

UTAH SYMPHONY | UTAH OPERA
FULL BOARD MEETING
MARCH 23, 2021
MINUTES

Attended via video or teleconference: Doyle Arnold, Austin Bankhead, Steven Brosvik, John D’Arcy, Kathryn Eberle (musician), Julie Edwards (musician), Kem Gardner, Brian Greeff, Stephen Tanner Irish, Tom Jacobson, Annette Jarvis, Tom Love, Abbie Magrane, Robin Milne, Judy Moreton, Dave Petersen, Gary Porter, Pat Richards, Joanne Shiebler, Stan Sorensen, Joanne Shiebler, Shane Stowell, Naoma Tate, Jim Tozer, Astrid Tuminez, David Utrilla, Kelly Ward, Jennifer Webb (Onstage Ogden), and Henry Wurts attended from the Elected, Ex-officio and Lifetime Boards.

Guests and USUO staff members present included: Olivia Custodio, Paula Fowler, David Green, Steve Hogan, Sitori Holbrook (Tanner Company), Kyleene Johnson, Annie Jones, Christopher McBeth, Todd McKinnon (Tanner Company), Jon Miles, Tyson Montoya, Leslie Peterson, Michelle Peterson, Toby Tolokan, Gregory Walz, and Heather Weinstock. Julie McBeth was present to record the minutes.

I. Welcome and Consent Agenda: Board of Trustees Chair Tom Love welcomed the board members and invited the new Onstage Ogden representative Jennifer Webb to introduce herself. He asked if there were any questions about or recommended changes to the Consent Agenda. Upon a motion duly made and seconded, the minutes of the January 26, 2021 Full Board meeting and the action taken by the Executive Committee at their February 17, 2021 meeting authorizing the organization to move the banking and checking accounts and line of credit to Zions Bank from Wells Fargo was approved by unanimous vote.

II. Board of Trustees election recommendations: USUO President & CEO Steve Brosvik relayed information about two candidates that the Nominating and Executive Committees recommended for election to the Board of Trustees. He noted that both nominees were eager to serve the organization actively and welcomed the opportunity to get to know board members. Following a motion duly made and seconded, Austin Bankhead and Stan Sorensen were unanimously elected to each serve a three-year term on the USUO Board of Trustees. Mr. Bankhead and Mr. Sorensen were invited to join the meeting from the waiting room to introduce themselves and participate in the remainder of the meeting.

III. Approval of the Fiscal Year 2020 Audit: Audit Committee Chair Doyle Arnold introduced Todd McKinnon from Tanner Company LLC and asked USUO VP of Finance and CFO Steve Hogan to share a change from the initial draft audit forwarded in January. Mr. Hogan relayed that the outstanding amount of the Paycheck Protection Plan loan had been moved from a note payable to deferred revenue since indications were that the loan would be forgiven and therefore should be treated as a grant. He added that this resulted in footnote changes to the draft audit, but clarified that the income statement numbers remained the same, showing a \$451,000 surplus, after depreciation. Mr. McKinnon reported that he and his associates completed and issued a clean opinion on the audited financial statements prepared by the organization for the year ending August 31, 2020, included as pages 6-32 of the meeting materials. He noted that Tanner LLC was independent from the organization and did not encounter any difficulties working with the finance team at USUO, whose members they found to be straightforward and communicative. He then highlighted areas for the Board of Trustees to be aware of, detailed in the auditor’s SAS 114 and SAS 115 letters included as pages 33-37 of the meeting materials. USUO Audit Committee Chair Doyle Arnold reported that the committee had met with Tanner Company LLC representatives to review the audit in detail and moved that the Board approve the audited financials for the Fiscal Year ended August 31, 2020. The motion was duly seconded and passed by unanimous vote.

IV. Artistic updates: USUO Senior VP and COO David Green shared that the USUO Education department had worked diligently and innovatively to create an impressive array of education activities utilizing the time and talents of USUO musicians to benefit students throughout the state. He reported examples of special activities during the 2020-21 academic year that ranged from calling teachers and schools to share the video resources available through our websites, to Zooming live with classrooms or small groups of young musicians for Q&A sessions, to providing free private online music lessons for more than 350 public school orchestra students. He played an excerpt of the 5th Grade Concert which featured music by women composers and introductions by Lieutenant Governor Deidre Henderson and women from the orchestra that was recorded for online distribution to classrooms throughout the state.

Musician Representatives Kathryn Eberle and Julie Edwards relayed some personal experiences interacting with Utah's youth through the education programs, noted excited anticipation for the return of live audiences at concerts, and expressed hope that streamed concert offerings would continue during future seasons. Utah Symphony VP of Artistic Planning Toby Tolokan and Utah Opera Artistic Director Christopher McBeth shared information about upcoming live and streamed performances.

Mr. Green reminded Board members that the guest artists and programming originally scheduled for the 2020 Deer Valley Music Festival had been efficiently moved to 2021 and announced to the public in June of 2020. He reported that conversations were progressing with Deer Valley Resort and the Summit County Health Department to finalize three major points related to 2021 festival planning: 1) how limited the audience would need to be; 2) whether any spacing mandate would be required; and 3) if food or concessions would be allowed at the amphitheater.

Mr. Green shared that the Forever Mighty Tour plans (postponed from summer 2020 to August 2021) were progressing, pending receipt of permission and permits for the venues and communities involved.

V. CEO report—six-month observations: President & CEO Steve Brosvik provided an overview of a detailed report he had been discussing with Mr. Love and the Vice Chairs of the Board related to his observations from his first six months with the organization. He noted recommendations in the areas of shifting organizational focus from immediate concerns to future planning, finishing the unification of the symphony and opera 2002 merger, building staffing resources, increasing industry recognition to aid the music director search, Equity Diversity Inclusion and Belonging work to expand the audience and serve the entire community, and Board development. He invited Board members to contact him with any questions or ideas related to the presentation.

VI. Finance Committee report: Finance Committee Chair John D'Arcy summarized the report included as pages 38 and 39 of the meeting materials. He emphasized that without the \$8.2 million in one-time grants and donations related to Covid relief and the \$4 million in employee salary reductions over the past two years, the organization could have potentially lost as much as \$9 million, which it did not have in accessible funds. He noted that the Fiscal Year 2021-22 budget was not yet ready to present for approval and offered to answer any questions.

VII. Other Business / Executive Session: Mr. Love asked if there was any additional business to discuss before adjourning to an executive session. There being none, the musician representatives, staff members (with the exceptions of Mr. Brosvik, Mr. Green, and Mr. Hogan), and guests left the meeting and the remaining Board members discussed personnel matters related to safety waiver discussions.

Minutes Recorded By:

Julie McBeth

Minutes Approved By:

Board of Trustees at the May 25, 2021 meeting