

The Sudbury Savoyards Board of Trustees
Thursday September 7, 2017, at 7:30 p.m.
Home of Tom Powers, 477 Main St, Hudson

Minutes

Attending: Tom Powers (Chair), Jim Ravan, Susan Elberger, Laura Jacobson, Brendon Chetwynd, Sue Flint (Secretary)

1. Consideration of Agenda: add discussions of “Flip Cause” and new key cards.
2. Secretary’s Report: August minutes: correct the spelling of Steve Malionek’s name. Motion to approve minutes of the August meeting as amended. All in favor.
3. Treasurer’s Report: The Treasurer’s report as of 8/31/17 and proposed FY’18 budget were submitted in writing.

Discussion of the proposed FY 2018 budget: professional fees were estimated at about ½ of last years, facilities rentals includes storage and events/rehearsals, gifts include Yeoman of Regard and board gifts, web hosting and post office are accurate, office supplies may be over estimate, publicity and development (e.g. new brochure) are estimates, costumes support/supplies were included as they could be considered company expenses if they contribute to the company inventory although they were purchased specifically for a show (Brendon suggests thinking further on the mechanics of how this could be tracked).

Motion to approve the FY2108 budget as submitted. All in favor.

4. Staff Reports (attached): all in favor of accepting reports.
5. Committee Reports
 - (a) Audit and Finance
 - i. FY18 budget: how can we do it better next year?
 - (b) Development Committee: no report from the Development Committee, they have not met. They have discussed potential new members for the DC.
 - (c) Governance: Tom Powers submitted a scope of work for the Governance Committee (attached below).
 - i. Selection of vice chair: Tom has not yet come up with division of labor for vice-chair. Brendon volunteers to be vice-chair. Motion to elect Brendon as vice-chair. Five in favor; one abstaining.
 - ii. Selection of membership secretary: For the present, Jim Ravan will track memberships in the database. Treasurer will have to communicate new/renewing memberships to database manager. Acknowledgements need to be sent. Could automate the acknowledgements that come online; but manual memberships still need to be handled.
 - (d) Location Committee Report: Nancy Powers and Susan Elberger are the current members. The Committee is considering finding another short term rental for all of the tech work for this year. Discussion with Scott Lutz about renting for the month of March with unlimited access (week days and weekends); Scott felt that it was possible to find something. Tony Parkes is planning a simple set for Iolanthe (to keep put-in short). Tech position call has gone to Theater 411 and our webpage (needs to be posted to other places). It was suggested that we might need more like a two-month rental for tech.

- (e) EMACT Subgroup: does EMACT have the potential to get groups together to discuss sharing information/resources? They are open to the idea, but don't have anything set up.
- (f) Communications: Communications has not met since the August meeting. Suggestions for the fall newsletter topics: Iolanthe details, audition dates, fabric sale, game day, introduce board members. Put a bio on the website for each board member and put link in the newsletter. Send bios to Sue Flint by Sept 10th. Sue will contact Andrew to see if he can send a newsletter this Tuesday.
- (g) Flip Cause: Tom Powers forwarded an email from Flip Cause (www.flipcause.com) to pick up the ideas of what non-profit groups could do.
- (h) Church Relations

- i. SUMC rental agreement: Correspondence with Tom Davies (liaison), Joel (pastor), George Gorman (board chair) and Patrick (church board member) going back to July, said that we're working on agreement on the terms which could be retroactive to July for rent. They granted a short extension to review the agreement. This week Tom communicated to the church that we are looking at the problem of liability for negligence; they replied that they are adamant about their language and that if we can't come to agreement, we might not be able to continue the relationship. We've got the agreement out for review by our lawyer.

Connie (our lawyer) commented that this is NOT a usual and customary lease agreement. Legal problems: liability can't dismiss landlord's liability due to negligence; the clause that our insurance can't sue SUMC will probably not be accepted by any insurance, we can list SUMC as the co-insured but not to the extent of landlord negligence. Other problems with the agreement include (but are not limited to): a number of references to "in their sole discretion"; potential problems arising from the difference between the six months notice to terminate the agreement and the two months notice for the church in their sole discretion to raise rates; problems with potentially being charged for any damages (noting that, as of July 1st, the "condition of the space" included mold in the basement).

Going forward: a subgroup (Tom, Susan, Dennis?) will ask to meet with the church and explain the advice we've gotten from our lawyer. Highlight a limited number of issues for discussion. Be prepared to offer a date of departure (want end of June/July 2018 – can negotiate).

Self-eviction strategy: needs to include the short cellar, long cellar, and attic. Maybe rent con-ex box and park it somewhere. Use self-storage in the short term if needed. Need labor to move the stuff. Rent a dumpster and help?

- ii. Situation in the shop: Tom Powers visited the church last weekend. The church has cleared out most of the stuff, the floor is dry, the paint is moved to the side. Tom asked if they would consider putting the shop back into the agreement. Patrick replied with a brief note that they've cleaned it out and they don't feel that they have the bandwidth to remediate the space or make it rentable again.
- iii. Attic storage space: Apparently they need 18" clearance around the new sprinkler heads in the attic. So, we'll need to move boxes that are closer than that.

- 6. Program Committee: "Thank you!" to Randy and Holly Glidden for hosting the summer pool party.

- (a) Iolanthe 2018: waiting for show budget. Had meeting with directors and came up with schedule including Two-Ring and auditions.
 - (b) Future show selection: Dec 10th game day is scheduled for all musical games. Cannon Theatre is interested in having us back next summer. The committee is considering two shows one low tech (Twelve Angry Men)/one high tech (Sherlock Holmes the Final Adventure). Starting to look at mainstage 2019.
7. Online storage of shared materials:
- (a) Long and short term storage – including emails, insurance, board documents, budget (this year and last year). Storage is part of the operations database is part of the plan. Can immediately put documents on Jim’s hard drive. Tom working understanding what we need to archive legally.
 - (b) Short term: put stuff on the Sudbury Savoyards Google Drive (set notifications to get notification when new docs are added). Add new folders: minutes, budgets, etc.
 - (c) Archival storage: Eventually documents will be on the database.
8. Fabric sale: Donna Roessler’s report on preparations for the fabric sale are attached below. We need more help for inventory on the 17th. Tom will ask the church for permission to access the attic on the 17th (to ensure that they know we’re there); the use of Hawes Hall is already confirmed for the 29th and 30th. Pricing structure for the fabric/costumes still needs to be determined. For credit card sales, Donna’s phone is set up for “Square” and we should test our ability to connect via cell service on the 17th (we don’t have access to the church wifi). It was suggested that we contact local theater groups directly and get ads into the local papers. Ask Jamie Rees or Laurel Martin to paint sign to advertise (get it on the 17th) the sale.
9. Standing meeting day and time: it was decided to leave the standing meeting day as first-Thursdays of the month. Next meeting: October 12th (which will be a second Thursday) at Susan and Jim’s house in Lowell.
10. Adjournment: 10:40pm

The Sudbury Savoyards' Staff Reports for
September 7, 2017

Costume Rental Report (Donna Roessler) - No activity in rentals.

Database Manager (Jim Ravan): no activity to report.

List Manager (Jamie Cobleigh): status quo.

Props and Scenery Rental (Laurel Martin): no new activity.

Report on Fabric Sale Preparation (Donna Roessler)

*We need more help doing the inventory on Sunday, Sept. 17th 12-4 in the attic. Right now there are only 4 of us. I will also need help with setting up the hall on the evening of Sept. 29th (time tbc) and also help with the sale on the 30th (10-4, but we should have volunteers there by 9:30am at the latest) to get instructions and get ready.

*We haven't come up with a pricing structure yet. I think that will get figured out when we do the inventory. Suggestions are a per bolt price, perhaps a per box price if someone wants an entire box of one color of fabrics, a "fill a bag" price for the smaller pieces.

*Do we have the ability to do credit card sales? Do we have a PayPal account set up, and a square that can be attached to a phone to run credit cards? If we don't have a square, I can probably get access to the PayPal triangle, but I will need to set up the account for the Savoyards. If Mike as treasurer, or someone else, can advise as to whether we can do this, it would be a big help to be able to offer credit card purchases.

*Publicizing our event has been going viral. Andrea has posted it on Theater411, and we have cross posted to several local theater groups. The flyer is being shared all over the website. I will try to get a flyer posted in the church somewhere - not sure where that area is now. Can we put it in the Chronicle? We might put it in the Town Crier calendar section. We need to see just how much fabric we have to sell.

*We may be able to sell off some older costumes - things that are too small to ever fit our cast. Hopefully we will be able to do that inventory as well on the 17th. If not, we may attempt another date to address that.

*I am offering the opportunity for others to donate fabrics they may have that they don't want. Kathy Lague and I are donating stuff. We can open that up to the Savoyard members and some other theater groups as well.

If there are any other areas we need to address, please let me know. I am hoping that we will sell enough to cover some "rent", and that we don't have a lot left that will have to go back into the attic. I welcome the Board and Board Staff to help with this project!

Governance Committee Scope of Work:

The defining responsibility of the Governance Committee is the recommendation for, and development and implementation of, policies and procedures regarding the operations of the Company as specified by the Company Bylaws and other controlling documents and relevant legal requirements. The existence of the Governance Committee itself is required by the Bylaws: Article IV, section 14 (c).

Examples of such work include:

- Oversight of the general operations of the Company in consideration of its 501(c)(3) status.
- Development of procedures to implement Company elections of Trustees and other business to be presented to the Membership, including provision for absentee or proxy voting.
- Recommendations for additions or changes to classes of Membership and the rights and responsibilities of Members, as such considerations may arise.
- Elaboration of the responsibilities of the various Officers of the Company and consideration of additional Officers, as such considerations may arise.
- Other actions as may be delegated by the Board.

At present, Tom Powers is the chair of the Governance Committee and its only member.