

## Artisan's Asylum, Inc.

### **Minutes of a Regular Meeting of the Board July 12, 2022**

#### **Attendance**

##### Board Directors in Attendance:

1. Thomas Cole
2. Ariel Matisse
3. Romaine Waite
4. Scott Harris
5. Ramesh Advani
6. Preeti Tadikonda
7. Oye Ajewole
8. Damien Dong
9. Scott Miller

##### Board Directors Absent:

1. Ebbe Dahlor
2. Nettrice Gaskins
3. Kat Nakaji
4. Morgan Pierson

##### Non-Directors in Attendance:

1. Antonio Viva, Executive Director
2. Scott Seger, McCarter & English, LLP, pro bono counsel
3. Ted Grannatt, McCarter & English, LLP, pro bono counsel

A regular meeting of the Board of Directors (the "Board") of Artisan's Asylum, Inc. ("Artisans" or the "Corporation") was held via Zoom on July 12, 2022. Tom Cole took a role call and all of the directors of the Board were present except for Ebbe Dahlor, Nettrice Gaskins, Kat Nakaji and Morgan Pierson. The meeting was then called to order at 6:05 p.m. EST.

#### **Approval of Prior Minutes**

The Board's first order of business was approving the minutes from its special meetings held on (i) January 11, 2022, (ii) March 8, 2022, (iii) May 10, 2022, (iv) May 24, 2022 and (v) June 28, 2022. Mr. Cole presented to the Board the following resolution:

**RESOLVED**, that the minutes of the (i) January 11, 2022, (ii) March 8, 2022, (iii) May 10, 2022, (iv) May 24, 2022 and (v) June 28, 2022 Board meetings, in the forms presented to the Board, are hereby approved.

Mr. Cole motioned to approve the resolution and the resolution was unanimously approved.

#### **Executive Director Presentation**

The next order of business was an update from Artisans' new Executive Director, Antonio Viva, who

offered his appreciation to the Board and gave a brief introduction. Mr. Viva reported that he has already begun holding introductory meetings with Artisans' staff members.

Mr. Viva provided a facilities update to the Board, noting that the Antwerp location is approximately 65/70% operational at this time while the Holden location requires an additional \$18k to buildout the space and make repairs to certain utility systems. The Corporation is looking to setup additional social spaces for its members, and is continuing to review its storage capacities at each location.

Mr. Viva expressed his desire to immediately ramp up the Corporation's development and fundraising work, in connection with his upcoming goals for Artisans – to articulate a long-term vision and story along with the Board, and to expand Artisans' outreach to the community at-large including increased marketing and social media efforts. Mr. Viva also reinforced his excitement for the upcoming grand opening of the Allston-Brighton headquarters.

### **Finance Committee Report**

Next, Mr. Advani provided an update to the Board on behalf of the Finance Committee, as a follow up to the Board's June 28, 2022 meeting. Overall, the Corporation has a good cash position, although its expenses will start to pick up soon (the first payment on the Antwerp lease to Harvard is due in August 2022); however, the Corporation should also expect a forthcoming increase in earned income, grants and educational funds.

Mr. Advani then recommended that the Board appoint Smith, Sullivan & Brown, P.C. as the Corporation's auditor for FY 2022, and he presented to the Board the following resolution:

**RESOLVED**, that Smith Sullivan & Brown, P.C. is hereby appointed as the Corporation's auditor for fiscal year 2022, for the purposes of conducting the Corporation's corporate audit and preparing any other related filings.

Mr. Cole motioned to approve the resolution and the resolution was unanimously approved.

### **Development Committee Report**

Ms. Matisse then provided an update to the Board on behalf of the Development Committee, including details regarding the Corporation's recently obtained grants and its upcoming grant applications. Ms. Matisse explained to the Board the Corporation's need for increased Board participation toward Artisans' development efforts, and suggested that Mr. Viva's arrival and the grand opening of the Allston-Brighton headquarters should be used as fundraising points of emphasis (especially among prior donors). The Board then entered into a robust discussion concerning the Corporation's upcoming development goals.

### **Grand Opening Update**

Next, Ms. Matisse and Mr. Dong led a discussion among the Board about the planned grand opening of Artisans' Allston-Brighton headquarters, which is currently being targeted for October 2022. Ms. Matisse presented the following resolution to the Board:

**RESOLVED**, that a Grand Opening Committee of the Board is hereby created, and Damien Dong is designated as the Chair of such Committee, to serve until his successor has been appointed or until his earlier resignation or removal.

Ms. Matisse motioned to approve the resolution and the resolution was unanimously approved.

Mr. Dong expressed his desire to include members of the Artisans' community and staff in the grand opening process, as well as engaging with potential local sponsors.

### **Board Recruitment Discussion**

The Board then entered into a robust discussion concerning the expiration of certain directors' terms in November 2022, and the possible need to recruit new directors. The co-Chairs of the Board requested that those directors with forthcoming expiring terms let them know about their intent to remain on the Board or not as soon as possible. The Board discussed plans to hold elections for the member-elected directors in October 2022, and the Board will consider how many directorships it plans to fill in the coming months.

Mr. Cole then motioned to adjourn the meeting at 7:47 p.m. EST and as there were no objections the meeting was adjourned.

A true record:

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Scott Seger, Secretary *pro tem*