

OFS board Meeting Minutes for 2013

OLYMPIA FILM SOCIETY

Board Meeting Minutes January 23, 2013, 6:00 pm

Convened: 6:00 pm, Wednesday, January 23, 2013 at 416 Washington Street, Suite 208.

Attending: Audrey Henley (Staff Rep), Tim Sweeney, Dick Meyer, Marc Baldwin, Bert Trobman, Thom Mayes (ED), Alison Riffer, Kaylynn What, Marc Baldwin, Meli Bless **Visitors:** Stacy Hicks, Deous Gennari Linda Friedman **Absent:**

Opening Business **Announcements:** Alison's job at BBBS converted to full time so she's donating \$200 to OFS

Committee Check-in:

- **Finance:** Did not meet. Will meet soon.
- **Personnel:** No minutes. Working toward converting PC to Executive Committee - working on multiple policies, ED will execute policies; Thom still working on job descriptions; volunteer coordinator position still in the works - Stacy is studying volunteer structure, Nick is doing great; decision tree abandoned in favor of retreat;
- **Fundraising:** Did not meet. Will meet soon.
- **Board Development:** Planning a retreat for the board.
- **Facilities:** Created a list of priorities for capital campaign starting with basics such as electric and plumbing; will work on cost estimates.

ED Report:

5. ● **General/ Administrative:** Bookkeeping is almost caught up with October/November; Documentary Festival has an insert in the January 24 Olympian.
6. ● **Fundraising:** An agreement has been signed with the City of Olympia to reimburse OFS up to \$5k for the 2013 festival; \$6K came in from the Community Foundation and \$5k from the Heritage Foundation.
7. ● **Facilities/Programs:** We are having electrical and plumbing issues. Plumbing should be solved by Doc Fest.

Finance Report:

- **Monthly report:** There was no report delivered. Thom explained that we are having bookkeeping problems because we did not run festival credit card charges through Ticket Turtle.

- **New bookkeeper:** We need a monthly budget to compare from monthly operations. Historically the bookkeeper has created a monthly budget projection. Linda explained the monthly breakouts to Joanne but she did not generate a report. There are concerns her allotted 16 hours per week are not enough to complete the bookkeeping tasks. On a temporary basis Thom allotted her extra hours and will continue to do so.

- **December Statement:** At the end of December we are showing a surplus of \$20k but excludes \$14k from the credit card company they were holding from Nov-Dec. Again, FC suggests changing to an accrual basis – whereby income/expense shows on balance sheet although check isn't actually received yet, rather than a cash basis as we do now, which spreads everything out. **Festival Future:** Thom prepared proposal for the board, the 3 exempt staff divide up the work of the festival programmer and festival director. Each would have an intern, with potential stipend, to support their function. Board's concerns: The stipended festival staff will not put in as many hours with an "intern" title in place of a "director" title. Will the staff be able to handle the programming load of the simultaneous year-round and festival programming. Will Thom be able to handle the load of fundraising for both OFS and OFF. What extra support will the Volunteer Coordinator receive? Board wants SC feedback, any counter-proposals from staff, board, or community members, prior to next Board meeting. → **Staff Collective will take a look over the proposal. Issue tabled until next board meeting. Facilities Committee Discussion:** The board needs to approve non-board individuals interested in joining the facilities committee. → **Tim motions to approve Frank Lynam and Shane Jewell joining the facilities committee. Kaylynn seconds. Motion passes unanimously. Retreat Planning:** The board is looking at February 27 or March 6 for a board retreat.

- Major activities will be working on the strategic plan and staff/board roles and responsibilities.

- Thom suggested hiring a non-profit/art specific trainer instead of a general facilitator.

Volunteer party: OFS has exceeded the limit of volunteer recognition. Thom asked permission to go over the line item.

- Alison donated \$200 towards the party. → **Bert motions to approve a total volunteer party cost of \$500. Kaylynn seconds. Motion passes unanimously.**

Minutes support: Thom requested minutes be handled by one point of contact; Lisa offered as secretary but will need to be trained on web and lobby posting.

Non-profit conference in March: Thom has a colleague with a 2-for-1 registration for a nonprofit leadership conference in New York. Thom can use miles accumulated from festival costs so this will not cost the org anything. Everyone agrees this is a wonderful opportunity.

Mortgage: We are discussing refinancing building loan with First Citizen's bank. We would need to carry an account with them, but we have multiple accounts to choose from. One deal could give us 3.5% for 5 years, but could increase with a cap of 6% after that 5 years. Could potentially save \$6k, but different amortization period, and we would need a new appraisal, title insurance, and potentially other costs. We would not face a penalty from early payoff due to a capital campaign. Eventually a formal proposal will be made and parsed by FC.

The board went into Executive Session at 7:40PM to discuss the Executive Director Evaluation and came out of executive session at 8:30PM.

→Motion to affirm Board's support of having an Executive Director at OFS, seconded and passed with one stand aside

→Motion to express confidence in Thom/ED's performance to date, with exploration of a continuing relationship at next meeting. Seconded and passed with one stand aside.

Meeting adjourned at 8:40 pm.

OLYMPIA FILM SOCIETY

Board Meeting Minutes February 27, 2013, 6:00 pm **Convened:** 6:00 pm,
Wednesday, February 27, 2013 at 416 Washington Street, Suite 208.

Attending: Audrey Henley (Staff Rep), Tim Sweeney, Dick Meyer, Marc Baldwin, Bert Trobman, Thom Mayes (ED), Alison Riffer, Kaylynn What, Lisa Hurwitz, Meli Bless **Visitors:** **Absent:** Marc Baldwin

Opening Business **Announcements:** Lisa will be on leave from the board from March-May, Alison will consider filling in as secretary. Audrey was voted Olympian of the year and MVP in Music, OFS received Best Movie Theater and Best Live Music Venue by The Weekly Volcano.

Committee Check-in:

- **Finance:** Will be covered with financial review.
- **Personnel:** Met this month to review policies. The committee will disband shortly and transition into the Executive Committee.
- **Development & Outreach:** Did not meet.
- **Board Development:** Planning a two-part retreat for the board (2/27 and 3/6). Thom joined the committee as staff rep.
- **Facilities:** Digital projector and fire escape are first two priorities for capital campaign, hope to be obtained and installed by end of fiscal year (6/30) and before the capital campaign launches in the summer. The working themes of the campaign are safety, comfort, sustainability, and aesthetics and quality. Bert suggested adding office renovations to the campaign's wish list. Some agreed and others felt it wisest to focus energies on spaces we own. **Retreat:**

- **Strategic Plan:** We need to make sure our goals are in line with our work and then link

accountability to those goals. Board will need to review the plan in time for the meeting on 3/6.

Organization Review/Board Development: ● **Roles & Responsibilities:**
Kaylynn presented the 2008 document "Job Descriptions for

Officers of the Olympia Film Society Board of Directors.” The board read from the board roles and responsibility section of the strategic plan. Bert suggests recreating the by-laws in time for the membership to vote on them at the September membership meeting. He also suggests the board elections be moved to the beginning of the fiscal year. The board development committee will edit the document and make a presentation at a future meeting.

● **Policies & Proposals:** Alison presented the “Olympia Film Society Board Proposal Form.” Thom wondered if instead a condensed version of the form could be at the bottom of each committee report. The board will submit committee reports a week in advance. Alison will create a next level document.

Finance Report:

8. ● **Monthly report:** January was a fine month with total revenues of \$53,712. Note that the on-line credit card revenue finally came through which is why the film admissions line was so blown up. The board discussed the fee associated with processing memberships and the cash oversight issue. The processing fees associated with credit card donations are outweighing the historic preservation fee that are both combined in the line.

9. ● **Six Month Statement:** At the end of January we are showing a surplus of \$65,187. **ED Report:**

● **General/ Administrative:** Sponsor relationship with The Olympian is on the ice because they were unable to sell any advertising for our Documentary Festival insert.

● **Fundraising:** Thom and Audrey attended a historic preservation focused grant-writing workshop with Building for the Arts. The organization has a program where you can apply for funds up to 20% of a capital campaign.

● **Facilities/Programs:** Still experiencing plumbing issues with the second-floor ladies restroom. Doc Fest made a net \$3,540.83. Helen is now programming for Documentary Festival. The Governor visited the theater recently for a lobby event, the Oscar party was fun and the Jake Shimbukuro show was sold out and Tush! Burlesque events were almost sold out. **Festival Future:** The title “intern” will be modified to “assistant.” → **Dick motions to approve the film festival re-organization plan. 1 No. Motion passes.**

Executive Session:

● The board went into executive session at 7:50pm and exited at 8:10pm.

→ **Tim moves to make Thom permanent in the executive director role. 1 No. Motion passes Meeting adjourned at 8:10 pm.**

OLYMPIA FILM SOCIETY

Board Minutes • March 27, 2013, 6:00 pm

Board Members Present: Kaylynn What, Marc Baldwin, Bert Trobman, Tim Sweeney, Audrey Henley (Staff Rep), Thom Mayes (ED), Meli Bless [arrived at 6:50] Absent = Lisa (on 3 month hiatus), Alison (voted by proxy on policies), Dick Meyer **Also present:** Stacy Hicks, Deus Gennari (interns)

Opening Business • Review and Approve Agenda • Committee Check-in -
[Facilities](#)

- Fundraising - will meet a week from tomorrow
- Board Development Committee - met, will have stuff for agenda next month **Teambuilding** - Highlight/feedback from Retreat - we walked away feeling good; it was fun! (better than the kind you pay for), we should consider youth in theater more after we make progress on other higher priority strategic plan goals. **Finance** - Numbers in three spreadsheets are finally correct, including festival outcome; we have sequence for going forward including mapping to new categories suggested by Bert, next year's budget (including more with salary and benefits), projector timeline; still need budget to actuals - yet to come. We're ahead at this point, but not as much as this time last year. Festival revenue = amount we are ahead, signifying. . . something. February looks short, but there's a deposit made on March 1 of \$9k. Goal - final budget for coming year ready for approval by May, with June as a failsafe. Bert - cash basis v. accrual; IRS implications - we can report on cash basis, or accrual, just need to let them know. We are moving on Board vote of December 2012 to convert to an accrual basis of accounting, we just need to make sure we provide resources (bookkeeper hours, availability) to cope with change. [Balance Sheet Profit & Loss Festival Profit & Loss](#)

ED Report - new program guide with some big events coming up; Arts Walk coming - we'll have a free event inspired by KAOS; gearing up on the how-to of getting estimates regarding building improvements without actually requesting bids for capital campaign - Marc suggests a "Request for Information," a "Conditions Assessment" has also been suggested; Audrey has a lead on a way to sell our historic tax credit to someone in town (totally legal!) - should be able to get close to dollar for dollar.

Arts Reach Conference - Thom attended in New York, about patron engagement and communication, how to frame marketing based on audience "triers, buyers, advocates;" messaging included getting everything in one manageable database so we know who we're talking to, what they do; will share more with Helen as new responsibilities regarding marketing.

Personnel Policies:

Personnel Policy - Bert asked when are evaluations? January, for everyone (or at ED discretion).

Conflict Resolution Policy - Bert asked about multi-party conflicts. Same policy applies. Bert asked whether this applies to all possible situations - such as pay rates. That is taken care of in other policies, ultimately Board deals with such things. **Harassment Policy Evaluation Policy** - may be small tweaks to numbering, categories will remain the same **Whistleblower Policy**_____

→ **Motion to approve policies as recommended by Personnel Committee, pending proofreading - seconded and approved unanimously.**

- **Job Descriptions** These include non-controversial items - ED position and lengthy Staff Collective description are purposefully disclosed. Staff Collective is mentioned in JDs as something staff participates in. Creates an administrative team of overtime-exempt positions, assuming those three have most OFS contact, hours and involvement and can coordinate efforts best. Each Admin team member will be receiving some channeled information from hourly positions as described to have complete information for budgeting purposes.

Major name changes - Film Programmer is now Film Programs & Marketing, making that position in charge of marketing execution. Theater Manager is now Facilities & Operations Director, signifying major role of overseeing facility operations, but maintains live events coordination. Programming is currently separated amongst two positions.

Staff has reviewed and supports. Next step include considering how ED position fits with these changes; clarify Staff Collective. We still need to finalize Volunteer Coordinator position - changing from interim to permanent, increasing hours, but this will probably involve a hire.

→ **Motion to approve job descriptions as recommended by Personnel Committee, pending proofreading - seconded and approved unanimously.**

Motion to abolish Personnel Committee and create an Executive Committee, consisting of Board officers, to perform traditional executive committee functions. (KW) - Friendly amendment to simply suspend meetings because it is in our bylaws. → **Motion to suspend PC committee until we can address it in our bylaws - seconded and passed unanimously.**

→ **Motion to approve Officer Duties - seconded and approved with one stand aside.**

Fundraising Idea/Conflicts check: Skyline opens tomorrow, Friday through Sunday, Thom is considering doing co-events with drive-in on Thursday nights -

for the digital projector fundraising. Only cost is renting film and paying a few folks at the drive-in, which we'll split evenly, also will split proceeds evenly. Thom asks for any concerns regarding his role (mother owns drive-in, brother manages it) - no conflict concerns. Board was asked twice.

Stacy's volunteer survey was distributed. Feedback has been helpful, will try to put some of the recommendations in place. We've seen our volunteers express more interest in involvement with OFS over the last few years, rather than simply a trade of labor for movie admission.

Important dates -

10.
 - Director Deborah Koons Garcia, [Symphony of the Soil](#), willing to meet with donors before film at a reception. Details will follow. 4/20 - 4 pm reception, 6 pm film showing.
11.
 - Arts walk - art upstairs, live music downstairs. 4/26, would like to have Board members greeting people at the door. Watch for email call out. Adjourned at 7:15.

OLYMPIA FILM SOCIETY

Board Minutes • April 24, 2013, 6:00 pm

Present: Alison Riffer, acting Secretary; Thom Mayes, Executive Director; Marc Baldwin, Treasurer; Kaylynn What, President; Dick Meyer, Director; Bert Trobin, Director; Audrey Henley, Staff Rep to the Board; Dios McNamee, Member at Large, at 6:11 pm; Meli Bless, Director, at 6:58 pm.

Opening Business:

- Review and Approve Agenda **1. Added Secretary Call for Documents 2. Strike Environmental Film Festival Marketing Review**
- Announcements
- Visitor Introductions and comments
- Committee Check-in **1. See attached reports 2. Development and Fundraising: Met in April to discuss ways to market New Member and Digital Projector campaigns** Secretary Call for Documents: **All documents, save the Development and Fundraising report, are online attached to the agenda; the Secretary will upload them to the online filing cabinet and the President will resend the link to all Directors.**
[ED Report](#) **1. Re: Hiring Committee: Audrey is designated as Board Representative; 2. Lack of clarity around Regal Foundation fund restrictions; Secretary will review minutes and report back; 3. Motion to authorize staff to spend up to \$3,500.00 for website start-up costs made; seconded; and passed.** [Finance Report Profit and Loss Balance Sheet Actuals by Month](#) **Lack of clarity around prior policies re: staff incentives; Secretary will review minutes and report back. UPDATE: Unable to locate pre-2009 minutes.**

[RFP for Theater Restoration and Preservation](#)

Document is done in Facilities Committee and is moved to Development and Fundraising Committee to flush out sequence and timelines.

[Elections Schedule](#)

1. Motion to update Board Directors' page so that all Board Directors have their term expiration date listed and it's clear how many positions exist made; seconded; and tabled until term expiration date decided. 2. Motion to hold Director elections consistent with annual membership meeting, made; seconded; and passed.

3. Motion to update Board Directors' page so that all Board Directors have their term expiration date listed and it's clear how many positions exist made; seconded; and passed- Tim will get language to Audrey and Audrey

will update the website. 4. Motion to appoint Meli Bless as Director, made; seconded; and passed.

OLYMPIA FILM SOCIETY

Board Minutes • May 22, 2013, 6:00 pm

Present: Kaylynn What, President; Tim Sweeney, Vice President; Marc Baldwin, Treasurer; Audrey Henley, Staff Rep; Thom Mayes, Executive Director; Kate Thedell, new Volunteer Coordinator Absent: Lisa Hurwitz, Secretary; Meli Bless, Director; Alison Riffer, Director; Bert Trobman, Director; Dick Meyer, Director

Opening Business - Quorum is not technically established, no decisions were made. The following discussions occurred.

[Minutes](#) from last meeting will be voted on by email along with the minutes from this meeting.

Bert Trobman, Director, emailed Kaylynn with a resignation due to experiencing reactions to mold in our office. Marc suggests moving the location of the meeting so we do not have to lose Bert. We have used the Mix 96 space in the past, it is likely we can use it for our regular meetings. Audrey will follow up on this, we'll let Bert know if this is agreeable. We'd all like a larger, more accessible meeting space, so Bert's health issue is a boon for the Board. We therefore do not accept Bert's resignation.

Committee check-in: Board Development did not meet, but will meet twice in June. Topics include elections, recruitment, creating an invitation for recruitment/donors.

Development and Outreach met once, but did not review the [RFP](#). It did discuss the digital, member, and capital campaign timelines. Hope is to have digital and new member campaign ramp up from July - September, with both complete by October, in time for festival. Meli and Dick are coordinating a shop & dine style fundraiser with participating businesses giving a percentage of proceeds; Pat is coordinating house parties. Audrey volunteered to host a house party. Meli is resigning as a Board member; Kaylynn will chair D&O if Dick doesn't want to.

[ED Report](#) - highlights include being able to use \$2,000 of City of Olympia marketing grant for our website renovation; we finally have a new volunteer coordinator - Kate, that we are very excited about; the volunteer coordinator hiring process gave us some good leads for festival staff.

[Finance Reports Profit and Loss, Balance Sheet, Actuals by Month](#) Finance Committee is in process of reviewing a proposed budget. Overall, FC has concerns about the way OFS is doing business, meaning, we make a lot of money during festival that pads us for a bit, then the cushion runs out. Thom created a baseline, status quo budget, but FC isn't pleased with maintaining the status quo. We need to up our money for operations by at least \$20k, this could be a signature fundraising event. We also need to see rentals and in-house promotions improve. FC asks for two Executive Committee meetings prior to next FC meeting; EC would provide direction to FC on how to proceed with budget

review. These were scheduled.

[Board Evaluations](#) - This form includes revisions to old form by Tim and Pat. We agreed to complete these without needing to approve it. Everyone is asked to do so at their earliest convenience. Perhaps Tim can send a reminder email with a link, asking for a hard deadline. Audrey asked whether Staff should do this collectively, or individually. Sounds like a decision for Staff to make.

OLYMPIA FILM SOCIETY

Board Minutes • June 26, 2013, 6:00 pm

Present: Lisa Hurwitz, Secretary; Thom Mayes, outgoing Executive Director; Marc Baldwin, Treasurer; Tim Sweeney, Director; Dick Meyer, Director; Bert Trobman, Director; Joaquin de la Puente, Staff, Audrey Henley, Staff Rep to the Board; Meli Bless, director at 6:58 pm.

Opening Business:

Review and Approve Agenda and [April Minutes](#)

1. Board amended the agenda to include an Executive Session.
2. Board does not have print outs of April minutes to approve and did not approve minutes.

Announcements:

1. Board needs a meeting location for July meeting. Traditions is an option.
2. Though the staff and board was already aware it was formally announced that Thom, Executive Director, is stepping down from his position at OFS.

Visitor Introductions and Comments:

1. Joaquin shared that OFS has two bids for the digital cinema server. One bid comes from a supplier of a 70 mm projector for the festival. If the purchase was done at the same time as the delivery of the 70 mm projector, transportation costs could be saved.

Committee Check-In:

1. Tim volunteered to be the new Board Development Committee chair. He proposed streamlining the board application and getting a notice out to OFS members or the September election and soliciting applicants.

2. Dick Volunteered to chair the fundraising committee for departing director Meli and Lisa promised to be an active member. They will meet this upcoming Tuesday at 7pm at our office.

Secretary Call for Documents:

All documents are online attached to the agenda; the Secretary will upload them to the online filing cabinet and the President will resend the link to all Directors.

ED Report :

1. Kate, our new volunteer coordinator, is doing well.
2. Thom is going to work on a handout on how to use the new membership database.
3. Thom will communicate with Lisa on how he can help with a DCP fundraiser event.
4. Thom will create a template for sponsorship proposals and ad sales.

Finance Report :

Profit and Loss
Balance Sheet
Actuals by Month
[Proposed Budget](#)

We are losing 4K a month. Bert proposed halting the budget process until we figure out what to do with the Executive Director position. As an exercise the board worked with Thom on a baseline budget where only rentals and marketing are bumped. This comes up 9K in the black. Marc proposed that the board not approve a budget until it comes up with a plan regarding the Executive Director position. Bert pointed out that there is a federal credit to non-profits in cash under Obama Care if OFS provided healthcare to staff.

Marc motioned that the board adopt the Finance Committee's recommended budget as a working budget while continuing discussions about staffing and structure. Dick seconded that motion. Motion passed unanimously.

Bylaws Disappearing Task Force:

1. Bert offered to chair the task force but recognizes that this is a philosophical process and an on-going process. He believes that ultimately our new bylaws will look very different from the current ones and will reflect best practices and analysis of the bylaws of other organizations.
2. Bert believes that before the new bylaws are created we need to do some long-term planning in regards to staffing structure, especially in light of the departure of our Executive Director.
3. Audrey and Joaquin shared concerns of redeveloping the staffing structure all before festival and doing so hastily.
4. Marc wonders if Thom's is the point-person for too much. Bert feels for an organization of our size an Executive Director that also acts as Development Director is quite common. Thom feels there is not a culture of collaboration at OFS that would allow an Executive Director to be a successful fundraiser.

Proposed Board Application:

Board Evaluations

1. Board postponed this agenda item due to time.

Scheduling

1. Audrey will look for a meeting location from 6-8 on July 24th.
2. Staff will take notes on their meeting tomorrow in regards to the future of the Executive Director position and submit to board for their consideration.

Marc motioned to go into Executive Session, Bert seconded. The board went into executive session at 7:25 and exited Executive Session at 8:02.

Meeting adjourned at 8:02pm.

OLYMPIA FILM SOCIETY

Board Minutes • July 24, 2013, 6:00 pm

Present: Lisa Hurwitz, Secretary; Marc Baldwin, Treasurer; Tim Sweeney, Director; Dick Meyer, Director; Audrey Henley, Staff Rep to the Board; Kaylynn What, President; Jim Burlingame, Visitor; Meli Bless, Director at 7:05 pm.

Opening Business:

Review and Approve Agenda and Minutes

Announcements:

3. Board approved April and June minutes.
4. Alison will be on a leave of absence for 3 months until September.
5. Future board meetings will be the 4th Tuesday at MIXX 96.
6. The board application deadline is September 2nd.
7. Board amended the agenda to include a discussion about the Digital Cinema Projector (DCP) and an Executive Session.

Visitor Introductions and Comments:

1. Jim is a former OFS board member and a current volunteer lobby supervisor.

Committee Check-In:

1. Fundraising committee met and planned a DCP fundraiser at Traditions Café from July 28-August 4th. Elliott Gould will be coming October 18-19 for 3 DCP fundraisers. Lisa will email Festival sponsor/ad pamphlets to board members.
2. Tim will work on finding members for the Board Development Committee.
3. The Facilities Committee announced that the next addition of the building's stained glass restoration is August 1st and the project is expected to be completed by September 1st. We are waiting on a quote for solar power.

Secretary Call for Documents:

All documents are online attached to the agenda; the Secretary will upload them to the online filing cabinet and the President will resend the link to all Directors.

Finance Report :

[Profit and Loss](#)

[Balance Sheet](#)

[Actuals by Month](#)

[Finance Committee Meeting Notes](#)

Finance Committee reported that we came out \$14,579 ahead this year, we did not hit our revenue target though we did meet our expense target. The committee

had a discussion about moving the restricted Regal funds into general assets. The committee is also concerned about financial controls without an Executive Director.

The Finance Committee is moving the board to empower finance committee to clarify the status of any restricted funds and unrestricted funds and put them in appropriate accounts. Marc motioned, Dick seconded, motion passes.

Marc moves that the board assign theater receipt accounts to the volunteer coordinator Tim seconds, Lisa tables that motion until after Executive Session.

Executive Director:

1. Now that the organization is without an Executive Director it may make sense to make Lisa a signer. The board did not make a decision on this.
2. Without an Executive Director certain interim tasks need to be filtered to someone. The staff has distributed many of the ED tasks among themselves however certain tasks have been unclaimed. Lisa and Audrey will divide those tasks. The membership volunteer Richard can absorb membership-related tasks. Bert proposed an Office Manager position however the Finance Committee would need to see a proposal.
3. The board plans to hire a new Executive Director in early 2014. In the meantime the organization will save money so that we can offer a higher salary for the position. The board and staff will also talk to other similar organizations for advice.

Digital Cinema Projector:

1. We have an expenditure nearing for the DCP in order to have it installed in time for festival. We need to put 50% down, which is approximately 25K. The board is awaiting for a proposal from Joaquin. We currently have nearly that amount restricted toward the projector.

The board entered Executive Session at 7:10 and exited at 7:25.

Motion to assign theater receipt accounts to the volunteer coordinator was withdrawn because this is a bad time to add to the responsibilities of the Volunteer Coordinator.

Meeting adjourned at 7:30pm.

**Olympia Film Society Board Meeting Minutes
August 27, 2013 6:00PM-8:00PM
MIXX 96, 119 Washington Street NE**

Board Members:

Present: Marc Baldwin, Audrey Henley (Staff Rep), Lisa Hurwitz, Dick Meyer, Tim Sweeney, Bert Trobman, and Kaylynn What

Absent: Meli Bless, Alison Riffer

Quorum Present? Yes

Others Present: Joaquin de la Puente, Byron Zarp

Proceedings:

Meeting called to order at 6:05 p.m. by President, Kaylynn What

Opening Business:

-Byron is applying for the board and is a retired fraud investigations officer who worked for the state. 2 applications have been received for the 5 open board positions. Bert will need to reapply as will Allison.

-The Board Development Committee will merge with the Fundraising Committee until the Elliott Gould events are over in October.

Finance Report:

-In the absence of the Executive Director there is concern about our bookkeeper being here only 1-day a week. The committee is proposing to increase the role to include office manager duties.

-A down payment of \$15K was made for the projector. The committee is planning to request a line of credit for the final 2 payments of the projector if the target is not hit by the fundraisers in October. OFS will have until 30-days after installation to make final payment on the projector.

-Bert proposed a Bookkeeper/Office Manager position that is 4 hours a day 5 hours a week at \$12/hr. Bert has a candidate in mind. The board reviewed the potential candidate's resume. OFS is losing about \$4K grand a month. We budgeted \$12,500 for the current bookkeeper position, which we need to continue with so to stay within budget for this hire. Marc moves to produce a job description for a bookkeeper/office manager position at \$13/hr (\$13,520), present it to Joanne, and if she is not interested to post the ad. Kaylynn seconds. Motion passes unanimously. Kaylynn motions for Bert to head up the hiring. Tim seconds. Motion passes unanimously. We have 10 events coming up in September and festival checks which will help sustain us for the time being. A bank approval will take 2 to 3 weeks if we want a line of credit. Bert motions to authorize the finance committee to negotiate with a financial institution if a line of credit is needed. Marc seconds. Motion carries with one stand aside.

Staff Report:

-Joaquin led a digital projector discussion. He conveyed that purchasing the projector is the biggest landmark moment for us since we installed the marquee in 2008. In keeping with that our current DCP purchase meets that Digital Cinema Initiative's standard however we won't have access to the distributor's 4K catalog, which limits what we can program. Staff motions to amend the Aug 19th decision of spending \$52K on a 2K Digital Projection System, to instead

spend the whole \$65,000 Digital Cinema Fund Raising Goal on a 4K, 3D-ready Digital Projection System. Dick seconds. Motion passes unanimously.

-The Tradition's projector fundraiser brought in \$2,133

-Stacey Hicks accepted the Volunteer Coordinator position and Audrey is training her.

-Thom needs to be removed as a signer from the Olympia Federal Savings and Heritage accounts.

-The annual membership meeting will be Noon-2 September 28th.

-The next board meeting is Tuesday September 24th at 6pm here at MIXX 96.

Bylaws Discussion:

-Bert feels we need to start from zero and create new by-laws. He proposes a section that deals with the Executive Director which eliminates the "staff collective." Lisa and Joaquin argued for the value of the collective. Marc and Tim expressed their belief that at Executive Director can navigate a collective model successfully. Bert will begin working on the bylaws. Bert proposes that we at the membership meeting we vote on allowing the board to call a special membership meeting without a 10% vote from the membership.

Meeting adjourned at 8pm.

OLYMPIA FILM SOCIETY

Board Minutes • September 24, 2013, 6:00 pm

MIXX 96 Conference Room - Rockway-Leland Building at 119 Washington Street
NE

Present: Kaylynn What, President; Tim Sweeney, Vice President; Marc Baldwin, Treasurer; Bert Trobman, Director; Bryan Zarp, Director; John Chadwick, Director; Audrey Henley, Staff Rep

Absent: Lisa Hurwitz, Secretary

Opening Business: August [Minutes](#) were approved with the insertion of "not" within the Bylaws discussion: "Marc and Tim expressed their belief that an Executive Director cannot navigate a collective model successfully."

Committee check-in:

- Development: Development: Board Elections - no general membership vote needed based on our rules since new members ran unopposed. Board recognized new directors by acclamation. Discussion: Do we want to continue to have a development committee? Need to maintain standing committee, but not necessarily meetings; need to find people, as well as

develop our skills; do a year-round recruitment, consider being more pointed about desired skill sets.

- Facilities: was looking at needs, long-term planning, need to rekindle committee after digital projector is purchased, need to publicly clarify our intentions regarding money raised above projector needs (projector->operating/ED->capital)

New Directors: Byron Zarp, John Chadwick

Orientation materials are on filing cabinet, Kaylynn will provide access and links; Google groups, google docs important for communication.

Byron is a notary should we ever need one.

Finance Report: We're still losing between \$3-\$4k per month, concerned about cash flow; in-house promo was below budget again, hopefully October will be better than expected.

[July & August Budget to Actual](#), [August Budget to Actual](#)
[August Balance Sheet](#), [September Balance Sheet](#)

Discussion: Audrey is focused on rentals as a low risk revenue generator. Various reasons numbers are low: time spent completing admin tasks, removal of incentive pay, contracts in Seattle and Portland often preclude engagements here. Fourth quarter should be better due to regularly scheduled events (Prohibition Day, Duck the Malls, etc.)

Staff Report:

Amended Festival budget: major change is bottom line – net profit now \$34,205 from \$22,575; change comes from addition of development events with Trinacria – meet and greet events with festival celebrities that are coming, silent auction; this budget does not include unforeseen cost for equipment for Jaws and Carl Gottlieb which may be \$2k to rent correct DCP to show 3D.

>>>Marc moves to approve festival budget as offered, Tim seconds, passes unanimously.

We have approval to use Academy money for other purpose, rather than 70 MM it was intended for.

Opening night discussion: (Julie Ruin) Band money is coming from operations, not festival, tickets will be \$15/\$20; movie is Swim Little Fish Swim, about DIY people, hour before movie; problem comes with budgets on paper, where the money looks like it is coming from and going to; Board leaves to staff discretion.

Digital Cinema Campaign: still looking for auction items; Joaquin is on his way to pick up projector, should be installed week before festival, but still need to raise money; Goldberg's dinner press release just happened.

Bookkeeper job description: concerns about putting membership database as part of job – add volunteer oversight as part of description; JD approved by Board, authority to hire delegated to Bert at last board meeting

Friday Oct. 4 – Artswalk, volunteer appreciation party at 4:30 in theater mezzanine

New website launches October 4.

Audrey is giving presentation for lodging tax.

Stained glass is finished, will be installed soon, still need to figure out how to present it. Tim suggests a week before mansion event, get a story to promote improvements, projector, fundraising events.

Membership Meeting: Saturday, September 28, 2013, at 12:00 pm.

Officer Elections:

>>>Tim moved to continue current positions, Marc seconded, motion passed.

Meeting adjourned.

Olympia Film Society Board Meeting Minutes
October 22, 2013 6:00PM-8:00PM
MIXX 96, 119 Washington Street NE

Board Members:

Present: Marc Baldwin, Audrey Henley (Staff Rep), Lisa Hurwitz, Tim Sweeney, Bert Trobman, and Kaylynn What, Byron Zarp

Absent: Dick Meyer

Quorum Present? Yes

Others Present: Joaquin de la Puente (staff member), Aimee Hughes (staff member)

Proceedings:

Meeting called to order at 6:05 p.m. by President, Kaylynn What

Opening Business:

-Joaquin shared that the Digital Cinema equipment is en route. The install will occur during dark week and be finished by Opening Night of festival, November 8th.

Staff Report/Check-in:

-From the Elliott Gould fundraising letter and the events over the weekend we brought in \$30,764.85. This figure does not include a lot of the online sales which has not yet been processed. That amount is expected to be around \$2,200. Our expenses are \$4,584.96. Our income since July 1st through October 22nd is \$26,179.89. We are shy about \$10K from \$65,000. We shot a generic Kickstarter-type video with Elliott while he was here that can be used sooner or later to fundraise for a variety of projects.

Bylaws:

-The bylaws were changed to allow the board to call a special membership meeting without a petition of the membership.

Finance Report:

-Aimee our new bookkeeper/office manager began working this month. The finance committee is recommending approving extra hours for her to reconcile some accounts from last year. Marc motions to authorize 10 extra hours for her to do that. Kaylynn seconds. Motion passes.

-The finance committee is looking into refinancing the building to generate some extra income. The finance committee wants to make sure we have enough cash on hand to pay advances for events.

-Finance committee decided to add a separate line in the budget for Executive Director to see the amount of savings associated with having or not having the position.

-The finance committee is also recommending consolidating bank accounts and eliminating the Regal Fund and integrating it into general operating funds.

-On November 12th Lisa and Audrey will provide an update to board members on DCP numbers and if necessary board members will search for the remaining funds from family and friends.

-We will send out a fundraising letter December 1st possibly written by Peter Coyote.

Festival Involvement:

-Lisa will send a google calendar to board members so we can sign up for film festival movie introductions.

-Board members should re-write their bios for the website and keep them within 75-100 words.

Meeting adjourned at 7:10pm.

Olympia Film Society

Board Meeting Minutes

November 26, 2013 6:00 PM to 7:40 PM

MIXX 96, 119 Washington Street NE

Board members present: Marc Baldwin, John Chadwick, Dick Meyer, Tim Sweeney, Kaylynn What, Byron Zarp

Staff present: Helen Thornton (filling in as staff rep), Aimee Hughes

Absent: Lisa Hurwitz, Bert Trobman, Audrey Henley (staff rep)

Guest present: Benjamin Donan, New Market Skills Center student

Quorum Present? Yes

Proceedings:

Meeting called to order at 6:00 p.m. by President Kaylynn What. John Chadwick agreed to take minutes in Lisa Hurwitz's absence.

Opening Business

- Review and approve agenda
- Announcements:
 - Tim reminded board members to rewrite their bios for the OFS website (if needed).
 - Kaylynn stated that she is researching fund raising ideas for non-profits including ideas for increasing memberships. We may be able to exchange membership lists with other local arts and theater groups.

>>>MSC - Tim made a motion to adopt the October 22, 2013 minutes as submitted by Lisa. Byron seconded Motion carried unanimously.

- **Introductions:** All present introduced themselves. Benjamin Donan accepted Kaylynn's invitation to attend the entire meeting.
- **Committee check-in**
 - **Board Development Committee (Stacie and Tim)** – Next meeting is scheduled for December 16th at the OFS office. Committee activities:
 - Working on identifying potential board members from business and education sectors.
 - All applications will be presented to the board for approval.
 - Working on a survey that will ask how we can do a better job, become more effective as a board.
 - Working on curriculum for board development including how the board might support fund raising.
 - Board members were invited to attend "Nonprofit Board Service 101- Things You Should Know", December 6, 2013, 10:00 a.m. to 3:00 p.m., Labor and Industries in Tumwater. Visit: www.sos.wa.gov/charities/training There is a \$10 fee to cover the cost of lunch.
 - **Marketing and Fund Raising Committee (Dick and Lisa)** – did not meet since the last board meeting. Please let Dick know if you are interested in joining the committee.

Finance Committee – Marc presented the Finance Committee reports: [Balance Sheet](#) as to October 31, 2013, [Annual budget comparisons](#), and the Film Festival Budget.

1. It appears OFS has exceeded its fundraising goal for the digital projector. Some install and labor costs still outstanding.
 2. All revenue and expenses for the Film Festival are not in but it appears OFS has done well. Thanks to all the hard work of staff and volunteers.
 3. Film Admissions and Room Rentals on track according to projections.
 4. In-house promotions revenue is behind projections.
 5. Memberships are behind schedule.
 6. Payroll expenses are close to projections.
 7. Merchandise Sales were far above projections.
- Kaylynn suggested that, early next year, the board sponsor an appreciation event for successful fund raising for the digital projector. All seemed in favor. The Executive Committee will work on setting up the event.
 - The digital projector bank account is held at Heritage Bank.

>>>MSC – Marc moved and Kaylynn seconded that once all expenses for the digital projector have been paid that the account at Heritage Bank be closed and funds moved to other accounts. Motion carried unanimously.

- After discussion it was determined that when all revenue and expenses are accounted for, OFS probably has approximately \$20,000 on hand. Board members are concerned that funds be available to cover at least three months of operational costs that approximate \$10,000 per month and that funds be available to hire an Executive Director (at a salary of \$50,000 per year).
- Kaylynn will continue discussions with Key Bank regarding a \$50,000 line of credit should it be needed.
- The Financial Committee is charged with developing guidelines for use of line of credit funds.
- December is projected to be a positive financial month.

Next board meeting: Note change of regular meeting date

December 17, 2013, 6:00 p.m. at the OFS office, 416 Washington Street.

Festival Wrap-up – President Kaylynn tabled the Film Festival wrap-up until next meeting giving staff time to debrief the Film Festival and prepare to brief the board.

OFS Mobile App - Benjamin Donan presented a very convincing proposal for a group of high schools students at New Market Skills Center to work with staff to develop an OFS mobile app. Android will be explored first given it is an open

development environment; iphone will cost \$100 to develop - Kaylynn will pay this cost should we make it that far. Consensus was to move forward. Benjamin will work with Audrey and Stacie on the project. Hopefully the apps will draw from OFS's existing modular feed and link in to ticketing service. Cost should be minimal, but students will need volunteer credit. Board's hope is that app would allow for film ticket purchase via credit card, solving a long-existing problem.

Staffing Proposal/ Discussion – After discussion it was determined that:

1. Any staffing proposal is required to include an Executive Director who would be the face of OFS in the community, leading the development of grant applications, membership drives, capital campaigns, and other fund development activities.
2. All staffing proposals must be reviewed and agreed upon by staff then presented to the board for approval.

Important Dates:

- December 5th 6:00 p.m. – Prohibition Day
- December 14th 11:00 a.m. to 6:00 p.m. – Duck the Malls. Board members, please sign up for the bake sale and merchandise booth.
- Executive Committee meeting to plan appreciation event - December 3rd, 3:30 pm at Love Cafe

All through the meeting much gratitude was expressed for all the work done by Audrey, Lisa, Helen, Joaquin and volunteers on the digital projector fund raising campaign and the Film Festival. Thank you!

Meeting was adjourned at 7:40 p.m.

Respectfully submitted by John Chadwick (for Board Secretary Lisa Hurwitz)

Olympia Film Society Board Meeting Minutes

December 17, 2013 6:00 PM to 8:00 PM MIXX 96, 119 Washington Street NE

Board members present: Bert Trobman, John Chadwick, Audrey Henley (staff rep), Lisa Hurwitz, Dick Meyer, Tim Sweeney, Kaylynn What, Byron Zarp
Staff present: Stacy Hicks, Aimee Hughes

Absent: Marc Baldwin **Guest present:** Sodhi Gurinder, Board Applicant

Quorum Present? Yes

Proceedings:

Meeting called to order at 6:10 p.m. by President Kaylynn What.

Opening Business

- Review and approve agenda ● Announcements:
 - We were approved for the \$5,000 Lodging Tax grant which was written by Audrey.
 - We are receiving a \$10,000 grant written by Lisa from the Nisqually Charitable Fund for next year's film festival.
- **Introductions:** Sodhi introduced himself as interested in joining the board and submitted his application to Tim.
- **Committee check-in** ○ **Board Development Committee (Stacie and Tim) –** Next meeting is scheduled for January 23rd at 3pm at the OFS office. Committee activities:
 - Working on identifying potential board members from business and education sectors and have divvied up assignments. Our upward target is 15 members.
 - In terms of diversity we are very male dominated.
 - Bert asked if perhaps the board might be more attractive if it met quarterly and the Executive Committee met monthly.
 - Tim passed out a board development survey to be due January 10th.
 - Board bios and photos are to be emailed to Lisa to update the new website.
 - For continuing education Stacy created a list of resources which are in our board packets which include trainings webinars on different topics related to being a board member. Byron

volunteered to attend the upcoming Secretary of

State training. ○ **Marketing and Fund Raising Committee (Dick and Lisa)**

– did not meet since the last board meeting. Please let

Dick know if you are interested in joining the committee. **Finance Committee –**

Aimee presented the Finance Committee reports: Balance Sheet as to November 30, 2013 and Annual budget comparisons:

1. The projector is now paid in full but since DCP Funds were raised in the prior fiscal year as well, on the Budget Report it does not look like it's all there.
2. At the bottom of the balance sheet from July-November we have a net income of \$52,360.36.
3. At the moment there's roughly \$20,000 in the bank.
 - Bert noted that on average our operations expenses are \$30,000 a month. By the end of the year we're going to have a deficit as we're losing money every month or breaking even at best and we only have one-month of working capital. He is concerned that we can't afford to be spending more on an Executive Director's salary.

- The Executive Committee is planning an operating fund ask early in the new year.

Festival Wrap-up – Lisa presented the near final film festival budget and a Wrap-Up Report:

1. A goodyear-somewhere around 4500 people in attendance including our sponsors and our rental (Hump).
2. Overall we made \$1,000 more in revenue than last year and came \$7,000 ahead in revenue than projected. On the flip side our expenses were \$10,000 greater than last year and \$12,000 more than what we budgeted. Last year we netted \$25,000 excluding donations and \$34,000 including donations. This year we netted \$17,500 and that includes donations. The bulk of the extra expenses can be attributed to staffing – such as changing the Festival Director position from a stipended position to a salaried position, moving the expense of concessions into the festival budget, and the artist fees which include the HUMP rental fee as well as the unbudgeted Julie Ruin concert that we booked for opening night.
3. We did slightly less in ticket sales than last year and came in at \$33,517, which was short of our projection of \$36,000. Sci-fi, Children's, and Middle Eastern programming did well.
4. We did \$14,960 in sponsorships and came in \$3,000 short but we made up for some of that by exceeding the ad sale projection of \$5,000 by about \$1,500.
 12. Last year we spent \$11,000 on rentals total and this year budgeted for \$10,000 and ended up spending only \$7,000 (though not all fees have been paid.) We also spent \$2,000 less in film shipping than last year and than what was budgeted. The 2013 shipping total was roughly \$2,500.
 13. Next year the big festival events need to be announced sooner to allow more time to market.
 14. Lisa's last day was Monday and thanked everyone for the opportunity to lead the festival for the past 2 years and for the opportunity to oversee the Digital Cinema Campaign fundraising events.

Staffing Proposal/ Discussion – Audrey presented the collective's proposed Staffing Plan:

1. As opposed to doing an outside hire for an Executive Director the staff is asking that the board make Audrey the Executive Director. Additionally they are proposing wage raises and the creation of 2 new positions. One called a Programming Coordinator that is full time and a Marketing Director that is part-time. The Programming Coordinator would take over Audrey's live event duties as well as assist Helen. The Marketing Director would oversee sponsorships and ad sales as well as coordinate the organization's promotions.

2. Tim wants an ED who takes responsibility for the staff. He wants the board out of HR. He also disagrees with the staff's proposal that the Programming Director receive more than the Executive Director.

3. The staff is not necessarily proposing eliminating the staff collective model.

4. The board asked Audrey to describe how her position would change. She described that her new role would focus on fundraising. Live events and marketing would fall off the table. She sees herself working with the board on policy and taking steps to prepare for the capital campaign.

>>>MSC - Tim made a motion to go into Executive Session. Bert seconded. The board went into executive session at 7:47pm and came out at 8:46pm.

>>>MSC -Tim motions to engage Audrey Henley effective January 1st as the Executive. Audrey will receive a salary of \$32,000 with \$1700 for professional development emphasized in management and in consultation with the Executive Committee. Byron Seconded. All in favor. Motion Carries

>>>MSC -Our new Executive Director will bring to the board via email by January 14th a job description and proposed salary for a full time exempt position that encompasses marketing, sponsorships, live events, and other priorities of the executive director. John seconds the motion. All in favor. Lisa stands aside.

No other aspects of the staff proposal are adopted. The board is open to revisit salaries as our financial position improves, and expect this to come as a proposal from the ED.

Important Dates:

- January 23rd 3p.m. – Next Board Development Committee meeting at the OFS office.
- January 28th 6:00 p.m. – Next Board Meeting at MIXX 96, 119 Washington Street NE. Meeting was adjourned at 8:55 p.m. Respectfully submitted by Lisa Hurwitz