

Approved by the Board on March 13, 2022
Board of Directors, Camarillo Community Band
Minutes for the Meeting of January 16, 2022
Conducted via Zoom from 7:00 to 8:30 PM

Members: Daniel A. Rhymes (President), Betty Weyek (Vice President), Rick Austinson (Treasurer), Mark Fischer (Secretary), Nadia Becker (Board member at large), Andy Binsley (Board member at large), and Doug Hardie (Board member at large, connecting by phone). David Hudnell (Board member at large) was excused.

1. Call to Order. At 7:03, Dan Rhymes called the meeting to order.
2. Roll Call. All members were present except David Hudnell.
3. Approval of the Agenda. Dan Rhymes earlier had distributed a draft agenda via email. The board agree to add a discussion of Directors and Officers Insurance at point 8.
4. Minutes. The board reviewed the minutes of the November 14, 2021 meeting. Dan noted that, in the discussion of date cards (discussed by the board), the cost was wrongly estimated at \$150, and the actual cost was \$36.44. With that correction, Rick Austinson moved and Andy Binsley seconded acceptance of the minutes. The motion passed unanimously.
5. Electronic Vote. Dan Rhymes moved acknowledgment of the electronic vote taken to approve the cancellation of the December 19th meeting. His motion also approved the election of all board members to continue in their positions for the 2022 fiscal year. The vote in favor of his motion was unanimous.
6. Meeting Dates. At 7:08, Dan proposed meeting dates for the CCB 2022 fiscal year (originally listed in the printed agenda). A discussion followed his proposal.
 - A. Discussion.
 1. June Meeting. Dan had originally proposed June 12, but the board said that it preferred June 5.
 2. November Meeting. The board said that it preferred a November meeting (rather than a December meeting) to elect new board members.
 3. Starting and Ending Time. The group agreed that board meetings should start at 6:30 and stop at 8:00.
 4. Recruitment. Several members expressed the importance of seeking band musicians qualified to serve on the board.
 - B. Motion. Dan moved that the board shall meet in 2022 on the following dates: January 16, March 13, June 12, September 11, November 13 (to vote for new board members), and January 15, 2023. The board moved that June 12 should be replaced by June 5 (to avoid a conflict with a concert), and a meeting scheduled for Dec. 18

was cancelled. Meetings will take place from 6:30 to 8:00. The vote in favor of the motion was unanimous.

7. Finance Report and Budget Approval.

- A. Reports. At 7:24, Treasurer Rick Austinson introduced the reports that he had already circulated to board members.
 - 1. Balance Sheet as of December 31, 2021. This is the band's balance in the bank.
 - 2. Statement of Profit and Loss, Jan. – Dec. 2021. \$6351 was the year-end total, said Rick, because the band more than achieved its fundraising goals.
 - 3. Transaction List by Date, Jan. – Dec. 2021.
- B. Discussion. After Rick's presentation, board members discussed how to raise fundraising goals and achieve the goals.
 - 1. Storage. Andy Binsley noted the band's recurring need for storage space to house its music library and protect its equipment. He proposed that the budget should make "storage" a recurring expense.
 - 2. Fundraising. Andy and Betty Weyek proposed that the CCB budget should have a higher fundraising goal than \$500. By setting an increased fundraising goal of \$2,500 (and achieving it), the band would be able to rent storage space. The budget should add a line item (i.e., a fundraising campaign) with a \$2,500 goal. If the band does not reach its goal in 2022, it could redouble its efforts in 2023.
 - 3. Creative Accounting. Rick Austinson said that he would investigate how to budget for a fundraising campaign through QuickBooks (i.e., how to increase the band's income by \$2,000 without increasing the expense).
- C. Motion on Budget Approval. Rick Austinson projected a draft CCB budget on the Zoom screen, and the members suggested adjustments. Some were as follows:
 - 1. Anticipated Income from Concert. Last year the anticipated income from concertgoer contributions was \$250 per concert. The board agreed to raise that budget projection to \$400 in 2022.
 - 2. New Expenses. The proposed budget includes \$725 for insurance (including the anticipated purchase of Directors and Officers Insurance) and \$500 for sheet music.
 - 3. Hospitality. This year's pizza party was expensive due to the large number of musicians who participated and to the rising costs of pizza.
 - 4. Communications. Betty Weyek and Nadia Becker proposed to investigate whether the band could drop the expense of its phone line (from the service "Magic Jack") and instead use the free service, Google Voice.
- D. Conclusion. After Rick Austinson had adjusted the projected budget, he invited approval of the budget. Approval was moved, seconded, and passed unanimously.

8. Directors and Officers Insurance.

- A. Motion. At 8:12, Dan Rhymes introduced the topic of liability insurance for Directors and Officers (called "D&O"). An insurance company would reimburse the directors and officers of the CCB for losses (or for advancement of defense costs) in the event of a legal action brought for alleged wrongful acts by the board. Dan had

- already distributed to the board via email a memo on the subject dated January 14. It included a quote from the Travelers Casualty and Surety Company of America (dated September 27, 2021) for an annual premium of \$357 which would pay liability costs up to \$1 million. Dan moved that the board approve the purchase of the insurance.
- B. Discussion. In the discussion, one member raised the question of whether D&O insurance was necessary, given the fact that the band has no employees and does not produce a tangible product. Others noted that the quote from Travelers Insurance does not include an actual contract, and that more information was needed. Several people replied that the insurance would protect the personal assets of the D&O, which (without the insurance) would be vulnerable and exposed.
- C. Conclusion. After the discussion, Andy Binsley moved the approval of the insurance, and Dan Rhymes seconded it. Six members voted in favor and Nadia Becker abstained. Dan promised to share the text of the contract once he has it.
9. Current Operating Committee Reports. At 8:33, Dan Rhymes did not invite committee reports but encouraged each committee to meet as soon to define its projects and establish a schedule leading to project completion. He encouraged all board members to recruit band members for the CCB committees.
10. President's Report. At 8:34, Dan Rhymes noted that Connor Soudani, his contact at the Pleasant Valley Recreation and Parks District, has resigned. Until PVR&PD assigns Connor's duties to another employee, Dan will work with employee Macy Trueblood.
11. Band Manager's Report. At 8:35, Dan Rhymes truncated his report. He only noted the contribution of band member Keith Salvias and his church who assisted the set-up and take-down of the Christmas concert.
12. Memo of Understanding. At 8:36, Dan Rhymes mentioned the Memo of Understanding with Pleasant Valley Recreation and Park District. The district would like to discuss moving the CCB Christmas Concert to a different Sunday, not on the same weekend as the Camarillo Christmas Parade. Dan invited the board to send him a note with its thinking about moving the event. He will do nothing about the MOU until he hears from the band.
13. Survey of Community Bands. Just before adjourning the meeting, Dan Rhymes mentioned Mark Fischer's proposal to investigate other community bands, i.e., to discover how they do business, fundraise, publicize, etc. One board member noted that surveys are not as effective as personal contacts.
14. Next Meeting. The Camarillo Community Band Board of Directors will meet on-line via ZOOM on March 13, 2022 from 6:30 PM to 8:00 PM.
15. Adjournment. The board adjourned at 8:48 by unanimous consent.

Mark F. Fischer

