



“Serving the People of Saskatchewan through the Advancement of their Museums”

MAS Board of Directors – Minutes from June 24, 2008, Board Meeting

At The Western Development Museum; Saskatoon, Saskatchewan

Present: Royce Pettyjohn (President), Brenda Barry Byrne (Past President), Justin Freitag, Lucille Bullerwell, Rebecca Gibbons, Lyndon Tootoosis, Lorne Carrier, Susan MacKenzie, Gordon Steele, Brenda Sherring (Executive Director/Recording Secretary)

Regrets: Céline Perillat, Crystal Craig

Agenda Items:

1. Approval of the Agenda
2. Approval of the Minutes from March and April board meeting
3. Governance Process
 - a. Conflict of Interest
 - b. Orientation to process of governing and the policies
 - i. Monitor: GP 2.3, 2.4, BSR 3.4, GP 2.5.1: Audit Committee and EL 4.5: Financial Condition
 - ii. Elect Vice-President
 - iii. Establish Signing Authority: amend Asset Protection Policy to reflect signing authority
4. Policy Development
 - a. Ends= Vision, Strategic Plan, Values and Operating Standards
 - i. Priorities = direction for E. D.
 - ii. Conference evaluation
 - iii. Visioning Session notes
 - iii. Yearly schedule of board duties
 - b. Compensation and benefits clarify to reflect current accountability standards re: funding
 - c. Communication Policy
 - i. Communication Strategy
5. Linkage With Owners (Members, Public, Stakeholders)
 - a. Report from committee meetings
 - i. SIG Reps: Board response to recommendation written by P. Fiori on behalf of SIG Reps; SIG Group Determination (originally a board decision)
 - ii. Network Reps
 - iii. First People's and Museum Workers Committee
 - b. Member committee guidelines/Terms of Reference (addition to EL 4.1 Treatment of Members?)
 - c. Discuss Board committees needed to achieve yearly objectives
 - d. First Report to the Membership
 - e. New logo/brand for MAS
 - f. Tourism Sask on 1885 announcement at Duck Lake on June 7 (report by Tootoosis)
6. Set dates for yearly board meetings
7. Set agenda for next board meeting
8. Adjournment

Minutes:

1. ***Motion to approve Agenda.***
Barry Byrne/Gibbons CARRIED
2. ***Motion to approve Minutes from March 28 and April 16, 2008 meeting***
Tootoosis/Bullerwell CARRIED
3. a. President outlined meaning of conflict of interest: “at board table first priority is the whole organization and members are not at the table to represent their own organizations.” Also outlined confidentiality: all discussion in the boardroom is confidential. Also talked about what to do when in conflict: director needs to declare conflict and why and remove him/herself from the discussion.

b.i. E.D. and President defined the roles of board members and staff under Policy governance and outlined the procedures of communication and monitoring using policies GP 2.3, 2.4, BSR 3.4

GP 2.6: Audit Process replaced GP2.5.1 in August 2007. Audit committee for the 07-08 year consisted of Lyndon Tootoosis (Board Rep and Chair), Allen Lefebvre, Joanne Wilson. The committee makes the following recommendations for next year's audit:

- in-camera session between audit committee and auditor without staff
- have a confidentiality clause or have committee of just board members;
- must have a disaster plan in case of ED loss;
- need a maximum amount for reserve fund;

Discussion about role of board rep on audit committee: Bring audit recommendations to board; board rep is chair; board rep is responsible for bringing minutes to the board; staff will take minutes that will be presented to the committee chair who will then take minutes to the committee and sign off on them.

Motion to amend GP2.6 to read that the audit committee should have copies of ALL governance policies and that a confidentiality agreement be made available and signed by all members on the audit committee who are external to the Board and that an in-camera session be held between the auditor and audit committee without staff present and that the audit committee will hold its first meeting half way through the fiscal year.

Barry Byrne/Gibbons

CARRIED

Motion that staff prepare thank you gift to the external audit members of \$50 each gift certificate to dinners on behalf of Chair of Committee in recognition of contribution of last years audit.

Steele/Bullerwell

CARRIED

Motion to appoint Tootoosis as Chair of the Audit Committee for 08/09

Barry Byrne/Gibbons

Motion to accept EL4.5 as presented

Tootoosis/Mackenzie

CARRIED

- ii. President calls for nominations for Vice-President.
Barry Byrne nominates Freitag who declines the nomination
Bullerwell nominates Perillat who is absent
Carrier nominates Tootoosis who accepts the nomination

Motion for nominations to cease

Gibbons/Steele

CARRIED

Motion that the President will confirm Perillat interest in letting her name stand for nomination; pending her decision, board will conduct electronic elections immediately after Perillat accepts the nomination.

Tootoosis/McKenzie

CARRIED

- iii. *Motion to appoint Rebecca Gibbons and Lorne Carrier, along with President Royce Pettyjohn, as only board members with signing authority with the Executive Director.*

Tootoosis/McKenzie

CARRIED

Motion to Amend EL4.6.13 to read that duly appointed staff, Brenda Herman, will not co-sign a single cheque greater than \$500. And no cheque should be used to pay a contract or financial agreement in part unless those parts have been spread over a time frame specified in a contract.

Carrier/Gibbons

CARRIED

Motion to amend EL 4.6. to include a clause to say "Fail to ensure that the ED alone has signing authority on all contractual binding agreements for the organization on behalf of the Board of Directors

Gibbons/Mackenzie

CARRIED

Motion to amend EL4.6.12 to read that "Fail to ensure that the Executive Director, the President and one other Director appointed by the Board have signing authority on all cheques for the organization and that the three signatures can be used in any combination to ensure that there are two of the three on all cheques as long as one of the signatures is not signing a cheque made out to him/herself."

Gibbons/Steele

CARRIED

Discussion about how new board members found the policy governance process to be resulted in the suggestion that new board members be invited and encouraged to call a seasoned board member and/or Past President for any needed clarification.

4. a. Discussion took place outlining what the board sees as a direction to go in more specifically than what the current Ends state. The purpose is to provide clearer direction for the Executive Director and enable the board to use measurable indicators as part of a performance review. The Board has challenged the Executive Director to develop programming that achieves the following:

Museums are not portrayed as, nor thought of as, only tourist attractions. Rather, they are considered to be the fabric of community. They do not bring culture to a community; instead, the community is the culture and the museums reflect and challenge cultural notions put forth by the communities that they serve. (Ends 1.2.2)

Museums are looking beyond their own walls and playing an integral in community development. (Ends (Ends 1.2)

Museums understand why the board has established the Ends and the priorities which is in essence because the museums have said that they need more money and volunteers and the Board sees advocacy and community relevancy as a means to get more money and volunteers for the museums. (Ends 1.2.4)

Museums start looking outside of their walls to their role in community and develop another set of criteria to connect to community besides through the documentation of their collections and to understand that people do not come to the museum to get culture rather they come to the museum to engage with culture and to have their creative thinking skills stimulated as well as to be challenged by cultural notions.

More people need to see themselves in the museum and the museum needs to be more relevant to a larger variety of people. A lot of museums have been relying on nostalgia as a means to bring people in the doors; however, there is a time coming when the next generation will have no nostalgic recollections or connection with what is currently in the museum. Museums need to position themselves to be relevant to a new generation.

When museums began, the focus was on collections but now the museums have for the most part accomplished that and now they need to move forward in order to become more relevant to their communities.

Challenge the current standards and develop new standards that are based on community relevancy and creative interpretation and which would advertise/ market the Saskatchewan story in its entirety. Find a way to communicate effectively with the membership delivering the message as to how they can help themselves and how they can grow to be more relevant and to serve their mandates more effectively. Find a way to help museums find their unique niche in the Saskatchewan story and to mirror that in their museum.

A Communication Strategy delivered to members that includes a definition of community relevancy and also comes with an established set of indicators that measures how relevant museums are to the communities that they are serving. There also needs to be indicators attached to the Communication Strategy itself. Staff should look for opportunities to access free media coverage at every opportunity.

Museums know well and can easily articulate the role they play in their community's development.

Develop an ongoing dialogue with SaskLearning to discuss making museums a regular part of the school curriculum. Museums need to be evaluated as to what grade level they might best appeal to. SaskLearning needs to be made aware of what museums can offer and museums have to be able to deliver what SaskLearning is expecting. Find a way to link museums into increasingly enlarging school divisions. Museums have to be taught to develop programs to allow the museums augment what schools are already teaching. MAS to influence the school curriculum on behalf of museums and Museums to be taught how they fit into the evergreen curriculum. This will link youth to museums.

Find a way to help museums address re-location, de-accessioning and repatriation of collections as a result of returning objects to communities and/ or finding a safe place for objects.

Find a way to reach more people/ participants with Certificate courses, Standards workshops, guest speakers/ workshops and establish indicators that there is an increase in numbers.

Report to the membership should contain the above and to reference SaskCulture as well. Write a recap of why community relevancy and why advocacy is a focus and reaffirm that the board has set this direction in response to the various surveys and member responses over the last several years; staff are to determine how to achieve these objects.

Collect strategic community contact information from membership for the purpose of keeping community leaders/ movers informed of museum activity via email. Community contacts would include school principals, mayors, reeves, tribal councils, etc. Determine a list. Summarize how and why board determined the Ends and priorities and the direction for 08-09 year (all surveys, results, comments and discussion, etc). Send to membership and community contacts.

Establish a means to educate owners on what the board is doing and why. Establish a means to change any perception that the board is elitist, not approachable and/or out of touch with the ownership.

Find a means to help the board keep track of its regular duties such as; ED Performance Review, Audit Committee, Trust Application Interview, etc.

Find a means to let membership know when Board meetings are going to occur and how they can communicate with the Board.

- 5.a.i. Discussion resulted in Board agreeing that response to SIG Reps will be from the Board President on behalf of the Board and that the Executive Director is responsible for responding to the action taken by staff. Further discussion on member linkage examined most efficient and effective means to gather feedback from members. Suggestions of a member forum and/or advisory group was presented with the suggestion that the board determine an agenda of discussion items based on recent studies and the direction that the board has identified.

Discussion resulted in recommending a Communication Strategy and/or policy to clarify member group and staff roles and responsibilities with member groups. Board requested staff to determine when the appointment of SIG groups went from a board decision to a decision made by SIG Reps/Leaders. Discussion questioned who from the membership and member groups would be able to comprise a group to give the board an overall perspective of the organization; this inclusive group would provide feedback prior to board decisions.

- ii. Discussion resulted in deciding that this fall's Network meetings would enable the board to discuss the communiqué on board vision as outlined above as well as to query what museums would like from MAS and why there are few participants/graduates in the Certificate courses.

iii. TABLED

b. Staff to present a model of member committee policy from SaskCulture at next board meeting

c. TABLED

d. President and E.D. will prepare and send out first report to the membership in July

e. TABLED

f. TABLED

6. Dates for 08-09 Board meetings:

September 22, 2008	Regina
January 22, 23 2009	Moose Jaw
April 14, 15	Prince Albert
May AGM	Saskatoon

7. Next meeting's agenda: topics tabled from this meeting, reports and activities from this meeting

8. ***Motion to adjourn at 4:00PM***

Steele/Tootoosis