

2012 Olympia Film Society Board Meeting Minutes

OFS Board Meeting Minutes Convened: 6:00 pm, Wednesday, January 4, 2012 at 416 Washington Street, Suite 208.

Attending: Vikki Bayman, Blake Nelson, Kaylynn What, Paul Potasnik, Sasha Cornellier, Frank Barber, Linda Friedman (substitute staff rep), Meli Bless

Visitors: Joaquin de la Puente, Mike McCormick, Kevin Lyon

Committee and Board Highlights:

- Joaquin: He has more new projectionist trainees than he knows what to do with.
- Blake: He enjoyed Dinner and a Movie; The Muppet Movie was great.
- Paul: Board Development Committee was able to meet this month and discussed a possible policy for emergency meetings.
- Sasha: Also enjoyed The Muppet Movie and seeing different generations' reactions.
- Vikki: Also enjoyed Dinner and a Movie and having dinner with Jeanie Mykland and friends from work.
- Linda: It's all a blur.
- Kaylynn: Staffing Task Force started looking at liability.
- Frank: Duck the Malls was his highlight. Bake sale was fun, and he enjoyed handing out remaining treats to vendors.
- Mike: Enjoyed a couple movies this month. Vote by e-mail proposal: The essence of the difference between the previous policy and the proposed policy is that decisions would now require 2/3 the total number of the Board, not just 2/3 of those voting. Ø Motion to adopt revised policy regarding voting by e-mail: Moved, seconded, and passed unanimously. Transparency: Board members are liable, so it's important that we can count on transparency from Staff regarding information that we need to make decisions (i.e., not withholding information that we need to make decisions), and it's important that the Board is also transparent to Staff. There should be consequences for not being truthful with (or intentionally misleading) the Board. Executive Session Letter: Staff sent the Board a job description for the Staff Rep to the Board that states that the Staff Rep is entitled to attend executive session. Staff is concerned because the Staff Rep was asked to leave the December 2011 executive session and

because Staff did not hear directly from the Board about the decisions made during executive session. Staff feels decisions were made without proper process and without input from Staff that could have informed these decisions. Kaylynn clarified for Staff the volunteer cancellation overage policy that was passed, and this issue will be further discussed with the legal team. Staff would like to divide up Festival stipends in the way they usually do. If Linda understands the new policy correctly, it would result in some people not getting compensated for Festival work. Sasha thinks this was an unforeseen circumstance of our decision and suggests that after staff is compensated for hours worked over the “magic number” the remainder of the stipend could be allocated as Staff has done previously. Staff was also concerned that automatic pay increases, which were frozen at the last meeting, have already been budgeted for. Staff will get some numbers

together and propose something about this at the next Board meeting. Staff wants clarity around the role of the Staff Rep in executive session. Paul points out that the Bylaws allow the Board to exclude anyone from executive session. Frank doesn't think the discussion was out of bounds. Joaquin thinks that if the Board is discussing operations it should have some staff input for those decisions. He points out that Staff had trouble implementing some of the Board decisions since they were not fully informed about those decisions. Frank thinks if that's the case Staff can ask about Board decisions, as Linda did. Paul points out the conflict of interest clause in the bylaws. Joaquin notes the Staff Rep could stand aside for any votes affecting his/her employment (such as pay). Linda notes that the Staff Rep job description says the Rep can't vote on personnel issues but can participate in discussions. Paul points again to the bylaws stating that directors having a conflict of interest cannot participate in decisions or in discussion of the matter. Linda asks if this means that the Staff Rep will be asked to leave executive session whenever personnel issues are discussed. Frank and Sasha agree that that is not the case, that exclusion will be on a case-by-case basis. Sasha reiterates that we don't take lightly asking the Staff Rep to leave executive session.

Development Director Proposal: We could discuss the staff proposal now, but Blake and Vikki do not feel they want to vote before the January 25 meeting.

Special meeting on the 25th/Next Steps: Kaylynn thinks Staffing Task Force should be ready for January 25 meeting, and everyone is in agreement that we should be ready to make a decision at that meeting.

Dinner and a Movie debrief:

- Joaquin: It keeps getting better and better each year. He ditto's Kaylynn's and Vikki's comments. He notes that little theaters like ours finance redevelopment of downtowns by having massive family shows.

- Blake: He and his friends doubled the number of people in the Gyro Spot.
- Paul: He enjoyed making announcements and having dinner with friends. We could have done better advertising.
- Sasha: What could have improved the experience for her would have been if we'd acknowledged we were shorthanded but gone into it with the attitude that we're just going to do it.
- Vikki: It would have helped enormously to have a Development Director participating.
- Linda: She brings up Audrey's suggestion that why is it just a free movie? Should we tie in admission to the movies with showing a receipt from a participating restaurant or otherwise charge some nominal admission?
- Meli: Was happy with the new beer cooler and it helped make customers happy.
- Kaylynn: She feels like restaurants got more out of the event than we did (i.e., publicity, money). She thought there was great energy.
- Frank: His kids didn't want to see the new Muppet movie because they saw the original. He thinks this event is part of the vital need we have to remain connected to the community.
- Mike: He and his wife, Kathy, attended a couple years ago and they thoroughly enjoyed it. He thinks when we reach out we do get people coming out that would not ordinarily. He notes there is a pretty negative view of downtown among his peers so he thinks using opportunities to bring people out and see what we do is important, and he thinks it's a good event. He thinks OFS is doing as much as anybody to create a magnet to bring people downtown in the evenings.

Sasha points out that in previous years the movies were sponsored so those costs were offset, but this year that did not happen since we do not have a Development Director. She notes Development and Fundraising Committee (DFC) has previously looked at this as more of a "friendraiser" than a "fundraiser." Sasha suggests this event may not belong in DFC; it might belong in Marketing Committee. Linda says we've received payment from only 3 restaurants so far; no donations that she knows of, but concessions did well.

Annual board gift: Blake points out that since the end of fiscal year has been moved to June 30, board members can still contribute.

Convention Bureau Membership: Olympia/Lacey/Tumwater Visitor and

Convention Bureau's mission is to get heads in beds and butts in seats. Blake attended an event and got a lot of positive feedback about OFS. He thinks it's a great venue for advertising and word of mouth about OFS. Membership would provide us entree into Bureau events. Blake would like OFS to join and is willing to direct his donation for that purpose. Linda points out that this might provide us an outlet to advertise the theater for rentals. Frank asks who is the target for their advertising: locals or out of town folks? Blake says it's probably mostly out of towners but membership would also allow us to network. Frank asks what obligations joining would bring. Blake answers that we would not be required to attend any meetings. Sasha would like for us to do more community outreach so this seems like a step in the right direction. Mike thinks this is important and wonders if this kind of outreach is part of our strategic plan. He says this would be a good way to build a broader base of support (board members, capital, etc.). Frank and Sasha agree that community outreach/involvement should be a topic for our annual strategic plan retreat.

Ø Motion to earmark Blake's donation to OFS for a membership in the Olympia/Lacey/Tumwater Visitor and Convention Bureau: Moved, seconded, and passed unanimously.

November Budget Review: Film admissions and concessions are far off budget. Overall for the month of November we have a slight loss. Frank points out that November is supposed to be a very profitable month for OFS. Finance Committee has struggled with how Festival fits into the budget. Frank suggests the reporting model we've used in the past may not be what we need to use in the future now that we're building capacity. Although we've lost approximately \$14,000 since July, that does include the abatement and other building purchase expenses. Frank wonders how we might adjust our expenses since no large amounts of income are expected after Festival. Joaquin points out that the income Fest brought in was about 1/3 less than previous year. This might be due to fewer sponsorships, fewer live events, and higher film costs. Frank points out that expenses are higher and our reserves are down. He also points out the importance of concessions sales and making sure enough time is allotted between shows to maximize sales. Joaquin points out that the absence of a Development Director means that about \$10,100 budgeted as income (grants, memberships, sponsorships) was not received.

2012 Calendaring: Everyone in their committee please put together a calendar of what they need to see happen this year.

Scheduling Annual Strategic Plan Implementation Retreat: Everyone come to the January 25 meeting prepared to select a February date for the retreat.

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

Ø Motion that portion of Festival stipend remaining after fulfillment of board directive to compensate all staff hours worked be distributed by the staff

collective however they see fit: Moved, seconded, and passed (5 for, 1 stand aside (1 board member had left)).

OFS Board Meeting Minutes Convened: 6:00 pm, Wednesday, February 1, 2012 at 416 Washington Street, Suite 208.

Attending: Blake Nelson, Isaac Overcast, Kaylynn What, Paul Potasnik, Frank Barber, Audrey Henley (staff rep)

Linda's Announcement Letter: Linda is resigning by May. Job description for Linda not approved, so it's not filed in the OFS online filing cabinet. Audrey says Alison is also resigning. Alison's official notice should be coming tomorrow.

Staff Clarification on Overages: Kaylynn sees some discrepancies in the various spreadsheets. Audrey suggests that Kaylynn meet with Linda. Kaylynn says she's done that already. Frank's understanding from Linda is that this was taken care of. Next steps: Frank and Kaylynn will follow up with Linda on this.

A member of the staff inquired whether the previously passed motion to halt pay raises was intended to be temporary. It was clarified that the original motion had no such intention.

February 8 Meeting: Blake says that all the staff plan to attend. Finance report: December operations were discussed. (See staff budget report & December operations

report.) Payroll tax expenses were higher than in November because live events payroll was higher. Meli Bless arrived at the end of the finance report discussion. Ø Motion to begin executive session with staff rep excluded: moved, seconded, and approved. Adjourn executive session, reconvene open session:

Comprehensive staffing plan summary: Executive Director, Theater Manager, and Programming Director positions will be salaried, overtime exempt employees; the remainder of OFS personnel will be independent contractors, with the changes to be announced at the meeting on February 8 and to be implemented by April 1.

Ø Motion to approve the comprehensive staffing plan (as summarized above): Moved, seconded, and approved.

Ø Motion to reappoint Frank Barber as the authorized representative of OFS with respect to its accounts at West Coast Bank, Heritage Bank, and Olympia Federal Savings effective immediately: Moved, seconded, and approved.

Meeting adjourned.

OFS Board Meeting Minutes Convened: 6:00 pm, Wednesday, March 7,

2012 at 416 Washington Street, Suite 208.

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

Visitors: Audrey Henley, Su Smiley, Marcy LaViollette, Stew Henderson, Linda Friedman, Frank Lynam, Lisa Hurwitz, Sven Hunt, Dave Harvey, Joaquin de la Puente, Mike McCormick, Steve Conway, Chris Carson

Announcements: Next board meeting will be Sasha's last; she is resigning from the board after that meeting.

Staffing Plan

- Role of Staff Collective – PC and staff have agreed that we can take three exempt positions we've proposed and make them a "leadership team," which would meet weekly and then meet with other staff as needed about issues and get their buy-in. PC would oversee evaluations of three exempt positions, including hiring/firing oversight; leadership team would evaluate all other positions. Decision making by leadership team or collective depending on type of decision.

- Ø Motion to adopt modified staff collective model (three-person co-director model outlined by staff and PC above): Moved, seconded, and did not pass (3 approve, 4 oppose).

- Bookkeeping Responsibilities – Frank wants to start setting up meetings with potential bookkeeping firms to obtain bids. He recommends getting one firm to set up our system and then hiring another to do the work going forward. Payroll and preparation of Form 990 will be outsourced. Other fiscal responsibilities will be decided.

- Membership Letter – PC/staff discussed composing a letter to members regarding organizational changes. Staff notes that we can put a condensed version of this letter in the next program (text due Friday).

- Personnel Committee Capacity Building – Will do call-out in next program.

- Health Care Coverage – This discussion is tabled for a future meeting.

- Four Point Interim Staffing Plan

- Ø Motion to adopt four-point plan as amended to remove language about staffing plan, to change bookkeeper hours to 17, and to change Theater

Manager's salary to \$23,772: Moved, seconded, and passed unanimously.

- Executive Session Concerns – Some members are concerned about staffing plan decisions being made in executive session without the staff rep in attendance.
- ED Job Description – PC has been working on description with input from staff. Important questions are that staff is requesting addition of some office management tasks and clarification about some financial duties, as well as addition of staff collective responsibilities. Frank notes

that the addition of staff collective responsibilities is inconsistent with the three co-director model voted down above, and financial duties are unknown at this point.

Ø Motion to approve ED job description as amended to remove staff collective duties, to include other financial duties as assigned, working in cooperation with the staff collective, and ensuring that office management tasks are completed, and to change verbs to clarify job responsibility: Moved, seconded, and passed (6 approve, 2 oppose).

Financial Review: For July-Jan activity we are currently at -\$17,000. Net change in organizational cash is at -\$38,000. In January, we had a \$9,000 loss, which does not include staff hour overages. We have less than 2 months' reserves on hand. Preliminary review of February bank statement reveals additional cash loss. We could be looking at closing our doors within 6 months.

Fundraising Update: The fundraising letter is ready to go out. Vikki forwarded it to Linda, who is obtaining staff input. Linda is concerned about timing because she just sent out renewals. Sasha requests any specific staff changes be submitted by Friday; we would like to get this out ASAP.

Nominations: We lack a Vice President of the board and we will soon lack a President. Paul (as Board Development Committee chair) will call for nominations so we can vote at next month's meeting.

Membership Meeting: Paul proposes moving membership meeting to the fall in better keeping with our new fiscal year. Staff has proposed two possible dates (May 5 or 26). Paul will work with staff to select an acceptable date; he will send out an e-mail proposal for approval.

Lifetime Staff Card for Linda: This is tabled until closer to Linda's final day.

Wrap-Up: Important Dates:

- Membership Meeting - tbd

- 2012 Festival Dates: Dark Week: 10/28 – 11/1; Festival: 11/2 – 11/11; Dark Week: 11/12 – 11/15
- Board Elections Deadlines - Audrey and Paul will discuss so Audrey can get dates on the website.
- Program Deadlines: March 23 – May 3 (all info due by Monday 5pm); May 3 - June 14 (all info due by April 15) Ø Motion to enter executive session: Moved, seconded, and passed at 9:20 pm.

OFS Special Board Meeting Minutes Convened: 6:00 pm, Friday, March 23, 2012 at 416 Washington Street, Suite 208.

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

Visitors: Allen Stanton, Alison Riffer, Marcy LaViollette, John Bates, Audrey Henley, Christine Salvador, Su Smiley, Emmie Forman, Vicky Gorney, Jan Hopwood

Minutes: There is a member request to include in future minutes how each board member voted on any motions.

Executive Director/Staff Collective Collaborative Vision

· Selected staff, board members, and community members got together to collaborate on roles of ED and staff collective in new organizational model. We think we've gotten to a place where board is satisfied that ED will be able to oversee work of organization, and staff is happy with the role of the staff collective. Staff members are autonomous in their roles within the organization; ED is responsible for fundraising, external relations, and budget oversight. So far staff feedback is really positive. Personnel Committee will be examining OFS's policies to revise as needed on topics such as hiring and firing. The ED will be the staff rep on the board.

Special Membership Meeting

- We need to give 14 days' notice of the meeting if members will be voting. We are not prepared to change our previous model (which is voting at the meeting) right now. We are required to have a meeting by April 18. Audrey suggests Saturday, April 14; if then, we would need to notify members by March 31. We can do that by e-mail blast, posting in the theater (lobby/doors) and theater announcements before shows, and a press release. This meets the attending members' expectations for notification, although there is a request to notify as soon as possible. Staff will determine the final time on April 14.
- Staff will draft suggested bylaw changes regarding adding the staff

collective to the bylaws.

- Kaylynn will represent the board at the special membership meeting. Staff will discuss and nominate someone. Allen will also participate as a member at large. Kaylynn asks Frank to participate in discussions regarding financial state of OFS. These folks will also be involved in drafting notice to members. Bookkeeping Transition Update

- Linda provided Frank with her job description and a copy of our QuickBooks. Frank has met with three firms, which are preparing bids. The timeline for transition will wait until Linda returns from out of town. There has been a question about which tasks might remain at OFS, but those details will have to be ironed out as the staffing structure is clarified. Bids will be ready for the April 4 board meeting.

Ø Motion to enter executive session (including the staff rep): Moved, seconded, and passed unanimously at 7:45 pm.

OFS Board Meeting Minutes Convened: 6:00 pm, Wednesday, April 4, 2012 at 416 Washington Street, Suite 208.

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

Visitors: Audrey Henley, Marcy LaViollette, Linda Friedman, Lisa Hurwitz

Committee and Board Highlights:

- Audrey: Amy Ray show was awesome.
- Sasha: After tonight, she hopes to see more movies.
- Vikki: She's been too busy to have highlights
- Frank: Joined the Arts Commission this month and hopes to represent OFS there. They are happy to have OFS represented.
- Marcy: Tallhouse Arts Consortium was amazing and she highly recommends it.
- Paul: A lot of his highlights are non-OFS related.
- Isaac: Isaac is going on vacation starting tomorrow.
- Kaylynn: Kaylynn doesn't think she's seen a movie at OFS since Fest, so she's going to try to make it a goal to see a movie.
- Linda: Linda is excited the fundraising letter is going to happen.

· Helen: She's seen a lot of great movies and is looking forward to seeing Pina.

· Meli: There was a combined DFC/MC meeting last month. Roles and Responsibilities of Staff and ED: Isaac presented the final version of the document that came out of Stu-facilitated meeting with select board, staff, and members. Ø Motion to approve the roles and responsibilities document: Moved, seconded, and approved unanimously. Update on ED Hire & Schedule BOD Interviews: PC will work with Alison (the hiring committee point person) to select the hiring committee members. The ED job announcement is up on our website, Craigslist, and Idealist, and a couple people have applied so far. PC was unable to come to consensus on changing the hiring procedure to have the board interview the top 2-3 candidates. Staff wants at least one staff member at the board interview. Ø Motion to change the ED hiring process to have 2nd interviews of the top 2-3 candidates conducted by the board: Moved, seconded, and approved unanimously. Ø Motion to include Helen, Audrey, and Su at the 2nd interviews with questions decided in advance: Moved, seconded, and approved (7 approve, 1 oppose). DRC Bill: How to pay for the 2 DRC-facilitated meetings? Ø Motion to have OFS pay this bill and any board members who want to donate to offset the cost can do so: Moved, seconded, and approved unanimously.

Fundraising Letter: Helen is waiting for envelopes from the printer, but letters have been printed and are otherwise ready to go.

Special Membership Meeting: The meeting is on Saturday, April 14, from 12-2. There was a discussion about the language of the notice that went out and the fact that some members feel it did not adequately reflect the language of the petition. The notice does link to OFS's website, which links to the petition. Helen feels that staff does not have time to do a press release with additional information. Kaylynn suggests doing a newsletter after the special membership meeting that recaps all the changes. Marcy would like to see at least posters in the theater and announcements prior to the movies. The last two e-mail blasts that have gone out include a link to the petition.

Board Elections: Some members have requested that we move the board application deadline to after the special membership meeting. That would decrease the amount of time allotted for consideration of candidates by members.

Ø Motion to move the deadline for board applications to April 20: Moved, seconded, and approved (6 approve, 2 oppose).

Regular Annual Membership Meeting: Staff and board don't have a lot of time to do much work getting reports ready for a May meeting. Sasha asks whether the Special Membership Meeting would fulfill the requirement for an annual

membership meeting. It is agreed that it would not. The purpose of moving the meeting to September as originally proposed was to be able to present numbers for the fiscal year; since we won't have them in May, Linda will prepare numbers for the calendar year. Isaac thinks we can plan on having a provisional May meeting (i.e., one without fiscal year financials).

Ø Motion to hold a provisional Annual Membership Meeting on May 26: Moved, seconded, and approved (7 approve, 1 stand-aside).

Minutes: Kaylynn asks if minutes could be distributed and approved in a more timely manner. Paul, as incoming secretary, commits to getting minutes out by the end of the weekend, and our new voting by e-mail policy gives board members 72 hours to respond. Marcy notes that there used to be an e-mail list that members could subscribe to and receive board minutes and agendas, and asks if that still exists. This list will be revived.

Financial Review:

- 2011 Film Festival income was lower than budgeted. Isaac believes the numbers shows a failure of oversight. He thinks the way Festival operates, as a separate branch outside of the staff collective with separate staff and FOC oversight, is a broken model. Isaac thinks Festival staff should be more tightly integrated into staff operations. The Festival oversight mechanism needs an overhaul. Staff would like to be the oversight for Festival. Some bylaws changes might be needed.
- We have less than 2 months of reserves left. Our savings account does not have much ability to absorb losses. The majority of February loss is pay overages (5 months' worth of unplanned pay). Operations for February were pretty break-even. There is no more overtime being paid since Helen and Audrey are now exempt.

OFS Bookkeeping Services: Frank met with 3 candidates for bookkeeping, payroll, and annual tax preparation services. Linda is concerned that some candidates may have underestimated the amount of time it will take them. She also feels that it doesn't make sense for a bookkeeping firm to do some of her current duties. Linda and Frank will meet with the selected firm to discuss which of her duties the firm will actually perform. Linda urges the board to compensate Helen and Audrey accordingly if they are asked to take on any fiscal duties after she leaves.

Ø Motion to approve Bliss and Skeen as our bookkeeping service, provided the cost is capped at \$1,200 per month: Moved, seconded, and approved (7 approve, 1 stand-aside).

Important Dates: April 14 (Special Membership Meeting, 12-2), April 20 (Board application deadline), May 26 (Annual Membership Meeting, 12-2)

Meeting adjourned at 8:25 pm.

OFS Board Meeting Minutes

416 Washington St SE #208 6pm 2 May 2012

Attendance Board members: Frank Barber, Meli Bless, Isaac Overcast, Paul Potasnik, Helen Thornton (staff representative), Kaylynn What.

Staff: Linda Friedman, Audrey Henley, Su Smiley. OFS members: Marcy LaViollette, Alison Riffer, Lisa Hurwitz, Dick Meyer.

Opening Business Review agenda: Isaac is introducing a new agenda format. will be a time set aside for public communication, and that will be the designated time for any comments or questions from attendees other than Staff and Board. If a visitor wishes to make a comment at another point in the meeting, they request to be allowed to comment, but that will be decided at the discretion of the President of the Board. If a Board member wishes to hear from visitors before making a decision, that Board member can call for comments.

To accommodate the Staff's attendance, the executive session will move to the top of tonight's agenda.

Secretary call for documents: No reports received. It is agreed that the Board needs to address the usefulness of reporting and what form that should take.

Motion to enter executive session with the Board, Staff, and Alison in attendance. The motion was seconded and passed. Marcy, Lisa, and Dick stepped out into the hall for the duration of the executive session.

Executive session ended at 6:45 pm. Alison left at this time. Motion to disband the staffing task force, seconded and passed.

Public communication (3 minutes per visitor) Marcy: She has some questions regarding the ED hiring procedure: What about conflict of interest provisions? How are hiring candidates decided on? What if no candidates are acceptable? Question as to whether we are considering an internal hire? She also has some questions about the ballot handling procedure proposal.

Lisa: She would like to know what the process is for filing a grievance. She would like to see the bylaws amended to allow members to remove board members. She was disappointed by the organization of the special membership meeting, and feels that the agenda misrepresented the petition.

Dick: He is currently a candidate for the OFS Board. He has been on a few other boards, and is here to observe and learn.

Committee & Board highlights: What do we want from committee reports/board

highlights? It was agreed that we will try a new method where the committee chairs post their agendas and minutes onto the online filing cabinet each month in lieu of using the old report format.

Financial review March budget report: Net income of over \$7,700 in March. It was noted that there were some one-time only costs that skew the picture of recent losses. Also the lack of a development director has not helped our losses. Frank reviewed some of the numbers he will be reporting on at the Membership Meeting in May.

Fund-raising review Fund-raising directions 2012-2013: Restarting the fund-raising committee, contacted Laura Johnson and John Bates as potential members and at this point John will be joining the committee. Hoping to have two meetings a month, perhaps with a subgroup to pursue grants. John is interested in writing a letter regarding our current financial need and future capital improvement plans. Seems like it's rather close on the heels of the last letter, but it was agreed that John should write a letter now, but we'll hold off on deciding on when to send it.

Information items ED hire update: The Board will be meeting Thursday to review the applications. Interviews with the final two applicants will be on Wednesday May 16, probably starting at 6.

Festival hire update: Fest hiring task force has dissolved. Staff proposes doing a closed hire of Joel Minkin for programmer. It was pointed out that there is a conflict between this proposal and previous arguments for the importance of having an open call for applicants.

Motion to have all festival hiring responsibilities be delegated to the Personnel Committee, seconded and passed.

Discussion items Roles and responsibilities of staff and board: Regarding tension between staff and board, Isaac thinks that we lack clarity regarding boundaries of responsibilities, and proposes that we make a document which outlines the staff collective's roles and responsibilities versus the board's roles and responsibilities.

Volunteer survey: Has been emailed it to board; the staff hasn't had a chance to look at it. Everyone please fill it out.

Authorized representative to the media: Isaac observed that we need to maintain a positive message about OFS. It may be useful to have an explicit policy regarding making statements to the media, regarding creating official channels, or chains, of communication. It was noted that mixed messages or bad press can hurt our fund-raising efforts.

Vacation and sick leave policy: We don't have one yet. Joaquin was away and can't claim hours that someone else worked; each employee has to be paid for their own hours and accrue their own tax obligations. The solution could be to

allow an accrual method. We should have a policy in place by June.

Decision items Board election balloting policy: We will approve it by email.

ED hiring procedure: Kaylynn proposed a new ED hiring policy. Motion to approve the new ED hiring policy, seconded and passed.

PC proposal/fest oversight committee bylaw change: Eliminate the Fest Oversight Committee with the goal of integrating the festival into the rest of operations.

Motion to add removing the Festival Oversight Committee from the Bylaws to the agenda of the annual Membership Meeting, seconded and passed.

Important dates

Board interview with ED candidates: Wednesday, May 16

Board candidates meeting: Thursday, May 17 from 6 to 8 Annual Membership Meeting: 1 pm on Saturday, May 26 Adjourned: 8:15 pm

July – December 2012 Board Meeting Minutes were unavailable at the time of consolidation.