



Edmond Town Hall Board of Managers

Minutes of Special Meeting August 17, 2021

THESE MINUTES ARE SUBJECT TO APPROVAL AT THE NEXT REGULAR MEETING

Present: Jen Guman, Margot Hall, Armel Romeo Kouassi, Herb Rosenthal, Betsy Paynter

Absent: Marie Smith

Also Present: Sheila Torres

Members of the Public – none

Ms Guman opened the meeting at 6:30.

Ms Guman welcomed Ms Paynter to the Board. Ms Paynter was warmly welcomed by the rest of the Board. They discussed Ms Paynter's connections and experience that will be of help to the Board.

Mr Rosenthal moved to accept the minutes of July 13th meeting with Mr Kouassi 2nd.
Approved

Ms Guman reported that the survey subcommittee had met but there was no updates yet they are still working through all the information gathered.

Ms Torres (her report is attached) reported that theater is getting quite a reputation causing renters to come from all over. The new movie schedule is working with Senior matinee on Friday and movies on the weekend. Sponsored weeks are one showing on weekdays as well.

Discussion on missed revenue due to cancelled events.

Mr Rosenthal suggested contacting IT regarding integration of eFinance and Quickbooks. Discussion on use of grant. Suggestion for more usable space to increase revenue and some CIP items.

ETH is included in the evaluation of building condition to being studied by committee. Data collected will be used for cost planning purposes.

Unfinished business

COVID regulations have not changed. There was a long discussion on how to proceed with concerts and COVID precautions.

Another vendor for the audio/video contract came for the tour. He has not submitted his quote yet. Would still like to get another quote.

Discussion on the CIP. Ms Torres is getting costs on grease trap for the parking lot project. Many suggestions were discussed and order of importance. This will be finalized at next month's meeting.

New tenant lease is effective as of September 1st. She picked up the lease but has not returned it yet. Ms Torres was contacted about room availability for classes during Hawley HVAC project.

Ms Torres is collecting availability of Board members to man the ETH booth at the Arts Festival.

Theater non profit presentation – There was discussion of the strategic goals identified in 2017.

Create financially stable organization, an economic engine and a cultural destination in Newtown.

A non-profit would manage risk, salaries and expenses as well as booking events etc. They would be responsible for all theater related costs and ETH would be responsible for building expenses.

Non Profit opens doors for grants. It is easier to raise money due to a non-profit being tax deductible.

Rentals for events are more desirable as they help bring in from other areas and frequent local businesses.

Non profit will help with goal of trying to reduce town contributions.

Non Profit has its own name which is shared with the theater. It will elect board members, hire staff, secure volunteers, vendors, book and schedule theater events, performers, day of show costs. They will organize fund raising, membership marketing and loyalty space.

Historically grants supply 30% of revenue to other theaters.

The lease would need to contain direct cost, shared cost, and share in success.

Need to form a business plan first then the volunteers on the non profit board would do the work until they could hire for those positions. It is important to have different specific qualifications for the members of the board. Need to start slowly and choose wisely.

A branded and sponsored series needs to raise 2 to 3 times their salary.

Ridgefield Playhouse has a non profit status and rents from the town of Ridgefield. The town leases another section of the building to another business.

There was a discussion on how costs were split, who pays for what, who chooses members on non profit, how does ETH benefit, what risks are involved? Board requested to speak to the attorney forming the non profit to get questions answered. Ms Guman will submit the questions and request he attend the next meeting. Mr Rosenthal suggested checking with town attorney as well. Cohen and Wolf is the town attorney for both Newtown and Ridgefield so may have some helpful insight. Mr Rosenthal passed out articles regarding myths and pitfalls of non profits. (attached)

New Business

Discussion on how to keep patrons and staff safe. ETH is following current state mandates. Patrons are traveling to go to events. Should there be stricter guidelines for ETH? Should patrons need to show proof of vaccination, current negative test, what about fake proof, what about children, what about masks or maskless? There was discussion on those items and how to enforce any regulations. It was decided to leave as is for now and revisit at the next meeting.

Ms Hall moved to adjourn the meeting at 9:05 with Ms Paynter 2nd the motion – motion approved.

Respectfully submitted,
LeReine Frampton

ETH MANAGER'S REPORT – 14 Aug 2021 – Sheila Torres

Highlights/Issues

Busy July with Lauren on vacation for over two weeks, really missed her help. She returns the end of this week and I will be going on vacation Aug 24 through Sep 4. Met with another potential sound support vendor during July. Jen had set up that walkthrough for us. The article that appeared in *The News Times* led to another phone call from a production company doing a documentary on theaters like ours who are trying to reinvent themselves. A man named Robert Harris and Jeff Quinn called to ask for a tour of our theater. They spoke with Jen Guman. Still trying to recruit a custodian. Have received applications, but no interviews yet. Most applicants really want full-time work. They see this job as a stepping stone to going to work for the town.

CIP –The ETH CIP submissions for the first five years have not changed much from last year, but the new data entry template sent out by the town goes through 2031 – 2032 FY. The reports are being sent separately in a newly developed template from the town.

Lighting Issues – During the last meeting I had included in my report that Dave Brooker had set up some minor lighting plots on our lighting board. That was incorrect. We still need lighting plots designed and copied onto flash drives so that we can have some basic meeting plots available to us.

Live Shows – We had to cancel the August 20 comedy show because the performer tested positive for COVID 19. We were expecting 375 to 400 people. I spoke with Rich Goldberg, the agent for the first three concerts in our series. Our ticket sales are very low (in the 60's), probably due to the COVID uncertainties. He is going to step up more advertising on his end and then said we would regroup in two weeks to see where we stand. He and I both agree that we cannot afford to lose money. He also suggested that I take the temperature for audiences. He will be sending me what other venues are doing, including the request for vaccine cards etc. He said two venues in Virginia have implemented that approach.

Overview

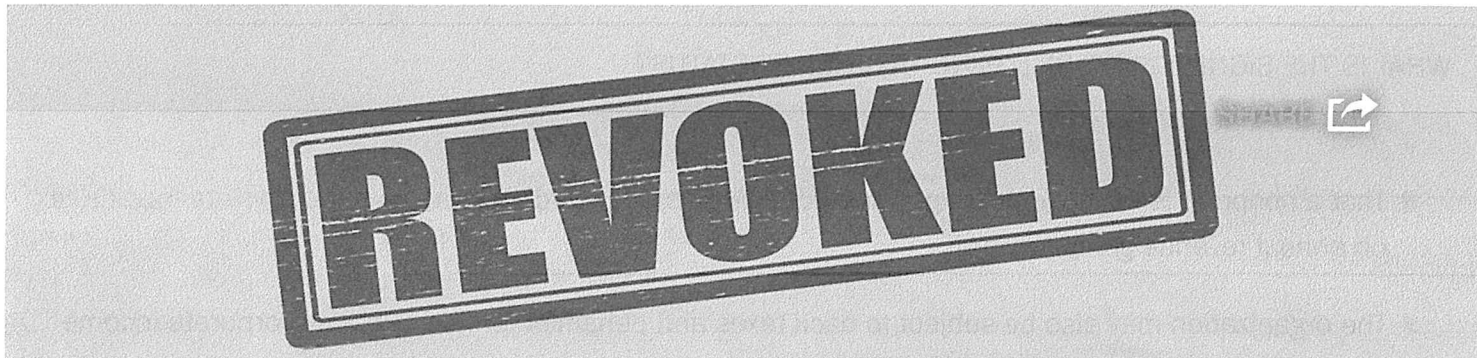
- **Grants** – SVOG Grant funding of \$204,000 has been received. Both Lauren and I have provided Jen with suggestions for the use of the funds based on rules, etc. I wish to acknowledge the hard work of Lauren DiMartino. We could not have done this without her help. She put in many hours.
- **CIP Exterior Renovations**–I have not received any updates from Rick or the vendors working on this. I do have a call into Rick to see where we stand.
- **Transition to eFinance** – You saw the write-up I asked Lauren to provide in order to bring you up to speed on what is happening. I have asked Lauren to develop a process that will allow us to provide the town with the essentials only so that we do not spend so much time doing things manually. eFinance does not allow for easy financial analysis the way that QuickBooks does. I would like to be able to continue using QB but do not want to have to maintain two systems fully. We will keep you posted on our efforts to work out a solution with the town.

Work Completed

- **Major generator repair has been completed.** First such repair in almost 10 years.
- **ADA bathroom walkthrough was done July 15.** Bathroom now complete and in use. Building inspector recommended adding a 24-inch grab bar to back of toilet. Vendor will be back to complete that in late August.

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MEMBER LOGIN SEARCH



Protect your nonprofit's tax-exempt status

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Loss of tax-exempt status could have disastrous consequences for your charitable nonprofit. It is helpful for every nonprofit leader, whether board or staff, to be familiar with the importance of tax-exempt status, and situations that put a charitable nonprofit's tax-exemption in jeopardy.

Below are a summary of the "hot button" issues that should be on your radar screen and links to resources about protecting and maintaining tax-exempt status.

Hot button issues for charitable nonprofits

All charitable nonprofits recognized as tax-exempt under section 501(c)(3) of the Internal Revenue Code, including churches and religious organizations, must abide by certain rules. In exchange for the favored status of being exempt from many taxes, charitable nonprofits promise:

- Not to be organized or operate for the benefit of any private interests;
- Not to devote a *substantial part* of its activities to attempting to influence legislation;
- Not to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office; and
- Not to be organized for or conduct activities that are illegal or violate fundamental public policies.

Charitable nonprofits can lose their tax-exemption or face stiff penalties, called "intermediate sanctions" for engaging in the activities listed above.

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MEMBER LOGIN SEARCH



Myths About Nonprofits

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While nonprofits are all around us, there are common misconceptions about what nonprofits are and what they do.

Myth: Nonprofits can't earn a profit

Reality: The term "nonprofit" is a bit of a misnomer. Nonprofits can make a profit (and should try to have some level of positive revenue to build a reserve fund to ensure sustainability.) The key difference between nonprofits and for-profits is that a nonprofit organization cannot distribute its profits to any private individual (although nonprofits may pay reasonable compensation to those providing services). This prohibition against "private benefit" is because tax-exempt charitable nonprofits are formed to benefit the public, not private interests. For more information, see this IRS guidance. Learn about what charitable nonprofits need to do to maintain their tax-exempt status.

Myth: A well-run nonprofit should have low "overhead" costs

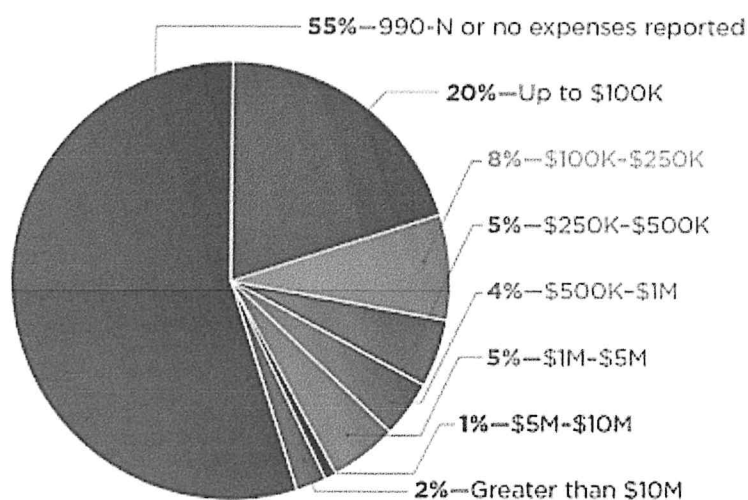
Reality: Operating costs, such as paying utility bills, rent, salaries, and investing in office equipment are referred to by a variety of names, including "overhead," "administrative costs," and "indirect costs." While the terminology varies, one thing does not: these costs are essential to delivering on a nonprofit's mission, and have no relation to the level of effectiveness or the outcomes a charitable nonprofit may deliver.

Nonprofits are encouraged to join our campaign to "#OwnYourOwnCosts" and help to educate funders and donors about the true costs of delivering services. If your nonprofit requires higher overhead costs to deliver services, show your supporters how those core infrastructure costs are essential and advancing your mission.

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representative of the charitable nonprofit community as a whole. 92 percent of all reporting public charities had annual revenue of under one million dollars.

501(c)(3) Charitable Nonprofits by Size (excluding private foundations)



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