

SOUTHEASTERN THEATRE CONFERENCE, INC.  
*Connecting You to Opportunities in Theatre*  
**September 10, 2016 – Fall Board Meeting Minutes**  
**Crowne Plaza Hotel Atlanta – Airport – Atlanta, GA**

**MISSION:** Connecting You to Opportunities in Theatre

**VISION:** SETC is the strongest and broadest network of theatre practitioners in the United States. We provide extensive resources and year-round opportunities for our constituents. Our services, publications, and products contribute significantly to the careers of emerging artists, seasoned professionals, and academicians. SETC energizes the practical, intellectual, and creative profile of theatre in America.

**Executive Committee Voting Members**

President: *Tiza Garland*

Elected Past President: *Alan Litsey*

Secretary: *Maegan Azar*

Vice President of Services: *Pat Gagliano*

Vice President of Administration: *Jeff Gibson*

Vice President of Finance: *David Wohl*

Vice President of States (Virginia): *Mike Hudson*

Vice President of Divisions (Theatre for Youth): *Amie Kisling*

**Voting Board Members**

Secondary Division: *Suzanne Allmon*

College/University Division: *Mary Fran Crook*

Community Theatre Division: *Kristy Meanor*

Professional Division: *Matt Davenport*

Alabama: *Neil David Seibel*

Florida: *Donna White*

Georgia: *Dean Slusser*

Kentucky: *Jeremy Kisling*

Mississippi: *Lee Crouse*

North Carolina: *John “Jerf” Friedenber*

South Carolina: *Kris Rau McIntyre*

Tennessee: *Rex Knowles*

West Virginia: *Gregory Mach*

**Executive Director**

*Betsey Horth*

**Executive Committee Meeting at 10:30 am**

- I. President *Tiza Garland* called the Executive Committee (ExCom) meeting to Order at 10:47 am.
- II. Greetings & Roll Call  
**Present:** President, *Tiza Garland*; Elected Past President, *Alan Litsey*; Secretary, *Maegan Azar*; Vice President of Services, *Pat Gagliano*; Vice President of Administration, *Jeff Gibson*; Vice President of Finance, *David Wohl*; Vice President of States, *Mike Hudson*; and Vice President of Divisions, *Amie Kisling*

**Non-Voting in Attendance:** Executive Director, *Betsey Horth* and members of the Board of Directors and Advisory Councils

- III. Announcement of Taping by Secretary, *Maegan Azar*.
- IV. President *Garland* appointed Elected Past President, *Alan Litsey* as Parliamentarian.
- V. ***Wohl* made a motion to approve the ExCom Minutes from May 2016. *Hudson* seconded. Minutes unanimously approved.**

VI. **Action Items**

A. President, *Tiza Garland* brings forward the following Article for revision in order to reflect current practice:

Article X, Section 4. The Endowment Fund Committee shall consist of five members serving staggered renewable terms, a chair appointed annually by the President, one member to be appointed by the President each year for a three-year term, ~~and~~ the chair of the Scholarship Procedures Committee, the Vice-President of Finance serving ex officio, and the Executive Director serving as a non-voting member. Any vacancies will be filled by appointment by the President for the balance of an unexpired term. The duties of the Endowment Fund Committee shall be:

- (1) to report regularly to the Executive Committee investment return in each separate endowment category;
- (2) to recommend to the Executive Committee a policy of investment income distribution to the several awards, scholarships and other projects that receive funds;
- (3) to recommend to the Executive Committee development strategies for the SETC Endowment Fund;
- (4) to promote the growth of the Endowment Fund by identifying and cultivating potential donors, suggesting and developing other sources of revenue, and actively initiating and promoting activities that benefit the endowment.

***Gagliano* moved that ExCom recommend that the Board approves the changes to Article X Section 4. *Kisling* seconded.**

- i. *Gibson* explained that by putting this additional language in the Article, any changes would require a vote by the full organization. Intent is to make Scholarships a more important element of the Endowment Committee.

**Motion approved.**

B. President *Garland* brings forward the Institute of Outdoor Theatre (IOT) Transfer Agreement for approval. In March 2016, the Board voted to allow ExCom and the ED to continue working on and negotiating this Agreement. This was a main point of discussion at the May 2016 ExCom meeting, and there was discussion held over the summer with the full voting Board over each draft of the agreement via electronic communication. Once the final draft had been created, there was unanimous consent by the voting Board to move forward with this agreement.

***Gibson* moved that ExCom recommend the Board's ratification of the IOT Transfer Agreement. *Wohl* seconded.**

- i. *Garland* thanked ExCom and the Board for the work that has been done on the IOT transfer agreement.

**Motion unanimously approved.**

C. VP of Services, *Pat Gagliano* brings forward the following manuals for approval:

- i. Southern Theatre Manual. Suggestions were provided by ExCom members via electronic communication and were added to the manual. ***Gagliano* moved to**

- approve the Southern Theatre Manual as presented with the changes from ExCom. *Gibson* seconded. Motion approved.**
- ii. Exhibits Manual. Suggestions were provided by ExCom members via electronic communication and were added to the manual. ***Gagliano* moved to approve the Exhibits Manual. *Wohl* seconded. Motion approved.**
  - iii. History/Theory/Criticism/Literature (HTCL) Manual. Under Part I, D. the following language was added: “The chair of the HTCL Committee is also the Chair of the Young Scholars Award.” ***Gagliano* moved to approve the HTCL Manual. *Wohl* seconded. Motion approved.**
- D. *Gagliano* brought forward the request to change the Arts Administration Interest Group to an Ad Hoc Committee having spent the necessary 2-year time period as an interest group. ***Gagliano* moved to change the Arts Administration Interest Group to an Ad Hoc Committee. *Gibson* seconded. Motion approved.**
- i. Discussion commenced over the process of creating an Interest Group, Ad Hoc Committee, and then Standing Committee as outlined in Rule 1.9.
- E. *Gagliano* brings forward the Women in Theatre Interest Group proposal. ***Gagliano* moved to create the Women in Theatre Interest Group. *Litsey* seconded.**
- i. Discussion was had about the beginnings of the Women in Theatre Interest Group. In addition to a history of previous workshops at prior conventions, a workshop was proposed at the March 2016 Convention about Women Working in Theatre, attendance was high, and that group discussed the next steps for representation at SETC. Shannon Robert, Ginger Poole, and Maegan Azar took the necessary steps to create a proposal to bring to the VP of Services.
- Motion approved.**
- F. Past President, *Alan Litsey*, brings forward the following manual:
- i. Long Range Planning (LRP) Manual. ***Litsey* moved to approve the Long Range Planning Manual. *Gibson* seconded.**
    1. *Gagliano* suggested adding Article IX, Meetings, Section 1 and 2 to Part II Bylaws. Additionally, in Part II Rules of the Association the following additions were suggested: Rule I.6 Meeting Dates, Rule I.8 Distribution of Manuals, Rule I.11 Advisory Council Meetings, Rule III.10 Expenditures not in the Budget, III.13 Changes in the Budget, V.1 Alcoholic Beverages, V.4 Board and Committee Membership, V.5 Smoking Policy, and V.7 SETC News Responsibilities.

***Gagliano* amended the motion to approve the Long Range Planning Manual with the suggestions presented. *Wohl* seconded the amendment. Motion approved.**
- G. VP of Admin, *Jeff Gibson*
- i. ***Gibson* brings a motion that the Executive Committee recommends that the Board approve a seconded motion from the Nominations Committee to amend Rule 4.9 Davis Award: The Suzanne M. Davis Memorial Award is established to honor one person a year (provided a suitable recipient is found) for distinguished service to SETC or theatre in the Southeastern region over a number of years. Administration of this award is assigned to the Nominations Committee, with the final choice made by vote of the Board of Directors.**
    1. Discussion was had over the difference between this award and the Distinguished Career Award. The Davis Award is specifically geared toward an individual who has made an impact on SETC or the Southeastern region.

2. *Dean Slusser* requested clarification over whether or not recipients need to have had a membership in SETC. His concern is that people who are unaffiliated with the organization may be eligible for this award with the wording as presented. *Gibson* communicated that the original intent of the donor for this award was to encompass both SETC members and those who have contributed to theatre in the Southeast.
  - a. *Gagliano* and *Wohl* talked about how the original language suggested service to Southern theatre through SETC.
  - b. *Garland* suggested a revision to add “through SETC” after “Southeastern region over a number of years.”
  - c. *Gibson* suggested that we table this discussion until later in the meeting when *Jack Benjamin*, Chair of Nominating Committee can be here to answer questions brought up in discussion. Consensus was that this should be discussed now.
  - d. *Wohl* clarified the history of the Davis Award history reading quotes from various presentations and articles that read as follows: “Outstanding contributions to SETC,” then “service to southern theatre through SETC,” then “made outstanding contributions to Southern theatre,” then “member of SETC,” to the current interpretation of “gave freely of their time and talent to SETC and theatre of the Southeast”
  - e. *Jack Benjamin* joined the discussion. *Wemm* suggested changing “or” to “and” in the section “for distinguished service to SETC or theatre in the Southeastern region.”
3. ***Garland* amended the proposal to change “...for distinguished service to SETC or theatre in the Southeastern region over a number of years.” to “...for distinguished service to SETC and theatre in the Southeastern region over a number of years.” *Litsey* seconded.**
  - a. *Rex Knowles* asked if this was the original intent of the donor who created the award. *Wohl* said that Alvin Cohen stated that his intent was to honor someone who made contributions to SETC.

**Motion approved.**

- ii. ***Gibson* brings a motion that the Executive Committee recommends that the Board approve the amendment of Article X Section 6 of the Bylaws to remove the words "Long Range" in all instances and replace them with the word "Strategic." *Gagliano* seconded.**
  1. *Gagliano* asked how this effects the LRP Manual that was just approved. *Gibson* explained that this name change will have to be approved by the Board and then voted on by the organization, so then the manual will have to be adjusted to reflect the new wording.
  2. *Wemm* suggested that the Board will have to approve these manual changes once the name change has been approved by the voting members at the Business Meeting in March. *Gagliano* and *Garland* recommended having a short Board meeting following the Business Meeting to vote on accepting the name change in all instances in the manuals.

**Motion approved.**

- iii. ***Gibson* brings a motion that the Executive Committee recommends that the Board approve the amendment of Article XI Section 5 Part 2 of the Bylaws**

to remove the words "Long Range" and replace them with the word "Strategic." *Wohl* seconded. Motion approved.

- iv. *Gibson* brings a motion that the Executive Committee recommends that the Board approve the amendment of Article XII, Section 2, Part 5 of the Bylaws to remove the words "Long Range" and replace them with the word "Strategic." *Kisling* seconded. Motion approved.

H. *Gagliano* moved to take a break for lunch. *Kisling* seconded.

A break was taken for lunch at 12:00 noon.

President *Garland* reconvened the meeting at 1:35 pm.

- I. VP of Finance, *David Wohl*, brings a seconded motion from the Finance Committee (FinCom) that the Executive Committee accept the 2015-16 fiscal year audit.

- i. *Wohl* reviewed the key points from the audit.
- ii. *Wohl* and *Matt Davenport* thanked Central Office for a job well done in increasing revenue, while decreasing spending.

**Motion approved.**

- J. VP of Finance, *David Wohl* brings a seconded motion from FinCom that the Executive Committee accept the amended FY2017 Budget.

- i. When ExCom met in May, the audit was reviewed and an amendment was recommended that would reflect the new salary increases based on the Fair Labor Standards Act (FLSA) minimum. FinCom met again and amended the budget further in order to reflect additional salary changes. This will be effective December 1. The IOT transfer was also taken into account for this further revision.
- ii. Concurrent with this is a recommendation regarding Personnel due to the salary changes and new standards.

**Motion approved.**

- K. VP of Finance, *David Wohl* brings a seconded motion to transfer \$50,000 from our operating reserves to our general unallocated Endowment budget. Motion approved.

- L. VP of Finance, *David Wohl* brings forward the following manuals with the inclusion of revisions suggested by ExCom:

- i. Wilson Manual. *Wohl* moved to approve the Wilson Manual with the suggested changes. *Gibson* seconded. Motion approved.
- ii. Polly Holliday Manual. *Wohl* moved to approve the Polly Holliday Manual with the suggested changes. *Gagliano* seconded.
  - 1. *Gibson* asked whether or not the Part III changes had been voted on by the committee. *Gary Weatherly*, Chair of Holliday Committee said that this had been voted on by the constituents. *Garland* clarified for others in the room that Part III must be voted on by the constituents of that committee or division.

**Motion approved.**

- iii. Finance Committee Manual. *Wohl* moved to approve the Finance Committee Manual with suggested changes. *Litsey* seconded. Motion approved.
- iv. VP of Finance Manual. *Wohl* moved to approve the VP of Finance Manual with suggested changes. *Hudson* seconded. Motion approved.
- v. As a point of discussion, the addition of the following wording to all Scholarship Manuals will be done administratively:

- 1. AMOUNT OF THE AWARD AND ASSOCIATED EXPENSES

*The amount of the award and the expenses associated with the award (if any) are included in SETC's annual budget. These budgeted amounts do not normally exceed the income derived from principle in any given year and are recommended by the Endowment Fund Committee and approved by the Executive Committee and cannot be changed without the approval of the Executive Committee.*

2. The addition of Article X, Section 4 to all Scholarship Manuals:

*“Section 4. The Endowment Fund Committee shall consist of five members serving staggered renewable terms, a chair appointed annually by the President, one member to be appointed by the President each year for a three-year term, and the Vice-President of Finance serving ex officio, and the Executive Director serving as a non-voting member. Any vacancies will be filled by appointment by the President for the balance of an unexpired term. The duties of the Endowment Fund Committee shall be:*

*(1) to report regularly to the Executive Committee investment return in each separate endowment category;*

*(2) to recommend to the Executive Committee a policy of investment income distribution to the several awards, scholarships and other projects that receive funds;*

*(3) to recommend to the Executive Committee development strategies for the SETC Endowment Fund;*

*(4) to promote the growth of the Endowment Fund by identifying and cultivating potential donors, suggesting and developing other sources of revenue, and actively initiating and promoting activities that benefit the endowment.”*

**VII. Items for Discussion**

- A. Nominations Committee (NomCom) Chair, *Jack Benjamin* presented the 2017-18 slate of nominees for ExCom and NomCom: President, Tiza Garland; VP of Services, Pat Gagliano; VP of Administration, Jeff Gibson; VP of Finance, David Wohl; Secretary, Maegan Azar; Elected Past-President, Alan Litsey; Nominations Committee, Shawn Paul Evans, Lynn Nelson, Esthere Strom, and Susan Cato-Chapman.
- i. VP of Divisions and VP of States will be added to the slate by March 1, once those councils have had a chance to vote on their VP.
  - ii. *Benjamin* encouraged States to get him their Representatives by the Wednesday prior to the Business Meeting in March 2017. *Benjamin* also encouraged people to begin looking for potential leaders who could fill any of these positions and nominate them for the new year.
  - iii. *Garland* continued this discussion requesting input from the Board when new people show interest in particular areas. There are many positions that must be filled each year.
  - iv. *Benjamin* asked the Board to be on the lookout for a ballot for Suzanne M. Davis nominees via electronic means.
- B. Executive Director, *Betsey Horth* contributed the following items for discussion:
- i. *Horth* presented the SETC Convention Statistics comparative analysis from 2006-2016. Discussion commenced over these numbers – location of Convention and the influence on attendance, Theatre for Youth attendees and where those numbers come from, revenue generating vs non-revenue generating attendees, percentage of students versus adult attendees, and the fluctuating attendance numbers at the High School Festival.
  - ii. *Horth* would like to recognize and thank The Magnum Companies, Ltd. who has sponsored the lighting for the Fall Professional auditions for several years.

- iii. *Horth* presented a document “By the Numbers!” that outlines information about the Fall Professional Auditions. Numbers are down for registered auditionees and companies this year, but the number of roles that are available from the auditioning companies are up.
- iv. *Horth* presented the Board with information about how hotel reservations will work for this year’s convention. People who are willing to stay 4+ nights will get early reservation notices; all other reservations start November 9.
- v. Mobile is the 2018 Convention location.
- vi. Budget Requests for the FY2018 will be sent out in October/November.
- vii. Preston Lane, Artistic Director from Triad Stage, contacted Central Office about creating opportunities for a mentoring program for Directors in correlation with the Ready to Work program. *Horth* will be working with *Rick St. Peter*, Chair of Directing Committee, Preston Lane, and Central Office staff on this initiative.
- viii. An update on the progress with IOT: members of Central Office met with the staff of IOT to get a better sense of operations for the Fall conference. Representatives from SETC ExCom and Central Office will be at this conference October 21-22 in Chillicothe, OH in order to begin connecting IOT members with SETC.
  - 1. *Horth* and Michael Hardy also met to discuss the consulting piece of IOT.
- ix. *Horth* discussed the Theatre Resource Central initial proposal on which Central Office has been working. The hope is to do this in partnership with the State Organizations and National Organizations as a web-based separate entity from the SETC website. SETC plans to seek out a grant in order to begin developing this web-based resource service.
- x. *Claire Wisniewski* provided an update to the Board on LiNK 2016.
- xi. On September 1, SETC hired Clay Thornton as Marketing Manager for the organization.
- xii. *Garland* and *Horth* gave a brief update on Succession Planning. Currently, the focus has been on: what exactly does the Executive Director do? and what do Central Office staff positions do? This will provide a record of job responsibilities for the future of the organization. *Garland* reiterated that this is also why manuals are so important for the governance structure. Currently, the work that is being done is to provide organizational memory both from governance and operational perspectives.
- xiii. *Horth* updated the Board on a decision to waive convention fees for State EDs. This has a lot to do with the relationships that have been built between other national organizations, and the culture of collaboration and support based on waving fees to attend the annual Convention. This same courtesy will now be extended to State EDs in order to attend annual Convention. Their fee for Convention will be waived, and they don’t need to be members of SETC provided their organization is a member.

C. President, *Tiza Garland* contributed the following discussion items:

- i. *Garland* updated the board on changes in the Personnel Committee. David Wohl is replacing Chip Egan as a 1-year replacement.
- ii. In May, ExCom discussed the potential change of Rule I.5 to include appointment of Interest Group Chairs. After consulting with Bylaws, this was deemed an unnecessary measure, and that these chairs can come from the Interest Group.
- iii. Hall of Fame continues to be an initiative that is being explored. Amie Kisling, Maegan Azar, and Jack Benjamin have been asked to define the Hall of Fame in

- consultation with Alan Litsey and Betsey Horth. After that definition is created, the process by which people will be honored will be discussed.
- D. Past President, *Alan Litsey* contributed the following discussion items:
    - i. Long Range Planning will be working with constituents to design and initiate a process that supports various groups as a means to prioritize initiatives.
    - ii. *Litsey* asked for all members of the Advisory Councils to provide feedback on the Board Evaluation Tool.
  - E. VP of Administration, *Jeff Gibson* contributed the following discussion items:
    - i. Continuing to update manuals, *Gibson* has provided the current information on which manuals are still left to be revised.
    - ii. *Gibson* encouraged ExCom to pursue the language for adopting a process for proxy voting.
  - F. *Garland* tasked States and Bylaws to work on the wording for proxy voting in our Bylaws. Additionally, *Garland* also asked States to work on the wording and practices of electronic voting.
  - G. *Garland* also tasked Scholarships to create two timelines with the intent that all Scholarships will adhere to one timeline or the other.
  - H. VP of Finance, *David Wohl* contributed the following discussion items:
    - i. Information regarding Department of Labor compliance and adjustments to salaries as a result will continue to be examined this fall.
    - ii. FinCom determined that Scholarship funds will be placed on a 3-year rolling average based on investment returns. More information about that will be forthcoming.
    - iii. *Amanda Nelson*, Chair of Endowment Committee updated the Board on the outcomes that were derived from the Endowment Retreat this weekend. *Nelson* also requested and collected Board contributions for this Fiscal Year. *Rebecca Beasley* provided information about Amazon Smile and the charitable giving program that can benefit organizations. *Nelson* informed the Board that the theme of this year's convention auction is "hats."
  - I. VP of States, *Mike Hudson* contributed the following discussion items:
    - i. State Reps looked at the State Reps' Manual, and it should be ready for a vote in January.
    - ii. *Hudson* also stated that the VP of States Manual will be updated and submitted to ExCom for a vote in January.

### VIII. Items of Interest.

- A. VP of Services, *Pat Gagliano* discussed the progress of securing Keynotes for March 2017.
- B. President, *Tiza Garland* informed the Board that due to HB2 in North Carolina, ExCom made the decision to move the May Meeting to South Carolina. ExCom will likely continue the practice of not meeting in North Carolina.
  - i. *Esthere Strom* stated her concerns that by pulling the arts out of North Carolina, we are unnecessarily punishing the arts in North Carolina. *Wohl* clarified that we are not pulling art away from North Carolina, but rather business.
- C. VP of Divisions, *Amie Kisling* contributed the following items of interest:
  - i. Community Theatre Division is putting together a list of articles and reasons to participate in the Community Theatre Festival that will be added to the Community Theatre page on the website. There is also interest in exploring ways to promote the Community Theatre Festival performances prior to or during the annual convention. Community Theatre Division is interested in feedback on the Festival both at SETC and in the states.

- ii. College & University's mixer is being moved to Friday at 6:00 pm due to the overwhelming numbers of registrants of the Undergraduate Auditions. This division is also looking for ways to integrate High School students and College professors more, possibly by hosting a mixer in conjunction with the Undergraduate Audition walk through. College & University is going to put together a panel of recruiters primarily for High School teachers to provide guidance as to what recruiters look for in auditions.
- iii. Professional Division is evaluating ways to increase the quality of SETC Screening Adjudicators. ProDiv is also going to put together a panel of recruiters primarily for College & University professors to provide guidance as to what recruiters look for in Professional Auditions.

IX. *Gagliano* moved to adjourn the ExCom Meeting. *Kisling* seconded.

3:48 pm ExCom meeting adjourned.

### **Board of Directors Meeting at 4:00 pm**

- I. President *Garland* called the Board of Directors meeting to Order at 4:06 pm
- II. Greeting & Roll Call  
**Present:** President, *Tiza Garland*; Elected Past President, *Alan Litsey*; Secretary, *Maegan Azar*; Vice President of Services, *Pat Gagliano*; Vice President of Administration, *Jeff Gibson*; Vice President of Finance, *David Wohl*; Vice President of States, *Mike Hudson*; and Vice President of Divisions, *Amie Kisling*; College/University Division, *Mary Fran Crook*; Community Theatre Division, *Kristy Meanor*; Alabama, *Neil David Seibel*; Florida, *Donna White*; Georgia, *Dean Slusser*; Kentucky, *Jeremy Kisling*; Mississippi, *Lee Crouse*; North Carolina, *John "Jerf" Friedenber*; South Carolina, *Kris Rau McIntyre*; Tennessee, *Rex Knowles*; and West Virginia, *Gregory Mach*  
**Absent:** High School Division, Sue Allmon and Professional Division, Matt Davenport (due to Fall Professional Auditions)  
**Non-Voting in Attendance:** Executive Director: *Betsey Horth* and members of the Advisory Councils.
- III. ***Hudson* made a motion to Approve Board of Directors Meeting Minutes from March 2016. *Dean Slusser* seconded. Minutes unanimously approved.**
- IV. Secretary, *Maegan Azar* reviewed the **Action Items from Executive Committee Meeting**
  - A. Action Items for information purposes:
    - i. ExCom approved the following manuals:
      - 1. In May 2016 - Secondary Scholarship Manual, College & University Division Manual, VP of Administration Manual, Nominations Committee Manual, and Ten-Minute Play Festival Manual;
      - 2. And from today – Southern Theatre Manual, Exhibits Manual, HTCL Manual, Long Range Planning Manual, Wilson Manual, Polly Holliday Manual, FinCom Manual, and VP of Finance Manual.
    - i. Action Items from May 2016 for the Board's information:
      - 1. *Gagliano* made a motion to an increase of compensation for the Executive Director salary to reflect cost of living adjustment and merit increase. *Kisling* seconded. Motion unanimously approved. Reflected in the amended budget presented by David this afternoon.

2. *Kisling* moved to waive registration fees to the SETC annual Convention for the State Executive Directors who are employed by their State organizations. *Wohl* seconded. Motion approved.
- ii. Action Items from today for the Board's information:
  1. *Wohl* brings a seconded motion from FinCom that the Executive Committee accept the amended FY2017 Budget. Motion approved. – no board approval needed.
  2. *Wohl* brings a seconded motion to transfer \$50,000 from our operating reserves to our general unallocated Endowment budget. Motion approved.

B. Action Items up for approval by the Board of Directors, all brought forward as seconded motions from ExCom:

- i. **ExCom recommends that the Board approves the changes to Article X Section 4. Motion carries.**
- ii. **ExCom recommends that the Board ratify the IOT Transfer Agreement. Motion carries.**
- iii. **ExCom recommends the change of the Arts Administration Interest Group to an Ad Hoc Committee. Motion carries.**
- iv. **ExCom recommends that the Board approve the creation of the Women in Theatre Interest Group. Motion carries.**
  1. *Lee Crouse* asked whether or not this group fits under the heading of Cultural Diversity. *Gagliano* and *Azar* explained that the interest is present for this group to branch off on its own. Further, that while interest is here, it should be cultivated. *Kris Geddie*, Chair of Cultural Diversity also agreed with this explanation and discussion.
- v. **ExCom recommends that the Board approve a seconded motion from the Nominations Committee to amend Rule 4.9 Davis Award: The Suzanne M. Davis Memorial Award is established to honor one person a year (provided a suitable recipient is found) for distinguished service to SETC and theatre in the Southeastern region over a number of years. Administration of this award is assigned to the Nominations Committee, with the final choice made by vote of the Board of Directors. Motion carries.**
- vi. **ExCom recommends that the Board approve the amendment of Article X Section 6 of the Bylaws to remove the words "Long Range" in all instances and replace them with the word "Strategic." Motion carries.**
- vii. **ExCom recommends that the Board approve the amendment of Article XI Section 5 Part 2 of the Bylaws to remove the words "Long Range" and replace them with the word "Strategic." Motion carries.**
- viii. **ExCom recommends that the Board approve the amendment of Article XII Section 2 Part 5 of the Bylaws to remove the words "Long Range" and replace them with the word "Strategic." Motion carries.**
- ix. **ExCom recommends the acceptance of the 2015-16 fiscal year audit. Motion carries.**

V. **Items for Discussion**

- A. *David Wohl* distributed a Conflicts of Interest Policy to all voting members of the Board of Directors.
- B. *Donna White* asked for clarification about the HB2 discussion from the ExCom meeting; why the decision was made and why the Board did not vote on this decision. *Wohl* explained that ExCom is not required by Bylaws or Rules to have any meeting in

a specific location, and that past practice has resulted in January and May minutes being hosted by a variety of venues. *Garland* further explained that after HB2 went into effect, she and Central Office began receiving emails with concerns about SETC's response to legislation that marginalizes a large group of SETC's constituents.

- C. *Matt Davenport* is concerned that the surplus from our budget went into Endowment and not Operations. *Wohl* clarified that while \$50,000 went into the Endowment, the rest of the surplus went into Operations. Additionally, that money went to Endowment in order to fund new Scholarship opportunities or expansions.

VI. **Items of Interest**

- A. *Rex Knowles* informed the body about *The Telling Project*, which is a script writing collaborative that interviews veterans, and then they perform their own work.

VII. **Announcements**

- A. *Sarah McCarroll* informed the body about the call for Young Scholars Award applicants. She also made a call for Theatre Symposium papers.
- B. *Neil David Seibel* updated the Board on the Alabama Executive Director, Pat Putman's health.

4:37 pm *Slusser* moved to adjourn. *Knowles* seconded. Meeting adjourned.

Submitted respectfully, Maegan Azar.

## Summary of Action Items

1. *Wohl* made a motion to Approve ExCom Minutes from May 2016. *Hudson* seconded. Minutes unanimously approved.
2. *Gagliano* moved that ExCom recommend that the Board approves the changes to Article X Section 4. *Kisling* seconded.
  - ExCom recommends that the Board approves the changes to Article X Section 4. Motion carries.
3. *Gibson* moved that ExCom recommend the Board's ratification of the IOT Transfer Agreement. *Wohl* seconded. Motion approved.
  - ExCom recommends that the Board ratify the IOT Transfer Agreement. Motion carries.
4. *Gagliano* moved to approve the Southern Theatre Manual as presented with the changes from Azar and Gibson. *Gibson* seconded. Motion approved.
5. *Gagliano* moved to approve the Exhibits Manual. *Wohl* seconded. Motion approved.
6. *Gagliano* moved to approve the HTCL Manual. *Wohl* seconded. Motion approved.
7. *Gagliano* moved to change the Arts Administration Interest Group to an Ad Hoc Committee. *Gibson* seconded. Motion approved.
  - ExCom recommends the change of the Arts Administration Interest Group to an Ad Hoc Committee. Motion carries.
8. *Gagliano* moved to create the Women in Theatre Interest Group. *Litsey* seconded.
  - ExCom recommends that the Board approve the creation of the Women in Theatre Interest Group. Motion carries.
9. *Litsey* moved to approve the Long Range Planning Manual. *Gibson* seconded.
  - *Gagliano* amended the motion to approve the Long Range Planning Manual with the suggestions presented. *Wohl* seconded the amendment. Motion approved.
10. *Gibson* brings a motion that the Executive Committee recommends that the Board approve a seconded motion from the Nominations Committee to amend Rule 4.9 Davis Award: The Suzanne M. Davis Memorial Award is established to honor one person a year (provided a suitable recipient is found) for distinguished service to SETC or theatre in the Southeastern region over a number of years. Administration of this award is assigned to the Nominations Committee, with the final choice made by vote of the Board of Directors.
  - *Garland* amended the proposal to change "...for distinguished service to SETC or theatre in the Southeastern region over a number of years." to "...for distinguished service to SETC and theatre in the Southeastern region over a number of years." *Litsey* seconded. Motion approved.
  - ExCom recommends that the Board approve a seconded motion from the Nominations Committee to amend Rule 4.9 Davis Award: The Suzanne M. Davis Memorial Award is established to honor one person a year (provided a suitable recipient is found) for distinguished service to SETC and theatre in the Southeastern region over a number of years. Administration of this award is assigned to the Nominations Committee, with the final choice made by vote of the Board of Directors. Motion carries.
11. *Gibson* brings a motion that the Executive Committee recommends that the Board approve the amendment of Article X Section 6 of the Bylaws to remove the words "Long Range" in all instances and replace them with the word "Strategic." *Gagliano* seconded. Motion approved.
  - ExCom recommends that the Board approve the amendment of Article X Section 6 of the Bylaws to remove the words "Long Range" in all instances and replace them with the word "Strategic." Motion carries.
12. *Gibson* brings a motion that the Executive Committee recommends that the Board approve the amendment of Article XI Section 5 Part 2 of the Bylaws to remove the words "Long Range" and replace them with the word "Strategic." *Wohl* seconded. Motion approved.

- ExCom recommends that the Board approve the amendment of Article XI Section 5 Part 2 of the Bylaws to remove the words "Long Range" and replace them with the word "Strategic." Motion carries.
13. *Gibson* brings a motion that the Executive Committee recommends that the Board approve the amendment of Article XII Section 2 Part 5 of the Bylaws to remove the words "Long Range" and replace them with the word "Strategic." *Kisling* seconded. Motion approved.
    - ExCom recommends that the Board approve the amendment of Article XII Section 2 Part 5 of the Bylaws to remove the words "Long Range" and replace them with the word "Strategic." Motion carries.
  14. VP of Finance, *David Wohl*, brings a seconded motion from the Finance Committee (FinCom) that the Executive Committee accept the 2016-17 fiscal year audit. Motion approved.
    - ExCom recommends the acceptance of the 2015-16 fiscal year audit. Motion carries.
  15. VP of Finance, *David Wohl* brings a seconded motion from FinCom that the Executive Committee accept the amended FY2017 Budget. Motion approved.
  16. VP of Finance, *David Wohl* brings a seconded motion to transfer \$50,000 from our operating reserves to our general unallocated budget. Motion approved.
  17. *Wohl* moved to approve the Wilson Manual with the suggested changes. *Gibson* seconded. Motion approved.
  18. *Wohl* moved to approve the Polly Holliday Manual with the suggested changes. *Gagliano* seconded.
  19. *Wohl* moved to approve the Finance Committee Manual with suggested changes. *Litsey* seconded. Motion approved.
  20. *Wohl* moved to approve the VP of Finance Manual with suggested changes. *Hudson* seconded. Motion approved.
  21. *Hudson* made a motion to Approve Board of Directors Meeting Minutes from March 2016. *Dean Slusser* seconded. Minutes unanimously approved.