



**FirstOntario Performing Arts Centre Board (PAC)  
Regular Meeting Minutes  
Tues. September 29, 2020, 2:00 pm  
Combination: Videoconference- Zoom**

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

**Non-voting participants:**  
Colleen Smith, Executive Director  
Kristine Douglas, Director Financial Management Services  
Shelley Chemnitz, Chief Administrative Officer, City of St. Catharines  
**Regrets:** Lloyd Smith, FirstOntario Performing Arts Centre rep.

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

## **1. Call to Order**

The Regular meeting for the FirstOntario Performing Arts Centre Board of Directors was called to order at 2:02PM by Mario De Divitiis, Chair of the FirstOntario Performing Arts Centre Board.

Mario discussed housekeeping items related to board meetings continuing online due to the rise in Covid numbers. The PAC is able to pivot back to safe, socially distanced, onsite meetings in the future. Meeting recorded for public record.

## **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: Kevin Townsend  
Seconded by: Mary Jane Johnson

**Motion:** That the FirstOntario Performing Arts Centre board receive and approve the Regular Meeting Agenda September 29, 2020.

**CARRIED**

### 4. Declarations of interest

There were none declared.

### 5. Approval of the Public Board minutes

Moved by: Carlos Garcia  
Seconded by: Debbie Slade

**Motion:** That the Board receive and approve the public minutes of the Regular Meeting of June 9, 2020.

**CARRIED**

### 6. Chair Report

Mario De Divitiis

Mario summarized his first Chair report provided for information. Chair reports give an opportunity to highlight high level governance items and celebrate PAC events. Recent events include successful online engagement with Celebration of Nations and August Donor Recognition event.

The Board is still in its infancy and governance items include the importance of committee work and strategic planning.

### 7. Executive Director Report

Colleen A. Smith

Colleen summarized the ED report provided for information.

- **Industry Overview** of how Covid has impacted the arts, cultural and entertainment industry, specifically large scale public gatherings.
- **Government Relations Strategy** – This takes years to develop and Shaw is an example of an organization with an excellent GR strategy positioning itself as an economic driver for Niagara-on-the-Lake. PAC has begun this journey securing 2 Ontario Legislative Assembly deputations this summer.
- **Strategic Planning**  
The Board's strategic planning will involve reviewing the City to Board transition and Relationship Agreement. Strategic planning will be explored under an Equity, Diversity and Inclusion (EDI) Framework.

Discussion regarding government grants (Covid assistance updates) ensued. PAC is currently not eligible for Canada Emergency Wage Subsidy grants (CEWS) because of its Municipal Board status. However, PAC received top-up programming grants from the department of Canadian Heritage and Canadian Council for the Arts.

## **7. Board Work Plan**

Colleen A. Smith, Mario De Divitiis

A high-level, draft outline of a Board Work Plan was provided for information. This information was based on preliminary discussions with the Chair, Vice Chair and ED over the summer. Priorities that lead up to strategic planning include:

1. Develop knowledge and understanding – Board governance, PAC organization/purpose, PAC/City Relationship agreement
2. Developing Board annual work plans and new committees
3. Stakeholder engagement/feedback with arts community, partners, potential partners

### **Recommended Actions:**

1. Set up Relationship Agreement workshop in the fall and provide a summary presentation of the agreement
2. Committee work – establish committees with appropriate skill sets to get the Board running (strength based committee membership).
  - A. Board members to indicate interest in upcoming committees
  - B. Select TOR templates/evaluation models for the Board and committees

**Note:** A draft Board Work Plan was distributed for information and discussion. The Board determined that information items do not require an official “motion to receive” unless specific recommendations are included.

## **9. August 20 Donor Recognition Report**

Moved by: Mary Jane Johnson

Seconded by: Debbie Slade

**Motion:** That the Board receive the August 2020 Donor Recognition Event Summary report for information.

**CARRIED**

*Summary:*

The August 2020 Donor Recognition Event set the stage to develop a Fund Development Committee.

This event’s purpose was for donor outreach, as opposed to fundraising.

- 1. Re-engage past donors
- 2. Introduce donors to the new Board and Executive Director
- 3. Plant seed for building culture of philanthropy

Mary Jane and Debbie expressed thanks to the staff for excellent programming, great food and event execution, as well as thanks to the Board members for participation and support.

**10. Board Governance - Standing Committees**

**Moved by:** Debbie Slade  
**Seconded by:** Kevin Townsend

**i. Motion:**  
That the Board form a standing Fund Development Committee to oversee stewardship and engagement programs that encourage community and corporate giving. The committee to be composed of a minimum of 3 members with Mary Jane Johnson as Board representative and Chair.

**CARRIED**

**Moved by:** Mark Steinman  
**Seconded by:** Mary Jane Johnson

**ii. Motion:**  
That the Board form a standing Human Resources Committee to oversee and advise on HR policy and procedural strategies, CEO/ED performance review, employee compensation packages and awareness of, and adherence to, industry standards. The committee to be comprised of a minimum of 3 members with Christina Atkinson as Board representative and Chair.

**CARRIED**

iii. Motion:

That the Board form a standing Executive Committee to oversee high level board governance matters such as strategic development, governing policies, advocacy and recruitment. This committee will be comprised of the Board Chair, PAC Executive Director and Chairs of each Standing Committee.

Upon discussion outlined below, it was decided to postpone the motion to form the Executive Committee to a future meeting.

**DEFERRED**

**Summary:**

Mario discussed the report recommendation to form standing committees: Fund Development, Human Resource and Executive Committees. A standing Finance and Audit Committee is already in place. A minimum of 3 members per committee was suggested, led by a Chair with expertise in the applicable area.

The intention of the Executive Committee during the Board's growth phase is more high level governance and fostering collaboration among all committees. The report recommendation for the Executive Committee membership was to include the Chair of each standing committee and the PAC's Executive Director, Board Chair. This allows each committee Chair to be aware of what's going on in all committees. Committee work plans and Terms of Reference would be developed in collaboration with the Executive Committee.

Committee composition numbers were discussed. The Board is made up of 11 voting and 4 non-voting members. If the Executive Committee is made up of the Board Chair, Vice-Chair and Chairs of each of the 3 committees, there would be 5 voting members.

**Suggestions:**

- Include the Board Vice Chair in the Executive Committee
- Consider City Councillor representation on the Executive Committee

**Concerns:**

- Executive Committee should not become too large in comparison to other committees
- An odd number of voting members is preferred

Upon discussion, members recommended one motion per committee and that the motion to form the Executive Committee be deferred until more information can be provided.

### Recommended Actions:

- Draft and circulate Terms of Reference
- Board members were advised to express their interest in joining the Fund Development or Human Resources committee to the Chair and ED
- The ED encouraged City Councillors to reach out for updates before reporting at Council meetings

## 11. Finance and Audit Committee Update (FAC)

Moved by: Mark Steinman

Seconded by: Peter Partridge

**Motion:** That the Board approve the Finance and Audit Committee Terms of Reference with suggested wording change to the statement of purpose (in italics below).

“The primary responsibility of the Finance and Audit Committee is to ensure the financial ~~control~~ *stewardship* and accountability of the FirstOntario PAC, by working collaboratively with leadership and management to oversee the sustainable operation of this arts organization” (*pg. 1 FAC TOR*)

**CARRIED AS AMMENDED**

Summary:

Mark Steinman, Chair of the Finance and Audit Committee reviewed his report for information. Key points:

- **2021 Budget:** The Finance and Audit Committee has had many transparent discussions and thorough committee meetings regarding the 2021 PAC Budget and Business Plan. Suggestions to staff were incorporated into the budget presented to the Board (upcoming in camera item #12 on the agenda). Mark expressed his thanks to the City Finance representatives (Treasurer) for their participation in committee meetings.
- **Committee Terms of Reference:** included in update and attached as appendix in report. Mark moved the motion (noted above) for Board approval of the TOR.
- **PAC Audit:** August meeting with auditors KPMG. Anticipated timeline is a February start with draft financial statements for mid-March. 2020 Forecast, 2021 Capital information included in report, as well as insurance review at upcoming committee meeting.

## **Motion to move In-Camera:**

Moved by: Scott Johnstone

Seconded by: Christina Atkinson

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

Labour/Employee Relations

The Board will go in-camera to review agenda items 12 and 13:

- 12- In Camera Report – 2021 Budget/Business Plan Report
- 13- In Camera minutes of June 9, 2020

**CARRIED**

*The online public session recording paused. Recording to resume when meeting is back in public session.*

## **Motions Arising from In-Camera Session**

The in-Camera session convened at 3:12. Items 12 and 13 were discussed and are noted below. The PAC Board meeting reconvened in public session at 3:45PM.

### **12. 2021 Budget/Business Plan Report**

Moved by: Mark Steinman

Seconded: Christina Atkinson

**Motion:**

- i. That the Board approve the FirstOntario PAC's **2021 Rates & Fees**;  
That the Board grant the ED authority to negotiate rates and fees for 2021.

**CARRIED AS AMMENDED**

Moved by: Mark Steinman

Seconded: Peter Partridge

**Motion:**

- ii. That the Board endorse the 2021 Budget and corresponding Business Plan and submit this to the City of St. Catharines Budget Standing Committee (BSC);  
That the Board grant the ED authority to make recommended changes from the BSC, in consultation and approval from the Board Chair and Finance and Audit Committee Chair;

That the Finance and Audit Committee Chair reserve the right to consult with the Finance and Audit Committee should he deem necessary.

**CARRIED AS AMMENDED**

### **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 June 9, 2020.  
**CARRIED**

### **14. Adjournment**

Moved by: Kevin Townsend  
Seconded: Debbie Slade

**Motion:** That, there being no further items of business, this meeting be adjourned at 3:50pm.

**CARRIED**