FINANCIAL STATEMENTS

DECEMBER 31, 2015

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Shannon & Buffett, LLP

Chartered Professional Accountants

HAL C. BUFFETT, CPA, CA GARRY L. ARMSTRONG, CPA, CA CLAUDE LEGER, CPA, CA RON W. SAUNTRY, CPA, CA

March 29, 2016

Independent Auditors' Report

To the Members of: Beaverbrook Art Gallery

We have audited the accompanying financial statements of Beaverbrook Art Gallery, which comprise the statement of financial position as at December 31, 2015 and the statement of operations and changes in fund balances and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Beaverbrook Art Gallery as at December 31, 2015, and its financial performance and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Chartered Professional Accountants

STATEMENT OF FINANCIAL POSITION - DECEMBER 31, 2015

	Current: Cash and cash equivalents Investments Receivables Inventory Prepaid expenses	Interfund receivable Restricted funds (note 2) Capital assets (note 3) Paintings and works of art		Current: Cheques issued in excess of funds on deposit Bank indebtedness (note 4) Demand loan (note 5) Payables and accruals Deferred revenue (note 6)	Interfund payables Deferred contributions (note 7)		Unrestricted Invested in capital assets Externally restricted (note 2)		On behalf of the Board														
	quivalents s	e ote 2) : 3) :s of art		nds on deposit ess (note 4) ote 5) cruals	ions (note 7)		assets ed (note 2)																
	Operating Fund \$	271,460 180,072 100,000 5,448,487 1		\$ 99,759 244,200 2,000,000 178,672 170,426	2.693.057 4.982.533 7.675.590		(2,241,524) 465,954 100,000	(1,675,570)	\$ 6,000,020 Director														
,	Lord Beaverbrook Fund (Unrestricted) \$ 1,887,090	1,887,090																2,176	2.176 45,914 - - 48,090		1,839,000	1,839,000	\$ 1,887,090
ASSETS Senator Richard	Endowment Fund (Unrestricted) \$ 2,331,190	\$ 2.331,190	LIAB	2,688	2.688	FUND	2,328,502	2,328,502	\$														
	Senator Kichard Haffield Memorial Fund (Restricted) \$ 4,295,674	4,295,674 51,009 - - - - - - - - - - - - - - - - - -	LIABILITIES	4,952	4,952	FUND BALANCES	4,341,731	4,341,731	\$ 4.346.683														
	Endowment 2012 (Restricted) \$ 4,583,416	4,583,416		5,284	5.284 91,192 - 96,476		4,486,940	4,486,940	\$ 4,583.416														
	Capital Campaign \$ 2,364,676	2,364,742		\$ - - 950,812 5,132,615	6.083.427 93.975 - 6.177.402		(3,812,660) 2,953,379	(859,281)	\$ 5,318,121														
	Total 2015 \$ 2,364,676 13,097,370 185,748 53,702	15,733,572 231,081 100,000 8,401,866 1		\$ 99,759 244,200 2,000,000 1,144,584 5,303,041	8.791.584 231,081 4,982,533 14,005,198		(1,886,682) 3,419,333 8,928.671	10,461,322	\$ 24,466,520														
	Total 2014 \$ 4,914,656 10,657,516 49,674 44,287	15,690,226 171,666 100,000 6,013,337 1		\$ 244,200 2,000,000 205,682 5,775,242	8,225,124 171,666 5,204,380 13,601,170		1,197,352 808,957 6,367,751	8,374,060	\$ 21,975,230														

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THE BEAVERBROOK ART GALLERY

STATEMENT OF OPERATIONS AND CHANGES IN FUND BALANCES

FOR THE YEAR ENDED DECEMBER 31, 2015

Total <u>2014</u>	861,159 1,237,264 1,040,176 287,657 3,426,256	228,294 298,614 36,110 258,190 35,494 45,733 70,437 998,307 399,892	2,659,411 766,839 (87,860) 678,979	247,425 926,404 7,447,656 \$_8,374,060
Total 2015	\$ 597,316 \$ 123,773 1,404,366 291,597 2,417,052	228,736 540,160 119,925 328,185 49,279 54,924 29,328 1,169,495 447,902	(838,097) (838,097)	2,925,359 2,087,262 8,374,060 \$10,461,322
Capital Campaign	\$ 213,579	447,902	(234,874) 	(234,874) (624,407) \$ (859,281)
i Endowment <u>2012</u>	\$ - (29,437)	16,467	16,467 (45,904)	(244,600) 2,925,359 2,634,855 1,852,085 \$ 4,486,940
Restricted Senator Richard Hatfield Memorial	65,296	19,231	19,231	(120,000) (73,935) 4,415,666 \$ 4,341,731
	38,829	10,794	28,035	(203,412)
Lord Unrestricted Beaverbrook Endowment Fund Fund	29,314	8,432	20,882	(78,000) (57,118) 1,896,118 \$ 1,839,000
Operating <u>Fund</u>	\$ 383,737 19,771 1,404,366 291,597 2,099,471	228,736 540,160 119,925 328,185 49,279 - 29,328 1,169,495	2,751,772 (652,301) - - (652,301)	646,012
	Revenues: Fees, sales, donations and other revenue (note 8) \$ Investment (note 16) Grants and contributions (note 9) Deferred contributions	Expenses: Administration (note 10) Building maintenance (note 11) Collections Exhibitions Programming and outreach Investment management fees Marketing and promotion Salary and benefits Capital Campaign (note 12) Amortization	Excess revenue (expenses) before litigation Litigation Excess revenue (expenses)	Interfund transfers Contributions to endowments Increase (decrease) in fund balances Fund balances, beginning of year Fund balances, end of year

Shannon & Buffett, LLP Chartered Professional Accountants

STATEMENT OF CASH FLOWS - OPERATING FUND

FOR THE YEAR ENDED DECEMBER 31, 2015

		<u>2015</u>		<u>2014</u>
Cash generated from (used in):				
Operating activities: Excess (expenses over revenue) - operating fund	\$	(652,301)	\$	(465,075)
Amortization of capital assets Amortization of deferred contributions	_	286,664 (291,597)	-	287,657 (287,657)
Net change in non-cash working capital (note 13)		(657,234) (266,397)		(465,075) (156,197)
	_	(923,631)		(621,272)
Financing activities: Increase in bank indebtedness Interfund transfers Receipt of deferred contributions		646,012 69,750 715,762	_	244,200 376,616 27,902 648,718
Investing activities: Additions to capital assets		(6,414)	gantagen	
Increase in cash position		(214,283)		27,446
Cash position, beginning of year		114,524		87,078
Cash position, end of year	\$	(99,759)	\$_	114,524

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

Nature of operations:

The Beaverbrook Art Gallery (the Gallery) operates and manages the Beaverbrook Art Gallery in Fredericton, New Brunswick. These operations include various cultural activities primarily centered around, but not limited to, the exhibition of works of art. The Gallery is a registered charity for income tax purposes and is therefore exempt from income tax under the Income Tax Act of Canada.

1. Significant accounting policies:

(a) Fund accounting

The financial statements have been prepared in accordance with the accounting standards for not-for-profit organizations published by the Chartered Professional Accountants of Canada (CPA Canada) using the deferral method of reporting revenues. The financial position and operations of the Gallery are presented using the Fund Method.

The specific funds in use are as follows:

Operating Fund

This fund consists of all amounts not internally or externally restricted and primarily relate to the day to day operations of the Gallery and the related assets and liabilities.

Lord Beaverbrook Fund

The assets of this fund grew from a gift to the Gallery from the Right Hon. William Maxwell Baron Beaverbrook in 1957. The primary purpose of this fund is to generate investment income to assist in supporting the operations of the Gallery.

Unrestricted Endowment Fund

The assets of the Endowment Fund accumulated over many years from various contributions to the Gallery. The primary purpose of this fund is to generate contributions and investment income to assist in supporting the operations of the Gallery.

Senator Richard Hatfield Memorial Fund

The assets of this externally restricted fund grew from an initial contribution of \$2,000,000 during 1992 - 1994 from the Federal Government Ministry of Communication. This contribution is to be used to fund acquisitions of Canadian works of art, for the establishment and operation of exhibitions and education extension programs. A percentage of the investment income may also be used to fund certain administrative expenses upon approval of the Government of Canada.

Externally Restricted Endowment Fund 2012

The assets of the Endowment Fund 2012 are being accumulated from funds contributed through the capital campaign that is currently underway. The primary purpose of this fund is to generate contributions and investment income to assist in supporting the charitable purposes of the Gallery. The terms of the endowment are such that no encroachment of original principal may be made for a period of ten years from the date of original gift. Any withdrawals of principal require approval by a special majority of the board of directors as well as the written consent of the Province of New Brunswick.

Capital Campaign

The capital campaign is a temporary fund, the purpose of which is to generate contributions to support proposed infrastructure projects and to provide capital for the Endowment Fund - 2012.

All balances due amongst funds are non-interest bearing and have no set terms of repayment.

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

1. Significant accounting policies (continued):

(b) Revenue recognition

Restricted contributions are recognized as revenue of the appropriate fund in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue of the appropriate fund when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

(c) Inventory

Inventory is recorded at the lower of cost and net realizable value. Cost is determined on the average cost basis.

(d) Capital assets

Land and buildings acquired before 1970 are recorded at their replacement cost as at December 31, 1970. Additions since that date have been capitalized at cost. Amortization of the building is provided for on a straight line basis over 40 years. No amortization is recorded for assets under construction.

All purchases of equipment, furniture and fixtures are capitalized and amortized at 20% per year on a declining balance basis.

(e) Paintings and other works of art

The Gallery's collection of works of art is recorded at a nominal amount. Costs relating to the acquisition of works of art for the collection are included in expenses in the period in which they are incurred.

(f) Investments

Investments are recorded at fair value using quoted market prices with changes in fair value recognized as unrealized gains or losses in net income. Transaction costs related to the purchase of investments are charged to income in the period they occur.

(g) Cash and cash equivalents

Cash and cash equivalents include cash on hand and balances with banks.

(h) Use of estimates

In preparing the Gallery's financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Actual amounts could differ from these estimates.

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

1. Significant accounting policies (continued):

(i) Financial instruments

(i) Measurement of financial instruments

The Gallery initially measures its financial instruments at fair value.

The Gallery subsequently measures its financial instruments at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Gallery has elected to carry investments at fair value.

Transaction costs on the acquisition of financial instruments subsequently carried at fair value are expensed as incurred. The carrying value of all other financial instruments are adjusted by transaction costs incurred on acquisition and financing costs, which are amortized using the straight-line method.

(ii) Impairment

At the end of each reporting period the Gallery assesses whether there are any indications that the financial asset measured at amortized cost may be impaired.

When there is an indication of impairment, the Gallery determines whether a significant adverse change has occurred during the period in the expected timing or amount of future in cash flows from the financial asset. Where there is a significant adverse change, the carrying amount of the asset is reduced to the highest of the present value of future cash flows, the amount that could be realized from selling the financial asset or the amount that could be realized from exercising any collateral. If events and circumstances reverse in a future period, an impairment loss may be reversed to the extent of the improvement, not exceeding the initial carrying value.

(j) Allocation of expenses

Overhead and wage expenses are allocated to the capital campaign on the following bases:

Wages and benefits Employees primarily responsible for capital campaign

activities are fully charged to the capital campaign. General administration wages are allocated based on estimated percentage of time spent on the capital

campaign.

Overhead expenses are allocated based on estimated

percentage of usage of the facilities involved.

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

2. Restricted funds:

Restricted funds reflected under the operating fund column relate to a working capital reserve funded by the NB Foundation for the Arts.

Capital assets - operati	ng fund:
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	2015							2014
		Cost	Accumulated Amortization					Net Book Value
Building:								
Original building	\$	1,185,493	\$	994,709	\$	190,784	\$	220,421
East wing		3,298,550		2,753,704		544,846		627,310
North and south wall		0.40 20 2						
reconstruction		389,583		282,449		107,134		116,874
Marion McCain Atlantic								
Gallery		1,368,092		718,250		649,842		684,044
Building retrofit		1,278,551		564,085		714,466		746,430
Phase 1 renovations	_	3,787,404	_	568,291		3,219,113		3,313,798
		11,307,673		5,881,488		5,426,185		5,708,877
Equipment	_	215,944	_	193,642	_	22,302	_	19,860
	\$_	11,523,617	\$_	6,075,130	\$	5,448,487	\$_	5,728,737

Capital assets - development fund:

	 Cost	Accumulated Net Book Amortization Value			Net Book Value		
Projects in progress Equipment	\$ 2,951,177 10,091	\$	7,889	\$_	2,951,177 2,202	\$	281,847 2,753
	\$ 2,961,268	\$	7,889	\$	2,953,379	\$	284,600

4. Bank indebtedness:

Dank indebtedness.		<u>2015</u>	2014
Bank of Nova Scotia term note to a maximum of			
\$300,000, interest payable monthly at prime plus 0.25% secured by a General Security Agreement. The			
Gallery has agreed that the portfolio value of the Endowment Fund will not fall below \$600,000.	\$	244,200	\$ 244,200
	(C-1811)		

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

5. Demand loan:

Province of New Brunswick, Regional Development Corporation, demand loan. The debt is secured by the assets of the Gallery with the exception of the assets of the endowment fund and is non-interest bearing. The terms of this loan call for full repayment by December 31, 2013, as a result the loan is currently in default. The province of New Brunswick has not pursued collection of this loan and negotiations are on-going to settle this issue.

\$ 2,000,000 \$ 2,000,000

2015

2014

6. Deferred revenue:

Deferred revenue:	Opening Balances	Funds <u>Received</u>	Revenue Recognized	Closing Balances 2015
Nellie Alberta Peacock Taylor Fund Sabat Memorial	\$ 55,572 2,129	\$ -	\$ - 2,129	\$ 55,572
Mary Hashey	29,924	-	-	29,924
McCain Family	60,000	-	60,000	-
Toronto Dominion Bank - Capital Maintenance fund Funds related to various exhibitions and Publications	55,800	27,900	55,800	27,900
	71,089	29,286	43,345	57,030
Total deferred operating fund revenue	274,514	57,186	161,274	170,426
Capital Campaign - funds deferred for:				
Infrastructure projects	1,751,766	2,490,367	-	4,242,133
Programs	554,500	182,512	280,302	456,710
Unrestricted	286,226	14,414	-	300,640
Endowment	2,908,236	150,719	2,925,823	133,132
Total deferred Capital Campaign revenue	5,500,728	2,838,012	3,206,125	5,132,615
	\$ <u>5,775,242</u>	\$ <u>2,895,198</u>	\$ <u>3,367,399</u>	\$ <u>5,303,041</u>

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

7. Deferred contributions:

The Gallery has received donations for the acquisition of building facilities and improvements as follows:

Assets	Sources	Value (Year of acquisition)	Year <u>Acquired</u>
Original building	Lord Beaverbrook	\$890,000	1970
East Wing	Beaverbrook Canadian Foundation City of Fredericton Government of Canada Province of New Brunswick Vaughan Foundation Friends of the Beaverbrook Art Gallery	1,074,877 20,000 750,000 300,000 1,084,414 10,000 3,239,291	1983
North and South Wall Reconstruction	Endowment Fund	389,583	1987
Marion McCain Atlantic Gallery	Harrison McCain	1,368,092	1995
Retrofit	Endowment Fund	1,255,000	1998
Various	Various	103,861	2001 to 2008
Building Fund	Joseph and Fanny Oppenheimer Foundation	200,000	2003 and 2004
Revitalization project - phase I Atlantic Canada Opportunities Agency		1,872,448	2010 2010
	Canadian Heritage TD Bank	1,500,000 153,450	2010 2015
Total Phase I Revitaliza	ation	3,525,898	
		\$ <u>10,971,725</u>	

These unamortized contributions are recognized as revenue at the same rate as the related building facilities and improvements are amortized.

	2015		2014
Balance, beginning of year Add: contributions received Less: amortization (transfer to operating revenue)	\$ 5,204,380 69,750 (291,597)	\$	5,464,136 27,901 (287,657)
Balance, end of year	\$ 4,982,533	\$_	5,204,380

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

8. Revenue - fees, sales, donations and other revenue:

8.	Revenue - fees, sales, donations and other revenue:	2015		2014
	Admissions Annual appeal Catalogues and book sales Education programme Exhibition rentals, crating and shipping Fundraising and special events Gift shop (net of cost of sales - \$19,130, 2014 - \$8,240) Loan fees Memberships and donations Miscellaneous Photography Rentals	\$ 39,943 25,720 20,069 71,051 - 33,016 24,752 58,000 92,596 2,729 4,585 11,276	\$	35,972 25,563 16,779 86,281 7,974 77,017 22,710 142,636 63,941 6,178 1,956 9,958
	Total operating fund fees, sales, donations and other revenue	383,737		496,965
	Capital Campaign: Portion of contributions retained for administration (7% of total contributions)	 \$ 213,579 597,316	 \$	364,194 861,159
9.	Revenue - grants and contributions:	<u>2015</u>		<u>2014</u>
	C.E. Baker Trust Canada Council City of Fredericton Federal grants Program grants, donations and fundraising Province of New Brunswick The Tecolote Foundation	\$ 9,077 45,000 36,453 - 501,795 787,041 25,000	\$	10,162 45,000 36,453 23,000 283,059 617,502 25,000
	Total operating fund grants and contributions	1,404,366		1,040,176
	Endowment 2012: Capital Campaign contributions	 2,925,359		247,425
		\$ 4,329,725	p ==	1,287,601

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

10.	Expenses - administration:		2015	2014
	Information technology Insurance Interest and bank charges Miscellaneous Off-site storage Office Postage Printing Professional fees Purchases - special events Telephone Travel and conferences	\$	13,327 59,075 15,331 3,544 15,569 25,251 15,517 6,840 22,635 4,024 31,304 16,319	\$ 39,736 62,976 13,789 2,144 7,939 21,384 11,413 10,982 19,250 4,500 28,953 5,228
		\$	228,736	\$ 228,294
11.	Expenses - building maintenance and repairs:			
			<u>2015</u>	2014
	Building and equipment repairs Electricity Steam heat/water	\$	420,978 103,337 15,845	\$ 168,426 109,812 20,376
		\$	540,160	\$ 298,614
12.	Expenses - Capital Campaign:		<u>2015</u>	<u>2014</u>
	Consulting Marketing and promotion Miscellaneous Office supplies and postage Professional fees Rent Telephone Travel Salary and benefits	\$	134,719 86,577 5,303 7,399 9,933 30,000 4,717 344 168,910	\$ 187,191 12,351 8,673 2,115 3,074 30,000 4,202 13,023 139,263
		-		

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

13. Net change in non-cash working capital:

	<u>2015</u>		<u>2014</u>
Decrease (increase) in accounts receivable Decrease (increase) in inventory Decrease (increase) in prepaid expenses Decrease (increase) in interfund accounts Increase (decrease) in accounts payable and accrued liabilities Increase (decrease) in deferred revenue	\$ (142,986) (9,415) (7,983) (77,660) 75,735 (104,088)	\$	4,108 (12,543) (14,994) 56,365 (183,482) (5,651)
	\$ (266,397)	\$_	(156,197)

14. Employee future benefits:

The Gallery has a defined contribution pension plan for qualifying full time employees. Under the plan the Gallery contributes 5% of employee's earnings, not exceeding the limits set under the Income Tax Act of Canada. The amounts contributed in 2015 related to the pension plan was \$30,690 (2014 - \$31,441).

15. Financial instruments:

The Gallery is exposed to the following risks through its financial instruments:

Credit risk -

The Gallery is exposed to credit risk with regards to its cash, accounts receivable and fixed income investments. Credit risk is the risk that a party may default on their financial obligations to the Gallery. The Gallery manages this risk by diversifying its fixed income investments by issuer and sector, dealing with major chartered banks and related institutions as well as other reputable institutions.

Liquidity risk -

Liquidity risk is the risk that the Gallery will not be able to meet a demand for cash or fund its obligations as they come due. The Gallery is exposed to liquidity risk and manages that risk through monitoring, budgeting and maintaining sufficient reserves to offset any foreseeable demand for liquidity.

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015

15. Financial instruments (continued):

Market risk -

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency risk, interest rate risk and other price risk. The Gallery is exposed to the three components of market risk through its portfolio investments and manages these risks by investing in a diversified portfolio through balanced pooled funds as well as on-going monitoring of those funds.

Changes in risk -

There have been no significant changes in the Gallery's risk exposures from the prior year.

16. Investment income:

All investments are held in balanced pooled funds and are presented at fair market value based on publicly available quotations. As a result a large proportion of the amounts reported as investment income are unrealized gains.