

**RICHMOND ART CENTER
MINUTES OF BOARD OF DIRECTORS ~ November 21, 2013**

Location: RAC, Resource Room Time called to order: 5:31 p.m. Time adjourned: 7:05p.m.

Members Present: Andrea Biren, Anna Blackman Susan Brand, Inez Brooks-Myers, Bob Connolly, Peter Dodge, Sue Hartman, Yolanda Holley, Matt Jacobson, Bernadette Jones, Terry Kotsatos, Ellengale Toki Oakley, Connie Tritt, Susan Wittenberg

Members Absent: Donna Brorby, Edric Kwan

Staff Present: Richard Ambrose, Executive Director, Anthony Torres, Exhibition Director

Others Present: None

Handouts Distributed or emailed prior to meeting:

1. Board Meeting Agenda for November 21, 2013 (attached)
2. Minutes of Board of Director's Meeting, October 24, 2013
3. Treasurer's Report-October 2013(RAC Balance Sheet, P& L, Cash Flow Schedule), Notes for Actual to Budget Reports, Form 990 (draft version)
4. Executive Director's Report-November 2013 (attached)
5. RAC Staff Contact List (Updated November 20, 2013)
6. RAC Positioning & Key Messaging
7. RAC Code of Conduct to be posted (attached)
8. RAC Code of Ethical Conduct (attached)
9. Affirmation of RAC Board of Values & Responsibilities (attached)
10. Background Check Schema

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- 1. Introduction/Announcements/Agenda Reviews-** The meeting was called to order by Board President, Andi Biren at 5:31 p.m.
- Anthony Torres, New Exhibition Director introduced to the Board by Ric Ambrose the Executive Director of Richmond Art Center.
 - Anthony Torres gave a briefing of his background and experience.
 - The Board Members introduced themselves to Anthony Torres and provided brief explanations about their backgrounds.
 - Announcements made by Board President: Sue Hartman, recognized by City of Richmond Chamber of Commerce. Donna Brorby had surgery on her shoulder. Thanks to Ellengale Toki Oakley and Matt Jacobson for procuring donations for the silent auction, and to Ric for donating a piece of his own work.

- Proposed correction to Upcoming Dates: Change VIP Art Auction time from 4-6 6-8.
- Requests made to share something fun next meeting.
- Susan Wittenberg to host end of the year party- invitation emailed to 50 people.
- Yolanda Holley is taking the minutes.

2. Approval of the minutes of October 24, 2013 Board meeting. The Board President proposed that the draft minutes of October 24 Board meeting that the secretary emailed in advance be amended to correct the spelling of Matt Jacobson's name and that "Inez Brooks Myers abstained" be included in the minutes regarding the vote on setting up an account at Charles Schwab. Inez Brooks Myers moved the motion:

MOTION: *"I move that the board approve the draft minutes of October 24 with amendments to correct the spelling of Matt's name and to include "Inez Brooks Myers abstained" regarding the setting up of an account at Charles Schwab. **motion approved (Inez/Bernadette)***

Treasurer's Report-Board Treasurer, Connie Tritt, provided the October 2013 financial reports, Profit and Loss, Balance Sheet, Cash Flow Schedule and Form 990 (draft version)

- Treasurer requested Board Members to review the Form 990 for year end June 2013
- Filing of Form 990 extended to February 2014
- Treasurer, Board Members and Executive Director reviewed and discussed the financial reports for October 2013.
- Treasurer noted a moving budget: Membership 35% in, Exhibition up, Fundraising Individual has not reached goal, 900 letters sent, 4500 eblasts sent, Board Giving reached goal.
- \$135k foundation commitment. Executive Director credited success to Andi Biren and Susan Wittenberg's help.
- Administration expenses up because of costs for recruiting but budget not blown 28% within budget.
- Year to date \$195k net income

3. E.D. Report-Ric Ambrose read his November 2013 Executive Director Report, (attached). Ric stated that the Partnership campaign was at \$46k, half there and contributions made in 2014 are acceptable. The RAC received \$3000 from the Soroptimists. Class enrollment is ahead of the goal and online sign up 25% ahead of goal. Bella Feldman artist talk drew the largest attendance of 125 people for such a talk. Art In Community working out kinks and to expand program to 3 new sites. 80% Latino attendance in AIC program. Ric will continue to provide updates.

4. Committee Reports-

Marketing Committee: Susan Brand, Board Vice President, presented a revised positioning and key messaging statement. There were discussions, comments and questions concerning wording. Exhibit was used 4 times. Suggestions were made to replace *exhibit* with *exhibition*. Positioning statement to be used as a framework and guide. Susan will make changes to wording and send new revisions to Board members.

Taproot Foundation recommends current logo should identify **The Richmond Art Center** not The **RAC**. The Board of directors acknowledges that a designer would be needed for the RFP logo refresh. It was stated that a designer would start first of January 2014 and end in March 2014. Board approval needed for a budget up to \$5000 for designer to complete logo refresh, stationery system, print collateral, templates and email banner style guide.

MOTION: " *It is moved that the Board approve up to \$5000 for a designer to complete a Logo Refresh, stationery system, print collateral templates, email banner, style guide.* " **motion approved** (Connie/Susan)

HR Committee-Bernadette Jones, HR Consultant, presented the issue of vetting and background checks. The topic was opened for discussion, questions and comments. It was proposed that every employee should be checked. Questions were raised concerning cost and school district requirements. The HR Committee will continue to research the issue.

Bernadette is conducting a climate survey of the staff prior to a staff retreat scheduled 1-18-2014 with a facilitator (and Bernadette) to discuss the climate survey and staff involvement in the strategic plan process. Send thoughts to Bernadette.

Nominating Committee- Andi announced a meeting is scheduled Dec. 3, 3:30 p.m. and encouraged ideas to be submitted for new Board members.

5. **New Business-**Board retreat scheduled Feb 2014 (now March 15) to prioritize strategic plan. Budget process starts in March and will be informed by this retreat.

6. **Old Business-**Andi presented the draft revisions of RAC Code of Conduct, RAC Ethical Conduct and Affirmation of RAC Board Values for review and approval. Board members expressed concerns about the wording, but it appears that old drafts were inadvertently sent. The vote on replacements for the current Code of Ethics was tabled for an email vote as allowed under the By-laws.

7. Reminder to Committees re consideration of ideas from August Board retreat. Committees are to review the charts from Board retreat and report to the Board in December. Andi stated she will resend a summary those who need it.

8. Adjournment-The meeting adjourned at 7:05 p.m. Bernadette to bring snacks next Board meeting.

Upcoming Dates:

Dec	4-6	HAF silent auction preview 1-5 p.m.
Dec	5	VIP Art Auction 6-8 p.m.
Dec	8	HAF 11-6 Volunteer to help at Cafe
Dec	15	Board, Faculty and Staff End of Year Party- 4:30-6:30
Dec	19	Board Meeting (Note that this is the 3rd Thursday)
Jan	23	Board Meeting (Back to 4 th Thursday)
Jan	25	Language of Realism-Panel and Reception 1-4

Agenda for November 21, 2013 Richmond Art Center Board of Directors Meeting

Resource Room, Richmond Art Center

1. Introductions - Anthony Torres , New Exhibition Director 10 minutes
2. Approval of Minutes of October Bd. Meetings (MOTION) 5 minutes Donna
3. Treasurer's Report 20 minutes Connie
- 990 (MOTION)
4. E.D. Report 10 minutes Ric
- Partnership Campaign
5. Committee Reports
 - Marketing (2 MOTIONS) 10 minutes Susan B.
 - HR Committee (potential MOTION) 15 minutes Bernadette
- Vetting, climate survey, staff retreat facilitator
 - Nominating Committee 5 minutes Andi
6. New Business
 - Date for ½ day Board-Staff retreat 5 minutes Ric
7. Old Business 5 minutes Andi
 - Code of Ethics & related docs (MOTION) 20 minutes Andi
 - Reminder to Committees re Ideas from Board retreat by December
 - Volunteer hours – HAF - can anyone make chili for 100?
8. Adjourn – (MOTION) Snacks next time

- Upcoming Dates:**
- Dec. 4-6 Holiday Arts Festival silent auction preview 1-5 pm**
 - Dec. 5 VIP Art Auction 4-6**
 - Dec. 8 Holiday Arts Festival 11 – 6 - VOLUNTEER to help at Cafe**
 - Dec. 15 Board, Faculty and Staff End of Year Party – 4:30-6:30 Susan W.'s**
 - Dec. 19 Board Meeting (NOTE THAT THIS IS THE THIRD THURSDAY)**
 - Jan. 23 Board Meeting (back to 4th Thursday)**
 - Jan. 25 Language of Realism – Panel and Reception 1-4**

Executive Director Report for November 2013

Exhibition:

After an extensive search, Anthony Torres was hired as the Art Center's Exhibition Director and Curator of Art to lead and coordinate the exhibition program. We are pleased to welcome Anthony to the Richmond Art Center family after a search which attracted a pool of 52 applicants and included several rounds of interviews for the finalists. I would like to thank Andi Brien, Inez Brooks-Myers, and Emily Anderson for assisting in the final round of interviews. Anthony Torres has an extensive background in art criticism, exhibition development, curatorial experience, working with community groups, and extensive knowledge of contemporary and Bay Area art.

We had an overflow crowd (100+) in attendance on November 2nd for the rescheduled Bella Feldman interview/discussion and screening of the film *Bella, Bella*. It was an extraordinary day for our guests from throughout the Bay Area who saw the myriad activities, studio classes and special workshops at the Art Center. As part of the Zellerbach Foundation grant, the Bella interview was filmed and will be edited and available on our website in the near future. Overall the Bella survey coupled with the ACGA and the faculty exhibitions attracted a healthy number of attendees throughout the exhibit period. This was aided by heightened marketing that generated numerous print and radio reviews throughout the Bay Area. We also had very successful art sales from the ACGA Juried exhibitions netting nearly \$2,000.

Education:

Skeleton Fest: We had a great turnout of 300 plus kids and parents participating in the two hour Skeleton Fest. Kudos to Nicole Kite for coordinating faculty and volunteers for the event.

Fall Class enrollment was higher than projected. If the enrollment continues at this pace we expect to reach \$240,000 in gross revenue or \$25,000 more than budgeted. As a result of this increase, we expect an increase in faculty pay due to less cancellation of classes and workshops but potentially netting of an additional \$13,000 in tuition revenue.

Art in the Community Program: Directed by Rebeca Garcia-Gonzales, the Art in the Community Program is currently taking place in seven school/community locations this fall with plans to expand the program to Washington, Portlola and Grant Elementary Schools in the second half of the year. Rebeca is busy recruiting and training additional artists to meet the growing demand and seeking selective funding from schools' groups/grants to fund the additional locations.

Holiday Arts Festival: We have sold out the vendor tables for the HAF with over first time vendors. Liz Padilla is leading the charge to cultivate volunteers to create unique one of kind art decorations for the Festival and that will be available for purchase for your own home or business. Please contact Hannah Lennett at 620-5525 if you would like to volunteer to make decorations out of recyclable materials.

Mark Your Calendar:

Thursday, December 5th from 5:30 - 7:30 pm for the **VIP Silent Art Auction** and reception. This is a great opportunity to bid or purchase outright one of kind artwork by noted Bay Area artists.

The 2013 Holiday Arts Festival will take place on **Sunday December 8th from 11:00 a.m. -6:00 p.m.** There are 44 vendors, 40 plus donated works of art for the silent art auction, delectable café, live entertainment, student's ceramic, weaving and metal/jewelry sale, and ongoing kids activities. Please inform and invite your neighbors to partake in our fun, engaging, celebratory activities. This is our largest fundraising event for the year!

RAC End of Year Party: The end of the year party is scheduled for Sunday **December 15th** from 4:30 – 6:30 p.m. at Harvey and Susan Wittenberg's home, 1807 Arlington Blvd, El Cerrito. I would like to extend my appreciation to Susan and Harvey for offering their home for this special occasion.

Code of Conduct To Be Posted in Classrooms, Hallways and near Front Desk and Front Reception Area

RICHMOND ART CENTER CODE OF CONDUCT FOR ALL WHO ENTER HERE

The Richmond Art Center is for everyone, whether you've been here for years or are a new arrival.

Be professional, courteous and respectful to everyone at the Richmond Art Center

Act with honesty and integrity

Be a good steward of the Richmond Art Center's resources and facility

Recognize and honor the diversity of our community

Be adaptable, accountable and capable of embracing change

Be fair, objective and responsive in interactions with everyone at the Art Center

Maintain positive relationships nourishing an environment of collegiality and trust

Richmond Art Center Code of Ethical Conduct For Independent Contractors, Employees, and Volunteers

The successful operation and reputation of the Richmond Art Center is built upon the principled and ethical conduct of all those who work and volunteer for us. Gaining and maintaining a reputation for integrity and excellence requires a scrupulous regard for the highest standards of conduct and personal integrity. Richmond Art Center strives to maintain a work environment and a learning environment in which honesty and respect for fellow workers, students and visitors to the Richmond Art Center are constantly reflected in personal behavior and standards of conduct. While there is an additional Code of Conduct for Richmond Art Center employees, the purpose of this code is to provide a clear framework within which those who work and volunteer for the Richmond Art Center, such as contractors, volunteers and Board members as well as staff, are expected to conduct themselves.

The principles of Richmond Art Center's Code of Ethical Conduct are expressed in broad statements below to guide ethical decision-making. These statements provide a framework; they cannot and do not dictate conduct to cover particular situations. While at the Richmond Art Center or while representing the Richmond Art Center in the community, everyone working for the Richmond Art Center whether paid or as a volunteer:

1. Shall behave in a trustworthy manner;
2. Shall respect the inherent dignity and worth of others;
3. Shall be alert to and avoid conflicts of interest with Richmond Art Center;
4. Shall not take unfair advantage of any relationship or exploit others to further their personal, religious, political, or business interests;
5. Shall not disclose Richmond Art Center-originated confidential information;
6. Shall not use derogatory or demeaning language in their written or oral communications;
7. Shall not practice, facilitate or condone any form of discrimination on the basis of race, ethnicity, national origin, color, sex, sexual orientation, gender identity or stereotypes, age, marital status, religion, or mental or physical disability;
8. Shall not participate in or condone dishonesty, fraud, or deception.

The Richmond Art Center complies with all applicable laws and regulations and expects everyone while representing Richmond Art Center in the community or while within its walls to conduct themselves in accordance with the letter, spirit, and intent of all relevant laws and regulations and to refrain from any illegal, dishonest, or unethical conduct. It is not possible to list all the forms of behavior that are considered unacceptable, but the following are *examples* of serious breaches of the Richmond Art Center's Code of Ethical Conduct:

1. Theft or unauthorized removal, possession or use of Richmond Art Center, member, donor, student, visitor, volunteer, faculty or coworker property, including artwork and contact information;
2. Falsifying documents or providing false or misleading information, for instance with regard to expense reimbursements or comped classes taken;
3. Possession of dangerous or unauthorized materials, such as explosives or firearms, in the Richmond Art Center or our worksites in the community;
4. Unprofessional behavior, mistreatment, discriminatory or harassing conduct, including sexual and racial harassment;
5. Fighting or any violence or threats of violence;
6. Possession, use of or being under the influence of alcohol or illegal drugs while on the job for Richmond Art Center (minimal social drinking at Richmond Art Center events is excepted).

I have read and I understand the Richmond Art Center's Code of Ethical Conduct. I agree to abide by this Code. If I violate this Code, I understand that my relationship to the Richmond Art Center may be severed and other consequences may occur as allowable under law.

Signature _____

Date _____

AFFIRMATION OF RICHMOND ART CENTER BOARD VALUES AND RESPONSIBILITIES

The Richmond Art Center's mission, as a dynamic arts organization, is to empower and transform individuals and the community through creative exploration, experience and education.

We pursue our mission by:

- delivering quality studio art and off-site classes for diverse people of all ages, mounting innovative exhibitions by professional and amateur artists and organizing transformative art-related events for the community that engage creative learning and exploration,
- continuously refining these services based on what our membership, donors, and community tell us is needed and our own informed experiences in the field,
- keeping abreast of and helping to shape current best practices in building resources and programs that promote access to and interest in the arts and the creative process.

I. Values

The Executive Director and all directors and officers of the Board of Directors of The Richmond Art Center shall act with honesty, integrity, and openness in all of their dealings as representatives of The Richmond Art Center. The Richmond Art Center's Board shall strive to maintain a working environment that values hard work, integrity, honesty, fairness, diversity, creativity and respect.

The Richmond Art Center and its agents shall comply with all applicable federal, state, and local laws and regulations and shall seek the advice of counsel when necessary or appropriate.

Compliance with the law, however, is the minimum standard of expected behavior. The Richmond Art Center and its agents shall also adhere to the highest ethical standards. All resolutions and other legal actions by the Board of Directors shall satisfy two requirements: (1) they shall be legally permissible, and (2) they shall also reflect the highest ethical standards as determined by the Board of Directors in the exercise of its sole discretion.

II. Governance

The Board of Directors is responsible for setting the mission and the strategic direction of The Richmond Art Center and for exercising oversight of its finances and policies. The Board of Directors shall:

- Ensure that Board members possess the requisite skills and experience to carry out their duties and that all directors understand and fulfill their governance duties, acting for the benefit of The Richmond Art Center and its public purpose;
- Review and enforce its Conflict of Interest Policy so that conflicts of interest, as well as the appearance of conflicts of interest, are avoided or properly managed through disclosure, recusal, or other means;
- Be responsible for the hiring and regular performance review of the Executive Director, and ensure that the compensation of the Executive Director is reasonable and appropriate;
- Ensure that the Executive Director and appropriate staff provide the Board of Directors

with timely and comprehensive information so that the Board of Directors can effectively carry out its duties;

- Ensure that The Richmond Art Center conducts all transactions and dealings with integrity and honesty;
- Ensure that The Richmond Art Center promotes working relationships between Board members, management team, staff, faculty and volunteers based on mutual respect, fairness, and openness;
- Ensure that The Richmond Art Center values diversity, is fair and inclusive in its hiring and promotion policies and practices for all Board, management team, staff, faculty and volunteer positions;
- Ensure that key policies of The Richmond Art Center are in writing, clearly articulated, and adopted;
- Ensure that the resources of The Richmond Art Center are responsibly and prudently managed and regular financial audits occur;
- Ensure that The Richmond Art Center has the financial, physical and workforce capacity to carry out its programs effectively.

III. Stewardship

In managing its funds responsibly and prudently, The Richmond Art Center shall:

- Devote a reasonable percentage of its annual budget to programs in pursuance of its mission;
- Incur administrative costs adequate to ensure effective accounting and legal compliance systems, internal controls, competent staff, and other expenditures critical to professional management;
- Pay compensation, in return for services, that is reasonable but not excessive;
- Avoid accumulating The Richmond Art Center funds excessively;
- Draw prudently from restricted funds in a manner consistent with the restrictions;
- Follow spending practices and policies that are fair, reasonable, and appropriate to fulfill the mission of The Richmond Art Center.

IV. Embracing Change and Evaluation

The Richmond Art Center is committed to improve, continually, its public programs and its organizational quality. The Richmond Art Center shall periodically review its program and incorporate lessons learned into future programs. The Richmond Art Center shall be responsive to new developments in its field of activity and shall be responsive to the interests of its audiences and other constituencies.

In addition to evaluating the Executive Director and the Director evaluating the staff, the Richmond Art Center shall develop and implement a three-tier evaluation procedure whereby the performance of the Board of Directors as a whole, each Board committee, and each director is evaluated periodically.

V. Fundraising

The Richmond Art Center and its agents shall comply with the fundraising requirements of California's Nonprofit Integrity Act of 2004. The Richmond Art Center shall respect the privacy concerns of individual donors and shall follow donor intent in making expenditures. The

Richmond Art Center shall disclose important and relevant information to potential donors. All solicitation materials shall accurately represent The Richmond Art Centers' policies and practices. In raising funds from the public, The Richmond Art Center shall:

- Inform donors of the mission of The Richmond Art Center, how resources will be used, and ensure the integrity of The Richmond Art Center by overseeing that donations are used effectively for their intended purposes;
- Inform donors of the identity of those serving on The Richmond Art Center's Board;
- Make available The Richmond Art Center's most recent financial reports;
- Represent that contributions will be used for the purposes for which they were given and ensure that they are;
- Provide appropriate acknowledgement and recognition of contributions;
- Treat information about donations with respect and with confidentiality to the extent provided by the law;
- Provide an opportunity for donors to delete their names from mailing lists that may be used by others;
- Encourage donors to ask questions when making a donation, and provide prompt, truthful, and forthright answers.

VI. Transparency

The Richmond Art Center and its agents shall provide comprehensive and timely information to the public, the media, and all stakeholders and shall be responsive in a timely manner to reasonable requests for information. All information about The Richmond Art Center shall fully and honestly reflect the policies and practices of The Richmond Art Center. All financial and program reports shall be complete and accurate in all material aspects.

VII. Confidentiality

The Richmond Art Center and its agents have a duty to safeguard information that is proprietary to The Richmond Art Center. Information about The Richmond Art Center that is confidential or proprietary and obtained by the Executive Director or a director or officer of the Board as a consequence of such person's association with The Richmond Art Center may not be disclosed to third parties unless expressly authorized by The Richmond Art Center Board of Directors.

VIII. Complaints/Reports

The Richmond Art Center's Board of Directors, its members and officers and its Executive Director may be the subject of a complaint or report regarding unethical, illegal, or otherwise offensive conduct or practices by any person, whether or not connected with The Richmond Art Center. These complaints may come through the Art Center's hotline or be made in many other ways. It is the policy of the Richmond Art Center to address complaints promptly, seriously and with respect for the person or entity complaining or reporting.

IX. Potential Remedies

The Executive Director, or any member of the Board of Directors who fails to comply with Board Values and Responsibilities may, in the discretion of the Board of Directors, be removed from the Board.

X. Annual Affirmation Statement

The President of the Board of Directors shall provide a copy of this Value and Responsibility Statement to every member of the Board of Directors and to the Executive Director annually at the July Board Meeting. At that meeting or before July 30 of each year, every director and the Executive Director shall sign the Affirmation below, attesting that he or she has read and understands it, and agrees to comply with it. The Secretary of the Board of Directors shall file the signed affirmations with the minutes of the July meeting.

ANNUAL AFFIRMATION STATEMENT

I have received, read and agree to comply with the Affirmation of Richmond Art Center Board Values and Responsibilities.

Your signature:

Date: