



**FirstOntario Performing Arts Centre Board (PAC)
Regular Meeting Minutes
Wed. Nov. 25, 2020, 2:00 PM
Video: 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
Lloyd Smith, FirstOntario Performing Arts Centre rep.

Regrets: Shelley Chemnitz, Chief Administrative Officer, City of St. Catharines

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:

1. Call to Order

The Regular meeting for the FirstOntario Performing Arts Centre Board of Directors was called to order at 2:01PM by Chair Mario De Divitiis of the FirstOntario Performing Arts Centre Board.

Meeting is livestreaming on zoom.

2. Land Acknowledgment

3. Adoption of the Agenda

Moved by: Carlos Garcia
Seconded by: Mary Jane Johnson

Motion: That the FirstOntario Performing Arts Centre Board receive and approve the Regular Meeting Agenda November 25, 2020.

CARRIED

4. Declarations of interest

There were none declared.

5. Approval of the Public Board minutes

Moved by: Mark Steinman

Seconded by: David Vivian

Motion: That the Board receive and approve the public minutes of the Regular Board Meeting of September 29, 2020.

Action: Correction to minutes required: Add Vice-Chair and Chairs of 3 (not 4) committees as part of the Executive Committee composition, page 5 of the minutes.

CARRIED AS AMMENDED

6. Chair Remarks

Mario gave thanks to Board members for participating in the first strategic planning workshop last week.

Members were acknowledged for the support to get PAC standing committees up and running. Start up work has been done since the last meeting September 29. Mario clarified each committee can be renewed on an annual basis and can pivot as needed. Board is still in its infancy and more refining will be made as we go.

Stakeholder consultations began with arts groups as part of strategic planning - community engagement. Mario thanked members in advance for being a part of these consults over the next few weeks. Carlos Garcia suggested that members participate with groups they are not familiar with, as an opportunity to learn.

7. Executive Director Remarks

The Executive Director acknowledged the success of the first Board workshop and reiterated that Strategic Planning for 2021 will be informed by gathering arts and non-arts community stakeholder experiences and feedback through consultations with arts groups and partners. KPMG consultant Bruce Peever will gather feedback from each consult and create a summary on themes from arts stakeholders.

The Executive Director brought forward a correction to page 2 of her Report.

An update was provided regarding Upcoming Events: In person and virtual options.

8. Governance Items (Discussion/Approval)

8.1 Report: Citizen Board Member Term Extensions

Moved by: Debbie Slade
Seconded by: David Vivian

1. **Motion:** That the Board approve the renewal of Mario De Divitiis' Citizen Member term, which expires this December 31, 2020 and extend for a 3-year term ending December 31, 2023;

CARRIED

Moved by: Debbie Slade
Seconded by: Christina Atkinson

2. **Motion:** That the Board approve the renewal of Mary Jane Johnson's Citizen Member term, which expires this December 31, 2020 and extend for a 3-year term ending December 31, 2023;

CARRIED

Moved by: Debbie Slade
Seconded by: Peter Partridge

3. **Motion:** That the Board's recommendations be brought forward to Council for approval at the **Dec 14** council meeting; with notice provided via memo from the PAC ED.

CARRIED AS AMMENDED

Summary:

Changed date from November 30 to December 14 meeting because the November 30 Council agenda has already been passed.

A discussion was had regarding clarification on the rationale behind extending terms to 3 years instead of 2.

The Board Chair thanked the Board members for supporting the Board member term extensions.

8.2. Board Governance: Standing Committee Membership

Moved by: Carlos Garcia

Seconded by: Mark Steinman

Motion: That the Board approve the following committee members for 2020-2021.

Fund Development Committee:

Joseph Critelli, Kevin Townsend, Debbie Slade;

Led by Committee Chair, Mary Jane Johnson, the committee also includes PAC Executive Director Colleen A. Smith.

Human Resources Committee:

David Vivian, Lloyd Smith;

Led by Committee Chair Christina Atkinson, the committee also includes PAC Executive Director Colleen Smith.

Ex-officio (City of St. Catharines rep.) Shelley Chemnitz, Chief Executive Officer

Finance and Audit Committee:

New member Scott Johnstone to complete the current membership including Carlos Garcia and Peter Partridge. Led by Committee Chair: Mark Steinman, the Committee also includes PAC Executive Director, Colleen Smith, Administrative Manager of the PAC, Carlos Robayo and ex-officio City rep/Treasurer Kristine Douglas as non-voting members.

The position of Board Chair and Vice Chair is an ex-officio member of all Committees established by the Board.

CARRIED

Summary:

The Board Chair acknowledged an additional member to the Finance and Audit Committee to help with the volume of information going to the committee and addressing capital needs.

8.3 Executive Committee Formation

Moved by: Mark Steinman

Seconded by: David Vivian

Motion: That the Board enact a standing Executive Committee to consist of the Board Chair and Vice Chair, along with the Chairs of all standing committees; The Executive Director to attend as an ex-officio, non-voting member.

Summary:

The motion is to form the Executive Committee (EC) membership with the Board chair, vice chair, and chairs of standing committees with the intention to bring back TOR to the Board for the approval.

Suggested edits to draft Terms of Reference included:

- Statement of Purpose: To provide collaborative oversight to the Board – change the word oversight
1. Terms – review terms for consistency – 1-year term Reporting Structure for all committees

8.4 2021 PAC Board & Committee Calendar

Summary:

The 2021 PAC Board & Committee Calendar report was provided for information.

Action: Recording secretary to follow up/schedule 2021 dates as per the report.

9. Committee Updates

9.1 Finance and Audit Committee Report Mark Steinman, Chair

Mark Steinman provided a FAC Report for information.

Carlos Robayo, Administrative Manager gave a brief update on 2021 forecasting numbers in Mark's report as new information.

- For year-end forecast, PAC is working with KPMG in setting up financial statements and notes
- PAC team meets monthly to review actuals, upcoming activity and any variances/reallocations

9.2 Fund Development Committee Report Mary Jane Johnson, Chair

Moved by: Christina Atkinson

Seconded by: David Vivian

Motion:

That the Board approve full participation of Board members as active annual donors to the PAC. Donation amounts to be at the discretion of each individual Board member for the 2021 year.

CARRIED

Summary:

The Fund Development Committee's draft TOR, provided for information.

Edits suggested include:

- For meetings, the TOR note attend 75% of meetings – suggest removing and note “monthly meetings”
- Suggest edit to the term of members – 1-year renewable – ensure all standing committee terms, including Executive Committee are consistent

Action: Staff to edit all committee TORs for consistency in terms and meeting frequency.

**9.3 Human Resources Committee Report
Christina Atkinson, Chair**

The HR Committee Chair thanked PAC Staff Executive Director and Administrative Assistant for their committee support to date.

10. Motion to move In-Camera:

Moved by: Debbie Slade

Seconded by: Mary Jane Johnson

Motion: That the PAC Board meet In-Camera for the following purposes:
Information explicitly supplied in confidence to the municipality

CARRIED

The online public session recording paused at 3:07 PM.
The public meeting resumed at 3:30 PM.

11. Motions Arising from In Camera Session

In Camera Minutes (from previous meeting) 10.1 on agenda

Moved by: Kevin Townsend

Seconded: Mark Steinman

Motion: That the Board receive and approve the in-camera minutes of September 29, 2020.

CARRIED

Moved by: Kevin Townsend
Seconded by: Mary Jane Johnson

10.2 In-Camera Discussion item

Added Motion: That the Board approve the direction given to the Executive Director Colleen Smith to proceed with collecting more information as per in-camera discussion. (item 10.2 add-on).

CARRIED

12. Adjournment

Moved by: Debbie Slade
Seconded: David Vivian

MOTION: That, there being no further items of business, this meeting be adjourned at 3:34 pm.

CARRIED