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Minutes Board of Directors Meeting: March 6, 2002

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**The DaVinci Institute
Board of Directors Meeting
March 6, 2002
Minutes**

The board of Directors of the DaVinci Institute met on Friday, March 6, 2002 3:00-5:20 pm at The Oklahoma Zoological Center. Those in attendance were: Mark Parker, OCU; Paul Hammond, OBU; Marvin Lamb, OU; Teresa Brekke, Kirkpatrick Foundation; JoBeth Moad, OCU; Lee Neibert, St. Gregory's; Bob Palmer, UCO; Jerry Howard, OU; Chris Markwood, UCO; Michael Raiber, OU; Linda Tiller, OU; Susan McCalmont, Kirkpatrick Foundation; and John Clinton, Oklahoma A+Schools.

Special Guests: Allen Shelley, Dick Horton Insurance and Barbara Fox, Fine Arts Director Oklahoma City Public Schools.

I. Welcome: Mark Parker called the meeting to order at 3:05. Executive Committee meeting did not convene. He welcomed everyone and asked Allen Shelley to address the board.

IV. Director and Organization Insurance: Allen Shelley from Dick Horton Insurance addressed the Board concerning Director and Organization insurance. Mr. Shelley explained that Horton Insurance had been in business for thirty years and represented entities such as Lyric Theater for their insurance needs. He explained that even though the institutions may have liability that covers members of the boards it would not protect the individual from personal suit. However, a policy covering the DaVinci Institute would protect against misappropriations of funds, personal gains and other types of fraud.

Susan McCalmont inquired about the cost. Mr. Shelley responded that the cost for 1 million dollars of insurance would range from \$1,000 - \$3,000.

Mark Parker inquired as to the types of coverage the DaVinci Institute would need. Mr. Shelley suggested general liability and tort liability. Mark inquired about medical coverage. Mr. Shelley suggested a minimal coverage.

Susan McCalmont introduced Barbara Fox and inquired as to the coverage of teachers by the Oklahoma Educational System and Ms. Fox explained that teacher's coverage extends from the time they arrive on campus and the time they leave campus.

John Clinton inquired about the coverage that the Fellows for Oklahoma A+ should carry. Mr. Shelley suggested workers compensation and general liability. This would make the DaVinci Institute the secondary coverage. John inquired as to the expense. Mr. Shelley stated that it is based on a percentage of the payroll. John responded that the salary is unpredictable and Mr. Shelley suggested making an anticipated schedule and then either reimburse for salary not received or compensate for salary received over the anticipated amount. John inquired into who would pay, the Fellows or DaVinci. Mr. Shelley suggested putting them on one policy.

Susan McCalmont asked how long it would take to secure a policy. Mr. Shelley anticipated a seven-day wait period after the agency received financials, directors list and a description of their roles outside of the DaVinci Institute. The workers compensation would take between 2-14 days depending on the type of coverage.

John Clinton suggested collecting the information on the Fellows now since he had them in one area. He also anticipated the salary for now through June 20 to be \$26,000 and from July 1, 2002 - June 30, 2003 to be \$34,000 for a total of \$60,000 coverage in workers compensation for 20 Fellows. Mr. Shelley told John to keep him updated on payroll changes adding that he was a broker without limitations, sort of "Swiss cheese looking" in that they would search out the best deal and not just give "this is all we have to offer."

Mark Parker asked if 1 million was standard coverage. Mr. Shelley replied yes but that investigation into an umbrella policy could provide extra coverage. He explained that comprehensive coverage includes \$500,000 accident, \$500,000 disease and \$500,000 total disease. Oklahoma compensation is statutory and a plaintiff can only receive \$40,000 but the family can turn and sue the individual or group for the rest of the \$500,000. In turn, the umbrella would provide a buffer in this case. However, lawyers are never told that someone holds an umbrella policy to protect the insured.

Susan McCalmont inquired as to whether the board desired to have Mr. Shelley draw up a proposal. Bob Palmer made a motion for such submission of a proposal. Linda Tiller seconded the motion.

Discussion about the type and amount of coverage followed.
Linda Tiller asked what the price range would be. Susan restated the \$1,000-\$3,000 estimate.

Mark Parker asked, "What can we afford to have and to not have?"

Bob Palmer asked if a distinction existed between Oklahoma A+ Schools and the DaVinci Institute. Mark replied that regardless DaVinci was the responsible entity.

Linda Tiller informed the board that memberships and interest earned would be the only area to resource the money for insurance.

JoBeth Moad asked if the A+ budget could pick up the Fellow workers compensation. John Clinton replied that an answer would not be available until he presented the budget. Linda Tiller stated that the interest is not divided between the two entities but exists in a sweep account therefore; they come from the same account.

Jerry Howard suggested that a blanket motion in which we approve expenditure up to a certain amount.

Linda Tiller informed that \$6,000 would be a safe figure in regards to the accumulated interest to date.

Susan McCalmont added that liability coverage would be necessary for Melissa Vincent. Therefore, we make a motion for a policy not to exceed \$5,000 for D&O and liability.

Linda Tiller added that payments should be in quarterly installments to meet with the accrual of interest.

Chris Markwood made the motion. Bob Palmer seconded. All approved.

Mark Parker stated that as soon as the proposal was set information would be dispersed to the board concerning the amount of coverage.

II. The minutes were read. Mark Parker asked for a motion to accept the minutes. Bob Palmer moved for acceptance of the minutes. Marvin Lamb seconded. All approved.

III. Financial Report – Linda Tiller apologized for not having individual reports for everyone. She reported that the Foundation account is closing. She also asked for approval of \$25,000 from Gerry Howell and Vincent Marron (Keenan Institute) which will close the Foundation account. She also reported that we do have money but not enough to cover the budgeted expenses for the year. The interest should cover the D&O.

Linda reported that Shirley Morrow's bill included numerous revisions from the original estimate, which adds up to about 4 times the original proposed price. Linda requested approval for payment of the bill at the revised total.

Susan McCalmont stated that the relationship between Shirley Morrow and the Institute needed to be severed.

JoBeth Moad suggested a written statement and Jerry Howard agreed stating that it could be done through a statement with the check stating that her cashing of said check ends all relationships and agreements between the two entities.

Mark Parker asked for a motion to pay the bill and sever the relationship. Chris Markwood made a motion. Marvin Lamb seconded. All approved.

John Clinton reported that an outstanding purchase order for \$9,000 needed to be covered. The PO was through UCO, which assisted in saving the DaVinci Institute taxes for the hotels and other expenses of the Fellows workshop.

V. RECRUITMENT: Barbara Fox was introduced again by Susan McCalmont to speak for recruitment of teachers into the Oklahoma School System. Ms. Fox explained that she was in attendance for three reasons: 1) the Oklahoma City Public Schools need more substitutes for the arts areas, 2) to encourage universities to have their upper level education majors apply as substitutes in the areas of band, choir, theater, etc. 3) encourage development and recruitment of the feeder schools to enhance the arts programs in Oklahoma City. Ms. Fox stated that she desired to assist the colleges with providing the education majors with a learning experience as they go through the hiring process of an OSBI check, interview and blood pathogens training. In exchange, this would free up the public school teacher in order to recruit and visit A+ schools in Oklahoma.

Mike Raiber added that a debriefing of the student following an experience as a substitute would assist in the learning process. Ms. Fox agreed and inquired into the possibility of having it count toward observation hours. The response was no in that they would be paid for their services.

Barbara Fox can be contacted at 297-6871 or bbfox@okcps.org

Paul Hammond inquired as to the age, Junior Senior.... Ms. Fox said the professor would have the discretion.

Lee Neibert added that it would be a good experience for those moving on.

Bob Palmer inquired as to the number of links in the chain of command. Barbara said that they would go through her in order to assure that it was an educational process.

VI. Committee Reports

A. Education: John Clinton

John introduced the budget for the Oklahoma A+ Schools noting that it is a high estimate. He added that needed storage space would increase the budget by \$40 a month. He reported no increase in the shadow faculty. They will receive a one-year letter of agreement. He stressed the need for more discussion to discern the amount of pay they would receive.

Marvin Lamb inquired if the expenditures would exceed the proposed budget. John assured it would not and that it might be less than budgeted. He added that his only fear is the unknown, insurance, need of new facilities if OSSM does not meet our needs. Susan McCalmont added that if OSSM is suitable it would be good to lock it in for the next year.

Linda Tiller reported that the initial budget had been \$700,000, now it is \$900,000, which means funding of this program requires an additional \$300,000.

John stated that the increase was due to the research expense.

Bob Palmer asked for more clarification of the expenses. Susan agreed that the board needed to know the "lingo" of the program in order to be ambassadors and spread the news of its worth. JoBeth agreed fearing that as a member of the board she would hate receiving questions about the program and not know what was occurring. Marvin suggested updates.

John asked for suggestions as to where to hold the unveiling of the program. JoBeth inquired as to who would pay for the program. Mark Parker suggested settling the budget and then investigating a plan of action. Linda Tiller informed the board that a schedule of funders exists and that projected income exists through next September. Susan McCalmont added that the State Department of Education has budgeted \$505,000 for the program. John Clinton added that the Arts Council wants to help also.

Marvin inquired into possible areas of savings for the June –July budget. John responded it would be in consultant fees, facility rentals and supplies.

Chris Markwood asked if an agreement with the Kenan institute would exist and Susan McCalmont responded in the affirmative.

Questions concerning the research expense led to a request for the board to receive a copy of the proposals. The original proposals went to the Kirkpatrick Foundation with DaVinci considered the funding mechanism. Mark Parker remarked that it is such a large portion of the budget that the board should see the proposal. Linda Tiller stated that they were separate assessments from OU and OSU agreed upon by Susan McCalmont who decided how to fund the project. Mark Parker asked for a contract between the researchers and DaVinci Institute. Susan McCalmont added that one needed to exist for the OSSM workshops. John Clinton stated that this was in process.

Marvin Lamb stated that the research will be autonomous if it is halted. Mark Parker commented that he had heard that it was two separate projects. Linda Tiller stated that it is one project but the funding mechanisms were separate entities. Marvin Lamb added that due to two separate regent systems being involved they had to separate the funding mechanisms. Mark Parker inquired that if the budget were approved, can the expenditures be approved later. Approval of this motion is just setting aside the money. Linda Tiller stated that the projects are already underway and the contracts are through June 30, 2002. Susan McCalmont stated that next year's budget could be in question. JoBeth Moad added that the board needed to see the proposal to justify the expenditures. Linda Tiller added that it is a turnkey project and is not done on a calendar year basis. Marvin Lamb added that the board is tacitly agreeing to the work. Paul Hammond suggested just acting on February through June.

Marvin Lamb suggesting entertaining two motions. One to agree to spend the February –June budget. One to discuss the efficacy of how to spend the June-July expenditures. Chris Markwood summarized the motion, Allocate and appropriate.

Chris Markwood moved to allocate and authorize the expenditures of February –June 30, 2002 and to accept the proposed budget and allocations for the budget dated July 1, 2002 – June 30, 2003. Paul Hammond seconded. All approved.

B. Campus Programming – In the absence of Manuel Prestamo Melissa Vincent made the following request.

Any funds that were allocated for the use of the Campus Programming for the current calendar year be re-allocated to another fund with the allocations being available for the following year. Linda Tiller moved to carry those funds to account 2003. JoBeth Moad seconded. All approved.

C. Public Awareness- Bob Palmer

Bob Palmer requested a clarification of charge for the Public Awareness committee. The committee voiced concerns in respect to administration of their duties. They asked for clarification as to what the board desired to have as their concentration.

JoBeth Moad asked for a vote concerning a unified website. Mark Parker stated that the www.daviniciinstitute.net website was the only official website. JoBeth inquired as to the

need for a calendar. The board responded that it is a desired item. Mark Parker made a motion for the www.davinciinstitute.net website to be the only website associated with the DaVinci Institute. Lee Neibert seconded. Marvin Lamb suggested that maybe the calendar should be represented by links to the various institutions instead of a large grid of dates. Bob Palmer pressed that a decision must be made. Lee Neibert insisted that the calendar would give more options. JoBeth inquired as to the means for acquiring the various institutions information. Mark Parker stated that excel files could easily be linked. Marvin Lamb stated that in theory, this sounded great but there was no one to do the work. JoBeth asked who was responsible for the information. Mark Parker replied that the individual institutions were responsible. JoBeth Moad asked if the OKArts website could be moved. All answered yes. Linda Tiller stated that no contract was involved with this website but that 30-day notification would be standard practice. Mark Parker reminded the board that a motion was on the table to name the www.davinciinstitute.net website the official website. Marvin Lamb responded that there is still a concern of increased personnel time and cost and the ability of the institute to afford such expenditures. Mark Parker responded that a promise of money is available if the desire to pursue such an avenue is favorable. JoBeth added that the public awareness committee does not feel any proprietary commitment to the volunteer website. Marvin still voices reservations about having anyone to maintain the website. Mark Parker repeated the motion. Lee Neibert seconded. None opposed.

Bob Palmer reiterated his desire for a charge. The board responded with strategic plan for campuses and increased membership. Jerry Howard inquired as to the primary constituency. The answer was arts and education faculty are primary and fellows are secondary.

Bob Palmer also asked if his committee could meet prior to the board meetings. All agreed this would be fine.

VIII. Other Business

Mark Parker asked that a committee be formed for the May meeting to appoint nominees for officer and board nominations.

Chris Markwood was appointed chair and told to select two members of the board to assist him with the slate. Marvin Lamb asked about the cycle for holding an office. Officers maintain a one-year position.

Linda Tiller made a motion to prorrate the term of the incoming officers to coincide with the budget. Bob Palmer seconded. None opposed.

The meeting adjourned at 5:20.