

RECORD OF PROCEEDINGS
MINTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF
RiNo ART DISTRICT (RAD)

HELD: Tuesday, December 17, 2019, at 9:00 am at the RiNo Art District offices, 3525 Walnut Street, Suite 40.

ATTENDANCE:

The meeting of the Board of Directors of the RiNo Art District was called and held as shown above with the following directors present and acting:

Adam Gordon
Andy Feinstein
Jonathan Power
Vicki Sterling
Chandler Romeo
Justin Anthony
Rex Brown
Justin Croft

Also in attendance were: Tracy Weil, John Deffenbaugh, and Alye Sharp of the RiNo Art District; and Kerri Drumm of Purpose Aligned.

Directors Anne Hayes, Sonia Danielsen, and Jonathan Kaplan were absent, absences excused.

CALL TO ORDER:

Director Feinstein called the meeting to order.

ORGANIZATIONAL UPDATE:

Mr. Weil informed the Board that Radhika Mahanty, former Advancement Director, gave her notice about two weeks ago, so her last day was last Friday. Mr. Weil has rewritten the job description, and Ms. Mahanty also gave the district proposal from Philanthropy Experts, who would contract to complete the capital campaign. Mr. Weil noted that the job posting will go out this week. The Finance Director position has gotten 15 applications so far and the Finance and Executive Committee will be going through resumes to select finalists for interviews.

Director Anthony said the Development Director position is so important, so if anyone here knows someone who would be a good fit, please encourage them to apply. The Board agreed that they need a full-time person who's dedicated to RiNo only rather than a contracted entity.

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APPROVAL OF MINUTES:

After review prior to the meeting via email, the Board unanimously approved the minutes from the November 19, 2019 meeting.

FINANCIALS:

Mr. Weil said generally things are looking good, adding that the RAD still owes on some furniture from the last office. He said RAD will end the year a little bit in the red, but this is a substantial improvement from where they were.

Director Sterling asked about the Oxpecker Ball, noting that last time, the Board received an initial report, but she'd like to see a final report. Director Power noted that the money went to Keep RiNo Wild, the separate 501(c)(3) organization, and Mr. Weil noted that Kerri Drumm from Purpose Aligned will be here the second half of the meeting to walk through how the organizations will work together going forward. Director Romeo said it would be nice to still provide the financials for all organizations to the Board since they've been involved along the way. Mr. Weil also said there was a \$100,000 anonymous donation, and a \$10,000 donation from another donor.

Director Croft asked about budget vs. actuals, to which Director Power said that since there wasn't a budget for RAD last year, they'll have to do this going forward.

Director Sterling also asked if they could receive notes from the Executive Committee and Finance Committee meetings going forward.

Mr. Weil passed around the cash flow analysis; Director Power asked why there is no CRUSH income on there, but Robin Munro's salary is since his salary is paid by CRUSH. Mr. Weil said his should indeed be taken out. Director Power said going forward they can give a CRUSH report, Oxpecker report, etc. to give a comprehensive look at all organizations and major programs. Director Romeo added that it would be nice to have subtotals on the budget as well, ex. Admin, Rent, etc.

Mr. Weil showed the Board the comprehensive budget that he and Mr. Deffenbaugh are working on, noting that it should be finalized soon.

RiNo ORGANIZATIONAL REVIEW:

Ms. Drumm of Purpose Aligned wanted to talk about a couple new documents coming for the organizational review she's been working on for all of RiNo. She said the major things that came out:

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- **Agenda:** how can RiNo Boards make meetings more effective?
 - There have been comments about running of the meetings, mission/vision/purpose, recruitment
 - She said Chairs will take a much more leadership role in running of meetings, meetings will go to bimonthly, and Boards will work to contain rambling conversations. She added that every meeting will start with reading the mission. Mr. Weil said that the draft Mission Statement went out to the board, and that they should send any comments by end of the year before it's finalized.
 - There will be less reporting; monthly reports will begin to go to all the boards so that they can talk about big picture/strategy in the actual meetings. This Board will most likely meet monthly until June, then every other month – the calendar will go out soon. This will leave more time for people to sit on committees to actually get the work done.
 - Will also move to a consent agenda, so materials will come out one week before meetings, and can talk about them in the meeting if the Board wants to, but mostly just will be approved.
 - Finally, she said there will also be a board agreement overview to have clear responsibilities and roles. She reviewed what this document looked like.

- **Give/get:** Director Feinstein said they either have to raise or give a certain amount of money per year.
 - Director Romeo said there should be a few seats that are “paid for” for artists or an “endowed chair”; she said thinks this is very important. Director Feinstein said they could also make an artist exemption.
 - Ms. Drumm reminded the Board that foundations usually ask for 100% board participation.

- **Recruitment:**
 - Ms. Drumm said this is so important, as this is who runs the organization.
 - She asked the Board why *they* though people would want to be on the the board?
 - Answers included: energetic, creative, forward-thinking, engaging, lots of potential, artists need to “take a seat at the table”, best way to impact the evolution of a neighborhood, intersection of fueling creative and business economies, opportunity to be the most successful cultural district that’s helping artists and creatives and setting an example across the country, RiNo is the future of Denver and can do innovative things nationally here.
 - What kind of people do they want on the boards?
 - Mr. Weil noted that some folks are rolling off the Board on January 1, but he’s hoping that those folks will roll onto the Keep RiNo Wild 501(c)(3) Board.

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- Goal is to get organized by February, then start the recruitment.
- Ms. Drumm asked if people can send names if they have them and why they think they'll be a good fit.

OTHER BUSINESS:

There was a motion to reduce the minimum board member number to 8 through the March 2020 board meeting at which point the Board will recruit new board members; the motion passed unanimously.

Mr. Weil noted that the Annual Meeting will be the end of January, then February will be the Equity, Diversity, and Inclusion training.

ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-reference meeting and was approved by the Board of Directors of the RiNo Art District.

Secretary to the Board