



Board of Directors Meeting

March 21, 2022

200 Madison St. Jefferson City, MO 65101 Room 316

Missouri Humanities' mission is to enrich lives and strengthen communities by connecting Missourians with the people, places, and ideas that shape our society.

Board Members in Attendance: Dr. Petra DeWitt (Chairperson), Marilynn Bradford (Immediate Past Chair), Trish Erzfeld (Vice Chairperson), Rev. Nicholas Inman (Secretary), John M. Robinson III, Marci Bennett, Dr. Sudarsan Kant, Thomas Brandom, Dr. Jason Sides, Marvin Silliman

Staff in Attendance: Ashley Beard-Fosnow (Executive Director), Lisa Carrico, Ashley Vogel

Absent: Dr. Peter Hofherr (Treasurer), Betty Coleman

I. Welcome Guests and Board Members and Staff **Petra DeWitt**

II. Call to Order **Petra DeWitt**

- Chairperson DeWitt called the meeting to order at 10:00 am.

III. Roll Call **Ashley Vogel**

IV. Approve Agenda **Petra DeWitt**

Chairperson DeWitt noted that Major Grants should be Minor Grants. *Marci Bennett motioned to approve the agenda with the amendment. Marilynn Bradford seconded. All in favor. Motion approved.*

V. Approve December 10, 2022 Minutes **Petra DeWitt**

Trish Erzfeld moved to approve the December 10th, 2022 minutes. Thomas Brandom seconded. All in favor. The minutes were approved with no corrections being made.

VI. Presentation of the 2022 Financial Statement Audit **Jeanne Dee**

- Jeanne Dee, with Anders CPA, introduced herself. She handed out the audit of the financial statements of the Missouri Humanities Council for the year ending October 31, 2022. This was also available online.
- Anders CPA concluded that the Missouri Humanities Council has a clean and unmodified audit opinion. There are no material departures from Generally Accepted Accounting Principles in our financial statements. This is the highest opinion that can be received from external auditors.
- MH's level of expenditures under Federal NEH dollars were not over a \$750,000 threshold. No new debt has been incurred. There's nothing in terms of long-term liabilities for the organization. It's a clean and simple balance sheet. MH spent about \$1.65M in total expenditures. Almost 80% of expenditures are going to our programs.



- Next year, a Lease Standard will be implemented into the audit. MH will have to report a Right of Use asset and a corresponding liability for the amount of any leases. The Charity CFO is already aware of this standard and is prepared for this.
- MH has an IRS form 990. It has been sent to the Charity CFO. Once it has been approved, Jeanne will share this with the Finance Committee.
- *Thomas Brandom moved to accept the 2022 Financial Statement Audit Report. Marci Bennett seconded. All in favor. The Audit Report was accepted.*

VII. Executive Director Report

Ashley Beard-Fosnow

- Ashley Beard-Fosnow introduced herself as the Executive Director of Missouri Humanities. She went through a quick snapshot of the organization's year through February 28th, 2023. She encouraged the Board to consider what the goals of FY2023 are: Provide Innovative Programming, Expand Connections, Continue to Improve our Operational Effectiveness, Expand Cultural Heritage Initiatives
- We've begun considering future Signature Series themes.
 - 2022- Eat, Think, and Be Merry, Culinary Foodways
 - 2023- Roots and Routes, Movements and Settlements of People
 - 2024- Discovery and Innovation
 - 2025- Missouri Humanities and Democracy
 - 2026- US Semiquincentennial: Who we are as a state in the broader context of the USA.
- On September 23rd, 2023, we'll be hosting the annual Momentum Gala. There was a flier included in the Board packet. There is also membership information.
- Ashley BF invited the Board to take advantage of the Speakers Bureau.
 - Schools, Rotary Groups, Civics Groups, etc. are welcome to host speakers.
- Willow Onken left MH. We are hiring help for the website while the position is open.
- Staff have staff development workshops scheduled to meet May 16th and August 29th.

- **Programs Update**

Lisa Carrico

- Lisa handed Board members a flier for the upcoming Humanities Symposium, themed Roots & Routes of the Ozarks: People and Pathways. We are partnering with Missouri State University Library, the Ozarks Studies Institute, the History Museum on the Square, etc. Saturday there will be 4 different sessions across town.
 - Latinos and Higher Education.
 - Featuring our video *We Are Still Here - Remember the Removal ride.*
 - Refugees and Resettlement in the Ozarks.



- A casual session with Kaitlyn McConnell, who is running Ozarks Alive.
- The National Folklife Festival is highlighting the Ozarks. 70 partners from across the country will be invited to the Keynote as a closing event to their training.
- The Heartland Book Festival is coming along with the tagline: *Find Your Story*.
- Hosted a Veteran film workshop. For the 42nd Annual National Veterans Creative Art Festival, The Department of Veterans Affairs (VA) is hosting and requested MH to present a workshop. April 10-16, 2023.

VII. Committees

Petra DeWitt

i. Financial

Peter Hofherr and John Robinson

- John Robinson presented the Financial updates. Our current ratio is 8.51, YTD Operating Expenses are \$572,132, which is favorable to our year-to-date budget of \$793,204.
- Marvin Silliman, Peter Hofherr, and John were investigating the Investment Policy.
- We have an Internal Financial Procedures for Missouri Humanities Council Policy that was revised in April 2022. Marvin, Peter, and John visited with Tony Reahr with Edward Jones in Lake of the Ozarks as well as John Caruso with Edward Jones in Kirkwood. The Edward Jones investment account was created 6 years ago. They are strategizing those funds to where it's long-lasting for the organization.
- These funds are to be used for emergencies only. They are not tied to any state or federal monies. Marci noted that in another organization's reserve statement, it's for emergency funds, or "major Board-designated projects."
- *Marvin Silliman moved to approve the financial report. Marilyn Bradford seconded. All in favor. The financial report stands approved.*

ii. Bylaws Committee

Marilynn Bradford and John Robinson

- Marilyn confirmed that this document has been referred to an attorney for legal review, though she had not heard back from the Lieutenant Governor's legal counsel.
- Thomas asserted that the $\frac{2}{3}$ language of this section means there's no limit as to how long members can stay on the Board. This is a way to get around the term limit and he suggested longer terms be implemented instead.
- *Thomas Brandom motioned to table this conversation and review this section of the Bylaws. Marvin Silliman seconded. A discussion followed.*
- Thomas suggested other organizations are not allowing Board members to attend meetings virtually.



- Ashley BF noted that many nonprofits have term limits. Having fresh perspectives every few decades is good practice. She also noted that Zoom meetings are a different type of meeting; though this is more convenient and is likely the future.
- Marilyn stated Policy is where we can be flexible, granted there should be a number of meetings you must attend in person.
- Marci requested to not table the Bylaws.
- Marvin asked if it was possible to amend his vote. He withdrew his second.
- Thomas explained section 4.5 extends term limits of the Board forever, or until we have a full board. If someone has an emergency or moves, the Board would go from 12 to 11 members and no longer be in compliance with the new Bylaws.
- *Thomas Brandom motioned to approve the Bylaws as printed and send the term limits section (4.5) back to the Bylaws Committee to review. Marvin Silliman seconded. All in favor. Motion passed.*
- *Chairperson DeWitt moved to create an Ad Hoc Committee for Policy.*
 - *She asked Thomas Brandom to Chair this committee. Marvin Silliman and Sudarsan Kant are also serving on this committee.*
 - Ashley BF will send the policy cut-outs from the Bylaws.
- Thomas requested to modify the bylaws so we are not out of compliance if we lost a member. He's suggested that the number of sitting Board members is the quorum. Right now the Bylaws read no fewer than 12, no more than 17. Marilyn suggested addressing the issue when it happens, or if it happens.
- Ashley BF stated there are currently 5 applications for new Board members. Marilyn highly suggested finishing Policy before bringing on new members.
- Chairperson DeWitt noted Policies need to be approved by the September meeting.

iii. Grants
February Mini Grants

Jason Sides

- This past February, the Grants Committee met. They considered 51 grants that had requested a total of \$434k. They awarded \$246k, over half of what was requested. 24 applications were fully funded, 9 were partially funded, and 18 were rejected.
- Marilyn about the Board of Curators receiving \$10k and a lack of smaller organizations being funded. The Curators of the University of Missouri have professional grantmakers.
 - Chairperson DeWitt explained that the money goes through the Curators to a smaller department or group at the University. The EIN is through the Curators, though they do not receive any of the money that passes through them.



- Ashley BF noted smaller organizations often don't have the capacity to work with the larger grants, so they tend to pursue mini-grants.
- You can apply for grants multiple times in a row. Ashley BF will ask Clarice Britton how she tracks who has been awarded grants.
- *Marci Bennet moved to accept the funding recommendations from the Grants Committee. Trish Erzfeld seconded. All in favor. Motion passed.*

iv. Soul of the State

Jason Sides

- Ashley BF and Jason Sides spoke with an opinion vendor, though they've decided we will need to explore more options. They were relying on MH to craft a list of people to engage with, so we wouldn't be engaging with new people.
- More than likely, we'll need to conduct a survey supplemented by several focus groups throughout the state. These would be targeted toward communities we want to reach out to and establish a stronger relationship with.
- A motion was not needed to look for new vendors.

v. Advocacy

Marci Bennett

- An advocacy workshop was held via Zoom last week. Chrissy and Kyna have been working to put this together. There was a mini-presentation before the Board meeting.
- Our budget is within the Lieutenant Governor's budget, House Bill 12.
- The Arts Council has an advocacy day as well. Should we partner with them?
- Senator Riggs wants to add "A" for "arts" to STEM and make it STEAM. Could this be something developed between the Horizons participants?
- Marilyn Bradford believes the Small Town Showcase people should be invited to do Advocacy Day with us. This can be a goal for next year.

vi. Heartland Book Festival

Nicholas Inman

- The Book Festival, titled The Heartland Book Festival, is scheduled for Oct. 6th and 7th.
- We've been working with the KC Public Library on a website. The domain name: *Heartlandbookfest.org*.
- They have identified a keynote speaker, are working on a logo, and the website should go live in April.

vii. MOmentum Gala

Tom Brandom



- Thomas Brandom asked Ashley BF to assist with Gala updates. This will be at the MOTO Museum in St. Louis. Claire Bruntrager is working on gaining sponsors. Saint Boogie Bass Band will perform.

VIII. Old Business

Petra DeWitt

IX. New Business

Petra DeWitt

i. Board Policy Committee

- This was decided earlier during the Bylaws Committee discussion.

ii. Board Terms

- Previous minutes do not note approval of extended terms for Trish and Betty.
- *Marci Bennet motioned to approve the extended terms of Trish Erzfeld and Betty Coleman. Nicholas Inman seconded. All in favor. Motion approved.*

X. Updates and Announcements

- Thomas Brandom announced that the Ethnic Ball is on April 22nd in Kansas City.

XI. Adjourn

Petra DeWitt

- *Trish Erzfeld motioned to adjourn. Marvin Silliman seconded. All in favor. Motion approved.*

Meeting adjourned at 11:42 AM.

Next Board Meeting – June 17th in Kansas City