

Question	Remai Modern Art Gallery – Alain Gaucher (Phone– February 9, 2018)	SaskTel Centre – Art Postle (In person – January 30, 2018)	TCU Place – Morris Smysnuik (In person – February 2, 2018)
<p>1. <i>Can you comment generally on the current membership structure of your Board?</i></p> <p>a. <i>Size - Do you think there are too many Board members or not enough?</i></p>	<ul style="list-style-type: none"> • The Board is too small (14 members). • Required to raise a material amount of money through gifts, its business operations and sponsorships • A request was made to the City about 1.5 years ago that would require a change to articles and bylaw, to move from a 14 person board to 16. • As an institution, we need to reach out to Canada. Policy requiring board members to be residents of the City puts the Board at a disadvantage and at risk of not meeting business objectives. • Want to see 4 of the 16 members from outside of the City to obtain skills such as expertise from a national gallery (eg. Toronto), and senior executives from financial institutions that could access associates for gifts and sponsorships. • If it is for financial reasons not to have Canada-wide members, we could teleconference them in to meetings. Cost to have them attend meetings can't be measured given the significant contribution they would provide to the Board. Would be money well invested. • Unique organization that requires support from business organizations around the world. Deficits would 	<ul style="list-style-type: none"> • The size of the board (12 members, including 3 city members) is good. 	<ul style="list-style-type: none"> • There are 13 members on the Board. 8 to 10 members would be enough and more manageable. • Out of the 13 directors, 4 are appointed by Council (Mayor, 2 Councillors, City Manager) • City Manager is appointed to the TCU Place Board but not to other city-controlled corporations. However, this is not an issue, and we welcome the City Manager on our Board. • If there was a reduction in the Board, it should come from the both City Council appointees and private citizens side.

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	<p>come back to the City if we cannot achieve our business plan.</p> <ul style="list-style-type: none"> • Provided example of Vancouver Art Gallery – 35 members from different places and has people with business connections. 		
<p><i>1 b. Adequate diversity in appointments? What sector underrepresented/overrepresented?</i></p>	<ul style="list-style-type: none"> • The Board has worked hard in last couple of years on diversity. • Majority female members. • Currently have one First Nations member and one Muslim member. • Accounting and Legal backgrounds will be necessary with two board members leaving in 2018. 	<ul style="list-style-type: none"> • A recruitment and retention strategy is followed. • Aboriginal community is underrepresented. Need to be more focussed on finding someone. • Out of 9 public members, 3 of them are female and have a good diversity of background, accountants, lawyers, etc. 	<ul style="list-style-type: none"> • We have diversity on the Board. • There is no first nations representation. • The need on the board is in skills.
<p><i>2. How did you find the recruitment process for 2018? What worked, what didn't?</i></p>	<ul style="list-style-type: none"> • The process did not go as hoped. • Applicants applied via City website, Board was provided applications/resumes. • Nominations Committee took the task of interviewing, then assessed skills to fill upcoming vacancies. • The City did not appoint all the Board's recommendations and as a result there are needs going unmet. 	<ul style="list-style-type: none"> • There was no actual vacancies to fill because terms were not expiring. • The recruitment strategy would be followed with City Clerk's Office. • To this point, applications have been good. • Have relied on City's HR help from Mubarka Butt. 	<ul style="list-style-type: none"> • There were no actual board vacancies for this term. • TCU Place has a new board recruitment and retention policy based on the parameters established by the City of Saskatoon. • The time span between when the ads are placed in the newspaper (September) and when the Board needs to provide a recommendation to City Council (late October/early November) is too short, and not enough time to time to do the tasks outlined in our new policy, including finding potential candidates to fill any skills gaps. • Because the director's terms (new and existing) do not take effect until the Annual Meeting in April,

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			<p>could there be more time built in – even an extra month?</p> <ul style="list-style-type: none"> • TCU Place would like to advertise in other places than just the newspaper – ie: professional newsletters/periodicals. • The Board acknowledges and agrees that City Council has the final decision regarding the recommended slate of directors made by the Board. It is hoped that City Council will take into consideration the amount of effort that will go into make these recommendations when approving, or not approving, the recommended slate – since the new policy/process is one that the City has asked our Board to put into place. • Council providing rationale back to the Board would be helpful as to why the Board recommendation was not accepted. • Would like to see a ‘back and forth’ with Council and the Board to come to a reasonable solution. • The Board does a self-evaluation Matrix, which gives a better understanding of the skill gaps on the Board. • The new Board recruitment & retention process/policy will be “tested” next year when the Board will need to fill some vacancies will occur. This question might be

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			better answered when there are vacancies to fill and board has gone through the experience fully.
<i>3. In general, what comments can you provide regarding the term of appointment? Too short, too long, or just right?</i>	<ul style="list-style-type: none"> Two-year term, maximum six years adequate. Current Chair’s term was shortened from six years, to four due to residency. There will not be a past Chair as a result. 	<ul style="list-style-type: none"> Two year term with a maximum of six years is adequate if orientation is done appropriately. 	<ul style="list-style-type: none"> Currently two-year term, with six-year maximum. His opinion would be to have two, three-year terms given the work that is involved in recommending/ appointing members. There are mechanisms in place to handle problematic members regardless of the length of term.
<i>4. Do you have any other comments related to the Board’s membership structure or term of appointment?</i>	The residency requirement also hurt our efforts to appoint first nations candidates that may live on reserves outside the city.	None.	<ul style="list-style-type: none"> The Board is looking at the terms expiring so that there is overlaps. Need to make sure entire board is not new.
<i>5. Does your Board have any internal standing subcommittees? If so, what are the mandates? How are they established?</i>	<ul style="list-style-type: none"> Audit & Finance Committee Executive Committee Nominations Committee Collection Committee Community Relations Committee (proposed) The Nominations Committee populate the Committees based on skills matrix. 	<ul style="list-style-type: none"> Governance Committee Audit & Finance Committee Compensation Committee – deals with CEO review and administration Futures Advisory Committee (ad hoc) – Looking at what SaskTel Centre looks like in future. <p>The committees are established by looking at the strengths of the board members.</p>	<ul style="list-style-type: none"> Executive Committee Audit & Finance Committee Governance Committee Futures Committee Committees are established by the Executive Committee at the beginning of the year. Directors are asked if they have a committee preference. A recommended list of committees is then presented to the Board for approval Revised Terms of Reference and governance policies have been drafted/revised and have now been approved by the Board
<i>6. In general, do you have any comments with respect to your Board’s reporting structure to City Council? Currently controlled corps</i>	<ul style="list-style-type: none"> With two Councillors on the Board, there is continual communication between the Board and Council. 	<ul style="list-style-type: none"> Without understanding the mandate of the SPC on Finance, there wouldn’t likely be anything to report. 	<ul style="list-style-type: none"> Board members do not report directly to City Council. City Council has 4 representatives on the Board.

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<i>and statutory boards are to report through SPC on Finance however we understand financial reporting has gone direct to Council budget deliberations.</i>	<ul style="list-style-type: none"> • There have been times when the Board has submitted a letter to City Council providing an update on activities. 	<ul style="list-style-type: none"> • With having City Council representatives on the Board, if there were things they weren't aware of or doing inappropriately, it would be identified by the Council rep. 	<ul style="list-style-type: none"> • CEO (Bob Korol) and Matt Petrow (Director of Finance) present on behalf of the Board. • Annual disclosure report is written by CEO, Bob Korol and presented by him to City Council.
<i>6 a. Are there matters that you believe the Board should be reporting on that the Board does not currently report on?</i>	<ul style="list-style-type: none"> • Not sure. The financial matters are most important and we report annually. I think it would have to be on an ad hoc basis. 	See previous.	<ul style="list-style-type: none"> • Unless Council wants/needs this to happen, he doesn't see any reason. • The CEO knows the organization best and it's been working well with this CEO. • No issues with current process. • The Board Chair could be present when the CEO presents to City Council. The Board is an oversight Board, when it comes to the operation and budget, the CEO or Director of Finance would know best. They are intimately involved with the operations, not the Board.
<i>7. What internal policies does the Board have?</i>	<ul style="list-style-type: none"> • Procurement Policy • Executive Director & CEO Travel Policy • Board of Directors Conflict of Interest 	<ul style="list-style-type: none"> • Administrative Policy • Advance Ticket Purchasing Privileges Policy • Board Policy • Cash Handling Policy • Charitable Donation & Community Support Policy • Communication • Contra Sponsorship • Contract Management • Employee Conflict of Interest • Event Booking and Marketing • Event Ticket Sales • Financial & Budget Reporting Standards 	<p>ALL UNDER REVIEW.</p> <p>The Board is trying to consolidate some material for efficiencies. Starting with Governance Policy first.</p>

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		<ul style="list-style-type: none"> • House Seats • Management & Staff Expense Accounts • Management Compensation • Out of Scope Remuneration • Permanent Displays • Political Advertisements • Privacy of Information • Purchasing • Reserve Fund • The Respectful Workplace • Workplace Harassment 	
<p>8. What City policies (for example Anti-Harassment Policy, Purchasing Policy, etc) have you adopted?</p>	<ul style="list-style-type: none"> • Gallery has its own conflict policy and procurement policy. It is applying the City's Anti-Harassment Policy and HR policies. 	<p>See #7. The board strictly follows the policies.</p>	<ul style="list-style-type: none"> • The Board has many of its own policies. City policies would take precedence if TCU didn't have a policy in place.
<p>9. When your Board conducts its meetings, what comments can you provide as to the meeting process? With a view to possibly standardizing processes across all Boards, we are trying to get a sense of how your meetings work.</p> <p>a. Does it follow formal meeting procedures or is the meeting conducted in a more relaxed manner?</p>	<ul style="list-style-type: none"> • Yes. We have roll call, declaration of conflict, consent agenda, and new business. • It does follow formal meeting procedures. 	<ul style="list-style-type: none"> • Board follows a formalized agenda. • Issues of the day sometimes dictate the agenda. • Package is sent one week prior to the meeting. 	<ul style="list-style-type: none"> • Board follows an agenda. • Agenda template is currently under review. • There are thoughts to implement a consent agenda as much time is spent on reports. The 'meat' of the meeting then is sometimes rushed.
<p>9 b. Do you have an agenda template(s)?</p>	<ul style="list-style-type: none"> • Yes, an agenda template is followed. 	<ul style="list-style-type: none"> • Agenda is the Chair provides opening remarks, approval of the agenda, declaration of conflict, committee reports. • The CEO report and items are identified in the agenda with background material. 	<ul style="list-style-type: none"> • Yes.

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<i>9 c. How are any subcommittees governed?</i>	<ul style="list-style-type: none"> • They also have an agenda they follow. 	<ul style="list-style-type: none"> • Similar agenda to the Board. • Everyone on the board is assigned to a subcommittee at least, excluding council members. 	<ul style="list-style-type: none"> • Just like the regular board committees, sub-committees also have an agenda that is followed.
<i>9 d. Frequency of meetings?</i>	<ul style="list-style-type: none"> • Board meets monthly, except for July/Aug. • Audit and Finance meets monthly. • All other Committees meet when required. 	<ul style="list-style-type: none"> • Board meets monthly, except for July/Aug/Dec. • Subcommittees generally meet each month, usually 10 days before regular board meeting. 	<ul style="list-style-type: none"> • Board meets monthly, except for July/Aug/Dec. • Because the Board is an oversight Board, would quarterly meetings be enough? Probably. Most of the time, matters being considered are not critical in nature. • Finance Committee meets once per month. • Other committees meet ad hoc, although the Governance Committee has been meeting monthly this term. • Executive Committee met twice in 2017. This is typical. • The Futures Committee has not met yet. Matters that would concern the Futures Committee.
<i>9 e. Time/day of meetings held?</i>	<ul style="list-style-type: none"> • 5:00 p.m., third Tuesday of the month. 	<ul style="list-style-type: none"> • 4:00 p.m., first Wednesday of the month. • Meetings are typically 2 hours in length. • Subcommittees generally meet at noon. 	<ul style="list-style-type: none"> • Noon meetings. • For the most part, a good time, attendance is good.
<p><i>10. Do you think that members of your Board would benefit from training?</i></p> <p><i>a. What kind of training?</i></p> <ul style="list-style-type: none"> - Governance - Meeting procedure - Any other education or training 	<ul style="list-style-type: none"> • Not sure. When someone new is appointed, the Executive Director meets with them and gives them the Board manual. • As these are voluntary boards, and this one particularly busy, I wouldn't want to see the members burdened 	<ul style="list-style-type: none"> • A lot hinges on the board recruitment and retention strategy we follow. • We get people with governance background and proper meeting procedure knowledge. • We do a matrix to cover the areas required. 	<ul style="list-style-type: none"> • Board is looking at bringing someone externally to deliver governance training to the Board. • As outside training is very costly, the Board will reach out to other two Boards (SaskTel and Remai) to see if it wants to go together.

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<p><i>b. Would it be valuable if the City provided standard orientation to new members? What should be covered in such orientation?</i></p> <p><i>c. Does your Board provide orientation to new members? What does this entail?</i></p>	<p>with more time. I would want to see what was being offered in training.</p> <ul style="list-style-type: none"> • More knowledge is better than less, but would have to have value-add benefit. 	<ul style="list-style-type: none"> • Governance Committee is approached if people need additional training or if strategic planning. • The Board follows the retention guide. • Certain aspects of a standard orientation from the City may be beneficial (eg. how does SaskTel, TCU, Remai Modern fit into the City) 	<ul style="list-style-type: none"> • Would be very interested to have the City Clerk’s Office provide standard governance training, a general perspective. • Financial training from the City would also be beneficial. (what to look for). • The Board provides training to new members at orientation. CEO, Director of Finance and the Board Chair provide orientation for new Board members.
<p><i>11. Do you have any further comments or suggestions to provide?</i></p>	<ul style="list-style-type: none"> • The Remai is a unique controlled corporation. • This Board has to raise millions of dollars, from stakeholders and have the best interests of the city and donors in mind. A significant portion of capital came from places other than the City and we need to be respectful of that. People don’t generally give money to a city-owned facility. There is a broader constituency. • The business of running a gallery needs specialized knowledge. • The Board runs fairly smoothly. The board pushed hard to get the gallery open while trying to put policies and procedures in place at the same time. 	<ul style="list-style-type: none"> • Enjoys this process and was prepared for the interview. 	<ul style="list-style-type: none"> • The Board relies on the City to help from a HR perspective on many HR issues.