

# Solano Winds Governing Board Meeting Minutes

Thursday, October 26, 2022: 7:00 pm PST – via ZOOM

Members Present: Lilli Ede, Leslie Louie, Jennifer Doherty, Bill Doherty, Sherrill Honeychurch, Robert Honeychurch, May Dulce, Ron Garrison, Lynn Garrison, Rassim Chettfour

1. Roll Call and Quorum established.
  - a. Quorum established at 7:04pm
2. Approval of Solano Winds 8/24/2022 *Minutes*
  - a. Minutes will be approved next board meeting
3. Amend/Accept current Agenda: Ron
  - a. Motion to accept agenda by Bill, second by Leslie – **PASSED**
4. Treasurer's Report to Board: Lynn
  - a. Wells Fargo statement, Reconciliation, Budget (sent to Board members October 2, 2022)
  - b. October 2022 concert income and expenses (attached below).
  - c. Motion to approve treasurer's report by Leslie, second by Bill – **PASSED**
5. Marketing Chairperson Written Report on Concert Sponsors (attached below): Leslie
  - a. Correction of Marketing Chairperson to Concert Sponsor Chairperson
6. President's Report to Board: Ron
  - a. Discussion: COVID policy for December 2022 concerts.
    - i. For both DT and PVE
    - ii. Continue to mandate masking and proof of vaccination for concert entry
    - iii. Motion to require patrons to provide proof of vaccination or negative COVID-19 test (72 hours for PCR, 24 hrs for Rapid test) for entry into the December concert, and a strong recommendation to wear a well-fitting mask by Bill, second by Leslie – **PASSED with one Abstention and nine Ayes**
  - b. Discussion: Penske truck vendor for October 2022 concert expense: \$586.63. Shop for other vendors.
    - i. Usually it is around 300 dollars (pre-COVID)
    - ii. After COVID price has been steadily increasing
    - iii. The trailer Jenn's band uses with her school band may help, may also need a small U-Haul to accompany it
  - c. Bylaw revision review: Comments, Questions, Revisions and (possible) Approval
    - i. Ron Question:
      1. Policies: SW has eight policies we have adopted since 7/13/2011, as required by law. Do we include them within the Bylaws or do they stand on their own? President's research is unclear on this topic. These Policies are:
        - a. Conflict of Interest
        - b. Document Retention
        - c. Joint Ventures
        - d. Non-standard Gift Acceptance
        - e. Travel and Expense
        - f. Whistle Blower
        - g. Anti-discrimination and Anti-Harassment Policy

#### h. Collaborative Event Planning

#### d. Music Director revision suggestions:

- i. I'm not sure we still need the last sentence of Article 6, Section 2. With the revisions, it seems like it is just a relic of past versions, and is somewhat confusing to boot.
- ii. Article 6, Section 12/13: Section 12 would more clearly include the exceptions from Article 13 if we add "for their service as an officer of the corporation" to the end of the first sentence of Section 12.
- iii. Article 8, Section 6, last bullet: Do we want to replace "a monthly report" with "regular reports"?

#### e. Other written Comments, Questions, Revisions by Board member attendees.

- i. Page 4, section 5, comment regarding how vacancies will be filled, request for amendment to say "board will vote on who to replace the vacancy"
- ii. Page 3, section 2, distribution of dissolution
  1. Language in this section is in place due to the IRS
- iii. Page 3, Article 6 Section 1, "any number of offices may be help except that neither the secretary nor president may serve as president"
  1. Comment regarding board sizing – by law minimum of 3 members are required: President, Treasurer, and Secretary
- iv. Page 4, Removal and Resignation
  1. The corporation will have a minimum of 5 voting officers
- v. Page 5, Section 10, Duties
  1. Request here and elsewhere in this document, remove "employees" and replace with "agent"
    - a. This is also in Section 16 and 17
- vi. Section 17
  1. Usage of officers and directors (throughout the entirety of the document)
  2. Moving forward call everyone a director/director on the Board
- vii. Top of Page 5 Under Section 10
  1. Typo – Capitalize O in "Officer" or replace therein (this will be replaced with director)
- viii. Page 6 at the bottom
  1. Lack of the term disqualification in this section, added In
- ix. Page 8 Section 2 –
  1. Question meeting frequency of being "at least once every 3 months"
- x. Section 4 Notice of Meeting
  1. Notices be extended to each director and committee chairperson
  2. Notice of August meeting to be sent to all band members
- xi. Page 10, Section 1, Duties of the Officers
  1. Request to add a second bullet below the first suggesting to "consult band members to solicit feedback and input"
- xii. Page 11, Section 5, Duties of the Treasurer
  1. Request to include "Reports given at each regularly scheduled board meeting"
  2. Request to include the presence of an independent accountant
  3. Remove inclusion of the iTunes gift card

- xiii. Including the responsibilities of the chairpersons
  - 1. Update to reflect update to board/chairperson relations
  - 2. Each chairperson will be assigned a specific director as a board liaison
- xiv. Duty missing from all the lists
  - 1. Maintenance of the instrument inventory needs to be added into a position
- xv. Underneath Page 16, Special Events Chair
  - 1. Add a bullet to communicate with band members
- xvi. Underneath truck volunteers
  - 1. Solicit needs for each concert from music director and percussion section leader
- xvii. Underneath list of tasks (similar location to xvi)
  - 1. Section Leaders Will: Add percussion section leader will work with music director to provide equipment list for each concert for transportation chairperson and truck crew
- xviii. Photographer and Historian
  - 1. Add a bullet saying: be responsible for setting up any needed displays and/or presentations needed by the organization at events
- xix. Page 19, Section 1
  - 1. Another instance of employee
- xx. Page 19, Article 10, Section 3
  - 1. Change “Shall deposit the funds of the Solano Winds, Inc. in an FDIC member banking institution”
  - 2. Deposited “in a timely manner”
- xxi. Page 21 Section 6, Article 11
  - 1. Provided to not only just the directors but chairperson (annual statement)
- xxii. Page 22, Article 15
  - 1. Policy to include non-biased component

Music Director’s Written Report to Board: Bill

- 7. New Business:
  - a. N/A
- 8. Unfinished Business:
  - a. Review Board member and Chairpersons tasks for 2022-2023 season.
    - i. To be considered in future meetings
- 9. Chairperson written reports:
  - a. Leslie Louie
- 10. New Action item(s) requiring vote:
  - a. N/A
- 11. Consideration: Future Agenda items for upcoming Governing Board meeting(s)
  - a. Voting on requested changes to the bylaws
- 12. Public and/or band member commentary (3-minute time limit).
  - a. N/A
- 13. Next Solano Winds Governing Board meeting: Monday, December 12 @ 6:30 PST on Zoom.

14. Adjournment.

- a. Motion to adjourn the meeting at 9:12pm by Bill, second by Rassim – **PASSED**

**Treasurer's Board Report**

**October 26, 2022**

**Lynn Garrison**

1. I have asked Jenn from the Downtown Theatre for our October concert income/expenses. DT charged SW: Rent \$350, Projector fee: \$300, Grand Piano: \$350, Tickets sold 169 @ \$5.50 each = \$929.50 which totaled \$1,929.50 for DT. Event income \$2,291.00. SW will receive a check for \$361.50. Average ticket income we earned was \$13.55, this includes folks who received free tickets (donors, etc.). You may remember that our May 2022 concert was a wash—income and expenses balanced to zero. I also asked her if she could let me know how many free tickets were used at the concert. I am trying to figure out what the outcome of our donor policy is on our bottom line. Some issues remain:
  - a. Our budget income amount for October 2022 concert was based on 150 tickets at full price of \$17.00.
  - b. For October 2022, our average ticket income was \$13.55.
  - c. According to our Budget expectations, our income was \$259.00 under our expected income. Our expenses were \$104.00 over our budgeted expenses for an October 2022 concert loss of \$363.00.
  - d. Currently, I am attempting to discover how much of our audience paid full, reduced price or attended for free. The closest percentages to our average price of \$13.55 earned is 50 percent full price, 40 percent reduced price and 10 percent free. Approximately half of our audience is not paying full price. For future budgets, this reality needs to be addressed.
2. For individual donors, we have received about 57% of our budgeted amounts. Overall total donor level is at 35% of budgeted amount. Fortunately, we usually get a number of donations after the December concert.
3. We are technically in deficit for this current year as of 10-25-22, (-\$730.54). Our income is \$10,570.43 and our expenses are \$11,300.97. In real money for the October concert, we earned \$361.50. We have a lot of the year to go and hopefully we can continue to progress financially.
4. We will have upcoming expenses that we have committed to, but I think we should be cautious about other expenditures.

**Concert Sponsor Board Report**

**October 26, 2022**

**Leslie Louie**

This year we decided to offer a private performance from a few small groups for concert sponsorships of \$2000 or more. I have solicited the following businesses and organizations for concert sponsorship with the indicated results:

**PVE Wellness Department** – sponsored the Fall concert in October at **\$1,000**. Although this is less than the \$2,000 threshold for a private concert, Bill decided to offer one anyway. They sponsored Small Bits last spring. Our performance of small groups will be in November for this sponsorship. Contact person: Jan Olsen. **TO DO:** secretary or someone **send a thank you note**.

**PVE Marketing and Communications Department** – the thought was to get a \$1,000 commitment so that the \$2000 threshold for a private concert would be met. There was **no response** after several tries. Contact person: Steve Wright.

**Northern Solano County Association of Realtors** – They have a charitable foundation that receives proposals and sponsors local non-profits. We are **gathering materials to send by Nov. 4** for their Nov 8 board meeting where our proposal will be voted on. Contact Person: Sandy Stewart, 2022 NSCAR Charitable Foundation Chair

**Travis Credit Union** – **Still working on a marketing angle** that would fulfill their criteria for sponsoring SW. Contact person, John Evalle (introduced by Michelle Williams – thank you!)

**PVE Resident Council** – Caroline Keller, our PVE’s board liaison to SW, told us they would sponsor our December holiday concert at **\$2,500**. Bill is working on setting a date for a private holiday performance of small ensembles. They will present the check at our PVE concert on Dec. 6. We should be prepared with a **thank you note on Dec. 6**.

**Jelly Belly** – **waiting for a response**, as I just sent an email requesting sponsorship for the March concert. They have sponsored SW in the past. In 2024, they will be celebrating 125 years in business with the precursor to Jelly Belly. Contact person: Mark Rossi.

**Organizations still to be contacted** – hopefully to sponsor the Gala in May and to make up for the shortfall this year.

(short by \$500)

Suisun Valley Vintners and Growers Association

Glashoff Sculpture Ranch

North Bay Healthcare (previous sponsor several years ago)

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Under *Rosenberg’s Rules of Order* as described in the *Bylaws*, the life of a motion requiring discussion is:

Introduction/Questions/Comments/Motion/Second/Understand/Discussion-Debate/Vote/Result