



CCPA Board Meeting Minutes

14 December 2021

via Zoom

Participants present (27):

Board Members present:

- | | |
|--------------------------------|------------------|
| 1. Jaci Guerena , Chair | 6. David Hughes |
| 2. Ed Kashin, Vice- Chair | 7. David Zupan |
| 3. Allison Carter, Secretary | 8. Mike Walker |
| 4. Linda Dievendorf, Treasurer | 9. Nancy Forrest |
| 5. Chico Schwall | |

Board Members absent:

None

Staff:

- Deb Maher, Interim Executive Director
- Bob Fennessy, Staff
- Sandra Bishop, scribe
- Jennifer Spoerlein, financial consultant

Members:

- | | |
|-------------------|---------------------|
| 1. Steven Berkson | 8. Kathy Ging |
| 2. Heather Kent | 9. Mary Addams |
| 3. Cindi Vail | 10. Sarah Chylek |
| 4. Dennis Hebert | 11. Sherry Franzen |
| 5. Fran Chylek | 12. Tim |
| 6. Jill | 13. Tom Wilt |
| 7. Jon Pincus | 14. Janelle Krinsky |

7:03pm

1. Called to Order by Jaci Guerena, Board Chair.

Casual check-ins will be 15 minutes before the meeting starts, so the meeting won't go so late.

Welcome & Rules for the meeting for members:

Steven & Heather are going to help keep the stack (requests to speak) and do timekeeping.

- If you haven't spoke yet, you will be put ahead of those who have already spoken.
- Each member will have a total of 3 minutes to speak during the meeting. Can use in 30-second increments.
- TIMER can be seen in one of the squares on the Zoom screen.
- Please do not be vicious or profane when you speak.
- Do not use chat for comments. It is for links or other information for the minutes.
- Please request permission before posting anything in chat (except HAND to speak).
- Those without audio may introduce yourself in chat and can write if no audio available.



Board members will have 2 minutes each time they speak.

2. Agenda Review

Jaci Guerena – Intend to adjourn at 8:40pm unless we vote to extend the time.

Chico Schwall – This agenda was not pre-approved by the whole board. The call went out for items for the agenda. Several of us submitted items. There was never a discussion of why those items don't appear on the agenda. We should be able to do this is a more orderly and inclusive process.

Jaci Guerena – I'll try to communicate if an item doesn't land on the agenda moving forward.

3. Board Members – each made one-minute introduction

- David Hughes
- Allison Carter
- Mike Walker
- David Zupan
- Linda Dievendorf
- Ed Kashin
- Jaci Guerena
- Nancy Forrest
- Chico Schwall

4. Public Input

Sherry Franzen – I want to become a sustaining member thru PayPal; no indication on the website donate page that you can become a sustaining member. Would like to see education become a better part of the Hall.

Steven Berkson – Talk to Bob (Fennessy) and it can be set up manually for you to become a sustaining member. Work is being done on website tech issues.

Kathy Ging – Clean up the membership list and clarify that 10 volunteer hours in a year still qualifies one as a member. Confusion about working at a music event – do those hours qualify? Or calling members – would that qualify? Availability of member contact information is confusing. Clarify that. Have a massive telephone calling to all members; past, present & future. Do a wants & needs list. Members could have wants and needs posted. Similar to what the WOW Hall does with what is wanted in the organization. Members could have a wants & needs list and connect more with each other. I'd be willing to call 50 members.

5. Approval of Minutes

MOTION to approve minutes of Nov 15th 2021 CCPA Board meeting as amended.

APPROVED unanimously as amended by Ed:

Page 3, second bullet point up from the bottom has an extra word, needs correction.

Change to: 'Disagreement over whether questions about job performance by a candidate running for election is a personal attack.'

CORRECTIONS to minutes of Nov 29th 2021 CCPA Special Board: Corrections from Ed:

Page 3, 1st sentence, last paragraph – word should be ‘divisiveness’ not ‘decisiveness.’

Page 5 Chico’s final statement – word ‘not’ was left out.

Corrections from Deb:

Page 2, 2nd paragraph, should be ‘shuttered’ venues grant, not ‘sheltered.’

NOTE: Nov 29th Minutes will be considered for approval at January board meeting to allow incorporation of previously submitted corrections.

6. Reports

Interim Executive Director’s Report: Accomplishments – Deb Maher

- Downstairs & beer garden is open. Air issue resolved using state-of-the-art high tech ultraviolet light used at NASA and Cancer Center. Smells like mountain air. Expense was less than expected.
- Volunteer Coordinator & Assistant House Manager hired as temporary employees. Will be considered in permanent hiring process later.
- Advertising for part-time Communication Specialist to take over some of publicity work.
- Getting estimates for IT configuration to upgrade with new computers and software.
- Permanent ED process; Agnes Zach, consultant is prepared to outline search process.

Treasurer’s Report – Linda Dievendorf, Deb & Jen

Linda Dievendorf – Two documents: Cash on Hand, and detailed financials July to end of year.

Jennifer Spoerlein – Members approved revised budget at annual Membership Meeting Nov 14th. Will take closer look each month; analyzing the current month and the fiscal year to-date.

Have received the Shuttered Venues grant (\$400,000). Last column (Column I) shows difference between Revised budget & Actual.

Deb Maher – Nancy’s suggestion/question about percentage of income from what categories shows that 77% of income is coming from the Shuttered Venues grant and 23% is coming from other sources. We need to spread this out. Fundraising is most important. Percentages help us to see where income is coming from. End of year appeal letter is coming out on Friday.

Q. Mary Addams (member) – What are rentals (under income)?

A. Deb – We rent the hall facility for private events. That’s rentals.

Q. David Zupan – Did you break down membership; annual versus monthly sustaining memberships? COMMENT: Would be very helpful to the Fundraising Committee. Many organizations take advantage of sustaining memberships to pay a lot of their expenses.

A. Jen Spoerlein – No. We could do a sub-account in QuickBooks to track it if that decision is made.

Jennifer Spoerlein – Total Operating Expenses are within budget. Two categories are over budget:

Contractors-Production – security and vaccine checking was not anticipated. We are already \$5,000 over. Originally we thought the contractor expenses would go down once more employees were hired. Is this an ongoing expense (security & vaccine checking)?

Advertising – Eugene Weekly had not billed us for 2020; sent bills all at once.

Increase in Sept and Oct; at least \$2,000 (per month). Is this a permanent increase?

Jen Spoerlein – Cultural & Education Programming \$10,000 budgeted, nothing spent yet. Expected soon. Net income; November we had a loss, overall profit (year-to-date). We have done well for the fiscal year because of the grant, but if we continue with this trend (monthly loss) we will eat away at the assets. We need to bring in more. This is roughly cash on hand; what is going out and coming in.

Deb Maher – Production Contractors is where we brought in more security to handle larger crowds at events and to do vaccine checks. We had concern about volunteers doing vaccine checks. We had higher costs, mostly for vaccine checks, but we had \$11,000 more in ticket sales. Eugene Weekly ad cost spiked; need to find out what will it be going forward.

SUMMARY of financial status:

- Advertising and Production-Contractors expenditures are over the Revised Budget amount, but the increase has contributed to additional Ticket Sales. Ticket Sales increased roughly \$20K from Oct to Nov.
- Production-Contractors (mostly security for larger shows and for vaccine checking) increased roughly \$7K from Oct to Nov.
- Advertising increased roughly \$2K per month.
- Ticket Sales Profit after expenditures is \$11K.

Interim Executive Director's Report: Moving Forward

Deb Maher – Moving forward we are in accelerated mode. Money from Shuttered Venues grant must be spent by June 30th 2022. We have a 6-month window of time, Jan to June. Goal is to increase CCPA income moving forward. We are trying to do about 2 years worth of work in 6 to 7 months. Board is moving from an Operations board to a Generative (strategic) board.

Deb walked the board through the Nine-Month Operations Plan chart, Nonprofit Lifecycle Institute model and Proposed Topic Map slides:

The board is coming to the end of the Stabilizing phase (Oct –Dec 2021) and moving into Capacity Building phase (Jan – Mar 2022) with fundraising as the priority. Search committee for a permanent Executive Director is expected to begin in Feb or March, with the hiring of a New ED by July 1st.

The Nonprofit Lifecycle Institute model is the model used by funders to evaluate nonprofits. Thinking of the Programs that we do as the tabletop, there are four pillars or legs:

- **Management** (staffing & organizational)
- **Governance** (decision making & membership)
- **Financial Resources** (fundraising and business model)
- **Administrative Systems** (all IT stuff).

All in support of Vision, Core Values, Mission. It all aligns.

As part of the Proposed Topic Map there are three crucial Board activities: Fundraising help, transitioning from Operational board to Strategic board, and serving as community ambassadors.

Going forward, upcoming Board meetings and activities are expected to include:

January 15th virtual Board Training 10 AM to 4 PM. Will be fun, interactive and outcome oriented. It will be very relational; identifying strengths together and creating a new approach going forward.

January Board meeting – discuss assessment & recommendations from the Nonprofit Lifecycle model & form a clearer picture of what kind of specific activities Board may want to consider.

February Board meeting – hear findings from Vizdal on educational programming possibilities.

March Board meeting – engage with new permanent Executive Director search. Board may want to have Agnes Zach (ED recruiter) come & talk about that.

April Board meeting – talk about importance of bylaws and need for updates.

In May – Progress review on how activities have been implemented or still in need of implementation.

In June – Board select new Executive Director and approve new budget, and hopefully new bylaw changes approved at board level. In June call a Membership Meeting to introduce new ED and adopt new budget.

7. Committee structure

Jaci Guerena – Committee structure is on the agenda.

Deb Maher – There needs to be a context for setting committee structure you want. Need a framework first. My suggestion at the moment is that we have a clean slate and rethink what committees might need to be in place. Committee structure is a sub-set of the larger picture.

Jaci Guerena – To adjust the committee structure issue does anyone have a proposal?

8:24pm

MOTION: In order to ensure that we have appropriate structure and policy in place for our committees, I move that we dissolve all existing committees; ask Deb Maher to return with a proposal for a new committee structure; and transfer the authority of any committees being dissolved to Deb with the expectation that she will keep the Board informed of any issues which should receive Board attention.

Moved by Mike Walker. Seconded by David Hughes.

Discussion (35 minutes):

The following Board members and Members took place in a lively discussion: Mike Walker, Jon Pincus, David Hughes, Chico Schwall, Ed Kashin, Steven Berkson, David Zupan, Jaci Guerena, Nancy Forrest.

The main discussion was about whether or not it is wise to dissolve all existing committees and transfer authority for anything that committees have been handling to the Interim Executive Director for a short period of time, approximately 30 days, or until the January board meeting. This would allow Interim Executive Director Deb Maher time to make recommendations on standard governance committees and lead a board discussion on those and other committees that would be most valuable as CCPA moves into the next phase of development. Main emphasis would be on coming up with clear committee structure and guidelines, and clear charters for any committees going forward. It was made clear that the IED would be making recommendations to the Board, and the Board will determine which committees would be set up or reconstituted going forward.

NOTE: Individual comments may be edited and paraphrased in an attempt to summarize for the minutes.

Mike Walker – We have a lot of well-intentioned and talented people on committees, but given the short timeline for fundraising, broadening the community we serve and having a well-tooled staff the motion works well with Deb’s recommendations. We need a fresh start with committees to do the Board’s work. We are not talking about an extended period of time with no committees in motion. We would probably be without committee action for considerable shorter amount of time than in the past when there were committees in place. It’s an opportunity to rebuild a committee structure that springs back into action according to a constructive agenda that Deb is building. As for the committee Jon is talking about, Deb can look at the mandate and documentation you are talking about (Renovation Committee).

Jon Pincus, Member – The Facilities & Renovation Committee is mandated by membership. There’s lots of documentation for this committee. Wording is part of many of our funding contracts and has been an element in getting a lot of our funding. It was a central element in being awarded our National Register nomination because we had a stewardship system that involved a review process. The committee has been active throughout the history of the CCPA for 46 years. I would strongly encourage you to not undo that system. It has worked extremely well throughout and keep faith with our community. Not something the Board gets to vote on. I encourage you to defer this motion until the next meeting.

David Hughes – This is a great opportunity for us to start with a clean slate, start fresh and engage members, and make sure that the committees that are operating are functioning at a high level with help from the Executive Director; especially since we have only about 6 months to get all this happening.

Chico Schwall – Clearly other people have given this some thought, but the Board hasn’t discussed it as a group in writing or anything else. It seems like it’s saying we want to make fundraising our top priority but then not having a fundraising committee. It seems to be counterproductive.

Ed Kashin – There is no documentation to show whether or not the Facilities and Renovations Committee has been changed. There have been times when there has not been a designated committee for that purpose. It’s every Board’s prerogative to charter committees or change the committee structure.

Steven Berkson, member – There was no Restoration & Facilities Committee for a time. What the renovation policy says is that a project is to be coordinated by the Renovation Committee and approved by the coordination council, which is the board. The board can make the Renovation Committee Deborah and whoever she chooses to work with. You can trust the Interim ED to exercise judicious judgment in this short period of time before you create something with more structure. Deb can consult and coordinate with people to form ad hoc committees if needed while creating this committee structure. All committees should have clear charters, clear guidelines, scope of authority, and any limitations. Important to get clarity about what committees are to be run by

management and those committees run by the board. Last year we had a difficult time distinguishing between ad hoc committees and standing committees and creating clear guidelines. And people had a hard time staying on mission for those committees. Get back to a formal process. Charter a committee, make sure the policies are in place and then staff the committee.

David Zupan – This is a big surprise. I tried to find out what was going to be happening under this agenda item, because I made the request to discuss the Fundraising Committee. I thought we wanted to get rolling on fundraising. Instead there is a motion to get rid of all the committees, to have a clean slate. I find this disconcerting, particularly in light of the fact that we are going to have a retreat to figure out how to work together. This seems contradictory to that, and rash to get rid of the entire committee structure. In her presentation Deb did not mention the role of members. Member involvement is the heart of our organization. I want the members to know the board last year spent a good amount of time on getting the committees ready to function. But because of all the other responsibilities with operations, the board didn't fully implement all the committees. There are members and people with expertise out there who are ready to assist us; wondering when they can get started. It's not like we haven't been doing anything in the past year on committee structure, quite the contrary. I don't think we need to spend much time on this at all. We are ready to go. As Deb has pointed out it's urgent that we get going. So I don't see the point in getting rid of all the committees. In the spirit of working together I think it's imperative that we don't pass this divisive motion this evening; that we move into our retreat with open hearts and good faith that we are going to work together as a very effective board.

Deb Maher – One of the important elements is governance. That notion that I'm not being sensitive to membership is not true at all. Membership falls under governance. The whole board asked to move forward in a new kind of way to create a board that is more strategic. I'm doing all kinds of work on fundraising now and I want to work with a fundraising committee of the Board. How it's structured and how the charter works – none of that is in place as far as I can see.

Jaci Guarena – I don't remember last year, any committees continuing over into the new board year. There is a precedent for new board looking at the structure of committees. We are at a very different stage of development. Last year we didn't have a manager or director and we Board members were in charge of operations. We have hired an Interim Executive Director, not a Manager, to look at the entire organization. We need to give her space to teach us what she knows. That's why we hired her. I strongly support the need to redo, reconsider the committees.

Nancy Forrest – I would feel better if we had a timeline on this – within 30 days. Wouldn't it be up to the Board what committees to form? We are not leaving that up to Deb. We are just saying for a brief amount of time that committees are dissolved Deb would oversee those duties. If we said within 30 days we would expect to have a

recommendation, and we would all have an opportunity to engage with Deb about the things we think are important and why.

Why wouldn't we talk about it at the retreat and as a board come to an agreement? Don't know that we need a clean slate. Some of this work is ongoing. I would like this to be a very short period of dissolution. I don't want that to drag out. I was an ED for 5 years for a very vibrant social justice organization and the membership committees were crucial to not only getting work done and getting recommendations made but it's also another way to bring in some extremely talented community people.

Jaci Guerena – We would be open to a friendly amendment and maybe the next board meeting would be a good timeline. Want to make a friendly amendment?

AMENDMENT: Set a timeline of 30 days.

Moved by: Nancy Forrest

NOT ACCEPTED.

Mike Walker – I appreciate the intention, but don't want to complicate it. I hope that it is extremely short and expedient.

Deb Maher – A 30-day time period is reasonable. Want to be clear – my role is to make recommendations to the board. My recommendation will be informed by what comes out of the retreat. The Board retreat will happen January 15th then I'll make recommendations to you at the next Board meeting (in January). Want to assure you all that this is just a short interim time.

Jaci Guerena – I don't think the committees were very functional and I didn't see all of the committees properly structured. I feel we need to start at a foundational level and look at what we need when we are no longer managing the hall, when we are no longer part of operations. We are now a board that is not in charge of the staff. We have an Executive Director so we need to start from scratch and we could benefit from all rethinking a proper structure for this.

Nancy Forrest – I heard Deb say that we will have recommendations, maybe even at our retreat, that we can begin to look at as a framework. That would be very useful. I'm in my second year (on the board). I've lived in this community for 30 years and have deep convictions about spending my time wisely, and that would be fundraising and outreach. I have a lot of deep connections here with people that haven't previously been real active at the hall. They are very very interested, but they are not sure. I want to spend some time building those connections. There seems to be suspicion about the Renovation Committee and having been part of a project listed on the National Register, not as a building but as an entire district – it's really important that we have really strong community support for that as an ongoing thing. I want to make sure people understand that the committee is very important. And it's not a one-person thing. It's a community support for the ongoing maintenance for the property. That maintenance includes from government entities and others. That was why I'm asking for a quick turn-

around. These committees are important and I believe we can just have this discussion and all get behind it. There seems to be so much conflict over the committees.

CALL THE QUESTION (to end discussion & vote on original Motion):

David Hughes called for the question.

Ed Kashin, seconded.

Yes, 7; Allison Carter, Mike Walker, Nancy Forrest, Ed Kashin, Linda Dievendorf, Jaci Guerena, David Hughes. No, Zero. Abstain, 2; Chico Schwall, David Zupan.

Yes, 7; No, zero; Abstention, 2.

Discussion is closed.

Vote on main motion with no further discussion:

MOTION: In order to ensure that we have appropriate structure and policy in place for our committees, I move that we dissolve all existing committees; ask Deb Maher to return with a proposal for a new committee structure; and transfer the authority of any committees being dissolved to Deb with the expectation that she will keep the Board informed of any issues which should receive Board attention.

Moved by Mike Walker. Seconded by David Hughes.

Yes, 6; Allison Carter, David Hughes, Linda Dievendorf, Ed Kashin, Mike Walker, Jaci Guerena. No, 2; David Zupan, Chico Schwall. Abstain, 1; Nancy Forrest.

MOTION PASSED: Yes, 6: No, 2; Abstention, one.

Jaci Guerena – Deb can you deliver a presentation for us to look at by the next meeting in the third week of January?

Deb Maher – Yes. It will be my analysis using this model (presented earlier in ED report) and draft for discussion by the board at that meeting. There isn't time to prepare a written report to be sent out to the board with the committee recommendations for a pre-read (10 days) prior to the meeting.

8. Confirm next month's Board meeting date: Tuesday January 18th 2021, 7pm.

Monthly board meetings are expected to be during third week of each month.

9:04pm

9. Meeting adjourned.

Action Items:

Next Board Meeting

- Prepare recommendations to the Board for committees and committee structure. Bring to January board meeting. RESPONSIBLE: Deb Maher, Interim Executive Director.