



CCPA Board Meeting Minutes

1 February 2022

via Zoom

Board Members present:

- Jaci Guerena , Chair
- Ed Kashin, Vice- Chair
- Allison Carter, Secretary
- Linda Dievendorf, Treasurer
- Chico Schwall
- David Hughes
- David Zupan
- Mike Walker
- Nancy Forrest
- Deb Maher, Interim Executive Director, (non-voting)

Board Members absent: None

Staff:

- Bob Fennessy, Staff

Support

- Sandra Bishop, Scribe

Participants:

1. Cary Thompson
2. Cindi Vail
3. Djanelle – Janelle Krinsky
4. Heather Kent
5. Jon Pincus
6. Kathy Ging
7. Rachel Thiesmeyer
8. Sarah Chylek
9. Sherry Franzen
10. Steven Berkson
11. Tom Wilt

7:00pm

Welcome and Remarks from the Chair – Jaci Guerena

The Chair briefly stated the guidelines for participating in the meeting:

- Board members are encouraged to keep their cameras on during the meetings. Other participants are asked to turn off their cameras when they are not speaking.
- Board members are encouraged to use no more than 2 minutes each time they speak.
- Each member will have a total of 3 minutes to speak during the meeting; may use the time in short segments during different discussion items throughout the meeting.
- Chat feature is for typing Hand to speak. No comments will be accepted through Chat. Comments may be sent to the Board via email: board@wowhall.org

7:05pm

Agenda Review – No changes

7:08pm

Public Input



Janelle Krinsky – Requested that her written statement be put in the minutes. She expressed disappointment with the way the WOW Hall response to the shooting incident on January 14th is being handled and does not think the GoFundMe campaign is appropriate as a way to bring the community together.

Kathy Ging – Corrections have not yet been made on the WOW Hall web page to clarify donation amount for membership and other misleading information.

Ed Kashin, Board member – Pointed out that some of the embedded website text cannot easily be changed, so a correction was made by including additional wording clarifying that a donation of \$15 or more qualifies one for membership.

Sherry Franzen – Didn't have a problem with Hall's response to the shooting incident and is ready to help the Hall in any way.

7:20pm

Approval of Minutes

Minutes of December 14, 2021 CCPA Board Meeting as corrected (in Board packet) were APPROVED unanimously with 9 YES votes.

7:23pm Interim Executive Director Highlights – Deb Maher

- Since the shooting on January 14th the Board and staff have been having meetings to respond. Spokespersons are Jaci and me.
- We are receiving support and offers of help from local, state and people throughout the nation. It is about being a wide-ranging inclusive community. So many people are asking what they can do to help. The Go-Fund-Me campaign is geared toward community programs.
- After the incident (shooting on January 14th) we paused operations for a week.
- Sunday Feb 13th from 2 – 4pm is a community program. (11-1pm preparation).
- Thank you to Tom Wilt for \$800 check from sales of LPs.
- Desiree, House Manager & I are working on grant writing.
- Steven Berkson is refining the database with staff and others.
- Mike Walker & Allison Carter have been helpful in improving the contracting process.
- Board training and appreciative conversations are complete. Putting more structure in place so more stable moving forward.
- KRVM did a Focus on Community. It's all about inclusive outreach at this point.

Nancy Forrest – It would be nice if we as Board members, had links to the media coverage.

7:36pm

Financial Report & Cash Position Review & Discussion – Deb Maher

SEE: CCPA Budget to Actuals & CCPA Assets Revenue documents for details

- Review of the Revised Annual Budget with dollars and percentages:
- \$44,000 generated in income in December; ticket sales exceeded expected revenue.
- 67% of total income is from the SVOG (Shuttered Venues grant)



- Net income is \$345,000. If adjusted expenses stay steady over the next 3 months by June the Net Income will be \$165,000 compared with \$45,000 last year.

7:50pm

Recap of Board Training – Deb Maher, Interim Executive Director

SEE: Board Training Workshop Summary slides included with minutes.

- Board training was held last Sunday, January 30th
- Brief overview/recap with slide presentation was presented for members to better understand the work the Board and IED have been doing.
- Deb explained the Nonprofit Life Cycle Organizational Assessment.

8:17pm

Board Committee Structure discussion

SEE: Proposed CCPA Board Committee Structure document.

- The proposed committee structure would not eliminate any existing working committees, but would restructure committees and working groups under three topic areas:
 - **Internal Affairs** including finance, budget and facilities.
 - **Governance** including bylaws and Board development.
 - **External Affairs** including fundraising, marketing, outreach and programming
- The proposed structure is intended to be more inclusive and attract members and people from the community.

MOTION:

Accept proposed CCPA committee structure as submitted by Interim Executive Director.

Moved by Ed Kashin. Seconded by David Hughes.

Discussion (approx. 25 minutes):

The following Board members took part in the discussion: **David Hughes, Chico Schwall, Nancy Forrest, Ed Kashin, David Hughes, Jaci Guerena, David Zupan, Mike Walker and Deb Maher, Interim ED.** Members **Jon Pincus** and **Steven Berkson** also commented.

- It was pointed out that this item appeared as a discussion item on the agenda. Agenda would usually note if the item was intended for action.
- Members need more time and more information to better understand the proposal.
- There was a suggestion to move the item to the February 15th Board meeting for a more thorough discussion and vote at that time.
- What came out of the discussion was a need for more time and for the proposed committee structure to be further discussed and voted on in the next board meeting.

Chico Schwall – Requested that the minutes show that he had a question about the Financial Report and was not allowed to ask it.



Mike Walker – Questions about the proposed committee structure:

Q. With Facilities or other topics is there anything in this proposed structure that disallows these sub-committees from being ongoing?

A. No – Deb Maher, IED.

Q. Can the Board revise the committee structure – can we adjust it over time?

A. Yes – Deb Maher, IED.

Q. Role of members within this structure/process. How does this serve members? How would membership be involved?

A. Yes, we are looking for more member involvement, more inclusive. Would likely attract people who have the skill, experience, availability and commitment to work with Board members on committees and work groups – Deb Maher, IED.

Jaci Guerena, Board Chair – Asked the makers of the Motion if they would agree to table the Motion to be brought up at the February 15th Board meeting. They agreed.

MOTION:

Accept proposed CCPA committee structure as submitted by Interim Executive Director.

Moved by Ed Kashin. Seconded by David Hughes.

It was agreed to TABLE the motion until the February 15th Board meeting

8:54pm

Initiate Bylaws Update

Jaci Guerena – There has been discussion since last year about the need to update the bylaws.

MOTION:

Initiate the process for updating bylaws.

Moved by Jaci Guerena, Seconded by Ed Kashin.

NOTE: Motion was withdrawn after discussion and a more specific motion was voted on.

Discussion (approx. 20 minutes):

The following Board members took part in the discussion: **Jaci Guerena, David Zupan, Mike Walker and Nancy Forrest**. Members **Jon Pincus, Kathy Ging** and **Steven Berkson** also commented.

- It was pointed out that there are two difference phases to changing the bylaws, updating the bylaws to come into compliance with legal requirements and making sure the bylaws reflect the community and function of the organization.
- Whatever changes are discussed and approved by the Board then go to a vote of the member for final approval.
- A suggestion was made to form a task force of interested Board members and members to go over bylaws and board committee structure.
- It was agreed that the first step should be to ask for specific advice from an attorney.



Jaci and Ed, the makers of the motion agreed to withdraw the original motion and the Motion was made more specific:

MOTION:

Authorize the Interim Executive Director to contact a nonprofit attorney with expertise in bylaws to get advice and recommendations for updating the bylaws.

Moved by Jaci Guarena, Seconded by Ed Kashin.

YES; Allison Carter, Chico Schwall, David Hughes, David Zupan, Ed Kashin, Jaci Guarena, Linda Dievendorf, Nancy Forrest and Mike Walker.

MOTION PASSED Unanimously with 9 YES votes.

9:14pm

Role of Board Members as Community Ambassadors

Jaci Guarena – Talked about the importance of Board members taking an active role in representing the organization in the community.

9:20pm

MOTION to adjourn.

PASSED unanimously with no objections.

Next Board Meeting:

Tuesday February 15th 2021, 7:00 PM

SUMMARY of ACTION:

December 14, 2021 CCPA Board Meeting Minutes

APPROVED

MOTION:

Accept proposed CCPA committee structure as submitted by Interim Executive Director.

TABLED until the February 15th Board meeting

MOTION:

Authorize the Interim Executive Director to contact a nonprofit attorney with expertise in bylaws to get advice and recommendations for updating the bylaws.

PASSED Unanimously.

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