

## ART GALLERY OF NORTHUMBERLAND

### MINUTES OF MEETING OF THE BOARD OF DIRECTORS

Thursday, 16 April 2020 via Video Conferencing at 4:00 p.m.

---

#### Present

##### *Executive Committee*

Mary Donaldson, President

Frank Godfrey, Treasurer

Sarah Jacobs, Corporate Secretary

##### *Directors*

Kenneth Bagshaw

Michael Machon

Astrid Richardsen

Kathleen Elliott

*Town of Cobourg Representative:* Councillor Adam Bureau

*Staff:* Olinda Casimiro, Executive Director, AGN

*Recording Secretary:* Toni Galea

Regrets Dimitri Papatheodorou

---

#### 1. Welcome

President, Mary Donaldson called the meeting to order at 4:00 pm.

#### 2. Adoption of the Agenda

The agenda was adopted with no changes.

**Moved** by Ken Bagshaw and seconded by Astrid Richardsen. *Carried.*

#### 3. Declarations of Conflict of Interest: none declared.

#### 4. Approval of Minutes, February 27 2020.

Approved as written.

**Moved** by Astrid Richardsen and seconded by Frank Godfrey. *Carried.*

#### 5. Treasurer's Report - Frank Godfrey

Frank presented the Income Statements Actual vs Budget, which reflects January to March 2020.

Statements indicate an income of 21% versus 24% expenses. The \$10K has not arrived from the

Canadian Museum Association (CMA) for Young Canada Works Bridging Careers in Heritage (YCWBC) grant. The AGN is on budget at the present time. The report was "received" by the Board.

**Process with Financials during the pandemic:** Olinda delivers the cheques in an envelope every two weeks to Frank's home. Frank reviews invoices, signs cheques and discusses items with Olinda. Olinda picks up the envelope on the same day as delivered. Irene Locke, Bookkeeper continues to meet with Olinda every two weeks to ensure regular flow of financial obligations.

## 6. Executive Director's Report - Olinda Casimiro

**Human Resources:** Sara Wodnisky completed the YCW BCH internship on March 31. The CMA has apologized for the delay of the \$10K and have confirmed the funds were released.

Kiara McKinley (weekend staff) was laid off on March 30.

The intern from Fleming College will be now joining the Gallery in the fall of 2020.

**Operations During Pandemic:** Olinda goes in once a week to ensure that risk management guidelines are being met. She checks the galleries, vault and storage room. This has been discussed with Ian Davey, Interim CAO. It is understood that the AGN's systems are not easy to access virtually. Breanna Brethour, Collections Manager, is working from home updating artist files. Victoria Towrie, Education Co-ordinator, is developing online curriculum which will launch on the week of April 20<sup>th</sup> and is augmenting the website to accommodate this programming. Tara Lember, Communications Lead, is focused on social media and messaging. Social media feedback has been positive. Staff meetings are held every Friday via Zoom Conferencing and individually during the week. Virtual meetings and phone calls with President and Treasurer are once a week, or more often as needed. Staff will remain working from home until May 2<sup>nd</sup> (projected date). The following work continues: reviewing staff compensations; monitoring industry trends; making recommendations; maintaining government compliance.

Olinda will research application for a grant at the end of April with a focus on community engagement.

**Premises:** We are grateful to the Town of Cobourg maintenance staff who have painted the AGN elevator door grey.

**60<sup>th</sup> Anniversary Publication:** the publication is near completion.

**Ronnie Kaplansky Gift and Exhibition:** The Ronnie Kaplansky gift and exhibition pre-work is ongoing.

**Special Events:** While events are a moving target, staff continue to work behind the scenes. Events such as Spotlight, on April 30 at 7:00 p.m. will occur online featuring "Cardboard Reality" and their animated films. Donations will be solicited. Mary stated it is important for the AGN to be visible and to stay on-line to demonstrate viability.

**Communications:** Giving Tuesday will take place on Tuesday, May 5. It was requested the Board members record a short video answering the question: "What the Gallery means to you?" The Communication platforms have been successful. In the newsletter Ron Bolt gave a view of his studio and Michael Adamson will do so next month. We continue to monitor google analytics for March 31, which offer demographics on who is connecting. Creating content remains extremely important as teachers are desperate for content with public programming suspended.

We continue to receive emails from the Gallery's volunteers who are wonderfully supportive. The question was raised as to whether the Gallery is communicating to them on a regular basis? Astrid had established a Facebook group for Gallery volunteers. The video opportunity will be sent to them as well.

All but three AGN members have provided their email addresses. Those three receive information by mail.

**External Relations:** Olinda participates regularly in Town Halls in the Arts and Culture sector as it is important to stay abreast what is happening in the Arts industry.

She attended the Museums Together virtual conference presented by the Canadian Museums Association.

**She partnered with “One Voice” an informal network of Canada’s not-for-profit arts and culture organizations.**

**Gallery Task Force:** Olinda requested a Task Force be struck with the goal to think more broadly on the Gallery and the time that will follow COVID-19. While we were aligned to do strategic plan this year, this may not be possible. The Task Force will not be onerous, likely one hour a week. Olinda will lead the collaboration with three other Board Directors.

## 7. Suspension of first half of meeting.

## 8. Call to Order of Adjourned Meeting at 5:00 p.m.

President, Mary Donaldson called the adjourned meeting to order at 5:00 p.m. Auditor Michael McMurray, partner at Welch LLP joined the meeting.

## 9. Committees

### **Finance and Audit – Ken Bagshaw**

Ken introduced Michael McMurray, partner at Welch LLP who has completed the 2019 Financial Audit.

Background: Last fall RFP selected Welch LLP. The first planning meeting was held on December 10, 2019. On January 9, 2020 the meeting was held with the Finance and Audit Committee to review audit progress. Materials were received in March and on March 3 the Committee along with Olinda reviewed the financial statements thoroughly. Some adjustments were made and a revised statement was returned. On March 10 the Committee did a final review of the draft with Michael McMurray and an In-Camera meeting was held to ask about organization, a standard question.

Michael McMurray commented on the Independent Auditors Report and noted the following two points:

- (1) Qualified Opinion paragraph – financial statements present fairly
- (2) Not-For- Profits paragraph – these amounts cannot be verified, standard for all not-for-profits

Statement of Financial Position (balance sheet) indicated that the assets before liabilities are \$206K, when you take off liabilities \$140K of net assets; a deficit was not incurred in 2019; and the historical deficit carried forward was reduced indicating a positive and healthy financial statement.

On the income statement, the revenues exceeded expenses by \$28K which was a very positive outcome. \$293K revenues versus \$281K expenses. Activity has increased by 40%.

Michael McMurray highlighted Note # 7, that 49% of the AGN revenues are from the Town of Cobourg which is a significant decrease from previous years. This confirms that our partnership with the Town of Cobourg continues to allow the AGN to recover, transition and grow.

Michael McMurray reviewed the audit closing letter.

There are three items needed to finalize audit:

- (1) Letter to be signed
- (2) Board Approval of Financial Statements (motion required)
- (3) Approval date of performing the audit until today
  - o Qualitative Aspects – no matters
  - o Management Letter of Representation – in the appendix
  - o Missed statements – appendix attached – no issues
  - o Independence – no matters identified
  - o Financial Statement presentation – no matters
  - o Specific Matters to Communicate – no matters

The Board accepted the 2019 Audited Financial Statements and they will be submitted to the Members at the AGM for their approval. **Moved** by Ken Bagshaw and seconded by Michael Machon. *Carried.*

The Board recommends that Welch LLP be appointed as Auditors for 2020 and request for approval be submitted to AGN. **Moved** by Ken Bagshaw and seconded by Michael Machon. *Carried.*

**Executive Committee** - President, Mary Donaldson

The report for the evaluation of the Executive Director for 2019 was tabled. The Executive Director evaluation for 2020 is a work in progress.

At a special meeting of the Board held in March, the decision was made to hire Laridae (Business Management firm) to lead the Strategic Planning process, with a tentative date in May. These plans have been postponed.

**Nominations** terms are from AGM to AGM; Board Directors who will be nominated at the AGM were asked to send short bios to the committee.

#### 10. Task Forces:

**By-Laws** are ready and have been sent to Olinda for her input. Mary will send an email with the by-laws to all the Board members for any input and the final by-laws will be presented to the Board for acceptance at the next Board meeting. Once the by-laws have been accepted Olinda will post them on the portal. Thanks to Kathleen and Sarah for their hard work.

#### 11. Old Business:

**AGM** must be held six months after fiscal year or before June 30. If we cannot meet by June 30, complications will occur. By-Laws must be passed by the Board before the AGM and presented to the Members with the AGM Agenda.

It was decided that the next Board meeting will take place virtually on May 14 at 4:00 pm and the AGM will take place virtually on Sat May 30 at 2:00 pm. The technology for the AGM is yet to be determined.

**MOU with the Town of Cobourg:** No action.

#### 12. New Business: None

13. **Remarks from the President:** Mary thanked everyone. She stated that although times are difficult the AGN will survive and prosper thanks to the hard work of everyone involved.
14. **Post Mortems/Discussions/Brainstorming:** Request to support Giving Tuesday will be sent on all our Social Media outlets.
15. **Date of Next Meeting:** Thursday, May 14, 2020
16. **Adjournment:** The meeting was adjourned at 6:00p.m. by the President, Mary Donaldson.