

## **Urban Media Arts**

October 17, 2024

Board Meeting

7pm

**Attendance:** John, Tina, Eden, Lori, Emmanuel, Brian, Karen,

**Absent** Lissette

**Guest** Rob DiMarco, Adam Shulman

**Introduction** by Adam Shulman who wants to join the board

Rob DiMarco - lawyer in Malden who represents UMA

And board members in attendance, Tina

**Minutes** - Brian motions to approve, Eden 2nd all in favor minutes passed for September

### **Rob Dimarco -**

#### **Contract**

talking about contract with the city which has an agreement now but still needs signatures, should be done as soon as city solicitor is available

It is rare for media centers to have a contract

UMA is designated recipient for telecommunications fund

95% of the funding is guaranteed - it passes through the city but controls are in place

Gives us a sense of security that others can see

There are a lot of checks and balances involved

Allows us to ask for documentation from cable companies

It is a 3 year term and can self renew unless changes are wanted

Allows for expansion into hd

The organization is set even if leadership changes which helps nonprofits grow

Gives the option to look for other ways of financing for specialized projects

Having ownership of our building is also uncommon

City maintains cable franchise negotiations and finalizing contract

Money is meant for citizens

The city is designating UMA to provide services

Some cities do not have public access as a stand alone organization

No dramatic change as to who UMA is but gives us ability to do more

Capital funds stay housed at the city and we submit requests to spend

The city has an option for the mayor to appoint a person to the Urban Media Arts board

The duty of the person the mayor appoints to the board has a duty to UMA not to the mayor

Recording meetings was an idea from negotiations with the city

Efficient transparency may expand our reputation and help people understand UMA

If there is a breach there is a time period to fix it (120 days) - city can step in if there is a danger

When Tina started she noticed a 3rd party agreement and started looking at it

#### **Bylaws**

Give boards power

Our job is to be strategic but not involved in day to day operations  
If a board has too much control it can create less support in the community  
Our job is to find a person (ED) to implement strategic view  
The reports we should get and review ahead of time and not take up much time in board meetings  
Most of the time for a board should be spent on strategic planning  
Our talents need to be used  
Use strategic view to instruct who to look for next that has talents to benefit us  
Collective thought helps form a stronger organization  
70% of the meeting time should be figuring out what we need to work on next  
Board is overseer, ED has the power to get work done  
Law is art not rocket science  
We write contracts for ED and hire  
ED writes job descriptions and can ask board for advice/feedback if needed using board talent  
Revisit bylaws approximately every 3-5 years  
We have funding for some legal assistance if needed for bylaws  
Do bylaws or contracts supersede?  
We can ask ED what areas should be addressed  
We create a plan to address and move forward  
When we volunteer we are changing from board members to someone under the ED/staff  
Board can review and ask if there are challenges  
Bylaws are legal documents  
Chair and ED are part of every subcommittee  
3 to 4 people max should be on a bylaws subcommittee then bring it to the group  
To move forward work on strategic planning and bylaws simultaneously  
Bylaws can be fast and strategic plan can take longer  
We already have a needs assessment  
July 1st would be the start of a new plan  
Making them too long in this field is not the best due to technology changes over time  
Board should set aside a separate meeting for bylaws  
Some groups are doing strategic planning grants  
Gather input from stakeholders  
Needs assessment is a way of getting feedback on what people want  
Rob can send Emmanuel a template with redactions  
Look at what the city called out in contract discussions to see if anything is needed for bylaws  
If Rob's law office was involved with bylaws updates it would probably just take a few months  
Boards should have some people who are professionals but also benefits from people who have time, talent, or treasure  
We are working on a conflict of interest policy  
Be careful that our funds are not going to an individual who has self interest model  
Board should also have some level of diversity  
Agenda's should have time for executive session off camera including ED  
2nd level executive session should not include ED -it isn't about challenging but reviewing  
Keep on every agenda but they only need to be used as needed

Once you go into executive session that ends the general meeting so you are not required to return to it and can end the meeting in executive session

Emmanuel wants to do some follow up and time to plan  
Rob's office does give up a generous bonus

ED - we need to make sure all governance documents  
A checklist may be a starting point for a plan

What do we want to do first?

It might be best to outsource to people who do this for a living

Emmanuel and Tina should meet, come up with a list of what is needed and email or call a meeting at the call of a chair

Full board has to vote on approval of all documents

Let's try to do it right the first time

Tina and Emmanuel will do legal assessment then contract with Dimarco to implement

Eden tabled **election** of board officers until next month

**HVAC** - asking for board approval to have hvac system to replace

John motions to discuss, karen 2nd discussion by all

Voice vote to approve yes by all

**ED report** - we are on track financially but could use more on fundraising bucket

We are being a part of City of Malden Chamber trick or treat event on October 31 board volunteer would be helpful

Feasibility Study -2 design aspects for high and low end

Low level 5 million

High end - raises the floor on the back of the building to make ada complaint

Also puts in a modular stage which is accessible and bells

Some things we can do cheaper

Only about  $\frac{1}{3}$  to  $\frac{1}{2}$  of what we want can actually be done so we need to think about the future

Location is a key factor

We should also look at other places for comparison

If we fix up this building it is our footprint with no room to grow

We need space to put things people want that may be funded by grants

We want multiple use space

ED following up with some clarifying questions

Money may be from grants for capital improvements

Courthouse is not a topic at this time

### **Finance Report** - audit was completed

We are within budget but not self sustaining

Overall condition revenues are diminishing

We need to reduce expenses or increase funds

Reducing expenses would mean staff cuts

As we develop bylaws we need to think about moving faster

Sometimes you need to move first and apologize later

Grants have been great

Move away from small money

### **Action Items**

1 vote on audit

UMA is planning on a bookkeeper

Brian motions to discuss audit, Jon 2nd

How long does UMA have without changes - 1 year before substantial changes are required

We need \$200,000 to \$300,000 for baseline more to grow

ED - potentially we are leveling off

What we have currently is not sustainable and meeting community needs

We need to start planning and make things happen quicker

We are leaning heavily on grants since they are available

Hoping for operations grants which are starting to show up

Grants are short term solutions for long term problems

Solution is revenue development

ED believes workforce development will help

Strategic planning process can be started but not finalized without bylaws planning as well

Eden motions to **approve the audit**, Brian 2nd all in favor audit is approved

### **Strategic plan meeting**

Can we meet Nov 7 Thursday 6pm on zoom

Called by the chair

Adam has residential real estate background and non profit experience

Reviewed meeting expectations and hopes that people can attend UMA events

Eden motions **for Adam Shulman to be appointed to the board** Jon 2nd all in favor

Nov 7th is special meeting

Nov 21 is our next regular meeting

Motion to end at 9:05 by Jon, 2nd by Lori all in favor meeting ends