

## **New Brunswick Arts Board : Bylaws**

The New Brunswick Arts Board adopts the following bylaws pursuant to section 12 of the New Brunswick Arts Board Act.

### **Definitions**

In these bylaws:

“Act” means the *New Brunswick Arts Board Act, Chapter N-3.1 of the Revised Statutes of New Brunswick, 1973*.

“Board” means the New Brunswick Arts Board established pursuant to section 2 of the Act.

“Chairperson” means the chairperson of the Board, elected by the members of the Board, pursuant to subsection 6(10) of the Act.

“Member” means a member of the Board appointed pursuant to section 6 of the Act.

“Education in the arts” includes professional development, training, and post-secondary institutions.

“Arts organizations” includes art galleries, artist-run centres, film or video cooperatives, theatre companies, dance companies, symphonies, opera companies, writers’ federations, craft councils, arts festivals, presenting theatres, community cultural development organizations, sound recording studios, film companies, private art or craft galleries, book and magazine publishers, and the like, which present and promote the work of professional New Brunswick artists.

“Minister” means the minister of the department responsible for culture in New Brunswick.

### **Corporate Seal, Situation of Offices**

1(1) The seal of the Board shall be in the form impressed hereon.

1(2) The offices of the Board shall be in the City of Fredericton, New Brunswick.

### **Representative Membership**

2(1) The membership of the Board shall reflect the cultural diversity of the province and shall give balanced representation to both men and women, the geographic regions of the province, the various arts disciplines, activities, and sectors, and the other sectors, as outlined below.

## **Regions**

- a) Recommendations for nomination to the Board shall seek to ensure representation from each of the following five geographic regions:
  - i) Moncton-Sackville (South East)
  - ii) Acadian Peninsula, including Miramichi and Petit-Rocher (North East)
  - iii) Campbellton-Edmundston including Grand Falls (North West)
  - iv) Fredericton-Gagetown (Central)
  - v) Saint John, including Saint Stephen and Sussex (South West)

## **Cultural diversity**

- b) Recommendations for nomination to the Board shall ensure equitable representation from all cultural communities within the province, including anglophone, francophone, Indigenous, and others. At all times, at least one member from the Indigenous community shall be appointed to the Board.

## **Arts Disciplines and Sectors**

- c) Recommendations for nomination to the Board shall seek to ensure representation from the various arts disciplines and sectors, including performing arts (music, dance, theatre), visual arts, craft, literary arts, media arts (experimental and artist-driven film, video, and electronic art), architecture, Indigenous arts, dissemination, education in the arts, and arts organizations which serve or benefit professional arts in New Brunswick.

## **Other sectors**

- d) Recommendations for nomination to the Board shall seek to ensure representation on the Board from various disciplines where participation may benefit the operation of the Board's business including representation from the fields of business, communications, fundraising, finance and the law.

## **Responsibilities of Members**

- 3(1) Members shall abide by the code of ethics established and approved by the Board.
- 3(2) Members shall approve policy decisions in order to allow the Board to carry out its mandate.
- 3(3) Members shall approve a proposed annual budget prepared by the Executive & Finance Committee.

- 3(4) Members shall monitor expenditures of the Board in a fiscally responsible manner.
- 3(5) Members shall review the decisions of the juries regarding the recipients and amounts of awards or grants to ensure that these decisions are consistent with all rules and regulations.
- 3(6) Members shall not override the decisions rendered by juries.
- 3(7) Members shall attend the meetings of the Board and the meetings of the committees of which they are a member.
- 3(8) Members shall each serve on at least one committee of the Board.
- 3(9) Members shall not act on behalf of the Board without previous authorization to that effect from the Board.
- 3(10) Members assigned to represent the Board by official invitation will attend the event and will have their expenses remunerated if they are travelling outside of their region.

### **Conflict of Interest**

- 4(1) Where a member has a direct or indirect interest in an application to the Board for funding or other assistance, that member shall:
  - a) declare to the Board, at the earliest opportunity, the nature of his or her interest in the application;
  - b) absent himself or herself from any discussion or evaluation of the application and from the selection of the jury or other review procedure by which the application is reviewed;
  - c) not vote nor express an opinion on any aspect of the application; and
  - d) not write a letter of recommendation for an applicant or nominee.
- 4(2) Active board members are allowed to apply and receive grants through all the New Brunswick Arts Board's programs. The reasoning for this is that Board members do not participate in the jury process nor have any say in jury decisions. In addition, if board members were prohibited from applying, recruitment of qualified new members would be difficult because of the small population of artists as well as the limited funding opportunities.

### **Resignations and Vacancies**

- 5(1) A member may resign his or her office at any time. Such resignation shall be given in writing or by email to the Board office. Acceptance by the Board shall not be required to make the resignation effective.
- 5(2) The Board may, by way of a resolution passed by a simple majority of votes cast, recommend to the Minister a qualified person to fill a vacant position for the remaining portion of the term of a member appointed pursuant to section 6(1) (a) or (b) of the Act. This recommendation shall be made in a manner consistent with the membership criteria established in sections 2 and 8 of the by-laws.
- 5(3) The Board shall notify the Minister of a resignation by any member and shall request that a new appointment be made.

### **Removal of Board Members**

6. The Board, by way of resolution distributed to Board members at least fifteen days in advance, and passed by at least a two-thirds majority of votes cast at a meeting, may recommend to the Minister the removal of a Board member for cause pursuant to subsection 6(8) of the Act, before the expiration of his or her term:
  - a) if this member is absent from two consecutive meetings, without an excuse acceptable to the Board;
  - b) if the member does not subscribe in good faith to the bylaws and policies of the Board; or
  - c) if the member, by his or her actions, undermines the smooth operation of the Board.

### **Nominating Procedure**

- 7(1) At the Annual Meeting, the Board shall appoint as chairperson of the Nominating Committee the past chairperson of the Board or, if he or she is unavailable, a member of the Board. The Committee shall comprise three Board members and may include up to two people not currently on the Board, but approved by the Board.
- 7(2) The Nominating Committee chairperson shall issue, or cause to be issued, calls for nominations before the Annual Meeting. The calls shall be publicized following procedures established in the policies of the Board and in accordance with the province's process for appointments to Agencies, Boards and Commissions (ABC). The Nominating Committee shall review the nominations and put forward up to three candidates for each appointment to

the Board, in accordance with the membership criteria established in sections 2 and 8. The Board shall vote on the nominees put forward by the Committee and present their recommendations to the Minister for approval.

### **Selection Criteria**

8. To be eligible as candidates for any position on the Board, nominees must conform to all of the following criteria:
  - a) Candidates must be resident of New Brunswick. A resident is defined for this purpose as someone who maintains living quarters in New Brunswick, lives at least six months of the year in the province, and has filed his or her income tax with the Province of New Brunswick for two of the last four years.
  - b) Candidates must demonstrate that they value the arts in New Brunswick, have experience and expertise in, and knowledge of, the arts in New Brunswick, and/or have a direct involvement in the arts in New Brunswick.
  - c) Candidates must demonstrate that they value the role of the artist and the contribution artists make to the province of New Brunswick.
  - d) Candidates must demonstrate that they value the development of, and education in, the arts.
  - e) Candidates must demonstrate that they have previous commitment to the arts.
  - f) Candidates must be willing to abide by the Board's code of ethics and conflict of interest policies.
  - g) Candidates must be willing to serve a minimum of three years.

### **Meetings**

- 9(1) The Board shall hold at least four regular meetings in a year, including the Annual Meeting. The director shall call a regular meeting when so authorized or instructed by the chairperson.
- 9(2) Notice indicating the time and place of all regular meetings of the Board shall be given at least fifteen days before the date of meeting to each member entered on the register of the Board at the time of the call.
- 9(3) The agenda of all regular meetings, accompanied by the minutes of the preceding meeting, shall be sent to Board members at least one week before the date of meeting.

- 9(4) Any three Board members may call a special meeting of the Board when necessary.
- 9(5) Notice of a special meeting shall be given five days before the meeting and shall indicate the nature of the business to be discussed.
- 9(6) The Board may hold a meeting without prior notice at any time if all the Board members with voting rights are present, or if the absent Board members have waived their right to receive notice of meeting or have consented in some manner to the meeting being held.

### **Annual Meeting**

- 9(7) One meeting of the Board shall be held within six months of the end of the Board's fiscal year (March 31st), and shall be referred to as the Annual Meeting. The Minister shall be invited to attend the Annual Meeting. At each such meeting, the following items of business shall be dealt with, in addition to whatever other business may have been specified in the notice of meeting:
  - a) consideration of the annual reports of the chairperson and the director;
  - b) consideration of the financial statements, statement of income and expenses, balance sheet, and the Auditor's report;
  - c) appointment of Auditor;
  - d) designate and record the names of persons authorized by the Board to sign cheques and other official documents;
  - e) presentation of the New Brunswick Arts Board Annual Report to the Minister; and
  - f) election of the executive officers.

### **Quorum**

- 9(8) A majority of the voting members of the Board constitutes a quorum. Voting members are those whose term has not expired, and members whose term has expired but who have not been replaced through appointment yet and have not resigned.

### **Consensus or Voting**

- 9(9) The Board shall seek to achieve decisions by consensus; where a vote is necessary the voting shall be by a show of hands. There shall be no secret ballots except in the case of the election of executive officers.

### **Persons admitted to Meetings**

9(10) Only members of the Board (voting and ex officio members) and persons expressly invited by the Board shall be admitted to meetings of the Board.

### **Proxy**

9(11) The Board shall not recognize a vote by proxy, but members may vote via teleconference or by email. When voting by email, a response shall be given within one to two working days.

### **Executive Officers and Executive Committee**

10(1) A chairperson elected pursuant to subsection 6(10) of the Act, should normally have served at least one year before being eligible for nomination as chairperson.

### **Representation of the Two Official Languages and Indigenous Voice**

10(2) The chairperson shall rotate between anglophone, francophone, and, if possible, Indigenous representatives. The executive officers shall always include at least one anglophone, one francophone and one Indigenous member.

### **Duties of the Chairperson of the Board**

10(3) The chairperson shall preside at the meetings of the Board.

10(4) The chairperson shall prepare, or approve, the agenda for a meeting of the Board.

10(5) The chairperson shall represent the Board in its relationships with the Province and the public.

10(6) The chairperson shall be an ex officio member of every Board committee.

10(7) The chairperson shall supervise the preparation of the New Brunswick Arts Board Annual Report.

10(8) The chairperson shall undertake further responsibilities as the Board may determine.

### **Duties of the Vice-Chairpersons**

10(9) The vice-chairpersons, in addition to their duties pursuant to paragraphs 6(10) (b) and (c) of the Act, shall undertake such responsibilities as the Board may determine.

### **Duties of the Secretary-Treasurer**

10(10) The secretary-treasurer shall have general charge of the finances of the Board. He or she shall render to the Board, whenever directed by the Board, a financial statement of expenditures and income.

10(11) The secretary-treasurer shall supervise the recording, safekeeping, and distribution of the minutes of Board meetings, and shall be responsible for the keeping and filing of documents required by law to be kept by the Board.

10(12) The secretary-treasurer shall be responsible for the safe custody of the corporate seal on the Board.

### **Executive Committee**

11(1) The Executive Committee shall be comprised of the executive officers, and the executive director, who shall sit as a non-voting member.

11(2) The Executive Committee shall meet as required.

11(3) A majority of the executive officers constitutes a quorum.

11(4) Minutes of Executive Committee meetings shall be kept and distributed to Board members.

11(5) The Executive Committee shall supervise the business and activities of the Board, subject to the Board's authority.

11(6) The Executive Committee shall make essential decisions that are required between meetings of the Board, and shall notify the Board of such actions at the following meeting.

### **Removal of Executive Officers**

11(7) Any executive officer deemed to be incapable of fulfilling his or her role by the policies of the Board may be asked to resign. The resignation request must be moved at a meeting of the Board and supported by two thirds of the members. Board members must receive notice of such a motion fifteen days before the meeting.

### **Enactment, Repeal and Amendment of Bylaws**



12. The Board may enact or pass, repeal or amend bylaws if any such change is not contrary to the *New Brunswick Arts Board Act*. Any change to the bylaws must be sanctioned by two thirds of the members holding the right to vote, and notice of the enactment, repeal or amendment must be given to all Board members one month previous to the vote.

### **Employees**

- 13(1) The Board may employ such persons as it may require for the purpose of fulfilling its mandate.
- 13(2) The Board shall establish a hiring policy for the hiring of its staff.
- 13(3) The Board shall hire an executive director, upon the recommendation of the Executive Committee, or such other committee as may be designated by the Board, subject to a one-year probationary period.
- 13(4) The executive director shall report to the Board and shall be evaluated annually by such committee as the Board may designate.
- 13(5) The executive director shall submit a regular report to each meeting of the Board informing it of the Board's activities since the last Board meeting.
- 13(6) The executive director, in accordance with the hiring policy established by the Board, shall be responsible for the hiring, evaluation and management of additional staff.

### **Business of the Board**

14. The business of the Board shall be governed by the Board bylaws and policies.

### **Indemnification**

15. Every member of the Board, his or her heirs, executors, administrators, and successors shall be indemnified and saved harmless out of the funds of the Board from and against all costs and claims that he or she sustains as a result of any action or proceeding brought in respect of any action or omission done or permitted by him or her in the execution of the duties and responsibilities assigned or assumed by such person, except such costs, charges, or expenses as are occasioned as a result of his or her own fraud or willful neglect.

### **Banking**

16(1) The Board shall maintain such account or accounts in such bank(s) and financial institutions of Canada as may be designated by the Board, in which all monies of the Board shall be deposited and from which all disbursements of the Board shall be made.

### **Banking Authority**

16(2) Every cheque or order for payment of money drawn on an account of the Board shall be co-signed by any two of the following: the executive officers, the director and such other persons that the Board may authorize.

### **Schedule of Authorizations**

16(3) The Board members, the director, and other persons authorized to sign cheques or orders for payment of money shall adhere to the schedule of authorizations established and approved by the Board.

### **Insurance**

16(4) The Board shall maintain such insurances in place as are necessary for the prudent administration of the Board's operations and dealings.

### **Execution of Documents**

16(5) Documents requiring execution on behalf of the Board (other than cheques) shall be signed by any two of the chairperson, vice-chairpersons, director, and such other persons as the Board may authorize.

### **Committees**

17(1) The Board shall establish two standing committees, an Executive and Finance Committee and a Nominations Committee, whose members shall be confirmed at each Annual Meeting, and may from time to time establish such other committees as the Board deems necessary to carry out its mandate.

### **Terms of Reference**

17(2) The Board shall define and approve the terms of reference for each committee and each committee shall carry out its activities within the limits of its terms of reference.

### **Composition**

17(3) Each committee shall be composed of at least two persons, excluding its ex officio members. The chairperson of each committee shall be a Board

member. The Board may appoint to any committee a person who is not a Board member. The Executive and Finance Committee will regularly review the status of all committees and recommend changes in membership as appropriate to the Board.

### **Committee Meetings**

- 17(4) Committee meetings shall be duly convened by the committee chairperson. All committees shall meet at least once each year. All the members of a committee shall receive notice of the meetings.

### **Reporting and Authorization**

- 17(5) The chairperson of each committee shall submit a regular report on the activities of the committee to the Board.
- 17(6) All recommendations prepared by a committee shall be presented to the Board for consideration. Only the Board shall make recommendations and/or submit documents to the government, arts organizations or the public.
- 17(7) No committee member may act on behalf of a committee without authorization to that effect from the committee.

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