



# **BOARD MEETING NOTEBOOK**

**September 21-23, 2023  
Polson, MT**

# Humanities MONTANA

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# Humanities MONTANA

## DRAFT AGENDA

Board of Directors Meeting  
Polson, MT  
Sept 21-23, 2023

**OUR MISSION: Humanities Montana serves multicultural communities through stories and conversation. We offer experiences that nurture imagination and ideas by speaking to Montanans' diverse history, literature, and philosophy.**

## AGENDA ITEMS REQUIRING ACTION ARE NOTED IN BOLD

### Hybrid Option via Zoom:

<https://umontana.zoom.us/j/91974482003?pwd=S0gvOFpZZDcrNW9TMG01NVVMR2VGdz09>

### Thursday, Sept 21

6:30 HM Program: **"Squelix" 'Salish' Storytelling** with Cameron Decker and Aspen Decker at D'Arcy McNickle Public Library-  
Salish Kootenai College, [58138 US-93, Pablo, MT](#)  
(Dinner on your own)

### Friday, Sept 22

8:30 Breakfast available in Alexander Meeting Room at KwaTaqNuk

9:00 Welcome -- David Dietrich, Chair

9:15 Indigenous peoples and land acknowledgement – John Knight

9:25 Consent Agenda Introduction and Overview- David Dietrich

Review and Approve Consent Agenda — David Dietrich

- Minutes from June 1-3, 2023 Billings Board Meeting
- Minutes from the following Committee Meetings:
  - Governance Committee, June 9, July 25 & Aug 29 2023
  - Ad Hoc Governance Committee, Aug 4, 2023
  - Finance Audit Committee, Aug 30, 2023
  - Programs Committee, Aug 28, 2023
  - Grants Committee, July 25, 2023
  - Grants Committee, Sept 12, 2023 (sent out separately)

**Motion: I move to approve consent agenda items as presented.**

10:00 Executive Director Report —Jill Baker

10:30 Programs Report —John Knight

11:00 Ad Hoc Governance Committee Final Report– Carla Homstad and Lynda Grande

**There is a Motion from Ad Hoc Governance Committee to establish the Community Engagement Committee, which replaces the Programs Committee, as follows:**

***Community Engagement Committee.*** There shall be a Community Engagement Committee. The chair shall recommend directors to serve on the Community Engagement Committee and recommend its chair. The board shall appoint the committee members and its chair by resolution. Specific duties of the Community Engagement Committee include:

- A. Provide oversight of Humanities Montana programming;
- B. Serve in an advisory capacity for any new programming;
- C. Provide support with special events, including the Governor's Humanities Awards;
- D. Provide support with donor outreach and communications with stakeholders.

**Motion: I move to approve the Ad Hoc Governance Committee's recommendation to establish the Community Engagement Committee, which replaces the Programs Committee, with the specific duties as presented.**

11:30 Finance Audit Committee Report

Financial Statements for July 2023—Balance Sheet and Budget vs Actual Statements—Carla Homstad, Jill Baker and Jodi Todd

**There is a motion from the Finance Audit Committee to approve the approve July 2023 Balance Sheet and Budget Vs. Actual Financial Statements.**

Budget Presentation—Carla Homstad, Jill Baker and Jodi Todd

**There is a motion from Finance Audit Committee to approve FY24 Budget.**

12:00 BREAK: Lunch Provided at KwaTaqNuk

1:00 Grantee Spotlight: [AERO](#) *Presentation* Erin Austin, Director of Community Partners and Sales, and Robin Kelson, Executive Director, from AERO

1:30 Grants Committee Report (sent in separate email):

Jennifer Corning and Megan Sundy

**Motion: I move to approve the Grants Committee's recommended August applications as outlined in the September 12<sup>th</sup> grants committee meeting minutes.**

2:30 Governance Committee Report- Lynda Grande

**Motion: I move to approve the motion from the Governance Committee that the board remove Ramey Growing Thunder from Board of Directors due to chronic absenteeism.**

**Motion: I move to approve the motion from Governance Committee to approve changes to the Bylaws restructuring the committees and their duties as written in the updated Board Bylaws document in the board notebook. The board's standing committees will now include Executive, Governance, Finance/Audit, Grants, and Community Engagement.**

**Motion: I move to approve a change to the bylaws that increases the grant amount that requires board approval from over \$1000 to over \$2000.**

**Motion: I move to approve the nominations from Governance Committee and appoint Tim Wilson and Karen Reiff to the Board of Directors.**

**Motion: I move to approve the nominations from Governance Committee to elect 2024 Slate of Officers of David Dietrich as Chair, and Esther Beth Sullivan as Vice Chair.**

3:30 Closing comments – David Dietrich

5:30 Dinner at Finley Point Grill, 35427 Mt Highway 35

### **Saturday, Sept 23**

8:30 Breakfast available in Alexander Meeting Room at KwaTaqNuk

9:00 Welcome and Invitation for public comment — David Dietrich

9:15 Board Activity

10:45 Final thoughts and schedule next meetings — David Dietrich

February 23-24, 2023, Helena Great Northern

June 14-15, 2023, Butte Finlen

Sept 27-28, 2023, Fort Benton Grand Union

11:00 Adjourn

**Humanities Montana**  
Board of Directors Meeting  
June 1-3, 2023 Billings Montana  
Doubletree Inn

*The Humanities Montana board of directors met in Billings for their Spring 2023 board meeting. On Thursday Humanities Montana hosted a reception at the Alberta Bair Theater. Board and Billings area friends joined together to honor long-time HM supporter Joseph Sample (his daughter-in-law, Barbara Sample, was in attendance) as well as Humanities Montana grantees and program sponsors.*

**June 2, 2023**

**Present:** Glory Blue Earth, Carol Bradley, Jeremy Carl (Zoom), David Allan Cates, Jennifer Corning, David Dietrich (chair), Jeanette Fregulia, Lynda Grande, Mary Hernandez, Carla Homstad, Lathie Poole, Esther Beth Sullivan, and Clark Whitehorn

**Additional Attendees:** Liz Moore, executive director, Montana Nonprofit Association, Nathan Saravalli, JCCS

**Absent:** Ray Ekness, Ramey Growing Thunder, Arian Randall, Francine Spang-Willis

**Staff:** Kim Anderson, John Knight, Megan Sundry (Zoom), Jodi Todd (Zoom)

Board Chair David Dietrich called the meeting to order at 9:00 a.m. and asked members to introduce themselves. Glory Blue Earth offered the land acknowledgement. A quorum was present.

**Action Item: David Dietrich moved to approve the February and March meeting minutes. Jennifer Corning seconded with the correction to her name in the March minutes. The motion passed unanimously.**

**Executive Director Report**

Since it was not yet time for the board training with Liz Moore, Kim jumped ahead and gave her executive director report. Updates to her written report included news that the debt ceiling had finally been raised; official verification of two years of funding for Democracy Project; confirmation that staff had applied for the \$50,000 United We Stand funding; and the ongoing transition work she has been doing with Jill Baker.

**Montana Nonprofit Association Board Training**

Liz Moore, executive director of the MNA led the board in a training focused on the proposed code of conduct as well as continued work on overall board and committee structure. In discussing the code of conduct she suggested the board might develop a media policy. The rest of the training was spent in breakout groups and then full board discussion of committee structure. Liz asked board members the question of what governance role any committee might have and wondered if the board, through the grants committee, should have final approval of the grant evaluation rubric. One of the reasons for focusing on continuing board wide review of the grants committee was due to the key impact on how grants from Humanities Montana broadly affected Montana communities and the potentially controversial nature of the content of grants.

*12:15-1:30 break for lunch. Jeremy Carl could not join the meeting in the afternoon.*

### **Finance and Audit Report**

Staff and board were joined by Nathan Saravalli from JCCS on Zoom. Nathan gave a power point presentation explaining the audit process and results which were clean with no findings. The board thanked Nathan for his report and he then left the meeting. Jodi then went through the year-thru-March 31 financials. There were some questions about board donations not being reflected in the budget and Kim said she would look into it. Staff agreed to put the board expense form on the board portal. Carol asked for more time to go over the organization's current financials.

### **Ad Hoc Governance Committee Report**

Carla thanked everyone on the committee and described their mandate. She described the meeting discussion so far and the committee's feelings that they could use more input on the role of the development and program committees. The committee did have a recommendation on trusteeship/governance, executive, grants, and finance & audit which would be presented as a motion tomorrow. There was full board discussion of how best to support staff regarding development and program as well as discussion of whether board could practice oversight and input without standing committees. After prolonged discussion David Dietrich recommended that the ad hoc governance committee continue talking with the relevant committees and bring forth a recommendation in the fall.

### **Grants Report**

Megan went through her Powerpoint presentation and answered questions. Jennifer described each proposal recommended by the grants committee's seconded motion which would be put forward the following day.

### **Program Committee**

John went through his Powerpoint presentation. Lynda Grande had some questions about the adult book selection for the National Book Festival. Carol noted the lack of programs in Great Falls and board and staff brainstormed ways to equitably distribute programs.

### **Trusteeship Committee Report**

Lynda reminded the board that the Code of Conduct would be up for vote on Saturday (please see the attached draft document.) She and Carla also noted that there was a lack of clarity in the bylaws regarding the process for nominating leadership positions, especially chair and vice chair. The full board discussed options. *David Dietrich recused himself in order to promote free discussion.* Carol asked for a more transparent process. Staff will provide examples of how other boards/councils nominate leadership. Staff will work to ensure broader public announcement of openings on board. *David Dietrich was called back to the meeting.*

*The meeting adjourned at 5:06 pm.*

*David Dietrich called the meeting to order the next day at 9:02 am. Jeremy Carl joined the meeting in person.*

### **Public Comment**

A member of the public, Josh Van De Wetering, did appear to voice concerns about a board member's recent writings and comments. David and Jeremy both responded to Josh Van De Wetering, noting that board member in question, Jeremy Carl, was a Governor's appointee and that he did not claim that his views were the views of Humanities Montana; and that his viewpoint and writing were made as a private citizen and not on behalf of Humanities Montana.

David commented to staff directly about newspaper and media reaction and explained his position that Humanities Montana should strive to be a nonpartisan organization.

#### **Finance & Audit Committee**

David asked if there was any discussion of the audit and financial report. Hearing none, **Lynda Grande moved to approve the audit, David Cates seconded. The motion approved unanimously.**

#### **Ad Hoc Governance Committee**

There was full board discussion of methods of proceeding with bylaws changes. David Dietrich suggested sharing an editable document that each committee could annotate with suggested changes for their committee. Carla cautioned that before the board was ready to consider bylaws changes they should come to agreement about changes in committee structures and that should wait until Jill Baker is on board. Beth Sullivan pointed out that there was general consensus around the motion presented by the Ad Hoc Governance Committee. **She called the question. The following motion was approved unanimously:**

#### **MOTION OUT OF AD HOC GOVERNANCE COMMITTEE**

**Motion to change the name of the trusteeship committee to governance committee going forward and to split development off of this committee. Core responsibilities the new Governance Committee would be as follows:**

- 1) Develop Board Matrix for recruiting and maintaining a board with diverse backgrounds and skill sets representative of Montana.**
- 2) Nominate new board members for election to the board and assist Executive Director in developing and coordinating new board member orientations.**
- 3) Recommend committee assignments in coordination with Board Chair.**
- 4) Nominate board members for election as officers.**
- 5) Review and update bylaws at least every 3 years or as needed to resolve newly developed issues.**
- 6) Create or review policies (ie.g., Code of Conduct, Code of Ethics, Board Calendar) for full board approval on an annual basis.**

**The core responsibilities of the Executive Committee would be as follows:**

- 1) Handle emergent issues between regular board meetings**
- 2) Support the Executive Director by providing counsel and feedback as needed.**
- 3) Evaluate Executive Director on an annual basis and recommend appropriate compensation package.**
- 4) Update personnel handbook in conjunction with the Executive Director for full board approval.**

**Finance & Audit Committee responsibilities would remain the same. Board will continue to discuss the future of Program and Development Committees.**

The board discussed the process for making structural and bylaws changes a bit further. David Dietrich asked if there was consensus to request a recommendation from the new executive director on Development Committee structure and staffing of that position by August 31. The board agreed with that recommendation.



### **Trusteeship Committee**

Lynda offered the motion out of committee to approve the Code of Conduct (see attached).

**Beth and David each suggested friendly amendments to the document. Lynda allowed the amendments. Mary Hernandez moved to accept the amended motion. Lynda Grande seconded. The motion passed unanimously.**

### **Grants Committee**

Jennifer **offered the motion out of committee for discussion.** Lynda voiced her opposition to the proposal Stolen Waters. Jeremy agreed with Lynda's opposition. There was full board discussion about balance both within a proposal and supporting projects that provide perspectives other than a program with a dominant cultural emphasis. Jeremy pointed out that far from being an underrepresented story, the perspective offered in the proposal was the default University position. He expressed concern that HM didn't make the effort to bring rural conservative viewpoints to the table. Beth responded by reminding the board of the outreach and grant writing workshops that Megan has been providing in rural and underserved communities across the state over the past year to improve the diversity of applications. **Carol called the question. Lynda Grande seconded. The following motion passed with 9 in favor and 3 opposed:**

#### **Motion to approve the following applications:**

**Poetry in the Classroom, Elk River Arts & Lectures, Livingston, MT, \$7,000.**

**No One is Forgotten/Missing and Murdered Indigenous People publication, Missoula Art Museum, \$10,000.**

**Listen First Podcast: Indigenous Immersion Initiative Mini-Series, Leadership Montana, Helena, MT, \$5,000.**

**Communities with Disabilities Oral History Project, Phase 2, Western Heritage Center, Billings, MT, \$7,900.**

**Her Stories: Women of the West in Art and History – Presentation and Panel Discussion, Hockaday Museum of Art, Kalispell, MT, \$4,050.**

**Stolen Waters Summit, University of Montana, Missoula, MT, \$6,930.**

#### **Motion to decline the following application:**

**The Bison Jam Podcast, Montana State University, Bozeman, MT, \$5,500.**

**TOTAL RECOMMENDED AWARD: \$40,880**

### **Schedule Next Meetings**

David suggested accommodations might be difficult to find in Wolfpoint and Polson might serve as an alternative venue for Fall meeting. The board agreed on the following meeting dates and locations.

September 21-23, 2023, Kwatuknuk, Polson  
February 8-10, 2024, Great Northern, Helena  
June 13-15, 2024, Finlen, Butte  
September 26-28, 2024, Miles City

Jeremy asked to speak and expressed regret that the reaction to some of his writings had been a distraction for the organization. He also expressed his suspicion that someone close to the organization was behind the reaction and offered to have more in depth conversations one on one with anyone who might want to discuss his positions.

*The meeting adjourned at 10:45 am. KA.*

## Humanities Montana Board of Directors Code of Conduct

This code of conduct outlines the behavior expected of all members of the Humanities Montana Board of Directors. As board members we strive to support Humanities Montana (HM) in the fulfillment of its mission: “Humanities Montana serves communities through stories and conversation. We offer experiences that nurture imagination and ideas by speaking to Montana’s diverse history, literature, and philosophy.” According to the organization’s bylaws, the purpose of the board “is to encourage and promote, through grants or other arrangements with nonprofit groups, education in, and public understanding of and appreciation of the humanities in Montana.” It is the responsibility of HM’s board of directors to further the work of the organization in as healthy, respectful, and productive a manner as possible. To that end, the board commits to adhering to the following code of conduct.

### Conduct at Meetings

All HM board members will:

- Be prepared for general, special and committee meetings;
- Be familiar with all agenda items, having studied pertinent documents prior to meetings;
- Fully participate and respect and follow the meeting agenda;
- Practice civility and act respectfully toward all meeting participants;
- Listen attentively;
- Communicate honestly and openly;
- Maintain respectful behavior;
- Be mindful of the difference between the intent and impact of one’s statements and actions;
- Disagree respectfully;
- Support board actions, recognizing the board speaks with one voice;
- Honor the role of the chair as meeting leader and manager.

**Commented [AK1]:** Liz suggests—Maintain respectful behavior

**Commented [AK2]:** Liz suggests—Disagree respectfully

**Commented [AK3]:** Liz suggests-- Honor role of chair as meeting leader and manager

### Conduct towards Staff

All HM board members will:

- Follow the chain of command;
- Act with the knowledge that the board hires and evaluates the executive director, who, in turn, is responsible for hiring, supervising, and evaluating staff members;
- Refrain from involving oneself in the director-staff relationship;
- Direct any comments about staff performance only to the executive director through private correspondence or conversation;
- Discuss any issue concerning the executive director’s performance with the board chair only;

- Treat all staff respectfully;
- Communicate honestly and openly;
- Refrain from publicly criticizing any staff member;
- Never act in an intimidating or harassing manner;
- Refrain from engaging in, or speculating about, administrative functions not within the purview of the board's duties and responsibilities.

## Conduct with the Public (including third-party consultants)

All HM board members will:

- Adhere to HM's conflict of interest policy;
- Reroute any complaints from the public to the executive director;
- Refrain from criticizing other members of the board or staff;
- Uphold and respect confidentiality agreements;
- Avoid interacting with, or contacting, third-party consultants or vendors, such as mediators, who are working with the staff and the executive director unless empowered to do so by the board chair;
- Differentiate between personally held viewpoints and those held by the organization, and plainly state which entity one is representing in stating those views;
- Support HM's mission and goals;
- Act and speak professionally.

## Correspondence Conduct

All HM board members will:

- Limit email correspondence to logistics and committee matters;
- Refrain from deciding issues of significant public interest on the basis of email messages alone;
- Recognize when one is speculating;
- Correspond respectfully and with civility.

## Sanctions

Violations of this code of conduct may result in a director's removal from the board. According to Section IV, pt. 12, of HM's bylaws, a 2/3 vote of members at a duly constituted meeting can remove a director from the board. This must occur at a regular or special meeting of the board, the agenda for which includes said **removal**.

**Commented [AK4]:** Liz overall comment: I think this is good. I recommend a year from now the board takes another look at this to eliminate anything that is a reaction to the most recent situation and isn't really needed in a standard code of conduct. Well done.

## Trusteeship Committee

### Meeting Minutes

06/09/2023

Humanities Montana serves Montana's multicultural communities through stories and conversation. We offer experiences that nurture imagination and ideas by speaking to Montanans' diverse history, literature, and philosophy.

**Attending:** Lynda Grande (chair), Carol Bradley, David Dietrich, and Clark Whitehorn. Kim Anderson represented staff. The Zoom meeting began at 11:02 a.m. and concluded at 12:01 p.m. **Absent:** none

1. Lynda Grande called the meeting to order at 11:02 a.m.
2. Discussion of need for continued board training: Committee members discussed training that had occurred and need for any continued training. It was agreed that the chair should review needs with the incoming ED and that additional training could be arranged as deemed necessary and some training might be targeted at incoming board members once a year.
3. Discussion of need for media policy: After discussion it was agreed that David and the Interim or Incoming ED should provide sample media policies for review by the committee.
4. Recommendation on board recruitment and board matrix: David agreed he would write a letter to Ramey concerning her capacity to continue serving on the board. The committee discussed organizational needs, how diversity would/should be defined, the call for new members process. Kim agreed staff would issue a press release and reach out to past directors in key geographical and industry categories. She also will share a new matrix example with the committee.
5. Discussion of allowing Chair to potentially stay on an additional (7<sup>th</sup>) year in an advisory capacity: David noted that if he served as chair for two years he would probably not want to stay on an additional year, but agreed that having the ability to offer that might give the organization stability in some years. Kim pointed out that as bylaws currently read the outgoing chair can stay on as a nonvoting member for an additional year.
6. Review of nominations procedure for Chair and Vice Chair positions: The committee agreed that, after a close reading of the bylaws, the procedure allowed enough flexibility and did not need to be changed.

The meeting adjourned at 12:01 pm.

Governance Committee Meeting Minutes  
Tuesday, July 25, 2023 via Zoom

Attendees: Lynda Grande, Committee Chair; David Dietrich, Chair; Carol Bradley, Clark Whitehorn, Carla Homstad, Ad Hoc Governance Committee Chair, and Jill Baker, Executive Director

Absent: None.

A quorum was present.

Chairperson Lynda Grande called the meeting to order at 3:29 pm.

Board Recruitment

There is an opening on the board with the recent resignation of Vice Chair Jamie Doggett. A press release was sent out by staff in early July to assist with recruitment. It has been published both online and in newspapers statewide.

Committee members reported on conversations with potential board members, with an emphasis on legal, business and/or financial expertise. Applications for consideration would ideally be received by the end of August for a review and recommendation by the Governance Committee to the full board at the September meeting.

The Committee agreed that they could potentially nominate 1-2 candidates to the full board for consideration at the September 21-23, 2023 meeting. The bylaws require between 15-20 directors and with Ms. Doggett's resignation the board will have 17 members. Even if no additional directors are nominated this year the board will still remain within the required number.

Potential Board Member Removal

The Committee discussed that Ramey Growing Thunder has been absent for more than two consecutive meetings without notice. The bylaws state that the board chair may ask for a director's resignation under these circumstances. In an effort to provide an opportunity for feedback to the board, David will call Ms. Growing

Thunder to have a conversation about her absenteeism and offer her the opportunity to resign rather than vote on her removal at the next board meeting. The board will remain within the required 15-20 directors as stated in the by-laws even with Ms. Growing Thunder's potential departure from the board.

### Board Exit Interviews

A more formal process for exit interviews with board members was discussed. The committee agreed that it was a good practice and could offer insight into how to make improvements as well as an opportunity for reflection for outgoing board members. Jill will research and develop a draft questionnaire for the committee to review at the next meeting.

### Nomination of Officers

The committee discussed the procedure for nominating officers at the September board meeting. It was decided that Governance Committee members may make recommendations to David and Jill for the Vice Chair position for the remainder of 2023 and the upcoming 2024 terms. David and Jill will also discuss potential candidates and reach out to the recommended directors to gauge interest and availability. David will make a recommendation of 1-2 candidates for the Vice Chair position at the August Governance Committee meeting for consideration. The Committee will then vote to recommend a slate of officers to the full board at the September board meeting.

### Ad Hoc Governance Committee Report

Chairperson Carla Homstad reported that the Ad Hoc Governance Committee has made progress with the formation of the Governance Committee from the former Trusteeship Committee which removed the oversight of development and fundraising from its primary responsibilities. The Grants, Finance/Audit, and Executive Committees will move forward without significant changes in responsibilities. However, this leaves the focus areas of programs and development for further consideration. Conversations among board members has demonstrated that there is still interest in participating in these focus areas, but perhaps there could be a change in board responsibilities. Carla presented the recommendation of a "Community Engagement Committee" which would focus on board outreach and marketing of HM programs, grants and special events which would be inclusive of both programs and development focus areas. The responsibilities would be focused on assisting staff with making connections with

potential stakeholders, supporters and funders for programs, grantees and events as well as volunteering to support upcoming special events like the Humanities Awards. The Governance Committee was agreeable to this recommendation. Carla will present this recommendation to the Ad-Hoc Governance Committee at their August meeting and report back to the Governance Committee via email about their recommendation and final decision. Jill reported that she and John would be meeting with Program Committee Chair Jeanette Freguli this week and update her on the committee's discussion.

#### Board Giving Recommendation

With the separation of duties of the former Trusteeship Committee, Lynda expressed concern over the responsibilities of oversight for board giving and achieving organizational fundraising goals. Board Chair, David Dietrich expressed his vision that fundraising and development be included as a function of all board committees in each of their focus areas. For example, the Finance/Audit Committee will approve and recommend the budget which is inclusive of fundraising goals through grants and restricted and unrestricted donations. Additionally, the Governance Committee will be responsible for approving policies related to board giving. The Committee was agreeable to this vision.

There was also a discussion about how to best achieve a goal of 100% board giving. There was a general consensus that participation in board giving is more important than a specified dollar amount.

The meeting was adjourned at 4:20 pm. JB

Governance Committee Meeting Minutes  
Tuesday, Aug 29, 2023 from 4-5 PM  
Via Zoom

Attendees: Lynda Grande, Committee Chair; David Dietrich, Chair; Carol Bradley, Clark Whitehorn, and Jill Baker, Executive Director

Committee Chairperson Lynda Grande called the meeting to order at 4:03 PM. A quorum was present.

New Board Member Applications

Applications were received from three candidates; Tim Wilson, Karen Reiff, and Mark Johnson. Lynda reported that there are potentially two openings on the board. One opening to fill the remainder of Jamie Doggett's term and one more to bring the total membership to 19, with a remaining position to remain open for a Governor's appointee. The by-laws state that the board membership will be between 15-20 directors.

Jill reported that Mark Johnson has been invited to be a part of HM's speaker's bureau which creates a conflict of interest for him to serve on both the board and the speaker's bureau. She recommended that Mr. Johnson stay on the speaker's bureau and consider re-applying to the board in the future.

The committee commented on the high quality of applicants, including the business and legal expertise of Ms. Reiff and Mr. Wilson. Clark made the motion to fill Jamie Doggett's term with Karen Reiff's application, and to approve of Tim Wilson's application. David seconded. The motion passed unanimously. Clark agreed to reach out to Mark Johnson to inform him of the committee's recommendation that he stay on the speaker's bureau and apply again for the board in the future.

Update on Ramey Growing Thunder

David reported that he called Ms. Growing Thunder in early August to offer her the opportunity to resign because of her lack of attendance at both committee and board meetings. However, she indicated that she wanted to remain on the



board and serve on the grants committee. Both David and Jill followed up with Ramey via email. However, Jill reported that Ramey did not attend the Programs Committee meeting on Monday, Aug. 28<sup>th</sup>, nor respond to the meeting notice to let her or John know that she would not be available. Due to her lack of attendance and communication, the committee recommended that her removal be added to the agenda for the September 22-23 meeting in Polson. David made the motion and Clark seconded. The motion passed unanimously.

### Nomination of Officers

In order to provide some continuity during the first year of Jill's employment as Executive Director, David agreed to stay on for an additional term as Board Chair. Jill reported that she had a successful conversation with Beth Sullivan who is willing to serve as Vice Chair. The committee agreed that she had done a great job leading the ED Search and Hiring Committee and would be an excellent candidate this office. Carol moved to recommend this slate of officers to the board at the September board meeting. Clark seconded. The motion passed unanimously.

### Updates to By-laws

Jill reported that she and Carla updated the Bylaws to include the revisions recommended to the committee structure through the Ad-Hoc Governance, Program, and Governance (formerly Trusteeship) Committees. Additionally, Jill corrected the language that referred to the former Nominations Committee to Governance Committee. She also proposed changing the amount for opportunity grants from \$1000 to \$2000 due to inflation. She recommended that the recommended change also go through the grants committee at their Sept 13<sup>th</sup> meeting. The committee had some discussion about whether or not to include a monetary amount in the by-laws, but agreed to keep the information there in order to provide clear guidance to staff and the board. It was agreed that additional updates would be good for the Governance Committee to consider in the upcoming year, but that the current updates offer important clarity in roles and duties for both board and staff. After reviewing the changes, David moved to approve the changes to the bylaws. Clark seconded. Motion passed unanimously.

#### Update on Exit Interview for Board Members

Jill reported that she had gathered more information about best practices for board exit interviews. She will be working with Lynda to put together a draft document for the next Governance Committee meeting since there is not an urgent need to complete this document before the September board meeting.

Lynda adjourned the meeting at 4:58 pm. JB

## Humanities Montana

### Ad Hoc Governance Committee Minutes

Friday, August 4<sup>th</sup> at Noon via Zoom

Attendees: Carla Homstad, Committee Chair, David Dietrich, HM Chair, Carol Bradley, Jeanette Fregulia, Lynda Grande, Mary Hernandez, and Jill Baker, Executive Director

A quorum was present.

Committee Chair Carla Homstad welcomed everyone and called the meeting to order at 12:03 PM.

#### Program Committee Discussion:

Carla provided a brief report on the progress of the ad hoc committee. At the June meeting, the board voted to accept bylaw changes to the Executive Committee's duties and the Trusteeship Committee which updated its duties and changed its name to the Governance Committee. There were no recommended changes to either the Finance/Audit Committee nor the Grants Committee. This leaves the final task of the Ad Hoc Committee to determine how to best structure the Program Committee.

After having conversations with Jill, John and Jeanette, Carla proposed the following changes:

The Program Committee will be renamed the Community Engagement Committee. Proposed specific duties include:

- A. Provides oversight of Humanities Montana programming;
- B. Serves in an advisory capacity for any new programming;
- C. Assists with conferences and special events; including the Governor's Humanities Awards;
- D. Networks with partner organizations;
- E. Assists with donor outreach and communications with stakeholders.

The proposed Community Engagement Committee would continue to provide oversight of HM's programs and expand its focus to include some development and outreach duties. The committee had a discussion about the board's role in oversight and agreed that it would move to a more governance role rather than operational role in its oversight. Additionally, the proposed committee would lessen the need to have ad hoc committees for special events moving forward and leverage the board's relationships and connections to assist with outreach and potential donor relations in partnership with staff. The committee agreed that this would be a positive focus for this committee. Lynde Grande made the motion to approve the creation of the Community Engagement Committee (formerly Programs Committee) as presented by Carla. David Dietrich seconded the motion. The motion passed unanimously.

The Ad Hoc Committee then discussed next steps. Jeanette will present the changes at the next Programs Committee Meeting at the end of August. Carla will make the changes to the bylaws document with Jill's assistance. The changes will then be presented at the September Board Meeting for a final vote.

It was also suggested that the Program Committee provide some direction to staff regarding the metrics that they would like to see reported to the board moving forward.

Carla adjourned the meeting at 12:31 PM. JB

Finance Audit Committee Minutes  
Tuesday, Aug 30, 2023 from 4-5 PM  
Via Zoom

Attendees: Carla Homstad, Committee Chair; David Dietrich, Chair; David Cates, Mary Hernandez, Jill Baker, Executive Director, and Jodi Todd, Accountant

Chairperson Carla Homstad called the meeting to order at 4 pm. A quorum was present.

July 31, 2023 Financial Statements

Carla asked the committee if they had any questions about the financial statements. There was a question about the Engelhard Foundation Carry-over revenue on the Budget to Actual Report. Jodi reported that there was additional carry-over than was budgeted which resulted in the difference. There was also a question about Board Meeting Expense Donation which appears to be much lower than budget. Jodi reported that because of the issue with the hotel charges in Billings, she had to report the donations that board members made after the meeting to cover their costs under the Restricted Donations category.

Under expenses, there was a question about the Democracy Project line item. It appears that there was an error with the budget amount of only \$13,000 in FY23 which is much lower than the cost of the program. The actual expenses are much higher, and well covered through the revenue from the Engelhard Foundation.

Overall, HM is in a healthy financial position moving into FY24.

Mary moved to approve the July 31, 2023 financial statements as presented. David seconded. The motion passed unanimously.

FY24 HM Budget

Jill reviewed the proposed budget with the committee. She and Jodi worked closely together to estimate revenue and expenses for FY24 based on previous years' actual expenses. She reviewed the budget narrative which highlights any variance from the previous year's budget. Jill recommends investing in staff through cost of living raises, and promotions for Megan and John. She has also budgeted to rehire the Development/Communications position. With the

additional NEH carry over funds, she is proposing to invest additional funds in programming and grants in FY24. This will allow HM to determine if there is a fundraising opportunity to expand our reach in either or both areas. Additionally, she is proposing to invest some of the carry over funds in refreshing and remodeling the office space in Brantly Hall, which is long overdue. The committee agreed with Jill's recommendations. There was discussion about the role of development and fundraising at HM especially with setting goals and expectations for the new Development Officer. Jill agreed about the importance of setting clear expectations. David Dietrich moved to approve the FY24 budget. David Cates seconded. Motion passed unanimously.

Carla adjourned the meeting at 4:43 pm. JB

Humanities Montana  
Program Committee Meeting Minutes  
August 28, 2023 at Noon via Zoom

**Present:** Jeannette Fregulia (Committee Chair), Beth Sullivan, Arian Randall

**Absent:** Ramey Growing Thunder, Glory Blue Earth

**Staff:** Jill Baker (Executive Director), John Knight (Programs Manager)

A quorum was present.

Programs Manager John Knight welcomed everyone and called the meeting to order at 12:04pm.

Programs Activities and Outcomes:

John provided a report on the progress of the programs strategic work plan, process strategies, and actions steps. The following action steps and their timelines were discussed:

1. Action Step: *Evaluate current programs*, with an ongoing target date. John noted that programs are in process of being evaluated.
2. Action Step: *Identify 3-4 core programs*, with a target date of 09/30/2023. John noted that he and Executive Director Jill Baker were in process of identifying core programs.
3. Action Step: *Speaker contracts and guidelines*, with a target date of 07/01/2023. John noted that new speaker contracts were completed on 07/01/2023
4. Action Step: *Rural, indigenous & youth audience prioritization* with an ongoing target date. John noted that the action step was being met and ongoing, with data to be provided to the committee with his program report.
5. Action Step: *IDEA training for speakers* with a target date of 08/31/2023. John noted that IDEA and implicit bias training was provided to speakers on 08/21/2023. He provided a brief update on the training and committed following up with speakers with a report form for data and metrics.
6. Action Step: *Think and Drink program guidance* with a target date of 06/31/2023. John noted that guidance for the program was completed as Jill onboarded.

Community Engagement Committee:

Jeannette Fregulia and Jill provided a brief report on ongoing conversations with the ad hoc committee regarding a change of name and structure to the program committee. Jeannette proposed that the committee would be renamed the community engagement committee with new duties and responsibilities. The proposed new duties would include: providing oversight to program; serving in an advisory capacity for new programming; assisting with conferences and special events, including the Governor's Humanities Awards; building networks with partner organizations; and assisting with donor outreach and communications with stakeholders.

Jeanette opened up the conversation for discussion. Beth Sullivan agreed with the proposed changes for the committee, but suggested that the language used to describe the committee's duties might be reviewed to ensure that those descriptions align with how other committees are described in the bylaws. Jill further proposed defining the meaning of oversight in regards to programs could help drive the committee towards a better understanding community engagement and oversight of programs. A discussion occurred on questions of oversight verses governance, and capacity concerns with the new committee.

The program committee voted unanimously to affirm their support of the new committee structure; with Beth putting forward a motion of support, and Jeanette seconding.

### Programs Updates

John provided an update on programs, sharing updates, images, statics and data from the programs: The Democracy Project, The Montana Center for the Book, Montana Conversations, United We Stand, Speakers in the Schools, and National History Day. John asked the committee how he could best streamline his presentation for the September board meeting. It was suggested that he clean up the report by including more images, and less text. The committee affirmed using the strategic work plan as a roadmap to present a report to the board.

Jeannette adjourned the meeting at 1:00pm.



Humanities Montana Grants Committee Meeting  
July 24, 2023  
Zoom, 10:00 AM

Present: Jennifer Corning (chair); Francine Spang-Willis; Carla Homstad; Jeremy Carl; Ray Ekness. Lathie Pool; Jill Baker (executive director) and Megan Sundy (grants manager).

Jennifer Corning called the meeting to order at 10:00 a.m., via Zoom.

At Jennifer's request, Megan Sundy provided a brief grants update for the committee. She reminded committee members of the upcoming grant application submission deadline and the timeframe within which staff and board need to complete proposal reviews prior to the September board meeting. She also mentioned that this round of applications includes more substantial proposals for film + video projects and that reviewers should plan for additional time to complete evaluations. The schedule for this next grant cycle is as follows:

August 20: Submission deadline for Regular and Film + Video grant applications  
August 21-29: Megan & Jill review applications and comment  
August 30-September 10: Board members review applications, comment, and score.  
September 12: Grants Committee meets to discuss and make final recommendations to the board.  
September 13: Finalize meeting minutes and send all materials to Julie for inclusion in the board packet.

The grants committee will meet again via Zoom on Tuesday, September 12 from 11:00 a.m. to 12:30 p.m.

Zoom Meeting Link:

<https://umontana.zoom.us/j/95787218987?pwd=L3ZZbytFTndjd2xCbG1YSTEwSjhjUT09>

Meeting ID: 957 8721 8987

Passcode: 626606

Jennifer Corning then began the general discussion regarding advocacy. The committee reviewed and discussed the following documents:

- "On Advocacy" Statement in Board Packet (page 18)
- "Some Guidelines for Consideration" in Board Packet (page 17)

Ray Ekness informed the committee of his intent to apply in this next cycle for MTPR's The Write Question radio program. He recognizes the conflict of interest and will (1) recuse himself from evaluating the application and voting on award decisions related to the project, (2) ensure he will not be included in the project and will not receive any financial benefit if awarded, (3) will try to act as the authorizing official for the project rather than the project director.

Carla Homstad raised questions about assessing project sustainability during application evaluations. The committee discussed and staff agreed to review the language in the rubric and look for opportunities to provide clarity.

Jennifer Corning thanked everyone for participating in the discussion, and the meeting adjourned at 10:55 a.m.

Minutes submitted by: Megan Sundy

Minutes approved by: Jill Baker and Jennifer Corning

## Executive Director Report

September 2023

The end of September will mark my first 90 days at Humanities Montana. I am honored to lead this amazing organization. Kim and Randi provided me with excellent resources to assist with my orientation. The staff have been working hard in each of their focus areas and providing me with the background necessary to help them be successful. I continue to be impressed by the staff we have at HM! I have also been in contact with our Program Officer at NEH as well as the President of the Federation of State Humanities Councils. Overall, I have focused on building internal relationships and learning the intricacies of our wonderful organization. I am also taking this initial time to assess the needs of the staff and organization. You will find my initial thoughts reflected in the FY24 Budget Narrative.

Over the next 90 days, I plan to spend time traveling the state to meet with board members and other stakeholders. I will be observing programs and attending events. My goal is to build relationships and further assess the needs of Montanans. I am also interested in exploring potential partnerships with kindred organizations much like the outreach that Megan has done with the Foundation for Montana History collaborating on Grant Writing Workshops. This outreach effort will be ongoing, but I want to get started before the snow flies and traveling becomes more challenging.

For the February board meeting, I will prepare an organizational Fundraising Plan for HM. I plan to have conversations with other state humanities councils at the National Humanities Conference to learn more about the successes and challenges they have experienced with fundraising. I have also started to review the development materials that have already been created at HM. My meetings with board members and other stakeholders will help inform this process as well. I want to set up the new Development Officer for success and provide realistic and measurable goals for this position, so that we can work together to report metrics to the board about fundraising activities. As I mentioned in the FY24 Budget Narrative, my goal is for this position to raise enough money to cover their salary within two years of hire.

Thanks again for the opportunity to lead this wonderful organization. I am looking forward to working together to expand and grow our reach!

Respectfully, Jill Baker

The background of the slide is a blue-tinted photograph of a mountain range. In the foreground, there is a field with a small barn. The mountains in the background are covered in snow and have a jagged, rocky appearance. The sky is a deep blue with some clouds.

# Program Report

September 2023

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# Programs

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June – September 2023



- ✓ **Activities**
- ✓ **Program Committee Update**
- ✓ **Program Report Update**
- ✓ **Program Updates**

# Activities & Outcomes – Strategic Work Plan

## Process Strategy 1: Evaluate and refine current programs:

<b>Action Step:</b> Evaluate current programs	<b>Target Date:</b> Ongoing	<b>Status Update:</b> Ongoing with onboarding of Jill Baker
<b>Action Step:</b> Identify 3-4 core programs	<b>Target Date:</b> 09/30/2023	<b>Status Update:</b> Ongoing with internal staff review

## Process Strategy 2: Increase Program effectiveness, assessment, and evaluation:

<b>Action Step:</b> Speaker contracts and guidelines updated.	<b>Target Date:</b> 07/01/2023	<b>Status Update:</b> Complete
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## IDEA Strategy: Boost program access and outreach to underserved Montana Communities

<b>Action Step:</b> Rural, indigenous & youth audience prioritization	<b>Target Date:</b> Ongoing	<b>Status Update:</b> Ongoing audience growth in rural Montana
<b>Action Step:</b> IDEA training for speakers	<b>Target Date:</b> 08/31/2023	<b>Status Update:</b> Complete
<b>Action Step:</b> Think and Drink program Guidance	<b>Target Date:</b> 06/31/2023	<b>Status Update:</b> Complete

# Program Committee

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## Updates



1. The Program Committee will be renamed the Community Engagement Committee
2. Proposed specific duties will include:
  - Provide oversight of Humanities Montana programming.
  - Serve in an advisory capacity for any new programming.
  - Provide support with special events, including the Governor's Humanities Awards.
  - Provide support with donor outreach and communications with stakeholders.

# Programs

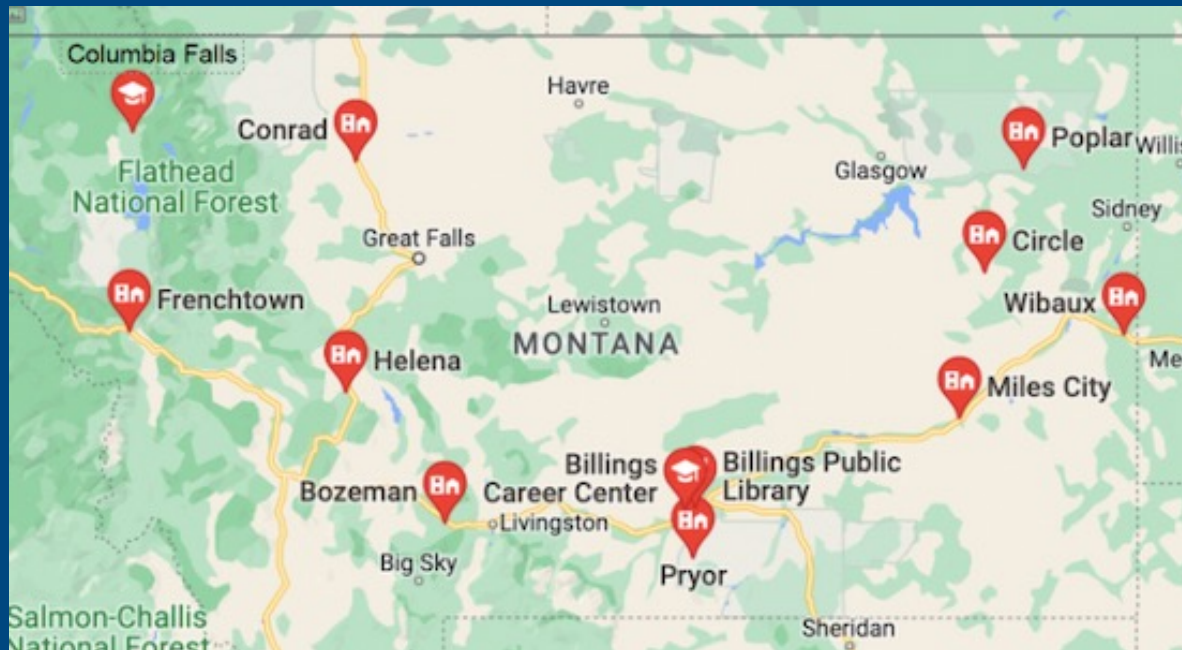
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Updates



1. The Democracy Project.
2. The Montana Center for the Book.
3. Humanities Montana Speaker's Bureau.
  - Montana Conversations.
  - United We Stand.
  - Speakers in the Schools.
  - National History Day.

# The Democracy Project



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# The Democracy Project



## Our Impact:

*What was the most impactful thing about participating with The Democracy Project?*

"The nonjudgmental environment where I felt comfortable asking questions about my government and our community."

"Teamwork and getting to see people coming together to change something instead of just sitting back and complaining."

### *From a Montana Librarian:*

"In my many years of being a librarian, working with the Democracy Project and its group of dedicated, caring, teens who have been meeting all year long and using their time to write a House Bill and developing a website dedicated to Teen Mental Health has been the highlight of my career. It has been an honor to work with this group of forward thinking young people. They give me hope."

# The Montana Center for the Book



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Humanities Montana is excited to congratulate Chris La Tray, who has been named the 2023-2025 Montana Poet Laureate! Selected by Montana Governor Greg Gianforte, La Tray follows Missoula-based poet and Humanities Montana speaker Mark Gibbons to serve a two-year term in the position.

We invite you to get involved with La Tray by promoting his current program-- *The Little Shell Tribe of Chippewa Indians: Métis Buffalo Hunters of the Northern Plains*. Be on the lookout for his Montana Poet Laureate specific program this fall!



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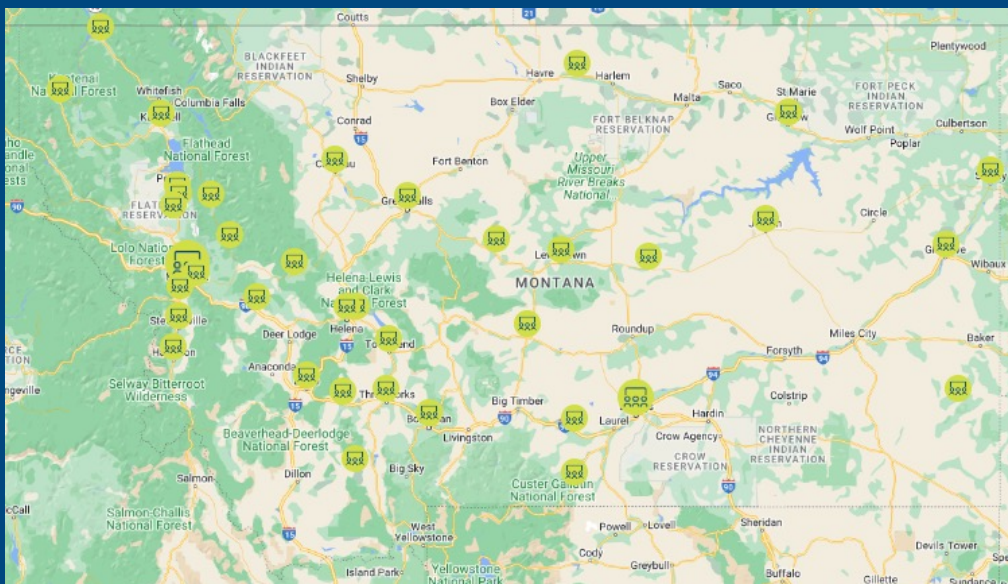
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# Montana Conversations

## New Speakers:

- **Mark Johnson**, *Montana's Historic Chinese Communities.*
- **Winona Bateman**, *Climate Conversations Across Differences.*
- **Candi Zion**, *Preserving Montana's Oral Histories and Traditions.*





## Our Impact:

- 64% of 129 Montana Conversations programs took place in rural communities.
- 37% of 129 Montana Conversations programs took place in urban communities.
- 7% of 129 Montana Conversations programs occurred statewide for virtual audiences.
- 2484 Montana's attended a Montana Conversations program.



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# Montana Conversations



Petroleum County Community Center will host Mary Jane Bradbury's *Nancy Cooper Russell* Program on September 30<sup>th</sup>!

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# United We Stand



## Updates:

- NEH confirmed that all 56 state humanities councils who applied for funding will be awarded the United We Stand initiative grant.
- The speaker's bureau will have between 5-10 new/current HM programs.
- New programs focused on multi-cultural perspectives.



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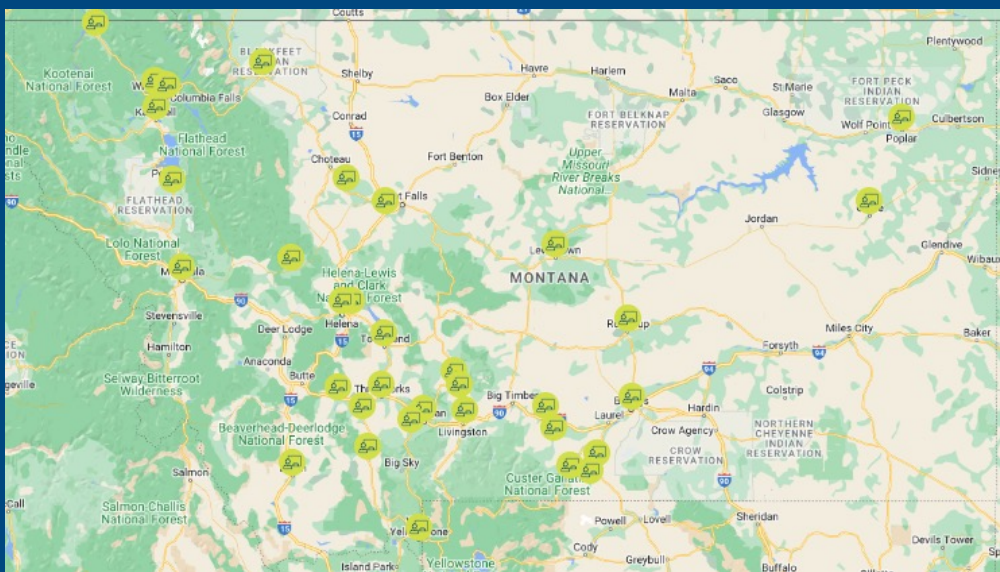
# Speakers in the Schools



Mary Jane Bradbury at Malta Middle School, Spring 2023

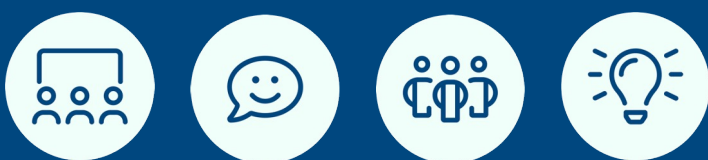
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## Our Impact:

- 472 total Speakers in the Schools programs took place.
- 5766 students were served.
- 49% of Speakers in the Schools programs were in rural communities.
- 15% of Speakers in the Schools programs were in Tribal Nation communities.



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# National History Day



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# Thank You!

[john.knight@humanitiesmontana.org](mailto:john.knight@humanitiesmontana.org)

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Humanities MONTANA					FY23 Actual	Budget Remaining	Percentage of Budget Spent
			2022 Actual	2023 Budget	7/31/2023	7/31/2023	7/31/2023
<b>Revenue</b>							
	NEH State Operating Grant		551,437	758,619	415,577	343,042	55%
	Carry over from FY 21 to FY 22 and FY 22 to FY 23		222,338	216,000	206,869	9,131	96%
	NEH A More Perfect Union		32,499			-	
	NEH SHARP		47,449	7,261	2,122	5,139	29%
	Engelhard Foundation Carry Over		63,930	33,993	43,799	(9,806)	129%
	Engelhard Foundation FY 23 Award				80,000		
	Informed Citizen Grant Carry Over		8,132	3,950	3,415	535	86%
	Informed Citizen Grant		4,950				
	Other Grant Support					-	
	Other Revenue						
	Board meeting expense donation		4,562	7,500	563	6,937	8%
	Montana Conversations Copay		3,675	4,000	4,950	(950)	124%
	Montana Conversations Expense Donations		1,279	1,000	1,632	(632)	163%
	Academy of American Poets Carry Over		1,200				
	Montana Cultural Trust		5,000	5,000	5,000	-	100%
	Other Grant Revenue		500	0		-	
	Unrestricted Donations		32,115	36,000	19,526	16,474	54%
	Restricted Donations		6,250	16,000	1,521	14,479	10%
	Interest & Misc. Earnings		(12,020)	6,000	8,230	(2,230)	137%
	<b>Total Revenue</b>		<b>973,296</b>	<b>1,095,323</b>	<b>793,204</b>	<b>382,119</b>	
<b>Expenses</b>							
	Salary, Benefits and Payroll Taxes		390,142	487,296	328,370	158,926	67%
	General and Administration		108,138	116,914	97,578	19,336	83%
	Board Expense		21,224	30,000	20,325	9,675	68%
	Outreach		1,248	4,000	668	3,332	17%
	Fundraising		16,406	12,800	1,797	11,003	14%
	50th anniversary		706	5,000	3,000	2,000	60%
	Lobbying/Humanities on the Hill		200	6,000	2,699	3,301	45%
	Governor's Humanities Awards		-	16,000		16,000	0%
	Regrants		123,324	150,000	90,256	59,744	60%
	Montana Conversations		57,581	55,000	49,462	5,538	90%
	Speakers in the Schools		59,428	60,000	57,504	2,496	96%
	Hometown Humanities		16,168	8,000	2,354	5,646	29%
	Journalism/Informed Citizen		13,179	3,475	3,415	60	98%
	Center for the Book (LAL, NatBkFest)		527		42		
	Montana Center for the Book Prize					-	
	Gather Round		1,847		10	(10)	
	Big Sky Reads		5,500	5,000	5,500	(500)	110%
	National Book Festival			3,000	1,688	1,312	56%
	American Academy of Poets		1,200				
	SHARP						
	SHARP Administration		8,705			-	
	SHARP Programs		18,744	6,368	225	6,143	4%
	SHARP Regrants		20,000		(1,228)		
	NEH A More Perfect Union		32,499			-	
	Democracy Project		63,930	13,000	23,547	(10,547)	181%
	<b>Total Expenses</b>		<b>960,696</b>	<b>981,853</b>	<b>687,212</b>	<b>293,455</b>	
	<b>Net</b>		<b>12,600</b>	<b>113,470</b>	<b>105,992</b>	<b>88,664</b>	
							43
	Engelhard Foundation carryover revenue listed above was recorded in FY 19 financial statements						
	Journalism/Informed Citizen revenue listed above was recorded in FY 22 financial statements						

# Humanities Montana

## Balance Sheet

As of July 31, 2023

	Jul 31, 23
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
1020 · Checking-FIB	98,557.88
1021 · FIB Savings	99,228.29
<b>Total Checking/Savings</b>	197,786.17
<b>Other Current Assets</b>	
1310 · Grants Receivable	601,247.40
1650 · Endowment Funds-MCF	85,922.63
<b>Total Other Current Assets</b>	687,170.03
<b>Total Current Assets</b>	884,956.20
<b>Fixed Assets</b>	
1620 · Accumulated Amortization	-12,634.00
1625 · Website	34,943.00
1600 · Furniture and Equipment	7,863.88
1610 · Accumulated Depreciation	-5,168.88
<b>Total Fixed Assets</b>	25,004.00
<b>TOTAL ASSETS</b>	<b>909,960.20</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
2100 · Accounts Payable	13,465.65
<b>Total Accounts Payable</b>	13,465.65
<b>Credit Cards</b>	
2370 · MC - Jillian Baker - 3687	2,488.10
2365 · MC - John Knight - 4130	1,472.66
2355 · MC - Julie Ramone - 1814	458.59
<b>Total Credit Cards</b>	4,419.35
<b>Other Current Liabilities</b>	
2120 · Payroll Liabilities	3,336.28
2142 · Health Insurance Payable	-2,378.42
2155 · Vacation/Sick Payable	18,521.37
2400 · Deferred Revenue	475,710.62
<b>Total Other Current Liabilities</b>	495,189.85
<b>Total Current Liabilities</b>	513,074.85
<b>Total Liabilities</b>	513,074.85
<b>Equity</b>	
3010 · Unrestricted Net Assets	271,284.00
3020 · Perm. Restricted Net Assets	48,940.00
3040 · Temp. Restricted Net Assets	17,882.74
Net Income	58,778.61
<b>Total Equity</b>	396,885.35
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>909,960.20</b>

Humanities MONTANA				
		FY 23 Budget	FY 23 Actual (June 30)	FY 24 Budget
<b>Revenue</b>				
	NEH State Operating Grant	\$ 758,619	\$ 339,295	\$ 889,474
	Carry over from FY 21 to FY 22	216,000	206,869	318,050
	NEH SHARP Grant	7,261	2,122	-
	National History Day Carry Over			2,192
	United We Stand Grant Carry Over			39,000
	<b>Total NEH Revenue</b>	\$ 981,880	\$ 548,286	\$ 1,248,716
Other Grant Support				
	Engelhard Foundation Carry Over 2022	\$ 33,993	\$ 42,186	\$ 30,000
	Engelhard Foundation 23-25 Grant			80,000
	Montana Cultural Trust	5,000	5,000	5,000
	Informed Citizen Carry Over	3,950	3,415	-
	<b>Total Other Grant Support</b>	\$ 42,943	\$ 50,601	\$ 115,000
Other Revenue				
	Board meeting expense donation	\$ 7,500	\$ 563	\$ 5,000
	Montana Conversations Copay	4,000	4,875	4,000
	Montana Conversations Expense Donations	1,000	1,547	1,000
	Unrestricted Donations	36,000	19,463	36,000
	Restricted Donations	16,000	1,521	16,000
	Interest & Misc. Earnings	6,000	8,183	6,000
	<b>Total Other Revenue</b>	\$ 70,500	\$ 36,152	\$ 68,000
	<b>Total Revenue</b>	\$ 1,095,323	\$ 635,039	\$ 1,431,716
<b>Expenses</b>				
	Salary, Benefits and Payroll Taxes	\$ 487,296	\$ 294,450	\$ 590,092
	General and Administration	116,914	83,334	172,244
	Board Expense	30,000	17,445	30,000
	Outreach	4,000	668	4,000
	Fundraising	12,800	1,730	12,800
	50th anniversary	5,000	3,000	-
	Lobbying/Humanities on the Hill	6,000	2,699	6,000
	Governor's Humanities Awards	16,000		16,000
	Regrants	150,000	70,381	150,000
	Regrants travel/outreach			5,000
	Regrants professional development			500
	Montana Conversations	55,000	44,230	60,000
	Montana Conversations travel/program outreach			5,000
	Montana Conversation professional development			1,000
	Speakers in the Schools	60,000	57,504	65,000
	United We Stand	-	-	23,000
	National History Day	-	-	-
	Hometown Humanities	8,000	2,354	-
	Journalism/Informed Citizen	3,475	3,415	-
	Civic Engagement Programming			10,000
	Center for the Book (LAL, NatBkFest)		267	
	Big Sky Reads	5,000	5,500	10,000
	National Book Festival	3,000		3,000
	SHARP		(1,003)	
	Democracy Project	13,000	23,547	68,500
	<b>Total Expenses</b>	\$ 975,485	\$ 609,521	\$ 1,232,136
	<b>Net</b>	\$ 119,838	\$ 25,518	\$ 199,580

## Humanities Montana

### FY24 Budget Justification Narrative

Jill Baker, Executive Director

Humanities Montana (HM) is in a unique position going into FY24 with significant carry-over funds due to the lack of in person programming during the pandemic as well as the recent transitions in staffing. This provides an opportunity to fund short term investments that have likely been put off due to past budget constraints and provide seed funding for new projects until additional funding sources are secured. The Finance Committee and Board have some decision to make regarding how to invest those funds moving forward. My recommendations are included in the summaries below.

#### **Revenue:**

The primary source of revenue for HM is the federal grant from the National Endowment for the Humanities (NEH) which accounts for 87% of HM's revenue. Other Grants account for 8%, and Other Revenue, which includes individual gifts and other donations, accounts for 5%.

This year's projected revenue is a fiscally conservative estimate based on previous performance in each of these areas.

Overall, HM is in a healthy financial position for FY24.

#### **Expenses:**

##### ***Salary, Benefits and Payroll Taxes***

In addition to a 3% cost of living increase for all staff, I am proposing additional raises with an increase in responsibilities for the Program and Grants Managers, moving both of these positions into Director roles and improving pay equity among current staff positions. This will allow the Program Director, formerly the Program Manager, to focus on administering programs, enhancing the MT Center for the Book program, and assisting with grant writing to fund these programs. The Grants Manager position will expand to include additional program evaluation responsibilities creating the Director of Grants and Evaluation position at HM. This will also free up time for the Executive Director to focus on community engagement and fundraising.

Additionally, I am proposing moving the Democracy Project Coordinator from an average of 13 hours per week to a consistent 20 hours per week. This position is currently 100% grant funded for FY24 and FY25. I am also proposing to rehire for the Development Officer position to focus on fundraising and communications. With the carry-over NEH funds, HM will be able to fund this position for FY24 and FY25 with the goal of raising funds to fully cover this salary at the end of FY25.



### ***General and Administration***

These expenses are largely based on previous year's actual costs with an adjustment for inflation. I've included funding to replace outdated computers for staff. With the projected budget surplus, I am proposing that HM invest in a remodel of the offices in the Brantly Hall. It appears that the flooring and paint have not been updated for several years, if ever. Randi requested a bid from UM Facilities Services last fall to remodel each of the office spaces that HM rents. That estimate was \$52,000 for 5 spaces. I've increased the amount to \$55,000 since it has been a year since the bid was requested. It is attached for your reference. Because HM leases from UM we are required to go through UM Facility Services for any remodeling of the office space.

### ***Governor's Humanities Awards***

I included funding to support this event in 2024, if we decide to move forward with it.

### ***Regrants, Montana Conversations, and Speakers in the Schools***

With the carry-over funds, I am recommending an increase of at least \$5,000 in each of these programs to accommodate requests for programming and grants. In the past, programming has been halted when the budget has been spent leaving 2-3 months at the end of the fiscal year without programming. I am proposing that we increase the budget so that the requests in August-October may be approved next fiscal year. I'd like to get a better idea for how much demand there is for fall programming so that we can adequately budget and fundraise to meet that demand. I have also budgeted for outreach and professional development in each of these categories.

### ***Civic Engagement Programming***

I am proposing seed money to help fund a potential partnership project with HM, MTPR and MSU Research Development to host civic panel conversations on current topics in 1-2 communities across the state in FY24. This is a program that is still in the development stage, but seems promising. I'll update the board as this exciting partnership continues to develop.

### ***Big Sky Reads***

There has been an increase in the demand for this grant program which funds book clubs, especially in rural areas. Megan recommended increasing the budget from \$5,000 to \$10,000 to meet the need. I support her recommendation.

### ***Democracy Project***

There appears to be an error with the budget for this program in FY23. It is quite low. The amount proposed in FY24 is based actual expenses incurred in FY23, as well as the budget amount that was proposed and approved by the Engelhard Foundation. HM currently has 12 sites that have completed MOUs for the 23/24 school year.

## **Restated Bylaws Of Humanities Montana**

**Approved June 8, 2012 by Humanities Montana's Board of Directors;  
Amended by board vote June 6, 2015 (change to charge for Grants Committee) and September 15,  
2018 (change to board terms, board leadership succession, and board committees [creating  
Trusteeship Committee by combining Development and Nominations Committees])**

### **I. Name, Nonprofit Status, and Office**

1. **Name.** The name of the organization is Humanities Montana.
2. **Nonprofit and Tax-Exempt Status.** Humanities Montana maintains nonprofit status as a nonprofit, public-benefit corporation pursuant to the Montana Nonprofit Corporation Act. Humanities Montana has been determined by the Internal Revenue Service to be a tax-exempt charitable organization as described in Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may be hereafter amended. No directors, officers, staff members, or representatives may take any action or engage in any activity on behalf of Humanities Montana that is not permitted for an organization exempt under Section 501(c)(3) of the IRS code.
3. **Registered Office.** The registered office of Humanities Montana is located in the city of Missoula, Montana. Humanities Montana may establish other offices within the state.

### **II. Relation of Humanities Montana to the National Endowment for the Humanities**

1. **Affiliation with the National Endowment for the Humanities.** Humanities Montana is a grantee of the National Endowment for the Humanities and was formed at the invitation of that federal agency. It receives the majority of its funds from the National Endowment for the Humanities. Humanities Montana's policies and procedures are developed in compliance with guidelines set forth by the National Endowment for the Humanities and by congressional legislation creating the National Foundation on the Arts and the Humanities (public law 209—89th Congress) as amended in 1990. Humanities Montana alters or adapts its policies and procedures in accordance with amended requirements and legislation pertaining to the National Endowment for the Humanities. All funds received from the National Endowment for the Humanities by Humanities Montana must be used for programs designed to bring the humanities to the public.
2. **Cost-Sharing.** Humanities Montana shall comply with cost-sharing requirements of the National Endowment for the Humanities.
3. **Governor's Appointees to the Board.** The authorizing legislation of the National Endowment for the Humanities, as amended in 1990, permits the Governor of the State of Montana to appoint up to six directors of Humanities Montana, provided that these do not constitute more than 25% of the total number of directors.
4. **Plans for Compliance with NEH legislation.** In accordance with directions from the National Endowment for the Humanities, Humanities Montana shall provide a plan showing compliance with the accountability requirements in the law annually.
5. **Reports to the NEH.** Humanities Montana shall make reports to the National Endowment for the Humanities in such form, at such times, and containing such information as the National Endowment for the Humanities and its chairman may require.

### III. Purpose

Humanities Montana's purpose is to encourage and promote, through grants or other arrangements with nonprofit groups, education in, and public understanding and appreciation of the humanities in Montana. This purpose is accomplished through developing programs and granting funds to nonprofit and governmental groups that propose projects compatible with the goals, policies, and guidelines of Humanities Montana. Humanities Montana recognizes that because its status is that of an NEH state-based program, federal legislation, procedures, or policies must take precedence in the event of conflict over Humanities Montana's policies and procedures.

### IV. Board of Directors

1. **General Rules.** Humanities Montana's board selection policy is designed to assure broad public representation with respect to its programs.
2. **Numbers of Directors.** The Board of Directors shall consist of between 15 and 20 directors, as shall be designated from time to time by resolution of the board of directors.
3. **Appointed Directors.** The governor of the state of Montana may currently appoint four directors; although in no event may the number of gubernatorial appointments exceed 25% of the board's total composition.
4. **Elected Directors.** The remaining directors are elected by a vote of the board.
5. **Composition of Board.** The directors for Humanities Montana shall include humanities scholars, business, educational, cultural, and civic leaders, and other members of the general public. No more than three of the academic directors may be administrators with the rank of Dean or higher. Board composition shall be representative of all areas of the state. Directors must have a broad diversity of backgrounds, interests, and heritage. The board does not discriminate with regard to race, creed, religion, gender, sexual orientation, national origin, or disability. Consideration is given to the general kinds of fields that retiring directors represent, as well as to geographic distribution and to representation of minorities and of agricultural, business and labor interests, and geographic regions of the state. However, there are no "seats" or "slots" on the board for special constituencies.
6. **Election and Term of Directors.** Board-elected directors are elected by the incumbent directors, including the governor's appointees, at the last regular calendar year meeting of the board. The term of a director is three years, beginning on the first day of January immediately following the director's election, and terminating three calendar years later on the 31<sup>st</sup> day of December. The term of directorship of governor's appointees commences upon appointment by the governor and continues through the end of the governor's term or until a replacement is appointed. If the governor serves for more than a four-year term, he or she may reappoint these directors.

Terms are established so that an annual rotation is accomplished, with approximately 25% of the directors newly elected each year for a three-year term. A director may serve one additional 3-year term.

Individuals elected to replace those who resign, die, are removed, or otherwise are unable to serve before their terms expire will serve partial terms. If a director is elected to serve a partial term, that director is eligible for election to further two three-year terms on the board. See Section V, 3 for procedure on applying to serve additional terms.

A director may be allowed to serve an additional term in one of the two following situations:

- (i) **Chair's Final Term.** If the Chair's final term as a Director expires before his or her term as Chair expires, the Chair's term as a Director shall be extended until the expiration of the term as Chair.

- (ii) **Extraordinary Circumstances.** If the Board determines extraordinary circumstances exist that require an individual's services for a term extending beyond the limits set forth in [Section X], then, by the affirmative vote of two-thirds (2/3) of the Board, at which is present a quorum of the Board, the Board may elect such individual for an additional term of one to three years as determined by the Board. The minutes of the meeting approving such action must set forth the specific circumstances requiring the action and the term to be served.

7. **Nomination of Directors.** The board's nomination process is designed to assure opportunities for nomination to directorship from various groups within Montana, and from a variety of segments of the population of Montana, including individuals who by reason of their achievement, scholarship, or creativity in the humanities are especially qualified to serve. At least one week before the meeting of the board in which elections will take place, the Governance-Nominations Committee shall provide a list of applicants, a letter of intent from each applicant, two letters of reference for each applicant, and the vitae of those selected by the Governance-Nominations Committee pursuant to the procedure set forth in Section V, 2 of these Bylaws.
8. **Vacancies.** A directorship is vacant when a director notifies the board chair (the "chair") or the executive director in writing that he or she has resigned, when a director dies, if a director is removed, or a director is unable to serve. A vacancy becomes effective upon receipt of this information by the chair or the executive director, unless a resignation notice specifies a later effective date. A vacancy in a governor's appointee's position is filled through appointment for the remaining term by the governor. The election of a replacement director takes place at a regular or special meeting of the board, the agenda for which includes the filling of a director vacancy.
9. **Attendance.** Attendance at duly called meetings and participation in assigned tasks are essential duties of directors. A director's presence at board meetings is vital to the function of the board. However, if attendance is not possible, directors may be excused through proper advance notice communicated to the chair or the executive director.

A director who is absent from two consecutive board meetings may be asked by the chair to resign after consultation with the board.

10. **Director Voting.** All directors of Humanities Montana have the right to vote on all matters presented to the board. Proxy votes are not allowed to be cast at board meetings, or in committee meetings. However, directors who are unable to attend such meetings may convey their judgments pertaining to matters to be discussed at those meetings to the chair, staff, or other directors, and these judgments may be reported during the meetings.
11. **Exempt Activities.** Notwithstanding any other provision of these bylaws, neither the board of directors nor any director, officer, employee, nor representative of Humanities Montana shall take any action or carry on any activity by or on behalf of Humanities Montana not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of such code and regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.
12. **Removal of Directors.** A director may be removed, with or without cause, from the board if two-thirds of directors present at a duly constituted meeting vote for removal. Removal is effective only if it occurs at a regular or special meeting of the board, the agenda for which includes removal.

## V. Nominations and Election Procedures

1. **Governance Nominations Committee.** The members of the Governance Nominations Committee shall be recommended by the chair and approved by the full board.

2. ***Vacancies, Applications, and Nominations.*** The executive director shall announce board vacancies publicly and in such manner as provides notice statewide and ample time for applications. The nomination period will close four weeks prior to the meeting at which elections are held. An application or nomination is complete when it includes a statement from the applicant indicating his or her interest in becoming a director, two letters of recommendation (which may include the nominating letter), and the applicant's vita. The executive director shall forward to the Governance-Nominations Committee and the board all application materials in such manner as to provide for full consideration of applicants.
3. ***Process for Seeking Reappointment.*** Directors seeking reappointment must submit a letter expressing their desire to continue serving and summarizing their contributions to Humanities Montana and so be placed on the slate of nominees for consideration by the full board.
4. ***Election Process***
  - A. A slate, taken from the entire pool of nominees, will be put forward by the Governance Nominations Committee. If the slate does not receive a majority of the board vote, the following procedure would be followed, with the board deciding in advance which of the procedures described under D below it will follow:
  - B. Discussion of the candidates will take place before the voting begins and not during the vote.
  - C. Voting for each opening will take place one at a time using paper ballots.
  - D. Voting for the first opening:
    - a. If one candidate gets over 50%
      - i. That person is elected and taken out of the pool. Voting for the remainder of the openings continues.
    - b. If nobody gets over 50%
      - i. Drop out the lower numbers to reduce the pool so as not to scatter the votes

Or:

    - a. Take the top three vote getters;
    - b. Hold vote to fill first (or subsequent) opening from the reduced pool.
    - c. Elected nominee is removed from pool. All other nominees are returned to pool and procedure V 4 continues for second and all subsequent openings.

## VI. **Board Chair and Vice Chair**

1. ***Chair and Vice Chair.*** The directors shall elect from among themselves a chair and vice chair.
2. ***Election of Chair and Vice Chair.*** The Governance Nominations Committee presents no more than two candidates for each position on the board. The positions are then filled by means of a secret ballot. Unless the board decides by a majority vote to do otherwise, the chair and vice chair are elected annually by the board at the last regular calendar year meeting.
3. ***Terms.*** Each year a chair and vice chair shall be elected, with the understanding that the vice chair shall become chair when the chair vacates the office. The chair and vice chair shall each serve for one year, beginning on January 1, following the year of the election, and ending at the close of the calendar year for which the chair and vice chair were elected. A director may be elected to chair and vice chair for more than one term, though it is not usual for the chair to serve for more than two consecutive years. Outgoing chairs in the final year of their term have the option of serving an additional year as nonvoting directors.
4. ***Duties.*** The chair shall have the authority to call meetings, provide recommendations for committees and members of committees, preside at meetings, and generally direct the activities of the board. The vice chair of the board shall perform such duties as the chair designates. In the absence of the chair, the vice chair shall preside at board meetings. In the absence of both the chair and the vice chair, the Grants Committee chair shall preside at meetings of the board.

5. **Vacancies.** The position of chair or vice chair is vacant when a chair or vice chair notifies the chair or the executive director that s/he has resigned, when s/he dies, if s/he is removed, or if s/he is unable to serve. A vacancy becomes effective upon receipt of this information by the chair or the executive director, unless a resignation notice specifies a later effective date. A vacancy in the position of chair or vice chair is filled for the unexpired term at the next regular board meeting by a majority secret ballot vote of the board.
6. **Removal of Chair and Vice Chair.** A chair or vice chair may be removed, with or without cause, from the position if two-thirds of directors present at a duly constituted meeting vote for removal. Removal is effective only if it occurs at a regular or special meeting of the board, the agenda for which specifies removal of a chair or vice chair.

## **VII. Meetings**

1. **Regular Meetings.** Regular meetings of the board shall be held at least three times each year, at a location, date, and time to be designated by the chair, in consultation with the board. Although its meetings normally occur in various locations in Montana, the board may meet outside the state of Montana. A meeting may also be held via teleconference, video conference, internet or other mediated, coterminous means, provided proper notice is given and the public is afforded the opportunity to attend consistent with Montana and Federal open meeting requirements.
2. **Notice of Meetings.** Electronic or written notice of the time, location, and tentative agenda of each meeting, whether regular or special, shall be provided to each director not less than 10 days prior to the meeting. The notice shall also be made available to the public at least 10 days in advance of a regular meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage paid, addressed to directors at the addresses shown by the records of the agency, or when deposited with the United Parcel Service, with handling charges thereon paid.
3. **Special Meetings.** Special meetings of the board, or of committees, may be called at the request of the chair or 20% of the directors.
4. **Meetings Open to the Public.** Except for considerations regarding personal issues, personnel or litigation, the board's meetings are open to the public. Spectators or guests, however, may not speak to the subject at hand except by invitation of the chair. The minutes of such meetings are public records. Committee meetings by teleconference, video conference, internet or other mediated communications are open to members of the public who wish to listen to the proceedings.
5. **Other Public Meetings.** In compliance with the 1985 Reauthorizing legislation of the National Endowment for the Humanities, the board will hold, after reasonable notice, public meetings in the state to allow scholars, interested organizations, and the public to present views and make recommendations regarding its state plan. The board will summarize and respond to those recommendations.
6. **The Grants Committee.** The Grants Committee shall meet as needed via mediated communications, except in months when this meeting can be conveniently combined with a board meeting.
7. **Quorum.** A simple majority of the directors in office constitutes a quorum for the transaction of business at any meeting of the board. If less than a quorum of the directors is present, the meeting shall adjourn until a quorum is present.
8. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be considered the act of the board.

9. **Reports to the State.** Humanities Montana shall have reporting procedures to inform the governor of the State of Montana, and other appropriate officers and agencies of its activities. Accordingly, Humanities Montana publishes newsletters, together with regular press releases, and reports to the people of Montana on the grant-making activities for each year.
10. **Compensation of Directors.** Directors shall not receive salaries or fees for their services but shall receive travel and per diem expenses for their attendance at meetings of the board. Directors may receive, at the board's discretion, travel and per diem expenses for attendance at committee meetings or at public programs funded by Humanities Montana.

Travel and per diem rates for directors, staff, and others are the same and are adopted annually with the budget. Humanities Montana may pay for the actual cost of travel, lodging, and meals for directors.

Directors may not receive honoraria for serving as resource persons in Humanities Montana-funded programs, but may contribute their services as part of the cost-sharing.

## VIII. Committees

1. **Creation of Committees.** The board may, by a majority vote of the full board, create committees that shall have the power to exercise the authority of the board with regard to matters delegated by resolution of the board. Committees shall include no less than two (2) directors. The members of any such committees shall serve at the pleasure of the board of directors. Committees shall exercise such powers as may be designated by the board of directors.
2. **Restrictions on Committees.** Each committee may exercise the specific authority which the board confers upon the committee either by these Bylaws or in the resolution creating the committee; provided, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the organization's assets; (2) elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.
3. **Committee Meetings.** The sections of these Bylaws which govern meetings, quorum, waiver of notice, voting requirements, and conduct of the board apply to committees and their members. Notice of any committee meeting shall be provided in writing to committee members at least five (5) days prior to the meeting. Public notice of all meetings shall also be provided at the same time. In addition, the committees shall keep regular minutes of their proceedings and report the same to the board. The committees are subject to all procedural rules governing the operation of the board itself.
4. **Executive Committee.** There shall be an Executive Committee of the board of directors, which is composed of the chair, the vice chair, and the chairs of the standing committees. The Executive Committee has and may execute all the powers and authority of the board between regularly scheduled meetings of the board, except that the Executive Committee may not have the authority of the board in reference to altering Humanities Montana policies and procedures, or the power to elect, appoint, or remove any director. Special or emergency consultation, when required in the judgment of the chair, will occur between the executive director and the Executive Committee. Specific duties of the Executive Committee include:
  - A. Handle emergent issues between regular board meetings;
  - B. Support the Executive Director by providing counsel and feedback as needed;
  - C. Evaluate the Executive Director on an annual basis and recommend an appropriate compensation package;
  - A.D. Update the personnel policies handbook in conjunction with the Executive Director for full board approval.
- 4.5. **Grants Committee.** There shall be a Grants Committee, which consists of directors and a chair recommended by the board chair and appointed by board resolution. The board chair may also nominate alternate Grants Committee members, appointed by board resolution, who may, at the discretion of the chair of the Grants Committee, act as Grants Committee members in the absence of a regular Grants Committee member.

The Grants Committee shall have the following powers and duties:

- A. To meet, when possible, shortly after grant submission deadlines to review grant proposals that fall within its purview.
- B. While the board chair and executive director review and make final decisions on grant proposals of \$2,000 ~~1,000~~ or less, the Grants Committee makes recommendations for funding all grant proposals for more than \$2,000 ~~1,000~~, and the board will review and act on those recommendations at the next scheduled board meeting.
- C. The term of appointment of a Grants Committee member is one year from the time of appointment.

6. ***Finance and Audit Committee.*** There shall be a Finance and Audit Committee. The chair shall recommend directors to serve on the Finance and Audit Committee and recommend its chair. The board shall appoint the committee members and its chair by resolution. The Finance and Audit Committee shall review Humanities Montana budgets and financial materials, monitor Humanities Montana's banking, investment, and endowment accounts, and attend to other matters bearing on the financial health of Humanities Montana and its programs.

The Finance and Audit Committee shall have the following specific audit-related responsibilities:

- A. Oversee the independent auditor engagement including selection, scope of work, assessment of work, provision of other services, termination, and compensation;
- B. Appoint a committee member or members to be the liaison with the auditor;
- C. Review audit reports and present the audit report to the board;
- D. Review audit findings and recommendations, along with executive director/staff responses and status of follow-up, during the audit and as needed during the year;
- E. Review with the independent auditor and executive director/staff the adequacy and effectiveness of internal controls and financial/compliance reporting practices;
- F. Review internal controls, financial/compliance reporting, and other accounting/financial policies and procedures and recommend to the board their adoption and/or modification;
- G. Review disagreements between the auditor and executive director/staff regarding internal controls, financial/compliance reporting, and other accounting/financial policies and procedures and provide recommendations to the board for their resolution;
- H. Oversee the Board Conflict of Interest and Whistle Blower policies;
- I. Communicate openly and directly with the board, the independent auditor, the executive director, and/or staff as necessary to discharge the responsibilities of the committee.

7. ***Program-Community Engagement Committee.*** There shall be a Community Engagement ~~Program~~ Committee. The chair shall recommend directors to serve on the Community Engagement ~~Program~~ Committee and recommend its chair. The board shall appoint the committee members and its chair by resolution. ~~The Program Committee shall oversee the board's programmatic initiatives and council-conducted projects. The Program Committee also shall oversee planning and development of annual or other Humanities Montana conferences.~~ Specific duties of the Community Engagement Committee include:

- A. Provide oversight of Humanities Montana programming;
- B. Serve in an advisory capacity for any new programming;
- C. Provide support with special events, including the Governor's Humanities Awards;
- D. Provide support with donor outreach and communications with stakeholders.

8. ***Trusteeship-Governance Committee:*** There shall be a Governance ~~Committee on Trusteeship~~. The Governance ~~Committee on Trusteeship~~ shall consist of directors and a chair nominated by the board chair and appointed by a resolution of the board. This committee shall recommend board chair and vice chair and election of new directors to the board. ~~The Committee shall provide oversight of Humanities Montana's development activities. It shall also guide fundraising~~



~~endeavors by the board of directors, including setting giving goals, training directors on fundraising best practices, and encouraging outreach to potential donors to Humanities Montana. The specific duties of the Governance Committee include:~~

- ~~A. Develop a board matrix for recruiting and maintaining a board with diverse backgrounds and skillsets representative of Montana;~~
- ~~B. Nominate new board members for election to the board and assist the Executive Director in developing and coordinating new board member orientation;~~
- ~~C. Recommend committee assignments in coordination with the board chair;~~
- ~~D. Nominate board members for election as officers;~~
- ~~E. Review and update the bylaws at least every 3 years or as needed to resolve newly developed issues;~~
- ~~F. Create or review board policies (e.g., Code of Conduct, Code of Ethics, Board Calendar) for full board approval on an annual basis.~~

9. **Ad Hoc Committees.** The chair, with the consent of the Executive Committee, may appoint such *ad hoc* committees as are deemed necessary and for specific tasks. *Ad hoc* committees formed by the chair with the consent of the Executive Committee shall be advisory committees that shall not exercise any of the board authority. An *ad hoc* committee shall exist until the completion of its appointed duties.
10. **Vacancies.** Vacancies in the committees and among their chairs shall be filled for the remainder of the term by resolution of the board following the nomination of individuals by the chair.
11. **Committee Membership.** Only directors may serve as members of board committees. Members of the public may be invited to join committee meetings to provide advice as non-voting meeting participants.
12. **Committee Meetings.** Committee meetings are to be conducted by telephone conference call or other mediated means whenever possible. In-person committee meetings may be arranged when necessary, but an in-person committee meeting in conjunction with a regular board meeting is preferable.

## IX. Conflict of Interest

The board shall adopt and periodically review and monitor a conflict of interest policy to protect Humanities Montana's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, or member of a board committee with board-delegated powers.

## X. Humanities Montana Records

1. **Minutes of Meetings.** Appropriate minutes of all meetings required by Montana law to be open shall be kept and shall be available for inspection by directors and the public. Such minutes shall include but are not limited to date, time and place of meeting, individual directors in attendance, the substance of all major issues proposed, discussed, or decided, and, at the request of any director, a record by individual directors of any votes taken. The executive director shall be designated as the officer responsible for preparing minutes of directors' meetings and for authenticating records of the corporation.
2. **Financial Records.** Humanities Montana keeps correct, accurate and complete records of all financial transactions. The financial records are open to board inspection at any time, and are audited periodically in compliance with the requirement of the National Endowment for the Humanities and other regulatory, taxing, and funding entities.

## XI. Financial Matters

1. **Contracts.** The board may authorize an officer, employee, or agent of Humanities Montana to enter into and terminate a contract or execute an instrument in the name of and on behalf of

Humanities Montana. Such authorization may be general or confined to specific instances.

2. **Checks, Drafts, and Indebtedness.** A check, draft, or order for the payment of money, notes, or other evidence of indebtedness issued in the name of Humanities Montana must be signed by such officer, employees, or agents of Humanities Montana and in such manner as the board shall direct. In the absence of other directions, such instruments are signed by the program officer and the executive director, the program officer and the chair, or the chair and the executive director. Humanities Montana may employ an individual or contract with an organization contracted to provide financial and other related services.
3. **Fiscal Year.** The fiscal year of Humanities Montana begins November 1 and ends October 31.
4. **Loans.** No loans shall be contracted on behalf of Humanities Montana and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.
5. **Investments.** Humanities Montana shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board, or direction of a donor, without being restricted to the class of investments provided, however, that no action shall be taken by or on behalf of Humanities Montana if such action is a prohibited transaction or would result in the denial of the tax exemption under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

## **XII. Indemnification of Directors**

1. **Indemnification.** Humanities Montana shall indemnify a director, former director, or officer (as defined in section XIII) if a determination has been made in accordance with the procedures set forth in the Montana nonprofit corporation act that that director met the standard of conduct set forth in subsection 2. below, and payment has been authorized in accordance with the procedures set forth in the Montana nonprofit corporation act based on a conclusion that the expenses are reasonable, Humanities Montana has the financial ability to make the payment, and the financial resources of Humanities Montana should be devoted to this use rather than some other use.
2. **Standard of Conduct.** A director may be indemnified if:
  - A. He or she conducted himself or herself in good faith;
  - B. He or she reasonably believed:
    - a. In the case of conduct in his or her official capacity with Humanities Montana, that his or her conduct was in its best interests;
    - b. In all other cases, that his or her conduct was at least not opposed to its best interests; and
    - c. In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
3. **Non-Indemnification.** Humanities Montana shall not indemnify a director or officer:
  - A. In connection with a proceeding by or in the right of Humanities Montana in which the director was adjudged liable to Humanities Montana; or
  - B. In connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.
4. **Advance Expenses for Directors.** If, following the procedures set forth in the Montana Nonprofit Corporation Act, a determination is made and if an authorization of payment is made following the procedures and standards set forth in the Montana Nonprofit Corporation Act, then Humanities

Montana shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- A. The director furnished Humanities Montana a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in section XII. 2 of these Bylaws;
- B. The director furnishes Humanities Montana a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the requisite standard of conduct (which undertaking must be an unlimited general obligation of the member but need not be secured and may be accepted without reference to financial ability to make repayment); and
- C. A determination is made that the facts then known to those making the determination would not preclude indemnification under section XII. 2 of these Bylaws, or the provisions of the Montana nonprofit corporation act.

5. **Indemnification of Agents and Employees Who Are Not Directors.** Humanities Montana may indemnify and advance expenses to any agent or employee of the corporation, who is not a director, to any extent consistent with public policy, as determined by the general or specific action of the board.

6. **Mandatory Indemnification.** Notwithstanding any other provisions of these bylaws, Humanities Montana shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director against reasonable expenses incurred by the director in connection with the proceeding.

### **XIII. Officers and Staff**

1. **Executive Director.** The board shall employ an executive director who shall be charged with the administrative and executive management of the affairs of Humanities Montana subject to review by the board. In the event of a vacancy in the position of the executive director, the chair shall forthwith designate an acting executive director, and shall recommend directors to serve as members of a search committee, and those members will be elected by board resolution. The search committee's responsibility shall be to identify, investigate, and interview candidates for the position and make recommendations to the board for filling the vacancy.

1. **Other Officers.** The executive director shall employ exempt staff as needed, and these employees shall be designated as officers of Humanities Montana.

3. **Staff.** Within budgetary constraints, the executive director may employ such staff as may be needed from time to time. Employment and dismissal of staff and other personnel matters, under the personnel policies and procedures of Humanities Montana, shall be the prerogative of the executive director.

### **XIV. Humanities Montana Policies and Procedures**

1. **Program Policies and Procedures.** Humanities Montana shall maintain written policies and procedures for its several programs.

2. **Personnel Policies and Procedures.** Humanities Montana shall maintain written policies and procedures for personnel matters.

3. **Financial Policies and Procedures.** Humanities Montana shall maintain written policies and procedures for financial matters.

4. **Amending Policies and Procedures.** Humanities Montana's policies and procedures may be altered, amended, or repealed, and new policies and procedures may be adopted, by majority vote at any duly constituted regular or special meeting of the board.

5. In the event of conflict among these policies and procedures, the more recently enacted policy or procedure shall prevail.

## **XV. Miscellaneous Provisions**

1. **Waiver of notice.** Any notice which is required to be given to any director under the provisions of these bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Montana Nonprofit Corporation Act, may be waived by the director by a written waiver, signed by the director entitled to such notice and filed with the minutes of Humanities Montana's records.
2. **No Corporate Seal.** No corporate seal shall be required for Humanities Montana documents or instruments.
3. **Counterparts.** These Bylaws may be executed in any number of counterparts, each of which when executed and delivered shall be an original, but all such counterparts shall constitute one and the same instrument. As used herein, "counterparts" shall include full copies of these Bylaws signed and delivered by facsimile transmission, as well as photocopies of such facsimile transmissions.

## **XVI. Dissolution**

Humanities Montana shall dissolve upon the adoption of a resolution by two-thirds of all directors ordering dissolution of Humanities Montana. Upon approval of such a resolution, all debts, claims and obligations of Humanities Montana shall be paid. Any remaining assets shall then be distributed as the board determines, though only to such institutions or organizations that will carry out the charitable purposes of the corporation and which have been granted exemption from federal income tax under the provision of section 501(c)(3) of the Internal Revenue Code.

## **XVII. Amending Bylaws**

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board at any regular or special meeting of the board as provided in section VII. 8 of these Bylaws. Notice of such meeting must be given in accordance with section VII. 2, and the notice must also state the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

The undersigned hereby certifies that the above Restated Bylaws of Humanities Montana were duly adopted by vote of the Board of Directors during the regular meeting on June 8, 2012 and now constitute the Bylaws of Humanities Montana.

June 8, 2012  
Date

*Ken Egan*  
Executive Director

## Baker, Jillian

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**From:** Tim Wilson <timreneewilson@att.net>  
**Sent:** Sunday, August 20, 2023 10:02 AM  
**To:** Baker, Jillian  
**Subject:** Humanities Montana Board of Directors

Good morning Jill,

Please consider this my Letter of Interest in a Board position at Humanities Montana.

“Thank you for allowing me to be considered for a Board position at Humanities Montana.

Although I had not lived in Montana since graduating from MSU, I always planned and knew I would return one day. I have had the benefit and enjoyment of living and working in diverse geographies, but at the same time those experiences solidified my conviction that there was no better place to live after retirement than back in my home State.

And now that I am here, the opportunity to serve an organization like Humanities Montana is of great interest to me. I am an avid reader(certainly once our children left the house!) and love history.

But more importantly, as my children grew up, I witnessed first hand how volunteering can make a difference. My wife is a Fine Arts major and wherever we lived as our children grew, she volunteered at their grade schools and middle schools to expand and supplement those school’s existing art programs. It was common that the STEM courses at these schools were emphasized (properly says the Chemical Engineer!), but also common that fine arts (and music) were given short shrift. And so I saw first hand how a young person, who may not be showing an aptitude towards, say math, flourished when exposed to art by a volunteer.

There are more details in my resume but briefly:

I was born and raised in Montana, grew up in Lodge Grass on the Crow Indian reservation and in Billings. I graduated Billings West and Montana State. I have lived and worked on the US East Coast, West Coast and Gulf Coast as well as Canada and Dubai. My mother is part Northern Cheyenne, grew up on the NC reservation and was the first tribal member to graduate nursing school. My father was a cattle and wheat rancher on the Crow reservation and in Rosebud county.

I believe this type of diverse background would be of benefit to the Board and Humanities Montana.

Respectfully,  
Tim Wilson”

I will see that you will receive the two letters of recommendation this week. And David has my resume.

Please let me know if you need anything else.

Regards,  
Tim

# DIETRICH & ASSOCIATES, P.C.

A t t o r n e y s   a t   L a w

David J. Dietrich  
Attorney at Law  
[ddietrich@dietrichlaw.com](mailto:ddietrich@dietrichlaw.com)

Jeff E. Janca  
Attorney at Law  
[jjanca@dietrichlaw.com](mailto:jjanca@dietrichlaw.com)

Transwestern Bldg. 1, Suite 213  
404 North 31<sup>st</sup> Street, P.O. Box 7054  
Billings, Montana 59103-7054  
(406) 255-7150  
(406) 255-7151 Fax  
[www.dietrichlaw.com](http://www.dietrichlaw.com)

Alexa Shiffer  
Paralegal  
[ashiffer@dietrichlaw.com](mailto:ashiffer@dietrichlaw.com)

Denise Coles  
Paralegal  
[dcoles@dietrichlaw.com](mailto:dcoles@dietrichlaw.com)

August 23, 2023

Humanities Montana Board of Directors  
311 Brantly Hall  
Missoula, MT 59812

## ***Re: Application of Timothy W. Wilson of Carbon County, Montana***

To whom it may concern:

As you may know, I have served as Board Member and Chairman of the Board of Humanities Montana for several years.

I have known Tim Wilson since my earlier years in grade school at Poly Drive Elementary in Billings in the 1960s. Tim has always been an incisive, intelligent individual. I first remember him giving a book report on Mark Twain's Huckleberry Finn and Tom Sawyer. I also remember him giving a book report on Mari Sandoz's "Cheyenne Autumn." It was then that Tim proudly mentioned that he was part Cheyenne, derived from his mother's lineage, who is a proud and very intelligent woman and was our neighbor here in Billings.

Barbara Wilson, Tim's mother and a Cheyenne tribal member, raised all her children to be progressively minded and academically accomplished. Tim attended Montana State University in Bozeman and excelled in business and mathematics. For over ten years, he was a feed stock operator for Dow HydroCarbons in Houston, and previously Union Carbide in Montreal; his resume of earlier activities is attached. It demonstrates his substantial business responsibilities. He has been retired for several years and now lives near Roscoe, MT in Carbon County, equidistant to Red Lodge and Columbus.

I recently had a conversation with Tim regarding his retirement; without any prompting as to Humanities Montana, he answered cryptically, and with a wry sense of humor: "I have been reading Cheyenne tribal material that no one else has ever read." He has always been an ambitious reader.

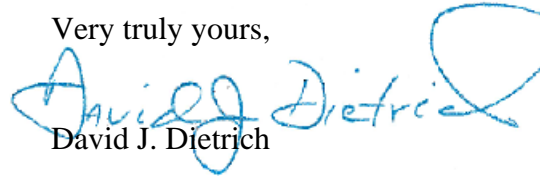
He married a childhood friend of mine and I have observed his career with great interest. Tim was a team player in the upper echelons of the corporate business world and has a keen sense of numbers and business management. And, a great sense of humor.

His father was a dedicated rancher named Willard Wilson; his brother, Calvin, was the tribal attorney for the Northern Cheyenne Tribe, his other brother Jeff an accomplished artist living near Big Fork, MT. His sisters were literally models in New York and Southern California.

The Wilson family are a very accomplished and dedicated group, from a tribal and agricultural family, both urban and rural. I explained to Tim that we would appreciate his presence in Humanites Montana because not only of his business background but also his understanding interest in and connections to the Cheyenne Tribe.

It is with the highest recommendation that I request that the Board approve Tim's application as a board member.

Very truly yours,

A handwritten signature in blue ink, appearing to read "David J. Dietrich". The signature is fluid and cursive, with a large loop at the end.

David J. Dietrich

DJD/as

# TIMOTHY WADE WILSON

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16019 Kinmont Court  
Spring, TX 77379

281-655-9072 (home) • 713-419-8863 (cell)  
wilsontw@dow.com

**An experienced and accomplished Commercial Executive, with extensive trading, purchasing, management, marketing, sales and organizational skills**

## **SUMMARY OF QUALIFICATIONS**

- Over 30 years of trading and commercial experience within the petrochemical and energy industry.
- Diverse professional development, including market making, feedstock trading, contract negotiation, purchasing, marketing, sales and sales management, team leadership and project management skills.
- Broad and varied work locations – had the benefit of living and working in a variety of geographical locations (and cultures). Assignments have included the US West Coast, East Coast and Gulf Coast and two foreign assignments (Dubai and Montreal).
- Committed team player, with a proven ability to meet and exceed goals and deadlines.
- Exceptional focus and follow through abilities, with a record of efficiency and productivity.
- Works effectively with colleagues and clients at all levels.
- Exemplary organizational skills.
- Strategic thinker and planner, skilled in the design and execution of complex sales, purchasing, marketing and business plans.

## **PROFESSIONAL EXPERIENCE**

### **DOW HYDROCARBONS**

**2001 – Present**

#### **Commercial Director - Feedstocks, Houston (2012 - Present)**

- Responsible for directing Dow's feedstock activities for all 6 Gulf Coast crackers, which includes, among other things, negotiating long term supply contracts, inventory management, short term trading, long term strategic planning, asset optimization, and business development.
- Responsible for feedstock transactions of up to \$2.95 billion/year.

#### **Senior Commercial Manager – Ethane Feedstock, Houston (2007 - 2011)**

- Responsible for managing Dow's ethane feedstock portfolio for all 6 Gulf Coast ethylene crackers, which included, among other things, negotiating long term supply contracts, inventory management and short term trading.
- Responsible for ethane transactions of up to \$1.05 billion/year.



**Commercial Manager - Propylene, Houston (2002-2006)**

- Responsible for managing Dow's propylene portfolio on the US Gulf Coast, which included, among other things, negotiating long term supply contracts, inventory management, integrating production and purchases to propylene derivative demand and developing a long term supply strategy.
- Responsible for commercial transactions of up to \$575 million/year.
- Successfully integrated existing Union Carbide propylene supply portfolio into the Dow Chemical supply portfolio, with quantifiable synergy gains of \$53 million in first two years.

**UNION CARBIDE CORPORATION****1980 – 2001****Feedstock Trading Manager, Houston (1999 – 2001)**

- Responsible for the light-end feedstock portfolio for the Taft, LA ethylene cracker, including ethane, propane and butane.
- Handled overall dollar responsibility of over \$400 million.

**Business Manager – Feedstocks/Olefins/Aromatics, Montreal, Canada (1996 – 1998)**

- Seconded to the Union Carbide/Quebec Government joint venture “Petromont”.
- Served as Member of Senior Management Team, with responsibility for purchasing cracker feedstocks and marketing olefins/aromatics with a total dollar responsibility of \$300 million. Included management of a purchasing group and an olefins/aromatics co-product sales group.
- Developed presence on the USGC with six new customers in first 18 months on the job, resulting in increased profitability and more extensive and reliable customer base.
- Developed reputation as dependable supplier; won "Aromatic Supplier of the Year Award" from Huntsman Chemical after just one year.

**West Coast Sales Manager, Los Angeles (1993 – 1995)**

- Territory amounted to over \$90 million in annual revenue and included management of four salespeople.

**Sales and Marketing Manager, Dubai, United Arab Emirates (1990 – 1992)**

- Responsible for chemical sales of approximately \$50 million to the oil industry on the Arabian Peninsula.

**Sales and Marketing Roles, San Francisco, Los Angeles, New York and New Jersey (1980 – 1989)**

- Held multiple, diverse roles in chemical sales and marketing.

**EDUCATION**

MONTANA STATE UNIVERSITY

BS, Chemical Engineering, 1979

*References Available Upon Request*

August 22, 2023

Jill Baker, Executive Director  
Humanities Montana Board of Directors  
Humanities Montana Governance Committee

Dear Governance Committee,

I am honored to write a letter of recommendation for Tim Wilson to join Humanities Montana Board of Directors. It is my sincere belief that Tim is eminently qualified to join this prestigious organization's board. I have known Tim and his wife Renee for 44 years as friends and community supporters. We have stayed close friends even though the Wilsons careers took them to many locations within the United States and they lived internationally in two foreign countries all while raising three great children.

Tim is an honorable, humble, and polite man. Tim and his family have worldly perspectives after living in diverse cultures such as Montreal Canada and in Dubai UAE. He encouraged their children to learn second languages which has benefited their adult careers as well. Tim embraces his family's native American heritage. They adopted their first beautiful daughter from the local Cheyenne Indian Tribe 36 years ago. They since had two more children, all grown and settled in their own careers.

Tim's demanding professional career provided him with the background and skills to enhance the boards projects and initiatives and policies relating to the humanities. Tim would be an added asset to help guide and provide valuable input toward group decisions and planning. Tim would, I believe, be a great board member and would strive toward your board goals promoting youth literacy, reading and involvement with our local library.

I would be happy to discuss Tim's qualification's further with you, I can be reached at 406-698-9387.

Regards,

Darla Jones  
Community Volunteer

Karen L. Reiff  
2709 3<sup>rd</sup> Ave. N.  
Great Falls, Montana 59401  
[kureiff@yahoo.com](mailto:kureiff@yahoo.com)

August 24, 2023

Ms. Baker and Governance Committee  
Humanities Montana  
[info@humanitiesmontana.org](mailto:info@humanitiesmontana.org)  
[jill.baker@humanitiesmontana.org](mailto:jill.baker@humanitiesmontana.org)

Dear Ms. Baker and Governance Committee:

I am interested in joining the Humanities Montana board of directors.

I grew up in Southwestern Montana. I moved out of state to obtain my B.A. in English. I was excited to come back to Montana to attend law school. While in law school, I interned at a Great Falls law firm: Church, Harris, Johnson & Williams, P.C. I accepted a position with the firm after obtaining my masters of law in taxation. My husband, daughter, and I moved to Great Falls 19 years ago, and we fell in love with Great Falls and North Central Montana.

My law practice was primarily focused on estate planning, real estate transactions, transition planning for farm and ranch clients, and non-profit formation. I enjoyed helping multi-generation farm and ranch clients preserve their legacy with the transition of the farm or ranch to the next generation. This planning requires nuance, creativity, and often an acknowledgement that what is fair may not always be what is equal. I became a shareholder at CHJW. After 19 years of practice, I decided to take a sabbatical from the practice of law and have thoroughly enjoyed the time off to enjoy summer in Montana.

While in Great Falls, I have served on the Boys and Girls Club board, the Great Falls Public Library Foundation board, and the Business Improvement District board. My husband has also served on the Great Falls School Board, Great Falls Symphony Board, and the Great Falls Superintendent's Advisory board. We are active skiers and hikers. Our daughter just started her sophomore year at Montana State University in Bozeman. We have enjoyed our trips to Bozeman to visit her.

I have a deep love for this state. The Humanities Montana mission to bring communities together to deepen a mutual understanding of our history and culture while sparking new ideas is a noble pursuit, and I would be honored to be a member of the board.

Sincerely,

Karen L. Reiff



# KAREN L. REIFF

(406) 590-4130 | kureiff@yahoo.com

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## OBJECTIVE

I am seeking a board position with Humanities Montana to further the mission of promoting meaningful conversations in our communities that preserve our cultural history and also inspire ideas for our future.

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## WORK EXPERIENCE

Church, Harris, Johnson & Williams, P.C.

Attorney | August, 2004 – March, 2023

- My practice area has primarily been estate planning, transition planning for farm and ranch clients, commercial and rural real estate transactions, and non-profit work. I have worked with families to develop both estate and business plans to transition ownership to the next generation. This has included drafting wills and trusts and helping families through the probate process. I have formed business entities and drafted organizational documents. I have worked on multiple large real estate transactions for commercial and farm/ranch clients. I have also worked with non-profits in both entity formation and obtaining non-profit status from the Internal Revenue Service.

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## EDUCATION

LL.M. Taxation | June, 2004 | University of Washington

J.D. | June, 2003 | University of Montana

B.A. English | June, 1999 | North Dakota State University

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## BOARD EXPERIENCE

- Boys and Girls Club of Great Falls, Montana. I served six years on the board of directors and helped negotiate a building lease with the city and was on the hiring committee for an executive director.
- Great Falls Library Foundation. I served six years on the board of directors and worked on the finance and strategic planning committees.
- Great Falls Business Improvement District. I served three years on the board of directors and worked on the Arts Fest Committee to recruit artists to paint murals in downtown Great Falls.

August 21, 2023  
Humanities Montana  
311 Brantly Hall  
Missoula, Montana 59812-7948

Dear Humanities Montana board,

I'm writing to enthusiastically recommend Karen Reiff for a position on our board of directors.

As a member of the board's trusteeship committee, I am aware of the boxes we're looking to check when it comes to new board members. To my mind, Karen checks them all.

She has degrees in English and law, representing her broad interests. She practices primarily estate planning and succession planning, which gives her a unique perspective on Montana's demographics. The trusteeship committee has expressed a desire to have a legal mind on our board, especially with the inimitable David Dietrich transitioning off in the near future. Karen would fill that void.

She grew up in Townsend and Whitehall and thus has the rural background that would help balance the urban interests on the board. She is civic-minded and active in Great Falls, having served on the Business Improvement District Board and the Boys and Girls Club board. More recently she has spent six years on the Great Falls Library Foundation Board, which just survived a tumultuous, but successful, effort to pass a public mill levy to provide funding for the city's library.

Karen would slightly lower the median age of the Humanities board, which I think is a good thing. And she would increase the board's representation from northcentral Montana.

I've known Karen and her husband, Nathan, for a number of years and find them to be outstanding public citizens. For all these reasons, I believe Karen would make an excellent member of Humanities Montana and urge you to consider her.

Sincerely,

Carol Bradley

# JACKSON, MURDO & GRANT, P.C.

ATTORNEYS AT LAW  
203 North Ewing Street  
Helena, MT 59601

NATHAN BILYEU  
ROB CAMERON  
KADEN KETO  
MARIN KEYES  
ERIN LYNDES  
SEAN SLANGER  
SCOTT M. SVEE  
MICHAEL TALIA  
BURT W. WARD  
HANNA WARHANK  
MURRY WARHANK

OF COUNSEL  
TERRY B. COSGROVE  
DAVE DALTHORP  
GREGORY G. GOULD  
JOHN H. GRANT  
DAVID L. JACKSON  
JACQUELINE T. LENMARK  
ROBERT M. MURDO

Direct Dial: (406) 324-7615  
Fax: (406) 443-7033  
Email: hwarhank@jmgattorneys.com

August 24, 2023

Humanities Montana  
311 Brantly  
Missoula, MT 59812

*Re: Karen Reiff Recommendation*

To Whom It May Concern:

I am writing this letter of recommendation in wholehearted support of Karen Reiff's application to join the board of directors for Humanities Montana. As an accomplished attorney based in Great Falls, Karen's commitment to civic engagement and her knowledge and involvement with the boards of other charitable organizations make her an exceptional candidate for this role.

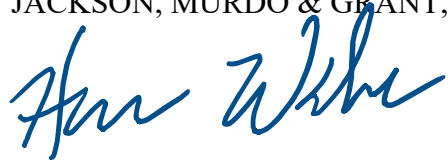
I had the privilege of working closely with Karen for over a decade. Her dedication to promotion of the arts, culture, and education in Montana is well known, and her enthusiasm for engaging with diverse perspectives aligns perfectly with the mission of Humanities Montana. Karen's legal expertise, especially in the arena of not-for-profit organization operation and related tax issues will bring an invaluable perspective to the board. Her extensive experience working as an attorney advising, and serving on, charitable organization boards of directors coupled with her innate sense of ethical responsibility, ensures that she will approach this position with a thoughtful and informed mindset. Her clear communication style and collaborative nature are attributes that will greatly contribute to the effectiveness of your board.

Karen's genuine concern for the well-being of her community makes her a natural fit for Humanities Montana. I wholeheartedly recommend Karen Reiff for a position on the board of directors at Humanities Montana. I have every confidence that Karen will excel in this role and make positive and lasting contributions to your organization.

Please feel free to reach out to me if you would like any other information or wish to discuss Karen's application in more detail. I am more than willing to provide additional insight into her qualifications and capabilities.

Sincerely,

JACKSON, MURDO & GRANT, P.C.

A handwritten signature in blue ink, appearing to read "Hanna Warhank", written in a cursive style.

Hanna Warhank