

TCA Transitional Board Meeting
December 14, 2014 6:30-8:30PM PST
via GoTo Meeting

AGENDA

- I. Called to Order at 6:37PM PST
 - A. Present: Johnny Mori, Stan Shikuma, Wisa Uemura, Susan Yuen, Roy Hirabayashi, Alan Okada, Iris Shiraishi, Steve Sano, Linda Uyechi; Executive Director: Bruce Davis; Committee Chairs: Margaret McKenty, Elise Fujimoto
 - B. Regrets: none
- II. Approval of November 7, 2014 Minutes - ACTION ITEM (5min)
 - A. Roy motions to approve; Alan seconds; unanimous approval
- III. Executive Director's Report/Highlights (Bruce)
 - A. General Liability and supplemental Directors and Officers Liability insurance has been approved by Executive Committee.
 1. Annual premium for both policies equals ~\$2,400/year.
 2. Insurance broker is J Morey Insurance Co., Inc.
 3. Summary of coverage available upon request from Bruce.
 - B. NATC
 1. Most recent site visit very successful but more details later in NATC Comm report, including Taikothon.
 - C. Membership
 1. Infrastructure for membership fulfillment still weak, requiring more manpower
 2. Currently just under 500 Charter Members
 3. Question from Board member: should Membership Numbers include symbols? Answer: Yes, computer generated 'numbers' for each unique TCA member.
- IV. Committee Reports
 - A. Finance and Fundraising (Chair: Sue Yuen)
 1. 2014 YTD/Proj Year End not available.
 2. 2015 Projected Operational Budget not available.
 3. Executive Committee has established a course of action to deal with financial manpower issues. NATC Registration/Taikothon required additional manpower which inhibited F&F committee work.
 - a) Cannot continue to rely on volunteer support.
 - b) Asking contract bookkeeper for more time/responsibilities
 - c) Jan 6 - Susan, Bruce, and Wisa will be meeting to finalize proposed 2015 budget based on 2014 year end which will then include Taikothon, NATC registration, collected membership fees
 - d) Jan 12 - Board reviews/approves 2015 budget
 - e) Between January and February Board meetings, Executive Committee will be meet in-person to strategize scope/priorities of

2015.

- f) Sue will be focusing energy on fundraising once above has been settled.
- 4. Fundraising will be stepping up in coming months. Initial introductions with foundations have been really encouraging. Next conversations need to be based on determined strategy.
- B. NATC (Coordinator: Elise Fujimoto)
 - 1. Facilities: officially contracted and paid deposits for the minimum facilities needed for 450 participants/48 workshops through Hamm Hall and UNLV Event Services. Some shifting of UNLV point of contact from salesperson to event manager. Hoping to acquire additional or substitute rooms in January to replace smaller rooms that are currently contracted.
 - 2. Workshops: 26 workshop leaders, including 1 from Japan. Visa application process needs to begin. Several leaders from Canada.
 - 3. December Site Visit: There is a very vibrant artistic community in Las Vegas. Bruce and Elise had successful meetings with
 - a) Local host group
 - (1) Initial concerns regarding Taiko Jam sales from local LV public are being addressed with access to Hamm Hall mail list, Cirque interest, Aki Matsuri support
 - b) Cirque du Soleil manager (for show at Aria Hotel)
 - c) Jeff Winchester from Caesars Entertainment/CoChair for Aki Matsuri Festival in LV and Martin Koleff well-connected with local restaurants
 - (1) Some monetary support
 - (2) Access to Aki Matsuri mail list
 - (3) Potential catering for particular NATC activities (like Welcome Reception)
 - d) Rebecca Snetselaar from Nevada Arts Council
 - (1) Suggestions for engaging local communities/businesses for sponsorships
 - (2) Local taiko groups may now potentially get direct funding from Arts Council
 - (3) LV Kaminari will apply for \$5k grant for TCA
 - (4) Recommended that TCA contact WESTAF as west coast artists/workshop leaders could receive funding from their local arts councils
 - 4. Taikothon/NATC Registration launched successfully on Dec 13.
 - a) Status
 - (1) 29 paid registrations (out of 450 desired)
 - (2) Some new member registrations
 - b) No complaints yet - thanks to Linda and Tech Comm for assisting with setup.

(1) CVents is the platform being used for NATC registration. Industry leader in event management. Best integration with Salesforce. User-friendly software and interface. 24/7 access to tech support. Cost ~\$5,400.

(2) TCA Merchant Account was setup in order to process registration payments

c) Registration is open to everyone, but priority given to Charter Members/Members (processed immediately). Non-members' registration will be put "on hold" until after Dec 31.

(1) Forward registration questions to Elise.

d) Communications for Taikothon could have been improved but focus was on launching registration as promised.

(1) At least 30 people online watching Taikothon all day.

(2) Not as many followers as last year.

(3) Considering a written appeal for donations as "donate" buttons/links were not functional.

5. Taiko Jam

a) Capacity 1,832 total seats (projections for closed balcony right now).

b) The event currently budgeted as break even with a very conservative number of seats sold.

c) Taiko Jam Producer application open. No submissions received.

C. Transition (Chair: Margaret McKenty)

1. Shoji has stepped down as Committee Chair (still on Committee) and Margaret McKenty has been appointed.

2. Task force of Roy, Wisa & Bruce met with Steve McCray, retired nonprofit lawyer well versed in arts org's, to get answers regarding legality & logistics of membership voting for Board elections

a) Steve M outlined numerous requirements to change from current "non-member" organizational status to "membership" organization for direct elections:

(1) Electronic voting is permitted in CA; however, all methods of voting for Board election (online, fax and mail) would have to be enabled. Ballot specifications, amount of notice required, proxies, annual reports and other info that would have to be supplied to members, and further ballot requirements if organization eventually topped 500 or 1000 members, are onerous.

(2) Voter solicitation can be requested by Board nominees - asking for each member's email (i.e., campaigning for positions allowed)

(3) So many requirements/rules that an additional legal staff member would be necessary to be compliant - not cost

effective given TCA's current budget. Hard to find pro bono help because of specialized field, high risk to lawyer, and organization.

- (4) Steve M liked open member nomination process followed by Board vote, fostering general membership input and transparency & opening up network, but without legal hassles of membership organizational changes.
3. After discussion, TC unanimously agreed it has given due diligence & consideration to membership voting concept, based on core values of respect, democratic decision-making and transparency. However, compliance/liability issues and limits to organizational resources are such that **TC unanimously recommends not moving to membership organization (entailed by membership voting) at this time. We would like for TCA to revisit in the future when capacity is better able to meet requirements for membership organization.**
 - a) Per existing Bylaws, Board Nominations/Elections Process approved at November meeting and TC's recommendation above, Board elects members from Board Development Committee nomination list.
4. TCA Bylaws must be amended to state Board members' terms and term limits, and election to Board in staggered phases (as planned).
 - a) TC task force (Roy, Wisa and Margaret) are reviewing sample Bylaws from another arts organization for relevance to TCA.

D. Board Development (Chair: Roy Hirabayashi)

1. Envisioning a committee of 4-5 members, including Roy (as Board representative) and Wisa (as Executive Committee representative).
2. Roy submitted a list of 25+ names to the Executive Committee and Transition Committee.
 - a) Executive Committee suggested a short list for BDC membership.
3. BDC Committee mandates
 - a) Establish the areas of expertise that would benefit the TCA board
 - b) Create and open application/nomination form for potential board members to be used as the basis for vetting process
 - (1) Parameters listed in Nominations/Elections Process
 - (2) Expertise needed: Legal, HR, Finance
 - (3) Mention provisions to attend NATC and attend Board meetings just before/after NATC
 - c) Establish a timeline to vet then select a slate of board candidates
 - (1) Board Meeting before NATC with existing Board members (May 2014?)
 - (2) Board Meeting after NATC with newly elected Board members (June or July 2014?)
4. Self-suggested Phasing of Transitional Board from July 2014 Retreat

- a) 1st year: Roy, Sue, Iris, Steve
- b) 2nd year: Stan, Johnny, Alan, Linda
- c) 3rd year: Wisa

- V. Old Business
- VI. New Business
- VII. Action Items
 - A. Push NATC Registration prior to December 31, 2014 to help with cash flow
 - 1. Elise to send template verbiage to Board members for distribution to personal and group networks
 - B. Inform Elise if something is missing from NATC website/communications
 - C. Looking for a membership “champion”
- VIII. Announcements
 - A. Next Board Meeting: Monday, January 12 at 6:30-8:30pm PST
 - 1. Regrets: none
 - B. 2015 TCA Board Meeting Schedule
 - C. No longer attaching Working Committee reports at end of Minutes as work should be reported under individual reports or ED report.
 - D. Happy Holidays!
- IX. Adjourned at 8:19PM PST

Minutes approved at January 12, 2015 meeting.
