York Art Association
Board of Directors Meeting **Minutes:**
March 4, 2020
3:30 PM at the YAA Gallery

Present: Tom Merriam, Helen Burns (Phone), Maryse Newton, Drew Poulopoulos, Dave Mazur, Scott Blanchard, Glen MacWilliams.

1. Old Business
2. Given the history of service to YAA by both Scott Blanchard and Taryn Meyers, the Governance Committee finds that they satisfy the requirements of the Candidate Vetting Process. In addition, both must agree to sign the YAA Board Member's Responsibility document and may then be nominated for election to the YAA Board of Directors.
   Motion by Tom to nominate and elect Scott Blanchard and Taryn Myers to the YAA Board of Directors. Maryse 2nd, All in favor.
3. Discuss finances and review and approval of the 2020 budget. **Motion by Tom, For Helen to revise the Budget for next meeting Glen 2nd, All in favor. Motion by Tom to authorize Helen to take $16,000 from Leticia Moore Trust for Operating Expenses. Glen 2nd. All in favor. Motion by Glen to authorize spending, by the President up to $250.00. Drew 2nd. All in favor.**
4. **Discuss advertising for and the hiring of a gallery office person. Motion by Tom for Tom, Scott, and Glen to prepare Gallery Manager job description for next meeting. Scott 2nd. All in favor.**
5. Discuss the relocation of art in the park to Cape Neddick. **Consensus is No.**
6. **Discuss scholarships. Why are we giving scholarships to high school students? Previous committee agreed and Student should be paid. Consensus is Yes.**
7. Discuss the purchasing movable walls for larger shows. **Lay aside until next meeting**.
8. Our website is the YAA's front door of our digital facade. It is the fastest and easiest way into our organization. It requires only that we are hospitable and remain open to inquiry and participation. Discuss having Laura Fox Creative LLC rebuild and manage our website and for the President to contract with her for the following services:
   A. Strike all iterations of our existing website,
   B. Using data provided by the President,
      1) Unify and create a new website that reflects YAA's artistic heritage
      and,
      2) Enable gifting/donations and membership and,

3) Encourage member participation and satisfaction and,
4) Provides for posting YAA operational procedures through the 2020 Handbook & Standing Rules

C. Enable new hosting and as an additional service, manage changes and postings as they become necessary and,
D. Make it happen as soon as possible!
E. Refer to Contract attached.

Motion by Glen to have the President sign the Website Proposal and Agreement with Laura Fox Creative, LLC. Drew 2nd. All in favor.

9. **There is a need for a Membership Committee Chair. Discuss Board members considering someone with a history of YAA for this position. Someone who is well known and has experience with the membership would be best, and maybe someone who has remained outside the past leadership but remained close to the inner workings of the YAA, someone like but not necessarily, Virginia? Glen will contact Ellen Snow for follow up and report to Board next meeting.**
10. **Discuss Committee Chairs writing their committee responsibilities for the next Board meeting and Report. Consensus is Yes.**
11. **Review Governance/Compliance Checklist Updated by Glen for Board review only.**
12. **Glen to inquire about cost of Bond for Diane from York Insurance and forward to Helen.**
13. **Next Board meeting: 6:00 PM March 23, 2020, the Gallery**
14. **Adjourn 5:20 PM**

GOVERNANCE/COMPLIANCE CHECKLIST AND ACTION ITEMS

Items	Notes	Person Responsible	Due Date	Completion Date
I. Mission				
A. Has the organization reviewed/amended its mission statement and, if so, has the mission been approved by the Board?				

Items	Notes	Person Responsible	Due Date	Completion Date
B. Does the mission statement conform to the mission in the organization's organizing documents, i.e., bylaws and articles of incorporation? If not, should those documents be revised and the changes recorded with applicable authorities?				
C. Is the mission statement reflective of the organization's values and current programs?				
II. Board of Directors				
A. Are board development policies and procedures in place to attract the best potential board members?	Template			
B. Is there a board member responsibilities policy? Is it used to acquaint potential board members with their duties as board members?	Completed			1/20/2020
C. Are board members fully aware of their fiduciary responsibilities? To be added: Board statement to sign acknowledging fiduciary responsibility, conflict of interest disclosure and confidentiality				

Items	Notes	Person Responsible	Due Date	Completion Date
D. Does the board have a Governance Committee? Governance Policies and term limits? Are the other standing committees appropriate for the organization? Governance Ctte – (Chair), Glen MacWilliams, Proposed Term Limits: 3 years, renewable for 3 years, 2 year break	Yes	Glen		1/05/2020
E. Does the board engage in periodic self-assessment?	Plan to be established	Glen		
F. Are there training sessions for new board members, and are current board members encouraged to attend? Added: G. Create a Board Member vetting process and checklist	 Completed	Governance Committee	Monthly	 1/05/2020
III. Organizing Documents				
A. Does the organization have copies of the articles of incorporation and bylaws on file?	Yes	Glen		
B. Do the bylaws conform to Maine statutes registered with the Secretary of State?	Yes	Glen		
C. Are the articles of incorporation and the bylaws internally consistent? Have any changes to the Articles of Incorporation been registered with the Secretary of State?	History			

Items	Notes	Person Responsible	Due Date	Completion Date
D. Have the bylaws been reviewed and/or amended, and, if so, has the board approved any changes?	No			
IV. Licensing				
A. Annual corporate registration	To do as Clerk	Glen	June 1, 2020	
B. Charitable solicitations permit				
C. Specialty licensing for professionals on staff or under contract, or for program components				
D. If the organization bills or is reimbursed by third parties or governmental agencies, are all compliance and reporting requirements being followed?				
E. If the organization has a multi-state presence, are licensing requirements of each state being followed?				
V. Taxes		Helen		
A. Are 990's and state returns current?				
B. Are employee payroll tax reports and payments current?				

Items	Notes	Person Responsible	Due Date	Completion Date
C. Does organization comply with all policy questions on 990? (Ex., conflicts of interest, whistleblower, documents retention, etc.)				
D. Are all of these policies being followed and is there documentation supporting such actions?				
E. Does the organization pay real estate taxes or any payments in lieu of real estate taxes?				
VI. Risk Management				
A. If the organization has real estate, is all real estate adequately insured for both liability and hazard coverages?	Insurance Policy			Feb. 2020
B. Does the organization have directors and officers coverage?	Insurance Poklicy		.	Feb. 2020
C. Are there any current or threatened workers' compensation issues?				
D. Are there any current or threatened legal actions?				
E. Is there a disaster recovery plan in place?				
VII. Budgeting				

Items	Notes	Person Responsible	Due Date	Completion Date
A. Does the organization have a current budget and, if so, has it been approved by the board?				
B. What is the process for developing an annual budget? Are staff and other stakeholders involved in the budgeting process?				
C. What is the organization's history in meeting past budgets and what steps have been employed to ensure that the budget is realistically tied to results?				
D. Are the organization's expectations for future revenues from all sources realistic? E. Is there a need for a capitol Campaign?	Building Maintenance	Glen	Working	
VIII. Fundraising				
A. What types of financial support does the organization regularly seek and receive?				
B. Does the organization have a current donor database and, if so, how is it maintained?				
C. Does the organization have gift acceptance policies in place and, if so, are these policies followed?	Template			
D. What system does the organization use to record and track restricted gifts?				

Items	Notes	Person Responsible	Due Date	Completion Date
E. Which staff members are responsible for meeting the organization's annual development plan goals?				
F. Are board members expected to provide financial support to the best of their abilities and to participate in fundraising events and solicitations?				
G. Does the organization have a planned giving program in place?				
IX. Organizational Chart and Employee matters				
A. Does the org chart reflect the actual structure of the entity?	Work in progress	Tom Governance Committee		
B. Are job descriptions accurate and current? Are the right people in the right jobs?	Committee responsibilities	Committee Chairs		
C. Have all employees received performance reviews within the last year?				
D. Are any employees on probation or have any been made aware of any performance issues? Are there plans in place to remedy any probation or performance issues?				
E. Is there an employee handbook/manual?	Work in Progress	Governance Committee		March 2020

Items	Notes	Person Responsible	Due Date	Completion Date
F. Is there a plan in place for employee advancement and staff development?				
G. Is the employee handbook/manual comprehensive, reflective of actual practices/policies/procedures?	Work in Progress	Governance Committee		March 2020
H. What employee benefits exist and what are the costs of any benefits? I. Workers Compensation?	Insurance Policy			Feb. 2020
J. Is there a harassment policy? A whistleblower policy? A conflicts of interest policy? An ethics policy? Has there been adequate training with regard to employee policies?	Conflict of interest policy in by-laws compliant with IRS requirements			1/05/2020
X. Documentation				
A. Are employee files complete and up to date?				
B. Are files of minutes of board and committee meetings complete and up to date?	Following meetings/ filed in office	Helen Maryse Committee Chairs		
C. Are there job descriptions for Officers of the Board and Board Members	Bi-Laws			

Items	Notes	Person Responsible	Due Date	Completion Date
D. Have all actions voted on in board meetings been followed?	?– record in minutes.			
E. For contractual relationships (such as bank agreements, load covenants, bond covenants, grants restrictions and reporting, awards, restricted funds, etc.), have all requirements in governing documents been followed, is all required reporting current, and is separate accounting in place for any restricted funds?	Bond for Diane regarding Trust	Helen		
XI. Strategic Planning				
A. How recently has there been a strategic planning effort?	Strategic Planning Document	Dave?		
B. For any new strategic planning exercise:		Dave?		
a. Is the organization relevant?				
b. What other organization provides the same services?				
c. Are there opportunities for merger, acquisition, combination of programs and services?				
d. Is expansion cost effective and efficient?				
e. Does the organization's current footprint fill the needs of the community?				

Items	Notes	Person Responsible	Due Date	Completion Date
f. Have future planning needs been incorporated into the organization's board development practices?				
C. What qualities and expertise must the next Executive Director bring to the organization?	To be based on ED job description			
a. ED Job Description	To be discussed and decided by Board			
b. Succession Plan	To be discussed and decided by Board			
c. Emergency Succession Plan	To be discussed and decided by Board			
Additional Items Added:				
Business Plan				
Case Statement				