

MINUTES
TAUNY Board of Directors
Friday, May 20, 2011

Present: Peter Beekman, Steven Engelhart (phone), Angela Gray, Karen Johnson-Weiner, Ruth McWilliams, Jackie Sauter

Absent: Hallie Bond, Peg Cornwell, Fred Hanss, Allan Newell

Staff: Jill Breit, Varick Chittenden, Hannah Harvester, Judy Bailey, and Carol Pynchon

Call to Order: 12:05 p.m.; quorum present

Review of Minutes from January meeting

Karen moved to accept the minutes, Pete seconded; all in favor.

Review of Financial Reports – Judy Bailey

- With Angela's help, Judy was able to make the necessary adjustments (for consignment sales) in the POS system and perform an analysis of the data input and compiled to date. All is in order and the system seems to be working well.
- Accounting for the campaign and building project in a restricted account is working well.
- A physical Folkstore inventory will be taken as of 6/30. Angela noted that the staff have done a great job, working on their own to learn the system and input all the necessary data. A round of applause for all!

Accounting and Financial Policies and Procedures

- Based on a recommendation from our accounting firm, Judy developed a written policy and procedure "manual" for financial activities.
- This will be a useful guide for the position, should Judy leave. It also provides a good overview of the controls/checks and balances that are in place.
- Judy answered questions about credit card use (we don't store credit card information and our system is PCI compliant).

*Ruth moved to accept the proposed accounting and financial policies and procedures,
Karen seconded; all in favor.*

Renewal of Board Terms and Election of Officers

- Karen, as Board secretary, nominated the following slate of board members, whose terms expire this year, for renewal: Pete Beekman, Ruth McWilliams, Hallie Bond, Peg Cornwell, Jackie Sauter. All have agreed to serve another term.

Pete seconded the nomination; all in favor.

- Karen nominated the following Board officers for the 2011-12 term: Jackie Sauter, president; Karen Johnson-Weiner, vice president; Fred Hanss, secretary; Pete Beekman, treasurer.

Ruth seconded; all in favor.

(Wild applause!)

Review of TAUNY Bylaws

- Concern was raised that the secretary's responsibilities include "keeping the corporate records." It was suggested that the wording be changed to indicate that the secretary is responsible for "oversight" of recordkeeping.
- There are several references to the corporation's annual meeting, and what needs to happen at that meeting, and the timing is loosely referred to as "spring." It was agreed that the annual meeting should always be the last meeting of the fiscal year.
- Carol will make those proposed changes to the bylaws and distribute them for approval at the July meeting.

Adoption of FY 2011-12 Budget

- Jill recommends a "status quo" budget for July and August 2011 (copies distributed). She outlined the reasons for her recommendation:
 - Randy Crawford is still working on numbers for Phase 2 renovations, so figures aren't available for planning.
 - Our financial audit recommended that the operations, building, and campaign budgets all be collapsed into a single budget.
 - Because applications to NEA and other foundations were declined, she needs more time to think about other possible funding sources.
 - Kristen has announced that she'll be leaving her development position at the end of the fiscal year; Jill is thinking about strategies for filling the position and handling development/membership activities, which will have financial/budget implications.
 - Her concern is that a budget created and approved now would not be accurate nor would it reflect the reality of future operations; she fears the budget would need to be very conservative, hobbling progress and operations in the year ahead.
- A number of 25th anniversary programs are planned over the summer. Besides that, Jill's plan is for the staff to regroup after a very full period to prepare for the fall exhibit, grand reopening, etc.

Pete moved to adopt the proposed two-month budget in anticipation that a full budget will be presented at the July meeting, Angela seconded; all in favor.

RVSP Nominations

- Varick distributed two written RVSP nominations – for the Zenda Farm in Clayton and the Croghan Island Mill in Croghan.
- Ruth noted that because the Zenda Farm is part of the Thousand Island land trust it will be well cared for over time.
- There is a community picnic planned on June 17, which would be a good time for a plaque presentation.

Ruth moved that the Zenda Farm be added to TAUNY's Register of Very Special Places, Karen seconded; all in favor.

- Concern was raised about the Croghan mill nomination because of the current controversy over the DEC plans to demolish the dam. Would a nomination to RVSP be perceived as advocating for support of the dam? Can TAUNY designate the mill as a VSP without being involved as advocates for or against?
 - Ruth would like more information about the dam and the basis of the DEC's decision to demolish it.
- This discussion raises the issue of whether or not advocacy is inherent in TAUNY's mission.
- The Croghan mill nomination was tabled until the July meeting; additional background information on the issues related to the mill will be distributed to board members.
- The planning retreat action step "The full Board will discuss and vote on whether TAUNY should take advocacy positions as an organization" will be on the agenda for the July meeting.
- Steven wished it to be noted that he would be comfortable supporting the RVSP nomination today.

North Country Heritage Award Nominations

- There is not sufficient information available. Nominations will be sent by email, so a decision can be made in time to accommodate photographer Marty Cooper's summer shooting schedule.

Update on Whistleblower Policy

- At the last meeting Jill reported that TAUNY's attorney Andy Silver recommended against adopting a whistleblower policy, contending that it wouldn't hold up in court and that organizations like TAUNY would be bound by state and federal laws. The Board asked Jill to go back to Andy to request copies of the federal legislation. He feels it's too long and complicated to satisfy the Board's interests/needs, and recommends that the Board trust that they would want to and would comply with all applicable legislation and that it isn't necessary to have anything on record about this.
- The Board agreed that they support legislation concerning whistleblowers, and for the needs of the accountant's records, we should officially indicate that.

Karen moved that the Board's policy on whistleblowing is to abide by applicable federal and state laws, Angela seconded; all in favor.

Action Plans from Staff/Board Retreat

- Jill reported that Ruth Fishbeck commended the Board on how we work as a group.
- Ruth's report was distributed and the following action steps were acted on:

Karen moved that an Archives and Collection Committee be formed, Pete seconded; all in favor.

Pete moved that having completed its charge, the ad hoc Building Committee be dissolved, Karen seconded; all in favor.

Ruth moved that a standing Facilities Committee be established, Karen seconded; all in favor.

It was agreed that the issue of TAUNY's role as an advocate be on the agenda for the July meeting.

Staff Reports

(In addition to written reports submitted in advance.)

Executive Director

- Jill reported that she had a great visit with the people at Mountain Lakes PBS and is optimistic about the potential of a collaborative working relationship with them. They would like to film the Newberry's reception and are interested in covering Garden Plot activities.
- She also met with the folks at WAMC and feels like we could likewise develop a potentially rewarding relationship with them, in an area where we don't always have such good exposure.
- Jill has been participating in some information sessions required by the Adirondack Community Trust if we wish to apply for a \$10,000 challenge contribution to an endowment fund. She's not sure we can get the legwork done by the deadline, but feels it's good networking time. Karen and possibly Jackie can accompany her to the 6/9 session.

Development Director

- Jill announced that Kristen will be leaving TAUNY at the end of the fiscal year; she will report on her plans to fill that position at the July meeting.

The TAUNY Center Project Director

- Varick has had good response to his call for stories for the Newberry's reception, which will likely need to be rescheduled because of closing plans.

Committee Reports

Staffing

No report

Board Development

No report

Folkstore

- Packing up has begun in anticipation of closing, but they'll hold off on the real push until Katrina graduates and returns from vacation.
- During July the committee is going to focus on a push to get artists and vendors to become TAUNY members.
- The committee will have proposed Folkstore policies for consideration at the next meeting; they'd like to have new policies in place when the FS reopens.

Program

- At the meeting in July it will be proposed that the Program Committee be dissolved; much of the work of the committee is really staff work and the rest will be assumed by the new Archives and Collections Committee.

Development

- The committee has been talking with Jill and Kristen to talk about the best use of Jill's time for fundraising and development work.

Building

- Nothing additional to Varick's reports.

Budget & Finance

- The committee will meet with Pinto representatives to review the audit report, which they will then present to the Board.

Adjourned: 2:45 p.m.

Next Meeting: The July meeting will be held at Peg's camp on Tupper Lake. Stay tuned for discussion of possible dates.

Respectfully Submitted,
Carol Smith Pynchon
March 18, 2011