

The Arts Guild of Old Forge, Inc.

Board of Director's Meeting
February 17, 2010 Minutes

PRESENT: Deb Carhart, Patty Foley, Rex Germer, Gary Lee, Clark Lubbs, Katie Noonan, Debi Ritz, Kerry Rogers, Bob Stanton, Bill Simpson, Kevin Jost & via phone conference, Ed Stafford

EXCUSED: Joan Spring, Helene McAleese, John Munyan, Susan Hazard

CALL TO ORDER: The monthly meeting of the Board of Directors of the Arts Guild of Old Forge, Inc. was called to order by Vice-President Deb Carhart at 6:36 PM.

Deb briefly went over the board working document. One reminder not on the document was to please pick up Hornbeck Canoe raffle tickets from the front desk to sell. Please be sure to have it recorded which tickets you've taken.

MINUTES: A brief discussion ensued on the minutes. Two minor changes were made – a capitalization in the USDA resolution and a date change. Debi Ritz moved and Gary Lee seconded a motion to accept the minutes of the January 11, 2010 meeting. The motion was carried. Katie will email the minutes to Jody for posting on the website.

TREASURER'S REPORT: Debi Ritz went over the finance reports which were emailed to everyone prior to the meeting. The reports included the January General Operating and the January New Building Finance Reports, New Building Invoices Payable, New Building Loan Report to General Operating, January Profit and Loss, January Cash Flow Projection, The January Balance Sheet, the 2010 Cash Flow Projection, and a Community Foundation Report.

Ed asked about some of the investments being held as collateral on our financing and getting that changed. Kevin said that it had not been done yet, but that it would be looked into further in March. Debi is going through the movements to close out the Community Foundation GOP.

Gary Lee moved and Bob Stanton seconded a motion to accept the January 2010 Finance Reports. The motion was carried.

Deb Carhart welcomed Jennifer Potter Hayes aboard and to her first board meeting.

DIRECTOR'S REPORT: Jennifer then delivered her Director's Report verbally. She first wanted to thank Bill Simpson and others for making her transition a smooth and pleasant one, as well as John and Deb Munyan and others for painting her office and making it a nice and neat area to come to work in. She expressed that she has a lot to learn, but she's a quick learner, so the board should not worry. She stated she has a great staff that works well together and have been very helpful to her. She realizes there's a wonderful line of volunteers that belong to the organization.

She informed the board that the Chili Bowl was very successful raising over \$3000 and that some of the additional pottery was sold bringing us additional revenue through a commission percentage. She has already worked on a grant proposal for the NYS Council for the Arts in the amount of \$15,000 for workshops.

Jennifer attended the Finance Committee meeting and is up to speed on where we are at financially. She is currently going over the 2010 Financial Budget with the staff and others to get it up to par for a March approval. She expressed that next year this has to be done in November/December and the board agreed and that this year

was an unordinary year. Jennifer plans to look at the cash flow processes and how it can be improved including paper trails and best practices and the same goes for bills and invoices in how the approval process will work.

Jennifer will be working on more specific job descriptions with the staff. She met with Alan Saban and Steven on performance possibilities for the new building and is looking forward to increasing what is offered.

On 2/17 Kevin Jost and Jennifer met and spoke to candidates for a new Capital Campaign Consultant, which Kevin will speak about later in the meeting.

Jennifer spoke about all the upcoming events and noted that they are all also listed on iloveoldforge.com:

Sat. 2/27 – Blues & Black Coffee with Al Nathan

Wed. 3.3 – CAASA Event on acid rain. A flyer with more description was circulated for everyone.

3/21 – Membership Brunch. Jennifer stated that she was not familiar with this and will need assistance to execute it. The board offered a brief description.

Gary mentioned that the CAASA event should be well attended by the public as it hasn't been open to the public before this year.

4/3 is the Easter Egg Hunt.

4/4 – 4/11 The Arts Center will be closed.

5/15 is the Taste of Home Event which will include a cooking school and vendors. We are currently selling Taste of Home Cookbooks for \$20 which includes a subscription to Healthy Cooking Magazine. Jennifer stated that concludes her report and the board congratulated Jennifer on all she's done over the past few weeks.

Deb Carhart informed everyone that the Taste of Home event is typically very well attended, that is has many followers and people will drive a couple hours to be in attendance.

Debi Ritz moved and Gary Lee seconded a motion to pass the revised Corporate Authorization Resolution updating and revising the authorized signatories to include only the Executive Board Members, Executive Director and current bookkeeper as follows:

- Jennifer Potter Hayes Executive Director
- Nicola Corcoran Bookkeeper
- John Munyan President
- Deborah Carhart Vice President
- Deborah Ritz Treasurer

Upon the suggestion of Kevin Jost a further stipulation was added to require 2 signatures on any checks issued from both the general operating checking account and the new building "special" checking account for any amount over \$500.00. The motion was revised to include this stipulation. The motion carried.

BOARD MEETING DAY CHANGE PROPOSAL: It was brought up at the last meeting that the board needs to change the usual day of the Board of Director's Monthly Meeting. Originally, the third Wednesday of the month was proposed. A discussion ensued on everyone's preference and ability to attend a certain day. It was decided to table the exact change to the March meeting so more information could be obtained from various people on time needed to prepare reports. It was decided to hold the March meeting on Thursday, March 25 at 6:30pm. The Finance Committee will be meeting on Thursday, March 18 at 4:00pm.

EXECUTIVE SESSION: Kevin Jost moved and Debi Ritz seconded a motion to move into Executive Session. The motion carried. The Board of Directors moved into Executive Session at 7:18pm. At 7:36pm Debi Ritz

moved and Patty Foley seconded a motion to end the Executive Session. The motion carried.

BUILDING COMMITTEE: Kerry Rogers presented pending change orders on a screen projector in order for everyone to visually understand the plan for completion for the new building. Kerry explained that a change order is an amendment to an original contract that goes back to the design stage in order to implement a change in the plans. It brings the Architect and the Contractor back to square one for billing purposes on each particular change.

First Kerry went over the change order in the Auditorium. Currently the curtains are located against the back wall of the stage area which is not conducive for a "stage" performance. They were originally placed there to act as a sound buffer. Kerry's committee is proposing to move the curtain forward to the third pilaster from the back wall to allow a 21 ft. space for the "stage" with a track across the room with supports the curtain from the ceiling. This will allow the curtains to be closed while the performers and stage personnel are preparing for the production and allow the curtains to be opened once the performance begins. Once the curtains are open, currently they will stick out from the side wall 3 ft. on both sides. The board discussed several ideas to perhaps make that 3 ft less visible or to perhaps raise the curtains up to allow for the 3 feet of space of each side more floor room. Kerry will look into the logistics of this. Currently the interior entrance door to the Auditorium is a 12 foot wide ornate sliding door. To facilitate this curtain position change, the 12 foot opening will be reduced to 8 feet and metal doors will be substituted for the sliding door. Kerry informed the board that there is a possibility that there could be an additional fee for this change, however he suspects it could work out to a wash considering all the changes. The board was in agreement with this change and gave the committee the "okay" to move forward with it. Kerry mentioned that Susan Hazard was instrumental with her expertise in this area to encourage this change to happen.

Kerry then discussed a second change to the new building plans which would be deleting the Meditative Garden and utilizing the area as a Courtyard area where Arts Center events and outdoor exhibitions could take place. It was unanimous that this was an excellent change to the contract and will enable many possibilities for revenue for the new Arts Center. Some discussion took place and many questions were answered. Kerry informed the board that we have to be and are in compliance with a Storm Water Pollution Protection Plan. There is currently a storm water retention basin defined within the Courtyard which will have to be moved a bit to accommodate the needs of the new Arts Center's Courtyard. Again Kerry informed the board that there could be fees involved in this change order, but that this change is such a strong revenue driver that it is imperative for the Arts Center's future. The board was in agreement with this change and gave the committee the "okay" to move forward with it.

USDA REPORT: Deb Carhart explained to the board that the USDA loan application was processed through the Marcy office and was sent to Syracuse for the final approval. Some further documentation has been being passed on to the USDA and each board member will be receiving a survey from the USDA that should be completed and returned right away to keep the application moving forward.

FINANCING PLAN: Kevin Jost met with Gail Gionatta from the USDA and she needed further clarification on Form E for the application, so Kevin and Kerry worked together to formulate a new building completion plan with sources and uses of cash. This was emailed to each board member prior to the meeting and Kevin then went through the document, explaining it to everyone. Kevin expressed gratitude to Debi Ritz who has been instrumental in entering all donations received into eTapestry to keep our financials up to date. Kevin also through the New Building Cash, Grant, Pledge and Individual Campaign Status outlining where we stand financially on the new building.

Kevin also briefly discussed the 2010 budget. He said that it will be approved in March and that he will be working with everyone including Jennifer to get make it happen.

GRANTS AND GOVERNMENT FUNDING: Deb Carhart explained that CAP-21 is sending Earmark Funding proposals to Senator Gillibrand and Senator Arcuri for the Arts Center and have asked for \$300,000 focusing on equipment for the new building. Another for Senator Seward is being applied for as well.

Katie Noonan asked about CAP-21's contract which was up at the end of January. It was decided with the Finance Committee that CAP-21 would finish up several grants and would then be further paid on a grant by grant submittal basis. Deb Carhart explained that CAP-21 is constantly working for free for the community in searching for grants and will continue to do so for the Arts Center and will always pass that information on to the Executive Director Jennifer and that Deb herself as a board member volunteering will continue to work on these for the Arts Center. Deb was thanked for her efforts.

CAPITAL CAMPAIGN: Kevin Jost told the board that he and Jennifer have had several discussions on selecting our new Capital Campaign Consultant and need to have a further discussion with the Selection Committee appointed by the board on the final selection. Kevin discussed the Phases that they have outlined for the consulting process and that Phase One will include research and the formulation of a game plan of implementation. Subsequent phases will follow for actual implementation of this game plan, which specifics will be determined once Phase One is completed. Kevin asked for approval from the board to give the selection committee power to choose the consultant and that \$50,000 was the amount that they would not exceed for the consultant to complete Phase One.

Rex Germer moved and Gary Lee seconded a motion to empower the selection committee to negotiate for a new Capital Campaign Consultant with a fee not to exceed \$50,000 for Phase One. The motion was carried.

Rex brought up to the board that he noticed on Facebook that North Woods Inn was promoting an Arts Center package and wondered if anyone knew about it. No one did and Katie said she would further investigate and would contact Jim Connerty in hopes to further collaborate on bundling ideas. Jennifer expressed that she would like to be involved as well. Rex also brought up a postcard flyer that he had from the Adirondack Lakes Center for the Arts and thought that further discussions should be had with the Executive Director there to ensure we were collaborating more and that our visitors were not confused by which Arts Center was being represented in advertisements.

Rex Germer made a motion to adjourn the meeting. Debi Ritz seconded the motion. The meeting was adjourned at 9:34pm.

The next regular Board of Director's meeting will be held on Thursday, March 25, 2010 at 6:30pm. The Finance Committee will meet on Thursday, March 18, at 4:00pm.

Respectfully Submitted,
Katie Noonan
Acting Secretary