

Ox-Bow Board Meeting  
Monday, September 12, 2016  
3:00PM Central, 4PM EDT  
Ox-Bow Campus

Board Members present or on the phone: Tenny, Arader, Krupp, Ross, Geerts, Balas, Meier, Holmes, Cunningham, Petersen, Wanner, Silberman, Ladd, Walker, Peterson  
Staff present or on the phone: Andrews, Renton, Eberstein, Fisher, Shearer, Chodos, Hill, Parker

#### I. Welcome and Consent Agenda

**Geerts** reviewed the substance and process for approval of the consent agenda. The items proposed were May minutes, committee reports, staff reports, and officer elections. **Ladd** requested that officer elections be taken off of the consent agenda and be made a part of the regular agenda due to their importance, which was done. **The Board unanimously approved the remaining contents of the consent agenda.**

#### II. Facilities and Grounds Report

**Meier** reported that a sprinkler system will be installed in the Old Inn for fire safety. **Geerts** will finance this project. The design minimizes impact: no ceilings to rip out and pipes will be visible. This is a dry system that is only charged when there is a fire. This eliminates the need to drain it in the winter months. In response to **Krupp's** question, **Meier** advised that it meets code. **A motion by Meier to approve the installation of sprinkler system in the Old Inn was made. It was approved unanimously.** **Meier** also related that he did a walk through of housing facilities and made a list of issues in order to analyze the impact on the budget.

#### III. Strategic Plan Report

**Geerts** reviewed the elements of Ox-Bow's mission. Chodos covered the progress toward goals in the last five months. She has constructed a matrix to reflect which ones meet the vision statement. In response to a question by **Meier**, Chodos advised that she scores the rankings on the matrix. She described the progress on program goals as follows:

- Establish a symposium - After reviewing 12 similar residencies, it appears that a two week program for 20 people would fit Ox-Bow's facilities. The cost to run the program would approximate \$20,000 to be funded by donors and other revenue. **Meier** added that the "burn" rate for Ox-Bow is \$4000 per week or \$572 per person based on a 20 person occupancy. This includes food, staff, real estate, insurance, excluding stipends and travel. **Silberman** noted that Ox-Bow must also evaluate whether it makes sense to open if the 20 person max is not reached.
- Historical scholarship program - Ox-Bow organized a panel discussion at Ox-Bow and organized an artist's presentation of their work, along with demos, at

the Saugatuck Arts Council. Both were successful and the plan is to continue them as well as one in New York.

- PBI - we have a new three year contract. We are in discussion with Triangle Arts in New York and Artists' Alliance for similar Ox-Bow rental.
- Art Prize spent three days at Ox-Bow. Also, some yoga retreats are scheduled.

**Meier** asked how Ox-Bow markets events in the winter. Chodos advised that late winter is difficult. **Krupp** offered to put Chodos in touch with a law firm's event planner.

- Operations and Infrastructure - Committees have been revamped, there are six new Board members, the nominating process is being revised by Ross
- Contributed Revenue - This revenue doubled last year for individual giving. Residencies are now free for artists in this program through funding from organizations such as the Joyce Foundation and Luminarts. We are planning a fall fundraiser on campus. A new development committee will be formed.
- High Speed Internet Access - this is still a work in progress.
- Retool Marketing - in process.

#### IV. Finance

Chodos covered the variance report which showed program revenues in good shape, meeting the goals. The summer benefit was slightly under goal but achieved the highest net so far. The Metternich fund was underwater - we spent too much as a result of poor market returns. This resulted in fewer scholarships dollars spent. The withdrawal from this fund has been changed to 4% in order to improve the health of the fund in recognition of our donor's wishes to maintain a \$644,000 reserve. Over all, we were on target with the budget through July, We will end 2016 with a surplus of \$25,000.

**Wanner** reported that we are now at the point where we were able to construct a rolling three year budget to assist in planning for the future. Eberstein then reviewed the construction of that forecast budget. She explained that 2016 was used as a base to construct the 3 year. This enables us to assess the impact of the strategic plan on cost to Ox-Bow. Using this budget, the debt can be retired in five years. This budget earmarks \$70,000 for debt reduction which will speed up amortization and demand less interest payments. Also, changing the auditors will reduce staff time in accounting, (thus saving money), as well as improving cash reserves to use for capital improvements. **Meier** questioned how the facilities and grounds needs will impact the three year budget figures. Chodos replied that they used 1.5% of the operating budget for this figure based on past experience. **Wanner** added that the budget can be amended to reflect any necessary and unexpected increases.

**Wanner** reported total assets of Ox-Bow , (endowment and fixed assets), are \$7.2million. Cash balances are good. The Finance Committee recommends Rehmann as our new auditors. This is a regional firm. The Committee also recommends changing our banking relationship from Chemical Bank to Fifth Third as account services look better there. A relationship will also be maintained with Huntington Bank as they have a presence in Douglas, (which 5<sup>th</sup> 3<sup>rd</sup> does not), which is convenient for Ox-Bow operational transactions. **Balas** asked if our loan now at Fifth Third will need to be secured by real estate, i.e. Ox-Bow property. **Wanner** advised that it will not. **A motion**

**to hire Rehmann as our auditor was unanimously approved. A motion to change banks from Chemical Bank to Fifth Third was unanimously approved. Geerts** requested nominations for a new treasurer from the Board.

#### V. Governance

Due to time constraints, **Ross** gave a shortened overview of the Governance Committee. Priorities for the Committee are nominating new board members, retaining board members, recruiting for committees, and diversity on the board. He thanked **Ladd**, who is leaving the Board, for her service on governance and bringing the Tallmadge woods project to fruition. He thanked **Arader**, who is leaving the board, for his help on the strategic plan, and announced a new member for the Development Committee: Linda LaFontsee. The Governance Committee proposed two new board members, Kimberly Pinder, dean of NMU arts program, and Dale Rainville, a Boeing manager who has experience in fund-raising. **Geerts made a motion to elect both of these people to a three year term on the Board. The motion was passed unanimously. Geerts** then introduced the 2017 slate of officers: **Geerts** for President (with one more year remaining on his term), **Krupp** for Vice President (for another two year term as V.P.), **Cunningham** for Secretary, (for another two year term as Secretary). **A motion to approve this slate was unanimously approved. Also Lemanski was elected to a second three year term as Board Member.**

**Ross** then led a general discussion on the concepts found the book “Seven Days In The Art World” as a Board enrichment activity. A lively dialogue followed. **Balas** concluded the session with his statement, (shared by many), that he was glad that he was involved in the Ox-Bow experience rather than the world described in this book.

#### VI Miscellaneous

**Geerts** announced that the date of the next meeting was 12/5/16. The evaluations of the executive director will be done by **Ross**. He thanked the staff and board members for Ox-Bow’s fourth year of profitability and the reinvigorated Stewardship Committee.

The meeting adjourned at 5:10 EDT.

Respectfully submitted,

Jan Cunningham, Secretary