

WAMO Board Minutes – Feb 14, 2009  
1:30 pm Historic YWCA conference room

Present:

Officers:

Marvin Shaver, President; Dwight Metzger, Treasurer; Dirk Arnold, Secretary

Board Members: David Aguirre, Judy Dare, Donovan Durband, Lucy Mitchell, Ned Schaper, Brenda Todaro, Natasha Winnik.

Other:

Charles Alexander, Charlie Spillar, Robert Redding, Pam Sutherland, Attorney

Board Members Absent:

Daniela Diamente, Vice President; Susan Gamble

Approved minutes from 02-07-09.

Ned moves to accept, Dwight seconds. Passes Unanimously.

**Call to Audience:**

Pam Sutherland addressed the board regarding board responsibilities and conduct. Distributed copies of non-profit governance guidelines, Arizona statutes regarding conflict of interest, and a letter of her recommendations regarding board ethics issues. She then resigned as WAMO's attorney citing her concerns with WAMO's lack of progress in getting these issues in order, concerns about the 501(c)(3) filings.

Charles Alexander clarified the context of the 2007 letter cited as prior evidence of WAMO's commitment to owning real estate: WAMO had learned that the city might be coming into possession of the ADOT properties and WAMO wanted to affirm its position should that come to pass. His concern is that ownership by multiple artists and organizations was and is still of interest and that the letter not be construed as declaring a long-term intention on WAMO's part to acquire all of the ADOT properties itself. Also expressed concern about the upcoming agenda item regarding revisions to the mission statement that was crafted over several months through a public process.

Dwight expressed concern that the 501(c)(3) filings were being perceived as negligent or malicious. The filings and follow-up letter occurred before Pam was hired and were the responsibility of Eric. Nothing in the filings or follow-up letter said anything about not managing property. Don expressed a desire to see the filings. Others concurred.

***Action item - Marvin: locate the filings and make them available for board review.***

**President's Report:**

Good news: the release of the \$65,000 has been approved by the City Council to bring WAMO's board up to professional standards. We don't know when the funds will be in hand.

Bad news is that the board at present seems to be deeply fractured at a time when we need to mature as an organization and are likely to be targets for criticism from outside sources. We have an opportunity that we must be able to take advantage of while it is available. The WAMO board has historically not acted in a timely fashion, and we have outstanding issues with regard to our 501(c)(3) status and fiscal sponsorship that remain unaddressed.

We need to move forward more efficiently or we risk losing the entire District. We just lost our attorney who has worked many hours for us than she billed. Our goal is to take care of our floating issues and in order to do so we must start acting based on majority rule rather than trying to reach consensus on every issue.

Natasha stated that recent e-mails and other communications have had a hostile tone and we need to work together and not be hateful.

Brenda said that she perceived no negative tone in communications and hopes that we can continue the conversation with Pam even though she has resigned... she is a valuable resource.

Charles Alexander expressed concerned for board liability and recommended board insurance.

Dwight pointed out that WAMO has always been run by majority rule rather than consensus and expressed concern that decisions are sometimes made without board consultation, such as canceling the retreat and unexpected agenda items. He has been calling for WAMO to have more open discussions.

Don says WAMO needs a new lawyer ASAP. We will be unlikely to find someone who was willing to put in as much time as Pam did. Lucy suggested that Tom Partridge might be interested.

***Action Item: Lucy to inquire about Tom Partridge's interest.***

Robert Redding inquired whether WAMO's selected Fiscal Sponsor would be able to offer legal help, but they mainly deal with finances and paperwork

Charles Alexander said he has been matched up with a lawyer for the TPAC art space workshop and there may be more info that will come out of that workshop.

Don suggests putting inquiring whether Pam might come back on next week's agenda.

***Action item: put inquiring whether Pam might come back on next week's agenda***

**Reaffirm WAMO directive to pursue ownership of properties.**

WAMO's ownership of properties does not preclude individual ownership but WAMO may

need to own the properties initially in order to establish the kinds of controls the District needs. Management contracts can be terminated... Ownership gives WAMO more power.

Dwight says it would be ironic for WAMO to work against a like-minded non-profit that is working to provide affordable art space that wants to own property in the district, be it Gloop Factory, Solar Culture, MOCA or anyone else. Such an organization would be taking on some of the burden. WAMO should work with other organizations toward this common goal.

Charles Alexander points out that there is the potential for the public to perceive a conflict of interest with anyone on the board who even might one day consider owning a property in the District.

Robert Redding points out that in order to establish CC&Rs or deed restrictions WAMO would need to acquire all the affected properties then sell them to interested parties.

Natasha says a land trust would also accomplish this by setting up restrictions through ownership of the land and allowing individual ownership of buildings. The City has expressed an interest in this model.

This is a broader general statement of intent that would not exclude any of these options.

Brenda moves that WAMO will pursue property ownership. Ned and Don second the motion simultaneously. A brief discussion of an amendment that states that WAMO doesn't necessarily intend to acquire \*all\* property in the district fails to create superior language, but board generally agrees that the motion is not intended to exclude others from owning property. Passes unanimously.

### **Approve revised mission statement**

Don moves to incorporate ownership of property into the mission statement. David seconds. A revised mission statement is distributed to the Board, and the mission statement is read aloud in its entirety with the proposed addition. Concerns are expressed about making changes to an inherently important document with little notice or discussion. Wording is discussed, and it is generally agreed that the vote is on the wording proposed in the printed document. (Don has left the meeting so the motion cannot be amended. Eight voting members are now present.) Motion does not pass: 3 in favor, 3 opposed, 2 abstentions.

Ned moves to substitute "including ownership and development of properties" for the proposed phrase. Brenda Seconds. Motion passes: 4 in favor, 2 opposed, 2 abstentions.

*Action Item - communications committee: Revise mission statement on web site and other documents where it appears.*

**Requirement for board members to sign conflict of interest policy**

David moves that all WAMO board members are to sign a conflict of interest policy. Brenda seconds. Dwight proposes an amendment to extend the requirement to committee members and contractors. David disapproves amendment and recommends placing it on the next agenda.

Motion passes 6 in favor, 0 opposed, 2 abstentions.

### **Approve Conflict of Interest Policy and Sign**

Dwight moves to distribute the Governance Committee's proposed conflict of interest policy to the board for review and discussion at next meeting. Lucy seconds. Marvin suggests amending to include Pam's proposed policy previously distributed policy. Dwight accepts amendment.

While the plain language of the committee's version is desirable, Pam's policy provides more guidance in determining whether a conflict indeed exists and how to address it.

Motion fails: 4 in favor, 4 opposed.

(Dwight departs. 7 voting members present.)

David moves to accept Pam's conflict of interest policy. Ned seconds.

Motion passes: 6 in favor, 1 opposed.

***Action item: Send out Conflict of interest policy for board members to sign. Place extension of conflict of interest to committee members and contractors on next agenda.***

Board considers adjournment but agrees to remain. Brief break.

### **Committee Reports**

Governance: proposed executive director job description presented and discussed. Revisions suggested. Ned moves to approve the job description with revisions. Judy seconds. Passes unanimously. Job will be posted after funding is in hand.

Property Committee: working on draft pro-formas for each building. Feb 22 potluck get-together still in the works 5-7pm at Solar Culture.

Business Plan: no progress. Dirk points out that a business plan is the one thing required of WAMO in the PDA but it is the one thing we haven't been working on.

***Action item: re-boot business planning effort***

Communications: Web site is up, working toward producing short videos for site.

**Reports from non-profit inquiries:**

David - International Sonoran Desert Institute (ISDA) Tracy Taft, Director. Interested in fiscal sponsorship of WAMO, fees negotiable. David will talk with Jim Wilcox on Sunday. Some concern with their Ajo location being an obstacle.

Marvin - Community Foundation: Pam spoke with Steve Alley yesterday but don't know what came from that. 5-10% fee for fiscal sponsorship. Provides financial management and board development. Local and well-respected.

Brenda - Trust for Public Lands: Main focus is nature preserves and urban parks, but they have a heritage conservation component to preserve buildings and landscapes. Collaborate with local heritage-minded organizations. Not highly likely candidate for fiscal sponsorship, but Brenda will follow up to confirm this.

***Action items - David, Marvin, Brenda: Follow up on the above.***

Marvin expresses a desire to get the fiscal sponsor selected as soon as possible, next week if possible. Lucy and Dirk expressed a desire for some kind of presentation from potential sponsors before voting if possible.

Brenda mentions that the Community Foundation is committed to art. They have a position that "art is a basic need and feeds the soul." Marvin notes that this comes from the #2 concern on a donor survey.

Proposed agenda items for Feb 21:

Approve minutes

Call to Audience

President's Report

Remaining non-profit inquiry reports:

- LISC - Natasha

- ArtSpace - Charles/Cynthia

- National Land Trust - Dwight

Fiscal Sponsorship

Attorney (added by secretary while writing minutes due to Don's request above)

Extend conflict of interest policy to committees and contractors

Committee reports (Governance committee intends to present proposed by-law revisions they have been working on for some time)

Board retreat

Discuss possible board expansion

Set next agenda