



**Minutes of the Regular Meeting of the Board of Trustees**  
Monday, April 11, 2016

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A meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 4:00 pm at the Zygotte Press, 1410 East 30 Street, Cleveland.

The roll call showed that Trustees Joe Gibbons, Steve Minter and Charna Sherman were present. It was determined that there was a quorum.

Also in attendance were: CAC staff: Karen Gahl-Mills, executive director; Jill Paulsen, deputy director; Roshi Ahmadian, Meg Harris, Jake Sinatra and Nicole Thomas.

**1. APPROVAL OF MINUTES**

Motion by Trustee Minter, seconded by Trustee Gibbons, to approve the minutes from the February 8, 2016 Board meeting. Discussion: None. Vote: all ayes. The motion carried.

**2. PUBLIC COMMENT ON MEETING AGENDA ITEMS**

There were no registered requests for public comment relating to items on the meeting agenda.

**3. EXECUTIVE DIRECTOR'S REPORT**

Ms. Gahl-Mills welcomed guests and listed the Project Support program for 2017, approval of a special grant to The Cleveland Orchestra for support of the Star-Spangled Spectacular, and the arts and culture community's civic engagement with the RNC as the 3 major items for discussion at this meeting. She also noted that other administrative matters, including the reaffirmation of the Audit and Finance Committee members and approval of Board Officers were on the agenda.

Ms. Gahl-Mills mentioned that in the work session following the meeting, staff will update the Board on the progress with the agency's organizational planning work.

**4. FINANCE REPORT**

Ms. Harris gave a report on CAC's finances through March 2016. She reported that tax receipts through March were \$3,286,320. This figure is \$23,980 or .75% below forecast for the period and 9% below revenue for the same period in 2015. Interest revenue through March was \$43,035. This figure is above forecast for the period by \$13,035. Cash expenditures through March were just under \$6.75 million. This figure is slightly below budget due to the timing of payments of grants.

**Annual Audit**

The Ohio Auditor of State will begin CAC's annual audit on April 13. It is expected their work will conclude by May 30.

## **5. CONNECT WITH CULTURE**

Liz Maugans, Zygote Press, gave an overview of the organization's work for the attendees.

## **6. BOARD ACTION**

### **2017 Project Support Guidelines**

Ms. Paulsen and Ms. Ahmadian presented an overview of the memo detailing the changes related to the 2017 Project Support grant program (see [Memo: 2017 Project Support Guidelines](#)).

They noted that the Project Support program for 2017 will remain nearly identical to the previous cycle. They further explained that the biggest changes proposed in the guidelines relate to the panel process for Project Support II: instead of conducting the panel in person, the new process will involve a completely online review of all applications and three panel groups which will each review a smaller number of applications. This new approach, they mentioned, will result in more time and attention given to each application, as well as reduced costs for CAC and pressure for applicants.

Trustee Sherman asked how CAC staff can ensure fairness in the review of applications with this proposed approach. Ms. Ahmadian responded that having three panels allows panelists to review fewer applicants and will result in more time devoted to each application. This should in fact make the process fairer for the almost 100 applicants. Ms. Paulsen also stressed the importance of consistency to CAC staff in conducting the panel process. Given this, staff will monitor panelist activity on the back end and adjust approach as necessary.

Trustee Minter asked what percentage of organizations usually get through the panel process successfully. Ms. Paulsen responded over 90% on average receive either partial or full funding.

Motion by Trustee Sherman, seconded by Trustee Minter, to approve the policies within the 2017 Project Support Guidelines. Discussion: None. Vote: All ayes. The motion carried.

### **Authorization of a grant to The Cleveland Orchestra for the Star-Spangled Spectacular**

Ms. Thomas presented an overview of the memo detailing a two-year grant to The Cleveland Orchestra for the free concert on Public Square (see [Memo: Public Square Concert](#))

She mentioned that this year's concert will take place after the RNC and will focus on a theme of thanking local residents. She noted the proposal for this concert aligns well with CAC's public value priorities. Ms. Thomas also stressed that CAC will be visibly present at the event with meaningful opportunities for communications through both digital and other means.

Motion by Trustee Minter, seconded by Trustee Gibbons, to approve a two-year grant to The Cleveland Orchestra for the free concert on Public Square (Star-Spangled Spectacular) in the amount of \$175,000 per year. Discussion: None. Vote: all ayes. The motion carried.

### **Authorization of investment to support civic engagement by arts and cultural partners during the Republican National Convention**

Ms. Gahl-Mills presented an overview of the memo detailing support for civic engagement by cultural partners during the Republican National Convention (see [Memo: Supporting Civic Engagement during RNC](#)).

Ms. Gahl-Mills stated that CAC is always looking for ways to model civic engagement in the arts and culture community. With the goal of making a robust arts and culture ecosystem in the region, CAC

proposes to set aside a small amount of money to support civic engagement through arts and culture activities around the RNC. She stressed that this proposal is non-partisan with an effort to enliven the area with interesting arts and cultural events for our guests.

Motion by Trustee Gibbons, seconded by Trustee Sherman, to authorize Karen Gahl-Mills to enter into contracts, for the below items, in order to support civic engagement by arts and cultural partners during the Republican National Convention:

- 1) Up to \$10,000 for stipends for CAC-funded organizations to perform at additional downtown Cleveland public spaces, as coordinated by Downtown Cleveland Alliance
- 2) Up to \$10,000 for stipends for CAC funded organizations to perform at Hopkins Airport, as coordinated by CAC and the airport team
- 3) Up to \$5,000 for additional communications support and other emerging issues, TBD.

Discussion: None. Vote: all ayes. The motion carried.

## **7. ADMINISTRATIVE MATTERS**

### **Re-Affirmation of Administrative Policies for Cuyahoga Arts & Culture**

Ms. Harris stated that CAC reviews and asks the board to reaffirm its administrative policies each year. She stated that the board would be asked to re-affirm six policy documents: Allocation Policy, Audit Committee Charter, Business Continuity Policy, Ethics Policy, Public Participation Policy and Public Records Policy. She stated that there were recommended changes to the Cash Reserve Policy, which were made in order to include language that recognized CAC will enter an additional ten-year cycle of funding. She noted that the Board was not asked to re-affirm the Investment Policy or Internal Financial Controls Policy and Procedures as they were approved, with changes, at the February 8, 2016 meeting.

Motion by Trustee Gibbons, seconded by Trustee Minter, to re-affirm the following policies: Allocation Policy, Audit Committee Charter, Business Continuity Policy, Ethics Policy, Public Participation Policy and Public Records Policy Discussion: None. Vote: All ayes. The motion carried.

Motion by Trustee Sherman, seconded by Trustee Minter, to approve the recommended changes to the Cash Reserve Policy. Discussion: None. Vote: All ayes. The motion carried.

### **Re-Affirmation of Audit and Finance Advisory Committee Members**

Ms. Harris stated that, per the Audit and Finance Advisory Committee Charter, the board is asked to re-affirm committee members Ed Bell, Timothy Longville, and Cynthia Riehl to the Audit and Finance Advisory Committee for a one-year term.

Motion by Trustee Gibbons, seconded by Trustee Sherman, to re-affirm Ed Bell, Timothy Longville, and Cynthia Riehl for one year of service on the Audit and Finance Advisory Committee of Cuyahoga Arts & Culture. Discussion: None. Vote: All ayes. The motion carried.

### **Public Records Training**

Ms. Harris stated that the Board is required to designate a Public Records Manager for CAC annually. She stated that she had recently completed the training offered by the Ohio Attorney General's office. She asked that the Board reapprove her as CAC's Public Records Manager for the next year.

Motion by Trustee Gibbons, seconded by Trustee Minter, to appoint Ms. Harris the Public Records Manager for CAC for the next year. Discussion: None. Vote: All ayes. The motion carried.

### **Contract with Compelling Communications**

Ms. Harris stated that CAC would like to enter into a contract with Compelling Communications for a six month period, April 1 through September 30, in the amount of \$19,350, for media relations support.

Motion by Trustee Minter, seconded by Trustee Gibbons, to approve the contract with Compelling Communications for a six month period, April 1 through September 30, in the amount of \$19,350, for media relations support. Discussion: None. Vote: All ayes. The motion carried.

### **Extension of Contract with Van Meter, Ashbrook & Associates**

Ms. Harris stated that CAC would like to extend its contract with Van Meter, Ashbrook and Associates for public affairs consulting for one year in an amount not to exceed \$48,000.

Motion by Trustee Minter, seconded by Trustee Gibbons, to approve a one-year extension of the contract with Van Meter, Ashbrook and Associates in an amount not to exceed \$48,000. Discussion: None. Vote: All ayes. The motion carried.

### **Contract with Center for Performance and Civic Practice**

Ms. Harris stated that CAC would like to enter into a contract with the Center for Performance and Civic Practice in the amount \$11,600 for co-design, presentation and training facilitation of activities related to CAC's organizational planning process between April 15 and September 1, 2016.

Motion by Trustee Sherman, seconded by Trustee Minter, to approve the contract with the Center for Performance and Civic Practice in the amount \$11,600 for co-design, presentation and training facilitation of activities related to CAC's organizational planning process between April 15 and September 1, 2016. Discussion: None. Vote: All ayes. The motion carried.

### **Contract with Helicon Collaborative and ReMaking Culture**

Ms. Harris stated that CAC would like to enter into a contract with Helicon Collaborative and ReMaking Culture in an amount not to exceed \$25,000 for consulting services related to the over-arching design of CAC's organizational planning process to be provided between April 15 and June 1, 2016.

Motion by Trustee Gibbons, seconded by Trustee Minter, to approve the contract with Helicon Collaborative and ReMaking Culture in an amount not to exceed \$25,000 for consulting services related to the over-arching design of CAC's organizational planning process to be provided between April 15 and June 1, 2016. Discussion: None. Vote: All ayes. The motion carried.

### **Election of Officers**

Trustee Minter stated that he had served as chair for the Nominating Committee. He presented the following slate of officers: Joseph Gibbons to the position of President, Steve Minter to the position of Vice President; and Charna Sherman to the position of Secretary of the Board of Trustees.

Motion by Trustee Minter, seconded by Trustee Sherman, to elect Mr. Joe Gibbons to the position of President, Steve Minter to the position of Vice President, and Charna Sherman to the position of Secretary of the Board of Trustees for the term April 1, 2016-March 31, 2017. Discussion: None. Vote: All ayes. The motion carried.

### **Extension of Employment Contract for Karen Gahl-Mills**

Trustee Gibbons stated that the Board would like to extend the employment contract, which expires today, of Karen Gahl-Mills for an additional four years. He stated that he and Ms. Gahl-Mills are finalizing administrative provisions to the existing contract. Trustee Gibbons requested that he be given

authority, subject to the retroactive review and approval of the Board, to enter into the agreement when the terms are finalized.

Motion by Trustee Sherman, seconded by Trustee Gibbons, to authorize Joe Gibbons to enter into an employment contract with Karen Gahl-Mills for a four-year term, through April 11, 2020. Discussion: None. Vote: All ayes. The motion carried.

#### **8. PUBLIC COMMENT**

There were no public comments.

Next meeting: The next meeting will be held at 4 pm on June 2, 2016 at Boys & Girls Club - Broadway Club, 6114 Broadway Avenue, Cleveland.

#### **9. WORK SESSION**

Ms. Gahl-Mills facilitated the work session discussion on CAC's organizational planning work.

#### **10. ADJOURNMENT**

Motion by Trustee Minter, seconded by Trustee Gibbons, to adjourn the meeting. No discussion. Vote: all ayes. The motion carried. The meeting was adjourned at 6:28 pm.

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Joe Gibbons, President, Board of Trustees

Attest:

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Charna Sherman, Secretary, Board of Trustees