

From: Richmond Gateway Theatre Society

To: PRCS Committee of the City of Richmond

Re: Response to Consultant Recommendations

Date: July 24<sup>th</sup>, 2007

# Pages: 53 (including cover)

---

**1) Recommendation**      *Identify all possible roles within the City plans and prioritize*

**ACTION.** The Gateway Board agrees such action will greatly benefit our relationship with the City and so will implement an annual review of the Master Plan and Arts Strategy for the purpose of ensuring the Theatre contributions to the community are well integrated and enhancements to City plans.

**2) Recommendation**      *Seek clarity from the City regarding their expectations annually.*

**ACTION.** The Gateway Board agrees this will benefit both the City and the Theatre. The 22 year old, month-to-month operating agreement with the City is overdue for modernization. We expect the combination of the City's Master Plan process, and, the Theatre's strategic planning will lead to clarity and a sound basis for annual review by both.

**3) Recommendation**      *The Richmond Gateway Theatre Society (RGTS) should work with the City to establish annual performance measures prior to development of the budget. The following year, the RGTS should report out on these performance measures as part of the annual report.*

**ACTION.** The Theatre and the City annually discuss and ultimately establish an administration budget, and the Board agrees that budget should have explicit standards and the audited financial statements will be included in the annual report to Council.

**4) Recommendation**      *Create and report on a function budget that captures all costs/revenues (inclusive of City funds).*

**ACTION.** The Gateway Board is ensuring that the budget is developed in a manner consistent with generally accepted principles and is transparent to the satisfaction of the Board and the City.

**5) Recommendation**      *Identify cost / visit (by function)*

**ACTION.** See Recommendation and Response #4

**6) Recommendation**      *Involve more staff in budget development and establish targets for each group.*

**ACTION.** The Gateway management team has a long history of involving full-time employees in budget development. This practice has been formalized by inclusion in the Gateway Governance Directions (the “GGD” – a manual recently prepared to ensure all relevant policies and procedures for governance of RGTS, are set out in one place, to be reviewed annually by the Board).

**7) Recommendation**      *Focus on revenue opportunities – build plan*

**ACTION.** Previous and current practice is to identify and develop all possible revenue streams. Board and staff from all areas of the operation have been and continue to be involved in increasing revenues and finding new sources - examples include the “Clink” event this fall and a major push on Richmond based corporations.

**8) Recommendation**      *Establish roles for the finance committee and board regarding financial related policies such as budget approvals, purchasing and spending authorities.*

**ACTION.** Agreed and done: Terms of Reference for the Finance and Audit Committee and signing Authority delegations are set out in the Gateway Governance Directions.

**9) Recommendation**      *Clarify the relationship between the Gateway and the Executive Director with regard to intellectual property.*

**ACTION.** Agreed and done: The Artistic and Executive Director’s contribution, stature and qualifications are enhanced by the fact he is an accomplished playwright whose work is showcased at the Gateway. The Artistic and Executive Director recommends the works that are produced at the theatre because of his unique knowledge and responsibilities and approval rests with the Board of Directors. Any potential perception of a conflict of interest is handled through the Conflict of Interest Policy set out in the GGD. It should also be noted that the Artistic and Executive Director has waived royalties and directors’ fees for his participation at the Gateway Theatre and in turn, the Gateway declines any future participation rights in favour of the Artistic and Executive Director.

**10) Recommendation**      *Create a Human Resource consultant role to assist the organization with the development of policies and practices in areas such as: job expectations, evaluation, recruitment, training, supervision, etc.*

**ACTION.** Currently the General Manager and the Artistic and Executive Director deal with human resource issues. Although staff training programs have been enhanced, given limited financial resources, the theatre is exploring formalizing access to the City of Richmond HR department for assistance of the kind described in the recommendation.

**11) Recommendation**     *Develop a policy that requires all staff and volunteers to go through a criminal check prior to being hired at the Gateway.*

**ACTION.** Academy instructors have for many years been required to present a criminal record check. Additionally, all staff works in tandem whenever minors are present. This complies with insurance requirements. The Board accepts that new full time employees should also be subject to a criminal record check. Volunteers are not entrusted with money, nor are permitted to be alone with minors. The Board does not consider a criminal record check for all new volunteers to be practical.

**12) Recommendation**     *Adopt a set of principles for governance.*

**ACTION.** Agreed and done: the Gateway Governance Directions.

**13) Recommendation**     *Consider a process to improve the reporting and decision-making functions for the board meetings.*

**ACTION.** Agreed and done: Since the consultants report, agendas and all relevant information are distributed to all Board members before monthly meetings. Additionally, minutes are now taken at all regular monthly meetings of committees. These and other improvements are set forth in the Gateway Governance Directions.

**14) Recommendation**     *Take necessary steps to become a policy governance board.*

**ACTION.** Agreed and done: much consideration has been given to this recommendation and the result is visible at meetings, and, best shown by the adoption of the Gateway Governance Directions.

**15) Recommendation**     *Complete a board/staff workshop to clarify roles and responsibilities with new Board in early 2007*

**ACTION.** Agreed and done: there is an established practice of annual workshops and clarification of roles and responsibilities will receive a greater emphasis. It should also be noted there is an established practice of orientation of new Board directors which deals, in part, with roles and responsibilities.

**16) Recommendation**     *Eliminate Human Resource and Long Range Planning Committee and refresh the mandate of the other committees to include recording, reporting and decision making functions supported by designated staff.*

**ACTION.** Agreed and done: The Human Resources and Long Range Planning Committees have been eliminated. The Executive Committee has assumed the responsibilities of the Human Resources Committee and terms of reference for the Board Committees are contained in the Gateway Governance Directions.

**17) Recommendation**     *Provide more resources and emphasis on the community aspects of the Theatre and operations programs.*

**ACTION.** The consultant wrote “We believe that RGTS has established itself on the profession [sic] theatre side, and can now focus more on supporting community related actions.” The Board was unable to find the consultants basis for that belief. Fully two thirds of Gateway time is devoted to community aspects including facility rental, sponsorship, volunteers, eyeGO, youth academy, SceneFirst, Sea of Stories, mentorships and satellite companies. Professional theatre productions represent the remaining one-third. The Gateway Board is keen to expand the Gateway in all areas, but the Theatre is operating to the utmost of its present capacity and would require a new building to expand programs. We envision a single facility of approximately twice the size of the current Gateway Facility to achieve the vision of Performing Arts at the Centre of Richmond.

**18) Recommendation**     *Provide support to other arts organizations in Richmond.*

**ACTION.** See recommendation and response to #17.

**19) Recommendation**     *Initiate a membership drive to build the size of the society.*

**ACTION.** There have been substantial efforts made annually to achieve this end. With more than 100 arts organizations in Richmond, competition for society membership is fierce. Given that landscape, Gateway will continue to drive and measure success through all avenues, including patron attendance, rentals, sponsorships, donors and facility use.

**20) Recommendation**     *Approve a policy restricting society membership to those persons not receiving remuneration from the Gateway.*

**ACTION.** The unique requirements of arts organizations have caused the Board, upon reflection, to respectfully disagree with this recommendation. All arts organizations known to this Board, and our own experience tell us it is preferable to encourage such memberships, while revising the by-laws such that theatre employees will not be permitted to serve on the Board of Directors.

**21) Recommendation**     *Establish a Parent Advisory Committee for the Academy with a clearly defined set of roles.*

**ACTION.** The Board shares the consultant's hopes for parents assisting "in such areas as fund raising, corporate sponsorships, advertising, promotions, and communication with [other] parents". However, the Board respectfully disagrees such would be best achieved by the simple formulation of "establishing a Parent Advisory Committee" with a role to be defined later. The Board considers the Academy to be an integral part of the Gateway Theatre, not a separate entity. As such, it should be governed and managed within, and benefit from, the overall structure of the Theatre -- including receiving and responding to stakeholder and general community input and receiving assistance through volunteer support. As examples of the effectiveness of this approach, the Academy has implemented a number of initiatives including a parent/teacher night, a welcome night, an open house and parent surveys. At the first class, parents are also invited to discuss all matters concerning the academy with the instructors, the General Manager or the Artistic and Executive Director.

**22) Recommendation**     *Include the Gateway staff in any training programs related to public process.*

**ACTION.** This and any other relevant training done by the City that would be of benefit to the employees of Gateway Theatre will be incorporated into the training and development plans of employees.

**23) Recommendation**     *Adopt a public engagement process at the Gateway board.*

**ACTION.** The intent of the recommendation is supported completely, and, the Board considers that it does engage the public in the manner appropriate to the governance model of the Gateway Theatre, and, it considers that the employees are engaging the public and reporting to the Board thereon.

And if the Board may be permitted once more to enunciate its vision to take the success in art and community contribution of the Gateway Theatre to a new level – one well suited to the City’s vision of the new City Centre – may we say that the best form of “public engagement” would be for all of us to move swiftly to mobilize the whole community in the establishment of a Performing Arts Centre at the Centre of Richmond.

We would like to thank the City Council for considering these matters, we express our appreciation to Councillor Evelina Halsey-Brandt’s faithful discharge of her duties as liaison, and we look forward to seeing you all at the Gateway.

The Board of Directors

## Gateway Governance Directives

### TABLE of Contents

1. Mission and Core Values
2. Constitution and By-laws
3. Board Policies and Terms of Reference
4. Administrative Guidelines
5. Terms of Reference - Board
6. Terms of Reference - Directors
7. Terms of Reference - Chair
8. Terms of Reference - Artistic and Executive Director
9. Annual Evaluation Process for Artistic and Executive Director
10. Conflict of Interest Policy
11. Signing Authorities



## Gateway Governance Directives

---

This G.G.D. in its entirety was adopted in whole by unanimous resolution of the Board at its meeting of June 26<sup>th</sup>, 2007, this placing in a single volume existing policies, terms of reference and directives. All will be deemed effective as of that date and any amendment made from this date forward shall show the date of such amendment.

**MISSION STATEMENT**

Gateway Theatre is a welcoming and inclusive regional theatre for Richmond and its surrounding communities. Encouraging participation and cultural diversity, we strive for excellence and leadership in the development and production of live professional theatre and programs that connect the community.

**CORE VALUES**

**LEADERSHIP**

- Sustainability
- Relationships with community
- Proactive

**RESPECT**

- Treatment of each other
- Positive attitude
- Dignity

**INCLUSIVE**

- Participation
- Diversity - cultural
- social
- ethnic
- Responsiveness

**QUALITY**

- Unique
- Artistic Excellence
- Innovation

**IMPLEMENTATION: PROGRAMS**

**A: Live Professional Theatre**

- Main Stage Productions
- New Play Productions
- Play Development
  - Commissions
  - Readings
  - Workshops
  - Dramaturgy
- Gateway Academy

**B: Community Connections**

- Partnerships
  - City of Richmond
  - Corporate
- Volunteer Program
- Special Events
- Rentals Program
- Mentorship
- eyeGO

CONSTITUTION  
AND  
BY-LAWS  
OF  
RICHMOND GATEWAY THEATRE SOCIETY

REVISED NOVEMBER 2003

## SOCEITY ACT

### CONSTITUTION

- 1.00 The name of the Society is RICHMOND GATEWAY THEATRE SOCIETY.
- 2.00 The purposes of the Society are:
- 2.01 To promote interest in, and the study of the arts generally, and literature, drama, music and dance in particular;
- 2.02 To advance knowledge and appreciation of, and to stimulate interest in, dramatic culture and tradition by theatrical performances, film productions and otherwise;
- 2.03 To provide facilities for education and instruction in the arts of the theatre;
- 2.04 To provide improved opportunities for artistic talent;
- 2.05 To advance the development of the arts of the theatre;
- 2.06 To establish, maintain, and operate a repertory theatrical company;
- 2.07 To promote interest and skill in the arts of the theatre, and to promote the establishment of a living theatre by such means as may be expedient, and in particular, without limitation:
- 2.07.01 by the presentation of plays, film productions, music, dance and other performances;
- 2.07.02 by undertaking public educational projects in furtherance of the objects of the Society;
- 2.07.03 by giving instruction in and demonstrating the arts of the theatre;
- 2.07.04 by encouraging writing for the theatre, and providing opportunities for production, publication, and distribution of plays, films, and other works;
- 2.07.05 by encouraging national and international cooperation in the theatre, drama, music and dance;

- 2.07.06 to promote interest in, and encourage the use of films, videotapes, and other recordings in the arts of the theatre, and in television and radio performances;
- 2.08 For the objects aforesaid, to acquire, construct, lease, or rent such property as may be required, and to operate a theatre, and to purchase, lease, or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and/or other property, movable or immovable, real or personal, or any right or interest therein owned by the Society;
- 2.09 To collect and raise funds to apply for grants, to accept gifts, grants, legacies, devises and bequests, and to collect moneys by ways of fees, donations, or otherwise, and to hold, invest, expend, or deal with such gifts, grants, legacies, devises, bequests, and moneys in furtherance of the purposes of the Society;
- 2.10 To advertise presentations and productions made through or under the auspices of the Society, and to solicit funds for the Society through the medium of television, radio, the mail, and otherwise.
- 3.00 Upon the winding up or dissolution of the Society, none of the assets of the Society shall be available to the members and any assets of the Society remaining after the satisfaction of its debts and liabilities and the costs of dissolution shall be given to the City of Richmond for such purposes as Council may by resolution consider to promote interest in and the study of the arts generally in Richmond, and this cause shall, at all times, remain unalterable.

**BY-LAWS**

- 1.00 Admission of members, their rights and obligations and when they cease to be in good standing;
- 1.01 The members of the Society are the subscribers of the Constitution and By-Laws, every other person who agrees to become a member by whatever name called;
- 1.02 Membership shall vest in and consist of:
  - 1.02.01 members, who shall be private citizens, and local organizations and local units or branches of national and regional associations and organizations of a benevolent or patriotic character, including, without limitation, professional and trade associations and municipal bodies, or

- 1.02.02 associate members, who shall be industrial and commercial corporations, other business organizations and provincial and federal agencies;
- 1.03 Each such association, organization, agency or commercial corporation shall appoint one representative to act as member of its behalf;
- 1.04 All applications for membership shall be submitted to the Board of Directors and, upon approval by the Board and upon payment of all designated membership fee and dues, the applicant shall be a member;
- 1.05 A member shall be deemed to be in good standing when he has paid his annual membership fee;
- 1.06 The Board of Directors shall set the annual membership fee for members and associate members;
- 1.07 The City of Richmond shall be an ex officio member of the Society without annual membership fees;
- 1.08 All membership fees shall be payable initially upon application for membership and thereafter before the Annual General Meeting;
- 1.09 Member includes members referred to in paragraph 1.02.01 and associate members referred in paragraph 1.02.02 for all purposes except paragraph 1.07;
- 2.00 Conditions under which membership ceases and the manner, (if any), in which a member may be expelled;
- 2.01 Any member who desires to withdraw from membership in the Society may notify the Board of Directors in writing to that effect and, upon receipt by the Board of Directors of such notice, the member shall cease to be a member;
- 2.02 Upon the failure of any member to pay the annual membership fee within the time required, any subscription or indebtedness due to the Society, the Directors may cause the name of such member to be removed from the register of members, but such member may be re-admitted to membership by the Directors upon such evidence as they consider satisfactory;

- 2.03 The Chairperson of the Board of Directors shall have the power to suspend any member upon receipt of a written charge that the conduct of such member has been improper, unbecoming or likely to endanger the interest or reputation of the Society, or who willfully committed a breach of the Constitution or By-Laws of the Society. The Directors shall have the power, by a vote of the majority of the Board, to expel any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the Constitution or By-Laws of the Society. No member shall be expelled without having first been notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Directors at a meeting called for the purpose;
- 2.04 Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society;
- 3.00 Procedure for calling general meetings:
- 3.01 Any special or general meeting of the members may be held at such place in British Columbia as the Directors may determine and on such a day as the Directors shall appoint;
- 3.02 The annual meeting of the members shall be held within 180 days of the fiscal year end in each year;
- 3.03 The Chairperson or the Vice Chairperson or any two (2) Directors shall have power to call at any time a special meeting of the Society and a special meeting of the Society shall be called upon the written request of ten percent (10%) of the voting members;
- 3.04 At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. Except where the Society Act otherwise provides or the law otherwise requires, the members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members;

- 3.05 No public notice or advertisement of any annual general meeting, general meeting or special meeting of the Society shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post, facsimile transmission, or personal delivery not less than fourteen (14) days before the time fixed for the holding of such meeting;
- 3.06 Whenever under the provisions of these By-Laws of the Society notice is required to be given, such notice may be given either personally or by facsimile transmission or by depositing the same in a post office or public letter box in a prepaid, sealed wrapper addressed to the director, officer or member at his address as the same appears on the books of the Society. A notice shall be deemed to have been received when delivered or transmitted, or if mailed, 48 hours after 12:01 am on the day following the day of the mailing thereof. For the purpose of sending any notice or otherwise, the address of any member, director or officer shall be his last address as recorded in the books of the Society;
- 3.07 No error or omission in giving notice of any annual general meeting, general meeting or special meeting or any such meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat;
- 3.08 Thirty (30) members of the Society in good standing present in person shall constitute a quorum at any general meeting of the Society, and in the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Chairperson, and a quorum at any such adjourned meeting shall be those members who shall be present in person or by proxy at such adjourned meeting: provided that in no case can any meeting be held unless there are ten (10) members present in person:
- 3.09 Any meetings of the Society or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.



- 4.00 Rights of voting at general meetings;
- 4.01 Each member of the Society, in good standing, shall at all meetings of the Society be entitled to one (1) vote;
- 4.02 At all meetings of the Society every question shall be decided by a majority of the votes of the members present in person, unless otherwise required by law. Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that affect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. A demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Society in general meeting upon the matter in question.
- 5.00 Appointment and removal of Directors and officers and their duties, powers and remuneration, if any:
- 5.01 Effective November 1, 1997, the Board of Directors shall consist of thirteen (13) Directors. Eight (8) of the Directors shall be elected by the membership at large at the Annual General Meeting and their term of office shall be effective from the date of the Annual General Meeting. Four (4) Directors shall be appointed by the City of Richmond and their term of office shall be effective from the date of notice in writing of the appointment is received by the Chairperson or Vice-Chairperson. Any vacancy of a Director nominated by the membership may be filled by the Directors and any vacancy of a Director nominated by the City of Richmond may be filled by the City of Richmond. All terms shall be for two (2) years. No Director may hold office for more than four consecutive two year terms. The terms shall be alternating. A City of Richmond Councillor shall be appointed every year as a Director. Nominations shall be received from the floor of the ANNUAL GENERAL MEETING at the call of the Chairperson.

- 5.02 The Director of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its Constitution or otherwise authorized to exercise and do;
- 5.03 A Director shall cease to be a Director at the time he ceases to be a member of the Society;
- 5.04 If any member of the Board of Directors shall resign his office, or without reasonable excuse, absent himself from three (3) consecutive Directors' meetings, or be suspended or expelled from the Society, the Directors shall declare his office vacated and may appoint a successor in his place from among the members of the Society to hold office during the remainder of the term for which the Director whose office had been declared vacant was originally elected;
- 5.05 Seven (7) Directors shall constitute a quorum for the transaction of business. Directors' meetings may be held at such times and at such places as the Directors may from time to time determine. A meeting of the Directors may be convened by the Chairperson or Vice-Chairperson or any two (2) Directors at any time. Notice of such meeting shall be communicated to each Director not less than two (2) days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place: provided that meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of the meeting or of any irregularity in any meeting or notice thereof may be waived by any Director;
- 5.06 Questions arising at any meeting of Directors shall be decided by a majority of votes;
- 5.07 A resolution in writing signed by all the Directors personally shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted;
- 5.08 The members of the Board of Directors shall receive no Remuneration for acting as such;

- 5.09 Subject to the Society Act, every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the Execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default;
- 5.10 The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society, and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board;
- 5.11 Without prejudice to the generality of the foregoing, there shall be A Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. One person may hold more than one office except the office of the Chairperson. The Chairperson and a Vice-Chairperson shall be elected by the Board of Directors from among their number at the first board meeting of the Board after the annual election of such Board of Directors, provided that in default of such election, the then incumbent, being a member of the Board, shall hold office until his successor is elected. The other officers of the Society need not be members of the Board and the employment of all officers shall be settled from time to time by the Board;

- 5.12 The Chairperson shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. The Chairperson with the Secretary or other officer appointed by the Board for the purpose shall sign all resolutions and membership certificates. During the absence or inability of the Chairperson, his duties and powers may be exercised by the Vice-Chairperson. The Chairperson shall be ex officio member of all committees of the Society except the nomination committee.
- 5.13 The Vice-Chairperson shall in the absence of the Chairperson fulfill all the duties of the Chairperson and shall perform such other duties as the Chairperson or the Board of Directors may assign to him;
- 5.14 The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the members and of the Board of Directors and record or cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose. He shall give or cause to be given all notices required to be given to members and to Directors. He shall keep or cause to be kept the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society, which he shall deliver up or cause to be delivered up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall also perform or cause to be performed such other duties as may from time to time be determined by the Board of Directors;
- 5.15 The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Society in proper books of accounts and shall deposit or cause to be deposited all moneys or other valuable effects in the name and to the credit of the Society in such chartered bank or credit union within the City of Richmond as may from time to time be designated by the Board of Directors. He shall disburse or cause to be disbursed the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefor, and shall render or cause to be rendered to the Board of Directors no less than monthly, an account of all his transactions as Treasurer and of other financial position of the Society. He shall also perform or cause to be performed such other duties as may from time to time be determined by the Board of Directors;
- 5.15A The offices of the Secretary and Treasurer may be combined at the direction of the Board of Directors to form the office of Secretary-Treasurer.”

- 5.16 All officers, agents and employees shall be subject to removal from office or employment by the Board of Directors at any time with or without cause and with or without notice to the person so removed;
- 5.17 A director may be removed from office by special resolution as defined in Clause 9.02 and another director may be elected, or by ordinary resolution of the members appointed, to serve during the balance of the term;
- 5.18 In case of the absence or inability of any officer, agent or employee of the Society or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other person or persons;
- 5.19 Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the Chairperson or Vice-Chairperson and by the Secretary, and the Secretary shall affix the seal of the Society to such instruments as require the same. Notwithstanding any provisions to the contrary contained in the By-Laws of the Society, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed;
- 5.20 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by the Chairperson or the Vice-Chairperson and by the Treasurer, or by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors;
- 5.21 Prior to each annual meeting of the Society, the Board of Directors shall appoint a nominating committee which shall prepare and propose to the annual meeting a list of names of members who have consented to serve, in an elective capacity, on the Board of Directors. Such members whose names are so proposed by the nominating committee shall be deemed to have been nominated by the members at large pursuant to Clause 5.01 of the By-Laws;”

- 5.22 The Board of Directors shall appoint such sub-committees as it shall deem necessary. The Board of Directors shall arrange such meetings as it deems necessary between the Board or sub-committees of the Board and the standing or appointed sub-committees, to ensure that the aims and objects of the Society are achieved;
- 6.00 Exercise of borrowing powers:-
- 6.01 The Directors may, for the purpose of carrying out the objects of the Society, borrow or raise or secure the payment of money in such manner as they think fit, subject to the Act.
- 6.02 Te Society shall not issue a Debenture unless the issuance of the Debenture is authorized by a special resolution as defined in Clause 9.02;
- 7.00 Audits of accounts:-
- 7.01 The first auditor of the Society shall be appointed by the Directors and any auditors so appointed shall hold office until the first annual general meeting unless previously removed by resolution, in which case the members shall at the time when the resolution is passed appoint another auditor. The members shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting. The directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act. The remuneration of the auditors of the Society shall be fixed by resolution of the members or, if the members to resolve, by the Directors, except that the remuneration of any auditors appointed before the first annual general meeting, or to fill any casual vacancy, may be fixed by the Directors;
- 7.02 The auditors shall make a report to the members and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office, and the report shall state:-
- 7.02.01 Whether or not they have obtained all the information and explanations they have required, and

- 7.02.02 Whether, in their opinion, the balance sheet referred to in that report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, as shown by the books of the Society;
- 7.03 Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanations as may be necessary for the performance of the duties of auditor;
- 7.04 The auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts;
- 7.05 The rights and duties of an auditor of the Society shall extend back to the date up to which the last audit of the Society's books, accounts and vouchers was made or, where no audit has been made, to the date on which the Society was incorporated.
- 8.00 Custody and use of the seal of the Society:
- 8.01 The Board of Directors may adopt a seal which shall be the common seal of the Society;
- 8.02 The common seal of the Society shall be under the control of the Directors, and the responsibility for its custody and use from time to time shall be determined by the Directors.
- 9.00 Alteration of By-Laws by special resolution, stating requisite majority:
- 9.01 The By-Laws of the Society shall not be altered or added to except by a special resolution of the Society;

- 9.02 For all purposes of the Society, “special resolution” shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy at a general meeting of which not less than two (2) weeks’ notice specifying the intention to propose the resolution as a special resolution has been duly given, such majority being three-quarters (3/4).
- 10.00 Preparation and custody of minutes of meetings of the Society and of the Directors, and other books and records of the Society:
- 10.01 The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept;
- 10.02 The Secretary or some other officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors. The Secretary or some other officer specially charged by the Board of Directors with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:
- 10.02.01 a copy of the Constitution of the Society and any special resolutions altering or adding to the same, and a copy of the By-Laws of the Society and any resolutions altering or adding thereto;
- 10.02.02 copies or originals of all documents, registers and resolutions as required by law, including without prejudice to the generality of the foregoing, a register of the names and addresses of all members of the Society;
- 10.02.03 all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditures take place;
- 10.02.04 all revenues and purchases by the Society;
- 10.02.05 all assets and liabilities of the Society;
- 10.02.06 all other transactions affecting the financial position of the Society;
- 10.03 The books of account shall be kept at such place in British Columbia as the Directors think fit, and shall at all times be open to inspection by the Directors;



- 10.04 The fiscal year of the Society shall terminate on the 30<sup>th</sup> day of June in each year for the periods commencing after June 30, 1989 and the financial statements of the Society's affairs for presentation to the members at the annual meeting shall be made up to that date.
- 11.0 Time and place (if any) at which the books and records of the Society may be inspected by members;
- 11.01 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Society or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not;"
- 11.02 The register of members of the Society and the contents thereof shall not be confided in whole or part to any person, firm or corporation who could or might use it for personal favour or gain. The membership list may be issued to members of the Society with the approval of a resolution of the Board of Directors, but the misuse of the same by a member may result in immediate action under Clause 2.03 of the By-Laws.
- 12.00 Interpretation:
- 12.01 In these By-Laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and reference to persons shall include firms and corporations;
- 12.02 Any procedure or order not covered in these By-Laws shall be governed by the parliamentary procedure of the Canadian House of Commons.

General Principals:

- Board Members must be members of the Society.
- Board Members will sit for a two-year period beginning with the date of the first meeting of the Board following the Annual General Meeting and ending the respective 2<sup>nd</sup> year's AGM.
- Board Members must be a subscriber of the Gateway Theatre.
- Board Members are encouraged to be donors to the Gateway Theatre Society.

Committee Terms of Reference

General Principals:

- Each Committee will develop, review, evaluate and make recommendations to the Board of Directors on policy within their area of each Committee's responsibility.
- All Committees are advisory to the Board and their activities will be consistent with the Society's Mission Statement.
- All Committee members will sit for a one-year period beginning with the date of the first meeting of the Board following the Annual General Meeting and ending with the following year's AGM.
- There will be no Proxy votes allowed at Committee meetings
- All Committee members shall be Members of the Society except as specified in the individual Terms of Reference.
- The Board of Directors will review all Terms of Reference annually.

## **1.0 GOAL**

As steward to the Board of Directors, The Finance Committee helps it oversee financial responsibilities.

## **2.0 PURPOSE**

The Committee is accountable to the Board of Directors and will:

1. Carry out policies of the Board.
2. Keep the Board informed on the financial status of the Theatre and the adequacy of Theatre resources to meet its long-term goals.
3. Assure that Management develops and maintains adequate controls over all revenues, expenditures, and commitments.
4. Assure the annual budgets, are financially prudent and are consistent with Board plans.
5. Review the audited annual financial statements and the results of the audit with the auditors and with management, and report on same to the Board.
6. Assure that there is a process to identify, tabulate, assess and manage risks.
7. Advise the Board of potential problems.
8. Carry out such other duties as may, from time to time, be delegated by the Board

## **3.0 FUNCTION**

1. Assure that management maintains adequate controls over revenues, expenditures, and commitments.
2. Review actual and forecast revenues and expenditures, and variance reports.
3. Review the recording and use of designated funds.
4. Review the investment of funds.
5. Oversee the development of the annual operating budget, and ensure consistency with Board plans.
6. Review the Auditor's Report and Management Letter and management's response and ensure appropriately acted on.
7. Recommend approval of the audited financial statements and the appointment of auditors.

## **4.0 TERM**

The committee is a standing Committee.

## **5.0 ACCOUNTABILITY**

The Committee is accountable to the Board of Directors.

## **6.0 MEMBERSHIP**

1. Will consist of not fewer than three (3) members, who have been approved by the Board of Directors.
2. Will consist of a staff member from City of Richmond Finance Department
3. The term of office for each member will be four (4) years with a possible extension for two (2) years.
4. May elect a vice chair.
5. May establish a sub-committee.

## **7.0 FREQUENCY OF MEETINGS**

There will be a minimum of ten (10) meetings per year.

## **8.0 DOCUMENTATION**

Committee minutes will be distributed to all members of the Finance Committee and to the Board Chair within three (3) weeks of each meeting.

## **9.0 DUTIES OF THE CHAIR**

1. Will be a member of and act as Treasurer to, the Board of Directors.
2. Is appointed by the Board of Directors.
3. May appoint additional members subject to approval of the Committee.
4. Will preside at all meetings of the Committee.
5. Is a member ex-officio of all sub-committees and is responsible to the Board for all activities of the Committee and its sub-committees.
6. Will take direction from the Board and will report in writing all recommendations of the Committee to the Board of Directors.
7. Will carry out such duties as may from time to time be delegated by the Board of Directors.
8. Is responsible for keeping the activities of the Committee and any sub-committees within the terms of reference, and will seek approval of the Board prior to the Committee taking action outside its terms of reference.
9. Will submit a written report to the Chair prior to the Annual General Meeting.

During an absence of the Chair, a vice-chair may exercise the duties and powers of the chair, or a chair appointed pro tem from among the Committee Members.

The Chair – and/or Designate - is ex-officio a member of the Committee.

## **10.0 REVIEW**

These Terms of Reference are to be reviewed by the Finance Committee once per year.

**1.0 GOAL**

To enhance the effectiveness of the Board in the discharge of its responsibilities

**2.0 PURPOSE**

The Committee is accountable to the Board of Directors and will:

1. Carry out the requirements of the Gateway Governance Directives
2. Make and implement such Board decisions as may be necessary between full meetings of the Board provided that such actions are reported to the full Board at the first meeting of the Board after such decisions or actions are taken
3. Consult with former Chairs of the Board – known as Governors – individually or collectively as is in the best interest of the Gateway Theatre
4. Ensure the orientation of new Directors is conducted fully and promptly as contemplated by the Administrative Guidelines in these Directives
5. Implement the Annual Evaluation Process for the Artistic and Executive Director as set out elsewhere in the Directives
6. Carry out such other duties as may, from time to time, be delegated by the Board

**3.0 MEMBERSHIP**

Will consist of:

1. The Chair of the Board who shall be the Chair of this Committee
2. The Vice-Chair of the Board
3. The Treasurer of the Board
4. The Secretary of the Board
5. The City Council Liaison to the Board

**4.0 TERM**

The committee is a standing Committee.

## **1. GOAL**

To conduct a variety of fundraising events that will help assist the Development Department in meeting its annual fundraising goals.

## **2. PURPOSE**

The Committee is responsible to the Board of Directors and will:

1. Plan, develop and organize a variety of fundraising events each season (July – June) to meet fundraising committee goal passed by the Board of Directors
2. Work with staff on various components of events
3. Participate in the operation of events where required
4. Report to the Board on fundraising progress throughout the year and elicit support from the Board for these activities
5. Participate in the organization of other fundraising campaigns as required, as well as helping to solicit individual and corporate donations when requested
6. Carry out such other duties as may, from time to time, be delegated by the Board

## **3. TERM**

The committee is a standing Committee.

## **4. ACCOUNTABILITY**

The Committee is accountable to the Board of Directors.

## **5. MEMBERSHIP**

1. Will include a minimum of two (2) Board members
2. Will consist of not fewer than three (3) members, who have been approved by the Board of Directors.
3. The term of office for each member will be two (2) years with a possible extension for two (2) years
4. May establish a sub-committee
5. The Board Chair is an ex-officio member of the Committee

## **6. FREQUENCY OF MEETINGS**

There will be a minimum of ten (10) meetings per year.

## **7. DUTIES OF THE CHAIR**

1. Will be a member of the Board of Directors
2. Is appointed by the Board of Directors
3. Will recruit members from the community
4. Will preside at all meetings of the Committee
5. Will take direction from the Board and will report in writing all recommendations of the Committee to the Board of Directors.
6. Will carry out such duties as may from time to time be delegated by the Board of Directors.
7. Is responsible for keeping the activities of the Committee and any sub-committees within the terms of reference, and will seek approval of the Board prior to the Committee taking action outside its terms of reference.
8. Will submit a written report to the Chair prior to the Annual General Meeting

During an absence of the Chair, a chair appointed pro tem from among the Committee members may exercise the duties and powers of the chair.

The Chair – and/or Designate - is ex-officio a member of the Committee.

## **8. REVIEW**

The Terms of Reference are to be reviewed by the Fundraising Committee once per year.

## **MANDATE**

The Mandate of the Committee is to oversee the recruitment and nominating of new members of the Board of Directors in accordance with the Strategic plan and Constitution of the Society and to recommend to the Membership any changes in bylaws of the Society's Constitution.

## **TERMS OF REFERENCE: NON-STANDING COMMITTEE**

- Determine the number of Board of Directors positions that will become vacant as of the Annual General Meeting, based on the number of members and City appointees who are leaving the Board of Directors.
- Determine a recruitment strategy for new members and develop a list of skill areas (ie: fundraising, planning, marketing etc.) required by the Board of Directors.
- Interview all prospective Board of Directors members and make recommendations to the Board of Directors of the Society at the October Board of Directors meeting and Membership at the Annual General Meeting.
- Work in consultation with the City of Richmond City Clerk to ensure that applications are solicited from Richmond residents wishing to become City appointees to the Society Board of Directors and that these applications, as well as applications for elected positions, are presented to City Council for review and recommendation in a timely manner in accordance with City policy.
- Ensure that bylaw/constitutional changes are circulated to Members prior to the Annual General Meeting in accordance with the Society's Constitution and applicable legislation.
- Determine a recruitment strategy for new members that recruits knowledgeable Board Members that reflect the ethnic, cultural, and artistic diversity of the community.

## **MEMBERSHIP**

- The Committee will consist, at a minimum, of a member of the Executive, a member of the Board of Directors who is a City of Richmond appointee, and a member of the Membership – elected by the membership at the previous Annual General Meeting.
- The Board of Directors Chair will not be a member of this committee.

## **STAFF LIAISON**

- General Manager



**GOAL**

The Committee members will liaise with the community organizations from as far and as wide as is possible to raise awareness of the productions at Gateway Theatre with the purpose of increasing the audience numbers for each production.

To facilitate the above purpose, the Committee members will:

- ❖ Initially, research or obtain, from the staff, a list of community organizations specifically within the Richmond area, and then as appropriate procure lists of community organizations from the wider community;
- ❖ On an annual basis, create a schedule for the mini presentations to the community organizations;
- ❖ Make the mini presentations as outlined in the schedule;
- ❖ On a monthly basis, present a progress report to the Board of Directors.
- ❖ On an annual basis, determine the impact of this outreach to the community;
- ❖ On an annual basis, measure the outcomes of this process;
- ❖ On an annual basis, review the process and lists of the community organizations for changes or continuance of the process and use of the existing lists of the community organizations;
- ❖ On an annual basis, present the year's activities to the Board of Directors.

\*Please also see Draft Revised

**Mandate:**

- The Mandate of the Endowment Grants Committee is to review applications for funding from Endowment Grants and to make grants to groups and individuals judged to be worthy by the Committee.

**Terms of Reference: Non-Standing Committee**

- The Committee reviews applications for Endowment Grant funding based on the submitted applications and in accordance with the Objectives and Policies of the Endowment Fund.
- The Committee makes grants based on the amount of available funds for each application year.
- The Committee may review objectives and policies of the Fund and make recommendations to the Board of Directors for their consideration. The Board of Directors may review the policies and amend them annually or when necessary.

**Membership:**

- The Committee shall consist of five members:
  - One member of the Board of Directors appointed by the Board of Directors (this being the only member of this committee who must be a member of the Richmond Gateway Theatre Society.)
  - One member appointed by the City of Richmond.
  - One member appointed by the Richmond Community Arts Council.
  - Two members appointed by the previous three.
- All appointments are for two years with the member of the Society providing continuity between change of members (ie. alternate years of appointment).
- Detailed procedures relating to membership can be reviewed in the Endowment Fund Proposal.

**Staff Liaison:**

- General Manager and Manager of Rentals

\*Pending Board approval April 2007

**Mandate:**

The Mandate of the Endowment Grants Committee is to review applications for funding from Endowment Grants and to make grants to groups and individuals judged to be worthy by the Committee.

**Terms of Reference: Non-Standing Committee**

- The Committee reviews applications for Endowment Grant funding based on the submitted applications and in accordance with the Objectives and Policies of the Endowment Fund.
- The Committee makes grants based on the amount of available funds for each application year.
- The Committee may review objectives and policies of the Fund and make recommendations to the Board of Directors for their consideration. The Board of Directors may review the policies and amend them annually or when necessary.

**Membership:**

- The Committee shall consist of five members.
- All members will be appointed by the Board of Directors
- One member shall be a member of the Board of Directors (this being the only member of this committee who must be a member of the Richmond Gateway Theatre Society.)
- One member shall be a staff member from Gateway Theatre
- The other three members shall be representative of the Richmond performing arts community (Music, Dance and Theatre)
- All appointments are for two years with the member of the Society providing continuity between change of members (ie. alternate years of appointment).

**Staff Liaison:**

- Secretary to the committee: Manager of Rentals

The following points outline the key guidelines governing how the Board will operate to carry out its duties of stewardship and accountability.

**1. Best Interests of the Gateway Theatre**

The Board of Directors is responsible, under law, for the management of the Gateway Theatre's business and its affairs. The Board oversees the conduct of business of the Gateway Theatre and supervises management, which is responsible for the day-to-day conduct of business. Although some directors are appointed to bring special expertise or a point of view to Board deliberations, the best interests of the Gateway Theatre must be paramount at all times.

**2. Gateway Governance Directives**

These Directives shall be reviewed annually the Board.

**3. The Chair of the Board**

The Board supports the concept that the role of Chair is separate from that of Artistic and Executive Director. The Board is able to function independently of management when necessary and the Chair's role is to manage and provide leadership to the Board.

**4. Committees**

The Board has developed General Principals for Committees: the current Committees are:

1. Finance and Audit Committee;
2. Executive Committee;
3. Fundraising Committee;
4. Nominating Committee;
5. Community Connections Committee;
6. Endowment Grants Committee.

This structure is subject to change from time to time as the Board considers which of its responsibilities will best be fulfilled through more detailed review of matters in a committee.

**5. Committee Chairs and Committee Members**

The Board Chair is responsible to the Board for annually proposing the leadership and membership of each committee.

In preparing membership recommendations, the Board Chair will consult with the the Artistic and Executive Director and take into account the preferences, skills and experience of each director. Committee Chairs and members are appointed by the Board at the first Board meeting after the annual general meeting, or as needed to fill vacancies during the year.

**6. Committee Meetings**

Each committee's meeting schedule will be determined by its Chair and members based on the committee's work plan and terms of reference. The committee Chair will develop the agenda for each committee meeting. Each committee will report in a timely manner to the Board on the results of its meetings.

**7. Board Meetings and Agendas**

The Board Chair and the Artistic and Executive Director, will develop the agenda for each Board meeting. Under normal circumstances, the agenda and the material will be distributed to directors not less than two business days before the meeting.

**8. Board Relations with Management**

Board policies and guidelines are issued to management for their adherence. Directors who have questions or concerns on management performance may direct these to the Chair, to the Artistic and Executive Director, or through Board and committee meetings.

Directors must respect the organizational structure of management. An individual director has no authority to direct any staff member.

**9. Budget Preparation**

The Artistic and Executive Director is responsible for preparing the draft annual budget for consideration and approval by the Board. In preparing such a draft there will be full consultation with all employees of the Gateway Theatre. The draft will be reviewed by the Executive Committee and Finance and Audit Committee before it is submitted to the full Board.

**10. New Director Orientation**

New directors will be provided with an orientation and education program which will include written information about the duties and obligations of directors and about the business and operations of the Gateway Theatre, documents from recent Board meetings and opportunities for meetings and discussion with other directors and the Artistic and Executive Director. This orientation will include a review of these Governance Directives.

**11. Evaluation of the Artistic and Executive Director**

The Executive Committee will conduct an annual Evaluation of the Artistic and Executive Director, measured against objectives and other relevant criteria established in the previous year by the Board and the Artistic and Executive Director all as set out elsewhere in these Governance Directives.

This performance evaluation will be communicated to the Artistic and Executive Director by the Board Chair. The evaluation also will be used by the Executive Committee in its deliberations concerning the Artistic and Executive Director's annual compensation.

**12. Levels of authority for Management and the Board**

Directors have no authority to make financial commitments for the Gateway Theatre other than as a secondary approval as set out in the document entitled "signing authorities" elsewhere in these Governance Directives.

**1. PURPOSE**

- 1.1. The primary responsibility of the Board of Directors (the “Board”) is to foster the long-term success of the Gateway Theatre consistent with the Board’s responsibilities to the community it serves
  
- 1.2. The Board has the responsibility to oversee the conduct of the business of the Gateway Theatre and to supervise management, which is responsible for the day-to-day conduct of business. In performing its functions, the Board also considers the legitimate interests which others such as employees, contractors, suppliers, patrons, other artistic organizations and the City of Richmond have in the Gateway Theatre. In supervising the conduct of the business, the Board, through the Artistic and Executive Director, will set the standards of conduct for the Gateway Theatre and ensure the safety of its operations.

**2. PROCEDURES AND ORGANIZATION**

- 2.1. The Board operates by delegating to management certain of its authorities, including spending authorizations, and by reserving certain powers to itself. The current signing authorizations are set out elsewhere in these Directives.

**3. DUTIES AND RESPONSIBILITIES**

*Selection of Management*

- 3.1. The Board has the responsibility:
  - 3.1.1. to appoint and replace the Artistic and Executive Director; to monitor the Artistic and Executive Director’s performance; to approve the Artistic and Executive Director’s compensation and to provide advice and counsel to the Artistic and Executive Director in the execution of the Artistic and Executive Director’s duties;
  
  - 3.1.2. to ensure that plans are made for management succession and development.

*Monitoring and Acting*

3.2. The Board has the responsibility:

- 3.2.1. to monitor the Gateway Theatre's progress towards its goals, and to revise and alter its direction through management in light of changing circumstances;
- 3.2.2. to identify the principal risks of the Gateway Theatre's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks; and,
- 3.2.3. to direct management to ensure that systems are in place for maintaining the integrity of and implementing the Gateway Theatre's internal financial control and management information systems;
- 3.2.4. to review, with management, the mission of the Gateway Theatre, its objectives and goals, and the strategies by which it proposes to reach those goals; and,
- 3.2.5. to review progress in achieving the goals established in the strategic plans;
- 3.2.6. to approve and monitor compliance with all major policies and procedures which govern the Gateway Theatre's operations; and
- 3.2.7. to direct management to implement systems designed to ensure that the Gateway Theatre operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.
- 3.2.8. to ensure that the financial performance of the Gateway Theatre is adequately and promptly reported to the Society, the City and the public,
- 3.2.9. to ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles;



#### **4. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS**

- 4.1. Legal duties are imposed on directors.
- 4.2. Directors are under a fiduciary<sup>1</sup> duty to the Gateway Theatre to carry out the duties of their office:
  - 4.2.1. honestly and in good faith;
  - 4.2.2. in the best interests of the Gateway Theatre; and,
  - 4.2.3. with the care, diligence, and skill of a reasonably prudent person.
- 4.3. Directors have specific statutory duties and obligations under employment, environmental, and financial reporting law as well as under the withholding provisions of taxation law.

---

<sup>1</sup> Without being legally precise, a fiduciary duty is duty to act for the benefit of another, like a trustee.

## **GOALS AND OBJECTIVES**

1. As a member of the Board, each director will:
  - 1.1 fulfill the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary roles;
  - 1.2 consider the interests of the community the Gateway Theatre serves,
  - 1.3 and participate in the review and approval of Gateway Theatre policies and strategy and in monitoring their implementation.

## **DUTIES AND RESPONSIBILITIES**

### *Board Activity*

2. As a member of the Board, each director will:
  - 2.1 exercise good judgment and act with integrity;
  - 2.2 use his or her ability, experience and influence constructively;
  - 2.3 be available as a resource to management and the Board;
  - 2.4 respect confidentiality;
  - 2.5 understand the difference between governing and managing, and not encroach on management's area of responsibility;
  - 2.6 identify potential conflict areas - real or perceived - and ensure that they are appropriately reviewed;
  - 2.7 demonstrate a willingness and availability for individual consultation with the Chair or Artistic and Executive Director;
3. To enhance the effectiveness of Board and committee meetings, each director will:
  - 3.1 prepare for each Board and committee meeting by reading the reports and background materials provided for the meeting;
  - 3.2 maintain an excellent Board and committee meeting attendance record
  - 3.3 acquire adequate information necessary for decision making.

*Communication*

4. Communication is fundamental to Board effectiveness and therefore each director will:
  - 4.1 participate fully and frankly in the deliberations and discussions of the Board;
  - 4.2 encourage free and open discussion of the affairs of the Gateway Theatre by the Board;
  - 4.3 ask probing questions, in an appropriate manner and at proper times; and,
  - 4.4 focus enquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of the Gateway Theatre.

*Committee Work*

5. In order to assist Board committees in being effective and productive each director will:
  - 5.1 participate on committees and become knowledgeable about the purpose and goals of the committee; and,
  - 5.2 understand the process of committee work, and the role of management and staff supporting the committee.

The Chair, as the presiding director, provides leadership in guiding the Board and coordinating its activities. In performing this role, the Chair works with the Artistic and Executive Director, manages the Board, and together with the Artistic and Executive Director fosters effective relations with the communities served by the Gateway Theatre.

The Chair, while working closely with the Artistic and Executive Director, retains an independent perspective to best represent the interests of the Society, and the citizens of Richmond.

The Chair will:

- a. Act as a sounding board and counselor for the Artistic and Executive Director, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring that the Artistic and Executive Director is aware of concerns of the Board and the communities the Gateway Theatre serves.
- b. Lead the Board in monitoring and evaluating the performance of the Artistic and Executive Director.
- c. Ensure that corporate strategy, plans and performance are presented to the Board.
- d. Foster a constructive and harmonious relationship between the Board and management.
- e. Ensure that the By-laws are adhered to.
- f. Ensure that the Board has full governance of the Gateway Theatre's business and affairs and that the Board is alert to its obligations to the Gateway Theatre, to the communities it serves, to management, and under the law.

- g. Provide leadership to the Board, assist the Board in reviewing and monitoring the strategy, policy and directions of the Gateway Theatre and the achievement of its objectives.
- h. Build consensus and develop teamwork within the Board.
- i. Co-ordinate the agenda, information packages and related events for Board meetings with the Artistic and Executive Director.
- j. Review minutes of Board meetings for accuracy and edit as appropriate.
- k. Chair the Executive Committee.
- l. Ensure that Board and committee meetings are conducted in an efficient, effective and focused manner.
- m. In coordination with the Artistic and Executive Director, ensure that the Gateway Theatre's management and, where applicable, the Board are appropriately represented at official functions and meetings.

The Artistic and Executive Director is a dual position reporting to the Board of Directors of the Richmond Gateway Theatre Society (RGTS). The Artistic & Executive Director is the chief operating officer of the RGTS and an employee of the Board of Directors.

This position is responsible to:

- A. Lead all aspects of Gateway Theatre's operation
- B. Lead and manage the Gateway Theatre within the parameters established by the Constitution and By-Laws, the Board and its committees.
- C. Lead and manage the overall direction of the theatre by ensuring that the outcomes of its operation accurately express the Vision, Mandate, Values and Core Programs of the RGTS. (Attached)
- D. Maintain contact and good relations with City of Richmond representatives, Board Members, Union and Association representatives as well as members of a cross section of arts and cultural groups, the general public and members of the RGTS.
- E. Report to the Board and ensure Board directives and policies are implemented  
Develop and recommend the strategic plan to the Board and successfully implement the corresponding operational plans, capital plans and other supporting initiatives.
- F. Ensure the integrity of the Gateway Theatre's internal control and management systems
- G. Manage and oversee the communication between the Gateway Theatre and the public and act as the principal spokesperson for the Gateway Theatre
- H. Meet regularly and as required with the Chair and other directors to review material issues and to ensure that the Chair and other directors are provided with relevant and timely information

- I. The planning and execution of all artistic aspects and programs of the theatre that support the Vision, Mandate, Values and Core Programs of the RGTS such as but not limited to the main stage series, the studio series, scene first play development program, the academy, satellite companies, community connections, mentorships and rentals
- J. Assign responsibilities for programs to existing and additional staff members subject to budgetary considerations.
- K. To direct and collaborate with Gateway's General Manager to support the Vision, Mandate, Values and Core Programs of the RGTS

**I. OBJECTIVES**

The following four documents constitute the benchmarks against which the review takes place:

- A. A written statement of goals or primary objectives for the year under review. These goals have been agreed to by the Artistic and Executive Director and the Board the year before.
- B. The budget for the previous year.
- C. The strategic plan.
- D. Board approved terms of reference for the Artistic and Executive Director.

**II. THE ARTISTIC AND EXECUTIVE DIRECTOR'S SELF-APPRAISAL**

- A. The members of the Executive Committee are best equipped to undertake their assessment of the Artistic and Executive Director if they know: (i) the Artistic and Executive Director's own evaluation of his or her performance against the agreed upon objectives for the previous year; and, (ii) the Artistic and Executive Director's opinion of the goals and priorities for the coming year.
- B. This self-appraisal is in written form.
- C. The self-appraisal is discussed by the Artistic and Executive Director with the Executive Committee in advance of their ensuing evaluation of the Artistic and Executive Director.



**III. DIRECTOR INVOLVEMENT**

- A. The Executive Committee sets down its written assessment of the Artistic and Executive Director's performance.
- B. The Board Chair discusses the assessment with the full Board before meeting with the Artistic and Executive Director.
- C. The Board Chair discusses the statement with the Artistic and Executive Director.

**IV. ARTISTIC AND EXECUTIVE DIRECTOR FEEDBACK**

The Artistic and Executive Director may provide a written response to the review to the Board through the Board Chair.

**V. TIMING AND RESPONSIBILITIES**

The Artistic and Executive Director shall submit the self-evaluation within 30 days of the end of the fiscal year and the Executive Committee shall complete the evaluation with 90 days of the end of the fiscal year.

1. **Object**

The object of these Guidelines is to ensure public confidence in the integrity of the Society by establishing clear rules of conduct respecting Conflict of Interest for all Directors and Employees and by minimizing the possibility of perceived, potential or actual conflicts arising between the private interests of individuals and the duties and responsibilities of Directors and Employees and providing for the resolution of such possible or actual conflicts should they arise.

2. **Principles**

Every Director and Employee shall:

- 2.1 act in a manner that will bear the closest scrutiny, an obligation that is not fully discharged by simply acting within the law;
- 2.2 not have private interests, other than those permitted pursuant to these guidelines, that would be benefited by actions or decisions of the Society in which the employee participates;
- 2.3 not knowingly take advantage of, or benefit from, information that is obtained in the course of his or her employment that is not generally available to the public; and
- 2.4 not directly or indirectly use, or allow the use of, Society or City property of any kind, for anything other than officially approved activities.

3. **Interpretation**

- 3.1 "Associate" shall mean spouse or child of the Employee, or any relative that lives with the Employee, a company of which 10% or more of the shares are owned by the Employee, or a partner of the Employee or any trust or estate of which the Employee is a substantial beneficiary;

- 3.2 "Confidential Report" means a report in such form as shall be determined from time to time by the Designated Officer;
- 3.3 "Designated Officer" means the Chairman of the Board of Directors of the Society or such other Director as may be designated from time to time by the Chairman of the Board of Directors;
4. **Private Interests**

An Employee or Director shall make a Confidential Report to the Designated Officer of any asset and any direct or indirect liability, where such assets or liabilities could give rise to a Conflict of Interest in respect of the Employee's duties and responsibilities.

A Director or Employee may be involved in outside employment and other activities provided that such activities do not place demands on the Employee inconsistent with his or her duties and responsibilities. The Designated Officer may order that such activity be curtailed, modified or discontinued if the Designated Officer determines that a real or potential Conflict of Interest exists.

5. **Reporting of Private Interests**

The Designated Officer will offer guidance and assistance as to the necessity of the filing of a Confidential Report by a Director or Employee, using as his or her primary guideline the maintenance of the integrity of the Society.

Upon receipt of a Confidential Report, and within 30 days thereafter, the Designated Officer shall determine if the private interest subject to reporting constitutes a real or potential Conflict of Interest for the Director or Employee. The Designated Officer will order divestiture or other appropriate action to the Employee. An example of other appropriate action would be to remove the Director or Employee from specific discussions or decisions.

All communications between the Designated Officer and a Director or Employee preparing and submitting a Confidential Report shall be confidential, unless the private interest is deemed by the Designated Officer to constitute a Conflict of Interest, real or apparent, and the Director or Employee refuses or fails to comply with an action satisfactory to the Designated Officer.

6. **Avoidance of Preferential Treatment**

No Director or Employee shall accord preferential treatment in connection with any Society matter to family members or friends or to an organization in which the Director or Employee is an office holder or has an interest or in which his or her family members have an interest.

7. **Compliance**

When a Director or Employee does not comply with the provisions of this policy, the Designated Officer, if not the Chair of the Board; shall make a report to the Chair who, in consultation with Board of Directors, shall determine what further action is required, including disciplinary action, suspension or termination of membership in the Society or employment by the Society.

**BE IT RESOLVED THAT** the following table comprise the Signing Authorities<sup>1</sup> of the Richmond Gateway Theatre Society, **PROVIDED THAT**; in all circumstances the Annual Budget must be approved by a Resolution of the Board of Directors,

Amount in Issue	Circumstance	Any one of the following	Plus	Any one of the following
Less than \$ 1,500	Any expenditure within the line item set out therefore in the Annual Budget	General Manager	Plus	Finance Officer
Less than \$25,000	Any expenditure within the line item set out therefore in the Annual Budget	Artistic & Executive Director	Plus	General Manager
\$25,000 Or greater	Any expenditure within the line item set out therefore in the Annual Budget	Member of the Board	Plus	Artistic & Executive Director General Manager
Budget re-allocation Less than 5% of the budget's forecast gross revenues	Any reallocation within the Annual Budget	Chair of the Board	Plus	Artistic & Executive Director
Budget re-allocation Greater than 5% of the budget's forecast gross revenues	Any reallocation within the Annual Budget	Resolution of the Board		

<sup>1</sup> “Signing Authorities” means that the named office holders have the power to make financial commitments such as contracts, licenses and purchase orders, and to sign any cheques consequent to those commitments. In all cases, two signatures are required, and, compliance with these Signing Authorities will be a specific task upon which the independent auditor will be asked to report annually to the Board of Directors.