

## ART GALLERY OF NORTHUMBERLAND

### MINUTES OF MEETING OF BOARD OF DIRECTORS

Held Friday, October 18, 2019 at the Art Gallery at 4 pm

Present: Treasurer Frank Godfrey, Secretary Sarah Jacob by telephone, Past Chair Mary Donaldson, Town Councillor Adam Bureau, Director Richard Szymczyk, Executive Director Olinda Casimiro

Regrets: Kenneth Bagshaw, Michael Machon

**1. Resignations of the Chair & Vice-Chair** – Past Chair Mary Donaldson read out resignation letters from Don Wilcox and from Jo-Anne Johnson. Past Chair Mary Donaldson assumed the role of Chair of the meeting.

**2. Minutes of the Executive Meeting** – The Minutes of the Thursday, October 17, 2019 Executive Meeting were accepted for review by the board.

**3. Liaison with Council** – Town Councillor Adam Bureau asked that all Council contact flow through him, both with respect to enquiries from board members to Council, and responses to enquiries directed to board members regarding Gallery matters from other councillors.

**4. Quorum** – Past Chair Mary Donaldson confirmed that seven voting members remain on the board; and that under the current Bylaws approved in May of 2018, Town Councillor Adam Bureau has a vote; quorum is four, and we have five board members present in person or by telephone.

**5. Conflicts of Interest** – none were declared.

**6. Acceptance of Resignations** – Upon **motion** by Frank Godfrey, seconded by Richard Szymczyk, the board accepted the resignations of Don Wilcox and Jo-Anne Johnson with regret. Mary Donaldson will write to each of them on behalf of the board to express our collective regret at their resignations and our appreciation for the services they each have given so generously to the Gallery during their time as members of the board.

Upon **motion** made by Richard Szymczyk and seconded by Adam Bureau, with the consent of Mary Donaldson, the board unanimously elected Mary Donaldson to act as President of the Gallery and Chair of the board until the next Annual General Meeting.

**7. Chair's Report** – Chair Mary Donaldson stated that a Nominations Committee needs to be struck immediately, working from the current bylaws approved in May of 2018. Mary said she wants to present the revised bylaws to the AGM, recognizing that it is currently a 140 page draft document.

**8. Nominations Committee** – the board decided to wait until Directors Ken Bagshaw and Michael Machon are present at the next board meeting to activate a formal Nominations Committee.

**9. Committee Reports – Finance & Audit** – The Budget is ready for presentation on November 21<sup>st</sup> to Council. The Committee needs to meet to allow the presenters and Council liaison Adam Bureau to prepare fully for the presentation. The Committee will meet on Tuesday October 29<sup>th</sup> at 9 am. Sarah Jacob will call Ken Bagshaw over the weekend to bring him up to date. The Committee is made up of Ken Bagshaw, Frank Godfrey, Michael Machon, Mary Donaldson and Adam Bureau. The Committee agreed to invite the remaining directors, Richard Szymczyk and Sarah Jacob, to attend the meeting.

**10. New Business** – Chair Mary Donaldson noted the remaining board members need to work cooperatively and transparently; in furtherance of these goals, Mary intends to use email only for correspondence and will carbon copy every board member “FYI” on each email she sends out. Mary emphasized that she will only be seeking a response from persons listed in the ‘TO’ line of the emails; any of the board members who are “cc’d” only are **not** expected to respond.

**11. Next Board Meeting** – scheduled for **Thursday, November 7, 2019 at 4pm.**

**12. Adjournment** – the meeting was adjourned at 430pm by motion made by Frank Godfrey.