

Board Meeting Agenda (and Notes)

July 16, 2020

Meeting called to order at:	1905 (Held via Zoom video conference)
Board members present:	Sarah C, Timm M, Mark P, Puja B, James P, Jay L, Sylvia L, Bill P, Ron F
Others present:	Dawn M, Bill C, John E, Dwight J, Corinne Y, Sean G, Ron, Lucy G, Ryan L, Aaron R, Randy N

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Member Input and Discussion (10 minutes)

- Ron: space as possible revenue station. Possibly rate for short term storage? Mark: if it's for a day, that's what the membership is for, if it's longer...that's different. (dun dun dun!!)
- Kyle has been organizing stuff in the back. We do need to discuss what some of this stuff needs to have happen. Let's get rid of the dishwasher. Let's get rid of the air tank because no one's using it. Declutter!
- We want part of that wall for a door, but we also talked about storage there. Annex takes away the need for additional storage, but perhaps a pallet rack? Mystery machine?
- Let's straighten it up and use it for large projects. Should we offer a long term rental option for that? Lease it for a month? Is it worth our while? Does it infringe on members? Maybe limit access by limited times.
- Puja reached out to 5 expired parking passes - only 3 replied. This Saturday is one week notice.
 - John has reached out to former member multiple times about his nice wood - is now a donation if it's not been picked up.
- Let the people know that it's free for grabs and anything left a week after that gets recycled or tossed
- A process would be helpful, so there's one shelf for things that was left by former members, but they're expecting to pick it up soon. Then another spot for "abandoned property", which is "fair game" for other members to take.
- Murals on the front of the building? Unlikely, because Rabin has said they aren't comfortable with them. They don't want "strong political iconography" while trying to rent all these spaces, so no BLM murals. They're not against the movement, as they have BLM signs in their personal yards. It just millions of dollars of lease revenue they're balancing. Members expressed frustration with this.
- All the trees in front of Bldg 20 are probably going away (due to Emerald Ash Borer infestation) and it's very sad. We are asking Rabin to replace them before they come down, but so far no word on that.
- We can ask Rabin about less political murals, but even that might be a hard sell, given the renting situation.
- Comment: will murals attract (unwanted) graffiti artists?

Priority Business

Coronavirus and Shop Status Update

- Still not open to the public, but are accepting new members.

- Remember to clean your hands and surfaces thoroughly and often. 1 guest per member. Mask on when inside. Please don't spray sanitizer on metal. Make sure you clean your surfaces.
- Are we doing a virtual tour? James did build a proof of concept virtual tour, but there are limitations if we don't pay for it. James is going to try a new service but we may need to spend money. Probably in the \$140 annual range.
 - Ron: Go for it, it'll pay for itself in a heartbeat
 - James is going to do some research and investigating
- Ron: Should we make a motion to approve up to \$200 a year so that James doesn't have to keep on touching back on the board? James: Nah, I can build the tour, but then the payment is hosting the tour.
- As a shop we might want to get a 360 camera? Right now we're just fudging it with a tripod

Director's Insurance

- Purchase it? Some pushback last month on whether it is necessary.
- Three premium options were quoted:

Annual Cost, 500,000 Limit	Annual Cost, 1,000,000 Limit	Coverage
\$376	\$470	D&O (Directors & Officers) Liability
\$139	\$154	EPL (Employment Practices Liability)
\$448	\$543	Shared D&O+EPL Limit (sum of above minus 13%)

- In addition, two options were quoted:

Annual Cost, 500,000 Limit	Annual Cost, 1,000,000 Limit	Coverage
+\$100	+\$100	D&O Fiduciary Liability
-15%	-15%	Defense within the limits (not outside the limits)

- Notes and Discussion:
 - If we go down the route, due to the cost disparity, just go with 1,000,000 - James
 - Sarah expressed concern about the risk, especially for those without a lot of resources to defend themselves.
 - Sean made a case for not purchasing it.
 - Ron made a motion to either perform due diligence before deciding, or to decide now. Amended the motion to vote on just buying the DNO insurance. Sarah seconded both.
 - Timm: Grant makers look at this stuff - it's what grown up organizations do.
 - Let's just do the due diligence and then vote when we're done

- This has been batted around for a couple of months
- Mark: most lawsuits are related to employee disputes - we don't have employees
- Brought up the idea of someone contracting COVID-19 and then suing the Bodgery
- John brings up - does this insurance also cover the organization?
- Mark: would covid be covered under liability
- Sarah - I will ask my dad who went to law school to take a look at the insurance
- Are the directors and organization both protected by the insurance?
- Let's get the board together on Zoom to discuss this.
- Motion withdrawn.
- Liability Insurance forms have been filled out and submitted, by Sylvia.

Drive-In Movie!

- It worked! Two movies held, 20' x 40' screen/tarp purchased and suspension frame built. Projector was fantastic, FM transmitter worked great. Lots of enthusiasm by attendees. Twenty five cars the first show (*Selma*) and 30 for the second (*The Fifth Element*). Third film (*Jurassic Park*) was bumped back a week due to rain forecast.
 - Costs per movie were ~\$500 (movie license, event insurance, and \$40 of incidentals). We received two donations/sponsorships for the first movie (totalling \$500), and some vending profits.
 - Ron: what is the goal of this - community outreach? Do we want to reach outside our social media platforms into other communities? (Like BLM movement) We could buy facebook ads.
 - We've done that in the past, for a community tool drive, wasn't too successful (so could be an issue with a less-interesting topic, or with FB ads).
 - When the three are done, would we ever want to do this again?
 - James liked it, but we'd want more people. Maybe make a strategy. Entirely dependent on a piece of equipment we do not own.
 - Sean mentioned about collaborating with film festival folks? They have the expertise and sources and probably have the films and would like a place to screen
 - Chocolate did not melt even though the AC was melting us all

Fire main break

- It was repaired by contractors, but we lost a tree to that process. The hole they made fixing it is now filled in and may be resodded.

Rabin LOI for Suite B/Annex

- Rabin is willing to lease us the space next door. Timeline? Budget?

- Technically we already voted on this, but COVID attacked. Membership levels are on the rise again, is this something that we should comment on?
 - Volunteer effort to build it out will be affected by the fact that we can't mass congregate, so any huge build out would need to be postponed.
 - What will the scope of the buildout be? At least a part is going to be studios. This is about getting our foot in the door and securing that space at this point, instead of deciding exactly what it'll be used for. That comes later.
 - Ron wonders if there's a "sweet spot" for membership that kicks us into "moving" gear? Sean says we definitely hit that number at 350 (we were crowded).
 - John: We need to look at future needs in making this decision. If the number to expand is 325 we're getting close to that again - and we haven't even posted our openness to new memberships on any social media or email listserv - so it seems likely that we could hit that number soon.



- Ron: could we start advertising our memberships again? Board has the permission and power to start a social media campaign. Let's go public once we hit 300.
- Ryan: Northside Farmer's Market might be interested in renting the Annex space over the winter.
- Rabin isn't going to do anything to improve the Annex space until we sign a lease. Given the amount of work needed on the site, it'll be a few months before we're able to move in, once they start. We have had negotiations on the terms (before COVID), which is not an LOI. Ron is suggesting that we target a Nov 1 move-in date and moving aggressively forward.

- James brings up the point that we've always moved into a bigger space and been slightly worried about financials, but we've gained members in both moves quickly. Expanding capacity and features has worked to attract more members.
- Puja just reached out to Isthmus Madison (on FB and Instagram) to see if they will publicize the movie. Go Puja for taking initiative! <3
- John: once we give Rabin a document, that activates their lawyers, and we start seeing quicker progress than just talking/emailing about terms.
- Should we start drafting up an LOI? Timm motioned that the board should proceed with negotiations with Rabin on leasing Suite B (the Annex), by starting work on an LOI. Seconded. Motion then modified to say we should start drafting an LOI. Seconded by Ron. All in favor, **motion carries**. Board is in favor of moving into the annex if terms can be agreed upon with Rabin.
- Jay: question about the rates Rabin had put forward previously. Ron: LOI should have language addressing a potential for COVID shutdown, as well as a right of first refusal on Suite A.
- James suggests that the board should have a meeting just to draft the LOI. Ron suggested creating an LOI draft first with a few people, and then meet as a board, so they can react to something.

Leadership positions needed

- Puja has stepped forward for Social Media, Jay for Studio Mgr, Ken Bice for Events Coordinator - thank you all!
- Still need a Vending Mgr. Sylvia offered, the group denied that craziness. (She's already the Treasurer!) Sean offered to do it, and the group was positive about that option. He even has a Costco membership! The Bodgery also has an account with Gordon Food Services.

Equity work

- Request to commission an internal mural (Rabin said no external ones). Could be a mobile version (painted on plywood with a frame) so can be moved if we expand.
 - Equity Committee's goals with the murals were twofold:
 - Supporting black artists (and art as part of making)
 - Having murals that reflect BLM show potential guests of color that this is a safe and welcoming space.
- Board would need to ask the community for a purchase that size (likely \$1,000 for an 8' x 8' mural). It would be fantastic to purchase two murals (would support two artists, and possibly add Indigenous Rights artist)
- Ron made a motion: take the option to commission a mural to the membership. Sylvia seconded.

Discussion: could we offer 3 options on the vote? 0 murals, 1 mural (@\$1,000), or 2 murals (for a total of \$2,000). Others felt that was too complicated.

- Motion amended to increase the total amount to \$2,000. Sylvia seconded again. **Motion carried.**

Other Business

Roof Exhaust Fan

- JE suggests adding a (powerful) roof exhaust vent in the ceiling of the big shop, to both suck heat out during the summer months, and increase ventilation during COVID times. This would naturally pull air in through the window vents as well, removing the need for box fans there, and not require the overhead door to be open.
- Rabin approved the idea. We should get an HVAC contractor's guidance and estimate, as well an electrician's.
- Sylvia made a motion to spend the money on getting a consultation from contractors on adding a roof exhaust vent. Seconded. Discussion. **Motion carried.**

Update to Woodshop Budget

- Woodshop captains and others gathered to put together a new budget for the woodshop, at \$350/month. Discussed last meeting. No further action needed, woodshop is proceeding with that amount.

Committee Reports

- Any reports from Committees?
 - Storage - no
 - Fundraising - no

Future Agenda Items

- LOI draft meeting - needs to be scheduled
- DNO Insurance meeting - needs to be scheduled
- Bill P is a commercial architect (!) and can help with space planning.
- Annex expense shouldn't be linked with what the space is being used for - it's our growth patterns
- 990 EZ has been filed ahead of the deadline and the IRS has been notified that our address has changed
- Sylvia is going to go get the lockbox from the post office but would like to be approved if it's over 100+
 - Mark: PO might not be interested in delivering to lockbox
 - The guard station is the main drop off point.

- Sylvia will go talk to them tomorrow and change the addresses on the bills
- Mark has contact info for PO people
- John has been talking to the city mappers about our road name change
 - But it hasn't been updated yet on the official City map?
- Paint booth - it is on hiatus. There is still interest in making it happen but circumstances are still in the way. Right now it is serving us more as storage than it would as an expense for an actual spray booth.

Meeting adjourned at 9:24 pm CST.