



Minutes for Approval

NEFA Board of Directors Retreat

June 21 - 22, 2018

Attendance

Board: Taylor Ho Bynum, Andrew Cornell, Amy Zell Ellsworth, John Henry, Karen Mittelman, Barbara Murphy, Chip Newell, Kristina Newman-Scott, Julie Richard, Larry Simpson, Ann Smith, Pam Tatge, Ted Wendell, Marco Werman, Lisa Wong, Carrie Zaslow

Staff: Jug Chokshi, Rodrigo DelaTorre, Cathy Edwards, Steven Fenton, Daniela Jacobson, Adrienne Petrillo, Jane Preston, Dee Schneidman, Quita Sullivan, Kim Szeto, Sharon Timmel, Ann Wicks

Consultants: Keryl McCord, Harry McCord, Lisa Mount, Harold Steward

Thursday, June 21, 2018

BOARD CHAIR LARRY SIMPSON CALLED THE MEETING TO ORDER AT 9:32 AM

Welcome

Board Chair Larry Simpson called the meeting to order. Larry introduced Karen Mittelman, Director of the Vermont Arts Council, and thanked her for hosting the board in Vermont. Karen spoke about her first few months in her new role. Larry led the rest of the group in a round of introductions.

Executive Director's Report

Executive Director Cathy Edwards thanked those gathered for traveling to Vermont and taking time away from their other work to be at the meeting. She reflected on the past year, sharing the organization has done great work internally and externally examining how it serves the field.

NEFA and the field faced many changes since the last board retreat in Stockbridge, MA. Cathy shared her optimism that the new leadership team at the National Endowment for the Arts is committed to keeping the NEA functioning. Cathy also commented on the passing of Sam Miller, NEFA's former executive director.

NEFA staff have been focused on actualizing the new strategic plan. The organization identified goal three "Equity, Diversity, Inclusion, Accessibility," as the critical starting point for implementing the plan. The board retreat is a major component in operationalizing that goal.

Over the past year, NEFA made great strides in increasing individual giving, successfully onboarded a new finance department, and launched the Advisory Council. NEFA also engaged in discussion with its sister regional arts organizations to discuss the development of a major jazz touring initiative led by South Arts.

In FY18, NEFA made 444 grants totaling almost \$3.8 million. Program and development staff are working on reports due to NEFA's state, national, and foundation partners, which includes collecting testimonials from grantee reports. Cathy shared some of those testimonials with the board.

Looking forward, Cathy discussed the upcoming search for a new Program Director for NEFA's dance portfolio, including the National Dance Project; completing the learning assessment and subsequent redesign of the Creative City program; and planning for the next Creative Communities Exchange in Vermont in June 2019.

Approval of amendments to NEFA's Articles of Organization

Board Chair Larry Simpson recalled the board's previous discussion of the proposed amendments to NEFA's governing documents. No additional changes were suggested following that discussion on March 8, 2018.

Larry Simpson called for a motion to approve the amendments to the Articles of Organization for the New England Foundation for the Arts through the filing of Restated Articles of Organization with the Massachusetts Secretary of the Commonwealth, the substance of which having been previously summarized to the Board of Directors, and to authorize and direct the Chief Executive Officer and Secretary to execute and file such Restated Articles of Organization.



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Board Member John Henry motioned to approve the amendments as stated. Board Member Kristina Newman-Scott seconded the motion. There was no further discussion. The board voted, and the motion passed unanimously.

Approval of amendments to NEFA's By-Laws

With that vote having passed, Larry directed the board to the proposed revisions to NEFA's By-Laws also previously discussed on March 8.

Larry Simpson called for a motion to adopt the proposed amended By-Laws for the New England Foundation for the Arts, the substance of which having been previously circulated to the Board of Directors, amended By-Laws to take effect immediately.

Board Member Ted Wendell motioned to the approve the By-Laws as stated. Board Member Carrie Zaslow seconded the motion. There was no further discussion. The board voted, and the motion passed unanimously.

Approval of Meeting Minutes

Board Chair Larry Simpson presented the minutes from the October 27 and March 8 board meetings, in addition to the minutes from the FY18 Executive Committee meetings. He recommended a single motion and vote to approve the minutes. He asked for any comments or corrections, but none were offered.

John Henry motioned to approve the minutes from the October and March board meetings and the FY18 Executive Committee meetings. Ted Wendell seconded the motion. The board voted, and the motion passed unanimously.

Corporate Officer Elections

Board Chair Larry Simpson reminded the board that NEFA's auditors require the board to officially recognize the senior leadership team as officers of the organization, which allows them to sign off on grants, allocate funding, and authorize expenses.

Larry Simpson called for a motion to appoint Cathy Edwards Chief Executive Officer, Jane Preston as Assistant Secretary, and Jug Chokshi as Assistant Treasurer of the New England Foundation for the Arts with signing privileges on behalf of the organization.

Carrie Zaslow motioned to name Cathy Edwards Chief Executive Officer, Jane Preston Assistant Secretary, and Jug Chokshi Assistant Treasurer of the New England Foundation for the Arts. Taylor Ho Bynum seconded the motion. The board voted, and the motion passed unanimously.

Board Officer and Class Elections

Executive Director Cathy Edwards presented the 2018 election slate. She summarized the Trustees Committee recommendations: 3-year term renewals for Geoff Hargadon, Ann Smith, Pam Tatge, Ted Wendell, and Marco Werman. For board officers, the committee nominated Larry Simpson as Chair, Ann Smith as Vice Chair, Doug Keith as Treasurer, Amy Zell Ellsworth as Secretary, and John Henry, Randy Rosenbaum, and Julie Richard as at-large members of the Executive Committee. With no objections, Larry Simpson called for a motion to approve the election slate.

Ted Wendell motioned to approve the 2018 election slate. John Henry seconded the motion. The board voted, and the motion passed unanimously.

FY19 Budget Approval

Director of Finance and Administration Jug Chokshi presented the draft FY19 budget. He explained that there was not significant variation from the FY18 budget but offered to point out some highlights. He noted a 10% increase in compensation and benefits, which was primarily related to mid-year hires in FY18, which would be full-year employees in FY19, plus cost of living increases for all staff. Jug also shared that the organization is having internal conversations about how to keep NEFA's compensation competitive in a market like Boston. The organization would be at significant risk if it did not invest in maintaining the staff, so NEFA is developing new job frameworks that will better accommodate the professional growth



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and development of the staff. With no further discussion Board Chair Larry Simpson asked for a motion to approve the FY19 budget.

Julie Richard motioned to approve the FY19 budget. Amy Zell Ellsworth seconded the motion. The board voted, and the motion passed unanimously.

Larry mentioned the Finance & Audit Committee put forward another issue for the board's approval: to change who has the authority to approve discretionary employer contributions to staff 403b plans. Jug explained that all benefits and compensations decisions are by management, not the board, except for the discretionary contribution to the 403b. This decision has traditionally required a vote by the board even though it is a very small percentage of the budget. The board asked questions about how the percentage is calculated and how this anomalous practice became standard procedure. Jug shared that the percentage is typically 2% of gross salary. Historically, NEFA did not build this into the fiscal year budget, so a decision about whether to make this contribution would be made after a fiscal year would end with a surplus. Being after the close of the fiscal year required the board's approval. The finance team now has a budgeting practice to forecast when the organization will have the flexibility to make this contribution. Jug proposed the percentage be folded into the proposed budget, which the board would approve, and the specific numbers will be discussed annually with the Finance & Audit Committee. The board agreed with Jug's recommendation and were also in favor of making a retroactive 403b contribution for FY17 that was missed during the finance team transition.

Larry Simpson called for a motion to grant management staff the authority to determine NEFA's discretionary contribution to 403b plans.

John Henry motioned to grant management staff the authority to manage the 403b contribution process. Amy Zell Ellsworth seconded the motion. The board voted, and the motion passed unanimously.

Equity, Diversity, Inclusion, and Accessibility Training

Board Chair Larry Simpson welcomed and introduced Keryl McCord, Harry McCord, Lisa Mount and Harold Steward of EQ (Equity Quotient) who were asked to facilitate a board training around the principles of equity, diversity, inclusion, and accessibility. Cathy Edwards offered context to the training, reminding the board that advancing the principles of equity, diversity, inclusion, and accessibility, internally and externally, is a chief concern and focus of the strategic plan. This training represents an important moment and is an opportunity for board and staff to gather and think critically about how NEFA's closest stakeholders can learn and change together.

Over the course of the day, the board and staff engaged in deep learning and discussion around the history of race and racism and participated in small group sessions. Notes were not taken by NEFA during this session, but discussion maps and documents detailing outcomes were created by the EQ Team.

Friday, June 22

The board reconvened on June 22 for a second day of training with the EQ Team. The discussion focused on moving forward and thinking about how equity, diversity, inclusion, and accessibility could be instilled in the heart of the organization.

Closing Remarks & Adjournment

Chair Larry Simpson thanked the EQ team for their work and the board and staff for two days of substantive and productive meeting time.

THE MEETING WAS ADJOURNED AT 12:35 PM

NEXT STEPS

- **Submit the minutes of this minute for approval at the October 26 Board of Directors Meeting**