

# ART GALLERY OF NORTHUMBERLAND

## Meeting of the Board of Directors Thursday, 16 July, 2020 via Video Conference at 4:00 p.m.

### *Engaging People with Art!*

#### Present

**Executive Committee:** Mary Donaldson, President and Chair; Astrid Richardsen, Vice President; Frank Godfrey, Treasurer; Sarah Jacob, Corporate Secretary

**Directors:** Kenneth Bagshaw; Michael Machon; Michael Maynard; Dimitri Papatheodorou; Ken Solilo

**Town of Cobourg Representative:** Councillor Adam Bureau

**Staff:** Olinda Casimiro, Executive Director

**Recording Secretary:** Toni Galea

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#### AGENDA

##### 1. Welcome

The Board Meeting was called to order at 4:06 pm by the President.

Mary provided a housekeeping note regarding instructions on muting microphones and raising hands to ask a question or provide a comment during a Board Meeting.

##### 2. Adoption of the Agenda

The agenda was adopted with no changes.

**Moved** by Frank Godfrey and seconded by Dimitri Papatheodorou. *Carried.*

##### 3. Declarations of Conflict of Interest

There were no Conflicts of Interest declared.

##### 4. Approval of Minutes, June 18 2020

The minutes of June 18<sup>th</sup> were tabled to the August meeting.

##### 5. Approval of Minutes May 30, 2020

The minutes of May 30<sup>th</sup> were approved as written.

**Moved** by Michael Machon and seconded Astrid. *Carried.*

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

Frank presented the AGN income statement – *actual versus budget*. The statement shows the AGN finances are well positioned at this time. The AGN has received wage subsidy and federal grant money. The net income at the end of June is \$4K. The report was accepted by Astrid. *Carried.*

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

Kiara McKinley, Breanna Brethour and Victoria Towrie continue to be temporarily laid off. The review of staff compensation continues as well as keeping a close watch on trends, enlightening decisions and recommendations. Weekly staff meetings continue and daily updates happen as needed. Staff continue working from home. Monthly Zoom meetings with volunteers continue and our volunteers are very excited to return. Weekly communications with the Board President and Treasurer continue as well as weekly facility checks. AGN staff are working with Town of Cobourg maintenance staff on ensuring the premise is free of pests. Victoria Hall remains closed to the public for the near future. The AGN qualified for the Canadian Emergency Wage Subsidy during the month of June. A grant application was submitted to the Museums Assistance Program.

Non-medical masks with the AGN logo are being sold and to date, 50 masks have been sold, which covers the cost of the masks made to date. Social media efforts continue. Public programs continue to be suspended. Michael Addison is extending his exhibition until the Gallery can open. The CEWS federal wage subsidy is continuing until December and laid off staff may receive the CERB until October 3<sup>rd</sup>.

A question was raised by Frank on the status of 2020 membership. To date, membership is \$1,200 behind the targeted goal.

A question was asked about when Victoria Hall plans open. Councillor Adam Bureau advised that the Emergency Planner is working on all Town of Cobourg building openings, including Victoria Hall. The final word on opening Victoria Hall will come from the Emergency Control Group. A suggestion was made to send a letter to the Emergency Control Group. Olinda noted that although Victoria Hall is a municipal building, art galleries are under provincial jurisdiction. Adam agreed to contact the Interim CAO, Ian Davey for further clarification.

## **8. Committees**

### **a) Executive - Mary Donaldson**

The Executive Committee met on July 2<sup>nd</sup> with all members present. Members discussed protocol and controls for Zoom meetings and a decision was made for Board Members to mute microphones during the meeting. Bylaws, were discussed extensively and decisions reached on a number of changes. There was no consensus on the size of the Board. Board involvement in fundraising was discussed.

### **b) Finance and Audit - Ken Bagshaw**

The Finance and Audit Committee met on July 9<sup>th</sup> for their regularly scheduled meeting with everyone present. Beyond some “housekeeping”, there were two items on the agenda: (1) reviewing Revenue Canada’s “Checklist” for Good Corporate Practices for Charities, and; (2) to review Financial Controls for the Executive Director’s Office.

On reviewing Revenue Canada’s checklist, the Finance and Audit Committee reviewed *Canadian Charity Legal Checklist by Mark Blumberg – April 2019*. It was decided that we develop a fundraising policy and a terms of reference document. Frank has undertaken to do a risk management analysis. The division of responsibilities between the Board and the Executive Director was discussed. The Committee noted that this was a beneficial exercise which will become an annual project to ensure best practices for the AGN.

On reviewing the financial policies and procedure and the AGN’s internal policies, the conclusion was they are “solid” and only minor tweaks on the invoicing and approval process are needed.

### **c) Nominations – Astrid Richardsen**

The Nominations Committee did not meet this past month. Astrid put forth a motion that Frank Godfrey become the second member of the Nominations Committee.

**Moved** by Astrid Richardsen and seconded by Dimitri Papatheodorou. *Carried.*

### **d) Acquisitions – Mary Donaldson**

A Ron Bolt medium size painting was recommended to the Board for acceptance into the Permanent Collection with an anticipated Cultural Properties designation. The piece was appraised by Forsyth’s Fine Art at \$16,500. It was originally shown in the Newfoundland exhibition in the spring of 2019 and offered to the AGN at that time. The Gallery now has several Bolt pieces including limited edition prints, collages, drawings and sculptures. Mr. Bolt was thrilled to donate the piece to the Gallery and it will be on view during the 60<sup>th</sup> Anniversary exhibition. Next steps for Mr. Bolt would be a retrospective exhibition in the next few years. Mr. Bolt has been generous in opening his home and his two studio spaces to the Board last September.

**Motion** to accept the work of art by Ron Bolt, *Primal Pool Atlantic*, 2006-2010, oil on canvas, 109.5x132.5cm into the AGN permanent collection.

**Moved** by Frank Godfrey and seconded by Sarah Jacob. *Carried.*

## 9. Task forces

### a) Spotlight – Ken Solilo

November 25<sup>th</sup> is the date that has been targeted for a virtual Spotlight special to launch season three. It is the Committee's hope that Victoria Hall will be open. This event will be approximately 40-minutes in duration and will feature two "live" hosts, a "featured star" and two to three people who have performed on a Spotlight series. The interviews would be pre-recorded may be by Executive Director, Olinda Casimiro. The event will not charge admission. The launch of series three is timed to accommodate the timing of the budget. Spotlight is a fundraising series in support of the AGN.

### b) Bylaws – Mary Donaldson

Mary offered thanks to everyone who has worked so hard on the Bylaws to date. She announced that the edits to the by-laws had been accepted by the Executive Committee but they could not agree on the size of the Board.

**Motion** by Kenneth Bagshaw to adopt a Board of 11 voting members plus one non-voting ex-officio position for Town of Cobourg Council and a non-voting ex-officio position held for another Northumberland County Municipality.

**Moved** by Kenneth Bagshaw and seconded by Dimitri Papatheodorou. *Carried.*

A discussion was held on "in camera" meetings and whether minutes should be kept. An amendment to Subsection 5 of Bylaw 11 was moved by Astrid. Sealed minutes may be opened by the Board only if necessary or if mandated to do so by law.

**Motion** by Astrid that the Minutes will be kept for "in camera" meetings, and held sealed in the Minute Book.

**Moved** by Astrid Richardsen and seconded by Dimitri Papatheodorou. *Carried.*

## 10. Old Business – AGM

The minutes of the May 30, 2020 Annual General Meeting were accepted for circulation to the Members.

**Moved** by Michael Machon and second by Dimitri Papatheodorou. *Carried.*

## 11. New Business

### a) Policy for naming Committee and Task Force Members

The Board will appoint the Chair of the Committee from among members of the Board. The Committee Chair will name members to the committee who may or may not be Board members. The Committee Chair brings the Committee to the Board and the Board ratifies.

**Moved** by Kenneth Bagshaw and seconded by Frank Godfrey. *Carried.*

### b) Fund Raising Committee

Frank put forth a motion to strike a taskforce to determine the Board's role in fundraising to determine transitioning and terms of reference.

**Moved** by Frank Godfrey and seconded by Dimitri Papatheodorou. *Carried.*

## 12. Post Mortems/Discussions/Brainstorming

Councillor Bureau reported back on email sent by Interim CAO, Ian Davey on the subject of when the Art Gallery can open, noting that Victoria Hall remains closed. Mr. Davey confirmed that art galleries fall under provincial regulations and that building risk assessments for the gallery are complete. The Gallery may open provided they are following all the health and distancing guidelines. Access would be from the south west door, off Third Street. Olinda reported that the gallery will open once final consensus is reached by both sides.

Kenneth Bagshaw asked Councillor Bureau about the status of our grant and of our Memorandum of Understanding with the Town of Cobourg.

**13. Remarks from the Chair** - Mary thanked everyone for a very long but successful meeting.

**14. Date of Next Meeting** - Thursday, 20 August, 2020, place to be determined.

**15. Adjournment** - 6:14 p.m.