Woodland Opera House Board of Trustees
MINUTES
Wednesday, July 2, 2025, 6:30 p.m.

***Note**: The meeting was held in person at the Woodland Opera House (WOH) Third Floor Meeting Room both as an in-person meeting and via Zoom videoconference.*

Meeting Notice:
- This was a regular meeting of the Woodland Opera House Board of Trustees.

Board Trustees Present: *(Marked P if Present in Person, Z if Present via Zoom, E if Excused, A if Absent)*

Officers:

P	Jia-Min Rosendale - President	P	Grace Wheeler - Chief Financial Officer
P	Lauren Jones - Vice President/ Interim Acting Secretary	E	Gil Sebastian – Immediate Past President

Trustees:

P	Lou Anderson	P	Ashley Hill	P	Amber Robinson-Burmester
A	Steve Cairns	E	Marc Hutt	Z	Miyo Uchida
P	Emily Delk	P	Suzi Ishikawa	Z	Amy Woodman
Z	Ryan Gordon-Morgan	Z	Jenna Moncrief		

Guild Representative:

P	Kelly Coleman

A quorum was present.

Additional Non-Voting Meeting Attendees:

Staff:

P	Tom Burmester

Student Representative:

P	Anna Coleman

Guests:

- Janelle Villalva
- Emmy Battaglia
- Carol Beckham
- Pat Aukes
- Brooke Beurland

1. **Call To Order** @ 6:35 p.m. – Jia-Min Rosendale - President
    a. Introduced staff and guests

2. **Approval of Minutes**
    a. Meeting Minutes from June 4, 2025 were reviewed and discussed.
    b. Revisions provided via e-mail by Kelly Coleman prior to the meeting.
    c. Motion to approve the June 4, 2025 meeting minutes as amended by adding Trustees who were voted in for their second term, was made by:
        i. Ashley Hill
        ii. Seconded: Emily Delk
        iii. Abstained:
            • Lauren Jones
            • Grace Wheeler
            • Jia-Min Rosendale
        iv. Motion Passed

3. **Executive Director's Report -** Tom Burmester
    a. Written report provided by Tom Burmester and attached to the minutes.
    b. <u>Additional Discussion Notes:</u>
        i. July doesn't have a lot of income streams, but we expect to balance out in August again as the main stage show Hadestown will start.
        ii. When reviewing past year, how do we come to our goal for shows?
            • Some of it is subjective, but the percentage to goal is not only how well we did, but how accurate the estimates were.
        iii. Average capacity of shows went up quite a bit this year from last.
        iv. Underwriter of Something Rotten was very happy and was interested in underwriting again. He saw the show 5 times.
        v. Significant level of talent in Hadestown.
        vi. Auditions for Into the Woods ran very smoothly and efficiently.
        vii. Budget is still in progress to drill down on the categories. Tom is working on classifying the physical locations and expenses for those locations. This helps to better understand how much it costs to maintain the space etc. Separate classification for production, education, etc. Tom found that in the past some tickets for Rising Stars were misclassified into things like outreach, which for next year will result in less for outreach dollars showing in the budget when comparing years, and more for productions. Also, Tom is working on defining what is meant by outreach.
        viii. Target for presenting a budget is the next Board meeting.
        ix. Downsizing staffing recently, specifically technical director and marketing director. Working on partial backfill with the part-time marketing director as an Executive

Assistant for the Executive Director. Working on maintaining quality of production with less staff. It will be difficult. Board members and volunteers can help bring in efforts to help with work.

- Casts from previous shows have been helping with striking a set and/or build day alongside volunteers which has made things run very smooth, including for Something Rotten. Cast has been having cast parties after strike.

x. We have an unconfirmed underwriter for A Christmas Carol, and Billy Elliot needs an underwriter. They are still looking for an underwriter for Spring Dance Showcase and Nutcracker. Andrea has a lead for an underwriter for Newsies.

xi. Looking at MTI Senior Series which was being moved forward by Gil and Lenore Sebastian. Gil and Lenore were not happy with how the available shows were downsized. Tom still thinks there is a place for this in the theatre in the future, also as an education component.

- However, Gil and Lenore also said suggested moving forward with a Senior Show with You're a Good Man, Charlie Brown. It is not an MTI show. It will have 8 performances for 3 weekends. Close on a Saturday night. June 19th – 4th of July. Gil and Lenore will direct. That will work around State of the City. The age bracket is 55 and up.

xii. Request made by Emily Delk to add endowment balance on future Executive Reports.

4. CFO – May Financial Report – Grace Wheeler

a. Written report in PowerPoint provided by Grace Wheeler and attached to the minutes.

i. Additional Discussion Notes:

- Month to month income is determined by a show that closed. This is why it is not apples to apples.
- We did not double the amount of loss that we saw at the end of December 2024. Most of the loss for the year is in the first 6 months of the year. We were at somewhere around $90K loss at the end of December 2024, and end of May 2025 the loss was about $110K. These numbers do not include income from Something Rotten or Big Day of Giving which both have come in this fiscal year but will not be reported until June.
- Last year fiscal year expenses through May 2024 were $1,141,052, and through May 2025 in this fiscal year were $1,118.637.
- Revenue has gone up by about $30K this year. When looking at the accounting it looks like last year's revenue was more, but it is not correct because it was overstated.

5. Committee and Other Reports

a. **Guild Report**

i. Written report provided by Kelly Coleman and attached to the minutes.

ii. Additional Discussion Notes:

- This is Kelly Coleman's last month on the Board as the Guild Representative.
- The Guild need help ushering this weekend for the Band.
- A Link for Hadestown volunteer signups will be coming out.

- The Guild is really happy with the participation in receiving responses to remain active and voting for Guild Board.
- Kelly is very thankful for those that stepped up for the Guild Board for the last year.
- Guild Appreciation Recpetion Sun August 10th around Hadestown show.
- Kelly asked if there were Guild expectations as underwriters of Hadestown.
    - Tom Burmester explained that they have done enough, but if they want to be involved in anything else they can talk to him.
- Guild Board is meeting with Tom Burmester tomorrow before Hadestown rehearsal begins.
- Guild needs Chesley nominations and winners by August 11th for printing yearbook.
    - The Board can help with the Yearbook by buying one if they want one and talking it up to cast and crew and community members.
- Guild will still be putting together signups for Ushers and Will Call, etc.
- Guild volunteer hours are logged based upon the sign in book and Sign-up Genius. The Guild takes the bigger of the two numbers to count towards the volunteer. Sign-in book is near the name tags in the lobby of the theatre.

b. **Executive Committee - Jia-Min Rosendale – President**
    i. Discussion Notes:
        - New executive committee hasn't met yet. We will start meeting monthly.
        - Lou will take care of getting flowers and a card to Marc Hutt due to his surgery. Marc is out on leave for several months.

c. **Nominations Committee – Jenna Moncrief**
    i. Discussion Notes:
        - New nominating committee members joining Jenna Moncrief are Amy Woodman and Amber Robinson-Burmester which were appointed by President.
        - Suzi Ishikawa stepped down from the Secretary position. Lauren Jones is acting as Interim Acting Secretary as well as her role as Vice President. Jia-Min Rosendale sent an email calling for nominations to be made by July 2nd, and that a vote would be taken via Survey Monkey on July 22nd.
        - Secretary Nominations
            - Emily Delk
            - If someone else wanted to be nominated, you would need to notify Jenna today.

d. **Fundraising Committee – Lauren Jones and Emily Delk**
    i. Discussion Notes:
        - Lauren Jones, Emily Delk, Tom Burmester and Christopher Travlos met to talk about how to transition the role of Marketing Director with Christopher leaving.
        - They worked on logistical things like access to donor database for Big Day of Giving.
        - They talked about bigger picture things like the presentation to the Board about fundraising planning for the year. Goals to achieve as the Board.

Developing a process for people bringing fundraisers in.

- Tom Burmester would like to schedule a meeting with the fundraising committee within the next week or so to weave fundraising into the budget.
- Lou Anderson would like to be tied into fundraising because of his connections with the community.
- Amber Robinson-Burmester would like to be involved in the fundraising committee because Big Reveal is coming. She would like to start discussion before August.

e. **Student Representative Report – Anna Coleman (Amber Robinson-Burmester introduction)**

i. Written report provided by Anna Coleman and attached to the minutes.

ii. Additional Discussion Notes:

- Introduction given by Amber Robinson-Burmester.
- Looking mostly for Woodland Opera House Students for the Voices of Youth but will consider ideas from others outside.

6. Old Business

None.

7. New Business

a. **Tri County bank signatories**

i. Tri County bank signatories were reviewed and discussed. The current Woodland Opera House, Inc. Board of Trustees Executive Committee is:

- Jia-Min Rosendale - President
- Lauren Jones - Vice President
- Grace Wheeler - Chief Financial Officer
- Gil Sebastian - Immediate Past President

ii. Motion to remove authorized bank signatories on bank accounts as follows:

- Suzi Ishikawa
- Amber Robinson-Burmester
- Rosemary Yoshikawa
    - Motion Made by: Kelly Coleman
    - Seconded: Ashley Hill
    - Motion Passed

iii. Motion to add authorized bank signatories on bank accounts as follows:

- Jia-Min Rosendale
- Lauren Jones

and retain signatories on bank accounts as follows:

- Grace Wheeler
- Tom Burmester
    - Motion Made by: Kelly Coleman
    - Seconded: Ashley Hill
    - Motion Passed

b. **Meeting Schedule**

i. Discussion regarding moving Board meetings to the Second Wednesday of the Month

ii. Agreement to move by Board and the plan is to stick to this schedule for a few months to see how it works.

iii. Next meeting is August 13th.

c. **Shows- Chesleys Information and Into the Woods Contract**
    i. Chesleys Sunday, 24th of August
        - Reception at 6:00 p.m. for underwriters and season ticket holders, and also higher donors.
        - Event being put together by Jia-Min Rosendale.
        - Need help from Board to set up at reception.
        - Looking to have an afterparty outside.
        - Working on voting details to make celebratory.
        - Nadine Salonites Board of Trustees Award to a former Trustee who has been significant to the opera house. Includes a plaque. Lou Anderson will help to facilitate via email and take a vote via Survey Monkey.
    ii. Into the Woods Contract
        - Jia-Min Rosendale looked into the Into the Woods contract and how the show as being treated by Director Anna Miles. Jia-Min Rosendale and Tom Burmester looked at MTI contract to determine if anything Anna Miles is doing in the show is artistically violating the contract. It was determined that she is not adding characters because it does not change the score or look. There is no modification of the text. Everything is on the up on up.
        - Anna Miles made changes to Our Town which had people not return, this is what has caused an extra look into the current show.
        - Anna Miles also directed Puffs, but the challenging part about Puffs is that it allowed for improvisation. Some of the actors took advantage of that and used adult language.

d. **President, Board Documents, and Retreat**
    i. Several Guidelines and Documents were provided to the Board. They had been reviewed by Tom Burmester, Steve Mackay, and Lauren Jones. These documents are not voted in by the Board, but guidelines to work by until we review and approval more formal policies.
    ii. The documents presented are not to stifle concerns, but to create a process to address concerns.
    iii. Conflict of Interest Statement by Jia-Min Rosendale
        - It is not a policy, but Jia-Min is making an agreement with the Board.
        - Being done out of goodwill.
        - Read policy and signed and attached.
    iv. WOH Board Expectations/HR Documents/Interim Board Responsibilities and ED Oversight
        - These are placeholders.
        - There will be a Board retreat where we can hash out documents and come up with a policy and operating procedure for Board to follow. Having those documents is the goals for this year.
            - WOH Board Expectations
                - Jia-Min Rosendale Reviewed the documents and attached.
                - Questions outside of the community for documents, etc. need to go to Jia-Min Rosendale.

- Interim Guide – Board Responsibilities and ED Oversight
    - Jia-Min Rosendale Reviewed the documents and attached.
    - ED has a job description, but this document only outlines parts of it.
    - Review and discuss at retreat to create something more formal.
    - Evaluation of Tom Burmester will not be until Jia-Min Rosendale has had more time to work with Tom and lay out expectations.
- HR Documents
    - Jia-Min Rosendale reviewed the documents and attached.
    - It includes a lot of definitions.
    - Working on a way to make Steve Mackay to be an official part of our organization. It would be nice to have someone handle the HR matters. Discussion with Ex Comm first and then Board.

e. **Community Questions and Concerns**

i. Speaking with our lawyer regarding current community questions and concerns so that if there are any legal issues, we have an official statement from our lawyer.

ii. Take concerns to the ears that need to hear them.

iii. Please include Jia-Min Rosendale on issues within the community.

8. **Closing Remarks – Jia-Min Rosendale – President**

9. **Adjournment at 8:49 p.m.**

<u>Upcoming Meetings and Events:</u>

Executive Committee Meeting - TBD

Next WOH Board of Trustees Meeting – August 13th

Minutes Submitted by:
Lauren Jones, Vice President, standing in as interim Secretary
Date Submitted: _____

Executive Director's Report to the Board of Trustees

07/01/2025

Summary

The 2024-2025 season has successfully concluded with our final production of Something Rotten! exceeding expectations both artistically and financially. We are now fully immersed in our summer programming with ShowBiz Kidz in production and rehearsals for Hadestown: Teen Edition well underway. Despite recent staffing transitions, the organization continues to operate efficiently as we implement strategic cost-saving measures and workload recalibrations. Our focus remains on maintaining production quality while enhancing financial sustainability as we look toward the 2025-2026 season.

Bank Accounts (as of 06/30/2025)

- Primary Checking: $78,266.61
- Secondary Checking: $200,000

Final MainStage 24/25 Season Performance

Mainstage

	Tickets	Revenue	Goal	% to Goal	Average Ticket$	Capacity
Legally Blonde	3054	$66,249.75	**$45,638.00**	**145.2%**	$21.69	65.9%
Puffs	1871	$38003.89	**$35,496.38**	**107.1%**	$20.31	40.4%
White Christmas	3846	$85,528.16	**$70,992.77**	**120.5%**	$22.24	83.0%
Amélie	2267	$48662.96	**$35,496.38**	**137.1%**	$21.47	48.9%
Book of Will	1286	$26,994.18	**$30,425.47**	**88.7%**	$20.99	27.8%
The Prom	1740	$36948.45	**$40567.30**	**91.1%**	$21.23	37.6%
Something Rotten	2582	$56399.25	**$50,709.12**	**111.2%**	$21.84	55.7%
	16646	**$358786.64**	**$309,325.42**	**116.0%**	**$21.55**	**51.3%**

- **Total tickets sold**: 16646
- **Average ticket price**: $21.55 (target: $21.56)
- **Percentage to revenue goal**: 116.0%
- **Average capacity**: 51.3% (target: 48.7%)
- **Average House size:** 200.6

Production Updates

Something Rotten!

- The production exceeded revenue projections by 11.2%, with final ticket sales reaching 2,582 tickets
- Average ticket price maintained at $21.84, slightly above target
- Despite the massive set, strike was completed in very little time (3.5 hours) due to exceptional volunteer turnout and effective pre-planning
-

ShowBiz Kidz

- Program launched with 94 participants (up 12% from last year)
- "Tinseltown Tunes" theme has been well-received by both participants and parents
- Performances scheduled for July 11-13 with advance ticket sales already at 50% of capacity

Hadestown: Teen Edition

- Rehearsals progressing on schedule with strong ensemble development
- Load-in scheduled for July 13-14 with significant volunteer support already committed
- Marketing assets finalized with social media campaign launching next week
- Ticket sales are a little sluggish, but still on-track to hit goal. Currently 30.3% to goal with 47 days until close.

Into the Woods

- Casting completed with an exceptional mix of returning talent and newcomers
- Initial rehearsals begin July 14
- Design team has identified significant cost-saving opportunities through set bundling with Hadestown
- Strong early ticket interest, with 17% to goal with 60+ days before close

Beetlejuice JR & JTF Auditions

- Beetlejuice JR auditions scheduled for August 3-4 with strong interest
- Junior Theatre Festival (JTF): Newsies, JR auditions set for August 17-18
- Expecting increased participation based on preliminary interest

Summer at TADA

- We're wrapping up both Showbiz Kids and the summer ballet intensives
- Broadway Cardio has been a success and we've started brainstorming ways we can build on its success to add weekend performance/fitness studio offerings

Summer Celebration/Chesley Award presentation

- We have a date: August 24
- Jia-Min is directing/coordinating the event

2026-2027 Season Planning

- Initial discussions underway for the 26/27 season with a director-centric approach
- Implementing a new selection process that begins with identifying directors and their artistic visions

- Planning group will convene in late July or early August for preliminary discussions
- Aiming to solidify the new season earlier than our typical timeline

Budget and Financial Planning

The 2025-2026 budget development is progressing with three key focus areas:

1. **Classification Revamping**
    - Restructuring account classifications to provide greater transparency
    - Creating clearer delineation between fixed overhead and production-specific expenses
2. **Staffing Adjustments**
    - Strategic partial backfilling of recent full-time departures
    - Projected~$60,000 reduction in annual payroll costs
3. **Cost Containment Initiatives**
    - Implementing set bundling for 25/26 season to reduce material costs
    - Exploring additional volunteer coordination systems to reduce production labor costs
    - Reviewing all subscription services and vendor relationships for potential savings

Staff Workload Recalibration

We are currently navigating a significant recalibration of staff responsibilities following recent departures:

- Technical Director and Marketing Director responsibilities have been temporarily absorbed by the Executive Director
- Volunteer engagement has increased to support production needs like set building
- Targeted small stipend contracts to cover occasional tech needs (“Technical Advisor”)
-

Interviews for the Executive Assistant position are scheduled for Wednesday, July 3rd. We have five promising candidates and anticipate making an offer by week's end, with an expected start date in mid-July.

Looking Ahead

The organization is at an important inflection point as we balance artistic ambition with financial sustainability. The coming month will be focused on:

1. Onboarding new administrative support staff
2. Finalizing the 2025-2026 budget with Board input
3. Launching a revitalized volunteer recruitment campaign in partnership with the guild
4. Following up with CookBrown re: Brown Act concerns

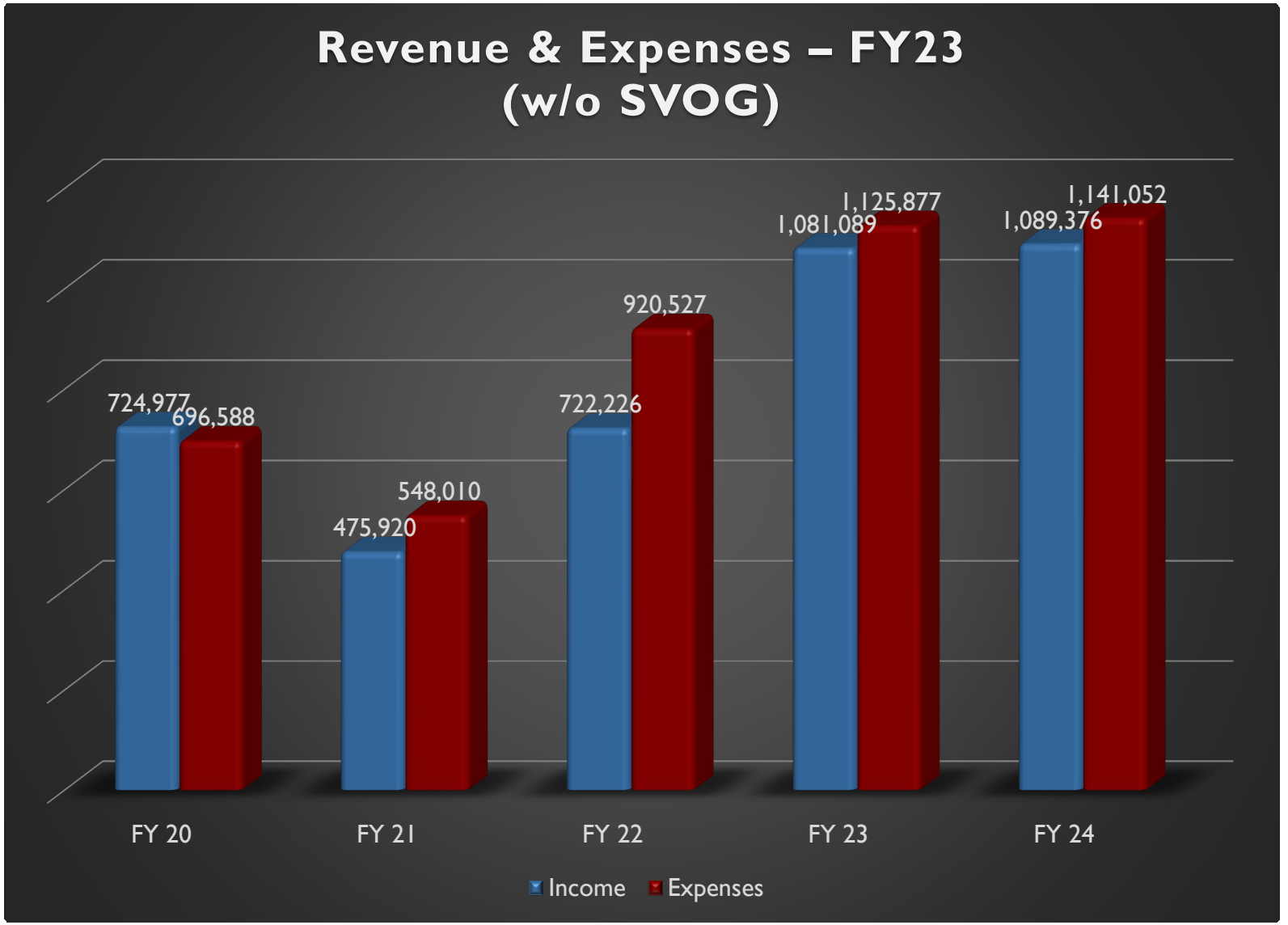
Respectfully submitted,

Tom Burmester

WOODLAND OPERA HOUSE

2024-2025 FINANCE UPDATE – THROUGH MAY

JULY 2, 2025


Revenue & Expenses – FY23
(w/o SVOG)
724,977
696,588
475,920
548,010
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FY 20
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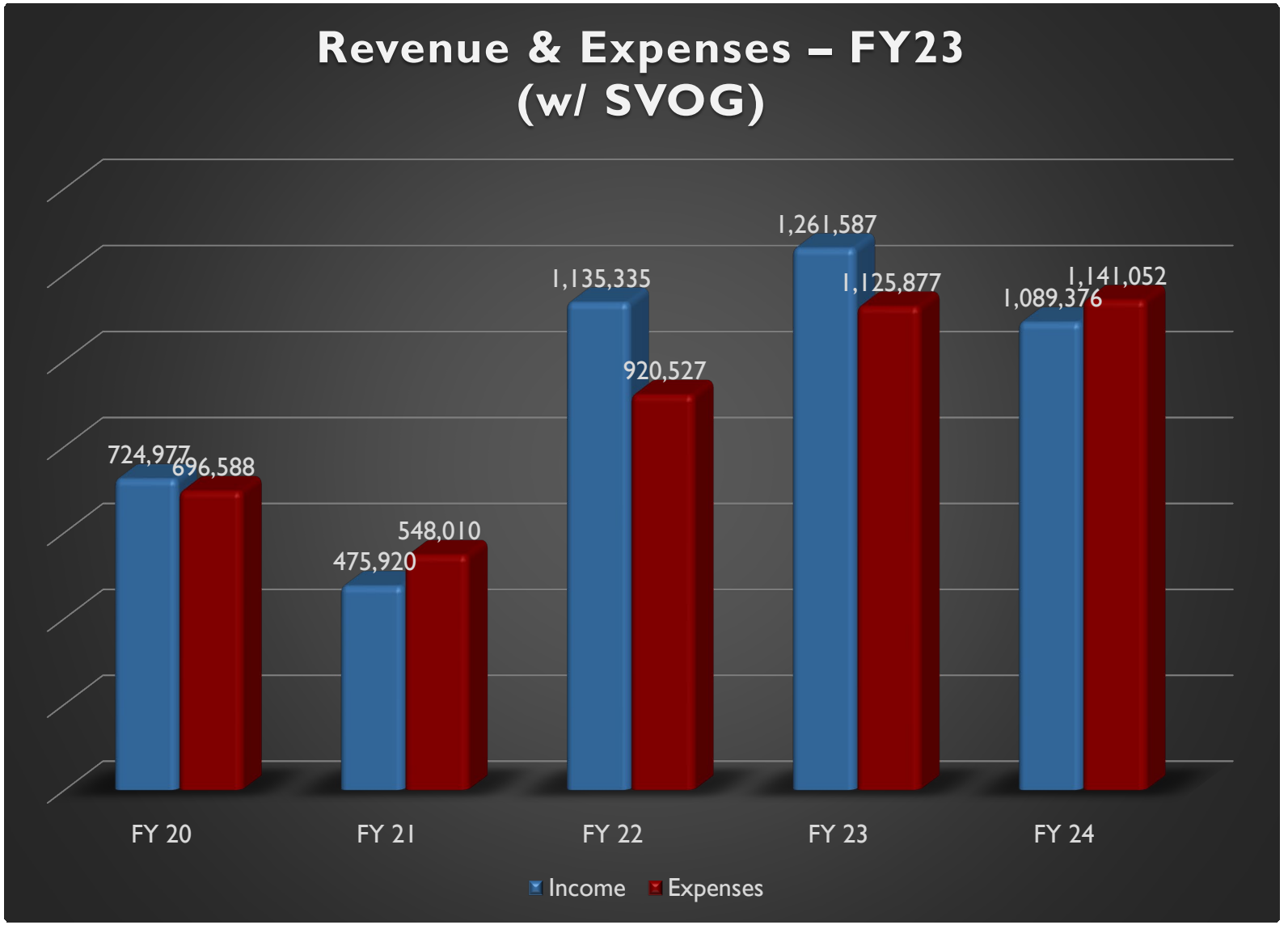
FY 24
Income
Expenses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FY 25 HIGH LEVEL OVERVIEW

July through December 2024

	Jul - Dec 24	Jul - Dec 23
Net Income	(91,579.55)	(19,718.79)

April 2025

	Apr 25	Apr 24
Net Income	(6,850.31)	(73,780.64)

July 2024 through April 2025

	Jul '24 - Apr 25	Jul '23 - Apr 24
Net Income	(126,434.12)	(50,949.39)

May 2025

	May 25	May 24
Net Income	15,469.31	31,755.57

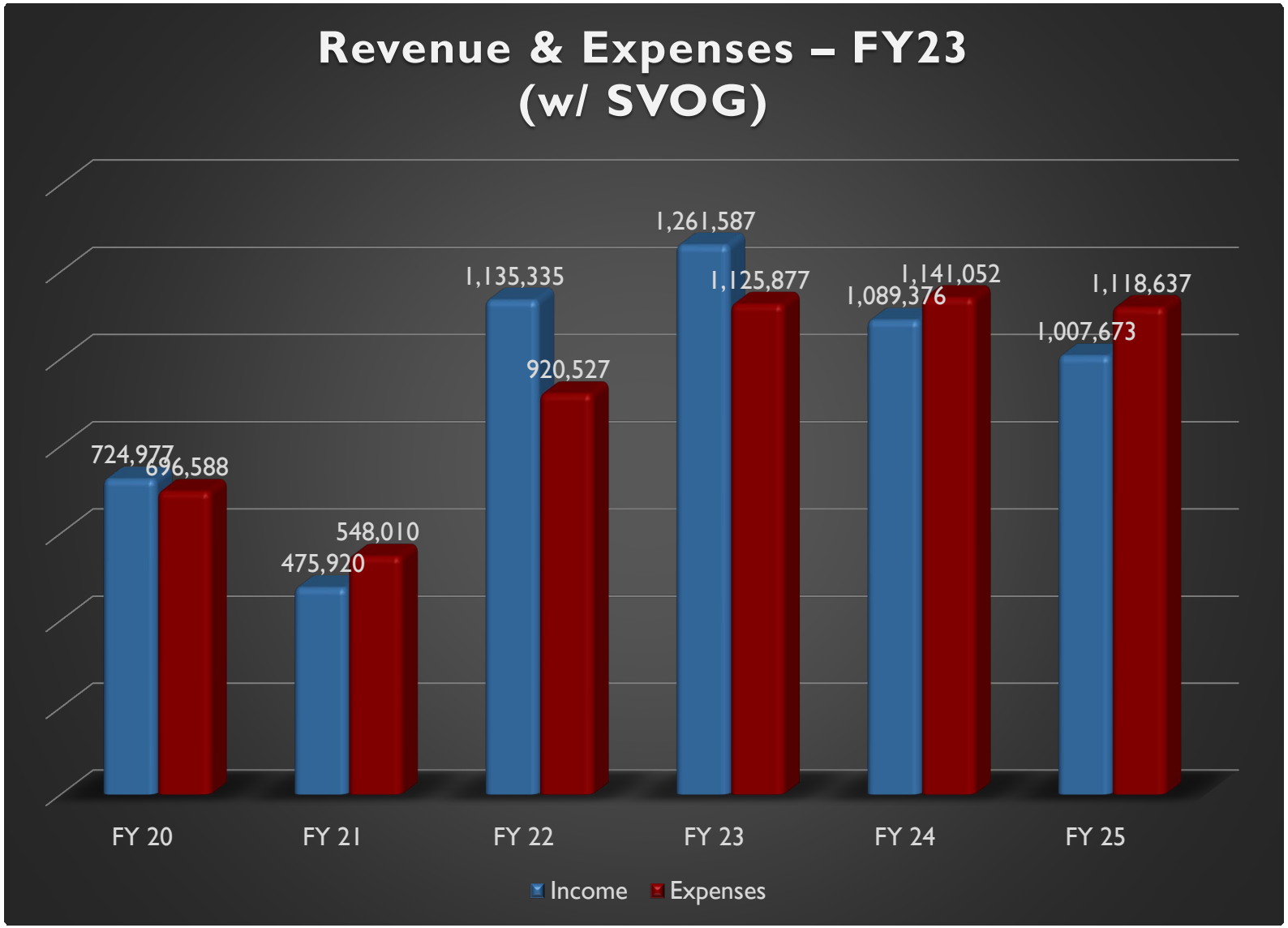
July 2024 through May 2025

	Jul '24 - May 25	Jul '23 - May 24
Net Income	(110,964.81)	(19,193.82)

FY 25 HIGH LEVEL OVERVIEW

July 2024 through May 2025

	Jul '24 - May 25	Jul '23 - May 24	$ Change
Gross Profit	1,007,672.64	1,021,429.71	(13,757.07)
Total Expense	1,118,637.45	1,040,802.41	77,835.04
Net Ordinary Income	(110,964.81)	(19,372.70)	(91,592.11)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FY 20
FY 21
FY 22
FY 23
FY 24
FY 25
Income
Expenses

Woodland Opera House Inc.
Profit & Loss Prev Year Comp
July 2024 through May 2025

	Jul '24 - May 25	Jul '23 - May 24	$ Change
Ordinary Income/Expense			
Income			
Earned Income			
4001 · Individual Tickets	323,224.75	264,088.52	59,136.23
4002 · Season Tickets	1,032.84	41,856.57	(40,823.73)
4003 · WOW Passes	0.00	10,581.40	(10,581.40)
4004 · Flex Pass	16,278.61	5,683.86	10,594.75
4005 · School Outreach	56,208.33	31,465.04	24,743.29
4006 · Underwriting	47,500.00	32,000.00	15,500.00
4007 · Sponsorship	1,714.29	1,285.72	428.57
4101 · Education Tuition	372,434.83	424,306.49	(51,871.66)
4102 · Education Ticket Sales	49,541.00	45,202.20	4,338.80
4201 · Rental Income	317.00	2,597.00	(2,280.00)
4302 · Concession Sales Revenue	9,366.00	0.00	9,366.00
4303 · Merchandise Sales Revenue	195.00	0.00	195.00
4600 · Service Fee Income	0.00	1,026.00	(1,026.00)
Total Earned Income	877,812.65	860,092.80	17,719.85
Contributed Income			
4500 · Fundraising Income			
4500.1 · Raffle Tickets	15,655.00	7,772.00	7,883.00
4500 · Fundraising Income - Other	33,016.40	14,503.58	18,512.82
Total 4500 · Fundraising Income	48,671.40	22,275.58	26,395.82
4301 · Donations	59,575.56	87,111.52	(27,535.96)
4008 · Grants			
4010 · CA Relief Grant	0.00	15,000.00	(15,000.00)
Total 4008 · Grants	0.00	15,000.00	(15,000.00)
4310 · Endowment Donations	100.00	0.00	100.00
Total Contributed Income	108,346.96	124,387.10	(16,040.14)
Investments			
4401 · Investment Income	13,470.71	10,565.80	2,904.91
4402 · Investment Income - Restricted	3,907.95	7,738.22	(3,830.27)
4403 · Investment Income - Unrestrict	4,565.00	17,808.10	(13,243.10)
4601 · Interest Income	28.65	0.00	28.65
4998 · Rewards/rebate Income	1,782.79	852.69	930.10
Total Investments	23,755.10	36,964.81	(13,209.71)
4999 · Miscellaneous Income	0.00	(15.00)	15.00
Total Income	1,009,914.71	1,021,429.71	(11,515.00)
Cost of Goods Sold			
50000 · Cost of Goods Sold	2,242.07	0.00	2,242.07
Total COGS	2,242.07	0.00	2,242.07
Gross Profit	1,007,672.64	1,021,429.71	(13,757.07)
Expense			
5000 · Lighting & Sound	2,377.79	4,543.57	(2,165.78)
5001 · Royalties & Scripts	52,618.65	53,432.57	(813.92)
5002 · Scenery & Props	14,139.46	14,796.25	(656.79)
5003 · Costume Supplies	12,575.97	12,336.90	239.07
5004 · Production Contractors	44,255.00	33,875.00	10,380.00
5005 · Director/Choreog/MD Contractors	35,625.00	27,675.00	7,950.00
5006 · E Tix (Fees & Ticket Stock)	29,849.44	37,240.98	(7,391.54)
5007 · Next Season Planning	297.43	0.00	297.43
5101 · Concerts	3,675.95	10,300.62	(6,624.67)
6000 · Advertising	8,670.01	8,340.76	329.25
6005 · Alarm	6,129.33	5,637.61	491.72
6008 · Auto Expenses	1,660.89	4,045.91	(2,385.02)
6015 · Bank Charges	18,810.27	14,797.40	4,012.87
6020 · Chesley Awards	3,610.95	3,828.28	(217.33)
6025 · Dues & Subscriptions	18,850.50	7,523.63	11,326.87
6027 · Equipment Rent Expense	247.82	120.00	127.82
6028 · Education Contractors	3,900.00	21,090.00	(17,190.00)
6030 · Fundraising Expenses	1,221.90	2,590.29	(1,368.39)
6030.1 · Raffle Expenses	525.70	742.54	(216.84)
6031 · Prizes & Awards	13.50	0.00	13.50
6035 · Insurance	12,599.19	11,366.94	1,232.25
6037 · Interest	539.46	186.63	352.83
6040 · Investment Fees	1,695.24	1,652.19	43.05

Woodland Opera House Inc.
Profit & Loss Prev Year Comp
July 2024 through May 2025

	Jul '24 - May 25	Jul '23 - May 24	$ Change
6045 · Janitorial	26,093.53	24,200.00	1,893.53
6049 · Legal Fees	10,436.75	12,792.50	(2,355.75)
6050 · Licenses/Fees/Permits	486.35	704.99	(218.64)
6055 · Marketing			
6055.1 · Merchandise (not for resale)	2,209.84	0.00	2,209.84
6055 · Marketing - Other	6,624.78	479.49	6,145.29
Total 6055 · Marketing	8,834.62	479.49	8,355.13
6060 · Meals	10,020.54	2,729.84	7,290.70
6062 · Miscellaneous Expense	0.00	225.61	(225.61)
6065 · Office Expenses	815.93	2,295.95	(1,480.02)
6066 · Over/Short	(13.25)	(15.00)	1.75
6070 · Payroll Expenses			
6071 · Salaries & Wages			
6071.1 · Administration	303,409.05	300,686.76	2,722.29
6071.2 · Production Staff	32,083.40	36,752.28	(4,668.88)
6071.3 · Education Class Instructors	102,102.32	84,040.09	18,062.23
6071.4 · Theatre/House Management	65,552.22	54,500.06	11,052.16
6071.5 · Maintenance	10,607.90	3,544.47	7,063.43
Total 6071 · Salaries & Wages	513,754.89	479,523.66	34,231.23
6072 · Payroll Taxes	45,078.74	41,180.97	3,897.77
6073 · IRA Company Match	6,832.16	6,380.62	451.54
6074 · QB Direct Deposit Fees	3,003.50	1,660.25	1,343.25
6075 · Worker's Comp Insurance	4,943.84	5,319.99	(376.15)
6075.1 · Employee Benefits	13,840.98	0.00	13,840.98
6079 · Employment Verification	0.00	572.00	(572.00)
6080 · QB Subscription Fees	3,075.20	2,493.94	581.26
6070 · Payroll Expenses - Other	0.00	0.00	0.00
Total 6070 · Payroll Expenses	590,529.31	537,131.43	53,397.88
6081 · Penalties	0.00	17.00	(17.00)
6082 · Pest Control	3,092.59	5,461.00	(2,368.41)
6083 · Plumbing	11,760.44	6,587.00	5,173.44
6085 · Postage, Mailing Service	2,779.75	1,526.64	1,253.11
6089 · Printing and Copying	14,171.89	19,983.52	(5,811.63)
6090 · Professional Development	1,644.50	2,093.37	(448.87)
6091 · Professional Fees	26,656.25	27,604.00	(947.75)
6095 · Repairs and Maintenance			
6095.1 · Parts	4,784.93	5,699.34	(914.41)
6095.2 · Labor	10,093.29	28,072.46	(17,979.17)
6095 · Repairs and Maintenance - Other	1,461.39	1,282.00	179.39
Total 6095 · Repairs and Maintenance	16,339.61	35,053.80	(18,714.19)
6105 · Sales Commissions	0.00	1,224.25	(1,224.25)
6106 · Scholarship Expense	500.00	500.00	0.00
6107 · Supplies	19,722.89	16,985.63	2,737.26
6109 · Telephone, Telecommunications	8,642.42	7,768.88	873.54
6110 · Small Tools & Equipment	16,108.58	9,693.15	6,415.43
6115 · Travel and Meetings			
6116 · Conference, Convention, Meeting	16,425.00	2,340.38	14,084.62
6117 · Travel	79.98	0.00	79.98
6118 · Mileage Reimbursement	1,672.58	1,237.27	435.31
Total 6115 · Travel and Meetings	18,177.56	3,577.65	14,599.91
6120 · Utilities	57,349.46	45,942.64	11,406.82
6202 · Sales Tax Not Collected	147.00	116.00	31.00
6203 · Ticket Refunds	451.28	0.00	451.28
Total Expense	1,118,637.45	1,040,802.41	77,835.04
Net Ordinary Income	(110,964.81)	(19,372.70)	(91,592.11)
Other Income/Expense			
Other Income			
7954 · Donated Services	0.00	480.00	(480.00)
8000 · Endowment Maintenance Reimburse	9,718.00	0.00	9,718.00
Total Other Income	9,718.00	480.00	9,238.00
Other Expense			
8001 · Endowment Maintenance Costs	9,718.00	0.00	9,718.00
8999 · Fraud Dispute	0.00	301.12	(301.12)
9000 · Ask My Accountant	0.00	0.00	0.00

Woodland Opera House Inc.
Profit & Loss Prev Year Comp
July 2024 through May 2025

	Jul '24 - May 25	Jul '23 - May 24	$ Change
Total Other Expense	9,718.00	301.12	9,416.88
Net Other Income	0.00	178.88	(178.88)
Net Income	**(110,964.81)**	**(19,193.82)**	**(91,770.99)**

Woodland Opera House Inc.
Profit & Loss Prev Year Comp
May 2025

	May 25	May 24	$ Change
Ordinary Income/Expense			
Income			
Earned Income			
4001 · Individual Tickets	7,119.00	41,063.79	(33,944.79)
4002 · Season Tickets	0.00	7,025.50	(7,025.50)
4003 · WOW Passes	0.00	1,339.08	(1,339.08)
4004 · Flex Pass	0.00	921.14	(921.14)
4005 · School Outreach	19,392.00	8,056.84	11,335.16
4006 · Underwriting	750.00	7,500.00	(6,750.00)
4007 · Sponsorship	0.00	214.29	(214.29)
4101 · Education Tuition	39,858.33	38,893.66	964.67
4102 · Education Ticket Sales	0.00	0.00	0.00
4201 · Rental Income	317.00	0.00	317.00
4302 · Concession Sales Revenue	1,465.00	0.00	1,465.00
4600 · Service Fee Income	0.00	180.00	(180.00)
Total Earned Income	68,901.33	105,194.30	(36,292.97)
Contributed Income			
4500 · Fundraising Income	18,487.60	1,450.00	17,037.60
4301 · Donations	1,406.76	30,987.86	(29,581.10)
Total Contributed Income	19,894.36	32,437.86	(12,543.50)
Investments			
4401 · Investment Income	664.49	718.67	(54.18)
4402 · Investment Income - Restricted	3,195.98	2,353.65	842.33
4403 · Investment Income - Unrestrict	8,441.71	6,472.63	1,969.08
4601 · Interest Income	0.63	0.00	0.63
Total Investments	12,302.81	9,544.95	2,757.86
Total Income	101,098.50	147,177.11	(46,078.61)
Cost of Goods Sold			
50000 · Cost of Goods Sold	1,500.62	0.00	1,500.62
Total COGS	1,500.62	0.00	1,500.62
Gross Profit	99,597.88	147,177.11	(47,579.23)
Expense			
5000 · Lighting & Sound	0.00	2,118.57	(2,118.57)
5001 · Royalties & Scripts	0.00	9,792.05	(9,792.05)
5002 · Scenery & Props	455.51	221.74	233.77
5003 · Costume Supplies	1,046.17	1,193.58	(147.41)
5004 · Production Contractors	1,500.00	2,550.00	(1,050.00)
5005 · Director/Choreog/MD Contractors	2,250.00	3,525.00	(1,275.00)
5006 · E Tix (Fees & Ticket Stock)	1,470.15	4,979.21	(3,509.06)
5007 · Next Season Planning	59.20	0.00	59.20
5101 · Concerts	0.00	5,754.52	(5,754.52)
6000 · Advertising	249.00	38.92	210.08
6005 · Alarm	524.60	510.99	13.61
6008 · Auto Expenses	158.42	233.83	(75.41)
6015 · Bank Charges	2,523.35	1,342.93	1,180.42
6025 · Dues & Subscriptions	1,944.41	707.06	1,237.35
6028 · Education Contractors	200.00	1,200.00	(1,000.00)
6035 · Insurance	1,151.67	1,035.51	116.16
6037 · Interest	229.51	0.00	229.51
6040 · Investment Fees	146.65	151.08	(4.43)
6045 · Janitorial	3,000.00	2,200.00	800.00
6049 · Legal Fees	0.00	8,852.50	(8,852.50)
6055 · Marketing	3,458.14	0.00	3,458.14
6060 · Meals	664.78	53.89	610.89
6065 · Office Expenses	153.59	0.00	153.59
6066 · Over/Short	(3.00)	(28.00)	25.00
6070 · Payroll Expenses			
6071 · Salaries & Wages			
6071.1 · Administration	24,684.04	29,309.87	(4,625.83)
6071.2 · Production Staff	3,208.34	0.00	3,208.34
6071.3 · Education Class Instructors	9,093.07	6,871.29	2,221.78
6071.4 · Theatre/House Management	6,226.71	6,729.19	(502.48)
6071.5 · Maintenance	1,163.50	663.93	499.57
Total 6071 · Salaries & Wages	44,375.66	43,574.28	801.38
6072 · Payroll Taxes	3,757.88	4,686.00	(928.12)
6073 · IRA Company Match	529.88	476.60	53.28

Woodland Opera House Inc.
Profit & Loss Prev Year Comp
May 2025

	May 25	May 24	$ Change
6074 · QB Direct Deposit Fees	315.00	236.00	79.00
6075 · Worker's Comp Insurance	289.50	380.83	(91.33)
6075.1 · Employee Benefits	2,043.81	0.00	2,043.81
6080 · QB Subscription Fees	316.00	258.80	57.20
Total 6070 · Payroll Expenses	51,627.73	49,612.51	2,015.22
6082 · Pest Control	265.00	140.00	125.00
6085 · Postage, Mailing Service	310.28	0.00	310.28
6089 · Printing and Copying	2,826.88	2,677.16	149.72
6091 · Professional Fees	1,666.25	2,580.00	(913.75)
6095 · Repairs and Maintenance			
6095.1 · Parts	0.00	1,538.50	(1,538.50)
6095.2 · Labor	885.01	5,665.10	(4,780.09)
Total 6095 · Repairs and Maintenance	885.01	7,203.60	(6,318.59)
6107 · Supplies	728.67	2,032.87	(1,304.20)
6109 · Telephone, Telecommunications	876.85	760.32	116.53
6110 · Small Tools & Equipment	0.00	109.88	(109.88)
6115 · Travel and Meetings			
6116 · Conference, Convention, Meeting	0.00	172.45	(172.45)
6118 · Mileage Reimbursement	196.00	150.08	45.92
Total 6115 · Travel and Meetings	196.00	322.53	(126.53)
6120 · Utilities	3,563.75	3,433.29	130.46
6202 · Sales Tax Not Collected	0.00	116.00	(116.00)
Total Expense	84,128.57	115,421.54	(31,292.97)
Net Ordinary Income	15,469.31	31,755.57	(16,286.26)
Net Income	**15,469.31**	**31,755.57**	**(16,286.26)**

July WOH Board of Trustees Meeting - Guild Report

1 message

Kelly Coleman <kelly.e.coleman@gmail.com> Fri, Jun 27, 2025 at 1:52 PM
To: Steve Cairns <guildpresident@woodlandoperahouse.org>, Susie Cairns & Karen Boone <guildvp@woodlandoperahouse.org>, Brady Thomas <guildsecretary@woodlandoperahouse.org>, Kelly Coleman <guildtreasurer@woodlandoperahouse.org>
Cc: Karen Boone <KountryKaren@gmail.com>, Susie Cairns <cairnss@sbcglobal.net>, Steve Cairns <newdigsforyou@yahoo.com>, Kelly Coleman <kelly.e.coleman@gmail.com>, Brady Thomas <bt20060825@gmail.com>, Janelle Villalva <jevillalva@gmail.com>, Katie Wilmot <katiewilmot@gmail.com>, Emmy Battaglia <eybattaglia@gmail.com>, Tharyingan@gmail.com

This is the Guild Report for the BOT Meeting on Wed July 2.

Guild Report for July 2025:

- Upcoming Volunteer Opportunities for Guild & Board of Trustees:
  - Showbiz Kids (Jul 11-13): https://www.signupgenius.com/go/10C084DA5AB23A4F8C16-57330593-showbiz#/
  - Yolo Community Band?
  - Hadestown: Teen Edition (Aug 1-16): *not yet created*

- Guild Membership Renewal:
  - Of the 139 people who were on our 2024-2025 Membership Roster:
    - 102 (73%) = YES! I want to remain active and continue to receive updates about volunteer opportunities!
    - 11 (8%) = No - please remove me from your membership roster and email lists.
    - 26 (19%) = No Response
    - All 4 of the candidates for the Guild Board were voted in by well-over 2/3 of the returning members.

- Guild Board Elections:
  - We are immensely appreciative of the outgoing Guild Board 2024-2025 for stepping up last year and filling these critical roles: Steve Cairns, Karen Boone, Susie Cairns, Kelly Coleman and Brady Thomas
  - We are very excited for the new people & energy that will be leading the Guild Board 2025-2026 beginning Aug 1:
    - President: **Janelle Villalva**
    - Vice President: **Thary Ingan**
    - Treasurer: **Emmy Battaglia**
    - Secretary: **Katie Wilmot**
  - The Guild Representative to the Board of Trustees is **Janelle Villalva**.
  - The New Guild Board will meet with Tom Burmester on Thurs Jul 3 and then, as underwriters, will meet-and-greet-and-thank the Hadestown Cast & Crew

- Guild is underwriting the *Hadestown: Teen Edition* production (Aug 1-16)
  - We submitted our underwriting fee on Wed Jun 25
  - We are planning a Guild Appreciation Reception on Sun, Aug 10th after the 2pm show in the 3rd Floor Meeting Room; Invitation/RSVP will be sent soon
  - We will give free tickets to the Sun, Aug 10th 2pm show to Guild Members who sign up to attend the Reception - first-come/first-served
  - We submitted an ad to include in the Hadestown Playbill
  - **QUESTION**: Are there any unwritten expectations of underwriters that we should be aware of?

- 2024-2025 Yearbook:
  - Rebecca Greb has graciously been creating the yearbook all year long; it will include Legally Blonde through 2025 Chesley Awards
  - We submitted an ad to include in the Hadestown Playbill
  - We will continue with pre-sales (8 sold so far) through the Chesley's on Sun Aug 24; distribution & sales will begin at the Reception AFTER the Chesley's

        - **QUESTION**: What is the timeline for creating the ballots and collecting votes?
        - Rebecca will need all Chesley Nominees & Winners no later than Mon Aug 11 in order to finish the book and submit for publishing & shipping
    - Based on last year's yearbook sales & giveaways, we plan to order 40 books this year

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Kelly Coleman (she/her)
Guild Treasurer
Woodland Opera House
(530) 666-9617 / Cell (415) 999-6293
GuildTreasurer@WoodlandOperaHouse.Org
www.WoodlandOperaHouse.Org

WOODLAND
OPERA HOUSE
Guild

Student Representative Report July 2, 2025, by Anna Coleman

Introducing the new student representative for 2025-2026, Anna Coleman. Here's a short bio about me and my history with WOH:

Hello! My name is Anna and I am a senior at Davis High School. This September I will be celebrating my tenth year of doing shows at WOH! I have been very involved in doing various shows at the Opera House and I'm a six year veteran of the Broadway Bound program. In addition to acting, I have also helped out behind the scenes as stage crew, have been a TA for theater workshops for the past two years, an active Guild member, and currently work as a front-of-house specialist. I'm so excited to get to work with all of you to help support & enhance our Opera House!

In June, I transitioned with Amelia Robinson-Burmester and had the opportunity to meet with Tom Burmester & Jia-Min Rosendale as we set a path for the upcoming season.

Goals for this year: This year I hope to continue some of the successful programs spearheaded by Amelia last year, including Voices of Youth Discussion, and Senior Recital. As well, I would love to introduce new programs based on the feedback I get from my peers and leadership at WOH. I really want to encourage more youth volunteer participation, both in front of house and behind-the-scenes as crew and in technical roles.

My first order of business is to hold the second ***Voices of the Youth Discussion*** which is currently in planning stages and will take place hopefully in August 2025. This discussion will give me, the Executive Director, and the Education Director a chance to get a pulse on our youth community and help guide my goals and projects for this year. So, if you know any youth who are involved with WOH, be sure to encourage them to participate in the discussion once the sign up goes out, as we want to hear from as many people as possible. After the discussion, I'll present all of the relevant feedback I receive from the participants to Tom Burmester and to the Board.

Conflict of Interest Statement – Jia-Min Rosendale

President, Board of Trustees – Woodland Opera House

As Board President, I believe in transparency, integrity, and protecting the trust placed in me by this organization and our community.

I currently work as an independent contractor with the Woodland Opera House Education Department. I plan to finish my current contracts, but I will not accept any new contracts until the board has adopted a formal Conflict of Interest Policy that meets legal standards.

In the meantime, I will continue to carry out my Board duties — including working with the Executive Director, and Board of Trustees, and supporting the organization — with fairness, professionalism, and objectivity.

I understand that this is not required for me to agree to and present to the Board of Trustees. However, I feel it is necessary to ensure that I am taking good faith steps in order to address any concerns the Board has regarding Conflict of Interest issues.

I will step back from any board conversations or decisions where I have a personal financial interest.
This includes:

- If the board is discussing whether to hire me or offer me a future contract or stipend (for example: teaching, directing, or curriculum work)
- If the board is voting on a budget that includes payments to me or directly impacts how much I would earn
- If there is a discussion about a paid opportunity that I may want to apply for
- If there is a conversation about how I have been paid or evaluated as a contractor
- Any situation where it might appear that I have a personal stake in the outcome

By stepping back in these moments, I can protect the integrity of both the Board and the organization. I'm committed to doing this work with honesty and care — and I want to lead by example.

Oversight of the Executive Director:

As Board President, I help lead the Board's oversight of the Executive Director. I understand that I've also worked with the Executive Director in my separate role as a contractor.

To maintain fairness and balance:

- I will approach Executive Director evaluation, support, and accountability from my role as a Board leader — not from my contractor experience
- I will not use contractor-related interactions (positive or negative) to shape how I guide the Board's oversight
- I will stay grounded in objectivity, listen to the full Board, and lead with the long-term health of the organization in mind
- I will ensure that other members of the Executive Committee and/or Board are involved in oversight of the Executive Director

If my dual role ever presents a challenge, I will identify it and bring it to the Executive Committee for guidance.

Signed: _____ Date: _____

Jia-Min Rosendale
President, Board of Trustees
Woodland Opera House

WOODLAND OPERA HOUSE BOARD EXPECTATIONS

UNDER CURRENT BOARD PRESIDENT LEADERSHIP– JIA-MIN ROSENDALE

(To be revisited and formalized at Board retreat)

As Board President, I'm setting the tone for how we operate during this season of transition and rebuilding. These expectations are not yet voted policies — they are preliminary ground rules I'm asking us to honor as we move toward a more united, respectful, and effective board.

We'll review, refine, and vote on a set of expectations together at the upcoming Board retreat. Until then, I ask that each of us approaches our work with intention, professionalism, and care.

CONFIDENTIALITY

- Board discussions and materials may include sensitive information — about staff, finances, legal matters, or organizational decisions
- Please do not share or forward Board documents, emails, or summaries with anyone outside the Board or leadership team
- Be mindful when talking about Board discussions outside the Board or leadership team.
- When in doubt, ask before sharing

EMAIL & DOCUMENT SECURITY

- Use strong passwords and two-factor authentication on any email or device used for Board business
- Keep a dedicated folder or label for Board emails so nothing slips through the cracks
- Access and share documents through secure platforms (Google Drive links preferred over emails or downloads)

PUBLIC CONDUCT & COMMUNITY REPRESENTATION

- We are ambassadors of the Woodland Opera House, even when we're off the clock
- "Community" includes our patrons, partners, volunteers, artists, families, donors, city partners, and the public who witness how we show up
- Please avoid gossip or speculation about internal board matters — especially in public or community spaces
- If concerns arise, bring them directly to the President and/or the Executive Committee. Let's handle things in the room, not in the rumor mill

COMMUNICATION PROTOCOL

- If someone contacts you about board-related business (a complaint, media question, donor inquiry, or staff issue), please bring the President into the discussion
- A simple response like: "Thank you — I'll make sure our Board President sees this and gets back to you." is more than enough.

I deeply believe we're stronger when we lead with integrity, clarity, and respect — for each other and for the mission we serve. Let's build that together.

HR Foundations for Nonprofit Leadership

Core Definitions and Lawful Practices for Personnel Management

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1. Key Definitions

- Human Resources (HR): The systems and practices an organization uses to recruit, manage, support, and protect its employees and contractors.

- At-Will Employment: In California and many other states, most employment is "at-will," meaning either the employee or the employer can end the relationship at any time, with or without cause — as long as it is not discriminatory or retaliatory.

- Employee vs. Independent Contractor:
    - Employees work under the control of the organization and receive wages, benefits, and legal protections.
    - Independent contractors control their own work and are responsible for their own taxes and insurance. Misclassification can result in legal penalties.

- Discrimination: Treating an employee unfairly based on protected characteristics (race, gender, age, religion, disability, etc.). This is illegal under both state and federal law and outlined in the Woodland Opera House employee handbook.

- Harassment: Unwelcome behavior based on protected characteristics that creates a hostile or offensive work environment. This includes discrimination/sexual harassment.

- Retaliation: Taking negative action against an employee who reported a concern, complaint, or legal violation. This is strictly prohibited by law.

- Confidentiality: Personnel matters, including evaluations, HIPPA protected information, disciplinary actions, pay, and grievances, must be kept private and only shared with those authorized to know.

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2. Lawful HR Practices Every Organization Should Follow

Hiring & Onboarding

- Create clear job descriptions before recruiting
- Use fair and consistent hiring processes (interviews, scoring criteria, etc.)
- Comply with anti-discrimination laws in all hiring decisions
- Provide a welcome or offer letter outlining duties, pay, and expectations
- Complete necessary tax forms (W-4, I-9) and background checks if required
- For leadership and executive positions, consider having a more detailed employment contract

Job Expectations & Performance

- Provide employees with:
    - A written job description

    - Access to policies or an employee handbook
    - Regular check-ins or evaluations
- Document performance feedback (both positive and corrective)
- Address performance issues early and constructively

Discipline & Termination

- Ensure employees know what behavior or performance is expected
- If concerns arise, follow a progressive discipline approach whenever possible:
    - Verbal discussion
    - One written warning and/or action plan
    - Termination (with documentation and cause if needed)
    - For cause situations, such as gross misconduct, harassment, theft, or serious policy violations, immediate termination may be necessary.
- Termination must be:
    - Lawful (not discriminatory or retaliatory)
    - Documented (especially if due to performance or conduct)
    - Respectful and confidential

Recordkeeping

- Maintain confidential personnel files with:
    - Job applications
    - Offer letters or contracts
    - Performance reviews
    - Disciplinary discussions and documentation
    - Tax and benefit forms
- Limit access to personnel files to those with a legitimate HR or executive role

Recordkeeping for Executive Director Personnel File Policy (Interim)

- The Executive Director's personnel file shall be maintained securely by the Board President (or their designee) in a locked and confidential location, such as a locked filing cabinet or safe, not accessible to the Executive Director or any staff. This file will include employment agreements, compensation information, performance evaluations, board correspondence related to employment, and any other relevant personnel documents.
- Access to the Executive Director's personnel file is restricted to the Board President, and/or HR Committee Chair, and the Executive Director upon request. A digital backup may be maintained in a board-controlled, access-restricted cloud folder clearly marked as confidential.

Safety & Protection

- Provide a workplace free from harassment and discrimination
- Have clear procedures for reporting concerns
- Investigate complaints promptly, fairly, and confidentially
- Protect staff from retaliation
- Safety measures must be taken and documented (IIPP)

Communication & Culture

- Promote respect, accountability, and inclusion

- Avoid gossip, favoritism, or undermining colleagues
- Encourage issues to be raised through appropriate channels (supervisor → Executive Director→ Board president, if necessary)

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3. Nonprofit-Specific Considerations

Volunteers

- Volunteers are not employees and are not covered by wage and hour laws, but they are still protected from harassment, discrimination, and unsafe working conditions
- Provide:
    - A written role description
    - Clear supervision and expectations
    - Basic training or orientation
- Avoid using volunteers in ways that displace paid staff or create legal gray areas (e.g., ongoing unpaid roles that resemble employment)

Board Involvement in Personnel

- The board oversees the Executive Director, not the full staff
- Board members should not direct, evaluate, or discipline employees or contractors (unless formally assigned as part of a hiring committee or executive review process)
- Staff performance concerns must be routed through the Executive Director, not addressed by individual trustees
- **Exceptions**:
    - If the Executive Director is the subject of a concern, it should be brought to the Board President and/or Executive Committee, not handled informally or independently by board members

Dual Roles: Board Member & Contractor

- A board member who is also a paid contractor must:
    - Disclose the arrangement publicly and annually
    - Recuse themselves from any vote, discussion, or decision involving their contract, compensation, or area of oversight
    - Avoid influencing decisions that create a conflict of interest, even indirectly

This practice is lawful when managed transparently and with Board approval, but must be handled with caution to protect the integrity of both roles.

Avoiding Board Overreach

- Trustees must not:
    - Request special access to employee records
    - Conduct informal investigations unless authorized by the board
    - Deliver performance critiques to staff or other Board members
    - Act independently on behalf of the Board without proper authorization

Even well-meaning interference can lead to legal liability, staff resignations, or a toxic culture.

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4. What to Do When There's a Concern

When issues arise — whether performance-related, interpersonal, or potentially legal — it's critical that concerns are addressed through the right channels to avoid liability and uphold trust.

Common Concerns May Include:

- Employee or Contractor not meeting expectations
- Staff member reports feeling harassed or uncomfortable
- Volunteer behaving inappropriately
- Questions about how someone was hired, fired, or paid
- Suspicions of misconduct, mismanagement, or ethical breaches

Steps to Take

A. For Staff and Volunteers:

- Follow the chain of command:
  → Supervisor → Executive Director
- If the Executive Director is involved, or there's fear of retaliation:
  → Contact the Board President or designated HR board member
- Concerns should be in writing, factual, and focused on behavior, not personality

B. For Board Members:

- If the concern involves an employee, share it privately with the Executive Director — do not contact the staff member directly
- If the concern involves the Executive Director:
  - Bring it to the Board President and/or Executive Committee
  - Avoid informal side discussions or rumor-sharing
- Document the concern with specific observations or incidents
- Avoid anonymous reporting

What Not to Do:

- Do not investigate the issue yourself
- Do not confront the person directly unless you're their supervisor
- Do not share the concern with uninvolved parties
- Do not make assumptions or act without all facts

How It Should Be Handled:

- The Executive Director or Board President should review the concern
- If warranted, they may:
  - Have a confidential conversation with the parties involved
  - Document the matter in the personnel file
  - Create a performance plan or corrective action
  - Seek outside HR/legal advice if needed
- Every effort should be made to resolve concerns respectfully, lawfully, and confidentially and notify the Board to all matters that are legally allowed to be shared.

WOODLAND OPERA HOUSE

Interim Guidance on Executive Director Oversight, Board Roles, and Personnel Practice
This is to be adopted as a leadership framework until formal policy is established.

Clarifying Our Roles

This document provides temporary guidance for how the board and executive leadership will operate in alignment with nonprofit best practices, common employment principles, and the Woodland Opera House bylaws.

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1. Role of the Executive Director (ED)

The Executive Director is the chief administrative officer of the organization. In a nonprofit theater, this includes:

- Carrying out board-approved plans and goals
- Overseeing daily operations and supervising all staff and contractors
- Managing finances, programming, partnerships, and community relationships
- Supporting fundraising efforts in coordination with the board
- Ensuring the organization operates in accordance with its mission and values

The Executive Director is hired by, and accountable to, the Board of Directors, not to individual trustees.

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2. Role of the Board of Directors

The board's job is governance — not day-to-day management. Board responsibilities include:

- Approving the mission, strategic plan, and annual budget
- Providing financial oversight and ensuring compliance with state and federal laws and bylaws
- Fundraising and public advocacy
- Hiring, evaluating, and (if necessary) removing the Executive Director
- Serving as ambassadors to the community
- Working with and providing assistance to the Executive Director as needed.

What board responsibilities do not include:

- Directing or supervising staff or contractors
- Attending rehearsals, classes, or internal meetings to monitor staff performance
- Speculating on or initiating staff hiring or terminations without Board approval
- Evaluating the Executive Director based on hearsay, anonymous complaints, or personal dislike
- Taking action based on unverified community rumors or conversations
- Unilaterally reaching out to patrons, partners, or staff to investigate concerns about the organization or staff without Board approval
- Creating a culture of surveillance, interrogation, or mistrust

It is not the role of trustees to serve as internal watchdogs, conduct informal inquiries, or override the organization's established leadership structure. Healthy oversight happens through structure, process, and trust.

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3. Definitions for Shared Understanding

Legal and Ethical Integrity

This means ensuring the organization follows all state and federal laws, contracts, and reporting requirements, while also behaving in ways that are honest, transparent, and aligned with our mission and values.

- Legal integrity = doing things correctly
- Ethical integrity = doing the right thing

Fiduciary and Ethical Responsibility

Board members have a legal obligation to act in the best interest of the organization. This includes:

- Duty of Care – Make thoughtful, informed decisions
- Duty of Loyalty – Avoid conflicts of interest and put the organization first
- Duty of Obedience – Ensure the organization follows its mission and obeys applicable laws and regulations

These duties remind us that board service is not about personal agendas — it's about public trust.

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4. Board's Relationship to the Executive Director & Staff

The Executive Director is the only direct employee of the board. All staff and contractors report directly to the Executive Director, unless otherwise agreed to by the Executive Director. Trustees should not:

- Direct, supervise, or assign tasks to staff without discussion with Executive Director
- Evaluate or discipline staff
- Bypass the Executive Director in day-to-day matters or decision-making without discussion with Executive Director

If a board member has a concern about staff, they should bring it privately to the Executive Director or Board President.

This includes, but is not limited to, all staff and contractors, such as instructors, production personnel, administrative staff, and the bookkeeper. Access to financial records, accounts, and documents should be viewed by following board-approved protocols and be requested through the Executive Director, Board President, or Board Treasurer, not directly from the bookkeeper or office staff.

The Executive Director is a structural pillar of the organization — holding the weight of operations, staff leadership, and public accountability. When board members overstep into day-to-day management of the Executive Director, it weakens that foundation, creates instability, and disrupts the ability of the Executive Director to lead effectively.

Unchecked interference doesn't just cause confusion and mistrust — it risks collapsing the very structure we are entrusted to uphold.

Strong Boards build trust and stability. That begins with respecting boundaries and empowering the Executive Director to carry out the mission without fear or disruption.

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5. Oversight of the Executive Director

Employment Agreements

The Executive Director should have a written agreement and may also have an offer letter that outlines compensation, duties, and reporting relationships. This contract should be reviewed annually by the Executive Committee or designated personnel committee.

Performance Reviews

The Executive Director should receive an annual performance review led by the Board President and/or Executive Committee, based on clear goals, collaborative leadership, and organizational outcomes. The written performance review can then be shared with the Board in a closed session confidential meeting prior to final approval.

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6. Hiring and Removal of the Executive Director

Hiring

- A formal search, clear job description, and board vote are required to hire a new Executive Director
- The process should be fair, transparent, and mission-focused
- A procedure regarding the interview and selection process must be established and agreed upon By the Board.

Removal

The board may remove an Executive Director if:

- There is a clear breach of duties,
- There is misconduct, or
- Performance is persistently poor and documented

The board must vote to remove the Executive Director by following due process.

Examples of actions that could result in removal include, but are not limited to:

- Repeated failure to carry out board-approved policies or budgets
- Financial misconduct or mismanagement (e.g. misuse of funds, fraud, theft)
- Persistent unprofessional behavior such as harassment, threats, or discrimination
- Refusal to comply with legal reporting requirements or contractual obligations
- Obstruction of board oversight (e.g. withholding financials or required reports)
- Documented, ongoing poor performance after feedback and support

The following are not valid reasons for removal:

- Personality conflicts or dislike
- Anonymous or unverified rumors from the community
- Board members disagreeing with lawful decisions the Executive Director is authorized to make
- Concerns about staff or operations that have not been formally addressed through proper channels
- Artistic or programming differences unless directly tied to misconduct or breach of duty

Due Process means:

- Concerns are clearly documented
- The Executive Director is informed of the concerns verbally and/or in writing
- The Executive Director has an opportunity to respond and correct issues
- The board reviews all relevant information fairly
- Any vote to terminate is done formally and with a quorum, with ⅔ vote of the board

Removal should only be considered after a good-faith process of feedback, evaluation, and dialogue, unless urgent legal or ethical violations require immediate action.

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7. On Handling Concerns or Accusations

- All concerns about the Executive Director must be brought in writing to the Board President and/or Executive Committee
- Trustees should not investigate, question, or monitor staff or Executive Director actions independently
- Accusations must be substantiated, documented, and handled confidentially
- Trustees are expected to foster trust and stability — not contribute to confusion, division, or fear

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8. Consequences and Required Actions

Trustees are expected to act in accordance with legal standards, organizational bylaws, and established governance norms. When a board member steps outside those boundaries — especially in ways that interfere with staff operations or the Executive Director's ability to do their job — the consequences are serious and must be addressed.

Board Member Actions That May Trigger Consequences:

- Directing or supervising staff or contractors without Executive Director or Board authorization
- Investigating or gathering complaints about the Executive Director without Board authorization
- Sharing confidential personnel or organizational information without authorization
- Initiating performance-related conversations with staff, contractors, or Executive Director's peers
- Making public or private statements that question the employment status, character, or capability of the Executive Director or staff without due process
- Acting unilaterally on behalf of the Board without authorization

Such actions may violate:

- A Board members fiduciary duties which include, duty of care, duty of loyalty, and duty of obedience
- The fiduciary duty to act as a unified board
- The bylaws, which require that board action be taken by majority vote, not individual initiative
- The organization's responsibility to provide a respectful, safe, and professional work environment

Appropriate Responses and Actions:

When boundaries are crossed, the Executive Director or Board President may:

- Notify the Executive Committee and document the incident
- Request that the Trustee refrain from contacting staff or interfering with operations
- Engage a neutral third-party advisor or legal counsel to review the issue
- Include Trustee conduct concerns in a future board meeting or Executive Session

While this document is not disciplinary in nature, it is important for Trustees to understand the boundaries of their role — and the Board has a legal authority and responsibility to take action when those boundaries are persistently disregarded.

Final Note

This document is not a formal policy, but a guiding standard adopted by the Board President to restore clarity, integrity, and good governance during a period of transition.

It reflects widely accepted nonprofit governance standards and provides internal clarity in areas not currently outlined in the Woodland Opera House bylaws.