



MINUTES

Lexington Arts and Crafts Society, Inc.

Board Meeting

Approved November 5, 2019

When: Tuesday, September 10, 2019
1:00 – 4:00 pm

Location: Lexington Community Center, 39 Marrett Rd, Lexington, MA 02421. Rm 242

Board Members Present:

Todd Carey	Matthew Siegal	Louise Hara
Susan St. Maurice	Katina Leodas	Mireille Gart
Peter Bain	Bruce Neumann	Rachel Rosenblum
Wayne Davis	Nancy Cornelius	Lee Webster
Lauri Hugentobler	Jenny Pyle	

Board Members Absent:

Peter Kelley

Guild Observers

Wilda Ward – Decorative Arts	Cassandra Goldwater - Metalworkers	Alison Lauriat - Ceramics
Maria Meyer – Needle Arts	Joe Brown - Woodworkers	Susan McFarlane - Painters
Steve Goldstein - Photography	Molly Nye - Guest	Tom Whelan – COCG

Unless otherwise defined in the text of any Vote, all capitalized terms have the meanings as defined in the Bylaws of the Corporation, as adopted March 23, 2019.

The full text of the Committee Reports as submitted is attached to these Minutes at the [Appendix](#).

President Wayne Davis opened the meeting at 1:05 pm and outlined the primary purpose of the meeting as discussing Committee Reports and providing guidance to the Committee for their future work.

Wayne asked if there was any objection to moving the January Board Meeting January 14th to January 28th, 2020. There were none, so the meeting will be rescheduled.

Education Committee Report

Chair Terumi Irizawa summarized the written report and highlighted the major goals for the coming year including:

- Assessment of programs,
- Current and future revenue targets for education
- Improve reputation of LexArt
- Robust programming
- Converting students to members

In discussions of the report, board members suggested the Committee consider offering:

- Offsite education events, like they did at the PEM to celebrate the opening of the new wing
- Corporate Training sessions – for example, “Creativity”
- Tours for outreach, such as the Chamber of Commerce program upcoming Sept 25th.

It was noted that the Committee report inadvertently omitted the names of two members appointed previously: Mireille Gart and Susan McFarlane.

The Committee recommended that the Board appoint additional members to the Committee.

Upon motion by Jenny Pyle, seconded by Louise Hara, it was

VOTED: That the report of the Education Committee be accepted and that the following individuals be appointed to the Education Committee: Katina Leodas, Ginny Chomitz, Deena Dubin, Marsha Firestone, Cathe Palo, Son-Mey Chiu, Lainie Dearden, Anne Pardo, Aimee Ratchelous, Jasmine Lipman, Peter Flister

All in favor.

Investments, Finance and Audit Committee Report

Chair Todd Carey introduced Treasurer Peter Bain and asked him to summarize the written report. Peter outlined the Committee’s activities over the summer and stated that the current focus is on understanding the major sources of income.

Wayne Davis noted that the Committee the Committee Report includes a summary of the Committee’s review of two potential conflicts of interest that had been disclosed by Board Members on their Annual Conflict of Interest Disclosure Forms. The first was the Committee’s determination that, in the case of his and Louise Hara’s personal relationship with graphic design contractor David Freedman “it was unlikely that the Society could obtain with reasonable efforts a more advantageous transaction or arrangement from another person or entity.” The second was the Committee’s determination that, in the case of Peter Bain’s, his “service as both an instructor and Treasurer did not pose a significant problem and that the existing controls should be sufficient” and that “[t]he Committee will also review all instructor payments to Peter annually.”

Wayne offered that he, Louise and Peter should leave the room so that the Board could discuss the Committee’s determinations if it wished. Board members stated that they were satisfied with the Committee’s determinations.

Todd Carey explained that it was appropriate for the Society to have guidelines for how the Treasurer should allocate cash balances and the types of investment accounts to be used. The Committee is proposing adoption of the “Cash Management Policy.” He briefly reviewed the Conflict of Interest policy.

Following discussion, upon motion by Todd Carey, seconded by Katina Leodas, it was

VOTED: That the Board of Directors hereby adopts the **Cash Management Investment Policy** attached hereto as [Exhibit A](#).

All in favor.

Todd Carey noted that our accountants had recommended, and that in his prior experience on boards it was considered important the all Board members be given the opportunity to review the Society's tax return ("Form 990") before it is filed and that the Committee was therefore recommending adoption of a "Form 990 Review Policy." Peter Bain noted that the draft tax return was expected from the accountants a week or two before the October 15 filing deadline, and the Finance Committee would review it in depth and suggest any corrections first; following corrections, the return would be circulated to the rest of the board. Upon motion by Bruce Neumann, second by Louise Hara, it was

VOTED: That the Board of Directors hereby adopts the **Form 990 Review Policy** attached hereto as [Exhibit B](#).

VOTED: That the Board of Directors requests each of its members to acknowledge receipt of the Society's Form 990 when it is distributed and to review the 2019 Form

All in favor.

Building Committee Report

Louise Hara summarized the written report. Recent work completed includes:

- The Committee had decided not to proceed with the lift replacement at this time (at a budgeted cost of \$60,000) and instead try to repair the lift (expected cost less than \$6,000).
- The main electrical line from the front to the back of the building had been successfully relocated from below the surface of the parking lot to inside the building at a cost of \$25,000. This addressed a major safety issue, since the underground sub-panel was vulnerable to water penetration.
- The front landscaping and new signage project had been substantially completed, except for a few punch-list items.

Louise stated that earlier in the year, the Committee had received a proposal to place solar panels on the roof, with a projected cost savings of \$100,000 over 20 years. The Committee was seeking the advice of the Board, and particularly the Investments, Finance and Audit Committee, whether that seemed worth pursuing. Todd said that the savings did not seem to large, especially over a 20-year period, and certainly not large enough to offset the potential conflicts with any future building projects. The rest of the Board concurred.

Louise also reported that the Committee had begun long-term planning, starting with a functional needs analysis and was recommending that specific funds be set aside each year for capital replacement needs.

Jenny expressed concern about proceeding now with major capital expenditures for the current building and asked about looking at alternatives to staying in this building. Louise advised that because of easement issues (diagonally across parking lot) that the value of the property may not be as high as we would like it to be (~\$3M). It was suggested to talk to the town manager about the renovation of Lexington Community Center and the issues encountered by the town.

Louise stated that the Building Committee wished to apply the approximately \$50,000 saved from canceling the lift replacement to the next set of priorities in the long list of deferred maintenance, repair and replacement items. She asked whether the Board concurred. Board members asked that the

Committee publish the next set of priorities. It was suggested that an email notification of any expenditure to the lift (estimated at \$10K) should be circulated to the Board for prior approval.

Upon motion by Bruce Neumann, seconded by Jenny Pyle, it was

VOTED: That the report of the Building Committee be accepted, and that the Building Committee is authorized to proceed with up to \$50,000 in additional maintenance, repair and replacement projects, subject to the Committee circulating its list of priorities and to prior approval of the Board for any expenditures of \$10,000 or more.

All in favor.

Gallery, Shows and Events Committee Report

Bruce Neumann summarized the written report and discussed several of the new programming ideas under consideration. This committee will look at hosting more non-guild shows and improving the quality of the shows. The Gallery Committee will host a Poetry night sometime in November

Matthew Siegal noted that selling should be encouraged and the Gallery to Go doesn't necessarily have to be related to the show.

Upon motion by Bruce, seconded by Louise, it was

VOTED: That the report of the Gallery, Shows and Events Committee be accepted, and Steve Goldstein and Mary McDonald be appointed to the Committee.

All in favor.

Development Committee Report

Alison Lauriat summarized the written report and stated that the Committee's current focus was on the upcoming Annual Appeal and on updating the donor database. The Committee was seeking guidance from the Board on "the story of LexArt" that should be presented.

In discussion, there was general sentiment that it was premature to ask for funding for specific projects and, in any event, most organizations do not do so in an Annual Appeal. Instead, a more generalized appeal for support of the mission should be made. It was suggested emphasizing being part of a community and showing how craft transitions from clay-> pot and wood-> finished piece.

Matthew offered that he can bring a colleague to speak on development matching funds.

Upon motion by Matthew, seconded by Mireille Gart,

VOTED: that the Development Committee's report be accepted and that Bill Wright, Jasmine Lipman, and Ginny Chomitz be appointed as additional members of the Committee.

All in favor.

Nominating and Governance Committee Report

Katina Leodas summarized the written report. An important upcoming priority will be reviewing the staggered board process. Five board members end their term in 2020. We want to get more people to help. One possibility is to appoint associate members.

Upon motion of Rachel Rosenblum, second by Jenny Pyle, it was

VOTED: To approve the report of the Nominating and Governance Committee.

All in favor.

Membership, Marketing and Outreach Committee Report

Louise Hara summarized the written report. The Committee had not yet met, so the report listed the activities that various members have been carrying out since June. The Committee expects to meet September 18.

Executive Committee Report

Wayne Davis briefly reviewed the written report. He noted that the Committee had no recommendations to the Board, and that the General Authorization (to be taken at the end of the meeting) ratifying officers' actions will suffice.

Approval of Minutes

The minutes from the May 14 and June 18, 2019 meetings were reviewed. No changes were noted to the May 14 minutes. Several corrections were suggested to the June 18 minutes. Upon motion of Rachel Rosenblum, seconded by Katina Leodas, it was

VOTED: That the Board of Directors hereby approve as submitted the minutes of the Board of Directors Meeting of Members held May 14, 2019.

VOTED: That the Board of Directors hereby approve as amended the minutes of the Board of Directors Meeting of Members held June 18, 2019.

All in favor.

Katina Leodas moved to adjourn the meeting at 4 pm. Rachel Rosenblum seconded the motion. All in favor.

Respectfully submitted,
Terumi Irizawa, Clerk of the Corporation

EXHIBIT A

Lexington Arts and Crafts Society, Inc.

Cash Management Investment Policy Statement

Adopted September 10, 2019

1. **Purpose.** The purpose of the Society's Cash Investment Policy is to establish guidelines and procedures for the management of its non-operating cash.
2. **Definitions**
 - a. **Long-term Funds** consists of any funds beyond those anticipated to be required within twenty-four (24) months to meet Society operating expenses.
 - b. **Non-operating Cash** consists of funds that are not expected to be used for operating expenses in the next six (6) months, but which may be required in the next six (6) to twenty-four (24) months.
 - c. **Operating Cash** consists of funds expected to be used in the next six (6) months.
3. **Cash balance targets.** In general, the Society's funds should be managed such that:
 - a. Operating Cash sufficient to cover a minimum of the next 30/60 days of expenses and a maximum of the next six (6) months of expenses should be maintained in the Society's primary, non-interest-bearing checking account.
 - b. Non-Operating Cash must be invested in interest-bearing accounts consistent with this policy.
 - c. Long-term Funds must be invested according to the Society's overall Investment Policy Statement.
4. **Investment Objectives.** The objectives of the investment portfolio are to:
 - a. Preserve capital and protect principal
 - b. Maintain sufficient liquidity
 - c. Increase yield of the funds
 - d. Diversify assets of the Society
5. **Risk Tolerance.** Operating Cash and Non-operating Cash should be limited to US dollars and managed in securities and investment vehicles that offer a reasonable rate of return with zero or very limited volatility. All securities and investment vehicles should be guaranteed by the issuer and offer liquidity without suffering a loss of principal, if held to maturity.
6. **Permissible Investments**
 - a. Cash sweep accounts
 - b. Certificates of deposit
 - c. Money Market Funds
 - i) Government funds

- ii) Prime and Municipal funds
- iii) Ultra-short bond funds

7. Roles and Responsibilities

- a. The Board must approve, monitor and update the Cash Investment Policy Statement.
- b. By adoption of this Policy Statement, the Board delegates authority to the Finance Committee to determine the appropriate level of Non-operating Cash to be invested, the investment vehicles and the monitoring of the portfolio.
- c. By adoption of this Policy Statement, the Treasurer is authorized to execute the investments and is directed to gather all relevant information on the portfolio and produce regular reports to the Finance Committee.

Exhibit B

Lexington Arts and Crafts Society, Inc.

Form 990 Review Policy

Adopted September 10, 2019

- 1. Purpose.** The purpose of this policy is to create a process for preparation and review of the Form 990 and its distribution to all board members of Lexington Arts and Crafts Society, Inc. (“LexArt”) whether before or after filing with the Internal Revenue Service. This process will provide the board members the opportunity to review the Form 990 while also ensuring that annual filing deadlines may be met.
- 2. Procedure for Preparation and Review of Form 990.** LexArt’s Treasurer is responsible for the timely preparation of the Form 990. The Treasurer may confer with accountants and legal counsel with respect to drafts of the Form 990.

Copies of the completed Form 990 (including required schedules) will also be reviewed by the Investments, Finance and Audit Committee. Any questions or concerns will be noted and addressed, and the Treasurer will ensure that any appropriate changes are incorporated into the Form 990.

- 3. Distribution of Form 990 to All Members of Governing Body.** After all input has been appropriately addressed, the final version of the Form 990 (with required schedules) will be distributed to every voting member of LexArt’s board of directors prior to filing with the IRS. The final form may be distributed either in paper or electronic form in any manner deemed appropriate by the Organization’s President.
- 4. Filing of Form 990.** After the final version of the Form 990 has been distributed pursuant to paragraph 3 above, the final Form 990 will then be signed by the President or other authorized officer of LexArt and the Treasurer will cause the Form 990 to be filed as required.

Appendix



Board of Directors Meeting

September 10, 2019

Committee Reports

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Education Committee Report

September 3, 2019

Chair - Terumi Irizawa

Members - Katina Leodas, Peter Bain, Ginny Chomitz, Deena Dubin, Marsha Firestone, Cathe Palo, Son-Mey Chiu, Lainie Dearden, Anne Pardo, Aimee Ratchelous, Jasmine Lipman, Peter Flister, Mireille Gart, Susan MacFarlane.

The Committee met August 22, 2019. The Committee plans to meet on a monthly basis going forward. The Committee recommends to the Board that the Committee's work be guided by the following:

Mission. The Education Committee oversees, develops, and coordinates LexArt educational programs, across all guilds and all art/craft disciplines.

Specific responsibilities include:

- Assess art/craft educational needs and appetites of the LexArt membership and, more broadly, the general public through surveys, studies and research.
- Identify and/or develop resources (instructors) and modes of delivery (multi-week courses, one-time classes, workshops, etc.) to address those needs.
- Assess current LexArt educational offerings, and partnerships and monitor the ongoing effectiveness of all educational activities.
- Review existing policies that relate to LexArt's educational programs to ensure that they advance growth and success and, where necessary, propose modifications.
- Suggest standards and otherwise assist and encourage guilds in creating pathways for non-member class attendees to become guild members, or to increase revenue.
- Recommend to the board what dollar amount we should target for class revenue; setting financial goals and taking those to the board
- Advocate for more diverse programming, social justice themes, bring more people into the guild – research on how to approach under-served populations
- Assess potential for increasing utilization of summer program, *e.g.*, by bringing in outside instructors for master classes in the summer for a week or two (will require housing, meals and travel).

Desired Outcomes. The desired outcomes of this committee are:

- A robust, diverse and well-subscribed program of classes, courses, workshops and other education events that meet the needs of LexArt members and the general public;
- LexArt is a respected center of arts and crafts education;
- LexArt's membership grows significantly as a result of converting students to members
- Meet its revenue goals for education

Goals for FY 2019-2020 (timelines to be set at September committee meeting)

- Do an overview of LexArt's current education program. Classes by Guild/Number of classes/Number of students per class/Revenue per class/Effects of seasonality/External or internal facing
- Share best practices from each guild
- Develop ongoing metrics – comparing revenue YTD vs revenue goals (for example)
- Determine with Guilds – about opportunities to work with underserved populations
- Look at potential class offerings from ethnic populations (e.g. ceramics, needlearts)
- Joint programming with other organizations like Munroe, Cary Library etc
- Pricing analysis – are we charging too much or not enough?

Membership: In addition to the Committee members previously appointed at the June meeting (Irizawa, Bain), the Committee recommends that the Board also appoint the following:

Katina Leodas, Ginny Chomitz, Deena Dubin, Marsha Firestone, Cathe Palo, Son-Mey Chiu, Lainie Dearden, Anne Pardo, Aimee Ratchelous, Jasmine Lipman, Peter Flister

Investments, Finance and Audit Committee Report

Sept 6, 2019

Members: Peter Bain, Todd Carey, Nancy Cornelius, Terumi Irizawa, Wayne Davis

Responsibilities. The Investments, Finance and Audit Committee is led by the board Treasurer and oversees the creation of the budget. It keeps track of LexArt's assets and liabilities, monitors and reports on the financial status and activities of LexArt at each Board meeting, ensures that LexArt's financial policies and practices are followed, prepares the annual financial report and audits the work of any contractor or employee involved with the organization's finances, and oversees investments and tax strategies.

Outcomes. The expected outcomes of this Committee are that the Board is kept well-informed about the financial status of the organization at all times, and empowered to maintain its financial health and well-being, while promoting its responsible growth.

Membership. Committee members should have experience and expertise with either non- or for-profit organizational financial management and with the Internal Revenue Service rules that apply to LexArt's nonprofit status.

Meetings. The Committee met on June 11, July 25, and September 5, 2019. The following projects and activities were completed or initiated;

- Reviewed cash accounts and developed a cash management policy (proposed for Board approval)
- Planned for compliance with Massachusetts Paid Family Leave Act
- Reviewed and confirmed the classification of custodians as independent contractors
- Developed a policy and procedure for Board member review of Form 990 (proposed for Board approval)
- Reviewed Board of Conflict of Interest situations
- Met with Juna Financial Solutions to review bookkeeping transition
- Initiate cost accounting project with Juna Financial Solutions to revise Chart of Accounts in order to improve our ability to generate meaningful reports and better understand costs and revenues on an activity/event basis
- Met with tax auditor Nardella & Taylor to review year end schedule and documentation needs
- Determined to draft and adopt a policy on managing bids for contracting projects
- Determined to create a budget template for events

Decisions Taken

1. **Conflicts of Interest Reviews.** Based on submission of forms from Board Members, two situations with possible appearance of conflict were identified and reviewed.
 - a. Board Members Wayne Davis and Louise Hara have a personal relationship with David Friedman, who has been doing graphic design work for LexArt for the past 18 months. Davis and Hara have no financial relationship with Friedman. Friedman is a well-respected professional of many years' experience and is charging LexArt a fraction of his normal rate. The Committee determined that it was unlikely that the Society could obtain with reasonable efforts a more advantageous transaction or arrangement from another person or entity.
 - b. Board Member and Treasurer Peter Bain has been an Instructor at LexArt, starting from before his appointment to those positions. Terumi Irizawa, Director Operations and Programs stated that she calculates and approves all payments to instructors, using a set formula. She noted that an additional safeguard is that all payments are processed by our third-party bookkeeper, Juna Financial. The Committee determined that Peter's service as both an instructor and Treasurer did not pose a significant problem and that the existing controls should be sufficient. The Committee will also review all instructor payments to Peter annually.
2. **Cash Management Policy.** Historically, the Society has kept its assets largely in cash, money-market accounts, and certificates of deposit. The Committee believes it would be prudent to have a policy that directs the types of instruments to be used for cash management and to establish a set of procedures for determining appropriate levels of cash balances to be held. The Committee therefore recommends that the Board adopt the Policy included as **Exhibit A** in the Proposed Resolutions.
3. **Form 990 Review.** Form 990 is the tax return that LexArt must file annually with the Internal Revenue Service. The Committee believes it would be prudent to establish clear procedures for review of the Form 990 return before filing and to ensure that all members of the Board can review the Form. The Committee therefore recommends that the Board adopt the Policy included as **Exhibit B** in the Proposed Resolutions.

Building Committee Report

September 6, 2019

Committee Members: Louise Hara (Chair), Peter Kelly, Nancy Cornelius, Lee Johnson, Bruce Newman, Chin Lin

The Committee met on July 2 and September 5, 2019.

The Committee meetings covered both immediate, shorter-term needs and discussion of longer-term planning.

A. Short-Term Issues and Projects

1. **Lift Replacement.** After consideration of options on the placement and planning requirement of the lift, the committee voted unanimously to suspend immediate planning and installation of the lift and opt instead to repair the existing lift to try to extend the life of the lift for two more years so that further planning for the building could proceed. The replacement is a minimum of \$60K and might prove irrelevant if not included in a larger comprehensive plan. The projected cost of temporary repair is expected to be under \$6K. These repairs are scheduled for September.
2. **Electrical Main Relocation.** The Committee reviewed and voted to recommend acceptance of the bid from Caron Electric for \$25K to perform the work. The work was subsequently authorized by the Executive Committee. The work was overseen by Lee Johnson and Louise Hara, and satisfactorily completed during the month of July. The main electric line from the back to the front of the building now runs through the building itself, instead of to a sub-panel underneath the parking lot, which was subject to sub-surface water penetration issues. The next step in this project is to fix the paving above where the sub-panel had been, to prevent pooling of water on the surface.
3. **Interior Electrical Work.** The Committee determined that a portion (approximately \$10K) of the funds no longer being used this year for the lift replacement should be used to begin addressing some of the high priority interior electrical needs. The Committee is working with Caron Electric and Beth Finlayson Electrical on proposals.
4. **Landscape and Signage Project.** This project had been initiated in 2017 with the objective of a significant redesign to the front of the building to make it much more welcoming to the public. Specific funds had been raised in the 2017 Annual Appeal and spending authorized in the FY 19-20 Budget.

The Committee approved proceeding with work from three contractors: Emo's Landscape (landscaping, \$10K); Beth Finlayson Electrical (electrical, \$3,700), and GraphicCuts (signage, \$5,636.70). Lighting bought separately (\$2171.64)

Most of the landscaping work was completed in August, though additional landscaping and art installation help from member volunteers will be needed. Due to scheduling issues, the electrical work was handled by Caron Electric (\$3,900). The signage should be complete by September 14. Due to sequencing requirements, Emo was asked to do trenching work for the sign installation and other electrical work, beyond the original scope of work. This was

substantially offset by reduction in scope at other parts of the project budget, resulting in net increase less than \$200 over the projected total cost of the project.

5. **Solar Proposal.** The Committee had received a proposal to place solar panels on the roof, with a projected cost savings to the Society of \$100K over 20 years. The Building Committee requests that the Investment, Finance and Audit Committee advise whether that savings is substantial enough to offset the risk of tying our hands in making larger substantial improvements to the building of a different nature.

B. Longer Term Planning

The Committee has begun work and proposes to accomplish the following this fiscal year:

6. **Needs analysis.** Programming, short term and long term for the guilds and building upkeep.
7. **Develop a maintenance budget.** Propose specific budget for FY 20-21.
8. **Capital Fund for Building Replacements and Upgrades.** The Committee recommends that specific funds be set aside each year to address capital replacement needs (such as roof replacement). Such a fund would be separate from a capital campaign for any major renovation or building replacement.

Gallery, Shows, and Events Committee Report

September 6, 2019

The Committee membership is currently Bruce Neumann (Chair), Wilda Ward, Steve Goldstein, Mireille Gart, Susan St. Maurice, Tom Whelan, Matthew Siegel, Molly Nye, Mary McDonald, and Rachel Rosenblum

We have met three times, on June 26, July 23, and September 3.

We approved the Mission statement as previously drafted and circulated. In essence, we consider it our charge to rethink the ways we use the gallery, to foster high quality shows that make visitors want to come back, to offer more variety and interesting shows which will bring in new audiences, and hopefully to increase income through gallery sales.

We have talked about a variety of events that might happen in conjunction with gallery shows, or occasionally between shows. Thoughts include poetry readings, concerts, PechaKucha events (ask me what this is!) or a “Salon” event where LexArt artists would not just show their work but speak to others about the process. Our goal is to make LexArt seem like a livelier place, where people know that things happen, and are likelier to check our calendar to see what’s up.

We have talked about making a gradual shift from one-or-two Guild shows to a mix that would include;

- Invitational shows (please come to “Respecting the Grain” in September)
- Juried shows where submissions are accepted from beyond LexArt (Think “State of Clay” but for different disciplines)
- Member shows – all work would be by members but work from all disciplines would be displayed.

We have talked about the presentation and setup of shows. This includes having a theme or concept that unites (many of) the items in the show, and how the items are arranged and labeled. This takes a good eye and time, but in a good show the “The sum is greater than the whole,” meaning that in addition to the individual art on display, there is art to the overall experience.

We are working against an expectation of having a plan for the 2020-2021 season for Board review in January.

Finally, we would like to recommend that that Board approve sending the following out the larger Society, to encourage more sales during Gallery shows:

The Gallery, Sales, and Events Committee encourages everyone planning gallery shows to, as much as possible, offer items for sale. Let’s think of ourselves more as a gallery than a museum! We also encourage every show to have a “Gallery-to-go” area.

Development Committee Report

September 5, 2019

Members: Molly Nye (co-chair), Alison Lauriat (co-chair), Katina Leodas, Jenny Pyle, Bill Wright, Jasmine Lipman, Todd Carey, Rachel Rosenblum, Lee Webster, and Ginny Chomitz

The Committee met on September 4, 2019 with Nye, Lauriat, Leodas, Pyle, Wright and Lipman in attendance.

The Committee discussed several items that begin to map out our plan for fund-raising in 2019-20.

First, we will be interested in seeing the current list of priorities established by the Board for current uses of fund-raising resources. Katina provided a “quick and dirty” list of the many items that we might be fund-raising for but suggested that we should move ahead with our plans and that no matter what is on the list, the Development committee will be responsible for developing the committee materials and for the fund-raising that we are expecting to do.

Second, we discussed who are our prospects. Alison passed out 2018-19 yearbooks to those present and suggested that we all begin thinking about possible prospects and appropriate ways of engaging both those who have given in the past and those we hope to engage in the coming year. We are interested in both identifying and cultivating those in our organization and in the community-at-large and beginning to collect information that would be helpful in the future (e.g., names, addresses, past giving histories, connections to LexArt, possible contact people, etc.). At that point, we discussed the importance of honoring the privacy of those we are contacting and the importance of confidentiality of information we may be sharing in the committee.

And third, we talked about the materials we would want to use for our solicitations. Bill suggested that it would be essential for us to come up with “the story of LexArt” as we want to tell it in this year’s appeal. Katina volunteered to take a first crack at this. We want to move our work along as efficiently as possible and hope to have our Annual Appeal letter out early in November.

Jenny suggest that we think about a visual representation of our positive change and growth this past year. As an example, she suggested the image of, first, a lump of clay that, second, gets formed into a pot and, third, ends up as a finished glazed and fired piece of pottery. We all felt that this representation would be a strong way to present to our potential donors that ways we’ve changed and the ways we’re hoping to grow.

We then discussed ways that we might be able to develop additional fund-raising materials for Committee use. These would include photographs for the annual appeal letter and possibly a video that we could be link to the annual appeal. Katina is investigating possibilities for both the still and video resources for use for the upcoming appeal.

In our story materials, we hope to present diversity of age, color, gender, geography of our members and hope to showcase some of the extraordinary works that are being produced in the building.

Although the mission statement of the Development Committee was attached to the agenda, we did not have time to discuss it at this first meeting. We all felt that there was an urgent need to get started with the work at hand. We plan to follow up with the statement at the next meeting.

At the September Board meeting, the Development Committee:

1. Requests guidance on priority uses for funds that might be raised over the coming year.
2. Requests that Bill Wright, Jasmine Lipman, and Ginny Chomitz be appointed as additional members of the Committee. Each has previous experience with non-profit development work and are willing to contribute their efforts.

Nominating and Governance Committee Report

September 1, 2019

Members: Katina Leodas, Wayne Davis

The Committee met on August 30, 2019 to review its Mission Statement and goals.

The Committee recommends to the Board that the Committee's work be guided by the following:

Mission. The Nominating and Governance Committee oversees the identification, recruitment, orientation, training, and retention of board and committee members, from both inside and outside the organization. It looks for opportunities to strengthen and grow the effectiveness, capacity and composition of the board, as well as LexArt's standing committees. It does this by identifying priorities for board composition; meeting with prospective board members and recommending candidates to the board; recommending slates of officers to the board; conducting orientation sessions for new board members and organizing training sessions for the entire board; suggesting individuals for committee membership; and leading the Board through an annual evaluation of its effectiveness and of the bylaws. It also assesses the entire governance structure and functioning of the Society and assists the guilds in improving their governance.

Outcomes. The primary goal for this Committee is to ensure a progressive, well-functioning Board. Supporting goals include the effective and timely populating of the Board and all committees with appropriate individuals. These are people who possess relevant expertise and a solid commitment to the mission and vision of LexArt, and who are well oriented and trained to perform the necessary work of the Board and committees, as well as periodic evaluations and recommendations for improvement of board practices and procedures and of Society bylaws.

Members. Ideally, members of this committee have experience and expertise in recruitment (including the ability to conduct online and offline candidate research), but that is not required. What *is* required is that they are knowledgeable about corporate (non-profit or for-profit) governance and that they possess strong social networks or the ability to create them. They should have high expectations about LexArt's ability to attract outstanding leaders.

The Bylaws (Article IV, Sec. 2), establish the Committee as a "Primary Committee" meaning that it is to be composed solely of existing members of the Board. While this may be appropriate for some purposes, it is somewhat limiting for the actual work of identifying and recruiting prospective board and committee members. The Committee therefore proposes to add Associate Members who could assist with the Committee's work. We plan to identify 2-4 people who meet these criteria and recruit them before the November board meeting. Longer-term, the Committee will consider whether to recommend a bylaw change to change the Committee to a "Standing Committee" that can include non-Board members.

FY 2019-20 Committee Goals

1. Recruit 2-4 Associate Members for the Committee and recommend their appointment by the Board at the November 2019 meeting.
2. Facilitate board self-evaluation of membership and effectiveness in January 2020.
3. Assist Standing Committees in identification and recruitment of additional members.

4. Recruit continuation/replacements for the first group of current board members whose terms will end in 2020. (Gart, Hara, Neumann, Pyle, Rosenblum). In the process, determine whether there are areas of expertise that we lack on our board or committees, and if they exist, fill gaps.
5. Maintain an opportunistic posture towards recruiting -- always on the lookout for talented and connected people who can help LexArt to grow. Identify, meet, vet and invite prospects throughout the year.
6. By May 2020, ensure that each Guild's bylaws have been reviewed for consistency with Society bylaws and good governance practice, and assist Guilds in updating their bylaws as needed.

Membership, Marketing and Outreach Committee Report

September 6, 2019

Committee Members: Matthew Siegal, Cassandra Goldwater, Lauri Hugentobler, Louise Hara (acting chair), Susan St. Maurice

Meeting planned for September 18, 2019

The committee has yet to meet. The work is currently being done by Terumi Irizawa (publications and contact management) and Louise Hara (website and marketing material development), with events supported by individuals in charge of each specific event.

Committee mission as stated in goals packet from June 2019.

- Develop and propose to the Board a business plan, components of which include:
 - Identification of target audiences with at least rough-cut segmentation (*e.g.*, current members; potential active guild members; potential high-engagement non-guild members; casual non-member engagement) with associated possible value proposition for each;
 - Refinement of the organization's brand;
 - Proposals for membership categories and benefits;
 - Assessment of current and identification and analysis of potential new sales channels (*e.g.*, off-site sales location, pop-up sales, on-line)
 - Reassessment of the purposes, goals, and interests served by Holiday Marketplace, Fall Fair, and Artisan market and consideration of alternative approaches to meetings those purposes, starting in 2020. (Events already in planning for 2019 are *not* in scope.)
- Develop, propose and execute a marketing and communications plan that includes:
 - branding and graphic standards
 - protocols for repeatable processes
 - management and execution of various channels (web, social media, direct mail, print publications, flyers, *etc.*)
- Develop and implement ideas for attracting and on-boarding new members and for retaining existing ones.

WORK SINCE START OF JUNE 2019-20

Outreach success for Artisan Market: Terumi & Cassandra Goldwater

- Funding grant by Community Endowment of Lexington \$4500
- 300+ participated in demo activities
- Outreach to Chinese Community thru translated advertising posted on We Chat by Wei Ding, a member of the board of Community Endowment of Lexington. Result was several hundred Chinese community members visited and participated in activities during the three days of the market.

Instagram & Facebook & Web 2019 Mary Grace Cronin

- Hired Mary Grace Cronin to develop Instagram and Facebook presence. Developed the Instagram account so that posts are now made on a regular basis.
- Consulted with Andrea Gabrielle and Carl Tortolla of Neptune Web on how to optimize outreach with our website.

- SEO recommendations from Andrea and Carl have been by Lauri Hugentober for our website. Website now more recognizable in searches.
- Posting new events on Website as information comes in. Need to get information 4 months or more in advance to get into print venues.

Invitational Woodworking show: Sept 14 -29 Katina Leodas

- Funding for reception with Chamber of Commerce event at LexArt – TD Bank \$150
- Funding for Opening reception for Show - Brookline Bank \$600
- Advertising in targeted locations for woodworking and furniture

Fall Fair October 4-5-6 Louise Hara, Amy MacLeod, Theresa Carmichael

- Lawn signs in addition to Signboard in center, banners
- Posting with Minute Man and Colonial Times
- Evite to members to send out to friends and families - What should be the main message to the mailing list? Beautiful, interesting, one of a kind gifts? Who is our target audience for the sales?
- Use Wei Ding to translate and send to Chinese community
- Notice in website postings
- Post Cards sent on 9/9/19
- Need evaluation of mailing targets.

Korean Cultural Council of Boston Date: Oct. 12 – 25 Wayne Davis

- Banner in design
- Reception with Gugak Jazz is planned.
- Most advertising and outreach is done by the Korean Cultural Council of Boston.

HMP : Plan to be developed

Regional High School Art Show: in planning. Chin Lin, Lainie Reardon, Helen Fitts, Louise Hara

Guild Shows : Need reps and name of show by the end of September and the first shows thru march artwork by the end of October and the remainder by the end of November.

Instructor Student Show: Need people to run the show and a get together for instructors to build community within instructors.

Development of volunteers to carry our various arms of this group is in development. This will include Photography, Social Media, Website , Internet postings, mailings, outreach volunteers for town events, Education targeted advertising and outreach, External and Internal show coordination with the Gallery committee. This work cannot be done without an army of people who can take on specific jobs or events.

Marketing Materials have been developed by David Freedman (Graphic Designer) working with Louise Hara.

Executive Committee Report

September 6, 2019

Members: Wayne Davis (Chair) , Katina Leodas, Peter Bain, Louise Hara, Terumi Irizawa

Meetings. Since the last report to the Board on April 24, 2019, the Committee met on April 25; May 2; May 23; June 13; July 2; July 23; and August 16. One vote was taken via email on July 3, 2019.

Agendas. Apart from routine operating issues, the meetings considered the following agenda items

- Planning for major upcoming events: Artisan Market, Fall Fair, Holiday Marketplace
- Monitoring transition of bookkeeping from internal to Juna Financial.
- Review of Artisan Market
- Ongoing building projects
- Upcoming curated show – “Respecting the Grain”
- Organization for board of directors’ meetings in June and September
- Committees -volunteer recruitment
- Guild elections and Council of Guild Chairs – monitoring progress

Major Decisions. Key decisions taken at the meetings:

1. **Expenditures of funds** (all within approved budget)
 - a. Authorized \$25K for electrical work to reroute main electrical circuit through building instead of outside, under parking lot.
 - b. Authorized \$10K for landscape work
 - c. Authorized \$15K for signage project
2. **Approved Fall Fair inventory policy.** The purpose of adopting a new policy was to improve the quality of the items that are submitted for sale at the Fall Fair and thereby boost sales and net proceeds to the Society
 - a. All guild members are required to meet a dollar commitment. The minimum commitment is \$75. Minimum amounts vary by Guild
 - b. Members may submit an unlimited number of items if designated that 100% of the proceeds will go to the Society
 - c. Alternatively, members may designate a “Desired Contribution Amount” at your guild Minimum (\$75 or \$100) or higher, such as \$200. Any sales in excess of the Desired Contribution Amount are treated as “70/30 items” (70% to artist; 30% to guild).
3. September invite to Chamber of Commerce for their meeting – Sept 25th, 7 – 9 am
4. Engage Mary Grace Cronin – 10 hours per week to update social media for LexArt
5. Set approval policy for expenses: Terumi will approve all invoices in Bill.com, Peter Bain will also approve any invoices > \$200 and Wayne will approve any invoices > \$10,000.

Recommendations to Board. The Committee can address questions and provide further detail on any of the above. Apart from that, the General Authorization ratifying officers’ actions will suffice.