

**ARTS COUNCIL OF BRAZOS VALLEY
BOARD OF DIRECTORS MEETING**

December 4, 2007

MEMBERS PRESENT:

Becky Russell, President
Amy Klinkovsky
Penelope Kosztołnyik
Sue Lee
Pawan Mahimtura
Guadalupe Reyes, Jr.
Netta J. Simek
Dianne Stropp
Carol Wagner
Tom Wilkinson
John Happ
Lynn McIlhaney
Padraic Fisher, Executive Director

President Russell called the meeting to order at 5:30 p.m. She requested an Executive Session to discuss litigation. Wilkinson moved to enter the Executive Session; Klinkovsky seconded, and the motion passed unanimously. The Board entered into Executive Session at 5:35 p.m. Executive Session ended at 5:50 p.m.

Wagner moved to approve the agenda; Simek seconded, and the motion passed unanimously. Wilkinson moved to approve the minutes; Stropp seconded, and the motion passed unanimously.

PRESIDENT'S REPORT

Russell presented the following reports:

1. She updated the Board about the ongoing investigation.
2. The meeting with the College Station City Council Arts Funding Subcommittee yesterday was very constructive.
3. Several motions were presented to amend the ACBV Bylaws:

*Motion #1 (see attached) was made by Wagner and seconded by Mahimtura. Discussions followed. Wagner then moved to amend the motion, seconded by Mahimtura to read as follows:

Section III-D. Confidentiality: It is understood the business of the Council does and may include issues of potentially confidential information such as, but not limited to: staff, private donations/donor, operations and personnel of affiliate organizations or legal actions. It is further understood that all business by and between Council Board, executive director and personnel may contain sensitive or proprietary information. Every attempt should be made by all parties to keep such information in the strictest of confidence, the exception being City of College Station Council Board appointees reporting general Council Business, exclusive of

Executive Session business as outlined below, back to City of College Station City Council.

The motion passed unanimously as amended.

*Motion #2 (see attached) was made by Wagner, seconded by Klinkovsky, and passed unanimously.

*Motion #3 (see attached) was made by Wagner, seconded by Stropp, and passed unanimously.

*Motion #4 (see attached) was made by Kosztolnyik and seconded by Mahimtura. Discussions followed. McIlhaney then moved to amend the motion, seconded by Stropp, to read as follows:

Section V. Audit Committee: The Audit Committee and Chairman shall consist of no less than three (3) and no more than five (5) individuals elected to the committee by general consensus of the Board during the first regularly scheduled meeting of the Board of the Fiscal Year; the October meeting. The term of office shall be one year. Audit Committee members may serve multiple years if reelected by the Board. The Audit Committee shall be responsible for researching and recommending to the Board an independent accounting firm responsible for the annual audit; working with the executive director and staff to coordinate and provide information required by the selected independent accountant; overseeing the annual audit and reporting to the Board, funders, Cities and general public the annual audit in conjunction with the Annual Report.

The motion passed unanimously as amended.

*Motion #5 (see attached) was made by Kosztolnyik, seconded by Klinkovsky, and passed unanimously.

The revised Bylaws will be signed by all the Board members at the February meeting.

EXECUTIVE DIRECTOR'S REPORT

Fisher presented the following reports:

1. There are numerous events coming up around town. Board members are encouraged to attend the events and support the affiliate programs.
2. ACBV will be closed from December 22, 2007 to January 6, 2008.
3. The African American Museum's annual banquet is on January 31.
4. We have a free advertisement in the premier issue of FLIRT magazine.
5. The membership drive will be launched after New Year.
6. The Lunar New Year Gala Preview will be on February 7.
7. Fisher is looking into the cost of increasing the bond coverage to \$500,000.
8. John O'Neil prints are in. We need volunteers to help delivering them to donors.
9. The book signing for Reflections of the Brazos Valley by Steele and Killingsworth will be on December 11. We will partner with the Chamber of Commerce and Texas A & M at this event.

TREASURER'S REPORT

Fisher presented the financial reports. The discrepancy on last month's financial statement was due to Accrual basis report. The \$240,000 Government Contracts is a pledge (or account receivable), not the actual income for October. Wilkinson recommended having CPAs from the Council of Government help Fisher and Shaddix with the financial report format. Lee requested that we have policies for online payments. Lee moved to accept the financial reports as presented. The motion passed unanimously.

COMMITTEE REPORTS

Affiliates:

Motion #6 (see attached) was made by Klinkovsky, seconded by Wagner, and passed unanimously.

OLD BUSINESS

Wagner said that the Financial Best Practice Workshop presented by ACBV and Citibank last month was great.

NEW BUSINESS

Wilkinson is hosting a reception on December 20 for the Christmas Village Display. St. Thomas Episcopal Church is presenting St. Cecilia's Christmas Cantare on December 16. The airport business social after hour is on December 13. Board members are encouraged to support these and other events around town.

There being no further business, Wagner moved to adjourn the meeting; Simek seconded, and the meeting adjourned at 7:20 p.m.