

LEONARDO/ISAST GOVERNING BOARD MEETING MINUTES

Thursday, March 25, 2010

6:00 to 9:00 p.m.

At the downtown offices of SF State University, San Francisco, CA

Board Present: Marcia Tanner, Meredith Tromble, Greg Harper, Darlene Tong, Tami Spector, Steve Wilson, Nina Czegledy (by phone), Roger Malina (by phone)

Absent: Melinda Klayman, Jeff Babcock, Jim Crutchfield, Gordon Knox

Staff Present: Pat Bentson, Pam Grant-Ryan, Kathleen Quillian

Meeting start time: 6:22pm

1. Approval of minutes from January 2010 meeting (prev. sent): Marcia pointed out that the minutes from the last meeting are titled "agenda" and should be fixed. Minutes are otherwise approved.
2. Review of recent votes: The board confirmed the unanimous electronic vote electing Gordon Knox to the Leonardo/ISAST Governing Board.
3. Financial updates: Pat presented recent Leonardo financial highlights. The IRS has forgiven the penalty for late submission of our 2007 taxes. Darlene Tong has made a donation of \$5000 to Leonardo/ISAST to support Anna Couey's freelance work strengthening the Leonardo Affiliate Membership program. The MIT Press Journals director informed the office that Leonardo's Project Muse income came in higher than what was originally projected. **Greg announced the 2010 annual board challenge – he challenges each board member to make a \$1000 donation this year.**
4. Policies, protocols and procedures: Under the organization's bylaws and state law, electronic votes are allowed if all board members consent (unanimously) to the vote taking place electronically. Greg said that as chair he directs that the majority of votes take place at meetings, rather than electronically, and that email discussions and votes should be policy-oriented rather than managerial. Managerial items are to be worked out between staff and the president. The board chair manages the meeting agenda. If a board member has a topic for discussion, s/he should ask the chair, who will decide about putting it on the meeting agenda. The board discussed how to better handle discussions between meetings and decided to explore the use of Google wave. **ACTION: Meredith will send invites to try out Google Wave -- Board and staff to explore and comment.** Pat reminded board members of the proposal form – this form should be given to outside persons and organizations who would like to propose projects or collaborations. Persons wishing to propose a project or collaboration should be referred to Pat or Pam, who will assist project-proposers with the filling out of the form as needed. Pat and Pam will then review the proposals and make recommendations to Greg, who will decide whether the full board should be involved (Are there policy or legal issues to consider? Is the Leonardo brand involved?) **ACTION: Pat/Pam to forward Proposal Form to Board.** Roger wants the board to discuss creating a programming board at the retreat. The board also discussed the need to bring in an Executive Director.

Greg stated a three-part guideline for any project using the Leonardo brand: 1. agreements must be in writing (no oral understandings); 2. the writing must state that Leonardo/ISAST owns the brand; and 3. the use of the Leonardo brand must be approved by the board. This policy will protect our ownership rights when we are working on projects with outside entities – a written contract is not necessary when Leonardo staff or board members are conducting meetings on behalf of Leonardo. However, staff must be informed well in advance of any meetings being considered or planned.

Greg is the process of creating agreements with ongoing entities that use Leonardo's name but are working independently (e.g. Olats) or semi-independently (e.g. LEAF and LEA). Steve noted that Lanfranco Aceti wants to fundraise for LEA; this needs to be addressed to avoid conflict with Leonardo's fundraising work. Greg stated that Leonardo could be liable for any agreements made by agents (either apparent or express). If the board makes someone an express agent and something goes wrong, it can have fiduciary consequences for the board of directors. The board wants to avoid apparent agency whenever possible. **VOTE: Marcia moved to accept the 3 principles on adopting agreements involving the use of the Leonardo brand as outlined by Greg with the clarification that it applies to outside organizations. Meredith seconded. All voted in favor. No objections.**

5. New Business:

- a. Greg will begin work on the Leonardo/MIT Press contract after he gets back from Madrid. Darlene brought up the issue of subscriptions vs. membership and wondered whether the organization should separate the two and try to bring in more individual members. Pat responded that an individual membership program would be useful, but at this time the cost of setting it up is cost-prohibitive. She recommends that individual memberships be looked at when Leonardo's finances are stable and we can devote resources to setting up a program. **ACTION: Meredith suggested looking at the issue while putting together the strategic plan.**
- b. Steve's web site proposal: Steve would like to donate the content of his web site of resources for art, science and technology to Leonardo/ISAST. He will donate \$1000 toward the cost of moving the material to the Leonardo On-Line website and an additional \$2000/year for 4 years to cover working with students to maintain it. He would ask his colleague Paula Levine to oversee the students. Leonardo/ISAST would need to put together a plan for migrating the website. **VOTE: Meredith moved to gratefully accept Steve's donation and proceed towards a forward plan to implement this migration. Greg seconded. All voted in favor. No objections.**
- c. Darlene would like a reporting system to be set up for all of our projects and project leaders. **ACTION: Pam volunteered to create a list of projects and make a schedule of how and when project leaders should report.**
- d. Case statement: Meredith discussed the 3 case statements and said that in her opinion the difference is a matter of style and depth. They all seem to serve different purposes and she thinks we should make them all available for board members to use as they see fit. **VOTE: Meredith moved to make all 3 case statements available for people to use. All voted in favor. No objections.**
- e. Fundraising committee: Marcia proposed that the board set up a fundraising committee. **ACTION: Pat will re-visit and re-vamp the committee description.**
- f. Marcia would like to explore discussions with Anu Vikram (who currently works at UC Berkeley) on art/science collaborative proposals. The board gave her the go-ahead.
- g. ZER01 update: Tami, Marcia and Pat are working with ZER01 on the 2-day symposium taking place September 16 and 17. The symposium is geared towards environmental activism. Leonardo is programming one day of the symposium. **ACTION: Marcia and Tami and Meredith pledged to buy 3 copies each of Steve's new book to give to symposium participants. Steve will look into getting them at a discount.**

Meeting end time: 9:15pm