

The Sudbury Savoyards Board of Trustees
Thursday Oct 12, 2017, at 7:30 p.m.
Law Offices of Elizabeth S. Reinhardt, 676 Elm Street, Concord - Suite 300

Minutes

Attending: Tom Powers (Chair), Jim Ravan, Susan Elberger, Brendon Chetwynd (Vice Chair), Sue Flint (Secretary), Karen Powers, Paul Baxter, Laura Jacobson, Connie Castro.

1. Secretary's Report: nothing to report. Moved to approve Sept minutes. All in favor.
2. Treasurer's Report: no official report. Tom has deposited the money from the Fabric Sale. Hersch has offered to file the 990.
3. Staff Reports (attached): mostly no action. Motion to accept as submitted via email. All in favor.
4. Committee Reports
 - (a) Governance: we need to find a trustee and find a Treasurer. Tom Powers will send an email to the group recruiting both trustee and treasurer. We should get a second signatory for the bank accounts; the Vice Chair could be the second signatory until a new Treasurer is appointed.
5. Program Committee:
 - (a) Iolanthe 2018: Venue: We've got verbal confirmation from Maynard HS Principal and Business Manager that we'll be able to use the school on the dates requested. They're giving a 20% discount across the board on the bill. Agreement just needs to be signed; Brendon will arrange to pick up the agreement. We'll need to make a 50% deposit at some point before the show and 50% will be due after. Auditions are announced (dates on the webpage) with a change of venue to First Parish church. Add event to Facebook.

Recruiting is ongoing: Susan Beckett is now in Maine (so will not be doing props) but will do Graphic Design; need new costume designer; David Silber hasn't confirmed lighting yet; need Set Construction Chief; Elizabeth Stone will do Makeup Design; Laurel Martin for Set Design; Rich Olsen for Sound; Laura Jacobson for Tickets Chief; and Hersch Clopper for playbill ads.
 - (b) Future show selection: next summer's show is being discussed (Stage Manager will be Nadine Sa!) Committee would like to announce a "season" of summer '18 and mainstage '19. The potential show list for 2019 is being narrowed.
6. Location Committee: the committee is waiting on seeking tech space for Iolanthe till we know better what the set construction needs will be.
7. Online storage: Nothing has been sent to Jim Ravan for online storage yet. Jim has researched how to build the "insider website" to accommodate document storage and workflow. Google Docs security is questionable - we don't know how they're doing security and don't know how reliable they'll be long-term. We haven't had legal requirements for document retention as yet; now we do need some retention, editing, maintenance. There will be more urgency after the beginning of the year.
8. Fabric sale: We cleared almost \$1200, selling maybe 10% of the fabric that we've got. A second day of fabric sale (Encore Fabric Sale) has been scheduled for Oct 14th to coincide with the other sales in Sudbury center (UU Church and Historical Society) with the hope of attracting walk-in traffic from those sales.

9. Church relations: Connie Castro (lawyer who works with Liz Reinhardt on non-profit) joined the meeting to advise us on the rental agreement with the Sudbury United Methodist Church (SUMC). Connie has been a theater person and has helped organizations find new spaces. Trustees of SUMC have signed off on the agreement (Version 3B).

Connie's input: Some progress has been made in negotiating the agreement and the fees are reasonable – which make it attractive to stay. But the church is taking a hard line about liability. Public policy and law is clear that the building owner is responsible for the condition of the building and cannot shift the responsibility for negligence. Connie & Liz do not recommend signing the document is now worded.

Another concern: SUMC want to be added to our insurance policy; the new request from church is that “this insurance [Savoyard's] be primary to all claims.” Typically, the tenant's insurance covers the tenant's negligence, but not the landlords' negligence. What is our risk if we were to sign it? We'd have more legal rights not signing the agreement. We'd have to go to court to settle any difference. Our insurance has said they will insure for non-subrogation and indemnification for extra \$100. Any agreement that we sign would need to add provisions to protect us from landlords' negligence or damages.

Discussion of how to move forward:

If we don't sign the agreement, we'll need to negotiate an exit. SUMC could go to court and start eviction proceedings; they can't legally throw us out without notice. If we say “no” we should be prepared to negotiate an exit proposal and offer to pay rent for back to July as a show of good faith. Tom Powers received an email from Tom Davis (from the church) this morning, pressing for an answer.

A six-month termination clause is a long time. We'd have to be prepared for the six-month rental cost. However, six months would give us time to move out in “volunteer mode” to preserve our assets, rather than paying for moving help and storage.

In any further discussions with SUMC we need to be clear about our legal issues with the contact as presented. Connie will write up the “top five” legal issues, which include (briefly): liability issues (as discussed above), length of notice, the requirement that the facilities be left “in its condition as of July 1st” but the property was in poor shape on July 1st (basement flooding and construction ongoing in the attic), clauses about exiting the premises (“the condition in which you took it” and not including wear and tear), environment concerns not addressed, indemnity issue, our liability for potential problems in the facilities not caused by Savoyards.

Motion: to approve Version 3B of the rental contract between SUMC and the Sudbury Savoyards; motion seconded. Vote: none in favor, one abstaining, seven against. Motion fails.

Next steps: Need a face-to-face conversation with church. Tom Powers will start conversation via email on Monday. We'll put together a plan for negotiated exit (have various tiers of plans to fall back on) and include “top five” concerns as drafted by Connie and some good will points (leave in good condition). We'll need to talk with the membership (turn the December game afternoon into a company meeting and then games? or hold a separate meeting?) The smaller group talking with SUMC will meet before Tom Powers goes on vacation.

10. Next meeting: November 2nd at Susan and Jim's in Lowell
11. Adjournment: 9:36pm