

Martin Luther King, Jr. Living History and Public Policy Center Board of Trustees

Third Floor East Conference Room
General Assembly Building
910 Capitol Street
Richmond, Virginia 23219

MINUTES

Thursday, June 15, 2006

ADOPTED September 14, 2006

CALL TO ORDER

Mrs. Eva T. Hardy, Chairwoman, called the board meeting to order at the General Assembly Building, in Richmond, Virginia.

Board Members Present:

Ms. Eva T. Hardy, *Chairwoman*
Senator Henry L. Marsh, III, *Vice Chairman*
Dr. William Byrne
Dr. Michael Clemons
Dr. Susan Gooden
Dr. William B. Harvey
Mr. Courtney Malveaux
Senator Yvonne Miller
Reverend Andrew Shannon

Staff Present:

Mrs. Brenda H. Edwards, *Division of Legislative Services*
Ms. Autumn D. Diehr, *Virginia Commonwealth University*
Ms. Gwen Foley, *Division of Legislative Services*
Mrs. Dianne Martin, *University of Virginia*

QUORUM

A quorum was not obtained. Therefore, the Board was unable to take official action on agenda items.

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The reading and approval of the April 20, 2006 Retreat proceedings was deferred due to the lack of a quorum.

Welcome and Introductions

Ms. Eva T. Hardy, Chairwoman, welcomed new member, Mr. Courtney Malveaux, Assistant Attorney General and Special Counsel Manager, Office of the Attorney General, to the Board. She also acknowledged the presence of Mike McKenzie from Virginia Public Radio. Following the Chairwoman's preliminary remarks regarding the purpose of the meeting, members of the Board were introduced.

Status of Executive Director Search

Brenda Edwards presented a draft job description for the Executive Director position. She indicated that the draft was a composite of examples of executive job descriptions used by other nonprofit organizations and foundations, together with criteria discussed by the Executive Committee at a previous meeting. The Board reviewed the document and requested Ms. Edwards to amend the job description to include the Board's suggested changes. The Board also discussed the salary and benefits package that should be noted in the advertisement for the Executive Director's position. It was agreed that the salary and benefits of the Executive Director's position should be comparable with that of similar positions of other nonprofit organizations. The feasibility of offering a lower salary initially and informing potential applicants of benefits and incentives, and that the salary range may increase as fundraising increases were discussed. The Chairwoman stated that she would discuss the feasibility of a benefits package through Virginia Commonwealth University, as the Executive Director will be based at the University.

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Election of Secretary, Assistant Secretary, and Registered Agent

The elections of Secretary, Assistant Secretary, and Registered Agent were deferred due to the lack of a quorum.

Assignments to and Responsibilities of Committees

In accordance with the Articles of Incorporation, the Board is authorized to appoint an Executive Committee. However, at the Board's Retreat on April 20, 2006, the Board established three standing committees and assigned to each various goals and responsibilities.

Program and Budget Committee

Dr. Michael Clemons, *Chairman*

Senator Henry L. Marsh, III

Senator Yvonne Miller

Dr. William A. Byrne

Delegate Rosalyn Dance

Dr. Benjamin Dixon

Dr. Susan Gooden

Reverend Andrew Shannon

(*Mr. Courtney Malveaux was appointed to this Committee following the meeting)

Communications and Public Relations Committee

Dr. William B. Harvey, *Chairman*

Senator Henry L. Marsh, III

Senator Yvonne B. Miller

Dr. C Donald Combs

Mr. Courtney Malveaux

Reverend Andrew Shannon

Dr. Elsie Weatherington

Fundraising Committee

Mrs. Eva T. Hardy, *Chairwoman*

Senator Yvonne B. Miller

Dr. William A. Byrne

Reverend Andrew Shannon

Committee Meetings

Due to the lack of quorum, the committees did not meet as scheduled on June 15, 2006. The Program and Budget Committee was directed to meet before the Board's September 14th meeting. However, the Committee was asked to develop an instrument that (i) articulated the Center's mission in concrete programs, services, and activities, (ii) related the Center's mission to support of the Standards of Learning for potential contributors, (iii) consult with the Virginia Department of Education concerning the integration of the Center's mission with the Standards of Learning, (iv) develop a proposed budget, (v) review the goals established at the Retreat vis-à-vis the statutory mandates of the Board and Center, and (vi) align the goals with statutory requirements. Dr. Michael L. Clemons was appointed to serve as chairman of the Program and Budget Committee.

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Filing of Amended Articles of Incorporation

Brenda Edwards explained the necessity of filing amended Articles of Incorporation. She stated that the General Assembly amended the enabling statute establishing the Board and Center during the 2006 Session, in which the membership of the Board, and other provisions, were amended. Further, she commented that Virginia law requires nonstock corporations to maintain up-to-date records on file at the State Corporation Commission, including current members of the Board, the registered agent, and Articles of Incorporation. This information must also be provided to the Internal Revenue Service. The Articles of Incorporation and the Bylaws must be revised, and a new registered agent must be elected or appointed, and filed with the State Corporation Commission before the Board can seek State sales tax exemption from the Virginia Department of Taxation and register with the Virginia Department of Agriculture and Consumer Services as an organization approved to receive charitable solicitations.

Fundraising Update

Mrs. Dianne Martin of the University of Virginia provided a status report on the fundraising campaign. As of June 5, 2006, the Board has raised \$102,500. Dominion has pledged \$100,000 and the Virginia Foundation for the Humanities donated \$2,500, which has been received, and was used to support the Board's Retreat. There are several grant applications pending.

Treasurer's Report

Dr. Susan Gooden, Treasurer of the Board, presented the treasurer's report. A checking account has been created at Consolidated Bank & Trust Company in Richmond. One signature is required for checks under \$2,500 and two signatures are required for checks \$2,500 and over. Authorized signatures are Eva T. Hardy, Senator Henry L. Marsh III, Susan T. Gooden, and Delegate Rosalyn Dance. The checking account balance as of June 15, 2006, is \$2,500. The balance will decrease after payment of the facilitator for the Board's Retreat.

Overview and Discussion of the Retreat's Report

Mrs. Eva T. Hardy, Chairwoman, provided an overview of the Board's Retreat. The Board determined that the Center's primary mission was education, public policy, and the living history museum. The Board noted that it would focus on the education of the public, particular students in graded kindergarten through 12, concerning the legacy of Dr. King. She also reviewed the goals that were established during the Retreat.

Senator Marsh noted it is important that the Board's message be inclusive of persons of all income levels and racial and ethnic populations in Virginia. Collaboration and communication among institutions of higher education is essential to fulfilling this goal. Brenda Edwards reminded the Board that it needed to ensure that the Retreat's goals were consistent with the statutory requirements, which were not considered at the Retreat. Senator Miller offered that the Board must ensure that the goals established at the Retreat are consistent with the statutory requirements in order to demonstrate to the General Assembly that the Board is in compliance with the law and working in the right direction to implement the requirements through concrete goals and actions. The Chairwoman assigned the task of reviewing and aligning the Retreat goals and the statutory requirements to the Program and Budget Committee.

Action Plan Pursuant to Report of Retreat

The Board did not discuss or create an action plan, pursuant to the proceedings of the Retreat.

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Directions to Staff

The staff was directed to distribute materials to those Board members who were absent. The staff was also asked to contact absent members to determine the committees on which they desire to serve. The Chairwoman asked Dr. Susan Gooden, Autumn Diehr, and Brenda Edwards to work together to review the Standards of Learning and the relevant frameworks, and other subjects related to the Center's mission for which instruction is required.

Brenda Edwards was asked to amend the job description for the Executive Director and to advertise the position in the media and appropriate professional journals after Mrs. Hardy has had an opportunity to confer with Dr. Robert Holsworth at Virginia Commonwealth University concerning the fringe benefits package. She was also asked to contact the staff at the Department of Education to request their assistance and participation in the deliberations regarding the integration of the Center's mission with the Standards of Learning, and to poll the Program and Budget Committee for a meeting within two weeks in order that it may begin its work and report to the Board at its September 14th meeting.

There being no further business, the meeting was adjourned.

Attachments

Articles of Incorporation
Bylaws of the Board of Trustees
Retreat Proceedings
Overview of Retreat Planning Session
Board Membership List
Responsibilities of Board Members
Membership and Duties of Committees
Committee Membership List
Article 8 of Title 2.2 (§ 2.2-2725 et seq.), Code of Virginia
Virginia Acts of Assembly of 2006, Chapter 165 (SB 107, 2006)
Job Description for Executive Director
Fundraising Update
Treasurer's Report