

**MINUTES**  
**BELLINGHAM SYMPHONY ORCHESTRA (BSO)**  
**BOARD OF DIRECTORS MEETING**  
**MONDAY, JULY 25, 2022**  
**ONLINE VIDEO CONFERENCE**

<b><u>Present:</u></b>		<b><u>Excused:</u></b>	<b><u>Absent:</u></b>	<b><u>Guest:</u></b>
Kathy Gustafson, <i>President</i>		Marcela Berg, <i>Director</i>		Thom Mayes, <i>Guest</i>
Corey Welch, <i>Vice President</i>	Kathy Gustafson, <i>Director</i>	Darrell Hillaire, <i>Director</i>		
Debbie Arthur, <i>Secretary</i>	Kristi Kilgore, <i>Director</i>	Ken Bronstein, <i>Past President</i>		
Gena Mikkelsen, <i>Treasurer</i>	Barry Meyers, <i>Director</i>			
	Trisha Norman, <i>Director</i>			
Yaniv Attar, <i>Music Director</i> Gail Ridenour, <i>Executive Director</i>	James Ray, <i>Director</i>			
Donald Clausen, <i>Director</i>	Donny Rose, <i>Director</i>			
Charli Daniels, <i>Director</i>	Barbara Ryan, <i>Director</i>			

**REPORTS REFERRED TO BELOW ARE POSTED TO THE SHARED DRIVE FOR REVIEW PRIOR TO MEETING.**

<b>TOPIC</b>	<b>DISCUSSION</b>
<b>CALL TO ORDER:</b>	Kathy Gustafson, BSO Board President, called the meeting to order at 5:31pm. Kathy read the Land Acknowledgement.
<b>SECRETARY'S REPORT:</b> Debbie Arthur	<p>The BSO Board reviewed the draft minutes for the June 27, 2022, BOD meeting.  <b>ACTION:</b> Barbara Ryan moved, and Kristi Kilgore seconded, and the board approved the minutes as published without corrections.</p> <p><b>ACTION:</b> Charli Daniels moved, and Gena Mikkelsen seconded the transition to the Executive Session.  The BSO Board Directors Emergency Meeting Notes for July 7, 2022 were presented to the Board for approval.  <b>ACTION:</b> Chari Daniels moved, and Corey Welch seconded, and the board approved the minutes as published without corrections.  <b>ACTION:</b> Gena Mikkelsen moved, and Charli Daniels seconded to transition out of the Executive Session.</p>
<b>TREASURER'S REPORT:</b> Gena Mikkelsen	<p>See report and note the following:</p> <ul style="list-style-type: none"> <li>• Endowment is in the red because of the declining market conditions.</li> <li>• We finished the FY with a surplus of \$167K</li> <li>• Will be preparing our 990 with M Tausen for the next FY soon.</li> <li>• We have \$559,354 not currently invested. The Finance Committee recommends the following two motions:</li> </ul> <p>Motion #1 Close First Federal with \$66,641.41 and Morgan Stanley with \$8,918.88. Transfer this amount, \$75,560.29, to Peoples Bank.</p>

	<p><b>ACTION:</b> Barbara Ryan moved, and Charli Daniels seconded Motion #1, and the board approved the motion unanimously.</p> <p>Motion #2 Move \$35,000 to WECU and \$35,000 to Peoples Bank with a 1% CD Rate for 24 months. We want to keep money liquid with a projected negative budget, leaving \$489,355 available.</p> <p><b>ACTION:</b> Gena Mikkelsen moved, and Corey Welch seconded Motion #2, and the board approved the motion unanimously.</p>
<p><b>EXECUTIVE DIRECTOR'S REPORT:</b> Gail Ridenour</p>	<p>See report and note the following:</p> <ul style="list-style-type: none"> <li>• There are several chairs underwriter positions open. Let Gail know if you know anyone that is interested in becoming a chair underwriter.</li> <li>• Joanne Donnellan is stepping down after 46 years with the orchestra. She will be honored at our opening concert.</li> </ul>
<p><b>STANDING COMMITTEE REPORTS:</b></p> <p>A) Executive (K. Gustafson)</p> <p>B) Governance (C. Welch)</p> <p>C) Nominating (C. Welch)</p> <p>D) Strategic Planning (D. Arthur)</p> <p>E) Finance (G. Mikkelsen)</p> <p>F) Development (TBD)</p> <p>G) Youth and Community Engagement (C. Daniels)</p> <p>H) Artistic Planning (Y. Attar and Kathy Gustafson)</p> <p>I) Players (BSPA Chairperson)</p> <p>J) AEDI (TBD)</p>	<p>See report and note the following:</p> <p>A) Executive Director Update (K. Gustafson)</p> <p>Executive Committee Decision and Rationale</p> <ol style="list-style-type: none"> <li>1) Slow the process down and re-evaluate the ED position: <ul style="list-style-type: none"> <li>• Why has our ED position worked so well?</li> <li>• What needs to change?</li> <li>• What more are we able to offer to attract a great candidate?</li> </ul> </li> <li>1) Evaluate and explore if salary and benefits are competitive to retaining employees (Section B #1 of Strategic Plan)</li> <li>2) Consider if there could be any internal shifting of roles for existing staff: prof growth</li> <li>3) Formation of a task force to study the restructuring possibilities of ED position (Section B of Infrastructure in Strategic Plan) <ul style="list-style-type: none"> <li>• Develop a timeline for evaluation and search committee formation</li> <li>• Develop contract language and terms for interim ED contract</li> </ul> </li> </ol> <p>B) Governance – No update.</p> <p>C) Nominating – No update</p> <p>D) Strategic Planning (D. Arthur) We will share an update of our Strategic Plan progress in FY22 at the Board Retreat.</p> <p>E) Finance (G. Mikkelsen) We are welcoming new members. Please consider joining this committee.</p> <p>F) Development – No update, need to identify a chairperson</p> <p>G) Youth and Engagement (C. Daniels) An update will be provided at the Board Retreat</p> <p>H) Artistic Planning (Y. Attar) The committee will meet in early September to discuss the 48<sup>th</sup> season.</p> <p>I) Players (C. Welch) A chairperson will be elected when rehearsal resume in September. There are some candidates already identified.</p> <p>J) AEDI (TBD) No update, need to identify a chairperson.</p>
	<ul style="list-style-type: none"> <li>•</li> </ul>
<p><b>OLD BUSINESS:</b> Gail Ridenour</p>	<p>Bank Signatory Update: Gail suggests adding our interim ED, Thom Mayes as the third signatory for the BSO in addition to Gena and Kathy.</p> <p><b>ACTION:</b> Barbara Ryan moved, Trisha Norman seconded, and the board approved unanimously the motion to add the interim ED, along with the Treasurer and Board President as our three BSO signatories.</p>

<b>NEW BUSINESS:</b> Kathy Gustafson	<p>A) The BSO Board Retreat, 9am-12 on August 6<sup>th</sup> is in person at Jill Whitman's house. We will have a new facilitator, Laura Todd. We have team building, identify committee chairs, Strategic Plan updates, etc. Gail will send out an agenda with more details.</p> <p>B) Welcome Back Dinner, 1-3:30pm on September 18 is in person at Jill Whitman house. Corey shared the activity overview of the event. It will include hors d'oeuvres, team building, live entertainment, announcements, and food. There will be a follow-up meeting to consider if we should have a mask, social distancing, or testing policy for this gathering?</p> <p>C) Board Portal and BSO Website. Gail provided a tour of the BSO website. The new password is <b><i>Board47</i></b></p>
<b>SEASON EVENTS AND ANNOUNCEMENTS:</b>	BSO Board Retreat, August 6, 2022 Welcome Back Player and Board Party, September 18, 2022 Next Concert, September 25, 2022
<b>CLOSING ADJOURNMENT:</b>	Kathy Gustafson, BSO Board President, adjourned the meeting at 6:31 pm.
<b>NEXT MEETING:</b>	BSO Board Meeting, Monday, August 22, 2022
<b>MINUTES APPROVAL:</b>	Debbie Arthur, BSO Board of Directors, Secretary attest these minutes are approved.