

The Sudbury Savoyards Board of Trustees
Thursday July 7, 2016, at 7:41 p.m.
O'Reilly Room, Sudbury United Methodist Church
Minutes

Board attendees: Susan Elberger (Chair), Sue Flint (Secretary), Chris Fanger, Andrea Roessler, Tom Powers, Karen Powers, Brendon Chetwynd, Hersch Clopper, Jim Ravan, Elizabeth Reinhardt (guest).

1. Consideration of Agenda
2. Secretary report (Sue Flint)
 - a. General report: been checking the emails (webmail and Gmail) and forwarding as needed; tickets going to Laura Jacobson. There was one message from someone from Whole Foods with set construction materials to donate; Susan Elberger is responding.
 - b. Approval of May & June Board Meeting and June 12th Company Meeting minutes:
Changes to the May minutes? Move Karen Powers to Board attendee, proxy voting "act" not "ace", Item 8 should be % of ticket sales and not "profit". Planning for 2018 was not discussed. Correct year to 2017 under item 12. Social media coordinator, add last names to report (to Mike, Aurora, and Katy) all places. Motion to approve May Minutes Tom, Second Hersch.
June 2nd: correct Cannon Theater to Cannon Theatre. Motion (Hersch motion, Susan second) to approve as corrected. Vote: all in favor.
June 12th company meeting: Add Tom to paragraph #3 to bylaw committee. IV: change BOD to BOT in all cases. Write out Executive Director for ED. Motion (Tom Powers motion, Karen Powers second) to approve as amended. Vote: all in favor.
3. Treasurer report (H. Clopper): Report attached. \$26,800 balance. Have a \$28 credit on checking account that Hersch will check on. Will transfer to new account as soon as possible. Two outstanding checks (one to Peter Welsh in February) and one to David Cassavaugh for set construction. Motion (Brendon Chetwynd motion, second Karen Powers) to accept Treasurer's report. Vote: all in favor.
4. Consent agenda: Dan Martin's father died two weeks ago, Andrea Roessler will send a card. Motion (Brenden motion, xx second) to accept consent agenda. Vote: All in favor.
 - a. Costume rentals (D. Roessler): Nothing new to report. Will continue to work around the construction in Hawes Hall in an effort to get into the attic when needed.
 - b. Equipment/scenery rentals (L. Martin): no new activity.
 - c. Theater Liaison (P. Welsh): I have communicated with Brendon. Expect to be free of my shackles mid-late Oct ergo plenty of time to do my thing with Maynard HS.
 - d. Database Manager (J. Ravan): nothing new to report.
 - e. Company Publicist (A. Roessler): Even though this is a board staff position it has never been included as part of the agenda. Thanks should be given to Susan Beckett for organizing a float in Sudbury's July 4th parade. Our participation was noticed despite the shortage of volunteers and the construction roadblocks both on the Sudbury roads as well as within the SUMC

building. 800 'Maid to Order' flyers were handed out along the parade route. Thanks also to the participants who supported this effort.

Prior to the recent Sandwich Board being sent I emailed the data base manager to confirm if Mary Helan Turner (Anne Vesenska's daughter) & Nancy Ford (Will Ford's wife) were on the list because their family members were being mentioned as deceased in this issue and I wanted to make sure they received it. I never received a response.

- f. Newsletter (A. Conway):
- g. Social media (S. Flint): nothing new to report.
- h. Archivist (A. Roessler): Bev Paro fell, broke her hip and had surgery in late May. A card was sent from the company. She is now back at home at Newbury Court in Concord. Dara Fisher, Bill Fisher's daughter, is having surgery on 7/7. A card will be sent from the company. Dara has been a member since her childhood. For possible future reference for archival purposes I respectfully request:
 - i. that the Chair and anyone else involved with the recent Incorporation of The Sudbury Savoyards compile a notebook with all of the legal documentation, minutes, notes, and any other pertinent materials and related information, including correspondence with the attorney and SUMC.
 - ii. Copies of documentation of the arrangements with Cannon Theatre for the 2016 production of "Maid To Order"
 - iii. Looking ahead, copies of anything to do with the company's arrangement with Maynard High School for the 2017 production of 'The Mikado'.
- i. List Managers (J. Cobleigh): nothing to report.

Discussion: Tom requests that we have time/date/author stamp on all documents. And that we keep every document be kept in PDF. Suggest that we archive the original document AND the PDF. Andrea prefers to print out and keep in binders. Tabled for discussion next month.

5. Incorporation (presentation by Elizabeth Reinhardt). Congratulations to the organization on becoming a non-profit corporation as of June 27th! Next steps: now the board needs to adopt several policies needed. "Certificate of Vote" needed for these votes, to add to the official record for state. The policies needed:

a. **Conflict of interest policy and procedure.** Assets are held in trust, therefore need to affirm independence of decision making and giving a roadmap to make decisions. Two kinds of conflict: financial conflict of interest and duality of interest.

"Financial conflict of interest" would be, for example, if a board member has a business and is bidding on a job, the interested member needs to self-identify (can give information on the bid) and needs to leave the room during discussion and vote so that the board decision can be independent and in the best interest of the board.

"Duality of interest" is when a board member has the fiduciary interest of two different organizations which might create conflict (e.g. director on two organizations bidding on a competing rehearsal space). In this case the board member must recuse themselves from the decision.

Board Members are required to disclose any conflict of interest, to be able to answer questions in the affirmative. Required annual disclosure, which will feed into the states' form PC. Applies to the people who are in control of decision making: board members, officers, and senior managers such as the Executive Director (if there are any). Discussion of whether this should include producers

and directors? But expenditures budget is already board-approved. We might want to consider a handbook policy for anti-nepotism. Disclosure forms typically get filed with governance committee to assess and mind the process. Hersch Clopper motion to approve the conflict of interest policy and Conflict of Interest Certification statement as proposed, with proviso that references to “directors” should be changed to “trustees”. Chris Fanger second. Vote: all in favor.

b. **Standing committees document:** This document describes the best-practice functions for Audit & Finance, Governance, and Executive Compensation committees. Executive compensation committee description is there as a placeholder. Changes can be made for how it works best for us. Elizabeth recommends that Finance and Governance should be comprised of just trustees because they are the most core, sensitive committees, and you can guarantee confidentiality.

Discussion: “Independent director” means not having a related party transaction. Our finance committee currently has non-trustees which allows the work to be spread around. Could have committee member sign a confidentiality statement. It was noted that the new definition of Audit and Finance committee goes beyond what the committee currently does. Amend the committee description to.... “finance committee would PREPARE (changed from “evaluate”) and recommend the adoption of the annual budget.” Discussion of how to do the annual budget. Can put budget together that divides annual budget for “programs” (shows) and “overhead” (insurance, rent, utilities, salaries, etc.). But the company depends on the proceeds from the shows for net income to run everything. Define various sources of possible revenue for the larger budget. Annual budget is the big picture. Gross support and revenue could go over \$50K which would trigger stricter review; we’ll have to budget for additional oversight if our good faith estimate of annual budget is more than \$50K.

Suggested change wording to of Audit and Finance committee: “shall consist independent members appointed by the boarded, two of whom shall be independent trustees including the treasurer, who shall be the chair.”

Motion (Susan Elberger; Chetwynd second): to approve the Audit and Finance Committee description with the changes that the committee description be amended to say second paragraph section B. “*prepare* and recommend the adoption of the annual budget” and “shall consist independent members appointed by the boarded, two of whom shall be independent trustees including the treasurer, who shall be the chair” and all references to “Directors” be replaced with “Trustees”. Vote: all in favor.

Governance committee. Discussion that, similar to the Audit and Finance committee, we may want non-trustee on the committee. The goal of the Governance committee is to support board governance, to watch out for the board, and ensure that we understand our governance responsibilities. Suggested language change: “shall consist of at least two members who shall be trustees, one of whom shall be the chair of the committee, and other members as appointed by the board.” **Motion** (Susan Elberger; second Brendon Chetwynd) to approve description of Governance committee with the amended language Vote: All in favor.

Elizabeth will provide a Committee Pledge form to allow non-trustees to serve on Finance and Governance committees with confidentiality.

Tom Powers makes motion (Karen Powers seconds): to strike description of the Executive Compensation Committee out of the committee description document. Discussion: Could leave in as place holder. Or is it a loose thread? Already says “*should* they appoint an Executive Director.” Bylaws reference the committee already and if we don’t do anything approving this language, the committee description will be dropped from the final document. Motion is withdrawn.

c. **Supplemental policies:**

- i. *Reporting of a Violation of Code of Ethics and Policies* (Whistleblower Policy) protects whistleblower and puts into chain of command (“president” = “chair” per bylaws). Brendon requests president be changed to chair and director be changed to trustee for clarity. Motion (Hersch Clopper motion, Chris Fanger second) to accept with change of president to chair: all in favor.
- ii. *Document retention policy*: What needs to be kept and for how long. It is OK to keep documents in different places, creates line of responsibility. Motion (Chris Fanger motion, Brenden Chetwynd, second) to accept the Document Retention Policy as proposed. Vote: all in favor.
- iii. *Fundraising Policy*: must have a fundraising policy by law. “We will follow Massachusetts law in fundraising.” Motion to accept as proposed: (Tom Powers motion, Brenden Chetwynd second). Vote: all in favor.
- iv. *Financial Oversight Policy*: need legally. Describes how to carry out financial oversight. Amendments: Change directors to trustees in all references. Paragraph (b) change to “Audit and Finance”, paragraph (f) “Audit and Finance” and strike Investment committee and Executive Board, paragraph (g) “Executive Board” change to “Board”. Motion to accept as amended: (Hersch Clopper motion, Chris Fanger, second). Vote: all in favor.

Next steps for Elizabeth: acquire EIN, prepare package for registration with the Attorney General’s Office of Public Charities, request Solicitation Certificate for fundraising. Certificate reporting covers trailing four months. Need to open new bank accounts under new EIN. Might need to have the churches approval to close out account?

Executive Committee discussion: bylaws refer to Executive committee that can act between board meetings. Elizabeth Reinhardt recommends taking out references to the Executive Committee in the bylaws. Bylaws need final edits and will be filed with Attorney General’s office. Elizabeth will get the edited version of the bylaws to the committee for final edits, which then goes back to Elizabeth to file.

Elizabeth will send “Guide for Board Members of Charitable Organizations” link.

Next board meeting, need to appoint members for the Audit & Finance and Governance committees.

6. Insurance – need approval to write the checks for insurance policies that were distributed via email. Discussion: Northridge Insurance put together the policies and this is one of the few companies that deals with non-profit arts organizations. The locations listed include our historical locations. Maybe need a PO Box – tabled discussion for next board meeting. Motion (Hersch Clopper motion, Brenden Chetwynd second) to approve the expenditure for the insurance policies: \$1530 for directors and liability insurance. Vote: all in favor.

7. 4th of July float (Andrea Roessler reporting) – thanks to Susan Beckett for organizing this! 800 flyers distributed. Float wasn’t in time to be judged because it went off to be washed.

8. EMACT: membership available at various levels:

- Membership: authorization to pay for membership. \$50 (+ \$45/show to be adjudicated)
- Adjudication: \$150 for two shows adjudicated and get the report.
- Sponsorship: for sponsoring something in awards ceremony, gets our name on the nomination screen and at the gala and in the printed material. \$50

Motion (Brenden Chetwynd motion, Chris Fanger second) to approve expenditure not to exceed \$200 for membership, adjudication, and sponsorship. Andrea Roessler and Hersch Clopper will work together to apply. Vote: all in favor.

9. Maid to Order: show opens a week from tomorrow.

Producer (S. Elberger): need building help over the weekend and painting on Saturday. Andrea and Donna will be house for the first show. Set is underway. Costumes underway. Props underway. Vintage candy order in. Have gotten two patrons for the show and a left-over ad from Sorcerer that will be applied to this show, and another two ads. Andrea feels that she hasn't had the information needed to do the publicity job and haven't gotten support. She submitted a detailed report with all of the problems. SF add "Event" to FB and send rehearsal pictures to Steve. 72 tickets total sold through Brown Paper Tickets.

Director (J. Ravan): Finishing build and painting on Saturday. Starting production week. Many absences during rehearsal process. Meeting every day this coming week. Dress rehearsal on Thursday. Been rehearsing on Cannon stage – which is great. Great set from David Cassivaugh. Nadine is doing great as stage manager. Monday noon for Thursday. Ask Chris Pollari for photos? (SF remind SE or ask)

10. The Mikado

Responses to director recruiting (S. Flint): three candidates for music director, one for stage director and one for assistant director.

Producer (B. Chetwynd): how can we find more applications for stage director? We can repost to EMOACT Facebook, NEED Facebook, Stage Source, etc. Leverage music directors' contacts for recruiting stage directors? Brendon has first round of documents / contract with Maynard High School. After we've got a critical mass of production staff, we'll visit the HS again. Discussion of moving the deadline. Brendon Chetwynd: motion to Extend date for both to July 31st.

11. Dues: refer to Finance committee to discuss potential benefits of membership / separate categories/ full policy. Suggestion that there be a membership coordinator. Hersch Clopper will call committee meeting to come up with recommendations to be voted on at the next BOT meeting.

12. New Board members: different ideas on how to recruit additional board members. Suggested that Randy Glidden and Paula Moravek be asked if they're still willing to serve. How are we dividing our terms needs to be divided? Two new appointees would only be appointed until the next election. But we need to know how long a term are they going to be up for election for. Need to get people on board. Suggest that Brendon send email to membership requesting additional members, please submit letter of interest by third week of July. Board votes at the next meeting. Susan Elberger and Hersch Clopper offer to come up with a plan to divide terms for the board consideration at the next meeting.

13. Adjourn: 10:52pm

Next meeting: August 4th here.

Tabled to next meeting:

Discussion of document retention/distribution and appropriate formats.

Need for a PO Box

5/10/16 Production meeting – Publicity discussion:

Paint 3x4 sandwich board to place in front of Cannon Theatre (Chris Fanger volunteered)

Paint (1) 4 x 6 road sign for stand in front of SUMC, feature “new location” – **never got done**

Susan E. to provide info for press release (received 5/12)

Sue Flint will handle posting on Savoyard facebook page(s).

Posters (aka: flyers) & Business Card handouts– we discussed possible qty/who will provide content/ where to have printed/who responsible for printing/ estimates for expense – nothing confirmed at that time.

Parade flyer handouts to have \$1.00 off concession item rather than a discount on ticket price

Poster – need one created ASAP to enlarge and place in Cannon Theatre lobby during current show & print insert for their playbill (Susan E & Jim took care of this?)

Ticket purchasing options – preferably on-line, requested Ticket Order form for website option to mail in a check, and we still need to provide phone line # as third option for questions

SUMC- Discussed our presence in June at a service & selling tickets at coffee hour, then decided not to pursue this

Publicity budget: Allotted \$50 for printing (Posters & Bus. cards? Parade flyers?) + \$250 for Ads

5/11 Emailed Shawn Cannon to introduce myself and ask for her input; She replied 5/13 that we can put a poster in their lobby and an insert in the playbill for their production in progress of “The Drowsy Chaperone” and she will announce it prior to each performance. Shawn will also put up flyers in the Littleton area if we will supply them to her.

Emailed Webmaster Steve Malionek with list of information that should be posted prior to the Sandwich Board being emailed on Tuesday, June 14th (it was actually emailed a week later on June 21)

Steve replied his deadline to receive info is 6/7 and would require approximately 6 hours of his time.

5/11 Emailed Brendon Chetwynd re: whom to contact at Assabet Valley Food Coop, no response.

Emailed Editor of NEGASS Trumpet Bray - they do not publish non-G&S events.

5/25 Emailed Producer & Graphic Designer for status of printing posters & business cards - **no response**

5/30 Emailed Producers & Directors for status of printing posters & business cards – **still no response**

6/2 Board Meeting: I requested the status on the printing of posters & business cards – *the response from Producer/Chairman was something to the effect that Shawn must approve any publicity that has their name on it, but no further details were provided for me to understand any of this going forward with my responsibilities.*

6/4 Producer Susan Elberger emailed Shawn Cannon (duplicating my efforts of 5/11) and Shawn again replied she had already told me that she would post flyers in Littleton if we got them to her and that we could also provide posters for their marquee road sign. She also asked if we provide postcards for the cast to hand out.

6/5 Emailed Producers, Directors & Graphic Designer *begging* for the status of the posters & business cards so I could do my job as well as respond to Shawn Cannon. **No one had ever responded to who was printing the posters & cards, where they were to be printed, and how many to print.**

Graphic Designer Susan Beckett promptly provided a corrected poster (I assume because the original poster had Cannon Theatre misspelled as “Theater”). She mentioned that the business cards were correct however I was not aware they had even been designed nor ever received a file. **Still no response from Producers re: who was getting them printed and qty.**

6/5 I noticed that the Webmaster had been left out of the loop and forwarded the corrected poster to replace the incorrect one that had been posted on our website. Steve confirmed all other spelling of ‘Cannon Theatre’ on the website was correct.

6/5 Emailed draft of press release to Producers & Directors for approval – *Jim, Randy & Chris responded with their approval and that no edits were necessary.*

6/6 Sent press release to Shawn Cannon for her use (*or her approval? I have heard nothing back so I guess it is okay*)

Posted on yourtheatre411.com – noticed our website link was not live, could not edit posting, emailed them for help- **no response to date.**

Submitted press release to Sudbury Town Crier/ Marlborough Enterprise/ Hudson Sun – appeared 6/9

Submitted press release to Action Unlimited – appeared 6/11

6/6 Submitted graphic & press release to SUMC for The Chronicle 6/16 edition which did not appear

6/17 visited with Shetal, then received apology email from Alexandra- will be in 6/23 edition & she will post it on SUMC website and facebook page; only 1 Chronicle will be sent in July & August, need to find out the deadlines

6/14 Shawn Cannon requested flyer file & printed flyers; she will also post on their website and send out via their Constant Contact email list

6/15 Emailed Producers & Directors for 4th time re: status of the posters & business cards – both Asst. Producers replied they knew nothing and could not help me with this.

Susan E. copied me on her email to Shawn sending her the 8.5 x 11 poster/flyer as a .pdf, as she said she did not have it as a .jpeg, and informed her that Jim would print 50 flyers and deliver them to Cannon Theatre.

Susan then mentioned at this time that we are not using the business cards and that the cast had already received the ¼ page handout that is being used on the July 4th parade float.

There was no plan offered for printing any additional posters for distribution by anyone else.

Hersch then emailed that he converted the .pdf poster to .jpeg (I already had one from Susan B for facebook & other sites, I was never asked to provide it)

6/20 Posted poster & info on WhoFish.org, noticed poster was blurry, emailed for help & again on 6/28

6/29 spoke with Chris Reed, he will fix it with graphic from our website.

6/20 Emailed Ticket Chief Laura Jacobson, who offered to distribute posters around Sudbury. As far as I knew, there were no additional printed copies other than the ones supplied to Cannon Theatre. I emailed the Producers and Hersch Clopper responded, printed, and provided a quantity to Laura.

6/21 Cannon Theatre posted our info on their facebook page

6/27 Posted on NEED, SUMC & EACT facebook pages, then commented & shared it

6/27 Requested 12 posters from Hersch Clopper for my distribution, he printed them and delivered 6/28

6/29 WhoFish.org: purchased "Feature" package of 5000 email addresses between Sudbury – Littleton emailed every Tuesday & Thursday through 7/24 for \$99 (regularly \$149)

7/2 Submitted Calendar listings to Sudbury Town Crier, Wayland/Weston Town Crier, Marlborough Sun, Hudson Enterprise

7/3 I put up a poster on our SUMC mailbox near the church office as I did not see one already posted in the building

Week of 7/4: Still more to submit- Action Unlimited, another Sudbury Town Crier article, Natick TAB, Patch.Com postings, boost facebook postings, and calling the editor of the MetroWest Daily News to find out why they never print anything we send them....

* **NO LATER THAN 7/10 of TECH WEEK:** I need good rehearsal .jpeg photos with action, costumes & sets in order to meet deadlines in advance of second weekend of performances. The earlier I can get these the more I can do with them.

Playbill ad exchanges:

1. Opera 51, Concord "Romeo & Juliet" June 10-12, 2016 – ½ page ad (\$120 value)

Note: they will wait for our Mikado 2017 playbill to place their ad

2. TCAN "Picasso at the Lapin Agile" June 10-19, 2016 – ½ page ad

Note: I emailed Hersch on 6/29 & 6/30 for playbill ad size and deadline and will follow up with Faye Harrington to get TCAN's ad; Hersch responded with the ad sizes but not the deadline.

3. GWO/ Greater Worcester Opera "The Marriage of Figaro" June 24 & 26, 2016 – ½ page ad

Note: Elaine Crane provided ½ page ad which was forwarded on 5/20 to Hersch Clopper for MTO playbill

FYI:

Spelling of *Cannon Theatre* - original information distributed to the Graphic Designer and Publicist had spelled 'Theater' which is incorrect. The playbill ads we provided for exchanges therefore included the incorrect spelling. Other publicity was subsequently corrected once it was brought to our attention.

Publicity expenses: I have no idea what has been spent from my budget on enlarging a poster, playbill inserts, posters-by-request, or any other printing that has been done to date. Are the parade flyers considered MTO publicity expense?

Posters (flyers): The entire process of attempting to get the posters & business cards printed was completely frustrating and unprofessional. There is no reason for the lack of communication or not delegating the task to assistants.

I even tried printing a poster with my own printer and it came out dull. Hersch used his own 44 lb glossy brochure paper and they look good. I have not followed up on Shawn Cannon's suggestion of placing posters on their marquee - I have not seen it so I have no idea what size, etc.

On 6/12 I noticed a small sandwich board out in front of SUMC - I have no idea if a second one went to Cannon Theatre as originally discussed on 5/10?

On 7/3, during parade float construction, I noticed that the small sandwich board was no longer out in front of SUMC as it was being used on the parade float. It is unfortunate that on July 4th, the busiest day of the year for passing traffic, we have absolutely no signage in that location. What happened to the 4x8 road sign for the stand in front of SUMC?

As of 6/20 Ticket Chief Laura Jacobson was not included on the MTO roster when I needed to locate her email address. I notified the Webmaster to make this addition to the roster posted on the protected page.

Other than the locations Laura Jacobson offered, I have no idea where posters have been placed, nor the time to go around to the usual locations and check. As far as I know, the poster was only made available on the website and there were no additional printed copies provided. However it would still be appreciated if cast/staff would report their distribution so no one duplicates previous efforts.

On a positive note: as of 7/3 we have 152 followers on WhoFish.org!