



Village Arts Coalition

Minutes: VAC Board Meeting 7 November 2013 at the Avalon. Called to order by President Larry Utter at 7:05PM.

Present: Larry Utter, Susan Smith, Joseph Snowhawk, Steward Hartman, Caroline Stepanek, Rick Thompson, Deborah Howard, Willard Smith, Chuck Palmer, Jim Borzym, Melba Shepard. Quorum present.

1. **Approval of Minutes:** of 10-3-13. Motion – Susan; 2nd - Deborah. Passed.
2. **Standing Reports**
 - A. **Treasurer** – Deborah noted we had a donation of \$500 from the Mile High Waltz Weekend.
 - B. **Avalon** - Chuck - There is a delay on the curtains that will go over the mirrors in Sodal Hall. The stages have been cleaned. Cabinets have been ordered. The tango studio is near completion and is ready for inspection, but it can't happen until the kitchen door is inspected. Approval is contingent upon egress permit. Trim needs to go on the door, as well as weather stripping. The emergency light has been backed up. Chuck hopes to have those permits completed next week. Chuck has had some interest in the rental space. He has not had time to come up with rental increase that will take effect in Sodal Hall.
 - C. **Avalon Manager** - Rick - Chuck has allowed VAC to use the rental space for overflow, and activity has been intense. A dance floor has been installed in this room. Most Pearl Street users have moved over with no problem. Everyone is under contract except for one, and it is anticipated that it will move, too. Level of activity is high, just had a \$27,000 deposit and a \$16,000 deposit, with a \$4-5,000 expected - for future events. Some of that could be refundable. But income is up.
3. **Business**
 - A. **Avalon Management Committee** - See attachment. A group consisting of Melba, Caroline, Ingvar, Maggie Butler, Chuck and Larry brainstormed a different way to manage the Avalon and presented their ideas. They suggested a committee take over management of operations of the Avalon from the executive director. It is envisioned that Chuck would be a member, but it is looking to the future, so that the VAC could eventually manage the Avalon. Discussion followed over the need to decide if we approve of the committee, approve of how they operate, and then approve members for the committee. The committee would manage the operations of all space leased by the VAC at the Avalon and supervise the Avalon manager. Composition - envisioned that the committee will be small, 3-4 members, including Chuck. Should meet at least monthly. No need for an alternate member. The board will approve of the composition. Committee will nominate its members, and then submit for board approval. Discussion followed about removal of committee members. The board would have to remove them. Went through report, Larry submitted it with revisions after the meeting. **MOTION:** Steward – “I move that the board create an Avalon Operations Management Committee as described in the revised description.” 2nd - Jim. Discussion followed. Rick expressed concern that members be proficient in business and operations. (Susan left before the vote). No further discussion. 10 in favor. One abstention. **MOTION:** Steward - "I move that the Avalon manager is authorized to enter into any necessary

contracts for the rental or lease of the spaces leased by VAC at the Avalon." Jim - 2nd. Motion passed unanimously. The management committee needs to appoint the members. Chuck, Maggie Butler (outside of the VAC), has agreed to be on the committee. Caroline and Melba have agreed to be on the committee. **MOTION** - Steward "I move that Chuck Palmer, Maggie Butler, Caroline Stepanek and Melba Shepard be appointed to the Management Operations Committee, and that these initial members set the members' initial staggered terms." 2nd- Chuck. 11 in favor, 1 opposed, 1 abstention. Motion passed.

4. **ASCAP Music Licensing:** Chuck addressed the issue of ASCAP wanting to charge us a fee for music played at the Avalon. As he stated: We do not play any music. We do not run events. We are a sublandlord, running the building. Other people play music here. It is their responsibility and not ours. Communication from ASCAP should go to Chuck and Larry.
5. **Adjournment:** Motion – Steward; 2nd - Willard. Meeting adjourned at 9:15PM. The next meeting will be December 5, 7PM at the Avalon, unless notified otherwise.

Respectfully submitted,
Susan Reisser
Secretary

Attachment:

Avalon Management Committee - 11/7/2013

Description:

The Avalon Management Committee shall manage the operation of all spaces leased by the VAC at the Avalon and supervise the Avalon Manager.

Composition:

The committee shall be composed of 3 or 4 members, at least one of whom is a member of the board. Members shall serve a three-year term and terms shall be staggered, yearly. At the formation of the committee, the initial term lengths of the members will be adjusted to create the staggered terms. Members may be reappointed to successive terms.

The committee shall be appointed by the board. The committee shall nominate new committee members to the board for approval as required to fill vacancies on the committee.

Each member of the committee serves at the pleasure of the board and may be removed by a majority vote of the board of directors.

Decisions of the committee are by majority vote. A quorum shall be 2.

Responsibilities:

1. Hire, fire, and review the performance of the Avalon Manager;
2. With board approval set and adjust Avalon Manager remuneration;
3. Has the power to spend money to facilitate operations;
4. Select a member of the committee to act as the point of contact with the Avalon Manager;
5. Maintain the Avalon Manager's job description and update as needed;

6. Consult with the manager to establish rental policies and rates and regularly review the manager's implementations of these policies;
7. Review the finances on regular basis to ensure the accuracy of all financial transactions and book keeping performed by the manager;
8. Review the P&L statement and the balance sheet quarterly;
9. Approve the financial report to be provided by the Manager to the board's accountant;
10. Work in conjunction with the Finance Committee as needed and appropriate;
11. Report to the board at regular scheduled board meetings, preferably in a written report before the meeting.