

MAM 606 BOARD OF DIRECTORS MANAGEMENT

Semester: Fall 2009

Professor Richard Kamenitzer

Other Professors: Brian Goldstein and Mark Shugoll and others (to be announced)

Thursday from 4:30-7:10 (*John F. Kennedy Center for the Performing Arts – Opera Rehearsal Room 2*) from September 3- December 10 (exam – December 18) (no class on November 27 – Thanksgiving and the class of December 3 will be at a different location)

Office Hours: Thursday (1PM-3:00PM – Arlington Campus – Room 304)

By appointment 703-993-8926



The purpose of the course is to understand the structure and management of arts organization boards and to develop techniques necessary for the successful pursuit of a management career in the visual and performing arts. Students will be introduced to board structure, theory and practice. Additionally, students will be introduced to working arts board members, and institutional models through guest lectures, oral histories, readings, and institutional data.

In addition to understanding the organizational structures and functions of an arts board, students will have begun to develop a philosophy of board management, a theoretical model for general management and practical tools for its practice.

Students will be able to:

- Maximize the development of the board and the contribution of board members.
- Maximize their personal contribution to an organization and its board.
- Maintain control of “time” in the role of board management.
- Optimize the working relationships with the board and committee chairs.
- Gain maximum support from the system of the organization.
- Fully engage staff, and obtain the full measure of individual talents in supporting the board.
- Execute a personal strategy for career advancement and board influence.

KENNEDY CENTER FOR THE PERFORMING ARTS REHEARSAL ROOM/CLASSROOM RULES (Opera Rehearsal Room #2)

Your classroom space is used frequently by others. Please follow these rules to preserve the integrity of the space.

- ABSOLUTELY NO food or drink in the rooms or on the pianos
- Never remove piano covers or play the instruments
- Do not write on, poke holes in, or damage soundboards in any way

Other rehearsals and meetings will take place near your class. Please be courteous to other users of the facility.

- Refrain from cell phone use in the hallway
- Speak softly in the hallways and avoid disruptive behaviors
- Never enter other rehearsal rooms or meeting locations
- Never remove chairs, tables, music stands or other set-up items from hallways or rooms (even if they “seem” not to be in use)

For your safety...

- Only use equipment, furniture, etc. as intended
- Never leave valuables unattended
- In the event of an emergency, dial 7911 from the classroom phone (202-416-7911 from a cell phone) and explain your emergency. This is the direct line to our in-house security/EMT personnel. NEVER dial 911.

When leaving...

- Make sure you’ve collected all of your belongings. If you’ve lost something, visit our Security Operations Center in the A-Level South Motor Lobby to file a report.
- Dispose of all trash in the proper receptacles
- Turn off the lights and close and lock the door

Evening performances will typically begin near the end of each class.

- Do not try to enter any of the venues without having a performance ticket
- Drive cautiously when exiting the garage as traffic may be heavier than on entry

KENNEDY CENTER FOR THE PERFORMING ARTS

DIRECTIONS TO CLASSROOMS

Bring your GMU student ID to all classes. At your first class, you will be issued a Kennedy Center guest artist pass; you must bring the guest artist pass to all classes as well.

All your classes will take place in **Rehearsal Room #2** in the Kennedy Center Opera House. Follow the directions below to access the space.

o **By Metro**

1. Exit the Metrorail system at the Foggy Bottom station.
2. Walk (less than 10 minutes) or take the free Kennedy Center red shuttle bus (runs about every 15 minutes from in front of the metro) to the Kennedy Center complex.
3. Once at the Kennedy Center, enter through the Hall of Nations.
4. Enter the backstage area of the Opera House through the Opera House Stage Door.
5. Follow steps 4-7 below.

o **By Vehicle**

Parking costs \$6 per vehicle per class, is unreserved and first-come, first-served. The Kennedy Center has offered you the guest artist rate of \$6 instead of the performance parking rate (currently \$18).

1. Once at the Kennedy Center complex, follow directional signage to the **B-Level South** parking entrance. Look for the lanes showing green lights. You must pay on entry.
 - a. *For the first class*, show your GMU student ID to receive the \$6 rate. Sign the security roster next to your name if asked.
 - b. *For subsequent classes*, show your guest artist pass to receive the \$6 rate. Sign the security roster next to your name if asked.
 - c. The garage accepts, cash, debit or credit card (except Discover card) for payment. If you forget your ID or forget to show the ID, you will be charged the performance parking rate; a refund of the difference will not be issued.
 - d. The garage has 3 levels; take note of the level on which you've parked.
2. Enter through one of the Motor Lobbies and follow directional signage to the Hall of Nations.
3. Once in the Hall of Nations, walk toward the front entrance of the building and enter the Opera House backstage area via the Opera House Stage Door.
4. Check in with the Stage Door attendant by showing your guest artist pass (GMU ID on first day.)
5. Take the Stage Door elevator or stairs to the Rehearsal Room. Push Button "2L" in the elevator OR take the stairs up a few flights and exit at the door labeled "Rehearsal and Coaching Rooms."
6. Once out of the elevator or stairwell, walk straight down the hallway in front of you (don't take the one to your right).
7. Rehearsal Room #2 will be the third door on your left.

When Exiting Class

1. Turn right out of the classroom and take the elevator or stairs at the end of the hallway to the Stage Door level. Push Button “*S” in the elevator or take the stairs down a few flights and exit at the door labeled “Stage Level.”
2. Exit the Opera House via the Stage Door.
3. The shuttle bus back to the Metro picks up outside the Hall of Nations entrance. Use the elevators, escalators, or stairs in the Hall of Nations to get back to your vehicle in the garage.

Required text: Governance as Leadership – Reframing the Work of Nonprofit Boards.
Richard Chait, William Ryan and Barbara E. Taylor (Board Source & John Wiley & Sons) 2005

Additional recommended readings:

“Good Governance for Nonprofits” by Frederic L. Laughlin & Robert C. Andringa
Publisher: AMACOM, 2007 [GGN]

Legal Responsibilities of Nonprofit Boards
Bruce R. Hopkins (Board Source) 2003

Structures & Practices of Nonprofit Boards
Charles F. Dambach (Board Source) 2003

[Board source: www.boardsource.org]

The Board Member’s Companion-Understanding How To Make a Difference
Don Watson (Leadership Thunder Bay) 2006

The Best of The Board Café
Jan Masaoka (CompassPoint) 2004

Week	Lecture title (schedule is subject to change; changes will be communicated via email as soon as they become known and will be repeated in class following the notice of change)	* Reading for this session
1 (9/3)	Course requirements [course overview and requirements] Board of Directors: responsibilities First principles Establishment – IRS, the state, local government [SS4; 1023; certificate of incorporation; bylaws, etc.]	none
2 (9/10)	Problem Board or Board Problems, The Board Book, The Board Meeting (agenda, minutes, committee reports, resolutions), “sunshine laws”	Ch 1 and 2
3 (9/17)	Board Member’s Role: Fiduciary, Strategic and Generative; Fiduciary emphasis	Ch 3,

4 (9/24)	Brian Goldstein-attorney Legal aspects of the Board of Directors Legal & ethical responsibilities of board members; copyright basics, trademark basics, required filings; risk management; contract basics What is a Not-for-Profit organization? Profit v. Not-for-Profit; incorporation; tax-exempt (income); tax deductible (donor); lobbying;	Case study #1 [DO NOT ASK BRIAN GOLDSTEIN FOR ANSWERS TO THE QUESTIONS]
	Attached find case study #1 and related questions (the questions are to be answered and handed in prior to the commencement of the October 22-mid-term exam. These answers are part of your mid-term exam)	
5 (10/1)	Mission statement; recruitment of board members and planning; : introduction, boards, the challenge, "Protecting Our Interests", Leadership, The Important Qualities, Relationship with the Executive Director (CEO), Self Evaluation;	** Bring in a mission statement from an arts organization for each of these arts areas: Music Dance Theater Visual Arts Film & Video [this means 5 mission statements]
6 (10/8)	Mark Shugoll – Chairman of the Board (Arena Stage) & President of Shugoll Research-cases 2 & 3 Sustaining good relations between Board Chair and Executive; ensuring a high quality Board	Cases 2 and 3 [DO NOT ASK MARK SHUGOLL FOR ANSWERS TO THE QUESTIONS]
7 (10/15)	Keeping the board energized – in good times and in "not-so-good times"; Board rotation; removing a board member; evaluation; How do boards do their work? Staffing the board; board committees; the dynamic of the troubled/failing organization; (case studies #2 and # 3 – answer the questions - to be handed in on or before November 19); board meetings vs. committee meetings	
8 (10/22)	Mid-term exam:	
9 (10/29)	Board Member's Role: Fiduciary, Strategic and Generative; Strategic emphasis	Ch. 4
10 (11/5)	Brian Goldstein – attorney Legal aspects of a Board member as well as arts managers The role of the Board in programs and Services; in Human	

	resources ; in Advertising, promotions and Public Relations and Marketing	
11 (11/12)	Board Member's Role: Fiduciary, Strategic and Generative; Generative emphasis	Ch. 5 & 6
12 (11/19)	Leadership: Planning & board development, succession & evaluation Ideas to ensure maximum participation of members; Hiring the CEO; Evolving the Board to the next level (case studies 2 and 3 are due)	
(11/26)	NO CLASS – THANKSGIVING	
13 (12/3)	NOT AT THE KENNEDY CENTER; location to be discussed	Ch. 7 & 8
14 (12/10)	Last Class – Review (Board meeting report due)	
12/17	Final Exam NOT AT THE KENNEDY CENTER [take home]	

- * **READING FOR THIS SESSION = This must be read before the class for this date**
- *** **Assignment FOR THIS SESSION = This must be presented to the class for this date**

Important Dates

Dates listed on this page are for full semester courses only. For add/drop deadlines for courses that meet less than a full semester, see [Non-standard Sections Dates](#).

First day of classes ; last day to submit Domicile Reclassification Application; Payment Due Date	August 31
Labor Day, university closed	September 7
Last day to drop with no tuition penalty	September 15
Last day to add classes —all individualized section forms due	September 15
Last day to drop with a 33% tuition penalty	September 22
Last day to drop with a 67% tuition penalty	October 2
Last day to drop	October 2
Midterm progress reporting period (100-200 level classes)—grades available via Patriot Web	September 28 - October 23
Selective Withdrawal Period (undergraduate students only)	October 5 - October 30
Columbus Day recess (Monday classes/labs meet Tuesday. Tuesday classes do not meet this week)	October 12

Incomplete work from spring/summer 2009 due to instructor	October 23
Incomplete grade changes from spring/summer 2009 due to registrar	October 30
Thanksgiving recess	November 25-29
Last day of classes	December 12
Reading Days	None Scheduled
Exam Period (beginning at 7:30 a.m. on Monday, December 14)	December 14 - December 21
Degree Conferral Date	January 9, 2010

DISABILITY

If you are a student with a disability and you need academic accommodations, please see me and contact the Office of Disability Resources at 703.993.2474. All academic accommodations must be arranged through that office.

The need for accommodations should be identified at the beginning of the semester and that the specific accommodation has to be arranged through the Office of Disability Resources. Faculty are not to provide accommodations to students on their own (e.g. allowing a student extra time to complete an exam because the student reports having a disability).

YOUR GRADE (I don't give them, I report what you have earned)

FINAL EXAM (25%)

This course has a final exam and it must be given at the time and place published in the Schedule of Classes. This time is set by the Registrar, and faculty are not free to change it. The final exam is worth 25% of the grade.

MID-TERM EXAM (25%)

This course has a mid-term exam and it is given about half-way thru the semester. It will reflect on the work of the first half. It will contain 20 objective questions and the case study from Professor Goldstein's class]. The exam is worth 33% of the grade.

Case studies 2 & 3 (20%)

Case studies 2 and 3 count for ten (10) points each and are to be handed in on or before November 20, 2009.

Class Participation (10%)

Understanding Boards requires understanding differences. Each student in the class will have his or her own perspective – which needs to be shared and we need to see each perspective as an opportunity to explore the principles of our author. Throughout the course we will be discussing the effective ways boards get their responsibilities met – and ways in which they perhaps lose perspective. Your participation is essential – worth 10 points towards final grade.

Remaining 20% is based on Board report (see page 14 for format)

Grading:

GRADING SCALE

- A+ 100-97 (still only provides for 4.0 quality points)
- A 96-94 (4.0 quality points)
- A- 93-90 (3.67 quality points)
- B+ 89-87 (3.33 quality points)
- B 86-84 (3.0 quality points)
- B- 83-80 (2.67 quality points)
- C 79-70 (2.0 quality points)
- F 69- (0 quality points)

Grading reminders: Once final grades have been recorded, faculty are not to accept any work to change a grade. Grade changes can only be approved when they are due to a calculation or recording error on the part of the faculty.

An incomplete grade (IN) should be used only if the student requests it in writing. An IN counts as a failing grade until completed, and it automatically turns into an F if a grade is not turned in by the deadline in the Schedule of Classes. Some students may prefer a C to an IN, and faculty shouldn't assume that the student wants an IN rather than a grade or that it is in the student's best interest to get an IN.

In addition, faculty may assign an IN only if the student has a very limited amount of work to complete and there is a non academic reason they can't do so within the semester and if, in their best judgment, the student actually stands a good chance of passing the course by finishing the work satisfactorily. Typical situations for giving incompletes involve a final exam (missed due to illness) or a final paper (not completed because of a family emergency). Faculty are not to assign incompletes if the student has missed a substantial portion of the work of the semester and wants extra time to do it; Faculty are not to assign incompletes to give a student time to improve on work already completed.

Faculty are not to agree to give incompletes unless they will be available to grade the work and submit a grade by the official due date. If the faculty will be going on leave or leaving George Mason, this might not be possible. Faculty may set an earlier due date for the unfinished work; it is best to have in writing a description of the work that is outstanding and the date by which it is due. Faculty are not ever obligated to give an IN. [for the purpose of this semester-I do not intend to be elsewhere and therefore will be able to follow through on any IN grade awarded.]

Federal law (a law known as FERPA) requires us to protect the privacy of student information. Faculty should not speak about a student's record with anyone other than the student. The record includes how a student is doing in a course, whether a student has attended class, information about performance or grades, whether a paper has been turned in, etc. This prohibition includes parents, siblings, spouses, anyone. If faculty have questions about whether to respond to an inquiry about a student, please refer them to Linda Miller, Associate Dean, Academic Affairs.

According to the University catalog, all students and faculty are to use their **GMU.EDU** email address. Some commercial email addresses may be filtered out of the **GMU.EDU** system. No official information can be sent to students unless on the Mason email system.

GMU Honor Code: <http://www.gmu.edu/catalog/apolicies/index.html#Anchor12>

Honor Code: To promote a stronger sense of mutual responsibility, respect, trust, and fairness among all members of the George Mason University community and with the desire for greater academic and personal achievement, we, the student members of the university community, have set forth this honor code: Student members of the George Mason University community pledge not to cheat, plagiarize, steal, or lie in matters related to academic work.

GMU student information and resources: <http://www.gmu.edu/mlstudents/>

No grade is important enough to justify cheating, for which there are serious consequences that will follow you for the rest of your life. If you feel unusual pressure about your grade in this or any other course, please talk to me or to a member of the GMU Counseling Center staff.

Using someone else's words or ideas without giving them credit is *plagiarism*, a very serious Honor Code offense. It is very important to understand how to prevent committing plagiarism when using material from a source. If you wish to quote verbatim, you must use the exact words and punctuation just as the passage appears in the original and must use quotation marks and page numbers in your citation. If you want to paraphrase or summarize ideas from a source, you must put the ideas into your own words, and you must cite the source, using the APA or MLA format. (For assistance with documentation, I recommend Diana Hacker, *A Writer's Reference*.) The exception to this rule is information termed *general knowledge*—information that is widely known and stated in a number of sources. Determining what is general knowledge can be complicated, so the wise course is, "When in doubt, cite."

Be especially careful when using the Internet for research. Not all Internet sources are equally reliable; some are just plain wrong. Also, since you can download text, it becomes very easy to inadvertently plagiarize. If you use an Internet source, you must cite the exact URL in your paper and include with it the last date that you successfully accessed the site.

Writing Improvement and Writing Center

CVPA 700 – Academic Writing in the Arts (a one credit course for 5 weeks). In the Fall of 2008 – offered on Tuesdays from 4:30-7:10PM in Fairfax.

Or

Students who are in need of intensive help with grammar, structure or mechanics in their writing should make use of the services of Writing Center, located in Robinson A116 (703-993-1200). The services of the Writing Center are available by appointment, online and, occasionally, on a walk-in basis.

- Course Expectations – My expectation(s):

Missed exams – don't – but, if you must – be sure to contact me;

Absenteeism – don't – but, if you must, have another student contact you with notes and follow-up.

Class preparation/participation – do (participate) – often – I do count it.

Assignment due dates, quality, adherence to specifications, etc. – *this is a graduate level course. The expectation is professional – characteristics such as compliance, neatness, organization, proper spelling and grammar, etc.*

University and Departmental Policies: Each student is responsible for knowing Mason's rules, regulations, requirements, and academic policies. This catalog is the normal repository of policy statements but corrections, changes, or interpretations can be promulgated by other means, including electronic publication. When the university or one of its academic units makes changes in course requirements, grading procedures, or the level of qualitative performance expected of its students for acceptance into particular programs, academic standing, or graduation, the changes apply to all students enrolled at the time of implementation of the change and thereafter.

Official Communication with Students

Web: www.gmu.edu/email

Mason uses electronic mail to provide official information to students. Examples include notices from the library, notices about academic standing, financial aid information, class materials, assignments, questions, and faculty feedback. Students are responsible for the content of university communication sent to their Mason e-mail account, and are required to activate that account and check it regularly.

Assignments

Case Study #1

You are the Executive Director of the Knopf Center for the Performing Arts, a 501(c)(3) founded in 1927 to present performances of Flemish playwrights of the Renaissance. You have engaged Feets O'Flame, a dance troupe from Canada that performs traditional Canadian fire dances choreographed to Broadway show tunes. They are particularly known for the part of their show where they pick volunteer children out of the audience and, to the delight and amusement of their audience, teach them to dance with flaming torches. As part of your marketing efforts, you have asked the troupe to provide you with publicity pictures and a video that you can put on your website.

1. Identify and describe the licensing/copyright issues. Are there any licenses or rights that need to be obtained? Who is responsible for obtaining them?

2. Identify and describe areas of potential liability, including liability for personal injuries or copyright infringement.
3. Identify and describe the contracts that need to be drafted. What issues should those contracts address?
4. Your house seats 1700. One week before the show, you realize that, despite an extensive advertising campaign, you have sold only 4 tickets. Assuming that the agreement does not give you the right to cancel and that the troupe has not breached the agreement, who is liable if you cancel the performance anyway?
 - a. Does it make a difference if it turns out the engagement agreement was never signed by anyone on behalf of the Knopf Center? Why or why not?
 - b. Does it make a difference if you signed the engagement agreement personally or in your capacity as Executive Director? Why or why not?
 - c. Does it make a difference if it is your policy to have all engagement agreements signed by Edith Knopf, the 98 year old founder and Chairman of the Board of the Knopf Center who has been residing in the Lipshutz Home for the Confused and Bewildered for the past 10 years? Why or why not?
 - d. Does it make a difference if the only remaining members of the Knopf Board of Directors consist of Edith, her son, her ex-husband, her ex-husband's mistress, and Edith's mother and have not held a meeting in 12 years? Why or why not?
5. Instead of booking the troupe yourself, Feets O'Flame was booked by Edith's ex-husband's mistress, a member of the board, who signed the engagement contract in her capacity as a board member, left on vacation, and forgot to tell you about the booking. As a result, you never advertised the show or sold any tickets. When the troupe showed up to perform, you turned them away. Who could be potentially liable? You? Members of the Board of Directors? Only the Knopf Center itself? Why or why not?
6. Feets O'Flame has informed you that they have a strict policy against permitting any recording of their performances. However, it is your policy to record everything that is performed at your venue for "archival" purposes regardless of whether the performers want you to or not. In order to raise extra money for the center, you decide to record the performance of Feets O'Flame and to make a DVD and sell it in the gift shop. To save money, you make and edit the recording yourself. If the troupe decides to sue the Knopf Center for copyright infringement, who could be potentially liable? You? Members of the Board of Directors? Only the Knopf Center itself? Why or why not?
 - a. Would it make a difference whether or not the board approved what you did?

b. Does it make a difference if all of the proceeds from the DVD were used to support the Knopf Center which is a non-profit and really needs the money to pay your salary? Why or why not?

c. Does it make a difference if the DVD is not sold, but given to schools for educational purposes? Why or why not?

7. You decide that, rather than hire another performance troupe to replace Feets O'Flame, it would be cheaper to mount a local production of a musical you have written based on the life of Princess Diana entitled "Charlie's Gal." You wrote the musical in your spare time at the Knopf Center. To everyone's amazement, the musical is a huge success and several producers want to license it to produce on Broadway. Who owns the rights to the musical, you or the Knopf Center? Does it make a difference if you were an employee of the Knopf Center or an independent contractor?

8. At the end of the year, a donor calls to ask why he never received a confirmation letter for his donation. A quick review of the records reveals that the money was deposited, but never credited to this donor. A further review of the records reveals that what you thought was a surplus is actually a deficit, the center is broke, and cannot pay its debts, including your own salary. The board of directors does not have a budget or finance committee and when you were hired, you were directed to be completely in charge of the finances. Who is liable if the center cannot pay its debts?

9. BONUS QUESTION: Identify any special issues or concerns that need to be addressed because the troupe is coming from Canada.

Case Study #2

Founded in 1950, Arena Stage (Washington, DC) is the birthplace of the regional theater movement. Its founders, Zelda Fichandler and her husband Tom Fichandler, created the idea that great theater should exist outside of New York and not be limited to touring Broadway shows. Arena has been the home of many firsts: first theater outside New York to win a Tony Award, first theater to transfer a play to Broadway (*The Great White Hope*), and first theater to appear behind the Iron Curtain.

Over the years, Arena has had three permanent homes. Arena opened in the Hippodrome, a 247 seat converted movie house. It had an arena type stage (in the round). Looking for a larger space, Arena built a 500 seat arena theater in the "Hospitality Hall" of the Old Heurich Brewery. The theater was affectionately referred to as "The Old Vat," in reference to the large brewing kettles originally in the space and in playful reference to Britain's "Old Vic" theater. In 1961, Arena moved to its permanent location in Southwest Washington and opened a new in the round theater. In 1971 it added a more traditional proscenium style second theater on the same location. These theaters were opened in the heydays of the regional theater movement. Spaces

built in that period were thought to be “all about the art.” As a result, there was little thought given to audience amenities in those spaces.

Given the age of the theaters, the lack of adequate lobby space for audiences, an inadequate number of restrooms, limited handicapped access, poor acoustical designs that allowed outside sound to enter the theater, and theater technology that was no longer up to date, the Arena Stage Board began thinking about new theater spaces in the mid 1990’s. An opportunity arose to relocate to downtown Washington in 1997 when the Federal government allowed developers to present proposals on developing land it owned. Plans were required to include an arts use. Arena Stage teamed with a developer and planned to build two and possibly three theaters on the site to replace the existing Southwest campus.

Arena Stage was always challenged by its Southwest location. Many people were unfamiliar with this part of the city, even though it was just minutes from the Washington Monument. Commercial development was limited in the area, so parking and restaurants for a pre- or post-theater meal were hard to find. Some felt the area was unsafe. Although it became Metro accessible with the opening of the Green Line, few Arena customers were familiar with this branch of the subway.

The proposed downtown location was near The Shakespeare Theatre and Verizon Center (then called MCI Center). Commercial development was booming in the area with new restaurants and shops opening, lots of parking garages, and Metro access. Surveys showed that while current audiences had a certain loyalty to the existing location, there was an opportunity to create new audiences among theatergoers who would not come to Southwest, including younger theatergoers (21-35) who were used to going to restaurants and clubs in the Penn Quarter area.

To move or not to move became the most trying issue facing the Arena Stage Board since I joined it in 1994. Many recognized the benefits that the new area offered. However, the size of the space would not allow Arena to maintain a campus with all its shops onsite. Arena likely would have to move its costume and scene shops to another location in the city. Also, it was unclear whether three theaters would fit on the site. Arena wanted to replicate its two existing theaters and add a smaller black box space to support the development of new American plays. It was possible that Arena would have to find a different location for the black box theater.

The Board became highly split over a possible move. While many supported the move, it seemed as many were against it. They felt the Southwest campus was a historic site, not to be abandoned. Board meetings became divisive and often emotional. Complicating the issue were two things. First, founder Zelda Fichandler, was quoted in the New York Times as saying, “She would chain herself to the doors of the current theater before she allowed Arena to move.” Second, Arena Stage had a new Artistic Director, Molly Smith, who joined the theater just that year. Molly was only Arena’s third Artistic Director in its history. The second was Zelda Fichandler’s handpicked successor. So Ms. Smith basically represented the “new guard” at Arena. Some felt Molly’s interest in the new

space showed a lack of respect for Arena's history. Everyone agreed that Molly Smith was thrown into the middle of this issue and was in an untenable position.

After discussing the move for about a year, a meeting was called to take a final vote...

Questions:

- 1-What position would you take on the move and why?
- 2-What are the leading arguments for and against a move?
- 3-The possibility of moving downtown was very visible and reported on in the media. If Arena decided not to pursue the move, how should it position this decision to the community and the media?
- 4-What, if anything, could the Arena Board have done to make consideration of the move less divisive?

Case Study #3

After deciding not to move downtown, Arena still needed to address the needs of its aging physical plant and the desire of Artistic Director Molly Smith to add a smaller third theater to birth new American plays. Further, competitive theaters were either opening new buildings or announcing plans for them, including The Shakespeare Theatre, Woolly Mammoth Theatre Company (which opened in the space Arena was considering downtown), Studio Theatre, Signature Theatre, Round House Theatre, Olney Theater, and others.

Arena first conducted a fundraising feasibility plan. The results concluded that Arena could be more successful raising money for a large scale "monumental" design than a smaller project that added a black box theater and renovated the existing spaces. Another major development at this time (the early 2000's) was that the city announced plans for a major redevelopment of its waterfront, including the Southwest waterfront where Arena was located, to include shops, restaurants, arts use, and parkland.

Arena began planning for a new or renovated campus on its current site. It made lists of the features it must have in the site, and let an RFP to hire an architect. In the architectural review process, Board member Gil Meade fell in love with the design of architect Bing Thom and said he would be the lead donor if Arena chose this design, which it did.

The new design was, in fact, "monumental." It enclosed all the space available on the existing Southwest campus with a suspended roof with walls of glass and stone. Inside would be built the new black box theater for developing new American plays, new office space for staff, new rehearsal studios, new shops, and a large common lobby for all the theaters with great audience amenities such as a dining space, bars, a bookstore, many

restrooms, classrooms, etc. Bing Thom decided to save and renovate the existing two theaters which would also be incorporated under the roof. These spaces were favorites of audiences, and the previous consideration of moving downtown showed the emotions attached to these spaces and their perceived historic nature.

Arena approached this building effort totally different than the one downtown. To build consensus, the Board was actively involved in the process. Board members served on various committees related to the new building, including architectural design, financing, strategic planning for a new and revitalized Arena, transition planning for the years during construction, etc. The theater needed to raise \$125 million to make this design a reality, which would be the largest capital campaign for an arts organization ever in the DC area.

While great care was taken not to recreate the rancor of the possible downtown move, this second attempt to build a new Arena also met with resistance from some on the Board. A number felt that the project spent too much money on audience conveniences and “too little on the art.” Others felt Arena could not be successful in raising that sum of money. Still others challenged the “monumental” nature of the design and asked whether a simpler (and less expensive) one would do just as well. Some Board members resigned over these issues. Other challenges that arose during this time: the financing and investment markets were in turmoil, it was determined that the theater would need to perform elsewhere for 2 ½ years during construction (at one time Arena hoped to phase construction and continue performing on site but this proved to be cost prohibitive), the cost of steel and other construction materials was rising, and there were many other new building projects in the works at the same time making it difficult to find subcontractors.

After 5 years of fundraising that raised \$100 million and planning, the Board was ready to take a final vote in on whether to proceed in October 2007...

Class Questions:

1-How would you vote and why?

2-How, if at all, was this process different (better or worse) than the first one?

3-Because the Board did not vote until October, but groundbreaking was scheduled for January, little time was available to communicate plans for a temporary theater in Crystal City, Virginia. What could the theater do to ensure its audiences follow them to the new space?

Board Report (two parts)

PART 1 – 10 points

1. Name of organization
2. Name of Executive Director; Name of Artistic Director (or equivalent titles)
3. Date of meeting
4. Where was the meeting held?
5. How many members are on this Board?
6. How many attended?
7. What is the quorum?
8. Was there a published agenda?
9. Did members of the Board have Board meeting materials sent to them prior to the meeting? (Did you feel that Board members were prepared? Did they read the materials sent to them before the meeting? If not “all” then approximate how many did and did not read the materials before the meeting)
10. Were the minutes approved at the meeting?
11. Were there any edits, amendments, changes to the minutes made prior to approval?
12. Did the meeting start on time?
13. Did the meeting follow the agenda? (Were all items covered?)
14. If there was to be a time for adjournment, did the meeting end within 20 minutes of that time? If later than 20 minutes – how much later?
15. Did any member of management present a report? If so, who?
16. Were resolutions proposed, seconded, discussed and then voted upon?
17. If any member of the Board came in late – did this interrupt the meeting? If so, how?
18. Was the time, date and place of the next meeting announced?
19. If you were asked to leave the room, did you understand why?
20. Overall – was the meeting orderly and was business conducted efficiently?

Part 2 (10 points)

21. Your impression (no less that 750 words) in light of the three governing types (Fiduciary, Strategic & Generative)

