



**Missouri Humanities Board Minutes March  
26, 2022  
Hawthorn Bank Training Center  
3600 Amazonas Dr, Jefferson City, Missouri 65109  
10:00am**

- I. Welcome Guests, Board Members and Staff  
Marilynn welcomed everyone. Bradford called attention to the new Name Badges, Business cards, Name tents and available note cards for board members use and the new Board Manual notebooks for each board member. While the Manual is a work in progress, we wanted to show the work that has been done thus far. A special thanks goes to staff who pulled all these things together for the Board meeting.
- II. Call to Order at 10:01 am by Board Chair Marilynn Bradford
- III. Roll Call
- Present:**  
Marilynn Bradford (chair), Dr. Petra Dewitt, John Robinson, III, Trish Erfeld, Rev. Nicholas Inman, Laura Dierberg Ayers, Thomas Brandom, Betty Coleman, Dr Sudarsan Kant, Dr. Jason Sides, Marvin Silliman
- Virtual:**  
Marci Bennett
- Absent:**  
Peter Hofherr, Justin Dyer, Blake Sherer
- 11 present – 3 absent – 1 virtual - quorum was established.***
- Guest**  
Jeanne Dee, partner with Anders CPAs
- Staff in attendance**  
Ashley Beard-Fosnow, Executive Director  
Chrissy Sommer, Community Engagement Director  
Lisa Carrico, Program Director  
Claire Bruntrager, Development Manager
- IV. Approve Agenda  
Chair Marilynn Bradford added the following:
- Under Committee Reports – Financial Committee – add March 15th Financials
  - Under Old Business - Closed Session – to address Legal/Personnel issue.
- Thomas Brandom made motion to accept as amended, John Robinson 2<sup>nd</sup>. No Additional Discussion. All in favor, none opposed, agenda approved as amended.
- V. Approve previous Board meeting minutes  
Chair Marilynn Bradford asked if there were any changes to the minutes for November 2021 and February 2022 minutes.
- Nicholas Inman asked to correct the following on the Nov 17<sup>th</sup> Minutes. At the bottom of letter E – it

says Sudarsan did not see a list of those interviewed. Change interview to submitted.

John Robinson motioned to accept minutes as amended, Trish Erzfeld 2<sup>nd</sup>.

No Discussion. All in favor, none opposed, approved as amended.

VI. Introduction – Jeanne Dee (auditor) partner with Anders CPAs re: 990 and Audit Jeanne Dee spoke about Form 990 – extending past due date of March 15<sup>th</sup>

Introduced herself and thanked for opportunity to speak. Completed Audit and Form 990 filing for year-end Oct 31st 2021. Team was Laura Long and Katie Schmitz. Audit results are a little later this year, thus they extended the Form 990, and there is no penalty.

She presented packet and presented the highlights from the Independent Audit Report.

- Jeanne pointed out report format will change next audit
- Page 2 – Financial position – that there are no material departures from general accepted accounting and no problems or issues with the scope of the audit
- Audit received the highest opinion of a successful audit
- The Schedule of expenditures and federal awards is the schedule required by the NEH to identify the federal dollars.
- Another 2 reports – starts on page 22 and talks about the Governmental Auditing standards. Another letter on the independent report on each program provides more specific information for NEH and Federal Government. NOTE Clean Opinion All Around & Unmodified Opinions All Around.
- Marvin Silliman asked about how long it took to prepare. You have up to 9 months to complete and this one did take a little longer, but nothing to worry about.
- Why Audit? The threshold is \$750,000 then audit is required, single audit, uniform guidance. Missouri does not have requirement, and PPP does not count
- Talked about included Letters - No Surprises, No Issues, no critical issues but made a few suggestions to executive committee the prior week.
- Laura Dierberg Ayers made a point that for a best practice the Executive Committee should have private meeting to talk with audit firm about annual audit in the future, for an internal control, without Executive Director or staff present.
- Form 990 – was prepared and given to Board. It is not a Tax Return but an Information Report. Most important part is the description of MO Humanities programs. Also the ARPA dollars and the dollars awarded. It is also important to have Policies in place. Final is previous Executive Director's salary.
- Laura Dierberg Ayers questioned when Audit firm's contract ended. And questioned if it was time for rebidding for this next year? (In the past, the bid was awarded for several consecutive years.) Another question was when does the current contract expire? Jeanne Dees said she would look into it and get back to us.

John Robinson motioned to accept the 990 Report, Petra Dewitt 2<sup>nd</sup>. No Discussion. All in favor, none opposed, motion passed.

John Robinson motioned to accept Audit Report, Tom Brandom 2<sup>nd</sup>. No Discussion. All in favor, none opposed, motion passed.

VI. Committees – Committee Reports

Chair Bradford talked about Ad-Hoc Committees but right now we have 3 official Committees.

a. Advocacy – Marci Bennett (Board Secretary), Advocacy Committee

Marci Bennett talked about upcoming advocacy day on March 30, 2022. She talked about logistics, and that Chrissy Sommer (staff) has already made contacts with legislators. Chrissy Sommer will send logistics email to all attendees. Meeting at Madison's to eat lunch, get a quick training, and then head to capitol.

Marci Bennett thanked staff for prep-work and bragged about Bubble Map. The Bubble Map that shows all grants issued by region.

Answers questions about what to do when you meet with legislators, etc.

b. Financial – John Robinson (Board Fiscal Agent) , Financial Committee (substituted for Committee Chair Peter Hofherr)

Robinson explained the committee worked through a number of budget changes brought to the committee's attention by Executive Director Ashley Bead-Fosnow.

i. The Financial Committee made the following recommended changes to Budget line items  
Note that the amounts would be moved around and doesn't change bottom-line. He handed out a 2 page report. The Financial Committee and Executive Committee unanimously approved. Here are the recommended changes:

- Decreased Printing/Publishing by \$90k (Missouri Life – don't need them for magazine – will continue as we have in past)
- Decreased Sponsorships by \$90K (need to be in true sponsorship form/must request the money – do as grant)
- Decreased Miscellaneous by \$80k
- Added \$25K Professional Development/Executive Coaching as approved by the Board in October (Paid with NEH Funds)
- Added \$65,000 in Payroll Taxes
- Added \$56,705.40 in Legal Fees
- Added \$200K to grants for a Humanists/ Cultural Heritage Tourism special grant round paid through/with State Funds
- Added \$13K to Advocacy to correct Kyna's fee and account for Advocacy Day (Row paid with state funding)
- Moved \$15K from staff travel to Board convention and travel. Still, \$20,701 more than FY21 to account for covid drop
- A decrease is visible from FY21 in the Salary and Benefit rows with changes by ED.

John Robinson allocating more time (budget workshops) to really look through before put together next budget. There was discussion on MO Humanities giving out money outside of the grant process. Some money can still be used for sponsorships (\$5K); however, most funding needs to go through grant process.

Thomas Brandom motioned to approve amended budget, Marvin Silliman 2<sup>nd</sup>. No additional discussion. All in favor, none opposed, motion passed.

ii. Merging Strategic Plan with Budget

Internal Financial Procedures – the finance committee with Ashley went through this and any entity that we are using needs to have policies from that company or a contractual agreement with them.

There was a suggestion to take out last sentence under banking

There was a point made about who make recommendations – should come from financial committee. --- sending this back to financial committee to wordsmith and then will bring it back to board.

iii. Account updates and needed changes

John Robinson talked about there being 2 accounts at Central Bank – One is a Civil War Account and someone attempted to make it a Native American Acct. Acct 1077 - This

account has \$21,795 is the remaining money left from a \$50K grant we gave to University of Michigan for a Civil War Film (in 2018). We are to get a copy of this film.

John also mentioned that there are 2 accounts at Edward Jones – a general investment account (not tied specifically to grant funds) and a 401K account.

Marvin Silliman motioned to close Civil War Account and move into General Account – Tom Brandom 2<sup>nd</sup>, All in favor, none opposed, motion passed.

Marvin Silliman motioned to add Margaret Ashley Beard-Fosnow, Executive Director, as authorize signer on General Account, Dr Petra Dewitt 2<sup>nd</sup>. No further Discussion. All in favor, none opposed, motion passed.

iv. March Financials  
(not discussed)

A point was made by Laura Dierberg Ayers regarding intellectual property and if we have list of what we own.

c. Grants - Dr Petra DeWitt (Board Vice Chair), Grants Committee

There were 50 grant submissions in February 2022. The Grants committee met and selected grant winners. The Grants Committee uses a rubric spreadsheet to help determine whom to select. Letters sent out and there was some discussion on the wording in letters sent out. A point was made to make sure Clarice is on the committee as a non-voting member and notified- staff liaison.

There is a workshop on April 4<sup>th</sup> on Grant Writing

John Robinson motioned to approve the \$131,285 in grants, Trish Erzfeld 2<sup>nd</sup>. No further Discussion. All in favor, none opposed, motion passed.

VII. Executive Director Report – Ashley Beard Fosnow, Executive Director

Ashley presented a written Executive Director Report and talked about some of the highlights.

- a. Development Update – Claire Bruntrager, Development Manager, reported on Development – talked about role as board members. Talked about membership levels. Talked about Friend-raisers. Talked about Gala in September.
- b. Program Update – Lise Carrico, Program Director, reported on Programs – talked about the Eat, Think, & Be Merry Series, Talked about Podcasts, Talked about Small Town Showcase. Talked about MO Humanities Heritage programs.
- c. Looking forward to 2023 and Beyond – Ashley went over upcoming themes through 2025. In 2023 the Theme is Roots and Routes, the movement and settlement of Missourians. She discussed a traveling exhibit. All details can be found in the Executive Director report.

Break for 5 minutes

**Return to General Board Meeting**

**Enter CLOSED SESSION** - *This portion of the meeting may be closed if such action is approved by a majority vote of members who constitute a quorum, pursuant to Section 610.021 RSMo.*

**Return to General Board Meeting**

VIII. Old Business -

Tom Brandom motioned to recommend to bylaws committee that the number of terms be extended to 3, Betty Coleman 2<sup>nd</sup>. All in favor, none opposed, motion passed.

Tom Brandom motioned to extend terms of John Robinson and Marci Bennett until bylaws are amended, Nicholas Inman 2<sup>nd</sup>. 10 in favor, 2 abstain, none opposed, motion passed. (John & Marci both abstained)

IX. New Business –

Chair Marilynn Bradford talked about MO Humanities rebuilding after Nov 1<sup>st</sup>, engaging everyone, thanked

everyone.

Thomas Brandom made a suggestion about meeting more often.

- X. Adjourn - Having no more business, Chair Bradford entertained a motion to Adjourn at 12:26 pm – John Robinson made a motion, all were in favor, motion carried.



