
Richmond Art Center

Minutes of Board of Directors-July 24, 2014

Location: RAC, Resource Room Time called to order: 5:33 p.m. Time adjourned: 7:27 p.m.

Members Present: Andrea Biren, Susan Brand, Donna Brorby, Inez Brooks-Myers, Peter Dodge, Sue Hartman, Yolanda Holley, Matt Jacobson, Bernadette Jones, Terry Kotsatos, Ellengale Toki-Oakley, Connie Tritt, Susan Wittenberg

Members Absent: Anna Blackman, Bob Connolly, Edric Kwan

Staff Present: Richard Ambrose

Others Present: None

Handouts Distributed or emailed prior to or at the meeting:

1. Board Meeting Agenda for July 24, 2014
2. Minutes of Board of Director's Meeting, June 26, 2014
3. Executive Director's Report July 2014 (attached)
4. Pinole-Hercules Patch Article July 10, 2014
5. Board Members Self-Assessment report
6. Draft Public Relations Communication Policy & Protocol
7. Directors' Conflict of Interest Policy
8. Annual Affirmation & Disclosure Statement
9. July 2, 2014 Press Release/Media Alert Correction

1. Introduction/Announcements/Agenda Reviews- Donna Brorby, Board President, called the meeting to order at 5:33 p.m. The Executive Director, Ric Ambrose was given the floor. Ric presented a three minute video of the Arts in the Community program. Suggestions were made to use the video as promotional material and that it should be made available on the RAC website and linked to Richmond City employees.

The Board President requested time sheets and reminded board members the importance of keeping track of their volunteer hours.

2. Approval of the minutes of June 26, 2014 Board meeting- The Board President directed the board to the draft minutes of June 26th that were distributed in advance via email. She asked if

anyone had corrections. There were no corrections to the draft minutes. Andi Biren made the following:

MOTION: *“I move that the Board approve the minutes of June 26, 2014 board meeting as circulated in draft.” It passed unanimously.*

3. Treasurer’s Report-Treasurer Connie Tritt explained that she had not circulated the usual financial reports because neither she nor the Art Center’s temporary part time bookkeeper had time to prepare them. The part time bookkeeper is meeting the Art Center’s needs until the vacant finance manager position can be filled.

Connie reported that the Finance Committee discussed in its last meeting whether the Art Center should amend its FY 2014-15 budget in light of the City’s recent budgetary decisions (passing a budget that reduced Art Center funding by \$100,000 and making up for that by forgiving a \$96,000 loan). The majority of the committee thought that the Art Center should stick to the budget it passed before the uncertainty about City funding arose because the City did provide it with very close to the expected funding for this year. The budget will be re-evaluated as the year proceeds based on actual expenses and income.

4. Executive Director’s Report- Ric Ambrose, Executive Director reviewed his July 2014 written report with the Board. It is attached.

Ric reported that the funding goals for Oliver Ranch Fundraiser and Diebenkorn Exhibition were achieved. Oliver Ranch Fundraiser netted over \$6k and Diebenkorn Exhibition acquired \$18,400 in sponsorships which will essentially pay for the costs of the exhibit. The RAC will hold a special VIP reception on September 13th from 5-6 p.m. He added that a gift of \$5k was received from the James Irvine Foundation to fund an afterschool program in the Iron Triangle. The Savin Foundation will continue their \$30k support; \$20k for the Exhibition Directors salary for 3 years and a Challenge Grant matching up to \$10k.

Topline Corp. provided funding in the amount of \$10k for an 80 foot mural project this summer. Teens initiated and designed the mural. The design process took two weeks. Ric will circulate directions to the mural site.

Ric stated that the IT equipment is being upgraded. Two new staff members were hired, Jeanne Rehrig, part-time Art in the Community Coordinator and Nicole Robinson, Visitor Services Coordinator. Three positions were changed from part-time to full time. He assured the Board that the changes will not impact the payroll budget approved this year.

The closing reception for the STEAM program will be in the court yard on July 25, 3-4 p.m. There will be a presentation for the parents.

The board was directed to two July 2 press releases about City of Richmond funding for the Arts. It was discussed that the first release was sent in error as it did not reference the \$100k loan forgiveness. A second press release was sent shortly after with corrections. 150 thanks yous were sent to Richmond City Council members. Andi and Ric met with Bill Lindsay to apologize for the error and discussed how best to work with City in related matters.

The RAC won the **Best of the Bay** award for Best Art Center from an opinion poll taken by the East Bay Express.

5. Committee Reports-Marketing

a. Website Update- Susan Brand, Committee Chair gave an update of the website. She stated that a website review survey will be sent out in August to board members. Board members should review the website and direct questions and suggestions to Susan Brand or Kim Kellogg.

b. Communication and protocol policy- Susan circulated a draft proposal of the Public Relation Communication and protocol policy. She asked board members to review the draft and send their comments to her. The board had an in depth discussion about sensitive communication issues and how they are be handled.

6. Old Business

Board Self-assessment Report (handouts) -Susan Wittenberg presented the board self-assessment report. She noted average score results and comments to improve board performance.

Google Calendar/Master Calendar-Donna Brorby, Board President explained that a calendar is being created in Google so board members can view scheduled events or meetings and committee chairs would have access to reserve the resource room.

7. New Business-Board President circulated an amended Directors' Conflict of Interest policy dated 7/24/2014 for board approval. The amended policy is for Directors and officers. There is a separate policy for employees. Andi Biren made the following:

Motion:*“I move that the Board approve the amended Directors’ Conflict of Interest policy dated 7/24/14 as circulated.”*

Bernadette Jones seconded the motion. It passed unanimously.

The annual conflict disclosure and affirmations of value forms where distributed. The forms were signed by the members in attendance and returned to Yolanda Holley, Board Secretary.

8. Meeting Adjourn- 7:27 p.m. Snacks next time, Connie Tritt.

Upcoming Dates- August 28th, 5:30 p.m. Board Meeting
September 13th 5-6 p.m. VIP Reception for Diebenkorn Exhibition

September 13 6-8 p.m. Public Opening Reception Fall Exhibitions

September 14 Solano Stroll

September 25 5:30 – 7:30 p.m. board meeting

October 23 board meeting

October 26 Garry Knox Bennett donor event

Executive Director Report for July 2014

Funding:

We have reached our fundraising goals for both the Oliver Ranch Performance fundraising event and the Diebenkorn exhibition. We secured \$11,650 in ticket sales and after expenses, we will net \$6,300 or \$1,200 above goal. Kudos to Event Chair Ellengale Toki Oakley, Edric Kwan and Donna Brorby for coordinating this fantastic trip and event.

We have secured sponsorships for the Diebenkorn Exhibit from eight individuals and corporations totaling \$18,400. The sponsors are Susan and Steve Chamberlin, Jacobs & CO., Harry W. & Mary Margaret Anderson Foundation, Mechanics Bank, Gruen Gruen + Associates, William N. and Kathryn E. Keller and Ellengale Toki and Owen Oakley. There will be a VIP reception for the sponsors, major donors, lenders and artists on Saturday, September 13th from 5-6 pm – an hour before the public opening reception.

We received a Board member designated gift of \$5,000 from the James Irvine Foundation to provide afterschool programs in the Iron Triangle. The Savin Foundation also approved a \$10,000 Challenge Grant for donations of \$200 to \$999 for this year. This is coupled with their three year commitment of funding the Exhibition Director salary at \$20,000 per year. Virtual Development Company is sponsoring a Mural program at their site for \$10,400. Lead muralists Fred Alvarado and his Alex are training 16 teens to design and paint a thematic 80 foot mural. Thanks to Bill Lindsay for providing a van and driver to transport the teens to the mural site over the three-week period.

IT:

We have installed five new iMac computers and cleaned out two PCs. This is part of \$10,000 upgrade for our IT equipment, approved by the Board this past winter. The Richmond Community Foundation provided \$5,000 for this initiative. We will upgrade the other three iMacs and server in the upcoming weeks.

Staff:

I would like to welcome our newest staff member, Jeanne Rehrig as our part-time Art in the Community Coordinator. She will support the burgeoning AIC program and assist Rebeca Garcia Gonzalez in carrying out the program to 12 sites this year. I would like to welcome Nicole Robinson, our Visitor Services

Coordinator. She started four weeks ago and has acclimated well with front desk duties and has taken on additional office management duties.

Due to the reorganization of Administration functions, we were able to increase the following part time positions to full time: Teri Gardiner, Marketing and Communication Manager, Visitor Services Coordinator Nicole Robinson and Volunteer/Special Events Coordinator Ryan Race. This will not increase the approved payroll budget for this year.

We have re-posted and revised the Finance Manager and Development Coordinator positions to ensure that we attract quality candidates

We've received a favorable ruling regarding the status of an instructor who filed an unemployment claim. We present our case that the instructor/claimant provided services as an independent contractor not as an employee that EDD asserted. I had a phone hearing with the Administrative Law Judge and a rep from EDD and the Judge ruled that indeed the claimant's services classified him as an independent contractor and not as an employee of the Art Center.

Programs:

The Summer Camp and AIC programs are in full swing. In addition to 390 kids and adults registered to participate in Summer Camp and Adult classes/workshops we have:

- Served 30 Rosie's Girls for a one-week workshop.
- Served 30 low income students for our two week STEAM program
- Will engage 20 Elementary Teachers from 10 local schools in 20-hour Professional Development workshop integrating Art into their core curriculum.
- Serving 16 teens to advance their creative skills in painting an 80-foot mural at Online Building
- Serving 10 high school students in a multimedia Steam program at Richmond High School.
- Will engage about 12 students in a three-week work workshop at Shields Reid Community Center

Please attend the special receptions for related summer activities:

Friday July 25, 3-4 pm: STEAM Workshop participants and parents: They will display and explain their STEAM creations

Thursday July 31, 3-4 pm: Online Mural - unveiling of completed mural at 1402 Marina Way

Friday, August 1, 12 - 1 pm: Reception and display of works by 18 students' works during the second four-week summer camp in the Community Gallery. Sponsored by CAL Oils.

City of Richmond Restores Funding for the Arts:

With the advocacy of City Manager, Bill Lindsay, the City Council, at its July 1 meeting, approved the restoration of funding for three arts organizations, including the Richmond Art Center, for FY14/15. The Council approved funding the Art Center for \$275,000 (\$100,000 less than FY13/14) but agreed to forgive the remaining balance of the City Loan (\$96,000) for a total of \$371,000. In our haste to inform the media about the City Council's decision the next morning, we erred when we primarily highlighted the \$100,000 cut and did not include a reference to the forgiveness of the City loan, which aggravated a number of city officials including Bill Lindsay. After notifying us of their displeasure, Teri Gardiner and I immediately worked with Bill Lindsay, Michelle Seville and Katy Curl, to craft a corrected press release within an hour which included a quote by Bill about the City's strong endorsement of RAC programs and services. This was sent to the media by 3:30 pm. We followed up by encouraging our constituents to thank the City council members in restoring the art funding. They received over 150 thanks yous. To smooth over the concern caused by the first email, Andi and I met with Bill and apologized for our media gaff; we also discussed how best to work with the City in related media communications. In the future, we will submit all city-related agreements or funding to our liaison Michelle Seville before releasing them to the media or our constituents. I will meet with Michelle monthly to provide updates regarding the center's programmatic activities and any relevant outstanding issues with the facility or operations. The Marketing and Executive Committees are creating policies and procedures regarding media correspondence.

Hot off the Presses! We just won the **Best of the Bay Award for the Best Art Center**, an honor based on a public opinion poll conducted by the East Bay Express. Congrats to the entire staff, board, faculty and volunteers for this prestigious award!

DIRECTORS' CONFLICT OF INTEREST POLICY

THE RICHMOND ART CENTER

I. Purpose

The Richmond Art Center ("Art Center") encourages the active involvement of its directors and officers in the community. In order to deal openly and fairly with actual and potential conflicts of interest that may arise as a consequence of this involvement, the Art Center adopts the following Conflict of Interest Policy for its directors and officers. There is a separate policy for employees in the Employee Handbook.

II. Policy

Board members and officers (hereafter "directors") are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a director and those of the Art Center. An actual conflict of interest exists when a director's objectivity, professional judgment, professional integrity, and/or loyalty to the Art Center actually is compromised by his or her own financial, personal or professional considerations when he acts as a director. A potential conflict of interest and the appearance of a conflict of interest exists when a director, a member of the director's family or a close personal relation has financial interests, personal relationships, or professional associations with an outside individual or entity, such that the director's loyalties could be or could appear to be divided between the Art Center and the outside individual or entity. Both the fact and the appearance of a conflict of interest should be avoided.

III. Definitions

Affiliated, affiliation includes all direct and indirect financial interests between a director and a person with whom the Art Center has a financial relationship or is considering entering into any transaction. It also includes any other interest that may influence the judgment of a director concerning a transaction or the possibility of a transaction between the person and the Art Center. An objective test is applied to determine whether an affiliation exists between the director and the other person: whether the involvement or relationship of the director with the other person is such that it reduces the likelihood that the director can act in the best interests of the Art Center. The following relationships (whether "blood" or "step") are deemed to be an affiliation, for the duration of the relationship and five years thereafter: parent; spouse/partner/cohabitant; child, grandchild, great grandchild and his/her spouse/partner/cohabitant; brother and sister and his/her spouse/partner/cohabitant and children; and any entity in which any such persons hold more than 10 percent of the control.

Person means any individual, trust, estate, partnership, association, governmental entity,

company or corporation, whether for profit or not.

IV. Procedures

Duty to Disclose

Each director shall disclose all material facts regarding his/her affiliation with any person with whom the Art Center has a financial relationship or is considering entering a transaction. The director shall make that disclosure promptly upon learning of the link between that person and relationship or transaction. The disclosure should be made at the bottom of this form, at board meetings as provided in the next paragraph and, when the director learns of a previously undisclosed affiliation outside of a board meeting, to the board president.

At any meeting of the board at which a relationship or transaction involving an affiliated person will be considered, a director shall disclose to the members of the board all material facts regarding the director's affiliation with that person.

Determining Whether a Conflict of Interest Exists

After an affiliation disclosure by a director at a board meeting, the director shall leave the meeting while the implications of the affiliation are considered and voted upon. The remaining board members shall determine if an actual or potential conflict of interest exists.

Consequences of the Existence of an Actual or Potential Conflict of Interest

The director shall leave the meeting while the relationship or transaction is discussed and shall not vote on it. The director may, at the request of any other director, make a presentation, about the person or entity or relationship or transaction under consideration, before leaving the meeting. The remaining directors shall follow the procedures set forth in Article V in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable.

V. Findings of the Board

If the board of directors determines that a director has an actual conflict of interest with regard to a transaction of the Art Center, then the Art Center may engage in the transaction only if the following conditions are met prior to the transaction:

- A. The director shall disclose to the board all material facts concerning his/her affiliation with the affiliated person.

B. The board shall review the material facts. The transaction may be approved only if a majority of the directors, not counting the director with the conflict of interest, concludes that:

- (1) The proposed transaction is fair and reasonable to the Art Center, and
- (2) The Art Center proposes to engage in this transaction for its own purposes and benefits and not for the benefit of the director or the person to which he/she is affiliated, and
- (3) The proposed transaction is the most beneficial arrangement which The Art Center could obtain in the circumstances with reasonable efforts.

The minutes of any meeting at which such a decision is taken shall record the nature of the affiliation and the material facts disclosed by such person.

VI: Annual Statements

Each director shall sign an Annual Disclosure Statement which affirms that he/she has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy, and discloses any affiliations.

All annual disclosure statements shall be submitted to the secretary of the board of the Art Center and filed with the minutes of the first meeting of the Board of Directors held each year.

VII: Remedies

Any director who fails to comply with this Conflict of Interest Policy may, in the discretion of the Board of Directors, be censured or be removed from the Board.

VIII: Periodic Reviews

To ensure that the Art Center operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee a periodic review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

**ANNUAL AFFIRMATION AND DISCLOSURE STATEMENT
THE RICHMOND ART CENTER**

The standard of behavior at the Richmond Art Center is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the Art Center on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the Art Center's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and board members. Upon or before election, hiring or appointment, and annually, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. My disclosure for this year is below.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Your name:

Date:

Business/Organization

Nature of Relationship

Dates of Relationship

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| 1. Announcements/Introductions – | 12 minutes | Donna |
| AIC Video | | |
| Board timesheets | | |
| 2. Approval of minutes of June board meeting (MOTION) | 5 minutes | Yolanda |
| 3. Treasurer's Report | 20 minutes | Connie |
| June and Year End Financials | | |
| Finance Committee is not recommending revision of 2014-2015 budget after City of Richmond funding decision | | |
| 4. E.D. Report | 30 minutes | Ric |
| City Council vote on our budget | | |
| July 2 and ensuing communications issue | | |
| Parent complaint, student with disability, art camp | | |
| Other | | |
| 6. Committee Reports | | |
| a. Marketing | 10 minutes | Susan B. |
| Website update | | |
| Communications policy and protocol (draft) | | |
| b. Oliver Ranch Tower Performance final report | 5 minutes | Ellengale |
| 7. Old Business | 10 minutes | |
| Report on board self-evaluations | | Susan W. |
| Google calendar as master calendar | | Donna |
| 8. New Business | 20 minutes | |
| a. Annual conflicts disclosure and affirmation of values forms | | |
| Amend conflicts form (MOTION) | | |
| Distribute, sign, return to Secretary | | |
| Replacement materials for board binders | | |

Affirmations/commitments. Annual board signing of the affirmation of values, conflict of interest and board contract forms

9. Closed Executive Session 3 minutes Donna
10. Adjourn – (MOTION) Snacks next time

Upcoming Dates:

August 28th, 5:30 Board Meeting

Sept. 13th, 5 pm, Opening Reception for Fall Exhibitions

Materials distributed to board: agenda; minutes June meeting; Treasurer's Report; ED Report; Pinole-Hercules Patch article