

**THE CEDARS OF MARIN
BOARD OF TRUSTEES MEETING
September 22, 2017**

The Board of Trustees of The Cedars of Marin met on September 22, 2017 at The Artist Within – A Cedars Gallery.

Board Members Present

Madeline Miller (Chair), Steven Minchen, Jim Peterson (phone), Scott Price, Anna Rosen, Terry Ross, Julie McInerney, Terry Ross, James Brentano, Greg Sherwood

Board Members Absent

Steve McDermott, Debbie Stutsman, Steve Shaw

Staff Present

Chuck Greene, Jeanne Lipson, Katherine (KC) Newberry, Beatriz Rincon, Katie Ladouceur, Sue Loesch, Dorreen Roth, Cheryl White

Guest

Jane Brown

Opening Statements

President Madeline Miller called the meeting to order at 12:29PM and May meeting minutes were approved as presented.

Madeline welcomed Jane Brown to the meeting and introduced her as a prospective board member. Madeline also announced Edith Tobin has resigned as a board member due to health issues.

Madeline reminded everyone that the fiscal year is coming to an end, so for those who have not already made their annual donation to Cedars, please do so **before** the end of September.

Madeline has been working on a board portal (Sharepoint) for better communications. Look for a link she will be sending from Office 365 that will allow board members to connect.

Executive Director Update

Chuck echoed Madeline, stating how excited we are to have Jane Brown here—mother to resident John Gunion. By holding the meeting today at Artist Within we are providing a sneak preview of all of the hard work the staff have put into refreshing this space.

In other news, MarinSpace—a local Marin organization serving the nonprofit sector—is going out of business and will be transferring their \$2.5M in facilities and \$300,000 in cash to other Marin nonprofits. We submitted a \$1.2M proposal for a dementia home and have been named a finalist. We need to do a thorough cost/benefit analysis of the proposition, since it is complex and comes with unusual strings. The final proposal is due at the end of November.

Chuck mentioned that through Jeanne Lipson's leadership and planning skills, our 100-Year Anniversary planning is going extremely well and will be discussed later in the meeting. While the Marin Community Foundation will be granting Cedars \$100,000 in recognition of our successful work, the Board really needs to take a leadership role in raising at least \$200,000-\$300,000 directly from their contacts.

There are no new developments on Cedars former staff member mediation, and we are waiting for opposing counsel to respond to us.

Associate Executive Director Update

ArtWorks is a non-profit arts organization in San Rafael with galleries and 32 studios in beautiful catacombs. For many years we have wanted to be a part of this program, and we finally made it happen! Cedars will rent 850 square feet of studio space that will accommodate 8-12 artists on a daily basis.

Cheryl was pleased to announce that—at least temporarily—we are not in a staffing crisis and our staff turnover rate has drastically improved as per the analysis distributed by Dorreen and attached with the minutes. Our best hiring tool is the referral from staff and Cedars reputation. The Board suggested that we discuss the state of DSP wages at the Board Retreat.

Development

Development Director Jeanne Lipson provided that following updates of recent development highlights:

- Our Summer appeal with the \$75,000 matching grant was a success, bringing in about \$220,000.
- Major donor giving was on target this year. Key is always securing a few larger (\$50,000+) gifts. Our annual Circle of Giving dinner, honoring major donors, will be on Oct 7. Dr. Tom Peters from the Marin Community Foundation will give keynote and announce MCF's \$100,000 lead sponsorship of Cedars 100th Anniversary.
- Reviewed progress on 100th Anniversary efforts. Presented Cedars 100th Anniversary logo, which will be introduced at the Circle of Giving dinner. Faire Committee, chaired by Debbie Stutsman, has met several times. Sponsorship committee is being formed, boosted by the MCF \$100,000 lead sponsorship. Work is already beginning on the two major events in 2019: A celebration ball for residents, and a centennial benefit concert/gala.
- Presented 100th anniversary budget and received board approval. Securing sponsorships is a key revenue assumption; all board members will need to participate in identifying anniversary sponsors in order for us to be successful.

Finance

The proposed budget for fiscal year 2017-18 was distributed along with a detailed documentation of assumptions driving the budget and various challenges and opportunities in front of us. There is a modest contingency line item in the operating budget. Included in the budget is a specific allocation of \$67,200 in proposed expenses to the 100-Year Anniversary. We have set conservative expectations around overtime expenses.

The capital budget projects \$387,000 in expenses including \$230,000 from Helpers Community with the balance coming from Board Reserves. Our loan from the Bank of Marin from the capital campaign is payable in April but the Bank has agreed to roll over whatever amount the Board decides on, which the Board will approve doing.

Madeline moved and the board approved all the 2017-18 Operating and Capital Budgets.

Audit

Madeline moved and the Board approved the 2016-17 audited financial statements and tax returns.

IT

Beatriz announced that Wifi will be installed in all primary locations this year, and we will have a new payroll system by mid-year.

Facilities Task Force

The Facilities Task force reviewed and discussed various options to address facility needs, including:

- 60 Circle
- Art Works Downtown
- Miller Creek
- Helpers Community grant
- GGRC Model Dementia home

Scenarios will be presented and discussed in further detail at the Board retreat.

The Art Barn at the TAC needs an earthquake retrofit that will cost approximately \$42,000. The Board approved moving forward with the project as soon as possible and using funds from Cedars Reserves as needed.

Governance Committee

Terry Ross has agreed to remain an emeritus position with the Board, Scott Price has agreed to remain on finance committee, Mary Gordon will work with Cedars as needed in the future.

Madeline Miller and Steve Shaw are up for re-election and Anna will email ballots to the Board prior to the Board Retreat. We do have several vacancies on the Board and it will be good fill them soon with individuals committed to helping Cedars fulfill its mission.

Anna Rosen and Chuck are working on re-writing Cedars ByLaws with the hope of approving a new set at the February Board meeting.

Cedars Family Association (CFA)

The CFA needs to increase day program family participation.

Program Committee

As of now the only Board Program Committee members are Julie McInerny and Cheryl White; Others are encouraged to consider joining this committee.

November 11, 2017 Board Reatreat at the Textile Art Center

A full agenda will be drafted by Staff and the Board Executive Committee. The meeting is expected to be from 9:30 – 4:00 in the dining room of the Textile Art Center.

Adjournment

The Board met with Chuck Greene in Executive Session. In Executive Session, the Board voted unanimously to extend an invitation to Jane Brown to join the Cedars Board.

There being no further business, the meeting was adjourned at 2:40PM Pacific Time.

The next board meeting (Retreat) is schedule for November 11th, 2017 from 9:30 AM-4PM.

James Peterson, Secretary
The Cedars of Marin Board of Trustees

