

WAMO Board Minutes – Feb 21, 2009
10:30 am Historic YWCA conference room

Present:

Officers:

Marvin Shaver, President; Daniela Diamente, Vice President; Dwight Metzger, Treasurer; Dirk Arnold, Secretary

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

Other:

Charles Alexander, Robert Redding

Board Members Absent:

Natasha Winnik

Approved minutes from 02-07-09.

Ned moves to accept, Susan seconds. Passes Unanimously.

Call to Audience:

Discussed the idea of having two calls to the audience, one early and one late in the meeting. Gives audience opportunity to speak to actions that may be taken, and to respond to actions afterward. Discussed need to limit individual (3 minutes seemed to be the consensus) and total time allocated. Total can be determined at time of meeting.

Don moves to have two calls to the audience as described above, Susan seconds. Susan clarifies that call to the audience is not “discussion” time as time is limited, but board can respond to simple queries if appropriate. Passes with one abstention.

Agreed that board will have an opportunity to make announcements (again, not open off-agenda discussions) at the end of the president’s report in future agendas. New agenda items, on the other hand, are to be proposed during agenda planning at the end of the meeting.

President’s Report:

This week’s land swap status: Property to be exchanged has been devalued to \$550,000 which would used to acquire the former MOCA Museum (now Skrappy’s) and the attached (Toole Shed) studios for MOCA. DTDC would have rights to develop low-income housing on the parking lot to the west (which would be owned by the city, at least initially.)

Steinfeld and Citizen’s would be acquired as part of the Downtown Links land acquisition and mitigation, owned by the city with management rights offered to WAMO.

In this scenario one can assume that all other ADOT properties would go to auction.

The foregoing has yet to be discussed by Mayor & Council, whose approval would be required.

The \$65,000 has not yet been released. The impression is that the city is awaiting WAMO's selection of a fiscal sponsor in lieu of 501(c)(3) status.

Non Profit Reports (continued from last week)

Dwight: National Land Trust is not applicable to our current need for a fiscal agent, but suggests that WAMO would do well to adopt some of its stated principles. Brenda agrees. Robert Redding points out that establishing a land trust can be a 10-year process and there are other mechanisms such as CC&Rs that can accomplish similar ends.

Marvin: Community Foundation for Southern Arizona offers advantages such as reputation, expertise, and credibility but would take a significant amount of control. Property division would set up a board on which WAMO has representation, but not necessarily control. There's no reason not to continue pursuing Community Foundation grants. Grants and fiscal agency are different issues entirely.

Action Item: Brenda to work on the online grant application for WAMO and present it to the board at the next meeting for approval before submitting it to CFSAz.

David: Business Development Finance Corporation (BDFC) has not responded to his inquiries, but they are a financing source, not a potential fiscal agent.

International Sonoran Desert Alliance (ISDA) is interested in being WAMO's fiscal agent. WAMO would retain control of the \$65K. ISDA would set up a separate WAMO account against which WAMO would submit bills, and be paid within two weeks. Fee would be 5-10% to be negotiated. Fee covers CPA and tax filing expenses. ArtSpace recommends Tracy as the go-to person for arts-related development in this area.

Don inquires whether TPAC might be our fiscal agent, as it might be a bit cleaner than ISDA should ISDA become involved in development in the District in the future.

David moves that WAMO use ISDA as fiscal sponsor, pending board approval of the final terms to be developed along the lines of: WAMO would retain control of the \$65K. ISDA would set up a separate WAMO account against which WAMO would submit bills, and be paid within two weeks. Fee would be 5-10% to be negotiated. Fee covers CPA and tax filing expenses. Agreement to be presented to the WAMO board for approval or disapproval. Ned seconds. Daniela departs. (10 voting members remain.) Discussion clarifies that nothing in this motion precludes WAMO from pursuing other fiscal agents... David will follow up with TPAC along the same lines. Passes unanimously.

Discuss Extending Conflict of Interest Policy to Committees and Contractors

Board is the final arbiter. Committee actions must be approved by the board. Committees should

be exempt from the policy to ensure broad input. Similarly, the Advisory Board was created specifically to seek expertise from experts whose presence on the voting board might be problematic. C of I policy spells out specific provisions for dealing with board members but not committee members, but some kind of disclosure for committee members may be desirable.

David moves to require committee members to sign a disclosure statement to be finalized at the next Board meeting. Don seconds. Dwight suggests an amendment to include contractors which is rejected. Motion passes eight in favor, two opposed.

Dwight moves to require contractors and advisory board to sign a disclosure statement to be finalized at the next Board meeting. Lucy seconds. Upon suggestion, Dwight revises the motion to include only Advisory Board members. Lucy seconds. Motion fails three in favor, six opposed, one abstention.

Dwight moves to require contractors and employees to sign a disclosure statement to be finalized at the next Board meeting. Lucy seconds. David doesn't see the immediate need or know the implications, so is against. Ned wonders what the potential drawbacks might be. Passes seven in favor, two opposed, one abstention.

Lawyer

Ann Graham was recommended as a replacement for Pam for whom she was a replacement. Marvin has spoken with her and she is interested in working with us. Reduced rate would probably be \$125/hr.

Dwight has further info from Eric Ryberg regarding how to handle our 501(c)(3) filing; either pull or revise it, which he will get us in writing. We also need to formalize the end of our contract with Eric.

Discussed having a specific scope of work with our next attorney.

Dwight moves to hire Ann Graham to review our non-profit filings and resolve our non-profit status. Don seconds. Passes unanimously.

Susan moves to pursue hiring Ann Graham and meet with her to discuss scope of work and fees. Brenda suggests amending to do the same with other possible attorneys, Susan accepts amendment. Dwight seconds. Passes unanimously.

Committee Reports

Finance: Dwight proposes that the budget and a spending protocol/procurement policy be placed on the agenda. Dwight departs. (Nine voting members remain.)

Action Item: Don has an Accounting Policies and Procedures template he will send to the board via e-mail.

Governance: Didn't meet. Still have by-laws in progress.

Property: Warehouse Arts Forum, now scheduled for March 8, to inform and get ideas from current and former District tenants. Goals: 1) Catch tenants up on what's been going on 2) Gather tenant ideas, hopes, dreams 3) Reconnect WAMO to its constituency.

The stack of reproduced flyers gave the impression that the committee was moving ahead without board approval. Meeting date and flyer content were not approved before flyer production. Brenda said that previous open houses have been to share WAMO's activities and get feedback, but the current situation is in flux and we don't have any answers. Charles reiterated that people need to know what's going on and WAMO needs to know tenant concerns. Ned says we run the risk of looking unfocused. Question about where the flyer had been distributed; Charles said only to the committee and some board members so far via e-mail.

David complimented the drawings of the studios on the flyer, but said that tenants of the Citizen's Art Studios might not feel properly represented as their building looks like "the BICAS Building." Made a motion that distribution of the flyer be halted and the art be revised to reflect the "Citizen's Art Studios" label. Passed unanimously.

David moves that we postpone any public forum until we have more information to present. Brenda seconds. Passes unanimously.

Charles expresses his concern that WAMO is not listening to the tenants. Susan points out that WAMO meetings are open to the public and publicized. (Charles asks whether e-mail meeting announcements are going out. Dirk says last blast was in January, then the web site went live with meeting info. See action item below.) The WAMO board is showing up and taking a leadership role to move things forward. It is unlikely that the tenants don't know that WAMO exists, and if they want to participate they are welcome to do so.

Action item: E-mail blast a reminder that meeting dates and committee volunteer opportunities are posted on www.wamotucson.org.

Possible Board Expansion

Our board could use real estate and business expertise. Marvin asked that we think of possible nominees so we can discuss expanding the board with expertise we don't have.

Adjourn 12:50 pm