

**ART GALLERY OF NORTHUMBERLAND
MINUTES OF MEETING OF BOARD OF DIRECTORS**

Held Thursday, November 7, 2019 in the Victoria Hall Committee Room at 4 pm

Present: Chair Mary Donaldson, Treasurer Frank Godfrey, Secretary Sarah Jacob, Town Councillor Adam Bureau, Directors Ken Bagshaw, Michael Machon, Richard Szymczyk, Exec Director Olinda Casimiro; **Guest:** Astrid Richardsen

1. The Chair **called** the meeting **to order** and Astrid Richardsen introduced herself to the Board. Ms Richardsen's recent work assisting with the restructuring of the Gallery's volunteer group was referenced, and her CV was circulated.

2. The **Agenda** was **adopted**.

3. **No conflicts of interest** were declared.

4. The **Minutes** of October 10, 2019 are to be **amended** to reflect the Victoria Hall Committee Room locale.

5. The **Minutes** of October 18, 2019 are to be **amended** to reflect the Victoria Hall Committee Room locale.

6. The **Treasurer's Report** was presented by Executive Director Olinda Casimiro. The January through October 2019 Profit & Loss Actual vs Budget report and the Budget report were each received and discussed.

7. The Executive Director requested participants for the Santa Claus Parade.

8. Committees

a) The Finance & Audit Committee

Chair Ken Bagshaw reported that Welsh LLP have responded to his written confirmation of the Gallery's acceptance of their proposal; their fee statement is being corrected. The Audit Committee has set a tentative meeting with bookkeeper Irene Locke for December 12, 2019.

Ken Bagshaw and Olinda Casimiro will present the Gallery's Budget request to Town Council on Thursday November 21st, in the 3 pm session.

The next meeting of the Finance & Audit Committee will be set by Ken Bagshaw, Frank Godfrey and Michael Machon to review the Committee's terms of reference, and its working schedule.

b) The Nominations Committee

The appointment of Astrid Richardsen as a member of the board of directors of the Gallery to run until the next Annual General Meeting was **moved** by Frank Godfrey, seconded by Michael Machon, and approved unanimously.

9. **Board Handbook and Bylaws:** Richard Szymczyk confirmed he will work to improve and reword the existing bylaws and will take **email suggestions only** for possible changes to the bylaws from board members no later than **November 30th, 2019**.

Mary Donaldson offered to **reactivate the Governance Committee** to work on the rest of the current draft Board Handbook, to be used as a reference document by board members. Astrid Richardsen and Sarah Jacob volunteered to work on the discussion and revision with Mary.

11. **Remarks from the Chair** Mary Donaldson **thanked** Astrid Richardsen for agreeing to join the board, and **expressed** her personal **disappointment** that Don Wilcox and Jo-Anne Johnston had resigned from the board and the executive in October, and that Maneesh Mehta and Kelly Juhasz had resigned from the board in September.

12. Discussion: It was noted by Michael Machon that the Gallery's charitable status return is due at the end of June, 2020. In order for the auditors to finish their work by the end of March, 2020, it was determined that **the Finance Committee needs to receive the draft financial statements no later than Tuesday, March 10, 2020.** The 2019 draft financial statements could therefore reasonably be scheduled to be presented to the board at the Thursday, March 19, 2020 board meeting. The Annual General Meeting is tentatively set to be held on Saturday, April 18, 2020 in conjunction with an exhibition-closing celebration.

13. The Board meetings leading up to the scheduled April 18, 2020 AGM will be held in the Victoria Hall Committee Room at 4pm on Thursday, December 12, 2019, Thursday, January 16, 2020, February 20, 2020, March 19, 2020 and April 16, 2020.

14. The meeting adjourned at 5:50 on motion made by Frank Godfrey.