

**Brant Historical Society
Board of Directors Meeting
March 8, 2018**

Brant Museum and Archives, 57 Charlotte St., Brantford
Meeting Minutes

Present: Tim Philp (Chair), Willy Hilgendag, Doug Summerhayes, Bill Hanna (Treasurer), Annette Minutillo (Secretary)

Regrets: John Anderson

Absent: Michael St. Amant (Past President)

Staff: no staff present

1. Meeting called to order at 7:00 pm.
2. Tim Philp presented John Anderson for nomination to the Board.

Moved by Bill Hanna and seconded by Willy Hilgendag that the appointment of John Anderson to the Board of Directors to complete Zig Misiak's term be approved.

Carried unanimously

3. **Approval of the Agenda**

Moved by Doug Summerhayes and seconded by Bill Hanna that the Agenda for the Meeting be approved.

Carried unanimously

4. **Approval of the Minutes** of the November 28, 2017 and January 30, 2018 meeting (sent previously).

Moved by Bill Hanna and seconded by Willy Hilgendag that the Minutes of the November 28, 2017 and January 30, 2018 meetings be approved.

Carried unanimously

5. **Executive Director's Report** - Tim Philp

Tim reported that he is in the process of interviewing staff regarding their understanding of their job descriptions and responsibilities. Once concluded, the Board will be able to identify how responsibilities should/could be altered or improved. It is the Board's intent to address staffing this year as a priority.

The Board also discussed the need for a formal exhibit plan and how that might be achieved, discussing staff strengths and expertise.

It was also identified that the Board Secretary should be managing the Membership Lists.

ACTION: Annette will get the current membership lists from Jason and Nathan.

Tim shared the details of the Letter of Agreement: Supplemental to the Management Agreement between the Museum and the National Trust, which extends the current agreement to the end of December 2018, gives the NT the right to host their own events at Myrtleville with 15 days' notice and without inconvenience to BHS, and requests that the NT be named as a co-insured under our insurance policy.

**Moved by Bill Hanna and seconded by Willy Hilgendag that the Letter of Agreement be signed.
Carried unanimously**

**Moved by Doug and seconded by Willy Hilgendag that the Executive Director's Report be received.
Carried unanimously**

6. **Treasurer's Report** - Bill circulated Financials and Budget spreadsheet at the meeting.

a. Financial Statements for 2017 and January 2018:

Bill reported that the results for 2017, subject to auditor's changes, resulted in a \$35,808 loss and improvement over the previous year by \$35.

We had budgeted for a small, almost breakeven, profit. However the decision to close the museum and establish an effective new home for the Society and Museum changed all the assumptions in the budget. Profit centres based out of Charlotte St were particularly hard hit. Net revenues fell \$20,000 short, partly as a result of this. On the other side, educational and camp programs performed magnificently and exceeded budget (which was aggressive).

Expenses for re-examination and reentry required for much of the inventory program, coupled with renovations to the Charlotte St premises including new furnaces, were expensive and beyond budget. When the rooms were cleared, notably on the second floor, it was clear that considerable damage has occurred through neglect. Through the very wonderful effort of our staff and volunteers much of this was fixed. In addition our dangerous front walk had to be replaced. Happily most of this was covered by a grant.

It became clear that our computer/server system was compromised and failing fast, and had to be replaced immediately, otherwise the massive investments that been made in collection management through the inventory project would have been totally lost.

Additional costs were incurred in temporary storage places to accommodate the shifting around of the collections. In reopening, six galleries were brought into the 21st century with new digital displays, which were also additional budget items. We were fortunate as well to have summer student staff to help us through this intense and difficult period.

Overall for January 2018 we had a loss of \$6500 for the month. Our revenues were up over last year to \$10,500 but our expenses climbed to \$17,000. Most of this was due to overlapping staffing as Sarah Thomas prepared for maternity leave and Esther's transition into Sarah's role. We are very fortunate to have someone like Esther to step into a position so important to our profitability.

On the revenue side, the educational programs came in at nearly \$4000. We also received a foundation grant for renovations for \$6000. We netted nearly \$338 all of which belong to the gift store for the previous December but booked in January because of credit card arrangements.

b. Bill then presented the budgets for 2018 and 2019. They reflect the massive change made possible by the closing and refurbishment and reorganization of the collection at Charlotte St. This is now an effective home for operations and one that if used properly can spring the museum into profitability. The budget indicates the potential for this but urgent planning and execution of revenue producing projects must have the highest priority if this budget is to be achieved.

In addition we are putting pressure on every grant sector to advance grants to us more quickly and we are not accepting any more .50¢ grants but insisting on 100%. Otherwise we cannot proceed with those grants unless we can find a matching one from elsewhere to bring it to 100% - something we are doing with two of the grants we now have.

One of the major assumptions in the budget is that if something is not going to generate profit it cannot be allowed on the budget. We have to demonstrate financial stability and success to attract more private and public support which we urgently need. All our profit centres have to operate at full capacity and our fundraising efforts must be re-doubled. Again, interaction with the municipal, provincial and federal governments is an imperative to raise. As the previous president pointed out, the city only offers 20% to cultural institutions in comparison to 50% for most other Ontario institutions.

On the expense side, significant progress last year was instrumental in reducing some of the structural cost factors such as accounting fees and facility costs. More work needs to be done on this and much tighter budgeting needs to be done in the administration sector.

Bill concluded that we are forecasting a profit of \$46,906 or 18% for the year 2018 and \$62,320 or 21.2% for 2019.

- c. Bill also provided a cash flow analysis for 2018, broken down month by month.

**Moved by Annette Minutillo and seconded by Doug that the Treasurer's Report be approved.
Carried unanimously**

7. **Member Event Planning Committee** – Meeting Minutes from September 20, 2017, November 22, 2017, January 24, 2018 and February 21, 2018 were circulated prior to the meeting and were received by the Board.

ACTION: Annette will approach Brian Moore regarding how the Board Secretary can support the Events Committee activities through the membership lists.

8. **Business arising from the Meeting of January 30, 2018**

- a. By-Law Changes - The proposed changes to the Bylaws were circulated by email to the Board for approval.

**Moved by Bill Hanna and seconded by Doug Summerhayes that the Email vote of February 26, 2017 to present the By-Law Changes as proposed be ratified.
Carried unanimously**

The changes have now been mailed and emailed to the membership for their review before the AGM. It was noted that it will require 2/3 of the members present at the AGM to approve the By-Law changes.

9. **Board Members:**

- a. The addition of John Anderson fulfills the By-Law requirements to hold an AGM (i.e. 6 Board Members). Both Lloyd St. Amand and Kristin Pass have declined joining the

Board at this time. A special request is being extended via email to the membership to consider taking on a Board role.

- b. The Skill Set Review will be postponed as it would be most effective if done by the new Board after the AGM.

10. New Business:

- a. AGM Preparation - A draft agenda was circulated and responsibilities were assigned; Tim will make President's Report, Bill will make the Treasurer's Report, Annette will take Minutes, and Willy will do Board Nominations. Michael will speak as Chair of the Endowment Committee. Tim noted that the audited statements will be ready and the Annual Report in in process with Octopus Red.

11. No Announcements

Next Meeting: March 27, 2018
March 28, 2018 AGM

Annette moved that the **Meeting be adjourned** at 8:20 pm

TP/am