



Minutes for Approval

NEFA Board of Directors

October 27, 2017

Attendance

Board participating in person: Christal Brown, Taylor Ho Bynum, Amy Zell Ellsworth, John Henry, Doug Keith, Barbara Murphy, Julie Richard, Randy Rosenbaum, Larry Simpson, Ann Smith, Pam Tatge, Ted Wendell, Marco Werman, Lisa Wong, Carrie Zaslow

Board participating by phone: Ginnie Lupi, Karen Mittelman, Chip Newell, Kristina Newman-Scott, Betsy Richards

Staff participating: Jug Chokshi, Cathy Edwards, Steven Fenton, Jane Preston, Quita Sullivan

Guests: Michele Walter

Notetaker: Steven Fenton

Friday, October 27

BOARD CHAIR LARRY SIMPSON CALLED THE MEETING TO ORDER AT 12:00 noon

Call to Order & Welcome

Board chair Larry Simpson called the meeting to order. He introduced and welcomed two new board members: Christal Brown, who was appointed to the board in June, but was attending her first meeting, and Karen Mittelman, the newly appointed Director of the Vermont Arts Council.

Executive Director's Report

Executive Director Cathy Edwards reflected on the success of the summer retreat in the Berkshires and the event celebrating the 40th and 20th anniversaries of NEFA and the National Dance Project (NDP), respectively. The event was well attended by board members, longstanding funders and partners, and members of NEFA's new Advisory Council. The board meeting was a productive two days focused on strategic planning, facilitated by AMS Planning. Following the retreat, the staff and task force synthesized the outcomes of the strategic planning process and engaged in several additional sessions with AMS Planning. All of that work has been translated into a three-year plan with clearly articulated values, goals, and objectives for the board's review.

Since the board meeting, NEFA has onboarded two new members of the finance team. She welcomed Jug Chokshi, Director of Finance & Administration, and Rodrigo DelaTorre, Finance Manager, and expressed excitement to have Jug join the senior leadership.

Cathy also reported on a staff retreat held in July, which was a training centered on equity, diversity, inclusion, and accessibility facilitated by ArtEquity. It was an opportunity for the staff to engage in group learning and to begin developing a shared understanding of the principles and language of these concepts. It was a challenging, but rewarding experience, and the staff emerged with great enthusiasm to continue. A staff working group was appointed to facilitate moving the work forward.

Approval of Minutes from June 2017 Board Retreat

Larry Simpson presented the minutes from the June 2017 Board Retreat. He asked for questions or corrections, but none were offered. The chair entertained a motion to approve the minutes.

Randy Rosenbaum made a motion to approve the June 2017 board retreat minutes. Ted Wendell seconded the motion. The vote was unanimous.

Corporate Officer Elections

Larry Simpson reminded the board of their responsibility to elect members of the senior leadership to officer positions in the corporation so they may endorse checks and contracts on behalf of the organization. The board renewed the elections of Cathy Edwards and Jane Preston at the summer retreat. He asked for a motion to appoint Jug Chokshi NEFA's Assistant Treasurer.



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Amy Zell Ellsworth made a motion to appoint Jug Chokshi to the position of Assistant Treasurer with the authority to sign on behalf of NEFA. Ted Wendell seconded the motion. The vote was unanimous.

Following the vote, there was a question about NEFA's signing protocols, specifically around what thresholds are in place that require multiple officer signatures or board approval. Cathy explained any checks over \$10K require signatures from two corporate officers, but historically there has not been a practice or amount requiring a signature from a board member. Jug offered to discuss this further with the Finance & Audit Committee and NEFA's auditors to ensure the appropriate control hierarchy is in place.

Finance Committee Report

Board Treasurer Doug Keith turned the board's attention to the revised budget for FY18. At the summer retreat, the board approved an interim budget because we were without a Director of Finance at that time. Jug has since joined NEFA and worked to update the interim budget and prepare a revised FY 18 budget for review today.

Jug spoke about his first months at NEFA. He recounted hearing from many stakeholders that a primary goal for his team should be increased transparency around the organization's finances. So Jug and his team will continue to refine the budget presentation to work toward that goal. Jug walked the board through the differences between the interim and revised budgets. He pointed out the variance in administration, where compensation and benefits were down, which was due to the delay in hiring for full-time staff in finance. Jug concluded his report after answering some additional questions about the proposed budget. No changes were suggested, so Chair Larry Simpson entertained a motion to approve the revised FY18 budget.

Julie Richard made a motion to approve the Revised FY18 Budget. Pam Tatge seconded the motion. The vote was unanimous.

Investment Committee Report

Investment Committee Chair Ted Wendell was pleased to see NEFA's investments had passed \$9 million for the first time, demonstrating the robustness of the market. Ted noted the committee intended to change the reporting format for better clarity. He also noted that the committee plans to ensure that the funds are not commingled with dollars that are restricted for future obligations (like grantmaking) to avoid undue market risk to program funds.

Trustees Committee Report

Trustees Committee Chair Randy Rosenbaum reported on a recent committee meeting where several topics were discussed including updating NEFA's bylaws. The bylaws were last reviewed in 2008 and contain several outdated passages. As an example, Randy explained the bylaws do not offer instructions on how to deal with a vacancy left behind if a State Arts Agency Director steps down from the board. Cathy will work with NEFA's attorney to review the current bylaws and recommend a set of revisions for the full board to review.

The committee also discussed nominations for the incoming board class. Their goals are to improve the board's demographic ratios in all areas and to identify strategic leaders with expertise in the arts and social impact.

Strategic Planning

Strategic Planning Task Force Chair Amy Zell Ellsworth thanked both board and staff for their deep involvement in the planning process. She also thanked Michele Walter of AMS Planning & Research for her partnership in the process. Amy expressed her belief that the plan reflects the heart and soul of the organization, offering appropriate guideposts and a clear vision for the future.



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Michele Walter addressed the board, speaking briefly about the process leading up to this meeting, and reflecting on the experience of working with the staff and task force. She spoke about the deliberative and iterative process of refining the language of the plan and how important it was to find the precise wording for what the organization wanted to convey and accomplish. She highlighted the plan's fundamental commitment to equity, diversity, inclusion, and accessibility, which emerged as a real priority following the staff's summer training work with ArtEquity.

Michele walked the board through the core values of the plan, including NEFA's commitments to supporting artists and the New England region, embracing partnerships, and investing in the practice of knowledge sharing. One major turning point was identifying the types of activities that were present across multiple programs or departments at NEFA and contemplating how to map the organization's structure onto those intersections. Bringing all of this together calls for a clear communication and development strategy around NEFA's unique value proposition.

The board discussed the plan in detail. Some members hoped to see some concepts, like leadership, reinforced by threading them throughout the plan, or called out within the strategies and tactics still to be developed. There was also conversation about how best to clarify who are the artists the plan refers to, and a request for the strategies and tactics to be specific about the artistic disciplines NEFA does, can, and will support, and through what existing or new mechanisms.

Board members also identified areas of the plan that require new or additional financial and human resources and expressed a desire to see serious action plans that map out the organization's approach for accomplishing such ambitious goals. One board member cited the specific example of the plan's mandate on equity, diversity, inclusion, and accessibility, which should be accounted for in the budget to convey genuine commitment to the work.

Cathy thanked the board for their comments and explained that she sees this as the midpoint of the complete planning process. The next phase will involve staff planning around how to advance and live with the plan's goals. The staff will work together to prioritize and identify the key places where NEFA can have a real impact. As the staff develop their action plans, they will be mindful of the board's comments. A board member recommended the organization adopt a culture that lives with the strategic plan, where the plan's values and goals are at the center of each conversation and project. Cathy shared that she is thinking about different ways to do this and looked forward to reporting back to the board on further progress once the staff has had a chance to metabolize the plan and its implications.

Larry Simpson thanked Cathy, AMS, the task force, and the staff for their tremendous work in delivering a comprehensive and ambitious plan on a tight timeline. He recalled the last time the organization ratified a strategic plan, recognizing very few board members and less than half the staff were at NEFA then. The world, sector, and organization have all changed in significant ways since 2013. This was the right time to reconsider NEFA's place, value, and direction. With no additional comments, the chair entertained a motion to approve the plan.

Randy Rosenbaum made a motion to approve the NEFA 2018 – 2021 Strategic Plan. John Henry seconded the motion. The vote was unanimous.

National Theater Project Presentation

Deputy Director Jane Preston introduced Quita Sullivan, NEFA's Program Director for Theater. Quita came to NEFA in 2010. She had worked as a theater professional among many other things, and had engaged with NEFA previously through the Native Arts Program. Following the strategic planning conversation with a discussion of the National Theater Project (NTP) felt appropriate because so many of the major touchstones of the plan resonate with the work NTP is already doing.

Quita offered the board a brief history of the program, which started as a pilot grantmaking initiative in 2010. Seven years later the program has awarded 78 grants, ranging from small grassroots ensemble



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pieces to nationally recognized groups such as SITI Company. NTP awards grants for the creation and touring of devised ensemble theater works. The grant amounts vary in size, between \$80 - 130K, and are split between the company (to create the work) and presenters (to support the work's presentation in their communities). NTP also offers travel grants to presenters to see funded work so they may decide whether to tour it. Another flagship offering is the cohort meeting, which provides grantees the opportunity to gather to discuss and strategize their projects, develop new relationships, and tap into new networks and supportive resources.

The program is also committed to ongoing learning and evaluation. Quita shared some of the major takeaways from the pilot phase that informed the development of the program. One key change over the last seven years was to reconsider the timeline of the projects and at what point the NTP grant can be most valuable to the artists. The program now has a strong preference for projects that are further along in their development. They also learned that touring infrastructure is a real challenge for the artists, which inspired the program to create an additional \$10K award for grantees that supports administrative costs related to touring. Artists expressed concern about sustaining the growth that was a result of their tour. So NTP launched transition grants to help sustain that growth, allowing artists to amplify the connections made while touring, support further tour administration, or develop new models of financial support. In conversation with the program's advisors, the team learned that some applicants were not ready to receive such a significant grant. NTP introduced capacity-building grants that provide catalytic dollars to finalists who were unsuccessful in the grant round.

Under Quita's leadership, the program has also increased its focus on knowledge sharing and equity. The program's advisors have expressed concerns about whether projects are at a disadvantage when they come from areas that are not well resourced or if their aesthetics are harder for panelists to understand. To address these concerns, the program's staff and advisors host meetings and convenings in areas they are unfamiliar with to learn more about what is happening in theater around the country. This practice educates the staff and advisors on the aesthetics and resources available to artists, which informs the discussion during the panel process.

The NTP team continues to think about how they can improve and enhance the program and its services, and what problems or needs they can address. Quita shared a visual presentation including examples of projects that have received funding, and maps that demonstrate the geographic reach of the program, and previewed some next steps for the program including a convening for indigenous performers in October and focusing on ways to collaborate with NEFA's other programs and partners.

Annual Appeal and Friend-raising Campaign

Development and Communications Committee member Ann Smith reminded the board of their commitment to NEFA's annual fund. The board achieved 100% participation in the annual fund for the past two years. Hoping to build on the success of that work, the committee set an ambitious goal to increase individual giving by 15%, for an annual total of \$100,000. Ann was pleased to share NEFA already raised \$55,000 in FY18.

One tactic to achieve this new goal is to expand NEFA's network of donors. The committee asked board members to consider individuals they could recommend for the campaign list and to write up notes that would be included with their appeal letters. Ann led the board in a letter-writing exercise.

BOARD CHAIR LARRY SIMPSON ADJOURNED THE MEETING AT 3:23 PM

Next Steps:

- ***Finance & Audit committee will review signature protocols with auditors***
- ***Submit the minutes from this meeting for board approval on March 8, 2017***
- ***Distribute a list of upcoming performances to the board***