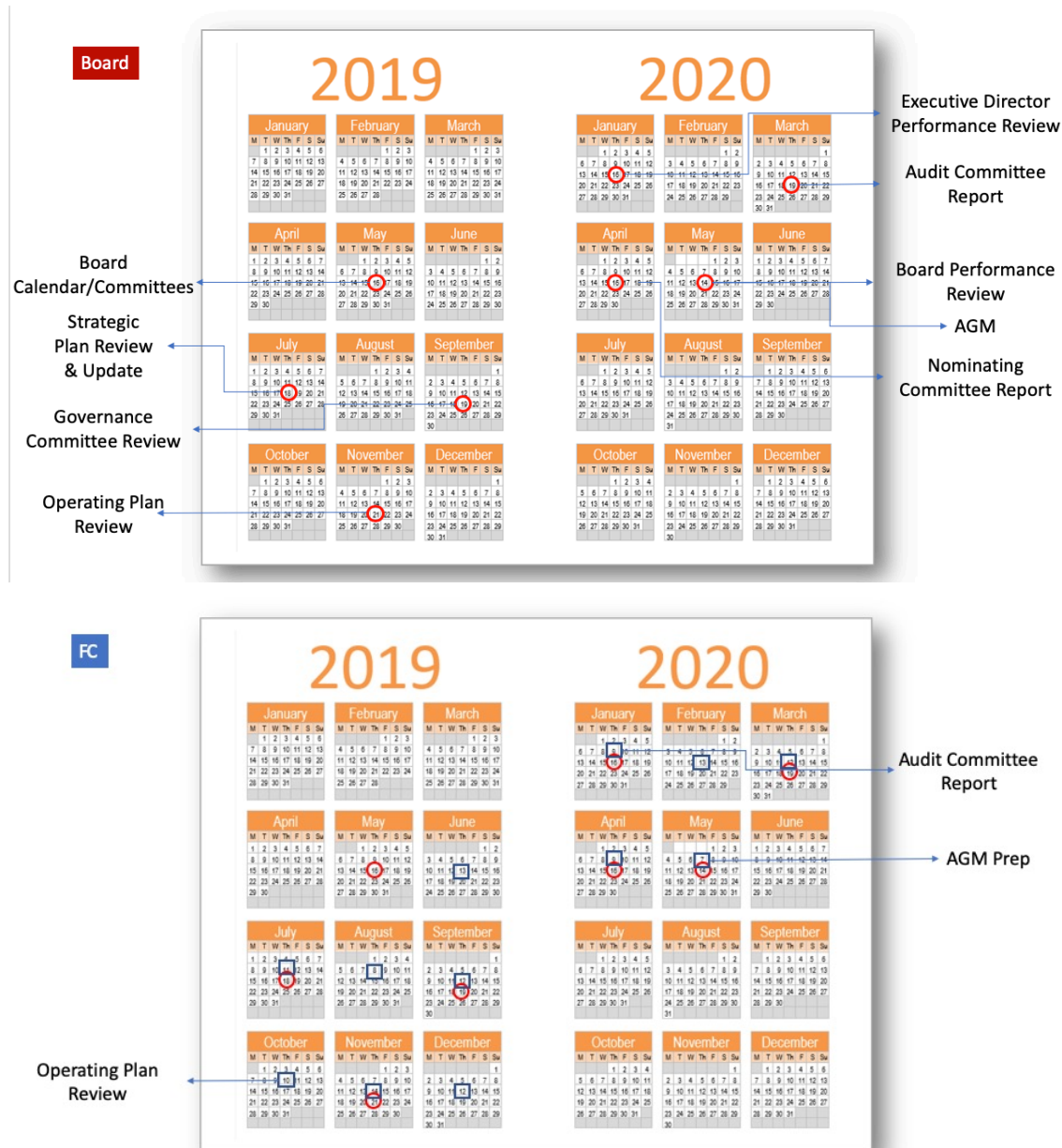
Gallery Worker – Gallery workers are individuals responsible for any aspect of museum operation, management or governance, paid or volunteer, full-time, part-time, occasional or contract, as well as those in related support or service organizations and privately or self-

employed persons practicing one of the related museological fields. (“Ethical Guidelines”, CMA, 2006)

5

BOARD REFERENCE MATERIAL

5.1 ANNUAL CALENDAR AND MEETING SCHEDULE



DRAFT

FUN Raising

2019
2020

January

M	T	W	T	F	S	Su
1	2	3	4	5	6	
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

February

M	T	W	T	F	S	Su
		1	2	3		
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28			

March

M	T	W	T	F	S	Su
		1	2	3		
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

April

M	T	W	T	F	S	Su
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

May

M	T	W	T	F	S	Su
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

June

M	T	W	T	F	S	Su
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

January

M	T	W	T	F	S	Su
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

February

M	T	W	T	F	S	Su
				1	2	
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

March

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

April

M	T	W	T	F	S	Su
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

May

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

June

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

July

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

August

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

September

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

October

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

November

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

December

M	T	W	T	F	S	Su
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

GovComm

2019

January
M T W Th F S Su
1 2 3 4 5 6
7 8 9 10 11 12 13
14 15 16 17 18 19 20
21 22 23 24 25 26 27
28 29 30 31

February
M T W Th F S Su
4 5 6 7 8 9 10
11 12 13 14 15 16 17
18 19 20 21 22 23 24
25 26 27 28

March
M T W Th F S Su
1 2 3
4 5 6 7 8 9 10
11 12 13 14 15 16 17
18 19 20 21 22 23 24
25 26 27 28 29 30 31

April
M T W Th F S Su
1 2 3 4 5 6 7
8 9 10 11 12 13 14
15 16 17 18 19 20 21
22 23 24 25 26 27 28
29 30

May
M T W Th F S Su
1 2 3 4 5
6 7 8 9 10 11 12
13 14 15 16 17 18 19
20 21 22 23 24 25 26
27 28 29

June
M T W Th F S Su
1 2
3 4 5 6 7 8 9
10 11 12 13 14 15 16
17 18 19 20 21 22 23
24 25 26 27 28 29 30

July
M T W Th F S Su
1 2 3 4 5 6 7
8 9 10 11 12 13 14
15 16 17 18 19 20 21
22 23 24 25 26 27 28
29 30 31

August
M T W Th F S Su
1 2 3 4
5 6 7 8 9 10 11
12 13 14 15 16 17 18
19 20 21 22 23 24 25
26 27 28 29

September
M T W Th F S Su
1
2 3 4 5 6 7 8
9 10 11 12 13 14 15
16 17 18 19 20 21 22
23 24 25 26 27 28 29
30

October
M T W Th F S Su
1 2 3 4 5 6
7 8 9 10 11 12 13
14 15 16 17 18 19 20
21 22 23 24 25 26 27
28 29 30 31

November
M T W Th F S Su
4 5 6 7 8 9 10
11 12 13 14 15 16 17
18 19 20 21 22 23 24
25 26 27 28 29 30

December
M T W Th F S Su
1 2 3 4
5 6 7 8 9 10 11
12 13 14 15 16 17 18
19 20 21 22 23 24 25
26 27 28 29 30 31

2020

January
M T W Th F S Su
1 2 3 4 5
6 7 8 9 10 11 12
13 14 15 16 17 18 19
20 21 22 23 24 25 26
27 28 29 30 31

February
M T W Th F S Su
1 2
3 4 5 6 7 8 9
10 11 12 13 14 15 16
17 18 19 20 21 22 23
24 25 26 27 28 29

March
M T W Th F S Su
1
2 3 4 5 6 7 8 9
10 11 12 13 14 15 16
17 18 19 20 21 22 23
24 25 26 27 28 29 30 31

April
M T W Th F S Su
1 2 3 4 5
6 7 8 9 10 11 12
13 14 15 16 17 18 19
20 21 22 23 24 25 26
27 28 29 30

May
M T W Th F S Su
1 2 3 4 5
6 7 8 9 10 11 12
13 14 15 16 17 18 19
20 21 22 23 24 25 26
27 28 29 30 31

June
M T W Th F S Su
1 2 3 4 5 6 7
8 9 10 11 12 13 14
15 16 17 18 19 20 21
22 23 24 25 26 27 28
29 30

July
M T W Th F S Su
1 2 3 4 5
6 7 8 9 10 11 12
13 14 15 16 17 18 19
20 21 22 23 24 25 26
27 28 29 30 31

August
M T W Th F S Su
1 2
3 4 5 6 7 8 9
10 11 12 13 14 15 16
17 18 19 20 21 22 23
24 25 26 27 28 29 30
31

September
M T W Th F S Su
1 2 3 4 5 6
7 8 9 10 11 12 13
14 15 16 17 18 19 20
21 22 23 24 25 26 27
28 29 30

October
M T W Th F S Su
1 2 3 4 5 6
7 8 9 10 11 12 13
14 15 16 17 18 19 20
21 22 23 24 25 26 27
28 29 30 31

November
M T W Th F S Su
2 3 4 5 6 7 8
9 10 11 12 13 14 15
16 17 18 19 20 21 22
23 24 25 26 27 28 29
30

December
M T W Th F S Su
1 2 3 4 5 6
7 8 9 10 11 12 13
14 15 16 17 18 19 20
21 22 23 24 25 26 27
28 29 30 31

Updated By-Laws

AGM Prep

Policies & Procedures



5.2 BOARD CONTACT INFORMATION

ART GALLERY OF NORTHUMBERLAND BOARD OF DIRECTORS 2019/2020		
BOARD OF DIRECTORS EXECUTIVE COMMITTEE	EMAIL	TELEPHONE
Chair, Don Wilcox	don.wilcox@bell.net	416.670.8202
Vice-Chair, Jo-Anne Johnson	jajohnson759@gmail.com	905.376-3055
Treasurer, Frank Godfrey	tfgodfrey@hotmail.com	905.372.1641
Secretary, Sarah Jacob	sjacob@smmlaw.com	905.372.8769 x 223 C. 905.375.4956
Past Chair, Mary Donaldson	m_ots_d@yahoo.ca	C.416.268.0668 H.905.377.0727
BOARD OF DIRECTORS		
Ken Bagshaw	kmbagshaw@gmail.com	905-269-4728
Kelly Juhasz	kelly@fineartappraisalandservices.com	416-929-7193
Maneesh Mehta	mmehta@bell.net	647.267.7777
Richard Szymczyk	prof2u@live.ca	289.677.1350
COUNCIL REPRESENTATIVE: Adam Bureau	abureau@cobourg.ca	C. 905.376.8151
Olinda Casimiro, Executive Director	ocasimiro@agncobourg.ca	B. 905.372.0333 C. 905.259.0342

5.3 COMMITTEE MEMBERSHIP

Committee	Executive	Governance	Finance	Advancement	Collections
Chair	Don Wilcox	Maneesh Mehta	Ken Bagshaw	Jo-Anne Johnson	Kelly Juhasz
Members	Mary Donaldson Jo-Anne Johnson Ken Bagshaw Sarah Jacob	Kelly Juhasz Mary Donaldson Richard Szymczyk	Maneesh Mehta Frank Godfrey Michael Machon	Frank Godfrey Sarah Jacob Adam Bureau	Mary Donaldson Adam Bureau
Ex-Officio	Olinda Casimiro	Don Wilcox Olinda Casimiro	Don Wilcox Olinda Casimiro	Don Wilcox Olinda Casimiro	Don Wilcox Olinda Casimiro

5.4 DIRECTOR'S TERM SCHEDULE

Director	Start of Term	End of Term	Eligible for Renewal
Chair, Don Wilcox	2018	2021	Yes
Vice-Chair, Jo-Anne Johnson	2018	2021	Yes
Treasurer, Frank Godfrey	2017	2020	Yes
Secretary, Sarah Jacob	2016	2019	Yes
Past Chair, Mary Donaldson	2016	2019	Yes
Ken Bagshaw	2017	2020	Yes
Kelly Juhasz	2018	2021	Yes
Maneesh Mehta	2018	2021	Yes
Richard Szymczyk	2017	2020	Yes

5.5 BOD SKILLS MATRIX SUMMARY

ART GALLERY OF NORTHUMBERLAND		
Board Skills Matrix		
This self-assessment is designed to assist the Board Chair and the Governance Committee in the recruitment and committee assignments of members for and on the Board of Directors.		
<p>Rating Criteria:</p> <p>Advanced = 9: Record 3 if you have expert-level knowledge and understanding and have been actively involved in the competency listed.</p> <p>Intermediate = 3: Record 2 if you have demonstrated knowledge and understanding and have been associated with the competency listed.</p> <p>Beginner = 1: Record 1 if you have introductory-level knowledge and understanding and had limited involvement in the competency listed</p> <p>None = 0: Record 0 if you have no knowledge or understanding or experience in the competency listed.</p>		
Board Member Name:	Date:	
Governance Competencies	Score 0-1-3-9	Additional Information (optional)
Past Director Experience		
Financial Literacy		
Strategic Planning		
Charitable/Non-Profit Organizational Structure & Culture		
Compliance		
Executive Performance Management		
Risk Management		
Policy Development & Administration & Review Processes		
Ethics		
Diversity Issues		
Board & Governance Training		

Behavioural Competencies	Score 0-1-3-9	Additional Information (optional)
Mentoring Abilities		
Team Player		
Independence		
Ability & Willingness to Commit Time to Board		
Understanding of Decision-Making Processes		
Listening Skills		
Leadership		
Communication Skills		
Passion for Visual Art		
Understanding of Mission & Vision		
Ability & Willingness to Probe & Challenge		
Museum Industry Knowledge/Not-For-Profit Experience	Score 0-1-3-9	Additional Information (optional)
Arts/Museum/Gallery Administration		
Contemporary Art Industry Trends & Issues		
Archives/Records Management		
Exhibition Experience		
Public Relations		
Research		
Donations Guidelines/Processes		
Acquisitions & Collection Management		
Member & Community Engagement		
Government Relations		
Fundraising		
Capital Campaigns		
Planned Giving		
Insurance		
Appraisal & Valuation		
Technological Tools/Applications for Museums/Galleries		
Arts Education & Programming		
Art History		
Professional and Technical Skills/Experience	Score 0-1-3-9	Additional Information

		(optional)
Strategy Development		
Human Resources		
Information Technology		
Legal		
Advocacy		
Accounting		
Public Sector		
Professional Development/Training Design		
Environmental Management		
Finance		
Business Management		
Political Acumen		
Executive Search & Hiring/Compensation Packages		
Marketing		
Other Information (optional)	Responses:	
Town of Residence		
Employment Status (Retired, Full Time, Part Time)		
Education		
Personal Achievements: (If there are skills or accomplishments that you feel are relevant to your Board work that were not covered, please list them.)		
Personal Goals and Objectives Desired from Your Board Tenure:		
Additional Comments:		

6

CORPORATE DOCUMENTS

DRAFT

- 6.1 LETTERS PATENT**
- 6.2 MOU TOWN OF COBOURG**
- 6.3 AUDITED FINANCIAL STATEMENTS**
- 6.4 ED JOB DESCRIPTION**
- 6.5 DIRECTORS LIABILITY INSURANCE**
- 6.6 ETHICS GUIDELINES**
- 6.7 ROLES & RESPONSIBILITIES OF MUSEUM BOARDS OF TRUSTEES**
- 6.8 CERTIFICATION OF CULTURAL PROPERTY FOR INCOME TAX PURPOSES**
- 6.9 WRITING AN EFFECTIVE OS/NI JUSTIFICATION**
- 6.10 OAS OPERATING GRANT**
- 6.11 CMA DEACCESSIONING GUIDELINES**
- 6.12 FACILITIES REPORT**
- 6.13 CATEGORY A GALLERY DESIGNATION**

THESE DOCUMENTS ARE AVAILABLE ON THE AGN BOARD PORTAL.
--