BOARD OF DIRECTORS SPRING MEETING MINUTES



Tuesday June 6, 2023 Dominion Room, Visual Arts Center of Richmond and Zoom

In Attendance: Rhonda Willers (President), Shoji Satake, Angelique Scott, Jeff Vick, Heidi McKenzie, PJ Anderson, Antra Sinha, Yesha Panchal, Horacio Rodriguez, MaPó Kinnord, Michelle Castro, Adam Chau, Patsy Cox, Ife Williams and NCECA staff MeLisa Zackery, Helen Anderson and Allyson Hoffelmeyer and Executive Director Josh Green.

On Zoom: Alex Hibbitt, Rick Rogers, Stacy Larson.

4.15pm ET meeting called to order by NCECA President Rhonda Willers A quorum is present.

Rhonda Welcomed the board with a quote from the artist Kinji Akagawa, "When I think of you, I thank you for existing" and gave each board member a small object she made that embody this sentiment, asking the board to hold the "We" of NCECA as a personal core.

Josh thanked the board for working hard over the last 2 years. Experiences like Cultivating Community are powerful, the Green Task Force programming has been great, and these initiatives are filling a gap for our members. Josh shared thoughts about staff restructuring and hiring needs in the wake of Kate Vorhaus' retirement and gave a clear overview of the financial challenges that face the organization after coming through the pandemic period - NCECA incurred a significant operating loss even after a successful conference this year. Escalating costs have contributed greatly to this deficit and NCECA must grapple with this reality in order to have a financially sustainable future.

Rhonda thanked Josh for his thoughtful leadership and ability to see the global view.

Organizational Updates: Diversity, Equity, Inclusion, Accessibility and Belonging & Strategic Planning (Rhonda, Shoji, Patsy)

Rhonda reported on the Executive Committee's work on identifying a consultant to work with NCECA on its DEIAB process.

Shoji gave background to the group Care based Leadership and let the board know its founder, Dr Jessica Spradley is excited to be working with NCECA. When Dr Spradley met with the Executive Committee, she brought up several thought-provoking ways CBL can help us realize our goals. The Executive Committee was impressed with her thorough grasp of the issues and knowledge of working with companies both large and small. She has an affinity with nonprofit organizations and can help source funding avenues to help with DEIAB initiatives. She can also help with the business plan as NCECA moves into strategic planning. Josh reiterated that the EC felt optimistic and encouraged.

Governance Overview (Rhonda)

Rhonda stated the need for an annual overview of the organization's governance and laid out some meeting procedures and the importance of confidentiality particularly in Executive

session discussions. She and Josh also discussed the Conflict-of-Interest policy and encouraged the board to err on the cautious side and list any potential conflict of Interest. Any participant on an NCECA committee or task force also needs to complete a conflict-of-Interest form. These forms are legally required and are reviewed by the auditor at the end of the tax year. There is a real need to craft a COI policy around Board member participation in NCECA exhibitions or programming.

Action Item: Executive committee liaise with other committees to craft a COI for NCECA exhibitions and programming.

Patsy and Rhonda reminded the board of its Fiduciary responsibilities to maintain a sustainable organization for future generations of members and of the connection between fiduciary responsibility and confidentiality. This responsibility is woven through everything the board does. NCECA currently has a large deficit and must address this in this year's budget as well as in planning for extra programming or initiatives. Members have access to the budget information through publication in the journal yearly and can see the board's budgeting decisions and financial status. Discussion continued around current and possible future Board giving and donation models.

Community Culture Committee and Reports Review Process (Rhonda) Rhonda described the charge and makeup of the Community Culture Committee, which meets to address reports that are filed through the online reporting system. This committee includes 2 board members and a member of staff and consults with NCECA's lawyer Joe Nierenberg and Fran Sepler, an expert on harassment prevention, respectful workplace issues and investigations. Current policies and reporting form are available on the website. Josh reflected on the formation of the committee and the challenges inherent given the potentially sensitive nature of reports.

The board moved into executive session to discuss a recent community culture issue. *The board moved out of executive session.*

Board Proposal Process (Rhonda)

Rhonda stated that this year NCECA will not be taking on any large new projects as it will concentrate on Diversity, Equity, Inclusion, Accessibility and Belonging with Care Based Leadership. Board members can work on proposals for presentation later. She also shared the committee and taskforce list and encouraged board members to reach out if they are interested in serving on committees other than those they are assigned to. She introduced new software for project management and the shared google calendar. Updates are on the way for the Guide to the Board and Organizational

charts. 6.00PM ET Meeting recessed by NCECA President Rhonda

Willers.

Wednesday June 7, 2023 Dominion Room, Visual Arts Center of Richmond and Zoom **In attendance:** NCECA Board members Rhonda Willers (President), Ife Williams, Heidi McKenzie, PJ Anderson, Michelle Castro, MaPó Kinnord, Angelique Scott, Jeff Vick, Adam Chau, Shoji Satake, Patsy Cox, Antra Sinha, Horacio Rodriguez, Yesha Panchal, and NCECA Staff Helen Anderson, MeLisa Zackery, Edith Garcia, Allyson Hoffelmeyer, and Executive Director Josh Green

On Zoom: Alex Hibbitt, Rick Rogers, Stacy Larson, Kate Lydon, Carletta Williams

9.05 am ET meeting called to order by NCECA President Rhonda Willers A quorum is present.

Welcome and Overview of Day Ahead (Rhonda, Jeff, Angelique) Rhonda shared that the board member elected to the Executive Committee is Michelle Castro.

Angelique welcomed the board to Richmond and encouraged everyone to engage with the community as they explore the city and at the community gathering tomorrow evening. There was concern and acknowledgement of the shooting at Virginia Commonwealth on Tuesday.

The board unanimously approved the Consent Agenda, (Spring Board and Staff reports, Meeting Minutes for Feb 21, March 18 and April 4, 2023 and motions to support 1) the appointment of Ife Williams to serve as Programs Director for 2023-2024, and 2) the appointment of Patsy Cox to serve as Board Steward for 2023-2024.

Current Financial Reviews and Budget Review and Approval (Helen, Josh, Rick) Helen led the board through the budget documents, starting on the summary page. She explained how the summary page is constructed from the itemized tabs. The 2023/4 budget is the result of hours of work by Josh and Helen, as well as much focused work by MeLisa, Edith, Adam, David, and Kate. Notable items include in the program general tab- additional budget lines for new hires – a development manager, and an assistant for Josh, admin to take on some of Kate's responsibilities. Allocations are included for work with DEIAB consultants for board and staff development prior to developing a new strategic plan as well as initial stages of Association Membership software updates.

Helen presented several budget models that the group has worked on for the board to discuss. This included a scenario that would allow NCECA to break even for 2023/4. This budget model foresees increased conference attendance, increased grant monies and an increase in membership and conference prices of 25%. There was discussion around all the options and the impact of price rises for Members, Expo and Vendors. Some questions were raised about potential cost increases in communications, and the board discussed development needs, current approaches, and the crafting of a development strategy in tandem with the hiring of a development manager.

Adam questioned the budget's projection of an increased attendance in Richmond, and Josh responded that NCECA conference attendance has varied due to the area, Mid Atlantic

attendance has been historically high in registration, and the canceled Richmond Conference was the highest registration ever.

Rhonda stated that we need the 25% increase to cover many of the costs that have increased by 30% or more in the last year. Conference centers are charging more than ever, communication and AV costs for the conference have increased exponentially. NCECA must clearly communicate the background to these increases to the membership. Helen reminded the board that NCECA has been relying on the investment portfolio to plug the budget gaps over the last few years, but the market is volatile, and this is not a long-term plan for sustainability.

Action item: develop responses in relation to increases in registration and other prices.

After discussion, the board supported the budget model that allows for a balanced budget, and that increases membership and conference prices by 25%.

The board unanimously passed the **motion: To approve the 2023-2024 budget as presented on June 7, 2023.** (Moved by lfe, seconded by Jeff.)

Programming: Review Tiered Sorted Proposals (Ife, Allyson)

The board moved into executive session. Ife introduced the guidelines for the programming review. The board reviewed and discussed the tiered sorted proposals that had been ranked by the board prior to the meeting. Discussion continued in the afternoon session.

12.00- 1.30pm: Lunch

1:00pm - 2:30pm Convention Center Tour: MeLisa, Edith, Allyson, [PJ and Ife for first half hour]

Board Only Discussion with Josh: Fiscal Impacts for year ahead and staff planning overview.

Josh gave an overview of recent meetings with NCECA staff focused on potential reshuffling of responsibilities and staff hiring after the departure of Kate Vorhaus. He also identified the need for a longer-term succession plan for the Executive Director position. Current position descriptions are being reassessed and new position descriptions crafted.

Continuation of Programming Review: Tiered Sorted Proposals (Ife, Allyson) Allyson presented the tiered programming; the board reviewed the proposals that had been flagged for duplication and discussed the merits of each.

Guidelines for discussion:

- 1. Is there duplication of content? What is the duplication?
- 2. Is there diversity of representation? What is missing?

3. Is there content connecting with NCECA's core audiences? What is missing? (Example core audiences: educators (k-12 - higher ed), self-directed learners, students, studio artists, scholars (research/ history/ criticism), collectors/enthusiasts, etc.) (Discussing proposals during this time should be done with a strong sense of conviction that scoring missed something of critical importance and/or quality).

If e led the group through each question, relating to a tab on the programming spreadsheet, and there was animated discussion of the ranking of specific proposals across the different programming categories. She then outlined the next steps of the program building process.

The board noted that further discussion was required around policies regarding Board Member involvement in NCECA exhibitions and Programming. *The board moved out of executive session.*

5.00pm ET meeting adjourned by NCECA President Rhonda Willers.

Thursday June 8, 2023 Dominion Room, Visual Arts Center of Richmond and Zoom

In Attendance: NCECA Board members Rhonda Willers (President), Ife Williams, Heidi McKenzie, PJ Anderson, Michelle Castro, MaPó Kinnord, Angelique Scott, Jeff Vick, Adam Chau, Shoji Satake, Patsy Cox, Antra Sinha, Horacio Rodriguez, Yesha Panchal, and NCECA Staff Helen Anderson, MeLisa Zackery, Edith Garcia, Allyson Hoffelmeyer, and Executive Director Josh Green

On Zoom: Alex Hibbitt, Rick Rogers, Stacy Larson, Kate Lydon

9.00 am EDT meeting called to order by NCECA President Rhonda Willers A quorum is present.

Good Morning & Overview of Day (Rhonda)

Rhonda asked the board to contribute to a jamboard reflecting on the work of the meeting so far.

Programming Review & Discussion: Tab Mis-scored/tiered proposals (lfe,

Allyson). The board moved into executive session.

Ife led the discussion of mis-scored/tiered proposals with a statement underscoring the commitment of NCECA to Diversity, Equity, Inclusion, Accessibility and Belonging - the revised programming rubrics serve to underpin this commitment. There was discussion of the role of the rubrics, and several questions were raised around the programming application and jurying processes. The board discussed several proposals that were seen as mis-scored or mis-tiered.

Proposal Review of Respectful Culture Concerns (Ife, Allyson)

The board briefly reviewed the proposals in relation to the Respectful Culture and Community guidelines, with a more in-depth review to be done once the preliminary programming schedule is formulated.

The board moved out of executive session.

Themes for 2025 Salt Lake City (Antra, Horacio, Edith)

Antra and Horacio led the board through a jamboard, painting a picture of Utah and Salt Lake City. Horacio told the group that it is a very liberal city and there's a lot of diversity. There are galleries, a great museum, a vibrant arts scene, and incredible natural beauty. The Board discussed the theme ideas, and some branding.

The board unanimously passed the **Motion: To move forward with Formation as the** theme for the 2025 Salt Lake City Conference. (Moved by Antra, seconded by Heidi.) Programming Headliners 2024 & 2025: Keynote Speaker, Randall Session, Closing Speaker, Demonstrating Artists, Dance Band, Expanded Focus Panel

(Ife, Allyson) The board entered executive session.

Goal: develop a collection of potential headliners for 2024 and 2025, with a final selection & ranking. The group worked together using jamboard to narrow down these key presenters and performers for 2024 and 2025.

The board left executive session.

12.45pm - 1.15pm: Lunch

Evening event update (Jeff and Angelique)

Jeff & Angelique filled the board and staff in on the evening's social event.

Demonstrating Artists

The board entered executive session.

The board continued discussion of demonstrating artists for 2024/5. The board identified 4 potential demonstrating artists, who will be contacted, lfe and Josh will work on contacting others if first choice artists are unavailable.

Randall Session (Jeff and Angelique)

Jeff and Angelique introduced several possible groups of local performers for the Randall session. The board supported the prioritization of two of the proposed Randall session groups which have deep connections to the history and identity of the area.

Opening Ceremonies (lfe)

If gave an overview to some proposed changes to the Opening ceremonies and the board discussed and added comments to the jamboard as they worked together on reviewing the proposal.

Awards & Honors Ceremonies (lfe)

Ife presented some proposed changes and options for the Awards and Honors ceremonies that would allow for greater visibility and honoring of Awardees.

Past Masters (lfe)

Patsy gave some historical information about previous formats for past masters. It is important to honor and celebrate the lives of those in the community who came before. There are some logistical challenges that need to be better resolved and the emotional content of the past masters makes it hard to find a perfect solution. Ife presented some ideas and the board worked together using jamboard.

The board moved out of executive session.

Cultivating Community Update (Heidi and MaPó)

Heidi shared information about the success of the cultivating community First Fridays Instagram live discussions. The intent is to give greater visibility to smaller organizations who are doing great things that align with the mission of NCECA hosted by the Collaboration and Engagement committee - prioritizing and highlighting communities that are BIPOC led or focused. Heidi and MaPó asked the board to recommend organizations who would be

interested in participating, and to continue to spread the word about the events. It would be particularly good to be able to

spotlight regional groups in conference cities. The board supported Josh's suggestion of giving a year's membership to each participating organization.

4.30 ET meeting adjourned by NCECA President Rhonda Willers

5.10pm-7.20pm: Meet and greet with Richmond team & Community Partners, Hosted at VisArts Richmond

Friday June 9, 2023 Dominion Room, Visual Arts Center of Richmond and Zoom

In Attendance: Rhonda Willers (President), Shoji Satake, Adam Chau, Heidi McKenzie, Angelique Scott, Jeff Vick, Michelle Castro, Horacio Rodriguez, Antra, Ife Williams, Patsy Cox, MaPó Kinnord, PJ Anderson, NCECA Staff MeLisa Zackery and Executive Director Josh Green

On Zoom: Alex Hibbitt, Stacy Larson

9. 05 AM EST meeting called to order by NCECA President Rhonda Willers A quorum is present.

Rhonda began by thanking Jeff and Angelique for hosting the board in Richmond and at last night's event. She expressed gratitude for everyone's respectful and thoughtful participation in the event and through the board meeting. Josh thanked Rhonda for her exemplary leadership.

International Residencies (Michelle)

Michelle suggested a delay in the reactivation of the International Residency Fellowship until the 2025/2026 award cycle. She shared her research into the increase in costs for participants of the residency fellowships and other factors at play in making this recommendation. The board did not raise objections.

Awards & Honors Vetting Process (Shoji, Patsy)

The board entered executive session. Shoji and Patsy led the board though some ideation using jamboard to look at how NCECA could improve its policies and procedures around awards and Honors.

The Board moved out of executive Session.

2023 Anne W. & Bill Bracker Youth Educator Fellowship. (Alex, Josh) The board unanimously passed the **Motion**: to empower Josh, Angelique and Jeff to reach out to **Art180 to confirm their interest in receiving this funding and using it accordingly.** (Moved by Angelique, Seconded by Ife)

The board discussed the fellowship, its history and the intention behind the award. NCECA has the funding to commit for this year and would like to be able to honor the named award in its inaugural year. There was discussion about the nominations process and expectations of those awarded the fellowship.

Kate Lydon Presidential Appointee (Rhonda)

The Board unanimously approved the motion: To appoint Kate Lydon as a Presidential Appointee for two years (July 1, 2023-July 1, 2025) with the charge of: 1) Leading and creating an Onsite Conference Liaison Guide, 2) Collaborating with Exhibitions Director and to create a proposal to potentially travel NCECA exhibition(s). (Moved by Antra, seconded by Adam)

This extends a motion passed last year to appoint Kate for a year in this position.

The Board unanimously approved a motion to appoint an Individual as the 2 yr OSCL for the 2026 conference. (Moved by Patsy, seconded by MaPó.)

2023 Members Meeting (Alex)

- Dates: Sunday, September 24th, 2023, 3PM ET
- Videos created by: Monday, August 28, 2023

Alex shared information about the 2023 Members meeting and will reach out to Board members who will be presenting. All should plan to attend.

The board entered executive session.

Future Conference cities, 2027, 2028. (MeLisa, Shoji, Patsy)

There was discussion around future conference cities, with research presented by Shoji, Patsy and MeLisa. After the global pandemic, there have been several changes in how conference centers and cities make their agreements. MeLisa will continue to work on finalizing possible packages.

The board moved out of executive session.

Venue Originated Exhibition (VOE) proposed change for 2025 (Adam). The Board tabled the motion: Replace the Venue Originated Exhibition program with an un-juried exhibitions and events Classifieds Listing. (Moved by Adam, seconded by Antra) (Motion to Table moved by Shoji, seconded by Antra.)

Adam gave an overview of the current VOE process and his proposal to have a classified system that would also include listings of anything that might be happening outside of NCECA endorsed exhibitions. There was discussion on the pros and cons of this proposal.

Action Item: revisit this discussion, include Tammy, Edith and David in discussions. (What do "events" include? - popups, performances, and non-NCECA hosted events?)

The board entered executive Session.

K-12 Foundation & Exhibition Task Force Recommendation (Adam & Shoji) Adam and Shoji briefed the board on the Task Force's work with the K-12 Exhibition and Foundation. Their recommendation is to create an official 1-to-3-year agreement with the foundation that articulates the nature of the relationship and expectations and responsibilities for both parties around the annual K-12 exhibition, which is sited at the annual NCECA conference. **Board involvement in Conference Programming** (Rhonda) The Board discussed the need for a clear policy regarding Board member participation in conference programming and exhibitions. As Board terms may last for 6 years, how do we both support our board members in their professional careers, especially while advancing our Diversity, Equity, Inclusion, Accessibility and Belonging goals, yet ensure that member– created content is prioritized and highlighted at the conference and in other programming?

The board moved out of executive session.

Closing Reflections

Rhonda thanked everyone for their thoughtful and respectful work over the last few days and wished them safe onward travels.

12.00 PM ET, meeting adjourned by NCECA president Rhonda Willers