

**RICHMOND ART CENTER
MINUTES OF BOARD OF DIRECTORS MEETING ~ June 25, 2015**

Location: RAC, Resource Room, Time called to order: 5:35 p.m., Time adjourned: 8:20 pm

Members present: Andrea Biren, Anna Blackman, Susan Brand, Inez Brooks-Myers, Donna Brorby (arrived 5:40 p.m.), Sue Hartman, Matt Jacobson, Ellengale Oakley, Connie Tritt (left 6:45 p.m.), Susan Wittenberg (Quorum is 9 and was achieved at the beginning and throughout the meeting)

Members Absent: Yolanda Holley, Bernadette Jones, Edric Kwan

Staff present: Richard Ambrose, Ex. Dir., Rebeca Garcia-Gonzalez, Dep. Dir., Jessica Parker (for item 1)

Others Present: None

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Handouts distributed at or emailed prior to the meeting:

- 1) Board Meeting Agenda for June 25, 2015
- 2) Minutes of Board of Director’s Meeting, May 28, 2015
- 3) May Financial Statements (Balance Sheet Prev Year Comparison, Profit and Loss Performance Statement; FY 2015-16 Budget, Version 4
- 4) Executive Director’s Report – June 2015 (attached)
- 5) Compilation Directors’ Evaluations of ED
- 6) Compilation Directors’ Evaluations of Board

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1. Announcements/Introductions. Vice President Matt Jacobson opened the meeting. Jessica Parker introduced herself. She is the new Communications Director. She has a background in fundraising and sees fundraising as a part of the communications function. The board was happy to hear that.

2. Approval of minutes of the May 28 Board meeting. Some directors had not received the email with the minutes of the May 28 board meeting and they were given time to review them. There were three minor corrections (spelling of Rebeca Garcia-Gonzalez’s name, first two sentences concerning ED’s report about the KCRT space, last two sentences concerning ED’s report on Fund Development). Andi Biren made the following:

MOTION: *“I move that the Board approve the minutes of the May 28, 2014 board meeting, as circulated in draft, with the corrections made tonight.”*

The motion was seconded by Matt Jacobson. It passed with 9 “aye” votes. Sue Hartman abstained because she was not at the May meeting.

3. Treasurer’s Report. Connie Tritt, Treasurer, reviewed the balance sheet and the profit and loss statement for May 2015. Income is at 89% of that budgeted, with 92% of the year completed. In fact, income this year has been higher than we projected in the budget, but we

have changed the way we account for grants and pledges. We had been booking these in the year of use but now we are booking grants and pledges when received, to meet accepted accounting principles. When we projected our income for FY 2015-16, we included income from grants or pledges received last year for use this year. The accounting change resulted in that income being credited FY 2013-14 instead of FY 2014-15.

The treasurer made the following:

Motion: *“I move that following persons be the signatories, and the only signatories, on all of the Art Center’s bank and brokerage accounts for FY 2015-16: Ric Ambrose, Rebeca Garcia-Gonzalez, Connie Tritt, Donna Brorby, Sue Hartman and that Finance Director Carolyn Rodkin is directed to arrange for new signature cards as necessary to effectuate this before the next Board meeting.”*

The motion was seconded by Matt Jacobson and it passed unanimously.

The treasurer then made the following:

Motion: *I move that no staff is authorized to execute a check for more than \$1,500 without having it signed also by one of the board members who is an authorized signatory on the account; the minimum amount requiring a board member signature is being increased by \$500 from \$1,000 to \$1,500. Two signatures of any two signatories continue to be necessary for checks over \$500; no staff member is authorized to use a check for payment of more than \$500 with only one signature.*

Ellengale seconded the motion and it passed unanimously.

4. Executive Director’s Report. Ric Ambrose, Executive Director, reviewed his June 2015 written report, which is attached.

As of July 1, 2015, the Art Center will again have a group health plan to replace the Art Center’s current system of providing a health benefit – paying premiums for employees’ health plans.

The board president explained that the board needed to make two revisions to the Employee Handbook so it would be consistent with the change in the Art Center’s health benefit, and Andi Biren made the following:

Motion: *I move that the board approve the Art Center’s changing the health benefit offered to employees from payment of up to \$400 of their individual health insurance premiums to payment of up to \$400 of their premium if they are eligible and choose to participate in the group health plan that the executive director has selected (California Choice). I further move that the Employee Handbook be amended to be consistent with this change and to provide that regular employees working 30 hours or more per week are eligible to participate in the group plan as of the first of the month after they have been working for the Art Center for two weeks (fourteen calendar days).*

Inez Brooks-Meyers seconded the motion and it passed unanimously.

The executive director requested that the Board amend the budget for the current fiscal year, FY 2014-15, to give him authority to award up to \$10,000 total in merit bonuses to staff not including himself. Connie Tritt made the following:

Motion: *“Based on the request of the executive director, I move that the board approve, as a modification to the FY 2014-15 budget, the expenditure of up to \$10,000 on merit-based bonuses for staff other than the executive director.”*

Susan Wittenberg seconded the motion, which passed unanimously.

At the annual meeting on June 13, the six persons running for three year board terms to expire June 30, 2018 were elected: Daniel Aarons, Donna Brorby, Susan Brand, Alisha Fowler, Edric Kwan and James B. Wheeler. Twenty-nine members voted (verified by the Board President, against membership records). As of June 30, 2015, Andi Biren and Yolanda Holley will leave the board at the end of their terms. Bob Connolly, Peter Dodge, and Terry Kotsatos resigned during the course of the past year. As of July 1, 2015, the board will be as follows: Donna Brorby, President; Inez Brooks-Myers, Vice President; Connie Tritt, Secretary/Treasurer; Daniel Aarons, Anna Blackman, Susan Brand, Alisha Fowler, Sue Hartman, Matt Jacobson, Bernadette Jones, Edric Kwan, Ellengale Toki Oakley, James Wheeler and Susan Wittenberg.

The executive director met with representative(s) of Chevron today (June 25, 2015) about Chevron’s proposal to engage the Art Center to manage a competition for designs to be included in the “wrap” for the “Fab Lab.” Chevron will pay the costs for the Art Center to coordinate the design of the Fab Lab wrap and provide teaching artists for design workshops that will be arranged in collaboration with the West Contra Costa County School District (a specialist with its STEM program). The executive director and the deputy director feel strongly that this is an opportunity for the Art Center that suits its strengths.

5. Committee Reports

There were no committee reports.

6. New Business

New business was taken out of order, before old business, so that the closed executive session would be at the end of the meeting.

The board president distributed a compilation of directors’ evaluations of the board. She will work with Inez Brooks-Myers to formulate a list of suggestions for improved board processes for the July board meeting.

It was agreed that there is a need for a full day board/staff retreat. The tentative date is August 15. The retreat will be off-site and the Art Center will be closed so that all staff can attend.

7. Old Business (Closed Executive Session)

The board president called members into an executive session at 7:10 p.m., which ended at 8:25 p.m. The purpose was to discuss personnel matters, including a personnel-related change to the FY 2015-16 budget and the directors' evaluation of the executive director.

As to the first matter, Susan Wittenberg made the following:

Motion: *"I move that the Board approve revisions to the FY 2015-16 budget, at the recommendation of the Executive Director and the Finance Committee to add \$8,800 for expenses for staff salary and benefits and to add \$10,000 in Studio Art income, resulting in a net addition of \$1,200 to the annual budget approved at the last board meeting.*
The motion was seconded by Matt Jacobson and passed unanimously.

8. Adjournment. The meeting was adjourned at 8:20 p.m.

Snacks next meeting: Susan Wittenberg volunteered to bring snacks for the July 23 meeting.

Upcoming Dates:

Sundays, June 28 – August 2 (except not July 5) 10 a.m. – 4 p.m. one-day classes
(check them out!)

Saturdays August 1, 8, 15, 9:30 a.m. – 4 p.m., more one-day classes

June 28 5:00 – 7:00 p.m., Dylan Connor Singer Songwriter, Courtyard

July 23 5:30 -7:30 p.m., Board meeting

Board Meetings, 4th Thursday, Exec Comm 3rd Thurs, except November and December moved up one week

ED Report for June 2015

Annual Members Meeting /Opening Reception

39 members voted for the slate featuring three Board Directors nominated to serve their second three-year term and three nominees to start their first three-year term during our Annual Members meeting on June 13th. Congratulations to Susan Brand, Donna Brorby and Edric Kwan for being elected to begin their second three-year terms. Additionally, I look forward to working with our new Board members James Wheeler, Daniel Aarons and Alisha Fowler.

We had a successful opening reception for the Summer Exhibitions. An estimated 500 guests were in attendance with several coming from as far away as San Diego to the south and Ashland, Oregon to the north. Works by 250 artists are currently on display in our four galleries. I would like to thank Gene Erickson and Roger Smith for their astute installation of the 177 works featured in the members' exhibition; Judy Stone and Jan Schechter for organizing the jury process and installation of the *California Now* exhibition; and Tom Buckwalter of NAID for overseeing the *Tell It Slant: Crafts of NIAD Art Center NAID* exhibition.

Richmond City Funding

The proposed City of Richmond FY15/16 balanced budget includes full funding (\$375,000) for the Richmond Art Center. This commitment to the Art Center has been included in the City budget in spite of layoffs and departmental cuts throughout city services. We are very grateful for the continued support of Bill Lindsay, Michelle Seville and Katy Curl to ensure that funding for the arts in Richmond continues. The budget should be approved by the City Council by the end of June.

Over the past two weeks representatives of the Richmond Art Center (Rebeca, Andi, Donna, Susan W. and myself) met with City Council members Nat Bates, Gayle McLaughlin, Jael Myrick and Vinay Pimplé to update them the investment and programmatic impact of the City's support over the last three years. They were impressed with our achievements and our ability to deliver programs at low cost. I have a presentation to the City Council scheduled for their July 21st meeting and will continue to update Council members throughout the next year. I would like to give special thanks to Susan Brand, Kim Kellogg, Jan Brown and Donna Brorby for updating our Return on Investment document.

Fund Development

The Morris Stulsaft Foundation contributed \$10,000 and the Tides Foundation contributed \$5,000 for FY 15/16 AIC programs. We have secured \$5,500 in sponsorships to date for this fall's *Body as Agent* exhibition. We will be submitting a grant to the Zellerbach Foundation to support the David Park exhibition scheduled for this spring. In the next few weeks I will be working with Jessica Parker, our new Communications Director, to develop a one-year plan to integrate our fund development, marketing and communications efforts into one comprehensive plan. Part of this plan will include restructuring our Membership program and the annual giving program.

Staffing

We've hired Jessica Parker as our Communications Director and Rachel Schaffran as our AIC Director. Jessica has ten years of communication and fundraising leadership experience at three organizations. Under the tutelage of Rebeca Garcia Gonzalez, Rachel has taken on a leadership role during her tenure as the AIC Coordinator. I am very excited about what Rachel brings to the program particularly integrating multiple disciplines in alignment with STEAM. We are interviewing candidates for the full time AIC Coordinator position. Rebeca and I continue to onboard Jessica and Rachel in their new positions and coordinate the transition of Rebeca's AIC duties to Rachel in midst of the search for the new AIC Coordinator.

Recommendation: Staff Bonuses

I propose that we give merit bonuses to staff from a pool of \$10,000. These one-time bonuses will be based on their performance over the past year. These bonuses were not budgeted for FY14/15, however the anticipated fiscal year revenue will cover these additional costs and will provide an excellent way to recognize people's hard work and initiative over the past year.

Programs

We just completed our Professional Development workshop for 10 AIC teaching artists incorporating STEM into their art curriculum which will be delivered in our after school program this coming year. Registration for summer classes and camps is off to a good start and we expect to meet our projections for the summer quarter. We are initiating our summer program at four Community Centers starting this week with the Booker T Anderson and Crescent Community Centers. Our summer STEAM workshop starts in early July and we will have 40 registered students from low-income families. Our third Professional Development workshop for 20 Elementary teachers will start in mid-July.

Operations

We have completed the IIPP plan (Injury and Illness Preventive Program) and established a safety committee (Rebeca, Ted, Erin, Marisa and Pete) to update and implement the plan and to provide and document safety training programs for staff, and where appropriate volunteers on an annual basis.

We will be recruiting an independent CPA to conduct our audit and 990 for FY14/15. The goal is to have it completed by November.

We will be implementing IT upgrades to our management information systems in the next few weeks and have installed security cameras in the South and Main galleries. We are also planning to update our filing system and naming protocols for our server, ensuring that organizational documents are secured and backed up as well as assess the effectiveness of various google calendars.