

**VARLEY- MCKAY
ART FOUNDATION OF MARKHAM
MONDAY, APRIL 8, 2013
CANADA ROOM
4:00 P.M. – 6:00 P.M.**

MINUTES

Attendance:

Board of Directors Present:; Terrence Pochmurski, Chair, Councillor Don Hamilton , Rosemary Donegan, Drew Gerrard, Sid Karsh, Paul Keeling, Sammy Lee, Patty Loveland, David Tsubouchi and Edie Yeomans

Staff:

Francesca Dauphinais, Development Officer, Francine Périnet, Director, Varley Art Gallery, and Laura Gold, Council/Committee Coordinator

Regrets:

Mahesh Chokshi , Susan Gray and Ernestine Tahedl

Item	Discussion	Action
1. CALL TO ORDER	The Varley-McKay Art Foundation of Markham convened at 4:08 p.m. with Terrence Pochmurski presiding as Chair.	
2. DISCLOSURE OF PECUNIARY INTEREST	There was no disclosure of pecuniary interest.	
3. CHANGES OR ADDITIONS TO THE AGENDA	There was a correction to the order of the agenda.	
4. APPROVAL OF	A. <u>Approval of Minutes</u>	

Item	Discussion	Action
MINUTES AND BUSINESS ARISING FROM THE MINUTES	Moved by Councillor Don Hamilton Seconded by David Tsubouchi That the January 8, February 11, and March 11, 2013 Varley-McKay Art Foundation of Markham Minutes be approved as presented. CARRIED Moved by Councillor Don Hamilton Seconded by Edie Yeomans That the following Board resolutions approved by email on March 26, 2013 be endorsed: Resolution 1: That the proposed budget for 2013 for the Sphere committee be approved as outlined in the attached document. Resolution 2: That Terrence Pochmurski, David Tsubouchi, Paul Keeling, Rosemary Donegan and Sid Karsh be approved as the members of the Executive and Nominating Committee for the Varley-McKay Art Foundation of Markham. Resolution 3: That Anthony Smith and Craig McQuat be approved as nominees to the Board, and that their names be submitted for approval to the Members of the Varley-McKay Art Foundation of Markham. Resolution 4:	

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	Whereas, the Varley Art Gallery Foundation has established an Art Acquisitions Committee to review and recommend potential acquisitions and gifts of works of art to the Varley Art Gallery. Whereas the Art Acquisitions Committee is comprised of the following voting persons, representing appropriate and relevant experience necessary to fulfil the mandate of this committee: two members of the Board of Directors, two professional artists (one from the community), two art professionals, the Executive Director and Chief Curator, both of whom are ex-officio (non-voting) to the Committee. Whereas it has become necessary to add new committee members to replace those who have resigned or completed their terms. Therefore, be it resolved that Paul Fournier, one of Canada's foremost artists be invited to join the Art Acquisition Committee as one of two professional artists as required by the mandate of this committee. CARRIED B. <u>Review of Action Items</u> The Board reviewed the action items from the March 11, 2013 Board Meeting. The following was discussed: <u>Homes for the Holiday</u> • Two members of the Homes for the Holiday Committee have agreed to Co-Chair the Committee; • Susan Gray will be asked to be the Board Liaison on the Homes for the Holiday Committee; <u>Development Officer Position</u> • A request has been submitted to Human Resources to advertise the	Ask Susan Gray to be the Staff Liaison on the Homes for the Holiday Committee – Terrence Pochmurksi

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	Development Officer Position. - Ontario's <u>Not-for-Profit Corporations Act, 2010</u> - Legal's memo on the Ontario <i>Not-for-Profit Corporations Act, 2010</i> was deferred until 2014, as the Act will not be proclaimed until January 2014 and the Foundation will have a three year transition period. <u>Business Plan</u> - Terrence Pochmurski and Sid Karsh will work on establishing a 2013 Business Plan for the Board. <u>Development Committee</u> - The Board passed the following resolution recognizing Sammy Lee and Patty Loveland as Co-Chairs of the Development Committee: Moved by Rosemary Donegan Seconded by Edie Yeomans That Sammy Lee and Patty Loveland be appointed as Co-Chairs of the Development Committee. CARRIED <u>Art Acquisition Committee Update</u> - The Art Acquisition Committee still has vacancies on the committee that are to be filled; - The Terms of Reference for the Art Acquisition Committee is still in the process of being formalized. <u>Date of Annual General Meeting</u> - The Board passed the following resolution approving the date and time of the Annual General Meeting:	

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	Moved by Councillor Don Hamilton Seconded by Paul Keeling That the Varley-McKay Art Foundation of Markham Annual General Meeting date of June 10, 2013 at 4:00 p.m. in the Council Chamber be approved. CARRIED <u>Board Nominations</u> • A local Real Estate Agent has demonstrated an interest in being on the Board. • <u>Wally Joyce Scholarship</u> The Director of the Art Gallery and the Development Officer will work on formalizing the Wally Joyce Scholarship process and will report back to the Board on this matter.	Report back to the Board on the Wally Joyce Scholarship process - Development Officer and Director of the Art Gallery
5. DIRECTOR'S REPORT	Francine Périnet, Director, Varley Art Gallery, provided the Director's Report. An update was provided on the following Gallery initiatives: summer activities; programs and exhibits in the works; the building renovations; and events. Special recognition was given to Doriana Cabeceiras and Rachel Brodie for taking on and addressing the health and safety in the workplace. A copy of the report was circulated to the Board with the agenda package.	

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	<u>Building Renovations</u> The Director of the Gallery reported that the City's Finance Department is currently looking into the Foundation's contribution of \$50K to building renovation in advance of the Gallery's expansion project and its accounting and impact on budget. <u>Ontario Art Councils Grant</u> The Board provided approval to the Gallery Director to apply for the Ontario Arts Council operating grant. Last year the Gallery received a \$40K operating grant from the Ontario Arts Council. Moved by David Tsubouchi Seconded by Councillor Don Hamilton That the Board provide consent to the Director of the Varley Art Gallery to submit an application to the Ontario Arts Council for an operating grant. CARRIED	
6. DEVELOPMENT OFFICER REPORT	The Committee reviewed the Development Officer's report. The report provided an update on the following: Sphere; the Art Auction; Homes for the Holidays 2013; charitable tax receipts; the volunteer database; summer camp; volunteer scheduling; and upcoming Gallery programs and events. A copy of the report was circulated with the agenda package.	

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7. SUB-COMMITTEE REPORTS	A. <u>Art Acquisition Committee</u> Rosemary Donegan reported that all requests for culture property have been submitted and that Paul Fournier a contemporary artist has accepted his position on the Art Acquisition Committee. B. <u>Art Auction</u> Paul Keeling reported that the planning and undertaking of the 2013 Art Auction was well underway. The following update was provided: • A new format of charitable tax receipts will be used for this year's Art Auction, as there was some issues with the previous format; • The contact information of the persons who purchase Art Auction tickets is required; • An overview of some of the non art auction items (e.g. a suit and a Honda); C. <u>Sphere</u> Terrence Pochmurksi reported that he was optimistic that Sphere would meet its donation target of \$10K for 2013. A \$2K donation to Sphere was recently made by a long term Varley supporter. D. <u>Nomination Committee</u> David Tsubouchi provided an update on the Board nominations. It was reported that the new nominees would broaden the Board's network and possibly bring in more corporate sponsorship. One of the nominees works for Sony Canada and the other owns a business with high profile clients.	

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	It was suggested that the Board try to build a relationship with Japanese businesses. E. <u>Development Committee</u> Sammy Lee reported that the Development Committee will work on developing a strategy/vision for the committee. F. <u>Volunteer Committee</u> Francesca Dauphinais reported that national volunteer week is coming up and that the Gallery is working on arranging something in recognition of the week. In the past, the Gallery has recognized volunteers through nominating them for both City and Provincial volunteer awards.	
8. FINANCIAL REPORT	Sid Karsh reported that the financial statements will be finalized once the Board's contribution to the Gallery addition is resolved. Also, in note 2 (c) of the notes of the financial statements, artwork donated for the Art Auction will be referenced differently , as donations of Art to the Art Auction were not reported correctly (in keeping with 2(c)) in the past.	
9. NEW BUSINESS	The Board recognized John Ryerson for his contributions to the Gallery during his employment with the City of Markham. Moved by Drew Gerrard Seconded by Councillor Don Hamilton That the Board convey its sincere appreciation to John Ryerson for his contributions to the Gallery during his employment with the City of Markham; and, That the Board wishes him well in his future endeavours. CARRIED	

Item	Discussion	Action
10. NEXT MEETING DATE	The next meeting of the Varley-McKay Art Foundation of Markham will be held on Monday, May 13, 2013 at 4:00 p.m. in the Canada Room. The Board agreed to hold the May and June meetings at Civic Centre.	
11. ADJOURNMENT	The Board of the Varley-McKay Art Foundation of Markham adjourned at 5:08 p.m.	

Varley-McKay Art Foundation of Markham - Action Item Tracking

No.	Action Item	Meeting Date	Responsibility of Staff/Committee Member	Meeting Date to be Completed By	Status
1.	Appoint Susan Gray as the liaison on the Homes for the Holiday Committee	October 9, 2012	All Board Members	May 13, 2013	
2.	Recognize Karen Chadwick's by purchasing an artwork in her name.	October 9, 2012	Sid Karsh and Terrence Pochmurski	May 13, 2013	
3.	Develop 2013 Business Plan	February 11, 2013	Board Executive	May 13, 2013	
4.	Hiring a Replacement for the Development Officer	March 11, 2013	All Board Members	July 2013	
5.	Formalize Art Acquisition Terms of Reference	March 11, 2013	Art Acquisition Committee	May 13, 2013	
6.	Approve Financial Statements	March 11, 2013	All Board Members	May 13, 2013	
7.	Report back to the Board on Wally Joyce Scholarship process	April 8, 2013	Development Officer and Director of the Gallery	May 13, 2013	
8.	Ask Susan Gray to be the Staff Liaison on the Homes for the Holiday Committee	April 8, 2013	Terrence Pochmurski	May 13, 2013	