

# MULTI-ARTS CENTER

1001 South Duck Street - Stillwater, OK 74074 - 405/747-8084

## FRIENDS of MULTI-ARTS CENTER BOARD of DIRECTORS MEETING

5:30 pm - Tuesday - 04/12/16 - 1001 South Duck Street - Stillwater, OK

### AGENDA

#### I) ROLL CALL, DECLARATION regarding QUORUM and CALL to ORDER

##### A) Board Member Roll Call - conducted by Buck Dollarhide

Name	attendance*	Office/committee	cell phone	e-mail
Claire Zevnik**	P AE <b>A</b>	President/exec	405/742-8593	glassylady57@yahoo.com
Buck Dollarhide	<b>P</b> AE A	V-Pres/bldg&fac/exec	405/742-4369	mdollarhide@cox.net
Sam Hand**	<b>P</b> AE A	Treasurer/fin/exec	405/880-0665	samantha.l.hand@gmail.com
Daisha Pennie	<b>P</b> AE A	Secretary/govnan/exec	405/334-9853	daisha_pennie@hotmail.com
Suzette Barta**	P AE <b>A</b>	grants chair	405/714-5502	suzette.barta@okstate.edu
Susan Chastain	<b>P</b> AE A	fund raising chair	405/332-4202	rosiebetsy@aol.com
Andrea Drain-Langston	<b>P</b> AE A	gallery chair	405/714-1009	adrainlangston@yahoo.com
Kathy Legako**	P AE <b>A</b>	technology chair	405/377-0104	five.rings.12345@gmail.com
Rob Ponce	<b>P</b> AE A	bylaws chair		
Mike Smolen	<b>P</b> AE A	membership chair	405/747-0865	smolen@okstate.edu
Jeff Southwick	<b>P</b> AE A	personnel chair	405/269-1851	jeff3southwick@gmail.com
Nadia Thomas	<b>P</b> AE A	promotions chair	816/217-8090	nadiathomas@outlook.com
Michelle Wagner	P AE <b>A</b>		405/368-3098	shel@seeshel.com

\* identify/mark as appropriate - P=present AE=absent/excused A=absent

\*\* resignation tendered - board member duties, responsibilities, rights and/or privileges currently in suspense

##### B) Declaration of Quorum and Call to Order:

- 1) quorum  is  is not present - 9 board members (of 13) recorded as present
- 2) meeting called to order by Buck Dollarhide at 5:32 pm

#### II) RECOGNITION of FOMAC STAFF MEMBERS and/or COMMITTEE MEMBERS PRESENT at MEETING

name	position
Kaitlin Lansford	Staff
Margie Ponce	Office Manager

#### III) WELCOME to VISITORS (visitors please sign in and complete the information called for in the distributed VISITOR SIGN-IN SHEET)

name

Roger Mullins (Member)

#### IV) INVITATION for COMMENTS FROM VISITORS from the FLOOR - comments will be heard by the board, but no action will be taken or discussion made.

Mr. Mullins introduced himself. No comments submitted to the board.

#### V) OPENING COMMENTS from THE MODERATOR of the MEETING

- A) general comments regarding immediate issues before the Board this evening
  - a) recent resignations of current board members, committee members and/or staff
    - 1) status of duties, responsibilities and privileges of resignees
    - 2) Board action regarding resolution of issues regarding resignations
  - b) recent letter of complaint from customer regarding service rendered by staff relating to

- enrolling in a class and ensuing discussion concerning class cancellations
- c) responsibility of staff regarding day to day operation of the MAC
- d) given the above and the sensitive nature of the discussion that will most likely ensue, I will later entertain a motion to enter into executive session - I offer the following:
  - 1) the purpose of an executive session
  - 2) discussion should be open, honest and respectful of other participants
  - 3) responsibilities of participants subsequent to the executive session
- e) clarifications regarding voting
  - 1) when exercising your duty/responsibility/right/privilege to vote, you may choose to vote or not to vote
  - 2) if you choose to vote, you may vote in the "affirmative" (yes, aye) or in the "negative" (no, nay)
  - 3) if you choose not to vote (abstain), your choice will be deemed a "non-vote" - you do not vote to abstain, you choose to abstain
  - 4) "non-votes" (abstentions) are not included when determining the total number of eligible votes (the voting "pool")
  - 5) unless specifically provided otherwise, a motion brought before the Board for action is declared to "pass" if the number of "affirmative" votes exceeds 50% (a "simple majority") of the number of votes in the voting "pool" - a vote that does not "pass" is declared to "fail"
  - 6) the President (or person acting on behalf of the President in the absence of the President) will vote only in the event the affirmative votes equals 50% of the voting pool (a "tie" vote) - therefore, there is no possibility of a "tie" vote

## VI) EXECUTIVE SESSION

- A) Sam Hand motion to move into Executive Session to address agenda items on Executive Session and consider this a privileged motion. Rob Ponce seconded motion. All in favor. None opposed. No abstentions. Entered Executive Session at 5:40pm. Agenda items for Executive Session:
  - 1) Board member resignations
  - 2) staff/customer relations – recent event
  - 3) staff responsibilities/authority
  - 4) clarification of Board expectations regarding staff
- B) Return from Executive Session motion from Jeff Southwick, seconded by Susan Chastain. All in favor. No opposed. No abstentions. Returned from Executive Session at 8:26pm
- C) Chair Dollarhide stated the Board has several motions of action as the result of the Executive Session. Actions are as follows:
  - 1) Susan Chastain moved to accept Claire Zevnik's resignation from the board and as president of the board, seconded by Mike Smolen. All in favor. None opposed. No abstentions.
  - 2) Rob Ponce motioned to accept recension of the resignation by Sam Hand, seconded by Andrea Drain-Langston. All in favor. None opposed. No abstentions.
  - 3) Sam Hand motioned to accept Suzette Barta's resignation from board, seconded by Susan Chastain. All in favor. None opposed. No abstentions.
  - 4) Daisha Pennie motioned to accept resignation from board of Kathy Legako, seconded by Mike Smolen. All in favor. None opposed. No abstentions.
  - 5) Mike Smolen motioned to have Andrea Drain-Langston prepare letter from board to customer in response to complaint regarding membership fee, second by Rob Ponce. All in favor. None opposed. No abstentions.
  - 6) Mike Smolen motioned for Executive Director to complete staff training, apologize to customer, and respond to customer representing board and Executive Director to seek issues and resolve them. Seconded by Andrea Drain-Langston. Executive Director requested clarification of apology. Rob Ponce moved to amend motion to clarify that apology is for poor customer service experience. Motion seconded by Susan Chastain. Amended motion for "Executive Director to complete staff training, apologize to customer for poor customer service experience, and respond to customer representing the board and Executive Director to seek issues and resolve them" accepted unanimously. No opposed votes and no abstentions.
  - 7) Rob Ponce motioned for the Executive Committee reiterate information regarding responsibilities, authority and expectations previously provided to the Executive Director. Seconded by Sam Hand. All in favor. None opposed.
  - 8) Mike Smolen recommended the Board make a statement of support for the Executive Director in decisions made regarding staff and instructors including to have a third party brought in to handle mediation of the sensitive issue between the Executive Director and the Instructor. Susan Chastain seconded. All in favor. No opposed. No abstentions.

- 9) Sam Hand moved that the Executive Committee address the content of the grievance submitted by Nicki. Seconded by Andrea Drain-Langston. All in favor. No opposed. No abstentions.

**VII) BOARD ACTION REGARDING MINUTES of LAST (03/08/16) BOARD MEETING - see "[ATTACHMENT 1](#)"** (Board members are expected to review last meeting minutes prior to the Board meeting)

- A) **Motion to accept minutes  as presented  as amended**  
motion made by Rob Ponce second by Mike Smolen  
D) **All in favor. No opposed. No abstentions.**

**VIII) SCHEDULE NEXT BOARD MEETING (pre-set for 2<sup>nd</sup> Tuesday of each month)**

- A) **establish time/day/date/place** May 10<sup>th</sup>, 2016 at 5:30pm

**IX) BOARD OFFICERS and MAC STAFF REPORTS** (to allow adequate time for preparation of the Board packet, reports are due electronically to the Secretary by 5:00 pm, on the Thursday immediately preceding the Board meeting - meeting participants are expected to review reports prior to the Board meeting - although not necessary, the report presenter may make a brief statement regarding the report - reports will be accepted by the Board at face value with limited discussion unless the report is calling for action to be taken by the Board - if deemed appropriate by the Board moderator, the moderator may suspend current discussion regarding the report and table discussion for a future Board meeting)

- A) President's Report - see "[NO REPORT](#)"  
B) Vice-Presidents Report - see "[NO REPORT](#)"  
C) Secretary's Report - see "[NO REPORT](#)"  
D) Treasurer's Report - see "[ATTACHMENT 2](#)" - Rob Ponce motioned to have finance report accepted as is, but have a question on the class enrollment book reconciliation addressed by the finance committee. Motion seconded by Daisha Pennie. All in favor. None opposed. No abstentions.  
E) Executive Director's Report - "[ATTACHMENT 3](#)" There were requests for improvement on email communications regarding volunteer expectations and shift times.

**X) STANDING COMMITTEE REPORTS** (report guidelines as given in IX) above will apply to standing committee reports)

- A) Executive Committee – Met with Executive Director to begin yearly evaluation. Evaluation ongoing.  
B) Building & Facilities Committee - "[NO REPORT](#)"  
C) Bylaws Committee - see "[NO REPORT](#)"  
D) Finance Committee -see "[ATTACHMENT 2](#)"  
E) Fundraising Committee - see "[NO REPORT](#)"  
F) Gallery Committee - see "[NO REPORT](#)"  
G) Grants Committee - see "[NO REPORT](#)"  
H) Governance Committee - see "[ATTACHMENT 4](#)" - Mike Smolen made a motion to amend Board member pledge form to reflect Bylaws. Rob Ponce seconded the motion. All in favor. None opposed. No abstentions.  
I) Membership Committee - see "[ATTACHMENT 5](#)"  
J) Personnel Committee – Committee working on employee handbook and instructor handbook. No report.  
K) Publicity Committee - see "[NO REPORT](#)"  
L) Technology Committee - see "[ATTACHMENT 6](#)" - Rob Ponce nominated himself to be Technology Committee Chair and Susan Chastain seconded. All in favor. No opposed. No abstentions.  
M) other

**XI) AD HOC COMMITTEE REPORTS** (report guidelines as given in IX) above will apply to ad hoc committed reports)

- A) Garden Grant Committee - see "[ATTACHMENT 3](#)"

**XII) OLD BUSINESS**

- A) Strategic planning - Mike Smolen moved to table Strategic Planning. Motion seconded by Andrea Drain-Langston. All in favor. No opposed. No abstentions.

**XIII) NEW BUSINESS**

- A) Vacant board officer position(s) - Daisha Pennie nominated Mike Smolen to be elected president of the board. Sam Hand seconded the motion. Mike Smolen accepted nomination. All in favor. No opposed. No abstentions.  
B) Board retreat and training - Rob Ponce motioned to table Board retreat and training until the next board meeting. Motion seconded by Susan Chastain. All in favor. No opposed. No abstentions.

**XIV) ANNOUNCEMENTS and/or COMMENTS FROM BOARD MEMBERS**

A) Executive Director asked for volunteers for May 14<sup>th</sup> from 11a-4p during open house.

**XV) ADJOURN**

- A) call for motion to adjourn by Buck Dollarhide
- B) motion made by Daisha Pennie
- C) meeting adjourned at 09:43pm