



Minutes of the Annual Meeting of the Board of Trustees
Wednesday, April 19, 2023

A meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 4:01 pm at the Cleveland Public Library, Louis Stokes Wing, 325 Superior Avenue, Cleveland, OH.

Board President Mendez stated that the meeting was being streamed and recorded.

The roll call showed that Trustees Blakemore, Isenhardt, Mendez, Scott Taylor, and Sherman were present. It was determined that there was a quorum.

Also in attendance were: Jill Paulsen, Executive Director and CAC staff.

1. SWEARING IN OF TRUSTEES

Trustee Mendez stated that County Executive Ronayne appointed, and County Council approved, the reappointment of Michele Scott Taylor and appointment of Daniel Blakemore. Trustee Mendez performed the oath of office for Trustees Michele Scott Taylor and Daniel Blakemore. Each swore to honestly, faithfully, and impartially perform their duties while serving as a trustee of Cuyahoga Arts & Culture. Trustees Scott Taylor and Blakemore were appointed to three-year terms ending on March 31, 2026.

Cleveland Public Library Executive Director Felton Thomas shared his welcome, stating that the library is dedicated to literary arts and all arts.

Trustee Mendez noted that the agenda for today's meeting is a result of CAC seeking and using community feedback. First, she noted that CAC's grants team has worked tirelessly over the last six months to be ready to launch its 2024-25 grantmaking process, following the approval of guidelines today. She thanked those who weighed in at every step to make CAC's work better. Second, the feedback gathered over recent months from artists and those interested in supporting artists informed a grant recommendation before the Board today. Trustee Mendez stated that CAC is working in partnership with Assembly to fund them to immediately hold open and inclusive engagement events for residents and artists over the next 4-5 months; this will result in a plan for how they will distribute funding in 2024. Third, she noted the once Assembly's artist listening work is complete, CAC will begin a broader listening process to seek community feedback on its core grantmaking to nonprofits to shape future work.

Trustee Mendez concluded her remarks by stating that she will continue to use CAC's public comment policy as a guide to manage a respectful and productive Board meeting.

2. APPROVAL OF MINUTES

Motion by Trustee Scott Taylor, seconded by Trustee Isenhart, to approve the minutes from the February 15, 2023, Board meeting.

Discussion:

Trustee Scott Taylor noted that her name appeared as Scott Thomas in two places in the minutes and asked that it be corrected.

Trustee Sherman stated that she had three corrections, as follows:

- 1) Under discussion of the approval of the December 14, 2022 minutes she stated the language used, which should be in the February minutes, was “a motion to amend pending motions to approve at the December 14th meeting.”
- 2) Under the Executive Director Report section, her request was for information on how the ARPA funds were used by grant program type and then by category, specifically how many individuals were hired by each.
- 3) Her motion under reports on page 3 “for Board to consider, in light of the likelihood of new levy dollars, to responsibly release more money from CAC’s substantial reserves which are currently intended to be held onto to spend in 2027, the 11th year of the current levy.”

Trustee Scott Taylor accepted these friendly amendments.

There was a vote to approve the minutes including the above friendly amendments. Ayes: Mendez, Isenhart, Scott Taylor, Blakemore, Sherman. The motion carried.

Trustee Sherman made a motion that the recordings of Board meetings serve as the favored version of the meeting minutes; the motion was seconded by Trustee Scott Taylor.

Discussion: Executive Director Paulsen stated that the minutes, as prepared, are full and accurate, as discussed at multiple previous meetings and after ongoing review from CAC counsel. Using video as minutes is not advised due to cost of reliable technology and records retention issues. Trustee Mendez elaborated that if CAC relied on recordings instead of written minutes, CAC would need to invest in equipment and personnel to ensure that recordings were clear and captured every comment.

Vote: Aye: Sherman, Nay: Scott Taylor, Mendez, Isenhart, Blakemore. The motion failed.

3. ELECTION OF OFFICERS

Trustee Isenhart presented the slate of officers with Trustee Mendez as President, Trustee Scott Taylor as Vice President, and herself, Trustee Isenhart, as Secretary.

Motion by Trustee Isenhart, seconded by Trustee Blakemore, to approve slate of officers: Trustee Mendez as President, Trustee Scott Taylor as Vice President, and Trustee Isenhart as Secretary.

Discussion: Trustee Sherman asked several questions of Trustee Mendez and Trustee Scott Taylor and they responded. Trustee Isenhart stated that she the Board President and Vice President were doing an excellent job of managing very difficult roles.

Vote: Aye: Blakemore, Isenhart, Mendez, Scott Taylor. Nays: Sherman. The motion carried.

4. PUBLIC COMMENT ON MEETING AGENDA ITEMS

Dave Biro, artist
Liz Maugans, artist

5. EXECUTIVE DIRECTOR'S REPORT

Executive Director Paulsen thanked everyone for joining her and the Board. Her remarks can be found in the board materials.

6. BOARD ACTION – GRANTMAKING

Approval of 2024 Project Support, 2024-2025 General Operating Support, and 2045-2025 Cultural Heritage Guidelines

Mr. Sinatra provided the Board with an overview of the 2024 Project Support and 2024-2025 GOS and Cultural Heritage Guidelines which were included in the Board materials.

Motion by Trustee Scott Taylor, seconded by Trustee Blakemore to approve 2024-2025 General Operating Support, 2024 Project Support and 2024-2025 Cultural Heritage guidelines.

Discussion: Trustee Sherman asked if the change to multi-year PS and CH grants would streamline work for staff and allow CAC to lower overhead; she asked for a report at the next meeting detailing how the change in workflow impacted staff time. Executive Director Paulsen stated that at any one-time staff is actively working on three grant years with 300 organizations between reporting, application cycle and planning. Trustee Mendez asked Executive Director Paulsen what the CAC overhead is, Ms. Paulsen said it is less than 10%, which Trustee Mendez confirmed is exceptionally low compared to most nonprofits which run around 20%.

Vote: Ayes: Sherman, Mendez, Scott Taylor, Isenhart, Blakemore. The motion carried.

Approval of Support for Artists Community Engagement + Planning Grant

Executive Director Paulsen asked the Board to approve a grant to Assembly for the Arts to do community engagement and planning over the next 4-5 months for the Support for Artists program. She said this grant is not a re-do of Support for Artists planning work done by CAC in 2017, but rather a more condensed refresh to update the effort. Assembly's engagement and planning work will result in a plan to support

artists and their efforts to strengthen community. She added that the plan must continue to center racial equity and provide both financial and non-financial support for artists (based on findings from previous SFA work). Assembly's process will be informed by the work of current successful SFA partners (grant recipients). Following the completion of this planning process, CAC will invite Assembly to submit a proposal for how they would manage a program of at least \$400,000 in 2024. CAC is open to increasing this investment to SFA in 2024 but noted that any increase to SFA will come from CAC's overall grantmaking budget and will impact CAC's core grantmaking (GOS, PS and CH). There is also a larger goal for Assembly to bring in additional private and public dollars for artists.

Motion by Trustee Scott Taylor, seconded by Trustee Blakemore, to approve a planning grant of \$20,000 to Assembly for the Arts to conduct focused listening, engagement, planning with artists and residents that will result in a community-driven plan for how 2024 SFA funds will be spent.

Discussion: Trustee Scott Taylor asked where additional money for this grant would come from (since it was not in this year's budget). Executive Director Paulsen said it would come from CAC's only fund, the general fund.

Trustee Sherman stated that she is concerned that \$20,000 is not a large enough grant for Assembly to complete this work and suggested the grant be \$70,000, the amount CAC spent on planning in 2017. Trustee Sherman made an amendment to increase the grant to \$70,000; there was no second.

Trustee Isenhart stated that the proposed grant should be more specific in its directives to Assembly, with the desire to ensure transparency; meetings should be public and advertised, attendance recorded and shared, and the current SFA organizations should be part of the process from the beginning. Trustee Isenhart stated that nothing should be decided in corners or backrooms. She noted that she did agree with the shift in the approach to SFA grantmaking.

Vote on the original motion as submitted: Ayes: Scott Taylor, Blakemore, Mendez, Isenhart, Abstain: Sherman. The motion carried.

Trustee Sherman motioned to secure accurate numbers, expert modeling and forecasting related to a recent clerical error that she believes does not make sense. There was no second to the motion.

7. FINANCE REPORT

Ms. Harris stated that tax revenue through March was \$2,449,689, \$6,689 above forecast and \$28,942 below the same period in 2022. She stated interest revenue was \$121,627 and that non-grant expenses through March were \$220,789. Ms. Harris also provided an update on the status of the 2022 audit.

Appointment of members of the Audit and Finance Advisory Committee

Ms. Harris requested the Board reappoint the current members of the Audit and Finance Advisory Committee to continued one-year terms. She presented Luis Cartagena, Ann McCarthy-Garland, Ken Surratt, and Karolyn Isenhart for reappointment, noting their qualifications. She said this committee ensures

CAC has proper financial controls and policies in place and that its investment of inactive monies complies with its Investment Policy.

A motion by Trustee Blakemore, seconded by Trustee Scott Taylor was made to reappoint members of the audit and finance committee for the period of April 1, 2023 – March 31, 2024: Luis Cartagena, Ann McCarthy-Garland, Ken Surratt, and Karolyn Isenhart.

Discussion: Trustee Sherman stated that she would like the Audit and Finance Advisory Committee to review what she believes are problems in CAC's books. Trustee Sherman motioned to redirect the audit committee to review how CAC keeps records and to seek advice to do financial modeling, and to request a report mid-summer. There was no second.

Ms. Harris said that the role of this committee is to recommend an internal financial controls policy and procedures to ensure there is no fraud or theft. Ms. Harris said that CAC undergoes an annual audit conducted by the Ohio Auditor of State, which entails a random sampling of all entries, minutes, Board approvals, contracts, amount of money in the bank, who signed for payments, when payments were made, and approvals based on grant agreement requirements. CAC has not had a single finding in 15 years. CAC's Board receives a budget and actual each year in the Board packet, and the audit.

Vote on the original motion: Ayes: Scott Taylor, Mendez, Isenhart, Blakemore, Nay: Sherman. The motion carried.

Public Records Manager Designee

Ms. Harris submitted that she has completed annual training to be CAC's Public Records Manager Designee.

Trustee Scott Taylor made a motion, seconded by Trustee Blakemore, to approve Meg Harris as the agency's Public Records Manager Designee.

There was no discussion.

Vote: Ayes: Scott Taylor, Blakemore, Isenhart, Mendez, Sherman. The motion carried.

Appointment of Two CAC board members as ex-officio board members of Assembly for the Arts

Motion by Trustee Isenhart seconded by Trustee Blakemore to designate Trustees Mendez and Scott Taylor to serve on the Assembly for the Arts Board, representing CAC in this service, from now until CAC's next annual meeting, with the instruction that they will represent CAC and CAC's interested in this serve as part of their official duties and responsibilities as CAC Trustees, and also with the understanding that this service may end at an earlier time as determined by the designated Trustees of the Board.

There was no discussion.

Vote: Ayes: Scott Taylor, Blakemore, Isenhart, Mendez, Nay: Sherman. The motion carried.

8. ASSEMBLY FOR THE ARTS

Mr. Johnson, CEO of Assembly for the Arts, provided an update on the organization. He said the proposal for artist planning work, passed at this meeting, will allow Assembly to be a unifying force for the whole creative economy through its programming. He stated that this is not a starting over of the SFA planning team's work that was done more than five years ago. He assured the Board that this listening process will include current and past SFA partners, including Karamu House, Julia de Burgos Cultural Art Center, SPACES, Cleveland Public Theater at the outset.

9. OTHER BUSINESS

Trustee Sherman stated that she had new business. She noted that CAC bylaws require the Board to review the Executive Director each year, which Sherman stated had not been scheduled. Sherman asked when it would be scheduled. Trustee Mendez stated that the Board discussion occurs at the end of the year. Trustee Mendez confirmed that it took place in December 2022. Trustees Scott Taylor and Isenhart concurred. Trustee Mendez added that she intends to hold a Board discussion again at the end of this year for the Executive Director's 2023 review.

10. PUBLIC COMMENT ON CAC BUSINESS

There was no public comment on CAC business.

ADJOURNMENT

Motion by Trustee Scott Taylor, seconded by Trustee Isenhart, to adjourn the meeting.

Discussion: none.

Vote: all Ayes. The motion carried. The meeting was adjourned at 5:35 pm.

Attest:

Karolyn Isenhart, Secretary, Board of Trustees