

**USITT Board of Directors
Web Board Meeting No. 117
May 17, 2022
Liverpool, NY**

Present:

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

Board Fellows: S. Penland, B. Rangell

Excused: D. Fitzgerald, A. Glover, Y. Williams

Non-Voting Staff: L. Allers, D. Armelino, M. Blackmon, K. Greenfield, D. Grindle, J. Harris, L. Quimby, J. Shuron, F. Taylor, C. Troscher

Guests: M. Allar, L. Asbell-Swanger, T. Hausmann, M. Hefter, A. Hernandez, P. MacKay, A. Medlock, M. Mitchell, J. Montgomery

I. CALL TO ORDER AND INTRODUCTION

The President called the Board of Directors meeting to order at 3:00 p.m.

II. CORRECTIONS AND APPROVAL OF MINUTES OF PREVIOUS MEETING

Amendment: Meeting Minutes for March 2, 2022, page 2, under New Business, Entertainment and Engineering Program correct spelling from “particulate” to “participate”. Meeting Minutes for April 4, 2022, add Sarah Penland and Brian Rangell to being present for the meeting

Motion: Accept the Meeting Minutes as Amended.

Motion Seconded.

Motion Approved.

III. CONSENT AGENDA

Motion: The International Activities Committee moves that the Board approve awarding 2022 International Exhibition Travel Grants for Curtis Craig, Kelsey Vidic, and Rob Eastman-Mullins.

Motion Approved.

IV. REPORTS

Governance

A. President, Carolyn Satter –The Sexual Harassment Working Group: The Board approved Ethics Conduct, and Harassment Policy which has generated a disclosure statement. The statement is in place to protect USITT, that once signed, any issues that arise will give us legal action. It will be presented to all receiving awards and recognition, it will be attached to the nomination package, and all in leadership will be asked to sign. The policy also mentions the appointment of an Ethics Officer. Dana Taylor has been assigned as the first Ethics Officer of USITT.

David Grindle Leadership Fund – This campaign has been established to honor David Grindle and his 12 years of service to USITT. The goal is not a dollar amount but instead 350 participants. We are

asking that donations be made in increments of \$12 honoring David's 12 years. Carolyn has asked that there be 100% Board participation to donate to this fund. The campaign will end on June 12, 2022.

ED Search Committee – Carolyn informed the Board that the RFP has been sent to five recommended Search Firms and the firms have until May 23, 2022, to respond. The Search Committee will meet on June 3, 2022, to review and select a Search Firm. A job description and compensation package have been vetted by the Search Committee and will be presented to the Search Firm once chosen.

I.D.E.A.S. Director – The search for the new I.D.E.A.S. Director position will be placed on hold until the new Executive Director is in place so they will be part of the process.

Roberts Rules Alternative Committee – Bryan Huneycutt, Tony Hardin, and Ashley Bellet have been asked to work on the committee.

Entertainment and Engineering Program – Rich Dionne has been tasked with putting together a committee to start looking at what our options are report back to the Board.

Proposed Budget – The Board will be reviewing the proposed budget. Carolyn has informed the Board that USITT is not in the best shape financially due the pandemic we have been dealing with over the past two years. Carolyn has asked the Board to consider cancelling the in-person Board meeting in August. The cost of the Calgary Board Retreat as well as the covid testing required to travel will have a large impact on our budget. She has suggested a Zoom Board meeting instead. Carolyn asked that anyone who may be financially impacted or produce a hardship for anyone by moving this meeting to a Zoom format to email her directly. Carolyn will look at the Calgary situation again in one week, May 23, 2022, a decision will be made whether the August Board meeting will be in person or a Zoom format.

- B. Secretary, Paul Brunner** - As the Bylaws committee continues its charge to review various USITT policies, it was found that an additional clause should be added to our amended Bylaws to allow for Committee chair positions to be directly appointed by the Board. The work of a few committees have far reaching financial implications, such as Conference or International. In those cases, it is proper for the Board to exercise duty of care and directly appoint the Committee chair. The added language amends the Bylaws that are to take effect July 1, 2022.

Bylaws – as amended

Section 2. COMMITTEES OF THE CORPORATION. Committee membership will be selected from within current members of the Institute by an annual process. A committee member may serve no more than eight consecutive years and may be reappointed after a hiatus of one year. Each Committee may recommend its Chair, unless otherwise defined by policy, subject to the approval of the Board of Directors. The Chair shall serve a one-year term, subject to the earlier resignation or removal of such Chair by a two-thirds vote of the Board of Directors. Chair positions are renewable for a maximum of six consecutive years.

Motion: The Bylaws Committee asks that the Board approve the addition of language in Article VI, Section 2, on Committees of the Corporation, as listed below, to allow approved policies to define committee Chair appointments and maintain appropriate Board oversight.

Motion Approved.

International Activities, Development, and Programming Committees: The Bylaws committee is following through with its charge to review various USITT policies, and presents updated policies for International Activities, and new policies for Development and Programming.

Development formalizes and elevates efforts already underway to solicit major gifts, regular giving, assist in directing several annual giving opportunities, and assure compliance with donor restrictions and general accounting practices.

Programming provides a committee to support the National Office staff in planning and coordinating all educational programming offer by the Institute. This includes the evaluation of session and program proposals and reviewing the outcomes of programs offered throughout a given year.

International Activities (IA) updates the scope of the committee to align with current practice by maintaining USITT's involvement with OISTAT and other international organizations and associations. IA serves a supportive in the planning of USITT's participation in the Prague Quadrennial.

Motion: The Bylaws Committee asks the Board to approve the policies for the Development Committee, International Activities Committee, and the Programming Committee, to take effect July 1, 2022.

Amendment: Change the re-appointment terms for the Development Committee and International Activities Committee to initial 3-year term, followed by annual re-appointments so all the policies read the same.

Motion: To pull the Programming Committee Policy from the initial Motion to maintain further discussion.

Motion Seconded.
Motion Approved.

Motion: To approve the policies for the Development and International Activities Committees, to take effect July 1, 2022, with the friendly amendment.

Motion Approved.

- C. **Treasurer, Kim Scott** – Kim presented the Budget to the Board for review. She informed the Board that the deficit will increase due to the Executive Director's departure; the I.D.E.A.S. Director budget line will stay as the intention is to hire someone for that position once the new Executive Director is in place; travel for groups may be cut from the budget.

BACKstage Exam – The exam is ready to go live. The revenue projections are as follows: Exam is \$30 / student, \$35 / non-member. With our partnership with EdTA we estimate about \$126,000 for USITT

Non-Exclusive Marketing – USITT is working on a partnership with BMI and Spotrack to create promotional ads for educational licensing. Revenue generated from this project could be up to \$100,000 for USITT, 100 units at \$1,000 apiece.

Operations

- D. **Executive Director, David Grindle** – David informed the Board that individual member deferred credits from 2020 will need to be used by June 30, 2022, towards membership renewals, conference registrations, merchandise, or USITT events. If the credits are not used by the end of the fiscal year, they will be used as donations to the Institute.

AFTA – 11 Universities in West Africa will be receiving book donations from USITT. For those who would like to donate, books may be sent to the National Office in Liverpool.

St. Louis Site Visit – Conference Committee will be meeting in St. Louis May 18 – 20th for a preside visit.

Future Conference Sites – Contracts have been signed for our conference to be held in Seattle, WA in 2024; 2025 will be in Columbus, OH; 2026 is still open for a convention center; 2027 we will be returning to Baltimore, MD.

V. ITEMS FROM PREVIOUS MEETINGS – none presented.

VI. NEW BUSINESS – Honorary Resolution for Rafael Jaen was presented by Ashley Bellet.

VII. FINAL ANNOUNCEMENTS – Future Board Meeting Dates are as follows:

Thursday, June 9, 2022, 3:00 to 4:30 p.m. Eastern Time (ONLINE)

August Board Retreat - TBD

VIII. EXECUTIVE SESSION – Board went into Executive Session at 4:32 p.m.

IX. ADJOURNMENT – 5:00 p.m.