

Approved by AGP Board of Directors
December 18, 2010

**Memorandum of Understanding (MOU)
Between**

**The Corporation of the City of Peterborough
(the “City”)**

and

The Art Gallery of Peterborough (AGP)

Background to this MOU

- A. The City and The Art Gallery of Peterborough Board of Directors have a vested interest in the governance and operation of the AGP.
- B. This MOU describes the working relationship between the City and the Board, and their respective roles.
- C. This MOU is a statement of intent only and is not meant to create legally binding obligations between the parties.

Original Intent

At the time, this initiative was intended to set the stage for a new, mutually beneficial partnership between the AGP and the City.

For the AGP, it provided additional funding support towards staffing and benefits, thereby improving staff recognition, retention and recruitment; it also provided access to a broad range of City administrative and other services, which led to a reallocation of funds and staff resources at the AGP.

Retention of the Board as governing authority and separate financial records ensured funding eligibility from other levels of government.

For the City, this resulted in the elimination of administrative/reporting anomalies, clarified and simplified an existing relationship, and placed the AGP on an equal footing with the Museum and the Library in terms of staffing and funding.

It was hoped that both the AGP and the City would benefit from increased opportunities for program delivery and sharing of resources.

City Council Approval

On October 23rd, 2000, City Council resolved to:

- invite the AGP to join the City's Culture & Heritage Division (now Arts, Culture & Heritage Division) together with the Peterborough Centennial Museum & Archives (now Peterborough Museum & Archives) and the Peterborough Public Library;
- accept the AGP's staff as municipal employees; integrate them into the appropriate Union and Management levels as determined by the City's job evaluation process; and provide them appropriate salary levels and benefits;
- retain the AGP's Board as the institution's governing authority to encourage fund-raising and volunteerism and to ensure funding eligibility from other levels of government.

Board's Roles and Responsibilities

(a) Overview

The AGP is governed by an independent board which is not appointed by City Council. In accordance with its Letters Patent, the AGP is managed by the Board by means of resolutions and by-laws, which in some cases must be approved by the members at the Annual General Meeting.

The Board has primary responsibility for the oversight of the operations of the AGP and provides direction through policy. The Board is responsible for operational policies that affect the AGP's programming and collecting responsibilities and other functions exclusive to the operation of a public art gallery.

(b) Permanent Collection

The Board holds in public trust the AGP's collection (existing and future) and other assets purchased by the AGP from time to time. Any deaccessions or dissolution of the collection are in accordance with accepted professional practice and in compliance with the dissolution clause contained in the AGP's Letters Patent.

(c) Responsibilities, Reporting Relationships & Communications

The Board's responsibility, on behalf of the AGP, is to:

- jointly with the City, retain a Director for the AGP and formally review the Director's performance annually. If termination of the Director is warranted, the Board will be involved in the decision;

- work collaboratively with the City, the Director, staff, members and other stakeholders to promote the AGP's objects;
- maintain and update from time to time a strategic plan for the AGP;
- review all proposals for new programmes, services, capital projects and any significant changes in direction and approve before implementation;
- review and recommend annual work plan, annual operating and capital budget submissions to the City; and approve annual program schedule;
- govern the AGP by directing development of appropriate governance, framework and operational policies to guide activities;
- ensure that the Board Chair meets at least semi-annually with the Director to assess status, address concerns and develop mandates for the Board and its committees;
- ensure that the Board Chair meets with the City's designate when reasonably requested to review matters relating to their relationship and to assess status and address concerns;
- undertake appropriate professional development activities concerning Board governance and Board/staff relations.

(d) Finance

As a separate legal entity, the Board is responsible for the overall financing of the AGP, raising any funds required above and beyond the City's annual contribution. The AGP will comply with the City's budgeting process, as identified in the City's annual Work Plan.

The AGP has a Volunteer Committee that reports to the Director and not to the Board. Profits from volunteer activities are held in a separate fund, known as the Volunteer's Fund, which is managed outside the AGP's usual operating and capital budget. The City acknowledges that the Board may create similar funds in the future, after full disclosure of intention to the City.

(e) Charitable Tax Status

The AGP has charitable tax status and issues receipts accordingly.

(f) Arts, Culture & Heritage Advisory Committee

The Board will recommend one of its members as a representative on the City's Arts, Culture & Heritage Advisory Committee, subject to approval by City Council.

City Roles and Responsibilities

(a) Ownership of Building and Property and Provision of Funds

The City owns the building and grounds on which the AGP is situated and, through operating/capital budgets and special projects, continues to provide funds and other resources for the ongoing maintenance of these assets. The City leases the building and grounds to the AGP for a net rent of \$1 per year.

(b) City Appointment to the AGP's Board

The City is entitled by the AGP's by-laws to appoint a Councillor to the Board.

(c) Responsibilities, Reporting Relationships and Communications

The City's responsibility is to:

- jointly with the Board, retain a Director for the AGP and formally review the Director's performance annually;
- work collaboratively with the Board and the Director to promote the AGP's objectives;
- through the Manager of Arts, Culture and Heritage, meet with the Director regularly to review activities, programmes and services to assess status and address concerns;
- through the Manager of Arts, Culture and Heritage, meet regularly with the Board Chair to review matters relating to their relationship, assessing status and addressing concerns;
- ensure that the Manager of Arts, Culture and Heritage attends Board meetings as required;
- through the Manager of Arts, Culture and Heritage, act as a resource and advocate for the AGP.

(d) City Staff Resources for the AGP

The Director and the Curator are Non-Union employees. The other employees are

currently members of C.U.P.E. Local 126 (Indoor Workers).

The AGP's full-time and part-time staff are City employees. In each case, the placement of staff on the appropriate City salary grid is determined by the City. Once the appropriate salary levels are identified, the City provides them with appropriate compensation, including a benefits package to full-time staff.

Recruitment and hiring is conducted in accordance with City Human Resource policies and procedures. But, the AGP Board retains the right to hire contract/project specific staff on a fee-for-service basis at its sole expense.

(e) Financial Resources

The City provides the AGP with a broad range of financial services. The City has responsibility for all financial record-keeping (except on-site bookkeeping), processing and payment of invoices, payroll and audit.

(f) Other Services

The AGP also has access to a broad range of other municipal services: access to the City's IT Division for computer hardware, software including City E-mail, human resources, a fibre optic/voice-over IT connection; legal services; insurance, including directors' and officers' liability insurance; corporate rates for Purolator, and other materials, supplies and equipment.

Director Roles and Responsibilities

(a) Overview

The Director reports to the Manager of Arts, Culture and Heritage on matters relating to employment relationship. The Director reports to the Board on all operational and other matters within the purview of the Board.

(b) Responsibilities, Reporting Relationships and Communications

The Director's responsibility is to:

- manage the day-to-day operation of the AGP;
- prepare and present detailed proposals for Board consideration and approval before undertaking new programmes, services, capital projects and/or any significant changes in artistic direction;
- maintain effective communication with the Board and the Manager of Arts, Culture and Heritage;

- collaborate with the Board, volunteers, members and appropriate stakeholder groups to develop an artistic vision for the AGP;
- Maintain, evaluate and develop as required operational policies for Board consideration and approval. Policies include Mission, Values and Belief Statement, and cover exhibitions, education programs, membership, sponsorship and donation, acquisitions, collection management, special events and gallery shop;
- ensure a balance of curatorial integrity and public sensibilities in the selection and presentation of exhibits and programmes at the AGP;
- meet, as directed, with the Board Chair to assess status, address concerns and develop mandates for the Board and its committees;
- meet, as directed, with the Manager of Arts, Culture and Heritage to assess status and address concerns.

Approval and Amendment of Memorandum

This MOU has been approved by the AGP's Board and by City Council. It may only be amended by resolution of the Board and City Council. If either the AGP or the City wishes to change its intent regarding its role in the governance and operation of the AGP, it shall so advise the other party in advance.

Signing

The AGP Board and the City have signed this MOU to signify their agreement with its contents, on the _____ day of _____, 2011.

The Art Gallery of Peterborough

Per: _____
Bill Shepherd, Board Chair

Cathy Wilson, Board Vice-Chair

The Corporation of the City of Peterborough

Per: _____
Daryl Bennett, Mayor

Nancy Wright-Laking, City Clerk