

**USITT Board of Directors Meeting**  
**Board Meeting No. 103**  
**Tuesday, March 1, 2022, 3:00 pm – 6:00 pm**  
**Hyatt Regency, Baltimore, Maryland**

**Present:**

**Board of Directors:** K. Allee-Foreman, A. Bellet, A. Bilkey, P. Brunner, A. Casey, K. Corbett Oates, D. Culhane, A. Duggan, D. Fitzgerald, C. Gillett, A. Glover, T. Hardin, T. Honesty, B. Huneycutt, J. Jacobs, R. Jaen, D. Krajec, N. Queenan, E. Rouse, C. Satter (via video), K. Scott, T. Shackelford, D. Sherrer, D. Stewart, J. Streeter, D. Taylor, Y. Williams, K. Williamson

**Board Fellows:** C. Garrity, A. Hernandez

**Excused:** D. Krajec, K. Rigdon

**Non-Voting Staff:** M. Blackmon, D. Grindle, F. Taylor

**Guests:** R. Dionne, J. Feivou, M. Hefter, E. Kazle

**I. CALL TO ORDER AND INTRODUCTION**

The Treasurer, Kim Scott, presided and called the Board of Directors meeting to order at 3:00 p.m. Asked for introductions of meeting attendees. Made announcements regarding conference receptions. Requested volunteers for conference center attendance. David Grindle circulated signup sheet. Asked Kasey Allee-Foreman to talk about opportunities to engage with members during conference

The President, Carolyn Satter, provided remarks and asked we acknowledge the native land on which the meeting was being held.

**II. CORRECTIONS AND APPROVAL OF MINUTES OF PREVIOUS MEETING**

**Motion:** Approve the Board meeting minutes dated January 19, 2022.

**Motion seconded.**

**Motion approved.**

**III. CONSENT AGENDA**

The Treasurer, Kim Scott, announced that there were no Consent Agenda items at this time

**IV. REPORTS**

**Operations**

**A. Director of Engagement, Mark Blackmon** - Report was given on current and previous membership demographics. Current Contributing memberships is the most we've ever had (55). Small business memberships have been lost due to the industry losing a lot of small businesses. Going forward, sustaining memberships will be critical. Growth in subscription member categories. As of 2/25, subscription revenue is at \$333K which is an increase, expecting an additional \$100K for the rest of the FY. We are looking at new ways to engage our members including increase in e-news frequency, social media interaction, use of new platforms. Derek Epstein has been working on our USITT Student Chapter Discord Server to increase engagement with

younger members, lighting designers, stage managers, projection technicians, Midwest regional section being most active. Working to target the staff responsibilities to maximize current resources – to engage with members where they are. Plan for next year to reimagine what the institute is, we will commit to re-examining all facets of membership, define and re-define role of Organizational members and their needs, define and communicate the value proposition of being a member at any level. Pandemic has revealed a stagnant membership value proposition. Save the Date – for St. Louis. Discussion pursued. Mark asked Annemarie Duggan to talk about the efforts in working with Organizational Members. Focus Group was held with Org. members; major take-away was no pathway for technicians into the workforce – how can USITT bridge that path. Sections have been impacted due to pandemic; we are supporting their efforts to restructure. Young professionals have fallen off – considering a bridge membership after graduate college. Discussion pursued.

- B. Director of Finance, Fran Taylor** - Discussed where we are trying to take the financial operations going forward to include growth, efficiency, and audit compliance. Main project has been FY 23 budget using zero based budget process to focus in on cost-savings. Will also look at capital spending especially in the area of PQ23. Looking at re-structure of budget accounts to align our process with requirements of budget stakeholders. Working with our audit committee to develop a more efficient process and bring fieldwork duties into the national office to reduce cost. Finance committee requested that we develop a new detailed restricted funds sources and uses report. Stated that USITT is behind on automation of processes; working with staff, our bankers, and others to automate financial processes and workflows, ensuring platforms are secure and align with our system of internal controls. Goal of 95% participation in automated payments. Discussion pursued. David Grindle mentioned work is ongoing across the organization for the FY23 budget.
- C. Backstage Exam, Dana Taylor** - Visit to Nashville went well. Finished pre and post test, set a cut score for the test with our SME's so ready to go forward. Formal rollout planned for the fall. Exciting to work on this being an outgrowth of eSet and finding an additional use of the work completed over the last 12-15 years with ESTA.
- D. Special Exhibits** - Executive Director, David Grindle, mentioned special exhibits work with Jim Streeter for longer lifespans of exhibits and capitalizing costs. Eight emerging creatives in the expo this year. David Tidwell, who teaches at NC A&T University, has an amazing collection of historical rendering on display in the expo hall. Connected David with Eileen our TD&T editor to use that collection for articles developed around designers and their styles of the renderings. Thanks to Beth Martell and folks at DLR and Towson and Shepard provided an exhibit that Shepard is permanently storing in Baltimore warehouses. The DLR group developed an exhibit around ADA standards as part of our commitments to inclusion. Sections, members, and other associations can use/rent this exhibit. Jim Streeter mentioned a stage manager paperwork history exhibit this year – also working with Publications on an exhibit of the designs of August Wilson
- E. Education and Training, David Grindle** -277 sessions and events – conference has been scaled down. 815 seats for hands on learning – over 1,000 people on waiting list. Tammy Honesty talked more on Education and planning for next year's conference. Formed three working groups for next year planning. The Thematic Working Group was charged with the thematic picture of Education and training programming in concert with our core values, mission and vision. Came up with four words: Thresholds – defining, crossing and advancing, which reflect our core values of inclusion, excellence and responsibility. Has shared this information with Commissions.

- F. Executive Director, David Grindle** - discussed work that has been done various staff and committees in developing the roles and responsibilities of the Director of Inclusion position. A job description has been drafted and shared. Plan is to fill the position in FY23. Another staff position has been included in the FY23 budget – an Administrative Assistant in the National office to be hired locally. Discussion pursued.

#### **Governance**

- G. VP of Commissions, Ashley Bellet** - Continuing conversations regarding the structure of leadership in Commissions to evaluate how they can better serve the membership at large and the functioning of the Institute. Conversations came up as a result of Bylaws discussion and difficulty in recruiting and maintaining leadership positions in Commissions. Reported on effectiveness of Commissions using eShow platform and navigating presenter funding packages. Discussion pursued.
- H. VP of Publications, Rafael Jaen** - Provided updates of upcoming conference activities. Provided updates on Backstage series. Thanked various Board members for their individual support and for helping to push Publications committee forward. Announced worked with Eileen for TD&T authors, including Portfolio edition. Reported that the committee is restructuring to be a representative Committee of the Corporation. Working on improvements to functionality of the automated awards rating system. Pubs Manual Companion (PMC) – committee formed to review and bring companion up to date with the bylaws. Reported our interns work on our mission and vision and values; developing a statement for the Pubs committee to be shared with Board when completed.
- I. USITT TSDCA** – Executive Director, David Grindle, brought action item back to the Board for movement. TSDCA and USITT have been working on these guidelines for a couple of years and they have been submitted to the membership of both organizations for review and changes have been made from that feedback. When they were submitted to the board at an earlier meeting concern were made about some diversity issues within the recommendations. We took those issues to heart and changes were made. I then worked with the EDI Committee of USITT to get it reviewed. They did so and offered some suggestions. The creators made those alterations, and we have a document that we feel is complete.

**Motion:** Approve the USITT/TSDCA Sound Documentation Recommend Practice as revised per Board Request.

**Motion seconded.**

**Amended Motion** – send document back to sound commission in kindness working with Dana and Kimberly, experts in the field, to help the sound commission move this forward for the incredible work they have done to ensure when we put USITT’s name on it we are clear from legal harm.

**Motion seconded.**

**Motion approved.**

- J. Sexual Harassment Working Group** – President, Carolyn Satter, asked Bryan Huneycutt to report on the sexual harassment working group report. The Sexual Harassment Working Group adapted the policies offered by the Societies Consortium for Sexual Harassment in STEMM to address USITT issues, needs and concerns.

This policy will require further operational work such as building links for filing and adjustments to other policies, if approved.

**Motion:** For the Board to approve the Policy on Ethics/Conduct and Harassment.

**Motion seconded.**

**Motion approved.**

**Awards and Resolutions Policy discussion – Jenn Jacobs** reported.

Ethics policy committee was formed earlier this year and has met several times. The policy is mostly written, using somewhat the template from the consortium similar to the sexual harassment policy. Working on the reinstatement section and will have it go through legal and should be before the Board soon; hope the policy will be in place before we move into the nominating season. Discussion pursued.

- K. Treasurer, Kim Scott** – good to see zero based budgets being implemented as discussed in Anaheim, clean out the muck that roll over each year and ensure best utilization of funds. Thanks to Kasey Allee-Foreman for working on restructuring accounts for a more detailed conference budget considering costs of vendors and exhibitors. Will present budget to board in May after conference financial actuals are in; special meeting in June to approve the budget. Finance committee felt good bringing forward to the Board taking the loan from Key Bank. Seeing where our investments have grown, it was the right decision rather than pulling our investments out of market; our intent is to repay the credit line within the next fiscal year.
- L. Secretary, Paul Brunner** – Nominations committee had meetings to talk about the schedule and how it changes in response to our new elections schedule. Will launch nominations at conference and start the process within two weeks. Committee will review nominees in early summer, release a prelim ballot in late summer and then open the ballot in January. Will review this schedule again on Thursday. Asked about the timing of the self-disclosure form of the ethics policy since it is necessary for this process. On the ballot for next year – President Elect, Secretary and Directors at Large.

**Treasurer, Kim Scott**, recommended that we look at the Action Item and then suspend the meeting and reconvene tomorrow at 9:00 am starting with the new business of the size of the Board discussion. President, Carolyn Satter, agreed with the recommendation.

**Motion:** The Bylaws Committee has asked the Board to approve the policies for Committees of the Board including Audit, Executive Director Review and Compensation, Finance and Governance as presented and policies for Committees of the Corporation including Bylaws and Nominations as presented to take effect July 1, 2022.

**Meeting suspended until 9:00 am Wednesday, March 2, 2022.**