

B A L T I M O R E
OFFICE OF PROMOTION & THE ARTS

BALTIMORE OFFICE OF PROMOTION & THE ARTS, INC.
BOARD MEETING – THURSDAY, March 2, 2017 – 9AM
MINUTES

DRAFT UNTIL APPROVED AT NEXT BOARD MEETING

Attending: Aimee Adashek, Chuck Adkins, Kimberly Clark, Tom Crawford, Michael Davenport, Bill Gilmore, Shelia Goodwin, Roz Healy, Lenora Henry, Kathy Hornig, Steve Johnson, Anana Kambon, Jack Lewin, Brian Lyles, Alyce Myatt, Ross Peddicord, Jeff Pillas, Paula Rome, Laurie Rush, Michael Shecter, Randi Vega

Absent: Sandy Hillman, Scott Johnson, Frank McNeil, Kathy Sher

Welcome – Tom welcomed Alyce Myatt, Brian Lyles, and Michael Davenport to their first meeting, as well as Steve Johnson of Ballard Spahr. This meeting is open to the public.

Vote on New Members – Tom asked Brian and Alyce to step out of the room for a moment while the board conducted a formal vote to approve them as official board members. Tom asked for a motion to approve Alyce, Brian, Kathy, and Michael as the 4 newest candidates of the BOPA and BFAI Board of Directors. It was seconded and they were approved unanimously to join the board. Jack asked that as we look at the corporate composition of our board, what are we missing and where are the holes? Tom said later in the agenda we will address the committee structure of the board, and the Governance Committee will handle filling those gaps. We are interested in having representation from our largest donors to tie them closer to BFAI and BOPA. Alyce and Brian were officially welcomed back as official members of the board.

Minutes – from December 1st meeting were read, approved unanimously and adopted as final.

Vote on BDC Resolution – Tom Crawford

- Bill welcomed Steve Johnson and explained that Steve has helped us navigate cleaning up our by-laws and articles of incorporation when we worked on them in 2009. We should have gone to BDC back in 2009 to ask them to release us as a part of BDC, but we failed to do so.
- Due to the Open Meetings Act and through the recent investigation that revealed we failed to go to BDC in 2009, Bill and Chuck attended the last BDC Board Meeting on February 23rd to ask BDC to remove BOPA and BFAI as a member.
- Jack mentioned that this is business as usual; it just removes BDC from corporate oversight of BOPA.
- Steve said that the Open Meetings Board decided that BOPA is a public body.
- Tom asked for a motion to approve the BDC resolution, it is seconded and approved.

Finance Report – Chuck Adkins

- We are 7 months into the fiscal year, and in the financial packet there is a Statement of Activities and a Statement of Financial Position.
- We are trending according to plan with our expenses and revenue. Jack asked why it looks like BOPA is down 11% at this point in the fiscal year. Chuck explained that the % for Art program is

difficult to budget for because we cannot expect what the City's development plans are for the year.

- Chuck said this is the first year that BOPA has had a month-to-month budget, and the budget is not linear.
- Jack said we have 201 days cash on hand, and we have been researching a target level to reach. The plan is to go back to our CPA firm Raffa, to give us guidance on what a good benchmark number is.

Development Report – Aimee Adashek

- Aimee announced she will be moving on to Parks & People and it will be bittersweet to leave BOPA. Aimee explained there is a strong transition plan in place after she leaves. There are 2 members of BOPA's Development team paired up with each donor that we are working with. Aimee will meet with every department to talk about funding plans for each program and where gaps are.
- A development calendar is being produced that will have every deadline and a good fundraising rhythm for the year. We have hired 2 new staff members; Ebony Byrd of Morgan Stanley as our new Corporate Sponsorship Specialist, and Catherine Ritter as our new Foundation and Government Grants Specialist who has a background in the arts and theatre. We currently have one open position for a Development Associate who works heavily with our donor database.
- We are partnering with Jubilee Arts to co-fund Art@Work, and are asking for \$59,000 from the Abell Foundation as well. Our strategy is to partner with other organizations to co-fund many of our programs.
- Book Festival 2017 has \$207,000 confirmed, with \$40,000 confirmed from the State Arts Grant. We have an 18-24 month cycle for fundraising so our fundraising reports don't exactly match up with our finance reports.
- Aimee is asking for help with funding both the July 4 and New Year's Eve fireworks because there is not a lot of visibility for sponsors. Bill explained that our Ports America sponsorship was a 3 year commitment, and this is our last cycle with them.
- Tom asked about the progress of the Bromo Tower restoration. Bill said we have enough money to complete Phase 2 with the clock coming back and getting installed in April. There is enough money to work on some structural restoration from the clock down, but not enough for a total building restoration. Phase 3 would be an additional \$900,000, and we haven't decided if we are taking that on yet.
- Aimee noted that with the clock going back into Bromo, that is an opportunity for VIP experiences and the Board could help with VIP experiences after Light City.
- Jack thanked Aimee for all of her hard work, and asked how she feels we are in the funding process for the year. Aimee said we are always concerned with the Book Festival; we struggle to find funding for that due to timing with Artscape and now Light City.

Committee Formation – Tom Crawford

- Tom explained the one sheet that details the draft committee structure with duties and potential members who may be a good fit in each committee. Tom asked the board to start thinking about which committee they'd like to join.
- Kim asked about the time commitment that is expected for committee participation? Tom envisioned most committee meetings be held via conference call, and there will be about 1 to 2 meetings in between the quarterly board meetings. Tom explained that the on-going activities that committees will work on will be sparse and more so project oriented.
- Once these committees are formally formed by the next board meeting, going forward the Chair of each committee would give a brief report at future meetings.
- Tom asked for any feedback regarding the committees to be sent to him.

New Business – Tom Crawford

- Tom summarized the decision of the Open Meetings Compliance Board and said we need to have a majority of the board sign a copy of the decision. We formally had a misstep with not removing BDC from having a membership position in BOPA. The Open Meetings Compliance Board did find a violation of the Open Meetings Act, and we need the board sign a statement that we are aware of the violation.
- Kim asked moving forward, will the board still have to follow the Open Meetings Act? The Open Meetings Compliance Board said we are an open institution due to our connection with BDC and other factors. Tom said we are hopeful that in the future we will not be subject to the Open Meetings Act now that we are no longer connected with BDC.
- Kim suggested we may want to look into open meeting training if we are subject to the Open Meetings Act.
- Randi provided an update on the newly formed Youth Arts Council. We have selected 11 high-school aged youth from Baltimore City Public Schools and have 2 projects we are working on with them. The first is to develop programming for teenagers by teenagers at our already existing festivals and events. The second is to train the youth in public policy so they understand how decisions are made in public bodies, focusing on the availability and access to arts in public schools. The youth attended Maryland Arts Day in Annapolis and also met with the Baltimore Education Equity group.
- With there being no additional new business, a motion to end the meeting was made and seconded.
- Meeting adjourned.

Drafted minutes respectfully submitted by

Markell Cassard

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3/6/17

Date