



Lexington Arts and Crafts Society, Inc.
Board Meeting
February 12, 2020
(approved March 10, 2020)

Board Members Present

Todd Carey
Susan St. Maurice
Peter Bain
Wayne Davis

Matthew Siegal
Katina Leodas
Bruce Neumann

Louise Hara
Rachel Rosenblum
Nancy Cornelius

Board Members Absent

Jenny Pyle
Mireille Gart

Peter Kelley

Lauri Hugentobler

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.

President of the Board Wayne Davis called the meeting to order at 2:05 pm. He explained that the Special Meeting had been called to discuss professional staff leadership at LexArt, following Terumi Irizawa's planned departure in early April. The key questions are where we want to go longer term and how do we get there while ensuring continuity of the program. He asked Matthew Siegel to share the work of an *ad hoc* meeting of several board members to consider those questions and asked Katina Leodas to lead the ensuing discussion.

Matthew distributed a copy of "Notes for Discussion" ([attached](#)) and summarized the document.

- With Terumi leaving, Wayne has offered to step in an interim role
- Within 9 months – LexArt is aspiring to hire executive director
- Likely budget for an Executive Director (likely ~\$85K salary, not counting benefits or overhead)
- We will need to generate at least \$30K more going forward to pay for the Executive Director position (over what we have been paying Terumi, which has been both part-time and below-market)
- Longer term we will likely need two professionals *i.e.*, Executive Director plus someone who is more a Business Manager type
 - Division of responsibilities should be very clear between Exec Director and Business Manager
 - Query which should be hired first
 - Second professional not in current operating budget at all
- If Wayne takes over as Interim Executive Director, he cannot continue as Board President – it's too much burden.

Board members commented as follows.

Rachel Rosenblum

- Noted that in some non-profits, the executive director is the same person as the chair of board
- The roles are divided – dependent on the skills
- Favors a business manager as first hire

Susan St. Maurice

- Are we jumping into search for an Executive Director now just because Terumi is leaving, or are we ready for it anyway?
- How will it fit into current structure?
- She is worried that we might miss something if we go quickly

Bruce Neumann

- We are trying to wear big boy pants – but they don't quite fit yet
- The tide is shifting; Joe Nye's gift – made a big statement
- The hiring (of an Executive Director) is sooner than he would have liked
- Bruce is struggling with the issue of which position should be filled first
- Interim Exec Director should not hire the business manager

Peter Bain

- Feels that we need the business manager in place first to address the operational requirements of the organization
- The Executive Director is outward facing and the Business Manager is inward facing

Nancy Cornelius

- There are too many tasks for Wayne to be able to do the Business Manager's position
- Feels that we need the Business Manager – as the first hire

Todd Carey

- Need an Executive Director first
- Bryant University took over a year to find a new president of the University

Katina Leodas

- We need to stay focused on the improvements already made and go from here

Matthew Siegal

- It is difficult to fundraise for base operational support
- Everyone has to be ready to support the decisions that are made today
- It will be difficult for the board to oversee everything that needs to be done. Concern that without an Executive Director may need to defer important programmatic steps, especially serving other communities and being outward focused.
- Shouldn't bring in a business manager to just keep the business going and will not substantially increase the revenue
- Dues structure
- Re-apportioning the space
- Should we have that better defined for the future staffing

Susan McFarlane

- Chicken and egg situation (Executive Director first or Business Manager first).

Katina then asked if any of the observers in the room had comments.

Molly Nye

- Need to have an Exec Director in place when applying for grants

Katina Leodas

- Contract for an Executive Director should specify objectives and metrics for measuring success

Matthew

- Agrees that we should start a search – could easily take 6 months to find the right person.

Rachel Rosenblum moved, seconded by Katina Leodas, that it be:

VOTED: That LexArt immediately commence a search for a full-time Executive Director.

Motion passed 10-0.

Bruce

- Wonders how we are going to pay for the Executive Director

Wayne outlined next steps that should be taken to launch the search

- Need to form a search committee and designate members
- Search committee should then:
 - Create a job description,
 - Outreach to members (desired characteristics of ED)
 - Begin investigating salary ranges
 - Report back at next Board Meeting (March 10)

Katina

- Member outreach important, but more productive question to ask is along lines of define what it would look like 3 years from now at LexArt
- Leave that to the search committee to refine specific survey
- Additional things search committee would do:
 - Outreach to existing ED's
 - Advertising
 - Screening resumes
 - First set of interviews
 - Checking references – on and off page (network)

Wayne said he would be willing to serve on the Search Committee and asked if others in the room were interested. Katina Leodas and Cassandra Goldwater expressed interest. A suggestion was made to solicit the membership for participation on the search committee

Wayne Davis moved, seconded by Matthew Siegal, that it be:

VOTED: That an *ad hoc* Executive Director Search Committee be created for the purpose of leading a search process for an Executive Director and making recommendations to the Board of Directors related thereto;

That Katina Leodas be appointed as chair of the committee, with Cassandra Goldwater and Wayne Davis appointed as Members;

That the Executive Committee is authorized to appoint additional members; and

That the Committee be directed to report back to the Board at its next meeting.

Motion passed 10-0.

Matthew noted that a three-year contract is the norm for this type of position. Wayne said that we might be able to hire someone only with a one-year renewable contract. Matthew said this could be a limiting factor in someone's acceptance/non-acceptance of the position.

Wayne stated that we should invest now in this position, and thus, drive more revenue in the future.

Katina stated that we must now take up the questions of what to do while the search is ongoing. She summarized the choices:

1. Hire business manager now
2. Interim executive director
 - a. Wayne ED – no additional help
 - b. Look into possibility of hiring a contractor – business manager

Wayne said that he would answer any further questions the board might have, after which he and Louise would leave the room so the board could deliberate further.

Todd Carey asked how Wayne will divide his time?

Wayne said that in general he would continue to try to drive the strategic questions around expanding the community role, increasing membership and donations, etc., while also ensuring continuity of operations, especially around classes and events. He said that he would spend the month of March shadowing Terumi and would have a much better sense of how he will divide his time thereafter. He identified one area of concern as streamlining financial transaction processing, which occupied more of Terumi's time than any of us wanted

Nancy Cornelius volunteered to work with Terumi and Peter Bain on the financial transactions.

Wayne Davis and Louise Hara then left the room.

Rachel Rosenblum moved, seconded by Matthew Siegal, that it be:

VOTED: That Wayne Davis be appointed Interim Executive Director, at a salary of \$7,000 per month, effective April 1, 2020, until such time as a full-time Executive Director is appointed; and

That the Interim Director is authorized to hire a Business Manager and to develop a business plan.

Motion passed 8-0 (Wayne Davis and Louise Hara not present for voting or discussion.)

Following the vote, the Board discussed how to handle Board business while Wayne served as Interim Executive Director. Katina suggested that, as Vice President, she would take responsibility for chairing meetings and developing the agenda, but that her other responsibilities would present her from

preparing board meeting materials. It was generally agreed that it was appropriate for Wayne to work with Katina to do so.

On motion by Matthew Siegal, seconded by Peter Bain, it was voted to end the meeting at 4:10 pm.

Respectfully Submitted,

Terumi Irizawa

Clerk

Notes for Discussion

LexArt Board Special Meeting February 12, 2020

To borrow from Paul Gauguin:

- Where do we come from
- Who are we
- Where are we going

Since October 2018, LexArt has employed its first professional manager, Terumi Irizawa, in the position of Director of Education and Operations. The 30-hour/week position has been responsible for developing and administering the education program, as well as member management, maintenance of database, day to day and mid-term financial transactions, operations coordination, and managing one part-time office assistant.

The Society has aspired to adding a paid full-time Executive Directors (ED) position, approximated by the attached draft job description. Terumi's planned departure (April 2) has now forced decision on timeline for moving this forward.

Questions for Discussion

1. Is now the time to move forward on hiring an ED?

Pros

New ED to lead outreach, fundraising, rebranding/development of new identity, signal change, contribute to reorganization. Wayne and others cannot viably continue current workload, time commitment.

Cons

Affordability, general upheaval. Is it fair to assign ED membership and fundraising goals in the midst of current reorganization examining dues structure, space apportionment, gallery use, or does ED play an active role in such, or can we sort through much of that in the six-month timeline it may take to identify and secure an ED.

2. Do we agree on basically a two-person staff with division of responsibilities as outlined, would we like to beef up Terumi's position, possibly have this person report to the Board as well as the ED rather than have BM report to ED, insuring operational checks and balances.

Board has had a lot of good discussion about direction we need to move in to ensure livelihood, but by moving forward at this time, we are committing to take the steps necessary to insure far greater revenue generation and fund-raising now/immediately.

Interim

Wayne has offered to accept Terumi's responsibilities effective April 1, while also beginning to act officially in the capacity of an ED, under the title interim ED, effective March 1 (one month overlap to learn Terumi's job responsibilities), drawing a monthly salary of \$7,000, until such time that we identify and hire a permanent ED, or we choose to end the above setup.

Questions

3. Agreement with above proposal?

4. Should we endeavor to hire Business Manager position ASAP?

Pros

If there are any delays, hang-ups, set-backs with ED search and hiring, Wayne is stuck until such time that a BM replacement can be secured. Less long-term upheaval/turnover, with hopefully at least one permanent staff put in place ASAP.

Cons

Waiting would allow time to determine best job description-division of responsibilities for two positions. We could concentrate on hiring ED and possibly allow ED to hire BM position.

Necessary steps to be taken

- A. Agree on interim plan, including agreement on direction to hire ED at this time.
 - 1.
- B. Constitute Board ED Search Committee – agree to assignment of actions and timelines.

