

MINUTES

ROLL CALL

Trustees

Wills, Kathy, Chair	Present
Beyersdorfer, Jeff, Vice Chair	Proxy
Miller, Mike, Treasurer	Absent
Kapner, Peggy, Secretary	Proxy
Chippindall, Andrew, Past Chair	PRoxy
Anderson, Rhonda	Present
Appell, Felice	Present
Backlund, Ryan	Present
Baughman, Tim	Present
Beverly, Bruce	Present
Biddle, Steve	Present
Colwell, Allison	Present
Diamond, Suzanne	Present
Fedewa, Mary	Absent
Harman, Kristopher	Present
Itzkowitz, David	Present
Lewis, Alison	Absent
Lyon, Stephanie	Present
Millon, JP	Present

Robbins, Dennis	Present
Roskam, Merle	Present
Schenkein, Jackie	Present
Serena, Christian	Present
Strieck, Patrick	Present
Voris, John	Proxy

Guest

De las salas, Gala Committee Chair

Staff

Boganey née Currey-Evans, Kim, Director,
 Scottsdale Public Art
 Buruato, Cassandra, Executive Assistant to the CEO
 Hales, Laura, Curator of Education, SMoCA
 Hicks, Kelly, *Recording Secretary*
 Hill, Darcy, Director of Development
 Messmer, Abbey, Director of Programming, SCPA
 Prins, Jamie, Events Director
 Reeves, Meribeth, Managing Director, SCPA
 Ryan, Val, Assistant Director, SMoCA

OPEN MEETING

1. Call to Order & Announcements

Kathy Wills

- a. Kathy Wills called the meeting to order at 4:03 p.m. Kathy announced that due to technical difficulties during prior meetings with our speaker, microphone, and conference phone set up, the option of joining the meeting telephonically would no longer be available. There have been too many issues in the past with callers and those present not being able to hear one another using the available resources. Proxies are encouraged for meetings at which quorum or majority votes are needed. The recording secretary confirmed Kathy Wills has proxy votes from Jeff Beyersdorfer, Andrew Chippindall, Peggy Kapner, and John Voris for any and all votes taken at this meeting. Kathy noted that the Trustee Handbook is at each place setting for those that have not already received theirs at a committee meeting this month.
- b. Public Comments - Kathy asked for public comments. **There were no public comments.**

CONSENT AGENDA

2. Motion to Approve Consent Agenda Items

Action

- a. June 25, 2019 Board of Trustees meeting minutes
- b. August 15, 2019 Scottsdale Public Art Advisory Board Marked Agenda
- c. September 11, 2019 Scottsdale Public Art Advisory Board Marked Agenda

A motion was made by David Itzkowitz, and seconded by Jackie Schenkein, to approve the consent agenda. Motion passed unanimously.

REGULAR AGENDA

3. Canal Convergence

Kim Boganey

Kim Boganey née Curry-Evans gave a presentation on what to expect at this year's Canal Convergence 10-day event on the Scottsdale Waterfront, November 8 – 17, 2019.

4. Starry Night, An ARTrageous Gala

Oscar De las salas

Oscar gave a presentation on the reimagined Gala, Starry Night, and solicited board members to purchase a table or tickets and share the save the date with friends.

5. Chair's Report

Kathy Wills

Kathy thanked Oscar for his presentation and noted that Gala is about all branches of Scottsdale Arts and will focus on collaborative efforts of all areas. David Itzkowitz asked if SMOCA would be open as this Gala is honoring those who founded SMOCA. Oscar noted that it would be logistically difficult. David suggested tours be offered during the dinner. Meribeth reported that local artists who are participating in Gala will be working with students. Darcy made a call for airline miles and travel gift cards to pair with trips being donation for the auction.

Kathy welcomed Patrick Strieck, new At Large member of the board, to his first meeting.

Kathy reported that responses she has received in regard to a board holiday party indicated that it's a very busy time for everyone and that a social gathering in January or February would be better attended.

Kathy distributed a "Did you know?" one-document in order to share some facts about Scottsdale Arts and promised to provide one at each meeting to give board members snippets of information they can share as advocates. This month's facts included: Scottsdale Arts serves over 800,000 in the metro Phoenix community (attendees at shows, the museum, festivals, through arts education, etc.); We serve 130 schools in metro Phoenix via the Learning and Education division (53% of which are Title I); L&I is partnering with Banner Health and MD Anderson on a study about how arts helps the "chemo brain"; Did you know that during the "slow" months, June, July and August, SMOCA welcomed nearly 14,000 visitors; Did you know that Scottsdale Public Art currently has ten active public art projects underway in Scottsdale, with at least two of them expected to be completed by the end of this year?.

Kathy announced the establishment of the Trustee Lunch & Learn monthly series, and thanked those that have donated in sponsorship of the luncheons: Merle Roskam, Alison Lewis, Patrick Strieck. Kathy is also sponsoring one of the lunches. Kathy noted that board members are welcome to attend any of the advisory committee meetings in order to keep updated on the activities of the committees and their respective operating branches. Kathy reported that the marketing department would be taking over the monthly board updates she has been assembling and distributing since the time of the previous CEO. These updates will now be compiled and sent as a newsletter to trustees directly from Scottsdale Arts. Kathy reported that CEO, Gerd Wuestemann was absent today due to the offer of a free seminar on analytics he is attending in Kansas City. Kathy announced that Scottsdale Arts is one of three finalists in the nonprofit category of the Scottsdale Area Chamber of Commerce's Sterling Awards and invited trustees to purchase a seat at the Scottsdale Arts table for the awards luncheon on November 15th. Kathy announced that there are two remaining seats at the Piper Academy session with Chuck Loring on November 14th. Kathy welcomed trustees to RSVP for the SMOCA opening on October 25th.

Kathy announced the establishment of the Marketing committee and, in the chair's absence, asked Felice Appell to report. Felice reported that the committee reviewed the history of the Scottsdale Arts brand; discussed goals and objectives of the committee, noting the need to align with the strategic plan; and discussed staff objectives at this preliminary and informational meeting.

6. Governance Committee

Dennis Robbins

Dennis reported that a Bylaws revision was included in the board pre-read packet and asked the recording secretary to provide a verbal report of the changes. Kelly notified the board of the following changes that allow the chair of AG2 to serve as an Associate Trustee. Paragraph 1.03. B. Composition of the Board of Trustees has one sentence change to remove "Advocacy and Ad Hoc" Committees with "Other" Committees, in order to simplify the terminology and

distinguish these committees from the “Standing” Committees of the board (Executive, Finance, and Governance) as members of Standing committees must be approved by the full board. Paragraph 1.03.C. 1. Associate Trustees is significantly redrafted to allow the chairs of any “Other” committee (currently Development, HR, Marketing, SMOCA Council, Friends of the Center, Scottsdale Public Art Advisory Board, Scottsdale Arts Learning & Innovation Committee, and AG2 Committee) to serve as an Associate Trustee by removing language specific to operating branch committees and department committees due to the similarities in appointing chairs and the lack of a board vote requirement. Paragraph 1.03.C.2. Associate Trustees paragraph is revised to change operating branch committees to Other Committees. Paragraph 2.01 Officers was revised to reflect a previous change in the organizational terminology of senior management team members from vice presidents to directors. This change should have been made with the previous revision in October 2018 along with the change made to 2.09 Directors. Paragraph 2.06 Chair of the Board is revised to remove the word Standing before Other Committees. Previously there were Standing Committees and Standing Other Committees which was confusing. Paragraph 3.04. A. 1. on the executive committee replaces the wording “each of the operating branch with generic terms for each of these operating branches (education, public art, performing arts, and museum). Generic terms were used in the bylaws for these operating branches to indicate the work done and allow more flexibility to change the actual names of the committees such as the currently used Friends of the Center for the performing arts committee. Paragraph 3.04.A.2. and 3.04. A.3. on governance and finance committees respectively, adds language to name Assistant Treasurers and Assistant Secretaries as Vice Chairs of those committees pursuant to the election of an Assistant Treasurer at the June meeting for the July – June 2019-20 fiscal year. Paragraph 3.04.A.2 also adds the word Standing before committees to clarify the committees included on the annual slate of officers, committee membership, and Associate Trustees. Paragraph 3.04.B. is revised to remove the word Standing before Other Committees. Paragraph 3.04.B 1. on the HR Committee adds language previously included in the paragraphs on the rest of the “other” committees to allow for an Associate Trustee to serve as chair. Paragraph 3.04.B. 4. Removes the words and outreach in reference to the education committee as the department is no longer named Education & Outreach. This is also to utilize a generic term for the committee’s work. Paragraph 3.04.B. 8 Advocacy Committees has new language indicating the requirement that the Chair of any advocacy committee, such as AG2, must be approved by the board and will be an Associate Trustee.

A motion was made by Tim Baughman, and seconded by Rhonda Anderson, to approve the revisions to the Bylaws. Motion passed unanimously.

Pursuant to the Bylaws revision, Dennis requested a motion to approve Peter Boyle, Chair of the AG2 committee, as an Associate Trustee.

A motion was made by Merle Roskam, and seconded by David Itzkowitz, to approve Peter Boyle as an Associate Trustee. Motion passed unanimously.

Dennis reported that the governance committee would like to recommend Aletheia Lawry, General Counsel for Honor Health, as a new At Large member of the board.

A motion was made by Steve Biddle, and seconded by JP Millon, to approve Aletheia Lawry as an At Large Trustee. Motion passed unanimously.

7. Finance Committee

Ryan Backlund, Assistant Treasurer

Ryan reported that cash on hand is a little less than this time last year mostly due to a timing issue, noting the committee is tracking cash flow very carefully; earned revenue is the “bright spot” with good sales momentum; gala and other special events are showing negative as expenses are in however revenue is deferred until the event date(s); contributed revenue is down including grants and board dues; overall there is a slight negative variance to budget. Canal Convergence revenue has been received and expenses are just starting to come in. There is a lot of savings in payroll with open positions and due to new health insurance at a lower rate. Kathy noted that Scott McDaniel resigned after being offered a great opportunity and confirmed he was not seeking other employment. Kathy reported that Mike Miller interviewed controller Victoria Agudel0-Martin who has been deeply involved in the audit for the past two years. Victoria has been named Acting Director of Finance and will be working on metrics and expense control.

8. Development Committee

Christian Serena

Christian solicited the board for membership dues, citing the impact to the budget and encouraging trustees to get others to join. Jackie Schenkein questioned if membership dues were on top of board dues. Christian confirmed that board dues do not cover memberships, just as a gala table or other sponsorships do not fulfill board dues. Kathy noted that this was the primary reason for the establishment of the contribution policy and encouraged members to work with Darcy to personalize giving. JP Millon commented that there was a lack of clarity in the policy and felt that the \$10k board dues should include benefits and that this was not the policy when he joined the board. Felice agreed, stating the rules have changed and sponsorship used to afford her all the benefits being touted as membership benefits. Members requested they be grandfathered under the old system. Merle noted that trustees' time is worth something. Kathy promised to revisit the new policy, approved last year, and will get back to the board with next steps after discussing with Gerd. Steve suggested a benefit list for board members. Christian promised the intention was for board members to have access to all premier member events and encouraged trustees to solicit their friends for memberships. Kathy thanked trustees for their time, contributions and efforts on behalf of Scottsdale Arts.

ADJOURNMENT – The meeting was adjourned at 5:22pm.

Respectfully submitted,
Kelly Hicks
Recording Secretary