

## **Richmond Art Center Minutes of Board of Directors-December 18, 2014**

Location: Richmond City Hall Conference Rm. Time called to order: 5:37 p.m.

Time adjourned: 8:20 p.m.

**Members Present:** Andrea Biren, Anna Blackman (5:43), Donna Brorby, Inez Brooks-Myers, Peter Dodge, Sue Hartman, Yolanda Holley, Matt Jacobson, Bernadette Jones, Terry Kotsatos (5:49), Connie Tritt, Susan Wittenberg

**Members Absent:** Susan Brand, Bob Connolly, Edric Kwan, Ellengale Toki-Oakley

**Staff Present:** Richard Ambrose- Executive Director

**Others Present:** Brissa Mendoza-Artist, Richmond Art Center member

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Handouts Distributed or emailed prior to or at the meeting:

1. Board Meeting Agenda for December 18, 2014 (emailed prior to meeting)
2. Minutes of Board of Director's Meeting, November 20, 2014 (emailed prior to meeting)
3. Executive Director's Report December 2014 (attached)
4. Draft Public Relations Communications Policy & Protocol (handout)
5. Employee Handbook Revisions (handout)
6. P& L Budget vs Actual Report July thru November 2014 (handout)
7. Executive Directors Goals December 2014 thru June 30, 2015 (handout)
8. Education Committee Charter 2015 (attached)

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**1. Introduction/Announcements/Agenda Reviews-** Donna Brorby, Board President, opened the meeting at 5:37 p.m. This was followed by introduction of Brissa Mendoza, Artist and Richmond Art Center member. Members of the Board introduced themselves to Brissa. Andi Biren announced the opening of the KPFA Craft Fair, Dec 20-21, 2014 at Craneway Pavilion. The Art Center will have a booth at the event.

**2. Approval of the minutes of November 20, 2014 Board meeting-**Board President directed members to the November 20<sup>th</sup> draft minutes. Minor typing errors and omissions were amended; "where" to 'were', "IRS form 990 which is due in February is being extended" to 'IRS form 990 due November 15, 2014 to be extended', "Exhibition Committee: Inez Brooks-Myers to 'Exhibition Committee: Inez Brooks-Myers'. Members approved draft minutes as corrected.

Inez Brooks-Meyers made the following:

**Motion:**” *I move that the Board approve the draft minutes of November 20<sup>th</sup> board meeting as corrected.*” It passed unanimously.

**3. Treasurer’s Report-** Treasurer Connie Tritt reviewed details of the Profit and Loss statement with the board. Net income is \$100k over budget. Studio Art income is \$9k over budget because of high enrollment in the summer programs. The Treasurer explained that documents for IRS audit were sent and we await the auditor’s report.

Issues about EDD and faculty classifications were discussed. An instructor put in claim for unemployment insurance with the EDD to which we objected. The CUIAB ultimately ruled that he was an “employee” and not an “independent contractor.” In order to avoid repeated litigation on a case by case basis, the Art Center decided to reclassify faculty from independent contractors to casual employees. They will be eligible for unemployment and disability. Letters went out to faculty as follow-up. Ric met with faculty as well.. The Art center will incur about \$20k on an annual basis in additional employee expenses. The Art Center applied for an amnesty from the IRS for any possible back taxes, fines or penalties in exchange for a voluntary payment of 1% of possible taxes owed.

**4. Executive Director’s Report-** Ric Ambrose, Executive Director presented his report for December 2014. It is attached. The following points were addressed:

- **Faculty transitioning to Casual Employee status-** Andi Biren presented members with a proposal to revise the Employee Handbook to accommodate the fact that faculty who used to be considered independent contractors will be considered employees as of January 1, 2015. She explained the basis for the changes, there was discussion and then Andi made the following:

**Motion:** “*I move that the board approve the proposed changes to the Employee Handbook.*”

Connie seconded. It passed unanimously.

- **Fund Development-** Donna gave an update about the phon-a-thon. A small group gathered to make phone calls. Outcome measured by incoming donations. Issues were raised about Art Sales. Susan Wittenberg suggested posting an Art for Sale sign or price list. The Art Center received \$10k from the Thomas Long Foundation last year. This year the Foundation is granting the Art Center \$20k, but also advising the Art Center that it is changing its grant criteria and the Art Center will not qualify under the new criteria. So the grant this year will be the last the Art Center receives from the foundation.

## **5. Committee Reports-Marketing**

**a. Communication/Marketing-** The Board President circulated a draft proposal of the Public Relations Communication Policy & Protocol. The members examined the proposal. It was agreed by members to adopt the public relations communication policy. The protocol was not put up for a vote. Bernadette Jones made the following:

**Motion:** *“I move that the board adopt the public relations communications policy, as circulated.”*  
Susan Wittenberg seconded. It passed unanimously.

**b. Education Committee-** Susan Wittenberg, Committee Chair circulated the Education Committee Charter.

**c. Nominations Committee:** Board President stated the committee is seeking new board members and officers for 2015.

## **6. Old Business**

**a. Staff/Board Party** -Susan Wittenberg announced that the party is honoring staff. It was recommended that each board member bring about 2dozen cookies. The party will start around 5:30 and end around 7:30 p.m.

**7. New Business-** Andi stated the finance committee is pursuing restitution from Kristina Mc Govern. Byron Brown went to the Contra Costa County Courthouse for court papers to get case going in Alameda County which is overseeing her probation.

**8. Closed Executive Session-** Board President called the meeting into executive session at 7:21 p.m. The President excused Brissa Mendoza from the session. Members took a break at 7:49 p.m. to 7:54 p.m. and session ended at 8:20 p.m.

**9. Meeting Adjourn-** 8:21 p.m. Snacks next time, Anna Blackman.

### **Upcoming Dates-**

January 1 –Closed for New Year’s Day

January 10- 5:30-7:30 p.m. Staff/Board Party, Opening of Winter Exhibitions