

Minutes
SOUTHEASTERN THEATRE CONFERENCE, INC.
Connecting You to Opportunities in Theatre
September 2017
Executive Committee/Board Meetings
Renaissance Charlotte Suites
Charlotte, NC 28217

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*
Vice President of Services: *Pat Gagliano*
Elected Past President: *Alan Litsey*
Vice President of Administration: *Jeff Gibson*
Secretary: *Maegan Azar*
Vice President of Finance: *David Wohl*
Vice President of States: *Lee Crouse*
Vice President of Divisions: *Amie Kisling*

Executive Director

Betsey Horth

Executive Committee (ExCom) Meeting, September 9, 2017

- I. President *Tiza Garland* called the meeting to order at 10:45 am.
- II. Nominations Chair *Jack Benjamin* handed out the non-binding 2018-2019 Straw Poll to the members present.
- III. Roll Call by Secretary *Maegan Azar*
Present: President, *Tiza Garland*; Secretary, *Maegan Azar*; Vice President of Services, *Pat Gagliano*; Vice President of Administration, *Jeff Gibson*; Vice President of States, *Lee Crouse*; and Vice President of Divisions, *Amie Kisling*
Absent: Vice President of Finance, *David Wohl* and Elected Past President, *Alan Litsey*
Non-Voting in Attendance: Executive Director, *Betsey Horth* and members of the Board of Directors and Advisory Councils
- IV. Secretary *Maegan Azar* announced the recording of the meeting to ensure accuracy of the minutes.
- V. President *Garland* appointed *Pat Gagliano* as Parliamentarian.
- VI. ***Lee Crouse* made a motion to approve the ExCom Minutes from May 2017. *Amie Kisling* second. Minutes unanimously approved.**
- VII. Announcements from Executive Director, *Betsey Horth*.

- A. *Horth* introduced members of the Central Office in the room and provided updates as to the hire of Bradley Branham as Program Manager.

VIII. Action Items

- A. President, *Tiza Garland* provided the following items for Action:

- i. The following Bylaw is brought forward regarding proxies for voting Board members:
 1. **Bylaws, Article III. Section 5: All Board members are expected to be in attendance at the semi-annual Board meetings. In the event that a Board member is unable to attend, the board member is expected to secure an appropriate replacement (proxy) to represent the voice of the respective constituency at the Board meeting. Approval of the proxy by the President and Vice President of the board member's Advisory Council must be obtained through written consent prior to the meeting. The President will notify the Executive Director of the approved proxy. The proxy will represent the respective constituency at the Board meeting and have the privilege of the Board member's vote.**
 2. *Gibson* moved to consider this Bylaw change, *Gagliano* second.
 3. Discussion was had over the addition of the Executive Director's notification of approved proxies.
 4. *Kisling* asked that we consider emergency notifications. It was decided that "prior" could mean right before the meeting, as long as it is email.
 5. *Gibson* moved to accept as amended. *Gagliano* seconded. **The motion was approved and will be brought forward to the Board for approval.**
- ii. The following Rule is brought forward regarding a Consulting policy:
 1. **Rule III.19. Consulting Service. Upon request, SETC will supply a consulting service to member and non-member theatres and organizations seeking recommendations relative to their future development or to assist in the resolution of problems. SETC members who serve as a consultant as part of SETC's consulting service may be compensated for services as a "contractor" stipulated in a Consulting Agreement.**
 2. *Garland* asked that we consult with Bylaws for the new Rule number.
 3. *Gagliano* moved to approve. *Crouse* seconded. **Motion approved to bring the Rule regarding Consulting Service to the Board for approval.**
- iii. The following revisions to the Bylaws and Rules are brought forward to acknowledge Committee Chair attendance at Advisory Council Meetings:
 1. Article XI, Section 3. Committee chairs shall:
 - (1) furnish leadership to their respective committees;
 - (2) stimulate and develop interest in their assigned areas;
 - (3) file written reports on the dates requested by the Vice-President chairing their respective Advisory Council;
 - (4) keep their operational manuals up to date;
 - (5) attend scheduled Advisory Council meetings;
 - (6) collaborate with the Executive Director and Central Office staff.
 - a. *Gibson* moved to approve the amendment to Article XI, Section 3. *Kisling* second. **Motion approved to bring the Bylaw amendment to the Board for approval.**
 2. Rule I.11. Advisory Council Meetings. The Advisory Councils, chaired by the Vice Presidents, will meet during separately-before the fall meetings and spring Convention. ~~Executive Committee meetings.~~ In the event that a committee chair is unable to attend, the committee chair is expected to secure an appropriate replacement (proxy) to represent the voice of the respective constituency at the Advisory Council meeting. Approval of the proxy by the VP of the Committee Chair's Advisory Council must be obtained through written consent prior to the meeting. The Vice President will notify the President and Executive Director of the approved proxy. The proxy will represent the respective constituency at the

Advisory Council meeting and have the privilege of the committee chair's vote.

- a. President *Garland* asked that we discuss these changes with Bylaws
 - b. ***Gibson* moved to approve the amendment to Rule I.II. *Crouse* second. Motion approved to bring forward to the Board for approval.**
- iv. Discussion was had about whether or not all SETC documents that refer to "Secondary" should be changed to "High School."
1. *Dean Slusser* suggested that the Secondary certification includes grades 6-12.
 2. *A. Kisling* asked if we are currently serving Middle School, and if we are not, should the name change. *Gary Weatherly* suggested that Middle School is an area that is growing, and perhaps we should leave the name as is. *Horth* stated that we are not currently serving Middle School, and asked if that is a constituency that will be able to travel or be served by our Convention? *Jeremy Kisling* asked how many states are serving Middle Schools with Festival and the majority are.
 3. *Elaine Malone* desires that the Teacher's Institute to remain open and available to all levels, and suggested that Secondary Division would like to pay more attention to Middle School communities. *A. Kisling* suggested that we should look at the Middle School teachers as a constituency that should be served by SETC.
 4. *Garland* asked that we consider that the Division is greater than the High School Festival. *Tom Booth* hopes that we are serving all types of theatre.
 5. *Neno Russell* suggested that perhaps we need to really look at which groups are served by which events, and that may indicate how the pieces should fall. *ND Seibel* asked if "Secondary" is the proper terminology to include Middle School, which dovetails off the conversation about how divisions overlap in the organization.
 6. *Jerf Friedenberg* suggested that we are stuck discussing the name of the Division and the programming for the constituents.
 7. *Garland* asked that we continue this discussion during the Board meeting later today, and within the Secondary Division.
- v. *Garland* reported that discussion was had by ExCom in May and electronically about exempting Festival Chairs from Convention Registration. There is already a Rule in place that gives the ED discretion to waive fees. Discussion continued.
1. *Gagliano* suggested that the discretion lies with the ED regarding how much the Festival Chairs are actually able to participate in the full Convention based on size of the Festivals. *Friedenberg* expressed concern that many people volunteer at the Convention, and how do you value one person's time over another. *Russell* suggested that if it was about need, could there be a scholarship fund.
 2. *Horth* assured the body that need-based concerns are the time when discretion is used to ensure that volunteer can attend. She also reminded the body that there is already a rule in place that if you volunteer more than 10 hours, registration can be waived. The person has to apply for that dispensation, however.
 3. *Garland* thanked the Board for this discussion.

Break was taken at 12:06 pm for lunch. Reconvened at 1:30 pm.

B. *Jack Benjamin* as Chair of Nominations Committee presented the slate for 2018-2019:

President: Jeff Gibson

VP of Services: Lee Crouse

VP of Administration: Maegan Azar

VP of Finance: David Wohl

Secretary: Rebecca Beasley

Elected Past President: Alan Litsey

VP of States: Mike Hudson

VP of Divisions: Tom Booth

Nominations Committee: Pat Gagliano, Shannon Robert, Mary Fran Crook, Jen Lane

1. Nominations Committee Chair: Tiza Garland (appointed by the President)

C. Vice President of Services, *Pat Gagliano* brought forward the following items for Action:

- i. The creation of an Applied Theatre Interest Group has been proposed.
 1. *J. Kisling* asked for clarification on what will fall under this group. *Tenika Dye Burgess*, the originator of the proposal, read the description from the proposal in the semi-annual reports, but also clarified that it is theatre that is specifically focused on service, not entertainment. Offerings have been made at SETC since Atlanta in 2011. There have been at least 130 workshops and master classes under the “Applied Theatre” heading since then.
 2. ***Gibson* moved to approve the creation of the Applied Theatre Interest Group under the Services Council. *Crouse* second. Motion approved and will be brought to the Board for consideration.**
 - ii. The creation of two new Design/Tech Competition Categories in Technical Direction and Costume Patternmaking & Construction has been proposed by the Design/Tech Committee for discussion with ExCom.
 1. *Russell* explained that this will not require more adjudicators. *Garland* asked that this be updated in the Design/Tech Manual.
 2. *Garland* charged Design/Tech to explore these categories with the strong suggestion not to require anymore budget needs and be in strong consultation with Central Office. If those needs are in line, these awards should be created.
 - iii. Design/Tech has proposed the creation of Design Tech Awards Staging and Design Interns.
 1. Central Office handles the Interns for convention, so *Horth* has recommended that this remain under the Central Office auspices in consultation with Design/Tech Committee.
 2. *Garland* charged the Design/Tech committee with consulting with Central Office to create the Design Tech Awards Staging and Design Interns.
 - iv. Secondary Auditions should be made a function of central office rather than a standing committee.
 1. *Friedenberg* explained that all the duties of this position are handled by Central Office already including registration for participants, the execution of material and communication with auditionees and auditioners, and there is no programming associated with the auditions other than what is proposed by other committees.
 2. *Gagliano* clarified that the services will still be there, but rather the committees will just come off the listings.
 3. *Horth* explained that Jerf, Claire, and Betsey met to discuss this proposal. *Horth* believes that it is important that there is still feedback from the Secondary and College/University Division. *Garland* suggested that the Division Manuals should reflect that these auditions are under their supervision.
 4. *Garland* recommended deleting Rules II.23 Grad School Auditions Committee and Rule II.9 Undergraduate/Transfer Auditions Committee to move forward with this proposal.
 5. ***Gagliano* moved that we delete Rules II.23 and II.9 and place Undergraduate and Graduate School Auditions under the auspices of Central Office. *Gibson* second.**
 - a. *Slusser* asked for clarification as to who will oversee these auditions if the committees are deleted? *Garland* and *Horth* suggested that the College & University and Secondary Divisions will advise and liaise on these auditions. This modifies our policy to reflect our current practice.
 - b. **Motion approved and will be brought before the Board.**
- D. Vice President of Administration, *Jeff Gibson* brings forward the following items for Action:
- i. **The Nominations Committee Manual is brought forward for approval. *Gagliano* moved to approve. *Gibson* second. Manual approved.**
 - ii. **The Past Presidents Manual is brought forward for approval. *Azar* moved to approve. *Kisling* second. Motion approved.**
- E. Secretary, *Maegan Azar* brings forward the following item for Action:
- i. **Secretary Manual is brought forward for approval. *Gagliano* moved to approve contingent on the addition of the process for reporting Conflict of Interest. *Crouse***

second. Manual approved.

- F. Vice President of Administration, *Jeff Gibson* brings forward the following items for Action on behalf of Vice President of Finance, *David Wohl*:
- i. **VP of Finance Manual is brought forward for approval contingent upon the updating of the parenthetical phrase under Operating Procedures. *Gagliano* moved to approve. *Gibson* second.**
 1. *Gagliano* asked that the new parenthetical phrase under Operating Procedures be updated administratively.
 2. **Motion approved.**
 - ii. The Halbach, Wilson, and KEAP Manuals were brought forward for approval.
 1. *Slusser* suggested that we move forward in approving these manuals and that the new Scholarship timeline will be added administratively.
 2. ***Gagliano* moved that the Halbach, Wilson, and KEAP Manuals be approved contingent upon the updating of the parenthetical phrase under Operating Procedures. *Crouse* seconded. Motion approved.**
 - iii. ***Gibson* recommended the FY2017 Audit for approval. *Kisling* moved to approve. *Azar* seconded. Motion approved.**
 1. *Matt Davenport* congratulated FinCom on such a detailed audit.
 - iv. *Slusser* shared the new recommendations from Scholarship Committee.
 1. The development of a unified, online application for scholarships that will be ready to go live by January 2018 for receipt of 2019 applications. (The startup date in our inaugural year is negotiable, but would need to be ready to go no later than March 1.)
 2. Move to a single, universal timeline for all scholarships (both undergraduate and graduate) as described below:
 - September 15: Launch – initial publicity announcements
 - September-December: Publicity, announce newly selected recipients, application availability, deadlines, etc.; applications can be available early during these months
 - January-March: Application period, continued publicity, major push at Convention with plenty of time for applications to be completed
 - April 1: Application deadline
 - April-June: Selection period; conference/video calls if interviews are required; Committee makes final decisions according to their individual calendars
 - June 30: Central office and recipients notified;
 - July-August: Central office disburses awards, subject to confirmation of official transcripts, matriculation, and/or other documentation as required. If any recipient is attending a school that makes them ineligible to receive the scholarship, an alternate recipient may be chosen.

Following this timeline, each SETC Scholarship Recipient would be invited (NOT required) to attend Convention during the school year for which they receive their scholarship.
 3. A one-year (2018) suspension of the awarding of the Porterfield, Wilson, Smith, and Ballew Scholarships in order to facilitate the transition to the new application process and timeline. (The Holliday, Halbach, and Secondary Scholarships are already operating in a similar timeline, with final selections for 2018 awards occurring now.)
 - a. *Gagliano* thanked *Slusser* for his continued work on this process. *Russell* asked about the Spiegel Award. *Garland* stated that it will remain on a slightly different calendar.
 - b. ***Azar* moved to approve the unified, online application for scholarships. *Crouse* seconded. Motion approved.**
 - c. ***Azar* moved to approve the single, universal timeline for all scholarships. *A. Kisling* seconded. Motion approved. Motion approved.**

- d. **Gagliano moved for a one-year suspension of the awarding of the Porterfield, Wilson, Smith, and Ballew Scholarships in order to facilitate the transition to the new timeline. Crouse seconded. Motion approved.**

- IX. Executive Director, *Betsey Horth* provided the SETC By the Numbers ED Report.
 - A. Fall Unified Professional Auditions have been moved to the weekend before Labor Day. Thank you to The Break a Leg Network for their sponsorship this year. They will also sponsor Gus' Green Room at the spring Convention this year.
 - B. *Horth* reviewed the current and past membership numbers, as well as breakdowns by region, division, and exhibitors.
 - C. *Horth* shared the success of The Stage is Yours event at the Fall Unified Auditions.
 - D. Next year, the plan is to bring Fall Unified Auditions and LiNK to the Renaissance Suites in Charlotte, NC. The proximity to the airport is excellent, and the hotel has been very welcoming.
 - E. *Horth* shared the plans for the IOT Conference on site-specific theatre.
 - F. The 2017 LiNK and 2018 Convention postcards were distributed to Board members to share. The Convention will be Masquerade-themed this year.
 - G. Suzan Zeder will be the keynote presenter at the Teacher's Institute this year.
 - H. 2018 Convention Hotel Reservations open November 6. If you are planning to stay 4 nights or more, and you have no track record of doing so, please let Jean at Central Office know so that you can receive the special invitation to reserve early on October 16.
 - I. Primarily looking at Knoxville as the location for 2019 Convention. Specific dates are still under negotiation.
 - J. Budget requests will be going out for July 2018-June 2019 via email.

X. Additional Action Items

- A. VP of Administration, *Jeff Gibson* on behalf of VP of Finance, *David Wohl* brought forward the following items of action:
 - i. ***Gibson* made a motion to increase the grant budget by \$5600 for the current budget cycle to support two additional recipients for each of the two new grants (four additional grants total). Gagliano second. Motion approved.**
 - 1. During this inaugural year there were 11 Convention grant applicants and 19 staffing grant applications, this increase is to jump start the program by funding more grants than was initially thought possible. The ability to fund these grants is due in large part to the support of the Board's donations last March.
 - ii. ***Gibson* made a motion to authorize \$2000 to support the new Ready to Direct initiative in this year's budget. Crouse second. Motion approved.**
 - 1. Preston Lane at Triad Stage has been working with Betsey Horth on getting this new program started for future professional Directors.
 - 2. This makes the third "Ready to" program (Ready to Work, Ready to Publish, and now Ready to Direct).
 - 3. Discussion was had about whether or not to retitle "Ready to Work" to "Ready to Design."
 - iii. ***Gibson* moved to initiate an IOT fund within the Endowment with a minimum of \$25,000 received from the IOT Transfer Agreement. Crouse second. Motion approved.**
 - 1. This is already present in the budget in unallocated, but this is now the creation of the line in the quasi-Endowment fund.

XI. Items for Discussion

- A. President, *Tiza Garland* brought forward the following items for discussion:
 - i. Follow-Up from May regarding Spiegel Award intent (whether the money was meant to support an artist with materials for their craft or whether the intent was to help support a student get materials for their craft in order to participate in the Design Competition).
 - ii. Request for a Board member to attend the West Virginia State Conference November 3 & 4. *Alan Litsey* will now be attending.

- B. Vice President of Services, *Pat Gagliano* shared that Marci Duncan might want to consider changing the name of Auditions to Professional Auditions.
- C. Vice President of Administration, *Jeff Gibson* brought forward the following items for discussion:
 - i. Reviewed the status of Manual Updates.
 - ii. *Amanda Nelson* provided an update on new grants to Professional Theatres: Staffing Development Matching Grant and the SETC Convention Grant. There was a strong and diverse application pool this year, and SETC is fortunate to be able to grant more grants than we had expected.
- D. Secretary, *Maegan Azar* moved to administratively update the Scholarship Manuals with the new and updated timeline. **Crouse seconded. Motion approved.**
- E. Vice President of Finance, *David Wohl* submitted the following items for discussion:
 - i. *Garland* explained the thinking behind “inviting” versus “requiring” scholarship winners to attend the Convention. In many instances, we were spending more money on expenses than on scholarship allotment. This is the reason for the shift. *Slusser* suggested that perhaps we should waive registration, but nothing else, so that the money can go for supporting the education of the students.
 - ii. *Slusser* explained that the Scholarship Committee is looking at merging the Holliday and Secondary Scholarships. Also, the committee is looking at aligning timelines for Awards. Once those decisions have been made, the Manual will be revised to reflect these adjustments.
 - iii. *Nelson* asked that the Board and Chairs make contributions in order to support the new grant programs. *Garland* tagged on that this year we’d like to set a goal of full Leadership giving.
- F. Vice President of States, *Lee Crouse* provided an update regarding the possibilities of a sharing program between SETC and the states for event insurance and liability insurance. The rep was not able to attend this weekend, so they will reschedule for a future meeting.

XII. Items of Interest

- A. President, *Tiza Garland* brought forward the following items of interest:
 - i. Feedback regarding banquet indicated complaints on the length. A decision was made to announce all scholarship winners at the Business meeting in the afternoon and repeated at the Division meetings and receptions. The chair of each scholarship/award can decide the best venue for announcement.
 - ii. To stream-line the banquet, only the Suzanne Davis, Distinguished Career, and Sarah Spencer recipients will be invited to speak at the banquet.
 - iii. Also, to help streamline the event, the MC will read award winners for the festivals. Festival Chairs will provide a list to the MC prior to the Banquet.
- B. Vice President of Services, *Pat Gagliano* brought forward the following items of interest:
 - i. Call for Fringe Festival applications.
 - ii. Young Scholars Award information will be going out soon, so please be on the lookout.
 - iii. Small Theatre list has 40+ members – the Committee is growing.
 - iv. Convention planning is underway, asks are out, and the information will be out as soon as we have confirmation.
 - v. Workshop proposals are due this week, the deadline for A/V needs has passed, and a reminder for Division Chairs: the deadline for review of all proposals is October 6.
- C. Elected Past President, *Alan Litsey* has emailed the Board Survey again, and is requesting feedback from all 21 Board members.
- D. Vice President of Administration, *Jeff Gibson* brought forward the following items of interest:
 - i. *Chris Rich* updated the Board on the Strategic Planning Committee’s (StratCom) progress. StratCom will be specifically looking at future growth, and is currently evaluating the SWOTs and surveys from Convention.
- E. Secretary, *Maegan Azar* shared information about the SETC Hall of Fame:
 - i. In May, ExCom voted to execute the creation of the Hall of Fame Award as outlined in the May 2017 minutes. *Azar* specifically thanked Jack Benjamin for his continued work on the creation of this award. The nomination form is online at the Awards page and is accepting nominations through October 30. ExCom will make the selection of up to 5

inductees for the inaugural year (only 3 inductees every year after that) at the January meeting. And new Hall of Fame Award winners will be inducted at the March Business Meeting with a plaque.

- F. Vice President of States, *Lee Crouse* informed the Board that the States will discuss how to streamline the presentation of the baskets. More awards are being presented at States Luncheon and we want to get through all of the events without feeling too rushed.
- G. Executive Director, *Betsey Horth* brought forward the following items of interest:
 - i. Follow-Up and information regarding meetings with three different Investment Councilors: Foundation of the Carolinas (they would pool it with other organizations' funds, and outsource with Mercer to do the actual investing), TIAA (would pool it with others, but we would work directly with their investors to build our portfolio), and Jack Pence (our current, 17-year-long investor). The group debriefed and made a list of questions to seek clarification from each of the reps. Endowment and ExCom will review in January to see if any changes will be made in our Investment Policy. In the future, SETC needs to reexamine our strategy every 5 years.
 - ii. IOT Consulting Update. Michael Hardy, Larry Gunski, and Betsey Horth have completed the first consulting job. Hardy will take a six-month leave, and return as a part-time consultant.
 - iii. Auditions Task Force Update. By the end of September, the results of the feedback will be sent out to the Task Force, so that priorities can be established to bring before ExCom.
- H. President *Garland* asked if it is possible to move the Fall Board Meeting so that it is in line with the new date for the Fall Auditions.
 - i. ***Gibson* moved to suspend Rule I.6 for the 2018 Fall Meeting. *Azar* seconded. Motion approved and will be brought before the Board.**
 - ii. *Azar* will be creating and sending out a survey to share with Central Office on the best possible dates for the meeting.

XIII. ExCom adjourned at 4:39 pm.

SETC Board Meeting, September 9, 2017

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 (Mississippi): *Lee Crouse*
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: *Tom Booth*
Professional Division: *Matt Davenport*
Alabama: *Neil David Seibel*
Florida: *Donna White*
Georgia: *Dean Slusser*
Kentucky: *Jeremy Kisling*
North Carolina: *John "Jerf" Friedenber*
South Carolina: *Kris Rau McIntyre*
Tennessee: *Rex Knowles*
Virginia: *Mike Hudson*
West Virginia: *Gregory Mach*

Executive Director

Betsey Horth

- I. President *Tiza Garland* called the Board of Directors meeting to order at 4:44 pm.
- II. Roll Call by Secretary, *Maegan Azar*
Present: President, *Tiza Garland*; Secretary, *Maegan Azar*; Vice President of Services, *Pat Gagliano*; Vice President of Administration, *Jeff Gibson*; Vice President of States, *Lee Crouse*; Vice President of Divisions, *Amie Kisling*; College/University Division, *Mary Fran Crook*; Community Theatre Division, *Tom Booth*; Professional Division, *Matt Davenport*; Alabama, *Neil David Seibel*; Georgia, *Dean Slusser*; Kentucky, *Jeremy Kisling*; North Carolina, *Jerf Friedenberg*; South Carolina, *Kris Rau McIntyre*; Tennessee, *Rex Knowles*; and Virginia, *Mike Hudson*.
Absent: Vice President of Finance, *David Wohl*; Elected Past President, *Alan Litsey*; Secondary Division, *Suz Allmon*; Florida, *Donna White*; and West Virginia *Greg Mach*.
Non-Voting in Attendance: Executive Director, *Betsey Horth* and members of the Advisory Councils
- III. Secretary *Azar* announced the recording of the meeting to ensure accuracy of the minutes.
- IV. President *Garland* appointed *Dennis Wemm* as Parliamentarian.
- V. ***Seibel* moved to approve the March 2017 Board Meeting Minutes. *Friedenberg* second. Motion approved.**
- VI. Secretary *Azar* reviewed the Action Items from May 2017 and September 2017 ExCom meetings.
 - A. Action items for the Board's information from May 2017:
 - i. *Gibson* made a motion to approve the March 2017 ExCom Minutes, *Wohl* seconded. Motion approved.
 - ii. *Gibson* moved to approve the Auditions Committee Manual with changes in Part I, *Litsey* seconded. Manual approved.
 - iii. *Gibson* moved to approve the Design and Technology Committee Manual with changes in Part I, *Litsey* seconded. Manual approved.
 - iv. Vice President of Finances, *David Wohl* moved to amend the budget to include \$1000 under a Financial Management unallocated line item portion of the Endowment. *Gibson* seconded. Motion approved.
 - v. *Wohl* moved to increase the Executive Director salary 3% to reflect 0.5% for cost of living and 2.5% for merit for FY18 beginning July 1, 2017. *Crouse* seconded. Motion approved.
 - vi. *Wohl* made a motion to execute the Hall of Fame as outlined by our esteemed Secretary with an initial budget of \$700 for FY18. *Gibson* seconded. Motion approved.
 - B. Action items for the Board's information from September 2017:
 - i. *Crouse* made a motion to approve the ExCom Minutes from May 2017. *Kisling* seconded. Minutes unanimously approved.
 - ii. The Nominations Committee Manual is brought forward for approval. *Gagliano* moved to approve. *Gibson* second. Manual approved.
 - iii. The Past Presidents Manual is brought forward for approval. *Azar* moved to approve. *Kisling* second. Motion approved.
 - iv. Secretary Manual is brought forward for approval. *Gagliano* moved to approve contingent on the addition of the process for reporting Conflict of Interest. *Crouse* second. Manual approved.
 - v. VP of Finance Manual is brought forward for approval contingent upon the updating of the parenthetical phrase under Operating Procedures. *Gagliano* moved to approve. *Gibson* second. Motion approved.
 - vi. *Gagliano* moved to approve the Halbach, Wilson, and KEAP Manuals be approved contingent upon the updating of the parenthetical phrase under Operating Procedures.

- vii. *Crouse* seconded. Motion approved.
- viii. Finance Committee brings forward the FY2017 Audit for approval. *Kisling* moved to approve. *Azar* seconded. Motion approved.
- ix. *Azar* moved to approve the unified, online application for scholarships. *Crouse* seconded. Motion approved.
- x. *Azar* moved to approve the single, universal timeline for all scholarships. *A. Kisling* seconded. Motion approved. Motion approved.
- xi. *Gagliano* moved for a one-year suspension of the awarding of the Porterfield, Wilson, Smith, and Ballew Scholarships in order to facilitate the transition to the new timeline. *Crouse* seconded. Motion approved.
- xii. *Gibson* made a motion is brought to increase the grant budget by \$5600 for the current budget cycle to support two more recipients for each of the two new grants. *Gagliano* second. Motion approved.
- xiii. *Gibson* made a motion to authorize \$2000 to support the new Ready to Direct initiative in this year's budget. *Crouse* second. Motion approved.
- xiv. *Gibson* moved to initiate an IOT fund within the Endowment with a minimum of \$25,000 received from the IOT Transfer Agreement. *Crouse* second. Motion approved.
- xv. *Maegan Azar* moved to administratively update the Scholarship Manuals with the new and updated timeline. *Crouse* seconded. Motion approved.

C. Action Items from May for Board approval:

- i. **ExCom brings to the Board of Directors an update to Rule I.17. This motion is to update the parenthetical description at the beginning of each manual as follows: Rule I.17 Preparation of Manuals.** All manuals must be prepared in the following format: Part I. *Operating Procedures*. (In this section should appear as much detail as may be necessary about how the subject group ~~or activity~~ functions. These procedures are not binding upon future users of the manual, ~~but rather constitute useful hints~~ however they serve as important guidelines from previous ~~activists~~ committee leaders, as well as the SETC leadership team. ~~They may be changed at any time.~~ Part I of this manual may be revised as needed or desired, following procedure outlined in Rule 1.18, providing that no changes conflict with SETC policies as stipulated in Articles of Incorporation, Bylaws, or Rules.)
Knowles moved to approve. Slusser second. Motion approved.

D. Action Items from September for Board approval:

- i. **ExCom brings the following new Bylaw Article III. Section 5. to the Board of Directors for approval.** Article III. Section 5: All Board members are expected to be in attendance at the semi-annual Board meetings. In the event that a Board member is unable to attend, the board member is expected to secure an appropriate replacement (~~proxy~~ **alternate**) to represent the voice of the respective constituency at the Board meeting. Approval of the ~~proxy~~ **alternate** by the President and Vice President of the board member's Advisory Council must be obtained through written consent prior to the meeting. The President will notify the Executive Director of the approved ~~proxy~~ **alternate**. The ~~proxy~~ **alternate** will represent the respective constituency at the Board meeting and have the privilege of the Board member's vote.
 1. **Seibel moved to approve. Slusser second.**
 2. *Hudson* requested that "proxy" be changed to "alternates" because proxy is usually meant to serve for one vote. *Wemm* suggested that because we are incorporated in the state of Florida, proxy is an acceptable term in that state.
 3. *Slusser* asked if this would cause one person to have more than one vote. *Wemm* stated that there is another Bylaw that prevents that issue.
 4. *Slusser* proposed a friendly amendment to change the word "proxy" to "alternate." *Gagliano* seconds. *Gibson* accepted the friendly amendment.
 5. **Motion approved to bring to the membership for approval at the Business Meeting in March.**
- i. **ExCom brings the following new Rule to the Board for approval. Rule ?? **III.19.****

Consulting Service. Upon request, SETC will supply a consulting service to member and non-member theatres and organizations seeking recommendations relative to their future development or to assist in the resolution of problems. SETC members who serve as a consultant as part of SETC's consulting service may be compensated for services as a "contractor" stipulated in a Consulting Agreement.

1. Slusser moved to approve the new Rule. Hudson second.

2. Wemm stated that this will be Rule III.19.

3. Motion approved.

ii. **ExCom brings the following amendment to Bylaw Article XI, Section 3 to the Board for approval.**

Article XI, Section 3. Committee chairs shall:

(1) furnish leadership to their respective committees;

(2) stimulate and develop interest in their assigned areas;

(3) file written reports on the dates requested by the Vice-President chairing their respective Advisory Council;

(4) keep their operational manuals up to date;

(5) attend scheduled Advisory Council meetings;

(6) collaborate with the Executive Director and Central Office staff.

1. Slusser moved to approve the amendment to Article XI, Section 3. Gagliano second. Motion approved to move forward to the membership at the Business Meeting in March.

iii. **ExCom brings the following amendment to Rule I.11 to the Board for approval.**

Rule I.11. Advisory Council Meetings. The Advisory Councils, chaired by the Vice Presidents, will meet during the fall meetings and spring Convention. In the event that a committee chair is unable to attend, the committee chair is expected to secure an appropriate replacement (**proxy alternate**) to represent the voice of the respective constituency at the Advisory Council meeting. Approval of the **proxy alternate** by the VP of the Committee Chair's Advisory Council must be obtained through written consent prior to the meeting. The Vice President will notify the President and Executive Director of the approved **proxy alternate**. The **proxy alternate** will represent the respective constituency at the Advisory Council meeting and have the privilege of the committee chair's vote.

1. Azar made a motion to approve the amendment to Rule I.11 with a friendly amendment to change "proxy" to "alternate." Gibson accepted the friendly amendment. Seibel second. Motion approved.

iv. **ExCom brings the creation of the Applied Theatre Interest Group under the Services Council to the Board for approval. Kisling moved to approve. Booth second. Motion approved.**

v. **ExCom brings the recommendation to the Board to delete Rules II.23 and II.9 and place Undergraduate and Graduate School Auditions under the auspices of Central Office. Slusser moved to approve the recommendation. Friedenbergs second. Motion approved.**

vi. **ExCom recommends to the Board that a suspension of Rule I.6 for the 2018 Fall Meeting is carried out. Friedenbergs moved to approve the suspension of Rule I.6 for Fall 2018. Slusser second. Motion approved.**

VII. Announcements

A. *Seibel* announced that Alabama has finished interviews for ED and Festival Director. Looking forward to meeting the new people in those positions in March at the Convention.

B. *Wemm* thanked *Azar* for completing the Action Items since 1982 document that he began.

VIII. Meeting was adjourned at 5:13 pm.

Submitted respectfully,
Maegan Azar

Summary of Action Items

- *Crouse* made a motion to approve the ExCom Minutes from May 2017. *Kisling* seconded. Minutes unanimously approved.
- The Nominations Committee Manual is brought forward for approval. *Gagliano* moved to approve. *Gibson* second. Manual approved.
- The Past Presidents Manual is brought forward for approval. *Azar* moved to approve. *Kisling* second. Motion approved.
- Secretary Manual is brought forward for approval. *Gagliano* moved to approve contingent on the addition of the process for reporting Conflict of Interest. *Crouse* second. Manual approved.
- VP of Finance Manual is brought forward for approval contingent upon the updating of the parenthetical phrase under Operating Procedures. *Gagliano* moved to approve. *Gibson* second. Motion approved.
- *Gagliano* moved to that the Halbach, Wilson, and KEAP Manuals be approved contingent upon the updating of the parenthetical phrase under Operating Procedures. *Crouse* seconded. Motion approved.
- *Gibson* recommended the FY2017 Audit for approval. *Kisling* moved to approve. *Azar* seconded. Motion approved.
- *Azar* moved to approve the unified, online application for scholarships. *Crouse* seconded. Motion approved.
- *Azar* moved to approve the single, universal timeline for all scholarships. *A. Kisling* seconded. Motion approved. Motion approved.
- *Gagliano* moved for a one-year suspension of the awarding of the Porterfield, Wilson, Smith, and Ballew Scholarships in order to facilitate the transition to the new timeline. *Crouse* seconded. Motion approved.
- *Gibson* made a motion to increase the grant budget by \$5600 for the current budget cycle to support two additional recipients for each of the two new grants (four additional grants total). *Gagliano* second. Motion approved.
- *Gibson* made a motion to authorize \$2000 to support the new Ready to Direct initiative in this year's budget. *Crouse* second. Motion approved.
- *Gibson* moved to initiate an IOT fund within the Endowment with a minimum of \$25,000 received from the IOT Transfer Agreement. *Crouse* second. Motion approved.
- *Azar* moved to administratively update the Scholarship Manuals with the new and updated timeline. *Crouse* seconded. Motion approved.
- *ExCom* brings to the Board of Directors an to update Rule I.17. This motion is to update the parenthetical description at the beginning of each manual as follows:
Rule I.17 Preparation of Manuals. All manuals must be prepared in the following format: Part I. *Operating Procedures*. (In this section should appear as much detail as may be necessary about how the subject group or activity functions. These procedures are not binding upon future users of the manual, but rather constitute useful hints however they serve as important guidelines from previous activists committee leaders, as well as the SETC leadership team. They may be changed at any time. Part I of this manual may be revised as needed or desired, following procedure outlined in Rule 1.18, providing that no changes conflict with SETC policies as stipulated in Articles of Incorporation, Bylaws, or Rules.)
Knowles moved to approve. *Slusser* second. Motion approved.
- *ExCom* brings the following new Bylaw Article III. Section 5. to the Board of Directors for approval.
Article III. Section 5: All Board members are expected to be in attendance at the semi-annual Board meetings. In the event that a Board member is unable to attend, the board member is expected to secure an appropriate replacement (proxy alternate) to represent the voice of the respective constituency at the Board meeting. Approval of the proxy alternate by the President and Vice President of the board member's Advisory Council must be obtained through written consent prior to the meeting. The President will notify the Executive Director of the approved proxy alternate. The proxy alternate will represent the respective constituency at the Board meeting and have the privilege of the Board member's vote.
Seibel moved to approve. *Slusser* second. Motion approved to bring to the membership for approval at the Business Meeting in March.
- *ExCom* brings the following new Rule to the Board for approval.

Rule ~~??~~ **III.19**. Consulting Service. Upon request, SETC will supply a consulting service to member and non-member theatres and organizations seeking recommendations relative to their future development or to assist in the resolution of problems. SETC members who serve as a consultant as part of SETC's consulting service may be compensated for services as a "contractor" stipulated in a Consulting Agreement.

Slusser moved to approve the new Rule. Hudson second. Motion approved.

- **ExCom brings the following amendment to Bylaw Article XI, Section 3 to the Board for approval.**

Article XI, Section 3. Committee chairs shall:

- (1) furnish leadership to their respective committees;
- (2) stimulate and develop interest in their assigned areas;
- (3) file written reports on the dates requested by the Vice-President chairing their respective Advisory Council;
- (4) keep their operational manuals up to date;
- (5) attend scheduled Advisory Council meetings;**
- (6) collaborate with the Executive Director and Central Office staff.

Slusser moved to approve the amendment to Article XI, Section 3. Gagliano second. Motion approved to move forward to the membership at the Business Meeting in March.

- **ExCom brings the following amendment to Rule I.11 to the Board for approval.**

Rule I.11. Advisory Council Meetings. The Advisory Councils, chaired by the Vice Presidents, will meet during the fall meetings and spring Convention. In the event that a committee chair is unable to attend, the committee chair is expected to secure an appropriate replacement (~~proxy~~ **alternate**) to represent the voice of the respective constituency at the Advisory Council meeting. Approval of the ~~proxy~~ **alternate** by the VP of the Committee Chair's Advisory Council must be obtained through written consent prior to the meeting. The Vice President will notify the President and Executive Director of the approved ~~proxy~~ **alternate**. The ~~proxy~~ **alternate** will represent the respective constituency at the Advisory Council meeting and have the privilege of the committee chair's vote.

Azar made a motion to approve the amendment to Rule I.11 with a friendly amendment to change "proxy" to "alternate." Gibson accepted the friendly amendment. Seibel seconded the motion to approve. Motion approved.

- **ExCom brings the creation of the Applied Theatre Interest Group under the Services Council to the Board for approval. Kislung moved to approve. Booth second. Motion approved.**
- **ExCom brings the recommendation to the Board to delete Rules II.23 and II.9 and place Undergraduate and Graduate School Auditions under the auspices of Central Office. Slusser moved to approve the recommendation. Friedenbergs second. Motion approved.**
- **ExCom recommends to the Board that a suspension of Rule I.6 for the 2018 Fall Meeting is carried out. Friedenbergs moved to approve the suspension of Rule I.6 for Fall 2018. Slusser second. Motion approved.**