

ART GALLERY OF NORTHUMBERLAND

MINUTES OF MEETING OF BOARD OF DIRECTORS

Held Thursday, July 18, 2019 at the Art Gallery at 4 pm

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

Regrets: none

2. The Agenda was adopted as amended by motion made by Richard Szymczyk, seconded by Frank Godfrey, and carried.

3. Review of May 16, 2019 Minutes – The first full paragraph of the second page were amended to record the Chair took on the analysis, and the production items discussed were specifically the video and the catalogue. With those corrections, the draft minutes of the May 16, 2019 Board meeting were approved by motion made by Ken Bagshaw, seconded by Kelly Juhasz, and carried.

4. Conflicts of Interest – none were declared.

5. Committee Reports – Finance & Audit – On behalf of the Committee, Ken Bagshaw reported on the process followed to select auditors for the current fiscal year. Upon **motion** made by Ken Bagshaw, seconded by Maneesh Mehta, the appointment of Welch LLP as auditors for the corporation was approved.

6. Committee Reports – Governance – A draft Policy Manual was presented by Maneesh Mehta and discussed. Several board members expressed their intentions to forward details of various possible revisions to Maneesh and Kelly for inclusion/re-working.

7. Treasurer's Report – was accepted by the Board as presented by Treasurer Frank Godfrey.

8. Appointment of a President – The following **motion** was made by Secretary Sarah Jacob, seconded by Ken Bagshaw, and approved: Whereas section 289 of the Corporations Act requires the directors of every corporation governed by that statute to elect a President, BE it resolved that the corporation's bylaws be and they are hereby amended to state that 1) the board of directors shall elect a President of

the corporation as required by section 289(1) of the Corporations Act and the person so elected as President shall also assume the position of Chair of the board of directors; and 2) this change to the bylaws be brought to the next general meeting of members of the corporation for approval.

9. Appointment of Chair, Finance & Audit Committee – Upon **motion** made by Jo-Anne Johnson, seconded by Maneesh Mehta, the appointment of Ken Bagshaw as Chair of the Finance & Audit Committee was approved.

9A. Nomination of new Board member – Nominating Committee Chair Richard Szymczyk presented Michael Machon's qualifications as a director of the Gallery. Upon **motion** made by Ken Bagshaw and seconded by Frank Godfrey, Michael Machon was approved as a member of the board of directors, effective immediately.

10. Report on the Permanent Collection & Board Education – Executive Director Olinda Casimiro described the Gallery's collection of Victor Vasarely works and the current exhibition which also includes works loans from a private collector.

11. Executive Director's Report – was accepted by the Board as presented by Executive Director Olinda Casimiro, with some discussion of ways to enhance the Shop on 3's revenues. At 6 pm, Adam Bureau left the meeting for another engagement. Olinda reported on the progress of the Kaplansky exhibition plans. The inclusion of a contribution towards the general operating costs of the Gallery in the calculation of funds required to be raised for each proposed exhibition was discussed. Olinda reported that the summers Kids' Camps were going well.

12. In Camera- The board went in camera after Executive Director Olinda Casimiro left the room.

13. Election of President – Upon **motion** made by Past Chair Mary Donaldson and seconded by Treasurer Frank Godfrey, the election of Don Wilcox as President of the corporation was approved, effective immediately.

13. Meeting Plus/Delta

14. Adjournment – the meeting was adjourned to meet for dinner at Cucina Urbana.