



Lexington Arts and Crafts Society, Inc.
Board Meeting
January 28, 2020
(approved March 10, 2020)

Board Members Present:

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

Board Members Absent:

Lee Webster	Peter Kelley
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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 Treasurer's Report, and Committee Reports as submitted are attached to these Minutes. The minutes reflect discussion/actions that were noted during the presentation of each of the committee reports.

President Wayne Davis called the meeting to order and reviewed the agenda at 1:00 pm.

Wayne presented the President's Report, which outlined major accomplishments that LexArt had completed in 2019.

1. APPROVAL OF MINUTES

Upon motion of Katina Leodas, seconded by Louise Hara, it was

VOTED: That the Board of Directors hereby approve as submitted the minutes of the Board of Directors Meeting held November 5, 2019, attached hereto as Exhibit A.

Passed, 13-0.

Upon motion of Rachel Rosenblum, second by Katina Leodas seconded the motion, it was

VOTED: That the Board of Directors hereby approve as submitted the minutes of the Board of Directors Meeting held December 2, 2019, attached hereto as Exhibit B.

Passed, 13-0.

2. RESIGNATION OF LEE WEBSTER FROM BOARD OF DIRECTORS

Wayne explained that board member Lee Webster had submitted a letter of resignation from the Board, saying that for personal reasons she was unable to continue. Upon motion of Katina Leodas, seconded by Peter Bain, it was

VOTED: That the Board of Directors hereby accepts, with regret, the resignation of Lee Webster from the Board of Directors, effective immediately.

Passed, 13-0.

3. TREASURER'S REPORT

Treasurer Peter Bain reviewed the Profit and Loss and Balance Sheet reports. He explained that, working with the Finance Committee and with the assistance of Joe Brown, he had simplified the reporting. He pointed out the following highlights:

- Professional services, which includes fees for the CPA (tax preparation), Insurance, and Book-keeping, show a large year-over-year increase (roughly \$29,000 vs. \$16,000 for the prior year June-December period), reflecting the shifting of bookkeeping from an internal part-time position to an outside provider. This was anticipated as part of the approved budget.
- The restricted assets total includes receipt of the Nye gift (\$100,000 toward gallery renovation) and a distribution from the Estate of Lee Ferrara (about \$91,000, to support an annual award), plus the Powell scholarship and Rawding scholarship
- A question was raised about what exactly is contained in the Fixed Assets line item. Peter agreed to research the issue.

4. INVESTMENTS, FINANCE AND AUDIT COMMITTEE REPORT

Committee Chair Todd Carey stated that the Ferrara bequest (~\$91K) has been invested in a Vanguard account which is divided between high dividend yield equities and bonds.

Treasurer Bain stated that he and Terumi Irizawa have been working with bookkeeping firm Juna Financial on further improving the Chart of Accounts. They have been discussing the scope of work relative to fixed monthly fee upon which we had previously agreed. We have pointed out that the fall is unusually busy due to Fall Fair and Holiday Marketplace, and that the workload should even out over spring and summer. At this time, Juna is monitoring the situation and we will reconvene later to discuss.

5. DEVELOPMENT COMMITTEE REPORT

Committee Co-Chair Alison Lauriat presented the report, the highlight of which was that the Annual Fund brought in over \$54,000, a new record and a 72% increase over the prior year. All Board members had contributed.

Cassandra Goldwater (Observer, Metalworkers) suggested that the committee should develop a strategy to solicit the members for donations.

Wayne presented a proposal to engage Diane Remin, a major donor development consultant, to help the Society develop and execute a strategy for soliciting gifts from major donors. There was discussion around whether this is the right time to engage a donor development consultant as it may be premature given the renovation project and the need for the Society to gain greater clarity on how it will seek to carry out its mission to serve the broader community. Concerns were also expressed about whether we have enough staff support to execute on whatever strategy Ms. Remin might help us develop.

Wayne summarized the sense of the discussion that the specific proposal may be 9-12 months too early. He noted, however, that there were some immediate needs, potentially to raise additional funds to supplement the Nye Gift (*e.g.* for gallery display fixtures) and to work on one potential major new donor that had already been identified. Jenny Pyle suggested that Wayne see if a much smaller-scale consulting engagement for assistance in those areas could be arranged. Wayne said he would do so and would also review staffing to assess what type of support might be needed if we engage Ms. Remin on the larger project.

There was discussion related to the Development Committee's suggestion that now might be the time to develop Advisory Board. Possible areas where an Advisory Board could help include looking at underserved populations, working on the scholarship program and increasing visibility to the regional high school art show in order to attract the right resources to the board. Definition on the role of the Advisory Board will be required to ensure that the resources on that board are fully leveraged and have a fulfilling experience

6. BUILDING COMMITTEE REPORT

Louise Hara presented the Committee's report and stated that the Gallery Renovation Project had gotten off to a rapid start, as detailed in the written report. Other initiatives the Committee had been working on have been temporarily put on hold.

Wayne reported that he has had additional discussions with Muff Parsons (Phil Parsons' granddaughter) about the renaming of the Parson Gallery following the renovation. He had discussed possible naming opportunities for the Parsons' family, including changing the name of the 1935 Legacy Circle to the Parsons Society or to renaming the existing program of Painters' Guild Demonstrations in the name of the family. Ms. Parsons was amenable to discussing these options among the family members.

Bruce Neumann noted that a current expectation of timeline (for completion of the gallery project) will be helpful in planning the gallery schedule. Although the asbestos report was better than expected, the abatement might increase if areas that were not sampled prove to have significant asbestos content. The architect's report will be available mid-March and the timeline will be clarified after the publishing of the report.

7. EDUCATION COMMITTEE REPORT

Terumi Irizawa summarized the Committee's report. The Committee has split into subcommittees to more efficiently pursue specific topics.

Subcommittee #3 (work with underserved populations, developing classes taught by ethnic experts (e.g. Guatemalan weaving) will meet with the founders of Refugee Artists of Worcester (on Wed Feb 19th) to discuss the organization and to learn from them on how they recruited artists to their organization, among other topics.

8. GOVERNANCE AND NOMINATING COMMITTEE REPORT

Katina Leodas reported that the process has begun to review prospects to replace those members whose term is expiring in June and who have indicated they do not wish to continue.

9. MEMBERSHIP, MARKETING & OUTREACH COMMITTEE REPORT

Louise presented a space utilization and income study (classes, donations, membership dues - for each guild). This will be used in discussions with the guilds on the value of their membership among other topics.

The Committee conducted a survey among Holiday Marketplace customers about how they had found out about the event. 120 responses to the survey were received. This will provide information for the marketing and outreach.

10. GALLERY, SHOWS, AND EVENTS COMMITTEE REPORT

Bruce Neumann presented the Committee report. The Committee has been focusing mainly on developing the calendar for 2020-21. The schedule starts with Art-A-Blooming the weekend of September 27th. If the gallery is not ready (due to the renovation) the show will take place in the Plummer Studio, an arrangement that has already been discussed and confirmed with the Lexington Garden Club.

Discussion of the proposed calendar noted that no shows were proposed for the summer of 2021. The renovation project will include air-conditioning of the gallery, with the specific intent of staying open during the summer and attracting more tourist traffic. Matthew Siegal volunteered to program summer of 2021 (the gap) with non-LexArt shows. Cassandra offered to help out.

The calendar reflects three “guild shows” that haven’t been defined. In June 2021, there is a show entitled, “LexArt group show”. This may be a theme show (similar to a show like the collaborative show, but different in terms of the theme).

EXECUTIVE COMMITTEE REPORT

Wayne briefly reviewed the outcome and decisions that were made at the 3 Executive Committee meetings which were held between the Nov 5 board meeting and this board meeting on Jan 28th.

At 3:30 pm, Wayne stated that the meeting would go into Executive Session for the purpose of discussing a personnel matter.

EXECUTIVE SESSION (BOARD MEMBERS ONLY)

Wayne announced that Terumi has tendered her resignation as Director of Programs and Operations for personal reasons, effective April 2, 2020. Wayne is going to send out a letter to the members and wanted to advise the board before doing that. Wayne thanked Terumi for her contributions, noting considerable progress in strengthening our educational program.

Wayne offered that he is willing to serve as an interim Executive Director (paid position) for a period of 2 months until we figure out what to do with staffing for the future. There was discussion on the period of time that Wayne would serve and other staffing requirements that should be considered. There was not enough time to discuss further. We agreed to meet again (Board members/Observers) on Wednesday Feb 12, 2020 from 3 – 4:30 pm to discuss further.

Upon motion of Rachel Rosenblum, seconded by Katina Leodas, it was voted to adjourn the meeting. Passed, 14-0. The meeting adjourned at 4:10 pm.

Respectfully Submitted,

Terumi Irizawa
Clerk