



Board of Trustees Meeting

J u n e 7 , 2 0 2 3 3 : 0 0 p m

G i l k e y R o o m a n d M i c r o s o f t T e a m s

Call-in information:

509-703-4414 Conference ID: 729 660 478#

Our mission is to engage our audiences in the appreciation of art, history, and culture of the Inland Northwest and beyond through collection stewardship, exhibitions, and programs that enrich and inspire.

Time	Agenda Item	Responsible	Page
3:00 pm	Call to Order, Establish Quorum	Peter Sanburn, President	
3:02 pm	ACTION: Approve Minutes 5.4.23	Peter Sanburn, President	2
3:05 pm	President's Report	Peter Sanburn, President	
3:10 pm	Open Comment Period	Peter Sanburn, President	
3:15 pm	Director's Report <ul style="list-style-type: none"> Recognition of outgoing Trustees and Staff CHC Update 	Wesley Jessup, Director	
3:25 pm	Finance Committee Report <ul style="list-style-type: none"> ACTION: Finance Resolutions: Check Signers Resolutions Money Market Account Resolution Variance Explanation April 2023 P&L Cash Flow Projections (separate attachment) 	Lukus Collins, Treasurer Francis Langston, CFO	3-5 6-8
3:35 pm	Governance Committee Report <ul style="list-style-type: none"> ACTION: Elect Proposed Slate of Officers President – Peter Sanburn Vice President – Janet Durnford Treasurer – Lukus Collins Secretary – Laurie Arnold ACTION: Elect Trustees for second term Lukus Collins, Greg Hesler, Laurie Arnold and Christy DeViveiros ACTION: Elect Peter Sanburn for additional term ACTION: Elect New Board Member Jason Brown 	Debra Schultz/Vicki Butler, Co-Chairs	
3:40 pm	Development Assessment Report	Creative Fundraising Advisors (CFA)	
4:35pm	If Needed May Adjourn to Executive Session	Peter Sanburn, President	
4:40 pm	End Executive Session Call Regular Meeting to Order; Take Action If Needed	Peter Sanburn, President	
4:45 pm	Adjourn	Peter Sanburn, President	
	Meeting Schedule & Board Roster and Terms		9-11

Northwest Museum of Arts and Culture
May 4, 2023 Board of Trustees Meeting Minutes

Trustees Present: Laurie Arnold, Lukus Collins, Michael Dunn, Janet Durnford, Steve Duvoisin, Greg Hesler, Matthew Henshaw, Peter Sanburn, Gayle Terry, Dr. Frank Velázquez

Staff Present: Melissa Allard, Carolyn Black, Anna Bresnahan, Betsy Godlewski, Wes Jessup, Francis Langston, Tisa Matheson, Kate Rau, Carol Summers, Kayla Tackett, Brooke Wagner, Renee Webber

Others Present: Michael Flannery, Katherine Holmes, Melville Holmes, AAG Brandon Stallings

Call to order: With a quorum present, Mr. Sanburn called the meeting to order at 3:01pm

Action: Approve minutes from March 1, 2023, meeting. Dr. Velázquez moved to approve, Mr. Duvoisin seconded, and the motion was carried unanimously.

Public comments: Mr. Holmes stated that Marmot Art Gallery is hosting a release party on Friday for Ric Gendron's new book, *Small Box of Ric*.

President's report: Mr. Sanburn reported that there are still several trustees who have not yet submitted pledge forms and asked them to return as soon as possible. The fiscal year ends on June 30, and pledges must be received by then for Fiscal year 2022-23. He expressed thanks to Bank of America for supporting the Wyeth exhibition, which opens May 12th.

Director's Report: Mr. Jessup reported that the donor trip to NYC was a success with participants and also raised an estimated \$10k. The legislature approved \$2.48 million of our capital requests, including those for a new sprinkler system, re-roofing the main building, and the café remodel. Operating asks for 2 positions (C.O.O and IT Manager) were approved, as were requests for funding for the American Indian Canoe Carving project and land acknowledgement design.

Finance Committee Report: Mr. Collins reported that despite attendance being below projections, our net income is ahead of budget, and we have a healthy bottom line. The first Minecraft exhibition payment has been made.

Action: Motion to approve the Trane Continuation of Service Agreement, to be extended through February 29, 2024.. Dr. Velázquez moved to approve, Mr. Collins seconded, and the motion was carried unanimously.

Action: Motion to approve renewal of the Intrinium IT services contract for term April 1, 2023 - March 31, 2024. Dr. Velázquez moved to approve, Mr. Duvoisin seconded, and the motion was carried unanimously.

Governance Committee: Mr. Jessup reported that the committee is recommending the same slate of officers, noted in the agenda, which will be voted on at the June meeting.

Museum staff presented on status and progress of various Goals in the 2022-2024 Strategic Plan.. The museum is working with the AICC to establish a set meeting schedule. We have a land acknowledgment, drafted by Tisa Matheson, Gina Peone, and John Matt. Our museum is recognized for its handling of AI intellectual property.

Action: Ms. Arnold made a motion to delegate signatory authority to Mr. Jessup for the exhibition contract for *Gateways: African American Art from the Key Collection*, which will take place in 2028. Mr. Collins seconded, and the motion was carried unanimously.

With no further business, Mr. Sanburn adjourned the meeting at 4:47pm.

Resolution for consideration by the Board of Trustees

Be it resolved that all checks from **Washington Trust Bank account number 1000761286**, are required to have signatures of two signers. Be it further resolved that a Trustee/Officer must sign any check with an amount greater than \$10,000.

Be it resolved, that the Board of Trustees appoint the following members and/or officers of the board (with the exception of the Treasurer) as signatories to **Washington Trust Bank account number 1000761286**.

Peter Sanburn
Janet Durnford
Laurie Arnold
Debra Schultz

Be it further resolved that the Board of Trustees appoint the following staff as signatories on **Washington Trust Bank account number 1000761286**.

Wesley Jessup, Executive Director
Katherine Staib, Education Director
John Richardson, Facilities Manager
Kayla Tackett, Exhibitions & Collections Director
Carol Summers, Marketing Director
Renee Webber, Chief Operating Officer

Rationale:

The Museum updates its check and financial instrument signing authorities to accommodate changes in personnel and officers of the Board. Our banks require a formal Board approved resolution and a copy of minutes. The number of signatories on checks and the restriction requiring a Trustee to sign checks over a particular amount are current policies that are ratified annually.

Peter Sanburn, President

Eastern Washington State Historical Society
Board of Trustees

Resolution for consideration by the Board of Trustees

Be it resolved that all checks from **Washington Trust Bank account number 1001873918**, are required to have signatures of two signers. Be it further resolved that a Trustee/Officer must sign any check with an amount greater than \$10,000.

Be it resolved, that the Board of Trustees appoint the following members and/or officers of the board (with the exception of the Treasurer) as signatories to **Washington Trust Bank account number 1001873918**.

Peter Sanburn
Janet Durnford
Laurie Arnold
Debra Schultz

Be it further resolved that the Board of Trustees appoint the following staff as signatories on **Washington Trust Bank account number 1001873918**.

Wesley Jessup, Executive Director
Katherine Staib, Education Director
John Richardson, Facilities Manager
Kayla Tackett, Exhibitions & Collections Director
Carol Summers, Marketing Director
Renee Webber, Chief Operating Officer

Rationale:

The Museum updates its check and financial instrument signing authorities to accommodate changes in personnel and officers of the Board. Our banks require a formal Board approved resolution and a copy of minutes. The number of signatories on checks and the restriction requiring a Trustee to sign checks over a particular amount are current policies that are ratified annually.

Peter Sanburn, President

Eastern Washington State Historical Society
Board of Trustees

Resolution for consideration by the Board of Trustees

Be it resolved that museum management is authorized to open a money market account at **Washington Trust Bank** at an initial annual interest rate of no less than 3% and is further authorized to transfer into the money market account an initial amount of no more than \$1,000,000 from its **Washington Trust Bank account number 1000461606**.

Be it resolved that if checks are written on the money market account, the checks are required to have signatures of two signers. Be it further resolved that a Trustee/Officer must sign any check with an amount greater than \$10,000.

Be it resolved that the Board of Trustees appoint the following members and/or officers of the board (with the exception of the Treasurer) as signatories to the **Washington Trust Bank money market account**.

Peter Sanburn
Janet Durnford
Laurie Arnold
Debra Schultz

Be it further resolved that the Board of Trustees appoint the following staff as signatories on the **Washington Trust Bank money market account**.

Wesley Jessup, Executive Director
Katherine Staib, Education Director
John Richardson, Facilities Manager
Kayla Tackett, Exhibitions & Collections Director
Carol Summers, Marketing Director
Renee Webber, Chief Operating Officer

Rationale:

Depositing funds in a money market account will allow the museum to earn interest on its restricted funds. Our bank requires a formal Board-approved resolution and a copy of minutes authorizing the opening of a new account.

Peter Sanburn, President

Eastern Washington State Historical Society
Board of Trustees

Explanation of Significant P&L Variances

For the Month Ending 4/30/2023

Appropriated Fund Section

Salaries/Wages/Benefits, FYTD Variance \$-20,930: Variance predominantly due to an unbudgeted accumulated benefits payout to a retiring employee.

Utilities and Communications, FYTD Variance \$140,349: Energy incentive from Avista for last year's HVAC Controls capital project that was credited against our utility expenses.

Purchased Services, FYTD Variance \$-54,362: Once we were able to join the state government network, the state started charging us a new fee Central Technology Service fee (\$-65,382) that we were not aware of and thus did not budget for. This omission will be corrected in the upcoming budget cycle.

Travel, FYTD Variance \$-13,859: This overage is offset by revenue for Santa Fe donor trip in the Local Fund Section.

Equipment, FYTD Variance \$25,198: Timing difference due to not ordering some items when originally planned, and a few delays caused by lingering supply chain issues.

Local Fund Section

Admissions, FYTD Variance \$-151,272: Admissions is coming in at around 70% of projections. This is consistent with other regional museums post-COVID. Also, memberships spiked during DreamWorks due to higher admission price. Some of this overage is countered in membership fees surplus.

Fundraising Events, FYTD Variance \$28,435: Received \$21,400 grant from the city for ArtFest, and starting to receive booth fees for ArtFest and ticket purchases for Gala.

Other Revenues, FYTD Variance \$80,782: Due to sales of memberships (\$80,585 surplus) due in part to higher admission prices during DreamWorks.

Grants & Contributions \$-144,552: Individual contributions (\$45,060) are deposited in our main bank account immediately, but restricted donations, which are deposited in a restricted bank account, are not recognized on the P&L until we pull them over to the main bank account. Our restricted account balance has been growing, but we've not yet needed to pull funds over. Therefore, we are showing a negative variance for grants and contributions (\$-188,978) because we've not pulled funds over to our main bank account according to budget projections.

Salaries/Wages/Benefits, FYTD Variance \$225,152: Planned hires were brought on later than planned or have not yet been hired, including new Director of Development, Director of Marketing, and IT Technician. Most of this constitutes permanent savings.

Purchased Goods & Services; FYTD Variance \$339,364: Timing differences include: Professional Services variance \$225,162 (predominantly exhibitions), supplies variance \$56,394 (Café \$23K, exhibitions \$40K), Exhibition/equipment rental expense variance **\$-24,177** (including an unbudgeted \$25,000 prepayment for a 2026 exhibition), other contractual services \$54,542 (exhibitions \$124K), and other goods and services expenses \$31,667 (marketing invoices not yet received). While this is presently being considered a timing difference, the closer we get to the end of the fiscal year, the more likely these differences are to becoming permanent savings.

Travel, FYTD Variance \$41,099: Now that we've switched almost all full-time employees to state funding, most travel is happening among state-funded rather than locally funded employees. This also contains revenue from the Santa Fe trip.

Equipment & Furnishings, FYTD Variance **\$-49,700:** unbudgeted art acquisition (**\$13K**), computer upgrades; furniture & AV equipment for exhibitions.

Eastern Washington State Historical Society

Income Statement
For the month ending 04/30/2023

Appropriated Funds Summary							
Revenue	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance	Full Year Budget*
Total Revenue	0	0	0	0	0	0	0
Operating Expenses	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance	Full Year Budget
Salary/Wages/Benefits:	235,232	225,887	(9,345)	2,242,233	2,221,303	(20,930)	2,668,127
Utilities & Communications:	18,014	19,335	1,321	58,091	198,440	140,349	237,110
Insurance	177	270	93	123,612	125,159	1,547	125,699
Purchased Services	102,102	92,795	(9,307)	905,578	851,216	(54,362)	1,062,434
Travel	1,062	1,210	148	28,839	14,980	(13,859)	20,330
JA, JB, JC Equipment	13,752	10,450	(3,302)	35,602	60,800	25,198	65,400
Total Operating Expenses	370,338	349,947	(20,391)	3,393,956	3,471,898	77,942	4,179,100
Net Income	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance	Full Year Budget
TOTAL Net Income, Appropriations	(370,338)	(349,947)	(20,391)	(3,393,956)	(3,471,898)	77,942	(4,179,100)

Local Fund Summary							
Revenue	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance	Full Year Budget
04/20/000020 Admissions	22,543	24,357	(1,814)	308,148	459,420	(151,272)	502,694
04/20/000021 Fundraising Events	12,079	0	12,079	33,495	5,060	28,435	3,000
Other Revenues	45,772	38,002	7,770	482,414	401,632	80,782	528,335
Contributions & Grants Received in the Museum	91,226	187,960	(96,734)	971,140	1,115,692	(144,552)	1,501,652
Total Revenue	171,619	250,319	(78,700)	1,795,197	1,981,804	(186,607)	2,535,681
Operating Expenses	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance	Full Year Budget
Salary/Wages/Benefits:	52,842	71,162	18,320	444,320	669,472	225,152	810,406
Communications & Utilities	3,076	1,250	(1,826)	14,281	19,600	5,319	23,350
Purchased Goods and Services	38,909	106,144	67,235	1,075,909	1,415,273	339,364	1,626,981
Travel	2,402	1,510	(892)	12,075	53,174	41,099	57,669
Equipment & Furnishings (JA/JB/JC/JM)	22,662	0	(22,662)	50,200	500	(49,700)	4,500
Total Expenses	119,892	180,066	60,174	1,596,785	2,158,019	561,234	2,522,905
Net Income	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance	Full Year Budget
TOTAL Net Income, Local Funds	51,728	70,253	(18,525)	198,411	(176,215)	374,626	12,776

* As adjusted by supplemental budget

For the Board's Information:	Current Mo. Actual (New)	Current Mo. Planned	Variance	Balance Available
Contributions & Grants Restricted Acct	33,149	125,000	(91,851)	1,590,309
Endowment Distributions - Foundation - Restricted*	14,798	28,460	(13,662)	116,895
Endowment Distributions - Foundation - Unrestricted*	0	19,500	(19,500)	369,287
* These funds have not yet been recognized by the Museum, and thus do not show up on financial reports generated by the State financial system.				

MAC Board of Trustees 2023 Meeting Schedule

January 4, 2023	3:00-5:00	Gilkey Community room
February 1, 2023	3:00-5:00	Gilkey Community room
March 1, 2023	3:00-5:00	Gilkey Community room
No meeting for April		
May 3, 2023	3:00-5:00	Archives Library
June 7, 2023	3:00-5:00	Gilkey Community room
July 12, 2023	3:00-5:00	Gilkey Community room
(moved due to 4 th of July holiday)		
No meeting in August		
September 6, 2023	3:00-5:00	Gilkey Community room
October 4, 2023	3:00-5:00	Gilkey Community room
November 1, 2023	3:00-5:00	Gilkey Community room
No meeting in December		

Name	Date Elected	Position	Affiliation/Notes
<u>TERM EXPIRING JUNE 30, 2023</u>			
1 Sanburn, Peter (2nd)	06/01/2016	President	Retired Business Executive
2 Butler, Victoria (2nd)	03/01/2017		Writer and Editor
3 Collins, Lukus (1 st)	03/04/2020	Treasurer	Treasurer & Balance Sheet Strategist, STCU
4 Hesler, Greg (1 st)	05/06/2020		Vice President, General Counsel and Chief Compliance Officer for Avista Corporation
5 Arnold, Laurie (1 st)	05/06/2020	Secretary	Director, Native American Studies, Associate Professor of History, Gonzaga University
6 Christy deViveiros (1 st)	07/01/2020		Campbell House Committee Chair
<u>TERM EXPIRING JUNE 30, 2024</u>			
7 Schultz, Debra (2nd)	02/01/2017		Retired Business person/Retired educator
8 Durnford, Janet (2nd)	07/18/2018	Vice President	Senior Strategist, Oracle
9 Henshaw, Matthew (2nd)	06/20/2018		Director of Curriculum and Instruction, Spokane Public Schools
10 Velázquez, Frank (2nd)	09/26/2018		Spokane Regional Health Director
11 Louie, Jeanie (1 st)	09/01/2021		American Indian Cultural Council
<u>TERM EXPIRING JUNE 30, 2025</u>			
12 Terry, Gayle (1 st)	03/04/2022		Broker/Realtor, Windermere Manito
13 Dunn, Michael (1 st)	06/01/2022		Retired Educator
<u>TERM EXPIRING JUNE 30, 2026</u>			
14 Duvoisin, Steve (1 st)	02/01/2023		Duvoisin Group CEO
<u>Ex-Officio / Staff</u>			
Flannery, Michael			President, MAC Foundation Board of Trustees
Allard, Melissa			Executive Assistant, HR & IT Liaison
Godlewski, Betsy			Director of Development
Jessup, Wesley			Executive Director, EWSHS
Langston, Francis			Chief Financial Officer
Staib, Katie			Director of Education
Summers, Carol			Director of Marketing
Tackett, Kayla			Director of Exhibitions and Collections
Webber, Renee			Chief Operating Officer

EWSHS Trustee Contact List

Trustee	Work	Home	Mobile	Email
Laurie Arnold - Secretary			(773) 895-9438	hilaurie@yahoo.com
Victoria Butler		(202) 543-9216	(202) 731-9274	vabtmc@aol.com
Lukus Collins - Treasurer	(509) 344 2395		(405) 371 2574	lukusc@stcu.org
Christy deViveiros			(509) 879-9553	dalenchristy@gmail.com
Janet Durnford - Vice President			(509) 954-8077	janet.durnford@oracle.com
Michael Dunn			(509) 701 1742	mdunn3410@wsu.edu
Matthew Henshaw	(509) 354-4632		(425) 223 2418	matthewh@spokaneschools.org
Greg Hesler	(509) 495-2208		(509) 570-2629	greg.hesler@avistacorp.com
Jeanie Louie	(208) 686-2085		(208)-568-1121	jlouie@cdatribe-nsn.gov
Gayle Terry	(509) 747-1051		(509) 389-2069	gayle@gayleterry.com
Peter Sanburn - President		(509) 838-2231	(509) 389-0504	psanburn@hotmail.com
Debra Schultz			(509) 995-7611	debram2106@gmail.com
Frank Velazquez			(509) 850-5357	fvelazquez@srhd.org
Steve Duvoisin			(509) 951 0544	steve@duvoisin.com
Ex-Officio				
Donna Weaver, MAC Foundation Chair			(509) 990-3400	dlw@weavermail.net
Annette Pierre, AICC			(509) 768-3839	akpierre@kalispeltribe.com
Ex-Officio Staff:				
Melissa Allard			(509) 951-4528	melissa.allard@northwestmuseum.org
Betsy Godlewski	(509) 363-5304	(509) 838-6832	(509) 939-6942	betsy.godlewski@northwestmuseum.org
Wesley Jessup	(509) 363-5308		(970) 820-9731	wesley.jessup@northwestmuseum.org
Francis Langston	(509) 363-5326	(509) 315-4855		francis.langston@northwestmuseum.org
Katie Staib	(509) 363-5349		(206) 854-7765	katie.staib@northwestmuseum.org
Carol Summers	(509) 363-5325		(509) 747-6218	carol.summers@northwestmuseum.org
Renee Webber	(509) 363-5324			renee.webber@northwestmuseum.org
Kayla Tackett	(509) 363-5338		(812) 272-7471	kayla.tackett@northwestmuseum.org