YAA Board Meeting Minutes – June 16, 2021

Submitted by Betsy Cromley, Secretary

1. Roll Call:
    a. Present: Taryn Myers, Maryse Newton, Scott Blanchard, Glen MacWilliams, Betsy Cromley; and Helen Burns on Zoom
    b. Absent: Tom Merriam, Torbert MacDonald, Todd Bonita, Dede Cadieux
2. Betsy moved to approve minutes from 5/28/21, Scott seconded. Glen suggested some corrections, then withdrew his suggestions. All voted to approve as submitted. When attachments are appended to the Minutes, Taryn requested that they be included in the Word document, not sent to her for the website as attachments.
3. Governance Checklist:
    a. The Board agreed to use the shorter name "York Art" for our public brand identity, we will keep York Art Association as our business name. Taryn will write up Brand Guidelines.
    b. Mission and Vision statements will be added to website; Taryn has done this.
    c. Glen circulated the updated Gov. Doc.
    d. Board self-assessment— Board members use the Board of Director's Responsibilities as a guide for their self- assessment. Send to Tom before the next Board meeting.
    e. Strategic Plan Committee will meet soon and report at July Board meeting .
    f. Membership annual meeting is required in September. Prep for this meeting includes names of proposed slate of Officers for the new Board. Agenda must be posted in August.
    g. Committee chairs must submit a "short" committee description to Betsy. This helps the membership, volunteers, and the public understand what we do. It's been on the agenda for months. **Let's do it now so Betsy has time to consolidate the list for our next meeting.**
4. Continuance discussion postponed for July meeting.
5. Advancement Committee report from Helen. She will bring us up to date at July meeting.
6. New Business

a. Tom will follow up with Torbert to see if he wants to resign from the Board since he rarely comes to meetings.

b. Betsy moved, Glen seconded, to have our intern update mailing list—Sarah will add all available new contact info. of members, lapsed members, vendors, artists etc. to create updated list and give it to Taryn. An email letter combining instructions to renew memberships and to join AIP will be sent out week of 6/22/21 to everyone on this new list. All in favor.

c. Scott moved that YAA support and have volunteers at the Land Trust and Friends of Mt. A. event on (Date, Time, and Place) and that YAA exhibit "wet-paint" works from this day's painting event in our Gallery.

d. An event is scheduled at the Gallery on August 13 for a fund-raiser; Tom will follow up with details and publicity message.

e. The Board agreed that Tom's letter and flowers sent to Deborah Kolbjornsen family were appropriate from YAA.

f. An old banner advertising AIP that was in the storeroom is being updated by a friend of Tom's to hang over York Street; a date reserving the space has been secured by Dede. She is also working on reserving another time slot in November for a new banner to advertise YAA Makers' Market, a gift/craft show for the holidays.

g. Since York Town Planning office is revising their Comprehensive plan, they suggested that we complement their efforts with a show on theme of climate change. Maryse will investigate feasibility and date.

h. Glen proposed that we create a curatorial committee to manage the YAA permanent collection of art, available for loan. He asked Maryse to consider the Proposed Curatorial Committee draft documents he provided and will send all draft document to the Board. Helen, and intern Sarah to start with his drafts of curatorial duties and agreements, and propose practices starting with an inventory of art works stored at the gallery.

7. Next meeting will be in the Gallery on July 23 at 9am

8. Betsy moves, Maryse seconds to adjourn at 11:00am

ATTACHMENTS

YORK ART ASSOCIATION
GOVERNANCE/COMPLIANCE CHECKLIST AND ACTION ITEMS
2/26/2021

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?	Yes	Board		2020
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?	Yes Handbook	Board		2021
C. Is the mission statement reflective of the organization's values and current programs?	Covid Bound	Board Building & Grounds		Spring 2021
II. Board of Directors				
A. Are Board development policies and procedures in place to attract the best potential board members?	Yes Handbook	Board Governance Committee		2020

Items	Notes	Person Responsible	Due Date	Completion Date
B. Is there a board member responsibilities policy? Is it used to acquaint potential board members with their duties as board members?	No Board	Governance Committee Board		2020 On Going
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.	Yes	Governance Committee Board		2021 On Going
D. Does the board have a Governance Committee? Governance Policies and term limits? Are the other standing committees appropriate for the organization? Governance Committee – (Chair), Glen MacWilliams, Proposed Term Limits: 2 year?	Yes	Glen Board		2021 On Going
E. Does the board engage in periodic self-assessment?	Plan to establish	Governance Committee Board	Summer 2021	
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	Update Yes	Governance Committee	Monthly/ As required	2021 On Going

Items	Notes	Person Responsible	Due Date	Completion Date
III. Organizing Documents				
A. Does the organization have copies of the articles of incorporation and bylaws on file?	Yes	Governance Committee 2020 Handbook		2021 On Going
B. Do the bylaws conform to Maine statutes registered with the Secretary of State?	Yes	Governance Committee		2021 On Going
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 None	Governance Committee Board		2021 On Going
D. Have the bylaws been reviewed and/or amended, and, if so, has the board approved any changes?	No	Governance Committee Board		
IV. Licensing				
A. Annual corporate registration	To do as Clerk	Glen MacWilliams		Feb 2021
B. Charitable solicitations permit	NA			

Items	Notes	Person Responsible	Due Date	Completion Date
C. Specialty licensing for professionals on staff or under contract, or for program components	NA			
D. If the organization bills or is reimbursed by third parties or governmental agencies, are all compliance and reporting requirements being followed?	NA			
E. If the organization has a multi-state presence, are licensing requirements of each state being followed?	NA			
V. Taxes		Helen	Verify 2020 Taxes. March 2021	
A. Are 990's and state returns current?	Diane/ CPA	Helen	Verify 2020 Taxes. March 2021	
B. Are employee payroll tax reports and payments current?	Diane/ CPA	Helen	Verify 2020 Taxes. March 2021	
C. Does organization comply with all policy questions on 990? (Ex., conflicts of interest, whistleblower, documents retention, etc.)	Yes	Helen	Verify 2020 Taxes. March 2021	

Items	Notes	Person Responsible	Due Date	Completion Date
D. Are all of these policies being followed and is there documentation supporting such actions?	Yes	Helen	Verify 2020 Taxes. March 2021	
E. Does the organization pay real estate taxes or any payments in lieu of real estate taxes?	Yes Diane/ CPA	Helen	Verify 2020 Taxes. March 2021	
VI. Risk Management				
A. If the organization has real estate, is all real estate adequately insured for both liability and hazard coverages?	Insurance Policy Diane	Helen	Verify March 2021	
B. Does the organization have directors and officers coverage?	Insurance Policy Diane	Helen	. Verify March 2021	
C. Are there any current or threatened workers' compensation issues?	Diane	Helen	Verify . March 2021	
D. Are there any current or threatened legal actions?	Employee Agreement		Verify 2020 March 2021	
E. Is there a disaster recovery plan in place?	No	Board	Summer 2021	
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?	No	Helen Board	Verify March 2021	
B. What is the process for developing an annual budget? Are staff and other stakeholders involved in the budgeting process?	Yes	Helen Board	Verify . March 2021	
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?	Good	Helen Board	Verify 2020 March 2021	
D. Are the organization's expectations for future revenues from all sources realistic? E. Is there a need for a capitol Campaign?	No Need Building Maintenance	Building & Grounds Committee	Working March 2021	
VIII. Fundraising				
A. What types of financial support does the organization regularly seek and receive?	Update		March 2021	

Items	Notes	Person Responsible	Due Date	Completion Date
B. Does the organization have a current donor database and, if so, how is it maintained?	Update		March 2021	
C. Does the organization have gift acceptance policies in place and, if so, are these policies followed?	Update	Helen	March 2021	
D. What system does the organization use to record and track restricted gifts?	Update	Helen	March 2021	
E. Which staff members are responsible for meeting the organization's annual development plan goals?	Update	Helen Board	March 2021	
F. Are board members expected to provide financial support to the best of their abilities and to participate in fundraising events and solicitations?	Yes	Helen Board	March 2021	
G. Does the organization have a planned giving program in place?	No	Helen Board	March 2021	
IX. Organizational Chart and Employee matters				
A. Does the org chart reflect the actual structure of the entity?	Work in progress	Tom / Board Governance Committee	March 2021	

Items	Notes	Person Responsible	Due Date	Completion Date
B. Are job descriptions accurate and current? Are the right people in the right jobs?	Committee responsibilities	Committee Chairs	March 2021	
C. Have all employees received performance reviews within the last year?	No	Tom	March 2021	
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?	NA			
E. Is there an employee handbook/manual?	Work in Progress	Governance Committee Board	March 2021	
F. Is there a plan in place for employee advancement and staff development?	No		March 2021	
G. Is the employee handbook/manual comprehensive, reflective of actual practices/policies/procedures?	Work in Progress	Governance Committee Board	March 2021	
H. What employee benefits exist and what are the costs of any benefits? I. Workers Compensation?	Update Insurance Policy	Helen	March 2021	

Items	Notes	Person Responsible	Due Date	Completion Date
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	Governance Committee		2021
X. Documentation				
A. Are employee files complete and up to date?	No	Helen Board	March 2021	
B. Are files of minutes of board and committee meetings complete and up to date?	Following meetings/ filed in office and on website Update	Secretary Web Posting Committee Chairs	Following approval	
C. Are there job descriptions for Officers of the Board and Board Members	Bi-Laws Handbook	Governance Committee Board		2021
D. Have all actions voted on in board meetings been followed?	?– record in minutes. Update	Tom	March 2021	

Items	Notes	Person Responsible	Due Date	Completion Date
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?	Agreement with Diane Trust Issues	Helen	March 2021	
XI. Strategic Planning				
A. How recently has there been a strategic planning effort?	Strategic Planning Update	Board Strategic Planning Committee	March 2021	
B. For any new strategic planning exercise:	Backcasting	Board	Feb. 26, 20201	
1. Is the organization relevant?	Yes	Board	Feb. 26, 2021	
2. What other organization provides the same services?	NA			
3. Are there opportunities for merger, acquisition, combination of programs and services?	Yes	Board Membership Committee	March 2021	
4.Is expansion cost effective and efficient?	No	Building & Grounds Committee	Feb. 26, 2021	

Items	Notes	Person Responsible	Due Date	Completion Date
5. Does the organization's current footprint fill the needs of the community?	No, Covid Bound	Board	Feb. 26, 2021	
6. Have future planning needs been incorporated into the organization's board development practices?	Working	Board	March 2021	
C. What qualities and expertise must the next Executive Director bring to the organization?	To be discussed and decided by	Board	March 2021	
1. ED Job Description	To be discussed and decided by	Board		
2. Succession Plan	To be discussed and decided by	Board	March 2021	
3. Emergency Succession Plan	To be discussed and decided by	Board	March 2021	
Additional Items Added:				
Business Plan	Update	Board	March 2021	
Case Statement	Update	Board		