

Choral Society of Durham Board of Governors
 Minutes
 8:00 – 9:30 PM, April 17, 2019
 Rand Board Room, DAC

Codes: (P) Present (A) Absent (R) Regrets (TL) Chair/Leader (REC) Recorder

Board Member		Board Member		Board Member		Ad Hoc		Guest	
*Anderson, Mary	REC	Lamb, Gwen	P	Sheridan, Ellie	P	Susan Parham	P	Lindsey Dunn	P
*Bennett, John	P	*Miller, Darla	TL	Tremmel, David	P			Alan Ellis	P
Butler, Doug	P	Poag, Coleman	P	Wood, Sarah	P			Rachel Bowman-Abdi	P
Fries, Justin	P	Price, Rebecca	P	*Wynkoop, Rodney	P				
Hardman, Carol	R	Scharoun Lee, Melissa	P	Ziegler, Liz	P				
*Junker, James	P	Sherck, Linda	P						

*Executive Committee

Approval of March 20, 2019 Minutes	Moved: Coleman	Second: Ellie	For: 16	Against: 0	Abstain: 0
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President:

None.

Conductor:

- The BIN Foundation has not yet responded about the annual gift or the special request for the extra \$20,000 (which would go towards covering the May concert cost)
- Rodney spoke with a BIN Foundation board member who suggested that decisions regarding the funding would be made soon

- The BIN Foundation does not make commitments past one year; in the future, when we want to request more money, it might be more effective to ask for funds that would improve our ability to strategize further into the future (e.g., the risers allow us to save a substantial amount of money each year). It would be a good idea to develop a strategy to use the money from the BIN Foundation to stabilize our financial capacity. We would like to prepare a proposal by the early fall. The finance committee will start work on this over the summer

Administrative Assistant Comments/Updates:

- So far, 32 tickets have been sold for the Bloch concert
- DBO will be at the Chapel to sell tickets; Melissa will add information about the date and time to the announcements for Monday

Treasurer Report: See documents sent in the email.

- Individual donations are at \$39,570.94 (last year at this time they were at \$32,857; we've received approximately \$1,600 since the last meeting)
- Total development income is currently at \$77,469.97 (minus the restricted funds, the total is \$51,469.97; last year we were at \$49,719)
- The investment funds are up approximately 2% from last month

1. Diversity Working Group (DWG) (Melissa with guests Alan, Rachel, and Lindsey)

Purpose:

A) To review the proposal and give the DWG a statement of support (or not)

B) To review the proposal to add a Diversity, Equity, and Inclusion Chair to the board as a representative of the Diversity, Equity, and Inclusion Committee

- Melissa, Rachel, Lindsey and Alan shared personal reflections and presented the elements of the proposal
 - Melissa shared how the working group got started

- She described the development of the working group over time, which culminated in engaging in a process of visioning
 - The visioning process the working group engaged in revealed the core values presented in the proposal
 - Lindsey shared the core values developed during the visioning process, during which the members focused on what they love and appreciate about CSD and what they perceive needs to change about CSD
 - Rachel shared the business argument in support of increasing diversity in our audiences and membership
 - More funding is available and likely to be awarded to organizations that work to increase diversity in the arts
 - Ticket sales may increase as the diversity of the audience increases, especially given the demographics of the Triangle
 - Alan posed the three requests outlined in the proposal to the board.

The working group requests

 - That the board add a Diversity, Equity, and Inclusion chair and committee to the board (in place of the former Tickets chair)
 - That the board make a visible commitment to supporting the work of the Diversity, Equity, and Inclusion chair
 - That the board participate in racial equity training
 - The Racial Equity Institute runs the trainings in Durham
- Doug commented that he is impressed with the work that went into creating the proposal, that the timing is excellent with the development of the strategic plan, and that he agrees with the business argument
- Rodney commented that the proposal was well thought out and provides a good framework; he also commented that seeking to increase diversity is not a new concept for CSD but rather one that has been discussed for 25 years

Motion to support the three requests made in the proposal submitted by the working group	Moved: Sarah	Second: Doug	For: 16	Against: 0	Abstain: 0
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- We need to provide the information on the change in the bylaws to the membership by April 22 (Monday) so they have them to review for two weeks before voting on them in May

Discussion: See two documents from DWG

2. Draft of Budget for 2019/2020 (Doug and Linda)

Purpose:

A) To approve a final budget to submit to our full membership, giving them at least two weeks to review the budget before voting on it on May 6

- Current budget has a deficit of \$7,000
- There were several changes made since the last budget was presented to the board
 - The request for an additional \$20,000 is still pending with the BIN Foundation. Since we must have an approved budget from the membership at the May 6 meeting, we are moving forward conservatively as if we will not receive the additional money. This does not mean we are any less hopeful that we may get an affirmative answer; we simply must move forward in the meantime
 - Since we are choosing to be conservative for now, we are using the lower amount for orchestra expenses as Rodney has provided to us
 - Our projection for individual donor revenues is now at more than \$41,000 for this fiscal year; therefore, we have raised the budgeted amount from individual donors next year to \$42,000
 - The (potential) need for more income has led us to raise corporate income next year to \$7200 to reflect the addition of two pages of inside advertising to our programs (not just one page as we had in the budget last month)
 - This budget reflects a one-time allocation from The Julian Price Fund of \$5000 (please see last month's minutes, which explains this) plus \$8,515 in reserve fund allocation using a 4% allocation based on a 3-year average in our other reserve funds
- We still face the challenge of raising an additional \$7,000 over and above what we would normally expect or plan in order to break even next year
 - Do we want to present the budget showing a 7K deficit? Or do we want to show a break-even budget? This budget includes the traditional donation from the BIN Foundation but not the extra \$20,000 that has been requested.
 - The board agrees that it is important for the membership to know the real situation and believes that the magnitude of the deficit is not too great (especially in comparison with previous years)
 - A suggestion was made to create a bar graph that compared the deficit over a span of 10 years
 - Information about the reserve fund and the consequences of running a deficit might be shared with the membership next year. Susan will gather the necessary information and send it to the finance committee

Motion to present the current budget to the membership with the \$7,000 deficit (shown as a dollar amount and a percent)	Moved: Dave	Second: Gwen	For: 14	Against: 1	Abstain: 1
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3. Loan of Risers (Darla/Gwen)

Purpose:

A) To decide whether we want to loan risers to the Common Woman Chorus (Kristen Stinnett)

- The Common Woman Chorus asked to borrow our new risers to use at the Carolina Theatre
- Gwen prepared a liability release, although she prepared it for a lease rather than a loan; she believes we could be absolved of liability
- We need to proceed carefully because we may be setting a precedent
- The board decided there were too many outstanding questions that cannot be resolved in this board meeting (e.g., Do CSD members need to be there when they risers are picked up and dropped off? What would the duration of the loan be? How would we assess damage?)
- We need a firm and clear policy in place, and we will be unable to have that in time for this event; therefore, we cannot loan our risers at this time

4. Board Terms (Sarah)

Proposed text:

Article V, Section 2. Tenure and Qualifications. Governors other than the immediate Past President and the Conductor shall be elected as described in Article VII to serve terms of one year or until their successors are elected. All Governors must be Society members in good standing. Governors may serve for a maximum of six years but may later be re-elected after one year has elapsed.

Article VI, Section 1. Appointment and Term. Except as otherwise provided in these bylaws, committees shall be selected in such manner as determined by the Board, shall have such duties as may be assigned by the Board, and shall serve at the pleasure of the Board or for such terms as the Board may prescribe. Except for the Committee Chair, committee members are not required to be members of the Board of Governors. However, they must be members of the Choral Society in good standing.

- We need to change “Conductor” to “Artistic Director”
- We need to change “Technology Chair and Programs Chair” to “Technology Chair, Programs Chair”
- We need to exclude the immediate past President and Artistic Director from the term limits

Motion to accept the changes to the bylaws with the corrections mentioned above.	Moved: Doug	Second: Dave	For: 16	Against: 0	Abstain: 0
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New Business:

June transition board meeting will be hosted by Gwen Lamb

Motion to Adjourn	Moved: Coleman	Second: Mary	For: 16	Against: 0	Abstain: 0
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