

Mendocino Art Center

Board of Directors

Meeting Minutes for February 24, 2010			
Call to Order	4:05 pm by Tom Becker, President		
Adjourned	5:45pm. Opened Executive Session at 6:20pm		
Board Members			
Tom Becker	Present	Don Paglia	Absent
Dr. Richard Miller	Absent	Nick Schwartz	Present
Mike Dell'ara	Present	Jean Cunnington	Present
Leona Walden	Absent		
Ex Officio Board Members			
David Alden	Present		
Next Board Meeting			
Wednesday, March 24, 2010 4:00pm at the Mendocino Art Center Gallery Agenda will be posted on the MAC website March 22, 2010			

Motion ID	Motion	1st, 2nd	Disposition
M022410-01	Approve meeting minutes for 10/29/09, 1/21/10 and 2/1/10	Mike Dell'ara, Dr. Richard Miller	Unanimous.
M022410-02	Extend nomination period for board elections to 3/7/10 to accommodate mail in nominations.	Mike Dell'ara, Nick Schwartz	Unanimous.

1. Welcome new board members Nick Schwartz and Jean Cunnington. Accepted signed board agreements and conflict of interest statements
2. Approve Meeting Minutes
 - 2.1. 10/29/09 Special Board Meeting - approved
 - 2.2. 01/21/10 General Board Meeting – approved
 - 2.3. 02/01/10 Special Session Board Meeting – approved
3. Board Discussion
 - 3.1. Board Logistics
 - Schedule for Preparation of Board Agendas.
 - Draft agenda will be sent to all board members 1 week prior to the meeting.
 - Comment on the agendas is due back to the secretary by end of day Friday.
 - Final agenda will be sent to all board members on the Monday before the meetings
 - Final agenda will be posted on the MAC website on Monday
 - 3.2. Financial Update
 - Jan. 2010 loss \$21,700 Jan. 2009 loss \$10,000. Increase in Jan 2010 figures may be fire related.
 - Fundraising income is up (matching funds donation). Total Income down by \$4,392.
 - Expenses for repair and maintenance increased by \$10,000. Some of this may be fire related.
 - Expenses increased by \$7,700
 - Operating loss: 6 year average for 2004-2009: \$83,000
 - Summary: MAC continues to operate at a loss.

Discussed exploring ways to increase operating revenue and fundraising: increase class enrollment, marketing, increase memberships and increase fundraising. The lack of a volunteer coordinator and an event coordinator are hampering our ability to put on large fundraisers. David will be meeting with some members of the community to discuss options for event management. Board needs to develop a plan for fundraising and creating long term relationships with donors.

3.3. Executive Director Comment/Report

- David Alden sent out a copy of his report. Highlights discussed.
 - 7 people have been nominated for two MAC member elected board positions. Top 3 have received multiple votes. Approx 2500 people have received email notices. Membership mailing will also include information about the board nomination and voting process. Because the bulk mailing has taken longer than anticipated, the deadline for nominations was extended to March 7, 2010 to allow people to respond to the mailing. Nominees will be contacted to verify that they are willing to serve if elected. Copies of Board Agreement and Conflict of Interest agreement will be sent.
 - Meetings with College of the Redwoods and San Francisco Art Institute. High level of interest in collaborating with MAC. Additional meetings planned. Richmond Art Center is also interested in collaborating with MAC.
 - Dennis Freeze has completed a review of the MAC website. The review includes short term and long term recommendations. Dennis is scoping the effort required to implement the short term fixes for web site performance and search engine optimization. Arts Council of Mendocino Mega Website is still under investigation.
 - David has been in contact with a law firm that offers estate planning seminars that offer an opportunity for the MAC to host one of these seminars.

3.4. Strategic Planning update

- Larry Wagner, Tracey Hillman, David Alden, Kelley Gibbs, Mike McDonald have been meeting to define the income stream for the art center. They will be meeting again with Larry over the next 2 weeks.
- From Larry Wagner: “ 1. We have general agreement on what the mission statement is after reviewing it at the last meeting. 2. Jean will give a report on the status of the exploration of what other art centers do to be successful. 3. Nothing has been done on the projection of costs and earnings for the educational department of the art center. I talked with David and Tracey today and the efforts to get this year's program going has taken all their time. This is worrisome, as continuing to do what we did in the past and expecting different results is not likely to happen. 4. We will continue the business planning efforts when the results from item 2 are in.”
- R. Kelley Gibbs has been asked to be assistant treasure and will be involved in resolving financial issues and the finance portion of the strategic planning process.

3.5. Review open action items.

4. Executive Session Summary – 2/24/2010. All non-voting board members were asked to leave. Kelley Gibbs was asked to remain for the discussion on financial reports and related issues.
 - 4.1. BOD approved a retroactive leave of absence for board member Don Paglia for the period of 11/15/2009 to 5/15/2010.
 - 4.2. Nominated Marge Stewart as a non-voting Advisory Board Member. President Tom Becker excused himself for motions and voting, as he felt there was a possible Conflict of Interest if he were to participate.
 - 4.3. Discussed the status of a possible legal matter dealing with an ongoing personnel issue.
 - 4.4. Discussed the status of MAC's visitor housing units and an ongoing legal battle between the Board of Supervisors and a Village resident/business owner.
 - 4.5. Approved a draft employment agreement for MAC's new Executive Director.