

ART GALLERY OF NORTHUMBERLAND
MINUTES OF MEETING OF BOARD OF DIRECTORS

Held Thursday, October 10, 2019 at the Art Gallery at 5 pm

Present: Chair Don Wilcox, Vice-Chair Jo-Anne Johnson, Treasurer Frank Godfrey, Secretary Sarah Jacob, Past Chair Mary Donaldson, Town Councillor Adam Bureau, Directors Kenneth Bagshaw, Richard Szymczyk, Executive Director Olinda Casimiro

Regrets: Michael Machon

2. The Agenda was adopted as amended by motion made by Ken Bagshaw, seconded by Richard Szymczyk and carried.

3. a) Review of September 19, 2019 Minutes – Acceptance of the Minutes as presented was moved by Richard Szymczyk, seconded by Jo-Anne Johnson and carried.

b) Review of July 18, 2019 Minutes – Acceptance of the Minutes as presented was moved by Ken Bagshaw, seconded by Mary Donaldson and carried.

4. Conflicts of Interest – none were declared.

5. Committee Reports – Finance & Audit – On behalf of the Committee, Chair Ken Bagshaw reported on the process followed to prepare the draft Budget for next year. It was approved by the Committee on August 8th and accepted on August 29th by the Executive Committee to be distributed to the Board for review and discussion.

During the board line by line review and discussion, the Executive Director confirmed she is investigating the requirements for various possible provincial grants. She also advised the board that the Gallery shop is not generating sufficient revenue to cover the costs, time and effort involved to run it.

Ken Bagshaw moved approval of the Budget, seconded by Frank Godfrey. Upon **motion** by Sarah Jacob, seconded by Frank Godfrey, separation of the \$40,000 single line titled “Professional Fees” in the draft Budget into two lines, “Professional Fees – Audit & Bookkeeping \$16,000” and “Strategic Planning \$24,000”, was approved.

Upon **motion** by Ken Bagshaw, seconded by Frank Godfrey, the Budget as amended above was approved.

6. Committee Reports – Fundraising – On behalf of the Committee, Chair Jo-Anne Johnson reported that the “Restore the Floor” campaign will be resurrected and a committee will be struck in the near future.

7. Treasurer’s Report – was accepted by the Board as presented by Treasurer Frank Godfrey. A drop in paid memberships was noted.

8. Report on the Permanent Collection & Board Education – postponed to November Board meeting.

9. Executive Director’s Report – The Loans Registrar role, funded by a federal Young Canada Works grant effective in November, will be offered to Teija Smith. A \$15,000 donation was received from the Wick & Margaret Sellers Foundation. Chair Don Wilcox said the Finance Committee, rather than the Executive Director, should decide how to allocate this gift since it is for more than \$1,000. Executive Director Olinda Casimiro noted that the current Governance procedures contradict this. She reported that the MacLean Foundation has donated \$5,000 to support the upcoming Kaplansky exhibition, and that \$10,000 has been received from Patricia Stanley for the Duane Schermerhorn Endowment Fund.

10. In Camera- The board went in camera after Executive Director Olinda Casimiro left the meeting. The board came out of camera.

11. Ongoing Revision of Governance Manual – Richard Szymczyk agreed to take on the coordination of revision of the Manual, which former directors Maneesh Mehta and Kelly Juhasz had been directing prior to resigning from the board on September 19, 2019. Richard asked everyone to read the first thirty-one pages and email comments directly to him.

12. New Business – Chair Don Wilcox asked the board members to consider what the term “in camera” means to each of us; some discussion ensued.

13. Adjournment – the meeting was adjourned by motion made by Richard Szymczyk.