

Board of Directors Meeting
Wednesday, September 27, 2023
5:30PM - 7:30PM

<https://us02web.zoom.us/j/81090269350>

Board Attendees: Howard Sendrovitz, Marc Richter, Marilyn Cohen, Chris Riggs, Elana Slobodien, Yuka Hashimoto, Jennifer Hanley, Ron Claiborne, Mandy DeFilippo, Yukari Saegusa

Staff: Larisa Gelman, Thomas Cawley, Luz MacManus, Jacqueline Cannon, Jen Dayton, Nika Sourakov, Yearim Leslie Yi

Welcome and Opening Remarks: Howard Sendrovitz, Chairman of the Board

- Howard greeted the Board and reviewed expectations for the Board, to be distributed. These included regular meeting attendance, active participation in at least one committee, support of Midori & Friends fundraising goals, social media campaign interaction, and commitment to telling one new person per month about Midori & Friends mission.

VOTE: To approve minutes of June 14, 2023, Board of Directors Meeting (attachment)(no comments from Board members)

- Motion: Ron Claiborne
- Second Motion: Mandy DeFilippo
- The Board voted to approve.

Organizational Update: Larisa Gelman, Executive Director

- Operations & Staffing updates
 - Board Handbook & Portal: A new board handbook will circulate in the next few months.
 - Program Staff: Larisa introduced two new members to the program team.
 - Jennifer Dayton, Director of Education
 - Yearim Leslie Yi, Program Administrator
 - Young Professionals Board: There are five recruits for the Young Professionals Board, representing TD Bank, US Bank, the Wallace Foundation, and more. Larisa shared that the goal is to support young professionals seeking to support arts education, expand our network, and raise funds through innovative smaller scale special events. She also thanked Nika Sourakov, Development Manager, for her work on the Young Professionals Board. The YPB will receive the weekly Board newsletter to stay up to date with the organization.
 - New Mission Statement Review: Larisa introduced the new proposed mission statement that expands on the breadth of Midori & Friends programming: Midori & Friends harnesses the power of music to develop well-rounded students, engaged classrooms, and arts rich communities. Our transformative music education programs cultivate a joy of learning, a spirit of service, and courageous self-expression, fostering a sense of purpose and illuminating pathways to a brighter future.
 - Discussion: Board Members liked the second sentence very much; some wanted clarity regarding what is meant by “arts rich communities.”
 - Following discussion, this version was created: Midori & friends harnesses the power of music to transform children's lives and enrich their communities. Our music education

programs cultivate a joy of learning, a spirit of service, and courageous self-expression, fostering a sense of purpose and illuminating pathways to a brighter future.

- Howard noted that the Board should take the time to reflect on the language and vote on the mission statement at the December Board meeting.

Audit Committee Update: Mandy DeFilippo, Chair

- Mandy shared that preparation for the audit is underway and the committee will review the past work of auditors, as well as identify and evaluate alternatives, to seek to ensure we get cost-effective service.

Nominating Committee Report: Ron Claiborne, Chair

- Ron thanked Larisa for selecting the new Board candidates. Ron and Jennifer spoke to Megan Jakel and Marcelo Tau. Ron remarked about their enthusiasm and professionalism. Jennifer mentioned that Heidi and Megan had similar backgrounds, with Heidi being on the programming side and Megan being on the development side. Howard met all three candidates and felt while the skills were complementary, not redundant. Larisa noted that we have a capacity of 26 members (actually, it is 27) and currently have 18.
- Megan is a former dancer with Alvin Ailey Dance Theater who then moved to work on the theatre's development team. She is currently Deputy Director of Leadership Giving at Baruch College.

VOTE: To appoint Megan Jakel to Board of Directors

- Motion: Ron Claiborne
- Second Motion: Howard Sendrovitz
- The Board voted to approve.
- Marcelo has a background in retail operations and is currently the COO of David Yurman. He brings a different background to the Board and Ron spoke to his wonderful personality.

VOTE: To appoint Marcelo Tau to Board of Directors

- Motion: Ron Claiborne
- Second Motion: Marilyn Cohen
- The Board voted to approve.
- Heidi is the Senior Vice President and Chief Administrative Officer at SUNY Downstate Health Sciences University. She is interested in what kind of unique partnerships might exist for funding. Jen spoke about her creativity and the ways she was able to raise money for some of the organizations she had worked with in the past.

VOTE: To appoint Heidi Aronin to Board of Directors

- Motion: Jennifer Hanley
- Second Motion: Ron Claiborne
- The Board voted to approve.

VOTE: To appoint Elana Slobodien as Chair of the Program Committee

- Motion: Howard Sendrovitz
- Second Motion: Ron Claiborne
- The Board voted to approve.

VOTE: To appoint Marc Richter as Secretary

- Motion: Howard Sendrovitz
- Second Motion: Mandy DeFilippo
- The Board voted to approve.

Development and Marketing Committee Report: Marilyn Cohen, Chair

- FY24 Contributed Income
 - Marilyn reported that we had raised (confirmed and pledged) \$808,789 to date. She shared that she looked to the Board to participate in this year's events to help us meet our fundraising goals.
 - M&F was invited to apply to US Bank for \$15k. Con Edison will be changing their philanthropy focus and ending their support of arts and culture programs, shifting to social justice. They did offer M&F to apply for 3 years' worth of funding (estimated at \$45k).
- FY24 Special Events
 - October 31, 2023 - Midori & Jonathan Biss @ Steinway
 - November 30, 2023 - Season of Lights: Benefit for Bright Futures @ Salesforce Tower
 - January 4, 2024 - Yefim Bronfman @ 89 Reade Street
 - April 16, 2024 - Randall Goosby @ Kosciuszko Foundation
- Marketing Updates: Jacqueline Cannon, Director of Marketing
 - FY24 Objectives: Marketing has established three major objectives to focus on throughout FY24. These objectives include raising brand awareness, growing earned revenue, and deepening our knowledge of current stakeholders. The team has set up specific KPIs for each of these objectives to track progress over the fiscal year.
 - FY24 Strategies
 - New York Charter School Conference: To grow earned revenue, our team has identified the New York Charter School Conference as an opportunity to market our programs to charter schools and connect with education industry professionals. The conference takes place in Albany each year, but it does see a strong attendance from NYC-based charter schools, which represents 60-70% of overall participants. Larisa and Jen will be attending the conference on behalf of Midori & Friends in October.
 - Social Media: We have increased our posting frequency and our digital advertisement budget, which has allowed us to raise our user acquisition rate on our website, increase our email audience, and reach many more accounts online across social media.
 - Changing the Tempo: Changing the Tempo is a 3-part interview podcast and video series that highlights the three pillars of the Midori & Friends Mission.

These are a spirit of service, courageous self-expression, and a joy of learning. Each episode will highlight one of these ideas and feature a special guest, one of which will be Midori. The episodes run for 20-30 minutes and access to the full episode will only be granted after the potential viewer completes a form opting into our email list.

- Play to Learn Ukulele Series: our team is also producing an online curriculum series for the Play to Learn Ukulele program. This series features Midori & Friends teaching artist Ukulele Jake as he teaches through six introductory episodes and 8 'sing along' instructional videos. This curriculum supplement will be used in conjunction with all our Ukulele residencies, and we will also promote it via social media.
- Q1 Analytics
 - Social Media Reach: Facebook reached 23,000 more accounts this quarter; TikTok reached 45,000 more accounts.
 - Email Subscribers: We've grown our email subscription list by about 1,000 subscribers since last quarter, bringing our total audience to 3,323 subscribers. This large bump in subscribers can be attributed to a large growth in parent subscriptions, which now make up 26% of our total audience.
 - Web Analytics: We closed last quarter with a little under 4,000 page views and as of Monday we are at almost 6,500 page views.
 - Board Members inquired about the context of these stats and how we compare to other organizations. Jacqueline cited the growth and stated that we had more room to improve. Jennifer acknowledged the impressive jump in engagement.

Finance and Administration Committee Report: Marc Richter, Chair

- FY23 budget projected a \$162,500 surplus. After updating FY23 for the most recent actuals, our financial folks are now projecting a \$4,000 surplus for FY23. The reasons for the change are approximately \$162,000 lower revenues than budget and total operating expenses approximately \$4,000 less than budget. Bullet points in the board package explain categories for which there are material changes.
- Marc noted that at the June Board meeting, we projected a net gain of approximately \$169,000, or \$7,000 more than budget. Marc reviewed several reasons for the differences, including Tom's advice that material differences between the profit and loss statements for June and September may be mainly attributable to a lag in the amounts entered into QuickBooks being updated into the profit and loss statements. Tom will work with our comptroller, David Reynolds, an outside consultant, to avoid this happening again in the future. Tom does not expect there to be any material differences once all actuals for FY 23 are in.
- Balance Sheet: Working capital liquidity was restored. Marc noted the recent CASA/CII payments (\$656,000) that increased our cash balances. He added that \$134,975 in FY23 DOE receivables were collected in July and August. Lastly, he noted that the \$164,000 balance of FY23 CASA/CII (20% final payment) is expected in February 2024.
- FY24 P&L statement: Marc reported that updated FY24 projections predict a \$14k loss for FY24. This projection reflects lower than expected contributed income and is offset by \$74k less of

projected expenses. Marilyn questioned if this was a worst-case scenario. Larisa responded that the P&L statement is a best-case scenario due to the budget cuts to schools and economic restraints. Marilyn also inquired when our office lease will expire. Tom confirmed that the lease expires in October 2024 and that he has been looking into possibilities for a new space.

- FY24 Cash Flow: As discussed, receipt of CASA/CII funds were delayed until August this year due to an unexpected audit. While such a delay is not expected to be replicated in FY24, for purposes of a conservative cash flow projection, our financial folks assumed CASA/CII funds and part of Earned Revenue would again be delayed until after the end of FY24. Accordingly, FY24 receivables balances for these grants are estimated to be \$985,000. Based on this conservative estimate, our financial folks are projecting the low point for cash balances of approximately \$225,000 at FY24 year end. While \$225,000 would be adequate to manage summer monthly expenses, based on best information available in late spring 2024, our financial folks will consider beginning an application to the City for a bridge loan until CASA and CII funds are received.
- By-Laws Review
 - Per discussion at the June Board meeting, M&F retained pro bono counsel through Lawyers Alliance to review the updated by-laws.
 - Lawyers Alliance, and then pro bono counsel, advised that we must follow the Delaware Corporate Statute regarding our by-laws because Delaware is our state of incorporation; registration and activities in New York do not result in the NY Statute taking precedence over Delaware statute regarding by-laws. What caught the eye of Lawyers Alliance was our new provision allowing proxy voting at Board meetings, which is prohibited under Delaware law. Those of us who worked several years ago to update our by-laws to comply with new major changes to the New York Statute were never advised by then pro bono counsel that the new New York law did not apply to us because we are incorporated in Delaware.
 - We are working with pro bono counsel to see where our by-laws go further than required by Delaware law or do not meet Delaware Law or New York law (for the limited circumstances that New York law applies because we register and do business in New York). The plan is to have a revised set of by-laws to be adopted at the December meeting. In the meantime, we will operate under the by-laws adopted in June except for the Proxy provision.

Program Committee Report: Larisa Gelman, Executive Director

- FY24 Program Updates: Larisa reported that My Musical Journeys is a new program that is being launched this year featuring Midori's animated curriculum videos. She continued that we are starting the third year of NEXTGen program this January. Jen is launching a NEXTGen Advisory Panel that will give alumni the opportunity to mentor current teens. Celebrate! Music has expanded its roster to 12 ensembles this year and Play to Learn will offer residencies with 16 musical disciplines.

Meeting concluded at 7:24 pm.