



Minutes of the Regular Meeting of the Board of Trustees
Monday, February 8, 2016

A meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 3:33 pm in the Miller Classroom at the Idea Center at Playhouse Square, 1375 Euclid Avenue, Cleveland.

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

Motion by Trustee Gibbons, seconded by Trustee Charboneau, to adjourn into executive session to discuss personnel matters relating to employment, promotion, and compensation of a public employee or official. No discussion. Vote: Charboneau: aye; Gibbons: aye; Minter: aye. The motion carried.

Executive session ensued.

At 4:12 pm a motion was put forward by Trustee Gibbons, seconded by Trustee Minter, to adjourn executive session and resume the public meeting. No discussion. Vote: all ayes. The motion carried.

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

1. APPROVAL OF MINUTES

Motion by Trustee Minter, seconded by Trustee Charboneau, to approve the minutes from the December 14, 2015 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 to CAC's first Board meeting of 2016 and made a report to the Board. She began by stating the importance of this year for the agency, since the renewal of the levy has allowed CAC staff to think strategically about the best ways to use its resources to support arts and culture in the public interest, for the next ten years and beyond. Ms. Gahl-Mills mentioned that the organizational planning work, which would be discussed at length at the end of this meeting, has the power to be transformational for the agency and its work, and the team is excited by the work ahead.

Ms. Gahl-Mills called out two other important items on the agenda: the 2017 Project Support grant program and Neighborhood Connections. She mentioned that for the first item, CAC staff will present the Board its initial thoughts around ways of adjusting the panel process, with discussion that will help shape the guidelines. As for the second item, Ms. Gahl-Mills explained that the Board will discuss and potentially approve a grant to Neighborhood Connections for the next two years.

Finally, Ms. Gahl-Mills announced that at this meeting we say goodbye to two key members of the team: First, she thanked Ms. Stacey Hoffman for her years of service to CAC. Ms. Gahl-Mills then celebrated Trustee Charboneau, as this would be his last Board meeting before the end of his second term as a Trustee.

4. FINANCE REPORT

Ms. Gahl-Mills gave a report on Cuyahoga Arts & Culture's unaudited results for 2015 finances.

Revenue

Final, unaudited tax revenue for 2015 was \$15,986,647. Revenue for the year was \$1,236,647 above forecast (8.38%). Tax collections were flat with receipts in 2014, which is unusual, especially given the statewide tax increase of 35 cents per pack effective July 1, 2105. Interest revenue was \$121,559 for the year, exceeding forecast by \$41,559.

Expenditure

Final, unaudited expenditures for FY2015 were \$16,263,478. This figure is \$185,022 under budget for the year and is in part related to shifting costs associated with strategic planning to the 2016 budget. As a result of higher than anticipated revenue and lower expenses, the draw from the reserve in 2015 was \$154,506, far less than the budgeted \$1,681,500.

Annual Audit

The Local Government Services division of the Ohio Auditor of State began work on CAC's GAAP conversion for 2015 in early January and will finish the conversion in February. We expect the annual audit to begin in February and to conclude by May 31.

5. CONNECT WITH CULTURE

Mr. Sinatra introduced a video on [Neighborhood Connections](#), the small-grants and grassroots community-building program affiliated with the Cleveland Foundation.

Trustee Minter posed a question around the history of this partnership, as well as the decision-making process. Mr. Sinatra explained that CAC has established this partnership with Neighborhood Connections since 2013, and that a panel of residents review the grants and make recommendations.

Trustee Gibbons asked if the same decision-making process has always been in place. Mr. Sinatra answered yes.

6. DISCUSSION

Preview of 2017 Project Support

Ms. Paulsen called the Board's attention to the [memo](#) before them. She explained that before working on the policies and guidelines, CAC staff would like to test out ideas with the Board. Ms. Paulsen called out Ms. Hoffman's hard work in developing this material. Due to the cyclical nature of CAC's grantmaking, Ms. Paulsen explained that CAC builds time in the process to test out ideas with the Board as well as current cultural partners. With 2017 as the next opportunity for funding from CAC, the staff is exploring ways of incorporating technology in Project Support II to simplify the process.

Ms. Paulsen explained that after analyzing data and feedback from past panelists and applicants, CAC will bring a recommendation to the Board in the April meeting. She noted that the goal of this discussion is to see the Board's gut reaction to the ways CAC staff envisions making specific process improvements.

Trustee Charboneau asked if any of the Project Support recipients would want to move to the General Operating pool to receive more than \$35,000. Ms. Paulsen answered no, due to both the timing of the grants and the fact that many organizations in fact fair better financially by staying with Project Support funding.

Trustee Gibbons first thanked Ms. Hoffman for her contribution to CAC and specifically this process. He then reflected on the complexity of remaining impartial throughout the process, since at times good projects might not get through the process due to their application, and vice versa. Trustee Gibbons asked whether CAC has gathered feedback from applicants and panelists about the suggested process improvements. Ms. Paulsen's response was affirmative. She explained that following each panel and application process, CAC staff gathers surveys from both panelists and applicants. As a background, the creation of PS II and the fact that panelists' scores matter in the grants given came from such feedback.

Trustee Minter noted that he would benefit from examples of what feedback CAC staff has received that has informed recommendations.

7. BOARD ACTION

Authorization of a grant to Neighborhood Connections

Mr. Sinatra called the Board's attention to the memo before them, and asked the Board to consider authorizing a grant to Neighborhood Connections in the amount of \$150,000 for a two year term (\$75,000 in 2016 and 2017). This grant will further CAC's goal since 2013 of building stronger neighborhoods.

Motion by Trustee Gibbons, seconded by Trustee Charboneau, to approve a two-year grant to Neighborhood Connections in the amount of \$150,000. Discussion: None. Vote: all ayes. The motion carried.

8. ADMINISTRATIVE MATTERS

Approval of Contract with Strategy Design Partners

Ms. Paulsen stated that CAC has been working with Strategy Design Partners the last few months for the development of its communications framework to position the agency as the voice and hub for arts & culture, and shine light on the work of the cultural partners. She mentioned that CAC staff feels comfortable with this recommendation, as SDP will continue to help internally with CAC's annual report, social media strategy, and organizational planning work.

Motion by Trustee Charboneau, seconded by Trustee Minter, to approve a six month contract with Strategy Design Partners for \$24,000. No discussion. Vote: all ayes. The motion carried.

Approval of Updates to Investment and Internal Financial Control Policies and Procedures

Ms. Gahl-Mills stated that the Audit and Finance Advisory Committee met and discussed updates to the Investment and Internal Financial Control Policies and Procedures. Trustee Minter echoed the thoroughness of the committee, and their comprehensive review of the material.

Motion by Trustee Minter, seconded by Trustee Gibbons, to approve the updated Internal Financial Control Policies and Procedures. No discussion. Vote: all ayes. The motion carried.

Motion by Trustee Minter, seconded by Trustee Charboneau, to approve the updated Investment Policy. No discussion. Vote: all ayes. The motion carried.

Election of Secretary

Trustee Gibbons presented the following slate of officers: Trustee Sherman to the position of Secretary of the Board of Trustees.

Motion by Trustee Gibbons, seconded by Trustee Minter, to elect Trustee Sherman to the position of Secretary of the Board of Trustees for the remainder of the 2015-16 term. No discussion. Vote: all ayes. The motion carried.

Trustee Gibbons thanked Trustee Charboneau for his contribution to the CAC Board. Trustee Minter echoed this sentiment and noted what a pleasure it has been to work alongside Trustee Charboneau. Trustee Charboneau in turn mentioned that serving on this Board has been an honor.

Trustee Gibbons proposed a Resolution of Appreciation for Trustee Matt Charboneau. ([See Resolution](#))

Motion by Trustee Gibbons, seconded by Trustee Minter, to pass a Resolution of Appreciation for Trustee Matt Charboneau. Discussion: None. Vote: All ayes. The motion carried.

Approval of Personnel Report

Ms. Gahl-Mills stated that the Board had received a Personnel Report related to staff compensation.

Motion by Trustee Charboneau, seconded by Trustee Minter, to approve the Personnel Report. No discussion. Vote: all ayes. The motion carried.

9. PUBLIC COMMENT

There were no public comments.

Next meeting: The next meeting will be held at 4 pm on April 11, 2016 at Zygote Press, 1410 E. 30 St., Cleveland, OH 44114.

10. WORK SESSION

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

11. ADJOURNMENT

Motion by Trustee Gibbons, seconded by Trustee Charboneau, to adjourn the meeting. No discussion. Vote: all ayes. The motion carried. The meeting was adjourned at 6:20 pm.

Joe Gibbons, President, Board of Trustees

Attest:

Charna Sherman, Secretary, Board of Trustees