

**VARLEY-MCKAY ART FOUNDATION
SPECIAL ANNUAL MEETING OF MEMBERS
MINUTES
February 10, 2015
Markham Civic Centre
Council Chamber
5:30 p.m.**

<u>Councillor Members of the Foundation:</u> Mayor Frank Scarpitti Deputy Mayor Jack Heath Regional Councillor Nirmala Armstrong Councillor Valerie Burke Councillor Don Hamilton Councillor Logan Kanapathi Councillor Colin Campbell <u>Regrets:</u> Regional Councillor Joe Li Regional Councillor Jim Jones Councillor Karen Rea Councillor Alan Ho Councillor Alex Chiu Councillor Amanda Collucci	<u>Varley Board of Directors:</u> Terrence Pochmurski, Chair, Varley-McKay Art Foundation of Markham Craig McOuat <u>Staff:</u> Andy Taylor, Chief Administrative Officer Moe Hosseini-Ara, Director of Culture Niamh O'Laoghaire, Director of the Varley Art Gallery Francesca Dauphinais, Development Officer Cheryl Rego, Program Coordinator Laura Gold, Council/Committee Coordinator
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The Varley-McKay Art Foundation of Markham, Special Annual Meeting of Members convened at 5:43 p.m. with Mayor Frank Scarpitti presiding as Chair.

1. APPOINTMENTS TO THE BOARD OF DIRECTORS

Moved by Councillor Don Hamilton
Seconded by Councillor Logan Kanapathi

Motion:

- 1) That the following persons be appointed to the Varley-McKay Art Foundation of Markham for a term expiring June 2018:

Beverly Schaeffer
Howard Back
John Ingham

CARRIED

2. AMENDMENTS TO BY-LAW NO. 1

Moved by Councillor Colin Campbell

Seconded by Regional Councillor Nirmala Armstrong

- 1) That the following wording be deleted from section 6.01 of By-Law No. 1 of the Varley-McKay Art Foundation of Markham:

6.01 Number and Power. ~~The affairs of the Corporation shall be managed by a board of not less than three(3) and not more than twenty (20) directors (the precise number within such minimum and maximum to be determined from time to time by resolution of the board of directors) who may exercise all such powers and do all such things as may be exercised or done by the Corporation and are not by the Letters Patent, Supplementary Letters Patent, by laws of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of the members.~~

- 2) That the following wording be inserted under section 6.01 of By-Law No. 1 of the Varley-McKay Art Foundation of Markham:

6.01 Number and Power. The affairs of the Corporation shall be managed by a board of directors consisting of fourteen (14) directors, to be comprised as follows: twelve (12) directors from the public at large; one (1) Councillor from the City of Markham Council; and the Mayor of the City of Markham (who shall be an ex-officio, voting director, and who shall be included in the number of directors to determine quorum when in attendance at meetings of the board of directors but shall be excluded from the number of directors to determine quorum when not in attendance at meetings of the board of directors).

- 3) That the following wording be inserted under section 7.05 of By-Law No. 1 of the Varley-McKay Art Foundation of Markham:

7.05 Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the directors of the Corporation. Ex-officio directors shall be included in the number of directors to determine quorum when in attendance at meetings of the board of directors but shall be excluded from the number of directors to determine quorum when not in attendance at meetings of the board of directors. Questions arising at any meeting of the directors shall be decided by a majority of the votes cast on the question: and, in case of an equality of votes, the Chairperson of the meeting shall not be entitled to a second or casting vote.

CARRIED

3. OTHER BUSINESS

The Terrence Pochmurski, Chair, Varley-McKay Art Foundation of Markham advised Members of Council of the new exhibition “ALMA: The Life and Art of Alma Duncan” (1917-2004) that has just opened at the Varley.

4. ADJOURNMENT

Moved by Councillor Logan Kanapathi

Seconded by Councillor Valerie Burke

The Special Varley-McKay Art Foundation Special Annual Meeting of the Members adjourned at 5:51 p.m.

CARRIED