

VWS Board Meeting

Jan 19th 2013

9am-3pm

Meeting Minutes

Attendees: Mark Nielsen, Amanda Amend, Claudia Carl, Pam Dexter, Rebecca Gottesman, Joann DiNicola, Sarah Rosedahl, Lynn Cummings (via Skype noon-3:00), Cindy Crawford (1:00-3:00 re: newsletter)

9:00 - 9:05am. Approve the notes of our Strategic Planning Session

- **Notes approved with the Corrected spelling of Kate Reeve's name.**

9:05 - 9:15am. Treasurers Report-Peter

- **Peter not in attendance (message from Peter via Mark no new report– 2012 books not closed yet)**

9:15 - 9:30am. Review Adopted Board Goals for 2013-2014.

- Goal 1: Enhance the VWS membership experience by providing education and development opportunities for all abilities and skill levels.
- **Goal 2***: foster and support Hub success. Facilitate Hub success through sound organizational development.
 - **Clarification "sound org development" means hub leader development and training to provide some consistency in the way hubs are managed**
 - **Reminder – each board member to have hub related goal(s)**
- **Goal 3***: Establish greater involvement in the community. Establish community outreach.
 - **In strategy meeting Rebecca suggested a concept of traveling workshops that would be available to Hubs for hub related events.**
 - **Proposal by Claudia for some kind of "technology" workshop that could be presented in several different locations.**
 - **Proposal by Rebecca to offer simple, small-scale sessions similar to the work she does in the hospital (take watercolor paper, supplies and work with patients and leave supplies with them)**
- Goal 4: Clarify the entity classification of the VWS with the state and federal government.
 - **This will be taken care of by Mark in his conversations with the IRS about the 501c3 status and will not require much collaboration while in progress. Leave this at a lower priority for the entire board but high priority for Mark.**

Goal 5: Use technology applications for greater productivity and efficiencies.

- **Goal 6***: Establish the structure of committees to help BOD carryout its work and achieve its goals.

***With 6 VWS goals this year instead of the normal 3 or 4 we agreed to identify 3 goals to focus on for 2013. These three are identified with an asterisk above.**

9:30 – 12:00pm Review Officers and Directors individual Goals for 2013-2014.

- President-Mark
 - **Focus on tax issues and resolve as much as possible**
 - **General overview and leadership to the organization**
 - **Work with directors on as-needed basis to support their activities**
 - **Find someone to fill Volunteer Coordinator Director.**
 - **2014 – Will probably focus VWS toward educational activities for both members and the public.**

- Vice-President-Amanda
 - **Get committees set up – focus exhibitions and events/programs**
 - **Call all volunteers who have not expressed any specific interests in volunteering, to find how they would like to help**
 - **Search for Exhibition Director volunteers to apprentice this year. (This is the final year for Lynn and Rebecca)**
 - **Any interest in “tech” volunteers?**

- Treasurer-Peter – absent

- Secretary-Reggie – absent

- Co-directors of Exhibitions-Rebecca and Lynn (reported by Rebecca)
 - **Work with Eric to get online submission and PayPal**
 - **Support technology and framing workshops**
 - **Clean up documents to transition to new director and support new director(s)**
 - **Look for 2 more venues for 2014**
 - **Could we add link on website to a video about framing – Rebecca find or make one**

- Director of Programs-Claudia
 - **Technology workshop(s) Perhaps in June or July, traveling to different locations. Elisa Campbell (\$50/hour) – blogs, tech-art related tools, Photoshop?**
 - **Spring Meeting @ Middlebury Inn, fun paint experiments with textures for meeting**
 - **Linda Kemp workshop in September**
 - **John Salmanen workshop June 2014**
 - **Line up someone else for 2014 workshop**
 - **Find a way to promote Landgrove Inn workshops and have more of a connection**
 - **Section in Snippets and on website Call to Artists for other activities -> Sarah**
 - **Section in Snippets and on website to link to other -> Sarah**

- Director of Hubs-Pam
 - **Strengthen hub point people as a group – meeting April 14**
 - **Develop some kind of similarities in how hubs do things – let point people develop**
 - **Regular hub point people group meetings, bring in board members, ask hub PP to bring a hub member or two with them to spread the knowledge**
 - **Outreach programs through hubs**
 - **Develop communication connection between hubs and board; integrate board into hub planning**

- Director of Communications-Sarah
 - Website
 - work with Don to add/remove content
 - add call to artist section (need to define procedures for what to add, who, when)
 - add workshop section to support other group workshops
 - document, maintain and share documents related to PR
 - PR support-flow – work with exhibition leaders, hub leaders and any who needs PR for an event
 - Consistency of information and messaging – keep avenues of communication in sync – website, newsletter, Facebook page, etc.
 - Newsletter – take over from Cindy for 2013
 - Outreach to other organizations – explore VWS relationship with other organizations, Vermont Arts Council, etc.
 - Membership brochure and directory
- Director of Membership-Joann
 - Assist with format changes in master DB
 - Keep DB info accurate and updated as member info is obtained
 - Keep all board member, hub PP, website and newsletter people informed about membership
 - Send updated master DB to board members twice/month
 - Assist the next director of membership in use of VWS master DB and learn all aspects of the job at the end of my term in 2013
 - How to find next director of membership? Who will try to find? Joann to let Mark know in mid-2013 if we still don't have a designated volunteer
 - Request by Mark to update DB once/month vs twice/month – Decided once/month
 - Welcome letter to new members – Joann is revising this month
 - Change membership renewal instructions on web
 - Members with lapsed dues – when should they be listed as retired?
 - Delinquent for one year, your membership will be terminated as well as your signature status
 - DB status = current, lapsed (terminated is a state of lapsed)
 - When should 2011 lapsed members be changed to terminated? Mark will send letters – handle what to do/when – continue with grace period until April
 - Who will send letter to 2012 members who are now lapsed? Mark will send letters
 - Sarah to look into generating email list from DB
- Director of Volunteers-Vacant- No Report.

12:00 – 1:00pm Lunch- Update on Tax classification with IRS and a general discussion on the role of Board of Directors and their relationship to the board they serve regarding, teamwork and decision making and setting policy directions. – Mark

- Mark reviewed chronology as he understands it regarding IRS tax status. Summary: currently all paperwork filed for 501(c)3, federal taxes filed for 2009 (990 form), 2010(1120 form), 2011(1120 form), waiting for decision from IRS on our 501(c)3 application. Non-profit Status with IRS not clarified at this point. VWS is filing taxes as For-profit Corporation till we receive an official notice from the IRS otherwise.
- State tax status summary: VWS incorporated with state as a non-profit. Bi-annual reports are required by the state. Our bi-annual report was not filed in time in 2012, Mark contacted the state and resolved, \$80 due to be paid to reinstate VWS (late fees), next report due in 2015.

- **Mark's answer to a question on how much autonomy do directors have and which decisions need input from other board members.**

Directors need to use their discretion but in general a director should not feel that the normal carrying out of previously approved policies or actions need to be vetted by the whole board and should feel free to act. If a director wants to raise a new idea, program, or policy they should contact the president and review. The president will decide along with the vice-president and the director concerned if the proposal can simply be implemented without further input, or requires several board members input or requires whole board input or if the matter rises to the level in which the board will need to go to the membership for their input.

1:00 – 2:00pm Directors Reports:

- Director of Hubs
 - **No new report, other than goals**
- Co-directors of Exhibitions
 - **2 successful shows this year, good jurors, quality art and presentation**
 - **3 shows planned for 2013**
 - **June – SEABA**
 - **Sept – Vermont Institute of Contemporary Art (VICA)**
 - **Dec – Tony Conner managing? Looking for venue**
 - **Framing guidelines on website**
 - **Agreed that spacers are OK (without mats)**
 - **Reviewed painting guidelines. Board provided input. To be placed on website when completed.**
 - **Lynn putting June show information on website and will send to Cindy & Sarah for the newsletter.**
- Director of Programs
 - **No new report, other than goals**
- Director of Membership
 - **New members 2012 to present (1/19/2013) = 41**
 - **Membership YTD 2011 to present = 246 (including 38 members due to be terminated due to non-payment in 2013)**
 - **Membership paid for 2013 = 74**
 - **Total current members for 2012-2013 = 209**
 - **Total lapsed 2011 members due to be retired in 2013 = 38**
 - **Members retired/resigned in 2012 due to relocation = 2**
 - **The Susan Sebastian Foundation is in the Master Database but not as a member (this organization works with artists to purchase paintings for hospitals)**
- Director of Communications
 - **No new report, other than goals**

2:00 – 2:30pm Discussion on VTICA board vote and follow up on next steps.

- **Board agreed to form a committee comprised of Lynn, Rebecca, Amanda, Mark, Claudia to create survey for members to be sent out in Feb, tally results by mid-March for April board meeting. Include article in newsletter to educate the membership on the issue.**

2:30 – 2:35pm Policy Proposal – Rebecca

- Board agreed to adopt a policy proposal from Rebecca “that no binding votes by the board of directors will be taken without the responsible board member for the area impacted by the vote being present (in person, via Skype, or by phone), unless there is some kind of emergency or time-sensitivity that requires a decision. This proposal is now a policy that the board will honor and it will be presented as a by-law change in the fall 2013 membership meeting.

- PayPal –
 - We will allow PayPal payments via the website soon, for those entering shows, workshops, etc. Mark asked that we allow other payment forms as well. Additionally we need a way to allow people to enter forms, workshops, etc. without payment if they cannot afford it (according to IRS discussion for 501c3 application VWS needs to make allowance for members who cannot afford to pay for show entries and for attending annual meetings).
 - Board agreed that members who cannot pay should be asked to call the director responsible for the event to discuss. Logistics of the website forms or tools need to be resolved.

- Constant Contact
 - Can all board members use it to email membership – board decided yes, using discretion so that we do not send too many emails to members. Emails about standard business should just be sent by the responsible director (for example monthly newsletter, show acceptance notifications). Other emails should be discussed with Mark and/or Amanda before sending.
 - Investigate license restrictions (number of users?) and renewal – Sarah
 - Constant Contact training will be needed for the board members - Sarah

2:35 - 2:50pm Newsletter

- Cindy attended to discuss the newsletter. Sarah will be taking over the newsletter for 2013, starting in February.
 - Board decided to continue with monthly newsletter because members are accustomed to receiving a monthly newsletter and there is no associated cost.
 - We will keep the monthly deadline for newsletter input as the 20th of each month. Sarah will email or call people to remind them of deadlines.
 - Issue – some people say they don’t get it – requires some investigation. Sarah will investigate.
 - Bring back monthly member spotlight. Start with a spotlight about each board member to help inform the membership about what the board members do.
 - Feb=Mark
 - Mar=Amanda
 - Apr=Claudia
 - May=Rebecca and Lynn
 - June=Sarah
 - July=Pam
 - TBD – Peter, Reggie
 - For member spotlights, ask members to submit their own bio and images. This process needs to be ironed out before we begin. Sarah will make proposal.
 - Board of director meeting minutes to be posted on website. We need to discuss further with Reggie and Don about where to place them for members to read. A summary of the minutes will be included in the newsletter. Sarah will write the summary from the minutes.
 - The newsletter will continue to be sent to all members (who are not terminated in the database) for a rolling 3 year time period. For example this year the newsletter will be sent to all members in 2011, 2012 and 2013.

2:50 – 3:00pm Other Items if time allows at the discretion of the board.

- **Check into FB usage and permission issues with images posted w/o watermarks and educate membership.**

Adjourn