



BOARD MEETING AGENDA - ARTS COUNCIL OF BRAZOS VALLEY

4180 Highway 6 South, College Station, TX 77845

Conducted on Tuesday, July 9, 2024, at 6:00 P.M.

- I. **Call to Order & Welcome:** Vos
- II. **Approval of Minutes** Vos
 - a. Approval of minutes from the June 4, 2024 Board Meeting
- III. **Discussion**
 - a. **President's Report** Vos
 - i. Lallah Howard has stepped forward, applying to join the board of directors of The ACBV. Lallah is a CPA and has agreed to also assume the role of Treasurer. An email motion was sent to the Board Members on July 3, 2024, at 3:38 PM, Elizabeth Cunha initiated the motion with the first affirmative vote. At 3:48 PM, Larry Zuber made the second affirmative vote, seconding the motion. At 8:27 PM, Michael Kilgore entered the seventh positive vote and completed the quorum. During and after this period, there were no dissenting votes. The motion: **"As of Wednesday, July 3, 2024, The Arts Council of Brazos Valley Board of Directors approve Lallah Howard's request to join The Arts Council of Brazos Valley Board of Directors and appoint her to the role of Treasurer for The Arts Council of Brazos Valley, starting immediately."** was approved. Please join me in welcoming Lallah Howard to the board as Treasurer.
 - ii. On June 21, 2024, the Executive Committee and the Selection Committee request a motion be made and a vote be taken to extend a competitive offer to hire a new Chief Executive Officer. **The motion: "As of June 21, 2024, the ACBV Board of Directors agrees to grant the Interim CEO/ED the authority to extend an offer to the candidate identified by the Selection Committee on June 20, 2024, in conjunction with a quorum of the Executive Committee of The Arts Council of Brazos Valley Board of Directors."** was proposed by Cindy Roberts at 1:55 PM and seconded at 2:47 by Julie Freeman. At 3:40 PM a total of eight (8) votes had been submitted and the motion passed. During this time no negative votes were received.
 - iii. Due to Mark Scarborough's resignation as Treasurer the following email motion: **"As of June 21, 2024, The Arts Council of Brazos Valley Board of Directors appoint Grover Vos, FY2024, Interim CEO/ED and President as the primary administrator at all financial institutions where The Arts Council of Brazos Valley does business. Also, The Arts Council of Brazos Valley Board of Directors appointed Grover Vos, FY2024, President; Warren Finch, FY2024 Past President; and Julie Freeman, FY2024, Secretary, to have signatory authority for all financial institutions where The Arts Council of Brazos Valley does business."**, was sent. The motion was proposed by Dr. Carol Fox Henrichs at 3:41 PM on June 21, 2024, and seconded at 3:42 by Cindy Roberts. At 10:58 PM, June 21, 2024, seven (7) votes had been submitted and the motion passed. No negative ballots were received during or following the voting period. **Based on the approval of Lallah Howard as our Treasurer, a motion is requested to add her to the list of those to have signatory authority for all financial institutions where The Arts Council of Brazos Valley does business.**

- iv. Resent Board changes include a statement of resignation from The ACBV Board from Shannon Madlock on June 10, 2024, for family health reasons. **Although Shannon stated she was willing to finish out her term, a request for a motion to allow her resignation to be effective as of June 10, 2024, is requested.**
- v. **An email motion was sent to the Board Members on Wednesday, May 8, 2024, requesting board approval for Third-Quarter FY2024 grant distributions.** Cindy Roberts moved to approve the motion. Warren Finch seconded and a quorum of affirmative email responses was obtained on May 8, 2024. No negative responses were received. The motion was approved. The funds have been distributed.
- vi. **An email motion was sent to the Board Members on Wednesday, May 8, 2024, requesting board approval of FY2024 Rural Grant panel recommendations up to the budgeted level of funding and for permission for the CEO/ED to distribute the recommended funds.** Warren Finch moved to approve the motion. Julie Freeman seconded the motion and a quorum of affirmative email responses was obtained on May 12, 2024. No negative responses were received. The motion was approved. The funds have been distributed.
- vii. CTA FY 2024 fundraiser: Thursday, September 5, 2024
 - Chair: Pam Smits
 - Venue: The Brazos Center,
 - Program: “Take Me Out to the Ballgame”
 - Awardees and honorees

viii. Action needed on Board appointments (President-Elect)

b. Treasurer’s Report

Vos

- i. Review of The ACBV Management Report
- ii. Review of Actual to Budget Report

c. Interim Chief Executive Officer Report

Vos

- i. An email motion was sent to the Board Members on Wednesday, June 8, 2024, requesting approval for the CEO/ED to distribute the sign-on bonus promised to the new Marketing, Graphic Design & Social Media Manager in February. Susan Marty moved to approve the motion, Cindy Roberts seconded and a quorum of affirmative email responses was obtained on May 8, 2024. No negative responses were received. The motion was approved.
- ii. Messina Hof Label Art Competition's top 3 winners were announced on May 10, 2024. The overall winner and original winning artwork will be revealed at the Messina Hof Grand Finale Harvest Dinner in August.
- iii. Budget Discussion: The Budget Committee met on June 25, 2024, to review the proposed FY2025 Budget which is pending approval. A motion is requested to approve the FY2025 Budget. The committee also discussed the draft FY2026 Budget. It is proposed that the draft 2026 Budget be reviewed by our new Treasurer and the Budget Committee before a motion to approve is requested by email ballot before the next board meeting in September.
- iv. Affiliate Application review for Brenham, TX-based Texas Arts and Music Festival
- v. Program and upcoming Events
 - Summer Youth Programs are in session.
 - Gallery Timeline and Major Upcoming Events

- Staff aiding in advertising the Sip & Art Walk Festival in Brenham, 3-7 PM, June 8, 2024.
- Staff aiding in advertising the Second Annual Navasota Railroad Street Market, 10 AM-4 PM, June 15, 2024.

d. Committee/Task Force Reports

- i. STARS **Pate**
- ii. Nominating/CEO-ED Search & Selection Committee: offer made to potential new CEO by Interim CEO and accepted, pending notification of current organization. **Finch**

IV. Future agenda items for consideration

- a. Audit Committee Assignments
- b. By-laws review/revision needed
- c. Finance Committee Assignments & review/revision of Financial Policies needed **Vos**
- d. 990 Filing Extended to Mid-August 2024
- e. Gallery Committee recently met and is working on gallery schedule
- f. No meeting in August.

V. Adjourn **Vos**

The next Regular Board meeting will take place in the Satterwhite Conference Room at 6:00 p.m. on September 3, 2024, at the Arts Council at 4180 Highway 6 South, College Station, TX 77845.