



# Antigonish Culture Alive Governance Manual

*Working Draft: March, 2017*

## Index

### I. Memorandum of Association

- A. NAME
- B. OBJECTIVES

### II. Profile: Antigonish Culture Alive

- A. MISSION
  - i. Mandate
  - ii. Objective
- B. SCOPE OF ACTIVITIES
- C. GEOGRAPHICAL AREA SERVED
- D. ROLE OF ANTIGONISH CULTURE ALIVE

### III. Governance

- A. ROLE OF THE BOARD
- B. BOARD MEMBER'S CODE OF CONDUCT POLICY
- C. CONFLICT OF INTEREST POLICY
- D. ACA BY-LAWS
- E. POLICY ON ACA MEMBERSHIP
- F. COMMITTEE TERMS OF REFERENCE:
  - *Executive Committee Roles and Responsibilities*
  - *Finance Committee*
  - *Communications Committee*
  - *Events Committee*
  - *Fundraising Committee*
  - *Nominations Committee*
  - *Gathering of the Arts – GoArts*
  - *Antigonight*
  - *Small Grants to Emerging Artists*

### V. ACA Support Documents

- ACA BOARD MEMBER AND STAFF LISTS
- CONDENSED ROBERTS RULES OF ORDER
- BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES

- [THE LEGAL RESPONSIBILITIES OF BOARDS](#)
- [BOARD MEMBER SELF-EVALUATION TOOL](#)
- *Strategic Plan (see Board Docs on ACA website)*
- *Budget & Financial Statements (see treasurer's reports)*
- *Summary of History (to be written)*
- [Understanding Financial Statements](#) (see Board Docs on ACA website)

## Antigonish Culture Alive [Board Member Contract](#)

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### I. **ACA Memorandum of Association**

**A. The name of the society is ANTIGONISH CULTURE ALIVE ASSOCIATION.**  
(formerly Guysborough Antigonish Pictou Arts and Culture Council, GAPACC)

**B. THE OBJECTS OF THE SOCIETY ARE:**

- To advance the public's appreciation of the arts by hosting performance events and public art exhibitions, and providing forums for qualified artists to exhibit, present, or perform their artistic works through participation in such events in the Antigonish area;
- To advance the public's appreciation of the arts by promoting public awareness of art events in the Antigonish area, and providing support to local arts groups and (emerging) artists wishing to participate or host arts events, exhibitions, and programs in Antigonish.
- To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society;
- To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1 (1) of the *Income Tax Act*.

The activities of the Society are to be carried on in Antigonish County and elsewhere as deemed necessary and good by the Board of Directors. *The Registered Office of the Society is situated at 2360 Notre Dame Ave, Antigonish, NS, Canada, B2G 2W5*

## **II. Profile: Antigonish Culture Alive**

### **A. MISSION**

Antigonish Culture Alive is an organization dedicated to enhanced and sustained artistic and cultural life in this region.

#### **i. Mandate**

To create opportunities for cultural development

#### **ii. Objectives**

To raise awareness of arts and culture

To promote excellence among practitioners

To provide encouragement to artists, young and old

To disseminate ideas and information to members

To create learning opportunities

### **B. SCOPE OF ACTIVITIES**

Antigonish Culture Alive scope of activities includes events such as the Gathering of the Arts, a visual art show, Antigonight an annual community celebration of the Arts and Artist, on-going Cultural Activities programming including Book and CD launches, concerts, film festivals, art related forums and public readings. Our communications programs include an e-bulletin, bi-annual newsletter and a website.

### **C. GEOGRAPHIC AREA SERVED**

We serve the area of Antigonish County.

### **D. ANTIGONISH CULTURE ALIVE - ROLE**

Antigonish Culture Alive serves the Antigonish area, and its arts related organization as a networking agent and provider of publicity via its web site, E-bulletins and ongoing communications announcing arts related current events. The semi-annual print newsletter covers a wide range of artistic disciplines, advice, critical essays on exhibits and features about artists in the region. The regular e-bulletin provides the membership with announcements, calls for submissions, professional development opportunities. It is a way for our members to connect with each other and the arts community in Nova Scotia.

Antigonight and Gathering of the Arts both promote excellence by contributing a growing awareness of artistic and aesthetic among participants and the audience. Antigonight offers an interactive educational connection with the arts and the artists' audiences. The GoArts juried exhibition process demands artists follow a professional protocol. Gathering of the Arts has invited youth artists and

the artists at L'Arche Horizons project to participate in the exhibition as non-juried artists. Our small un-juried exhibitions allow emerging artists to show in the company of professional artists. The Youth Art Project enable youth to gain confidence by submitting and showing their work for public exhibit and performance as well as supporting teachers in instructors in the arts.

Workshops and events under the Antigonish Culture Alive banner provide opportunities for well-established as well as emerging artists to present their work to the general public. In addition to promoting excellence, these forums, along with the Antigonish Culture Alive website, serve as marketing opportunities and communication tools for our members. Through these services and by partnering with other arts organizations, business and government ACA is able to expand the market and support for the works of artists and artisans.

### **III. Governance**

#### **A. ROLE OF THE BOARD**

The role of the Board of Directors is to provide leadership and oversight of the activities of the association. In both areas it will strive to represent the interests of members and the broader community.

The work of the board requires a balance of asking big questions, exploring possibilities, engaging in real dialogue, solving problems and offering direction.

In providing leadership the Board will actively consult with others inside and outside the organization and, in providing oversight, it will ensure broad organizational accountability, transparency and active and meaningful external communications.

In providing leadership the Board will work with the Executive Director in engaging external stakeholders in looking towards the future, reviewing the organization's mission and objectives, identifying the outcomes the organization is seeking and the strategies it will use to achieve them.

In providing oversight the Board will rely on assessing organizational performance in relation to goals and adherence to budget. The board will insure, through the creation of policies, that the Association adheres to sound financial management, personnel and service practices. The board will rely on the systematic review of organizational activities through the implementation of policies, rather than by examining or advising on day-to-day decisions.

The board will take responsibility for its own management, continuity and renewal. It will insure effective board meeting practices, appropriate director conduct,

ongoing board education, and continuing attention to the recruitment of new members.

(Adapted from 2008 Non-Profit Sector Leadership Program, Dalhousie University)

## **B. BOARD MEMBER'S CODE OF CONDUCT POLICY**

The Board is committed to effective decision-making and, once a decision has been made, speaking with one voice.

Towards this end board members will:

- Keep member and community interests in mind when expressing your viewpoint
- Endeavour to speak from your knowledge and experience
- Express their views at board meetings (even if their views differs from that of other board members) and encourage and make it comfortable for others to do so
- Refrain from 'politicking' outside of board meetings
- Encourage consensus decision-making
- Seek collaborative rather than compromise solutions
- Support majority decisions even if your view is a minority one
- Refrain from disclosing or discussing differences of opinion on the board outside of board meetings, especially with staff, volunteers or clients. For this reason information on who votes for and against a motion will not be recorded in meeting minutes.
- Respect the confidentiality of information on sensitive issues, especially in personnel matters
- Refrain from speaking for the organization unless authorized to do so
- Disclose their involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy)
- Refrain from giving direction, as an individual board member, to the executive director or any member of staff

## **C. CONFLICT OF INTEREST POLICY**

Because our work, personal and civic activities are often intertwined, conflicting interests are a normal part of community life. Therefore, members of the Board of Directors are expected to reveal any personal relationships, business or other interest they have which could influence their judgement and hence the wisdom of Board decisions.

Similarly, staff members are expected to reveal any relationships or interest they have which could influence their personal judgement on the job or otherwise undermine the integrity and reputation of the organization.

Even if there is no actual conflict of interest, any potential or perceived conflict of interest should be declared in order to prevent surprises or misunderstandings.

### Definition

Conflict of interest occurs where a Board member or staff person has, or is perceived to have, a divided loyalty. A conflict of interest may arise at any time.

- Direct Conflict of Interest - where the individual stands to benefit directly, more than others, from a decision, the outcome of which they are in a position to influence
- Indirect Conflict of Interest - where the individual stands to benefit indirectly, more than others, from a decision, the outcome of which they are in a position to influence
- Perceived Conflict of Interest - wherever there is some debate about whether a conflict of interest is present

### Procedure

1. If a staff member thinks they may have a conflict of interest, it should be brought to the attention of the Executive Director. If the Executive Director or a Board member has a conflict of interest, it should be brought to the attention of the Board.
2. The onus is on the individual to determine whether there may be a conflict of interest. Once you have declared yourself in a conflict of interest, you should withdraw from the decision process with respect to the matter.
3. When in doubt as to whether or not you have a conflict of interest situation, then you do have a conflict and it should be declared.

## D. ACA BY-LAWS

### Definitions

1. In these by-laws, unless something in the subject or context of the by-law is inconsistent with these definitions:
  - (a) "Association" means Antigonish Culture Alive Association
  - (b) "Registrar" means the Registrar of Joint Stock companies appointed under the Nova Scotia Companies Act.
  - (c) "Special Resolution" means a resolution passed by not less than three-fourths of members who are entitled to vote and who are present in person at a general meeting, of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### Membership

2. The subscribers to the Memorandum of Association and any other persons who have been admitted to membership in accordance with these by-laws, and none other, shall be members of the Association, and their names shall be entered in the Register of Members accordingly.

3. For the purpose of registration, the number of members of the Association is unlimited.
4. Every member of the Association is entitled to attend any general meeting of the Association, to vote at any such meeting, and to hold any office.
5. A member shall be any individual over the age of sixteen (16) or any association or business who has registered as an interested member.
6. Annual membership is free in accordance with the organizations objectives to engage and increase public awareness.
7. Admission to membership shall be by written application. The entry in the Register of Members by the Coordinator of the name and address of any organization or individual shall constitute an admission to membership in the society.
- 8.

#### **Fiscal Year**

9. The fiscal year of the Association shall be the period from April 1 to March 31.

#### **Meetings for Members**

10. (a) The ordinary or annual general meeting of the Association shall be held within three months after the end of each fiscal year.  
(b) An extraordinary general meeting of the Association may be called by the Chairperson or by the directors at any time, and shall be called by the directors if requested in writing by at least twenty-five percent (25%) of the members of the Association, or twenty (20) members, whichever is lesser.  
(c) General meetings of the Association shall be held at a time and place, in accordance with the Nova Scotia Societies Act, that will be determined by the directors.
11. Fourteen (14) days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by e-mail, or by sending it through the post in a prepaid letter addressed to each member at the last known address. Any notice shall be deemed to have been given by e-mail when it is SENT and/or by post at the time when the letter containing the notice would be delivered in the ordinary course of postal service. It shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. At each ordinary or annual meeting of the Association:
  - (a) The following items of business shall be dealt with and shall be deemed to be ordinary business:
    - Minutes of preceding general meeting;
    - Consideration of the annul report of the directors;
    - Consideration of the financial statements, including balance sheet and operating statement and the report of the accountant thereon;

- Election of directors;
- Appointment of the accountant.

Any business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- (b) All other business transacted at an ordinary or annual general meeting shall be deemed to be special business, and all business shall be deemed special that is transacted at an extraordinary general meeting of the Association.
13. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present. The size of a quorum shall be fifteen (15) members.
  14. If within thirty (30) minutes from the time appointed for the general meeting, a quorum of members is not present, the meeting, if convened upon the request of the members, shall be terminated. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct. All members shall be notified of the change of date; however, if, again, a quorum is not present within thirty (30) minutes, the members present will constitute a quorum.
  15. The Chairperson of the Association shall preside at every general meeting; If there is no Chairperson or Vice-Chairperson, or if at any meeting neither the Chairperson nor the Vice-Chairperson is present, the members present shall choose someone among them to be Chairperson.
  16. The Chairperson of a meeting may move or propose a resolution.
  17. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
  18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried, and an entry to that effect in the book of proceedings of the Association has been made, shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour or against such resolution.
  19. If a poll is demanded in the manner aforesaid, the poll shall be held in such a manner as the Chairperson may prescribe, and the result of such poll shall be deemed to be the resolution of the Association in general meeting.

#### **Voting at General Meetings**

20. Every member shall have one vote.
21. Voting by proxy is not allowed.
22. The Chairperson may vote when voting is by ballot and in case of an equality of votes. In case where a three-fourth vote is required, the Chairperson can vote either to cause or to block the attainment of the necessary three-fourth.

#### **Directors**

23. The number of directors shall not be less than eight (8) Note: non-board members are welcome to sit on committees.

24. Directors shall be elected by the members at each annual general meeting of the Association.
25. In the event that a director resigns his or her office or ceases to be a member of the Association, the vacancy thereby created may be filled by the Board of Directors from among the members of the Association. The director thus appointed by the Board holds office until the next annual general meeting.
26. Board members hold office for a three year term, but not for more than two consecutive terms.
27. A director may be disqualified from holding office by the Board of Directors if:
  - (a) The director fails to attend three consecutive board meetings without just cause. Just cause is determined by the Board.
  - (b) The director is derelict in the duties of the office.
28. Retiring board members remain in office until their successor has been duly elected.
29. For the purpose of transacting business, a quorum of the Board of Directors shall consist of 50% of the Board plus one.
30. Meetings of the Board of Directors shall be held as often as the business of the Association may require. Notice of meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
31. Any director may at any time convene a meeting of the directors.
32. The Chairperson, or in his or her absence the Vice-Chairperson, or in the absence of both of them any director appointed from among those directors present, shall preside as Chairperson at meetings of the Board.
33. No director shall be remunerated for work performed for the Association. However, a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.
34. The Chairperson may vote and can make motions.

#### **Powers of Directors**

35. The management of the activities of the Association shall be vested in the directors, who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the directors, but excluding those acts and things that are hereby or by Statute expressly directed or required to be exercised or done by the Association in general meeting.
36. The directors shall have power to engage a coordinator as well as other staff and to determine the duties, responsibilities, and remuneration of any staff person.
37. The directors shall review any committee decision, and may approve or reject them. They may appoint and disband committees as deemed necessary.

## Officers

38. The directors shall elect from amongst themselves the positions of: Chairperson, Vice-Chairperson(s), Secretary, Treasurer. The offices of treasurer and secretary may be combined.
39. The election of officers, also leaders of each standing committee, shall take place as soon as is convenient following the annual general meeting. The officers hold office until their successors have been appointed.
40. The officers, and such other persons as the directors decide, constitute the Executive Committee.
41. The Vice-Chairperson shall, at the request of the directors, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period as the Chairperson may request the Vice-Chairperson to do so.
42. The secretary of the Association, as elected in article 41, shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned. The treasurer of the Association shall carry out such duties as may be assigned.

## Committees

43. There shall be the following standing committees: Finance, Nominating, Communications, Special Events
44. The Board of Directors appoints the leaders of the committees and defines the duties of the committees.
45. The leaders of the committees are members of the Board of Directors and are charged with recruiting members for their committees from among the members of the Board of Directors as well as the membership at large and give leadership to them.
46. The Board of Directors may appoint and dissolve ad-hoc committees.

## Staffing

47. The Coordinator participates in all general meetings and meetings of the Board of Directors, except when his or her performance and remuneration is discussed. The Coordinator is not included in the quorum, and does not vote or propose motions. The Coordinator attends committee meetings as requested.
48. Other staff members attend Board and committee meetings by invitation.

## Audit of Accounts

49. The members of the Association shall annually, at the Annual General Meeting, engage a chartered accountant for a review of the accounts. On failure of the members to appoint an accountant the directors may do so.
50. The Board of Directors shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and a statement of income and expenditures in the preceding year. The accountant shall prepare a review engagement report.

### Registrar of Joint Stock Companies

51. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, reviewed by the accountant, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
52. The Board of Directors, on behalf of the Association, shall file with the Registrar with its Annual Financial Statement a list of its directors with their civic addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
53. The Board of Directors, on behalf of the Association, shall file with the Registrar a copy in duplicate, signed by two directors, of every special resolution within fourteen days after the resolution is passed.

### By-Laws and Amendments

54. The Association has the power to repeal or amend any of these by-laws by a special resolution.
55. Amendments to be made at a general meeting may be proposed either by resolution of the Board of Directors or by petition of any two members and submitted to the Board not less than sixty (60) days prior to the date of a general meeting. Notice of such petition or resolution shall be mailed to all members no less than thirty (30) days prior to the general meeting at which such proposed amendment or amendments will be voted on.

### Signing Authority

56. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Association by any two of the Chairperson, Secretary, or Treasurer, or otherwise as prescribed by resolution of the Board of Directors.

### Miscellaneous

57. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
58. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Board of Directors, as well as the electronic Register of Members, shall be the responsibility of the Secretary.
59. The custody of financial records are the responsibility of the Treasurer.
60. The books and records of the Association may be inspected by any member at any reasonable time.
61. The borrowing powers of the Association may be exercised by special resolution of the members at a general meeting.
62. In all matters of procedure arising at any meeting not provided for by this document, the question shall be decided by the Chairperson and in making such a ruling, shall base the decision on Robert's Rules of Order.

63. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1 (1) of the Income Tax Act.

#### **E. POLICY ON ACA MEMBERSHIP**

In this document the following shall apply: the term Member shall mean a fully registered member of the society.-Board shall be deemed to mean any duly elected member of the Board or the Coordinator.

##### **Use of Antigonish Culture Alive to disseminate information:**

1. All members have the right to any information distributed by the Board.
2. E-mail is to be used when possible.
3. Members without e-mail should be sent the information by regular mail.
4. Information should be sent out usually on the first day of every calendar month. Any information received by the Board after this date, that is not urgent, shall be held until the following month.
5. Items to be sent out must be factual and not opinions. The discretion of the Board is final.

##### **Antigonish Culture Alive activities and membership:**

1. All activities of Antigonish Culture Alive shall be open and free to all members. The Board may decide to allow non-members to attend and may decide any fee for attendance.
2. When the activity includes works for sale (ex. Gathering of the Arts) invitations for submissions are to be sent, in the first instance, to Members only. A current membership list is to be provided by the Coordinator to the event organizer before invitations are sent.
3. Only when the Board and/or organizer consider that there is insufficient interest from members shall non-members be asked to submit. At that time such non-members must become Members and pay the appropriate fee.
4. The Antigonish Culture Alive digital camera may be borrowed by members for use in the furtherance of their discipline, on the understanding that it will NOT be used by any other member of the family. The borrowing Member must sign the camera out and is responsible for ensuring the camera is returned in perfect condition. Failure to do this will render the member concerned liable for a full replacement. The Camera is to be maintained in a location where it can be reasonably accessible to members for signing out.

##### **Associate Members**

1. Only Associate Members shall be allowed to have inserts in the Newsletter on payment of the appropriate fee.
2. The fee for such insertions should be decided by the weight of the insert.

## F. ACA COMMITTEE TERMS OF REFERENCE

### Executive Committee Roles and Responsibilities

#### Chair

- Is responsible for the integrity of the Board process  
*“The chair is not responsible for the functioning of the organization...the chair is responsible for the functioning of the Board...” Carver p. 144*
- To lead the Board fairly but firmly
- To confront and even to welcome its diversity
- To adhere to agreed-upon rules of Board conduct
- In representing the Board, the chair can only state what the Board has stated unless the Board has specifically granted further authority.
- To prepare agendas for the Board meetings
- To preside over all Board and membership meetings
- To sign appropriate official documents
- Maintain knowledge of current programs and activities
- To preside over all Executive Committee meetings
- Facilitate communication between staff and the Board
- Ensure follow-through on all Board activities
- Assist in the orientation of new Directors

#### Vice-Chair

- Preside over Board meetings in the absence of the Chair
- Become oriented to all the duties and responsibilities of the Chair
- Attend and participate in all Executive meetings
- Assist in the orientation of new Directors

#### Treasurer

- Monitor the receipts of all monies due to and held by the organization
- Ensure all funds are properly disbursed and deposited in a timely manner
- Render monthly, quarterly and annual financial reports of the organization to the Board of Directors
- Oversee the preparation of the annual budget and monitor its implementation
- Oversee the design and implementation of appropriate bookkeeping and accounting systems.
- Sign fiscal forms as needed.
- Attend and participate in Executive meetings
- Attend and participate in fundraising meetings as necessary

#### Secretary

- Is responsible for the integrity of Board documents *“...the secretary need only be compulsive about correctness, accuracy, and appearance. The secretary’s job...will have much to do with the official record of process and actions. He or she certifies the evidence of board action, including board policies and minutes.”* What a board *“says’ includes only those statements passed in an official process. Detailed, narrative minutes (more than what the board officially said) are unnecessary and detract from the board’s “one voice,” ...A record of official motions and members’ statements suffices for minutes in almost any board situation.”* (Carver, p 145)
- Maintain directory of the current membership and Board
- Monitor parliamentary procedure
- Sign official correspondence
- Attend and participate in Executive meetings

#### Past Chair

- Resource for incoming Chair

## **Finance Committee – Terms of Reference**

Committee type: Standing

Chair is the Treasurer: [Kathryn](#) Harnett 902-870-6813

[kathrynharnett@live.ca](mailto:kathrynharnett@live.ca)

Responsible to: Board of Antigonish Culture Alive

### **Purpose/Goals:**

1. Responsible for the creation of the annual budget and budget updates – may delegate authority to Administrative Assistant
2. Liaison with bookkeeper and accountant
3. Financial reporting to board and membership
4. One of the contacts for PayPal and website administration

### **Authority:**

Active agent. Takes action without board approval within the purpose/goals stated in terms of reference and within budget.

### **Timeframes, Reporting and Deadlines:**

- Liaison with committees to determine budget needs Nov, Dec, Budget update Sept, Oct.
- Present annual budget to the board in early January in preparation for January fundraising/grant applications
- Financial reporting to board at regular meetings and the AGM

### **Composition:**

Kathryn Harnett: Chair

### **Staff Support and Other Resources:**

(position and actual type(s) of support provided and time required such as experts, files from previous committees, workshops, office space, money from budget)

- Bookkeeper, Lynn Layes
- Accountant, Judy MacInnis

### **Communication with Board Through: Chair: Kathryn Harnett**

For items that require the board to make a decision send report to Board of Antigonish Culture Alive by month end for next month's meeting.

### **Specific Areas of Responsibility:**

1. Creation of the annual budget with input from committees
2. Supervises bookkeeping
3. Ensures that all government taxes are submitted
4. Ensures that the organization has adequate insurance
5. Liaison with accountant and reviews and reports on financial statements
6. Works with fundraising committee
7. Collects all monies coming into organization and pays bills

## **Communications Committee – Terms of Reference**

Committee Type: Standing  
Chairperson: Ken Kingston  
Responsible to: Board of Antigonish Culture Alive

### **Purpose/Goals:**

- Responsible for the planning, design and implementation of external communications ensuring maximum awareness of
- Antigonish Culture Alive and its activities in the community. This includes all press releases, Print news, E-Bulletin, information
- Brochures and the web site relating to the organization. Any or all responsibility may be delegated to Antigonish Culture Alive
- Coordinator or web site sub-committee, as needed.

### **Authority:**

Active agent. Takes action without board approval within the purpose stated in the terms of reference.

### **Timeframes, Reporting and Deadlines:**

- eBulletin sent to membership
- Print newsletter sent to membership and others twice a year (spring and fall)

### **Composition:**

Ken Kingston, Chair  
Rachel Power, ACA Arts Coordinator  
Anne Louise MacDonald  
Web site sub-committee, Justin Gregg

### **Staff Support & Other Resources:**

- Antigonish Culture Alive Coordinator, social media, eBulletin, lay-out, mailing for print newsletter, press releases, public service
- Announcements

### **Communication with Board Through: Chair: Ken Kingston**

Website committee reports to Chair of Communications Committee who reports on web committee behalf to board

### **Specific Areas of Responsibility:**

1. Review all press releases, posters and web content to ensure adequate awareness of Antigonish Culture Alive
2. Review all press releases, posters, and web content to ensure supporters receive adequate profile
3. Editor of Print Newsletter
4. Creation of brochures

5. Antigonish Art and Leisure articles in Casket
6. Ensure that no inappropriate material is posted on web site, may be delegated to sub-committee

### Events Committee – Terms of Reference

Committee type: Standing  
Chairperson: **needed (past Ruth Young)**  
Responsible to: Board of Antigonish Culture Alive

#### **Purpose/Goals:**

To work through sub-committees to implement programs that support ACA members and increase awareness of the arts and ACA in the community

- Members Shows
  - Tall & Small Café May and November
  - To organize and implement art exhibitions that invite members (in alphabetical order) to participate
- Youth Art
  - To organize and implement a youth art exhibit and Gala
  - To offer awards to young (youth) artists
- Special Events:
  - To implement special exhibitions and events as opportunities arise

#### **Authority:**

Active Agent. Takes action without board approval within the purpose stated in the terms of reference and within the budget. All grant applications to be approved by ACA Board and PR materials approved by ACA Communications committee. Ensure enough lead-time for approvals.

#### **Timeframes, Reporting and Deadlines:**

- Report to board funding requests for upcoming year in Nov, Dec.
- July-operating grant results known, funding and final budget set.
- Report as needed to Antigonish Culture Alive Board. If decision needed send info by month end prior to meeting.
- PR: all pr to be approved by communications committee, send in advance to allow time for approval

#### **Composition:**

Chair: **needed (past Ruth Young)**  
Members Shows (Tall & Small):  
Youth Art Project:

#### **Staff Support and Other Resources:**

Antigonish Culture Alive Arts Coordinator, Rachel Power

#### **Communication with Board Through: Chair: Ruth Young**

Sub-committees report to chair

### Specific Areas of Responsibility:

- Members Shows: ie May and November, Tall & Small, contacting artists in alphabetical order from the membership list, sending our form, ensuring fees are paid, liaison with Tall & Small and artists to organize opening night, assist in hanging show, PR
- Youth Art: contact youth artists through schools or other, send out forms and ensure forms are returned, PR
- General:
  - Promotion of event: NOTE: all pr including web based to be approved by ACA communications committee
  - Record keeping: financial includes receipts, meeting notes, attendance numbers, volunteers, support
  - Implement event
  - Final report

## Fundraising Committee – Terms of Reference

Committee type: Standing  
Chairperson: needed  
Responsible to: Board of Antigonish Culture Alive

### **Purpose/Goals:**

- Responsible for the creation and implementation of fundraising projects
- To increase revenue of Antigonish Culture Alive

### **Authority:**

Active agent. Takes action without board approval within the purpose/goals stated in terms of reference and within budget.

### **Timeframes, Reporting and Deadlines:**

- Liaison with committees to determine budget needs Nov, Dec,
- Present annual fundraising plan and targets to the board in Jan in preparation for Feb fundraising applications
- Report progress updates to board at regular meetings and the AGM

### **Composition:**

Chair: needed  
Committee member: Kathryn Harnett, Treasurer

### **Staff Support and Other Resources:**

- available experts, files from previous committees, workshops, office space, money from budget

### **Communication with Board Through: Chair:**

- For items that require the board to make a decision send report to Board of Antigonish Culture Alive by month end for next month's meeting.

### **Specific Areas of Responsibility:**

1. Creation of the annual fundraising targets and plan
2. Record keeping
3. Implement projects

## **Nominations Committee – Terms of Reference**

Committee type: Standing  
Chairperson: Anne Simpson  
Responsible to: Board of Antigonish Culture Alive

### **Purpose/Goals:**

- Responsible for managing the nominations for awards at AGM and GoArts
- Responsible for managing assuring candidates for new board members are available for the AGM

### **Authority:**

Active agent. Takes action without board approval within the purpose/goals stated in terms of reference and within budget.

### **Timeframes, Reporting and Deadlines:**

- Liaison with membership and board for nominations candidates
- Report progress updates to board at regular meetings and the AGM

### **Composition:**

Chair: Anne Simpson

### **Staff Support and Other Resources:**

### **Communication with Board Through: Chair: Anne Simpson**

- For items that require the board to make a decision send report to Board of ACA for the monthly board meeting

### **Specific Areas of Responsibility:**

1. Creation of the annual fundraising targets and plan
2. Record keeping
3. Implement projects

## GoArts Committee – Terms of Reference

Committee type:	Ad-Hoc
Chairperson:	needed
Responsible to:	Board of Antigonish Culture Alive

### **Purpose/Goals:**

- To hire a GoArts coordinator
- To Hire a summer student for GoArt (shared with Antigonight)
- To plan and implement a two month juried art exhibit at the People’s Place which includes a L’Arche Exhibit, and Youth Art
- Workshops
- Demonstrations
- To increase awareness of the arts and artist in the community and ACA

### **Authority:**

- Active Agent. Takes action without board approval within the purpose stated in the terms of reference and within the budget. All grant
- Applications to be approved by ACA Board and PR materials approved by Communications rep.
- Communications, ensure enough lead-time for approvals.

### **Timeframes, Reporting and Deadlines:**

- Meetings held from Feb or March to August, once or twice a month.
- Feb, March fundraising, July Event, September final report
- July-operating grant results known, funding and final budget set.
- Report as needed to Antigonish Culture Alive Board. If decision needed send info by month end prior to meeting.
- PR: all public relations to be approved by communications committee, send in advance to allow time for approval

### **Composition:**

Chair: NEEDED

### **Staff Support Other Resources:**

- 2017 Coordinator: NOT YET HIRED
- Administrative tasks, creating forms, government
- Fundraising and Public Relations
- Summer Student (shared with Antigonight) administrative tasks, gallery sitting
- Volunteer coordination
- Gathering of the Arts Coordinator oversee student, jurying, demonstrations and workshop organization, and communicates with the Administrative Assistant
- Oversees the hanging and striking of the show and that all artworks are returned to the artists

- Oversees the sales and pick up of artworks
- People's Place Library small office
- Planning Schedule
- Supplies

**Communication with Board Through: Chair: Minoli Amit at regular board meetings**

**Specific Areas of Responsibility:**

1. Fundraising for event with support from coordinator and in conjunction with Antigone committee
2. Planning event (call for submissions, jury, hiring temporary staff)
3. Promotion of event: NOTE: all pr including web based to be approved by ACA communications committee
4. Record keeping: (delegate to staff) financial incl receipts, meeting notes, attendance numbers, volunteers, support
5. Oversee volunteers, summer student and event staff
6. Implement event
7. Final report

## **Antigonight Committee – Terms of Reference**

Committee type: Ad-hoc  
Chairperson: Sarah O’Toole  
Responsible to: Board of Antigonish Culture Alive

### **Purpose/Goals:**

- To plan and implement a two day free evening event that involves artists from unlimited mediums and invites community participation from people of all ages.
- To increase involve the public in the creative process of art marking.
- To support the artists from our community and bring to town
- To collaborate with other arts organizations
- To raise the awareness of ACA in the community

### **Authority:**

Active agent. Takes action without board approval within the purpose/goals stated in terms of reference and within the budget. All grant applications to be approved by Antigonish Culture Alive Board and PR materials to be approved by Antigonish Culture Alive Communications Committee. Ensure enough lead-time for approval.

### **Timeframes, Reporting and Deadlines:**

- Meetings held from Feb to Nov. Can be 2 or more meetings per month.
- Feb – fundraising, Sept – event, Final report 4 weeks following event
- July – operating grant results known, funding and final budget set
- Report to board of Antigonish Culture Alive monthly from Feb to Nov. If decision is needed send by month end prior to meeting
- PR: all pr including web, social media, posters and press releases to be approved by communications committee, send in advance to allow time for approval

### **Composition:**

Chair: Sarah O’Toole  
Artist coordination: As decided by ASAP  
Funding Pending Hired Coordinator: As decided by ASAP  
Safety coordinator: Trish Cameron, Town of Antigonish Rec Director

Venue Coordinator: Ken Kingston  
Vendor Coordinator: Justin Gregg  
Volunteer Coordinators: Rhonda Semple  
Summer Student(s)

### **Staff Support and Other Resources**

- (position and actual type(s) of support provided and time required)

- available experts, files from previous committees, workshops, office space, money from budget
- Antigonish Culture Alive coordinator manages administrative tasks, creating forms, pr, local fundraising, and general event management
- Summer Student(s) administrative tasks, volunteer coordination (shared with GoArts)
- Antigonight dependent of fundraising and grants
- Shared resources for Corporate Fundraising with GoArts
- Fred Alexander of One Stop Entertainment: site sound and lighting

#### **Communication with Board Through:**

Chair: Brenda Brown for items that require the board to make a decision send report to Board of Antigonish Culture Alive by month end for next month's meeting.

#### **Specific Areas of Responsibility:**

1. Fundraising for event with support from coordinator and in conjunction with GoArts
2. Planning event
3. Promotion of event: NOTE: all pr including web based to be approved by ACA communications committee
4. Record Keeping: financial incl receipts, meeting notes, audience numbers, volunteers, support
5. Oversee volunteers, summer student and event staff
6. Implement event
7. Final report

## Small Grants to Emerging Artists Committee – Terms of Reference

Committee type: Ad Hoc  
Chairperson: Anne Simpson  
Responsible to: Board of Antigonish Culture Alive

### **Purpose/Goals:**

- Responsible for managing the process of granting small grants to artists
- To support emerging and established ACA artist financially

### **Authority:**

Active agent. Takes action without board approval within the purpose/goals stated in terms of reference and within budget.

### **Timeframes, Reporting and Deadlines:**

- Report progress updates to board at regular meetings and the AGM

### **Composition:**

Chair: Anne Simpson  
Jury members: **needed**

### **Staff Support and Other Resources:**

- Antigonish Culture Alive Administrative Assistant, Emily Kane

### **Communication with Board Through: Chair: Anne Simpson**

- For items that require the board to make a decision send report to Board of ACA for the monthly board meeting

### **Specific Areas of Responsibility:**

1. Record keeping
2. Implement jury process

## **IV. Reference Section**

### **A. ACA BOARD OF DIRECTORS – JUNE 2017**

**Kathryn Harnett, Treasurer**

**Ken Kingston, Communications, Twitter feeds**

31 Sanderson's Way, RR #4, Antigonish, NS B2G 2L2

Tel: 902 863-6314

Email: [asimpson@stfx.ca](mailto:asimpson@stfx.ca)

**Anne Simpson, Nominations • Small Grants**

31 Sanderson's Way, RR #4, Antigonish, NS B2G 2L2

Tel: (902) 863-6314

Email: [asimpson@stfx.ca](mailto:asimpson@stfx.ca)

### **PAST BOARD MEMBER CONTACT:**

**Minoli Amit, Past GoArts chair**

**Committee Member for GoArts**

2902 Brown's Mountain Rd, Antigonish, NS, B2G 2K9

Tel: (902) 863-4228

Email: [minoliamit@gmail.com](mailto:minoliamit@gmail.com)

**ACA STAFF:**

**Rachel Power, Arts Coordinator**

**eBulletin, Website and online Calendar, Facebook, Twitter**

51 Whidden Street, Antigonish NS

Tel: (902) 870-7143

Email: rachelpower74@yahoo.ca

**GOARTS AND ANTIGONIGHT COORDINATOR 2017**

## Condensed Robert's Rules

1. The quorum (*the attendance needed for board motions to be passed*) is a simple majority of the board members (*the next whole number above 50%*).
2. A motion (*a statement to formalize a decision that the Board approves or rejects*) requires both a mover (*recommending the motion*) and a seconder (*supporting the recommendation*).
3. Debate on an issue should take place after a motion has been moved and seconded (*except in a "Committee of the Whole"*).
4. The mover of a motion may speak to that motion, but may not speak a second time until everyone else who wants to speak has spoken (*unless asked by the Chair to answer a question*).
5. If a member wishes to amend the current motion:
  - A new motion can replace the current one if the mover and seconder agree to the change.
  - If the mover and seconder do not so agree, a motion to amend the current motion can be used as follows:
    - a. The motion for amendment is moved and seconded.
    - b. A vote is taken on this amendment motion.
    - c. A second vote is taken on the current motion, amended or not according to the result of the first vote.
6. Before calling for a vote, the Chair should have the motion stated clearly.
7. A motion is carried (*accepted*) by a simple majority of those present (*the next whole number above 50%*).
8. With a tie, the motion is lost, unless the Chair then votes for it.
9. A "Committee of the Whole" allows free, open debate.
10. The Chair can join in debate by asking someone else to chair.
11. An Executive Director (*ex officio*) doesn't have a vote.
12. Any member with a conflict of interest (*possible personal gain or loss from the result of a vote*) should leave the room during discussion of the item of conflict and not vote.

## Board of Directors Roles & Responsibilities

Board Directors are responsible for ensuring effective and fiscally sound programs and operations. They do this by providing leadership, advice and direction to the staff and volunteers of the organization.

### TERM:

Board members hold office for a three year term, but not for more than two consecutive terms.

### THE BOARD IS EXPECTED TO:

1. Be the linkage to the membership. This includes:
  - Fiduciary responsibilities
  - Guard against undue risk
  - Determine program priorities
  - Direct organizational activity
2. Develop explicit governance policies which include:
  - Goals for the organization
  - Administrative limitations
  - Board-Staff relationship
  - Board process
3. Assure staff performance
4. Prepare for each Board of Directors meeting by reading material distributed prior to the meeting.
5. Attend all regular and special Board meetings and participate in proceedings.
6. Serve on at least one committee and actively participate in meetings of the committee.
7. Maintain knowledge of current programs and staff of the organization.
8. Help to solicit the financial support of others.
9. Share resources and talents with the organization, including expertise, contacts for financial support and contacts for in-kind contributions.
10. Serve as an advocate of the organization.
11. Be accessible to staff and other Board Directors as needed.
12. Contribute a certain amount of time per month to working for the organization.
13. Fulfill commitments with the agreed upon deadlines.
14. Be loyal to the organization.
15. Respect the confidentiality of information given to Board Directors.
16. Take initiative and provide leadership.

## The Legal Responsibilities of Boards

The board of directors of an incorporated non-profit organization is legally responsible for the actions of the organization, including those of its employees and volunteers. The organization may be liable (subject to a penalty) if something goes wrong. The board members themselves may be liable if it can be shown that the board itself was negligent<sup>1</sup>. The board must therefore demonstrate “due diligence”<sup>2</sup> with respect to the following four areas of responsibility<sup>3</sup>:

### 1. FISCAL RESPONSIBILITY

The board must insure that the organization operates in a financially responsible manner. This includes:

- Developing a financial budget and monitoring financial performance relative to that budget
- Avoiding a deficit
- Insuring the collection and remittance of required payroll deductions (income tax, EI and CPP)
- Insuring that none of the resources of the organization is used for the personal gain of officers and directors
- Maintaining financial records

### 2. STATUTORY RESPONSIBILITY

The organization is required to obey all laws relating to individuals and employers. Boards themselves or their primary “agent”, the organization’s executive director, should be familiar with labour standards, human rights and occupational health and safety legislation. Those organizations operating in particular areas would need to be familiar with additional laws and regulations (e.g. environmental protection). Laws also come into play in terms of fundraising practices and acquiring and maintaining non-profit incorporation and charitable status.

### 3. CONTRACTS

The board should have a full understanding of the organization’s major contractual obligations, especially to funders, and monitor the organization’s compliance with them.

### 4. STANDARD OF CARE

The board must insure that practices are in place to reduce the risk of harm to its employees, volunteers and clients.

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1 The Legal Responsibilities of Boards  
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The above information is not a substitute for legal advice specific to one’s own organization

## Due Diligence Safeguards

### 1. BOARD EDUCATION

The Board must have some understanding of how to interpret the organization's financial statements, the kind of policies (directions to staff) it requires, and how to assess the level of risks<sup>(4)</sup> the organization faces in its day-to-day activities.

### 2. BY-LAWS AND POLICIES

The board must insure that it follows the *by-laws* with which it was incorporated (or change them) and direct operations by setting *policies* that give directions on how the organizations will conduct itself in regard to:

- Financial management practices
- Human resource or personnel management practices
- Personnel safety and client care practices

### 3. MONITORING OF PERFORMANCE:

While boards struggle with balancing their attention between the competing demands of internal operations and external and strategic issues, on a regular and consistent basis, they must spend time monitoring what the organization is doing.

Monitoring primarily involves:

- The regular review of income and expenditures (actual compared to budget)
- An annual review or independent audit of financial results (financial statements)
- Reviewing reports on activities (e.g. the monthly executive director's report)
- Monitoring the implementation of key policies (e.g. part of the evaluation of the executive director)

Evidence of the board of directors monitoring work is the **minutes** of its meetings. While minutes need not be extremely detailed, they must be complete and maintained in a safe place.

### 4. ADEQUATE INSURANCE

Insurance should be considered the last line of defence in risk management. Most organizations require:

- General liability insurance
- Motor vehicle public liability insurance (if they own/lease and operate one or more vehicles)
- Accident, fire, theft insurance

Where the risk to individuals is judged to be high (standards of care), organizations may want to obtain:

- Directors' and officers' liability insurance<sup>(5)</sup>

1) Negligence refers to the *failure* to do something a reasonable and prudent person would do or *doing* something a reasonable or prudent person would not do in the circumstances. While it is

extremely rare in Canada for a volunteer board to be sued, and rarer still that it is found to be liable (i.e. successfully sued), the possibility exists.

2) Due diligence refers to the degree of oversight, attentiveness or vigilance that would be expected from a reasonable and prudent person. Due diligence with respect to monitoring operations does not imply that a board needs to constantly delve into details, sometimes referred to as “micro managing”.

3) Legal responsibilities as used here equate with the possibility of liability. Accountability is a somewhat different area of responsibility which has more to do with the organization’s ethical or moral obligations to its members, its funders and the community.

4) Organizations in the health and human services sector, particularly those with the responsibility for the care of dependent individuals, often undertake a formal “risk management” process to determine what safeguards should be put in place.

5) Such insurance should pay the organization’s legal costs as well as compensation in the unlikely event the board is

## Board Member Self-Evaluation Tool

Circle the score which best represents how well you fulfill your duties as a director.  
(1 = not well; 5 = very well)

I understand and committed to the organization’s vision and mission	1	2	3	4	5
I am familiar with and understand all policies and procedures	1	2	3	4	5
I respect conflict of interest, the code of conduct and board confidentiality	1	2	3	4	5
I am familiar with the organization’s programs and services	1	2	3	4	5
I attend all board and committee meetings as required	1	2	3	4	5
I review the meeting agenda and supporting materials prior to each board and committee meeting	1	2	3	4	5
I serve on committees or task forces and offer to take on special assignments	1	2	3	4	5
I attend organization functions such as special events	1	2	3	4	5
I refrain from making special requests of the staff	1	2	3	4	5
I inform others about the organization	1	2	3	4	5
I suggest possible nominees to the board who can make significant contributions to the work of the board and the organization	1	2	3	4	5
I keep up-to-date on developments in the organization's field	1	2	3	4	5
I make a personal financial contribution to the organization	1	2	3	4	5
I understand my fiduciary responsibility and am diligent in fulfilling my role as a director	1	2	3	4	5
Total score					



# ACA Board Member Contract

## Mission

Antigonish Culture Alive (ACA) is an organization dedicated to enhanced and sustained artistic and cultural life in this region.

## Mandate

To create opportunities for cultural development

## Objectives

- To raise awareness of arts and culture
- To promote excellence among practitioners
- To provide encouragement to artists, young and old
- To disseminate ideas and information to members
- To create learning opportunities

## Scope of Activities

Antigonish Culture Alive (formerly GAPACC) was established in 1998. With a part-time administrative assistant and an active board of directors the organization has been remarkably successful in serving the artistic and cultural interests of the people in our region.

Antigonish Culture Alive's main events are Gathering of the Arts (GoArts) and Antigonight and have their own coordinators and committees.

The Exhibit Committee's art in unusual places supports a variety of artistic experiences, most recently the highly successful Antigonight. Through the Emerging Artist program we support a wide range of disciplines including book and CD launches, concerts, film festivals, art related forums and public readings. Our communications programs include an e-bulletin, newsletters and website.

## Geographic Area Served:

We serve the area of Antigonish County.

## Board members are accountable to:

1. Our members-individuals, groups or organizations that have an ownership interest in the organization.
2. Our funders - those who have contributed money or services to advance our mission.
3. Our stakeholders-others that support our purpose but do not hold ownership in the organization.

## We offer to our board members:

The opportunity to use talents on one of our active committees  
Interesting challenges and learning experiences.

A feeling of worth and pride in serving our mission.  
Friendship, enjoyment and recognition.

We recognize the work of our board through letters of thanks, social occasions, public newsletters and new opportunities.

**Any of the following are assets in new board members:**

Accountancy  
Commitment to our mission  
Community visibility  
Demonstrated leadership  
Exhibition experience  
Fundraising  
Marketing  
Networking  
Past experience on our board or other boards  
Volunteer management  
Volunteer service in our organization  
Website experience

**Directors are expected to:**

- Be committed to, speak enthusiastically in the community about and advocate for our mission.
- Bring credibility and good will through transparency, honesty, caring and fairness
- Share ideas, talent and specialized knowledge.
- Be an honest, enthusiastic, open-minded and responsible team player.
- Have a sense of humour.
- Be prepared to learn.
- Maintain a respectful working relationship with other board members, staff, volunteers and stakeholders.
- Respect every minority and diversity
- Serve a 3 year term.
- Read and understand the board member contract and governance manual.
- Contribute between 5 and 10 hours per month, depending upon responsibilities.
- Attend all board meetings on time and:
  - read all material distributed before the meetings.
  - understand the financial reports.
  - respect the discipline of the meeting chair.
  - ask questions, speaking with brevity.
  - listen to others, respecting diverse and opposing viewpoints.
  - accept and support majority decisions.
  - insure that the board fulfills its obligations responsibly and transparently.

- Participate in at least one board committee.
- Be prepared to serve as a board officer when asked.
- Volunteer, raise funds and donate.
- Know the legal responsibilities of board membership.
- Understand and conform to board policies and by-laws.
- Not act outside personal authority granted by the board.
- Report to the board and conflict of interest.
- Not use board membership for personal profit, even after leaving.
- Maintain public confidentiality (leaving the Chair to comment).
- Complete and task accepted on time.
- Be reachable through email.

**A new member can choose to serve on any of the following committees:**

	<b>Function</b>	<b>Qualifications needed</b>
<b>Fundraising Committee</b>	Responsible for the creation and implementation of fundraising projects.	Fundraising experience or interest, financial background,
<b>Communications Committee</b>	Responsible supporting and working with the Administrative Assistant and other committees in the planning of external communications.	Writing skills, public relations, press release
<b>Communications Sub-Committee Website and Graphic Design</b>	Responsible for working with the Administrative Assistant and other committees in maintaining the ACA website, and Facebook and designing material.	Writing skills, graphic design skills, website experience
<b>GoArts Gathering of the Arts (since 1988)</b>	Responsible to plan and implement an annual juried art exhibit including activities	Fundraising skills, organization skill, volunteer experience, exhibit experience
<b>Antigonight (since 2010)</b>	Responsible to plan and implement a one or two night event that involves artists from unlimited mediums and invites community participation.	Fundraising skills, organization skill, volunteer experience, event coordination
<b>Small Grants for Emerging Artists</b>		
<b>Nominations and Awards</b>		

**Events Committee:  
Members Shows incl.  
Tall & Small**      Responsible for the management of  
a program to support younger  
artists

**Events Committee:  
Youth Art**      Responsible for the management of      Organization skills  
a program to support younger  
artists

**Events Committee:  
Special Events  
workshops etc.**

**Special Projects  
ie. Grant Writing**

#### **Board Calendar**

- Board meetings are held the 3rd Tuesday of every month except July and August.
- The annual general meeting is held in June
- Summer student grant applications are submitted between Dec. 1-Jan. 1 annually through the NS Skills program and Canada Summer Jobs. Apply online.
- Heritage Canada funding for Antigonight – Building Communities Through Arts & Heritage program is normally due end of January. Apply online.
- Our major operating grant application is due Feb 15th annually.
- Municipal community grants deadline is usually mid to late February
- Our fiscal year runs from April 1st to March 31st.
- Our membership is open to anyone who registers..
- Gathering of the Arts coincides with the Highland Games and is held every year in July for one to two weeks.
- Antigonight is planned for September and must take place over more than two evenings. Does not need to be consecutive evenings as long as less than 28 days apart.
- Fundraising is a year round activity with our main source of fundraising being the selling of artists' cards featuring the work of our members.

#### **Director protection**

We provide a safe and supportive environment. We keep good records, carry insurance, hold annual general meetings where we present a review engagement financial report from our accountant and have a system in place to ensure that all payments are made when due.

We jointly agree to this informal contract between board and board member:

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Chair

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Board Member

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Date