



ANNUAL GENERAL MEETING: Minutes

Durham Art Gallery

Saturday, November 4, 2023, 12:00-13:30

AGM Minutes November 4, 2023

1. Call to order at 12:10

Present: Paige Crewson (President), Pat Morden (Secretary), Yvonne Pelletier (Acting Secretary), Jenny Iserman (VP/Treasurer), Jennifer Norman (Executive Director). Regrets: Peter Fallis, Clayton Windatt

Members Present:

Volunteers Present: Connor Crawford, Daciana Desi Seulean, Anne Dondertman, John Laughlin, Gerri Grant, Lisa Sammut, Ingo Huesing, Steve Walker, Shelley Chidlow, Tim Dyck, Amy Corner

2. Welcome and Introductions

Paige Crewson, President, welcomed members, introduced Jennifer Norman, reviewed her experience and qualifications and reminded everyone of her efforts.

Jennifer welcomed everyone and introduced board members individually and reviewed their experience and qualifications.

3. Review of Minutes from the 2022 AGM

Motion made to change to by-law: honorary memberships now offered to former members of the board. Moved by Paige Crewson, seconded by Pat Morden. Carried by 11/15 members.

4. President's Annual Report

Gallery's board determined that it needed a paradigm shift from active management of gallery to oversight and governance; gallery management (ED) should make decisions, with board making sure that ED is abiding by strategic plan and annual budget. Now ED can operate more independently, with Board providing governance and oversight.

Focus in 2023 was also on how finances have been and are handled, and how they need to be handled in the future: explanation of need to preserve capital so that it can continue to produce revenue. Based on income from capital, grants and other revenues, gallery is presently running at an approximate 70K annual deficit. Gallery needs to focus on increasing sources of income.

Stressed that role of gallery is to bring art from beyond the region into the community and funding is dependent on curation and programming that reflects that. While local art matters, and will be highlighted at times, is not the primary mission of DAG.

This was followed by a review of all approvals and motions passed by the board in 2023.

Paige also highlighted several of the challenges faced by Jennifer Norman in her first year and noted her adeptness in resolving issues.

5. Executive Director Jennifer Norman review

Welcomed Shelley, a new employee, to the team.

Jenny Iserman presented the Fallis Scholarship Awards to two applicants who tied and will share scholarship; thanked the longtime member who generously added to each scholarship. Madison Mulasmajic was not present; Rhiannon Walker accepted scholarship in person and thanked the membership.

Jennifer Norman thanked volunteers; announced volunteer appreciation event in December.

Reviewed gallery attendance, which has increased; still testing and experimenting with new ideas and projects like summer children's activities. Thanked Tim Dyck for contributions in programming. Discussed the expanding relationships with other local organizations: Chamber of Commerce visit; Words Aloud; McLeans Beer; Spanky's BBQ at ArtsFest.

5. Presentation of Audited Statements

Jenny Iserman, Treasurer, reviewed finances generally: things are improving and turning a corner; position to be eligible for more grants; earning more revenue.

MOTION: Jenny motioned to accept 2022 auditors' report, Gerri Grant seconded; **motion carried** (unanimously).

6. Approval of Auditors

MOTION: Jenny Iserman moved to approve to keep current auditor, HGK Partners LLP; Susan Rankin seconded; **motion carried** (none opposed).

7. Appointment of Board of Directors: election

Paige Crewson and Pat Morden to be re-elected/approved for new term. Amy Corner on ballot to join board. Ballots circulated. Pat Morden expressed a preference that the members vote for the board members as a slate by a show of hands. Paige Crewson demanded a ballot pursuant to By-law 8.15.

Amy Corner introduced herself as a new candidate; expertise is in art/galleries/artists, also revenue getting, fundraising.

BALLOT OUTCOME: Paige and Pat re-elected; Amy elected to Board.

8. New Business

8.1. Next AGM in April 2024

8.1.2. New non-profit regulations: Paige explained that new Ontario Non-Profit Corporations Act ("ONCA") and regulations passed by province necessitate alterations to bylaws by end of 2024; matter may be referred to lawyer with expertise in non-profit law that gallery has used previously.

8.1.3. New Policies: Spearheaded by Jenny Iserman, board is creating new policies to be approved. In particular, financial policies must reviewed and updated (and cover matters beyond investment).

8.2 Building issues:

Paige noted that concerns of members are understood and that the building has been inspected and a plan to rectify the façade has been developed. Toronto architecture firm (Walman Architects) has expressed an interest in performing the work to produce a budget and documents *pro bono*, using trainees/apprentices. Firm may also assemble some designs for membership to review in the spring; there are several grants for capital improvement that DAG could apply for, including those that would improve accessibility.

Question from member, Susan Rankin, about timing of building repairs - more information about architect will be provided in the Spring: goal is to have some conceptual designs, façade ideas by April AGM. Board is hoping to find cost effective solution while also adding interest.

8.3 Member questions

Member Timothy Dyck asked about vision for staffing. Jennifer Norman responded: issues with deficit and unclear operating budget are based on past issues, resulting in delayed hiring but she recently hired Shelley to help; ED is staying conservative about hiring until more financial assistance but is looking forward hiring more staff contingent on budget/revenue. To address current shortage of staffing support, two weeks between shows are now being scheduled.

Amy Corner asked whether there a strategy for paying back the fund? Answered by Paige Crewson that a sustainability plan is needed in order to preserve the capital. This will be done in consultation with the auditors. We are not obliged to “repay” the capital into the reserve funds but would like to eventually replenish the funds if deficit can be eliminated.

9. Adjournment of the AGM at 13:15: Moved by Paige, seconded by Yvonne, carried unanimously.