

**Burlington City Arts Board Meeting Notes**  
**Lorraine B Good Room, BCA Center**  
**March 17, 2015**  
**3:00pm – 5:00pm**

**Board members in attendance:** Beth Montuori Rowles, Lee Bouyea, Sandy Berbeco, Billi Gosh, Michael Metz (phone), Barbara Perry, Sanjay Sharma, Rachel Kahn-Fogel , Bill Post

**Board members missing:** Phillip Bosen, Dana vander Heyden , Pascal Spengemann, John Gonter, Dan Harvey, Leslie Black Sullivan, Sherrill Musty

**Staff in attendance:** Doreen Kraft, Sara Katz, Gretchen Farrar

Guests: Jim Lockridge, Charles Norris-Brown

**Call to Order 3:11PM**

**1. Agenda Approval**

- a. Moved to approve agenda by Sandy Berbeco, Bill Post seconded.
- b. Roll call as follows:

Sandy: aye; Lee: aye; Bill: aye; Sanjay: aye; Michael: aye; Barbara: aye; Billi: aye; Rachel: aye; Beth: aye

**2. Approval of Minutes for March 4<sup>th</sup> and January 20<sup>th</sup>**

- a. Move to approve both minutes by Bill Post, Billi seconded
- b. Roll call as follows:

Sandy: aye; Lee: aye; Bill: aye; Sanjay: aye; Michael: aye; Barbara: aye; Billi: aye; Rachel: aye; Beth: aye

**3. Honorary and Emeritus Board Member Definition clarification for By-Laws discussion**

- a. Examples of Emeritus include people who are not asked to attend all meetings and do not have voting rights
- b. **Honorary members have served their three-year terms and may be extended for one year terms, with full voting rights, upon the majority vote of the Board of Directors at the Annual meeting.**
- c. Changes including each board member's status will be listed with a vote on changes to the By-laws at the May meeting

**4. Public Forum**

- a. Charles Norris-Brown had some suggestions for the public forum portion of Board Meetings
  - i. Use them to get feedback from the public, provide specific questions for response
  - ii. Consider a structure that allows public to speak after agenda item if relevant to the item

**5. Financial Update**

- a. Expenses are tracking on schedule
- b. Registrations are expected to come in lower than budget due to an accounting change reflecting that the Generator now manages its own classes
- c. Grants are helping income greatly this year. Just received second two year grant from Bay and Paul Foundations for education programs.
- d. Side Note: Burlington High School is losing position for art after Maggie Conant retires. Several board members expressed interest in writing a letter in support of keeping the position and in thanks for all Maggie accomplished. Barbara would like to look into this and we need a volunteer to take on the charge of writing.
- e. The Fundraising target is \$64,000 to meet budget by June 30. The Art Auction on May 30 will contribute to this as well as continued fundraising efforts.

**6. Nominating Packet Presentation and Discussion**

- a. Barbara noted that the suggestions for the application were developed by the executive committee because they were in closest contact with the City Attorney on this paperwork.
- b. One of the goals of this new application is to broaden the reach of recruitment.

- c. Timeline: board should read through packet and get suggestions for clarifications and language changes back to Sara by March 23 before the packet goes to the City Attorney for review, and then a final packet will be voted on in our May meeting.

## 7. Director's Report

- a. Art Sales are doing well, staff provided updates on UVM MC projects, one the biggest art collectors in Vermont.
- b. City Hall Park update: the project is currently in a private fundraising stage. Components may happen in phases depending on available funding. Future conversations about how BCA's building entrance may take advantage of any changes to the park will take place with the Board when pertinent.
- c. Look at [John Killacky's piece on VPR](#) about capping charitable contributions. Combined advocacy effort with other non-profits is necessary. Michael will reach out to Vermont Community Foundation right away. Sandy suggests letter writing/calls to representatives.
- d. Doreen and Sara met with SEABA to discuss future collaborations, PlanBTV, Art Hop Etc. [Here is a link to the fundraiser.](#) It has a goal of \$14,000. Any gifts you can contribute or develop would be great.

## 8. Mission Statement Update

- a. Doreen emphasized that this is not a change to the mission as much as a "freshening up" for the contemporary audience.
- b. Existing Mission and Proposed Change as follows:

### EXISTING

#### **THE MISSION OF BURLINGTON CITY ARTS IS TO SUSTAIN AND ENHANCE THE ARTISTIC LIFE OF THE GREATER BURLINGTON AREA.**

Burlington City Arts implements its mission by:

- Offering arts in education opportunities through programming, residence, and outreach;
- Serving as the City's cultural planner by making the arts integral to the area's economic and educational development and its urban design;
- Fostering partnerships among the arts, education, human service and business communities;
- Recognizing and meeting our area's cultural needs through quality arts programming that benefits all members of the community;
- Supporting Vermont artists and the region's burgeoning talent.

### PROPOSED

**BCA's mission is to nurture a dynamic environment through the arts that makes quality experiences accessible to a wide audience. We do this by:**

- supporting and promoting Vermont artists and advancing the creation of new work
- offering a wide spectrum of arts education and engagement opportunities
- presenting exhibitions and events that encourage critical dialogue and participation
- serving as the City of Burlington's cultural planner by making the arts integral to the area's economic and educational development and urban design

## 9. Generator Update

- a. Lars Hasselblad Torres presented on Generator.
- b. Generator Birthday event is on March 28 at 4pm.

## 10. Other Business

- a. Beth told a story about traveling through VT and was impressed with BCA marketing placement in rest areas, which she encourages all organizations to take advantage of.

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**May 19, 2015**  
**3:00pm – 5:00pm**

**Board members in attendance:** Beth Montuori Rowles, John Gonter, Sandy Berbeco, Rachel Kahn-Fogel, Dan Harvey, Michael Metz, Sherrill Musty, Bill Post, Leslie Black Sullivan, Dana vanderHeyden, Lori Rowe, Lee Bouyea, Barbara Perry

**Board members missing:** Phillip Bosen, Billi Gosh, Sanjay Sharma, Pascal Spengemann

**Staff in attendance:** Doreen Kraft, Sara Katz, Gretchen Farrar

Guests: Jim Lockridge

**Call to order 3:11PM**

**1. Agenda Approval:**

- a. Moved to approve agenda by Sandy Berbeco, Michael Metz seconded.
- b. All in favor.

**2. Approval of Minutes for March 17, 2015:**

- a. Lorie Rowe's name was omitted from "board members missing." Moved to accept the March minutes including the appropriate changes Sandy Berbeco, Bill Post seconded
- b. All in favor
- c. Marketing to make changes to each board member's honorary/regular/emeritus status on BCA website.

**3. Financial report FY15**

- a. FY 15 has been a strong earned revenue and grant year. We are currently projecting needing to raise \$20,000 more before the end of the fiscal year and are focusing on collecting pledges and outstanding revenues as quickly as possible.

**4. FY 16 Draft Budget Presentation**

- a. Doreen presented an overview of the FY16 budget. FY 16 will not vary significantly from FY 15. It will be a heavy planning year, and more significant changes will take place in FY 17 and beyond based on our listening campaign and potential changes to Memorial Auditorium.
- b. The FY 16 budget includes a few staff reclassifications and the classification of two vital positions.
- c. BCA is schedule to present to the Board of Finance on May 27.

**5. Membership and Development Update**

- a. Gretchen Farrar announced her resignation from BCA at the end of the month
- b. Gretchen Farrar introduced Allison Prestridge, BCA's new AmeriCorps Membership & Outreach Assistant
  - i. She has assisted a 3 week Phone-a-thon that has raised \$3,320 thus far
- c. A members only event is to be scheduled for next June or July for membership appreciation. We currently have 411 members.
- d. Great increases this year; some gifts have gone from \$10,000 to \$15,000 which is a vote of confidence in BCA.

**6. Mission Statement language update**

- a. A spirited discussion on the mission statement and the role of cultural planning in our mission took place. The ways that we achieve our mission have been part of our statement since we became incorporated; this exercise is intended to be an updating of language, not a change in mission.
- b. A motion was made to approve the mission statement as presented. The mission update was voted and approved as follows:

#### **7. Discussion and approval of Board Application**

- a. Barbara Perry moved to take out “ward” portion of application, Sherrill Musty Seconded
- b. All in favor
- c. Moved to approve Board Application as amended by Dan Harvey, seconded by Lorie Rowe
- d. All in favor

#### **8. Community Arts Fund**

- a. The Mayor asked BCA to develop a page white paper on how a City of Burlington Community Arts Fund would be implemented if included in the next fiscal year. Some funds are available to jumpstart this through regional programs, but we would propose fundraising an additional \$14,500 to pilot the program with \$50,000 in year one.
- b. The Mayor hopes to have the board’s confidence in the project and fundraising support if it moves forward. John Gonter felt he would be able to fundraise \$5,000 immediately.
- c. There was motion to approve this new project by Dana vanderHeyden, Lori Rowe seconded
- d. Beth moved to vote
  - i. In favor: Beth Montuori Rowles, John Gonter, Rachel Kahn-Fogel, Dan Harvey, Bill Post, Leslie Black Sullivan, Dana vanderHeyden, Lori Rowe, Lee Bouyea, Barbara Perry
  - ii. Abstained until white paper is reviewed: Sherrill Musty, Sandy Berbeco, Michael Metz

#### **9. Executive Session**

- a. Lori Rowe moved to enter executive session to discuss the review of executive director, Bill Post seconded
- b. All in favor. The board entered executive session.
- c. Lori Rowe moved to exit executive session, Dan Harvey seconded.
- d. All in favor
- e. Dan Harvey moved to inform the mayor that the board had read their letter of reappointment; Lori Rowe seconded
- f. All in favor
- g. Lori Rowe moved to advise reappointment of Doreen Kraft as Executive Director, Sherrill Musty seconded
- h. All in favor.

#### **10. Meeting Adjourned at 5:15PM**



## RELATED

[BCA STAFF](#)

[THE BCA CENTER](#)

[RENT OUR VENUES](#)

## BOARD OF DIRECTORS

BCA Advisory Board Member applications are accepted on a rolling basis and is currently interested in filling positions with applicants who bring diversity to the board and applicants with CPA experience. Applications are typically reviewed in April and September. [CLICK HERE FOR MORE INFO AND TO APPLY.](#)

*Pictured above from left to right. Standing: Milton Rosa-Ortiz, Leslie Black Sullivan, Lisa Lillibridge, Billi Gosh, Lori Rowe, Bryan Parmelee, Rachel Kahn Fogel, Margaret Coleman. Seated: Dana vanderHeyden, Beth Montuori Rowles, Philip Bosen. Missing: Michael Metz, John Gonter, A.J. LaRosa, Barbara Perry, Jane Wolforth, Lee Bouyea.*

### BCA Voting Board Members:

Philip Bosen

Margaret Coleman

Orieta Glozheni

John Gonter - Secretary

Billi Gosh—Member At Large

**Rachel Kahn-Fogel Honorary**

A.J. LaRosa

Laura McDonough

**Michael Metz—Treasurer Honorary**

Lisa Lillibridge

**Barbara Perry Honorary**

Bryan Parmelee

Lori Rowe—Vice President

Milton Rosa-Ortiz

Beth Montuori Rowles—President

Leslie Black Sullivan

**Dana vanderHeyden** *Honorary*

Jane Wolforth

**Non-Voting Board Emeritus:**

Penrose Jackson

Judy Kelly

Sherrill Musty

Pat Robins

Christine Stiller

**FISCAL YEAR 2018 BOARD MEETING SCHEDULE**

- Annual meeting, Tuesday, September 19, 2016 2-5pm
- Regular meeting, Tuesday, November 14, 2016 3-5pm
- Regular meeting, Tuesday, January 16, 2017, 3-5pm
- Regular meeting, Tuesday, March 20, 2017 3-5pm
- Regular meeting, Tuesday, May 15, 2017 3-5pm
- Regular meeting, Tuesday, June 19, 2017 3-5pm

| BOARD MEETING AGENDAS                     | BOARD MEETING MINUTES                     |
|---|---|
| <a href="#"><u>June 2014</u></a>          | <a href="#"><u>June 2014</u></a>          |
| <a href="#"><u>September 2014</u></a>     | <a href="#"><u>September 2014</u></a>     |
| <a href="#"><u>November 2014</u></a>      | <a href="#"><u>November 2014</u></a>      |
| <a href="#"><u>January 2015</u></a>       | <a href="#"><u>January 2015</u></a>       |
| <a href="#"><u>March 4, 2015</u></a>      | <a href="#"><u>March 4, 2015</u></a>      |
| <a href="#"><u>March 17, 2015</u></a>     | <a href="#"><u>March 17, 2015</u></a>     |
| <a href="#"><u>May 19, 2015</u></a>       | <a href="#"><u>May 19, 2015</u></a>       |
| <a href="#"><u>June 16, 2015</u></a>      | <a href="#"><u>June 16, 2015</u></a>      |
| <a href="#"><u>September 15, 2015</u></a> | <a href="#"><u>September 15, 2015</u></a> |
| <a href="#"><u>October 27, 2015</u></a>   | <a href="#"><u>October 27, 2015</u></a>   |
| <a href="#"><u>November 17, 2015</u></a>  | <a href="#"><u>November 17, 2015</u></a>  |
| <a href="#"><u>January 19, 2016</u></a>   | <a href="#"><u>January 19, 2016</u></a>   |
| <a href="#"><u>March 15, 2016</u></a>     | <a href="#"><u>March 15, 2016</u></a>     |
| <a href="#"><u>May 10, 2016</u></a>       | <a href="#"><u>May 10, 2016</u></a>       |
| <a href="#"><u>May 17, 2016</u></a>       | <a href="#"><u>May 17, 2016</u></a>       |
| <a href="#"><u>June 21, 2016</u></a>      | <a href="#"><u>June 21, 2016</u></a>      |
| <a href="#"><u>September 20, 2016</u></a> | <a href="#"><u>September 20, 2016</u></a> |
| <a href="#"><u>November 15, 2016</u></a>  | <a href="#"><u>November 15, 2016</u></a>  |
| <a href="#"><u>January 17, 2017</u></a>   | <a href="#"><u>January 17, 2017</u></a>   |
| <a href="#"><u>March 21, 2017</u></a>     | <a href="#"><u>March 21, 2017</u></a>     |
| <a href="#"><u>May 16, 2017</u></a>       | <a href="#"><u>May 16, 2017</u></a>       |
| <a href="#"><u>June 20, 2017</u></a>      | <a href="#"><u>June 20, 2017</u></a>      |
| <a href="#"><u>September 19, 2017</u></a> | <a href="#"><u>September 19, 2017</u></a> |

| COMMITTEE MEETING AGENDAS                            | COMMITTEE MEETING MINUTES   |
|--|---|
| <a href="#"><u>Nominating Committee 1/14/15</u></a>  | <a href="#"><u>Nominating Committee 1/14/15 Draft Minutes</u></a> |
| <a href="#"><u>Education Committee 1/20/15</u></a>   | <a href="#"><u>Education Committee 1/20/15</u></a>                |
| <a href="#"><u>Executive Committee 3/4/15</u></a>    | <a href="#"><u>Executive Committee 3/4/15</u></a>                 |
| <a href="#"><u>Executive Committee 5/8/15</u></a>    | <a href="#"><u>Executive Committee 5/8/15</u></a>                 |
| <a href="#"><u>Education Committee 5/19/15</u></a>   | <a href="#"><u>Education Committee 5/19/15</u></a>                |
| <a href="#"><u>Executive Committee 5/26/15</u></a>   | <a href="#"><u>Executive Committee 5/26/15</u></a>                |
| <a href="#"><u>Development Committee 5/26/15</u></a> | <a href="#"><u>Development Committee 5/26/15</u></a>              |
| <a href="#"><u>Nominating Committee 9/9/15</u></a>   | <a href="#"><u>Nominating Committee 9/9/15</u></a>                |
| <a href="#"><u>Executive Committee 9/25/15</u></a>   | <a href="#"><u>Executive Committee 9/25/15</u></a>                |
| <a href="#"><u>Education Committee 11/17/15</u></a>  | <a href="#"><u>Education Committee 11/17/15</u></a>               |

## Article I

Name

1.1 The name of this organization shall be Burlington City Arts, a municipal not-for-profit in Burlington, Vermont with offices in the Firehouse Center for the Arts and other locations as the Board of Directors may designate.

## Article II

Membership

2.1 Any person with an interest in furthering the development of the arts in Burlington, Vermont, may, upon proper appointment, serve as a member of the organization.

## Article III

Meetings

3.1 Annual Meeting. There shall be an Annual Meeting of the Board of Directors during September of each year or at such date, time and place, as the Board of Directors shall designate.

3.2 Regular Meetings. In addition to the Annual Meeting, the Board shall hold no fewer than three (3) regular meetings per year.

3.3 Special meetings. Special meetings may be called by the President at the request of two (2) or more Directors.

3.4 Notice to Directors. Written or e-mailed notice stating the place, day, and hour of the Annual, regular or Special meeting shall be mailed no less than seven (7) days before such meeting. In the case of a Special Meeting, the purpose or purposes for which the meeting is called shall be specified in the Notice.

3.5 Public Notice. All meetings of the Directors shall be duly noticed as required by State law.

3.6 Minutes. Minutes shall be kept and maintained as required by State law.

3.7 Quorum. The presence in person of one-half of the Directors shall be necessary to constitute a quorum for the transaction of business at all meetings. Except where these By-Laws specify otherwise, a majority vote of a quorum shall determine the action of the Directors. If Directors are unable to be present in person, yet wish to vote on an issue, they may vote by written or e-mailed proxy; or they may participate and vote by conference call as technology allows.

## Article IV

Board of Directors

4.1 General Duties. The Board of Directors shall endeavor to implement the programs and policies of Burlington City Arts. Included in the Board's functions shall be the submission to the Mayor of an annual evaluation of the Executive Director and recommendation of annual budget. The Board may not abandon existing programs without consent of the major.

4.2 Number of Directors. There shall be no fewer than eleven (11) nor more than twenty-one (21) Directors.

4.3 Term of Directors. Each Director shall be elected to serve a three (3) year term and shall be limited to serving three consecutive three (3) year terms. Notwithstanding the foregoing sentence of this Section 4.3, the term of a director who has served three consecutive three (3) year terms may be extended for one (1) additional year upon the majority vote of the Board of Directors voting at any Annual Meeting.

The Board of Directors may take action from time to time to create additional classes of directors, with voting rights or without voting rights, including but not limited to emeritus and honorary.

The Mayor shall appoint Directors upon recommendations by the Board. The Mayor is an ex-officio member of the Board. Directors appointed to fill a vacancy shall serve the unexpired term and shall become eligible for reappointment as specified in this section.

## Article V

### Officers of the Board

5.1 Titles. The officers of the Board must have current Board status and shall consist of the President, Vice-President, Treasurer, and Secretary.

5.2 Election and Term of Office. The Officers of the Board shall be elected at the Annual Meeting, or at such other meeting designated by the Directors, by a majority of the Directors voting. All Officers shall be elected for a one (1) year term.

5.3 Removal. Any Officer may be removed from Office, with or without cause, by a majority vote of the Directors.

5.4 President. The President shall serve as the liaison between the Board, the Mayor and (staff) the City Council. The President shall preside at all meetings of the Directors and shall perform all duties incident to the office of President and such other duties as may be assigned by the Directors from time to time.



5.5 Vice-President. The Vice-President shall perform such duties as may be assigned by the president of Directors. In the absence of the President or in event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have the powers of and be subject to all the restrictions upon, the President.

5.6 Immediate Past President. The Immediate Past President shall remain a member of the Board for one (1) year following the ending of that person's presidency.

5.7 Treasurer. The Treasurer shall serve as the liaison between the Board and the City Treasurer and shall perform such duties as may be assigned by the President of the Directors.

5.8 Secretary. The Secretary shall be the custodian of all records, shall oversee the keeping of minutes by a staff member, shall see that notices are duly given, and shall perform such other duties as the President or the Directors assign from time to time.

## Article VI

### Committees

6.1 Committees. The Directors may establish various committees from time to time as they see fit. Membership is to be determined by the committee chair in conjunction with the Director. Committee members need not be members of the Board but the President does need to be. Committees are encouraged to recruit non-board experts in the area reviewed by the committee.

6.2 Executive Committee. The six (6) person Executive Committee consists of the President, the Immediate Past President, the Vice-president, the Treasurer, the Secretary and one other Director elected at-large. Members of the Executive Committee shall serve concurrent with their term as an Officer of the Board except the at-large Director who shall serve on the Executive Committee for one year. During the intervals between meetings of the Board, the Executive Committee shall perform such duties and exercise such powers as may be directed or delegated by the Board of Directors. Vacancies in the Executive Committee shall be filled by the Directors at a regular meeting or at a special meeting called for that purpose. A majority of the executive Committee shall constitute a quorum and a majority of a quorum shall determine the action of the Committee. The Executive Committee shall report its proceedings to the Directors.

## Article VII

### Fiscal Year

7.1 The fiscal year for the organization shall be the same as the fiscal year for the City of Burlington.

## Article VIII

### Books and Records

8.1 The books and records of the organization shall be kept in the offices of Burlington City Arts, in Burlington, Vermont, or at such other place as the Directors might designate. This includes a book of all minutes of the meetings of the Board, a copy of the bylaws and article of incorporation.

## Article IX

### Proxies

9.1 Voting by written proxy received by the Secretary by 10:00 a.m. on the day of any vote shall be allowed for elections of Directors or Officers of the Board, for removal of a Director or Officer, and for amendments to the By-Laws. The allowance of proxy voting does not alter or affect the quorum requirement of Article 3.7.

## Article X

### Amendments to By-Laws

10.1 These By-Laws may be amended, repealed, or added at any Regular, Special or Annual meeting by a majority of the Directors, when and only when notice of that meeting has stated exactly the proposed amendment, repeal or addition.

## Article XII

### Mission Statement

11.1 Burlington City Arts sustains and enhances the artistic life of the Greater Burlington Area. Burlington City Arts implements its mission by:

- \*Offering arts education opportunities;
- \*Serving as the City's cultural planner by making the arts integral to the area's economic and educational development and its urban design;
- \*Fostering partnerships among the arts, education, human service and business communities;
- \*Recognizing and meeting our area's cultural needs through arts programming that is accessible all members of the community;