**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 Sundy (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.*

**DRAFT**

**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.

**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.