



**FirstOntario Performing Arts Centre Board (PAC)
Regular Meeting Minutes
Thursday, March 10, 2022 2:00-4:00 pm
Video: Zoom**

Board Members: Christina Atkinson, Joe Critelli, Mario De Divitiis, Councillor Carlos Garcia, Mary Jane Johnson, Peter W. Partridge, Mark Steinman, Councillor Kevin Townsend

Regrets: Ken Chan, Carol Merriam

Non-voting participants:

Colleen Smith, CEO PAC
Lloyd Smith, FirstOntario Rep

Regrets: Kristine Douglas, Director Financial Management Services
David Oakes, Chief Administrative Officer, City of St. Catharines

Staff: Jennie DiMarco, Interim Executive Assistant
Sara Palmieri, Director of Programming & Marketing
Kathleen Ross, Director of Operations, PAC
Carlos Robayo, Director of Finance & Administration

1. Call to Order

The Regular meeting for the FirstOntario Performing Arts Centre Board of Directors was called to order at 2:00PM by Chair Mario De Divitiis of the FirstOntario Performing Arts Centre Board.

2. Land Acknowledgement

Read by Chair Mario Divitiis: We acknowledge that we are on the traditional shared lands of the indigenous Peoples of Turtle Island. We offer our sincere gratitude to the original and continued stewards of this land.

3. Adoption of the Agenda

Moved by: Carlos Garcia

Seconded by: Mary Jane Johnson

MOTION: That the FirstOntario Performing Arts Centre board receive and approve the Regular Meeting Agenda for November 30, 2021.

CARRIED

4. Declarations of interest

There were none declared.

5. Approval of the Public Board minutes

Moved by: Mark Steinman

Seconded by: Peter Partridge Jr.

MOTION: That the Board receive and approve the amended minutes of the Regular Meeting of November 30, 2021.

CARRIED AS AMMENDED

6. Chair Welcome Mario Dedivitiis

Mario gave a verbal update. Key items:

Mario talked about the government restrictions changes coming in March and April and how the team has evolved with the many changes.

Complimented Colleen and staff on adapting to these many changes and having to pivot to keep current with government regulations as well as the PAC's COVID policies, at the same time trying to stay innovative, bold and advocate on behalf of our organization including and leading the team.

January closures were a surprise to all of us given the Omicron variant, causing many implications on our financial standings.

In March, we had our first show featuring Chantal Kreviazuk, receiving great feedback which looks very optimistic for future events.

Mario also talked about consumer confidence and how important it is for us to monitor. Public comfort levels for a closed environment after such a long period of time could affect our numbers.

Cost of living could also impact patrons' disposable incomes. May people have been off work for the past year and with rising prices, we may see a decline in ticket purchases.

In closing we have an exciting summer ahead of us with venues opening at 100% capacity.

Mario is hoping for our next board meeting to be in-person and possibly get together for a re-introduction dinner.

He thanked all Board members for the continued support, guidance and committee work this year

7. CEO Report

Colleen A. Smith

Colleen gave a verbal update. Key items:

Colleen presented KPI Matrix and Risk Matrix to the board for review (attached) And advised there will be an updated KPI for each meeting

She discussed our involvement with the GNCC Round table and the discussion – Partnering organizations such as Brock, City, individual artists, and other arts organization involved in the discussion. This ties into our KPI with working collaboratively with the GNCC.

There are 3 primary issues that were identified

1. Extreme economic impact
2. Lack of consumer confidence
3. Eroding talent pipeline, we see that through loss of volunteers and staff; careers in the arts do not appear stable, in addition to; eroding enrollment in arts programs.
School programs are also impacted by the pandemic. The Arts community are coming together to articulate a consistent message toward advocacy.

A one-page summary is being put together by GNCC to move to the next level.

Colleen talked about how the PAC is applying to all grants that we are eligible for in hopes helping the bottom line.

Looking for community support or sponsorship to offset costs for free summer programming film in the back yard and summer concerts in front of the building. Our intention is to welcome people back and build consumer confidence for our fall programming.

Risk Matrix document was circulated to provide the board an overview of where our risks are, internal risks and external risks; ranking at #1 is the highest risk Internally- financial and compliance due to loss of revenue from the pandemic

Colleen and team will reforecast financials every 2 months, and will be updated in your board package for each meeting

ACTION: Shelley recommended the board should keep Risk Matrix discussion in the in-camera session for future meetings

8. Fund Development Committee Report

Mary Jane Johnson, Chair

Mary Jane reviewed the Fund Development committee report.

Key items:

Mary Jane thanked everyone for board donations received as well as pledges

Board member yearly contributions – The Board had previously approved the motion that all Board members make a personal contribution the PAC, resulting in 100% board contributions

She discussed garnering funds for different events. The PAC is applying to BCM Insurance and David S. Howes Grant for support on 2 separate initiatives.

She asked that if any board member is familiar with any individuals that sit on either of these boards and they would like more information on what and why we are applying for to please contact Colleen or Sara.

Colleen will follow up with information on the 2 applications if anyone has contacts or general interest.

9. Finance & Audit Committee Report & Items

Mark Steinman, Chair with Carlos Robayo, Director of Finance and Administration

Mark reviewed the Finance and Audit committee report.

Key items:

Mark presented and reviewed the 2022 Workplan (attached)
He also advised that the F&A committee review polices every quarter.

Procurement policy that was send in the board package for review will be brought forward to the May meeting for formal approval

Cash handling policy was accepted by the F&A committee. Committee very pleased with the policy.

Carols Robayo reviewed the Year End Summary (attached)

Motion 1: That the Board approve the Cash Handling Control Policy & Procedures

Moved by: Mark Steinman

Seconded by: Christina Atkinson

CARRIED

10. Human Resources Committee Report Christina Atkinson, Chair

Christina reviewed the Human Resources Committee Report

Key Items:

Very happy to welcome new members joining the committee.

2022 Workplan discussed and reviewed. (attached)

11. Governance & Nominations Shelley Chemnitz, Chair

Shelley reviewed the G&N Committee Report.

Key Items:

Shelly informed the board of the G&N Inaugural Meeting in February, and how productive this meeting was.

A draft term of reference was presented, members will be asked to make comments and hope to have approval at the next meeting.

A discussion on the 4 board terms reaching expiry in November 2022.
Recruitment is a high priority for the committee.

Shelley discussed a new initiative her and Mark will be working on. A brief survey(2 to 3 questions) to be send to a few members after each meeting for feedback.

12. Motion to move In-Camera:

Moved by: Kevin Townsend
Seconded by: Joe Critelli

CARRIED

There were no items that required discussion

13. Adjournment

MOTION: That, there being no further items of business, this meeting be adjourned at 3:11PM.

Moved by: Peter Partridge Jr.
Seconded: Christina Atkinson

CARRIED