

**MINUTES** of the Sixth Annual General Meeting of Castlemaine Art Museum (ABN 21 613 667 664) (**CAM**) held at Castlemaine Art Museum, 14 Lyttleton Street Castlemaine on Thursday, 24 November 2022 at 6.00 pm.

**Present:**

Hazel Annear, Russell Annear, Neil Barrett, Emma Busowsky (CAGHM Foundation Trustee), Sue Cappy, Naomi Cass (Gallery Director), Gerard Condon, Suzanne Donisthorpe, Diane Frape-Linton, Sarah Frazer, Rena Geroe, Pat Grumont, Sam Grumont, Douglas Hansford, Kerry Hansford, Melinda Harper (Director), Tom Harvey, Juliana Hilton, Christine Hooper, Claire Jager, Jane Amanda Jean (Director), Win Jodell, Max Kay, Simeon Kronenberg, Merran Macs, Bill Maltby (CAGHM Foundation Trustee), James McArdle, Chris McAuliffe, George Milford (CAGHM Foundation Trustee), Craig Mutton (Director and Chair), Kieren Naish, Genevieve Overell, Joanna Parkes, Peter Perry, Debra Petty, Catherine Pilgrim, Deborah Ratliff, Jennie Renfree, Michael Rigg, Bronwyn Rudolph, John Rudolph, Adrian Saunders, Vic Say, Mark Sheppard, Louise Smith, Peter Strang, Helen Symon (Director and Deputy Chair), Jenny Taylor, Shane Tregillis (Director and Treasurer), Clayton Tremlett, Dick Turner, Robyn Walton, Chris Wheat.

**In Attendance:**

Chris Capper (Returning Officer), Sarah Liversidge, Hans Van Gemert, Sarina Meuleman (General Manager).

**1. Welcome, Acknowledgement of Country, and Introductions**

At 6.10pm, there being a quorum present, the Chair, Craig Mutton, declared the meeting open, acknowledged Dja Dja Wurrung Country on which the Gallery stands, and welcomed members, the Gallery Director, staff, volunteers, and fellow Board members to the annual general meeting.

The Chair informed members of the order of business for the meeting which included reports from the Chair; the Honorary Treasurer; and the Deputy Chair and Gallery Director about fundraising activities and initiatives. The Chair informed members that an election by way of vote will be undertaken as five nominations had been received for three vacant Elected Director positions:

- Margaret Bainbridge
- Simeon Kronenberg
- Mark Sheppard
- Helen Symon KC
- Professor Laurene Vaughan

**2. Apologies**

Members noted that the Secretary had received apologies from Zoe Amor, Judy Annear, Betty Ashton, Margaret Bainbridge, Michael Bainbridge, John Barnier, Elizabeth Barnier, Winifred Belmont, Phee Broadway, George Broadway, Jacqueline Brodie-Hanns, Leo Bruinier, Dianne Couch, John Dennithorne, Marion J Downe, Elizabeth English, Doug Falconer, Nell Fraser, Charles Green, Lyndell

Green, Robin Haylett, Catherine Hensler, Heather Holst, Stephanie Holt, Beverly Knight, Lorraine Le Plastrier, John Lewis, Christine Lloyd, Trevor Lloyd, Jennifer Long, Ian Lulham, Fiona McGauchie, Josephine Milford, Paul G Morgan, Tracey Naughton, Ruth Neath, Tiriki Onus (Director), Deborah Peart, Sue Picot, Margaret Rees-Jones, Patricia Robins, William Sampson, Michael Sharkey, Phillip Siggins, Judith Staudte, Leslie Thornton, Liz Tromans (Director and Secretary), Ian Welsh, John Wolseley.

### **3. Minutes of the 2021 Annual General Meeting held on 25 November 2021**

The Minutes of the fifth Annual General Meeting of CAM held on Thursday, 25 November 2021 were received and confirmed.

Moved: Deborah Ratliff

Seconded: Chris McAuliffe

There was no business arising from those minutes.

### **4. Chair's Report for the 2021–2022 Financial Year**

The Members noted the Chair's report summarising the key activities for the organisation during the 2021–2022 year, in particular the Chair's acknowledgement of ever present challenges associated with funding. The Chair recognised the continued, tireless work of CAM staff, volunteers and board members, who have worked to ensure CAM continues to offer its visitors a delightful experience.

Members noted that with the ongoing support of Maree Edwards MP, State Member for Bendigo West, and Creative Victoria, CAM secured an investment of \$6million as part of the 2022-23 State Budget, to deliver minor capital works and planning and design works (stage 1) with the further design work and planning to enable a future stage 2, which is subject to funding. The \$6million was secured following the development of a Business Case, as well as a high-level spatial Masterplan, completed by John Wardle Architects and supported by Creative Victoria. The Chair also acknowledged the previous Assistant Treasurer and Minister for Creative Industries, Danny Pearson MP, for their engagement and support of CAM.

Members noted other key achievements during the year, which included:

- continuation of the Reflections series, inviting a diverse range of contributors from the CAM community to write brief reflections on aspects of the art and museum collections;
- current exhibitions From the Land, There's a certain Slant of Light, and Reflections on the Castlemaine Art Museum Collection which have proved incredibly popular and remain on display for visitors to enjoy;
- the continued collection cataloguing and digitisation efforts, as well as ongoing efforts in the re-housing and identification of the First Nations Ancestor tools and adornment;
- achieving funding from the National Library of Australia to undertake a significance assessment of the museum collection, which will be completed in late 2022;

- the development of the ‘Terrace Projections’ series, with Michael Corridore’s *Angry Black Snake*, projected onto the façade of the building from February to July 2022, as a result of support from the Australian Government through their Restart Investment to Sustain and Expand (RISE) Fund.

The Chair noted the financial year’s operating deficit of \$118,029, acknowledging that while CAM has been successful in achieving funding for exhibitions, dedicated activities and specific building restoration funds, the funding for core operations has not kept pace with activities and the demands of ageing infrastructure. Members noted that financial pressures were recognised in July 2021 and the Board anticipated a deficit this financial year.

Members noted the acknowledgement expressed by the Chair to major funding partners and sponsors, including Creative Victoria and Mount Alexander Shire Council, and donors including Christine Bell, Rose Gilder, Beverly Knight, Irene Lawson, Michael Rigg, Mark Sheppard and Helen Symon. Members also noted the recognition of support from the Friends of Castlemaine Art Museum (FOCAM) through their conversations, as well as all Members who continue to renew their membership and make generous donations, noting their support as central to the success of the gallery.

Members also noted the Chair’s expression of thanks to:

- dedicated staff members led by Naomi Cass & Sarina Meuleman (and Nell Fraser until February 2022);
- the wonderful Guides and volunteers;
- fellow Board colleagues for their tireless work and stewardship of the gallery; including former directors Claire Jager, Jacqueline Milner and Tamasine Dale; Shane Tregillis who was appointed as Treasurer; and Helen Symon who was appointed as Deputy Chair;
- Board member Chris McAuliffe who retired after six years on the board, having made a very significant contribution.

The Members noted that after six years, the Craig Mutton would be stepping down as Chair at the AGM, and that he looked forward to handing over to the new Chair following the AGM. The Members noted that a summary of the Chair’s report was included in CAM’s 2021–2022 Annual Report which was available on CAM’s website.

## **5. Treasurer’s Report for the 2021–2022 Financial Year**

Members noted the Honorary Treasurer’s report from Shane Tregillis. The report highlighted:

- that CAM’s artistic programs and community engagement have achieved real momentum as it emerged from the period of COVID restrictions, however CAM urgently requires a

significant increase in operational funding to sustain the organisation beyond the next 12 months;

- an operating deficit of \$118,029, bringing accumulated surplus/net assets to \$338,263;
- the primary reason for this deficit is that until the 2022–2023 financial year, a significant 3-year grant from an anonymous benefactor and one-off government COVID related assistance has sustained CAM's core operations, noting that these sources of revenue, to some extent, masked the structural funding issue affecting core operations; and are now at an end;
- CAM sought a significant uplift in its operational funding from Creative Victoria at the end of 2021, and, like other cultural institutions, was unsuccessful;
- the 2022–2023 financial year budget approved by the Board enables CAM to continue operating with its current minimal staffing in the next financial year while we pursue public and private sector funds to assure financial sustainability;
- the CAM Board is exploring all options to source additional funding, including from government, general fundraising, major donors, and the CAGHM Trustees;
- CAM directors have concluded that the current combination of circumstances represent a material uncertainty that casts doubt upon CAM's ability to continue as a going concern beyond mid-2023 unless it can achieve significant additional revenue from grants, donations or other sources secured by the first half of 2023;
- the Victorian Government has shown long-term confidence in the organisation through the Creative Infrastructure Program \$6m investment and recent Regional Collections Access Program (Creative Victoria) Grant of \$272,035, noting that these funds cannot be used for core operations;
- despite the current financial challenges, CAM had a smooth audit process and clean audit again this year.

Members noted the Treasurer's expression of thanks for the support of former and current General Managers, Nell Fraser and Sarina Meuleman, the Bookkeeper Lorelee Lockett, and Auditors Joshua Griffin and Gemma Roberts.

Members also noted that a summary of the Treasurer's report had been included in CAM's 2021–2022 Annual Report.

## **6. Noting of the Annual Financial Statements as presented in the CAM 2021–2022 Annual Report**

The Members noted the audited financial statements for the year ended 30 June 2022, which were included in the **2021–2022** Annual Report.

## **7. Report on Fundraising Activities**

Members noted a report from Deputy Chair, Helen Symon, and Gallery Director, Naomi Cass, on recent fundraising activities. Helen Symon expressed thanks to Board colleagues and fellow members of the Fundraising Group, Melinda Harper, Amanda Jane Jean, and Mark Sheppard.

Members noted the confidence in CAM that was expressed by the Victorian Government through the \$6m investment as part of the Creative Infrastructure Program, as well as Creative Victoria's continuation of the operational funding level of \$110,000 per annum. The Chair noted the need for CAM to demonstrate financial support from the community to government in order to make a strong case to government and potential donors for further operational funding.

Members noted the launch of the *100 for \$1,000 Campaign* and that fourteen people have already committed contributions, with encouragement for those in attendance to join the campaign and become part of 'The 100'.

Members noted a report from Gallery Director, Naomi Cass, and her acknowledgement of the Jaara community of the Dja Dja Wurrung, and their engagement and contributions to the gallery. Members noted that a summary of the Director's report was included in CAM's 2021–2022 Annual Report.

Members received an oral report from the Gallery Director, noting recent activities including:

- collections management being undertaken through an audit of the Museum Collection, supported by the Public Record Office Victoria (PROV) and a Significance Assessment, supported by the National Library of Australia, both of which are driving new understanding of the Collection and to support its incorporation within the exhibition program;
- development of a refreshed retail space, supported by a grant from Mount Alexander Shire Council and major sponsorship from Like Butter;
- recent Terrace Projection commissions with local artist Zoe Scoglio, and a group of young people working with local filmmaker Leonie Van Eyk.

Members noted the Gallery Director's expression of thanks to dedicated volunteers for their work with the collection, Deborah Peart, Chris Capper, Chris McAuliffe and Diane Frape-Linton.

Members noted the benefits of exhibiting at CAM for artists at various levels of their careers, including commercial representation, finding new audiences, selling of work after the exhibition, and inclusion in major exhibitions across Victoria and nationally. Members noted that CAM is committed to exhibiting work from First Nations artists; local, Australian and international artist; and emerging, mid-career and established artists.

The Gallery Director reported the upcoming launch of the inaugural CAM Commissions initiative and fundraiser event on 9 December 2022. Members noted the CAM Commissions initiative commissions local, living artists to create new works in response to the CAM façade with an editioned print available for sale, and the 2022 artists were Zoe Amor, David Frazer and Melinda Harper.

## **8. Guest Speaker**

Members heard from guest speaker and artist, Clayton Tremlett, noting the significant role CAM played in the development of his artistic career. Members noted Clayton's exhibition at CAM in

2016, *Beard and Influence*, and that multiple opportunities followed this show including touring of the exhibition, demonstrated participation in a regional gallery for funding applications, and an upcoming exhibition at Melbourne's Shrine of Remembrance.

Clayton Tremlett acknowledged the impact of CAM's regular exhibitions featuring local artists, both well-known and emerging, and applauded the gallery staff for the ongoing renewal of the gallery's artistic program. Members also noted his association as a teacher at Castlemaine Secondary College, and his support of a teachers professional development program held at CAM in conjunction with Gertrude.

## 9. Questions to Directors

The Chair reported that CAM had received six questions on notice prior to the meeting.

The Chair provided the following responses to the questions:

Question #1: Could someone on the board please outline what steps they're taking to raise funds for operations?

Response #1: CAM vigorously works to reduce expenses, to seek in-kind support, and increase income. Including the following:

1. When CAM applies for grants, an appropriate amount is budgeted for operations.
2. CAM has approached Creative Victoria for a special uplift in operational funding.
3. CAM is in regular conversation with our local member.
4. CAM has informed the CAGHM Foundation Trustees of its financial situation and presented a proposal for ways in which CAGHM could work together with CAM.
5. Presenting ongoing fundraising Salons where we invite members of the community to co-host a small fundraising gathering.
6. Reaching out to local businesses for both in-kind and cash sponsorship.
7. Two specific campaigns outlined by Helen Symon and Naomi Cass: CAM Commissions and 100 for \$1,000 Campaign.

Question #2: How are trustees appointed? Although Emma Busowsky was appointed as a trustee on 14 April 2022, she does not appear to have signed the annual report documents. Why is this so?

Response #2: This is a question submitted to CAM intended for the CAGHM Foundation Trustees. As this is CAM's AGM, the question was passed on to the CAGHM Trustees who will respond to the questioner directly.

Question #3: Can the Gallery Trustees inform subscribers if any funds from the Sinclair Trust Fund (\$300,000 given in 2015 to be used for acquiring art works for the permanent collection) and the Rosemary Fazakerley Print Fund (\$70,000 given in 2016 to enable the Gallery to acquire original Australian prints for the permanent collection) has been used or if the monies from these two bequests have been spent for any other purposes.

Response #3: This is a question submitted to CAM intended for the CAGHM Foundation Trustees. As this is CAM's AGM, this will be passed on to the CAGHM Trustees who will respond to the questioner directly.

Question #4: Exhibition catalogues provide both CAM and our artists with a lasting record that shows CAM's standing in the Australian art world. We have among our member-base the resources and skills to cheaply produce small runs of pamphlet-style publications each with registered ISBNs. Is this something CAM will pursue or perhaps reach out to FOCAM or members to help finance?

Response #4: CAM has not recently produced hard copy catalogues due to constrained personnel and financial resources, however it has produced online catalogues for some exhibitions. CAM would welcome the opportunity to meet with the questioner to discuss producing exhibition catalogues and fundraising to do so.

Question #5: Why is the Gallery not open from 10-5pm Tuesday–Sunday like all other Regional Galleries?

Response #5: Insufficient financial and human resources to sustain these opening hours, compared to other, more well-resourced regional galleries and museums. As soon as CAM has a capacity to do so, resuming full opening hours is a priority.

Question #6: Yet again the gallery is in financial trouble. I want to just ask what is happening re finances? The gallery survived on the smell of an oily rag for years and now we're up to the second announcement of no money for day-to-day expenses. The gallery isn't open as many days a week as it was when Peter Perry was director – more wages, electricity etc... so if it's now open less days and limited hours? This must be discussed at the AGM. The community owns the gallery and needs/wants to know what's going on.

Response #6: This question has been addressed in the Treasurer's Report, noting insufficient financial and human resources, and CAM's structural deficit.

The Chair, Honorary Treasurer and Gallery Director received and answered additional questions from the floor.

## 10. Election of Directors

The Chair announced the opening of the election for three Elected Director vacancies to the board of directors for a term of three years as set out in clause 11.2 of the Constitution.

The Members noted that:

- all members present were given a ballot paper and the statement provided by each candidate was made available online, at the Gallery and on the evening at reception;
- members who held proxies were given multiple ballot papers upon registration;

- members were instructed to put a cross in the box against the three names of the candidates for whom they wished to vote;
- the candidates were listed in alphabetical order, being Margaret Bainbridge, Simeon Kronenberg, Mark Sheppard, Helen Symon KC, Professor Laurene Vaughan; and
- the returning officer, Chris Capper, would count the ballots and return to announce the successful candidates prior to the conclusion of the meeting.

### **11. Conclusion of Formal Business**

The formal business of the meeting closed at 7:15pm.

### **12. Announcement of Election of Directors**

The Returning Officer, Chris Capper, returned to advise the result of the election. The Chair announced that Simeon Kronenberg, Mark Sheppard and Helen Symon KC were successful in being elected to the Board for a term of three years from the date of the AGM.

The Chair congratulated Simeon Kronenberg, Mark Sheppard and Helen Symon KC. The Chair expressed thanks to Margaret Bainbridge and Laurene Vaughan for their nominations.

### **13. Meeting Close**

The Chair thanked members for their attendance.

At 7.37pm, there being no other business, the Chair closed the meeting.

Signed as a true and correct record of the 2022 AGM held on 24 November 2022.

Helen Symon KC, Chair  
Castlemaine Art Museum