

**Western Massachusetts Sacred Harp Community, Inc.
Meeting of Board of Directors**

Meeting Minutes for June 19th, 2006

Present: Paul Butler, John Holbrook, Sheldon Finlay, Jenna Strizak, Rosie Wojcik.

Meeting Convened at 6:15pm at the home of Rosie Wojcik in Brattleboro, VT.

1. Review of “To-Do” List Items and Approve Minutes From Last Meeting

At the last meeting, the board created a list of tasks for each board member to pursue (*see To-Do Items in February 5th, 2006 minutes*). The board revisited the list to see what items had been completed and which items were still pending, recommitting to the outstanding items.

- Paul completed a rewrite of last year’s financial policy and will be presenting the policy (*agenda item #3*).
- John worked with the travel grant committee to create a travel grant policy and will be presenting the policy (*agenda item #4*). John also explored tax filing obligations of WMSHC and determined the low gross revenue of WMSHC exempts the corporation from having to file.
- Sheldon migrated the WMSHC.org web site and email to a new server.
- Jenna follow-up with the membership in regards to board operations after the boards last meeting. Jenna also oversaw the production and release of the 1999 CD (*agenda item #2*).
- Rosie acknowledged that polices and bylaws exist as part of the handbook/guidelines for incoming board members/convention officers. The handbook will be an ongoing project with contributions from different officers in defining the roles of the board and corporate officers.
- The group reaffirmed outstanding to-do list items and emphasized that a priority should be made of acknowledging the contributions of Dan Richardson and Peter Irvine.
- The board approved of the minutes from the meeting of February 5th, 2006 as submitted by Sheldon.

2. 1999 CD Re-Release Discussion

Jenna was pleased to announce that the CD re-release of the 1999 convention had been finalized and will be ready for sale by the 2006 Pioneer Valley All Day Sing.

- Nationwide CD Company (www.nationwidecd.com) was chosen to duplicate, print and package the CD due to price and quick turnaround.
- The total CD production costs will fall between \$900-1,000 and will fit into the CD budget.
- Jesse Pearlman Karlsberg was commissioned to design the artwork. He billed WMSHC for \$260 with the caveat that WMSHC could pay what it can afford. The board agreed that Jesse should be paid what remains within the CD budget after production costs which should cover at least half his rate (\$130).
- The 1999 CD will be sold through the same venues as the existing CD: CDBaby, George Seiler, and at the WMSHC convention and PVADs.
- A person was needed to replace Eliza Cavanaugh as the CD distribution person. Jenna stated she would take on this role.

3. Financial Report Review

Paul presented the financial report which includes the WMSHC budget and year-to-date expenses:

- Convention revenue increased substantially over previous years. This was attributed to the wonderful fiscal responsibility of the Convention Officers in keeping expenses low and WMSHC's pending non-profit (501c.) status increasing donations.
- CD sales—a significant portion of WMSHC revenue—had slowed as expected. The 1999 re-release should help boost CD sales.
- Travel grants were an increased expense over previous years due to an increase in travel grant applications to the 2006 convention.
- Expected expenses which haven't yet materialized are: recording fees, cd production and mastering fees, and legal fees.

- Overall, WMSHC, Inc. is in fine financial health, with positive cash flow and ahead of the budget for the year.
- The board approved the financial figures presented by Paul.

4. Travel Grant Policy Review

John worked with the travel grant committee to draw up a draft of the WMSHC travel grant policy. The policy was presented and discussed by the board:

- The board agreed that the travel grant committee should be no less than 3 members and should have one board member active on the committee.
- The travel grant committee should have board oversight and needs to report to the board quarterly with figures regarding grants awarded.
- Minutes and records needs to be kept by the travel grant committee and submitted to the clerk.
- The travel grant policy should encourage applicants to plan in advance and submit their grant applications early.
- Grants need to be followed up with invoices/receipts of the grantees' expenses. These receipts should be submitted to the board as a financial record.
- Criteria need to be established without asking the grant applicant to disclose financial information. The goal should be to give assistance to those singers who wouldn't otherwise be able to attend events. A particular focus should be to help new singers and singers who haven't traveled before. Potentially having optional questions such as student status, new singer, ability to attend sing without a grant, etc. would help the travel grant award grants with more clarity on the applicant's circumstance.
- Make sure people know about the travel grants and they are not being accessed only by insiders. Travel grants availability should be made public; announced at sings and posted on the WMSHC.org. People should be aware that they need not be a member of WMSHC to apply.
- To ensure the availability of travel grants for the second half of 2006 Paul motioned that the travel grant budget be increased \$500 from \$1,500 to \$2,000. The board approved the motion.

John agreed to revise the travel grant policy based upon the board's discussion. Further discussion and approval will be moved to email. It was recommended that Peter Irvine also review the travel grant policy prior to approval by the board.

5. General Fiscal Policy & Related Discussion

Peter Irvine had previously notified the board that Under the Sarbanes-Oxley Act, nonprofits are supposed to have a records retention policy. Paul presented a draft records retention policy which the board discussed. Among the policy was a list of record keeping protocols (duration and manner of retaining) for various corporate records and correspondence.

- It was determined that board correspondence (electronic or otherwise) should be archived. Whether this information should be public (posted to the web site) would be at the discretion of the board.
- Sheldon stated that he could set up a system to archive and thread board email correspondence which the board agreed would be beneficial in implementing a records retention policy.
- The board acknowledged that sensitive issues may come up in board discussions making all out public disclosure awkward.
- The board determined that WMSHC does have a corporate records book (red box) and that this box should be held by the clerk. A copy of the bylaws, articles of incorporation, and other records should also be held at WMSHC resident address (Kate Richardson's home).

Further discussion on the records retention policy was moved to email and discussion turned to financial policies. Paul presented an extensive document titled "Board of Trustees Accounting and Control Policies" with the purpose of defining WMSHC's financial policies. The document serves as a guide for the current board as well as future board members, particularly the treasurer of WMSHC. Paul explained the document and how it applied to the current fiscal policies of WMSHC:

- Paul explained that some WMSHC funds had been placed in short-term CDs. WMSHC does not have enough funds for any sort of long term investments. Paul noted that he would draft an investment policy for WMSHC covering such topics as long term investments and contracts, deeds, etc.

- John asked if the board had liability insurance to protect board members personally in the event WMSHC was sued. There was some question as to whether the board would be at risk personally in such a scenario and the board agreed it would be best to seek counsel from Peter Irvine on the subject.
- Paul recommended that WMSHC should hire an auditor specializing in non-profits at some point. John mentioned that the costs would be substantial (\$1,000) and that WMSHC does not have to file annually with the IRS on account of low gross revenue. The filing requirement starts at \$25,000* gross receipts. Regardless of WMSHC's filing requirements, the board did agree that hiring an auditor to review the corporation would be in the interests of WMSHC and this might be something to consider with next year's budget. **This number should be fact-checked.*
- Jenna stated that she had been exploring grant money opportunities for WMSHC now that we have pending non-profit status. WMSHC could apply for small grant sums (\$500 or less) to be used for singing schools, cd projects and other WMSHC ventures. The board agreed that Jenna should continue to look into the grant opportunities.
- Grant income would be a revenue line item financially and John warned of WMSHC's revenue reaching a level where WMSHC would be required to file. Fundraising was also addressed as a revenue increasing method and the board agreed that we don't want to add additional burden to the role of the board.
- Paul moved the board to provisionally approve the fiscal policy pending some minor revisions which can be addressed by email. The board approved the motion.

6. Preliminary Board Meeting Dates

The board agreed on the following preliminary periods for future meetings during 2006:

- August 14th, 2006 (6:PM at Rosie's house)
- Early October

To Do Items:

Paul Butler: Transfer of bank account from Bank of America to T.D. Banknorth. See if any unused donor restricted funds exist from past years and can be applied to travel grants.

John Holbrook: Continue to work with the travel grants committee and revise the travel grant policy.

Sheldon Finlay: Create a committee to explore a redesign of web site. Formulate domain contact protocol. Take possession of Corporate Records Box and member list. Set up email archiving system for Board email correspondence.

Jenna Strizak: Finished the CD project. Email Eliza and George regarding taking over the CD distribution. Communicate to the membership regarding bylaws travel grant committees, including working with CD committee on exploration of new CD project. Follow-up on the grants and work with Rosie on Board/Officers documents.

Rosie Wojcik: Work to establish a bylaws review committee. Work with Jenna on Board/Officers documents.

Other: Acknowledgement of Peter Irvine and Dan Richardson. Find out from Peter regarding board personal liability in nonprofits and liability insurance.

The meeting closed at 8:40PM

*Respectfully submitted by Sheldon Finlay (20060621*3:00)*