

# **Board-Committee**

## **Chapter 0032 Art Gallery Advisory Board**

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**WHEREAS** the Woodstock Art Gallery is designated a Category A facility under the *Cultural Property Export and Import Act* (the "**Act**").

**AND WHEREAS** the Art Gallery Advisory Committee operated under By-law 7988-04 established and adopted by the City on April 1, 2004 (the " By-law").

**AND WHEREAS** pursuant to the By-law, the Art Gallery Advisory Committee was established, with the purpose, among other matters, the adjudication of the Friends of the Woodstock Art Gallery Visual Arts Scholarship Award, to offer advice and make recommendations to the City on the operation of the Gallery, and to make recommendations to the City on the acquisition and deaccession of works of art and the fundraising necessary to carry on the programs developed by the Director/Curator of the Woodstock Art Gallery.

**AND WHEREAS** pursuant to the By-law the Advisory Committee carried out those functions relating to the acquisition and deaccession of works of art, the management and direction of the programs to be presented by the Woodstock Art Gallery, in consultation with, the Director/Curator.

**AND WHEREAS** the City recognizes the extensive and generous contributions of the Art Gallery Advisory Committee, Friends of the Art Gallery and volunteers who have been instrumental in the development of the Woodstock Art Gallery.

**AND WHEREAS** upon the initiation of the Art Gallery Advisory Committee, it is believed that the functions and duties of the Art Gallery Advisory Committee will best be carried on by the creation of an Art Gallery Advisory Board as a replacement of the Art Gallery Advisory Committee.

**AND WHEREAS** the Woodstock Art Gallery is a part of the Cultural Services department of the City of Woodstock.

**AND WHEREAS** the purpose of the Woodstock Art Gallery is as follows:

- a. expand access to art, by collecting, exhibiting and programming, especially art created by artists of the region to audiences within and outside the greater Woodstock area.
- b. present and interpret art with a strong but not exclusive focus on the area surrounding Woodstock and to reflect the culture of the greater region.
- c. research, present and interpret art in a professional manner.
- d. educate, publish and advocate with respect to art.
- e. exhibit the works of contemporary and historic artists of the region, province, Canada and elsewhere.

- f. enter into lease and loan agreements for the exhibition of art under the control of the art gallery; and,
- g. extend expertise in art to communities in the region.

**AND WHEREAS** The Corporation of the City of Woodstock shall be responsible for the operation and maintenance of the Woodstock Art Gallery and the Art Collection, pursuant to this by-law, by appointing a Director/Curator who shall:

- a. Have the care and control of the Woodstock Art Gallery.
- b. Make art under his or her control available to the public through exhibition in the region and by loan or lease to other jurisdictions outside the region where in his or her opinion the physical condition of that art makes that availability feasible.
- c. Recommend the acquisition of art by the Woodstock Art Gallery on behalf of The Corporation of the City of Woodstock.
- d. Arrange for the exhibit of art created both in and outside the region.
- e. Develop and maintain a collections policy and procedures based upon national standards for the art under the care and control of the art gallery.
- f. Operate the Woodstock Art Gallery within the budget allocated by City Council and recommended by the Woodstock Art Gallery Advisory Board.
- g. Perform those other duties that are necessary to the functioning of the Woodstock Art Gallery.
- h. In consultation with the Woodstock Art Gallery Advisory Board, to set fees, admission, rates, rentals and any other charges for the use of the Gallery or any other facilities provided.
- i. In conjunction with the Woodstock Art Gallery Advisory Board, to undertake fund raising and special programs or other projects for the Woodstock Art Gallery.
- j. Employ appropriate staff to operate the Woodstock Art Gallery; and,
- k. In consultation with the Woodstock Art Gallery Advisory Board, to set the strategic direction for the Woodstock Art Gallery.

**AND WHEREAS** this By-law serves to delineate the role, responsibility and authority levels delegated to the Woodstock Art Gallery Advisory Board. The Woodstock Art Gallery Advisory Board shall recommend and guide the Woodstock Art Gallery operations, including the art under the care and control of the Director/Curator.

### **Article 1 - Definitions**

#### **32.1.1 Art Collection - defined**

"Art Collection" means all works of art owned by the City, and loaned to the City.

#### **32.1.2 Board - defined**

"Board" means collectively, the Members of the Woodstock Art Gallery Advisory Board as appointed by Council pursuant to this By-law.

**32.1.3 CAO - defined**

"CAO" means the Chief Administrative Officer or his or her designate.

**32.1.4 City - defined**

"City" means The Corporation of the City of Woodstock and shall include from time-to-time any officer, servant, employee or agent of the City who has been authorized by the City to act on the City's behalf.

**32.1.5 Council - defined**

"Council" means the Municipal Council of The Corporation of the City of Woodstock.

**32.1.6 Director/Curator - defined**

"Director/Curator" means the person appointed by the City as the Gallery Director/Curator.

**32.1.7 Gallery - defined**

"Gallery" means the Woodstock Art Gallery and includes the enterprise, structure and land located at 449 Dundas Street, Woodstock, Ontario.

**32.1.8 Member - defined**

"Member" means a member of the Board and "Members" has a corresponding meaning.

**Article 2 – Established**

**32.2.1 Board - Purpose**

A special body to be known as the "Woodstock Art Gallery Advisory Board" is hereby established. This By-law serves to delineate the role, responsibility and authority delegated to the Board. The Board shall recommend and guide the Gallery operations, including the art under the care and control of the Director/Curator and the adjudication of the Friends of the Woodstock Art Gallery Visual Arts Scholarship Award. By-law 9257-18, December 13, 2018.

**32.2.2 Appointment - effective - upon resolution**

The Members shall be appointed to the Board as follows:

- a. Council will appoint the initial Members to the Board; and
- b. The Board shall be responsible for appointing future Members

**32.2.3 Board - composition**

- a. The Board shall have a maximum of twelve (12) Members and a minimum of eight (8) Members and have at least one Member who is a member of Council, two artists, two arts professionals and 2 Community representatives.
- b. When exercising nominating and appointing powers the Board shall attempt to ensure that the Board is composed of a cross-section of individuals with different knowledge and skill sets to best accomplish the goals of the Board. An example of the ideal composition of the Board is as follows:

	<b>Targeted Skill Set</b>	<b>Number</b>	<b>Initial Term</b>
1	Accountant	1	4 Years
2	Artist (s)	2	4 years
3	Arts Professional(s) (Gallery Directors, Curators, Academics, Architects, etc.)	2	4 years
4	Community Representatives	2	4 years
5	City Councillor	1	4 – year
6	Arts Supporter	2	4 years
7	Lawyer	1	4 Years
8	An individual with background in Philanthropy, Community Member/ Fundraising Expertise	1	4 Years

By-law 9257-18, December 13, 2018.

#### **32.2.4 Members - term**

- a. The maximum term shall be four years.
- b. The Board may terminate the appointment of a Member by a vote of at least seventy-five (75)% of its Members, at a meeting duly called for that purpose providing that the Member to be terminated has been given a minimum of ninety (90) days written notice of the Boards intention to terminate the appointment of the Member.
- c. A person appointed to fill a vacancy where a Member has resigned or is removed, shall have the same term as the Member who resigned or was removed.

#### **32.2.5 Members - Residency**

- a. Except as provided in sub-section 32.2.5(b), each Member shall reside, own property or be employed within the geographical limits of the County of Oxford;

- b. Notwithstanding sub-section 32.2.5(a), a person who is an Artist or an Art Professional may be a Member even though they do not meet the residency requirement set out in sub- section 32.2.5(a).

### **Article 3 - Responsibility**

#### **32.3.1 Presentation - to Council**

The Board shall prepare and present to Council the following:

- i. A report of annual progress on Strategic/Business Plan.
- ii. Annual budget presentation.
- iii. A report of all fundraising initiatives, including fundraising financial reports;
- iv. Any other reports or information as may be requested by Council at their sole and unfettered discretion.

#### **32.3.2 Objectives - policy - development**

The Board shall act in an advisory capacity and provide advice or make recommendations on matters regarding the administration and operation of the Gallery. The Board shall have oversight for the development of Gallery policy and procedures and for the monitoring and the maintenance of the Gallery, and the maintenance and display of the Art Collection. When deemed necessary by the Board and Director/Curator, the Board's advice and recommendations regarding the objectives of the Gallery in general, the Gallery's capital projects, and the maintenance and operation of the Gallery will be presented to Council in the form of a written report and resolution for Council's consideration.

By-law 9473-21, July 15, 2021

#### **32.3.3 Projects – Request by Council**

The Board shall assist with or work on any project related to the Gallery as requested by Council.

#### **32.3.4 Strategic/Business Plan**

- a. The Board shall prepare a Strategic/ Business Plan which shall set out the long range strategic direction of the Board which shall include but is not limited to the long term fund raising plans and business objectives of the Board.
- b. The Board shall provide Council with a copy of its draft Strategic/Business Plan and/or up-date before November 1 annually or more often if and when requested by Council.

#### **32.3.5 Board – Business Year**

The business year for the Board shall run from January 1 to December 31 in any given year.

#### **32.3.6 Standing Committees**

The Board shall establish standing committees to undertake and assist the Board in its business as the Board may deem to be necessary and appropriate from time-to-time, and without restricting the generality of the foregoing, including an Executive and Nominating Committee.

### **32.3.7 Executive and Nominating Committee**

The Executive and Nominating Committee when recommending candidates for the Board, shall give due regard to the strategic needs of the Board which may include the following criteria:

- a. knowledge of fine art;
- b. experience with charitable organizations;
- c. fundraising experience; and,
- d. the ideal composition of the Board.

### **32.3.8 Fundraising**

The Board shall have oversight over and as one of its responsibilities, the undertaking of fundraising activities which support the objectives of the Gallery and which shall be consistent with the Board's Strategic/ Business Plan.

### **32.3.9 Confidentiality**

- a. The Board shall not disclose issues which are of a confidential nature involving the Gallery, which shall include but are not be limited to, all proposed or pending acquisitions and deaccessions of art, personnel issues, litigation or potential litigation, financial issues, legal issues and property issues

### **32.3.10 Privacy Legislation**

The Board acknowledges that the City is bound by the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990 c. M.56, as amended ("MFIPPA"). The Board agrees to respect the spirit of MFIPPA and any other Federal or Provincial privacy legislation that may be in effect during the term of this by-law. The Board shall not directly or indirectly disclose or destroy any personal or confidential information (defined as such in any applicable legislation) provided to it by the City pursuant to this by-law, without first obtaining the consent of the CAO.

### **32.3.11 Compliance – City Policies – Law**

- a. The Members shall comply with all applicable by-laws, policies, guidelines and processes of the City, and the City agrees to assist the Board in this regard and will, to the best of its ability, provide the Board with notice and copies of such by-laws, policies, guidelines and processes of the City.
- b. The Members shall comply with all other applicable laws, ordinances, rules and regulations of all applicable federal, provincial and municipal governments.

### **32.3.12 Ethics**

The Board shall adopt a Code of Ethics which shall be in keeping with the principles set out in the International Council of Museums Code of Ethics.

### **32.3.13 Conflict of Interest**

- a. Notwithstanding the provisions of the Code of Ethics adopted by the Board, the Members shall avoid any activity which could be construed as an actual or potential conflict of interest with respect to the business of the Gallery,

which shall include but is not limited to the following:

- i. There will be no self-dealing or any conduct of private business or personal services between any Members and except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information;
  - ii. Members shall not enter into direct competition with the Gallery by bidding or entering into the market for items which the Gallery wishes to acquire; and
  - iii. Members shall not use their positions to obtain employment in the organization for themselves, family members or close associates.
- b. The agendas for meetings of the Board shall include provision for disclosure of a direct or indirect pecuniary interest in a matter and the general nature thereof.

#### **32.3.14 Members – To Act Through Board – Abide by Decisions**

- a. Members are expected to collaborate and contribute to the recommendations and advice that the Board will provide to Council.
- b. Members shall respect all recommendations and advice provided to Council by the Board.
- c. Members have a responsibility to speak through the Board and to respect the decisions of the Board and Council. Members shall not criticize the deliberations and decisions of the Board or Council to any outside body or person.

### **Article 4- Staff - Responsibility**

#### **32.4.1 Curator - attendance - advisory capacity only**

The Director/Curator or his/her designate shall attend all Board meetings, in an advisory capacity only.

#### **32.4.2 Secretary**

The Director/Curator or his/her designate shall act as the secretary at the Board meetings and is responsible for the recording of the minutes and preparing the reports as required to communicate the Board's recommendations and advice to Council.

### **Article 5 - Meetings**

#### **32.5.1 Chair - chosen - term**

- a. At the first Board meeting, after Council appoints the initial Board and after November 30th of each year thereafter, at which at least a majority of Members are present, the Board shall elect one of the Members to be the chairperson (the "Chair").
- b. An appointment as Chair shall continue until November 30 in the following year, unless revoked by the Board or the Chair resigns in the interim. In such case, the Board shall appoint a new Chair.
- c. The Chair shall not be a member of Council.



### **32.5.2 Quorum - minimum**

A quorum shall consist of a majority of the then currently appointed Members of the Board.

### **32.5.3 Meeting - determined by Chair - minimum - bimonthly**

- a. The Board shall hold a minimum of six meetings annually at dates and times as determined by the Chair. If there is no Chair, the Director/Curator shall determine the date and time of the next Board meeting.
- b. The Director/Curator or his/her designate shall give notice of a meeting to all Members at least twenty-four hours in advance of the meeting. The notice of the meeting shall include an agenda detailing the matters to be dealt with. The notice of meeting and agenda may be sent electronically.
- c. All meetings of the Board shall be open to the public except when the subject matter being considered falls within the subject matter listed in sub-section 239 (2) of the *Municipal Act, 2001*.

### **32.5.4 Meeting - interested group - organization**

The Board shall meet from time to time, with groups, organizations and individuals interested or involved in Gallery activities to receive their input and advice.

### **32.5.5 Members - with disability**

The City will reimburse a Member the equivalent of a local round trip taxi fare if they are unable, due to a disability, to utilize a personal automobile to attend a scheduled Board meeting within the City.

#### **32.5.5.1 Members – who live outside of Oxford County**

The City will reimburse a Member of the Board and/or Board Committee who lives outside of Oxford County for round trip mileage fare if they utilize a personal automobile to attend a scheduled Board and/or Board Committee meeting within the City. The mileage expense rate will follow the City of Woodstock's rate. By-law 9257-18, December 13, 2018.

### **32.5.6 Support to Board**

The City shall provide the following support functions to enable the Board to carry out responsibilities pursuant to this by-law:

- a. Employ appropriate Gallery staff.
- b. The City's Treasury Department shall be responsible for maintaining the accounts, including both operation and capital budget and issue tax receipts on behalf of the Gallery as required.
- c. The City's Human Resources, Information Technology, Clerks, and Engineering Departments will support the Gallery's operations as needed.
- d. Any other City department will support the Gallery as needed for Gallery operations.

## **Article 6 - Repeal - Enactment**

### **32.6.1 By-law – Amend/Revoke**

The City may amend or revoke this By-law at any time including revoking, restricting or altering the powers, obligations, responsibilities and/or role of the Board or City.

### **32.6.2 By-laws – previous**

All other by-laws or parts thereof inconsistent with the provisions of this Chapter, including the Art Gallery Advisory Committee Chapter, are hereby repealed.

### **32.6.3 Effective date**

This Chapter shall become effective as of the third and final passing of the enabling by-law. By-law 8907-14- April 17, 2014