



Minutes of the Annual Meeting of the Board of Trustees

Tuesday, May 12, 2009, 10:00 am

The Annual Meeting of the Cuyahoga Arts and Culture (CAC) Board of Trustees was called to order at 10:04 a.m. in the 2nd floor Board Room in the Idea Center at Playhouse Square, 1375 Euclid Avenue, Cleveland, Ohio.

The roll call showed Trustees David Bergholz, Chris Coburn and Steven Minter to be present. It was determined that there was a quorum. Vickie Eaton Johnson and Sari Feldman were present upon roll call after the administration of their Oath of Office.

Also in attendance were: CAC Staff Meg Harris, Interim Executive Director, Achala Wali, Director of Grant Programs, Donnie Gill, Grant Program Coordinator and Stacey Hoffman, Grant Program Coordinator.

1. APPROVAL OF MINUTES

It was moved by Trustee David Bergholz and seconded by Trustee Chris Coburn that the minutes of the April 14, 2009 Regular Meeting of the Board of Trustees, which were previously submitted and read by the Board, be approved.

Resolution: Be it resolved that the minutes of the April 14, 2009 Regular Meeting of the Board of Trustees are approved.

Ayes: Bergholz, Coburn and Minter

Nays: None

2. OATH OF OFFICE

President Minter administered the oath of office to Vickie Eaton Johnson and Sari Feldman. Both Trustees affirmed that she would honestly, faithfully and impartially perform the duties of the office. Ms. Johnson and Ms. Feldman will serve terms through March 31, 2012.

3. ELECTION OF OFFICERS

It was moved by Dave Bergholz and seconded by Chris Coburn to elect Steven A. Minter to the position of President of the Board of Trustees for the 2009-2010 term.

Resolution: Be it resolved to elect Steven A. Minter to the position of President, Board of Trustees for the 2009-2010 term.

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter
Nays: None

It was moved by Dave Bergholz and seconded by Steve Minter by to elect Chris Coburn to the position of Vice President of the Board of Trustees for the 2009-2010 term.

Resolution: Be it resolved to elect Chris Coburn to the position of Vice President, Board of Trustees, for the 2009-2010 term.

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter
Nays: None

It was moved by Steve Minter and seconded by Chris Coburn to elect Dave Bergholz to the position of Secretary of the Board of Trustees for the 2009-2010 term.

Resolution: Be it resolved to elect Dave Bergholz to the position of Secretary of Board of the Trustees for the 2009-2010 term.

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter
Nays: None

4. INTERIM EXECUTIVE DIRECTOR'S REPORT

Meg Harris, Interim Executive Director, provided an overview of CAC activities that took place between April 14th and May 12th, 2009. The 2009 Project Support Panel Review meetings were held on April 29 and 30; 63 applications were reviewed. The panel review was very good with positive feedback from panelists and applicants.

Ms. Harris informed the Board that the new logo would be presented at the GOS grantee meeting on May 14th. The meeting will introduce the new logo and style guide to GOS grantees. The meeting will be held at the Cleveland Botanical Garden, presenters will include Jeff Rusnak of M&R Strategic Services and Steve Cencula of The FORM Group. Achala Wali will also review the mid-year GOS report and the soft launch of the Ohio Cultural Data Project in September 2009. Trustee Dave Bergholz will also be attending.

Ms. Harris provided an update on CAC's financial audit stating that a draft of the financial compilation would be delivered by May 20th; the information from the draft 2008 audit will be used in the first report to the community. She said that the timeframe of the audit itself had still not been set.

Ms. Harris stated that she had received a proposal The FORM Group for CAC's first report to the community in the amount of \$15,800 for the design (\$10,200) and printing (\$5,600/2000 quantity) of the report. She asked for approval from the board to enter into this contract.

Mr. Minter stated that this had been discussed at the last meeting and the figure seems in-line.

It was moved by President Minter and seconded by Trustee Bergholz to authorize CAC to enter into a contract with FORM Group for the design and printing of the first report to the community at an expense of \$15,800.

Resolution: Be it resolved that the President of the Board of CAC enter into a contract with The FORM Group for services to be provided related to the design and printing of CAC's first report to the community in an amount not to exceed \$15,800.

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter

Nays: None

Ms. Harris asked Jeff Rusnak of M&R Strategic Services to provide an update on CAC's first report to the community.

Jeff Rusnak, M&R Strategic Services, informed the Board that they were on schedule for a June 15, 2009 completion of the report. They are currently in the process of interviewing grantees.

Mr. Minter suggested that a meeting location be determined for the June 15, 2009 meeting as soon as possible.

Finances and Operations

Ms. Harris stated that the cigarette excise tax revenue for April totaled \$1,581,410.70. For the year, tax receipts are 6.8% over forecast and represent a .75% decline over the same period in 2008. Ms. Harris added that the StarOhio daily yield is currently 0.36%. \$23,279 in interest has been received year to date in the StarOhio account.

Ms. Harris stated that expenditures through April were within budgeted figures, with expenditures lower than forecast, primarily due to timing issues.

Ms. Harris discussed the issuing of the second GOS payment to GOS grantees as soon as the Mid-Year report was submitted to and reviewed by CAC. Ms. Harris said that given the low yield on CAC's investments at StarOhio, the money may be best used in the hands of the grantees. Ms. Harris requested approval from the board to release the second GOS payment to grantees upon the successful completion of their Mid-Year Report. If approved, it would result in \$7.5 million going out into the community.

It was moved by Trustee Feldman and seconded by Trustee Bergholz to authorize CAC to disburse the second payment of the 2009 GOS Grant awards upon successful completion and submission of the 2009 Mid-Year Report to CAC.

Resolution: Be it resolved that CAC will disburse the second payment of the 2009 GOS Grant awards upon successful completion and submission of the 2009 Mid-Year GOS report to CAC.

Ayes: Bergholz, Coburn, Feldman, Johnson and Minter
Nays: None

Mr. Minter suggested that a press release be distributed regarding the significant amount of money that will be put out into the community.

Ms. Harris asked Trustee Coburn to provide an update on the search for the open Executive Director position at CAC.

Mr. Coburn stated that the consultants had been meeting with key individuals and community leaders. The Board should be reviewing a draft position description soon.

Mr. Minter informed the Board that the May 5th open meeting that was held with a number of staff members of various arts and cultural organizations was very helpful; it was an opportunity to hear their point of view.

Mr. Bergholz stated that he too attended the meeting and thought that the participants were very thoughtful with their comments.

5. GRANT PROGRAMS

Project Support 2009

Achala Wali, Director of Grant Programs, reiterated that the 2009 Project Support Grant Panel meetings took place on April 29 and 30. She thanked Dave Bergholz for attending both days. The meetings were audio streamed so people could listen in; only one complaint was received.

Mr. Minter added that he had listened in using the audio stream. He stated that it is an interesting challenge to try and inform the panelists without overwhelming them. Perhaps having several in-state panelists would be beneficial to help balance the panel.

Ms. Wali stated that the scores reflect the applications as submitted.

Mr. Bergholz was impressed with the panelists. It is possible to meet some of their requests and recommendations for future rounds.

Ms. Wali further informed the Board that the scores/results of the panel meetings had not been communicated with applicants. Per the guidelines, any applicant receiving a total score less than 70 is automatically ineligible for PS grant funding; this applies to eight applicants. Applicants scoring between 70 to 100 points are eligible for PS funding; this applies to fifty-five applicants.

Ms. Wali continued, stating that all applicants would receive notice regarding their eligibility based on the panel scores following this meeting. Following the June 9, 2009 Board of Trustees meeting, applicants will receive their panel score and grant award amount. All grantees will be required to pick up their grant agreement in person. Staff will schedule small groups of eight to ten to meet to review the grant agreement, in particular, match requirements and the credit and

publicity policy. CAC staff will request a project plan and/or timeline within thirty days of signing the grant agreement to assist grants management staff with tracking the project.

Mr. Minter acknowledged that the Board had received the panel scores and asked if the Board needed to do anything with them. Ms. Harris responded that the scores were distributed for informational purposes since the applicants would be finding out whether or not their organization was eligible for funding based on the scores. Ms. Harris informed the Board that this would help the organizations to plan more efficiently for their projects, knowing whether or not they could expect funding.

Ms. Harris provided an overview of the PS08 funding, stating that there were \$1.2 million in requests in PS08 and only \$1 million allocated to the program. The PS09 cycle has less than \$1 million in requests; with again, \$1 million allocated to the PS 2009 grant cycle.

The Board of trustees discussed the value of providing full funding to all of the PS09 applicants receiving a score of 70 or higher. The Board highlighted the fact that the PS09 guidelines did not contain funding brackets based on the panel's score which allowed the Board to provide full funding if funds allowed. Mr. Minter noted that the high score was an eighty-nine, an overall spread of nineteen points for eligible applicants, which was not all that large. Mr. Coburn stated that he struggled with the idea of partial funding, since the funding requests do not exceed the program allocation, the eligible applicants should receive full funding.

It was moved by Trustee Coburn and seconded by Trustee Bergholz to fully fund all 2009 Project Support applications with a score of seventy and above.

Vote on Motion was as follows:

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter

Nays: None

Mr. Bergholz further suggested that staff future guidelines more specifically delineate scores in relation to grant award amounts.

Mr. Minter commended the staff on the success and completion of the panel meetings.

General Operating Support

Ms. Wali informed the Board that all but two of the General Operating Support grantees had submitted their annual reports. Staff continues to work with these grantees and enforce the policies in place.

Mr. Rusnak stated that a meeting was scheduled with the General Operating Support grantees to review the logo and design standards. The meeting will be held on Thursday, May 14, 2009 at the Cleveland Botanical Gardens. Over 115 individuals from sixty organizations have registered.

6. CPAC'S REVIEW OF ARTS AND CULTURAL ROUNDTABLE

Mr. Schorgl informed the Board that an Arts and Cultural Roundtable meeting, titled *Surviving the Not-So-Great Recession*, was held on May 1, 2009. A presentation was given by Holly Siford, Helicon Collaborative, regarding an analysis on the effects of the recession. In preparation of this meeting a survey was distributed to all 65 General Operating Support grantees; half of the grantees had responded.

Mr. Schorgl continued, and stated that there were breakout groups for artists, small organizations, large organizations and funders.

Mr. Coburn asked how they located Ms. Siford.

Mr. Schorgl stated that he had known Ms. Siford for twenty years. Additionally, Deena Epstein, The George Gund Foundation, saw Ms. Siford's report and thought it was relevant to Cuyahoga County.

Mr. Schorgl also discussed the Creative Workforce Fellowship; 247 applications were submitted. A total of twenty recipients and two alternates will be decided by May 19, 2009.

Mr. Schorgl informed the Board of a new initiative of CPAC's strategic plan to develop a 510c4, which is membership based and focused on advocacy and lobbying.

7. OTHER BUSINESS

Public Comment

Charlie Schnell of WCLV inquired who he should contact to submit a marketing proposal for advertising on WCLV. Mr. Minter responded that Mr. Schnell should consult with Ms. Harris and Mr. Rusnak on this topic.

Executive Session

At 11:10 a.m. Mr. Bergholz moved to go into Executive Session for the purpose of having a conference with attorneys for CAC concerning a dispute that is the subject of potential litigation and to discuss personnel matters. Ms. Feldman seconded the motion.

Ayes: Bergholz, Feldman, Johnson, and Minter
(Chris Coburn stepped out of the room and was not a part of this motion.)
Nays: None.

The Board returned to Public Session at 11:25 a.m.

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

Ayes: Bergholz, Feldman, Johnson, and Minter
Nays: None.

It was moved by Ms. Feldman and seconded by Mr. Coburn to authorize Squire, Sanders and Dempsey, CAC's legal counsel, to negotiate a settlement of the dispute that is the subject of potential litigation on the terms reviewed by the Board in executive session.

Resolution: Be it resolved that Squire, Sanders & Dempsey, CAC's legal counsel, is authorized to negotiate a settlement of the dispute that is the subject of potential litigation on the terms reviewed with the Board in executive session.

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter.
Nays: None.

It was moved by Ms. Feldman and seconded by Mr. Bergholz to increase the salary of Meg Harris, interim executive director, to that of the former executive director, for the period February 4, 2009 until the end of the month in which a new executive director begins as CAC.

Resolution: Be it resolved to increase the salary of Meg Harris, interim executive director, to that of the former executive director for the period of February 4, 2009 until the end of the month in which a new executive director begins at CAC.

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter
Nays: None.

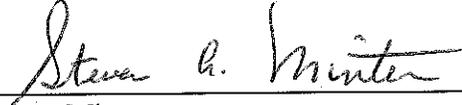
Next Meeting

The next regular meeting of the CAC Board of Trustees is June 9th at 10:00 a.m. in the Second Floor Conference Room of Idea Center.

There being no further matters to come before the Board, Mr. Bergholz moved to adjourn the meeting at 11:29 a.m., May 12th, 2009. Ms. Johnson seconded the motion.

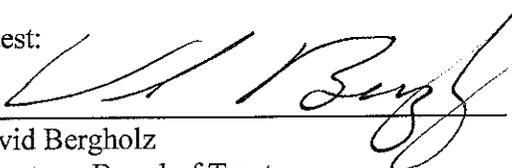
Vote on Motion was as follows:

Ayes: Bergholz, Coburn, Feldman, Johnson, and Minter.
Nays: None.



Steven Minter
President, Board of Trustees

Attest:



David Bergholz
Secretary, Board of Trustees