

**Board Meeting Minutes**

**Date: Wednesday, August 1, 2018**

**Time: 7:00 - 9:00pm**

**Location: ABC Studios** 47 West 66th Street, New York, NY 7th floor Conference Room 718

**All Members present:**

Nadia Gomes - Co-Chair

Ethan Frisch - Co-Chair

Joanna Sherman - Vice President

Scott Kamen

Donna Butcher-Thorpe

**Staff present:**

Michael McGuigan, Managing Director – recording minutes

**Handouts*:***

* Artistic Director update
* Financial update
* Legal considerations (2 Board Insurance options)
* Draft commitment form (Board Contract)
* Strategic priorities (Strategic Planning Template)

**7:05 Call to order**

 **Review actionable items, approval of previous minutes and welcome to Donna!**

* Nadia and all present welcome Donna to the Board. Brief intro from each present as to background and board position*.*
* Recognition of changes in the board: recent resignations of Ethel, Alice, and Heather, with opportunity to bring in new members. [Reasons for resignations: health issues, time and interest considerations].
* Minutes of previous meeting approved (Ethan, Scott seconds).
* Review of actionable items not reviewed in detail, but tabled until after Directors’ reports

**7:18 Artistic Director’s update – Joanna** See Handout: Artistic Update

 Review of USIP project success stories. Review of phone conversation with DRL (US Bureau of Democracy, Human Rights and Labor) for feedback on grant not received, but came in at #2. Discussion followed on the general feedback on grants, how to improve, and general trends in government funding; that is, more monetary control at Embassy level.

 Upcoming trips and projects, including: 1) US Embassy-funded project with refugees in Russia, 2) selection as Cultural Envoys in India, 3) ongoing documentary project with Michael Carson Productions, 4) speaking tour across US, and 5) plan for short video blogs.

*[Note: DRL feedback suggests that there is no outstanding flaw in our proposals. In general, they like our approach and methodology for its unique approach and public engagement. Final decisions on the top 2-3 proposals (including BST) involve panelists from a wider array of backgrounds and interests. Generally, DRL receives 40-50 applications per Notice of Funding Opportunity.]*

**7:52: Financial update – Michael** See Handout: Financials

Discussion about streamlining our system for tracking and managing programs more efficiently across all management systems by engaging an accountant and/or management consultant to review our systems. Discussion on need for Terms of References and Contracts for Artistic and Managing Directors as well as foreign staff. Donna suggested looking at the Project Manager Institute (PMI). Ethan recommended his accountant.

**8:35 Update on legal implications for board members (follow-up from last meeting)**

Brief discussion on Board and Officers Insurance. Michael and Scott will work together on this. Michael will meet with C&S Insurance in September. Once Board Insurance is purchased, or other decision made, this information will be added to board member agreement package.

**8:40 Review of commitment statements**

* *This item was tabled in the interest of time*

**8:40 Review draft of proposed board member commitment form:** Approved suggestions follow:

* Two additional board meetings per year; that is, change from 4 to 6 per year
* Commitment to fundraising: $1000 “give or get”
* Term limits: 3-year terms, plus two 3-year renewals (= 9 years total). Dates of entry/exit should be staggered; for example, entry/exit only March and September.
* Nadia will edit in newest suggestions and send to Joanna for further comment.
* Reminder about the Trustee Portal on the website (password “trustee”) with By-Laws, Board contacts, Financials, etc. Brief discussion on Trustee Portal vs Google Docs.

**8:55 Actionable Items:**

1. Further information on grant proposal feedback is available. Joanna will synopsize for review.
2. BST staff to research and develop contracts for staff officers in order to improve HR management and serve as a reference point for salary accounts to address fiscal responsibility.
3. Michael to look into accounting help to upgrade program and financial tracking. Ethan to provide his accountant’s contact info.
4. Scott and Michael to continue research on Board and Officer Insurance.
5. BST staff to create online info-sharing system via Google docs.
6. Board to continue identifying and interviewing new board members, particularly with skill sets identified: non-profit legal affairs, general or financial management, marketing/branding/design.
7. Board members to review the Strategic Plan Template and fill in ideas on Board and Staff roles in spaces provided.
8. Board to confirm board member commitment form, with understanding that legal implications will be added once they are finalized.

**Next Meeting Date: Tuesday, October 30, 2018 at 7:00 pm. Location TBA**

**9:03 Meeting adjourned**