



**FirstOntario Performing Arts Centre Board (PAC)
Regular Meeting Minutes
Tues. June 9, 2020, 2:00 pm
Videoconference- Zoom**

Board Members: Christina Atkinson, Joseph Critelli, Mario De Divitiis, Councillor
Carlos Garcia, Mary Jane Johnson, Scott Johnstone, Peter W.
Partridge, Debbie Slade, Mark Steinman, David Vivian, Councillor
Kevin Townsend

Regrets:

Non-voting participants:

Colleen Smith, Executive Director
Kristine Douglas, Director Financial Management Services
Shelley Chemnitz, Chief Administrative Officer, City of St. Catharines
Lloyd Smith, FirstOntario Performing Arts Centre rep. (*attended the first 45 min*)

Regrets:

Staff: Janie Grand, Administrative Assistant, PAC (Recording Secretary)
Sara Palmieri, Programming & Marketing Manager, PAC
Carlos Robayo, Administrative Supervisor, PAC
Kathleen Ross, Operations Administrator, PAC

Guest: Michael Chess, Marketing Supervisor, PAC (*Zoom IT support*)

1. Call to Order

The Regular meeting for the FirstOntario Performing Arts Centre Board of Directors was called to order at 2:03 PM by Chair Mario De Divitiis of the FirstOntario Performing Arts Centre Board.

Mario discussed some housekeeping items related to the First PAC Zoom video conference streaming live for the first time today.

2. Land Acknowledgement

Read by Chair Mario Divitiis: We acknowledge that we are on the traditional shared lands of the indigenous Peoples of Turtle Island. We offer our sincere gratitude to the original and continued stewards of this land.

3. Adoption of the Agenda

Moved by: David Vivian
Seconded by: Mark Steinman

That the FirstOntario Performing Arts Centre board receive and approve the Regular Meeting Agenda June 9, 2020.

CARRIED

4. Declarations of interest

There were none declared.

5. Approval of the Public Board minutes

Moved by: Debbie Slade
Seconded by: Peter Partridge

That the Board receive and approve the public minutes of the Regular Meeting of April 28, 2020.

CARRIED

6. Chair Remarks

Mario indicated there would be a Chair report at future meetings and welcomed Colleen Smith, new Executive Director to her first official Board meeting. Over the last month (May 4, 2020 start), Colleen has been busy connecting with staff, board members, partners and community members.

The Board Governance item (#7 on the agenda) was moved after Executive Director Remarks (#8).

7. Executive Director Remarks

Colleen Smith gave thanks and acknowledged the following:

- City of St. Catharines for the care and stewardship of the PAC and investment in legacy building
- The (ED) hiring committee
- Chair Mario De Divitiis and Vice Chair Debbie Slade for last year of leadership and addressed the importance of the Chair/ED partnership and Mario's expressed commitment
- Brock University for their partnership and commitment
- Supporters - First Ontario Credit Union, families like the Partridge family, the Robertson family and all donors as important legacy builders
- Arts community for work, creativity and ongoing patience

- Staff, crew and volunteers
- Colleen acknowledged the success of the PAC over the past 5 years as one of the best centres of its kind in Canada. The amount of activity, quality and integrity of the work was acknowledged along with the work of the PAC leadership team (Sara Palmieri, Carlos Robayo, Kathleen Ross with support from Janie Grand).

Colleen is optimistic despite the effect of the global pandemic. Artists and arts organizations are one of the hardest hit groups. We are also living in a time of prejudice and racial uprising and the arts community needs to be representative of all races, groups ethnicities and abilities. There was an acknowledgment that as individuals, companies, boards and entities, we must come forward with real solutions.

Colleen spoke about her work on relationship building over the last month with staff, Board, and community partners. Colleen has worked with management staff on strategy and in all the work with budgets and plans, it is important to re-examine why the PAC exists:

1. Downtown catalyst for economic vitality
2. Built to be a centre for the performing arts that represents quality and diversity
3. Risk-tolerant organization – we actively curate and program work of the world, balancing our risk-taking programming with philanthropic and advocacy work
4. Providing essential infrastructure services and support for local and regional artists and arts organizations

Colleen addressed the transition of the PAC from a City department to a Municipal Service Board. The Board represents the PAC business and the City maintains ownership and care over PAC assets. There was an acknowledgment of the shared sense of ownership and a procedural adjustment period - staff now reporting to the board, while respecting the relationship with the City.

Next steps include:

- How the PAC continues to contribute to community - responsibilities of being a good neighbour and citizen
- How to be accountable financially, socially, morally and ethically
- Internal goals include rebuilding organizational culture
- External goals include redefining relationships with artists and arts groups
- Financially, PAC needs to follow its mandate while remaining sustainable and accountable to City and partners.
- Governance and strategy – Board members to embrace strategically in building a shared sense of ownership and responsibility and role as ambassadors of the PAC for a successful and vibrant future.

8. Board Governance

Moved by: Mary Jane Johnson
Seconded by: Christina Atkinson

That the Board extend Mario De Divitiis' one-year appointment as Chair for a term of 6 months (June-December 2020).

That the Board extend Debbie Slade's one-year appointment as Vice-Chair for a term of 6 months (June-December 2020).

CARRIED

9. Board Development Discussion: Structure & Strategy

Mario thanked all PAC staff for their patience during the City to Board transition and acknowledged Colleen for demonstrating great leadership. In the past year, Board work with staff focussed on transactional items and there will now be a move to focus on mandate and strategy. An Executive Committee has not been formed yet due to awaiting for an ED. The board needs to develop a work plan to include regular quarterly reports.

Conversation around engaging the Board, Staff and Community in strategic planning ensued. Colleen acknowledged the pandemic does add challenges for bringing all stakeholders together in person to help develop the strategic plan. Time will be needed to collaboratively develop this plan and Board structure. PAC managers will be given the opportunity to bring forward updates for their departments.

10. Fundraising Report

Moved by: Mario DeDivitiis
Seconded by: Peter Partridge

That the Board approve the creation of an Ad Hoc Fundraising Event Committee under the leadership of Mary Jane Johnson and Debbie Slade (with assistance from Peter Partridge) for the period of June – September 2020. The committee will oversee a summer donor event in August 2020 for the purpose of re-engaging PAC's founding capital and community donors.

CARRIED

Summary:

Mary Jane Johnson introduced this report and explained the recommendation. The intent of hosting an August event is to re-engage the founding donors and introduce the new Board and Executive Director. Staff are preparing for virtual or live event

scenarios that are mindful of Health and Safety needs due to the pandemic and social distancing measures.

The establishing of standing fundraising committee will be discussed at the September board meeting after this event.

11. Finance Committee Update

Mark Steinman, Chair of PAC Finance Committee

Moved by: Scott Johnstone

Seconded by: Mary Jane Johnson

That the Board receive the Finance Committee Update for information.

CARRIED

Summary:

Mark reported the Finance Committee meeting was held on May 28, 2020. Committee Terms of Reference were drafted and when finalized will be presented to the Board, along with quarterly budget/committee reports.

Carlos Robayo outlined key items discussed at the Finance Committee meeting.

- *PAC auditor:* (KPMG, same as City). August-September will be audit planning.
- *Insurance:* Directors and Officers insurance and Crime insurance renews every year on July 1. There will be an increase in policy costs in the future.
- *2021- Operating Budget Process:* budget timelines were discussed. The finance committee will present the first draft at the September Board meeting before going to the City's Budget Standing Committee (BSC) in October.
- *Capital Budget process:* The capital assets are the responsibility of the City (the building) and the PAC Board (equipment and maintenance). As part of the Relationship Agreement with the City, the Board is to manage a 5-year capital plan for equipment renewal and building maintenance. The finance committee will review how Capital funding reserves through ticket fees have been impacted by COVID-19.

Motion to move In-Camera:

Moved by: Debbie Slade

Seconded by: Scott Johnstone

That the PAC Board meet In-Camera for the following purposes:

Labour Relations or employee negotiations: The Board will go in-camera to review agenda items 12 and 13:

- 12- In Camera Report – Review of Business Continuity Strategy & 2020 Budget Forecast, which includes employee detail.
- 13- In Camera minutes of April 28, 2020

CARRIED

The live streaming public session paused and the in-camera session took place privately in a Zoom-break-out room.

Motions Arising from In Camera Session

The in-Camera session convened at 2:54PM. Items 12 and 13 were discussed and are noted below. The PAC Board meeting reconvened at 3:19pm.

12. PAC Finance Committee Report – Review of Business Continuity Strategy & 2020 Budget forecast.

Moved by: Mark Steinman
Seconded: Christine Atkinson

MOTION: That the PAC Board of Management receive the PAC Finance Committee Report – Review of Business Continuity Strategy & 2020 Budget Forecast for information. (In Camera Item #13 on the agenda)

CARRIED

13. In Camera Minutes (from previous meeting)

Moved by: Debbie Slade
Seconded: Carlos Garcia

MOTION: That the Board receive and approve the in-camera minutes of April 28, 2020.

CARRIED

14. Business Continuity: Public Messaging

A report was distributed to the Board recommending PAC resume business activities and public events within the physical facility when permission is granted from governing authorities. Specific dates to re-open the physical facility as it has traditionally been operating will not be a reality. It was discussed that the re-opening will happen gradually and planning is to remain flexible. It was determined that a motion for public re-opening is not required and staff will involve the City and the local health unit in public event planning.

Summary:

David Vivian mentioned British Columbia guidelines as an example of ways to open in graduated and scalable ways. Current Ontario government guidelines do not allow

PAC to open the physical building to the public and host events onsite yet. Brock University is developing protocol as information comes forward and the opening will be graduated.

When the Ontario government allows, the City is supportive of the PAC moving forward in alternative ways of program delivery. Shelley Chemnitz is supportive of PAC decisions and encouraged staff to keep in contact with the City to review events and provide a legal services interpretation.

Scott Johnstone suggested PAC look at event planning from a risk and due diligence perspective and suggested booking an event review with Niagara Public Health.

Colleen summarized recommended event planning actions for PAC staff:

- Keep in touch with the City regarding event planning
- Review plans with local public health
- Manage events appropriately according to the level of risk, while balancing the needs of our business and partners

Mark Steinman suggested that staff consider using the August donor event to test this recommended event planning approach.

Colleen indicated a message of business continuity that is flexible, open and inclusive will be provided to staff and volunteers at a Town Hall meeting tomorrow (June 10). Following, a message will be available to partners and the downtown community. Sara Palmieri reiterated PAC is open for opportunity moving forward as long as health and safety protocols are in place.

15. Adjournment

Moved by: Debbie Slade
Seconded: Peter Partridge

MOTION: That, there being no further items of business, this meeting be adjourned at 3:45 pm.

CARRIED