

2011 OFS Board Meeting Minutes

OFS Board Meeting Minutes

Convened: 6:00 pm on Wednesday, January 5, 2011 at 416 Washington Street, Suite 208.

Attending: Frank Barber, Meli Bless (arrived late, see below), Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Allen Stanton, Brent Turner, Joaquin de la Puente (staff representative), Elaine Vradenburgh (board coordinator), Linda Friedman (bookkeeper). Guest: OFS volunteer Melissa Graves, who helped with the Dinner & A Movie event (and is interested in perhaps joining the Board).

Opening Business

Review Agenda: Fund-raising is now a separate item, some other items have been re-grouped.

It was suggested that we should cease putting agenda items under the heading of executive session without a properly passed motion as the Bylaws require. This shall be addressed at the relevant point in the current agenda (i.e. at the end of the meeting).

[The Bylaws state: "Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public...but shall be only for the purposes of personnel matters, property acquisition, and to communicate with legal counsel."]

Committee Reports

Personnel (Allen/Isaac): Report filed. Alison's 3-month evaluation is finally complete. They are planning a staff/board agreements retreat, hopefully to be ready in January.

Festival Oversight (Isaac): Report filed. They held a wrap-up meeting with the Festival staff and will begin integrating the feedback into the festival manual.

Marketing & PR (Brent/Meli): No report filed. This item was tabled until Meli's arrival (see below).

Board Development (Paul): No report filed. They met with Sasha to begin planning the strategic planning retreat. A review of best practices for non-profit boards is tentatively planned for June.

Staff Rep (Joaquin): Reports received from the Volunteer Coordinator and the Development Director. The New Year's Eve show was good fun.

Budget Review (Frank): The financial data of November's operations were reviewed, as well as a revision to October's numbers.

Building Financing Update (Frank): The accounting of the Secure-A-Home Fund was reviewed. Long-term financing of our mortgage was discussed, as well as the correlation between building appraisal value and the resulting credit that would be available.

Fundraising Update

Development & Fundraising Report (Blake/Sasha): They did a strategic review of their activities & plans. Plan to have subcommittees: Sasha will chair the major donors subcommittee & Blake

will chair the grants subcommittee. The Dinner & A Movie event was good fun, but no final numbers to report yet.

2010 Fundraising Debriefs – Board Asks & Donor Cultivation Efforts (Sasha/Elaine): Discussed some positives and problems with our experiences of the donor cultivation process and also with the process of the Board asking each other for donations.

Meli arrived and announced that the marketing plan is finished and freshly arrived in our email inboxes!

Retreat Update

Agreements Retreat (Allen/Isaac): To be held on Saturday, January 29 from 1:00 – 4:00, the agenda to be determined by the Personnel Committee, meeting to be facilitated by Katharine Swilley (one of Allen's coworkers).

Strategic Planning Retreat (Paul/Sasha): To be held in February to review our current Strategic Plan and address any adjustments that we see are necessary. Review roles & responsibilities, implications of ownership, identify & address any gaps in the plan. Tentatively to be held on Saturday, February 26. Relevant items from the committees are due on Monday, January 10.

New Business

Approve minutes: Paul will email them for review and approval.

Building Insurance Update (Isaac): Isaac talked to Audrey, Ian Cunningham (our insurance agent), and Sandy Desner (pro bono), and synthesized an overview of where we stand regarding a number of related issues: insuring the building for cash value vs. replacement cost coverage, basic vs. special coverage, our lack of earthquake coverage, and our lack of building ordinance coverage. (We may be able to add building ordinance coverage to our existing plan without much more cost.) In Sandy's opinion, we are under-insured and should be paying significantly more to obtain the required coverage.

Proposal – Insurance workshop (Joaquin): The Staff proposes that the Board obtain some orientation from Ian to learn more about insurance issues. It was observed that building insurance could be added to the Strategic Plan as one of the implications of ownership, and perhaps a workshop could follow after the Strategic Plan Retreat.

Proposal – Increase ticket prices (Joaquin): Currently the prices are \$5 for members, \$8 for non-members (a dollar less for matinees), and \$3 for kids under 12. It is proposed to raise them, perhaps to \$5.50 or \$6 for members, \$8.50 for non-members, and \$4 for kids. The Finance Committee recommends approving this proposal.

A motion was made to allow the Staff to raise ticket prices, the exact amount to be determined by the Staff, but the increase not to be more for members than for non-members. The motion was seconded and passed.

Proposal – Festival Director stipend (Isaac): To move \$300 from the 2010 Festival net income, and give it to the director as an additional compensation. This proposal hasn't been reviewed by the Staff. It was suggested that the Festival Oversight Committee develop a policy regarding such adjustments in the future.

A motion was made to increase Sarah's compensation by \$300, to be deducted from the 2010 Festival net income. The motion was seconded and passed.

Wrap-up

Important upcoming dates: Arts Day at the Capitol, February 2. Retreats are on January 29 & (tentatively) February 26.

Executive Session

A motion was made to enter executive session. The motion was seconded and passed. Open session ended and executive session began at 8:45 pm.

OFS Board Meeting Minutes

Convened: 6:00 pm Wednesday, February 2, 2011 at 416 Washington Street, Suite 208.

Attending: Frank Barber, Meli Bless, Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Allen Stanton, Joaquin de la Puente (staff representative), Elaine Vradenburgh (board coordinator). Brent Turner was absent but designated Meli as his proxy for any votes.

Visitors: Vikki Bayman (Personnel Committee volunteer) and Jeff Pike (a new OFS member).

Opening Business

- Review Agenda: It was requested to add two additional items to this and all future agendas. 1. The Secretary's call for documents, under "Opening Business"
- 2. The point of order for a motion to enter executive session
- Approve Minutes: All past minutes, including executive session minutes, have been approved.

Motion to make the Friday following each board meeting the deadline for getting the minutes to the Board for approval. The motion was seconded and passed.

Committee & Board Highlights

- Isaac: He and Joaquin discussed absorbing festival operations into regular staff operations.
- Paul: New Board Development Committee member Christine Corey.
- Frank: Has been talking with a prospective board member.
- Allen: Heard feedback about the anchoring role of the Capitol Theater in the community.

- Meli: Met with marketing planning consultant in Seattle.
- Blake: Both subcommittees of the Fundraising Committee will be holding monthly meetings. ▪ Joaquin: Using the HD deck a lot, & composting is coming to the theater.

Fundraising Update

- 2010 Fundraising Report (Elaine): Intends to provide various reports on a regular basis. Created a business membership category. Increased direct mailings and membership renewal requests. Highest membership contribution in many years. (See 2010 Fundraising Report.)

Updates

- Agreements Retreat Debrief & Next Steps (Allen/Isaac): Feedback is invited. It's recommended that such a retreat be done again any time that there is significant turnover in staff and board.
- Strategic Planning Retreat Update (Paul/Sasha): The Board-level self-assessment questions will be circulated before the strategic planning retreat. Still need to get the workplans from the committees. Any strategic review feedback is due by Monday. Still working on who will facilitate.
- Building Purchase Evaluation – Discuss purpose and propose schedule (Allen): This is another aspect of addressing some of the issues brought up in the recent Staff Letter to the Board. The idea is to hold more than one meeting on this topic where staff and board discuss the various issues regarding the building purchase process. Possible dates are upcoming Wednesdays: Feb 9, 23, March 9, starting at 6pm. Allen will send out a request for everyone's availability status on those dates.

New Business

- Proposal – Legal Advise Team (Sasha/Allen):
This proposal suggests the establishment of a legal advisory body of volunteer attorneys. They would provide guidance upon receipt of an “intake form” from the Board, the Staff, or any Committee. This intake form, to be formalized by the legal advisory body, would contain all the pertinent information required for the consultation. In consideration for their time, pro bono legal counselors would receive appropriate recognition for their professional services as well as film passes or a staff pass.

Discussion ensued about how to incorporate an advisory team of professionals into our process, and how to include it in the existing organizational system. Various suggestions for oversight and accountability were discussed.

Motion to adopt the proposal with the amendment that all such communication go through Sasha and all intake forms be cc'ed to the Secretary. The motion was seconded and passed.

- Staff card additions: Lindsay Ericson & Colin Rickman, volunteer office assistants.

VP review of committees: Committee reports are all in, good job! Please send in any committee documents for the strategic planning retreat.

Treasurer review of 2010: Our net last year was about \$11K, this year it's \$21K. Attention was drawn to our lack of policy on profit goals and level of reserves.

2011 Budget and Financing Updates

- 2011 Budget Proposal (Frank): Discussion of the increase in the theater productions line item. Finance committee has not had sufficient time to review the staff's budget proposal. They will do so, then get back to the staff and board with a suggested date for a meeting to address the 2011 budget.

- Volcano Ad (Meli): It was proposed that we establish a year-round advertising contract with the Volcano. This would include a discounted ad rate and they would become a Year Around Sponsor with OFS. Specifically we would run a 4 1/2-inch by 6-inch ad for 52 weeks for \$3900 (the price of the next smaller ad size), and a weekly web ad for \$1250.

It was pointed out that we may be getting a sponsorship from the Olympian, which would ease our advertising expenses. The Finance Committee advised against this proposal. The Staff Collective advised to approve it.

Motion to approve the proposed contract with the Volcano. The motion was seconded and passed.

- Financing/Line of Credit/Reserves Updates (Frank): Long-term financing isn't finished yet; the bank is completing the appraisal process and should be done by next month. Two issues that came up were the asbestos-wrapped boiler in the basement and buried diesel tanks (which are apparently under the alley, not the building itself). It was pointed out that we have a re-financing option of a \$129K balloon payment in ten years (instead of paying the mortgage off monthly over 15 years), which would reduce our payments by approximately \$200 per month.

Wrap-up – Important upcoming dates: Strategic Planning Retreat is set for 10 to 3 on February 26. Motion to enter executive session: Moved, seconded and passed at 8:45pm.

OFS Board Meeting Minutes

Convened: 6pm Wednesday, March 2, 2011 at 416 Washington Street, Suite 208.

Attending: Frank Barber, Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Allen Stanton, Elaine Vradenburgh (board coordinator & interim staff representative), Linda Friedman (bookkeeper). Meli Bless was absent.

Visitors: Vikki Bayman (Personnel Committee volunteer member) is interested in joining the Board. Announcements: Brent Turner has resigned from the Board, effect February 26, 2011. Aloha, Brent!

Opening Business

- Review Agenda: Two additions were proposed and added to the agenda, under New Business— 1. Announcement of two new Volunteer Staff card recipients. 2. Discussion of Board appointments.
- Secretary Call for Documents: Many committee reports are missing, but reports are not as important as results, so the Secretary will go easy...this time.

Committee and Board Highlights

- Frank: The Finance Committee gained a new volunteer member, Bernard Ryan.
- Blake: They've gotten many sponsors for the Environmental Film Festival.
- Vikki: Excited about some staffing changes to help with the staff's work overload.
- Isaac: The hiring process for the Film Festival is in progress.
- Allen: The Personnel Committee has finalized some important policies (see below).
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 - ▪ Sasha: The Marketing Committee is reorganizing after losing Brent. The Volcano Party had many
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 - accolades for OFS.
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 - ▪ Paul: The Board Development Committee lost its newest member, but may be gaining another.
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 - ▪ Linda: Glad to have a new volunteer member on the Finance Committee.
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- ▪ Elaine: The recent Hitchcock screenings went well and the Oscars Party was also a success. A
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- volunteer group has been put together to help staff the Theater during future snow emergencies.
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- Fundraising Update and Highlights
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- ▪ Elaine: A grant request has been submitted to Puget Sound Energy. There is a board training coming up if anyone's interested/ available: "Boards on Fire" at SPSCC on Friday, March 18.
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- ▪ Sasha: The 30th anniversary of OFS is this year—perhaps we should have a testimonial & retrospective-type of celebration/project, which could have the potential, in turn, to tie in with a capital campaign.
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- Financial Review
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- January Operations Budget Report: In the absence of an approved budget to which to compare this year's activity, it was compared with last January's activity instead. The net income from Operations January 2011 was \$1,846.94. This is down significantly from January 2010, partly attributable to lower ticket sales due to the absence of Oscar-nominated films (the films screened this January had moderate to low ticket sales), plus the high expense of this year's New Year's Eve event (there wasn't any New Year's Eve event last year).

The Staff is continuing to discuss additional revenue sources, such as increasing the number of film screenings of films already on hand, and an additional day of the increasingly popular Duck the Malls crafts sale.

It was pointed out that the profit margin is much higher for live event rentals versus in-house productions, and that this should be taken into consideration when making programming decisions, viz. the Dual Bottom Line Matrix (i.e., analysis of mission alignment versus financial sustainability).

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- ▪ Review Balance Sheet: It was pointed out that our reserve has significantly lower compared to last January because a large portion was used to purchase the Theater (which was its purpose), and that with our current, smaller reserve there is a heightened need to work closely with staff to prioritize expenditures and other budget items.
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- ▪ 2011 Budget Process Update: Still in progress. Still on track to move fiscal year to start in July. It might not be balanced at the end of June, but since it's a transitional period it's to be hoped that any losses should be made up by the following year.
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- A special Board Meeting to address the 2011 budget will be held at 6pm on Wednesday, March 16.
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- ▪ Financing/Line of Credit/Reserves Updates: Appraisal has been completed, but haven't heard the final offer yet—could be any day now. Expect an update at the upcoming budget meeting. A suggestion was made that financing could be tied to July first to help fit with our fiscal schedule. It was noted that doing this might have an effect on the timing of the capital campaign.

VP review of committees: If anyone's committee is having capacity or organizing concerns, they are welcome to talk to her—but she noted that in general the committees appear to be on the upswing.

President's review of officers: He feels that all officers are fulfilling their duties quite well.

Updates

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- ▪ Strategic Planning Review Retreat Debrief and Next Steps: Might be helpful to begin with an overview of the strategic plan and its purpose—first review the goals, then delve into the objectives under each goal. This might help avoid spending too much energy on examining the objectives of goals that have already been accomplished or are no longer relevant.
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- It would help to have a task force that would plan such meetings and retreats in the future. This will be addressed by the Board Development Committee.
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- The Staff would have liked more notice and more direction regarding expectations about the programming portion of the meeting, but everyone acknowledges it was a good start.
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- The written results of the Strategic Planning Review will be sent out next week, to be approved at the April meeting. (It was noted that the staff report format, and perhaps some other documents, will need some revision to conform to the updated Strategic Plan.)

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- ▪ Building Purchase Evaluation Update: Some staff members can't make March 16, so the meeting is tentatively rescheduled for either April 11, 12, or 13, the exact date to be determined depending on everyone's availability.
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New Business

(Linda left the meeting at this point.)

- Proposal – Board Evaluation Policy: The Board Development Committee has submitted a policy and process for evaluating the Board's performance as a whole.

Motion to adopt the Board Evaluation Policy as submitted. The motion was seconded and passed.

- Proposal – Staff Evaluation Policy: The Personnel Committee has submitted a policy and process for

evaluating the performance of individual staff members.

It was suggested that we also develop a process to evaluate the Staff Collective as a whole.

Motion to adopt the Staff Evaluation Policy as submitted. The motion was seconded and passed.

- Proposal – Personnel File Policy: The Personnel Committee has submitted a policy for handling the personnel files of OFS employees.

A concern was expressed over the lack of a mechanism by which pertinent information could be accessed or passed on to the Board if circumstances warranted. It was pointed out that not all information in the personnel file will necessarily be confidential; however, the policy as written does not make this distinction.

The Personnel Committee agreed to remedy these issues by revising the policy, but requested that for now the submitted policy be approved without revision. It was mentioned that perhaps the needed clarifications could be included as part of the non-disclosure agreement.

Motion to adopt the Personnel File Policy as submitted. The motion was seconded and passed. ▪ Staff card additions: Congratulations to concessionaires Chloe Knox and Aviva Siegel!

▪ Appointment to the Board: Vikki Bayman submitted a Letter of Interest to join the OFS Board.

(At this time, Vikki left the room until after the vote was held.)

It was explained that the appointment process has been somewhat accelerated because Brent's resignation brought the number of Board members below the minimum number called for in our Bylaws (not counting the Staff Representative).

A motion was made to appoint Vikki Bayman to the OFS Board of Directors. The motion was seconded and passed. Aloha, Vikki!

Important upcoming dates: Budget meeting at 6pm on March 16. Board training opportunity on March 18. (March 16 is Blake's birthday and March 18 is Isaac's.)

Motion to begin executive session: Moved, seconded and passed at 8:20 pm. .

OFS Board Meeting Minutes

Convened: 6:00pm Wednesday, April 6, 2011 at 416 Washington Street, Suite 208.

Attending: Frank Barber, Vikki Bayman, Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Allen Stanton, Elaine Vradenburgh (board coordinator and substitute staff representative). Meli Bless was absent.

Opening Business

- Review Agenda: Move the hiring issue to the executive session, as it is a personnel matter. ▪ Announcements: Allen will not be here next month.
- Visitor Introductions: New OFS member Jan Hopwood, former board member of Spokane Film Festival. She is here since she loves movies, and is curious about if and how she can contribute.
- Secretary Call for Documents: Many committee and staff reports are missing.

Committee and Board Highlights

- Isaac: Festival Oversight Committee is rethinking the job description for director & programmer to make strategic changes in the responsibilities.
- Frank: The Finance Committee ended a meeting early for once!
- Allen: The Personnel Committee had a work party to create personnel files.

- Blake: The Facilities Committee discussed strategic retreat results & will be drafting a charter for the committee. Shane Jewell is interested in joining.
- Paul: Emergency services came to the Capitol Theater last night, but everything seemed under control.
- Elaine: The Environmental Festival is shaping up, new businesses are involved & other organizations will be tabling at it, unfortunately they had a disgruntled sponsor.
- Vikki: She had many good things to say about the “Boards on Fire” training, and she has joined the Development & Fund-raising committee.
- Sasha: She made a point to see something at the theater every week.

Fundraising Update

- “Boards on Fire” Training Highlights:
Susan Howlett (consultant & author of “Boards on Fire”) broke down fund-raising into manageable small steps and clarified the role of the Board in fund-raising, making friends for the organization as per Frank's suggestion.

Aspects of governance and financial responsibilities were also covered. She emphasized the importance of relationship-building (ask for money & get advice, ask for advice & get money), and pointed out the common mistake of not asking everyday volunteers, low-income, and other folk sometimes overlooked as potential contributors.

Elaine will keep notifying us about upcoming trainings. Perhaps we could create a budget for board training and staff development. Elaine feels she left the training a better fundraiser.

- Board Cultivation Activity: Vikki suggested having a special donor screening for the big donors for

the HD deck. Perhaps we could have a guest list or passes for the special HD event that is playing after the Membership Meeting.

Each board member wrote thank you cards to the HD deck donors who gave at least \$100.

Financial Review

▪ February Budget Report

We are changing the start of our fiscal year, so although we have already approved a 12-month budget, it needs to be converted into a 6-month one and a new 12-month created to begin in July.

They are drafting a process for the approval of expenditures. It might be useful for the staff collective to come up with a process for evaluation of success and failure of programming, and to come up with consequences for failure (e.g., an event that loses money, or the mismanagement of a budget).

Frank urged everyone to watch the balance sheet video he emailed to us (although our balance sheet doesn't look like the one in the video, because we have other comparison columns.)

We spent \$2400 for an Environmental Site Assessment from West Coast Bank, which comes out of Regal unrestricted funds, as per Linda's suggestion.

We will be holding a financial summit on Wednesday, June 15 at 6pm.

VP review of committees: Sasha reminded everyone to let her know if anyone needs help with their committees.

Pres review of officers: Isaac said he thought everything was going pretty well, and that he appreciated everyone's work.

Updates

▪ Liquor License: All the required paperwork is in, now we're just waiting for a walk-through. Audrey is working on an in-kind sponsorship from New Belgium.

▪ Marketing Plan: They should have the budget done by the end of the week and can do a presentation of the Marketing Plan when the board is ready. Meli will be following up on scheduling a meeting for that, and Sasha will check in with Meli.

▪ Facility Charter: The Facility Committee's first meeting is coming up in two weeks. They will look at the old charter then and draft a new one, perhaps by May.

(Jan Hopwood left at this point in the meeting, but assured us that she'll be coming to the thirtieth anniversary party planning.)

▪ Building Purchase Evaluation Update: Stew Henderson will be facilitating the meeting, and he suggested changing the agenda, so they changed it. The meeting will be

an opportunity for people to speak their minds on the whole process. The specific items that came up appeared to be symptoms of bigger problems and Stew thought his approach would be more effective to address the overarching issues rather than itemizing each of the problems of the past. The meeting is this coming Monday at 6pm, location to be announced.

New Business

- Discussion – Membership Meeting Draft Agenda: The agenda is similar to last year's, but this time it will start at 4pm. We probably won't be having a contested election, but we will still have a period to meet Vikki and any other new members of the Board. It was suggested that we have a discussion with the members about the Capitol Theater, gathering input for our next steps as owners.
- Discussion – Board Recruitment and Election: Capacity assessment shows a need for facilities management experience, community networking, and finance expertise. We should ask the staff if they know any potential candidates among the volunteers.
- Discussion – Bylaws changes: The proposed change would allow appointed directors to serve the remainder of the term for which they were appointed, rather than needing to be elected at the soonest election. This change simply allows us to reliably have an election for six seats on the Board each year, regardless of when a director was appointed.
- Decision – Strategic Plan Updates: Changes to the Strategic Plan resulting from our strategic review retreat have been incorporated into an updated plan.

Motion to approve the updated Strategic Plan, seconded and passed. Important upcoming dates:

April 11 April 15 April 22 May 7 June 15

Building Purchase Evaluation Environmental Festival opening night deadline for Board candidates Annual Membership Meeting finance summit

Motion to begin executive session: Moved, seconded and passed at 8:25 pm.

OFS Board Meeting Minutes

Convened: 6:00pm Wednesday, May 4, 2011 at 416 Washington Street, Suite 208.

Attending: Frank Barber, Vikki Bayman, Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Alison Riffer (staff representative), and Elaine Vradenburgh (board coordinator). Meli Bless and Allen Stanton were absent.

Opening Business

- Review Agenda: Since there is rarely anything of substance during the VP committee review and the President's officer review, at that point in the agenda we will discuss the best way to fulfill the intention of these agenda items, with the emphasis on how to best use the time, without omitting the emphasis and function that these items serve.
- Announcements: Sasha passed the bar, congratulations, Sasha!
- Secretary Call for Documents: We are missing many. The Secretary will send all parties involved an email of remonstrance for delinquency and exhortation to renewed responsibility.

Committee and Board Highlights

- Isaac: The Festival Oversight Committee is deeply embroiled in hiring for this year's festival.
- Frank: No highlights at this time.
- Paul: The Board Development Committee has found a potential conflict between OFS voting by email policy and the requirements of Washington law.
- Blake: The Facilities Committee charter is ready to be reviewed and hopefully approved.
- Vikki: The Development and Fund-raising Committee is sending thank you cards to foundations that contributed to the HD deck.
- Elaine: She completed the OFS Annual Report for the upcoming Membership Meeting.
- Sasha: She recently returned from two weeks of vacation. "Into Eternity" was a really great movie.
- Alison: The staff is continuing to work diligently.

Fund-raising Update

- New Major Donor Lists: The major donors will be sent the same Annual Report that will be presented at the Membership Meeting. The members of an updated donors list needs has been divvied up and assigned to individual Board members.
- Board Cultivation Activity: The Board will complete its latest cultivation activity before the end of the meeting.

Financial Review

- April Budget Report: We had been comparing the performance of current months to the corresponding month from last year's month, but we now are using a new format. April income from memberships and film admissions was under budget, and the film programming expenses were over budget. It was observed that some of our income comes in semi-predictable waves, so we could benefit from maintaining a calendar that correlates the timing and amounts of various income sources.

VP review of committees: It was decided to move the VP's review of committees to a point earlier in the agenda, and to change the intent from a review to an opportunity for the various committee chairs

to inform the VP of any help they might need or problems they might have.

Pres review of officers: It was decided that the President will handle any concerns about the officers in a setting outside of the Board meetings.

Updates

- Pick date for next meeting with Stew: The options of either June 8 or July 13 were proposed.
- Membership Meeting: The agenda for the upcoming meeting was reviewed and discussed.

- Election & Recruitment Plan: Board recruitment is a task the whole Board needs to participate in, and the cultivation of new Directors is a process that should be operating all year. The Board Development Committee will create a recruitment plan and will be tasking the Board to contribute to that effort.

- Board Evaluation: It's approaching the scheduled time for the Board to evaluate its own performance. Alison suggested using a Google form. We could get the results by July.

New Business

- Decision – Facility Charter: Aspects of the proposed charter were discussed. Issue was taken with the budget portion of the charter.

It was suggested that the first sentence in the budget portion be omitted altogether, and the second sentence moved to become number 6 on the list of responsibilities.

Motion to approve the proposed Facilities Charter incorporating the suggested changes above. The motion was seconded and approved.

- Vote by E-mail Process: Our current process is seemingly in conflict with the Revised Code of Washington (24.03.645), which appears to require consensus on all actions taken without a meeting. The issue will be forwarded to our Legal Advisory team for their opinion.

Important upcoming dates:

May 7 June 8? June 15 July 13

Annual Membership Meeting

tentative date for the next meeting with Stew finance summit

alternate date for the next meeting with Stew

Motion to begin executive session: Moved, seconded and passed at 7:55 pm.

OFS Board Meeting Minutes Convened: 6:00pm Wednesday, June 1, 2011 at 416 Washington Street, Suite 208

Attending: Frank Barber, Vikki Bayman, Meli Bless, Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Allen Stanton, Alison Riffer (staff representative), Elaine Vradenburgh (board coordinator), and Linda Friedman (bookkeeper).

- Secretary's Call for Documents:

Motion to approve the May minutes, seconded and passed.

Committee Check-in

- Committee Chair Assignments: It was noted that some committees could use co-chairs. The problem is the lack of board members. is willing to serve as a temporary co-chair, or interim chair, for the Marketing Committee if needed.

- Member recruitment and retention: Sasha discussed steps for introducing and orienting committee volunteers, including having the Vice President follow-up with new volunteers. Discussed method for handling complaints from committee volunteers. It was decided that Elaine, or Allen as PC chair, would steer complaints to the appropriate board or staff person.

Financial Review

- May Budget Report: Under budget by about \$5000 for January through April, but this month is a profit rather than a loss like the previous two months. The staff is working on methods of accountability for financial performance.
- Financing Update, ESA Results: West Coast Bank has appraised the theater at \$500K, but to obtain financing the asbestos has to be abated at a cost of somewhere around \$13K.

Updates

- Marketing Plan Update/Schedule Presentation: They could present the plan at the July meeting (preferably with Jennifer). It may take about 45 minutes. However, it includes a financial component that proposes additional spending on marketing, which may cause trouble for creating and approving an annual operating budget to start in July.
- Facilities Committee Update: The office side of the building was purchased recently, Ryan Clintworth is the manager. Rent for our office is the same (\$425/month), but it's month-to-month so there is potential that our rent will go up. The city has confirmed that there is no diesel tank under the theater.

New Business

- Discussion – Membership meeting evaluation: The lows and highs of the meeting were discussed. Lows include the poor attendance, lackluster visuals and a dim and empty theater. The BDC will work on improvements for next year.
- Discussion – Member Survey: The proposed survey was presented and feedback solicited. It was suggested to provide a reward for completing the survey.
- Discussion – Items for Executive Session: There is a lack of clear policy on what qualifies as appropriate for an executive session.

Motion made to begin executive session, seconded and passed. Entered executive session at 8:17 pm.

OFS Board Meeting Minutes Convened: 6:05pm, June 15, 2011 at 416 Washington Street, Suite 208.

Attending: Vikki Bayman, Meli Bless, Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Alison Riffer (staff representative), Elaine Vradenburgh, Linda Friedman, Audrey Henley, and Joyce Mercuri. Frank Barber was absent.

Asbestos abatement contractor: The abatement needs to start ASAP to be able to secure financing from West Coast Bank; it cannot wait until the July board meeting. We

have two bids so far (\$11,500 & \$15,500) with a third bid coming soon. (It would help for the bank to provide a firm deadline for completing the financing. Isaac will communicate that to Frank.) It was suggested that we empower the facilities committee to make the final decision and set a ceiling on the costs.

There is a question as to whether the two amounts are for the same scope of work, and whether all the proposed work is necessary. Audrey will try to clarify.

A second question as to whether the abatement needs to be finished before the financing can be completed, or whether starting by a certain time is enough for West Coast Bank. Discussed how best to communicate with the bank while Frank is absent from meetings.

Third question, as to how much we are financing exactly: just what we owe Gary or more? and if more then for what additional expenses?

Motion to empower Linda to work with Frank and communicate with West Coast Bank. Seconded and passed.

Information that Linda will seek: Is there an deadline date for the loan application? What do we need to accomplish to complete the financing application? Can we escrow the closing costs (i.e., the asbestos abatement costs)?

Another question as to where the money for the abatement is coming from. The board requests that the Finance Committee make a recommendation.

Motion was made to empower the Facilities Committee to decide which asbestos abatement bid to accept, with a goal of June 22, with a ceiling of \$15,500 for the costs. Motion seconded and passed.

Office lease: The new owner of our office space wants to raise the rent to \$600/month for two years. Motion to empower the Facilities Committee to negotiate a new office lease. Seconded and passed.

Budget & new fiscal year: We are coming up on July first, the beginning of our new budget year. The changeover is still in progress. Fortunately, we don't need to have our budget ready before we can switch the tax year.

Adjourned: 6:50pm

OFS Board Meeting Minutes Convened: 6:00pm Wednesday, July 6, 2011 at 416 Washington Street, Suite 208.

Attending: Vikki Bayman, Sasha Cornellier, Blake Nelson, Isaac Overcast, Paul Potasnik, Alison Riffer (staff representative), Elaine Vradenburgh (board coordinator), and Linda Friedman (bookkeeper). Frank Barber was absent. Meli Bless arrived late (see below).

Opening Business

- Review Agenda: Alison adds video projector proposal & Isaac adds member feedback.
- Announcements: Sasha will be absent for the August board meeting.
- Visitors: Eric Chase, new member of the Board Development Committee, and J.R. Baker, festival director.
- Secretary Call for Documents: Have reports in from all the committees except the Board Development Committee. Missing staff reports from Joaquin and Audrey.

Committee Check-in

- Committee chair assignments and reporting: Isaac is chairing two committees which are both a lot of work. Sasha thinks maybe we could develop appropriate committee members to become co-chairs. Paul volunteered to be an interim co-chair with Isaac on either of his committees. Sasha mentioned a lobby supervisor who is also an attorney, Vikki has volunteered to cultivate her for the Board. Perhaps we could revise the format for committee reporting (by using an online form, for example).

Fundraising Update

- August 18 party update and brainstorm guest list: 30th OFS anniversary party the day after Artswalk, unveiling 30 year retrospective exhibit, testimonials, etc. Story-corp style recording booth will be at the August 18 party (invitation-only). Elaine is compiling a guest list and would like help with it.

(Meli arrived during the preceeding portion of the meeting.)

- Volunteer fund drive goal: The Fundraising & Development Committee is looking for suggestions on the volunteer fund drive, including amounts to shoot for. How should the Board participate? Donate matching funds, or give donations to start it off, or something else?

Financial Review

- May Budget Report: May reflected a net operating loss of nearly \$3,600 (which is still \$8,000 better than the month's projection). Due to the shortfall in previous months, there is a year-to-date net loss of over \$9,000, which is about \$1,100 better than the year-to-date budget projections.

The following is a summary from the Staff budget meeting:

Grants: We expect to receive our \$1,000 grant from Washington State Arts Commission by the end of June. Other grant applications, including an appeal to the Community Foundation, will be completed before the end of the year in an attempt to meet the 2011 goal of \$6,000.

Film Admissions Income and In-House Promo Income:

Film admissions are still playing catch-up for the year. There were several strong films in June that will help bolster this line item. Theater rentals are ahead for the month as a result of several late payments, and are also ahead of projections for the year, with In-house events right on track. Discussions with local groups are in progress, with planned collaborations on events and

off-hours use. Year-to-date margin is on target or better for all programming.

Concessions Income: This is an unexpected shortfall, which may be related to how the months were broken out. This line may also be impacted in June, as a result of a brief period when the popcorn machine was out of commission.

Ad Sales Income: We still have not received payment for all of the ads. We are planning to increase the amount of ad space in the program, and utilize volunteer assistance with sales and collections.

Marketing Expense: We will be decreasing our ads in The Olympian by at least one day per week. Our sponsorship agreements with Olympia Power & Light and Graphic Communications (printer of our program and membership correspondence) are ending, and will be renegotiated, preferably with better terms from the latter.

As mentioned above, year-to-date margin for film and events is in line with the annual budget projection. Year- to-date margin for concessions sales also corresponds closely to the annual budget.

It was observed that the monthly financial statements are incomplete, as certain amounts for that month are often paid or received in other months, but perhaps this would not be the case if we were keeping our books on an accrual basis, rather than a cash basis as we now do. (We could perhaps do additional internal financial reporting in order to analyse how specific programs are performing.) Sasha reiterated the usefulness of having comparative reports on how the various programming categories perform at the box office.

Updates

- Marketing Plan Update/Schedule Presentation: A marketing plan budget was presented. The plan has seven components to expand OFS visibility and our market.
- Volunteer Card List: Alison has an updated list, but it's not complete yet. Frank was omitted, and other staff need to get their lists to Alison. Committee members will be nominated by staff & board.

New Business

- Discussion—Board evaluation, capacity assessments and next steps: (Received evaluations from five board members and three staff members.) Some areas needing work: improving and diversifying revenue, board recruitment and retention, personnel management and communication. This sort of evaluation and assessment should be conducted regularly, perhaps

in conjunction with reviewing the strategic plan. We could use an annual assessment to begin the recruitment calendar. Gaps in identified board capacity could potentially be addressed by small trainings, perhaps within monthly board meetings.

- Discussion—Member feedback: Discussed how we should handle negative feedback. We don't have an established process or policy for determining the appropriate way to respond. Staff has been left to use their own judgement on how to handle such feedback, and will continue to do so for the nonce.

- Decision—updated Volunteer Card/Movie Voucher proposal: Discussion ensued about specific benefits. Friendly amendment suggested to issue separate “staff cards” to staff, rather than “volunteer cards”.

Motion to approve the policy with the aforementioned amendment, seconded and passed. ▪

Decision—Video projector proposal:

Motion to purchase an HD projector, for no more than \$2000, with funds from the HD Cam funds and the regular equipment fund. Seconded and passed.

Important upcoming dates

- Meeting w/Stew – Wed. July 13 at 6:30p. Location is the Gyro Spot. Note the new time! ▪
- Fundraising Prospect Research Training – Monday, July 17 at 5:30p.

Motion to enter executive session, seconded and passed at 8:05pm.

(Although an executive session was held, no decisions resulted, and it was adjourned at 8:15pm.)

OFS Board Meeting Minutes

Convened: 6:00pm Wednesday, August 3, 2011 at 416 Washington Street, Suite 208.

Attending: Frank Barber, Vikki Bayman, Meli Bless, Sasha Cornellier (by speakerphone), Blake Nelson (Sasha's proxy in case of any difficulties communicating with her by speakerphone), Isaac Overcast, Paul Potasnik, Elaine Vradenburgh (board coordinator), Linda Friedman (staff representative), and J.R. Baker (festival director).

Visitor Introductions: Laura Johnson (Fundraising Committee member) and Kaylynn What (lobby supervisor and legal consultant team member).

Secretary's Call for Documents: Missing report from the Marketing Committee. The reports from the Board Development Committee & Facilities Committee were late. The only staff report submitted was from the film programmer.

Committee Check-in: Sasha wants to meet with Board Development Committee soon regarding the board manual and committee recruitment.

Fundraising Update

Fundraising Goals for 2011/12 FY: Our annual goal has been reduced by \$6000 compared to last year because we aren't receiving the same grants that we used to get. It was decided not to implement new fundraising efforts now, since we will have a new development director coming on.

Financial Review

June Budget Report: June showed a net profit of \$7,261.00, thanks in large part to a significant increase in film attendance. Due to the shortfall in prior months, there is a year-to-date net loss of \$1,880.00, which is about \$10,512.00 better than the year-to-date budget projections.

Grants: We received our \$1,000.00 grant from Washington State Arts Commission.

Film Admissions Income, Theater Rental Income, and In-House Promo Income:

Film Admissions saw a substantial increase this month, as was projected in last month's report. Theater rentals were slightly behind for the month, but ahead of projections for the year-to-date. The budget continues to be affected by the receipt of late rental payments. In-house Promo is behind budget for both the month and the year, although IHP margin is better than projections for the year. July's Gillian Welch show will be a big boost to the IHP line item.

Ad Sales Income: Payments for some ads that were run in the first half of the year are still expected in July and August, so we will not be meeting projections for the short budget year.

Series Fundraising Expense: The second fundraising appeal of the year was mailed in early July. The Development & Fundraising Committee is re-evaluating the direct-mail approach, and is considering replacing the current three-letter plan with a larger, more attractive and better marketed annual appeal, including phone follow-up with usual donors.

Marketing Expense: The Marketing Committee has discussed how to track the success of advertising in the Volcano and OP&L. A discount coupon for popcorn will be included in the weekly ad for a period. These will be collected and the date and time of use monitored. October's Music Appreciation Month (to be renamed) and the 30th Anniversary celebrations are expected to be a perfect opportunity for sponsorship and marketing outreach. At the close of our short budget year, it is worth noting that: 1) overall Operations income was greater than expected; 2) overall Operations expenses were lower than expected; 3) the net loss, while a loss, was much less than expected; and 4) the margin for film, in-house events, and concessions exceeded the annual projections.

FY 2011-12 Budget Update: There are still a few things to sort out before finishing the new budget. The rent for the office space is still in negotiation, so that isn't clear yet. It is planned to have all this figured out by the next Finance Committee meeting on August 25.

Festival Budget: The proposed budget was largely based on last year's numbers, both budgeted and actual. Motion to approve the proposed festival budget, seconded and passed.

Financing Decision and Next Steps: The long-term financing from West Coast Bank is almost finished. We are looking at a fifteen-year loan at a rate of 5.75% with monthly payments of \$1671.01. The closing costs are expected to be under \$2400. Although they haven't given us a deadline, the bank is urging us to complete the financing, but the paperwork hasn't yet been reviewed by any legal consultants. It was suggested that the Board approve the loan, but not release the minutes which document the approval unless and until our legal consultant team has approved the loan documents.

Motion to approve the loan offer from West Coast Bank, seconded and passed.
Motion to submit the loan documents to the legal consultation team, seconded and passed.

New Business

Facilities Committee: The asbestos abatement is complete, and the HVAC system was cleaned as well. Negotiations for the renting our offices are still in progress, but the landlord wants a multi-year lease. The Facilities Committee would have an agreement ready for the next meeting.

Decision—Conflict Resolution Policy: Discussion regarding the proposed policy ensued.

Motion to submit the proposed conflict resolution policy to the legal consultation team, seconded and passed.

Decision—Festival Ticket Prices: The children's ticket price is proposed to be \$4.50, but the Staff requests that it be set to four dollars.

Motion to approve proposed increase in festival ticket prices, with children's tickets at \$4, seconded and passed.

Decision—new logo: Our new logo has been ready for a while, but we've been waiting for the right time to begin using it.

Motion to unveil the new OFS logo at the October 30th anniversary party, seconded and passed.

Discussion—Board leadership: Discussion ensued regarding leadership roles and board performance. It was noted that it would be productive for the Board to maintain a more public presence with the membership. Other methods of determining officers besides holding an annual election were mentioned.

Discussion—Officer Nominations: Question raised as to what to do if nobody gets a two-thirds majority. This was referred to the Board Development Committee.

Important upcoming dates

Deadline for board officer nominations — Wednesday, August 17 OFS Reunion Party — Thursday, August 18 from 5:30 to 8:30

Motion to enter executive session with Kaylynn What, seconded and passed at 8:40pm.

SEPTEMBER MINUTES MISSING

OFS Board Meeting Minutes

Convened: 6:00 pm, Wednesday, October 5, 2011 at 416 Washington Street, Suite 208.

Attending: Vikki Bayman, Sasha Cornellier, Kaylynn What, Blake Nelson, Isaac Overcast, Helen Thornton (staff rep), Frank Barber, Meli Bless

Visitors: Linda Friedman, Judy Eakin Opening Business

Announcements: Paul will not be attending.

Committee & Board Highlights

- Isaac: Festival Oversight Committee finished the program but it will not be available for Arts Walk.
- Blake: Facilities Committee with some volunteers weatherized the theater roof for the first time in about seven years.
- Kaylynn: She started playing her accordion again.
- Vikki: No news; she hasn't even had a chance to look at this series program.
- Judy: She's going to be curating an exhibit about broaches called "Broach the Subject."

- Linda: Last night's Finance Committee meeting was an ice cream social. It was probably the fastest meeting ever and everyone was in good spirits.
- Helen: Staff has way too much to do and everyone is really stressed out.
- Sasha: She turned another year older.
- Committee Check-in
- Committee Guidance (Sasha): Sasha created a handout for committee chairs to help them identify, recruit, and retain volunteers on their committees. She asks that everyone look it over and provide feedback by the end of the month before she gives it to the Board Development Committee for inclusion in the Board Manual.
- Recruitment Update (Sasha): Sasha met with Stew about possible Board prospects; he gave her eight names. Sasha will follow up with them to see if they have any interest or ideas for other prospects. Dennis Bloom, a founder and former board member, has offered to do the same thing.
- Committee Needs (Sasha/Blake): If anyone is feeling overwhelmed in their committee, let Blake know; he's willing to help out. Isaac is still chairing two committees. Kaylynn will take over chairmanship of Personnel Committee eventually.
- Financial Review

August Budget Update (Frank): As expenses go up we have less reserves. Membership is down a bit, but everything else seems to be right on track. No word on line of credit from West Coast Bank. Frank will try to get in touch with the bank so we will have some information by next month. Audrey talked to West Coast Bank about merchant services and she will talk to other banks as well, so we can begin accepting credit cards. The county's appraisal means we will most likely have a property tax increase in 2012. Audrey will try to appeal.

Fundraising Update

(Sasha/Vikki): There is a sign up sheet of tasks for the board at this weekend's activities (Art Auction and 30th Anniversary Party). Dinner and a Movie is coming up in December. Helen needs to know the two titles to book for the event. Vikki will work with her to select the films.

New Business

- Sign up for 1:1 Meetings: Sasha and Blake want to meet with board members individually to talk about our involvement with the organization and do board asks.
- Judy Eakin Resignation (Sasha): Judy, the new development director/board coordinator, has submitted a letter of resignation to the board.
- Discussion of Development Director/Board Coordinator position: Staff would like to not rush into another hire and wants to have the Personnel Committee look at the job description. Staff will divide up high priority job duties temporarily. The board is concerned about whether we can attract enough qualified candidates at the current salary/hours. Office staff needs more regular volunteers to assist in their duties. Staff feels we need an effective fundraiser and a fundraising board; arts nonprofits do not sustain themselves via ticket sales. Personnel Committee will work with Board Development Committee in conducting an exit interview with Judy. Board hopes to have a job description by the November board meeting. Staff will try to put together a timeline at their next staff meeting for reworking the description, putting together a job announcement, and working with Personnel Committee and Board Development Committee regarding exit interview and hiring.
- Capital Campaign Next Steps/Budget (Sasha): Sasha presented a Capital Campaign budget that was prepared by a consultant. OFS had previously prepared a budget as well, but it was not presented at the meeting.
- Staffing Task Force Charter (Isaac): The charter aims to minimize liability as quickly as possible. It relies heavily on staff to help come to a solution to rectify the difference between hours worked and hours paid for. Joaquin has volunteered to represent staff on the Task Force; Isaac will represent the Personnel Committee; Kaylynn will represent the board. Sasha and Joaquin could solicit information from similar organizations about how they're staffed and paid. The Food Co-op is going through a similar process right now.
- Motion: Motion to pass Staffing Task Force Charter made and seconded. Motion passes.
- Marketing Plan (Meli): Jennifer is willing to come in next month and present the marketing plan. The Marketing Committee is struggling with the financial component of the marketing plan.
- Board Reports: Board Development Committee or Blake as Vice President needs to examine the current board report form, revise, and perhaps make this a Google Form.
- Roof Access Policy (Blake): Facilities Committee asked the board to approve a roof access policy. Staff says there is already such a verbal policy in place. Perhaps this policy can be made stronger or more official. The board feels this is a staff issue, although staff did want to hear from the projectionists on the board. Staff will find/write down the policy and post it.

Wrap-up Important upcoming dates: Friday, October 7 (Art Auction); Saturday, October 8 (30th Anniversary Party), next weekend (Documentary Film Festival), December (Dinner and a Movie)

Motion to enter executive session: Moved, seconded, and passed at 8:17 pm.

OFS Board Meeting Minutes

Convened: 6:00 pm, Wednesday, December 7, 2011 at 416 Washington Street, Suite 208.

Attending: Vikki Bayman, Kaylynn What, Blake Nelson, Helen Thornton (staff rep), Sasha Cornellier, Frank Barber, Isaac Overcast, Paul Potasnik

Visitors: Linda Friedman

Secretary Call for Documents: Isaac volunteers to create a board report form on Google Forms so reporting is easier in hopes that more reports are submitted.

Committee and Board Highlights:

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- Isaac: Festival happened and everyone lived through it. Festival Oversight Committee is having their wrap-up meeting tomorrow night at 6:00. Everyone is invited.
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- Blake: Festival was great. He went to Visitor's/Convention Bureau event. He also met with a potential board member.
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- Paul: Board Development hasn't met in a while, but members are eager to meet because someone has a potential board member.
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- Sasha: She has also been meeting with potential board members and people who might know potential board members. She will be meeting with one of our major donors about possibly joining the board.
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- Vikki: Development & Fundraising Committee did not meet, but that allowed her to get caught up on membership data entry.
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- Linda: She is as caught up on Festival budget as can be. She got our Secretary of State filing in for charitable organizations. John Bates is finishing up our fall fundraising letter, and Linda hopes to have that out next week.
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- Helen: She is working on next printed program so if any board members have announcements for the program let her know by Wednesday, Dec. 14.
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- Kaylynn: Staffing Task Force met and is waiting for staffing proposal and detailed job descriptions.
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- Frank: The KARP documentary at Fest was his highlight. He enjoyed seeing footage of KARP onstage at the Capitol Theater.
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- Financial Review: Pre-Festival budget continues to operate at a shortfall. Festival should add some profit. Reserves are low. We need to either trim spending or make more money. Linda will ask staff about equipment that we're not using that we might be able to sell. Memberships and sponsorships are particularly low due to the lack of a Development Director at this time, but memberships have been down all year. Finance Committee feels strongly it's staff's responsibility/ability to find cuts to budget and ways to bring in more money.
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- Debrief on Cell Phone Calls to Board Buddies re: Art Auction Party: Vikki met with 2 of her board buddies and enjoyed meeting with them. They are both very enthusiastic supporters of OFS and love our quirky organization and the great programming. Blake and Sasha have touched base with some of their board buddies.
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Development Director/Board Coordinator Position: This is a high priority for the organization. There is nothing concrete yet. Two models: business as usual (more or less) and executive director.

Business as usual model involves eliminating Board Coordinator duties and moving those hours to Development Director position. There would be some modifications to Development Director position based on feedback from Judy. Frank asks if it's possible to give that position more hours. Kaylynn suggests that may be possible after the staffing plan is complete. A lot of the Board Coordinator work is now being done by board officers. Managing the online filing cabinet and the online calendar are the only duties that fall out of the current job description. Linda points out that since the Office Manager position was eliminated staff has divided up those tasks. Staff may need to work with Staffing Task Force to decide who should do office management-type tasks. Isaac suggests that some of these things might also be divided up by board members. He will research calendar access for board members.

Executive director model involves expanding the Development Director position into an Executive Director position and making it a full-time exempt position. This position would entail development, policy oversight, personnel oversight, and board liaison duties. Unfortunately this sounds expensive. Kaylynn says that an exempt position would cost about \$24,000/year. Sasha suggests Isaac talk to Colleen Dixon. Frank points out that the fact we don't have a Development Director currently gives us flexibility to remake this position to suit the organization. Helen is concerned that staff hoped to have someone hired by January and wonders where would the money come from to pay for an Executive Director position, even part-time. Paul thinks it's worth taking our time to make sure we make the right decision for the organization. Vikki points out that while that is an admirable goal, in the meantime staff and volunteers are spending additional time doing the Development Director tasks and that is stressful. Linda believes there are some strong feelings on the Staff Collective against having an Executive Director. Sasha thinks the idea of bringing in an Executive Director is an interesting one with pros and cons; there are lots of things that could be considered that might address staff's concerns. Frank points

out that this is often a standard transition for organizations as they build capacity.

Sasha suggests the Development & Fundraising Committee might be able to get involved in grant writing for capacity building grants. Isaac says this process (examination of the Board Coordinator/Development Director position) is getting to a place where it's aligning with the work of the Staffing Task Force. Kaylynn thinks it's a good idea to have a special meeting to address this issue. Staffing Task Force would have a plan for the board to look at by mid-January.

Motion to hold a special board meeting on Wednesday, January 25, 2012 at 6:00 to discuss the Development Director position: Moved, seconded, and approved unanimously.

Proposal re: Refrigerator: Audrey had previously suggested (via an e-mail proposal made to the board by Vikki) that the board approve the purchase of a used keg cooler. That vote was stopped when Paul disagreed with holding a vote by e-mail. In reviewing this proposal, Finance Committee recommended (1) that we need a process to develop a comprehensive budget of what we need (right now if we want something, staff plans for it in the operating budget or we pay for it out of reserves) so we don't have last minute proposals for equipment and (2) that the board make a global decision on whether we will agree to buy things we haven't budgeted for. But Finance Committee was unanimous in recommending that we buy the cooler since beer sales is a revenue generator and we can always sell it later if needed. Paul points out that we don't have a policy about how often and when to sell alcohol. Frank wants some analysis of the return on investment and risk of alcohol sales. Helen points out that staff does discuss

the issue of whether to serve alcohol for each event. Linda thinks staff and Finance Committee need to discuss how to develop a budget for needed equipment and how that would work.

Motion to purchase a used keg cooler for \$1979 from Audrey: Moved, seconded, and passed (6 for, 1 against, 1 stand aside).

Special Meetings – RCW 24.03.120 says special board meetings may be held upon such notice as prescribed in the bylaws; our bylaws do not discuss special board meetings. Vikki asks if we should have a bylaw setting out procedures for holding special board meetings. Everyone agrees that Board Development Committee should work on this (when, how, what notice required, etc.). Paul also thinks this issue could be informed by adopting the e-mail voting policy, which he previously submitted but which has not been voted on. Frank thinks the proxy policy also needs to be clarified.

Meeting Minutes – Vikki received an email asking about her minutes. She explains that she is not trying to capture all conversation, only major ideas/questions. She does not see any minuses to attributing comments to specific individuals as meetings are open to the public. When he was Secretary, Paul named names only when it was something that needed to be followed up on. It's agreed that minutes are ok as is.

Board Materials – In the absence of a Board Coordinator, Vikki as Secretary will call for board reports and agenda items 2 weeks before board meetings in an effort to post the agenda in the theater lobby and to email meeting materials to board members 1 week before board meetings. November was the first time following this new schedule. Isaac appreciated the timeline and Vikki’s adhering to the timeline even though he knew the timeline would be difficult for him to follow himself.

Wrap-Up: Important Dates: Duck the Malls (Dec. 10), Dinner and a Movie (Dec. 17), special board meeting (Jan. 25)

- Motion to enter executive session: Moved, seconded, and passed at 8:23 pm, with staff rep to stay for part of session.
- Motion to pay staff at \$12.50/hour for Development Director tasks that they are temporarily handling: Moved, seconded, and passed (6 for, 1 stand aside).
- Motion to compensate all Festival hours at the minimum wage rate. Moved, seconded, and passed (6 for, 1 stand aside).
- Motion to have employees who want to work hours over their allotted time seek approval from the Staff Collective at the preceding week’s staff meeting. The staff representative will then e-mail approved overages to the board for oversight. There is automatic approval to cover documented volunteer cancellations. Moved, seconded, and passed unanimously.
- Motion to cease all automatic pay increases effective January 1, 2012. Moved, seconded, and passed unanimously.
- Motion to implement data storage backup system to which board has access. Isaac will handle this task. Moved, second, and passed unanimously.

Please call the OFS office at 360-754-6670 or president@olympiafilmsociety.org if the meeting minutes that you are looking for are missing