



Minutes of the Regular Meeting of the Board of Trustees

Tuesday, December 8, 2009, 10:00 am

A Regular Meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 10:00 a.m. in the Board Room at the Idea Center at Playhouse Square, 1375 Euclid Avenue, Cleveland, Ohio.

The roll call showed Trustees David Bergholz, Chris Coburn, Sari Feldman, Vickie Johnson and Steven Minter to be present. It was determined that there was a quorum.

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 Vickie Johnson to approve the minutes of the November 10, 2009 Regular Meeting of the Board of Trustees. Discussion: None.

Vote:

Ayes: Bergholz, Coburn, Johnson and Minter.

Nays: None.

Abstain: Feldman (not present at the November meeting)

Motion carried.

2. INTERIM EXECUTIVE DIRECTOR REPORT

Finances and Operations

Ms. Harris stated that revenue collected to date was approximately \$16.5 million through November. This figure is on budget with projections for the year. Ms. Harris stated that expenditures through November were within budgeted figures with little outstanding accounts payable.

Ms Harris reported that CAC's 2008 audit was complete and under review by the Auditor of State in Columbus. She said that CAC's audit should be released within the next few weeks and that she expected that there would be no comments from the auditor. She further stated that there would be no post-audit meeting with the auditor this year since there were no comments from the auditor.

Ms. Harris stated that there was a meeting of CAC's Audit and Finance Committee next Monday at 3 p.m. at the Cleveland Clinic Innovation Center. The meeting will focus on the review and

discussion of proposed internal financial controls procedures. The goal is to have proposed procedures presented to the Board for approval at the February 10, 2010 meeting.

2010 Budget Appropriation

Ms. Harris stated that the Board had received the proposed 2010 appropriation and detail budget for review. Ms. Harris stated that in relation to the appropriation, there were several specific actions the Board needed to take to extend several contracts. She asked for Board action on the following items:

- i. One year extension of consulting contract with the Community Partnership for Arts and Culture in the amount of \$90,000 for the period of May 1, 2010 through April 30, 2011 to be paid in accordance with the agreement dated May 1, 2007.
- ii. Six month extension of consulting contract with M&R Strategic Services for public relations and research consulting services in the amount \$5,000 per month for the period of January 1, 2010 through June 30, 2010 to be paid in accordance with the agreement dated March 18, 2009.
- iii. To enter into agreement with Bromelkamp for annual support on the Pearl grants management database at a monthly rate of \$288. This contract may be terminated with sixty days notice.

It was moved by Trustee David Bergholz and seconded by Trustee Sari Feldman to approve the extension of CPAC's contract for a period of one year in the amount \$90,000 in accordance with the agreement dated May 1, 2007. Discussion: None.

Vote:

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

Nays: None.

Motion carried.

It was moved by Trustee Steven Minter and seconded by Trustee David Bergholz to approve the extension of the M&R Strategic Services contract for the period January 1 – June 30, 2010 in the amount \$5,000 per month in accordance with the agreement dated March 18, 2009. Discussion: None.

Vote:

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

Nays: None.

Motion carried.

It was moved by Trustee David Bergholz and seconded by Trustee Vickie Johnson to approve entering into a contract with Bromelkamp Company in the amount of \$288 per month for database support services. Discussion: None.

Vote:

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

Nays: None.

Motion Carried.

Ms. Harris stated that there are also funds in the 2010 budget for the continued support of the Public Square concert performed by the Cleveland Orchestra and additional administrative funds designated for CPAC to run the third round of grants for individual artists. She said that she was

awaiting proposals with specific details related to each project which will be presented to the Board in February.

Ms. Harris requested that the Board reverse its policy set on February 12, 2008 whereby the Board agreed to the policy that any GOS funds that have been allocated, but not used, remain in the GOS fund and not be appropriated elsewhere. Ms. Harris stated that she felt it was better from an accounting standpoint to return such unused funds from any program to the General Fund.

Ms. Harris continued that the Board has already determined that the primary focus for funding is General Operating Support and that in determining the GOS funding commitment it will likely examine the cash on hand and projected receipts rather than consider the relatively small amount that is sitting on the balance sheet.

It was moved by Trustee David Bergholz and seconded by Trustee Vickie Johnson to reverse policy set forth by the Board on February 12, 2008 regarding undistributed grant funds, returning unused funds to the General Fund. Discussion: None. Vote:

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

Nays: None.

Motion carried.

Ms. Harris requested that the Board approve the attached list of 63 organizations for General Operating Support in the amount of \$14,882,000 for the period of January 1 – December 31, 2010.

It was moved by Trustee David Bergholz and seconded by Trustee Steven Minter to approve grants to the 63 GOS grantees (list attached) for the period of January 1 – December 31, 2010 in the amount of \$14,882,000. Discussion: None. Vote:

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

Nays: None.

Motion carried.

Mr. Minter requested a press release regarding the disbursement of \$14,882,000 into the community.

Ms. Harris stated that the Board had received the proposed 2010 appropriation and detail budget for review; she was seeking Board action for approval of the appropriation.

Mr. Coburn verified that the budget could be modified if necessary. He said he wanted to confirm flexibility within the 2010 budget in the event the new Executive Director had proposed changes.

Ms. Harris confirmed that it could be modified by Board action.

Mr. Coburn shared his concern about being too focused on spending less than 5% on operating expenses. The operating model was established just after the creation of CAC and should be open to evaluation and adjustment if necessary.

It was moved by Trustee Coburn and seconded by Trustee Feldman to appropriate the 2010 Fiscal Year Budget in the amount of \$16,860,994.

Resolution: Be it resolved to appropriate the 2010 Fiscal Year Budget in the amount of \$16,860,994.

Vote:

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

Nays: None.

3. GRANT PROGRAM UPDATES

General Operating Support (GOS)

Ms. Gill informed the Board that two of three scheduled workshops would be held this week. The purpose of the workshops is to discuss eligibility criteria, the difference between the two programs and the intent to apply process. The workshops are designed for new organizations and Project Support grantees looking to move into the General Operating Support program. This week workshops will be held at Trinity Cathedral and the Beachwood Branch of the Cuyahoga County Public Library. The final workshop will be held at the Westlake Porter Public Library in January.

Ms. Gill continued, stating that in February they will schedule workshops centered on the General Operating Support (GOS) application. To date, five Intent to Apply forms have been received for the GOS program; they are due by February 17, 2010. Of the 63 GOS grantees, 40 have started work on the Ohio Cultural Data Project (OCDP). Staff will contact the 23 grantees who have not begun.

Ms. Wali stated that there had been some positive publicity in the local papers recently regarding the GOS grant program. Additionally, information regarding the upcoming workshops had been circulated.

Project Support (PS)

Ms. Hoffman reported on the compliance concerns of the 2009 Project Support (PS) grant program. At the last meeting there were four grantees that were out of compliance regarding the reporting requirements. A policy was proposed and approved. The grantees were notified and all PS09 grantees are currently in compliance. With the new policy, staff notified all grantees, in writing, of this policy.

Ms. Hoffman continued, stating that to date, 17 final reports had been received (31%). A Mid Year Report has been posted and grantees have been notified; it is due February 1, 2010. By that date we should have a report from every grantee – either a Final or Mid Year.

Ms. Hoffman concluded with a brief update regarding the 2011 Project Support (PS) grant program. Intent to Apply forms are due by June 8, 2010; one has been received to date. We are working to identify panelists for both the GOS and PS panels to be held. We have received Panelist Interest forms and bios from 13 potential panelists. All of them will have a phone interview with Achala within the next two weeks.

Ms. Wali informed the Board that the GOS application would be online and live just after the first of the year.

**Trustee Coburn excused himself and left the meeting.*

4. CPAC - CREATIVE WORKFORCE FELLOWSHIP

Megan Van Voorhis, Community Partnership for Arts and Culture, informed the Board that the public panel was held November 22-24; 166 eligible applications were adjudicated. It took eleven rounds to narrow it down to 20 fellows and 2 alternates. The CPAC Board will formally ratify the awards on Friday, December 11, 2009; CAC Board members and staff are welcome to attend.

Mr. Bergholz suggested that CAC push the national art papers and magazine to publish information/press releases regarding CAC programs and CPAC's Creative Workforce Fellowship.

Public Comment

Mr. Minter asked if there was any public comment. There was no public comment.

At 10:40 a.m. it was moved by Trustee Sari Feldman and seconded by Trustee Vickie Johnson to go into Executive Session to consider the compensation of public employees. Vote:

Ayes: Bergholz, Feldman, Johnson and Minter.

Nays: None.

It was moved by Trustee David Bergholz and seconded by Trustee Steven Minter to adjourn the Executive Session and resume the public meeting. Vote:

Ayes: Bergholz, Feldman, Johnson and Minter.

Nays: None.

The Board returned to Public Session at 11:08 a.m.

Mr. Minter stated that the Board had considered staff compensation in the Executive Session and had several actions to take in regards to this review:

It was moved by Sari Feldman and seconded by Vickie Johnson to approve the following actions in relation to CAC employee compensation:

- To make permanent the increase in pay to Margaretta Harris approved at the May 9, 2009 meeting of the Board of Trustees.
- To adjust the compensation of Achala Wali, Director of Grant Programs from \$29.15 per hour to \$34.53 per hour.
- To adjust the compensation of Doniell Gill, Grant Program Coordinator from \$20.85 per hour to \$22.28.

Vote:

Ayes: Bergholz, Feldman, Johnson and Minter.

Nays: None.

Motion carried.

It was moved by Sari Feldman and seconded by Vickie Johnson to approve a 3% COLA increase for all staff from their current compensation. Discussion: None. Vote:

Ayes: Bergholz, Feldman, Johnson and Minter.

Nays: None.

Motion carried.

Next Meeting

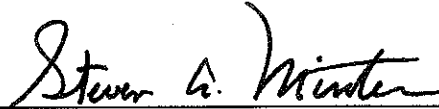
The next regular meeting of the CAC Board of Trustees is February 10, 2010 at 9:00 a.m. in the Second Floor Conference Room of Idea Center.

There being no further matters to come before the Board, Trustee David Bergholz moved to adjourn the meeting at 11:25 a.m. Trustee Steven Minter seconded the motion. Discussion: None. Vote:

Ayes: Bergholz, Feldman, Johnson and Minter.

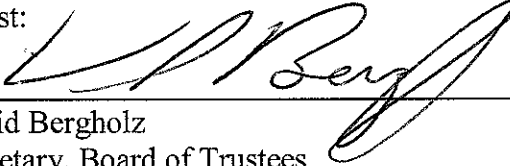
Nays: None.

Motion carried.



Steven Minter
President, Board of Trustees

Attest:



David Bergholz
Secretary, Board of Trustees