

MLAC Governance Committee meeting  
Friday, May 10, 2019  
8 — 9:30 am  
MLAC Gallery

## MINUTES

Present: Jim Dugan, Julia Ingersoll, Tom Rees, Michael Rosenthal, Thomas Scurto-Davis, Anne Umbrecht

Discussion and decisions (following more or less from agenda):

1. **Joyce Shenian.** Committee members signed a card to send to Joyce and expressed appreciation for Joyce's many contributions to MLAC.
2. **Board member recruitment.** We remain hopeful that our goal of adding 3 more board members by August 31 will be met.
  - **Tim Ziegler** is likely to say yes soon.
  - **Graeme Bell** has agreed to join the Finance Committee but might be persuaded to join the board, too.
  - **Andrea Swinton** is interested but trying to decide if she has time to serve.
  - **Michele Martin Esq.**, Morgan Lewis partner, is interested. Anne will follow up.

After the meeting,

- David Winograd snagged **Judith Scarani** to an upcoming board recruitment event.
- Here's the description of Judith shown on the spreadsheet Julie maintains: "Graduate of CMU – Art Major. Metalsmith Jeweler. Current director of Early Childhood Center (ECC) at Temple Beth Hillel in Wynnewood. Well connected to young Mainline families and acquainted with committee work. Interested in getting involved."

### 3. **Agendas for remaining FYE 2019 meetings/events**

#### June 4, 2019 Members' Meeting — 5:30 pm in the gallery

- Welcome remarks (Jim)
- State of the Center report (Thomas)
- Introduction of staff and teaching artists in attendance (Thomas)
- EITC presentation (First Resource Bank)? This is a maybe item. Thomas will decide whether to invite the bank.
- Refreshments tbd (pizza and drinks?)

#### June 4, 2019 board meeting — 6:30 pm in an exhibition room

- Board meetings are usually held in the gallery, but the required annual Members' Meeting will be held in the gallery immediately before this board meeting. To avoid having to rush to reorganize the room between meetings, Thomas offered to have the exhibition room set up in advance so this board meeting can begin promptly after the end of the Members' Meeting.
- Strategic plan update (Joe Kluger)
- Election of new board members
- ED report on May 4 Art in Action event
- Refreshments tbd (pizza and drinks?)

#### July 23, 2019 board meeting

- This meeting will need to be off-site, as Center facilities will be taken up with camp. Venue tbd.
- Re-election of continuing board members as needed
- Election of FYE 2020 officers
- Approval of budget FYE 2020
- Strategic plan probably won't be ready for final board approval but board members should get an update

#### Sometime this summer — board, committee, staff, spouses and SOs picnic

- Date, venue and details tbd
- Invite volunteers, too?

#### **4. Board meeting schedule 2019-2020** (all second Tuesdays; all at 8:30am at MLAC unless otherwise noted)

##### September 10, 2019

- Orientation of old and new board members
- Conflict of interest forms
- Consideration of board give/get plan to meet budgeted board contribution goal
- Approval of strategic plan? NB: we didn't discuss the timing of plan approval except to agree that the plan probably won't be ready by the last FYE 2019 board meeting on July 23. If too much for the September meeting, we could do a later phone vote or defer the vote to the November meeting.

##### November 12, 2019

- See above

##### January 14, 2020

- Approval of audited financial statements
- Approval of 990

##### March 10, 2020

- Board consideration of by-laws revisions? We've discussed Governance redo of bylaws. **Governance should shoot to finish our work in time for this board meeting, so required Member approval can be sought at the May 12 meeting.**

##### May 12, 2020

- Two evening meetings — Members, then board. We determined that the current bylaws permit holding the Members' Meeting in May.
- At Members' Meeting, get approval of bylaws revisions.
- Board meeting agenda tbd.

##### July 14, 2020

- Reelection of board members as necessary
- Approval of budget FYE 2021
- Election of officers FYE 2021

## 5. Board committee structure

We discussed whether and how to revise the current committee structure.

Article III of the bylaws identifies three standing committees — Executive, Governance and Finance. Article III allows the board to form other committees. The other committees currently in operation are Program and Planning (P&P) and Fundraising.

The bylaws state that the “leaders and co-leaders” of the committees “established under [Article III]” sit on the Executive Committee along with the officers. All agree that the chairs of Governance and Finance sit on the Executive Committee. [For FYE 2019, these chairs — David Winograd and I — are also officers, though this is not required.]

There is some disagreement whether the chairs of P&P and Fundraising sit on the Executive Committee. It would seem so, as both are “established under” under Article III. However, there is no requirement that committee chairs be board members, producing the arguably anomalous result of an “outsider” serving on the Executive Committee. That is the case today. The current P&P chair is Wendy Branzburg, who is not on the board. Fortunately, Wendy used to be on the board as well as being awesome, but what if a future chair is neither?

Perhaps this issue can be resolved by re-thinking the purpose and structure of committees.

In recent years, both P&P and Fundraising have functioned more like staff/volunteer committees that happen to have board members than the other way around. Clearly, there is a need for such committees to fulfill operational objectives under Thomas’s supervision. But these are not **board** committees as envisioned by the bylaws. Board committees should instead constitute small subsets of the board to which the board delegates aspects of **board-level responsibilities**. In particular, a board fundraising committee (whatever its name) should consist of 3-4 board members tasked with assisting the ED in meeting budgeted fundraising goals, whether through events, sales, letter campaigns or otherwise. Likewise, a board program committee should consist of 3-4 board members tasked with overseeing the Center’s program offerings and reporting recommendations to the full board.

Viewed as such, board committees would consist of the following:

- Executive
- Governance
- Finance
- Fundraising (new)
- Program and Planning (newly redesigned)

At our next meeting, we’ll develop revised mission statements for these committees.

We agreed that committees should, as now, meet at the call of the chairs at dates and times determined after consultation with committee members. We also discussed the need to reactivate prior ad hoc committees such as Technology and Personnel and decided no.

**6. Next meeting:** Tuesday, July 16, 2019 at 8 am at the Umbrechts, 404 Devereux Drive, Villanova.

Respectfully submitted,

Anne Umbrecht