



## Meeting Minutes

February 24, 2012

### 1. Opening Business.

Chairman Darren Maxfield called the meeting to order at 9:15 p.m.

Members Present: Darren Maxfield, Heather Steed, Shannon Elmer, Judy Merrill, and Brandon Bills

Darren proposed adding an Item 8 to the agenda in order to discuss the facility-use agreement.

DARREN MAXFIELD MADE A MOTION TO ADOPT THE FEBRUARY 24, 2012, SYRACUSE CITY ARTS COUNCIL AGENDA AS AMENDED. BRANDON BILLS SECONDED THE MOTION; ALL VOTED IN FAVOR.

### 2. Committees.

Darren referred to the different proposals and concerns brought to light among Board members through emails. He explained that the theater production staffers were temporary positions with start and end dates whereas other positions for the SCAC were permanent. As for the change in shows for the upcoming musical, the Board approved it after receiving and giving input. He gave input in advance from proposals made by the committee, and he brought their recommendation before the Board for a vote. Neither he nor anyone else should expect Board approval of every proposal. The Board should feel comfortable asking questions and voicing concerns and should exercise patience with the proposal process. He recommended bringing proposals before the Board much earlier than had been done in the past and with expectations that there could be changes. One of his concerns regarded proposals that included specific volunteers in leadership positions he perceived as having a potential for creating issues. He wondered how to walk the fine line between following the Ordinance and the Open and Public Meetings Act while protecting the reputations of such individuals. Judy advised him to schedule closed executive sessions in those circumstances, and Brandon recommended adding such language into the bylaws.

Brandon then emphasized the need for the Board to trust committee chairs as experts in their fields in order for them to really be successful. Darren reviewed his background in theater and his efforts to always err on the side of caution. He gave an example of his wife, Marinda, who had a strong desire to direct the upcoming production but applied for the associate director to protect them both from any negative perceptions. He explained the importance of committee chairs engendering trust by making sure their actions indicated the SCAC came first. He understood how perceptions could impact the SCAC and what the Board needed to do to protect the SCAC's funding for the future and to ensure its success, which included being careful and patient. He warned against campaigning for friends or personal agendas and that committee chairs should not expend the Board's time with lobbying or campaigning for personal wants and desires. Although the people with whom the Board members and committee chairs worked should get extra consideration, since their commitments to the SCAC were evident, the Board should not change the process for them. In other words, special consideration might be appropriate but not special treatment.

### 3. Committee Proposal Approval Process.

Brandon referred to his methods for acquiring Board approval of his orchestra staff and explained that the issue was simply due to his understanding of the process in light of the SCAC having no formal rules established yet via the bylaws. After some discussion about the process and role of committee chairs, Heather pointed out that the concert series had no chair, now that Seth could not oversee it this

year. Darren explained that Seth was still the committee chair but suggested assigning Shannon as the Board liaison. Shannon expressed a willingness to accept that assignment.

Shannon then explained that her concerns were not with committee members but with the direction of the organization, since that would be an ongoing representation of the SCAC. Darren agreed and stated that he had the Board vote on the production staff because they constituted a leadership structure, even though the positions were temporary. Shannon believed it important for the Board to vote on all leadership positions of the various committees. Judy disagreed and explained that she preferred allowing committee chairs to select members and leaders without approval from the Board. However, the bylaws could require committee chairs to present their selections to the Board for review so that the Board had the option of pointing out issues or of scheduling closed executive sessions to discuss concerns of a sensitive nature. Brandon therefore distributed his proposal, acknowledging the challenges facing the Board due to the amount of information with which they had to address and the potentially conflicting priorities. He wanted to reconfirm the original objectives chosen by the Board for the Syracuse Orchestra: 1) give opportunities for more community members to participate in SCAC activities, 2) provide more diversity to the SCAC performing arts, 3) stand out among other surrounding cities by developing a community orchestra rather than another band, and 4) contribute to the success of other SCAC endeavors, such as the concert series and musical productions. He then proposed a list of positions for the orchestra, just as Darren did for the musical production staff, which listed Brandon as the Orchestra Chair and Music Librarian, Shaun Davis as the Director, Tim Koster as the Associate Director, and unfilled positions of Concert Master, President, Vice Chair, and Section Leaders. After some discussion about the list, Brandon recommended including rules, hierarchy, and standards in the bylaws that would be common to all committees.

Darren stated that Marinda wanted to use the performance disclaimer for each volunteer, by modifying it into a volunteer agreement with terms and conditions, etc. The agreement would identify expectations of behavior as a representative of the SCAC and City. Brandon agreed to integrate it into the bylaws along with other forms.

#### 4. Committee Proposal Approval Process for Bylaws.

Brandon explained the importance of identifying a hierarchy, so that everyone knew who had the authority to make applicable decisions, and outlining specific rules and guidelines of the committees. Every volunteer would abide by a code of conduct via a Volunteer Participation Agreement. This code of conduct, or disciplinary methodology for the committee-Board relationship, would be different from the code of conduct within the bylaws. Darren approved of the establishment of a code of conduct with disciplinary steps and automatic dismissals.

After discussing agendas and closed sessions, Brandon suggested voting on the proposed objectives of having committee chairs oversee directives from the Board.

BRANDON BILLS MOVED TO INTEGRATE THE OBJECTIVES, AS DISCUSSED, INTO THE BYLAWS LANGUAGE, SECONDED BY HEATHER STEED; ALL VOTED IN FAVOR.

#### 5. Theatre Committee Proposal.

DARREN MAXFIELD MADE A MOTION TO APPROVE THE PROPOSED STRUCTURE OF THE THEATRE COMMITTEE AS CURRENTLY CONSTITUTED, SECONDED BY BRANDON BILLS; ALL VOTED IN FAVOR.

#### 6. Orchestra Committee Proposal.

Brandon referred to his proposed hierarchy for the orchestra and explained how the line of authority would work. He asked that the Board accept the leadership of the Syracuse Orchestra as he proposed and delegate authority to the orchestra chair to choose committee members. If approved, he recommended including applicable language in the bylaws under the Syracuse Orchestra policy and similar language for other committees in order to clear up confusion as to who would report to whom and who had the authority to delegate. Having committee chairs, chosen by the Board, report directly to

the Board would establish a chain of command that followed the hierarchy he proposed. Heather suggested inviting guest conductors to help with continuity should Shaun move out of the area.

BRANDON BILLS MOVED TO ACCEPT THE NOMINATION PROCESS AND TO SEND EMAILS TO EVERYONE WHO PARTICIPATED IN THE PIT LAST YEAR AND TO MEMBERS OF THE NEW AMERICAN SYMPHONY, DAVIS COUNTY SYMPHONY, AND OGDEN CITY BAND. JUDY MERRILL SECONDED THE MOTION; ALL VOTED IN FAVOR.

He provided a brief overview of those who submitted letters of interest, and he shared their resumes of experience. Darren advised Brandon to be cautious with his committee and make sure they followed the code of conduct and lived up to expectations of the SCAC. Darren referred to his own letters of interest received for the musical production staff. In almost every case, the name selected to fill the position was the only applicant. He would continue courting applicants for the children's production staff. Parents of the performing children would need to participate in some way.

7. Adjournment.

HEATHER STEED MADE A MOTION TO ADJOURN AT 11:20 P.M.