



Board Meeting Minutes September 9th, 2019

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| <i>Minutes Approval: October 15th, 2019</i> | <i>Yea:</i> | <i>Nay: none Abstaining: none Missing: Gary Miller</i> |
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Attendees: Laura Miller, Gary Miller, Jared Reynolds (by phone), Sandra May, Jessica Livingston (by phone), Chelsea Bailey, Nancy Paul, Lisa Stockwell

Apologies: none

Held at Farnum Hall, NHTI room 105

Our meeting began at 3:07 with approval of minutes (moved by Gary and seconded by Jared, unanimous approval). Sandra spoke briefly to the board regarding documentation. The Conflict of Interest policy and Bylaws were not explicitly provided to our more recently added board members for review when they joined Making Matters, although the Bylaws were available on the website. Both documents are now available. Also, she will begin working on an e-voting proposal in future; the matter has been discussed before but not yet acted upon.

Now that we are about to begin paying bills and buying things, we need more than one person to be able to cut checks. We will amend the Bylaws so that both the Treasurer and Executive Director “or whoever is voted upon by the board” will be permitted to do so. MMNH currently has just over \$2000.00 in cash on hand. Sandra asked and Laura confirmed that our treasurer’s personal expense to provide coffee at 1 Million Cups had been reimbursed as discussed in Slack. There is work to be done with our year end reporting including documentation of in-kind donations. Nancy suggests categorizing according to services, space, and fees received. Sponsorships and individual donations need to be logged as well.

We turned to the mechanics of the lease we hope to sign at 88 Village Street. Given the challenges with metering utilities, Nancy suggested wording regarding our being reasonable and respectful in working towards solutions. The HVAC tenant at the site is willing to install a system for our ventilation with a charge for parts only. Gary noted the landlord was obliged to maintain temperature within a reasonable range for the sprinklers to function.

Nancy, Lisa, and Gary all voiced their comfort level with the pro forma financial plan on September 6th as furnished in Slack by Laura.

We turned to the matter of Laura's prospective handling of our day to day functioning on site. She will be conducting business of her own for Marketplace New England in addition to MMNH affairs in an office space at no charge. Jared had made a call to the NHDOJ regarding the potential conflict of interest and was advised to clearly document the value of Laura's donated time versus the value of the rental space at 88 Village Street. For the time being, she could continue in the role of President while performing front desk duties. Our special committee of August 30th had proposed the board perform a quarterly review of this arrangement. Our Treasurer would assume control of our financial matters and Nancy has consented to take on overseeing studio and office rental given Laura's ties to the nearby artist and small business community. Additionally, there may be future votes from which it is appropriate for Laura to recuse herself.

At approximately 3:40 Nancy moved that the other members of the Board continue to discuss the matter while Laura stepped outside. Gary seconded. While the general feeling is that this is not the ideal arrangement and the roles of executive director and president should be filled by separate parties, with the director attending board meetings but not having voting power, we do not currently have a board member able to step into this role. There is a general need to expand the board to bring in additional expertise, beyond our need to eventually separate the presidency and directorship. Sandra suggested making our talent search for the Board an ongoing part of our monthly meeting discussion. We will be transparent about our active efforts to bring in a new president or elevate a willing member of the current board. We will revisit the arrangement in January as discussed above.

At 4:00 pm Laura rejoined the board meeting. Gary moved that we continue with Laura serving as President as late as the June, 2020 elections with quarterly monitoring and Chelsea seconded. As yes vote from all board members was recorded with individual polling of Gary, Jared, Sandra, Jessica, Chelsea, Nancy and Lisa. With the exception of Laura who was recused from the vote, all parties voted yes.

We briefly discussed the need to create an onboarding process for new board members, as well as a screening process (review of resumes etc). Jared also suggested we be as consistent as possible on our date and time of board meetings, given there may be additional interest in future. We determined the next three meetings will be 10/15, 11/12, and 12/17.

We turned to the matter of work groups that need to be started up again. Slack channels will be created for the policies, finance, and shop committees. These should be given some degree of autonomous decision-making capability so we can work quickly towards a goal of opening our doors in January.

In another news, Laura advised there is an attorney who is willing to review our lease on a pro bono basis. We will look to begin our fit-up of the space in October and hold several events prior to the end of the year to let people know we are there. A solution with keys must be worked out before we can rent out office space to people.

8k of our USDA grant must be spent on a use or lose basis prior to next June. We can pre-pay certain expenses to be certain it gets used. Given we will run into unexpected items, we will need a buffer fund for fit up. Jason LaCombe, the architect who toured the facility with us on August 28th, is willing to return on Friday the 13th to take additional measurements.

The fire marshal is ok with the proposal of emergency egress and magnetic lock. This will be incorporated into our lease. Gary moved and Lisa seconded that Laura and Jared will be the ones to negotiate the lease. Sandra and Jared signed our applications for an account at Eastern Bank to be used to hold the funds for the Women's Entrepreneurship Conference, for which Making Matters is the fiscal agent. Laura asked us to do some thinking on what we could do with an additional five thousand dollar grant as she is currently applying for one from the Merrimack County Savings Bank... her thought was to earmark this for our digital lab.

The meeting concluded at 4:52 pm.