



## **SDCF BOARD OF TRUSTEES**

### **MEETING MINUTES**

Monday, December 11, 2017

#### **PRESENT**

Walter Bobbie  
Mark Brokaw  
Marcia Milgrom Dodge  
Wendy C. Goldberg  
Linda Hartzell  
Mark Lamos  
Pam MacKinnon  
Sharon Ott  
Lonny Price  
Michael Wilson

#### **BY PHONE**

Melia Bensussen  
Joe Calarco  
Liz Diamond  
Sheldon Epps  
Michael John Garcés  
Joseph Haj  
Dan Knechtges  
Seret Scott  
Leigh Silverman  
Evan Yionoulis

#### **ABSENT**

Christopher Ashley  
Anne Bogart  
Jo Bonney  
Rachel Chavkin  
Desdemona Chiang  
Liza Gennaro  
Anne Kauffman  
Kathleen Marshall  
Meredith McDonough  
John Rando  
Ruben Santiago-Hudson  
Bartlett Sher  
Casey Stangl  
Eric Ting

#### **SDCF STAFF**

Laura Penn, *Executive Director*  
David Roberts, *Foundation Director*  
Elishia Merricks, *Program Associate*

#### **SDC STAFF**

Cole Jordan, *Director of Finance & Admin.*  
Randy Anderson, *Director of Contract Affairs*  
Barbara Wolkoff, *Director of Member Services*  
Howard Sherman, *Director of Communications  
and Education*  
Kristy Cummings, *Contract Affairs Representative*  
Adam Levi, *Contract Affairs Representative*  
Maegan Morris, *Contract Affairs Representative*  
Suzette Porte, *Contract Affairs Funds Liaison*  
Maureen Fox, *Executive Assistant*  
Marisa Levy, *Member Services Coordinator*  
Gina Scalia, *Royalty Analyst*  
Michele Homes, *Senior Business Associate*  
Amy Bizjak, *Administrative Assistant*

#### **ALSO IN ATTENDANCE**

Ronald H. Shechtman, *Counsel*

**I. CALL TO ORDER**

President Pam MacKinnon called the SDC Foundation Meeting to order the at 3:27 PM.

**II. FOUNDATION REPORT (3:27 PM – 4:02 PM) *Foundation Director, David Roberts***

**A. November Financials and Cash Flow**

Mr. Roberts provided the Board with an update on the Foundation’s recent cash flow. Mr. Roberts explained the cash flow issue was related to timing. This year, during budget planning, rather than give the Foundation one donation in the fall and one in the spring, the Board decided to give one combined sum at the beginning of the calendar year so the SDC donation would occur during the same fiscal year for both the Union and the Foundation. That, plus the financial impact of last year’s transitional period and a delay in grant reporting to the National Endowment for the Arts, led the Foundation to a negative cash flow projection in the month of December. The Executive Committee and Finance Committee met and recommended a loan against the Union’s annual contribution to be paid back in January. Mr. Roberts thanked both Committees for their swift action and asked the Board for affirmation of the two Committees’ decision.

A discussion ensued. The Board asked for more clarification on timing of income and expenses.

MARCIA MILGROM DODGE MADE MOTION TO APPROVE THE STAFF RECOMMENDATION, SHARON OTT SECONDED. MOTION WAS UNANIMOUSLY APPROVED.

PAM MACKINNON CALLED FOR AN EXECUTIVE SESSION TO DISCUSS THE FOUNDATION.

Following the closed session, Ms. MacKinnon informed the staff that the Board is prepared to continue supporting the Foundation’s transition plans, but in light of cash flow challenges, the Board requests additional oversight. The Board proposed that Executive Director Laura Penn maintain some measure of a supervisory role, possibly as a consultant, through spring of 2018. Ms. Penn and Mr. Roberts asked for time to review this idea and consider how it might be structured within the current transition plan.

**B. Election of Trustees**

Mr. Roberts reviewed the slate of Trustees Candidates with the Board and asked for their approval. The slate is as follows:

SDC Executive Board-Affiliated Candidates

- Mark Brokaw
- Sheldon Epps, President
- Linda Hartzell
- Anne Kauffman
- Mark Lamos

At-Large Candidates

- Ethan McSweeney, SDC Member

Ex-Officio Candidates

Laura Penn, SDC Executive Director

PAM MACKINNON MADE MOTION TO APPROVE THE TRUSTEES, SHARON OTT SECONDED. WALTER BOBBIE ABSTAINED. MOTION WAS OTHERWISE UNANIMOUSLY APPROVED.

**C. Enacting Date for By-laws**

Mr. Roberts informed the Board that while they approved the revised By-laws at the November Board Meeting, that did not include approval for an effective start date. Mr. Roberts then asked the Board to approve January 1, 2018 as the enacting date for the Foundation's By-laws.

SHARON OTT MADE MOTION TO APPROVE THE BY-LAWS ENACTING DATE AS JANUARY 1, 2018, MARCIA MILGROM DODGE SECONDED. WALTER BOBBIE ABSTAINED. MOTION WAS OTHERWISE UNANIMOUSLY APPROVED.

The Board congratulated Mr. Roberts on the Foundation officially being its own entity. Mr. Roberts stated that next steps would include focusing on fundraising, articulating the relationship between the Union and the Foundation, and planning for The "Mr. Abbott" Award in 2018.

PAM MACKINNON ADJOURNED THE FOUNDATION MEETING AT 4:16 PM