

GLENHYRST ART GALLERY OF BRANT - BOARD MANUAL

TABLE OF CONTENTS

1.0 HISTORY	2
2.0 VISION / MISSION/PRINCIPLES/GOALS	3
2.1 Expectations of Board Members.....	3
3.0 BY-LAWS	4
4.0 GOVERNANCE COMMITTEE STRUCTURE	11
4.1 Role of Committee.....	11
4.2 Types of Committee.....	12
4.3 Functions of Committees.....	12
4.4 Committee Terms of Reference.	13
4.5 Committee Structure.....	14
4.6 Committee Organizational Chart.....	15
5.0 TERMS OF REFERENCE FOR POLICY COMMITTEES	16
5.1 Financial Management Committee.....	16
5.2 Director’s Performance Review Committee.....	16
5.3 Endowment Committee.....	17
5.4 Executive Committee.....	18
5.5 Nomination Committee.....	19
6.0 TERMS OF REFERENCE FOR OPERATIONAL COMMITTEES	22
6.1 Acquisitions Committee.....	22
7.0 TERMS OF REFERENCE FOR SPECIAL COMMITTEE	23
7.1 A Taste of Glenhyrst Committee.....	23
8.0 COMMITTEE MEMBER JOB DESCRIPTIONS	24
8.1 Director’s Performance Review Committee.....	25
8.2 Endowment Committee.....	25
8.3 Executive Committee.....	26
8.4 Financial Management Committee.....	27
8.5 Acquisitions Committee.....	27
9.0 PERSONNEL	
9.1 Board Directory.....	28
9.2 Gallery Staff.....	29
9.3 General Terms & Conditions of Employment.....	29
10.0 POLICIES, PROCEDURES	29

1.0 HISTORY

The **Indenture** dated July 9, 1956 conveyed the estate known as Glenhyrst Gardens into the care of the City of Brantford. The Grantors were: C. G. Cockshutt, W. A. Cockshutt, S. W. Stedman and J. M. Tutt. **By-law 3816** of the City of Brantford established a commission to administer, operate and manage Glenhyrst Gardens. The original members of the commission were: Mrs. Florence Buchanan, Mrs. Norman Bell, W. A. Cockshutt, A. L. Binkley, P. Howell, W. H. Pierce and Alderman Miss Mary Wood. The commission was empowered on February 18, 1957.

The operations are now covered in an **Indenture**, dated July 18, 1966, between the City of Brantford, Glenhyrst Gardens Commission and the Glenhyrst Arts Council, which provides the Arts Council with an annual lease for the use of the premises, furnishings and art collections, which are under their care and supervision.

The Glenhyrst Arts Council, affiliated with the Canadian Arts Council, was given the power to carry out Mr. Cockshutt's wish that Glenhyrst be developed and operate to the benefit of all residents of Brantford.

In the years since Edmund Lister Cockshutt bequeathed his beautiful 15 1/2 acre estate to the City of Brantford, **Glenhyrst Gardens**, also known as the Art Gallery of Brantford, has become a well-known and popular arts centre for the citizens of Brantford and the community. Under the enterprising and capable leadership of well-known artists and administrators, many excellent programmes have been operated by those in charge. These ambitious programmes are financed primarily by membership fees, donations and special fundraising events.

Each month, a variety of exhibits, ranging from painting and prints to photographs and crafts, was displayed in the Main House at Glenhyrst. In addition, the Glenhyrst Arts Council provided lectures, seminars and demonstrations and craft sales.

Through much hard work and the dedication of the Glenhyrst Arts Council and its members, Glenhyrst Gardens has become a centre for culture and the arts for the City of Brantford.

In February 1984, along with the creation of Brantford Regional Arts Council, the Glenhyrst Arts Council became the **Glenhyrst Arts Centre**.

On January 30, 1986, the Glenhyrst Arts Centre of Brantford Incorporated and the Art Gallery of Brant Incorporated amalgamated into the **Glenhyrst Art Gallery of Brant Incorporated**

2.0 MISISON, VISION, PRINCIPLES AND GOALS

MISISON STATEMENT

Glenhyrst Art Gallery of Brant is a public arts centre for all citizens of Brant County. Glenhyrst's role is to encourage appreciation enjoyment and education in the visual arts.

VISION

Creativity is an essential part of a healthy, vibrant society. By nurturing creativity through the arts, Glenhyrst contributes to both community and individual development. We show leadership in demonstrating the value of the arts in the community by promoting art beyond the gallery walls and encouraging all members of our community to embrace the arts.

PRINCIPLES:

- * Be self-sustaining.
- * Actively solicit and involve volunteers.
- * Encourage and promote involvement of all segments of the community.
- * Maintain the integrity of the grounds and buildings of Glenhyrst.

GOALS

1. Acquire, manage and conserve works of art and display them as part of the permanent collection.
2. Stage regular art exhibitions and related programming.
3. Maintain art rental and sales service.
4. Provide educational programs for members of the community to participate in.
5. Take an active role in developing partnerships within the community.
6. Encourage activities of all art disciplines at the Gallery.
7. Encourage and support local artists.

2.1 EXPECTATIONS OF BOARD MEMBERS

1. Board Members are expected to take out membership at least at the Donor Level
2. Attend all Board Meetings and Executive Meetings if applicable.
3. Must sit on at least one Board or Special Committee.
4. Attend Opening Receptions of new Exhibitions and Special Events.
5. Promote the Programmes of Glenhyrst to friends, business associates, club members etc. and encourage them to become members.
6. Identify possible Sponsors, Major Donors, Endowment Fund contributions and give their names to the Executive Director.
7. Promote Exhibitions, Art Rental and Special Events by bringing friends and associates to them.

3.0 **BY-LAWS**

GLENHYRST ART GALLERY OF BRANT, INC.

BY-LAWS

Be it enacted as a By-law of Glenhyrst Art Gallery of Brant Incorporated the following:

1. *Head Office* – The Head Office of the Corporation shall be in the City of Brantford in the Province of Ontario, at such place as the directors may determine.
2. *Corporate Seal* – The Corporate Seal is retained in the custody of the Executive Director of the corporation and will be used on all official documents of the Corporation as required.

MEMBERSHIP

3. A member is defined as anyone who supports the Mission and Vision of the Glenhyrst Art Gallery of Brant and who pays an annual membership fee at least thirty (30) days prior to the Annual General Meeting.
4. Membership categories are defined by the Board of Directors and each category will have certain benefits attached. At a minimum, all members will have the right to vote on matters presented at the Annual General Meeting; elect members to the Board of Directors at the Annual General Meeting; and vote on matters presented at Special or General Meetings of the Corporation. The Board will review, from time to time, the categories of membership and the benefits attached to each category.
5. Membership fees will be set for each category by the Board of Directors. The Board has the right to waive the fee for anyone who wished to become a member but is unable to afford the fee. The Board will review the membership fee structure from time to time.
6. Resignation of Removal – A member may resign his/her membership by submitting a letter of resignation to the President of the Board. The Board has the authority to cancel the membership of anyone who the Board deems to have acted in a manner that disregards the By-laws or the policies of the Glenhyrst Art Gallery of Brant or who acts in a manner which is detrimental to the image or position of the Gallery.

MEETINGS

7. The Annual General Meeting will be held within six (6) months after the end of the fiscal year. Members will be notified of the date and location in writing at least 30 days prior to the meeting. An agenda for the meeting must be included with the Notice of Meeting. In addition, if there are proposed changes to the By-laws or member-approved policies, information on these changes must accompany the Notice of Meeting.
8. Special or General Meetings may be called by either a majority of the Board or by the members. If the meeting is called by the members, notification must be sent to the Board, signed by at least

15 members and must be sent at least 14 days prior to the meeting. Notification of membership, at least 14 days prior to the meeting.

9. Board meetings will be held on a monthly basis at a regular time and date that will be decided by the Board at the beginning of each new Board term. There must be at least nine (9) Board meetings per year. Members or other interested parties who wish to attend Board meetings must request permission from the President, at least five (5) days prior the meeting.

VOTING

10. At Annual General Meetings, Special or General Meetings, each individual member will have one vote. In the case of a multiple membership (dual, family, corporate, etc.) they will be allowed up to two votes.. Voting cards will be issued to each person eligible to vote. The Chair of the meeting, usually the President of the Board, will vote only in the case of a tied vote. If a member is unable to attend the Annual General Meeting of a Special or General Meeting, that member may request a proxy form to authorize another member to vote on her/his behalf. The proxy form will be available from the Secretary for use at the meeting. A simple majority is sufficient for making decisions.
11. At Board meetings, each Director will have one vote and a simple majority is sufficient for making decisions. The Chair of the meeting will vote only in the case of a tied vote.

QUORUM

12. Annual General Meeting- A quorum consists of five (5) Board members and fifteen (15) members. Proxy votes will be included in the count for quorum.
13. Special or General Meetings – A Quorum consists of five (5) Board members and fifteen (15) members. Proxy votes will be included in the count for quorum.
14. Board meetings- A Quorum will be fifty per cent plus one (50%+1) of the board members.

BOARD OF DIRECTORS

15. Eligibility – Board members must be least eighteen (18) years of age and a current member of the Glenhyrst Art Gallery of Brant. According to the laws of Ontario, a Board member must not currently be bankrupt.
16. Nomination and Election – Nominations for Directors will be presented to the membership for election at the Annual General Meeting. To be nominated for a position of Director, the nominee must be a member of Glenhyrst Art Gallery of Brant. Directors shall be elected by the members at the Annual General Meeting on a show of hands unless a poll is demanded and if a poll is demanded such an election shall be by ballot. Subject to the provision of this by-law, Directors shall be eligible for re-election. Nominations for the Board will be taken up to 30 days prior to the Annual General Meeting.
 - 16.1 Removal or Election of Director - The members of the Corporation, by resolution may pass votes (by at least two-thirds (2/3rds) of the votes) cast at a general meeting of which notice

specifying the intention to pass such a resolution has been given in order to remove any Director before the expiration of his or her term of office and may by majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his or her term.

17. Authority – The Board of Directors will be responsible and accountable to the membership for the operations of the Glenhyrst Art Gallery of Brant and will exercise all powers as they are outlined in these By-laws. Specifically, the Directors are empowered to set the vision and direction for the Gallery; hire and terminate the Executive Director; purchase, lease, or rent equipment; enter into contracts for the purpose of carrying out the business of the Gallery; make financial investments that will not jeopardize the financial future of the organization.
18. Number of Directors – The Board will consist of a maximum of eleven (11) elected Directors, each with one vote. No fewer than five (5) are required to carry out the business of the Glenhyrst Art Gallery of Brant. If the number of Directors falls below five (5), and the Board has been unable to replace the necessary number of Directors, then a Special Meeting must be called within thirty (30) days. A Quorum will be fifty per cent plus one (50% + 1) of the active Board members. Proxy votes will be included in the count for quorum.
19. Term of Office- Directors will be elected for a two-year term, which is usually renewable for an additional two-year term. If a Director moves into the Officer category, the term will be renewable in one-year increments. No Director may serve more than eight (8) consecutive years on the board, subject to the discretion of the Board.
20. Removal of Directors – If a Director wishes to resign, she/he must submit his/her letter of resignation to the President, with a copy to the Secretary of the Board. The letter will be read into the minutes of the next Board Meeting. A Director may be removed by a majority vote of the Board if she/he misses 3 consecutive Board Meetings, without due cause and notice or if she/he demonstrates behavior which contravenes the By-laws, guide lines, or policies of the Glenhyrst Art Gallery of Brant.
21. Vacancies- The Board may fill a vacant Director’s position and present that decision to the membership for ratification at the Annual General Meeting.
22. Remuneration – The Directors will receive no financial compensation for acting as a Director.
23. Conflict of Interest – The Board will be governed by a Conflict of Interest policy approved by the Board. Each Director is required to declare a real or perceived conflict of interest and to require that the conflict be recorded in the Minutes of the Board meeting. The Director will not participate in any discussion or vote on the issue about which she/he declared a conflict of interest.
24. Notice of Meeting – If the schedule of regular Board meetings, established at the first meeting after the Annual General Meeting, changes, then verbal notice or notice by mail or electronic means is sufficient. Whenever, under the provisions of the By-laws of the Corporation, notice for meetings other than regular Board meetings is required to be given, such notice may be given personally, mailed by post, E-mailed or faxed to the address of the Directors, Officers of Member that is listed on the books of the Corporation. A notice or other documentation sent

shall be held to be sent at the time the notice was given personally, placed in a post box, E-mailed or faxed.

25. There are three (3) standing policy committees of the Board: Executive, Endowment, Finance, and Acquisitions. Each committee (standing or ad hoc) will be governed by Terms of Reference, approved by the Board and reviewed by the Board every two (2) years. The Board has the authority to establish ad hoc policy committees to deal with a variety of issues. The Board also has the authority to establish new standing committees but these committees must be ratified by the membership at the next Annual General Meeting.

The Executive Committee has and exercises, in the intervals between meetings of the directors, all the powers of the directors, which may be lawfully delegated in the management of the business and affairs of the Corporation. All actions of the Executive Committee will be brought to the Board for ratification.

Chairs of standing committees must be approved by the Board and must be members of the Board with exception of the Chair of the Endowment Committee. Chairs of ad hoc committees must be approved by the Board but do not have to be members of the Board. Chairs of committees will serve one-year terms, which are renewable. Committee Chairs will recruit their own committee members who will also serve one-year, renewable terms.

26. Officers – There will be five (5) officer positions: President, Past President, Vice – President, Secretary, and Treasurer. The Officers will be members of the Executive Committee. The Officers will be elected at the Annual General Meeting as part of the slate of Directors presented to the membership for election. Each Officer position will have a job description approved by the Board.
27. Indemnification Of Directors – Every director and officer of Glenhyrst Art Gallery of Brant shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,
 - a) All cost, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director or officer for in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director or officer in or about the execution of the duties of the office or in respect to any such liability; and
 - b) All other costs, charges and expenses which such director or officer sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by the willful neglect or default of such director.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

28. Protection of Directors – No directors or officers of Glenhyrst Art Gallery of Brant shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt for act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the

Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out of invested or for any loss or damage arising from the bankruptcy, insolvency or totious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through the wrongful and willful act or through wrongful or the willful neglect or default of such directors of officer.

GAGB – Board of Directors up date By-law – October 23, 2018

FINANCES

29. Fiscal Year – Unless otherwise ordered by the Board of Directors, the fiscal year will terminate on the 31st of October of each year.
30. Appointment of Auditors – The appointment of auditors must be approved by the membership at each Annual General Meeting. The Board will tender the audit process every three (3) to five (5) years.
31. Audited Financial Statements – The accounts of the Corporation shall be audited after the end of each fiscal year by the auditor or auditors appointed by the membership at the Annual General Meeting.
32. Cheques, etc. – All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers and in such manner as shall be determined by resolution of the Board. Any one of such officers may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. Any one of such officers so appointed may arrange, settle. Balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and releases or verification slips.
33. Signing Authority – Any two of the signing officers of the Corporation shall sign all cheques; authorize and approve investments; deeds, transfers, licenses, contracts; purchase, lease or rental agreements, etc. The Board shall approve a resolution concerning signing authority at its first meeting following the Annual General Meeting and register the resolution with the Corporation's bankers.
34. Deposit of Securities for Safekeeping – The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions selected by the Board of Directors. Any or all securities so deposited my be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall, in no event, be liable for the due application of the securities so with drawn from deposit or the proceeds thereof.

35. Borrowing – The Board may from time to time:
- a) Borrow money on credit of the Corporation;
 - b) Issue, sell or pledge securities
 - c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, right, powers, franchises and undertakings to secure any securities or any money borrowed or other debt or any other obligation or liability of the Corporation.
36. Funds – All funds received by the Corporation, whether as donations, bequests, and grants or through fund raising are trust funds and are the property of the Corporation. Further, the Board agrees to abide by all rules and regulations on fund raising and financial accountability as stated in Canadian Centre for Philanthropy’s Ethical Fundraising and Financial Accountability Code.
37. Books and Records – The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept. The Board shall ensure that all reports, withholdings, taxes, ect. are filed regularly with the appropriate bodies.

INVESTMENTS

38. The Endowment Fund is established to ensure the ongoing well being of the Glenhyrst Art Gallery of Brant for its members, the citizens of and visitors to the City of Brantford and the County of Brant. The Fund shall consist of gifts; donations and bequests directed to the Endowment Fund by a donor and provided that any stipulation by that donor is acceptable to the Board of Directors.
39. The Endowment Committee will administer the Endowment Fund in conjunction with the Treasurer. The Committee is an ad-hoc committee and is accountable to the Board of Directors, Glenhyrst Art Gallery of Brant. The Committee will be composed of at least five members, one of whom must be a member of the Board, who will serve one-year renewable terms of office .The Chair will not have to be a member of the Board of Directors. The Chair will appoint qualified members to the committee, in consultation with other committee members and with the President of the Board of Directors. All Committee members must be or become members of Glenhyrst Art Gallery of Brant.

The Endowment Committee will meet at least four (4) times per year.

The Committee will report to the Board of Directors, in writing, on a quarterly basis.

The Endowment Committee will raise funds for the Gallery.

40. Income – Any income earned on the capital amount in the previous fiscal year can be applied annually to the operating budget of the Gallery; Capital – Capital belonging to the Endowment Fund shall not be disbursed except under the following conditions:
- a) The prior approval of the Board of Directors must first be obtained and then
 - b) Approval of two-thirds of the membership at a Special or General meeting called that specific purpose. Proxy votes shall be included in the vote at the meeting.

The capital belonging to the Endowment Fund will only be used for the following purposes and when no further funds are available:

- c) Capital projects approved by the Board of Directors or projects in collaboration with the other responsible organizations to provide facilities or equipment, the ownership of which shall be in the Corporation, the Corporation of the City of Brantford or of the County of Brant, or jointly by any of the preceding parties;
 - d) To purchase additions to the permanent collection which are considered important to the enhancement of the collection
41. Account or Accounts - The Glenhyrst Art Gallery of Brant will maintain an account or accounts in the name of the Glenhyrst Art Gallery of Brant Endowment Fund in a chartered bank, trust company or other financial institution approved by the Board of Directors. The signature of two of the authorized signing officers of the Board of Directors is required to move funds or to transact any other business on behalf of the fund.
42. The Endowment Committee will make recommendations concerning the investment of all monies received in the Fund and all investments will be those, which are authorized by the laws of Canada and the Province of Ontario. The Endowment Committee will endeavour to obtain the best possible rate of return on the Investments without undo risk to the majority of the capital of the Fund.

GENERAL

43. Amendment of By-laws – The Board of Directors, by an affirmative vote of two-thirds of the Directors present, may alter, amend, add to, take away from, repeal and rescind or otherwise deal with the whole or any part of this or any other By-law. These changes will only be effective until the next Annual General Meeting where they must be ratified by the membership unless, in the meantime, confirmed at a Special of General Meeting of the members duly called for that purpose. In the case of any default of confirmation, such changes to the By-law shall cease to have effect at and from that.
44. Dissolution – Upon the dissolution of the Corporation, approved by resolution of the Directors and Members, and after the payment of all debts and liabilities, and remaining assets and undisposed property of the organization shall be turned over to the Corporation of the City of Brantford.

In the event of dissolution the Corporation should provides for the distribution of the Corporation’s assets and property held or acquired from the proceeds of licensed lottery event (ie., lottery trust accounts or property purchased with lottery proceeds) to charitable organizations that are eligible to receive lottery proceeds in Ontario.

Approved and signed on this day _____, in the city of Brantford, Ontario

Name of Director

Signature of Director

Name of Director

Signature of Director

4.0 GOVERNANCE AND COMMITTEE STRUCTURE

4.1 THE ROLE OF COMMITTEES

BACKGROUND

All Boards utilize committees in one form or another: policy committees, budget committees, program committees, etc. Committees are used for an exchange of views, to accomplish specific tasks or to provide advice to staff and board. A Committee should be used when it is in the best interests of the organization to have several people's expertise involved in planning and making decisions.

Committee's do not implement decisions without references to the director because tasks usually require a range of staff and volunteers to be involved and the allocation of staff resources is a management function.

Committees are an advantage to the organization if:

- There is an increased quality of decision -making because of the pooling of information and expertise
- There is both an effective consolidation and delegation of power and authority
- No one person can dominate because of a position held within the organization due to the number and variety of people involved
- Committees provide continuity because the people involved have historical information and knowledge of the organization and its policies and decisions

4.2 TYPES OF COMMITTEES

In a policy governance model, the two types of committees are **policy** (strategic) and **operational**. A policy committee is a construct of the board, designed to develop information and policies to advance the work of the board. A policy committee is accountable only to the board and reports directly to it. The membership of such a committee usually includes only the board members; however, experts may be added to committees to assist with specific issues. For example, someone from the membership might assist the Nominating committee or CA might provide some expertise to the Finance or audit committees.

An operational committee advances the work of the organization as defined by the mission and vision Statements. These committees are involved in the details of the business or work plan of the organization, as determined by the Director. They are accountable to the Director and the membership of the committees may be composed of those within or outside the organization. Board members may sit on operational committees but they are accountable for their work to the Director not to the board.

There are two basic types of strategic committees no matter what board model is being used: a) standing; b) ad hoc.

A standing committee is one which is strategic, is included in the By-laws of the organization and which develops policies and processes to govern the work of the organization.

An ad hoc strategic committee is one that is struck at a particular point in time, for some specific and time- limited, policy-related purpose. The purpose for an ad hoc committee may be fairly broad in scope.

An ad hoc committee is usually faced with consideration of a single problem or issue and, therefore, requires a great deal more preparation and study than would a standing committee whose purpose and issues are clearly focused.

Special Committees

Special Committees are created to deal with specific operational details such as a special event. Their membership usually includes a number of people from inside and outside the organization. The committee for A Taste of Glenhyrst will be considered special committee and will report directly to the Director who will include information on activities in the monthly report to the Board.

4.3 FUNCTIONS OF COMMITTEES

There is high value in strategic committees that perform the following functions:

- Planning
- Advising
- Co-ordinating
- Policy – making

There is medium value in strategic committees that perform the following functions:

- Decision –making
- Evaluating

There is a low value in strategic committees that perform the following functions:

- Implementing Decisions
- Research

No matter what type of committee it is, it is critical that each committee has a specific purpose and terms of reference, which clearly outline its membership, decision making authority, accountability and reporting mechanism. In addition, the role and authority of the committee chair should be defined. It is important to note that the president of the board and director of the organization are ex- officio members of all committees. However, these individuals must be careful not to usurp the position of the role committee chair.

4.4 COMMITTEE TERMS OF REFERENCE

Prior to striking a committee, the Board should approve clear Terms of Reference for the committee. Terms of Reference should include the following:

Responsibilities: The tasks and activities to be carried out; the results expected.

Authority: The decisions it is empowered to make will vary according to the type of board and particular committee.

Accountability and Reporting: Is the committee strategic operational?

Time Frame: Whether it is a standing committee or ad hoc; when it is to report to the Board and, if ad hoc, approximately when its work is to be completed.

Membership: How many members? A good working size is about 3 to 7.
Who should be members? E.g. Board members only? Gallery members?
Community members? Staff?
Who appoints the committee members? Options include:

- Board chair appoints when the committee is set up;
- Board appoints committee chair, who then selects committee members and checks these with the board chair.
- Individuals volunteer and the whole Board decides.

Staff role: Clarify whether staff are equal partners in the discussion and decisions of the committee OR only a resource/support to the volunteer members of the committee.

Committee Reports

As a general rule, verbal committee reports at a Board meeting should be restricted to those, which require action or decision by the whole Board. If a committee is requesting time on the Board's agenda, even if it is reporting strictly for monitoring purposes, it should be seeking specific guidance and input on issues it is facing.

Written committee reports enable the Board to:

- **Make a decision.** The committee should have prepared recommendations for Board discussion and decision-making.
- **Monitor and guide the work of the committee.** Committees identify questions or concerns and seek guidance from the board.
- **Maintain Board awareness of the gallery's work.** A committee report is one way to keep the Board informed about the gallery's work.

Committee reports should normally cover the following information:

- **The mandate and time line of the committee** – especially for committees that do not report frequently.
- **The purpose of the report.** Example: to obtain Board approval for a proposed course of action; to solicit Board feedback and guidance on the committee's work; or to provide background for a policy decision by the Board.
- **Substantive information.** Example: policy options, proposed action and implications
- **Recommendations** – should be succinct with a formally structured **MOTION** attached.

4.5 COMMITTEE STRUCTURE

The following committee structure has been designed to meet the current needs of the Board under its existing model and to assist with a potential transition to a different model.

CURRENT**ACCOUNTABLE TO:**

Nomination Committee	Board
Financial Management	Board
Endowment	Board
Executive	Board
Acquisition – operational	Director
Taste of Glenhyrst – special committee	Director
Grand River Arts Festival – special committee	Director
Director’s Perf. Review	Board

In summary, the propose committee structure for the Board include the following strategic committees:

- Financial Management
- Director’s Performance Review
- Endowment
- Executive

The Board will name the Chairs of all the committees that are directly accountable to it. In addition, there is the possibility of creating ad hoc policy committees to deal with specific, time-limited issues.

The operational committees accountable and reporting directly to the Director include:

- Acquisition

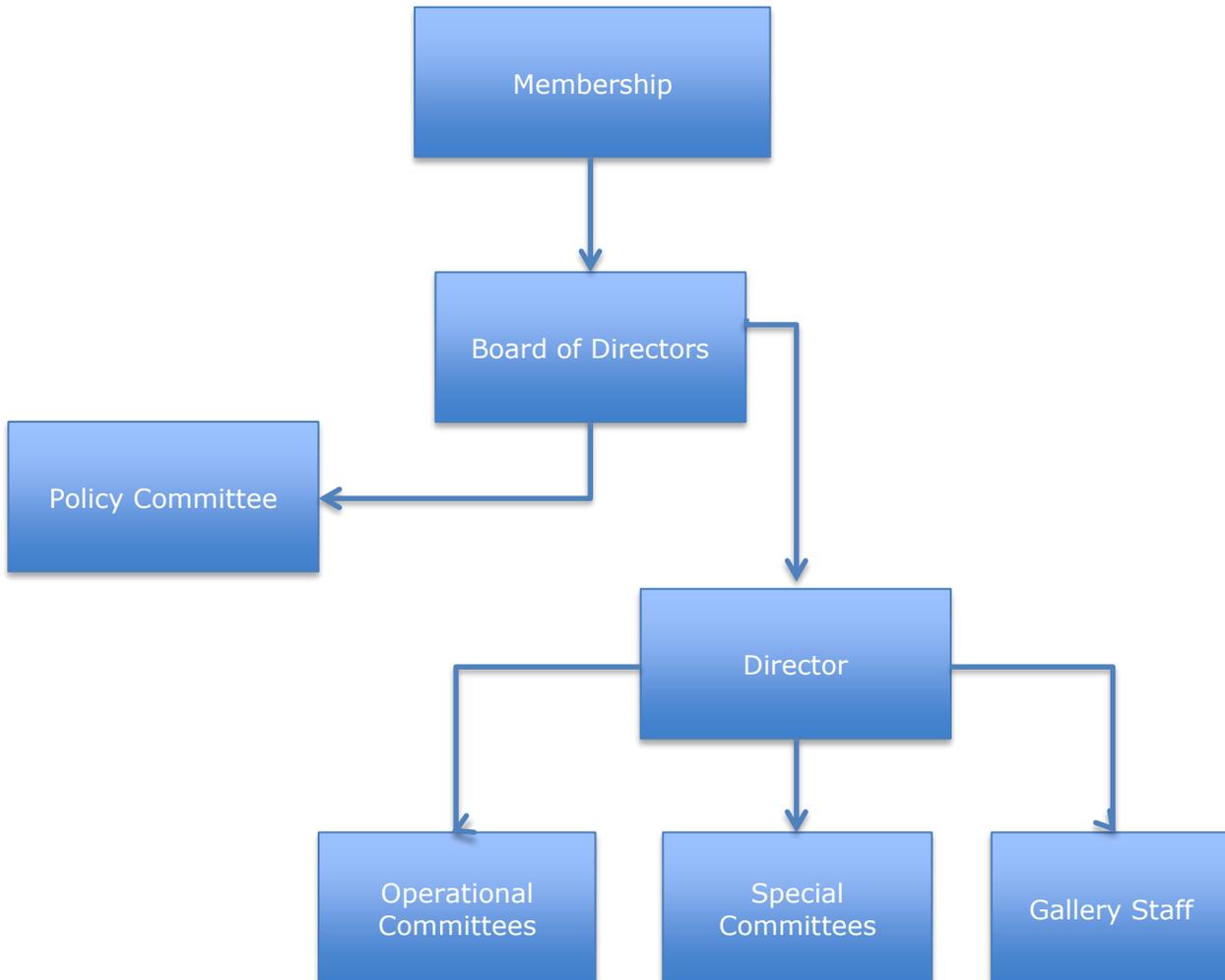
There is one special committee that reports to the Director:

- A Taste Of Glenhyrst

Glenhyrst is a mid-sized organization with a reasonable budget, a creative vision, an ambitious work plan and which is somewhat understaffed. In order to achieve the goal of the strategic plan and the planned new initiatives, the Director must have the assistance of a number of operational committees in order to be successful. In the past, however, many of these committees have reported to the Board, which may have clogged the Board agenda and slowed the process of decision-making and action.

By assigning these committees to the Director to whom they will be fully accountable, it may be possible to speed up decision-making, implementation of work plans and achievement of results. The Board does not need to lose sight of these committees; their activities would form part of the Director’s monthly report to the Board.

4.6. ORGANIZATIONAL CHART



5.0 TERMS OF REFERENCE FOR POLICY COMMITTEES

5.1 FINANCIAL MANAGEMENT COMMITTEE – TERMS OF REFERENCE

Purpose: To manage the financial resources and property of the organization in a prudent manner and to ensure that the Board has all relevant information about the financial affairs to the Gallery in order to exercise their fiduciary responsibility.

Responsibilities:

- Define the results required for policies to deal with assets, reserves, investments, all types of revenue and expenditures and for the overall annual budget
- Monitor compliance with all relevant financial policies
- Ensure that Board members are aware of their fiduciary responsibilities
- Review monthly and quarterly financial statements
- Work with the Director to prepare and review the annual statements
- Monitor compliance with all legal and reporting requirements of the Gallery
- Monitor the medium and longer-term financial implications to Gallery operations of building repairs, equipment replacements and contractual obligations
- After the election of each new Board, conduct a training session for all Board members on reading the Gallery's financial statements
- Develop an annual plan to ensure that all aspects of committee's responsibilities are reviewed, monitored and evaluated; make recommendations for improvement.

Authority and Accountability: The Committee has the authority to develop appropriate reporting mechanisms and to make decisions concerning revenues and expenditures as long as they are within the limitations of Board-approved policies. The Committee must bring all non-compliance issues to the attention of the Board. The Committee reports to the Board on a monthly basis by providing prepared financial statements ahead of the meeting, when possible. The Director and designated staff have responsibility for the day-to-day financial management and for the preparation of all financial reports, which will be reviewed by the committee before presentation to the Board.

Membership: The Committee is composed of the Treasurer (who may or may not be the chair) and at least two other Board members. An outside expert (perhaps from the auditing firm) may also be a member of this committee.

Meetings and Quorum: At the call of the Committee Chair. Decisions are made by a simple majority. The Chair votes in the case of a tied vote.

Updated: September 27, 2007

5.2 DIRECTOR'S PERFORMANCE REVIEW COMMITTEE

TERMS OF REFERENCE

Purpose: To ensure the effective management of all Gallery operations and to act as a mentor and guide to the Director.

Responsibilities:

- Work with Director to set goals for the year
- Establish measurable criteria for the evaluation of performance
- Conduct an annual review of performance as well as quarterly monitoring meetings
- Negotiate an annual compensation package
- Ensure that the Director has access to ongoing development processes
- Report annually to the Board, in camera, upon completion of the review process
- If acting as the hiring committee for a new Director, report to Board on all aspects of process
- Develop annual plan for committee's work, provide this information to the Executive Committee
- Conduct an evaluation of the plan at year's end and make recommendations for change and improvement
- Report to Board when a grievance issue exists with the Director

Authority and Accountability: The Committee has the authority to conduct the review under Board approved policies and processes. The Committee will report verbally to the Board on an annual basis. The written report will be kept in a locked file.

Membership: The Committee will be composed of the President of the Board, the incoming President and Executive Committee if asked.

Meeting and Quorum: The Committee will meet quarterly and at the Call of the Chair. Decisions are made by a simple majority. The Chair votes in the case of a tied vote.

Updated September 27, 2007

5.3 ENDOWMENT COMMITTEE – TERMS OF REFERENCE

Purpose: To manage, according to policy directives, investments of the Gallery that are assigned to the Endowment Fund and to increase the value of those funds through financially responsible investments and through a planned giving program.

Responsibilities:

- Monitor investments according to the government regulations governing such funds
- Monitor economic trends and financial policy developments
- Make new investments utilizing the best advice available through research and from reliable and recognized sources
- Report quarterly to the Board concerning the investments
- Monitor compliance with all relevant policies
- Support a planned giving program on behalf of Glenhyrst, ensuring that cohesive plans and approaches are developed
- Develop an annual plan for the committee's work and provide this information to the Executive Committee
- Conduct an evaluation of the plan at year's end and make recommendations for change and improvement

Authority and Accountability: The Committee may make investment decisions that are in line with Board-approved policies and according to the designations governing the Fund. The Committee is accountable to the Board for its work and must report to the Board in writing on a quarterly basis.

Membership: The Committee shall be composed of a Chair named by the Board after consultation with committee members. The Chair does not have to be a member of the Board. At least 4 others will form the committee, one of whom shall be a member of the Board.

Meeting and Quorum: The Committee will meet quarterly and at the Call of the Chair. Decisions are made by a simple majority. The Chair votes in the case of a tied vote.

Updated September 27, 2007

5.4 EXECUTIVE COMMITTEE – TERMS OF REFERENCE

Purpose: To provide leadership for the Gallery and the Board of Directors and to represent the organization to the community. To act as decision-makers on behalf of the Board when decisions are required between meetings of the Board.

Responsibilities:

- Ensure the achievement of the goals outlined in the strategic plan
- Monitor the development and implementation of an annual business plan
- Ensure that all policy committees fulfill their responsibilities by meeting with each committee to support their development of annual plans
- Monitor achievement of all policy committees' specific goals and tasks
- Ensure that each policy committee reports regularly to the Board
- Create an annual plan for the work of the committee
- Conduct an annual evaluation of the committee's plan and make recommendations for change
- Develop the agenda for Board meetings
- Ensure that Board members have sufficient information to make appropriate decisions
- Represent the Gallery at official community functions
- Act as an advisor to the Director

Authority and Accountability: The Committee is accountable to the Board for all its work and decisions. Decisions taken by this committee must be ratified by the Board as soon as possible.

Membership: The Committee is composed of the President, Past President, Vice-President(s), Treasurer and Secretary. The Director is an ex-officio member. The Board will name the Chair of the committee after consultation with committee members.

Meeting and Quorum: At the call of the Chair but generally on a monthly basis. Decisions are made by simple majority and the Chair will vote only in the case of a tied vote.

Updated September 27, 2007

5.5 NOMINATION COMMITTEE – TERMS OF REFERENCE

Board Member Nominating Process Guidelines

The following is an outline for the board nomination process based on a non-profit board environment. This has been modified to reflect Glenhyrst practices.

Step 1: Formation of the Nominating Committee

The board's executive team, which typically consist of the board chair, vice chair, secretary, treasurer and past chair, forms the nominating committee. This committee is accountable to the board and is responsible for identifying and nominating candidates for board membership. If a full quorum of the executive is not available, the presiding members of the executive committee may elect members of the board to the nominating committee to fill vacancies until quorum can be achieved.

*In extraordinary circumstances exceptions can be made allow an alternate to be appointed for a specific period.

Step 2: Establishing Board Membership Criteria

The nominating committee establishes criteria for board membership that align with the organization's mission, values, and strategic priorities. The criteria may include factors such as professional experience, personal attributes, and diversity considerations and other balancing factors.

Step 3: Soliciting Nominations and Applications

The nominating committee solicits nominations and applications for board membership from various sources, such as board members, staff, volunteers, membership and community leaders.

Step 4: Candidate Screening and Evaluation

The nominating committee conducts an initial screening and evaluation of candidates based on the established criteria. The committee chair contacts the potential candidate to confirm interest. If the candidate is agreeable, a letter is sent to the candidate on behalf of the nominating committee outlining expectations of the position. The letter includes the stipulation that the position is that of a “working board” member which requires active participation on committees and working events. If a candidate is deemed a fit, the board does a final review of their application and conducts initial interviews to assess their qualifications and alignment with the board's needs.

Step 5: Nomination of Candidates

Based on the evaluation process, the nominating committee nominates a slate of candidates for board membership, taking into consideration factors such as the board's composition, skills gaps, and strategic needs.

Step 6: Board Review and Approval

The nominating committee presents the slate of nominated candidates to the full board for review and approval. The board discusses the candidates' qualifications and potential contributions, and votes on their appointment to the board. All potential members of the board must be Glenhyrst Art Gallery members in good standing before they can be nominated to join. Once approved for the board, the

candidates are given interim board member status. Interim board members are added to the slate for full confirmation at the Annual General Meeting. Once ratified by the membership the elected candidates become full members of the board.

Unsolicited Requests to Join the Board

The board may from time to time, receive unsolicited requests to join the board. These requests can be made by having interested parties (members) complete and submit the online application available on Glenhyrst.ca. In these cases, the nominating committee will review the request and undertake the evaluation and review outlined in step 4 and proceed further if the candidate proves to be a good fit. The board will then make a recommendation to the membership to be voted on by the members.

Step 7: Orientation and Integration

New board members undergo an orientation process to familiarize themselves with the organization's history, programs, policies, and governance structures. The board chair or a designated mentor helps the new members integrate into the board and assume their roles and responsibilities.

Step 8: Background Checks and Reference Checks

The nominating committee may conduct background checks and reference checks for the nominated candidates to ensure they meet the organization's ethical and professional standards. This step helps mitigate potential risks and ensures the board comprises individuals of high integrity. The process may also involve a credit check to meet the bylaw requirements regarding bankruptcy.

Step 9: Board Diversity Assessment

The nominating committee as part of the process, conduct a board diversity assessment to evaluate the current board composition and identify areas for improvement. This step helps ensure the board comprises individuals with diverse perspectives, backgrounds, and skillsets, promoting better decision-making and effectiveness. These factors should inform the process of identifying potential candidates.

Step 10: Board Agreement and Conflict of Interest Policy Review

The nominated candidates may be required to review and agree to the board agreement and conflict of interest policy before their appointment to the board. This step ensures that new board members understand their roles and responsibilities, as well as the ethical standards they are expected to uphold.

Additional Considerations

It's important to note that the board nomination process may vary and evolve depending on Glenhyrst's specific needs. The process can be adapted to incorporate best practices in board diversity, inclusion, and governance. The board may also have legal or regulatory requirements to consider in the nomination process.

H

ere are additional steps that may be considered and included in the board nomination process:

Step 11: Board Training and Education

The organization may provide board training and education for new members, covering topics such as governance, finance, fundraising, and program evaluation. This step helps ensure that new board members are well-equipped to contribute effectively to the board's work.

Step 12: Evaluation and Feedback

The board may conduct a formal evaluation of the nomination process to identify areas for improvement and ensure that the process remains effective and aligned with the organization's needs. This step may include seeking feedback from the nominating committee, the board, and the candidates.

Step 13: Ongoing Board Development

Board development is an ongoing process, and the board may implement strategies to continuously strengthen its performance and impact. This may include regular board evaluations, training, and education, as well as succession planning to ensure a pipeline of qualified candidates for future board service.

It's worth noting that the board nomination process may vary depending on the organization's specific needs and structure. However, incorporating these additional steps can help ensure a more robust, transparent, and effective process that results in a diverse, skilled, and committed board of directors. Through the entire process it's critical that all efforts must ensure that the interests of Glenhyrst are the foremost consideration.

Ontario Not-for-Profit Corporations Act (ONCA) General Guidelines

In Ontario, Canada, the rules for accepting a new board member for organizations governed by the Ontario Not-for-Profit Corporations Act (ONCA) involve a combination of legal requirements outlined in the Act and any specific provisions in the organization's bylaws. Below are general guidelines, but it's important to consult with legal professionals for specific advice tailored to your organization's situation:

1. Eligibility Criteria:
 - Ensure that the prospective board member meets any eligibility criteria specified in the organization's bylaws. This may include membership requirements, age restrictions, or other qualifications.
2. Nomination Process:
 - Establish a clear nomination process outlined in the organization's bylaws. This may involve a nominating committee or nominations from the membership.
3. Review Bylaws:
 - Refer to the organization's bylaws to understand any specific provisions related to the appointment or election of new board members. This may include the term length, procedures for nominations, and any other relevant details.
4. Board Approval:
 - Typically, the existing board of directors will need to approve the appointment of a new member. This may involve a vote or consensus, as outlined in the organization's bylaws.
5. Annual Meeting or Special Meeting:
 - The appointment of new board members may take place at the annual general meeting or a special meeting, depending on the organization's bylaws.
6. Member Approval:
 - If the organization's bylaws require it, members may need to approve the appointment of new board members. This is often the case in member-driven organizations.
7. Documentation:
 - Ensure proper documentation of the appointment, including meeting minutes that clearly state the resolution to appoint the new board member and the result of any vote.

8. Notifying Authorities:
 - If required by the ONCA or other applicable laws, notify the appropriate authorities about changes in board membership or directors. This may involve filing updates with Corporations Canada or other relevant regulatory bodies.
9. Orientation:
 - Provide an orientation for the new board member, introducing them to the organization's mission, bylaws, policies, and current projects.
10. Conflict of Interest Declaration:
 - Ensure that the new board member completes a conflict of interest declaration, as required by the ONCA, and that they are aware of their responsibilities in this regard.
11. Regular Training:
 - Encourage ongoing training for board members to stay informed about their duties, legal obligations, and best practices in governance.

It is crucial to seek legal advice to ensure compliance with the ONCA and other applicable laws and to tailor the process to the specific circumstances and requirements of your organization.

6.0 TERMS OF REFERENCE FOR OPERATIONAL COMMITTEE

6.1 ACQUISITIONS COMMITTEE – TERMS OF REFERENCE

Purpose: To ensure that the Gallery's acquisition/ deaccession activity conforms to the Acquisition Policy and to facilitate the presentation of works suitable for acquisition.

Responsibilities:

- Assess all staff recommendations for acquisition/ deaccession to ensure compliance with the Acquisition Policy.
- Review the Acquisition Policy and recommend changes, as necessary, to the Board to ensure a fit with Gallery vision, mission and goals
- Make procedural recommendations to staff to improve the process
- Maintain an awareness of acquisition goals and alert gallery staff to suitable acquisition opportunities
- Assist in the development of a deaccessioning plan for the gallery

Authority and Accountability:

The committee operates under the authority of the Director and is directly accountable to the Director for all plans and activities. The scope of the committee's decision-making authority will be negotiated with the Director.

Membership:

The committee will be composed of gallery members, at least one of whom is a member of the Board, who has a special interest and knowledge of these issues. The Chair will be appointed after discussion between the Director and committee members.

Meetings and Quorum:

The meetings will be at the call of the Chair. Decisions will be made by simple majority and the Chair will vote only in the case of a tie.

Staff Liaison: Curator

Updated September 27, 2007

7.0 **TERMS OF REFERENCE FOR SPECIAL COMMITTEES**

7.1 **A TASTE OF GLENHYRST COMMITTEE – TERMS OF REFERENCE**

Purpose: To implement a plan involving restaurants, wineries, etc., for an evening event of food, fun and fundraising for the Glenhyrst Art Gallery of Brant.

Responsibilities:

- Work with the Director to develop a plan and develop a plan and budget for the event
- Develop and implement a corporate sponsorship plan
- Build a volunteer base to support all activities planned
- Develop and implement an advertising and promotions plan
- Work with relevant community groups and organizations
- Conduct a post-event evaluation and make recommendations for future events
- Report regularly to the Director

Authority and Accountability:

The committee operates under the authority of the Director and is directly accountable to the Director for all plan and activities. The scope of the committee's decision-making authority will be negotiated with the Director.

Membership:

The committee should be composed of some members of Glenhyrst and those with knowledge and expertise in the area of special events planning, promotions, corporate sponsorship and connections to local restaurants and wineries. The Chair will be appointed by the Director.

Meetings and Quorum:

The meetings will be at the call of the Chair. Decisions will be made by simple majority vote and the Chair will vote only in the case of a tie.

Staff Liaison: to be assigned by the Director

Updated September 27, 2007

8.0 COMMITTEE MEMBER JOB DESCRIPTIONS

8.1 DIRECTOR' PERFORMANCE REVIEW – COMMITTEE MEMBER JOB DESCRIPTION

Responsibilities:

- ✓ Attend all the meetings
- ✓ Notify the chair if you can't attend
- ✓ Understand the committee's Term of Reference
- ✓ Understand the issues and challenges of management
- ✓ Assist the Director to set annual performance goals
- ✓ Understand Glenhyrst's direction and priorities
- ✓ Understand performance review processes

Skills Required:

- ✓ Be a member of the Board
- ✓ Have knowledge and experience in management issues
- ✓ Have knowledge and experience in human resource issues
- ✓ Have knowledge of evaluation methods, employment law, benefits packages, etc.

8.2 ENDOWMENT COMMITTEE MEMBER – JOB DESCRIPTION

Responsibilities:

- ✓ Attend all committee meetings
- ✓ Notify the chair if can't attend
- ✓ Understand the committee's Terms of Reference
- ✓ Actively promote the Gallery in the community
- ✓ Understand the purpose of the Endowment Fund
- ✓ Be knowledgeable concerning the By-laws pertaining to the Fund
- ✓ Be aware of how the Fund is currently invested
- ✓ Continue to remain up-to-date on market trends and performance
- ✓ Ensure best possible return on investments within the guidelines provided
- ✓ Actively promote Glenhyrst as a good investment within the community

Skills Required:

- ✓ Be a member of Glenhyrst
- ✓ Knowledge and experience in funds and investments
- ✓ Knowledge of the current economic climate
- ✓ Knowledge of interest rates for various investments
- ✓ Willingness to undertake research on various investment opportunities
- ✓ Ability to promote Glenhyrst in community.

8.3 EXECUTIVE COMMITTEE MEMBER – JOB DESCRIPTION

Responsibilities:

- ✓ Attend all committee meetings
- ✓ Notify the chair if you can't attend
- ✓ Understand the committee's Terms of Reference
- ✓ Read all materials to prepare for meetings
- ✓ Actively promote the Gallery in the community
- ✓ Ensure goals and priorities are set, monitored and achieved
- ✓ Ensure the Board committees set annual plans, meet and report regularly
- ✓ Monitor issues facing Gallery and make recommendations to Board
- ✓ Represent Gallery at specific events
- ✓ Ensure finances and investments are well managed
- ✓ Provide feedback and direction to the Director
- ✓ Ensure Board members are provided with enough information to make good decisions
- ✓ Set the agenda for Board meetings

Skills Required:

- ✓ Be a member of the Board
- ✓ Possess good communications
- ✓ Possess problem-solving skills
- ✓ Have the ability to keep "big picture" in mind while monitoring the details
- ✓ Have experience on Boards and in leadership positions

8.4 FINANCIAL MANAGEMENT COMMITTEE MEMBER – JOB DESCRIPTION

Responsibilities:

- ✓ Attend all committee meetings
- ✓ Notify the Chair if you can't attend
- ✓ Read all materials to prepare for the meeting
- ✓ Understand the committee's Terms of Reference
- ✓ Promote the Gallery in the community
- ✓ Ensure that appropriate accounting practices are in place
- ✓ Monitor revenues and expenses against budget ensure that all reporting requirements are met
- ✓ Understand relationship between the City (parks and rec) and the Gallery with reference to repairs and maintenance
- ✓ Ensure that appropriate "good business" practices are utilized

Skills Required:

- ✓ Be a member of Glenhyrst
- ✓ Knowledge and experience in accounting and auditing practices
- ✓ Knowledge and experience in property management
- ✓ Knowledge and experience in asset management
- ✓ Knowledge and experience in financial planning

8.5 ACQUISITIONS COMMITTEE MEMBER – JOB DESCRIPTION

Responsibilities:

- ✓ Attend all committee meetings
- ✓ Notify the Chair if you can't attend
- ✓ Read all materials to prepare for meetings
- ✓ Understand the committee's Terms of Reference
- ✓ Actively promote the Gallery in the community
- ✓ Assess staff recommendations to ensure compliance with policy
- ✓ Notify staff of any works available for purchase or donation
- ✓ Ensure Acquisitions Policy reflects vision/mission and best interest of Glenhyrst
- ✓ Bring higher profile to Glenhyrst's permanent collections whenever opportunity arises

Skills Required:

- ✓ Be a member of Glenhyrst
- ✓ Have a good knowledge of art
- ✓ Be open-minded
- ✓ Have connections to the broader art community

9.0 PERSONNEL

9.1 BOARD DIRECTORY 2024

Board Member	Phone	Email	Address	Occupation
Adrian Pynenburg President Taste of Glenhyrst Committee Member Elected Feb 2024 – 2 year term	Cell: 519 209 2420	adrianp@nextmark et.net	57 Golfdale Rd. Brantford, ON N3T 5H6	President of Connect Oasis
Leslie Barker Past President Taste of Glenhyrst Committee Member Grand River Arts Festival Committee Member Elected 2023 for 2 year term	Cell: 519-755-4158	lesliebarker8@yah oo.com	123 Brant Ave. N3T 3H5	Program Coordinator - Brantford-Brant Chamber of Commerce
Norm Moore Vice President Taste of Glenhyrst Committee Member Elected Feb 2024 – 2 year term	Cell: 519 751 9571	norm.trish.moore @sympatico.ca	9 Batson Cres. Brantford, ON N3R 7W8	Theater Professional, past Glenhyrst Employee
Brian Stephen Treasurer Endowment Committee Chair Elected 2023 for 2 year term	Cell: 519-732-0226 Work: 519-756-1908	bstephen11@msn. com	2251 Coaldale Dr. Burlington Ontario L7L 6T9	Investment Adviser & Certified Financial Planner for RBC Dominion
Angela Henrique Secretary Coach House Stage Committee Chair Elected 2023 for 2 year term	Cell: 519-754-5651	ahenrique4795@g mail.com	25 Scarfe Gardens Brantford, ON N3T 6B2	Retired
Pat Davies Director Director's Review Committee Chair Elected Feb 2020 – 2 year term	Home: 519-717-3241	patriciadavies103 @gmail.com	Apt 112, 436 Powerline Road N3T 5L8	Retired Healthcare Administrator

Ralph Heather Art Rental Committee Chair Elected Feb 2020 – 2 year term	Home: 519-771-4407	ralph@ralphheather.com	145 Hillside Ave Paris, ON N3L 3L4	Local Artist
David Leng Permanent Collection Committee Chair Elected Feb 2020 – 2 year term	Cell: 905-537- 5377	david.m.leng@gmail.com	20 Palmerston Ave., Brantford, ON N3T4K9	President and CEO of Reaction Geological Consulting Inc. (Geological Services)
Angela Henrique Past President Coach House Stage Committee Chair Elected 2021 for 2 year term	Cell: 519-754-5651	ahenrique4795@gmail.com	25 Scarfe Gardens Brantford, ON N3T 6B2	Retired
Dan Banko Director Permanent Collection Committee Member (Elected 2023 for 2 year term)	Cell: 905-971-2766	dan@bankomedia.com	9 Stephenson Rd. Brantford, ON N3S-0B4	Senior Partner & Creative Director of Banko Media
Jessica Graham Director Permanent Collection Committee Member Elected 2023 for 2 year term	Cell: 905-973- 7173	Jessica.graham@live.com	14 Scarfe Gardens Brantford, ON N3T 6B3	SENIOR PHILANTHROPY OFFICER St. Michael's Hospital Foundation
Alina Owsianik Director Grand River Arts Festival Committee member Elected 2023 for 2 year term	Cell: 647-888- 3423	Alaowsianik@gmail.com	28 Scarfe Gardens Brantford N3T 6B2	Senior Director, Talent Acquisition CIBC Bank

9.2 GALLERY STAFF

Gallery Director:	Ana Olson
Curator:	Matthew Ryan Smith
Gallery Coordinator	Michelle Madison
Programs Coordinator	Meg Wyatt
Education Coordinator	Cassandra Fergueson
Weekend Staff	Kate Wyatt
Technician	Brian Pickering
Accountant	Michelyn Sciannella

9.3 GENERAL TERMS & CONDITIONS OF EMPLOYMENT

Please see Glenhyrst Policy and Procedure Manual attached.

10.0 POLICY AND PROCEDURES

Please see Glenhyrst Policy and Procedure Manual attached.