

## **ED Executive Committee Minutes, May 22, two hours.**

**All Present, at Caryn's house, Kathleen: Minutes. Neil: Facilitator**

Agenda:

1. Outstanding Business, loose ends:
2. Community Meeting / Board of Directors
3. Discussion of By-Laws:
4. Video Contract:
5. Update on Budget:
6. Update on GM position:
7. Agenda Proposal Forms :
  - a. John Cavanagh: facilitator training
  - b. John Cavanagh: youth outreach
  - c. Scott Norris: 1, 2, and 3, plus Tues/Jimmy
  - d. Ishwari: Scope of Executive Committee
  - e. Creative Director/ GM transition update:
  - f. Confidentiality and APFs (did not get to this)

### **Outstanding Business**

- a. Caryn will create binder with all Executive Committee documents to be kept on site at dance.
- b. Anonymous donor. To be on agenda for June 13 Comm Meeting. EC's role at Community Meetings.( NE: I don't understand this item)
- c. Who will track passes/comps until GM is hired? Ishwari will call Tracy and work on this.
- d. NE:Ishwari and Neil will review and approve requests for any content or links to appear on Embodysdance website until GM is on board to take over this function. Discussions about a policy for the use of the website is an ongoing agenda item
- e. First Aid, Sound System—Kathleen/John to get cables and first aid stuff, then get reimbursed by Ruth.

### **Comm. Mtg/Bod**

Neil: BOD membership. Letter attached, to be sent to BOD. Action: John and Caryn to do letter and attach here:

“Hi all, I am sending this email from the Executive Committee to the Board of Directors as an official communication.

Greetings to the Embodysdance Board of Directors,

The Executive Committee (EC) is in consensus that a committed and informed Board of Directors (BoD) is essential to ensure the fiscal and fiduciary responsibilities of our beloved Dance community. We also recognize it is legally and energetically essential.

There has been some confusion over the bylaws, but we believe that has been clarified and the official by-laws are now posted on the Embodysdance

website Community page, for reference. We invite the current BoD to read those bylaws, especially with regard to the role of the Board, before deciding if they are interested in continuing in their role.

The EC would like clarification for the Community, and itself, regarding make-up of the BoD. The BoD has an essential role in ensuring the fiduciary responsibility of this Community (as in any not-for-profit organization). According to our bylaws, the BoD is responsible for reading and approving all Community meetings minutes (and all EC minutes, since the EC is an elected body of the Community) to ensure no laws are broken and to reduce any potential liability.

The EC also invites the current Board to either affirm their commitment to service, or if there has been a change in your desire, to submit a written resignation. On June 13, at the next ED Community Meeting, an agenda item has been added to affirm through consensus the composition of the Board and fill any vacancies. According to Article VI, Sections 3, 4 and 5 of the Embodysdance By-Laws, all changes made to the Board must be made by the Community using consensus. This seems crucial given the current confusion over who is still willing to participate as a member of the BoD, as well as addressing expressed community concerns over the recent "special meeting" and heated email exchanges by and between members of the Board, speaking as if for the Board, apparently without the Board's knowledge or consent, to the general community. We are aware that one person, the Board President, has stated his intention to step down, but the Community has not yet received a written notification of such. Additionally, we are aware that some BoD members have stopped attending Board meetings due to the confusion over role and expanded meeting expectations.

The Board has the task of picking up the mail at the DeVargas Mall P.O. box, so that we are made aware of any pressing issues in a timely fashion. Please let us know that this is being attended to and the person that is performing this task.

The Community is the only body that can accept additional BoD volunteers, fill vacancies, or choose to ask a Director to leave. This Community action, through consensus, can happen at either a "regular or emergency Community Meeting expressly called for that purpose." We would like the BoD to suggest recommendations of how the Community can best be assured that the fiduciary responsibilities be upheld, BoD members be committed, and to ensure we all know who is responsible and accountable for the BoD role.

With the intention to make this process as graceful as possible, a Board meeting prior to June 13 would give you the opportunity to identify who wishes to continue their service, and who may want to resign. The Board, according to the bylaws, may consist of as few as 4 and as many as 7 members. We request that you let the EC know, no later than June 6, which members of the Board will be remaining as committed members so we can

anticipate appropriate time on the EC Community Meeting agenda for this topic. If you are unable to meet or inform us who is committed to remaining on the Board and carrying out their duties as outlined in the bylaws, we will consider how to best facilitate this topic at the Community meeting without your recommendations.

Neil Egan has generously offered, if you desire, to participate with you at this BoD meeting to clarify any questions, represent the EC's intentions, and document any additional issues that may need to be clarified for the ongoing continuity of Embodysdance.

Thank you for your consideration of this request. We trust we can dance together and exemplify the possibility of building community through action, clarification, gratitude, and love.

The content of this message has been reached through consensus and sent as an official communication from the Executive Committee of Embodysdance to the current Board of Directors with blessings, respect, and love. “

### **Community Meeting:**

**Discussion of agenda and format for June 13 Community meeting.** Table till June 6 EC meeting. Agenda will include anonymous donor item, as above and update on GM.

### **Discussion of By-Laws:**

**Discussed by-laws.** Ishwari has done much to identify all the places that the By-Laws will need to be changed if this new governing structure is retained by Community. Decided to table revisions discussion until after six month Community review.

### **Video Contract:**

**We have video contract,** John, Poki, and Kathleen to review for changes, within one week. Special attention to be paid to liability, royalty issues, and script oversight, and permissions/releases, waivers, etc.

### **Budget update**

**Poki and Caryn reported on very helpful meeting with Ruth on budget issues.** Poki to draft preliminary budget, including projections to end of 2010. Budget items for consideration: Retreats, Tuesday night dance.

### **A few key financial issues:**

**We are still losing money on the Tuesday night dance.** Reminder to community leaders and facilitators to announce the Tue. dance at Thu & Sun closing circles.

**We have consistently lost money on our internal retreats.**

**We may want to anticipate advertising** to grow our revenues in budget. Focus on advertising. Sunday and Tuesday dance since Thursday is already at capacity.

Note: Ad is running in *SF Reporter* on Community Bulletin Board page.

## GM Position

**Job description and Salary** for the position of General Manager of Embodydance SF were consensed to be complete and ready for publication. Advertizing of this position and request for applicants was approved and consensed to by all EC members. John to post on website, Poki to make copies to bring to dance and post on Craigslist, Facebook, dance websites.

**Agenda item** to discuss a Selection Committee to choose the GM.

**Outstanding APFs.** Need to table until next Sunday, will be first item on agenda.

## Creative Director/ GM transition update:

**Neil met with Tracy** to convey the Executive Committee decision to end the role of Creative Director 30 days after the General Manager begins work. Tracy disagreed with this decision and believes that creative input and vision is still necessary aside from the administrative functions of a General Manager. Tracy was assured that there is a format in place for Creative activities and Community events to be proposed and budgeted by the Community ( workshops and retreats for example).

The success of this new model to meet the needs of our Community will continue to be part of the conversation in the Community and of all those in service to Embodydance SF.

Tracy has gracefully agreed to work with and help educate and train the General Manager during the 30 day transition.

We want to acknowledge Tracy for her extensive help, both in person and in writing, in defining the role and scope of her work as Creative Director. She was assured that her efforts were an essential part of our decisions.

## Agenda for May 30, 2010 EC Meeting:

1. Outstanding Agenda Proposal Forms.
2. Selection Committee for GM
3. Update on BOD Composition, and who takes care of mail.
4. Community Meeting Agenda
5. Update on Budget
6. Update on Video Contract
7. Confidentiality and APFs