

**VARLEY- MCKAY
ART FOUNDATION OF MARKHAM
TUESDAY, OCTOBER 9, 2012
ART GALLERY
4:00 P.M. – 7:00 P.M.**

MINUTES

Attendance:

Board of Directors Present:

Councillor Don Hamilton, Terrence Pochmurski, Chair, Mahesh Chokshi, Susan Gray, Drew Gerrard, Sid Karsh, Sammy Lee, Patty Loveland, Paul Keeling and Ernestine Tahedl

Staff:

Francesca Dauphinais, Development Officer, John Ryerson, Director of Culture, Lisa Riegel, Assistant City Solicitor, and Laura Gold, Council/Committee Coordinator

Regrets:

Rosemary Donegan, Francine Périnet, Director, Varley Art Gallery, David Tsubouchi and Edie Yeomans

Item	Discussion	Action
1. CALL TO ORDER	The Varley-McKay Art Foundation of Markham convened at 4:18 p.m. with Terrence Pochmurski presiding as Chair.	
2. DISCLOSURE OF PECUNIARY INTEREST	There was no disclosure of pecuniary interest declared.	
3. CHANGES OR ADDITIONS TO THE AGENDA	An update on the laneway behind the Kathleen McKay House was added to the agenda.	

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4. ELECTION OF THE CHAIR AND THE VICE-CHAIR	Moved by Drew Gerrard Seconded by Councillor Don Hamilton 1) That Terrence Pochmurski be elected to the position of Chair with a term ending June 30, 2013; and, 2) That Paul Keeling be elected to the position of Vice-Chair with a term ending June 30, 2013. 3) That Sid Karsh be elected to the position of Treasurer with a term ending June 30, 2013. CARRIED.	
5. UPDATE ON LANEWAY BEHIND THE KATHLEEN MCKAY HOUSE	Councillor Don Hamilton provided an update on the Board's request to change the name of the laneway behind the Kathleen McKay House to Kathleen McKay Lane. It was noted that a public meeting was scheduled for next month on this matter and that there is currently a petition before Council against the request to change the name of the laneway.	
6. APPROVAL OF THE MINUTES	Moved by Councillor Don Hamilton Seconded by Susan Gray That the Minutes from the June 19, 2012 Varley-McKay Art Foundation of Markham be adopted as presented. CARRIED.	
7. BUSINESS ARISING FROM THE MINUTES	A. <u>Review of Action Items</u> The Board reviewed the action items. The following update was provided on the coordination of an appreciative gesture for Bill Pickering and Karen Chadwick thanking them for their years of service:	Make Donation to Gallery in Karen Chadwick's name – Sid Karsh and Terrence Pochmurski

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	• Karen Chadwick requested that a donation to the Gallery be made in her name rather than treating her to a dinner; • Bill Pickering accepted the dinner invitation; The Board discussed whether the past Board of Directors shall be invited to the dinner for Bill Pickering and if the current Board of Directors will share the cost of their dinners. Patty Loveland was requested to coordinate the dinner. <u>B. Discussion on By-Law No. 1</u> Lisa Riegel, Assistant City Solicitor, provided the City's feedback with respect to the Board's recommended changes to By-Law No. 1. It was explained that the Memorandum of Understanding establishes the relationship between the City and the Foundation/Board, and that By-Law No. 1 is procedural in nature and covers all legislative requirements. These documents are complementary in nature and should not conflict with one another. It was confirmed that while the Board is responsible for recommending a slate of Directors to the Voting Members (as per the Memorandum of Understanding), the Voting Members have the final say with respect to the appointments of the Board of Directors (as per the <i>Corporations Act</i>). Lisa Riegel was requested to create a memo to the Board of Directors explaining how vacancies are filled. There was a discussion on whether the term of a Board of Director should be for six or nine years. The City's recommendation was to have a six year term, as it is consistent with Markham's Board/Committee Appointment Policy. It was noted that additional changes to By-Law No. 1 may need to be made to meet the	Coordinate Dinner for Bill Pickering - Patty Loveland Write memo to the Board explaining how vacancies are filled – Lisa Riegel

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	legislative requirements associated with the new <i>Ontario Not-For-Profit-Corporations Act</i>, which is anticipated to come into effect in July 2013. Further review of By-Law No. 1 was deferred until more information on the new legislation was known. Moved by Sammy Lee Seconded by Ernestine Tahedl That any further review of By-Law No.1 be deferred until the Assistant City Solicitor reports back on any required changes to By-Law No. 1 based on the new <i>Ontario Not-For-Profit-Corporations Act</i>. CARRIED.	Report back on the required changes to By-Law No. 1 based on the new legislation – Lisa Riegel
8. DIRECTOR'S REPORT	No report was provided.	
9. DEVELOPMENT OFFICER REPORT	Francesca Dauphinais presented the Development Officer Report. A copy of the report was circulated to the Board. The Chair advised that volunteer management software may need to be purchased for approximately \$800.00 to assist Francesca Dauphinais in maintaining the Foundation's volunteer records. City staff were investigating the possibility of adapting volunteer software purchased for the election to meet the Foundation's needs. There would be no cost associated with adapting the software. An update on this matter will be provided at a future meeting. There was a recommendation to establish a protocol for sending thank you notes. The same protocol could be used by the Theatre Advisory Board and the Friends of the Markham Museum Board. John Ryerson was requested to prepare these guidelines and to present them to all three Culture Boards.	Report back on volunteers software – Francesca Dauphinais Establish protocol for sending thank you notes for three Culture Boards – John Ryerson

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10. SUB-COMMITTEE REPORTS	A. <u>Building and Long Range Planning Committee</u> No report was provided. B. <u>Art Acquisition Committee</u> No report was provided. C. <u>Art Auction</u> Paul Keeling encouraged all Board of Directors to assist with obtaining sponsorship for the Art Auction. The more sponsorship obtained for the event the more likely the event will be a success. It also puts less pressure on art sales. It was suggested that new businesses opening in Markham Centre may be interested in sponsoring the Art Auction. D. <u>Sphere</u> Terrence Pochmurski reported that both the Garden in White Party and the Varley's Muses: Sphere Launch and Fashion Show were held over the summer months. The events were both well received. There was a suggestion to hold the Garden in White Party in the courtyard next year. There was mixed opinions regarding this suggestion. The Committee thanked Beverley Kelly and Francesca Dauphinais for their hard work in the planning and undertaking of these events.	Look for sponsorship opportunities for the Art Auction – all Board Members Purchase small gift for Beverley Kelly as a token of

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	The Board agreed to provide Beverley Kelly with a small gift as a token of their appreciation. A Board of Director questioned if a return on investment was being obtained with respect to Sphere. The Board agreed that it was too early to access this at this time. Clarification was provided with respect to Spheres target audience, as some Board of Directors thought that the events were targeting a younger audience. It was clarified that Sphere is targeting individuals of all ages who share an interest in the arts. E. <u>Gala Committee</u> Susan Gray provided a recap of the Varley Crystallized Gala. The event was held as a celebratory event rather than a fundraising event and it was well received. The Board thanked Varley Staff, Communications & Community Relations Staff and the Mayor and Members of Council for helping make the event a success. The Board thanked Susan Gray for her efforts in the planning and undertaking of the event. F. <u>Development Committee</u> The Development Committee was requested to schedule a meeting to discuss a strategy for increasing sponsorship and ticket sales for Foundation events.	appreciation – Francesca Dauphinais/ Terrence Pochmurski Schedule Development Committee meeting to discuss strategy for increasing sponsorship and ticket sales for Foundation events – Patty Loveland
11. FINANCIAL REPORT	A. <u>Year to Date Financial Statements as of June 30, 2012</u> Sid Karsh, Treasurer, presented the Year to Date Financial Statements as of June 30, 2012. It was advised that the Board needs to focus on generating more revenue, as it is currently	Focus on generating more revenue – All Board Members

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	overdrawing the Unrestricted General Fund. Although it was generally felt that the Foundation was still in good financial health. The Board approved the transfer of \$27,000 from the Foundation to the Gallery. It was clarified that a board resolution is not required to approve the transfer, as the transfer is already acknowledged in the 2012 Business Plan. Staff advised that that there will be a request for funds for a Gallery programme. It was noted that the Board will need more information on this matter prior to providing funds for the programme. This matter was deferred to a future meeting. <u>B. Donation Policy</u> Drew Gerrard reviewed the legal opinion from Susan Manwaring, Miller Thomson LLP, regarding the Varley-McKay Art Foundation of Markham Donation Policy. The Board agreed to change the Donation Policy based on the legal opinion. Moved by Drew Gerrard Seconded by Sammy Lee That the Board approve changes to the Donation Policy in principle, based on the legal opinion received from Susan Manwaring, Miller Thomson LLP. CARRIED.	Arrange for \$27, 000 to be transferred from the Board to the Galley – Sid Karsh Add request for funds for Gallery Programme to a future agenda – Laura Gold Revise donation Policy – Drew Gerrard
12. NEW BUSINESS	A. Election of Sub-Committee Chairs Moved by Sammy Lee Seconded by Councillor Don Hamilton That the term of the current Chairs of the Varelly-McKay Art Foundation of Markham Sub-Committees be extended until June 30, 2012, subject to their approval.	

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	B. Fall Palette Terrence Pochmurski inquired if any of the Board of Directors were interested in chairing the Fall Pallet event, as it is required that a Board of Director from the Foundation chair the event. The planning and undertaking of the event can proceed once the Board appoints the chair. C. Assistant for the Development Officer The Chair advised that the Development Officer was inquiring whether it would be possible to hire an assistant due to an increase in workload. The Board generally agreed that it was not in a financial position where it could hire any additional staff at this point in time. D. Confidential Matter The Varley-McKay Art Foundation of Markham went in-camera at 6:21 p.m. Moved by Patty Loveland Seconded by Sammy Lee That, in accordance with Section 239 (2) (b) of the <u>Municipal Act</u> the Varley-McKay Art Foundation of Markham resolve into an in-camera session to discuss the following confidential matter: 1) A personal matter about an identifiable individual, including City employees.	Appoint a Chair to the Fall Palette Committee at the next meeting – All Board Members

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	Moved by Paul Keeling Seconded by Patty Loveland That the Varley-McKay Art Foundation of Markham rise from an in-camera session (6:31 p.m.) CARRIED. The Board report out the item as follows: Moved by Paul Keeling Seconded by Patty Loveland 1) That the Board be authorized and directed to do all things necessary to give effect to this resolution; and further, CARRIED.	
2) NEXT MEETING DATE	The next meeting of the Varley-McKay Art Foundation of Markham will be held on November 13, 2012 at 4:00 p.m. at the Art Gallery.	
3) ADJOURNMENT	The Board of the Varley-McKay Art Foundation of Markham adjourned at 6:32 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.	Provide Francesca Dauphinais, Development Officer, with a credit card (Visa or Mastercard), provided a Board of Director takes personal liability	June 19, 2012	Paul Keeling and Councillor Don Hamilton	November 13, 2012	
2.	Create a document explaining the Gallery's Governance Structure	June 19, 2012	Director of the Art Gallery	November 13, 2012	
3.	Develop a broader strategy for selling tickets/supporting fundraising events	June 19, 2012	Development Committee	On-going	
4.	Publicize the number of patrons that visited the Gallery free of charge	June 19, 2012	Development Officer	December 31, 2012	
5.	Look for annual sponsor for waiving Gallery fee for a period of time each year	June 19, 2012	Development Committee	On-going	
6.	Coordinate Dinner for Bill Pickering	October 9, 2012	Patty Loveland	November 13, 2012	
7.	Write memo to the Board explaining how vacancies are filled	October 9, 2012	Lisa Riegel	December 31, 2012	
8.	Report back on the required changes to By-Law No. 1 based on the new legislation	October 9, 2012	Lisa Riegel	March 13, 2013	
9.	Report back on volunteers software	October 9, 2012	Development Officer	November 13, 2012	
10.	Establish a protocol for sending thank you notes to all three culture Boards.	October 9, 2012	John Ryerson	November 13, 2012	
11.	Look for sponsorship opportunities for all Board Members	October 9, 2012	All Board Members	November 13, 2012	
12.	Purchase small gift for Beverley Kelly as a token of appreciation	October 9, 2012	Development Officer/ Terrence Pochmurski	November 13, 2012	

No.	Action Item	Meeting Date	Responsibility of Staff/Committee Member	Meeting Date to be Completed By	Status
13.	Schedule Development Committee meeting to discuss strategy for increasing sponsorship and ticket sales for Foundation events	October 9, 2012	Patty Loveland	November 13, 2012	
14.	Focus on generating more revenue	October 9, 2012	All Board Members	November 13, 2012	
15.	Arrange for \$27, 000 to be transferred from the Board to the Galley	October 9, 2012	Sid Karsh	November 13, 2012	
16.	Add request for funds for Gallery Programme to a future agenda	October 9, 2012	Laura Gold	November 13, 2012	
17.	Revise Donation Policy	October 9, 2012	Drew Gerrard	November 13, 2012	
18.	Appoint a Chair to the Fall Palette Committee at the next meeting	October 9, 2012	All Board Members	November 13, 2012	
19.	Look into federal program, which will pay up to 70% of a new graduates salary	October 9, 2012	All Board Members and Sammy Lee	November 13, 2012	
20.	Make Donation to Gallery in Karen Chadwick's name	October 9, 2012	Sid Karsh and Terrence Pochmurski	November 13, 2012	