



2019/2020 GLASS AXIS BOARD OF TRUSTEE HANDBOOK

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TABLE OF CONTENTS

BOARD OF DIRECTORS and STAFF MEMBERS –DIRECTORY	2
MENTORING BY GLASS AXIS BOARD OF TRUSTEE MEMBERS	3
RESPONSIBILITIES OF BOARD MEMBERS	4
BRIEF HISTORY OF GLASS AXIS	5
CHART OF ACCOUNTS	6
STUDIO POLICY & RENTAL FORM	8

October 1, 2019

BOARD OF DIRECTORS and STAFF MEMBERS –DIRECTORY

Second Term		
Larry Clark (Year One)	Made From Scratch	President
Seniors (2020)		
Molly R. Gwin	Isaac Wiles	
Courtney Marx	Cardinal Health	Treasurer
Juniors (2019)		
Claire Meeks	The Ohio State University	President Elect
Ken Donchatz	The Columbus Project	Secretary
Julie Klein	United Food and Commercial Workers Union Local 1059	
Freshman (2020)		

Staff Members

Melody Reed	melody@glassaxis.org	Executive Director
Matt Takacs	matt@glassaxis.org	Facilities Manager
Anita Rigsby Szuch	anita@glassaxis.org	Office Manager
Alex Fresch	alex@glassaxis.org	Social Media
Sarah Yarano	sarah@glassaxis.org	Finance & Programming Manager
Rose Succi	rose@glassaxis.org	Shop Technician
Sarah Todd	sarahtodd@glassaxis.org	Shop Technician

RESPONSIBILITIES OF BOARD MEMBERS

Board Member Responsibilities. *The responsibilities outlined here represent the legal and fiduciary responsibilities all board members must uphold. These are the essentials of good board governance and contained here-in lie the four D's- Duty of Care, Duty of Loyalty, Duty to Manage Accounts, and Duty of Compliance. These duties are required by law.*

1. Support and uphold the mission of the organization
2. Ensure adequate financial resources
3. Protect assets and provide financial oversight
4. Hire and fire (select) the Executive Director
5. Support and Evaluate the Executive Director
6. Ensure effective strategic planning
7. Monitor and strengthen programs and services
8. Build a competent board
9. Ensure legal and ethical integrity
10. Enhance, maintain, and support a positive public image for the organization
11. Approve and guide policy development and oversight
12. Oversee the work of standing and ad hoc board committees

Board Member Expectations

1. Regularly attend and actively participate in board and committee meetings
2. Support the fundraising initiatives of the organization by making a personal financial contribution to the organization annually and by providing or procuring in-kind services to benefit the organization.
3. Review agenda and supporting materials prior to board and committee meetings
4. Be informed about the mission of the organization, and its services, policies, and programs
5. Serve on at least one committee and offer to take on special assignments as appropriate
6. Promote the organization regularly with business associates, friends, family, etc. through referrals and donor prospects
7. Suggest potential nominees to the board who can make significant contributions to the work of the board and the organization
8. Adhere to conflict of interest and confidentiality policies
9. Serve a minimum of one term of 3 years.

Board Member Measurements

1. Annually each board member will complete an assessment of the board's performance of its responsibilities. The results will be compiled, reviewed, and evaluated by the full board.
2. Annually, each board member will complete a self-assessment of their performance relative to each expectation and based on the results, make a decision to continue on the board, or resign.
3. Missing more than two un-communicated board meetings annually for any reason can be grounds for dismissal from the board.

BRIEF HISTORY OF GLASS AXIS

Glass Axis was founded by Richard Harned around 1987 and involved graduates and students of the OSU glass program and non-students. The ten original members as of August 5th, 1987 were John Dury, MFA 1985 OSU, Roberta Eichenberg MFA 1986 OSU, Richard Harned, MFA RISD, Lee Hervey, MFA OSU, Linda Hunecutt-Le Grand, MA OSU, Rodney Sounick, Undergraduate Continuing Education OSU, Geoffry Taber, Undergraduate Continuing Education OSU, Molly Watkins, BA 1987 OSU, Acquaetta Williams, Graduate MFA and Continuing Education OSU and David LeGrand, JD.

Glass Axis was founded as an interest group that met at Richard's house primarily to explore venues and opportunities to exhibit glass art. Axis was incorporated as a non-profit 501(c)(3) charitable educational corporation in 1987. Around this time Richard and a few others built a 30 pound capacity mobile glass unit (the bubble machine) and did glass blowing demonstrations around Columbus and central Ohio. The mobile unit was used to demonstrate glass art to the public, especially as part of the Greater Columbus Arts Council's Artist in Schools Program. In 1992 Axis created a studio facility where glass students and community members interested in glass could come together and share expenses, knowledge, resources and artistic expression through the medium of glass.

Glass Axis has gone through three major stages of growth in a short 25 years from the 1987 portable glass blowing unit to the 1992 studio in what is now the Columbus Arena District to the 2001 Norton Avenue space in the Grandview area of Columbus.

Glass Axis is home to many amateur and professional artists. GA offers courses in all phases of glass art, including hot, warm and cold glass traditions and techniques. In addition to our resident artists, Axis has hosted to several Maestro-level visiting artists throughout the year, including Stephen Rolfe Powell, Martin Blank, Rich Royal, Nancy Callan, Davide Salvadore, Wes Hunting, Petr Novotny, and William Gudenrath.

CHART OF ACCOUNTS

Classes	
Management & General Admin	Income and expenses associated with the administrative work of Glass Axis
Special Events	Income and expenses associated with special event such as the public sales, Circleville Pumpkin Show, Franklinton Fridays and gallery openings
Classes	Income and expenses associated with the nine different classifications of the areas of the Glass Axis facility. Classifications are hot, cold, stained glass, kiln, torch, neon, intensives, kids' classes and tours & demos
Members	Income and expenses associated with support to our members
Art Sales	Income and expenses associated with sales of art pieces to the public
Programming	Income and expenses associated with the programming work of Glass Axis
Fundraising	Income and expenses associated with fundraising events, donations and grants
Accounts-Income	
Contributed Revenue	Income not associated with specific events. This revenue includes donations from individuals, businesses, grants in operating and project support and foundation support
Earned Revenue	Includes money brought in through classes and events offered to the public
Member Dues	Paid by members for their annual dues
Equipment Rentals	Fees paid by members for using Glass Axis equipment
Facility Rentals	Fees paid by members for use of lockers, studios and shelves

Art Sales	Art pieces bought through the gift shop, gallery and public sales; art pieces ordered through commissions and gift certificates
Public Events	Sales and classes sold during special events which include the public sales, Circleville Pumpkin Show, Fantastical Creatures, etc.
Fundraising Events	Sales and classes sold during fundraising events
Private Events	Income from facility rentals for large events such as weddings or parties
Other Earned Revenue	Miscellaneous revenue streams including merchandise, bad debt collection and shipping and handling
Cost of Goods Sold	Expenses associated with art sales such as consignment paid to artists and production wages
Accounts - Expense	
Classes	Expenses associated with offered to the public including payments to instructors and instructor training
Commissions	Costs associated with creating new pieces for the public
Studio Supplies	Supplies for all areas of the facility, broken down into the 9 classes
Repairs and Maintenance	Expenses associated with keeping operations functional.
Public Events Expense	Expenses incurred during special events which include the public sales, Circleville Pumpkin Show, Fantastical Creatures, etc.
Private Events Expense	Costs from facility rentals for large events such as weddings or parties
Wages	All payments to staff including taxes, reimbursements and benefits
Facilities Expense	All payments made to leaseholder including the lease, property taxes and payments made for utilities
Marketing	Costs associated with the promotion of classes and events at Glass Axis including advertising, printed materials, bulk mail, website and material distribution

Catering	Used any time food is bought for an event at Glass Axis including lunches during summer intensives and gallery openings
Office/IT/Insurance	Administrative expenses that includes office supplies, IT expenses, postage, shipping, database expenses, facility insurance and worker's compensation
Professional Fees	Other administrative expenses including accounting software fees, legal expenses, professional memberships, travel & transportation, and conferences & workshops
Board	Costs incurred during regular meetings of the board
Financial Expenses	Fees associated with financial institutions and loans
Other Income	
In-Kind Donations	Physical items or time donated to the organization which can be used in the course of everyday activities. Donations may include art pieces, supplies, equipment, auction items and fundraiser materials

Tab A - Conflict of Interest and Statement

The Board of Directors of Glass Axis has adopted a Conflict of Interest Policy, which governs the actions of the board members when a possible duality of interest or conflict of interest may occur. The board feels that the establishment of such a policy helps to enhance the public perception of Glass Axis as a highly ethical organization; helps clarify board member responsibilities, and also helps to avoid the potential of public embarrassment.

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the board and made a matter of record through 1.) an annual submission of disclosure form and 2.) oral disclosure each time a matter before the board causes a possible conflict of interest for an individual board member.

Any board members who have such a potential conflict of interest shall:

1. disclose the circumstances of the possible conflict of interest
2. be willing to discuss the specifics of the matter with the board and answer questions
3. abstain from voting on the matter before the board
4. refrain from applying his/her personal influence to affect the outcome of the board action

Examples of possible conflicts of interest are as follows:

1. The board member may serve on other boards involved in the same issues and attempting to undertake competing services
2. The board member, his company, or a member of his family may be a supplier of goods or services and, as such, may stand to gain or lose financially from a decision being made by the board

There are no absolute “rules” for determining a possible conflict of interest. Each case needs to be analyzed on its own merits. The board will request that each board member fill out and submit an annual disclosure form listing any possible conflict of interest issues.

Declaration:

I have read the conflict of interest policy and agree to comply to the best of my ability.

Board Member Signature

Date

Disclosure of Information:

I am disclosing the following potential conflict of interest:

Board Member Signature

Date

Tab B - Code of Ethics

As a member of the board I will:

- Listen carefully to my board colleagues
- Respect the opinion of fellow board members
- Respect and support majority decisions of the board
- Recognize that all authority is vested in the full board only when it meets in legal sessions
- Keep well-informed about developments relevant to issues that may come before the board
- Participate in board meetings and actions
- Bring to the attention of the board any issues I believe will have an adverse effect on the organization or those we serve
- Refer complaints to the proper level on the chain of command
- Recognize that my job is to ensure that the organization is well-managed, not to manage the nonprofit
- Represent all those whom this nonprofit serves, not just a particular geographic area or interest group
- Consider myself a “trustee” of the nonprofit and do my best to ensure that it is well-maintained, financially secure, growing and always operating in the best interests of those we serve
- Always work to learn how to do my job better
- Declare conflicts of interest between my personal life and my position on the board, and abstain from voting or discussion when appropriate

As a member of the board, I will not:

- Criticize fellow board members or their opinions, in or out of the board room
- Use the nonprofit organization for my personal advantage or that of my friends or relatives
- Discuss the confidential proceedings of the board outside the board room
- Promise before the meeting how I will vote on any issue
- Interfere with the duties of the Executive Director or undermine the Executive Director’s authority with staff members

Tab C - Board Attendance Policy

Purpose

This policy is intended to support full contribution of all board members. All board members receive a copy of this official policy at the start of their term. The policy is reviewed once a year by all members.

Definition of a Board Attendance Problem

A board attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The member has three notified absences in a row.
3. The member misses one third of the total number of board meetings in a twelve-month period.

Response to a Board Attendance Problem

If a board-attendance problem exists regarding a member, the Board Chair will promptly contact the member to discuss the problem. The member's response will promptly be shared by the Chair with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, termination will be conducted per this policy. The board will promptly initiate a process to begin recruiting a new board member.

Termination of Board Membership per the Board Attendance Policy

The Board Chair will call the member with the board-attendance problem and notify him or her of the board's decision to terminate the member's membership per the terms of the Board Attendance Policy. The Chair will request a letter of resignation from the member to be received within the next two weeks. The Chair will also request the member to return their board manual back to the agency by dropping it off at a specified location over the next two weeks. The board will vote regarding acceptance of the member's resignation letter in the next board meeting.

Tab D - Policy for Board Approval of Compensation¹

The Executive Director of Glass Axis is the principal representative of Glass Axis, and the person responsible for the efficient operation of the Nonprofit. Therefore, it is the desire of the Nonprofit to provide a fair yet reasonable and not excessive compensation for the Executive Director (and any other highly compensated employees and consultants). The annual process for determining compensation is as follows: The Nonprofit shall annually evaluate the Executive Director on his/her performance, and ask for his/her input on matters of performance and compensation.

Board Approval

The Executive Committee will obtain research and information to make a recommendation to the full board for the compensation (salary and benefits) of the Executive Director (and other highly compensated employees or consultants) based on a review of comparability data. For example, the Executive Committee will secure data that documents compensation levels and benefits for similarly qualified individuals in comparable positions at similar organizations. This data may include the following:

1. Salary and benefit compensation studies by independent sources;
2. Written job offers for positions at similar organizations;
3. Documented telephone calls about similar positions at both nonprofit and for-profit organizations; and,
4. Information obtained from the IRS Form 990 filings of similar organizations.

Concurrent Documentation

To approve the compensation for the Executive Director (and other highly compensated employees and consultants) the board must document how it reached its decisions, including the data on which it relied, in minutes of the meeting during which the compensation was approved. Documentation will include:

1. A description of the compensation and benefits and the date it was approved;
2. The members of the board who were present during the discussion about compensation and benefits, and the results of the vote;
3. A description of the comparability data relied upon and how the data was obtained; and,
4. Any actions taken (such as abstaining from discussion and vote) with respect to consideration of the compensation by anyone who is otherwise a member of the board but who had a conflict of interest with respect to the decision on the compensation and benefits.

Independence in Setting Compensation

The Chair of the board, who is a volunteer and not compensated by the Nonprofit, will operate independently without undue influence from the Executive Director. No member of the Executive Committee will be a staff member, the relative of a staff member, or have any relationship with staff that could present a conflict of interest.

¹ National Council of Nonprofits [Internet]. Sample Policy for Board Approval of Executive Compensation. Washington, DC: National Council of Nonprofit Associations; 15 May 2011; Available from: <http://www.councilofnonprofits.org/resources/resources-topic/boards-governance/executive-compensation-policies>.

Tab E -Glass Axis Facility Policy

In order to rent equipment at Glass Axis, you must:

General Membership & Eligibility

- Approval must be secured by staff to use each studio you are renting.
- Sign a waiver annually. All members and their assistants must have a waiver on file.
- Use appropriate safety glasses, gloves, hoods, etc., at all times.
- Pick up all personal work within one week of rental time. Work left on shelves longer than that may be moved to storage, at the expense of the maker. \$25 handling fee plus \$10/ month storage. Although we do our best to handle your work carefully, Glass Axis is NOT responsible for lost, stolen, or damaged works.
- Glass Axis does not ship work, unless prepaid shipping costs and a handling fee of \$20 minimum have been pre-arranged.
- Glass Axis does not loan studio tools or equipment. No tools or equipment are to leave the studio, no exceptions.
- If you experience any problems with equipment, notify staff within 24 hours. Issues not addressed timely will not be valid disputes in regards to billing.
- Those who keep others from using a tool will pay for the entire time that the tool is occupied, whether they are actively using it or not.
- If you schedule rental time and decide not to use it, you must cancel no later than 24 hours in advance of scheduled time that you will not be using. If you do not call 24 hours ahead of time, you will be charged a \$25 no show fee.
- We suggest that you prepay your account. No one is permitted to work with an outstanding balance of \$500 or more. We now accept online credit card payments when you reserve your time. Access card will be turned off if your account becomes 60 days past due or your balance exceeds \$500. Prepaying will avoid the hassle of having to pay each and every blow slot.
- Do not use the studio when closed (between 12:00 and 6:00 am daily). The building alarms are enabled during these hours and they will go off if you are in the building. Member will be responsible for police fines billed to Glass Axis for setting off alarm.
- Follow shop etiquette:
 - No excessive noise or distractions. Music is okay, but be considerate of others.
 - Do not go over your time if someone is signed up after you.
 - Follow the clean up policy that is posted in each area. Members may be charged clean up fee of up to \$25 per rental time.
 - NO SMOKING in the building. Take it outside and dispose of your butts properly.
 - Return all equipment to its assigned position.
 - Do not interfere with someone else's equipment/ set up.
 - Use the time you reserved: Do not sign up for 4 hours and only use 45 minutes. You will be charged a usage fee.
 - No drug or alcohol use while operating equipment, no exceptions.
 - Glass Axis reserves the right to ban disruptive or dangerous pets.
 - Do not enter the staff offices, gallery or gift shop when there are no staff office personnel around.
 - Clean up after yourself and leave the shop better than it was when you started.