

GRSA BOARD MEETING

February 7, 2017

Present: Aaron Boudreaux, Karen Campbell, Anna Cavinato, Janice Cowan (Phone), Dale Lauritzen, Pam Moore, Patty Sandoz, Kathy Thimmes, Alice Trindle, and Keith Van Vickle.

Guests: Tom Herrmann, Emily Rufener and Kailey VanOcker.

Not Present: Mary Koza, Cheryl Hudson, Amber Martell, April Simpson and Roxanna Swann

Patty opened the meeting at 7:05 pm. She introduced our guests.

The minutes of the Executive Board Meeting held on January 11, 2017, were approved by vote (Anna/Pam) with one nay and no abstentions. The minutes of the Emergency Board Meeting held on February 1, 2017 were also approved by unanimous vote (Kathy/Aaron).

Patty reported that a letter of thanks had been received from the EOU Foundation regarding the Lorna Spain Scholarship including a letter from our first recipient, Dillon Lytsell which she read aloud. Dillon is a senior student at EOU having recently transferred and currently plays bass in our orchestra. He is receiving \$1,000 for the winter and spring terms. Our budget allows for \$1,500 per year but the Foundation did not have the paperwork in place for fall term. Five students have signed up for the two music classes fall term and each was sent a check for \$150 plus a letter including the names of the honored donors. Patty also reported that she and Pam attended an appreciation banquet, "Tea and Trumpets" at EOU last Friday.

The Annual Chamber of Commerce Awards Banquet will be held on Friday, March 10 at the Blue Mountain Conference Center, doors opening at 6:00 pm. GRSA received an invitation to provide music which was passed around. Several of our musicians have signed up.

Keith passed out the financial reports and pointed out a discrepancy between the Vanguard's balance of \$204,000 and our accountant's balance of \$195,597.74. He will follow this up with Megan, our new accountant. He also reported that we will need to change our procedure regarding QuickBooks. According to Megan we can no longer use their software and computers so will have to purchase our own QuickBooks in future. Keith will know more after he has met with her. He commented that our expenses have been less this month than last according to the total assets figures. We are over our budget in income which is good. However, we are over budget in several categories including the Library fund, Lesson Reimbursement and Office Supplies. However, we are under budget on many other line items. A correction was made to the Profit and Loss by Class sheet. A fundraising cost needs to be moved from the Miller grant column.

Patty introduced the two students spearheading the Library Project, Emily Rufener and Kailey VanOcker. Their work was applauded. The PowerPoint presentation about the Library Project was shown. A spreadsheet has been created of our music inventory and will be put on Google

Drive for all to see. The goal is to have the project finished by the end of the fiscal year. Board members may be called upon to help with this.

An Orchestra Manager has been hired, Hailey Buckley, and she has already started her assignments. She will be paid \$300 per term starting with the beginning of winter term 2017.

Patty reviewed the Concert Preparation procedure for the upcoming concert. The posters have been designed and will need to be distributed. A signup sheet was sent around. Patty will assign the task by geographical areas. Treasure Valley Community College will take care of ticket sales in Ontario.

March's Executive Committee meeting is changed to a general Board meeting and will take place on Tuesday, March 7 from 5:00 pm – 7:00 pm in Badgely 110.

Sign-up sheets were passed around for the two upcoming Chamber concerts, one on Monday, February 13 at the Sandoz residence and the second on Saturday, March 4 at the Haines Methodist Church. There will be no need to move chairs for the Haines concert. Also, wine cannot be served at the Church location.

Patty reviewed the plans for the May Concerto-Aria Concert as proposed by Zeke. A description and application are included with these minutes.

Patty presented the draft of the two new financial policies for vote. A motion was approved unanimously (Pam/Anna) that "Any expenses in excess of \$250 more than the budgeted line amount in the annually adopted budget must be approved by the GRSA Board or the GRSA Executive Committee." A second motion was also approved unanimously (Anna/Alice) that "Any amount not covered by a budgeted line must be approved by the GRSA Board or the GRSA Executive Committee."

Patty also presented a proposal for vote as follows: "After a set of minutes is approved by the GRSA Board, the approved minutes will be posted on the GRSA website. There will be two years' worth of approved minutes posted on the GRSA website. As a new set of minutes is posted, the oldest set will be archived." The motion was approved unanimously (Alice/Aaron). The suggestion to also post the annual budget on the website was made and will be discussed further and put to the vote at the next Board meeting.

There was discussion regarding changing the bylaws to allow some decisions requiring Board approval to be made electronically in future. Currently all decisions must be made in real time.

Time did not allow us to review the Code of Conduct.

Patty asked for ideas for requesting grants for next year. Sara Miller and Nella Parks are willing to write them again. A meeting was set up with Nella for Tuesday, February 14. Patty, Kathy and Pam will attend. The time frame for writing next year's budget was discussed. Keith suggested waiting until April 1, after the third quarter. Individual committees need to have their preliminary budgets ready by the March 7 meeting.

Dale reported that there are several donors who are unhappy about how the endowment is being managed. He has letters from the following people: Lorna Spain, Lanetta Paul, Martin and Linda Birnbaum, Tom Herrmann, Linda Hartig, Janet Hume-Schwartz and Susan Lewis, expressing concern that certain funds have not been put into the endowment which is in violation of their intent. He read excerpts from each letter. He also stressed that adequate documentation regarding this has been received as follows: these letters plus more letters that are supposedly coming, a catalog of donations, past reports from the former accountant and concert programs. The letters and catalog of donations have not yet been seen by the Board and Dale was asked to provide copies. Anna subsequently scanned in copies of the letters Dale had and they will be distributed to the Board electronically. He will also request the catalog of donations from Lorna. Dale asked that this issue be resolved immediately by the Investment Committee or further action, possibly legal, will be taken by the unhappy group. He was reminded that it is the Board who makes these decisions, not the Investment Committee.

Note: The GRSA Board members received letters from Lorna Spain, Susan Lewis, Lanetta Paul, Tom Herrmann, Linda Birnbaum, Martin Birnbaum, Marcia and Eugene Smith, Linda Hartig, and Steve Tanner and Laura Mahrt. This list does not match the names on Dale's list.

A question was raised as to what happens to the GRSA funds if the orchestra ever ceased to exist. These funds would revert to another non-profit organization according to the law and our bylaws, for example, possibly Arts East.

In the interest of resolving these issues Alice raised two questions:

1. What is your vision for where the GRSA is headed?
2. How do you see us moving forward?

Discussion followed. Tom thinks we can survive on a much lower budget keeping the orchestra local and small. Alice raised the issue that a detailed letter was recently sent to Dale and Lorna addressing each concern and she asked if the other concerned donors had seen it. They have not. The question as to whether these people had received a fair perspective of what has been accomplished in the last year was raised. It was stressed that every attempt had been made by the Board to honor the intent of every donor based on documentation received to date. Legal and professional council has been sought. If subsequent information in the form of letters has been received the Board is willing to review the accounts and make the necessary changes. Dale was asked if he is willing to work with the Board to develop a clear policy and define what the accounts are, going back to the donors if necessary, to make sure their intent is honored. Dale said Lorna has already done that.

Alice volunteered to work on a task force in the spirit of transparency to look into this issue rather than perpetuate a contentious situation. Dale agreed. He will convene an Investment Committee meeting soon.

The meeting was adjourned at 8:00 pm.