



Missouri Humanities Board of Directors
Wednesday November 17, 2021
4:30 PM- 5:30 PM
Zoom Call

October Minutes corrections requested before the meeting: Trish listed twice. Betty Coleman Name.

Present: Marilyn Bradford (Chairperson), Petra Dewitt (Vice Chairperson), Betty Coleman, Trish Erzfeld, Sudarsan Kant, Marvin Silliman, Marci Bennett (Secretary), John Robinson, III, Nicholas Inman (Assistant Secretary), Blake Sherer, Justin Dyer, Laura Dierberg Ayers, Nat Hardy, Tom Brandom, Jason Sides

Guests: Jeanne Dee, Anders CPA

Staff: Ashley Beard-Fosnow

Absent: Peter Hofherr

A. Call to Order at 4:34 PM

Marilynn Bradford

B. Welcome and Introductions

Marilynn Bradford

Chairman Bradford thanked everyone for attending another meeting. She thought it was important to reconvene after recent developments. She reminded everyone that we are operating under the Sunshine Law Policy. This meeting was called to allow the new Chair to update the full Board on legal and personnel matters and move forward with a strategic plan. For full transparency, the Chair wanted to share actions that were taken by the Executive Committee with all Board members. As a reminder, all matters discussed during the closed session are confidential, including the closed session portions of the minutes.

Chairman Bradford welcomed Jeanne Dee of Anders CPA to offer an update on the 2019 audit letter.

C. Approval of Minutes from October 23rd Meeting (610.021 RSMo) Marilyn Bradford

Motion to approve the minutes was made by John Robinson. Petra DeWitt seconded.
Laura Dierberg Ayers asked for spellings and typo corrections. Marilyn asked Laura and the other Board members to send any corrections to Ashley.

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D. Accept November 17th, Board Meeting Agenda Marilyn Bradford

Marilynn asked the Board to allow her to move Jeanne Dee to the top of the agenda from item H so that Jeanne may leave the call after her remarks. *Laura Dierberg Ayers moved to approve the amended agenda. Nat Hardy seconded the motion. All were in favor.*

Jeanne thanked the Board for the invitation to speak and said that she is looking forward to the gala on Saturday. She explained that she reported to the Executive Committee at the conclusion of the 2019 audit restatement. The entire process started on February 5, 2021. The agency was notified by the NEH to Dr. Belko and a letter indicated that the oversight activities were part of the normal sample of the single audit reporting packages. They are always submitted to the federal government and available for public viewing. The NEH takes a sample on a rotation basis and executes a desk review. It is not a full audit; they have a series of items that they check as a follow up of the agency's audits. They asked for work papers and did testing. The final verdict was delivered by the NEH around April. They asked Anders to restate the audit for three reasons: 1. There was a discrepancy of the amount of regrants between a statement of functional expenses and the amount of schedule of expenditures of federal awards. The discrepancy was under Anders's threshold of immateriality. 2. The second was a typo and how the package is uploaded to the system. 3. The last thing was the most important: It is not part of the compliance and audit procedures. It was a finding. It was part of a separate filing that Tim Taylor prepared. It is a schedule of cash receipts and cash balances for the NEH. It overstated cash balances because it included the receivables and did not reconcile with the NEH's numbers. Anders did not test that. There was an expectation that the auditors would test that; they will test it in that schedule the future. Jeanne said they did identify the discrepancy. Jeanne said that we had to say that it is an internal control finding in the 2019 audit and list the context and management's response. Anders put in new procedures with our new outside accountants. Anders CPA confirmed that the 2020 audit will not be subject to another desk review because of this circumstance. The NEH will not open up 2020 as a result of this. Anders had a new representation letter and closed 2019 for a second time. These desk reviews are available to the public and people can go in and look it, but there is nothing to redo for the 2020 audit.

Chairman Bradford asked for questions. Tom Brandom said that Steve said that he would ask the NEH to take it down. Jeanne Dee said it is not a matter of taking it down. All audits are published on the federal audit clearinghouse. Jeanne said that they asked Dr. Belko what would be the reporting channel for the proper chain of governance. On July 7th, there was a call with the Executive Committee at 4pm- to discuss what the process was, what prompted the desk review, what the resolution was. Jeanne was told that was the proper channel of governance.

Chairman Bradford thanked Jeanne for her time and detailed explanation. Jeanne offered to meet with Ashley, the full board, or the Finance Committee. Jeanne also offered to take Ashley through the audit process. It may be time for the Board to be heavy handed and take them through the process and Jeanne Dee offered to join any future meetings.

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Chairman Bradford said her concern is that “it failed”. Jeanne Dee said it is not considered a failure, but a finding on internal controls. She said it is somewhat common to find a one off finding and this desk review is now closed. Jeanne will be working with Ashley to give the full Board a thorough review.

Laura Dierberg Ayers said she is familiar with boards receiving the 990 before it is filed. The IRS considers this a best practice. Jeanne confirmed Laura’s statement and said they will send the 990 to the accountants and then the full board.

E. Strategic Plan

Dr. Sudarsan Kant

Sudarsan said that he was out for 2 months and had initially worked on the strategic plan from April to the end of summer. He has been out for the last couple of weeks and is grateful for forbearance. Sudarsan spoke to the Chair about taking the strategic plan to the end. Sudarsan gave an overview of where we are.

Kim Funcik and Sudarson met. She completed exploratory work. Kim put together a power point of her findings. Steve asked Sudarsan to present the plan as an exhaustive document including budget and outcomes. Steve brought back new information and asked him to omit portions and make the plan more of a public presentation. The one-page summary of the work that we had put together compressed the information into a single sheet summary. Time is of the essence as we review the summary sheet ahead of the December 1, 2021 deadline. Several questions circumscribe the mission and visions. The four large priorities offer a good structure that we can work within. Sudarsan explained that our strategic priorities are to provide innovative programing, expand our outreach, improve operations, and finally, the aspirational goal- to expand our cultural heritage tourism through environmental humanities, cultural heritage, Native American Heritage, African American Heritage, and we can continue to build. Sudarsan said that the four areas are handy benchmarks. Sudarsan noted that our stakeholders include outside partners donors and consumers, the board (true to mission), and staff.

Chairman Bradford asked if anyone would make a motion to accept the plan. Tom Brandom asked who was interviewed for the plan. Sudarsan did not see a list of the people who had been interviewed. Steve told Sudarsan that the ideas were part of the overall preparation for the Site Visit accreditation. Steve sent Sudarsan the list of people who had been interviewed for the Site Visit. Chairman Bradford said that the plan is already in motion and asked if we can all agree that these four objectives will be our priority in the coming year.

Marci Bennett made the motion to move to accept the Strategic Plan with the 4 segments as presented. Petra Dewitt seconded the motion. All were in favor. None were opposed,

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but Betty had not voted yet.

Betty Coleman noted that the only thing the Board is voting on are the four priorities. Betty asked if the Board will see the full plan or if a full document exists. Chairman Bradford said we are voting on the full one-page Strategic Plan in order to operationally mesh the budget and the strategic plan. Betty said that she is okay with these being the 4 goals, but since she writes strategic plans, she wanted to know when we would see the full plan.

Tom Brandom asked Marci to restate her motion. Marci moved to “accept the strategic plan with the 4 segments as presented.” *The motion passed.*

Laura suggested a friendly amendment to Marci’s motion that staff will provide an implementation plan, but Marci said that it was already implied. Chairman Bradford said that staff will work to do full diligence to financials and MOUs. Ashley with her team and the Board will conduct a full review. It is going to be a big job and we appreciate any time that you will devote to this. We will all work for the best for Missouri Humanities.

The Board voted to go into closed session. The motion was made at 5:15 PM by John Robinson and seconded by Tom Brandom. All were in favor. Marilyn said that Ashley will remain in the call for the closed session. Marilyn offered for anyone to make the motion to excuse Ashley. No motion was made.

This portion of the meeting may be closed if such action is approved by a majority vote of members who constitute a quorum, pursuant to Section 610.021 RSMo.

Adjourn from Closed Session and go back to Open Session.

F. Old Business

Additional ARPA Funds distributed

Ashley Beard-Fosnow

On 11.10.21 the ARPA Committee awarded \$5,000 to each of the following organizations: Washington Historical Society, Cass County Historical Society, Friends of Historic Boonville, Adair County Historical Society and Franklin County Historical Society. \$42 was moved from MHC’s 10% M&A back to subawards to make the final grant amounts even.

Total ARPA Award to MHC: \$975,726

Subawarded: \$878,196 (to 29 organizations)

M&A: \$97, 572 (\$68,850 spent on “You Can, Too!” Book, \$42 redistributed to subawards, \$28,680 spent on M&A)

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Ashley informed the final five organizations of the ARPA awards, prepared award letters and emailed the recipients on 11.10.21. Ashley said that she reconciled the accounting- noted these new awards; fixed previous errors (\$40,700 not \$40,000 for the State Archives; She asked the CharityCFO to separate ARPA from CARES and Mini/major Grants in financial reporting; and assigned \$28,680 to M&A, etc.) Ashley cleaned up and added new rows on the Summary Word Doc and worked with Chrissy to do a Final ARPA press release/website/full marketing plan to communicate the value and jobs added (especially in rural communities) of these awards to be released on 11.29.21.

Corrected Sunshine Policy regarding titling

Ashley Beard-Fosnow

Ashley used the photo of Laura Dierberg Ayer's notes to update the Sunshine Policy from the October 23rd meeting:

Substitute: "Clarice Britton" for "the Executive Director or his designee"

Substitute: "105 N Main Street, Suite 108-109, St. Charles, Missouri, 63301" for "the registered office as designated with the Secretary of State.

Remove the last sentence "The Executive Director, Dr. William S. Belko, shall have the authority of appointing the custodian of the records."

H. New Business

Marilynn Bradford

Chairman Bradford said that we are looking at this as a year in transition and will be working closely with Ashley to assess internal and external operations. Chairman Bradford will be naming teams to assist as we move forward.

She asked John Robinson, III to serve as Fiscal Agent and to assist with legal actions involving Steve Belko, for continuity purposes. Chairman Bradford also asked John to have authority to correct all financial account records regarding appropriate titling and signatures-specifically the two Edward Jones accounts that only had Steve Belko's name attached. John's name will stay on all accounts and additional names, such as Treasurer will be added as appropriate.

Chairman Bradford asked John Robinson, III and Marci Bennett, who would have termed off in March 2022 to stay on through November 2022 to aid in the transition and to even up Board terms. She asked Marci Bennett to continue leading Advocacy efforts as we approach a new Legislative session in January. We will be asking for each Board member to participate.

Chairman Bradford announced, Justin Dyer informed her that he is not able to fulfill the duties of Treasurer. Justin submitted his letter to Chairman Bradford. Under her role in the Bylaws, she

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then, asked Peter Hofherr to serve as MHC Treasurer and Chair of the Finance Committee. Marilynn asked John to work with Peter to ensure all accounts have proper titling. Peter will be named as MHC Treasurer and John Robinson, III, will stay on the accounts and be named Fiscal Officer. Marilynn thanked Justin for remaining on the Board and for his service to the organization.

She asked for patience while we transition with new leadership. My goal is full transparency. Until we have a better understanding of outstanding commitments made, we will be putting new commitments on hold. Ashley and Marilynn have spoken about financial commitments. We are putting things on hold until we look through and assess the information. We are doing it by the letter of the law so that we do not jeopardize our 5013c status, NEH Status, or donor trust.

Chairman Bradford said that we work to be transparent and will error on the side of sending out too much information. Tom Brandom said that he is willing to meet more often. Marilynn thanked him and said that we might. She also said that we will reach out and ask for help.

I. Meeting Adjournment

Marilynn Bradford

Tom Brandom motion to adjourn at 5:44 PM. Marvin Silliman seconded. All were in favor.

Statement: The Council may provide notice and otherwise conform to the Missouri Sunshine Law with regard to business that does not involve state appropriations; the Council does not concede that the Sunshine Law applies to such business. The tentative agenda of this meeting also includes a vote to close part of this meeting.

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