

ART GALLERY OF NORTHUMBERLAND

Meeting of the Board of Directors Thursday, August 20, 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;

Town of Cobourg Representative: Councillor Adam Bureau

Staff: Olinda Casimiro, Executive Director

Recording Secretary: Toni Galea

Regrets: Ken Solilo

AGENDA

1. Welcome

The Board Meeting was called to order at 4:05 p.m. by the President.

2. Adoption of the Agenda

The agenda was adopted with the following changes:

- Item B “Fundraising” was removed in the Task Forces section.
- Under “Old Business”, the topic of “Mandate, Mission and Vision of the Gallery” was added.

Moved by Frank Godfrey and seconded by Michael Maynard. *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 18th were approved as written.

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

5. Approval of Minutes July 16, 2020

The minutes of July 16th were approved as written.

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

6. Treasurer’s Report - Frank Godfrey

Frank presented the AGN income statement – *actual versus budget* which takes the AGN through July of 2020. Expenses were noted as 46 percent of budget and income was noted at 49 percent of budget. Donations, memberships and security fees are below what is expected at this point in time.

While not part of this report, it was noted that final payment to the Auditor was made.

Michael Machon reviewed the CEWS wage subsidy program and noted that the amount of subsidy which the AGN will receive for each subsidy period is dependent on each month's revenue, and that past subsidies may not continue through the balance of 2020.

The report was accepted by the Board.

7. Executive Director's Report - Olinda Casimiro

With respect to Human Resources, Breanna Brethour will be returning on August 31 and Victoria Towrie will be returning on October 1st. Both individuals have been collecting CERB. Kiara McKinley will not be returning to the AGN as she has found a part-time position and we do not know when we will be open on the weekends. The Gallery has hired a Tourism Information Officer, Lindsay Fuller. She will be joining the AGN on the week of August 24th. She is a recent graduate of the University of Guelph art history program and lives locally. This position is possible through the Canada Summer Jobs grant for 8 weeks.

Weekly meetings continue with staff and the Board Chair and Treasurer. The first meeting with the Exhibitions Committee was held in the gallery. Vault and storage room inspections continue and no "pests" were noted.

The Ministry of Labour requested to visit the Gallery before opening and no deficiencies were noted, current guidelines were approved. Town of Cobourg COVID-19 Guidelines are being adhered to as well.

The AGN is applying for an Ontario Trillium Foundation grant.

Non-medical masks are being sold through the Gallery and more than 75 have been sold to date.

On the programming front Dimitri Papatheodorou interviewed artist Dorothy Caldwell, and the next interview has been conducted with Francis Ferdinand. Olinda had a live radio interview and an interview with Linda Kay on the local TV and interview by Cobourg Now. Dimitri was also interviewed by Cobourg Now. Ken Solilo came to the AGN to take photos of the visitors, which was part of the SNAP'D publicity.

The AGN is open Tuesday through Thursday from 11 a.m. to 3 p.m. The Town Hall closes at 4 pm. Hours will be amended as the Town Hall opens to the public. To date, we have welcomed 36 visitors. Social media increased in the month of July and the AGN's digital platform remains critical at this time.

deborah uman-sures exhibition "A Fine Line" opens on September 15th at 1 p.m. Please share this information. A full opening reception will not be held. There are no perceived issues with physical distancing as the AGN has hosted 3 groups with no issues.

8. Committees

a) Executive – Mary Donaldson

The Executive Committee did not meet this month, there was work done on the Handbook, Chapter 3 via email.

b) Finance and Audit - Ken Bagshaw

The Finance and Audit Committee met and there are no issues. We continue to follow-up with insurance broker on issuance of policy, which will likely take place in September. Frank is working, when time permits, on risk management document. The F&A Committee is working with the Executive Director on the draft of a financial procedures, revisions have been completed and will be reviewed by the Committee. The F&A Committee will report back on this at September's meeting.

9. Task forces

Bylaws – Mary Donaldson

The Bylaws have been tabled to the September Board Meeting.

10. Old Business

The 2018 Business Plan is extended to 2020. The lead-in to this document has a page for Mandate, Mission & Vision. Both Sarah Jacob and Ken Bagshaw indicated that the mandate is incorrect.

Motion to have item # 5 from the mandate removed and the following sentence be added: **Supplemental Letters Patent were issued in 1982 changing the Gallery's name to Art Gallery of Northumberland (AGN) to better reflect that the AGN, with headquarters in the Town of Cobourg, serves all of the County of Northumberland.**

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

Ken stated that the AGN should plan to approach Ontario to amend the letters patent to replace references to the Town of Cobourg with Northumberland County.

11. New Business –

a) Handbook Chapter 3 – Mary Donaldson

Ken Bagshaw provided the following comments on the handbook:

Section 3.6 Standard of Conduct

With regards to the statement, “Members of the board must make certain that the AGN apply with all applicable laws.” Take out the words “make certain” and replace with “take reasonable steps to see.”

Page 6 – Under President’s Term of Office

Statement regarding the President’s term of office includes that position is “ratified every year”, when in fact the position is elected every year by the Board at the first meeting following the AGM. This statement should use the same language as the statement for the Corporate Secretary and the Vice-President. Change the word “ratified” to “filled”.

Page 9 – Confidentiality/Board Meetings.

With regards to confidentiality and board meetings, signed minutes would become public on website. Posting Board Minutes has not been the process of the AGN to date.

The AGN remains without an MOU from the Town of Cobourg. There are not many museums or galleries that have MOU with their funders.

Councillor Bureau believes that an MOU is important as it solidifies the relationship between the Town of Cobourg and the AGN. The MOU will help Town of Cobourg Council and Staff understand the work of the Gallery. The document becomes an institutional executive summary of what the Gallery is and the roles and responsibilities of the AGN and the Town.

Councillor Bureau will follow-up as he does every meeting and bring back information to the September Board Meeting.

Michael Machon provided the following comments on the Handbook:

Section 3.10

As quorum is 50% of the current voting members, change the example provided to 6 with 11 voting members.

The second paragraph indicates that minutes are to be distributed at least 5 days in advance. This does not appear to the current process. Change the wording to read “optimally should be” distributed 5 days in advance.

Section 3.4

Section 3.4 discusses the relationship between the Board and the Executive Director. This section should mirror what the Bylaws say – that the Executive Director is responsible to the Board and reports directly through the President.

12. Remarks from the Chair

No remarks were provided from the Chair.

13. Post Mortems/Discussions/Brainstorming

14. Date of Next Meeting – September 17, 2020

15. Adjournment

The meeting adjourned at 5:25 p.m.