

Friends of Carrollwood Cultural Center

Board Meeting

January 27, 2010

Carrollwood Cultural Center: Studio Building - Tampa

Board Members Present: Tom Jones *President*, Sandra Harrington *Secretary*, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Board Members Absent: Alan Preston, *Treasurer*, Mindy Ambler, Michael LaVoy

Staff Present: Paul Berg *Executive Director*

Guest(s): (none)

Call to order at 7:00 p.m.

1. Adoption of Agenda

Motion by Jim Carver: Accept Agenda as presented.

Second: Nancy Stearns

Discussion(s): (none)

Motion Passed: 5-0-0

Approved: Tom Jones, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)

2. Minutes for Board Meeting presented by Sandra Harrington – December 15, 2009

Motion by John Miley: Accept minutes as presented.

Second: Jim Carver

Discussion(s): (none)

Motion Passed: 6-0-0

Approved: Tom Jones, Sandra Harrington, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)

3. Treasurer Report presented by Tom Jones

Discussion(s): Mr. Miley has some questions regarding some discrepancies but he has emailed Mr. Preston to not have to discuss it at the meeting. Mr. Jones said that he believed some of the discrepancies were due to capital issues but assured Mr. Miley that Mr. Preston is currently working on it.

Motion by Jim Carver: Accept Treasure's report as presented.

Second: Nancy Stearns

Discussion(s): (none)

Motion Passed: 6-0-0

Approved: Tom Jones, Sandra Harrington, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)

4. Executive Director's Report presented by Paul Berg

Discussion(s): Mr. Nederhoff was in the Phase I meeting when the controversy over soccer attendees parking in the Center's lot was brought up, and one car being towed. There was a very derogatory email sent out to over a thousand people. The writer observed that the Center was owned by the County; therefore she had every right to park there. Mr. Nederhoff found interesting that at the end of her email, she wrote that she and her family are not and will never be members of the Center, but that the Center should help them out. He said that Phase I owns the soccer fields and as an end result of their meeting is asking the Center if something can be worked out to find a common ground. Mr. Berg agreed that we should be good neighbors but we need to make a plan to cover times when the Center needs the parking spaces for an event.

Motion by Sandra Harrington: Accept Executive Director's report as presented.

Second: Nancy Stearns

Discussion(s): (none)

Motion Passed: 6-0-0

Approved: Tom Jones, Sandra Harrington, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)

5. Election of Officers/Appointment of Committee Chairs

Discussion(s): Mr. Jones announces that he and his wife will, within the next year, be moving out of state. He resigns as President of the Board but would like to remain on the Board until the time he leaves. He then asked if there were any nominations for the office. Mr. Nederhoff asked if there was a specific time for the term of office. Mr. Jones replied that the By Laws are open regarding the timeframe of elections. Ms. Harrington asked if the Board was expected to elect a President this evening. Mr. Jones verified that he has just resigned his post. Ms. Harrington said that she thought it would be a hasty thing to do. The Board just received the email regarding this yesterday, and because this is such a big decision, there is a lot of thinking to do. Mr. Nederhoff stated that the Board could amend for 60 to 90 days from now for a smooth transition. He also said that term limits assure forward progression and identity of officers. Mr. Jones said that the By Laws say that the Board members term limits are three years to be staggered. However, there are not people standing in line to be members of the Board. Nevertheless, the officers should be elected annually. Mr. Jones then said that he should be around for the next six months and he hadn't realized that anyone would feel this way. Mr. Miley agreed with Ms. Harrington and Mr. Nederhoff. He then put out for thought that the Chairman and the President does not have to be the same person nor does the person to be elected need to be a current Board member. Mr. Nederhoff noted that the Board does not have a Chairman and President position. Mr. Miley said that there could be but he was just putting it out for thought. The Board needs to look at the desirable traits. Mr. Jones stated that he tendered his resignation this evening because he didn't want to be a lame duck president. Mr. Nederhoff mentioned that it is not normal to elect a president from outside the Board. He then proposed that the Board accept Mr. Jones' resignation but for it to be effective in 90 to 120 days. Then appoint a nomination committee. This allows Mr. Jones to include his input and create a more normal transition. Resigning now would leave the Board without its best asset. Mr. Miley noted that this organization is different because it is so new and does not have a lot of depth. Mr. Jones said that the majority is going with Mr. Nederhoff. Ms. Stearns agreed with Mr. Nederhoff. Mr. Carver also agreed. Mr. Jones appreciated the comments of the Board.

Motion by Dale Nederhoff: Accept Tom Jones resignation as President to be effective 120 days from today. Mr. Jones will then appoint a nomination committee for the office to return recommendations in 30 days.

Second: Nancy Stearns

Discussion(s): Ms. Harrington asked if we will be voting in 90 days? Mr. Nederhoff mentions that on his other Board they put out a notice for Board members on their website for a period of 30 days. Applications are filled out and applicants are interviewed by the nomination committee. After the committee returns their results, all members vote on Board members. The officers are chosen from the Board. Mr. Miley noted that the Center members do not play a role in the

selection of the Board. Mr. Jones concurred with Mr. Miley that the members of the Center are not voting members. It is a very different membership than an HOA. Mr. Nederhoff then stated that the methodology is not the issue. We need to have a list of qualifications for being a Board member. Diversity is desirable. Ms. Stearns asked if we could post a Board member request on the Center website. Mr. Berg said that he could post it on the "About Us" page but he would also want to include guidelines. He remembered that he had a Board form from the past that he could adjust. Mr. Miley questioned that it would be a two step process? Mr. Jones affirmed that and noted that it may go past 120 days. Mr. Miley stated that there was a tremendous mixing of ideas that could be confusing the issue. Right now the Board should concern itself with election of the new president. Some of these other items are very valid and should be looked at but after the president issue is resolved. Mr. Jones then requested that if a Board member is interested in being president, to please let him know.

Motion Passed: 6-0-0

Approved: Tom Jones, Sandra Harrington, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)

6. Fine Arts Collection presented by Jim Carver

Discussion(s): Mr. Miley asked if this was already included in the budget or if these were in addition to? Mr. Carver said that he didn't want to force something into the budget before the Board vote upon it. Mr. Berg confirmed that it would be adding some new things into the budget. Mr. Miley then expressed concern about changing the budget only one month after it had been approved. He reiterated the importance of the budget. Mr. Jones then commented that if a proposal came in to produce a profit, he would not hesitate to look at it. If it were a loss, that would be something else. Mr. Berg said that four pieces have already been donated to the Center and that there needs to be a plan for a permanent art collection. Ms. Harrington noted that there was supposed to be a budget presented to the Program Committee on 11/24 and there never was.

Motion by Jim Carver: Due to confusion between parties, table motion until meeting with the Program Committee.

Second: John Miley

Discussion(s): (none)

Motion Passed: 6-0-0

Approved: Tom Jones, Sandra Harrington, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)

7. Carrollwood Players presented by Tom Jones

Discussion(s): Some Board members met with Toni Germinario of the Carrollwood Players to see if we could help ease their financial burden. They have acquired a very large overhead. They talked about an arrangement such as the Center's arrangement with the Salerno Theater. Toni was in favor of the idea and invited Mr. Berg to their Board meeting. He could not attend but they discussed the situation anyway. They were not interested in giving up their rental space but were interested in doing some shows at the Center. It would be a great relationship to have. It would balance the performances out. Mr. Miley noted that it will take some massaging but we should cultivate this relationship. Mr. Berg noted that he was invited to the next Board meeting as well. Mr. Nederhoff said that if each side gives a little, this could be a win-win situation. This is a more professional setting for them as well. Mr. Jones said that one of their issues was storage. Mr. Miley noted that they are still in a lease contract for two more years for their current space. The Board approves continued dialogue with the Carrollwood Players.

8. Committee Reports

- a. Imaging, Development, and Marketing Committee presented by Jim Carver

Discussion(s): (none)

Motion by Jim Carver: Accept annual committee report as present to the Board.

Second: John Miley

Discussion(s): Mr. Jones noted that there has been a lot on this committee's plate. His only recommendation for improvement is filling more seats. Stated though that the Performing Art Center has shut down the upper balconies due to poor attendance. He then noted that he will be having a meeting regarding the Shigeru concert next week. They will look at what went right and wrong and how to tailor marketing for unique audiences. Mr. Miley suggested dispersing more free tickets. This will fill seats that will be empty anyway. Even if we only get good will in return. Mr. Berg said that the Center had given out comp tickets before. Mr. Jones said that the Center offered that members buy two tickets to the Angelorum and get one free. With the current proposed budget, the Center has GOT to fill the seats. Mr. Carver said that it is going take more than Laure to get this done. Mr. Miley pointed out that looking at event results that not one non-member purchased a ticket. Mr. Berg noted that December is a unique month and to please review prior months. Mr. Jones suggested using members as ambassadors. Tell members that the Center will give them comp tickets for their friends.

Motion Passed: 6-0-0

Approved: Tom Jones, Sandra Harrington, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)

8. Adjournment at 8:50 p.m.

Motion by Dale Nederhoff: Adjournment

Second: Jim Carver

Discussion(s): (none)

Motion Passed: 6-0-0

Approved: Tom Jones, Sandra Harrington, Jim Carver, John Miley, Dale Nederhoff, Nancy Stearns

Opposed: (none)