

THE DURHAM ART GALLERY
ANNUAL GENERAL MEETING
Thursday, June 15, 2017 - 6:30 - 9:00pm
MINUTES

-Draft-

MINUTES of a meeting of The Durham Art Gallery held on June 15, 2017, at The Durham Art Gallery, 251 George Street East, Durham, Ontario.

Upon arrival, members were given the following documents which are attached:

Agenda

Financial Statements Year ended December 31, 2016

Highlights and Summary of the Year 2016

Current Bylaws (Bylaw #1)

Bylaws - 2017 - proposed new bylaws (Bylaw #2)

The meeting was attended by forty-one (41) members, thirty-eight (38) being voting members and one (1) nonmember. Thirteen proxy cards* were filled out.

1.From 6:30pm to 7:00pm the members were asked to read the proposed new bylaws and the floor was open to questions regarding the proposed changes to the bylaws. Several members stated they could not work through the bylaw changes in the limited time just before the meeting. Members questioned why the proposed bylaw changes had not been sent out or available in advance of the meeting.

2.At 7:03pm Allison Arnold, The President, called the meeting to order by introducing the current members of the Board who were present and acknowledging the Board members unable to attend. Staff were introduced and thanked.

3.The President asked the membership to review The Agenda and if there were any additions. A question from the floor asked about proxy cards and why they had not gone out with the Notice of Meeting. Susan Beach, the Secretary, said she would include a note in the AGM minutes regarding proxy voting procedures so that it could be handled properly in the future.*

MOTION: Andrea Bilokrely moved to accept The Agenda; Michele Bossi seconded. Adopted.

4. The President indicated that the minutes of the last AGM held on April 16, 2016, were available for inspection and invited questions about the minutes. **MOTION:** David Wilde moved the minutes be approved; Ilse Gassinger seconded. Adopted.

5. The President read an explanation of the motion to replace Bylaw #1 with Bylaw #2 and asked for a show of hands if members needed more time to review.

MOTION: Ingo Huesing moved to postpone the decision to update the bylaws; Geoffrey Shea seconded. Adopted.

6. The Executive Director, Ilse Gassinger, gave a report on The Gallery activities over the last year. Special note was made of The Lending Circle, being accepted for a Canadian Heritage Grant and the excellent rating The Gallery received from The Ontario Arts Council.

7. The Executive Director indicated that the Financial Statements, Year Ended December 2016 were available for inspection and invited questions.

MOTION: Geoffrey Shea moved to accept the Financial report; Bill Lomax seconded. Adopted.

8. **MOTION:** Jenny Parsons moved to appoint Tim Galvin of HGK & Partners LLP as the 2017 Auditor for The Durham Art Gallery; Norm White seconded. Adopted.

9. Susan Beach, Debbie eBanks, Liz Maclean and Lois Harris resigned from the 2016/2017 Board. Allison Arnold and Michael DeBrincat agreed to stay on The Durham Art Gallery Board of Directors for 2017/2018 if so reappointed.

Nominations from the floor were invited. In addition to Allison Arnold and Michael DeBrincat the following nominations were put forward:

David Sugarman nominated David Prentice

David Sugarman nominated Ingo Huesing

Geoffrey Shea nominated David Sugarman

Geoffrey Shea nominated Pam Hopwood

Susan Beach nominated George Hahn

Each of the candidates was asked to give a short summary of their background and interest in joining the Board. Ballot voting followed resulting in the election of:

George Hahn

Pamela Hopwood

Ingo Huesing

David Prentice
David Sugarman

MOTION: Norman White moved that the above elected members be accepted as the 2017/2018 Board of Directors of The Durham Art Gallery; Viive Lomax seconded.
Adopted.

10. The meeting was adjourned.

***NOTE ON PROXY VOTING**
(Editorial note – *Late entry by recording Secretary*)

The current by-law does not provide for proxy voting. The Gallery has no recorded history/practice of proxy voting. A form of proxy was provided to some members on a selective basis, not to the membership as a whole as required. The Board was only consulted on this issue three (3) days before the AGM, after proxies had been issued.

As Secretary to the 2016/2017 Board of Directors, a report on the issue was prepared and presented to The Board of Directors with the suggestion they get outside, unbiased counsel.

Minutes by Susan Beach.

NOTE from Current Board of Directors - *"The current Notice to Members for the 2018 AGM and the revised bylaws being presented at this AGM address this important issue."