

UTAH SYMPHONY | UTAH OPERA
SPECIAL BOARD MEETING
AUGUST 16, 2023
MINUTES

Attended via video or teleconference: Doyle Arnold, Austin Bankhead, Stewart Barlow, Judy Billings, Steven Brosvik, John D'Arcy, Theresa Foxley, Kem Gardner, Stephen Tanner Irish, Tom Jacobson, Annette Jarvis, Tom Love, Abbie Magrane, Hugh Palmer, Dinesh Patel, Dave Petersen, Frank Pignanelli, Gary Porter, Shar Quinney, Miguel Rovira, Joanne Shiebler, Stan Sorensen, Shane Stowell, Naoma Tate, Jim Tozer, Kelly Ward, Thomas Wright, and Henry Wurts attended from the Elected, Ex-officio, and Lifetime Boards.

Board members not available to participate: William Bailey, George Cardon-Bystry, Gary Crocker, David Dee, Barry Eden, Luz Escamilla, Brandon Fugal, Brian Greeff, Julie Aiken Hansen, Dan Hemmert, Jon Huntsman Jr., Frank Joklik, Clark Jones, Herb Livsey, Brad Merrill, Ted Merritt, Judy Moreton, David Mortensen, Scott Parker, Pat Richards, Harris Simmons, Tom Thatcher, David Utrilla, Jean Vaniman (Onstage Ogden), Kim Wilson, and David Winder.

Guests and USUO staff members present via videoconference: Steve Hogan, Meredith Kimball Laing, Tony Middleton (Honorary Board), and Leslie Peterson. Julie McBeth was present to record the minutes.

I. Welcome and Consent Agenda: President & CEO Steve Brosvik welcomed the board members and noted that Mr. Greeff was ill and would not be able to join. He asked if there were any questions about or recommended changes to the Consent Agenda. Following a motion duly made and seconded, the Consent Agenda, which consisted of draft minutes from the May 23, 2023 Board Meeting and the May 24, 2023 Special Board Meeting, as well as a proposed FY24 meeting schedule, was adopted.

II. Nominating Committee: Nominating Committee Chair Thomas Wright recognized the excellent work of the committee members and thanked board members for their suggestions to strengthen and diversify the board. He noted that two members would be rotating off the Board of Trustees at the end of their current terms of service: Brad Merrill and Doyle Arnold. Mr. Brosvik shared highlights of Mr. Arnold's exemplary term as board member including his leadership as chair of multiple committees and vice chair of the board. Mr. Wright relayed Nominating and Executive Committee recommendations for FY24. Upon a motion duly made and seconded, the Board of Trustees voted to adopt the following.

RESOLVED, that the following individuals be elected or re-elected to serve three-year terms on the USUO Board of Trustees beginning September 2023: Dr. Stewart E. Barlow, Judith M. Billings, Gary L. Crocker, Jason Englund, Brian Greeff, Dennis Hranitzky, Thomas N. Jacobson, Dr. Dinesh C. Patel, Gary B. Porter, Dr. Shane D. Stowell, Thomas Thatcher, David Utrilla, and Don Willie.

III. Proposed FY24 Committee Chairs: Mr. Brosvik relayed a list of proposed 2023-24 Committee Chairs that he and Mr. Greeff recommended for election. He noted that Henry Wurts had been asked to serve as the new Investment Committee Chair and shared that discussions were still taking place regarding who would chair Finance Committee while Austin Bankhead was on leave and living in Spain. Upon a motion duly made and seconded, the Board of Trustees voted to adopt the following.

RESOLVED, that the following Committee Chairs be elected for Fiscal Year 24:
Audit-Barry Eden; Governance-Annette Jarvis; Government Relations-Dan Hemmert;

Investment-Henry Wurts; Music Director Search-Pat Richards; Nominating-Thomas Wright; and Strategic Planning-Brian Greeff.

IV. Campaign Update: Mr. Brosvik reminded Board members that the organization was planning a comprehensive fundraising campaign to secure a combination of multi-year annual fund commitments, endowment contributions, and capital gifts for a renovation of Abravanel Hall. He shared that a working group had been meeting with USUO's campaign consultant to develop gift tables and messaging, and noted that he and Ms. Peterson had been having exploratory conversations with several prospects. He emphasized that it was not advisable to publicly announce a campaign until a significant percentage of the goal was secured. He relayed progress on Salt Lake County's master-plan update for Abravanel Hall. He highlighted the delicate equilibrium of conversations with potential campaign donors, balancing the urgency for bridge funding for the next few years with waiting for more detail about direction for the hall renovation to understand costs and name recognition possibilities in order to maximize campaign commitments. Mr. Petersen noted that he and Mr. Irish had had several conversations with Mr. Brosvik about what might be considered in plans for the hall and shared that he was supportive of making updates to the building. He conveyed that OC Tanner was discussing a significant contribution and encouraged all board members to step forward with contacts, connections, and influence to deliver the extraordinary additional support that would be required for the renovation and for the needed increased annual and endowment giving. Mr. Irish and Mr. Gardner affirmed their enthusiasm and support.

V. Finance Committee: VP of Finance and CFO Steve Hogan reported that the projected deficit for the current fiscal year (FY23) was \$2.8 million, which was \$17,000 away from the likely scenario in the Strategic Plan discussion at the board retreat in late November 2022. Finance Committee Chair Austin Bankhead reminded board members of the range of potential operating deficits for the cumulative years of the Strategic Plan (FY23-FY27) and the need for bridge funding in addition to the operating reserve to provide organization stability while the plan growth metrics were being pursued. He relayed projections for FY24 and FY25 as well as the potential funding sources for projected deficits: 1. operating reserve (\$1 million remaining after FY23 deficit funded); 2. Board-driven contributions (give/get) above budgeted contributions; 3. line of credit usage to cover short term gaps; and 4. unrestricted funds in the endowment. He added that option 4 was highly undesirable in the view of the finance committee and shared recommendations. Upon motions duly made and seconded, the following resolutions were adopted by majority vote.

RESOLVED, that the Board of Trustees approves the drawdown of remaining Board Operating Reserve of \$1.4M to fund remaining FY23 budget deficit and projected FY24 season deficit through December 31, 2023. Actual amounts to be withdrawn and dates to be approved by the Finance Committee.

RESOLVED, that, subject to approval of the Finance Committee, the Board approve the projected FY24 budget through December 31, 2023, with amounts to be funded from Operating Reserve and, if needed, the line of credit.

VI. Other Business / Executive Session: Mr. Brosvik asked if there was any additional business to bring before the Board of Trustees. There being none, the meeting was adjourned.

Minutes Recorded By:

Julie McBeth

Minutes Approved By:

Board vote at October 24, 2023 meeting