



# BOND STREET THEATRE

peacebuilding, empowerment & healing through theatre

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## Minutes of Strategic Planning Meeting #2

Date: Wednesday, November 1, 2017 Time: 6:30 – 8:30 pm  
Location: Home of Frank Juliano, 33 West 75th Street, 3A, NYC

Handouts: Board Governance Models: A Comprehensive List  
The Role of the Nonprofit Board: Four Essential Factors for Effective Governance  
Ten Basic Responsibilities of Nonprofit Boards  
Summary of Board Roles (Officers and Members)  
Emailed: Strategic Planning Goals Document

Board Members present: Frank Juliano, Joanna Sherman, Heather Balke, Nadia Gomes, Alice Leopold  
Board Members absent: Scott Kamen, Ethan Frisch, Ethel Barber

### Call to Order: 6:50

Program Updates: Details on project for Rohingya and Somali refugees in Malaysia; meetings with State Department bureaus and USIP in Washington DC and current funding outlook in light of lack of appointed leadership and approved federal budget; and relevant speaking engagements.

Financial Updates: BST has funds to carry the company over current gaps; opportunity for new US-based projects – writing articles, speaking tours in US, and video podcasts.

**Topic One: Looking at Board models:** what type of board fulfills the needs of the organization and current trustees? Strategic/advisory board, a fiduciary/fundraising board, a hands-on working board, or some combination. (Referred to *Board Governance Models*)

**Discussion:** A) There are many models for Boards, no single list. The goal is to define the organizational need, identify gaps, and define roles for the Board. Certain responsibilities exist for all types of boards. Board role is independent from any staff at any point in time.

(Referred to *Ten Basic Responsibilities of Nonprofit Boards*).

B) Referring to the *Strategic Planning Goals* (emailed), there were suggestions under “Board Roles” written in the document for each Goal and Impact Goal. We got stuck in filling out the grid. We need clarity on which is a staff or board role. We have to decide what kind of Board we want first. Different skill sets needed for different types of boards.

**Exercise:** On large pad, make three columns representing 3 different types of boards:  
Managing - hands on, Strategic - High level Advising, Fundraising - Fiduciary.

Hand out three colors of post-its:

Blue post-its: what board members think they should be doing

Red post-its: what board members say they are currently doing

Yellow post-its: what the staff (M and J) needs (falling outside their usual capacity)

Each person fills out appropriate post-its and place them in the column (type of Board) where they think these responsibilities or actions belong, overlapping types of Boards as necessary.

**Discussion:** Most notes were under the Advising/Strategic and Fundraising/Fiduciary, and fewest under the Managing column. Also noted that there was no red in Managing column. The Strategic column had more notes that track with mission, ambassadorship, advising, etc.

**Exercise Results:** (*See attached chart*)

**Managing board:** Build staffing capacity, raise awareness, strategic visioning, expand board, human resources (hiring), find pro-bono assistance, marketing advice, monitoring and evaluation.

**Strategic:** Financial planning, succession planning, strategic planning, review programming, ambassadorship, advise on organizational capacity, alignment with mission, new networks, new trends, intro to new donors and donor organizations, annual appeal, prepare for donor meetings.

**Fiduciary:** Fundraising, ambassadorship, finding partners, raising awareness, annual appeal and events, give/get, review financials, financial advice, annual giving, intro to new donors and foundations.

**Discussion:**

- Strategic visioning is the work of both Strategic and Managing boards, since it is an ongoing process for the organization.
- The Management board column is really more Strategic. A Management board is *doing* the budget or *filling* staff roles when they get too much for staff. (Interviewing new staff is fine.)
- The results indicate that we are both a Strategic and Fiduciary board.
- Next step is to define skill sets, and then how to make it happen. This is the missing step from the retreat... turning it into next steps. Now we take the next step.
- If we do this, then we are responsible for doing it. Can't throw back to (J+M) staff. We are filling roles based on a Strategic and Fundraising board.
- Fundraising – have to give or get. How do we meet gap with the State Dept.? Annual appeal – who to send to? We also have to be on top of P & L (profit and loss).
- Looking at the chart, we can identify specific gaps to fill for new board members.

**Topic Two: Board Officer roles** (*See Summary of Board Roles*)

- Do we have Board officers with assigned titles and functions? Yes, we have officers, but not acting in that role, except the Board president. Is it necessary legally?
- A Treasurer would be very useful to answer some of the questions Michael as Managing Director has re: standardizing the financials, reporting, and other questions that will pave the way for future growth of the organization.
- The Treasurer would work directly with the Fundraising or Development committee.
- BST has *assets* but we could work toward a *cash reserve*, and potentially investments, with a goal to work from the interest earned from the reserve.
- The Secretary and VP (can be same person) oversee the organization's Strategic Plan with the Board President, and how to execute the recommendations.
- Question: Who decides positions on board? The Governance Committee creates a slate, which is voted upon by the Board.
- Contracts: We should consider having Board Contracts that state: I will attend  $x$  numbers of meetings, raise  $x$  amount of money, and can only miss  $x$  number of meetings, etc. This is also written in the by-laws.
- Board term limits: Suggestion to stagger lengths of terms to start, so members are not all rolling over at the same time and depleting board. A job for the Governance Committee.
- Officers don't need to have typical titles. They could be called Program Chair or other titles that suit us. Think about *what we need*, rather than just having titles for their own sake, and these officers take on roles with those functions.

**Wrap Up Topic – Type of Board and Committees:**

- We declare that we are a Strategic Board.
- We will establish committees and committee chairs: what the committees do will be defined by committee chairs.
- Committee: Fundraising Committee for the end of year giving, decide Board annual monetary commitment and annual goals, etc. Note: Fundraising is a Board commitment for all. Only one or two people needed on the Fundraising committee, and they find 20 additional volunteers.
- Committee: Governance Committee, which will put together a slate of officers, review by-laws, draft Board Contracts, etc.
- Other potential committees: Board Expansion committee to bring in new skills (such as finance and marketing) and more people – target 12.

**Actionable Items:**

- Board to refer to the *Strategic Planning Template* – Impact Goals and Operational Goals – and fill in the block under Board Roles. Each person enters *what is MY role on board*. This will translate back to the Strategic Plan and indicate where there are gaps.
- Frank will send a copy of his by-laws and policies, which breaks out his board's committees and what they do as an example.
- Board members to commit to \$ amount that goes to General Operating and can always be counted on in the annual budget. Has been \$500; suggested it should be at least \$1000.
- Governance Committee will include Frank and Nadia. (By-laws, slate of officers, contract, etc.)
- Fundraising Committee to be decided.

**8:36 Adjourn**