

**Governing Board Meeting
August 13, 2022; Virtual
Minutes**

Attendance:

Board members: Linda Nutt, Reneau Dubberley, Pat Moody, Shaun Giles, Kelly Hider, Pat Chaffee, Audrey Deal-McEver, Nancy Fischman, Cynthia Gadsden, Candace Gooch-Ward, Wansoo Kim, Vincent Lillegard, Paige Ward Moore, Courtney Stone, Christi Teasley

Absent: JoEl Logiudice (excused), Maggie Fansher (excused), Jessica Hagar (excused), Tiana Boisseau-Palo

Staff members: Kim Waag

Call to Order, Roll Call and Approval of Secretary pro tem

Linda calls the meeting to order at 10:04 AM, and Kim conducts a roll call. Linda solicits a motion to approve Candace Gooch-Ward as Secretary pro tem for this board meeting.

Approval of Secretary pro tem

Reneau moves. Paige seconds. All approve.

Presence of Quorum Affirmative

Approval of June 2022 Board Meeting Minutes penned by Executive Director Kim Waag

Kelly moves. Wansoo seconds. All approve.

Member Spotlight - Reneau Dubberley

Reneau presented that he was born and raised in Memphis, received his BA in Mechanical Engineering from Auburn University and proceeded to employment in the atomic field. Work resulted in moves to cities including Atlanta, GA and Dallas, TX for Texas Instruments, and later to Johnson City, TN where he spent the next 13 years consulting at a plant, and in Jackson, TN where he worked in lawn mower design and later taught at Jackson State Community College (JSCC). While in Jackson, he added a lathe to his woodworking studio and began furniture building and home restoration. After seeing his work, faculty at JSCC recommended he join Tennessee Craft in 2000. He's now been with the organization for over 20 years, and he's been on the board almost continuously since the early 2000s.

Reneau moved back to Johnson City in 2005 where he joined his local chapter of Tennessee Craft and became a Chapter Representative. He joined the Board Finance Committee and later became the Board Treasurer of Tennessee Craft, and then again accepted the Board Treasurer position in 2021.

Reneau is also the director of a prestigious regional bicycle race each June, where the races have drawn both national and international participants. He includes overseeing the race event logistics, builds and secures sponsorships, manages the budget, and coordinates the officials for the races.

President's Report

Linda refers members to her President's Report, and welcomes questions. No inquiries or findings expressed.

Linda shared that she and the Executive Committee have been working to continuously improve the organization, and she also shared her enlightening experience attending the Best of Tennessee Craft Exhibit's closing event held for awarded artists, donors, and guests at Gruhn Guitars that the Development Committee and Bonnie coordinated.

Linda provided an update on the hiring process of a Development staff member, and informed the board that the Strategic Plan has been updated. She encouraged the board to read the Strategic Plan and highlighted our goals and initiatives that will heighten involvement with the Chapters, our reach to broader audiences, and reiteration that craft art has value and improves everyone's lives.

Linda provided an update on the nominations for new potential board members, and explained that the Nomination Committee will review the materials submitted by the candidates. The Committee will then make recommendations for a slate of nominees to be brought to the Board in November for vote. If accepted, the vote will go out to the total membership in December, and the final results will be determined for their new term beginning in January.

Linda thanked the board for their referrals, and recognized Audry Deal-McEver for sharing the most referrals.

Executive Director's Report

Kim directs members to her executive director's report, and she welcomes any questions. No inquiries or findings expressed. Kim presented a 2022 fall fair update, stating that 100 artists have purchased booths, which is an increase from last year's numbers at this time.

Kim shared an update on the venue search for the Biennial: Best of Tennessee Craft Exhibition 2024, and with pleasure and gratitude announced Arrowmont School of Arts and Crafts in Gatlinburg, Tennessee as our planned exhibition venue host. Dates for the exhibition are being finalized with the team at Arrowmont, for the period surrounding October 15 - December 15, 2024. Kim also provided an update on the 2023 exhibition at the Customs House Museum and Cultural Center, Clarksville. This member-exclusive exhibition is planned for September-October 2023, with our call for artists launched January 2023.

Kim informs the board that both the Marketing and Communications Manager and the Director of Development positions have been posted on Indeed. Interviews are being conducted, with

hope that the Marketing position is filled in September. E-News and other communications will commence on Tuesday to membership, arts partners and the public. Filling these positions is a high-focus project due to the state office's need for increased workforce capacity.

Kim provided an update of the FY2022 Annual Report, and congratulated the board on a robust, excellent 2022 fiscal year. Annual Report will go to print after close of our annual financial audit and receipt of our FY2022 990.

End of Fiscal Year 2022 Treasurer & Grants Report

Reneau presented the *End of Fiscal Year 2022 Treasurer's Report* and commented on a fantastic fiscal year. He noted the \$15K+ increase in our total contributions and support, \$76K increase in booth fees due to ability to hold two in-person fairs, and while still not yet at pre-pandemic levels, the volume of exhibiting artists is increasing. Total income is up \$133K, due to pandemic recovery factors including increased income from fair programs and successful relief, stimulus and recovery grant awards.

Total expense increased \$35K. And new financial processes and reporting is under development which will increase the effectiveness of our ongoing financial analysis.

Even with a decrease in investment gains due to a down market, the forgiveness from the PPP aided to result in a fiscal year net income of \$77K.

Reneau reported that the operating checking account cash balance at fiscal year end 2022 was slightly lower than at the end of fiscal year end 2021, but explained how the Vanguard Investment fund account is expected to eventually increase, and that the organization's cash flow and position is strong. He provided an explanation for the difference in statements' net income with and without the inclusion of chapter finances. Past assets are available to be used as necessary, and the organization's assets have increased over \$60K since last year.

Motion to Accept Treasurer's Report

Shaun moves. Cynthia seconds. All in favor.

Reneau directed all to the meeting's grant reports. Kim shared that grant management during the months of June and July is always active. Fiscal year 2022 government grants have been successfully closed and approved. Explanation was given that government grants deposit an advance award percentage, which have been requested by the organization, and these deposits into our operating account is expected over the next months. Remaining grant award balances are then deposited with each grants' close out and compliance evaluation process. Community Foundation of Middle Tennessee funding, restricted to the spring and fall Kids' Tent, deposits upon grant award, is on a calendar vs fiscal year schedule, with grant close-out and program evaluation due each year in November.

Kim shared that all 2023 fiscal year awards have been awarded with award amounts announced. All awards amounts increased from last year. At successful grant close, the organization will receive nearly \$94K.

Reneau applauded the organizations' grants management process and success.

Motion to accept the Executive Director Report

Reneau moves. Pat moody seconds. All in favor.

Break given at 11:00 AM. Return at 11:15AM CT.

Current and Future Development Activities

Linda reported on Planned Giving activities and requests that questions from the board be directed to staff member Bonnie Matthews.

Acknowledgement was given to Audry and her husband for hosting the volunteer party at their home this year, and thanked the board for their generous donations they have made to the Organization.

Linda reported on efforts to increase membership and stated the membership count to-date of 441. She welcomed board members who are interested to join the Development Committee, where strategies are discussed and implemented, such as a new initiative idea of an online auction that may come to fruition after the Customs House exhibition in FY24.

Linda speaks on how the Organization could increase amenities to customers, donors, and the public who attend our events, and she shared the committees' review of other organization's efforts, and the importance of our assurance of each donors' goals.

No recommendations were presented, no vote required.

Consent Agenda: Chapter and Committee Reports & Presentations

In JoEl's stead, Linda directs all members to the Committee Engagement Committee report penned by JoEl, and highlights the exciting work performed by this committee. Shared was the attendance of she and Kim at the Black on Buchanan Juneteenth festival, where Bonnie presented a Tennessee Craft booth, and encouraged the board members to participate in organizational partner events.

Linda requested Chapters who've yet to submit their reports to do so retroactively.

Motion to Accept Chapter and Committee Reports & Presentations as submitted

Pat C. moves. Kelly seconds. All in favor.

New Business

Board Nominating Committee

Linda reported 10-12 CY2023 potential board member candidates have submitted interest, and the Committee has been conducting initial screenings and conversations with each. Report was that seven slots are expected to open in the 2023 calendar year Governing Board.

Encouragement was given to board members to assist the committee with recruiting candidates from their communities across the state, as it is a commitment of the board.

Honorary Committee

Linda relayed that a conversation she and Pat M had with the organization's former Director of the Organization of many years, Alice Merritt, on the original mission of the Honorary Committee, resulted in giving recognition and honor to people who have made *substantial* contributions of appreciation of craft in Tennessee. The criteria of substantial is being explored, and the nominees will be sought once determined. Linda reported that there are currently thirty-five honorary members. Nancy reported the first one was honored in 1972. It was acknowledged that new board members in 2023 will be an asset, providing greater capacity.

Motion to not accept any Honorary Member nominations for this year, with a revisit next year

Reneau motions. Kelly seconds. All in favor.

Fair Artist Application Medium Addition - Drawing

Audry updated the board that the Fair Committee has focused their attention on fair application numbers and surrounding factors, which have slowly started to recover from the pandemic, and reported on the committee's progress in researching other fairs' applications and structure. A committee recommendation was made to add Drawing as an eligible medium category for our fairs and other programs.

The Fair Committee proposes a new drawing category as follows:

Drawing: work created in which the main body is made by using dry media including chalk, charcoal, pastels, pencil, wax, crayons, etc. or from a fluid medium of ink.

Added was that our existing requirements for reproductions outlined in our existing fair eligibility guidelines would be added for this category. Inclusion of the additional medium could be implemented into our 2023 Spring Fair application, and that our standards for the Fair are a large part of what makes our organization highly reputable, and this would nicely diversify the types of works and price points offered at the fair. Invitation was given to board members to consider joining the Fair Committee and its various exploratory conversations. Pat C. spoke of her agreement to the addition of Drawing as an acceptable medium and Nancy shared that it may elevate regional chapter membership and recruitment efforts as well.

Motion to Include Drawing as an Eligible Medium in Future Fairs, starting in Spring 2023.

Wansoo moves. Nancy seconds. All in favor.

Proposed Fair EMT / Mentorship Contact - Status

At the behest of the Executive Committee, Kim expresses her appreciation for the feedback previously received on our current mentorship opportunities. She shares that when Audry became chair of the Fair Committee this past March, a new committee meeting schedule was adopted. The Committee goes over every aspect of the fairs after each event twice a year, but in addition to those two meetings, Audry has implemented focused, deep-dive meetings throughout the year to look at things in even greater detail.

Kim reported the analysis of the Emerging Makers fair program led to focus groups that garnered insightful feedback and proposed ideas, from the focus groups as well as the chapters. The committee will continue its analysis of the Emerging Makers fair program after shifting its concentration on the sustainability of the spring fair and mitigating loss in fair reputation and in future damage due to inclement seasonal weather, in particular high winds, that have plagued the last two spring fairs; the Fair Committee report summarizes current efforts of the committee to mitigate weather issues.

CY2023 Meeting Dates & CY23 Retreat Location

Linda directs the board to the CY23 board calendar preferences spreadsheet, where preferred dates are February 4-5, June 10, August 26, and November 4.

All were reminded of the importance in attending the February 4-5, 2023 Board Retreat as it entails 1-day long-range planning and strategic planning update process and and a 1/2-day board business meeting.

Discussion ensued as to in-person vs virtual vs hybrid meetings. Responses varied with discussion of the current COVID pandemic state; convenience in time and scheduling, no cost, and increased accessibility offered by virtual meetings; engagement benefits of an in-person Board Retreat; regional chapter engagement benefits of in-person meetings that are held throughout the state; high out-of-town costs in urban areas and in traveling.

Courtney Stone volunteered to check with her law firm for conference room access to host a hybrid February retreat. Disadvantages of hybrid formatted meetings were expressed, from experiences.

Importance of an in-person February retreat was stated by several members.

Linda polled the board on hosting the other three quarterly CY2023 board meetings virtual or hybrid, with members expanding their view of hybrid format disadvantages if majority of attendees are virtual.

Vote to host the 2023 February meeting in-person and host all the other 2023CY meetings on Zoom.

All in favor.

Discussion ensued on the preferred geographic location of the February board meeting. Request was made to seek locations that are central in the state; such will be explored.

No current motions are made regarding the February meeting location, no vote required.

Kim sought clarification for the upcoming November 2022 as to its format, and Linda concluded, with recommendation from board members, that the November 2022 meeting will be held virtual.

Adjournment

Kelly moves to adjourn. Reneau seconds. Unanimous approval.

Meeting adjourned: 12:32 PM CT.

Next scheduled Board Meeting: November 5, 2022; Virtual

Minutes prepared by *Candace Gooch-Ward*

Linda M. Nutt

Kim M. Waag