



CCPA Board Meeting Minutes

19 April 2022
via Zoom

Board Members present:

1. Jaci Guerena, Chair
(CCPA WOW Hall Host)
2. Ed Kashin, Vice- Chair
3. Allison Carter, Secretary
4. Linda Dievendorf, Treasurer
5. Chico Schwall
6. David Hughes (drhughes)
7. David Zupan
8. Mike Walker
9. Nancy Forrest
10. Deb Maher, Interim Executive Director, (non-voting)

Board Members absent: None

Staff and support:

- Sandra Bishop, Scribe

Participants:

1. Steven Berkson (phone ...3957)
2. Heather Kent (phone... 3957)
3. Bob & Malena
4. Fran Chylek
5. Jon Pincus
6. Kathy Ging
7. Sarah Chylek
8. Sherry Franzen
9. Tom Wilt

Welcome and Remarks from the Chair – Jaci Guerena

7:02pm

The Chair briefly stated the guidelines for participating in the meeting:

- Board members have 2 minutes each time they speak.
- Raise hand in Chat to speak. No comments
- Members and other participants will have a total of 3 minutes to speak during the meeting; may use the time in 30- second segments during different discussion items. Please turn camera off unless speaking.
- No comments will be accepted through Chat.

Agenda Review – No changes to agenda.

7:05pm

1. Consent Agenda

7:05pm

Minutes of Mar. 15, 2021 CCPA Board Meeting as corrected (in Board packet):

APPROVED unanimously with 9 YES votes.

Minutes of Feb. 15, 2021 CCPA Board Meeting as further corrected (in Board packet):

APPROVED unanimously with 9 YES votes.

2. Public Comments

7:10 pm

- **Sherry Franzen** – What is happening with search for Executive Director? Will there be overlap with the current Interim Executive Director?

In answer to the question Jaci Gerena, Chair – Yes, there will be some overlap.

3. Interim ED Report; Updates! – Deb Maher, Interim Executive Director 7:12pm

Highlights are in the Board packet.

*New programming areas are a direct result of the valuable work Katy Vizdal who conducted community conversations with leaders around Eugene to get a sense of what additional opportunities the WOW Hall might pursue.**

Proposed programming areas requiring grant support include:

1. **Community Voices Coordinator** and activities such a yoga, lunchtime concerts, poetry readings, candidate forums, civic engagement, and storytelling.
2. **Youth Council & Training** to develop a prototype for diverse high school students with an interest in the music industry, provide leadership development and support them in producing a show.
3. **Artist Engagement Program** to bring culturally diverse performers who may be viable in other markets but not well recognized in Eugene.
4. **Emerging Artist Program** to support local performers in need of exposure so they can move forward in their careers.

In addition to the above proposed new programming areas we are also looking for general operations support to augment income generated from ticket sales, membership, concessions, rentals, donations, and grants.

Other Updates:

- **Need volunteers for shows;** there are 7 shows through end of April. We need to build the volunteer pipeline, have more people attend a volunteer orientation, and be available to support performers.
- **Volunteer Coordinator** is resigning May 30th. A search is underway to find a replacement.
- **Summer Camps** are coming up: Music Edge Rock Camp & Girls Circus.
- **Membership renewal letters** going out next week. Steven is sending the list to Bob.
- **IT upgrade** has been completed. The WOW Hall is now on 5G, and new routers will increase the ability to handle more traffic.

- **Still working with EWEB on electric pole relocation** (in the back for better clearance) at low or no cost to the WOW Hall.
 - David Hughes volunteered to work with ED on utility pole relocation if needed.
- **Nancy Forrest will be liaison on setting up Day of Service** with Eugene Housing Coalition.
- **All contract templates have been completed.** Allison has provided the name of an attorney who will check the contract language.

4. Financial Report – Deb Maher, Interim ED

7:36pm

- Membership budget \$24,000, actual is \$33,000; \$9,000 more than budgeted.
- Concessions are down due to earlier closures.
- Merchandise, posting service, rentals all should improve (bring in more revenue).
- Income side looks good.
- Expense side; advertising, artist fees, security contractor fees (for Covid help) still over budget as previously explained.
- By end of June (FY 21-22) expect approximately \$300,000 cash on hand. During the budget year FY 19-20 the cash on hand was much lower with the money market account down to about \$1,200. This fiscal year compares favorably when contrasted with that fiscal year.
- A draft budget for FY 22-23 is being prepared for initial review by the chair of Internal Affairs (Board Treasurer) and it will be presented to the Finance Subcommittee prior to submitting it to the full board.
- When members meet in June to approve the budget they will see the commitment to expanded programming. There will likely be \$10,000 for cultural programs carried forward in the budget, depending on how much has been spent for other expenses such as Spanish language ads.

5. Moving Forward: Activity Report from Committee Chairs

7:50pm

** Purpose descriptions for committees have been edited for clarification to reflect Board approved purpose statements.*

External Affairs Committee; Mike Walker Co-Chair & Allison Carter, Co-Chairs

Purpose: To advise the Board in external dealings and relations with the community. Four subcommittees with the chairs to report to the co-chairs.*

Mike Walker, Co-Chair explained the work of the subcommittees and next steps:

Co-chairs will be like traffic cops for subcommittees and work groups to move things into immediate motion. The CCPA Mission and Katy Vizdal's report (*Community Programming Opportunities*) serve as a blueprint.

The External Affairs Committee charter was sent to the board.

External Affairs Subcommittees

- **Event promotion (programming) Subcommittee** – to provide input to the Executive Director and programming support to staff.
- **Community Outreach Subcommittee** – will support initiatives put forth by the Executive Director.
- **Fundraising Subcommittee** – support for programs and operations and one-off fundraising events.
- **Marketing Subcommittee**– will help get more uses, sell the Hall (branding), and ownership by all members and board members.

Action steps

- Will reach out to full Membership for committee members. Subcommittee and Work Group selections to be based on knowledge and expertise, ability to commit time and follow-through and ability to work collaboratively.
- Programming will involve youth and culturally diverse community members.
- Looking for short-term actionable, measurable results.
- Short-term, long-term resources need to catch up with operations.

Anyone interested contact: external.affairs@wowhall.org

Governance Committee; Ed Kashin, Chair

Purpose: To develop the capacity of the board and its role in supporting the Hall including:

- Policy, bylaws, board, archiving, education and retreat planning for the board.
- One or 2 Board members to serve on the Governance Committee and with subcommittees and work groups.
- Responsibility is to the mission statement & membership.
- Help with Board development such as recruiting new board members.
- To help board members; be active ambassadors of the organization.
- Governance Committee will meet once a quarter.

Governance Standing Subcommittee:

- **Board Development Subcommittee** – Board assessment, training and onboarding of new members. (Meet as often as necessary as determined by the governance calendar).

Governance Work Groups

- **Bylaws Work Group** – Need to update bylaws as there have been law changes over the years and they need to be made current. (Meet as often as necessary to complete tasks).

Subcommittee and Work Group selections are to be based on knowledge and expertise, ability to commit time and follow-through and ability to work collaboratively.

Anyone interested contact: governance@wowhall.org

Internal Affairs Committee; Linda Dievendorf, Chair

Purpose: To support the Executive Director and staff in matters pertaining to internal operations including finance, Human Resources (HR), and historical preservation.

Internal Affairs Standing Subcommittees:

- **Financial Oversight Subcommittee** – to review and provide input on budget planning, review monthly financial reports and other guidance.
- **Historical Preservation Subcommittee** – to provide resources and support in maintaining the historic nature and status of the WOW Hall. Will review the policies and strategy.

Some people have been invited to participate on these committees and soon they will convene. Expect respectful dialogue. Selections to be based on knowledge and expertise, ability to commit time follow-through and ability to work collaboratively.

Anyone interested contact: internal.affairs@wowhall.org

6. Discussion and Vote on adoption of three Committee Charters 8:08 pm

MOTION to adopt External Committee Charters (in Board packet for 4/19/22 meeting).

Discussion & questions about Chairs and make-up of the three committees (Approx. 35 mins):

Q. We voted on specific language. Why are the Chairs of Committees not the same as those in the adopted Committee Structure document?

A. An oversight – it was meant to be clear that the three main Committees are to be chaired by officers of the Board.

Q. What does “by common consent” mean in Article II Composition in committee charters?

A. In External Relations Committee Charter, since it has two co-chairs, it means members of the committee are chosen by agreement of both co-chairs. It should be deleted from the other Committee charters.

A. No, “by common consent” is not meant to imply that all Board members need to agree with committee members appointed by the Chair or Co-chairs.

Comment from a member: Policies should have consistent heading with adoption date and signature when authorized.

MOTION to adopt the External Affairs Committee charter (in Board packet) with clarification that the Committee shall be co-chaired by two Board members and word changes as follows:

Article II: The Committee shall be co-chaired by two board members. Committee co-chairs will select any additional committee members by common consent; members may include Board members as well as non-Board members.

Moved by Jaci Guerena, Seconded by Ed Kashin.

YES, 7; NO, zero; Abstain, 2 . MOTION PASSED.

MOTION that Governance Committee charter (in Board packet) be adopted and clarify wording as follows:

Article II: The Committee shall be chaired by the Board Vice-Chair. The committee chair will select any additional members. Members may include Board members as well as non-Board members.

Moved by Ed Kashin, Seconded by Linda Dievendorf.

YES, 6; NO, zero; Abstain, 3. MOTION PASSED.

MOTION to accept the Internal Affairs Committee charter (in Board packet) with amended language as follows:

Article II: The Committee shall be chaired by the Board Treasurer. The committee chair will select additional committee members. Members may include Board members as well as non-Board members.

Moved by Linda Dievendorf, Seconded by David Hughes.

YES, 6; NO, zero; Abstain 3. MOTION PASSED.

7. Vote to Adjourn

9:13pm

MOTION to adjourn.

Moved by Jaci Guarena, Seconded by Ed Kashin.

No objection – MOTION passed.

Jaci Guarena – Meeting is adjourned.

Next meeting is: Tuesday May 17th 7pm. (3rd Tuesday of every month).

SUMMARY of ACTION:

March 15, 2022 CCPA Board Meeting Minutes

APPROVED

Corrected February 15, 2022 CCPA Board Meeting Minutes

APPROVED

External Relations Committee Charter

ADOPTED.

Governance Committee Charter

ADOPTED.

Internal Affairs Committee Charter

ADOPTED.

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