

2/4/20

Charlie Pilzer called the meeting to order at 8:10 PM. Quorum (greater than 8) was achieved.

Present:

Charlie Baum (Past-President),
Jerry Blum (At-Large),
Renee Brachfeld (At-Large),
Don Fahey (Program),
Kim Gandy (At-Large),
Ingrid Gorman (VP),
Jim McRea (Publications),
Jess Eliot Myhre (Membership)
Ben Sela (Dance, started later)
Jerry Stein (past-Treasurer),
Will Strang (Treasurer),
Neil Zimmerman (Secretary);

came later:

remotely:

Nancy Lisi (Publicity)

Absent:

Minutes: December 2019 meeting: Renee moved adoption, Charlie B seconded, passed without objection except Jess abstained. January meeting: Neil moved adoption, Will seconded, passed without objection. Passed without objection except Jess abstained. Special February meeting: Will moved adoption, Jerry B. seconded. Discussion: Charlie will send Word document to avoid formatting errors. Neil will not use seal. Passed without objection.

President's Report: Charlie P: Everyone in FSGW works hard – kudos to us all. Charlie thinks he is starting to get a handle on operations and activities, and plans to run again since his 2nd year will benefit from his 1st year. Board work session: Let's meet at Will's house near GEP.

Treasurer's Report: Will Strang: Lots of discussion regarding anticipated expenses and income for several activities.

MOTION: The Board accepts the Budget rev 8 as submitted by Will. Moved by Charlie B, seconded by Don. Discussion: Q: Do we need to keep adopting revised budgets? A: Yes. Passed without objection.

MOTION: The Bylaws of the FSGW state: “No contract or obligation of The Society's funds in excess of the budget for any activity shall be made or undertaken except with the express approval of The Board or membership, as herein provided.” The Board adopts the following policy on Financial Controls so as to implement this provision of the Bylaws. [see Appendix for policy] Neil moved, Will seconded.

Discussion: Jim: This is a bad idea, because the Treasurer has the power to enforce this one sentence. Kim: We should have a policy on contracts, maybe over \$ 1000; this is too limiting and “kills the flea with a sledgehammer”. This is insulting to many Boardmembers and volunteers. Q: Is this only to solve one person “going rogue”? A: In part but not more than ½. Q: Would this policy have resolved large losses for Getaway, WFF, etc? A: Partially, but not completely. Jerry B: There is a lot of guesswork regarding income, which supports the previous question.

MOTION to Table until the March Board Meeting: Don moved, Renee seconded.
Discussion: Will, Kim, Ingrid, Jerry B are willing to work on this over next 30 days.
Passed with one no and one abstention.

Mid-Winter Festival Report: [from written Report from April Blum]: Jess: Thank you to those who staffed the Table, within a couple of months I will be able to handle such things.

WFF 2020 Update: [from written Report from Joel B]: Moving forward, getting new vol's in key positions. Carousel renovations scheduled to finish well ahead.

WFF 2021 Update: Don: At December 2019 Board Meeting, I agreed to hold meeting with interested vol's; I haven't done yet, but hope to soon.

Report on WOWD advertising: Neil Z: I would like to do more of this. Nancy: Will send “Bluegrass Radio”.

Request for CDSS camp matching scholarship: [from Robert Cox] FSGW in the past has indeed given scholarships. Q: What benefit to FSGW? Why does this make sense (not youth, not disadvantaged)? Q: Which camp? A: A way of giving vol's encouragement, and giving vol's more experience. Only makes sense if one person is willing to oversee applications. Maybe also require recipient to write report afterwards.

MOTION: Neil moved \$ 1, 000 for Scholarship; failed for lack of second. Renee and Jess will lead the effort to come back with some ideas.

Getaway 2020 Status: Charlie B: Figuring out pricing.

Getaway 2021 – request for deposit: Charlie B: Needs to sign contract with non-refundable deposit of \$ 3, 700. Let's wait until contract arrives.

Election Committee and Procedures: Jackie H.: Please please please appoint Elections Committee. Suggestions: Jim Cole, Jackie H, Jerry Stein with Jackie as Chair.

MOTION: The Board appoints Jim Cole, Jackie H, Jerry Stein, Kim Gandy with Jackie as Chair to be the Elections Committee.; Charlie B moved, Jim seconded. Discussion: This is in line with Bylaws. Passed by acclamation.

Discussion of electronic voting: Issues with new Website.

Discussion of two versus four Elections Meetings (25 quorum), AND of our continuing failure to hold Membership Meetings (75 quorum). Will hold meetings at Free Dance and Concert – Free only for Meeting.

Bylaws Changes: Kim will send previous list. Jerry B, Charlie P, Neil Z will work on it.

Membership Database: Jerry S: Jess and Jackie should talk. We need to be more aggressive at encouraging renewals. Charlie P: Hamilston Diner house concert series has a reputation for very well-curated series; FSGW doesn't.

Move to adjourn: Neil moved, Don seconded.

Written Report by Tim Livengood

Report on the Grapevine:

On Wednesday, February 12, 2020, the FSGW-sponsored program the Grapevine hosted featured storytellers James 'Sparky' and Rhonda Rucker, and Rachel Ann Harding. An audience of 54 enjoyed a program of all-original stories, both personal and fictional, and donated a total of \$700 at the door. The donations were distributed as \$350 to Sparky and Rhonda, and \$300 to Rachel Ann, plus an anticipated contribution from FSGW of \$150 to Sparky & Rhonda and to Rachel Ann by check.

APPENDIX: PROPOSED POLICY ON FINANCIAL CONTROLS (WAS NOT PASSED)

A. Terminology: "contract" is taken to mean any financial obligation undertaken on behalf of the FSGW; such obligation often takes the form of an exchange of emails, for instance between Program Chair and prospective performers, which do not have the format of an explicit contract.

B. Enforcement of Budgets

It is the policy of the FSGW that, before anyone signs a contract on behalf of the FSGW, that person must obtain approval of the contract by the

Treasurer or their designee (hereinafter “Treasurer/designee”). Generally, we expect that the Treasurer/designee will decide approval based only on financial grounds, to answer the question: Is this contract in line with either i) the annual budget or ii) a specific Board motion to appropriate money? In rare instances, it may be necessary for the Treasurer/designee to base approval on other terms of the contract.

This approval must be in writing, not verbal. An email is acceptable as written approval, provided the contract is included and the FSGW bookkeeper is copied, to make a permanent record. If anyone signs a contract without written approval by the Treasurer/designee, then the FSGW shall not consider itself liable for any expenses associated with that contract; instead, the signing person(s) will be personally liable for all obligations of said contract.

Any Board member shall have the right to appeal to the Board disapproval of a contract by the Treasurer/designee; the Board will have the ability, by recorded Motion, to override the Treasurer/designee and approve the contract. In this case, the contract may be signed only after the board override has passed.

C. Clarification with respect to Budget

Approval of contracts will be based on the total of all “Program Expenses” for the relevant program in the FSGW budget. [**Example:**, in FY 2019, the total for the program “Contra New Years”, was 1, 401 + 258 + 2, 850 = 4, 509; thus, the Treasurer/designee should not have approved any contract for this activity that would have made the cumulative contractual obligations rise above \$ 4,509.]

D. Timing with respect to Fiscal Year

Approval of contracts based on budget (as opposed to specific Board motion to appropriate money) will be based on the following timing:

1. Contracts for events scheduled to occur within the current Fiscal Year: The language above shall govern, and the Treasurer/designee will not approve contracts whose cumulative amount rises above the appropriated amount.
2. Contracts for events scheduled to occur within the next Fiscal Year:
 - a. Singular activities (e.g., Balls): The Treasurer/designee will not approve contracts whose cumulative amount would rise above the present Fiscal Year’s allocation [**Example:** With

respect to contracts proposed for the event at the end of 2019 for “Contra NewYears”, the Treasurer/designee would not approve contracts whose cumulative amount rises above \$ 4,509].

- b. Regularly-scheduled activities (e.g., Concerts and weekly or monthly dances): The Treasurer/designee will not approve contracts whose cumulative amount would rise above ½ of the present Fiscal Year’s allocation [**Example:** With respect to contracts proposed for the Sunday contra dances beyond the end of FY 2019 for “Contra Sunday”, the Treasurer/designee would not approve contracts whose cumulative amount rises above ½ * 37,381 = \$ 18,670].

Explanation of this clause: It is frequently the case that it is necessary to sign contracts for events scheduled beyond the end of the Fiscal Year. For example, performers are scheduled months in advance, and so contracts are signed months in advance.

E. Designee:

1. There may be a maximum of one Treasurer’s designee for the purpose of contract approval at any time; the Treasurer shall nominate a proposed designee to the Board, and the designee will be authorized to approve contracts after the Board has passed a Motion appointing the designee.
2. At any time, the Treasurer may remove a designee solely at their discretion, or the Board may remove a designee.

F. Reporting Requirements:

1. If any Board member becomes aware of a contract signed purportedly on behalf of the FSGW without the prior written approval of the Treasurer/designee, that Board member will report this occurrence to the Treasurer, and to the President or Vice-President.
2. The Treasurer shall make a judgment as to whether the contract was signed without approval due to i) inadvertent mistake or miscommunication, versus ii) deliberate action. If the Treasurer judges that the contract was signed by deliberate action, it will report that occurrence to the FSGW President or Vice-President, who shall make a discussion of this occurrence a high-priority Agenda item at the next regular Board meeting.

At or before that next regular Board meeting, the Board will determine what action to take with respect to this occurrence, and shall pass a Motion with that determination. The determination could be simply “no action necessary”, which shall mean that the contract is disavowed, or another action as the Board sees fit.

G. Effective Date:

1. This Motion will take effect at the beginning of the Fiscal Year following adoption.