

**Arts for Learning
Board Meeting
February 20, 2019 – 4:45PM
Historic IPS #27
546 E 17th Street
Multi-Purpose Room**

Did you know that Arts for Learning Indiana is one of 30 affiliates in the Young Audiences network serving over 5 million children around the country?

Tami Earnhart, Chair, presiding

I. Greeting, Call to Order

Approval of the Minutes of the December 19, 2018 Board Meeting
Introduction of Arts for Learning Grants Manager, Jessica Knudsen
Activity- Susan Oliver

II. Committee Reports

Finance – Sherri Glass
Financial Dashboard

Development – Peter Barickman
Development Dashboard
Pies & Pints, March 1st
Alternative Fundraising and Donor Cultivation Events

Marketing—Jediah Behny
Advocacy

Governance – Susan Oliver/JoEllen
Board Member Survey
Diversity & Inclusion Statement
Conflict of Interest Policy

III. Program Staff Reports

Third Space Timeline- Ploi Pagdalian
Teacher Advisory Group – Ploi Pagdalian
Teaching Artists Advisory Group – Calle Tinkham
Wolf Trap - Early Learning Through the Arts – Calle Tinkham

IV. Additional Staff Reports - YADA

V. Executive Session

Next Board Meeting, April 17, 2019

Upcoming Activities for Your Calendar

- Pies & Pints, Ivy Tech Culinary School, March 1st, 2019
- Sun King Brewery Series
Dr Seuss Celebration, March 4, 2019- 6:00pm-8:00pm
- Sunshine Series Family Event, Dancing, Drumming, and Donuts, March 16, 2019

Arts for Learning Board Meeting Notes

546 E. 17 Street

Date: 12.19.2018

Time: 4:45-6pm

Attendance

Present: Susan Oliver, Todd Clevenger, Charlie Schlegel, Kelly Lamb Teller, Tami Earnhart, Peter Barickman, Sarah Walter, Sherri Glas, Daphne Chiu, Lisa Boncosky, Jediah Behny, Anne Surak

Absent: Denise Holder, Allison Meta, Megan Behny, Bart Karwath, Kate Appel, Susan Gran Michal, Anson Keller,

Staff: JoEllen Florio Rossebo, Ploi Pagdalian, Jennifer Collins, Anya Stucky, Angela Yetter, Katrina Kuntz, Calle Tinkham

Greeting, Call to Order at 4:53 PM.

Approval of the Minutes of the October 17, 2018 Board Meeting. One correction: Peter was in attendance during last meeting.

Committee Reports:

- Finance – Sherri Glass
 - Reviewed Financial Dashboard:
 - Discussed specifically earned revenue and the plan to investigate contributions.
 - Made a note about a pass-through grant for an artist for 7k.
 - Should see an increase in contributions toward the end of year.
 - Discussed possible impact on referendum from IPS.
- Programology – Ploi Pagdalian
 - Professional Development- Wolf Trap:
 - Received funding from PNC to have trainers for artists on Jan. 24th.
 - Strengthening Indianapolis Through Arts and Cultural Innovation:
 - Lilly grant, work will begin in January. Selecting staff & artists.
 - Funding includes staff positions as well as funding for evaluation & documentation.
 - Identified: Edison 47, Butler Lab, West Newton -Decatur, CFI 84 and a 2 more that will be chosen based on application.
 - Reshare video from Grant Proposal.
 - Announcement of Katrina leaving- new position at Symphony.
- Marketing – Todd Clevenger
 - Efforts to ‘refocus’ branding:
 - Walked through the one-sheet that committee put together
 - Discussed the “[Creator](#)” marketing
 - Provide feedback to marketing committee and Anya.
- Development – Peter Barickman
 - Development Dashboard- included in YADA.
 - Some special events & budget changes given events changing in 2019
 - \$10,500 shy of last years contributions
 - Art Riot: Not having again
 - Good Morning, Good Cause Donor Breakfast:
 - Had new donors and 74 attendees. Majority of attendees gave. Received a total of \$5085.

- Video: Share link
- Debrief- send comments to Jenn & Development Committee
- March 1- Pies & Pints
 - Looking for additional Pizza vendors
 - Buy tickets!

Board Self-Assessments/New Year's Resolutions: More info coming soon regarding a form that will be sent to board members.

Staff Reports – refer to YADA: A few call outs:

- New website is live: <https://artsforlearningindiana.org/>
- Board Website Link
HERE: <http://artsforlearningboard.wixsite.com/artsforlearningboard>

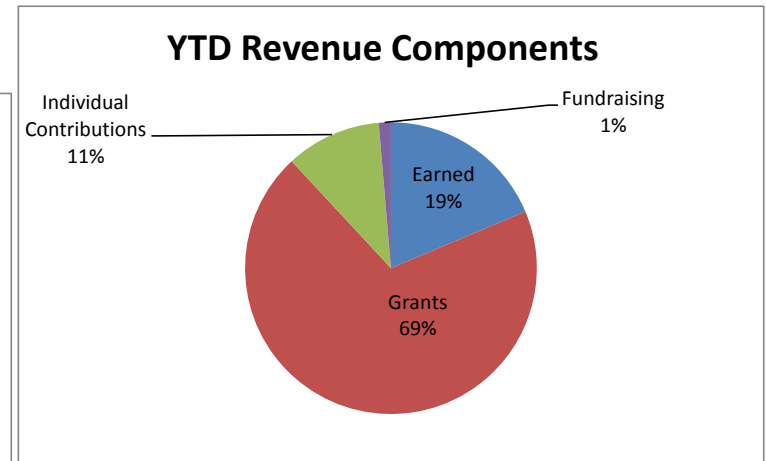
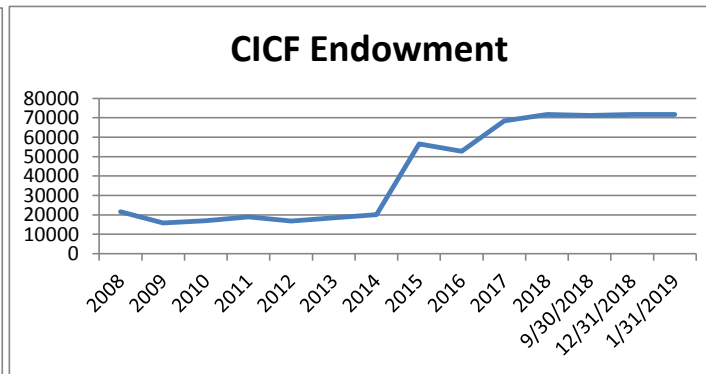
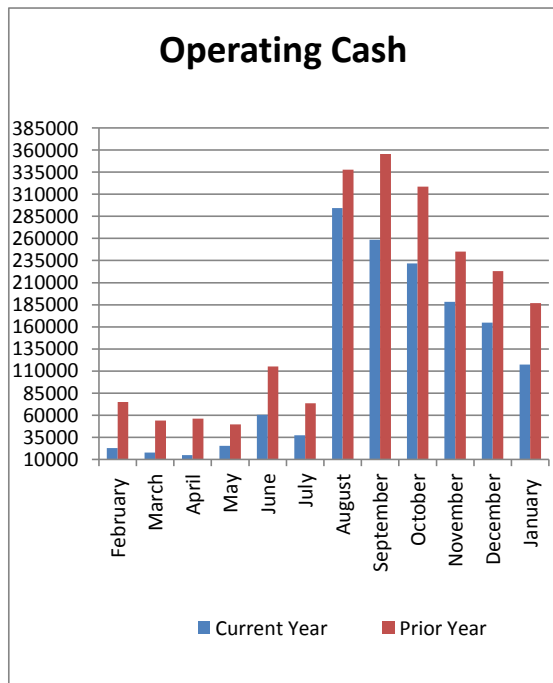
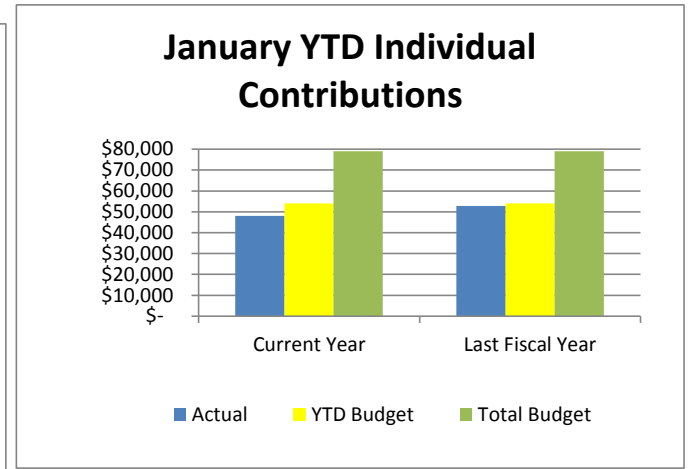
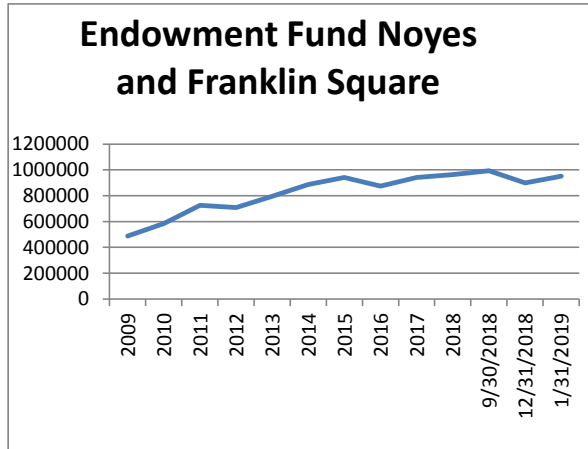
Meeting Adjourned at 5:53 PM for food and refreshments.

Upcoming Events:

- *Next Board Meeting February 20th, 2019*
- *Sun King Brewery Series*
African Dance with Ronne Stone Sat. 2/9/19, 9:30am-10:30am
Dr Seuss Celebration, 3/4/19- 6:00pm-8:00pm
- *Pies & Pints, Ivy Tech Culinary School, March 1st, 2019*

January 31, 2019
Dashboard

	Actual	Operations Budget	Variance
Revenue			
Earned Revenue			
Program Revenue	82,816	138,260	(55,444)
Other Revenue	166	125	41
Investment Income	268	294	(26)
Total Earned Revenue	83,250	138,679	(55,429)
Contributed Support			
Contributions	57,303	64,000	(6,697)
Fiscal Agent	7,000	0	7,000
In-Kind Income	2,716	13,750	(11,034)
Total Contributed Support	67,019	77,750	(10,731)
Total Net Assets Released	309,811	387,524	(77,713)
Total Revenue & Net Assets Released	460,080	603,953	(143,873)
Expense			
Program	128,796	207,439	(78,643)
Operations	379,441	380,361	(920)
Marketing, Fundraising, Events	19,626	44,896	(25,270)
In-Kind Expenses	2,716	13,750	(11,034)
Total Expenses	530,579	646,446	(115,867)
Interfund Transfer	3,289	0	3,289
Change in Net Assets After Transfer	(67,210)	(42,493)	(24,717)



Program Activity	Actual YTD	Prior YTD	Variance
Program Revenue	82,816	100,524	(17,708)
NAR - Purpose	58,396	73,686	(15,290)
NAR - Overhead	12,221	12,850	(629)
			0
Program Expense	125,516	168,262	(42,746)
Net Program	27,917	18,798	9,119

**CONFLICT OF INTEREST POLICY
OF
YOUNG AUDIENCES OF INDIANA, INC.**

Section 1. Purposes. The proper governance of Young Audiences of Indiana, Inc. (d/b/a Arts for Learning) (the “Corporation”) depends upon directors who give of their time for the benefit of their community. The giving of this service, because of the varied interests and backgrounds of the directors, may result in situations involving a dual interest that might be interpreted as a conflict of interest. This service should not be rendered impossible solely by reason of duality of interest or possible conflicts of interest. This service nevertheless carries with it a requirement of loyalty and fidelity to the Corporation, it being the responsibility of the directors to govern the Corporation’s affairs honestly and economically, exercising their best care, skill, and judgment for the benefit of the Corporation. Based on the foregoing, the purpose of this conflict of interest policy is to protect the interest of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation while recognizing that it would disadvantage the Corporation to deprive it of the involvement of interested colleagues.

Section 2. Definitions.

- (a) Interested Person. Any director, principal officer, key employee, or member of a committee with board delegated powers who has a financial interest or conflict of loyalty, each as defined below, is an interested person.

- (b) Financial Interest. A person has a financial interest if the person has, or as a result of the transaction at issue will have, a compensation or other financial arrangement with the Corporation, including but not limited to, a sale, exchange or leasing of property; the lending of money or other extension of credit; the furnishing of goods, services or facilities, including specifically the provision of services as a vendor; the payment of compensation (or payment or reimbursement of expenses); or the receipt of, or use of, the income or assets of the Corporation.

In identifying and disclosing a Financial Interest, an Interested Person shall consider and disclose all personal Financial Interests, together with any Financial Interest involving:

- i. His or her family members, including but not limited to, his spouse, ancestors, children, grandchildren, great grandchildren, and the spouses of children, grandchildren, and great grandchildren; or

- ii. Any corporation, partnership or other legal entity in which the Interested Person (together with all family members described in 2(b)(i) above or

other Interested Persons):

- A. Holds a position of influence or control, such as but not limited to, as trustee, director, president, chief executive officer, chief operating officer, chief financial officer, or treasurer; or
 - B. Owns greater than 20% of the total combined voting power.
- (c) Conflict of Loyalty. It is the intent of this Policy that the definition of “Financial Interest” above shall control in determining whether a person has a conflict of interest or conflict of loyalty in the context of a commercial enterprise. In the context of a nonprofit organization or governmental entity, a person has a conflict of loyalty if the person has, directly or indirectly, through business or family, an interest or relationship with the nonprofit or governmental entity that prohibits or inhibits, or potentially prohibits or inhibits, the person from exercising independent judgment in the best interests of the Corporation, such as by serving as a director or employee of, or providing goods or services to or for, the nonprofit or governmental entity with which the Corporation has, or is negotiating, a transaction or arrangement.

Section 3. Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her Financial Interest or conflict of loyalty to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
- (b) Financial Interest – Determining Whether a Conflict of Interest Exists.
 - i. Upon disclosure of a Financial Interest, the Interested Person shall leave the board or committee meeting while the Financial Interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists by a two-thirds vote.
 - ii. If it is determined that a conflict of interest exists, the board or committee shall proceed as provided in Section 3(c).
- (c) Financial Interest – Addressing the Conflict of Interest.
 - i. The President or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- ii. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - iii. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the directors (excluding an Interested Person who has a Financial Interest) whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
 - iv. In determining whether to enter into the transaction or arrangement under Section 3(c)iii., the board or committee may request that the Interested Person provide additional information to the board or committee. The Interested Person shall not be present or participate in the vote on whether to enter into such transaction, but may be counted for purposes of determining the existence of a quorum. If the Interested Person is counted for quorum purposes, the action must be approved by a sufficient number of votes based upon that quorum. For example, if a majority vote of the quorum is required to approve an action, and eight (8) directors constitute a quorum, the action must be approved by five (5) of the seven (7) disinterested directors voting on the transaction or arrangement.
- (d) Conflict of Loyalty. Upon disclosure of a conflict of loyalty, the board or committee shall proceed with a vote on the proposed transaction or arrangement after the exercise of due diligence and the investigation of alternatives to determine whether a more advantageous transaction or arrangement exists. The director with a conflict of loyalty may provide information to the board or committee upon request, may vote on whether to enter into such transaction or arrangement, and may be counted for quorum purposes.
- (e) Violations of the Conflict of Interest Policy.
- i. If the board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the response of the Interested Person and making such

further investigation as may be warranted in the circumstances, the board or committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. No Excess Benefit Transaction. In considering any transaction or conflict of interest, the Corporation shall avoid any excess benefit transaction as defined by Section 4958 of the Internal Revenue Code of 1986, as amended, and corresponding Treasury Regulations. In this regard, any conflict of interest will likely be governed also by the terms of the Corporation's Intermediate Sanctions Policy.

Section 5. Records of Proceedings. The minutes of the board and all committees with board delegated powers shall contain:

- (a) the names of the persons who disclosed or otherwise were found to have a Financial Interest or conflict of loyalty in connection with an actual or possible conflict of interest, the nature of the Financial Interest or conflict of loyalty, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and
- (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 6. Annual Statements. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement similar to that attached as Exhibit A which affirms that such person:

- (a) has received a copy of the conflict of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and
- (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be

conducted. The periodic reviews shall, at a minimum, assess whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

Section 8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

EXHIBIT A

CONFLICT OF INTEREST STATEMENT

To: Board of Directors, Young Audiences of Indiana, Inc. (d/b/a Arts for Learning)

I, the undersigned, associated with the above-captioned Corporation (hereinafter the “Corporation”) in a capacity of director, principal officer, key employee, or member of a committee with board delegated powers represent that as of the date specified below, I have the Financial Interests described below.

In accordance with the Corporation’s duly adopted Conflict of Interest Policy, I understand that I have a “Financial Interest” if I have, or as a result of a transaction at issue will have, a compensation or other financial arrangement with the Corporation, including but not limited to, a sale, exchange or leasing of property; the lending of money or other extension of credit; the furnishing of goods, services or facilities, including specifically the provision of services as a vendor; the payment of compensation (or payment or reimbursement of expenses); or the receipt of, or use of, the income or assets of the Corporation.

Furthermore, I have a “Financial Interest” if I, together with my family:

A. Hold a position of influence or control, such as but not limited to, as trustee, director, president, chief executive officer, chief operating officer, chief financial officer, or treasurer of a corporation, partnership or other legal entity that enters a transaction with the Corporation; or

B. Own greater than 20% of the total combined voting power of a corporation, partnership or other legal entity that enters a transaction with the Corporation.

As of this date, I have the following Financial Interests:

As of this date, I am employed by, or am a principal of:

I declare that I will inform the President (or in the case of the President, the Board of Directors) of the Corporation, in writing, of any material change in the information I have provided herein.

I do further specifically represent that I have received a copy of the Corporation's conflict of interest policy, that I have read and understand such policy, and that I agree to comply with such policy in every respect.

I understand that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I hereby affirm that the foregoing information is correct and complete.

Signed: _____

Printed Name: _____

Dated: _____

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
YOUNG AUDIENCES OF INDIANA, INC.**

The Board of Directors of Young Audiences of Indiana, Inc. (d/b/a Arts for Learning) (the "Corporation"), at a meeting on _____, 2018, at which a quorum was present, hereby resolves that the following action be taken:

I. Adoption of Conflict of Interest Policy

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to adopt a Conflict of Interest Policy.

NOW, THEREFORE, BE IT RESOLVED, that the Conflict of Interest Policy of the Corporation, attached to this Consent and made a part hereof as Exhibit A, be and hereby is adopted.

Dated: _____

Secretary

YADA YADA

Programming, Artists, Development, and Marketing News

February 20, 2018

Programming

Fresh StART in Starke County

Our NEA funded Fresh StART project in Starke County is moving into the next phase. The installation project artist will be confirmed very soon, then that person(s) will create two mock-ups inspired by children's stories and interviews that were generated in student workshops with Bob Sander and Tyler May. The Starke County Youth Club community will have the opportunity to vote for one to be realized full-scale and installed at one of three pre-approved locations in Starke County.

Wolf Trap Residencies at Day Early Learning Sites

Four teaching artists are designing a five-day residency for preschool students, ages 3-5, as a result of the Wolf Trap training held in January. These artists are dancer Shawn Whistler, musician Melissa Gallant, visual artist Kris Hurst, and multidisciplinary artist Carol Tharp Perrin. The residencies will be soon be piloted at DEL Federal Bldg, DEL IU Health, and DEL Lilly Center, reaching 18 classes, 360 preschool students. This program is funded by PNC.

Professional Development for Teaching artists on Culturally Responsive Teaching

April 16th from 4:30pm- 6:30pm
AFL gym

Dennis L. Rudnick is the IUPUI Associate Director of Multicultural Education and Research. He has over 20 years of training and experience as a teacher, group facilitator, program developer, and public speaker on diversity, civil rights, and social justice issues. Dennis is committed to fostering a climate of transformative awareness and understanding through education. He holds a B.A. in Sociology from University of Mary Washington and a M.Ed. and Ph.D. in Curriculum and Instruction, Multicultural Education from the University of Washington.

Project Manager for Third Space

We are excited to have Megan Bogard Gettelfinger join us as project manager for the Third Space project. Megan's experience includes administrative work for the public outdoor exhibition of eight large sculptures along the Indianapolis Cultural Trail, the art inventory at the Cummins office downtown (& the Beijing office), and the Public Collection project, a public art and literacy project consisting of artist-designed book share stations in Indianapolis. She has an MA in Humanities, Cultural and Curatorial Studies.

Collaboration of the Generations to Begin

We welcome Circle City Prep located on the near east side as a new school partner this year. Former program director Richard Allen's efforts in nurturing this partnership a couple of years ago is pivotal in the school's participation in the CoG program this year. Two Kindergarten classes will partner with twelve seniors from the Foster Grandparents' program by CAGI, Coalition of Greater Indianapolis. Musician Melissa Gallant will begin this residency on Feb 28. This program is made possible with support from the Glick Fund.

The Sunshine Series

Sunshine Series is happening March 16th, 10am-12pm. Indianapolis Housing is funding this event and it is for the residents of 16 Park. We are seeking volunteers. Dancing, Drumming, and Donuts.

Inside Arts

Arts for Learning's proposal, "Inside Arts: Making Arts Accessible for Incarcerated Youth" has been accepted for the Young Audiences Arts for Learning's National Conference in Houston, April 3rd-5th. Sarah Tirey, Program Director, will be presenting on our Inside Arts initiatives at the Marion County Jail and Juvenile Detention Center to tie in with the 2019 National Conference theme, "No Limits: Supporting Children with Learning Differences".

Development

Individual (unrestricted):

FY19 Goal: \$79,000
Raised: \$47,790
% Raised: 60.5%

Individual (restricted):

FY19 Goal: \$0
Raised: \$750
% Raised: n/a

Corporate:

FY19 Goal: \$14,500
Raised: \$4,250
% Raised: 29.3%
We received a \$600 gift from Merchants Property Insurance Company of Indiana and a \$3,000 gift from BMO Harris.

Grants:

FY19 Goal: \$720,931
Raised: \$515,982
% Raised: 72%

The following grants have been received since the December 2018 Board meeting:

- Lilly Endowment Inc. Strengthening Indianapolis Through Arts and Cultural Innovation (\$327,000)
- Indiana Youth Institute Professional Development grant (\$750)
- Griffith Family Foundation (\$1,000)
- Art 4 More Fund of Tides Foundation (\$2,500)
- Kite Realty Group (\$1,000)

Due to the significance and irregularity of the Lilly Endowment grant, the % raised below reflects grant efforts exclusive of Lilly Endowment.

% Raised: 25%

Special Events:

FY19 Goal: \$32,875
Raised: \$9,773
% Raised: 30%

Pies & Pints save the date – March 1, 6:30-10:00pm, Ivy Tech Corporate & Culinary Center. Tickets are on sale now.

In-Kind:

FY19 Goal: \$58,625
Raised: \$2,780
% Raised: 5%

The following in-kind support has been received since the December Board meeting:

- Carter Lee Pro-Build (\$281)
- Tinker Coffee Co. (\$51)
- McFarling Foods (\$324)
- Printing Partners (\$741)

Marketing and PR

Events

Pies & Pints will be March 1st, 6:30-10:00pm. As of 2/19 at noon, we have sold 180 tickets, which is far ahead of last year's sales.

Radio spots start this week. We were on Fox 59 on Saturday morning and have another TV spot on IndyStyle on Tuesday the 26th.

Ads with Do317 start next week. Facebook ads have been running and have boosted our reach to 15,000 people, almost 400 post engagements and 250 link clicks.

General Marketing

Facebook page views are up 67% in the last month and post engagement is up 53%. Our E-Newsletter has 92 more unique CTRs than the previous send. Website bounce rate is down 10.6% and session duration is up 49.3%.