

3. BOARD STRUCTURES & PROCEDURES

3.1 BOARD COMPOSITION

The Board consists of:

- eleven elected members;
- one ex-officio non-voting member appointed by the Town of Cobourg who is a Councillor;
- one ex-officio non-voting member appointed by another Northumberland County Municipality;
- the Executive Director of the AGN, a non-voting member.

Because AGN sometimes interacts with vulnerable people every Member of the Board must have an updated Criminal Record Check prepared by a police department filed at the office.

3.2 TERM

Elected for 3-year term and one renewal for 3 years.

3.3 ROLE AND PURPOSE

Summary

The role and purpose of the Art Gallery of Northumberland Board are as follows:

1. working with the ED to set the AGN's mission and overall strategy, and modify both as needed;
2. oversee the AGN's finances and ratify the budget;
3. develop a job description for the Executive Director that is based on the Objects and Mission of the AGN;
4. select, evaluate, support, and if necessary – replace the Executive Director;
5. develop and conserve AGN resources (funds and facilities) and manage risk;
6. advocate for the AGN and build support within the wider community;
7. exercise oversight and take legal responsibility for all actions of the AGN.

Duties of Each Director

The duties of each Director are:

1. **Understand and Support the Vision & Mission of the AGN:** Members of the Board should understand the AGN vision, mission, bylaws, strategic plan, and operating policies;
2. **Duty of Care:** Members of the Board have a duty to act in accordance with a standard of care that a reasonably prudent person would exercise under similar circumstances;
3. **Duty of Skill and Prudence:** Members of the Board must ensure their advice is in the best interests of the AGN;

4. **Duty of Diligence:** Members of the Board should exercise a level of care to the performance of their responsibility including: reviewing the agenda and support materials prior to any meeting, and attending all scheduled Board and committee meetings;
5. **Duty to Govern:** Members of the Board manage the governance aspects of the Board including: duty to elect officers, develop and implement appropriate policies for the Board, appoint and evaluate the Executive Director, and ensure that the Board and the AGN conform with their legal obligations to the community.
6. **Duty to Support:** Members of the Board participate in AGN events and activities. They are ambassadors for the AGN and contribute to fundraising activities.
7. **Fiduciary Duty:** Members of the Board have a duty to act honestly and in good faith; to be loyal and to act in the best interest of the AGN; to avoid any conflict of interest; and as appropriate to subordinate every personal interest to those of the AGN.

3.4 RELATIONSHIP BETWEEN BOARD AND THE EXECUTIVE DIRECTOR

1. The ED is responsible to the Board and reports to the Board through the President.
2. The Board sets policy and has oversight of the AGN. They take final legal responsibility for all decisions.
3. The Executive Director looks after the day to day functions of the gallery and updates the Board through the President and presents a report at regular Board meetings.
4. The ED is an ex-officio non-voting member of all Board committees. For gallery committees such as the Volunteer Committee and the Exhibition Committee the ED is the chair and any Board member sitting on a gallery committee is simply another volunteer and answers to the ED.

3.5 BOARD SKILLS MATRIX

Specific skill sets desired for the Board:

- chartered Public Accountant (CPA)
- lawyer
- experience with not for profit corporations
- knowledge of arts organizations and funding agencies
- knowledge and/or interest in the arts and art history
- community/political relationships in Cobourg; Northumberland County; Ontario & Canadian governments
- marketing
- fundraising/development

- strategic Planning
- communications/Public Speaking

3.6 STANDARD OF CONDUCT

1. Members of the Board must regularly attend and participate in meetings of the Board.
2. Members of the Board are responsible for reading, reviewing and questioning material prior to a Board meeting.
3. Members of the Board have fiduciary responsibility for the Gallery's assets and finances.
4. Members of the Board must avoid conflict of interest.
5. Members of the Board must ensure that the AGN resources are dedicated to fulfilling the mission, vision, and the strategic goals.
6. Members of the Board must take reasonable steps to ensure that the AGN complies with all applicable laws.
7. Members of the Board are responsible to act in good faith and in the AGN's best interest, not in the interest of the Members of the Board or any family members or any organization with which a Member of the Board is affiliated.
8. Members of the Board must report to the President, or in the case of the President, to the Corporate Secretary, any corruption, misconduct or neglect of duty.
9. Members of the Board must be open, fair and honest with no hidden agendas; they must create an environment where all Members of the Board are treated with the utmost respect.
10. Members of the Board must understand that the Board sets standards for the AGN through Board policy; Directors do not manage the AGN on a daily basis - that is the job of the Executive Director.
11. Members of the Board must understand that the Board makes decisions as a team and as one voice – individual Directors may not commit the Board to any action and Members of the Board must represent the positions of the Board regardless of their personal position.
12. Members of the Board must respect the right of every Member of the Board to have opinions and ideas that differ from their own.
13. Members of the Board will maintain confidentiality except when disclosure is authorized or legally mandated.
14. Members of the Board are individually responsible for conforming to the Standards of Conduct.

3.7 CONFLICT OF INTEREST

Quote from Section 71 of Ontario Corporation Act:

Disclosure by directors of interests in contracts

(1) Every director of a company who is in any way directly or indirectly interested in a proposed contract or a contract with the company shall declare his or her interest at a meeting of the directors of the company.

Time of declaration

(2) In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the directors at which the question of entering into the contract is first taken into consideration or, if the director is not at the date of that meeting interested in the proposed contract, at the next meeting of the directors held after he or she becomes so interested, and, in a case where the director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the directors held after he or she becomes so interested.

General notice

(3) For the purposes of this section, a general notice given to the directors of a company by a director to the effect that he or she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given.

Effect of declaration

(4) If a director has made a declaration of his or her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the contract, the director is not accountable to the company or to any of its shareholders or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the director holding that office or of the fiduciary relationship established thereby.

3.8 OFFICERS OF THE CORPORATION

- President and Chair of the Board
- Vice President
- Corporate Secretary
- Treasurer
- Past President

3.8.1 The President and Chair of the Board

Selection Procedure

The President and Chair of the Board must be an elected Member of the Board and is chosen by the Board at the first meeting held after the AGM.

Skills and Experience to Consider:

1. proven leadership skills;
2. trust from other Board Directors and Executive Director;
3. special skills required during the next term;
4. ability to chair meetings effectively;
5. ability to accept and deliver constructive criticism;
6. fundraising experience and willingness to provide leadership in this area;
7. knowledgeable about galleries and museum issues and ability to “speak for” the AGN;
8. understanding of, and commitment to the AGN Mission;
9. understanding of governance issues;
10. understanding of the legal obligations of the AGN;
11. understanding the accepted practices in governance of not for profit charitable arts organizations and museums.

Responsibilities

The President and Chair shall:

1. preside and provide leadership to the Board of Directors encouraging openness and participation;
2. chair Board meetings and Executive Committee meetings;
3. ensure that the Board’s deliberations/activities are effective and properly focused on policy, planning and accountability issues;
4. advance the Board’s annual and longer-term objectives;
5. with the Executive Committee take a leadership role on behalf of the Board in the appointment and review of the Executive Director;

6. with the Executive Director provide orientation for new Board directors;
7. support and encourage the Executive Director in their effort to advance the Gallery's mission, goals and objectives;
8. on behalf of the Board meet regularly with the ED to discuss AGN short term and long term plans.

Term of Office

The maximum time a President may serve is five consecutive one year terms.

3.8.2 The Vice-President

Selection Procedure

The Vice-President must be an elected Member of the Board and is chosen by the Board at the first meeting held after the AGM.

Responsibilities

The Vice-President is expected to preside at Board meetings and assume other duties in the absence of the President. The Vice-President may serve as Chair of a Board Committee or take on other responsibilities at the request of the Board or the President. The expectation is that the Vice President will be the next President, but service as Vice-President is not a guarantee of appointment to President.

The Vice-President serves as the chair of the Nominations Committee.

Term of Office

The Vice President may serve for six consecutive one year terms.

3.8.3 The Corporate Secretary

Selection Procedure

The Corporate Secretary must be an elected Member of the Board and is chosen by the Board at the first meeting held after the AGM.

Responsibilities

The Corporate Secretary is responsible for oversight of all the corporate documents and files. Duties of the Corporate Secretary include:

1. making sure that all required legal documents are filed with Ontario Department for Corporations;
2. taking minutes for Board meetings and meetings of Members if a recording secretary is not available;
3. taking minutes or notes at Executive Committee meetings;
4. taking minutes of any in camera meetings and assuring that these minutes are properly signed, sealed for privacy, and filed at the office.

Term of Office

The Corporate Secretary may serve for six consecutive one year terms.

3.8.4 The Treasurer

Selection Procedure

The Treasurer must be an elected Member of the Board and is chosen by the Board at the first meeting held after the AGM.

Responsibilities

The Treasurer is responsible for the oversight of all financial transactions of the AGN. They monitor all receipts and disbursements and provide a financial status report to the Board during every regular Board meeting. Duties of the Treasurer include:

1. signing all cheques and other financial documents;
2. signing all charitable receipts;
3. sitting as a member of the Finance and Audit Committee;
4. unless otherwise determined by the Board, monitoring all insurance policies;
5. assuring that all paperwork required by our financial institutions and banks is complete and up to date.

Term of Office

The Treasurer may serve for six consecutive one year terms.

3.8.5 The Past President

A President who leaves office serves as a Past President.

Responsibilities

The Past President is a voting member of the Executive Committee and is an advisor to the President and the Executive Committee.

Term of Office

If the Past President is no longer an elected Member of the Board the Past President's term ends at the next AGM. In other words it is a one year term after they leave office and the term may be over and above the two consecutive three year term limit.

If the Past President is a duly elected Member of the Board, they retain full voting rights in the Executive Committee and on the Board.

3.9 COMMITTEES

The Board is supported by the work of a series of Standing Committees and Task Force Committees. Committee decisions must be presented to the Board for their approval before they are implemented.

Officers and Committee/Task Force Chairs are appointed annually by the Board.

Each year, incoming Committee Chairs present their recommended slate of Committee members for the upcoming year for approval by the Board.

3.10 BOARD PROCESSES

Meetings

A quorum for a meeting is 50% of the voting members sitting on the Board. For a Board with eleven members the quorum for a meeting is six. Attendance may be in person or by concurrent electronic means.

Minutes and reports are distributed at least five days in advance and, when possible, questions and clarifications are handled in advance of the meeting and are discussed at meetings only if the concern has not been resolved.

Where appropriate, a Consent Agenda may be used, grouping non-controversial reports and routine business into one agenda item which is approved in one action with no discussion. Any Member of the Board may request that an item in the Consent Agenda be removed from the Consent Agenda and discussed as a separate Agenda item. The Board must approve the removal of an item from the Consent Agenda.

Confidentiality

Board meetings are closed to the public if discussions include any of the following:

1. unaudited financial statements;
2. the possible acquisition or disposition of property, including the Permanent Collection;
3. the security of the property of the AGN;
4. issues as to identifiable staff;
5. agreements or contracts with providers of goods or services;
6. legal advice and litigation;
7. the disclosure of intimate, personal or financial information with respect to any AGN personnel, prospective Board Member, or a client of the AGN;
8. sensitive information the disclosure of which can prejudice the interests of the organization or certain third parties.

The Chair of the meeting can request that the following people at the meeting recuse themselves under the following circumstances:

1. any member of the Board, and including the Recording Secretary who has a conflict of interest;
2. the ED if the discussion involves her contract, her position, her job performance or her remuneration;
3. during preliminary discussions, any Member of the Board who has been accused of misconduct or corruption.

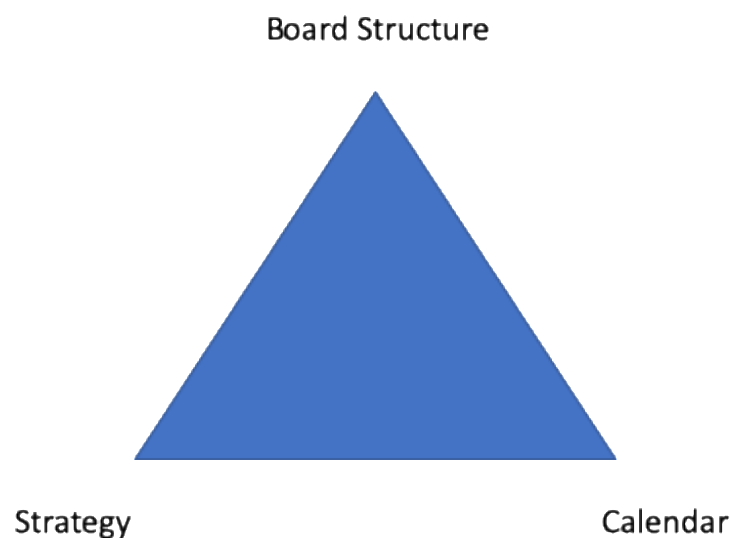
Board minutes are kept and accepted at the following Board meeting. Once Board minutes are accepted they are signed by the President and filed in the minute book. Signed minutes become public, provided that any details or discussions of the topics listed above are redacted. All Motions must be in the publicly accessible minutes.

A Board meeting may go “in-camera” to discuss very serious topics such as harassment, dismissal for cause, or possible criminal behaviour. Only elected Members of the Board who are covered by Board Liability Insurance may attend an “in-camera meeting.” Minutes will be kept, sealed and filed in the minute book. The minutes may be unsealed only if the Board passes a resolution to unseal, or if law enforcement, the courts, or other such agency directs the AGN to unseal the minutes.

Board Calendar

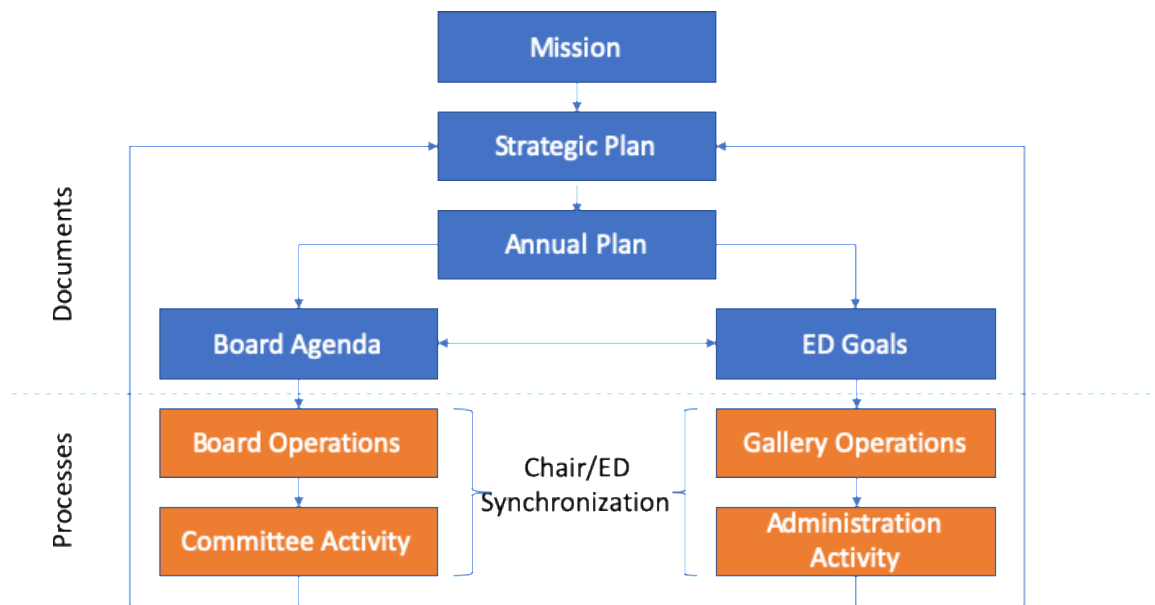
An annual Board calendar should flow out of its strategic plan.

The relationship and interdependence that exists between the strategic plan, the Board structure and the Calendar for effective governance and the long-term viability of the Gallery, is illustrated below.



An annual Board agenda is derived from the strategic plan documents each year.

The diagram below shows that a Board's and Administration's annual agenda and work plan are devised at the end of the year, and implemented throughout the following year.



The Executive Committee and the Executive Director review the strategic plan and set the annual agenda and work plan for implementation by the Board and Administration. This allows the Board to react to the changing environment, allocate financial and human resources, consider the Board's structure and composition and ensure that the efforts and activities of the Administration and Board are aligned.

Board meetings, therefore, are generally strategically focused and structured around proposals for action arising from the strategic plan.

At the end of the year, the Board can readily assess the progress that the Gallery's Administration and the Board have made to fulfill the strategic plan and the positive impact that it has had on the community. This therefore constitutes the Board's annual evaluation.