



MUSEUMS
ASSOCIATION OF
SASKATCHEWAN

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

MAS Board of Directors - Agenda

September 22, 2008

MacKenzie Art Gallery Board Room; Regina, Saskatchewan

Present: Royce Pettyjohn (President), Brenda Barry Byrne (Past President), Justin Freitag, Lucille Bullerwell, Rebecca Gibbons, Lyndon Tootoosis, Gordon Steele, Céline Perillat, Crystal Craig, Brenda Sherring (Executive Director), Lisa Thomson (Communications Manager and Recording Secretary)

Guest – Adynea Russell, Meyers Norris Penny

Regrets – Susan Mackenzie

Agenda:

1. Approval of the Agenda
2. Approval of the Minutes from June 24 meeting
3. Governance Process
 - a. Orientation to process of governing by Myers Norris Penny
 - b. Conflict of Interest explanation from Pettyjohn and any declarations (forms to be filled out)
 - c. Election of Vice-President
 - d. Carrier resignation; signing authority appointment
 - e. Board work schedule
4. Linkage With Owners (Members, Public, Stakeholders)
 - a. Report from Executive Director on meetings, linkages and partnerships since June meeting; Staff introductions and photo
 - b. Member Communiqué
 - c. History of SIG's and Networks and changes in terms of reference in response to last meeting
 - d. Board linkage with members/Consultation method and questions
 - e. Board Advisory Committee? Past Presidents?
 - f. Current Board committee list - review for what is needed
 - g. Nomination Committee
5. Policy Development
 - a. Copies of policies amended at June meeting and approvals
 - b. Review list of directives for the E.D. and link to Ends
 - c. Staff submits Member committee guidelines/Terms of Reference (addition to EL 4.1 Treatment of Members? (template from SaskCulture)
 - d. Amend Policy EL 4.7: MGP according to upcoming changes
Board Directors Roundtable
6. Monitoring
 - a. GP 2.2.1: Board Job Descriptions: Member Linkages (Direct Inspection)
 - b. GP 2.2.2: Board Job Descriptions: Nominations Policy (Direct Inspection)
 - c. BSR 3.3: Executive Director Job Description (Direct Inspection)
 - d. EL 4.1: Treatment of Members (Internal Report)
 - e. EL 4.3: Compensation and Benefits (Internal Report)
 - f. EL 4.4: Budgeting (Internal Report) presentation by Brenda Herman
 - g. EL 4.8: Emergency Executive Succession (Internal Report)
7. Set agenda for next board meeting
8. Adjournment

Actions:

3. b. Lyndon Tootoosis elected as Vice-President

3. d. Royce Pettyjohn, Rebecca Gibbons, Lucille Bullerwell appointed signing authority according to Governance policies

3. e. Staff to let Brenda Barry Byrne and Royce Pettyjohn know when SaskCulture Trust application defense is and to mail them copies of the application in advance.

4. b. Staff to post approved board minutes on the website.

Staff to distinguish between discussion items and decisions items on the Board Agendas to allow the board to get through the whole agenda

Staff to ensure that the governance policy outlining the terms for Member groups and committees include a statement outlining that the communication process between Member groups/committees and the Board and/or the membership and/or the public at large be delivered to ensure that only groups sanctioned to speak on behalf of MAS do so.

4.c. The following board members will attend the corresponding Network meetings:

Northwest – Lucille Bullerwell
Prairie Trails – Royce Pettyjohn
South Central – Royce Pettyjohn
Southeast – Justin Freitag
West Central – Crystal Craig
Quill Plains – Céline Perillat
Northeast – Brenda Barry Byrne
Seneca – Lyndon Tootoosis
Last Touch - Céline Perillat
Parkland – Lyndon Tootoosis
Moose Jaw – Rebecca Gibbons
Qu’Appelle – Justin Freitag

4.d. Staff to attempt to set up a teleconference between the Board and Past Presidents

4.g. Gibbons and Freitag nominated to head up Nominations Committee

Table to the next meeting:

5. Policy Development

- a. Copies of policies amended at June meeting and approvals
- b. Review list of directives for the E.D. and link to Ends
- c. Staff submits Member committee guidelines/Terms of Reference (addition to EL 4.1 Treatment of Members? (template from SaskCulture)
- d. Amend Policy EL 4.7: MGP according to upcoming changes

6. Monitoring

- a. GP 2.2.1: Board Job Descriptions: Member Linkages (Direct Inspection)
 - b. GP 2.2.2: Board Job Descriptions: Nominations Policy (Direct Inspection)
 - c. BSR 3.3: Executive Director Job Description (Direct Inspection)
 - d. EL 4.1: Treatment of Members (Internal Report)
 - e. EL 4.3: Compensation and Benefits (Internal Report)
 - f. EL 4.8: Emergency Executive Succession (Internal Report)
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1. Motion to Approve the Agenda

Steele/Bullerwell – Carried

2. Motion to Approve Minutes from June 24 meeting

Barry Byrne/Gibbons – Carried

3. Governance Process

- a. Conflict of Interest explanation from Pettyjohn and any declarations (forms to be filled out)

President explained that standard conflict of interest rules should be followed by board members. Conflict of interest forms should be filled out, and board members should excuse themselves from discussions where they have a conflict. Staff provided forms to members who have not yet filled out forms.

b. Election of Vice-President

Céline Perillat and Lyndon Tootoosis agreed to let their names stand. Secret ballot conducted. ***Lyndon Tootoosis elected as Vice President.***

c. Orientation to process of governing by Meyers Norris Penny (MAS Auditors)

Royce Pettyjohn introduced Adynea Russell, partner with MNP. Ms. Russell gave a presentation on financial oversight by boards – responsibilities, recent changes, best practices for audit committees, and how boards can ensure good governance and effectiveness. Several handouts were provided, and Ms. Russell provided a website for Chartered Accountants of Canada, with additional recommended reading – www.cica.ca In particular, she recommended a review of the section on Research and Guidance, Risk Management and Governance. Russell recommended the Board adopt the following:

- Audit Committee conduct a meeting with management apart from the Auditor to evaluate the Auditor; Audit Committee meet with the Auditor without staff to evaluate the staff
- Board consider hiring an outside consultant, could be from Myers Norris, Penny, to measure performance of Executive Director against goals (Ends and priorities) set by the Board
- Board to ensure that every committee has a mandate and charter
- Board to use an assessment tool to measure and evaluate how each Board meeting transpired
- Board to mandate the Audit Committee to supervise risk management (refer to www.cica.ca)
- ensure that in-camera sessions with the auditor are a part of regular meetings

After questions and discussion Ms. Russell left the meeting.

d. Carrier resignation; signing authority appointment

Lorne Carrier resigned due to other commitments and time pressures. Royce Pettyjohn advised that due to Lorne Carrier's resignation, a new signing authority needed to be appointed. At the time of Lorne Carrier's resignation, signing authority was shared by Royce Pettyjohn, Rebecca Gibbons and Lorne Carrier. Lucille Bullerwell offered to let her name stand;

Motion that nominations cease. and that Lucille Bullerwell be accepted as the new signing authority along with Pettyjohn and Gibbons.

Moved by Steele. Seconded by Tootoosis.

Carried.

e. Board work schedule

Brenda Sherring reminded the board she was asked to provide a work schedule to ensure board was informed in advance of where board members might be needed and when. Handout of known commitments circulated. Discussion on board meeting dates ensued; Lucille Bullerwell unable to attend Moose Jaw meet on dates planned, but after discussion, date was confirmed by the board as agreed at the last meeting. Staff will let Brenda Barry Byrne and Royce Pettyjohn know when the SaskCulture trust defense is. Survey work will be required; Board suggested SaskCulture's rationale for gathering the statistics be included when statistical survey goes out to ensure museums know why information is required and how it will be used.

f. Presentation made by Brenda Herman – MAS Director of Finance and Administration. Brenda Herman joined the meeting and made a presentation to the board of MAS' current statements of revenues, expenditures and balances as of July 31/08.

Discussion ensued about reducing expenses and directing funds more to the ends and goals of the organization. This discussion will be continued at the Moose Jaw meeting in January.

Motion to accept the Financial report as presented.

Moved by Tootoosis. Seconded by Steele.

Carried.

g. MAS Staff joined the meeting and introduced themselves to the board; board introduced themselves to staff.

Break for photos and lunch.

4. Linkage With Owners (Members, Public, Stakeholders)

a. Report from Executive Director on meetings, linkages and partnerships since June meeting

- Brenda Sherring advised the board of a positive and strong new contact in the provincial ministry with Susan Hetu Director of Culture and Heritage
- MAS met with the Provincial Government to discuss the Heritage Policy
- MAS met with the Provincial Government and RSM to discuss the Repatriation Policy
- MAS met with the Provincial Government to discuss the new provincial Status of the Artist legislation.
- The SaskTel centennial exhibit will be wrapping up in Regina in January at Plains Museum. MAS will continue to run newspaper advertisements to promote the exhibit.

Board asked if MAS would be consulted again on provincial cultural policy changes, and whether the review would also address culture and heritage in other ministries (ie oil and gas industry, education). Brenda Sherring confirmed that the message of a need for cross-ministry recognition and knowledge of heritage and cultural issues was delivered.

Staff also advised that the Royal Saskatchewan Museum had just developed a repatriation policy and shared it with MAS. MAS can adapt it to smaller museums. MAS's Director of Aboriginal Cultural Heritage, will be working with them along with MAS First Peoples' committee. There are many sensitivities around repatriation, as many communities of origin may not have the appropriate resources to care for the items, or may not want them segregated from the broader historical displays.

b. Member Communiqué/Board Linkage with Members

Discussion on communications to members, with staff, and to broader community ensued. Staff advised that the fall communiqué was ready to go. The winter communiqué would introduce the message that the Board would like to discuss with the Networks in the spring; the board asked to have the minutes from board meetings posted on the website.

Board suggested that, in future, the agenda items be designated between decision items and discussion items in order to enable to allow the board to address the whole agenda

In-camera session of the board followed until 4:45 p.m.

4:45 p.m. – Staff rejoined group.

Board requested that the governance policy outlining the terms for Member groups and committees include a statement outlining that the communication process between Member groups/committees and the Board and/or the membership and/or the public at large be delivered to ensure that only groups sanctioned to speak on behalf of MAS do so.

c. History of SIG's and Networks and changes in terms of reference in response to last meeting

Staff provided history and background of SIGs and Networks. Both are education programs, and give annual written reports to the annual meeting. Crystal Craig explained how her network meetings worked. Discussion included how these meetings could include opportunities for skill development.

Board attendance at network meetings this year:

Northwest – Lucille Bullerwell
Prairie Trails – Royce Pettyjohn
South Central – Royce Pettyjohn
Southeast – Justin Freitag
West Central – Crystal Craig
Quill Plains – Céline Perillat

Northeast – Brenda Barry Byrne
Seneca – Lyndon Tootoosis
Last Touch - Céline Perillat
Parkland – Lyndon Tootoosis
Moose Jaw – Rebecca Gibbons
Qu’Appelle – Justin Freitag

e. Board Advisory Committee - Past Presidents

Motion that a teleconference with Past Presidents be attempted

Moved by Barry Byrne. Seconded by Freitag.

– Carried.

f. Current Board committee list - review for what is needed - Tabled

g. Board Nomination Committee – Gibbons and Freitag nominated to head

Rebecca Gibbons and Justin Freitag volunteered and were accepted by the board.

The following items were not addressed and will be tabled to the next meeting:

5. Policy Development

- a. Copies of policies amended at June meeting and approvals
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7. Agenda for next meeting

8. ***Motion to Adjourn at 5:25 PM***

Moved by Tootoosis. Seconded by Gibbons

– Carried.