

USITT Board of Directors Meeting
Meeting No. 62
Friday November 11, 2011 and Saturday November 12, 2011
Syracuse, New York

Present

Board of Directors: J. Aldridge, L. Asbell-Swanger, B. Browning, T. DeCastro, D. Denhart, D. Culhane, M. Fantova, E. Gill, M. Gros, M. Hefter, D. Krajec, C. Lefko, P. Leung, A. Lyons, M. Marking, J. Maurer, M. Mehler, B. Reed, K. Rigdon, L. Schreiber, M. Shanda, S. Wagner-Henry, S. Young

Absent: J. Darling, L. Essig, D. Lockwood, K. Scott, J. Tilford, D. Will

Excused: J. Knott

Executive Director: D. Grindle (non-voting)

Staff: C. Carrigan, T. Davis, S. Hoerger, B. Lucas, J. Lucas, M. Merritt,

Guests: D. Devin, D. Dorn, M. Gray, D. Hazlett, C. Kaiser, J. Montgomery, D. Rodger, H. Willard

I. Call to Order and Announcements: President Joe Aldridge called the Friday, November 11, 2011 Board of Directors Meeting to order at 1:30 p.m.

- a. Introduced staff and new board members
- b. Addendums to Board Packet
 - i. Fellows Report
 - ii. Action Item from Audit Committee
 - iii. Audit
 - iv. Treasurer's Report
- c. Condolences to Mark Shanda on loss of his mother
- d. Get well wishes to Frank Willard

II. Corrections and Approval of Minutes of Previous Meeting:

Motion to approve minutes of the Friday, August 26, 2011 Web Conference

Page two – change since to sense

Page three – change Broad Green Alliance to Broadway Green Alliance

Dan Culhane not present – excused

Motion to approve the minutes as corrected.

Seconded.

Motion Approved.

III. Consent Agenda Items:

Remove Action Item regarding the Chesapeake Section to Regular Agenda

Travel Policy removed from Consent Agenda to Regular Agenda

Motion to accept the Consent Agenda

- Approval of the 2012 Awards Recipients
- Board review and accept documents: Procedure for Establishing a USITT Award, Grant, Fellowship, and Scholarship; and Check Sheet for New USITT Awards, Grants, Fellowships, and Scholarships
- Joel E. Rubin Founder's Award revision

Seconded.

Motion Approved.

IV. Reports:

President's Report

Action item: Designated Board Seat moved to Presidents Report

Action Item: Confidentiality Policy moved to New Business for more discussion

Action Item: Audit Committee

Dan Culhane summarized report

Motion to accept the Audit FY2011

Seconded.

Approved.

Make it So Task Force Action Item:

Dick Devin introduced and discussed policy proposal regarding the inclusion of designated seats for Fellows and Student members, added to the existing six seats for Board of Directors. Proposed policy change was discussed and voted on by the Fellows; they have strong support in favor for the proposal.

Discussion followed:

Comments: If the Nominations Committee is doing its due diligence in recruiting members for all categories of membership, which they have been charged to do, then currently with the exception of Student members, all other categories are currently represented, including the presence of three Fellows on the current board.

Some BOD members felt that students would need financial assistance (compensation) if the expectation is to honor their commitment to board meetings and committee work, since many students do not have the financial means to pay for the travel and attendance costs associated with board work, thus setting a precedent for one category receiving financial support and others not.

The Board has, in the past, made exceptions and assisted and compensated Board members who needed assistance.

D. Culhane noted from the New York State Attorney Generals office *“Right From the Start: Responsibilities of Directors and Officers of Not-for-Profit Corporations”* Directors have three duties “care, loyalty, and obedience.”

Part of loyalty “Directors’ are charged with the duty to act in the best interest of the organization.” Designating a seat on the board for a specific group doesn’t seem to agree with this law, since the duty of loyalty may imply that all members act in the best of interest of the organization and all its constituents.

Conflict of Interest Policy - in part... “to require all directors and officers of the Corporation to avoid any conflict of interest between their respective personal, professional or business interests and the interests of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities. “A ‘conflict of interest’ may occur if an interest or activity influences or appears to influence the ability of an individual to exercise objectivity or impairs the individual’s ability to perform his or her responsibilities in the best interests of the Corporation.” This would indicate that anyone who sits on the board and represents a specific interest group would have a “Conflict of Interest”.

Current board is represented by all areas, difficult for Student and Early Career members to meet the financial obligations and schedule.

Future initiatives toward the inclusion of Student/Early Career members on the board - possibility to get Student and Early Career members interested as non-voting Board Members by internship, grants, mentoring program, or official observer status.

Cultivate Student Volunteers for future Conferences.

Find ways to increase communication of changes and remind the membership of what their rights and responsibilities are as members and how to go about exercising them. Frequently Asked Questions is being designed for the website.
Look at what other Organizations do, such as advisory boards, etc.

Action comes from Fellows Committee:

Point of Information: Does it have to be a Board-established committee to move forward without a Second?

Seconded.

Action requested reread by Secretary

Move to approve the Policy and Procedures for the Board Designated member groups as presented by the Make it So Task Force.

Motion defeated.

Travel Policy Action Item:

Friendly amendment: PROCEDURES FOR OBTAINING REIMBURSEMENT FOR APPROVED TRAVEL EXPENSES: last sentence from:

“An e-mail with the Officer’s approval ...”

To: “The Officer will approve the documents in writing or electronically and send an e-mail from the officer to the USITT Accounting Manager with the officer’s approval. This process may be completed electronically. An e-mail with the Officer’s approval will be considered an acceptable substitute for the Officer’s signature.”

Clarify: B. COMMISSION GUESTS

The Institute *may* pay advance-purchase, round-trip, economy plane fares from the presenter's "home base" to and from the conference and reasonable ground transportation costs. If the same guest exceeds two consecutive Conferences, he/she will no longer be eligible for reimbursement.

Friendly amendment, change to:

The Institute *may* pay advance-purchase, round-trip, economy plane fares from the presenter's "home base" to and from the Conference and reasonable ground transportation costs. If the same guest receives non-member presenter support for two consecutive Conferences, the guest will no longer be eligible for reimbursement.

Secretary reread changes.

Motion to approve policy as amended.

Seconded.

Motion approved.

Motion to approve the revised Travel and Reimbursement Policy

Seconded

Motion approved.

Discussion Items:

Rose Brand Proposal: J. Aldridge discussed Rose Brand’s proposal to sponsor a student design competition at Stage Expo. Not a new award, but an opportunity for students to collaborate and design. USITT provides floor space and verifies that the students are registered at the Full Conference student rate. **Rose Brand will administer competition.**

MIS (Make it So Task Force) survey: C. Lefko discussed the question “How the membership perceived the changes to a governance board.”

D. Grindle and L. Asbell-Swanger are members of the group.

Looked at past surveys, lots of communication, Member Benefits, with the survey morphing into more questions and into Frequently asked Questions and developing answers to the questions.

Survey should be administered and completed before the March 2012 Board Meeting

Board Attendance Policy

No policy at this time.

There is a mechanism for replacement in place if a board member has to step down.

Discussed maximum number of meetings missed, excused and/or unexcused. How would Board members be removed if they were not fulfilling their meeting and committee work obligations?

B. Reed, J. Montgomery, C. Lefko will come back to the Web Board Meeting in January 2012 with recommendations for attendance policy.

Locations and dates of future Board Meetings discussed. No decision reached.

Treasurer's Report:

Report was late due to Audit being received late.

Report was discussed.

Investments were made on the advice of a financial adviser.

PQ funding discussed – no decisions arrived at or changed.

Action Item: New Century Fund

It is moved that item 8 of the New Century Fund Policy reviewed and revised 03/09 be amended to read:

Individual donors may opt to contribute to the NEW CENTURY FUND on a regular basis to build the balance for a named award. When the amount of the donor's contribution reaches \$50,000, the Institute will contribute a matching \$5,000 to administer the permanently-named award.

Motion to approve new language

Seconded.

Motion approved.

Action Item: Additional Funds for the FY2012 Budget line: Website Transition/Management: Need to increase funding in IT, budgeted money had been used to reconfigure USITT hardware structure to follow best practices, run faster and more efficiently. To continue programming changes necessary to move forward, more money is needed.

Motion: Move that an additional \$30,000 be allocated to the current FY12 budget to continue the work on our website and other portals.

Seconded.

Motion approved.

Secretary's Report:

Update - hosted a Nominations Committee Orientation meeting online using GoToMeeting.

Question regarding number of individuals running for each office. Committee strives for at least two running per office. There is the ability to petition to place nominees on ballot.

D. Grindle – GoToMeeting is unlimited and available to everyone, up to and including Sections, Chapters, board orientation, etc.

Operations of the Institute:

Commissions: Discussion on AV requirements for the Conference. As IT uses increase, so does expectation of availability.

Architecture: Goals, #6 – this is being coordinated

OISTAT needs Architecture representative

#10 - Several venues have expressed interest in accessing/exhibiting the USA/PQ 2011

Architecture exhibit, but not through the USITT office. The exhibit is currently in storage in Shepard's warehouse in Long Beach, California facility

**Recess for dinner, Board meeting was reconvened from 7 to 9:30 p.m. for discussion and approval/rescission of Policy and Procedure items – see PPC addendum to these Minutes for actions taken on the various documents.*

Board Meeting was reconvened Saturday, November 12, 2011 at 1:20 p.m.

Present

Board of Directors: J. Aldridge, L. Asbell-Swanger, B. Browning, D. Denhart, D. Culhane, E. Gill, M. Gros, M. Hefter, D. Krajec, C. Lefko, P. Leung, A. Lyons, M. Marking, J. Maurer, M. Mehler, B. Reed, K. Rigdon, L. Schreiber, M. Shanda, S. Wagner-Henry, S. Young
Absent J. Darling, L. Essig, D. Lockwood, L. Scott, J. Tilford, D. Will
Excused: T. DeCastro, J. Knott, M. Fantova
Executive Director: D. Grindle (non-voting)
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Guests: D. Dorn, M. Gray, D. Hazlett, A. Klein, J. Montgomery, D. Rodger,

Agenda items were continued with Operations of the Institute:

Communication:

Two items for Board review and approval:

- Passed around sample pages from *World Scenography*, part of a Series led by Peter McKinnon and Eric Fielding. Original request for funding support was rejected. October 26, 2011 Louis Janssen, president of OISTAT, sent a letter requesting sponsorship of project in the amount of \$10,000 for publishing the first of three volumes.
- Publications Committee felt that this request fit within the mission of the Institute and recommended it be brought before the Board for Board Action.
- Discussion followed: concerns where the money would come from. This is the first request for support. There will be three volumes USITT would be listed as sponsor. Anticipated cost \$75 for paperback \$125 for hardcover. They anticipate selling the book in the USITT booth at the Conference
- Member Author changes made in Publication Committee were discussed.

Motion: Recommend the Board grant \$10,000 in support of the OISTAT project *World Scenography, Volume I.*

Motion defeated.

Golden Pen Award

- Golden Pen Award winner was decided at the Publications Committee meeting held earlier this weekend, *Joseph Urban* by John Loring. Book was passed around for review.
- Normal procedure is Publications Committee sends request for Golden Pen Winner to Awards Committee, then to the Board of Directors for approval. Due to time constraints requesting two motions:

Motion: Waive the requirements of the Awards Committee approval of the Golden Pen Award for this year.

Motion approved.

Motion: For the Board to approve *Joseph Urban* by John Loring as the Golden Pen Winner for 2012

Motion approved.

Conferences:

Board members were given a handout of exhibit space sold. Since the printing, an additional 1,000 ft. of space had been sold.

Programming:

- Discussion regarding Saturday PDW's for future Conferences – committee looking into focused programming; half day hands-on PDW's that are included in the Conference cost.

- ETC renewal credit classes on Saturday and 90 minute sessions; Walking Tours
- Saturday Programming important to regional attendees.
- Programming has recognized the trends and working on ways to address these changes.

B. Lucas made statement regarding housing being transitioned to C. Carrigan. Encouraged board members to make their housing reservations soon.

Special Operations:

Report stands.

Development and Fundraising:

- Discussed sponsorship of the discontinued YD&T Undergraduate Lighting Award.
- End of year appeal. Board members would supply a list of people that would receive a letter asking them to support USITT. USITT office will do letters, return envelopes, etc, and send to Board Member to sign and mail.
- Next part will be to go to Commissions and to the Fellows.
- Point of Information – is the “Cup of Joe” still in effect? Yes.
- Create “Donate Now” button for website.

International Activities:

J. Aldridge complimented Marketa Fantova on her dedication. Report stands.

Members, Sections & Chapters

- Report stands
- Questions? Student Chapter Blog, where does it stand? IT funding was approved so it will go forward.
Table at Stage Expo for Information and Support. Possibly in the USITT booth.
- Discussed need for an area at the Conference for Regional Sections and Student Chapters. Possibly in the USITT booth.

J. Aldridge commented on an opportunity to present a program to “Meet the Officers” of the Institute. Also reported that Fellows have expanded their activities. They will offer two weekend scholarships. Fellows will choose the winners and the individual will spend a weekend with a Fellow in Mentorship. Scholarship is titled the Network Nexus Sponsored by the Fellows. Friday afternoon reception in Long Beach for Fellows and Board members to meet and get acquainted.

Discussion on USITT visibility at AFTA and Regional Section events. Stickers, swag, flyers, zip banners. B. Reed may do session at their section Festival in February on the 2012 Annual Conference & Stage Expo. Positive comments on window cling.

National Office:

Annual Report mailed to full membership. Shared and available in pdf.

Action Item: International Artist Exchange Grant
Tabled by David Krajec.

V. New Business

Action items without meeting:

**Motion to have the Secretary enter the Action Items into the minutes
Seconded.
Approved.**

Action Items without meeting:

Motion to move that the Board of Directors approve the 2013 Annual Conference & Stage Expo be held in Milwaukee, Wisconsin, March 20 – 23, 2013 at the Frontier Airlines Center.

Motion Approved.

Motion to move that the Board of Directors approve the 2014 Annual Conference & Stage Expo be held in Fort Worth, Texas, March 26 – 30, 2014 at the Fort Worth Convention Center.

Motion Approved.

Action Item: Confidentiality Policy

Motion to approve USITT Confidentiality Policy

Seconded.

Discussion:

USITT attorney involved

Committees should be included

Place document on website

Amend signature area on the last page: Change to read “USITT Member Name & Position (s).”

Amend the first sentence by removing the word *certain*...“Directors and certain committees may...” to “Directors and Committees may...”

Clarification: J. Maurer- is everything we discussed this weekend confidential until the minutes are posted in January? Use discretion unless specifically labeled confidential.

Motion to approve USITT Confidentiality Policy as amended.

Seconded

Motion approved.

Board went into Executive Session at 3:30 p.m.

Staff members were asked to stay.

Regular Session Reconvened 4:30 p.m.

“Governance and Operations of USITT” binder given to all members of the Board Callboard being eliminated, moving to Sharepoint on February 1, 2012

Action item: Chesapeake Section moves to have Section Membership enrollment (s) options added to National membership forms and mailings.

Item withdrawn, did not come through proper channels.

** Discussion and approval/rescission of Policy and Procedure items continued from Friday, November 11, 2011 – see PPC addendum for actions taken from 4:30 p.m. – 6:10 p.m. See PPC addendum attached to these Minutes for actions taken. Discussion and approval/rescission will continue at the Annual Conference Board meeting Tuesday, March 27, 2012.*

VI. Adjournment

Motion to adjourn at 6:10 p.m.

Motion seconded.

Motion approved.

Respectfully submitted by,
Sherry Wagner-Henry
Secretary