

Executive Committee Meeting
Saturday, September 7, 2013
SOUTHEASTERN THEATRE CONFERENCE, INC.
Grand Ballroom A, Hilton Atlanta Airport Hotel
Atlanta, GA
MINUTES

ExCom Members in Attendance: President, Jack Benjamin; Programming VP, Tiza Garland; Administrative VP, Steve Bayless; Secretary, Lynn Nelson; Treasurer, Duke Guthrie; States Rep, Mike Hudson; Divisions Rep, Bill Murray; and Past President, Chip Egan

Also in Attendance: Executive Director, Betsey Horth and Bylaws Committee Chair David Thompson

- Meeting called to order at 11:00 a.m.
- Roll Call
- Chip Egan appointed Parliamentarian
- Moment of silence observed to remember those no longer with us
- Minutes from March 2013 approved (motion by Murray, Hudson second)

Action Items

President Jack Benjamin called on Bylaws Committee Chair David Thompson and commended David and his committee for their work. He asked David to present an overview of recommended changes to the Articles of Incorporation, Bylaws, and Rules based on the Re-visioning report accepted by the Board.

The committee recommended that the Articles of Incorporation remain unchanged as a result of the Re-visioning process.

The committee recommended the following changes to the Bylaws as a result of Re-visioning:

- Article III – In Section I, delete the text that lists and describes the current composition of the Board of Directors and officers. Insert re-defined Board of Directors and executive officers of the corporation. Add Section 4 that will more clearly define division chairs, state reps, and the election process and that will allow all ExCom members to be elected officers. There was discussion about combining Sections 3 and 4 to avoid duplication of descriptions.

At 11:15 – President Jack Benjamin suspended proceedings to conduct straw ballot for nominating committee – proceedings resumed at 11:21.

- Article IV – In Section I, adjust language to reflect the composition of ExCom.
- Article V – Edit all sections to reflect new titles and duties of the officers. Discussion items regarding the changes to this article included:

- Whether Article V, Section 4, Number 9 was an appropriate description of a duty currently performed by the VP of Finance.
- Whether it needs to be made clear that all VPs will be conveners for advisory councils.
- Whether to change wording of duties requiring incumbents to submit semi-annual reports from “to the Vice President of Administration” to “to the organization” to avoid additional changes to the Bylaws and/or Rules.
- Whether to add duties of Past President to include acting as chair of Personnel Advisory committee. Concluded that the organization would need to add Personnel Advisory committee as a standing committee, which it is not at present. Adding Section 7 to Article X will reflect making these changes.
- Whether to exclude duty of the Past President to chair the Past President’s Committee.
- Discussed need of defining who the CEO of the corporation is. Debate of whether it would be president or ED.
- Article X – Adjust the language to reflect new titles. There was some discussion about whether to consider defining term limits on committees. There was also discussion about whether to parallel FinCom and Endowment. Added Section 7 to define the composition of and duties of the Personnel Advisory Committee.
- Article XII – Added the phrase “Under the authority granted by the Board of Directors” to the opening sentence about the ability of ExCom to contract with an Executive Director and employ staff. Also added a list of the major duties of the Executive Director. There was discussion about whether the description is a CEO or COO. Current language is task oriented (COO) and should be more strategic oriented (CEO). The following language was accepted and is to be incorporated into the Article: The ED serves as the chief executive of SETC. In partnership with the Board and ExCom, the ED is responsible for the success of the mission and vision of the organization. Responsibilities include (but are not limited to): Developing and implementing high-level strategies, making corporate decisions, managing the overall operations and acting as the main point of communication between the BOD and organizational operations.
- Article XIII – Discussed the need to add language authorizing president and/or treasurer, etc., to have fiscal responsibility.
- Discussed need to add “in effect” date to language.

At 12:25 – President Jack Benjamin suspended proceedings for a lunch break – proceedings reconvened at 1:40.

Discussion continued about the recommended changes in general. Items discussed included:

- Suggestion to strike the term “however originated” in Article II. Also discussed the two week notification requirement. Board straw vote was to leave language as it is.
- Discussed recommended changes to rules. General consensus was that Rule 27 needed editing rather than striking.

Motion by Guthrie: Pass the bylaws as amended during discussion, executed by the bylaws committee, and reviewed by the Executive Committee. Murray seconded. No discussion. **Passed.**

Programming VP: No action items

Past President: No action items. Suggested that Jack distribute the amended wording to entire board to make sure all discussed changes are made as intended.

Admin VP: **Motion** to move Musical Theatre from ad hoc to standing committee status. Guthrie seconded. No discussion. **Passed.**

Motion to accept the Acting/Directing, Treasurer, Secondary, Hist/Crit/Lit revised manuals. Murray seconded. **Passed.**

Secretary: No action items

States Rep: No action items

Divisions Rep: No action items

Treasurer: **Motion** that ExCom accept the audit. Hudson seconded. No discussion. **Passed.**

Motion from FinCom to accept changes to budget, reflecting changes in salary and benefits and from PubCom to purchase clipart services. No second necessary. No discussion. **Passed.**

Executive Director Report

Executive Director Betsey Horth gave updates on:

- Acknowledged Magnum Companies, Ltd. for their sponsorship of fall events
- Results of investigation into providing more cost effective insurance for Central Office staff
- Discussed location for Fall of 2014 – majority would like to remain in Atlanta
- Numbers for Fall Professional auditions (up on companies and auditionees, down on roles) and Fall Graduate School auditions are lower this year.
- For Education Services report, discussed Spring Graduate School auditions, Undergraduate School auditions, Commercial Exhibits, and High School sponsorships
- For Outreach report, discussed the new USITT and SETC collaboration and their first meeting on 8/28/13. Quiana attended the NC Philanthropy Conference and Claire attended the EDTA Conference. Judi launched the new SETC News format with editor Deanna Thompson.
- Recognized Jose Simbulan, who has accompanied professional auditions for 20 years. He would like to also volunteer to go to states to provide accompaniment, adjudicate auditions, and do master classes.
- Short discussion of 2014, 2015, and 2016 Convention planning
- Solicited requests for the 2014-2015 budget.

ITEMS FOR DISCUSSION

VP of Programming:

- Announced that she has 85 proposals to date. Asked all to solicit new people to submit proposals. Has received recommendations for keynote speakers, but continues to need additional ideas and encourage diversity with the keynote speakers. Daniel Banks is already confirmed as one speaker and Lisa Dalton with the Michael Chekov Foundation is also confirmed. She has reached out to Laura Linney and Lynn Nottage. She is looking for anyone with a connection to Marlee Matlin, Suzan-Lori Parks, William H. Macy, Terrence Mann, and Wendell Harrington.
- Excursions to the Maritime Museum are being planned for convention. It will not be open to the public until the end of March.

Past President: None

Admin VP:

- Reported that Matt Davenport from ProDiv has alerted us to some issues and they are working on them.

Secretary: None

States Rep: None

Divisions Rep: None

Treasurer:

- Reported that we are anticipating an adjustment to the budget due to a rise in insurance cost and venue costs in Mobile.
- From Endowment: transfer of reserves to the operating budget happened in July. Endowment is on right track with scholarship funds.

UNFINISHED BUSINESS

President Jack Benjamin discussed who is to attend each state meeting. There are three states for which ExCom cannot attend and state reps will attend: Neil David Seibel will attend SC, Joe Frost will go to WV and Herb Parker will attend KY.

NEW BUSINESS: None

ANNOUNCEMENTS: None

Motion to adjourn by Nelson at 3:20. Egan seconded. **Passed.**