

**International Civil Rights Center & Museum
(Sit-In Movement, Inc.)
Greensboro, North Carolina**

Minutes of the Meeting of the Board of Directors

10 January 2014

Directors Present: Mr. Melvin "Skip" Alston, Mr. George Clopton, County Commissioner Bruce Davis, Mr. Hurley Derrickson, Dr. Edward Forte, Atty. Doug Harris, Ms Deena Hayes, Atty. Henry Isaacson, Mr. Earl Jones, City Manager Denise Turner-Roth, Mayor Nancy Vaughn,

Guests Present: Mr. Ron Newsome, Ms. Sharisse Fuller

Staff Present: Mr. Bamidele Agbasegbe Demerson, Ms Pamela Glass Patrick, Mr. John Swaine

Recorder: Bamidele Agbasegbe Demerson

Call to Order

Chairman George Clopton called the meeting to order at 12:14 pm.

Oder of Business

Chairman Clopton opened the meeting by: 1) extending greetings for a Happy New Year, 2) noting the passing of Franklin McClain of the A&T Four, and 3) indicating the need to activate committees of the Board of Directors that would take ICRCM from obscurity to a level of recognition.

Franklin McCain

Resolution: Doug Harris authored and read a resolution of condolence regarding Franklin McCain.

Gala Dedication: Following the discussion by the board, Richard Koritz moved that the *Annual Gala 2014* be dedicated to the memory of McCain. Hurley Derrickson seconded the motion. The motion was carried by *viva voce* vote.

Statement Drafted by RLF Communications: Bamidele Demerson passed out statement drafted by RLF regarding the passing of McCain. Doug Harris moved that the statement be signed by the Chairman of the Board and the Executive Director. Dr. Forte seconded the motion. The motion was carried by *viva voce* vote.

Denise Turner-Roth

Earl Jones congratulated outgoing City Manager Denise Turner-Roth who has accepted a federal position as Deputy Administrator of GSA.

Lead MTI

Executive Search: Sharisse Fuller noted Lead MTI will convene a meeting of the Executive

Search Committee on Tuesday, 21 January 2014 (not on Monday, 20 January 2014, MLK Day). Charles Aris, Inc. has offered pro bono services in the executive search effort.

Motion: Skip Alston moved that the Executive Search Committee inform the Board of Directors of the three (3) finalists. Bruce Davis seconded the motion. George Clopton offered a friendly amendment that the full Board decides on the final hire. The motion passed by *viva voce* vote.

Time of Meeting: George Clopton will designate a time to meet on 21 January 2014.

Executive Search Committee members:

Human Resources Services: Lead MTI developed 1) employee self evaluation forms, 2) performance agreement, and 3) a draft of the personnel procedures manual.

Executive Summary Request: Dr. Forte requested a six (6) page Executive Summary of the personnel procedures manual.

Annual Gala 2014

Press Conference: Special Events Coordinator Pamela Glass Patrick reported that regarding the 1 February 2014 Annual Gala press conference will convene at 4:00 pm at ICRCM

VIP Reception: Board of Directors, elected officials, and donors of \$10,000.00 and above.

Annual Gala: Slated to start at 6:00 pm, Koury Convention Center.

Finance

2012 Audit: CFO John Swaine reported that Oliver Bowie will complete the 2012 audits by 17 January 2014.

2013 Audit: Oliver Bowie will complete the 2013 Audit by April/May 2014. Bowie will need to be paid \$30,000.00 for this effort.

Carolina Bank Loan: The Bank wants to see the Sustainability Plan before it agrees to any action.

Sustainability Plan, 2014-2016

Sustainability Plan: Executive Director Bamidele Agbasegbe Demerson presented a draft of the *Sustainability Plan* that had been revised following deliberations by Chairman George Clopton, Deena Hayes, John Swaine, and Bamidele Demerson.

Working Document: The goals articulated in the *Sustainability Plan* will undergo modification as the activated committees determine the scope of the goals, route to achieve the goals, stakeholders/partners, timelines, and measures of success.

Recognition of Contributions to ICRCM

Dennise Turner-Roth: Dr. Forte suggested the passage of a resolution to recognize the contributions of Denise Turner-Roth.

George Clopton: Dr. Forte moved that Chairman George Clopton's contributions be recognized at the Annual Gala. Earl Jones seconded the motion. The motion was carried by *viva voce* vote.

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Minutes of the Meeting of the Board of Directors

16 December 2013

Directors Present: Mr. Melvin “Skip” Alston, Mr. George Clopton, Mr. Bruce Davis, Mr. Hurley Derrickson, Ms. Deena Hayes, Atty. Henry Isaacson, Mr. Earl Jones, Mr. Richard Koritz, City Manager Denise Turner-Roth.

Staff Present: Mr. Bamidele Agbasegbe Demerson, Mrs. Pamela Glass Patrick, Mr. John Swaine

Call to Order

Chairman George Clopton called the meeting to order at 12:22 pm

Designation of Melvin “Skip” Alston as Chairman Emeritus

Discussion: Attention focused on whether the designation of Melvin “Skip” Alston as Chairman Emeritus during the October 2013 meeting of the Board of Directors impacted his voting privileges.

Motion: Richard Koritz moved that the designation of Melvin “Skip” Alston as Chairman Emeritus did not inhibit Alston’s voting privileges, rights, and responsibilities. Hurley Derrickson seconded the motion.

ICRCM Retreat

Lead MTI: Board of Directors unanimously agreed to utilize the services of Sharisse Fuller of Lead MTI to conduct the Executive Search and provide HR Services.

Marketing: Hurley Derrickson indicated that ICRCM should modify the contract in line with what ICRCM could afford. This was followed by expressions of unanimous agreement of the Board. Chairman Clopton will negotiate the modification of the proposal with Monty Hagler of RLF Communications.

Minutes

Motion: Richard Koritz moved that the minutes of the previous meeting be accepted. Deena Hayes seconded the motion. The motion was carried by *viva voce* vote. Bruce Davis abstained.

Finance Report

CFO John Swaine noted:

- Release of \$135,000.00 to go to Wells Fargo

- Anticipated operational hurdles in February 2014
- The possibility of purchasing an e-mail database with 250,000 names inclusive of museum supporters in Greensboro, Charlotte, and the northeast (New York, New Jersey, Massachusetts, and Connecticut). Chairman Clopton will communication with RLF regarding the utility/effectiveness of this list.
- Oliver Bowie will complete 2012 Audits by 31 December 2013.
- Sustainability Plan needs high priority attention by the Board of Directors

The CFO report engendered wide ranging discussion regarding the: Sustainability Plan, Year End Appeal, Carolina Bank Loan, Debt Reduction Campaign, and CFC

Earl Jones moved that the CFO Report be accepted pending modifications/clarifications. Deena Hayes seconded the motion. The motion was carried by *viva voce* vote.

Skip Alston recommended acceptance of the CFO Report as “information only” and to be voted on at the next meeting.

Next Chair of the Board of Directors

Nominees for Next Chair: Bruce Davis, Deena Hayes, Dr. Edward Fort

Decline: Bruce Davis declined.

Motion: Skip Alston moved that Deena Hayes serve as the next chair of the Board of Directors. Bruce Davis seconded the motion. The motion was carried by *viva voce* vote.

Discussion: Have chair transition after the Annual Gala. RFL Communications will assist in articulating the transition.

Term Limits

Term Limits: George Clopton initiated discussion term limits. A committee will recommend term limits that will be voted on at the next meeting, 10 January 2014. Some discussion focused on term limits for officers, but not members.

Committee: Richard Koritz and Hurley Derrickson

Board Committees

Board Expansion: Denise Turner-Roth commented that the board needs to be expanded to conduct its work, fundraising, and influence. Chairman Clopton indicated this will be an agenda item at the next Board meeting.

Meeting: Skip Alston proposed that the Executive Committee of the Board meets monthly, while the Board of Directors meets quarterly.

Motion: Earl Jones moved that the Executive Committee be comprised of nine (9) members. Deena Hayes seconded the motion.

Personnel Committee: The Personnel Committee is now part of Board and Staff Development Committee.

History/Content Committee: Richard Koritz raised the issue of the History/Content Committee. The Chairman indicated that this would be discussed at the next meeting.

RLF Communications

Metrics: The work of RLF should have measurable outcomes.

Annual Gala 2014

Special Events Coordinator Pamela Glass noted:

- ICRCM will confer with RLF regarding media outreach for the Gala, including the digital bill board.
- Gala committee meets this week.
- Deena Hayes inquired about Gala budget: \$57,000.00

Lead MTI

Lead MTI to discuss board and staff interactions.

Meeting Adjourned

The meeting adjourned at 2:35 pm.