

MINUTES OF FEBRUARY 20, 2010
APPROVED
Board of Directors
Theo Ubique Theatre Company
d/b/a Theo Ubique Cabaret Theatre

Location: 7429 N. Greenview, Chicago, IL 60626

Members Attending: Fred Anzevino, Beverle Bloch, Lorraine Dostal, David Heimann, Joe Moore, Dick Moran, Jeremy Trager

Others Attending: Martha Hudak

1. Call to Order

The meeting was called to order by Joe Moore at 12:50 p.m.

2. Minutes

Motion: Approve the minutes of the January 20, 2010 meeting.

Moved:

Seconded:

Approved unanimously

A copy of the minutes for signatures was presented, based on the recommendation from Bill Ratner, Executive Director of the Lawyers for the Creative Arts (LCA).

Motion: Dispense with the procedure for Board members to sign a copy of the approved minutes.

Moved: Joe Moore

Seconded:

Approved unanimously

3. Meeting with Lawyers for the Creative Arts (LCA)

Martha Hudak highlighted various actions listed in the agenda that came out of the meeting with the Lawyers for the Creative Arts, attended by Fred Anzevino, Beverle Bloch and Martha Hudak. Composition of the Board of Directors was a key clarification, and as a perpetual Board of Directors since incorporation, the "Company Board" has served the role of a Board of Directors and those members remain on the Board. As a result, actions taken at the January 26, 2010 meeting are not legal and need to be revisited.

4. Legal Name

The legal, incorporated name is Theo Ubique Theatre. Theo Ubique Theatre Company has been used in some legal and tax paperwork and should be corrected to be consistent, according to Bill Ratner. Theo Ubique Cabaret Theatre has been used as a new brand name for marketing purposes. There was considerable discussion about legally changing the name from Theo Ubique Theatre to Theo Ubique Cabaret Theatre, much of which has to do with organization structure, long-range plans and issues involved in getting bylaws in place.

Motion: Table a decision on changing the legal name.

Moved:

Seconded:

Approved unanimously.

5. Officers

Officers elected at the January 26 meeting are not legal since the full, legal Board was not in attendance. A formal election of officers needs to be held again. Length of office will be determined in the new bylaws.

Motion: Elect the same slate elected at the January 26, 2010 meeting, comprised of Joe Moore, Chairman; Lorraine Dostel, Secretary; and Dick Moran, Treasurer.

Moved: David Heimann

Seconded: Jeremy Trager

Approved unanimously.

6. Annual Report to the Secretary of State

Fred Anzevino reported he filed the Annual Report required by the Illinois Secretary of State's office, listing corporate officers as Fred Anzevino, President; David Heimann, Secretary; and Beverle Bloch, Treasurer; along with other Board members of Joe Moore, Lorraine Dostel, Dick Moran and Jeremy Trager.

7. Artistic Director and Managing Director

The Board was asked to officially approve Fred Anzevino as Artistic Director and Martha Hudak as Managing Director. Job descriptions for each were distributed.

Motion: Approve Fred Anzevino as Artistic Director and Martha Hudak as General Manager, a change in title to not confuse the position as a member of the Board of Directors.

Moved: Lorraine Dostal

Seconded:

Approved unanimously.

8. Change of Fiscal Year

Theo Ubique had been operating on the assumption that its fiscal year was April 1 through March 31. However, Bill Ratner said we were on a calendar fiscal year because that is how the IRS 990 return was filed. Bill further recommended aligning the fiscal year with the theatre season. Theo Ubique has never had a formal theatre season, but plans to institute one for 2010-2011. A consensus evolved to not address a change in the fiscal year at this time.

Motion: Leave the fiscal year as it currently is on a calendar year basis.

Moved: Joe Moore

Seconded: Dick Moran

9. Insurance

Theo Ubique has not carried its own General Liability insurance in the past, thinking it was covered under the Heartland General Liability policy. Bill Ratner said we needed our own General Liability insurance as well as Worker's Compensation policy, even with everyone a 1099 employee. Martha Hudak presented quotes from T.A. Cummings Insurance Agency, who is the broker for Heartland. She had just received them the previous night, so had not had an opportunity to review in detail. She asked for a Board member to review the policies with her, and Dick Moran was appointed.

Motion: Proceed immediately with acquiring appropriate insurance coverage with Dick Moran's oversight without full Board approval.

Moved:

Seconded:

Approved unanimously.

10. Illinois Cultural Data Project (ICDP)

This is a state database for all non-profits to input financial data and keep updated. Many grantors are now requiring that ICDP be the only source for financial data to accompany a grant application, such as the Donnelley Foundation who helped fund its initiation and the City of Chicago Cultural Affairs Department. We are limited in making grant applications until this is completed. In the past, David Heimann has had this responsibility.

11. 2009 Financials

David Heimann submitted preliminary financials for 2009 (attached to the minutes). He reported \$90,229.42 in income and \$111,598.70 in expenses for a loss of \$21,369.28. Contributing to the loss are advance payment of expenses for the spring production of *Chess*, extending *Man of La Mancha* and projections for grants and donations falling below \$8,000 each. Financials are not complete because he needs January and February bank statements and credit card statements.

David filed and mailed 1099s for 2009 and submitted a list of those receiving 1099s, totaling \$42,705.91. Another \$6,489.39 was paid in artist salaries but not reported on 1099s. For 2010, the Board requested that 1099 information be reported in sub-accounts for artists, production and staff.

Bill Ratner said that Theo Ubique only needs to file a 990EZ, not a full 990, which can be done online. The deadline is May 15, 2010.

Martha Hudak reported that Theo Ubique has contracted for Quick Books Online and a Chart of Accounts is now established. Merrill Prager developed the Chart of Accounts pro bono and Dick Moran reviewed it. Merrill currently sits of the Board of Northlight Theatre and Jeff Committee and is a former CFO for a foundation and current financial consultant. She is also providing counsel on establishing some financial processes. It is hoped that financial information provided by David along with the additional financial information needed can be inputted into Quick Books retroactively for 2009 in order to produce the 990EZ and monthly/quarterly financial reports.

12. 2010 Budget Planning

A 2010 budget has not been prepared, since Theo Ubique thought it was on a different fiscal year. Other factors impacting budget preparation are completion of financials for 2009 and identification of the next season. Martha Hudak asked what the Board wanted in a budget planning process. Dick Moran asked her for a draft of a process that he could review.

13. Chess

Fred Anzevino provided an update on the next production, *Chess*, which opens March 7 and runs through April 25. Previews are March 5-6. If ticket sales support it, Fred anticipates extending *Chess* into early June.

14. 2010-2011 Season

Fred reported that he would like to produce a full season of four shows and possibly sell season tickets. He is thinking of starting the season in June with a six-character musical revue, *Sweet and Hot: Songs of Harold Arlen*. Production budget is estimated at \$12,000.

For the Fall, Fred is looking at *The Lady's Not for Burning*, a witch hunt/gothic theme that could tie into Halloween; *The Boys in the Band*, celebrating its 40th anniversary this year; or a Shakespeare or Moliere comedy, which is only \$10-12,000 to produce since it requires no royalties.

For the Holiday period, Fred is considering *Cats*. For the Spring 2011 production, he would like a People's Choice ballot to engage the audience and provide us feedback of what they want to see. Five choices will be given with a space for a write-in.

15. Bylaws

Lorraine Dostal presented background research that informed her preparation of a draft of the bylaws and asked for input from Board members. She also distributed a first draft dated February 19, 2010, Guidelines for Board of Directors and Guidelines for Theo Ubique Artistic Associates. She will incorporate this input into a draft that will be emailed to everyone and posted on the web site's Board page. She asked that everyone read it carefully to discuss at the next Board meeting.

16. Annual Benefit

Martha Hudak asked the Board to discuss an annual benefit to raise money for Theo Ubique, which has been held in May in past years and included a silent auction. The cost of staging an event versus the amount raised and the amount of time required to hold a successful event were key points raised. There was a consensus that May was too soon and to wait until Fall to hold the benefit. A goal of \$10-20,000 was mentioned.

Fred has thought about staging the play *Love Letters* for Valentine's Day with local celebrities, such as Joe and his wife, as the feature of the evening. The same concept could be held in October for *Sweetest Day*.

Joe Moore also suggested we explore hiring a professional event planner, and he has access to several. The next step is to explore hiring someone.

17. Old Business

- a. Fred reported that Raymond Cleveland's injury during *Man of La Mancha* has only cost \$63 for medicines. He doesn't anticipate any other costs associated with this injury.
- b. Martha reported that the new web site was up and still undergoing tweaks.
- c. Joe Moore will provide Martha with his contact at the Haitian American Community Association, which is the designated charity during the run of Chess. A collection will be taken at the door after each performance.

18. New Business

Martha Hudak Youth Education Program submitted a proposal for a Theo Ubique Theatre Youth Education Program to start in the Fall with classes held weekly on Saturdays for three age groups (4th-6th, 6th-8th, High School) and two four-day Holiday Camps the week prior and the week following Christmas. Target audience for paid tuition is the North Shore with tuition-free Joe Moore Scholarships for talented Rogers Park youth as an outreach program. Each local Target store can provide grants of \$1,000-3,000, and the store manager at the Target store on Howard has already given her verbal support. The Target grant application period opens March 1. Jacque Lueken would run the program, and she has experience with such programs at Apple Tree Theatre, Village Players and Emerald City. It is recommended to approve moving forward with the program so it can be promoted during *Chess* and before the school year ends. Joe Moore said he would help with getting information to schools in Rogers Park and Edgewater.

Motion: Approve the Youth Education Program proposal submitted (attached to minutes).

Moved: Dick Moran

Seconded: Lorraine Dostal

Passed unanimously.

19. Next Meeting

The next meeting of the Board of Directors will be held at 10 a.m., Saturday, March 20 in the home of Lorraine Dostal, 7429 N. Greenview, Chicago, IL, 60626.

Motion to adjourn at 3:10 p.m.

Moved: Joe Moore

Seconded: Dick Moran

Approved unanimously