

**OHIO ARTS COUNCIL  
NOMINATING COMMITTEE MEETING  
JANUARY 16, 2014**

The meeting was called to order by Nominating Committee Chair Sharon Howard at 10:00 a.m. in the offices of the Ohio Arts Council in Columbus. Nominating Committee members in attendance were Sharon Howard, chair; Monica Kridler and Sara Vance Waddell. Also present were OAC Board Chair Jeff Rich; board members Jane Foulk and Jim Dicke; Donna Collins, executive director, Ohio Citizens for the Arts; and Carrie Arblaster, aide to Senator Eric Kearney. OAC staff members included: Julie Henahan, Mary Campbell-Zopf, Missy Ricksecker and Elizabeth Weinstein.

**Nomination of Executive Committee Slate**

Nominating Committee Chair Sharon Howard stated the committee's goal to review, based on roles and responsibilities, who they believed would be the most effective Executive Committee members earlier that week. She referenced the recommended slate of Jane Foulk (secretary), Juan Cespedes, Jim Dicke, Monica Kridler and Robb Hankins, which the board chair had sent to the committee members, and stated that the committee would need to take those recommendations into account in its deliberations. She added that the degree of change the agency will be going through this year, including the installment of a new executive director and deputy director, must also be taken into consideration. She urged the committee to consider the need for historical and institutional knowledge on the Executive Committee to provide guidance during a time of significant institutional change. She then invited discussion from those in attendance.

Sara Vance Waddell agreed that the committee needed to take Mr. Rich's recommendation into consideration to ensure the chair can work well with the Executive Committee. She also expressed the concern about the lack of board members who have a long history with the OAC. She recommended the following board members for consideration by the Nominating Committee: Ms. Kridler and Ms. Howard, because of their long history with on the board. She expressed concern that Mr. Cespedes' appointment was only for one year, and if he wasn't reappointed, he would only be on the Executive Committee for a few months. She continued that she was sure that with an Executive Committee slate that included longer tenured board members such as Mr. Rich, Ms. Warner, Ms. Howard and Ms. Kridler, the addition of newer board members wouldn't be problematic.

Ms. Howard asked Board Chair Jeff Rich if he had any thoughts to share with the group. He responded that he had selected Mr. Cespedes because he is committed to the work of the council, he is from Lorain, he is well-versed in government relations, being of Puerto Rican descent he would be a good person to diversify the board, and he is young; Mr. Hankins is the only full-time arts administrator on the board; Mr. Dicke brings a wealth of information to the board, given that not only is he a successful businessman on the boards of a number of nonprofits, he also is an artist; Ms. Kridler, who is a longtime member of the board, has deep roots in the central Ohio community, and is a performing artist; Ms. Foulk, who is from a rural part of Ohio, has great business and public experience whom he was going to ask to be the secretary. He expressed that

he would be happy with whatever slate the committee puts forth, and has full confidence in every current board member.

Ms. Kridler agreed that Mr. Cespedes would add all that Mr. Rich outlined, and added that he has the Ohio Arts Council in his heart, which would make him an excellent addition to the Executive Committee. She also agreed that any of the current board members would be good candidates for the Executive Committee.

Ms. Howard stated that she agreed that Mr. Cespedes would make a fine member of the Executive Committee because he has shown great passion, he is younger, and he brings diversity to the group, but she cautioned that his term ends in July and there is no guarantee that he will be reappointed. It would be unfortunate, if he is not reappointed, to have a change on the Executive Committee at the same time that there is a major change in the agency's leadership. She also shared that since there are a significant number of newly appointed board members at the same time as there are significant changes in agency leadership, it is in the best interest of the board and the agency to have an Executive Committee that has some institutional knowledge.

Ms. Foulk shared that Mr. Cespedes is very committed to the organization and very interested in serving on the Executive Committee. She added that his skills are something that the board has been lacking, and his skill set would be helpful for the new director.

Mr. Rich reminded the committee that he and Ms. Warner bring a great deal of historical and institutional knowledge to the Executive Committee, which would serve as a counterpoint to the newer members.

Ms. Howard asked for clarification on the duties of the Nominating Committee and the procedure by which they recommend a slate to the full board. She expressed grave concern about the process because it appeared that Mr. Rich had already declared who he wanted on the committee and had already contacted those people.

Mr. Dicke noted that as a parliamentary matter, a recommended slate is put on the table. Board members are then free to make amendments to the recommendation that has been made by the Nominating Committee. A vote is then taken on the amendment, and finally there is a vote on the recommendation, as amended.

Ms. Henahan provided some history on the council's nominating process, stating that in the past the Nominating Committee has reached a slate by consensus and deliberation. That slate then goes before the full board later in the meeting. The full board then votes on the slate, after they have been asked if there are any nominations from the floor. She added that staff had worked out a process for handling the vote, if there are nominations from the floor. In that case board members will be given a full board roster from which they will vote on individual members. The positions will be given to the top four who receive the most votes.

Ms. Howard asked for clarification on the number of seats available, and whether the secretary is chosen from the elected slate of Executive Committee members or chosen before the Executive Committee is elected and given a place on the slate.

Ms. Henahan explained that in the past, the secretary has been chosen from amongst the elected Executive Committee members.

Ms. Vance proposed that the slate be: Ms. Foulk, Mr. Hankins, Ms. Kridler and Ms. Howard with the condition that if the committee could add a seventh member that it be Mr. Cespedes. She stated that she had included him in her original slate, but had changed her slate to include Ms. Foulk because the chair wanted her to serve as secretary.

Ms. Campbell-Zopf and Ms. Henahan clarified that the Executive Committee membership is set by the council's statute, which states that the only circumstance under which a seventh member can be added to the Executive Committee is if the immediate past chair is still on the board. With the full board's approval, the immediate past chair can remain on the Executive Committee.

Ms. Vance restated that she was putting forward the slate of Ms. Foulk, Mr. Hankins, Ms. Kridler and Ms. Howard.

Ms. Kridler offered to give her position on the slate to Mr. Cespedes, if the Nominating Committee wanted him to have a seat on the Executive Committee.

Ms. Vance offered that in hindsight Mr. Rich should have only communicated his suggestions for the Executive Committee slate to Ms. Howard as the chair of the Nominating Committee, and the Nominating Committee would consider those suggestions in the deliberations of their meeting. She added that it was awkward to deliberate openly about the nominations because people who have already been offered a spot on the slate were at the table.

Ms. Howard again expressed her grave concerns that because the board chair had already offered positions on the slate to individual board members, the process had been compromised.

Mr. Dicke suggested that the Nominating Committee not focus on making an example of Mr. Rich's poor nomination process, but instead concentrate on trying to get a good result that suits the council's purposes and that Mr. Rich has confidence in.

Ms. Howard stated that her intentions were in line with Mr. Dicke's.

Ms. Vance made a recommendation to the committee to put forward Ms. Foulk, Mr. Hankins, Ms. Kridler and Ms. Howard as their slate for Executive Committee and asked for a vote.

Ms. Campbell-Zopf advised that the committee did not need to vote on the slate, but only needed to put forth a slate that they had agreed to by consensus. The vote at the full board meeting would follow the standard voting protocol outlined in Robert's Rules.

Ms. Vance reflected that while the committee was in an awkward position because Mr. Rich had asked individual board members to be on the committee before the Nominating Committee had deliberated, this was not their immediate concern. She asked the committee members if they

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were in consensus that Ms. Foulk, Mr. Hankins, Ms. Kridler and Ms. Howard be brought forth to the board meeting as the slate for the Executive Committee.

Mr. Rich shared that in light of the previous comments about his handling of the Executive Committee nominations, he felt the need to explain the reasoning behind his actions. He stated that three years ago, when he was chair of the Nominating Committee, the board chair had recommended a slate to him and he had simply agreed to it and had recommended that slate to the board. Taking that to be the modus operandi of the OAC board, he had followed the same process when he invited the current board members to be on the Executive Committee.

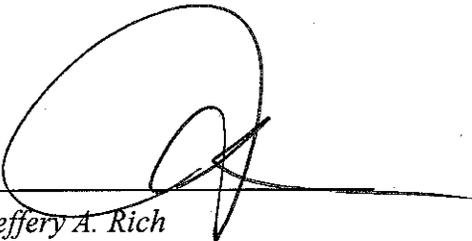
Ms. Vance noted that such a process precludes the need for a Nominating Committee and stated that for today's deliberation, however, the Nominating Committee was charged with coming up with an Executive Committee slate. She asked the committee if they were in consensus about the slate she had proposed.

Ms. Howard and Ms. Kridler agreed to recommend the Executive Committee slate of Ms. Foulk, Mr. Hankins, Ms. Kridler and Ms. Howard to the full board.

Ms. Howard thanked the committee for their participation and their candor during the meeting.

Meeting was adjourned at 10:30 a.m.

*An audio recording of this meeting is available upon request.*



Jeffery A. Rich  
OAC Board Chair



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Jane Foulk  
OAC Board Secretary