



CCPA Board Meeting Minutes

20 June 2023

via Zoom

Board Members present:

- Ed Kashin, Chair
- Thomas Hiura, Vice-Chair
- Allison Carter, Secretary
- Linda Dievendorf, Treasurer
- David Hughes
- Jaci Guerena
- Mike Walker
- Sherry Franzen
- Deb Maher, Executive Director, (non-voting)

Board Members excused: Debrae Firehawk

Staff and support:

- Steven Berkson, Tech volunteer
- Sandra Bishop, contract scribe

Other participants:

- Jonathan Pincus
- Sarah Chylek
- Steve Deanda

Welcome and Remarks from Chair – Ed Kashin

7:04 pm

The Chair welcomed everyone. Any member will be allowed three minutes total time to speak during the meeting under Public Comment or agenda items. Use Chat feature only for typing Hand to request to speak. Please do not post comments in Chat.

Agenda Review

No changes to the agenda.

1. Minutes Approval

7:08 pm

Minutes of May 15, 2023 CCPA Board Meeting as corrected.

APPROVED with 8 YES votes. There were zero NO votes and no Abstentions.

2. Public Comments

7:11 pm

No public comment.

3. Organizational Highlights – Deb Maher, Executive Director **7:12 pm**

Deb described the highlights of the Hall’s continued move to sustainability and other highlights of continued community outreach and fundraising:

- In May there were 18 shows; well done on the part of staff and volunteers.
- Media coverage including an interview of Deb on KLCC radio last week; another interview on KRVM radio Community Voices is likely in the future.
- More community events are coming up such as Queer Review at the end of the Pride celebration. It will include comedy, a drag show and a dance. Another Latin dance is also coming up.
- Donations are coming in. An anonymous donor contributed \$1,000.
- Several grants are being applied for including Miller Foundation for general operation, with a possibility of covering 5% of our budget for operations.
- Met with Oregon House Speaker Dan Rayfield in Salem about the arts recovery bill and possibility of more funding for independent venues.
- Work is ongoing to automate volunteer management as much as possible.

Q./Comment. – Ed Kashin, Board Chair – A staff person said this is the busiest (the Hall) has ever been.

For more detail see: **ED Highlights May-June 2022 2023.docx**, 4 pages

4. Financial Report – Deb Maher, ED **7:20 pm**

- We are working toward more earned income and less reliance on grants.
- The income from shows/rentals/classes/merch for the month of May is \$81,000. Costs (expenses) are \$53,900. The net is \$27,164.
- We have \$85,000 more in earned income than we expected.
- Expenses have been higher, mainly due to more shows and events.
- By the end of the fiscal year we will have a clearer picture of our total income and expenses after we reconcile the June bank statements, which will be ready for the July board meeting. We expect expenses to be higher than originally budgeted and we also expect income to be higher as well.

For additional detail see:

Copy of 2021-2020 vs 2022-2023 SOA DRAFT BUDGET 06-123, one page

Q. Ed Kashin, Board President – What do you think our stance at end of the fiscal year will be?

A. Deb Maher, ED – Looking at June There are a lot of rentals and shows scheduled. We might hit a break even point by the end of June. One large expense coming up is that the downstairs cooler is failing and needs to be replaced. Even with this expense it’s possible that we may breakeven as we might get a monetary employee retention credit payment from the SVOG (Shutter Venue Operators Grant).

Q./Comment – Linda Dlevendorf, Treasurer – Expressed thanks for the people who worked on the Budget Work Group. She further explained that the budget developed for next year is rather conservative; some expenses have been increased and some grants are expected but those possible grants are not included in the budget.

Deb Maher, ED clarified – The “Raise the Roof” fundraising is not included in the budget. The funds for the estimated \$90,000 cost for the roof replacement will be accounted for in a separate account.

Deb went on to explain – A grant has been submitted to the Oregon Cultural Trust requesting for \$40,000 for approximately half of the new roof cost. An anonymous donor has offered \$20,000 in matching funds. If \$24,000 is raised it would be matched with \$20,000.

5. External Affairs Committee Report – Co-Chairs Mike & Allison 7:42 pm

Allison reported that the committee is focusing on fundraising & marketing

- The matching contributions for “Raising the Roof” are doable. We are working with Marion Sweeney, Deb, Mike Walker, Sherry Franzen.
- It may be good to have a couple of events such as an historic tour and a dance party.
- We are taking any suggestions how to raise money.

Q./Comment. – Sherry Franzen, Board member – We could combine an ice cream social and historic tour. A Saturday in August would be good.

Anyone who wants to get involved with fundraising, social media or marketing please contact Mike or Allison or send any comments to: external.affairs@wowhall.org

6. Governance Committee Report – Thomas Hiura, Vice-Chair 7:49 pm

Thomas explained the proposed membership policy and the process of developing the proposed policy at the Governance Committee level:

- On June 8th the Governance Committee held a second meeting on the proposed membership policy. A recording of this meeting was posted on the website.
- No one at the June 8th meeting objected to the policy as written. This gives us a vote of confidence.
- The Governance Committee voted to send the proposed policy to the Board (for adoption).
- The proposed policy was emailed to all Board members.
- Thomas explained that the proposed membership policy quantifies and clarifies current membership. There is one class of membership. All the terms are defined. There is very little change, mainly clarification.

Q./Comment. – Ed Kashin, Board Chair & member of the Governance Committee – One letter/comment submitted to the office email was received and responded to. No further comments were received.

MOTION:

Move to forward the June 8th draft of the Membership Policy to the Board for adoption.

Moved by: Ed Kashin. Seconded by: Jaci Guerena .

Discussion – Approximately 35 minutes of discussion about the provisions of the proposed policy and the process by which it was developed and will be adopted.

Q. Jonathan Pincus, member – I sent an extensive letter to governance @wowhall.

A. Ed Kashin, Board member – We only received the one written comment I mentioned earlier on this proposed policy. Not sure what happened to your comment.

Q./Comment – Mike Walker, Board Member – I’m curious about how this policy has evolved. Perhaps I haven’t followed as closely as others on the Board.

Deb Maher, ED and Jaci Guerena, Board member – Explained the process.

The work goes on at the committee level. There was a work group; a sub-set of the Governance Committee that put together a draft. It was discussed at public meetings of the Governance Committee. Then the Governance Committee forwards the proposed policy to the Board for action.

Steven Berkson, member of the Governance work group – Offered to screen share the document and go over the policy. He explained the proposed policy section by section:

- He emphasized that the purpose of the membership policy is how one obtains and maintains membership.
- There is one type of membership. That has not changed.
- There are various ways one may become a member. How one becomes a member through a financial donation or by volunteer service is mentioned in the proposed policy. Steven pointed out that specific criteria needs to be developed or spelled out for membership through volunteering.
- The term Business Sponsor has been retained to honor past history. Sponsorship is not tied with membership. There is no business member category but a sponsor may say they are a business “member”. This is not a class of membership. It is simply to honor the long tradition of business sponsors
- Membership means there is one vote attached to one designated person.
- The term family membership is also to honor past history and practice. It is a convenient way for people to renew membership. There continues to be one vote for each person that is a member.
- There is a section for staff membership.

Q. Mike Walker, Board Member - Thank you. How is this run on a database? How would this transfer to a 3rd party platform?

A. Steven Berkson, member of work group – We could spend a lot of money on (database setup and management) or give up some (of the automated tracking). Likely

outcome is that we would not find a 3rd party that could easily track all the membership. The vast majority of membership is through donations. That can easily be tracked through a database. Membership through volunteer service, staff membership and other memberships such as designated persons from businesses would need to be tracked separately. Businesses – would be a manual adding in of the money from them as membership (with the person who is designated as the official member, who can vote). We would essentially create a customer database within the website.

Q. Sherry Franzen, Board member – Was there discussion about age? Is there no age restriction? What if a 7 year old wants to vote? Seems like there was a discussion and no agreement about this in the past.

A. Steven Berkson, member of Governance work group – We didn't address it. We tried to simplify. We couldn't agree... This is a policy and can be changed (by the Board at any time).

Q./Comment – Thomas Hiura, Vice-Chair – Minimum donation amount isn't in this policy. It can be set and voted on by the Board.

A. Steven Berkson, member of Governance work group – There is a mandate to set a minimum donation amount for membership. The Board can set the minimum donation. Would probably want to discuss it with the Executive Direct and staff.

MOTION was restated and voted on.

MOTION:

Move to forward the June 8th draft of the Membership Policy to the Board for adoption.

Moved by: Ed Kashin. Seconded by: Jaci Guerena.

PASSED unanimously: 8 YES, Zero NO, Zero Abstentions.

For specific wording of the proposed membership policy forward to the Board see:

2023-06-20_CCPA_FINAL_Membership_Criteria_Policy.pdf, 4 pages

[NOTE: The above listed document was emailed to the CCPA Board June 20th at 8:38pm by Work Group member Steven Berkson. A copy of this document will be posted on the WOW Hall website with approved minutes from June 20th Board meeting.]

To volunteer for work groups or contact the Governance Committee please contact Thomas at: governance@wowhall.org

7. Internal Affairs Committee Report – Linda Dievendorf, Chair 8:30 pm
Linda turned it over to Deb Maher, ED to explain details of the proposed FY 2023-24 budget.

A motion was made to adopt the budget. Approximately 60 minutes of explanation and discussion followed:

MOTION:

Move to adopt the proposed FYI 2023-24 budget.

Moved by: Thomas Hiura. Seconded by: Jaci Guarena.

Deb Maher, ED described the budget in general and gave a line-by-line explanation of income and expenses. Some of the main points included:

- There are two types of income: contributed and earned.
- Expenses can be divided into three main types; production, payroll and operations.
- Pie charts were presented with income and expenses.
- Grant funding is anticipated. Grants for general operations and programming are included in this new budget however grant funding for capital improvement projects i.e. Raise the Roof campaign are not included in the new budget. These funds are separate from the general operations budget.
- Membership, anonymous donations, sponsorship and events & activities all contribute to income.
- Utility costs have gone up and insurance has gone up.
- Cultural competency for the Board and staff development is included.
- We have a new website engineer, Jay Thompson from KRVM radio, working with us on the website.
- Payroll costs are for a total of 8 FTE. This equates to 320 hours per week divided among 23 people. This will rise and fall with shows. Hours are monitored and this year I will monitor hours even more closely.
- Compared with other nonprofits we are doing very well. We are headed toward sustainability. We are a traditionally sticky place for non-profits. We are in the category of \$700,000 to a million. As I said in the KLCC radio interview the other day when asked where I'd like to see the organization in 2 to 5 years --- I said I'd like to see us we a million dollar budget within two years.
- I want to thank everyone who worked on developing this budget: Melissa, Jaci, Linda, Mike Walker, Barbara, Jen and Carol.

In summary Deb stated that: This budget is our best guess. It is a conservative budget. Targets are listed and validated with staff. Trend analysis and averages were done to create this new FY 23-24 budget.

Q./Comment – Linda Dlevendorf, Treasurer – Thank you Deb for a great presentation.

Q./Comment – Ed Kashin, Board Chair – It's a good honest budget based on potential without over-estimating. It's a very solid picture of what we could do next year. With cash-on-hand we are in an excellent position.

Motion was restated and voted on:

MOTION:

Move to adopt the proposed FYI 2023-24 budget.

**Moved by: Thomas Hiura. Seconded by: Jaci Guerena.
PASSED unanimously: 8 YES, Zero NO, Zero Abstentions.**

For additional budget detail see:

Copy of CCPA_FY2023-2024_Budget Notes.pdf, 3 pages
Copy of Project Cash on Hand Beginning FY 2024-25.pdf, one page
Copy of DRAFT Budget_Income by Source- Pie Chart.pdf, one page
Copy of DRAFT Budget – Expenditures by Source 6-14-23.pdf, one page
Copy of Pie Chart by income 2023-24.pdf, one page

For Internal Affairs please contact Linda at: internal.affairs@wowhall.org

In conclusion:

Deb Maher, ED – There is great energy in the Hall.

Q./Comment – Thomas Hiura, Vice-Chair – I’m proud about that. Bands come here and they feel . . . so real.

Q./Comment – Sherry Franzen, Board member – Let’s all work together to bring in money.

Deb Maher, ED – We have a dynamic venue downtown. We are a community center (for the performing arts), all ages. When I meet people I ask – Do you know the WOW Hall? A lot of them say yes, I went there as a kid. I say come back!

Next Board meeting

Monday July 17th 2023 at 7:00 pm via Zoom

Monthly board meetings will take place on the 3rd Monday of the month, unless Monday is a holiday; in which case the meeting will be held on Tuesday.

8. Adjourn

9:10 pm

Ed Kashin, Board Chair – Meeting is adjourned.

SUMMARY of ACTION:

Minutes of April 17, 2023 CCPA Board Meeting as corrected:

APPROVED

MOTION: Move to forward the June 8th draft of the Membership Policy to the Board for adoption.

PASSED unanimously.

MOTION: Move to adopt the proposed FYI 2023-24 budget.

PASSED unanimously.