

Ox-Bow Board Meeting
Monday, December 5, 2017
3:00PM CST, 4PM EST
Summit Executive, Chicago

Board Members present or on the phone: Meier, Holmes, Geerts, Balas, Tenny, Krupp, Walker, Wanner, Lemanski, Petersen, Cunningham, Silberman, Ross, Rainville
Staff present or on the phone: Parker, Shearer, Andrews, Fisher, Peterson, Eberstein, Giles, Guerra

I. Welcome and Consent Agenda

Meeting started at 3:00PM CST. **Geerts** thanked **Silberman** for hosting the meeting. **Geerts** agreed to extend his tenure as President for his seventh year. This quarter's consent agenda included the following items: September minutes, the Program report, the Development report, and the Stewardship report. No items were removed for further discussion. The motion to approve was passed unanimously. **Geerts** encouraged everyone to attend the Fall Benefit next year. Peterson reported on the 2017 event which was held indoors. 100 people attended and the event was profitable. Included was a screenprint workshop. **Lemanski** noted that the event introduced new people to Ox-Bow. **Silberman** added that the concept of art-making is an attractive one for the general public and is a great marketing tool.

II. Amendment to By-Laws

As there was a majority of Board Directors at this meeting, **Geerts** introduced a motion to approve an amendment to the By-Laws to be added to Article III, Section 2, Classification and Election of Directors: **Also, any Board Member may recommend an extension of this period for any other Board Member when they believe the loss of that Board Member's skills would adversely affect Ox-Bow. Their recommendation will first go to the Executive Committee for approval, then to the Governance Committee for approval and if approved by both, the recommendation will then be presented to the full Board of Directors. The President's recommendation to extend a Board Member's term continues to go directly to the Board of Directors. The motion was approved unanimously and the amendment will be added to the By-Laws.**

III. Development Director Search

Andrews reported on the ongoing search for a Development Director, noting that Ox-Bow has had difficulty retaining staff in this position. He envisions a team-based approach for future development activities. He added that he is in conversation with a consultant recommended by **Silberman** to help us in our search. Interviews for the position will start tomorrow. A discussion followed regarding the location of the position in Chicago or Michigan, what the goals of

this position are, the process for filling the position. **Rainville** noted that most of these issues are the purview of the Executive Director rather than the Board as it is a staffing issue. He added that there are many positions open in other companies so staffing within our budget will be a challenge. **Wanner** questioned whether we can fill it by March. **Geerts** felt that this is aggressive but possible by early summer. A further tangential discussion revolved around whether the Development Director should be responsible for identifying major donors. **Meier** supported Andrews' idea of a team-based approach, a kind of development coordinator rather than director, which would foster a collaborative product. **Ross** inquired about a Chicago winter benefit. Andrews' target date is 2019.

IV. Trail

In an effort to keep hikers away from the campus, **Geerts** raised the issue of **creating a new trail through the Talmadge Woods and made a motion to do so**. He advised that if it didn't work, we could revisit the issue. Cost to construct would be \$5000. **Walker** reported that the Land Conservancy thought that the new trail would be more desirable than the existing one as it will keep hikers away from the campus on the return trip. He conceded that it will probably attract more traffic and that this action is not risk-free. **Balas** said that this should not be publicized in order to keep a low profile and prevent excessive use. **Meier** wanted to see a sketch of the trail but there was none. **Cunningham** objected to the trail on the basis of increased risk of fire and the loss of historical exclusivity for Ox-Bow's students. **Silberman** noted that she had not encountered people on the trail in summer. **The motion passed with 11 ayes and 3 nays.**

V. Finance Report

Wanner introduced Ox-Bow's revised investment policy and moved that it be approved. The motion was carried unanimously.

Eberstein reported that in the 2017 year end report, projections followed those on the variance report and that there were few changes from the September report. Personnel expenses declined. Marketing was over-budget as the 2018 catalogue was produced in 2017 rather than 2018. Ox-Bow was \$20,000 over budget for 2017. Of note is that we will be debt-free by 2021, (Works on Paper studio debt). The 2018 budget is similar to 2017 but does reflect an increase in tuition to match SAIC's increase, more revenue from off-season events and workshops, and the return of the Metternich funding. A surplus is expected for 2018. **A motion to approve the 2018 budget was approved unanimously.** Cunningham asked if the proposed federal tax bill would affect student enrollment. **Tenny** replied that it primarily affects grad students and any student requesting tuition remission. This might cause people not to take courses at Ox-Bow if attending under that program. **Wanner** reported that the endowment, (Ox-Bow and SAIC EOY market value of \$3.1M), was helped by strong returns in 2017 and predicts 2018

to be good as well. Andrews reported that Eberstein's title is now Director of Finance and Administration.

VI. Facilities and Grounds Report

Meier presented a detailed account of F&G activities after reviewing the goals of the strategic plan. He noted that public agencies are aligned with what Ox-Bow is doing. Work has been done to rid the grounds of invasives but more volunteer help will be needed next year. We now have internet service on campus. Infrastructure issues needing attention are the parking lot flooding, Dilly Drive maintenance, and gutters for the kiln area with flooding and Drive maintenance being the priority problems. Further, the Works on Paper studio roof needs revision as well as construction of a larger outdoor space. The Glass Studio also needs equipment upgrades. Next steps are a storm water retention plan, a drainage for Ceramics Studio plan, and planning for priorities. Padnos may fund work on storm water runoff at the Metals Studio. Ceramics drainage might be possible to do immediately. **Wanner** asked about the deteriorating access road to Ox-Bow. Cost to regrade was estimated at \$2000-\$3000. Eberstein advised that Ox-Bow can absorb this cost. **Silberman** questioned funding sources and suggested state agencies might help. Shearer added that GEI may fund work on marsh invasives.

VII. Program Report

Holmes reported on a meeting with Facilities and Grounds to insure that programming and F&G dovetail. An early May retreat will be held to discuss this in detail. Parker spoke on plans to expand visibility at SAIC, develop partner schools to maintain the quality of fellows and perhaps convince the partner school to fund a student, to expand Ox-Bow's publications, (namely the Crow's Nest, a brochure on the winter session, and a fold-out on Ox-Bow), and talks in the Chicago area to generate non-credit interest. A micro-residency program is being developed and planned for fall 2018. Expansion of off season events are hampered by cold-weather housing/studio constraints.

VIII. Miscellaneous

Andrews advised the Board to notice the new meeting dates and stated that the summer benefit honoree will be E.W. Ross. **Geerts** said that the annual fund letter will be released soon.

The meeting adjourned at 6:40PM.

Respectfully submitted,

Jan Cunningham, Secretary.

