

**Minutes of the Regular Meeting of the
MCPA Board of Governors
Tuesday, September 8, 2020
video conference
7:30 – 9:30 p.m.**

Voting Members Present: Mark Laing (Chair), Alexa Cherrett, Edie Hancock, Hilary Brown, Lynn Loder, Andre Pretzel, Kurt MacLeod (audio only)

New Voting Members Present: Jules Chamberlin, Christopher Hopgood

Ex-Officio Members Present: Susannë Brown, Janet Bradbury, John Murray

Regrets: Rob Gilbert, Chris McCulloch

Guests: Andrea Arbic, Barbara Richman

1. Meeting was called to order at 7:40 p.m. Meeting was recorded for those that could not attend or who had to leave early, and to facilitate minutes
2. Moved by Kurt M, seconded by Edie H, acceptance of the minutes of Regular Meeting, Aug 11, 2020.
3. **Report of the Nominating Committee.** Edie H introduced Christopher Hopgood and Jules Chamberlin, giving brief backgrounds of each. Interviews had been completed by the Nominating Committee and it was the committee's unanimous recommendation that they both be accepted as voting members of Board.

Motion: That Jules Chamberlin and Christopher Hopgood be accepted as new voting members of the MCPA Board of Governors.

Moved Edie H, seconded Kurt M. Motion passed.

[Jules Chamberlin and Christopher Hopgood joined the meeting and were welcomed. The chair agreed to send Board of Governors background documents to each of them.]

4. **School of Dance Representative.** Chair noted that with the resignation of Tirene Piaget, the position of Dance Faculty Representative was vacant. Rather than hold new an election immediately, it was suggested that Alexa C step in as Acting Dance Faculty Representative until the recommendations of the GMR concerning the composition of the Board be dealt with (R2, p12). Susannë B asked if there would still be two representatives of the Faculty Association (FA) with one vote between them—the current situation. Chair replied that the current 2-rep/1-vote situation was an ad hoc solution and had no formal mechanism in the bylaws. However, the FA *designates* its representative and is free to do that in any way they wish. Hilary B clarified the process that led to there being dual members from the FA. Alexa C, when asked, expressed her willingness to be Acting Dance Faculty Representation until either a new election was held or Recommendation 2 of the GMR was implemented.
5. **Update on search for Dean of Music.** John M reported that the list of 30 applicants had been short-listed to six, and that interviews would be held Thursday (Sep 10) morning and Saturday (Sep 12) afternoon. Applicants would be scored by the selection committee and the short-list would then be

reduced to 2-3 finalists. These would be invited to meet with the music faculty through a video conference. The selection committee would take into consideration feedback from the music faculty.

Chair noted that Barbara R, the external member of the committee, had kindly drafted a list of interview questions as well as a process to follow. The questions would be sent to each applicant one hour before their interview so that they could consider their response. The weighting of the questions would be decided following the interviews. Mark L will chair the process but will remain neutral and not have a vote (unless to break a tie.)

**The Board extended its thanks to Barbara.*

6. Governance & Management Review (GMR).

- a. Andrea A and Barbara R gave an overview of the GMR for the benefit of new Board members.

Discussion turned to holding a virtual presentation of the GMR to Conservatory stakeholders. It was agreed, by consensus, that stakeholders would include (a) current faculty members, (b) staff, (c) people interviewed as part of the GMR, (d) Board members, (e) former faculty (if contactable), (f) parents & students who had responded to the GMR survey, (g) Conservatory renters, and (h) members of the MCPA Association.

It was determined that the most appropriate date would be **Sunday, September 20, 2020 at 7 PM**. The presentation, including the sending of invitations, would be conducted by Barbara and Andrea. The Zoom chat function would be used to address questions.

- b. Chair informed the Board that he and Chris M had begun drafting bylaw amendments to accommodate GMR recommendations R1 through R7, those dealing with governance changes. This work was on-going and not yet in a state that the draft amendments could be brought to the Board.

The Board was advised that bylaw changes to accommodate recommendation R10, concerning the creation of an expanded, non-voting membership structure, would require (a) a new section in the bylaws, (b) stakeholder input, (c) collaboration with the MCPA Association, and (d) legal advice.

- c. Edie H informed the Board that the Appreciative Inquiry was on hold until after the GMR stakeholder presentation and described (along with Andrea A and Barbara R) the concept of an Appreciative Inquiry for the new Board members. Ensuing discussion noted that there might be a visioning exercise held later this year or early in 2021.
- d. In response to a question from Kurt M, Barbara R briefed the Board on the status of the Workflow Analysis of administrative functions she has currently undertaken through Strategic Arts Management (SAM).

7. Business arising concerning School of Dance:

- a. *Proposal to restructure MCPA School of Dance.* Chair reported that a motion had previously been passed to examine the restructuring plan presented by Diana R. Discussion followed concerning various administrative structures but there was consensus that this examination needed to be led by the dance faculty and its leadership. Kurt M noted that this review was threefold: *Do we have the right people doing the right things? Do we have the right support structures?* and *How would a new structure work with the Executive Leader recommended by the GMR?*

- b. *Search for new Dean of Dance.* Chair noted that the search for a new Dean of Dance could not proceed until the conclusion of the review (Item 7a) of the school of dance administrative structure.

[Andrea A left the meeting at this point.]

- 8. Interim financial update.** Kurt M reported that the auditors were nearly finished their fieldwork, would meet their deadline for the bank (Sep 30), and present to the Board at our regular October meeting.

By way of financial update, as of 10 days ago half of the \$100,000 line of credit remained to support operations going into the fall term. Some funds were also available in the Investment Account (residual from the roof replacement).

Of the \$40,000 COVID loan, only the forgivable portion (\$10,000) had been used. He felt we were in a “relatively decent” cash flow position for this point in the calendar year.

John M reported that registrations were “going well,” and the line of credit had been further reduced.

Kurt M stated that the final fall registrations would allow for a more complete and accurate budget to be presented at the next Board meeting.

In response to a question, Susannë B told the Board that five teachers had returned to the music faculty but Janet B confirmed that three teachers (not including Diana R) had left the dance faculty, and with them, a number of students. Some of these teachers, given the COVID situation, had left the MCPA to pursue non-teaching jobs.

**The Board commended the dance faculty for their work in preventing disruption to programming.*

Kurt also updated the Board on the Go-Fund-Me campaign organized by the Finance Committee and he will send the promotional material (previously circulated) to the new Board members. Kurt briefed the new members on the Conservatory’s current debt obligations and informed them that the financial situation was better than previously forecast, largely because there were lower than anticipated refund requests. It was observed by Christopher H that the relative financial health of the MCPA and the strong base of alumni should be highlighted in upcoming fundraising.

- 9. Proposal to establish an ad hoc Marketing Committee.** Chair outlined the need for improved marketing and communications. Kurt M stated that the emphasis of such a committee should be on creativity.

Motion: That the Board of Governors establish an ad hoc Marketing Committee.

Moved Jules C, seconded Christopher H. Motion passed.

Committee will consist of Jules C (chair), Christopher H, and interested members of the music and dance faculties. Susannë B and Janet B agreed to canvas their respective faculties. Barbara R noted that the GMR had recommendations concerning marketing as well (R21 & R23, p25-26).

- 10. Dates for a Special (public) AGM 2019-2020.** It was decided, by consensus, that the GMR Presentation would be followed later in the fall by a public AGM, the date TBD.
- 11.** Meeting was adjourned at 9:45 PM