



## Minutes of the Special Meeting of the Board of Trustees

Wednesday, February 04, 2009, 11:30 am

---

A Special Meeting of the Cuyahoga Arts and Culture (CAC) Board of Trustees was called to order at 11:33 a.m. in the 2<sup>nd</sup> floor Board Room in the Idea Center at Playhouse Square, 1375 Euclid Avenue, Cleveland, Ohio.

The roll call showed Trustees Linda Abraham-Silver, David Bergholz, Chris Coburn and Steven Minter to be present. Santina Protopapa was absent. It was determined that there was a quorum.

Also in attendance were CAC Staff Catherine Boyle, Executive Director, and Meg Harris, Director of Administration, and CAC legal counsel Barbara Hawley.

### **1. FINANCE AND OPERATIONS**

Meg Harris, CAC Director of Administration, stated that the cigarette tax revenue for 2008 totaled \$19,540,480 which was \$154,458 higher than forecast for the year. Overall the cigarette excise tax declined 2.86% from 2007, which was less than the 13 year average of 6.8%. Interest on CAC reserves held at StarOhio was \$376,346, which was \$285,403 less than projected for the year. The current overnight yield of StarOhio investments is 0.44%.

Ms. Harris reviewed 2008 expenses and stated that most year-end adjustments had been made including prepaid health care expenses and the accrual of approved but unpaid project support and general operating support grants. Ms. Harris referred to the balance sheet, stating that grants made but not dispersed in 2008 are now carried as outstanding liabilities.

Ms. Harris continued that CAC would like to add a Salary Reduction Pick Up plan to its OPERS account. This would permit CAC to submit employee PERS withholding pre-tax on behalf of the employee at no added expense to Cuyahoga Arts and Culture. She asked that a motion to approve the resolution provided by the Ohio Public Employees Retirement System for a Salary Reduction Pick Up Plan be made.

**Motion: To approve the resolution to add a Salary Reduction Pick Up Plan to CAC's OPERS account.**

It was moved by Trustee Bergholz and seconded by Trustee Coburn to approve the resolution to add a Salary Reduction Pick Up Plan to CAC's OPERS account.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

ED Boyle presented policies for approval on: cell phone use, employee travel, credit card use, food and beverage purchase, and panelist travel.

President Minter stated that he thought that the policies looked good but thought that having the Audit Committee listed as a responsible party for the review of the compliance of these policies was unnecessary. He continued that he thought that it was too much depth for the Audit Committee. Ms. Harris stated that the Audit Committee would be conducting a random sample in reviewing expenses associated with these policies and that this role, as described in the Audit Committee charter would be sufficient. President Minter stated that he would agree to approval if the Audit Committee was removed under the Responsibilities section of each of the policies presented.

**Motion: To approve policies for cell phone use, employee travel, credit card use, food and beverage purchase, and panelist travel with changes requested by President Minter.**

It was moved by Trustee Bergholz and seconded by Trustee Coburn to approve the following policies with the changes requested by President Minter: cell phone use, employee travel, credit card use, food and beverage purchase, and panelist travel.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

ED Boyle stated that she seeks a motion for CAC to enter into a contract with Pew Charitable Trusts for Ohio Cultural Data Project (OCDP) for 2009 at an expense of \$50,000. This amount was appropriated for 2009. Trustee Minter asked how funding was coming along. ED Boyle stated that funding for year one is secured and fundraising continues for years two and three.

**Motion: To authorize CAC to enter into a contract with Pew Charitable Trusts for the Ohio Cultural Data Project (OCDP) for 2009 at an expense of \$50,000.**

It was moved by Trustee Coburn and seconded by Trustee Bergholz to authorize CAC to enter into a contract with Pew Charitable Trusts for the Ohio Cultural Data Project (OCDP) for 2009 at an expense of \$50,000.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

Ms. Harris stated that CAC had received a letter of engagement from the Local Government Services (LGS) division of Mary Taylor, Auditor of State. The letter of engagement is to perform compilation services for FY2008 for CAC. The letter states that fees are estimated not to exceed \$5,640 for these services. Ms. Harris stated that she would like a motion for authorization to enter into a contract with LGS to perform accounting compilation services for an estimated amount of \$5,640.

**Motion: To authorize CAC to enter into a contract for accounting compilation services for FY2008 with the Local Government Services division of the Auditor of State at a rate estimated not to exceed \$5,640.**

It was moved by Trustee Bergholz and seconded by Trustee Coburn to authorize CAC to enter into a contract for accounting compilation services for FY2008 with the Local Government Services division of the Auditor of State at a rate estimated not to exceed \$5,640.

Vote on Motion was as follows:

Ayes: Abraham-Silver , Bergholz, Coburn, Minter

Nays: None

Ms. Harris stated that CAC is planning to print its new collateral with the rebanded CAC logo. Based on estimates received to date, this expense is not expected to exceed \$6,000 for letterhead, business cards, memo sheets, executive letterhead, labels and pocket folders. Final quotes should be submitted by February 10<sup>th</sup> for this job. In response to this request, the Board of Directors asked to see the new logo and print collateral prior to approving this request.

ED Boyle stated that CAC has posted an open position for an additional staff person in the position of Grant Program Coordinator. She continued that, although this position was approved as part of the appropriated budget, she is seeking specific Board approval of the job description and posting. ED Boyle added that approximately twenty resumes and cover letters had been received to date and that interviewing for the position would begin the week of February 9<sup>th</sup>.

**Motion: To approve the hiring of a Grant Program Coordinator in an amount not to exceed \$48,000.**

It was moved by Trustee Abraham-Silver and seconded by Trustee Bergholz to approve the hiring of a Grant Program Coordinator in an amount not to exceed \$48,000.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

President Minter stated that he and Trustee Coburn had been in contact with several individuals from the community regarding serving on CAC's Audit Committee. He asked that there be a motion to appoint these individuals to the Audit Committee, which would be chaired by Trustee Coburn. President Minter added that he would be stepping off of the Audit Committee with these appointments.

**Motion: To approve the appointment of David Reines, Bonnie Caplan, and Timothy Longville, with Trustee Coburn as chair, to the Audit Committee of CAC.**

It was moved by Trustee Bergholz and seconded by President Minter to approve the appointment of David Reines, Bonnie Caplan, and Timothy Longville, with Trustee Coburn as chair, to the Audit Committee of CAC

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

At 11:55 a.m. President Minter moved to go into Executive Session to consider the appointment, employment, and dismissal of employees. Trustee Bergholz seconded the motion.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

The Board returned to Public Session at 12:15 p.m.

President Minter moved to adjourn the Executive Session and resume the public meeting. Trustee Bergholz seconded the motion.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

## **2. PERSONNEL**

President Minter stated that during the Executive Session the Board accepted the resignation of Catherine Boyle as Executive Director of CAC effective February 4, 2009. President Minter called for a motion to this effect.

**Motion: To accept the resignation of Catherine Boyle as Executive Director of CAC effective February 4, 2009.**

It was moved by Trustee Abraham-Silver and seconded by Trustee Bergholz to accept the resignation of Catherine Boyle as Executive Director of CAC effective February 4, 2009.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

President Minter asked Meg Harris, Director of Administration, if she would be willing to accept the position of Interim Executive Director. Ms. Harris stated that she would. President Minter stated that the Board would begin a search to fill the open position of Executive Director within the next several weeks.

**Motion: To name Margaretta (Meg) Harris Interim Executive Director of Cuyahoga Arts and Culture effective February 4, 2009.**

It was moved by Trustee Bergholz and seconded by Trustee Abraham-Silver to name Margaretta (Meg) Harris Interim Executive Director of Cuyahoga Arts and Culture effective February 4, 2009.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

President Minter stated that it was of the highest priority to the Board to fill the open position of Executive Director and that the Board would like to use the services of an executive search firm if necessary. Trustee Abraham-Silver stated that there are several boutique search firms that specialize in the arts.

**Motion: To authorize the President to contract with an executive search firm for services relating to the position of Executive Director of Cuyahoga Arts and Culture.**

It was moved by Trustee Coburn and seconded by Trustee Abraham-Silver to authorize the President to contract with an executive search firm for the services relating to the position of Executive Director of Cuyahoga Arts and Culture.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

Ms. Harris stated that she would like to add a member of the Board of Trustees as a signatory to the CAC's bank accounts because all payments made by check require two signatures. President Minter stated that he would become a signatory.

**Motion: To approve President Steven Minter as a signatory on the banking accounts of Cuyahoga Arts and Culture.**

It was moved by Trustee Bergholz and seconded by Trustee Abraham-Silver to approve President Steven Minter as a signatory on the banking accounts of Cuyahoga Arts and Culture.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

**3. PUBLIC COMMENT**

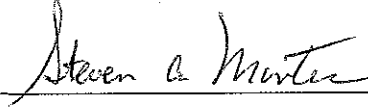
There was no public comment.

**4. DATE OF NEXT MEETING**

The next Regular Meeting of the Cuyahoga Arts and Culture Board of Trustees is scheduled for Tuesday, March 10<sup>th</sup>, 2009, 10:00 a.m. at Idea Center 1375 Euclid Avenue, Cleveland, Ohio.

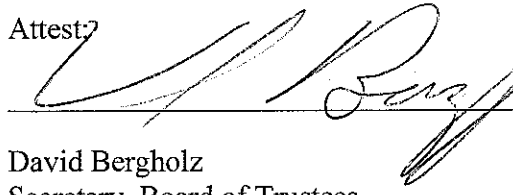
**5. ADJOURNMENT**

There being no further matters to come before the Board, President Minter adjourned the meeting at 12:27 p.m., February 4, 2009.



Steven Minter  
President, Board of Trustees

Attest:



David Bergholz  
Secretary, Board of Trustees