**ACW Board Meeting**

**Saturday, January 6, 2018**

In Attendance:

Barbara Bridges, Director

Joan Vaughn

Shira Richter

Craig Harris

Lynn Olson

Patricia Rogers

Grace Bianchi

Kristi Hemmer

* Joan called the meeting to order.
* Barbara introduced all Board Members
* Barbara read the ACW Mission Statement.  A discussion was held concerning making a change from just "science," to "natural and social sciences" in the Mission Statement. Pat moved that
* the change be made; Craig seconded the motion. The change was agreed to with one dissent.
**The mission of ACW is to build a supportive community of voices who aspire to encourage change through positive knowledge, collaboration, and sometimes humor. We seek artists, scientists, educators, change makers and all supporters to meet at the intersection of art and natural and social sciences.**
* Joan asked for a discussion of the purpose of a Policy Board to guide the organization.
The ACW Board voted to adopt a Policy Board model. The board gives a high level of trust and confidence over to the CEO. The board has regular meetings with the CEO to get updates on the organization’s activities. Under this model, there are few standing committees. Board members should have a demonstrated commitment to the organization and be willing to grow in the knowledge and abilities regarding the organization.
* It was decided that Board Meetings would be held quarterly.
* Barbara led a discussion of Board Member terms and received the agreement of Board Members that their terms are as designated under the Consent Action in the Articles of Incorporation for Art to Change the World, Inc. Said terms were confirmed. Barbara made "crystal clear" her expectations of Board Members and established her guidelines for participation.
* Joan asked for a review of the documents in the Bylaws and requested that the Board Members sign the Code of Conduct. Signatures were given and the papers turned over to Barbara who filed them in the official ACW hard copy binder. Joan requested any signatures still needed would be gathered by Barbara.
* Barbara reviewed the task list and turned over the discussion to Craig, who then spoke of his experience with arts organizations and some good practices. Barbara added that she expects everyone to play nice with others and to contribute to the group. Craig suggested the separation of operational and programmatic funding that is to come from the 15% extracted from every grant to support the organization.
* Kristi discussed Charity Navigator and other tools from which we can all learn.
* Barbara discussed networking and member expectations, including contributions of time, talent and treasure. Barbara requested timely responses to all emails and correspondence. Pat moved to accept the Member Expectations as written; the motion was seconded by Kristi and passed unanimously.
* Joan next requested a discussion on the Articles of Incorporation. Barbara expressed appreciation to Kristi for proofing all of the preliminary work. Craig moved to accept the edited Articles of Incorporation, seconded by Grace and passed unanimously. Grace moved to accept the Bylaws, seconded by Craig and passed unanimously. Joan requested that the First Written Action be taken by consent, which passed unanimously.
* Nominations were taken for ACW officers . Joan Vaughn was nominated by Craig to serve as President, and seconded by Pat. The vote was unanimous in favor. Grace was nominated to serve as Secretary and voted in unanimously. As Treasurer, Barbara will serve from the Board and an independent Accountant will compile appropriate reports to the Board as requested. The Treasurer has guidance to spend up to $4000 per incident or event without authorization from the Board.
* Barbara announced that DocuSign will be in place for signatures whenever [necessary.in](http://necessary.in) the future.
* Barbara presented the Fiscal Report prepared by the accountant as presented in the ACW handbook.
* Joan held a discussion of fiduciary responsibility. Joan placed on the Board's To Do List the research for Board Officer Insurance.
* A lengthy discussion was held concerning the selection of venue options for the first ACW event in October 2018. The choices have been narrowed to North Hennepin Community College and Squirrel Haus. The Board members who had visited the two sites then reported on their findings.  Craig presented an overview and a detailed discussion was held. It was decided that the discussion should include feedback from the Artists involved in the event, meeting immediately following the Board Meeting, and the final vote would be taken at that time. The discussion was closed until then.
* Barbara engaged the Board Members with a presentation of the Energy Stick object, which was created by Steve Spangla and can be purchased at Staples.
* It was decided that the next ACW Board Meeting will be at 10:00 am on April 21, 2018.
* Barbara announced that a potluck buffet was being served outside the Board Room and many of the ACW Artist Members would be joining the Board Members for a meet-and-greet gathering following the potluck.
* The Acw Board Meeting was adjourned by Joan at 4:46.

**Minutes submitted January 28, 2018, by Madelynne Engle, temporary secretary for first Board Meeting. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_--------------------------------------------------------------------------------------------------------------------**