



(860 434-7802 90 Lyme Street, Old Lyme CT 06371 www.LymeArtAssociation.org

BOARD MEETING MINUTES
Wednesday, September 20, 2017 at 4:00 pm

Board members present:

Gayle Asher, Del-Bourree Bach, John Beatty, James Berryman, Donna Gilberto, Sarah Lucas, David Moore, Michael Moses, Steven Ross, Lee Ruck, Kim Sapia, Katherine Simmons, Carrie Walters

Board members absent: Roger Clements, Lisa DeFilippo, Debbi Goodman, Jack Montmeat, Emily Reynolds

Staff: Gary Parrington, Laurie Pavlos, Jocelyn Zallinger

Call to order: Kathy convened the meeting at 4:01.

Minutes: On a motion by Dave seconded by Carrie the August minutes were approved, with Lee abstaining.

Treasurer's Report: John pointed out an error in the "budget column that shows a net \$18,902 loss. This will be corrected. Otherwise the cash flow is 28,000 higher this year to date.

Gallery Report: Sales tables were presented. This was a record year for American Waters in terms of number of paintings (33) sold. Average price was \$528. *New England Landscape* is off to a very strong start with 10 paintings, average price \$1,212. More than a month to go. Year-to-date income is catching up to last year's record.

A.P.E.C. Report: 2018 calendar is being fleshed out with prospectus descriptions and potential jurors. 2018 juror honorariums proposed: \$150 for most shows, with \$200 - \$250 for Marine and Landscape shows. On a motion by Del, seconded by Sarah the board approved honorariums for jurors in the \$150 to \$250 range. Following discussion about "patrons" assisting or participating in the jury process, there was consensus that there should be a better way to involve patrons in our gallery shows without changing a jury process that works well and the matter was referred back to the committee. The committee is currently working on several projects: 2019 gallery rental to CT Watercolor Society; 2019 special Griswold Point show including Don Demers works; development of a more equitable online vs. in person jurying approach; possible EA screening process changes to improve nominations for EA status.

Development Report:

Second Century Committee. Before Carrie gave her report, Kathy said that Kim had to recuse herself from discussion and voting on this matter. Following Carrie's report, (see attached) board members had time for questions and discussion. The Old Lyme Historic District Commission approved the project to repair and restore the exterior of the building, including the use of Azek trim as specified by Centerbrook Architects, in the RFP. Centerbrook Architects specified Azek, noting that while it is more expensive than wood, it is more durable than wood and involves less maintenance over the long run. The two finalists for the project were Sapia Builders and Gunther Homes. Sapia Builders' bid met the requirements of the project best although their bid was higher because they included the cost of Azek trim, Gunther Homes' bid included the use of wood trim. Kathy pointed out that the LAA was in the best financial standing in years and that it was the view of the Executive Committee and the 2nd Century Committee that we have the opportunity to follow the advice of the Architects and use synthetic trim materials for a more permanent, long lasting renovation.



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On a motion by Steven, seconded by Dave, the board unanimously approved, with Kim abstaining, to award Sapia Builders the contract for the exterior renovations.

Palate to Palette: Kim reported for Emily, reminding everyone that the date is Thursday, October 19 from 6 to 9 pm. Sponsorship support is a record \$22,500 (5K more than last year). Special thanks to Board member sponsors. The participating restaurants and caterers include: A Thyme to Cook Charlie's Place, Chow Food & Beverage Co., Coffees Country Market, Fromage Fine Foods & Coffee, Gourmet Galley, Old Lyme Inn, Old Lyme Seafood, Old Saybrook Soup & Sandwich, Stella's Restaurant & Pizzeria, and The Essex. Invitations will be in the mail early next week to 1,492 homes. Extra invitations will be available as of Monday. ARTIST PANELS are due by October 1st and we are asking for 100% Board participation!

Building and Grounds: The trees along Lyme Street and south parking lot were trimmed and a dead tree removed. A truckload of gravel was delivered and spread by staff at the driveway entrance and low spots. Steven reported that Dave Duncan, Architect developed a lighting plan for our parking lot that was approved by the Historic District Commission. There will be 24 twelve -volt fixtures installed in the trees. The installation begins Monday, September 25th.

Education and Activity Report: Laurie reported: the August Demers workshop was sold out; the November Steven Assael drawing workshop is also full; and the Fall class schedule includes ten classes, all running. Education income will exceed last years. 2018 Art Expo vendor sign-ups are coming in: 7 vendors have already paid – last year we had 10. The committee is currently working on two additional projects: a female morphology lecture/workshop by Allana Benham; and a casual “painting party” with holiday-themed still life setups.

Governance Committee Report: Lee presented a working plan for analyzing where we are in terms of minutes and agenda documentation, how to address any gaps in past documentation and developing templates for minutes and agendas going forward. His proposed work plan was reviewed and approved by the Board. Priority will be given to items number 4, 5, and 6. Lee will provide an electronic update of the LAA's policies. Lee presented a draft of the new Proxy Authorization to be used at the upcoming membership meeting. The authorization was approved with two small changes: the form will include the meeting date and a line will be added to show that the Secretary received the form as required.

Annual Meeting: Kathy presented the slate of Directors, to be voted at the October 11 Annual Meeting. On a motion by John, seconded by Steven the Board unanimously approved the slate. A copy of proposed amendment to Article VI, Executive Director, section 5 Absence of Executive Director was presented. On a motion by Dave, seconded by Del the amendment was carried unanimously.

Other Business: Steven asked how inconsistencies in the bylaws would be resolved. Kathy referred this matter to the Governance Committee for review and recommendations.

Adjournment: On a motion by Carrie, seconded by John the meeting was adjourned at 5:24

Next meeting, is the Annual Meeting on Wednesday, October 11th. Starting at 5:30, with refreshments at 5 PM.

Profit & Loss Prev Year Comparison

January through August 2017

	<u>Jan - Aug 17</u>	<u>Jan - Aug 16</u>	<u>Budget</u>
Ordinary Income/Expense			
Income			
4002 · Membership - Dues	22,669.00	23,770.00	25,360.00
4003 · Entry Fees	23,900.00	17,135.00	14,171.75
4004 · Donations	36,280.10	34,416.00	30,310.82
4004.10 · Fundraising Events	15,209.74	9,192.94	3,400.00
4005 · Exhibition Rental	260.00	2,524.00	1,000.00
4005.5 · Facility Rental	5,100.00	3,027.50	4,000.00
4006 · Misc Sales	40.00	-184.00	0.00
4007 · Education	36,637.05	15,255.00	23,733.36
4009 · Commissions - Sales of Artwork	25,612.55	29,645.53	31,333.36
4011 · In Kind Donations	20,492.00	17,598.00	26,000.00
4100 · Grants	6,000.00	6,000.00	4,000.00
4200 · Interest & Dividends	17,267.12	20,663.66	18,666.68
Total Income	<u>209,467.56</u>	<u>179,043.63</u>	<u>181,975.97</u>
Expense			
5000 · Education -Class Expense	13,323.44	1,918.62	7,500.00
5300 · Utilities	7,677.47	6,555.87	8,332.00
5401 · Maintenance-Cleaning	3,372.66	3,328.04	3,668.00
5402 · Maintenance	2,707.03	5,409.87	4,400.00
5404 · Grounds	8,853.16	4,600.50	5,668.00
5440 · Leases	112.18	0.00	0.00
5451 · Office	3,000.31	3,864.48	4,532.00
5453 · Miscellaneous	0.00	121.71	332.00
5461 · Fund Raising	2,109.22	782.14	600.00
5650 · Insurance	7,798.00	1,928.25	6,668.00
5701-3 · Gallery Rental Costs	0.00	100.03	0.00
5701 · Exhibits	9,007.17	11,063.75	10,400.00
5725 · Postage & Shipping	766.20	485.21	800.00
5751 · Printing	0.00	197.63	668.00
5801 · Publicity/Advertising	3,988.07	7,487.46	5,332.00
5802 · In Kind Expenses	20,492.00	13,516.00	26,000.00
5850 · Capital Expenses	2,102.89	6,194.00	10,668.00
5901 · Bank & Credit Card Fees	4,222.69	5,163.46	5,000.00
5902 · Interest	30.15	126.12	0.00
6500 · Payroll	85,364.72	81,622.11	97,300.00
6661 · Gallery use expense	437.47	423.45	800.00
8401 - Training			510.00
6750 · Taxes - Other	75.00	0.00	
8300 · Promotion and Travel	929.25	508.04	1,700.00
Total Expense	<u>176,359.08</u>	<u>155,396.74</u>	<u>200,878.00</u>
Net Ordinary Income	<u>33,108.48</u>	<u>23,646.89</u>	<u>-18,902.03</u>
Other Income/Expense			
Other Income			
4004.6 · Grants - Capital Campaign	0.00	30,000.00	10,000.00
4010.3 · Capital Campaign Donations	45,821.80	81,250.00	85,000.00
5800 · Fund Raising Events	0.00	140.00	
Total Other Income	<u>45,821.80</u>	<u>111,390.00</u>	<u>95,000.00</u>
Other Expense			0.00
Summary			
	<u>Jan - Aug 17</u>	<u>Jan - Aug 16</u>	<u>Budget</u>
6701 · Capital	1,562.27	0.00	
6702 · Capital Campaign Exp	3,986.52	5,183.90	3,400.00
Total Other Expense	<u>5,548.79</u>	<u>5,183.90</u>	<u>98,400.00</u>
Net Other Income	<u>40,273.01</u>	<u>106,206.10</u>	<u>-3,400.00</u>
Net Income	<u>73,381.49</u>	<u>129,852.99</u>	<u>-22,302.03</u>

Gallery Report

- See sales tables
- This was a record year for **American Waters** in terms of number of paintings (33) sold. Avg price was \$528
- **New England Landscape** is off to a very strong start with 10 paintings, avg price \$1,212. More than a month to go.
- Year-to-date income is catching up to last year's record.

APEC Report

- 2018 calendar is being fleshed out with prospectus descriptions and potential jurors
- 2018 juror honorariums proposed: \$150 for most shows, with \$200 - \$250 for Marine and Landscape shows
- Possibilities for 2019: gallery rental to CT Watercolor Society and special Griswold Point show including Don Demers works
- Decided to suspend on-line entries for Deck the Walls while working out more equitable online vs. in person jurying approach.
- Discussed change in EA screening process. For under 12 candidates, only eliminate those who were unanimously voted down
- Next Meeting: Wednesday, November 1st, 10am.

**Gross Sales
Month**

Year	January	February	March	April	May	June	July	August	September	October	November	December	Gross Sales
2012	\$1,900	\$3,055	\$6,320	\$6,290	\$7,308	\$13,775	\$14,241	\$12,750	\$5,750	\$13,398	\$17,114	\$10,321	\$112,220
2013	\$3,975	\$250	\$4,076	\$15,585	\$9,635	\$5,090	\$8,578	\$9,215	\$13,635	\$4,640	\$17,538	\$11,311	\$103,487
2014	\$8,545	\$2,985	\$5,425	\$14,298	\$5,785	\$14,515	\$15,565	\$7,235	\$5,945	\$18,933	\$18,125	\$10,925	\$128,281
2015	\$7,115	\$3,225	\$3,285	\$3,075	\$3,610	\$18,999	\$27,379	\$12,098	\$2,770	\$12,155	\$5,525	\$23,698	\$122,933
2016	\$2,520	\$2,787	\$10,255	\$22,425	\$8,065	\$26,915	\$6,367	\$5,525	\$13,580	\$6,700	\$20,570	\$9,580	\$135,288
2017	\$10,290	\$2,545	\$10,037	\$6,520	\$9,195	\$17,127	\$13,150	\$8,054	\$15,230				

**Total Pieces Sold
Month**

Year	January	February	March	April	May	June	July	August	September	October	November	December	Total Pieces
2012	5	8	12	11	13	16	33	17	12	14	22	21	184
2013	9	1	9	32	16	7	21	24	16	6	26	22	189
2014	17	7	20	14	11	16	36	16	7	27	19	20	210
2015	17	4	8	5	7	30	62	23	6	18	7	47	234
2016	7	8	17	17	6	29	17	12	13	7	28	16	177
2017	17	6	18	10	9	30	36	17	14				157

Year-to-date Comparison

Year	January	Jan. - Feb.	Jan. - March	Jan. - April	Jan. - May	Jan. - June	Jan. - July	Jan. - August	Jan. - Sept.	Jan. - Oct.	Jan. - Nov.	Jan. - Dec.	Yearly Sales
2012	\$1,900	\$4,955	\$11,275	\$17,565	\$24,873	\$38,648	\$52,888	\$65,638	\$71,388	\$84,786	\$101,900	\$112,220	\$112,220
2013	\$3,975	\$4,225	\$8,301	\$23,886	\$33,521	\$38,571	\$47,149	\$56,364	\$69,999	\$74,639	\$92,176	\$103,487	\$103,487
2014	\$8,545	\$11,530	\$16,955	\$31,253	\$37,038	\$51,553	\$67,118	\$74,353	\$80,298	\$99,231	\$117,356	\$128,281	\$128,281
2015	\$7,115	\$10,340	\$13,625	\$16,700	\$20,310	\$39,309	\$66,687	\$78,785	\$81,555	\$93,710	\$99,235	\$122,933	\$122,933
2016	\$2,520	\$5,307	\$15,562	\$37,987	\$46,092	\$72,967	\$79,333	\$84,858	\$98,438	\$105,138	\$125,708	\$135,288	\$135,288
2017	\$10,290	\$12,835	\$22,872	\$29,392	\$38,587	\$55,714	\$68,864	\$76,917	\$92,147				

Major Exhibitions - Gross Sales														
By Exhibition														
Year	Associate Artist	Wonders of Winter	Contempo	Holding Skill	EA Show	LOL Jr. Women	Marine Art	Anything Goes	Summer Paint & Sculpt	Pastel Society	NE Landscape	Deck the Walls	EA Room	Art Market
2010	\$5,370		\$500		\$12,145		\$10,965	\$2,015	\$2,840	\$2,450	\$36,390	\$9,665	\$8,932	
2011	\$5,895		\$0		\$3,550			\$2,505	\$2,995		\$7,880	\$17,902	\$7,843	
2012	\$3,230		\$825		\$12,595		\$8,250	\$950	\$8,942	\$1,145	\$20,302	\$15,788	\$7,009	
2013	\$3,775		\$0	\$5,068	\$5,195	\$12,910		\$2,100	\$7,155		\$10,108	\$17,133	\$10,629	
2014	\$3,810	\$5,850	\$135	\$495	\$9,575	\$5,485	\$21,685	\$3,810	\$6,295	\$1,300	\$7,370	\$12,250	\$9,588	\$5,700
2015	\$4,925	\$850	\$350	\$275	\$3,810		\$21,719	\$4,192	\$6,838	\$1,550	\$14,165	\$15,932	\$6,175	\$8,021
2016	\$7,285	\$650			\$25,960		\$22,612	\$3,170		\$3,700	\$23,370	\$21,750	\$10,507	\$7,285
2017	\$12,650		\$2,045	\$2,165	\$10,370		\$17,432	\$2,615			\$12,120		\$13,088	\$2,563

Major Exhibitions - Total Pieces Sold														
By Exhibition														
Year	Associate Artist	Wonders of Winter	Contempo	Holding Skill	EA Show	LOL Jr. Women	Marine Art	Anything Goes	Summer Paint & Sculpt	Pastel Society	NE Landscape	Deck the Walls	EA Room	Art Market
2011	12		0		5			9	8		8	34	22	
2012	10		1		11		10	8	15	2	21	28	18	
2013	10		0	8	8	27		10	11		10	29	27	
2014	9	10	1	1	4	10	28	15	10	2	15	30	19	14
2015	7	5	1	2	7		23	16	9	2	14	33	14	25
2016	12	1			11		22	14		5	17	33	27	12
2017	19		3	5	7		33	12			10		32	8

Education and Activities Report

- August Demers workshop was sold out, November Steven Assael drawing workshop also full
- Fall class schedule includes ten classes, all running
- Education income will
- 2018 Art Expo vendor sign-ups are coming in: 7 vendors have already paid – last year we had 10
- Working on timing for female morphology lecture/workshop by Allana Benham
- Discussing a casual “painting party” with holiday themed still life setups

Building and Grounds

- Trees along Lyme Street were trimmed and dead tree removed.
- Truckload of gravel was delivered and spread at entrance and low spots
- Front and rear parking lot lighting installation will occur Monday, September 25

**LYME ART ASSOCIATION
BOARD OF DIRECTORS
REPORT OF THE GOVERNANCE COMMITTEE 9/20/17**

As its initial report to the Board of Directors, the Governance Committee presents its proposed work plan:

1. Review all electronically retrievable agendas and minutes of the Board and Membership (available since late in 2006).
 - Identify specific actions that set policies in place or that require future actions.
 - Identify specific reports, proposals, or other written documents referenced BUT NOT included in the agendas or minutes.
 - Identify specific actions, programs, or projects, initiated and completed, in previous years which may have current or future relevance.
 - Identify charges or instructions to LAA Committees.
2. Review hard-copy archives to locate reports, proposals, committee charges or other documents referenced but not included in minutes.
3. Analyze all of the above and distill into one or more documents concerning the operation of the LAA, its committees, and activities. Where specific directives exist, review internal procedures to ensure compliance. Where areas need directives, but none formally exist, recommend possible Board or Membership action.
4. Propose minutes or reports templates to enhance usability by the Board and interested members.
5. Propose proxy documents to implement recent Bylaws changes.
6. Review ASAE and AMA suggestions for smaller non-profit audits, and propose procedures for the consideration of the new Board audit committee.

The actions will be taken serially and presented for Board consideration over the next year.



Lee Ruck

