

**RICHMOND ART CENTER
MINUTES OF BOARD OF DIRECTORS ~ August 22, 2013**

Location: RAC, Resource Room Time called to order: 5:33 p.m. Time adjourned: 8:14 pm

Members present: Andrea Biren, Anna Blackman, Susan Brand, Donna Brorby, Bob Connolly, Peter Dodge, Sue Hartman, Yolanda Holley, Matt Jacobson, Inez Brooks-Myers, Ellengayle Oakley, Connie Tritt, Susan Wittenberg
Members Absent: Bernadette Jones, Edric Kwan, Terry Kotsatos,
Staff present: Richard Ambrose, Executive Director; Teri Gardiner, RAC Marketing and Communications Manager (for agenda item 1 only)
Others present: None

=====
Handouts Distributed or emailed prior to meeting:

- 1) Board Meeting Agenda for August 22, 2013 (attached)
- 2) Draft Minutes of Board of Director’s Meeting, July 25, 2013
- 3) Treasurer’s report -- Balance Sheet, Profit and Loss Statement, and Cash Flow Schedule as of July 31, 2012
- 5) E.D. job description 2012 and Revised E.D. Performance Objectives for 2012-13 (attached)
- 6) Board retreat charts

=====

1. Introductions/Announcements/Agenda Review. Board President Andi Biren announced that not all directors were receiving mail reliably via their @therac e-mail addresses. This will be fixed. In the meantime, directors should send copies of email to other director’s non-RAC e-mail addresses.

Andi introduced the Art Center’s Marketing and Communications Manager, Teri Gardiner. Teri is the first person to hold this position. She started in April 2013. It is her job to publicize RAC exhibits and events. She has built a press list and she issues press releases. Susan Wittenberg noted having observed evidence of the effectiveness of Teri’s work in hearing an announcement of a RAC event on KQED radio and seeing RAC in the SF Chronicle “pink section,” the entertainment section. Teri gets RAC events onto on-line calendars. She has is improving the website, including by making some interim changes to improve the RAC’s search ranking and getting a complete class schedule on the website. She is part of the group working with the Taproot consultants on the RAC’s messaging/branding. (The Taproot group started work in May and its first draft of a positioning statement has been reviewed. There will be a final presentation to the Board in October.)

As she does every meeting, Andi asked all directors to report their volunteer hours and in-kind contributions. All directors should submit these monthly by email to Dianne Wightman at dianne@therac.org. There were no changes in the substance of the meeting agenda.

2. Approval of minutes of the July 25 Board meeting. Secretary Donna Brorby made the following

MOTION: *“I move that the Board approve the revised minutes of the July 25, 2013 board meeting, as presented.”*

The motion was seconded by Yolanda Holley. It passed unanimously.

3. Treasurer's Report. Connie Tritt, Treasurer, reviewed the balance sheet, profit and loss statement and cash flow report for July 31, 2013. These documents are attached. Summer student fees were higher than expected. Beginning this fall, costs will increase due to the increase in teacher pay. The increase is \$1/hour to the previous rates of \$22 and \$25/hour, depending on length of time teaching at the Art Center. The increased hourly rate is offset slightly by the elimination of paid preparation time. The RAC pays teachers much less than CCAC, but pays comparably with other art centers. Tuition is increasing \$10/class to help pay for the increase in teacher pay.

4. Executive Director's Report. Executive Director Ric Ambrose provided the board with a detailed PowerPoint report at the board retreat on August 10. He sent all directors a PDF of that report by e-mail on August 12. He did not prepare an additional written report for the August board meeting.

Ric updated the board on grant applications and outcomes of applications. This has been a busy time for those writing grant applications (Ric, Andi and Susan Wittenberg). There are two grant seasons per year, with all applications being due at about the same time. Most of our applications for this year are outstanding. The Ed Fund rejected the RAC's application for \$10,000 for professional training, including STEAM training. Ric will follow-up to find out why our application was rejected. Target rejected our request for \$2,000 for the RAC's Arts in the Community ("AIC") program. The RAC has a goal to raise \$50,000 specifically for the AIC program, to support a continuation of the program at the sites where it was last year and the addition of new sites.

Ric reported that the RAC's web redesign will be completed by sometime in January 2014.

5. Committee reports

a. Delegation from Board retreat. Andi directed the board's attention to the charts, objectives and priorities we created during the retreat, during our small group meetings. She transcribed them from the charts to electronic copy (MS Word) The Fund Development chart was referred to the development committee. The Fun/Work Balance chart was referred to the executive committee. The Board Recruitment Chart was referred to the nominating committee. The objectives concerning education and exhibitions were referred to those committees respectively. The objectives concerning branding/messaging/marketing were delegated to the marketing/PR committee. The issues concerning the RAC's several ethics and values statements documents were referred to the ad hoc committee comprised of Donna, Andi and Bob Connolly. The issue of balancing what funders will fund and RAC's goals and plans was referred to the grants subcommittee. All committees were asked to review Ric's powerpoint presentation as it applied to the committee. The committees are asked to meet and confer over the matters referred to them before December, and to report to the board.

b. Development Committee. Ric reviewed the written fundraising plan with the board that was distributed to directors in advance of the meeting. The written plan is attached. He solicited any ideas from the board that were not reflected in the plan. Susan Wittenberg suggested a special ask directed at families whose children participate in the AIC and STEAM programs. Though the families are relatively poor, parents have expressed a willingness to pay for the programs. They should be given an opportunity to show their engagement and support by making a gift to the RAC.

The RAC is not well known in the local business community. Board members with contacts should talk to Ric about how to bring a group together at the RAC at a time when they could see a

program going on. On October 16, RAC will give a presentation to a luncheon of the Council of Industries. Staff members Liz and Teri are working to create a video for presentation.

Andi and Donna will prepare the training for the kick-off of the Partnership Campaign.

6. New Business.

a. Revision of document management policy. The board president explained that the RAC's document retention policy does not cover community service volunteer time records. (Community service volunteers are referred from courts, such as to work off parking fines. The RAC needs to adhere to record-keeping requirements.) Bob Connolly made the following

MOTION: *I move that the Records Retention and Disposal Policy for the Richmond Art Center, adopted 4/19/12, be amended to add "Community Service Volunteer Time Records: 7 years."*

Donna Brorby seconded. The motion passed unanimously.

b. Revision of employee handbook, concerning health care benefits. The board president explained that the RAC has not been able to obtain a health plan for employees due to participation requirements. We have not been able to offer a plan that 75% of employees chose to participate in. In order to comply with our commitment in the employee handbook, the RAC needs to modify it to reflect the possibility of there not being a plan. Donna Brorby made the following

MOTION: *I move that The Employee Handbook of January 1, 2013 be amended to insert the phrase "if any," in Section VII, Subpart C so that it reads as follows:*

C. Health Benefits

Regular employees working at least 20 hours per week will, after completion of sixty days of employment, be entitled to participate in the RAC's group health plan, if any, or have RAC pay their individual plan premium, up to the limits described below or the amount of the premium. The balance not covered by the RAC will be deducted from the employee's paycheck. Members of the employee's immediate family may enroll in the health plan, if any, as well; the full amount of additional memberships will be deducted from the employee's paycheck.

Regular employees employed less than five years are eligible for up to \$400/month toward their health plan premium, based on a 40 hour week. Those working less than 40 hrs/week will have their benefit pro-rated. Employees employed five years or more are eligible for up to \$500/month toward their health plan premium, again based on a 40 hour week with those working less than full-time eligible for pro-rated benefits.

Peter Dodge seconded the motion. It passed unanimously.

c. September 19 event for former board members. We have addressed and mailed 113 invitations to former board members to the event we are holding for them on September 19. Thank you to Inez for addressing envelopes.

d. Annual Evaluation of the Executive Director. Ric Ambrose is completing his first year of employment as the RAC's executive director, in the first week of September. One of the most important obligations of the RAC board of directors is the selection and supervision of the executive director. The board evaluates the executive director's performance annually. In advance of the meeting, the board

president circulated the executive director's job description and performance objectives for the past year. The board president asked Ric (the only non-board member present) to leave the room and the board met in executive session for approximately 45 minutes to evaluate his performance as executive director. The minutes of that session are confidential. All board members were requested to respond to Andi within two weeks concerning goals for Ric's second year as executive director. Andi and Ric will meet to formulate his goals in September.

7. Adjournment. At the conclusion of the discussion of the executive director's performance in his first year, the executive session was terminated. There being no further business to conduct, the meeting was adjourned, on a motion by Inez Brooks-Myers that was seconded by Sue Hartman, at 8:14 p.m.

Refreshments: Ellengayle Toki-Oakley will bring refreshments to the September 26 meeting.

Upcoming Dates:

- | | |
|----------|--|
| Sept. 26 | Board meeting, kick-off Partnership Campaign |
| Oct. 5 | Raku Festival 10 -4 |
| Oct. 16 | RAC hosts lunch for the Council of Industries NOON – please attend |
| Oct. 19 | Artist Talk: Bella Feldman 1-3 |
| Oct. 24 | Board Meeting 5:30 |
| Oct. 26 | Skeletonfest 1-3 Come with kids or VOLUNTEER to help |

Board meetings are 5:30 to 7:30 the fourth Thursday of the month, except in November and December when the meetings will be on the third Thursday due to holidays.

Agenda for August 22, 2013 Richmond Art Center Board of Directors Meeting

Resource Room, Richmond Art Center, 5:30 pm

- | | | |
|--|-------------------|-------------------------------|
| <p>1. Introductions/Announcements/Agenda Review/ Introduce Teri Gardiner, Marketing Manager Fun or Other Comments from a Few Board Members Volunteer Hours Collection Water and snacks next time</p> | <p>15 minutes</p> | <p>Andi</p> |
| <p>2. Approval of Minutes of July Bd. Meetings(MOTION)</p> | <p>5 minutes</p> | <p>Donna</p> |
| <p>3. Treasurer's Report</p> | <p>20 minutes</p> | <p>Connie</p> |
| <p>4. E.D. Report</p> | <p>10 minutes</p> | <p>Ric</p> |
| <p>5. Committee Reports</p> | <p>40 minutes</p> | |
| <p>Board Retreat Charts and Assignment to Committees</p> | | <p>Andi</p> |
| <p>Development Committee</p> | | |
| <ul style="list-style-type: none"> • Fundraising Plan • Type of training needed • Partnership Marketing Materials | | <p>Ric Donna Andi</p> |
| <p>6. Executive Session - Discussion re Ric's 1st year evaluation Discussion re Ric's 2nd year goals</p> | <p>40 minutes</p> | <p>Andi</p> |
| <p>7. New Business</p> | <p>10 minutes</p> | <p>Andi</p> |
| <p>Amendment of Document Retention Policy (MOTION)</p> | | |
| <ul style="list-style-type: none"> • Community Service Volunteers – 7 years | | |
| <p>Amendment of Employee Handbook (MOTION)</p> | | |
| <ul style="list-style-type: none"> • “if any” for group health insurance | | |
| <p>September 19th - Event for Board Alumni - food and Please attend</p> | | |
| <p>8. Adjourn – (MOTION)</p> | | |

See Next Page for UPCOMING EVENTS

Upcoming Dates:

Sept. 8 RAC at the Solano Stroll – VOLUNTEER for an hour

Sept. 18-19 Richmond Community Foundation On-line Giving Includes RAC

<http://www.richmondcf.org/news-events/press-releases/item/159-unique-36-hour-giving-challenge-to-raise-funds-for-local-charities>

Sept. 19 A Toast to Board Alumni – wine and hors d’oeuvres - 5:30

Sept. 21 Fall Exhibition Reception 4-6

Sept. 26 Board Meeting 5:30 – Partnership Kick-Off for Board

Oct. 5 Raku Festival 10 -4

Oct. 16 RAC hosts lunch for the Council of Industries NOON – please attend

Oct. 19 Artist Talk: Bella Feldman 1-3

Oct. 24 Board Meeting 5:30

Oct. 26 Skeletonfest 1-3 Come with kids or VOLUNTEER to help

**EXECUTIVE DIRECTOR
THE RICHMOND ART CENTER
RICHMOND, CA**

The Richmond Art Center (the RAC) is a locally and nationally recognized art gallery and studio education center that has been in operation for 75 years. Over the next 12 months, the RAC is restructuring for expansion and growth. We are looking for a professional Executive Director with non-profit experience, who wants to become a member and leader of the core team that is driving and directing this expansion, and who can act as a visionary to develop and implement long-range program goals that respond to the cultural needs of the Richmond community.

POSITION OVERVIEW

As chief executive officer, the Executive Director (ED) of the RAC reports to and serves at the pleasure of the Board of Directors (the Board). The ED is responsible for the RAC's consistent achievement of its mission and financial objectives. The ED works with the RAC staff to plan, organize, and coordinate the RAC programs; and evaluates the performance of the RAC staff, and quality and effectiveness of the RAC programs. The ED provides leadership and expert professional assistance to the management team, staff and Board; implements policies approved by the Board; and represents the RAC in the community. The RAC Executive Director is an exempt, full-time employee.

RESPONSIBILITIES (Responsibilities include but are not limited to the following)

Budget, Finance and Fundraising

The ED shall:

1. Have a basic understanding of non-profit accounting principles.
2. Supervise and participate in the preparation and administration of the annual budget.
3. Make financial decisions consistent with the adopted budget; maintain appropriate budgetary controls; and develop, maintain, and oversee sound financial practices.
4. Work with the Accounting Manager to deliver accurate, timely monthly financial reports to the Board indicating cash flow, budget, profit and loss.
5. Develop and lead the RAC's fundraising programs, grant identification and writing, special events, planned giving, individual and business donations, membership growth, and project funding.
6. Build membership and promote its active participation in all areas of the RAC's work.

Program Development and Administration

The ED shall:

1. Collaborate with the RAC staff and Board to develop and implement the RAC's long-range strategic plan, and ensure program decisions are consistent with the RAC's mission and vision.
2. Provide leadership in developing programs, organizational and financial plans with the Board and staff, implement plans and policies authorized by the Board, and work cooperatively with the President of the Board.
3. Maintain a working knowledge of significant developments and trends in the visual arts and arts organizations; collaborate with staff to improve existing programs and seek new program opportunities.
4. Work with staff to develop metrics and processes to track and report on the status and success of RAC programs.
5. Collaborate with outside arts institutions/organizations to develop programs that benefit the community educationally and artistically and expand the community's knowledge of and participation in the RAC.
6. Review and evaluate all RAC programs and events regularly to determine their artistic, educational, and financial feasibility and impact, and, in response, determine whether to continue, eliminate, or change these programs and events.
7. Maintain official records, documents, and insurance policies; ensure appropriate documentation is in place, processes are followed, and deadlines are met; and ensure compliance with federal, state, and local regulations and non-profit requirements.
8. Ensure proper administrative support for all RAC operations and events.
9. Establish a liaison with the City to ensure staff and visitor safety in the RAC facility and to maintain cleanliness and safety of the RAC facility.
10. Participate in evening and weekend RAC and community events of which RAC is a part.

Staff Relations

The ED shall:

1. Ensure that job descriptions are developed, regular performance evaluations are conducted, and sound human resources practices are in place.
2. Supervise all RAC staff (paid and volunteer) and ensure that hiring, termination, training, performance evaluation, compensation and benefits comply with the RAC Personnel Policies and all federal, state and local regulations.
3. Ensure staff has the capacity, training, and support necessary to fulfill program commitments, including marketing and promotion of programs, maintenance and provision of space, equipment and supplies.
4. Encourage professional development and education of staff and volunteers, and assist program staff in relating their specialized expertise to the RAC's total program.

Communications

The ED shall:

1. Keep the Board fully informed as to the condition of and important factors influencing the RAC.
2. Promote cooperation among staff, the Board and volunteers and act as the primary source of communication between staff and the Board.
3. Establish sound working relationships and cooperative agreements with community groups, organizations, the school district, and the City.
4. Represent, promote, and publicize the RAC, its programs, goals, and points of view to agencies, organizations, and the community.
5. Develop and deliver to the greater Bay Area a clear and consistent message regarding the RAC's past, present and future.
6. Promote support for the RAC and collaborate with RAC staff and Board to develop and execute annual marketing, media relations, and special events plans.
7. Assist RAC members and the public in accessing RAC facilities and programs; maintain consistent business hours.
8. Conduct the RAC's official correspondence and work with the Board to execute relevant legal documents.

QUALIFICATIONS

Education and Experience

- BA or BS in art, art history, arts administration, social science, marketing, public administration, business or non-profit administration, or related field from an accredited college or university.
- 3-5 years as a senior level manager in a non-profit organization and professional experience in art, art history, arts administration.
- Experience in community public events planning, art education, cultural, social and fine arts programming.
- Success in fundraising and grant writing for organization(s) with annual budgets of at least \$500,000, and a proven track record of building and maintaining annual fundraising efforts.
- Established network within the non-profit funding community and demonstrable success in cultivating and maintaining relationships with foundations.

Knowledge

The ED shall have knowledge of principles, practices, methods, and materials for cultural arts programs, administration, activities and facilities; techniques of evaluating cultural art program needs and effectiveness; budget planning, preparation and control; principles of personnel management, supervision and training; equipment and safety practices necessary to administer art programs; non-profit regulations; and federal, state, and local laws, regulations and court decisions applicable to assigned areas of responsibility.

Ability

The ED shall have ability to:

- Develop, implement, and interpret policies, procedures, goals, objectives, and work standards
- Supervise the work of professional and non-professional employees
- Communicate effectively and persuasively, both orally and in writing
- Analyze problems, evaluate alternatives, and make creative recommendations
- Prepare clear, complete, concise reports, grant applications, meeting agendas and correspondence.
- Develop and nurture collegial working relationships with staff and artists, the Board of Directors, public officials, community organizations, and the general public
- Establish effective public relations and community support
- Relate arts services to community needs
- Plan, coordinate and oversee large-scale community and special events
- Plan, organize, assign, direct, review, and evaluate comprehensive municipal cultural arts programs and activities that reflect the needs, cultures and diversity of the community
- Operate office equipment including computers and supporting word processing and spreadsheet applications

LICENSE

The ED must have a valid California Driver's License and a satisfactory driving record. Due to assignments and hours worked, the ED must have reliable private transportation to travel to required locations in a timely manner.

PHYSICAL DEMANDS

The ED must have sufficient mobility to work in a typical office setting and attend meetings, vision sufficient to read printed materials, and hearing and speech sufficient to exchange information in person and over the telephone, computer and other electronic information technology systems.

Accommodation may be made for some of the above qualifications for individuals requiring and requesting such accommodation.

In attached MS Word documents, submit your resume and cover letter introducing yourself and explaining why you are qualified for this position. Submit to swittenberg@therac.org.

This job posting is neither an offer nor a guarantee of employment.

Revised -Performance Objectives and Benchmarks for ED Ric Ambrose's 1st year

DRAFT approved by Executive Director Ric Ambrose and Board Chair Andrea Biren

Approved by the Board in March

The Board expects you to undertake all the activities and responsibilities set forth in the job description. The following are Deliverables we expect will be generated from those activities, and otherwise. Some of these will require the assistance of staff and outside contractors.

STRATEGIC

Create 3 year Strategic Plan based on the Sustainable Business Plan by 4/13 in place of:

Completion of the Final Stage of the Sust. Business Plan - Priority Setting (Board & Staff) 12/12
Long term Program "Maps" for Community, Education and Exhibitions (3 year plans) 8/13
Plan for Marketing (Board needs to approve significant branding changes) (involve Faculty)3/13 8/13
Calendars for Fundraising and Exhibitions and Classes for 2013-2014 year 1/13 BEGUN, NOT DONE
Exploration of New Business Models for On-site Education, Space Rental, other new ideas 3/13 6/13
Exploration of Community College connection and LBNL connection 9/13 also Lawrence Hall

FINANCIAL

Completion of 2011-2012 Form 990 12/12 3/13
Preparation for on-time completion of 2012-2013 Form 990 -8/13 9/13
Completion of an Audit 1/13 DONE by 2/13
System for Restricted Fund Tracking and Timely Reconciliation 10/12 not complete yet
System for issuing check to the City of Richmond quarterly to pay back loan 10/12 (Annually in June)
Budget Revision based on Strategic Priority-Setting AND reality 1/13 DONE by 2/13
Budget Adjustments as necessary based on monthly review of the financial accounts ongoing
Completion of the CDP and update of Dunn and Bradstreet information 12/12 3/13
2013-2014 Budget (for Board Approval)(start process in January) final 6/13
Produce an Annual Report for 2012-2013 9/13
Tracking system for In-kind Donations, volunteer hour value, In-kind service value 12/12 9/13

Risk Assessment - Insurance Coverage Review (e.g., fine art amount, volunteer liability waiver) 4/13
rebid package

DEVELOPMENT

Grant Applications Calendar production and grant applications (at least 10) by 9/13

Perfected Donor Tracking (incl. stock, in-kind & bequests); Thank You system for all types of income 1/13
6/13

Revised Membership Schema (including incentives and discounts) 10/12 completed

Revised Major Donor Levels and Perks 10/12 completed

Business/Large Donor Development Plan & Execution ongoing (written plan 11/12) 7/13

Attendance at 25 or more community events on behalf of the RAC by Sept. 2013

Monthly reports to Board with list of new large donors, events attended, grants applied for (attached)
and grants received - ongoing

INTERNAL

Policies & Procedures Handbook accessible to all staff and Board (Board policies must be followed) 2/13
8/13

IT upgrade plan, including new website architecture 1/13 to 6/13 website 1/14

In-house operation of Website with up-to-date calendar on it at all times 2/13 lower cost contractor
hired until 1/14

System for keeping website up-to-date and accurate 2/13 new procedure to begin 3/13

Weekly meetings with Board President ongoing

Performance Evaluations of every employee in association with new Job Descriptions & Objectives 4/13

New Personnel Handbook (for Board approval) 12/12 DONE

Meeting with Instructors at least twice a year one done - next about new Business model?

Training program in Board - Staff Communication 12/12 8/13

Cultural sensitivity training for faculty, Board and Staff 2/13 DONE

Staff Training on Safety, Anti-Sexual Harassment, and other as required by law (in conjunction with new
Personnel Policies? - 12/12 or 2/13) Faculty needed for part DONE

Complete Volunteer Training Video & Volunteer Skill Database Accessible to Board and Staff 3/13

Pursuit of various facility upgrade promises and completion of some 5/13

OTHER

Arrange for a CCA or other Museum Studies student to set up a real archive for RAC 9/13