

**VARLEY- MCKAY
ART FOUNDATION OF MARKHAM
TUESDAY, JUNE 19, 2012
YORK ROOM
4:30 P.M. – 7:00 P.M.**

MINUTES

Attendance:

Board of Directors Present:

Councillor Don Hamilton, Mahesh Chokshi, Rosemary Donegan, Susan Gray, Drew Gerrard Sid Karsh, Sammy Lee, Patty Loveland, Paul Keeling
Terrence Pochmurski, Chair and Edie Yeomans

Staff:

Francesca Dauphinais, Development Officer; Francine Périnet, Director, Varley Art Gallery; John Ryerson, Director of Culture
and Laura Gold, Council/Committee Coordinator

Regrets:

Ernestine Tahedl and David Tsubouchi

Item	Discussion	Action
1. CALL TO ORDER	The Varley-McKay Art Foundation of Markham convened at 4:35 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	A presentation by Councillor Carolina Moretti regarding the outstanding donations was added to the Agenda.	
4. OUTSTANDING DONATIONS	Councillor Carolina Moretti advised that the outstanding donation of \$15,000 will be provided in 3 instalments, one in 2012, one in 2013 and one 2014.	

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	It was requested that the plaque be updated to acknowledge the donation. Moved by Sid Karsh Seconded by Councillor Don Hamilton	
5. APPROVAL OF THE MINUTES	That the Minutes from the April 10, and May 8, 2012 Varley-McKay Art Foundation of Markham be adopted as presented. CARRIED.	
6. BUSINESS ARISING FROM THE MINUTES	A. <u>Review of Action Items</u> The Board reviewed the action items from the April and May Board meetings. <u>Providing a Credit Card to the Development Officer</u> There was a discussion on whether a credit card should be provided to Francesca Dauphinais. The Board discussed the pros and cons associated with providing her with a credit card. It was agreed that the Foundation will provide the Development Officer with a Visa or Mastercard with a limit not to exceed \$2,000, if a Board of Director takes personal liability for the credit card. Paul Keeling, Councillor Don Hamilton and Patty Loveland all agreed to take personal liability for the credit card. Moved by Councillor Don Hamilton Seconded by Rosemary Donegan That Francesca Dauphinais, Development Officer, be provided with a credit card with a limit not to exceed \$2,000, provided that a Board of Director takes personal liability for the credit card. Sid Karsh and Drew Gerrard voted against this motion. CARRIED.	Provide Francesca Dauphinais, Development Officer, with a credit card (Visa or Mastercard), provided a Board of Director takes personal liability – Paul Keeling and Councillor Don Hamilton

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	B. <u>Discussion on By-Law No. 1</u> The Board discussed the proposed changes to By-Law No. 1 and agreed on the following: 1.1 Definitions • Add a definition for the Memorandum of Understanding • Add a definition for real property 4.1 (c) The Board shall consist of seventeen (17) Directors (including any ex officio Directors and Councillors), or such other number of Directors as may be determined from time to time by Special Resolution. • The Board agreed to fix the number of directors at 15; • The Voting Members may be requested to pass a special resolution to increase the size of the Board when required. 4.4 (b) The Directors shall be eligible for re-election, provided that no Director shall be eligible for re-election if the Director's term of office on the Board has been continuous for a period of six (6) years or more. • The Board changed the maximum term to nine (9) years or more. 4.6. The Voting Members may, by resolution passed by at least two-thirds (2/3) of the votes cast by the Voting Members at a Members Meeting, of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Director's term of office and may, by a majority of the votes cast by the Voting Members at that Members Meeting, elect any person in the Director's stead for the remainder of the Director's term. • It was recommended that verbiage be added to clause 4.6 stating the following: "provided it does not contradict with the Memorandum of Understanding".	

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	5.7 Questions arising at any meeting of the Board shall be decided by a majority of votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting vote. • The Board agreed this clause will remain unchanged. 6.2 (d) Notwithstanding any other provision of this or any other By-law, the Directors may not enter into any agreement or contract or otherwise expend or agree to expend any funds in the amount of \$100,000.00 or more without the prior approval of a resolution passed by a majority of the Voting Members. No contract or other expenditure of funds shall be divided into one or more contracts or expenditures so as to avoid the limit set out herein. Furthermore, if a series of contracts or expenditures relate to the same subject matter, supplier, consultant or customer within any twelve (12) month period so as to combine to equal or exceed the limit set out in this paragraph 0, then the series of contracts or expenditures shall be deemed to be a single purchase or expenditure for the purposes of the monetary limit set out herein. • The Board agreed this clause will remain unchanged, as the Memorandum of Understanding would need to be changed to increase the amount of funds the Board is permitted to spend without prior approval of the Voting Members. 6.4 FUND RAISING (a) Subject to subparagraph (b) of this paragraph 6.3, the Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. (b) The Corporation may not accept a gift of or in any way acquire real property without the approval of a resolution passed by a majority of the	

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	Voting Members. - It was recommended that a definition for real property be added under section 1.1, as the Board is currently allowed to accept real property as a donation. 8.1 (a) The Board shall annually or more often as may be required, elect a President and Secretary, and (if authorized by Special Resolution) a Chair of the Board, from among themselves and if deemed advisable may appoint annually or more often as may be required one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. - Add a reference that the President will be the Chair and that the Vice-President will be the Vice-Chair (or vice-versa). 8.1 (c) A Director may be appointed to any office of the Corporation but, in accordance with Section 291(1) of the Act, except in the case of the President and Chair of the Board, no officer need be a Director or Member of the Corporation. - Correct typo – the letter t is missing from the word President. Moved by Edie Yeomans Seconded by Sammy Lee That the Varley-McKay Art Foundation of Markham request that the changes listed above be made to the proposed By-Law No. 1. CARRIED. The Board requested that the Director of the Art Gallery create a document explaining the governance structure of the Gallery.	Update the proposed By-law No. 1 to reflect the current changes – Legal, John Ryerson Create a document explaining the Gallery's Governance Structure – Director of the Art Gallery

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7. DEVELOPMENT OFFICER REPORT	Francesca Dauphinais, Development Officer provided the Development Officer Report. A copy of the report was circulated to the Board. It was questioned if thank you notes were sent to those who participated in the Art Auction. It was confirmed that thank you notes signed by Paul Keeling had been sent out. It was recommended that thank you notes signed by Councillor Don Hamilton (the local Ward Councillor) also be sent out. Patty Loveland was requested to coordinate an appreciative gesture on behalf of the Board for Bill Pickering and Karen Chadwick to thank them for their years of service. The Board was requested to call past Board Members to see if they are able to attend the Gala event. It was noted that all of the past Board Members received a formal invitation and that Bill Pickering was provided with free tickets to thank him for his work on the new Gallery building.	Send thank you notes signed by Councillor Don Hamilton to participant of the Art Auction – Development Officer Coordinate an appreciative gesture on behalf of the Board for Bill Pickering and Karen Chadwick thanking them for their years of service – Patty Loveland Call Past Board Members to see if they are able to attend the Gala event – Paul Keeling, Patty Loveland, and Other Board Member
8. DIRECTOR'S REPORT	Francine Périnet, Director, Varley Art Gallery, provided the Director's Report. The report provided an update on the capital budget requests; operating priorities; an exhibit update; a building update; an art class and camp update; and a public art update. The Director reported that for the third consecutive year, the Varley-McKay Art Gallery of Markham is submitting an Annual Operating Grant for a Public Art Gallery. This marks the recognition of the quality and professionalism of the programs offered by the Varley Art	Co-sign Ontario Arts Council grant application – Chair

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	The grant is evaluated by a committee of peers based on two major criteria: the artistic quality and the organizational effectiveness. The Board granted the Gallery permission to submit the grant. Moved by Sammy Lee Seconded by Edie Yeomans That the Varley-McKay Art Foundation of Markham in its Advisory role, recommend that the Varley Art Gallery of Markham request an Annual Operating Grant from the Ontario Arts Council to support its programming for the 2013 fiscal year; and, That the Board authorize the Chair to co-sign the application with Director of the Gallery. CARRIED.	
9. 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>Fall Palette</u> This event will not occur until the fall of 2013. No further report was provided. D. <u>Art Auction</u> The Board of Directors were reminded that in order to ensure the success of the Foundation's fundraising events, all Board of Directors must make an effort to sell tickets.	Develop a broader strategy for selling

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	The Development Committee was requested to think of a broader strategy for selling tickets/supporting fundraising events. Paul Keeling suggested that the number of patrons who visited the Gallery during the time admission was free of charge should be publicized. This was made possible as a result to a \$5,000 donation from IBM. It was recommended that the Development Committee look for an annual sponsor for waiving the Gallery admission for a period of time each year. The Board thanked Paul Keeling for Chairing the 2012 Art Auction. E. <u>Sphere</u> No report was provided. F. <u>Gala Update</u> Ms. Susan Gray provided an update on the Gala. It was reported that the event will now be seen as a celebratory event rather than a fundraising event. The ticket cost was reduced from \$200 to \$25. This was achieved by reducing the catering cost and through having a cash bar rather than an open bar. To date there has been approximately 240 tickets sold and \$12,000 raised in sponsorship funds. Additionally, the event has 2 media sponsors. The attire for the event will be cocktail optional. The Board of Directors were provided with 10 tickets each to sell. Councillor Don Hamilton was thanked for his help in obtaining sponsorship funds for the event.	tickets/supporting fundraising events – Development Committee Publicize the number of patrons that visited the Gallery free of charge – Development Officer Look for annual sponsor for waiving Gallery fee for a period of time each year – Development Committee Sell tickets to the Gala event – All Board of Directors.
10. ELECTION OF THE CHAIR AND THE VICE-CHAIR	Moved by Edie Yeomans Seconded by Rosemary Donegan	

Item	Discussion	Action
	1) That Terrence Pochmurski be elected to the position of Chair with a term ending September 11, 2012; and, 2) That Sid Karsh be elected to the position of Treasurer with a term ending September 11, 2012. CARRIED.	
11. FINANCIAL REPORT	A. <u>Donation Policy</u> This item was deferred to the next meeting.	
12. NEXT MEETING DATE	The next meeting of the Varley-McKay Art Foundation of Markham will be held on September 11, 2012 at 4:30 p.m. at the Art Gallery.	
13. NEW BUSINESS	There was no new business.	
14. ADJOURNMENT	The Board of the Varley-McKay Art Foundation of Markham adjourned at 5:26 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.	Obtain a legal opinion on the proposed changes to the donation policy	April 10, 2012	Sid Karsh and Drew Gerrard	September 11, 2012	
2.	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	September 11, 2012	
3.	Update the proposed By-Law No. 1 with the Boards changes.	June 19, 2012	John Ryerson, Legal	September 11, 2012	
4.	Create a document explaining the Gallery's Governance Structure	June 19, 2012	Director of the Art Gallery	September 11, 2012	
5.	Send thank you notes signed by Councillor Don Hamilton to participant of the Art Auction	June 19, 2012	Development Officer	September 11, 2012	
6.	Coordinate an appreciative gesture on behalf of the Board for Bill Pickering and Karen Chadwick thanking them for their years of service	June 19, 2012	Patty Loveland	June 22, 2012	
7.	Call Past Board Members to see if they are able to attend the Gala event	June 19, 2012	Paul Keeling, Patty Loveland, and Other Board Member	June 22, 2012	
8.	Co-sign Ontario Arts Council grant application	June 19, 2012	Chair	June 31, 2012	
9.	Develop a broader strategy for selling tickets/supporting fundraising events	June 19, 2012	Development Committee	September 11, 2012	
10.	Publicize the number of patrons that visited the Gallery free of charge	June 19, 2012	Development Officer	September 11, 2012	

No.	Action Item	Meeting Date	Responsibility of Staff/Committee Member	Meeting Date to be Completed By	Status
11.	Look for annual sponsor for waiving Gallery fee for a period of time each year	June 19, 2012	Development Committee	September 11, 2012	
12.	Sell tickets to the Gala event	June 19, 2012	All Board of Directors	June 22, 2012	