



Eastern Edge Art Gallery Inc.

Board of Directors Governance Manual

Approved by the Board of Directors April 13, 2023

Eastern Edge Board of Directors Manual

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1. History of the organization

(to be inserted)

2. Constitution and By-laws for Eastern Edge Art Gallery

1. The name of the artist-run organization is **EASTERN EDGE ART GALLERY**. Any profits or other accretions to the organization shall be used in promoting its objectives.
2. **EASTERN EDGE ART GALLERY** shall be located in the city of St. John's in the province of Newfoundland.
3. **EASTERN EDGE ART GALLERY** shall not practice discrimination in any of its activities or membership requirements on the basis of gender, race, age, language, national origin or religion.
4. Objectives
 - a) To increase public awareness, understanding of and access to contemporary visual art forms.
 - b) To encourage communication among artists and between artists and the wider community.
 - c) To encourage interaction among artists working in various disciplines.
 - d) To strengthen the position of the contemporary arts in St. John's, in the province of Newfoundland and Labrador and in the Atlantic region and throughout Canada.
5. MEANS OF REALIZING OBJECTIVES
 - a) To operate a public, non-profit, artist-run gallery space where artists might
 - i. organize and present to the public, exhibitions, performances and other events.
 - ii. access resource materials such as books and periodicals;
 - iii. obtain and exchange information;
 - iv. share equipment.
 - b) To bring in visiting artists.
 - c) To initiate and participate in exchange exhibitions with other galleries and organizations.
 - d) To actively participate in communication networks relevant to the objectives of **EASTERN EDGE ART GALLERY**.
 - e) To document exhibitions, activities and performances of **EASTERN EDGE ART GALLERY** and provide public access to such documentation.
6. **MEMBERSHIP**

There shall be three categories of membership. The annual membership fees for each

category shall be established by the voting members.

- a. Full membership limited to professionals in the arts. This is the only category with voting privileges.
- b. Student membership: This category includes full participation in all discussions and activities but does not include voting privileges.
- c. Associate membership: Available to all interested members of the community. Full participation in all discussions and activities, but does not include voting privileges unless serving on the Board.

7. GENERAL MEETINGS

- a. There shall be at least one general meeting per year.
- b. Additional general meetings shall be held at the written request, directed to the Board, of nine members (a minimum of six full members and a maximum of three associate members).
- c. Two weeks prior notice in writing shall be given of all general meetings including an agenda and any proposed amendments to the Constitution.
- d. A quorum at a general meeting shall consist of not less than nine (full) voting members.
- e. A general meeting may be called at the discretion of the Chair of the Board.

8. THE BOARD OF DIRECTORS

- a. *The Board shall consist of a maximum of nine members, elected by the voting membership at a general meeting of **EASTERN EDGE ART GALLERY** for renewable terms of two years.*
- b. *These two year terms shall be staggered in such a way that no more than two-thirds of the Board shall be elected as new members in a given year. (This ensures that continuity of operation will be achieved by experienced members serving with newly elected members.)*
- c. *A quorum of the Board shall consist of two-thirds of its members.*
- d. *A minimum of two-thirds of the members of the Board (six members shall be full members of **EASTERN EDGE ART GALLERY**. The remaining one-third (three members) shall be either full or associate members of **EASTERN EDGE ART GALLERY**.)*
- e. *Election of the Board shall take place by secret ballot at an annual general meeting of **EASTERN EDGE ART GALLERY**.*
- f. *Nomination of the Board shall be made in writing to the Executive, in response to a proclaimed notice to members and by public notice, by the deadline indicated at the time.*
- g. *In the event of a vacancy(s) on the Board, the Board shall have the power to appoint a member(s) until the next election.*

9. THE EXECUTIVE

The Board shall include among its members at all times an Executive.

The Executive shall be composed of the following four positions.

- i. Chair: The Chair leads regular meetings of the Board; develops the agenda for

regular meetings in consultation with Board members, gallery members and staff; represents EASTERN EDGE ART GALLERY to the public and other organizations;

ii. Treasurer: holds cheque signing authority for the organization; prepares budgets; provides budgets; provides a report of the financial position of **EASTERN EDGE ART GALLERY** at the general meeting.

iii. Vice-Chair: fulfills the role and responsibilities of the Chair in his/her absence;

iv. Secretary: records and maintains a record of the decisions taken at general and regular meetings; ensures copies of minutes of meetings are provided to the Board in a timely manner;

- a. At the first regular meeting following a general meeting, the Board shall select from among its membership four volunteers to fill the Executive.
- b. In the event of a resignation from the Executive a new Board member will be selected to fulfill those duties at the next regular Board meeting.

10. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- a. The Board is responsible for the administration of the affairs of **EASTERN EDGE ART GALLERY**, and ensures that the objectives of **EASTERN EDGE ART GALLERY** are met.
- b. The Board shall obtain funds for the operation of **EASTERN EDGE ART GALLERY**
- c. The Board shall meet at regular intervals for the purpose of conducting operations of **EASTERN EDGE ART GALLERY** and overseeing the activities of any **EASTERN EDGE ART GALLERY** employees.
- d. The Board shall initiate or select exhibitions and other events organized by **EASTERN EDGE ART GALLERY**, or delegate this responsibility as they see fit.

11. COMMITTEES

To facilitate the smooth functioning and broadly based participation of the community in **EASTERN EDGE ART GALLERY** the Board shall establish standing and/or ad hoc committees as it deems necessary and these shall include the following.

- a. Programming committee: shall be chaired by the Programming Coordinator or an individual designated by the Board; shall select exhibitions through public submission and special request to show at **EASTERN EDGE ART GALLERY**; members of this committee shall be appointed at the discretion of the Board in consultation with the committee chair;

12. EASTERN EDGE ART GALLERY EMPLOYEES

The work and responsibilities of the employees of **EASTERN EDGE ART GALLERY** shall be defined by the Board.

13. CONTRACTS

Any and all deeds, documents, instruments and writings signed for, on behalf of, and in the name of **EASTERN EDGE ART GALLERY** by an employee, (other than expenditures

within the approved budget) shall be approved by the Board. No officer, agent, employee or member shall have the power to bind **EASTERN EDGE ART GALLERY** by a contract or engagement or to pledge its credit. The Chair, Board, and individual members of **EASTERN EDGE ART GALLERY** shall not be personally liable for debts or obligations incurred by **EASTERN EDGE ART GALLERY**.

14. FISCAL YEAR

This Fiscal Year of **EASTERN EDGE ART GALLERY** shall begin on April 1 and end on March 31

15. ARCHIVES

Archives of Eastern Edge Art Gallery Inc. are deposited on a bi-annual basis with the Performing Arts Collection, QEII Library, and Memorial University of Newfoundland, to be preserved and made accessible for research. Any recent records necessary for gallery operations will be kept at Eastern Edge.

16. DISSOLUTION

In the event of the dissolution of **EASTERN EDGE ART GALLERY**, all assets shall be distributed by decision of the Board to other non-profit organizations.

Dated: August 29, 1991

Amended: January 24, 1995; December 1996; October 27, 2002; October 27, 2007, November 19, 2013

3. Board Governance Manual

3.1 Short Title

This policy may be referred to as the Governance Manual. **Eastern Edge Art Gallery Inc** is most commonly known as **Eastern Edge** or **Eastern Edge Artist-Run Centre**.

3.2 General Terms, Conditions and Responsibilities

The Board of Directors for any non-profit is essentially responsible for three key activities:

1. **Governance:** The Board develops policies that give overall direction to the organization.
2. **Management:** The Board takes actions and makes decisions to ensure that there are sufficient and appropriate human and financial resources for the organization to accomplish its work.
3. **Operations:** The Board ensures that the activities of the organization are designed and delivered so that the approved services and programs of the organization are effectively and efficiently provided.

For a Board to be effective each member of the Board is responsible for doing the following:

- Acting in the best interests of the organization
- Understanding the roles and responsibilities of being a Board member
- Being familiar with the organization's bylaws, policies and procedures, financial position, strategic plan, mission and vision, etc.
- Ensuring they avoid any conflict of interest and working in the best interest of the organization not in self-interest or the interest of another individual and or a stakeholder group
- Respecting confidentiality policies that pertain to membership and Board discussions
- Keeping informed about the organization's financial activity and legal obligations
- Bringing their own skills, experience and knowledge to the organization
- Attending Board meetings regularly and arriving prepared for meetings
- Supporting Board decisions once they have been voted on and approved

3.3 Key Responsibilities of a Not-for profit Board of Directors

- 1) The core responsibility for the Board is to ensure everyone connected either directly or indirectly with the organization understands the reasons for the organization existing. In other words, the Board should ensure there is a clear (and updated) Vision and Mission statement that states the mission and purpose of the organization and that it clearly explains what makes the organization distinct and special. The statement should present a compelling reason for individuals, funders, members and donors to support the organization.
- 2) One of the most significant responsibilities of a Board and the one that will have the greatest impact on the organization is the selection, performance management and support of the Executive Director. Prior to a search process, the Board should review the organization's strengths, needs, priorities, and preferred leadership skills and style. The Board should establish clear objectives and expectations for the performance and determine adequate compensation and employment terms. The Board should prepare a comprehensive job description and determine evaluation measurements.
- 3) Additionally, the Board needs to provide the support and resources the Executive Director requires to succeed. Although this often is provided through regular contact by the executive of the Board (usually the Chair and Treasurer), it requires the full support and guidance of the Board. The Executive Director needs to receive frequent and constructive feedback and feel they can come to the Board with concerns, recommendations, or ideas and be received in a sensitive and supportive manner. The Board (usually completed by a small committee of the Board but with input from the full Board) conducts an annual performance management evaluation process with the Executive Director. (This should be described in detail in the Human Resources Policy.)
- 4) The Board is ultimately responsible for planning within the organization. However, planning occurs at various levels within any organization depending on size of staff and expertise of the Board. Planning covers a spectrum of levels:
 - a. Operational – day-to-day (generally left to the Executive Director with staff as a team)
 - b. Short-term – ad hoc or special priority (Often some or all the Board with Executive Director and one or two key staff)
 - c. Annual – operational overall planning (Drafted by Executive Director, reviewed by Board executive, presented and approved by full Board)
 - d. Strategic or Long term – usually completed every 3 to 5 years but reviewed annually the comprehensive forward-looking strategic plan (Drafted in part by Executive Director but with significant input from full Board, requires full Board approval)
- 5) The Board is also responsible for ensuring the organization has adequate human and financial resources. Even if the activities of fundraising have been delegated to a

staff member or outsourced to an external professional fundraiser, the ultimate responsibility to ensure adequate resources belongs to the Board. Some Boards have expectations that Board members should personally contribute to the organization. This often is provided through additional volunteer time given by the Board member to support various organizational activities but can, of course, include financial contributions. Although responsibility for the supervision of staff is often delegated to the Executive Director, the Board is still ultimately responsible for ensuring that the appropriate staffing and team are in place to meet the needs of the organization. There needs to be a careful balance of skills and level of talent working so long as they are hired within the available budget.

- 6) Managing resources effectively is a fundamental responsibility of the Board. No matter the structure of the organization (committee, staffing, outsourcing,...) the Board is ultimately the “trustee” both legally and fiscally for the organization. This responsibility is primarily fulfilled through the review and approval of the annual budget as well as providing all signatures (approvals) for all legal or financial documents signed on behalf of the organization (proposals for funding, employment contracts, service agreements, capital projects,...). In particular, the approval of the budget is a full Board responsibility and should be approved during a full Board meeting. The finance policy for the organization should detail all approval and signature requirements. Additionally, it is the Board’s responsibility to regularly monitor expenditures against the approved budget throughout the year.
- 7) Determining and monitoring programs and services is also the responsibility of the Board. This begins with determining if a current or proposed program or service aligns with the organization’s mission and purpose, and this sometimes requires the Board to decide among competing priorities. It is important to remember that financial and programming decisions cannot be made independently, which means that there needs to be a balance of agenda items for Board meetings whereby both programs, services and financials are reviewed and discussed.
- 8) Enhancing the organization’s public image is a part of the Board’s role and provides a link between staff, volunteers, members, stakeholders and funders with the general public. Having a comprehensive communications and public relations strategy is critical for any organization hoping to ensure a good public image. It can also create and maintain awareness of and participation in the organization’s programs and services. The Board needs to approve the strategy and select the organization’s official spokesperson. (The individual may change depending on the topic)
- 9) One of the indicators of an effective and well-governed organization is to avoid the Board having to arbitrate personnel or human resources issues. A well-developed and comprehensive Human Resources policy and an effective and well-trained Human Resources Committee is essential. Only when the HR Committee is unable to address a particular matter should the full Board be brought in to resolve a personnel matter.

- 10) Finally, a Board should every year or two conduct a substantive review of their own performance. This is often conducted prior to a full strategic planning process to ensure the Board is prepared and actually working toward the fulfilment of the organization's vision, mission and purpose. To determine if the Board has been making decisions and managing their responsibilities as outlined above.

3.4 General Expectations for members of the Eastern Edge Board of Directors:

- Directors will attend the Board meetings each month and come prepared and able to contribute to the discussion and decision-making process (having read all the previously circulated documents).
- The once monthly Board meetings generally last approximately one hour, with a meeting schedule set at the beginning of the year. Occasionally there may be a longer meeting as required to complete some Board business. The scheduling of a longer meeting would occur at a time that is acceptable to the majority of the Board members.
- Board meetings generally are held in person but may also be held virtually. Generally, motions and votes of the Board will occur during a regular Board meeting, however, under special circumstances, a motion may be posed via email, and Board members can vote electronically. If a Director does not vote on such a motion, the absence of a vote will be considered in support, and a yes recorded for the proposed electronic vote.
- A member that misses more than 2 meetings in a row and more than 3 during a year (without prior notice of any extenuating circumstances) may be asked, by a vote of the full Board, to resign from their position on the Board.
- Directors are asked to provide, on average 5 hours of volunteer time a month to the organization. This includes time to prepare and participate in Board and committee meetings as well as time volunteering for events and activities.
- Directors are encouraged to serve on at least one of the committees of the Board or organization. Often the Board member will serve as the Chair of the committee. As Chair of a committee, the Board member can then report on the activities of the committee to the Board.
- The term of office for Directors is 2 years which can be renewed up to 3 terms (or a total of 6 years).
- By accepting to serve on the Board of Directors for Eastern Edge, the terms and conditions of Good Governance require that they will continue to adhere to the policies of the organization not only while in office but after leaving the Board of the organization.

4. Code of Conduct, Conflict of Interest

Eastern Edge, as a non-profit registered charity, is committed to exhibiting contemporary Canadian and international art, as well as encouraging dedicated and rigorous activity locally. In providing an alternative venue where artists have greater control over how their work is represented, Eastern Edge facilitates critical dialogue concerning issues in contemporary art and society, actively encouraging emerging and established artists whose work speaks to feminist, multicultural, queer, and other diverse perspectives. Eastern Edge aims to provide a supportive space to develop skills, share information and resources, foster community and create a meaningful context for artistic activity.

As a registered Non-Share Corporation under the Newfoundland and Labrador Corporations Act and as a Registered Charity under the Income Tax Act of Canada, Eastern Edge is bound by those Acts and their governing regulations.

The Organization as such has implemented customized policies and procedures to guide the organization, its staff and volunteers in support of achieving its purpose and protecting the interests of the organization and its members.

A member of the Board of Directors who is also a full member of Eastern Edge may participate in and receive the benefits of membership. A member of the Board may submit an application to a Programming Committee for consideration for participating in one of the organization's programs. However, the Director must declare their conflict of interest to the Board regarding the application and be recused during all decision making by the Program Committee and the Board. The members of the Program Committees must likewise declare any real or potential conflict of interest and be recused from all decision making.

As a Charitable organization, a Director of the Board cannot receive any compensation or personal benefit from the organization for performing their duties as a Director. In other words, the Board of Directors shall not receive any pay or financial reward or in any manner profit from being a member of the Board for the organization. As a CARFAC member organization, anyone selected for and participating in an organization program will receive CAFAC rate payments (artist fees), these fees are not considered payment to Directors for conducting Board business, rather they are considered part of the programming member benefits.

4.1 Code of Conduct

While the Code of Conduct may not cover every situation, it will serve as a guide to the general conduct which is expected of all members of the Board of Directors.

1. Directors shall conduct themselves, while on duty and in public, in a manner that will be a credit to themselves and the organization.
2. Directors shall adhere to all approved policies and procedures of the organization.
3. Directors shall use information obtained while on the Board for its intended purpose and protect the privacy and confidentiality of the organization, staff, members, funders and stakeholders.

4. Directors shall act with honesty and integrity toward the other members of the Board, the staff, other volunteers and external parties.
5. Directors shall come to Board meetings prepared and willing to offer, wherever appropriate, to assist in the work and activities of the organization.
6. Directors shall not engage in public criticism of the Board, the staff and or the organization.
7. Directors shall not participate in or allow any behaviour that is intended to degrade, humiliate, intimidate or cause fear to any person either within or interacting with the organization.

4.2 Conflict of Interest

A Conflict of Interest is a situation in which an individual is faced with competing interests or loyalties. A conflict of interest occurs when an individual acts to benefit their own interests or loyalties.

A conflict of interest is any situation where:

- *An individual's personal interests or those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest, or a person to whom you owe an obligation could influence your decisions and impair your ability to:*
 - *Act in the organizations best interest or*
 - *Represent the organization fairly, impartially and without bias.*

The general principles to protecting against a conflict of interest and unless authorized by the Board or by a person designated by the Board, you may not:

- *Act on behalf of the organization, or deal with the organization in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor*
- *Use your position, office or affiliation with the organization to pursue or advance your personal interests or those of a person as described above.*

Additional descriptions:

- The “appearance of a conflict of interest” occurs when a reasonably well informed person could have a perception that they are making decisions on behalf of the organization that promote their personal interests or those of a person described above;
- As a Director, they must immediately disclose a conflict of interest in writing to the Board of Directors. It is important to make the disclosure when the conflict first becomes known. If they do not become aware of the conflict until after a transaction is concluded, nevertheless they must still make the disclosure immediately known.
- If they are in doubt about whether they are or may be in a conflict of interest, they must request the advice of the Board or a person the Board designates.

When a real or perceived conflict is identified, the following actions shall be taken:

- The Chair of the Board shall submit the disclosure of the conflict of interest for discussion and decision by the Board; the Chair may or may not ask the Director in conflict to participate in a discussion by the Board to determine the action. The decision by the Board is final.

- The decision by the Board may be to invite the Director to attend the section of the meeting where the topic of potential conflict is discussed but not be allowed to vote on the decision, or the Director in conflict may be asked to leave the meeting entirely.
- To make a decision on the conflict of interest, the Board may use a secret ballot to decide on the outcome.
- The decision of the Board must be agreed by a majority vote.
- The official minutes of the meeting must record the potential conflict of interest and how the Board has decided it shall be avoided and/or dealt with.
- When there is a failure to agree on whether a conflict of interest exists and/or on how it is to be managed, the Chair (or if the potential conflict is with the Chair, the Vice Chair) may seek legal counsel.
- The application of this policy must rely on the use of common sense, good judgement and flexibility. The integrity, trust and honesty of the organization must be maintained at all times.

4.3 Declaration Form – Board of Directors

As an elected member of Board of Directors for Eastern Edge, I understand and agree to the following terms

- I will attend the Board meetings each month and come prepared and able to contribute to the discussion and decision making process (having read all the previously circulated documents).
- I understand that there is a once monthly Board meeting generally lasting approximately one hour, with a meeting schedule set at the beginning of the year. Occasionally there may be a longer meeting as required to complete some Board business. The scheduling of a longer meeting would occur at a time that is acceptable to the majority of the Board members.
- I understand that Board meetings generally are held in person but may also be held virtual via video. And that generally, motions and votes of the Board will occur during a regular Board meeting, however, under special circumstances a motion may be posed via email and Board members can vote electronically. If I do not vote on a motion, the absence of a vote will be considered in support and a yes for the proposed electronic vote.
- I understand that if I miss more than 2 meetings in a row and more than 3 during a year (without a prior notice of any extenuating circumstances), I may be asked, by a vote of the full Board, to resign from my position on the Board.
- I understand that as a Director I am expected to provide on average 5 hours of volunteer time a month to the organization. This includes time to prepare and participate in Board and committee meetings as well as time volunteering for events and activities.
- I understand that I am encouraged to serve on at least one of the committees of the Board or organization.
- I understand that the term of office for Directors is 2 years which can be renewed up to 3 terms (or a total of 6 years).
- I agree that by accepting to serve on the Board of Directors for Eastern Edge, the terms and conditions of Good Governance require that I will continue to adhere to the policies of the organization not only while in office but after leaving the Board of the organization.

As a Director, I _____ have read the Board Governance manual including the Code of Conduct and Conflict of Interest policies and agree to abide by terms and conditions while I serve as a Director on the Board for Eastern Edge.

Signature: _____ . Date: _____

5. Communications, Branding, Social Media and Public Relations

(to be inserted)

6. Committees – roles, responsibilities

- A. HR Committee
- B. Fundraising and Financial Management
- C. Main Gallery Programming
- D. rOGUE Gallery Programming
- E. Artist Residency Programming

7. HOLD FAST – current and future

8. Policies

- A. Link to HR Policy
- B. Link to Job Descriptions
- C. Link to Program Committee Policy
- D. Link to Artist Residency Forms
- E. Link to