

TENNESSEE CRAFT

Governing Board Meeting February 5, 2023; Appalachian Center for Craft MINUTES

Attendance:

Board members: JoEl LoGuidice-President, Reneau Dubberley, Kelly Hider, Audry Deal-McEver, Nancy Fischman, Candace Gooch-Ward, Vincent Lillegard, Paige Ward Moore, Christi Teasley, Courtney K. Stone, Linda M. Nutt, Tiana Boisseau-Palo, Jessica Hagar, Allison Letson, Jessica Wilson, Donna L. Woodley, Patricia Schwarz, Evan Roosevelt Brown, David Taylor

Staff: Kim Waag-Executive Director

Absent: Shaun Giles (excused), Carlton F. Wilkinson (excused)

Call to Order and Roll Call

JoEl called the meeting to order at 10:37 AM, and Kim conducted a roll call. JoEl acknowledged the presence of quorum.

Presence of Quorum - Affirmative

Board Ballot Results

Executive Council

President: JoEl LoGuidice

Vice President: Audry Deal-McEver

Past President: Linda M. Nutt

Treasurer: Reneau Dubberley

Secretary: Candace Gooch-Ward

Members-At-Large: Kelly Hider, Shaun Giles

Members-At-Large: Jessica Wilson, Evan Brown, David Taylor, Carlton Wilkinson, Allison Letson, Donna Woodley, Patricia Schwarz

Passing of the Gavel

Past President, Linda M. Nutt, officially passed the gavel to JoEl LoGuidice, remarking on the act as one of friendship, support, and confidence. JoEl thanked Linda, and solicited a motion to approve the November 2022 minutes.

Motion to approve the November 2022 Board Meeting Minutes as penned by Candace Gooch-Ward

Reneau Dubberley moved. Linda Nutt seconded. All approved.

Donor Thank You Card Making Session

JoEl spoke briefly on how important donor retention is to the stability and financial security of an organization, and she reminded the board that all had made commitments as board members to acknowledge Tennessee Craft's donors. The group moved upstairs to spend the next hour making and writing thank you cards to donors, and discussions were held on donor retention, seeking out possible donors, recognition efforts within the Organization, and what donor recognition efforts look like at other organizations.

President's Report

JoEl directed the group to her and Linda's report, available on the google drive and included in all members' folders, and she welcomed any questions or comments from the group. No findings or concerns were expressed.

JoEl acknowledged and again welcomed the seven new board members, and she asked the group to spread the word about the upcoming February Lunch & Learn series. JoEl invited Kelly Hider to expound more on the program, and JoEl encouraged the board to spread the word, register for the program, and to invite non-members as well.

Executive Director's Report

Kim directed the group to her report, available on the google drive and included in all members' folders, and she welcomed any questions or comments from the group. No findings or concerns were expressed.

Kim informed the group that Spring 2023 fair applications were at 175, with a little over a week before the deadline. Looking back at the application timeframe last year for the Spring and Fall 2022 fairs, the Spring 2023 application count is ahead.

Kim asked the group to spread the word about the Members Exhibit on September 1 - October 26, 2023 at the Customs House Museum and Cultural Center in Clarksville, TN. Application deadline is May 15, and the exhibition is exclusive to Tennessee Craft Members. It also has an expanded media eligibility over other exhibitions such as our Best Of biennial exhibitions.

Kim went on to share that the staff's main focuses for the next quarter are outreach efforts, the Metro Arts grant, recruiting for a Marketing consultant and Grants & Sponsorships staff position, and the Shop Tennessee Craft online store implementation.

Quarterly Treasurer's Report, Investment Report

Reneau began by sharing an FYE2022 infographic that mapped out a macro view of the Organization's finances. He pointed out how large of a percentage Grants & Foundations made up our income in comparison to the smaller portion from Contributions and even smaller portion

from Membership. He noted Program Services income comes from the Fairs' food vendors and booth fees, but the majority of expenses for other programs are largely covered by Grants & Contributions.

Reneau encouraged the board to review the financial reports submitted to the Google Drive, citing how the major responsibility of a governing board is the financial positions and stability of the Organization. He encouraged the group to ask financial questions as they arise.

Moving on to the Financial Position Statement, Reneau pointed out our good cash position, with over 200K currently in our bank's operating account.. He explained this was due to both the new Tennessee Non-Profit Arts and Culture Recovery Fund Grant as well as other granting organizations depositing funds up front. He commented on the Vanguard investments fluctuation with the market and explained that the Organization wasn't currently adding cash into the investment fund.

Reneau mentioned that all physical assets were fully depreciated and almost all of that is the software for the ECommerce store. The money had been spent, but the income from the endeavor is not yet received. Reneau informed the board that the Organization's accounting practice had changed in the last year, with grant funding income recorded as soon as the requirements are met monthly, instead of at grant close-outs. Income is booked as the expenses are booked.

Nancy F. asked for clarification on what year this was in regards to the 3-year TN Arts & Cultural Recovery Fund grant, and Kim reported FY23 is our second year. Reneau explained the grant was based on Fair income the Organization lost during the Covid-19 Pandemic. Nancy asked if the Organization was in a situation where it could recover that through normal income lines, and Reneau answered that we had around 1.5 years to develop visibility of additional support. Answering Nancy's followup question regarding the search for a Marketing consultant and Grants/Sponsorships consultant, Kim explained that the Organization's board and Finance Committee had been very smart not to hire permanent staff that may be unsustainable after the grant funding had been exhausted. Reneau reiterated the key issues of finding revenue in the ECommerce online shop, donations, and sponsorships.

Moving on to the Statement of Activities, Reneau explained the Organization was 21K ahead of budget, and highlighted the budget's positive income earned from the Fairs' booth fees. Reneau went on to mention how the timing of corporate sponsorships affects the budget, and Kim explained how Chapters benefit from membership rebates, which are an expense in the statement. Nancy asked for clarification on the membership drive due to some potential membership attending upcoming Chapter meetings, and Kim informed the board of their strategies for the different campaigns the Organization runs throughout the year.

Reneau went on to explain the deficit for the labor expenses were due to the consulting, partial consulting/contract labor positions not at full expense, and the addition of a new staff position not yet hired. He again explained the lack of ECommerce income was a pressing issue for the

Organization to focus on. He concluded the Organization was well above budget on net income and foresaw no cash flow situations for the year.

Motion to accept the Treasurer's Report

Kelly Hider moved. Christi Teasley seconded. All approved.

Motion to vote and accept the Investment Report

Christi Teasley moved. Candace Gooch-Ward seconded. All approved.

Motion to accept Organization Resolution – Vanguard account: Update account signatories/owners to JoEl LoGuidice, Kim Waag, and Reneau Dubberley

Linda Nutt moved. Allison Letson seconded. All approved.

Consent Agenda: Chapter and Committee Reports

JoEl encouraged the board to read the Chapter reports already submitted to the Google Drive and reiterated her expectation that all board members would do so. She informed the group that all missing reports would be available within the next quarter.

Motion to approve Committee and Chapter Reports

Audry Deal-McEver moved. Christi Teasley seconded. All approved.

Committee Descriptions

JoEl directed the board to the Committees handout in their folders, and she gave brief overviews of each committee's description, leadership (or lack thereof), and meeting schedule. She reminded the group of the expectation and commitment each board member makes to serving on one standing committee and one ad hoc committee.

Board Commitments

JoEl reviewed the Board Commitments form with the group, reminding all that board members had to be in good standing in order to be on the board. Each board member must also agree to acknowledge the Organization's donors by making thank-you calls or sending thank-you cards, as well as serving as both ambassadors and advocates for the Organization.

JoEl informed the group that Tennessee Craft's granting agencies ask how many board members commit to donating to the Organization. She went on to explain that a board member's pledge is separate from their membership. Reneau asked for clarification on how donations were reported, and Linda confirmed that commitments were reported by fiscal year.

JoEl continued reviewing the Board Commitments form, explaining that the group would be asked to commit to one standing committee, with specified preferences for first choice, second choice, and/or committee leadership when available, as well as to commit to one ad hoc committee. Donna asked for clarification on selecting an ad hoc committee in lieu of notating first and second choices for standing committees, and JoEl said it was fine, explaining the

first/second choice option was in place for those interested more in serving on standing committees.

Kelly suggested emailing JoEl separately if they wanted to serve on a greater number, and Audry commented on how great that would be since so much overlap exists between all committees. Kelly also encouraged those interested in chairing a committee, sharing how she manages the responsibility for the Professional Development committee. JoEl and Audry also mentioned staff support is available for new committee chairs, and Linda reminded all that past Committee minutes were always available for reference in the Google Drive.

JoEl briefly explained the timeline and process of announcing committee assignments, and she encouraged all to reach out to committee chairs if anyone had questions. She also reassured the group of the flexibility in committee assignments if changes needed to be made, stating the importance of making sure each board member's expertise and talents were settled in a role that suited them. She informed the group that the Board Commitments form would be sent out via email as an incognito form the following Monday.

Board Conflict of Interest Policy

Kim directed the group to the Governing Board Conflict of Interest Policy, explaining that it is a requirement of the Organization's financial audit and the organization that all board members sign the policy annually. Kim welcomed any questions from the board regarding the document, and she explained that the Cognito link would be sent to the group via email as a form. No questions or concerns were expressed.

Motion to approve Conflict of Interest Policy

Nancy Fischman moved. Candace Gooch-Ward seconded. All approved.

Arts Specialty License Plate

Kim explained how important specialty license plates were to our granting institutions, noting that 80% of the Tennessee Arts Commission (TAC) funds came from the program. The TAC requires the Organization to provide board members and staff on specialty license plates, and Kim asked the board to inform her if they have purchased specialty license plates during the year, so this could also be included on the Board Roster.

New Business: Chapters & Others

JoEl opened the floor for any new business, and Patricia Schwarz shared two art-related events she discovered in the local paper. Patricia also mentioned local Memphis events that might possibly be in line with events brought up by the Marketing break-out group during the Retreat, and the group's scribe, Allison Letson, agreed to follow-up on the lead. Kim again prompted the group to send in any updates to the Board Roster. Audry asked for clarification on the criteria for board volunteer hours. No further announcements, questions, or concerns were expressed by the group.

Motion for Adjournment

Linda Nutt moved. Donna Woodley seconded. All approved.

Meeting adjourned: 1:09 PM CT.

Next scheduled Governing Board Meeting: Saturday, June 10, 2023, Virtual

Minutes prepared by Candace Gooch-Ward

A handwritten signature in cursive script, reading "Joel Levy Loguidice". The signature is written in black ink and is positioned at the end of the document.