

Children's Ballet Theatre
 Executive Meeting Minutes
 June 12, 2022 7:20 PM via Zoom

These minutes were approved by a unanimous email vote of the board completed on June 23, 2022.

Attendees:		Quorum: Yes	
Hillary Henderson (HH)	Community Members:		
Amy Zaagman (AZ)	Lisa Whiting Dobson (LWD)		
Casie Medina (CM)	Kate Powers (KP)		
Matt Rosendale (MR)	Sue Powers (SP)		
David Weissling (DW)	Caryn Rhodes (CR)		
	Tracie Bolton (TB)		
	Rich Patterson (RP)		
Artistic Contractor:	Absent:		
Jesse Powers (JP)	Cecilia Stajos		

AZ called meeting to order at 7:20 pm following the conclusion of the 2022 annual meeting.

LWD motioned to accept May minutes, DW seconds, no one opposed.

New business/focus areas:

AZ welcomed newly elected board members: Caryn Rhodes and Tracie Bolton.

LWD moved, DW seconds, the following slate of officers for 2022-23:

- Sue Powers, Chair
 - Caryn Rhodes, Vice Chair
 - Tracie Bolton, Treasurer
 - Amy Zaagman, Secretary
- Motion passes unanimously.

SP motions, DW seconds to name Lisa Whiting Dobson as the Executive Director of CBT.

Motion passes unanimously by voice vote.

AZ gave quick review of annual meeting and KP gave overview of bylaws vote and board election results. The bylaws revision passed with 100% of those members submitting votes. In addition the following board members were elected by the membership:

Tracie Bolton, Community Member
Sue Powers, Community Member
Caryn Rhodes, Community Member
Lisa Whiting Dobson, Community Member
David Weissling, Dancer Representative

These newly elected members join those who have existing terms on the board:

Casie Medina, Dancer Representative
Amy Zaagman, Dancer Representative
Matt Rosendale, elected as Dancer Representative and now Community Member per motion:

TB motions, AZ seconds to move Matt Rosendale from Dancer Representative to Community Member as his dancer has graduated. Motion passes unanimously by voice vote.

AZ thanked Kate Powers for her work on the election and her service to the CBT board and recognized the efforts of all board members leaving the board.

Discussion on member recruitment. AZ reported to date 14 of the existing 23 CBT dancer families had stated intention to return in fall of 2023 for Nutcracker. AZ will share list with board and phone calls/contact will be made with all families that have not responded. LWD mentioned difficulty of recruiting from other studios and DW importance of advertising auditions.

Discussion on planning for Nutcracker and future productions. LWD and MR shared initial planning with Holt HS to secure venue for '22 Nutcracker and '23 Spring show with tentative dates as Thanksgiving weekend for Nutcracker and May 2-4 for Spring show if available and the following weekend as a second choice. Some concern expressed because Jeff leaving employment at Holt HS and has been a great contact for CBT. In light of this, LWD suggests reaching out and exploring other venues as options.

CR suggests reiterating acceptable dates so that a firm agreement can be made on a venue.

Treasurer's report:

LWD asked CM to share reports. CM shared and will update report and send via email to board.

CM stressed that with all spring expenses paid and anticipated debts and obligations at current payment levels, CBT may have \$1800 in bank to start fall.

CM also shared projected fall budget. Discussion of proposed fall expenditures. LWD stressed need for strict adherence to the budget with no savings.

LWD requested update on the EIDL loan payoff. AZ shared that the Small Business Administration has tied the account, and access to payoff and payment information, to the personal information (SS#) of the original applicant, RP. AZ and RP did join a conference call with a SBA representative to determine steps to get payoff amount and an email to transfer authority to the CBT Chair is needed. AZ drafted, but email must come from RP's originating account (richp309@gmail.com). RP says one email sent and returned, will send again on Monday, June 13.

Artistic Director update:

JP excited by new opportunities to involve alumni in volunteering.

A new dancer, Brenna Raleigh, auditioned and was invited to join CBT; her family has accepted. She will be joining as a Level 2.

LWD asked and JP shared information about DW summer performance opportunities and agreement that information about CBT can/will be shared at those performances with hope of attracting more dancers to CBT.

TB commented that JP is an asset as a CBT alum and should help with recruitment.

Other Business

Discussion regarding the need to update CBT Policies and Procedures in light of new bylaws. Same subcommittee (LWD, SP, DW and MR) agreed to bring back a P & P draft by June 24.

LWD motions, AZ seconds that the Executive Committee meet or communicate via email this week to determine the plan for transition of banking duties and signatories on accounts. TB offers friendly amendment to the motion that the full board vote on the plan. LWD/AZ agree.

Motion passes unanimously by voice vote

LWD initiated discussion about how to improve climate/culture within CBT. Concerns about bullying and disrespectful behavior between dancers but also between parents. Suggestion made of an anti-bullying workshop. DW pointed to current language in policies and procedures. SP mentioned possible work with past presenter Jessica Lundy; will explore her cost and availability for an educational session with dancers that parents can be strongly encouraged to attend.

Discussion about changing the time of the board meetings. TB volunteers to do a Doodle poll to determine best date/time.

At 8:49 PM LWD motions to adjourn, DW seconds.

Subsequent board actions via email:

On June 13th at 4:57 pm LWD made the following two motions re: transferring of funds
Both motions were seconded by AZ via email at 5:58 pm on June 13th.

I move to transfer all funds above the minimum deposit required from the MSUFCU Spartan Saver to the MSUFCU IMMA in order to earn dividends.

NOTE This motion is based on the suggestion of Casie Medina.

The motion passes unanimously with each member signifying support via email vote.

I move that the Past Chair transfer the Mercantile Bank funds (EIDL Loan) to the MSUFCU Checking account in preparation for closing the EIDL Loan, and then close the Mercantile account to avoid changing the signatories on this account in order to complete this action

NOTE This motion was approved in essence in a prior board meeting. The carrying out of this action has been delayed due to the delay in transferring loan authority from RP to AZ. AZ is no longer Board Chair, this motion is intended to give AZ the authority to continue the direction of the Board during her time as chair to transfer the money and close the account rather than completing a signatory change and then having SP complete the direction of the Board.

The motion passes unanimously with each member signifying such via email vote.

On June 14th at 1:28 pm LWD made the following motion regarding updating of financial controls to reflect new board members and role of executive director

Motion was seconded by DW via email at 1:51 pm on June 14th.

For background, here was the financial control responsibility distribution before the recent Board Election.

Financial Account Signatories

Primary Chair

Backup Vice Chair

- Signatories on the accounts. Have authority to authorize payments, transfer funds, and sign checks.

- All payments are made by check, funds transfer, or debit card.

- Do not have authority to make cash withdrawals from the account without Board approval.

Check Writing

Primary Treasurer

Backup Assistant Treasurer

- Treasurer has physical possession of checks.

- Prepare checks and payments. Can not sign checks or authorize payment.

Account Bookkeeping and Reconciling/Oversight

Primary Assistant Treasurer

Backup Treasurer

The proposal that follows incorporates the new position of Executive Director, separates signatory authority, bookkeeping, and oversight review further which in turn further prevents embezzlement opportunity.

Also, this proposal allows Board members to further focus on policy, funds generation, and strategic planning as opposed to day to day management. This proposal also retains the authority for approving all expenditures and financial oversight duties with the Board Leadership.

Further this proposal ensures at least two people are involved with any disbursement of funds.

I move to update the financial control responsibility and task distributions as follows:

Financial Account Signatories

Primary Chair

Backup Vice Chair

- Signatories on the accounts. Have authority to authorize payments, transfer funds, and sign checks.
- All payments are made by check, funds transfer, or debit card.
- Do not have authority to make cash withdrawals from the account without Board approval.
- The Chair or Vice Chair cannot sign any check or authorize any payment or transfer to a person or organization that represents a conflict of interest. Therefore, the alternate signer would approve and sign in those instances.

Check Writing

Primary Executive Director

Backup Secretary

- Executive Director has physical possession of checks.
- Prepare checks and payments. Cannot sign checks or authorize payment.

Account Bookkeeping/Reconciling

Primary Executive Director

Backup Assistant Treasurer

Oversight and Review

Primary Treasurer

Backup Assistant Treasurer

The motion passes unanimously with each member signifying support via email vote.