Emergency Governing Council Meeting  
Wednesday, July 1, 2020  
1:00 p.m. – 2:30 p.m. EDT  
Via Zoom  
https://us02/web.zoom.us/j/81728887160  
Meeting ID: 817 2888 7160

Meeting Minutes

Call to Order
The meeting was called to order at 1:00 p.m. EDT

Members Present: Josh Abrams, Chase Bringardner, Carlos Alexis Cruz, Carla Della Gotta, Suzanne Delle, Ann Haugo, Kelly Howe, Karen Jean Martinson, Noe Montez, Dassia Posner, Emily Rollie, Jon Rossini, Lionel Walsh, Monica White Ndounou, Harvey Young

Members Excused: D.J. Hopkins

Staff Present: Shaun Franklin-Sewell, Aimee Zygmonski

By-Laws Changes
Josh noted that the proposed by-laws changes need to be sent to members today in order to meet the notification requirements to hold a vote at the upcoming annual meeting. He explained the rationale behind the proposed by-laws changes, starting with the most straightforward:

- The removal of the term “Marketing” from the Membership and Marketing VP/Committee better reflects the work of the committee
- The current language in 8.5 regarding vacancies requires that GC positions be filled by a GC member, which places an extra burden on someone already holding GC position. The change would allow for it a vacancy to be temporarily filled by a GC appointee to hold an Interim position until an emergency election can be held.
- By-law 9.1 currently defines committee composition as including “a chair and members selected from the Governing Council, Focus Groups, and general ATHE membership...” However, Focus Groups and ATHE membership are one in the same. This will be replaced with, “Focus Group leadership, and general ATHE membership.
- The addition of Black Theatre Network as an affiliate organization reflects the ongoing relationship between the two organizations.
Josh suggested that the GC table the discussion/voting on the proposed VP Equity position until the organization can hold a town hall or public forum to discuss this position with the membership.

The bulk of the discussion centered around the proposal to include “All committees must include a minimum of 20% membership of people of the global majority (historically known as people of color),” to 9.1.

Discussion/Questions Included:

- Proposal came very explicitly from BTA.
- The proposed percentage encourages serious thought about committee constitution and activities, and it represents a tangible action step. It can potentially drive change, not simply reflect it, and create equity. It also offers a collective proves of accountability.
- Questions of whether or not this an acceptable percentage depend on how we are defining diversity. For instance, ASTR’s language on diversity is quite encompassing, which would make the proposed 20% too low. However, broad language can also dilute the specific response to white supremacy and our organizational complicity with it that prompted this change and that this historical moment necessitates.
- Voting on this as a by-laws change would mark the importance of producing equity and the organization’s commitment to it.
- If a vote on this issue is rushed without receiving buy-in from the membership by demonstrating to all the importance of this change and making clear the thinking behind it, and therefore the change does not pass, we run the risk of inflicting harm on our BIPOC members.
- Will be important to hold emotional justice, truth, and accountability sessions. This process will make explicit to members the thinking behind the by-laws change as anti-racist action and provide a site for conversation in preparation for the policy change. We might hold a series of workshops, taking the year to develop a by-laws change or document to create systemic change and thereby build the culture we want to create for ATHE.
- By-laws are legally binding and difficult to change, so we should carefully consider and vet all included language. In this instance, by-laws might express ATHE’s organizational ethos without mandating a specific percentage of participation.
- Is this sort of language, which combines aspirational goals with quantifiable percentages better suited for the Ops Manual?
- A clear definition of diversity might also be useful to include in Ops Manual. A clear definition will also put the responsibility on leadership to uphold said definition. It will be an important step to creating a sustainable process. This language must be clear, robust, and actionable.
- We will need to make diversity a collective responsibility that is supported by the GC and FGs and that has clear markers of and pathways to success.
• Might we craft language for the by-laws that demonstrates a concrete commitment to black artists and the dismantling white supremacy and put the details in the Ops Manual?
• Also should acknowledge that committee membership is not necessarily an active site of robust leadership.
• If we are quantifying numbers, we have to define how people “count.” Again, this depends on our definition of diversity and the percentages we allot.

**Action Item:** Karen Jean made a motion, seconded by Lionel, to approve the following four changes to be voted on by the membership:

1. Removal of “and Marketing” from the VP Membership and Marketing/Membership and Marketing Committee
2. Inclusion of new language in 8.5 updating how vacancies will be filled
3. Update the phrasing in 9.1 to read “FGR leadership and general ATHE membership”
4. Addition of Black Theatre Network as an Affiliate Organization in 14.3

Approved by voice vote. Yes=10. No=0. Abstain=2.

**Action Item:** Jon make a motion to table the voting on the BTA requested change to 9.1, seconded by Harvey. Approved by voice vote. Yes=9. No=0. Abstain=1

**Action Item:** Jon and Harvey will draft a specific action plan to put the request in practice this year. This document will be circulated prior to the membership meeting, and the initiative will be announced at the membership meeting.

**Registration costs discussion**
Aimee presented document that shared info on the financial situation. She suggested that the organization cannot afford to offer the conference for free.

Agreement discussed with BTN president is that ATHE would offer member conference registration rates to BTN members.

Questions/Discussion topics:
• How can we demonstrate a commitment to these requests that is also reflective of our financial situation?
• Could we offer a $0 membership option?
• Could we lower the conference registration rate for non-members?
• Could we defer membership for those who cannot afford it now? If so, should it be deferred to March or January? Could it be a monthly fee?
• How does this affect us for years later? How might free membership damage the organization in the future?
• What do we do about people who have already paid? Must we offer concessions to them?
Action Item: Members will have the opportunity to change registration to a ticket for those who cannot afford it. Shaun and Aimee will determine if the database can do monthly/deferred membership and will communicate this to members.

Adjourn
With all business concluded, the meeting adjourned at 2:52 p.m. EDT.

Matters Arising

<table>
<thead>
<tr>
<th>WHO</th>
<th>WHAT</th>
<th>PAGE NUMBER</th>
</tr>
</thead>
<tbody>
<tr>
<td>GC</td>
<td>Approved four proposed by-laws changes to be voted on by membership</td>
<td>3</td>
</tr>
<tr>
<td>GC</td>
<td>Approved deferment of vote on BTA-proposed language to 9.1</td>
<td>3</td>
</tr>
<tr>
<td>Jon/Harvey</td>
<td>Draft equity action plan to be circulated at membership meeting and to be put in practice this year</td>
<td>3</td>
</tr>
<tr>
<td>GC</td>
<td>Registration ticket option available to members who cannot afford conference registration fees</td>
<td>4</td>
</tr>
<tr>
<td>Shaun/Aimee</td>
<td>Determine if possible to offer monthly/deferred payments and communicate to members</td>
<td>4</td>
</tr>
</tbody>
</table>

Respectfully Submitted,

Karen Jean Martinson, ATHE Secretary