

Report from the Governance Committee to the Annual Membership Meeting of the Sudbury Savoyards, June 4, 2017

The process of creating The Sudbury Savoyards, Incorporated included the creation of Bylaws for the proposed organization, a task executed by a committee from within the old Board, guided by templates from our lawyer, Liz Reinhardt that included features of the bylaws of the old Savoyards. These Bylaws were approved, as amended, at the final membership meeting of the old Savoyards in June 2016.

One of the principal tasks involved in Governance is interpretation of an organization's bylaws in the context of ordinary operations. Our Bylaws, for example, assign certain responsibilities to the Trustees or the Members; Governance involves the decision-making process of deciding how elections should be called and run, how appointments are made, how committees are convened, and many, many other responsibilities.

The Board of the new Savoyards, who were, by the new Bylaws, the members of the old Savoyard Board, convened for its first meeting on July 7, 2016. At that meeting, the Board elected from among its members Susan Elberger as Chair, Herschel Clopper as Treasurer, and Sue Flint as Secretary. The new Bylaws do not include the position of Church Liaison. While the new Bylaws include provision for the election of a Vice Chair, the Board was understaffed at that time (only seven members, where the new Board was defined to have nine), and that position was left unfilled pending further recruitment.

One of the first tasks of the new Board was to have been to allocate its members into terms of service, with three members whose terms were to expire in 2017, three for terms ending in 2018, and three for terms ending in 2019. This would allow the rolling election of future Trustees on cycling three years terms, for three Trustees at each election. The Board chose to defer these assignments until the two open seats could be filled by appointment. The shortfall was exacerbated by the resignation of Chris Fanger, who was replaced by the appointment of Laura Jacobson. Ongoing recruitment over the course of the year failed to fill the empty seats.

During the preparation for the 2017 Trustee elections, one sitting Trustee, Herschel Clopper, stated his intention to not remain on the Board past the end of the then-current year. The Board chose to then assign the two empty seats and Hersch's seat to the class of terms ending in 2017, allowing for a full three-seat election for the term ending in 2020. The remaining sitting Trustees decided among themselves that the terms of Brendon Chetwynd, Sue Flint, and Karen Powers would end in 2018, and the terms of Tom Powers, Susan Elberger, and the appointed seat held by Laura Jacobson would end in 2019.

In interpreting the Bylaw requirement that Trustee appointments made by the Board are valid only until the next election, the Board decided to treat Laura's appointed seat as open for election for less than the full three year term, and needed to be treated as a separate election.

Other matters of Governance through the year related to the formation of committees and consideration of Staff positions and appointments. Several committees were created and convened anew, or extended from the old Savoyards. Two new committees were created as required by the new Bylaws: Governance, and Audit and Finance. These are mandated by state chartering requirements to protect the

financial and management aspects of the Corporation. Other committees include those reporting at this meeting: Location (seeking alternatives for Company operations), Communications (seeking to remain connected with our Members and the larger community with regard to our activities), Church Relations (our ongoing but now more arms-length connection with SUMC), and Show Selection (what activities the Company should consider and how to plan for them).

It is important to note that while committees are created by and report to the Board, and while they may (or in some cases, must) include Trustees as members, they can only operate and succeed with the participation of Members and other concerned individuals. Similarly, Staff positions such as Theater Liaison, Rental Agents, and List and Web Managers are largely staffed by Savoyards-at-large. Broadly-based involvement remains critical to the success and even the survival of the Company, and must remain a core focus of our being.

Respectively submitted,

Committee Chair, Tom Powers

Member: Susan Elberger