

**Fall Board Meeting
Grand Union Hotel, Fort Benton, MT
September 27-28, 2024**

**FRIDAY, Sept 27, 2024
Grand Union Hotel**

BOARD DEVELOPMENT WORKSHOP

Attendees: Carol Bradley, David Cates, Jennifer Corning, Ray Ekness, Jeanette Fregulia, Lynda Grande, Mary Hernandez, Carla Homstad, Lathie Poole, Arian Randall, Karen Reiff, Esther Beth Sullivan, Tim Wilson

Staff: Jill Baker, Executive Director

A board culture workshop with consultant Mark Willmarth of Vison West Consulting, Inc. was held at the Grand Union hotel the afternoon of Friday, September 27th. The purpose of the workshop was: to identify and be intentional about the principles and beliefs that guide the board's decision-making process; and to better understand the strengths that individual directors bring to the board. With ideas generated at the workshop, a reference document will be drafted prior to the next board meeting which lists agreed upon principles and beliefs. Once finalized, this document will be included in the board handbook.

That evening a group dinner was held at the Grand Union Grille for staff, board members, and their spouses or significant others. HM Speaker, Austin Haney, was a special guest at the dinner. He spoke about his experience as a member of HM's speakers bureau and shared his knowledge of the history of north central Montana with the group.

**SATURDAY, Sept 28, 2024
Grand Union Hotel**

HM BUSINESS MEETING

Attendees: Glory Blue Earth, Carol Bradley, Jeremy Carl, David Cates, Jennifer Corning, Ray Ekness, Jeanette Fregulia, Lynda Grande, Mary Hernandez, Carla Homstad, Lathie Poole, Arian Randall, Karen Reiff, Esther Beth Sullivan, Clark Whitehorn, Tim Wilson

Excused: David Dietrich

Staff: Jill Baker, Executive Director; Jon Clarenbach, Fiscal Operations Director; Megan Hill Sundy, Grants and Evaluation Director

In the absence of Chair David Dietrich, Vice Chair Beth Sullivan welcomed everyone and called the meeting to order at 9am. A quorum was present.

Beth then shared an invitation for public comment. Chouteau County Library Director, Emily Wicks, and Geraldine Branch Librarian Sami Jo Summers spoke about their experience as rural librarians and their gratitude for HM's programming, especially Montana Conversations and the Democracy Project. They emphasized how impactful it has been to have HM speakers and programs onsite, not just online, in their communities.

David Cates provided a thoughtful and poetic Indigenous Peoples and Land Acknowledgement emphasizing the local relationship to the Missouri River and all who traveled along this land. Ray Ekness read HM's Mission Statement.

Beth provided her opening remarks and thanked everyone for their time and preparations for the board meeting. She shared her positive experience with attending HM funded programs and events in the Billings area and invited other board members to do the same. She shared an overview of the schedule for 2025 board meetings and committee routines, emphasizing how committee work feeds into the board meetings.

Beth asked for any additions or changes to the agenda. There was a correction to the Governance Committee's slate of officers. Because there isn't a treasurer position in the by-laws, it was moved to remove that motion to elect a treasurer from the slate of officers. Jeanette moved to amend the agenda. Carla seconded the motion. The motion carried unanimously. Beth then asked for the approval of the consent agenda. Lathie Poole made the motion to approve, and David Cates seconded. The motion carried unanimously.

Carla Homstad shared a board spotlight interview with Mary Hernandez, where the board learned of Mary's extensive work with non-profits, her upbringing in Texas, and her life and work in Billings. Next, Carol Bradley interviewed Carla to highlight her commitment to the humanities as well as her contributions to the organization during her two terms as a board member.

Beth and Jill thanked Carla for her service on the board and offered their sincere gratitude as she completes the final year of her second term. She was presented with a certificate of appreciate and a gift card to Fact and Fiction.

Jon Clarenbach, HM's Fiscal Operations Director, joined the meeting at 9:30 am.

Finance and Audit Committee:

Jill introduced Jon Clarenbach to the board. Committee Chair Lynda Grande provided an overview of the July 31, 2024 Financial Reports. Overall, HM continues to be in a healthy financial position. Jon answered questions from the board. On behalf of the Finance and Audit Committee, Lynda moved to approve the July 31, 2024 Financial Reports. Clark Whitehorn seconded the motion. The motion carried unanimously.

Lynda asked Jill to provide an overview of the proposed Donated Stock Acceptance Policy. Jill informed the board that this policy was requested by the former Development Director. Jill and Jon are both in agreement that it would be to the organization's benefit to have this policy in place before the annual fundraising appeal goes out at the end of the year. On behalf of the Finance and Audit Committee, Lynda moved to approve the proposed policy. Jeremy Carl seconded the motion. Motion carried unanimously.

Jill informed the board that in order to accept gifts of stock from donors, the board will need to approve a resolution to open an investment account. On behalf of the Finance and Audit Committee, Lynda made the motion to approve this resolution. Mary Hernandez seconded the motion. Motion carried unanimously.

Lynda asked Jill and Jon to present the FY25 Budget to the board. They shared that the proposed budget is largely based on the FY24 actual expenses with a modest 1.6% increase in expenses over the prior fiscal year. The proposed FY25 budget estimates the NEH contribution to be the same as FY24, but that is still unknown. The proposed budget proposes to spend down the significant carry-over funds by the end of the fiscal year. The conservative budget includes a projected carry-over margin of \$64,337. The proposed budget also includes additional fundraising expenses and revenue with the primary goal of raising additional funds through private foundation grant support. Jon and Jill answered questions from the board. On behalf of the Finance and Audit Committee, Lynda made the motion to approve the FY25 budget as presented. David Cates seconded the motion. Motion carried unanimously.

Strategic Opportunity

Jill engaged the board in a generative and strategic conversation about how to best invest the projected carry-over funds. In preparation for the next strategic planning process in FY26, Jill recommended that HM consider investing in consultant(s) to do a study of Tribal communities' interests that overlap with HM's mission. Given a lack of clear understanding in this regard, such information could help HM to make data-informed decisions for the organization based on needs and interests from stakeholders and communities who are underserved. She told the board about her meeting with Francine Spang-Willis, the principal of Appearing Flying Woman Consultant and former HM board member, who lives in Bozeman. From that visit, Francine submitted a proposal to conduct a community needs assessment and listening sessions on behalf of Humanities Montana with eight Indigenous communities over 18 months. Jill and Jon

answered questions from the board about the proposal. Concerns were raised about the cost, especially with the federal FY25 NEH budget not yet approved by Congress. It was recommended that Jill continue to consider this kind of project, but that private funds would most likely be needed to support the project. Questions were raised as well about contracting with prior board members. Jill and board leadership will look into current policies to ensure that HM is in compliance with all audit requirements for working with consultants and any potential conflicts of interest regarding working with former board members. Jill thanked the board for their thoughtful feedback and consideration. She will bring an update to the February meeting.

Governance Committee

Governance Chairperson Mary Hernandez presented the following changes to the by-laws: reducing the board size from 15-20 to 11-15 directors; and the dissolution of the Community Engagement Committee. There was a robust conversation about the pros and cons of the proposed reduction in board size, particularly in regard to how many Governor’s appointees would then be included in the make-up of the board. The percentage of Governor’s appointees remains in the by-laws at no more than 25%. There were no further questions or comments about the dissolution of the Community Engagement Committee. Mary made the motion to approve the by-laws changes as presented on behalf of the Governance Committee. Carla seconded the motion. The motion carried unanimously. The proposed changes to the responsibilities of the Finance Audit Committee as well as other minor wording changes will be considered at the February board meeting.

Mary made the motion to approve the proposed roster for the FY25 Committee Chairs and Committees for approval by the full board, including:

	Grants	Finance	Governance
Chair	Jeanette	Lynda	Mary
	Arian	David Cates	Clark
	Lathie	Carol	Jen
	Glory	Tim	Jeremy
	Ray	Karen	Beth
	Beth	Beth	

Ray Ekness seconded the motion. Motion carried unanimously.

Mary handed out paper ballots to each of the board members to vote on the approval of second terms for Jen Corning and Beth Sullivan; as well as the 2025 Slate of Officers which includes Beth Sullivan as Chair and Jeanette Fregulia as Vice Chair. She asked Carla Homstad and Jon Clarenbach to count the ballots during the break and report

back on the results.

Guests Emily Wicks and Sami Jo Summers, and HM Fiscal Operations Director Jon Clarenbach left the meeting during the break at 10:40 am.

The meeting resumed at 11:00 am. Megan Hill Sundy, HM's Grants and Evaluation Director, joined the meeting. Beth asked Carla to report the election results. Carla reported that both Jen and Beth are elected to serve a second term, and that the slate of officers was approved. Beth will serve as Chair and Jeanette will serve as vice chair in 2025.

Grants Committee

Grants Chairperson Carla Homstad asked Megan Hill Sundy to give an overview of the August Grants cycle proposals and the committee's recommendations for funding, including:

FULL FUNDING

- *The Story of Us: The Women who Shaped Montana Episode 2 & 3*, The Extreme History Project, \$10,000
- *We are the Light From the Shadows*, MAPS Media Institute, \$10,000
- *Star & Stories: Northern Cheyenne, the Morning Star People*, Montana State University, \$9,585
- *Northwest Montana Book Festival*, Northwest Montana Historical Society, \$4,174
- *Living Stories of Jewish Montana*, Montana Jewish Project, \$10,000
- *History Day For All in Montana*, Montana State University, \$9,959
- *Bitterroot at War: The Vietnam Era*, Ravalli County Museum, \$7,000

PARTIAL FUNDING

- *Beyond Yellowstone: Montana outside the obvious*, Working Quiet, \$4,000
- *The Apsaalooke Crow on the Elk River*, Billings Community Foundation, \$8,000

DECLINE FUNDING

- *Two-Eyed Seeing with Place Based Stories Docuseries*, Nitsiniikookit, \$8,000
- *untitled Cooke City avalanche project*, Friends of Montana PBS, \$9,000

Megan answered questions about the proposals and funding requests from board members. She reported that having an external evaluator for the film and video grants was quite helpful. She will be recruiting an external evaluator to assist with the Public Humanities Fellowship applications during the upcoming December grants cycle. On behalf of the Grants Committee, Carla made a motion to approve grant funding as presented. Clark seconded the motion. Motion carried unanimously.

Executive Director Q&A

Jill shared feedback from the previous night's speaker, Austin Haney. Austin shared that becoming a speaker with Humanities Montana changed his life and helped him to make a career change that has led to being much more fulfilled. He is thrilled to be a part of our organization.

Jill provided an update on the Development and Communications Director position at HM. With Liz Harrison's resignation and the hiring of Jon Clarenbach as the Fiscal Operations Director, there was an opportunity to rethink the position. Jill reached out to another finalist from the February 28-29, 2024, interviews and offered the position of Development and Communications Associate to Bailey Clarke. She accepted the position and will begin her employment on Monday, October 28, 2024. Reconfigured to better meet HM's staff needs, the position will focus on keeping the donor database updated and accurate, event planning, grant writing and reporting, marketing, and assisting with board meetings. This will free up Jill's time to do more major donor work.

Jill reported that she will be traveling with Beth, Megan, John, and Jenny to the National Humanities Conference in Providence, Rhode Island, in November. Megan will be co-facilitating the Council Grants Staff Constituents Group's session. John and Jenny and two of their partner librarians for The Democracy Project will present a workshop on the program and engaging youth in civic education. Additionally, The Democracy Project has also been nominated for a Schwartz Prize.

Beth offered her closing comments. She reported that David Dietrich and she have been working with Jill and the Executive Committee to develop a process for the Executive Director's annual performance evaluation. Beth circulated a document that outlines the process that will be used for the upcoming review, to be overseen by David, taking place across October and early November. This evaluation will consist of a board-level review; board members will be asked to complete an online survey in the next week to evaluate Jill's performance from June 30th, 2023, to September 15, 2024. David will work with the Executive Committee to identify commendations and recommendations for Jill based on her first year with HM, as well as recommendations for future annual review processes.

Beth thanked everyone for a productive board meeting and expressed her appreciation for the amazing setting and lovely time spent in Fort Benton. The meeting was adjourned at 11:52 am.

2025 Board Meeting Schedule

- Winter Meeting: February 21-22, 2025 (weekend after President's Day) Bozeman
- Spring Meeting: May 30-31, 2025 (weekend after Memorial Day) Bonanza Creek Ranch, Martinsdale, MT
- Fall Meeting: September 26-27, 2025 (last weekend in September) Missoula