OREGON SHAKESPEARE FESTIVAL
BOARD MEETING MINUTES
January 21, 2011

PRESENT:

Board: Karen Allan, Mary Arnstad, Rick Bleiweiss, Susan Cain, Mary Driver, Mort Friedkin, Pam Hammond, Paul Hill, Ken Hitz, Rudd Johnson, Kathryn Ma, Ed McCurtain, Penny Percy, Fred Rehmus, Jim Risser, Danny Santos, Maria Underwood, Roy Vinyard, Brenda Williams.

Trustees: Bill Nichols, Dan Thorndike.

Staff: Christopher Acebo, Claudia Alick, Kimberley Barry, Alison Carey, Linda Fern, Joan Langley, Paul Nicholson, Jacob Padrón, Mallory Pierce, Bill Rauch, David Taylor, Jerry Roos, Bruce Wand.

Guests: Gene Abell, Abell Architectural Group; Jim Amberg, Access Coordinator; Betty Van Trump, Tudor Guild Liaison; Jerry Ruiz, Phil Killian Fellow; Jeffrey Lo, FAIR – Assistant Director.

ABSENT:

Board: Ray Bacchetti, George Bell, Kevin Cartwright, Julie Dixon, Bertie Bialek Elliott, Yogen Dalal, Brad Edgerton, Louise Gund, Peter Koehler, Jr., Lee Pelton, Henry Wessinger.

Trustees: Chuck Butler, Robert Porter, Bill Meehan, Kelly Meldrum, Mick Seidl.

A. Welcome: President Jim Risser called the meeting to order and a quorum was noted.

B. President's Report: Risser asked if there were any additions or corrections to the Minutes of the last meeting.

Motion by Susan Cain, second by Rick Bleiweiss to ratify the minutes of the September 10, 2010 meeting as corrected. Passed unanimously

Risser reported the Festival would open the season in five weeks. Company Call meetings are open for Board members and the next one is March 29th. *Throne of Blood* tour to Brooklyn Academy of Music (BAM) was successful. We had a group of 40 patrons attend the tour and Bill Langan, Manager of Major Gifts, organized a terrific time. The group saw the plays *Memphis* and *The Pitmen Painters* while in New York, and attended various museums. Risser thanked the staff and commented that he looks forward to more patron tours. Bill Rauch, Artistic Director, will announce the 2012 season at this meeting; we will also have the Board Buddy lunch at noon where members will eat with a company member and learn about their job. Risser acknowledged the passing of Bill Patton at age 83. Patton came to OSF in 1948, and was the administrative leader since 1953. Patton and his wife Shirley remained active here in Ashland after his retirement in 1995; he was a very gracious man and will be missed. Paul Nicholson, Executive Director, shared that Patton was at peace with his impending death, even editing his own obituary. He added that this organization would not be what it is if not for Patton's persistence, vision and compassion; hundreds of thousands of people have been impacted by his life's work. Nicholson noted that he himself would not be here if not for Patton. Risser asked for a moment of silence for a life well lived. Patton's service will be February 4th at 3:00pm at the Ashland Presbyterian Church with a reception to follow in the Angus Bowmer Theatre lobby from 4:30pm – 6:30pm.

C. Tudor Guild Report: Betty Van Trump, Tudor Guild Liaison, gave the report. The Guild begins its season with a general meeting on January 24 at the Ashland Springs Hotel, followed by a luncheon, to welcome the Festival's new company members. Van Trump reported they will be continuing their efforts to make the Tudor Guild a true theatre gift shop with more OSF branded items. The shop remained open during the holiday season and the sales were sufficient to make it worthwhile. Volunteers are working to clean the shop for the reopening on February 1st. The layout of the shop will be new for returning customers. Last year's play posters were very successful and Van Trump

thanked Festival staff for their assistance. The Tudor Guild pledged $100,000 for this season and hopes to be able to increase the figure above that level.

D. Endowment Trustees Report: Bill Nichols, President of the Endowment Fund, reported that the portfolio continues to rise. The preliminary return is 9.8% for the calendar year, which is above our benchmark. The Trustees approved the transfer of $1,300,000 to the Festival for 2010, which is slightly above budget. They also approved reducing the payout rate for 2012 down to 4.9%. Nichols reported the trustees would shortly have a vacancy occurring with Chuck Butler's term expiring. Trustee Dan Thorndike stated he needed to re-emphasize the importance of the Endowment Fund; a $1.25 million net each year represents a great many tickets. As the Festival goes forward, the Endowment is very important and we should recognize that we would not be able to create one like this in this economy. Thorndike praised the skill level of the Trustees, their ability and dedication to the Festival. Risser reported he was asked to reappoint Chuck Butler to serve another five-year term. Risser asked the Festival Board to ratify the appointment. Motion by **Fred Rehmus and second by Danny Santos to approve the appointment of Chuck Butler to another five-year term as Endowment Trustee. Passed unanimously.**

E. Presentation on Access at OSF: Jim Amberg, Access Coordinator, presented an extensive report on the progress toward creating an accessible theatre for patrons with disabilities. The Festival now provides audio description on demand and Amberg encouraged the Board to try it. OSF also provides open captioning for the hearing impaired and plans to provide this service on demand soon. OSF will be the only theatre that will offer open captioning on demand in the country. The ITS department has been very supportive of the open captioning efforts by creating software to allow it to happen. The Festival has received great feedback from patrons about what is working and what is not. We will be hiring additional staff as we continue to expand our services. Mallory Pierce, Director of Marketing and Communication, said open captioning would become more important over the years. Patrons are choosing to come to the theatre and see plays with the assistance of open captioning. The Festival provides an increasing number of sign interpreted performances each season – this year we will sign interpret nine of the eleven plays. Interpreters work with sign coaches and rehearse the signing for the performances. We grew from 10 to 80 patrons for the sign interpreted performances. Howie Seago, actor, has been extremely supportive of OSF's efforts; patrons come to see his work. Mobility is the biggest accessibility challenge for patrons. The hoped-for capital campaign will address the Bricks, and the plan to add an elevator in the Bowmer Theatre will help. Pierce also noted we have deaf dancers and wheelchair performers on the Green Show Stage. A question was asked whether the Theatre Communications Group (TCG) supports access issues. Claudia Alick, Associate Producer – Community, reported TCG did host such a forum at the recent conference and it was poorly attended.

F. Issues from the Field: Nicholson stated Ellen Stewart died recently; she founded the New York experimental theatre called La MaMa. Michael Liebert, the founder of Berkeley Repertory Theatre, also died earlier this year. Many founders of American theatre are now in the end stages of life and the theatre world is changing.

G. Artistic Presentation: Rauch chose the 2012 season earlier than in past years because of the need to select directors and designers before they have other commitments with other theatre companies. The shows that will be playing in the Angus Bowmer Theatre are: *Romeo and Juliet*, by William Shakespeare, directed by Laird Williamson; *Animal Crackers*, Book by George S. Kaufman & Morrie Ryskind, Music & Lyrics by Bert Kalmar & Harry Ruby, director TBA; *The White Snake*, based on the classic Chinese fable, director TBA; *Medea/Macbeth/Cinderella*, by Euripides, William Shakespeare and Rodgers and Hammerstein, adapted by Bill Rauch and Tracy Young, directed by Bill Rauch; *All The Way*, by Robert Schenkkan, directed by Bill Rauch (World Premiere). The shows that will play in the New Theatre are: *Seagull*, by Anton Chekhov, adapted and directed by Libby Appel; *Troilus and Cressida*, by William Shakespeare, directed by Rob Melrose; *Party People*, by Universes (Steven Sapp, Mildred Ruiz-Sapp, Gamal Abdel Chasten and William Ruiz a.k.a. Ninja), directed by Liesl Tommy (World Premier). The shows that will play in the Elizabethan Stage are: *Henry V*, by William Shakespeare, directed by Joseph Haj; *As You Like It*, by William Shakespeare, directed by Jessica

Thebus; *The Merry Wives of Windsor, Iowa*, by William Shakespeare, adapted by Alison Carey, directed by Christopher Liam Moore. Rauch reported the season would consist of five new plays including four world premieres, four Shakespeare plays plus two Shakespeare adaptations, two musicals, and two of the world premieres come from the American Revolution Commissions.

H. Strategic Issues:

1. Striving for Artistic Excellence (Goal 1): Tours: Rauch reported the BAM tour for *Throne of Blood* was very grueling for the cast and crew, primarily because of the time schedule allotted; we learned much about what we can do and what we really cannot. The Box Office did moderately well even though not everyone liked the play. *American Night* will go to the La Jolla Playhouse with the same cast so those five actors will come late into the 2012 season. *American Night* continues to be a play that people want to see. *Ghost Light* is going to Berkeley Repertory Theatre. *Equivocation* will be at Arena Stage in November. This means that three OSF productions will be going out at the end of the 2011 season. Nicholson said Development staff is looking at a patron tour for *Equivocation* in D.C.

2011 Season Updates: Rauch reported Company Call was a very moving meeting; a positive energy that we are all in this together. Shirley Patton was there and received a standing ovation. All Board members are encouraged to attend Company Call if their schedules allow. Rauch is very excited about *Measure for Measure*; Christopher Acebo, Associate Artistic Director and scenic and costume designer for *The Imaginary Invalid*, shared that it is a lot of fun, shaping to be both funny and heartbreaking. The songs and music are exceptional; quite a fun romp. Rauch commended Kimberley Barry, Associate Producer – Stage Management, and her staff for their great team work on *To Kill A Mockingbird.* Director Marion McClinton is a real fixture in the American theatre. This will be the ticket to get because the run is almost sold out. *The Language Archive* is also now in rehearsal. *Julius Caesar* is next up in rehearsal; the scenic design for the interior of the theater will be minimal but there will be 30 banners outside the theatre and inside the lobby identifying political figures who have been assassinated. Rauch thinks this is a brilliant way to allow the audience to make the connection with the play outside and inside the theatre. Question: Will we create something relating to the assassinations that people can take away with them? Rauch commented it was a great idea and Pierce will research the suggestion further. *Pirates of Penzance* pre-production has been joyful; this is a very big production. *WillFul*, is going to be fun; needs will be met for those with accessibility issues. Blackstone Audio has recorded *Hamlet* with our cast from last season. This will be available for purchase at the Tudor Guild Shop. Rauch reported he accepted the invitation to give the commencement address at SOU in June; he is so proud to be a part of this valley and this company.

2. Making the Festival a Great Place to Work (Goal 3): Rudd Johnson, Chair of the Human Resources Committee, wanted to underscore the extraordinary Company Call held in January; the introductions of everyone in the room, from their 1st season to 53rd season at OSF, was very moving. Johnson praised Rauch and Nicholson for supporting the company.

Compensation Plan: Johnson announced the compensation plan is being studied again; last review was seven years ago. The current system is very laborious and time-consuming. We need to look at our current system and determine how to improve it. David Taylor, Human Resources Director, shared that we have hired CompAnalysis, Inc., to guide the process. The leadership team has identified the goals of the compensation system review as: ensures it is market competitive in order to attract and retain the best people, be understandable and perceived as fair, easy to administer and update routinely for market changes, allows some discretion for managers, provides clear promotion definitions, addresses issues with employees at top of range and ensures merit increases are justified and documented. The process will establish a pay philosophy, use information from the prior plan, conduct internal job comparisons, research labor-market data, design structure, classify jobs and assist with plan implementation. The job evaluation process will involve internal analysis of factors that include level of knowledge, skills and ability required by anyone holding the job, supervisory responsibility, volume and nature of contacts and working relationships, independent action (autonomy) and potential impact of job on the success of the organization. The timeline will begin

with an internal comparison meeting in March 2011, labor market research in March – May, and the presentation of the draft structure to Nicholson in June 2011. The proposed structure will be reviewed and adjusted as appropriate, and communicated to company members. Question: What labor market are we talking about? Taylor answered that if we recruit from within the Rogue Valley, we would use the Rogue Valley market. When we are looking nationally for talent, we need to consider those salary levels. The definition of "market" will not be the same across the organization. Johnson stated this is a very important project.

Leadership Team: Nicholson reported that for the last year the leadership team has been meeting weekly to create teamwork and improve communication. The team had a retreat in December with Laura Peck, consultant, and it was great to see how far the team has come over the last year – in a very significant way we have changed how we do business.

Director of Development Search: Nicholson provided an update on the Development Director Search: We carried out a very extensive, wide-ranging search and received 60 applications; Nicholson conducted 14 phone interviews and selected five to interview in person. Two candidates dropped out, three came here and each had two full days of interviews. We made an offer to one candidate and he declined to take the job. So we are back into search mode and will interview potential search firms. We anticipate another five-month process ahead of us. The development work does not go away and Pierce has continued to step up as the interim Director of Development, trying to keep staff motivated to continue to raise $7 million.

Space Planning Study: Nicholson reviewed the challenges we have regarding the lack of space and the need to find a solution. At its retreat last September, the Board visited the production building, met with the scheduler and education staff about the problems with the lack of space. Nicholson emphasized the goals going into the study reflected the goals of the Long Range Plan: to enhance the work on stage, to deepen the engagement and experience of our audience, to improve efficiency and effectiveness and to increase opportunities for revenue generation. Gene Abell, from the Abell Architectural Group, presented his view on the current state of the organization's facilities. He had toured the campus and met with company members to learn how they work. He commented that the Education department provides more than 900 classes a year and he is amazed at how they manage with the space available. Abell presented a series of schematic plans on what he sees as the solutions for the next five – six years as part of a 15 – 20 year space plan: the proposed new production building, a rehearsal center inside the shell of the existing production building and a new Patron/Education Center that would be the gateway to the OSF campus. Nicholson outlined the five phases of the space plan including the above facilities and the renovation of the Bricks. Cost projections in the space study report are still very rough estimates – Nicholson expects to have more accurate information by the March Board meeting. He commented that Abell and his staff, the Board committees and OSF's staff have all worked very hard on undertaking the study and preparing the report. The Board thanked Nicholson for his work on guiding the process.

3. Being Thoughtful Stewards of Our Resources (Goal 4): Susan Cain, Chair of the Finance Committee, reported that the audit has just been finished. The Audit Committee met with the auditors before their audit work began and looks forward to their report in February.

2010 Actuals: Jerry Roos, Director of Finance and Administration, reported the Festival had a great season with ticket revenues being $1.4 million over budget or 8.3%. The Activity Statement for the twelve months to October 31, 2010 shows a total earned income of $21,289,000 (7.6% over budget); total operating expenses of $27,387,000 (2.2% over budget) and contributed income of $6,892,000 (4.7% above budget.) The overall impact is a $794,000 net addition to reserves. We did not use funds from the Artistic Opportunities Fund (AOF) as projected; the Finance Committee has now adopted a policy of re-investing earnings from the AOF back into the Fund.

Development Activities: Pierce reported supporting membership is currently $353,000 (16% of goal) and up 7% in numbers of members and 4% in contributions. Premier membership is $97,000 (9% of goal). Chautauqua Guild totals $462,472, exceeding goal by $30,500 and last year by $24,400. The Artistic Director's Circle has reached $1,031,412, exceeding goal by $84,000 and last year by

$114,000. Pierce praised Rauch for his willingness to work with the Development staff in reaching out to our patrons.

4. Deeply Engaging with Our Audience, Students and Teachers (Goal 2): Pierce reported on CultureFest, the program we host every two years. We provided open captioning in Spanish for some of the productions. The Taco Truck made a return visit to the cheers of company members.

2011 Audience Projections: Compared to this time last year ticket sales are up 5.6% and revenue is up 6.6%. *To Kill A Mockingbird* is already 90% sold out. *Julius Caesar* and *Pirates of Penzance* are also doing very well. *Measure for Measure* is currently a little behind sales projections.

Season Marketing: This year we decided to do our advertising in house with the work of Photographer Jenny Graham and Graphic Designer Craig Stewart under the leadership of Marketing Manager Bob Hackett; samples of the advertisements were shown.

Education Activities: Mary Arnstad, Chair of the Education Committee, reported that there were 900 education activities last year. Arnstad praised the Artistic staff for helping with space challenges and for making accommodations to enable education events. Joan Langley, Director of Education, reported staff is gearing up for the students to have a meaningful and memorable experience during their visit. Langley referred to the School Visit Program schedule, provided to the Board members, encouraging them to attend one of the performances if they are in the area. Langley also referred to the statistical report and asked for comments. Board members acknowledged that education is important to all of those on the Board. Board member Rick Bleiweiss encouraged all Board members to serve a term on the Education Committee as a way to learn more about the programs. Board member Penny Percy said staff is always trying to revamp and improve their lessons. It is a total joy to watch them with the students; they deserve so much credit for the work they do.

I. Governance Issues: Karen Allan, Chair of the Board Governance Committee, announced the names of the renewing Board members for 2011: Yogen Dalal, Julie Dixon and Rick Bleiweiss. Brenda Williams has declined to renew her term. Members retiring in March will be Ray Bacchetti, George Bell and Jim Risser, but Risser will remain for one year as past-President; Allan reported we need five new Board members and the Committee will nominate Harold Goldstein, Heather Johnson, Laurie Gibbs, Gail Lopes and Perry Simon. These nominees will be invited to attend the March meeting and will be voted into membership. Lee Pelton will remain on the Board even though he is moving to Boston. Allan announced the officer nominees for 2011 would be Rudd Johnson – President, Susan Cain – Treasurer, Karen Allan – Secretary. The Vice President will be Mary Arnstad; she has one more year left on her term and has agreed to fill this position. In the next year the committee will examine whether greater use of technology would allow us to have an out of area President or Vice President. Board member Mort Friedkin stated more organizations are asking ex-officials to re-join the Boards to help lend their expertise; he has seen some non-profits where Presidents remained on the Board as non-voting members; they do show up and do contribute. The Governance Committee will review the Bylaws and consider this suggestion.

J. Forum for Non-Agenda Items: There was discussion on potential for property acquisition around the OSF campus. The OSF website is being redesigned; Pierce is very excited about the process and encouraged Board members to forward any ideas to her.

K. Executive Session: Risser excused staff members from the meeting for this portion of the meeting and a separate set of minutes was prepared.

The meeting adjourned at 3:30 p.m.

Respectfully submitted,

Karen Allan

Secretary