

TCA Transitional Board Meeting
February 11, 2015 6:30-8:30PM PST
via GoTo Meeting

AGENDA

- I. Called to Order at 6:36pm PST
 - A. Present: Johnny Mori, Stan Shikuma, Susan Yuen, Roy Hirabayashi, Alan Okada, Linda Uyechi; Executive Director: Bruce Davis; Committee Chairs: Elise Fujimoto
 - B. Regrets: Wisa Uemura, Steve Sano, Iris Shiraishi, Margaret McKenty
- II. Approval of January 12, 2015 Minutes - ACTION ITEM (5min)
 - A. [Johnny motions to approve; Stan seconds; unanimous approval](#)
- III. Executive Director's Report/Highlights (Bruce)
 - A. Tech Resources: Committee meeting tomorrow night.
 1. Working directly with Elise on proofing NATC website, registration site, housing site and volunteer forms.
 - B. Membership: Bruce will ask Aya if interested in continuing as Committee Chair; if not, ED/Board will need to do a search for a replacement.
 1. Lindsay Brown, recruited by Sue Yuen for Salesforce expertise, is now on contract as part-time TCA administrator and is processing membership and donations through Salesforce. This offloads a lot of the detail work from Sue and Membership Committee.
 - C. Program: see NATC report
 - D. Other:
 1. There are lots of required administrative policy and procedures required of nonprofits - Employee Handbook, Holiday Schedule, Retention Policy, etc.
 - a) Conflict of Interest Policy already completed and approved.
 - b) Sue and Vera have submitted samples. Bruce to compile them and put together a booklet/manual of policies of TCA.
 2. Peter Spangler working on tech issues.
- IV. Committee Reports
 - A. Finance (Chair: Sue Yuen)
 1. Duties: Sue is in process of transitioning all of the everyday financial matters (online subscriptions, accounts) off of her name and/or adding a second name.
 2. Tax Filings: Federal and State tax forms for 2013 have been submitted.
 - a) Before we can submit for 2014, Sue, Elise, and Vera need to resolve some technical matters AND Vera suggests we do an accounting of in-kind donations, both actual items and volunteer time.
 - (1) Sue will make a simple form and distribute to all working committee and Board members to complete. This will

document volunteer time. Please fill out and return ASAP.

3. Question: Are we able to see a monthly financial statement?
 - a) Answer: Bruce and Vera are now meeting every 2 weeks, so we should be able to get a monthly P&L statement shortly.
- B. Fundraising (Chair: Sue Yuen)
 1. Committee has met twice.
 2. Currently Joint TCA/NATC Fundraising committee with some Las Vegas participants added.
 3. Goal of raising \$50,000 for NATC
 - a) If Committee runs across funders more suitable for TCA/ongoing funding, they will be kept in loop for future asks.
 - b) Fundraising Brochure will be distributed soon.
 - (1) Donor Levels range from \$100-\$15,000
 - (a) Top Tiers titled Luminary, Platinum, Gold, Silver, Bronze
 - (b) Entry level called Drummer's Circle
 - c) Committee planning a push on individual donations after the participant registration campaign is over at end of February.
 4. Grants: Bruce currently working on applications/inquiries for several grants.
 - a) Japan Foundation/TCA for funds up to \$5,000
 - b) California Arts Council (CAC)/TCA for funds up to \$20,000 for general operating support. TCA was invited to apply. Details/application just announced with a March 6 deadline. Grant period July 2015 - June 2016.
 - c) Roy and Bruce strategizing for 2 large, Bay Area foundations. Timeline most likely end of year/ 2016 but good to cultivate the relationship now.
 - d) APPEAL: If anyone knows of a funder in their geographic region that might fund a California based nonprofit like TCA, please contact Bruce.
 5. Individual Donors: Bruce also contacting major donors to continue relationship.
 6. Question: Any ideas on how to reach out to groups for Drummer's Circle donations (no incentives/benefits currently applied but open to adding if needed).
 - a) Answers: (Alan and Stan) The last time there was a big push was 2007. It was a necessity and not well organized.
 - b) (Alan) If we are looking at groups for long-term funding we should pursue donations for TCA in general, vs. NATC. Would still need a convincing rationale on why groups should support TCA and how they will benefit from their participation.
 - (1) Include incentives? Like discounts on workshops/webinars,

assistance in scheduling workshop tours.

- c) (Bruce) Based on experience with other organizations with group and individual levels, thinking of this as part of a TCA Membership campaign makes sense. Possibly introduce the membership push at NATC and make it an annual appeal. Important to think it through and have a strategy in place.
- d) Caution: (Alan) Soh Daiko subsidized members to attend NATC. If we ask the group to donate instead of doing subsidies, we might end up with fewer registrations.

C. NATC (Coordinator: Elise Fujimoto)

- 1. NATC Registration: 146. Goal is 450.
- 2. TCA Membership: 49 new TCA members generated through NATC registration process.
- 3. Income: ~\$50,000 collected to date.
- 4. Youth Workshops: asked Yeeman Mui (Manman) to develop a Youth Workshop module. Currently putting the word out.
- 5. NATC Website: Workshop enrollment and housing modules are built and in testing. Other modules will be added as needed.
 - a) Planning to register Drummer's Circle and volunteers through CVENT.
- 6. Taiko Jam:
 - a) Overall Producer position did not get any applications so position was split into two: Line Producer and Marketing Director.
 - (1) We have received 2 applications for Line Producer and are interviewing them over the next 2 weeks.
 - (2) Asking around Las Vegas for a Marketing Director. Currently have 1 prospect.
 - b) Performers: 4 groups invited - Arashi Daiko, Fushu Daiko, Zenshin Daiko, Unit One. Two Japanese artists also invited: Chieko Kojima and Miyake Daiko. Waiting to hear back from all.
- 7. Summer Taiko Institute: Kris Bergstrom has agreed to lead a 3-day session (Mon-Wed) on his matsuri-inspired song Jack Bazaar.
 - a) Optimal class size is 20-30 participants, with a max of 40 (depending on equipment and space).
- 8. NATC Promotions: weekly online push is entering final week. After that, promotions will continue to feature workshop leaders on a weekly basis until we have profiled them all.
 - a) We have saturated social media but need help getting word out to those not online. Please spread the word to everyone in your area.
 - b) Roy and Alan are attending the East Coast Taiko Conference (ECTC) and will make a push there.
 - c) Print Graphics are by Qris Yamashita. Great work and fast turnaround.

9. Volunteers: solicitation will be coming soon, most likely in March.
- D. Transition (Member: Roy Hirabayashi substituting)
1. Transition Committee's (TC's) recommended Bylaw Revisions attempt to amend TCA Bylaws so they are more functional and reflective of other necessary changes based on TCA practices.
 - a) TC will sunset once Bylaw Revisions are approved.
 - b) TC has been working with retired nonprofit lawyer, Steve McCray, for input and advice regarding nonprofit law, bylaws, legal requirements, and wording.
 - c) Answering questions tonight but final approval will ideally be unanimous.
 - d) Question: Elections are to take place at the annual meeting, when and where is this meeting?
 - (1) Answer at meeting: Board can set where/when the annual meeting is held.
 - (2) Answer post-meeting: Board can also set how the annual meeting is to occur (in person or via conference call/video). Executive Director's preference is that there are 2 in-person meetings of the Board each year. Suggested that the annual meeting be one of these two if this practice is adopted. TC did not feel it was necessary to outline in-person requirement in the Bylaws.
 - e) Question: Adding a Vice-Chair position?
 - (1) Answer at meeting: Yes, to lead meetings when Chair is absent.
 - (2) Answer post-meeting: Also to make an easier identification of officers who sit on Executive Committee.
 - f) Question: Electronic Transmissions clause requires that Board members give written consent to use any alternative means of transmission, does that mean we need to fill out a form?
 - (1) Answer at meeting: A consent form can be completed on an annual basis to cover the entire year. Consent would not need to be obtained for each individual action.
 - (2) Answer post-meeting: Annual form would be easiest with each Board member granting written consent to communicate via email (and/or any other form of electronic transmission like facsimile, currently not considering text/chat/social media as an alternative). The consent gives TCA the right to conduct work and share information via the approved means.
 - g) Question: What is the purpose of the Indemnification article?
 - (1) Answer at meeting: Advised to include it by attorney. This is a stock statement to protect individual Board members

from liability should something go amiss.

(2) Answer post-meeting: Attorney was actually ambivalent (not necessary but doesn't hurt) about including in Bylaws, as the wording we used just reiterates CA law and TCA has D&O insurance. TC member Margaret McKenty championed its inclusion. The statement does provide protection (as given to us by CA law) of individual Board members from liability. Will remove from revision.

h) Question: What is the rationale of requiring 2 Board members for any Board Committee?

(1) Answer at meeting: If it's a Board Committee, it must be answerable to the Board, so it is important that the Board be informed and involved (and not after the fact). Also for Board committees, advisory committee members cannot vote. Only Board members can vote so we need to have Board members on the committee in order to take any action.

(2) Answer post-meeting: First to be a committee, advisable to have more than 1 member. Two, in order for any Board Committee to act on behalf of or with authority of the Board, its membership must consist entirely of Board members (no advisory members allowed). The only exception is an Audit Committee which TCA is not currently required to have. Three, should the created committee not have full authority of the Board (ex: Advisory Committee listed or our Working Committees) a mix of Board/non-Board members is possible but can only make recommendations to Board for action. As Roy said, it seems prudent to have Board members on these committees as well to expedite communication.

i) Next move: answer questions and share with Board. Vote on final draft at the March Board meeting.

E. Board Development Committee (Chair: Roy Hirabayashi)

1. Timeline to have a vote for new Board members in May 2015. In March, announcements will be made to encourage possible board candidates to apply. TCA Board and BDC will take active role to contact potential candidates to apply. Applications will be due by mid April to allow time for the BDC to review and vet the list of candidates. Top candidates will be presented to the board for review and voting at the May board meeting. We will be looking to fill 4 board positions.
2. The BDC will be focusing on candidates that have a specialty skill in HR, nonprofit law and contracts, accounting/CPA.
3. Committee has started a list of names and are working on a form to fill out

collect nominations.

4. Board candidate form is in final stages of review and will be sent out to the board for review and comments
5. All board members should begin to collect names of potential board candidates

V. Old Business

A. Outstanding Action Items (may be included in committee reports)

1. Board solicitation for outstanding membership pledges
 - a) Working on this later this week and will share with Board.
 - b) Each Board member is assigned to call their list of people who pledged a charter membership but have not paid yet. Touch base, see how they're doing, and encourage them to fulfill their pledge.
2. Airlines sponsorships for NATC/TCA
 - a) Johnny has talked with Nancy Matsui at American Airlines; AA has been very supportive of NATC in past but the AA/Continental merger has decreased available funding.
 - (1) In years past, AA was able to give across the board discounts but not based on regions (the farther you fly, the bigger the discount).
 - (2) AA also used to donate tickets to/from Japan but now they can only work on discounted tickets through a travel agent. Currently cheaper to buy tickets on the Japan side due to exchange rates.
 - (3) Bottom line, we will not get any outright donation of AA tickets. Possibly assistance to find the best discounts. A lot more work on our part but contact is open to working with us.
 - (a) Discounts can be applied to artists as well as participants.
 - (4) Johnny will pursue and see how much we can save for artists from Japan.
 - b) TCA/NATC should pursue Southwest (or other airlines that fly to LV) to see what sponsorship/discounts are possible.
 3. NATC Promotion - included in Committee report.

VI. New Business

A. Update on Intercollegiate Taiko Invitational (ITI) - Linda

1. Since August 2014, Linda and Steve have been meeting monthly with ITI folks and Jodaiko, UCI the next host for the Invitational in 2015.
2. Work so far has focused on:
 - a) Workshop Leader Agreements
 - b) Travel budget
 - c) Overall budget
 - d) Better communications (especially with workshop leaders)

3. 2015 ITI, May 22-25, 2015:
 - a) Cost: estimated at \$48,000. Jodaiko plans to cover majority of cost through registration fees and use savings to cover difference. So far no need for fundraising.
 - b) Housing: Jodaiko planning to ask all participants to find their own housing. Big change from prior ITIs, but understandable given increase in number of participants.
 - c) Equipment: figuring out what expectations they should have of their peers. Rumors that Asano US has agreed to loan them drums.
4. Overall goal is to develop a Best Practices document for the next ITI, a paper trail or template that can be used by any host.
5. Will continue to meet monthly. UC Davis is host of 2016 ITI and this ad hoc committee has already talked with 2 of 3 coordinators.
6. Linda and Steve as doing this as a project of TCA. Plan to make a report to the Board after this year's ITI and NATC are over.
7. Question: How has this been perceived by the college community? Overreach by TCA?
 - a) No, they seem very glad to have the assistance. They are getting feedback from their peers (e.g. new grads who join other groups) that there are lots of areas for improvement.
 - b) TCA getting involved is a good thing.
 - c) (Roy) First time we have seen contracts and early communications so things have improved a lot already.
8. Question: Concern is the financial part. \$48k is a lot of money. Jodaiko seems to be able to handle it, but can Davis/future hosts manage?
 - a) Answer: Yes, this is a concern. Davis has identified 3 coordinators and they have said that budgeting is a concern.
 - b) Would want to see some plan for sustainability, maybe a pool of funds that can support it over the years.
9. (Sue) As one of the coordinators for the first ITI, it is amazing it is still going 20 years later.
10. (Bruce) This is something fundable - emerging leaders, new participants, new audiences, etc. TCA may be able to apply for funds to help, e.g. CAC grants.
11. TCA has a student rate for memberships - we should have a TCA presence at ITI and push membership. Roy and PJ, Bruce can go. Maybe ask for 5 minutes to talk at the start or end? Roy and PJ are doing a history talk so can put it into that talk. Ask ITI coordinators what they might want; also ask our TCA Collegiate Alums what they think.

VII. Action Items

- A. Complete Sue's In-Kind Volunteer Time form by deadline.
- B. If anyone knows of a funder in their geographic region that might fund a

California based nonprofit like TCA, please contact Bruce.

- C. Promote NATC in your region. Hardcopies of printable flyers to be distributed.
 - D. Sue to send out unfulfilled Pledge List for Board members to call *prior to March meeting*.
 - E. Board to read and provide feedback to bylaws revisions. Voting next month.
- VIII. Announcements
- A. Next Board Meeting CHANGED: Sunday, March 15 at 6:30-8:30pm PST
 - 1. Regrets:
 - B. 2015 TCA Board Meeting Schedule
- IX. Adjourned at 8:12PM PST

Minutes approved at March 15, 2015 meeting.
