



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

Monday, May 14, 2018

---

A meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 12:01 pm in the Hanna Business and Conference Center, 1422 Euclid Avenue, Cleveland.

The roll call showed that Trustees Avsec, Garth, Gibbons, Miller and Sherman were present. It was determined that there was a quorum.

Also in attendance were: CAC staff: Karen Gahl-Mills, CEO + executive director; Jill Paulsen, deputy director; Jake Sinatra, and consultant Malissa Bodmann of Compelling Communications.

### **EXECUTIVE SESSION**

Motion by Trustee Gibbons, seconded by Trustee Avsec, to adjourn into executive session to consider the appointment and compensation of public employees. No discussion. Vote: Avsec: aye; Garth: aye; Gibbons: aye; Miller: aye; Sherman: aye. The motion carried.

Executive session ensued.

At 12:32 pm a motion was put forward by Trustee Avsec, seconded by Trustee Garth, to adjourn executive session and resume the public meeting. No discussion. Vote: all ayes. The motion carried.

### **BOARD ACTION**

1. Motion by Trustee Garth, seconded by Trustee Miller, to appoint Jill M. Paulsen as interim executive director, effective June 7, 2018. No discussion. Vote: all ayes. The motion carried.
2. Motion by Trustee Gibbons, seconded by Trustee Miller, to approve Jill M. Paulsen as a secondary signatory on CAC's financial accounts, effective 5/14/2018. No discussion. Vote: all ayes. The motion carried.
3. Motion by Trustee Gibbons, seconded by Trustee Avsec, to approve personnel report #1, as amended. Discussion: Trustee Garth asked if the personnel reports were public documents; Ms. Gahl-Mills responded that yes, they are. Vote: all ayes. The motion carried.
4. Motion by Trustee Garth, seconded by Trustee Miller, to approve personnel report #2. No discussion. Vote: all ayes. The motion carried.

5. Motion by Trustee Gibbons, seconded by Trustee Garth, to appoint Trustee Avsec as the head of the executive director search committee.

Discussion: Trustee Gibbons clarified that he felt it necessary to ask another member of the board, one not under consideration for replacement or reappointment, to serve as a “point person” and liaison to the board as CAC begins a formal search for its new leader. Trustee Avsec added that he will gladly help and envisions involving the entire board in the search process, as well as the staff and the general public. Ms. Gahl-Mills noted that, when the board last experienced leadership transition, the process included naming an interim executive director, naming a “point person” from the board to lead the search effort, and ultimately hiring an executive search firm to manage the search process.

Discussion ensued, in which Trustee Sherman stated that she objected to naming a “point person” until the Board has a chance to discuss the process more thoroughly. Further discussion ensued.

Ms. Paulsen noted her recent experience chairing an executive director search for a local nonprofit. She noted that a strong search firm can provide the administrative support to the board necessary to ensure a successful process. A search firm could also lead the public feedback / input that the board desires.

Ms. Gahl-Mills suggested that the Board use the work session portion of the June 12<sup>th</sup> board meeting to thoroughly discuss the search process, and suggested that an outside expert might help facilitate that discussion. The Board agreed.

Trustee Sherman suggested amending the motion such that the Board appoints Trustee Avsec to lead the board’s discussion on the executive director search process. Trustees Gibbons and Garth stated that they did not object to the amendment. Vote: all ayes. The motion, as amended, carried.

6. Trustee Gibbons tabled the last item on the printed agenda and suggested that it be considered at a future meeting.

#### **PUBLIC COMMENT**

Motion by Trustee Sherman, seconded by Trustee Garth, to allow for a period of public comment at this special meeting. No discussion. Vote: all ayes. The motion carried.

Trustee Gibbons opened the floor for public comment. Kevin Moore, managing director of the Cleveland Play House, read from prepared remarks.

The next meeting will be held at 4:00 pm on Tuesday, June 12, 2018 at the Idea Center at Playhouse Square in the Miller Classroom.

**ADJOURNMENT**

Motion by Trustee Gibbons, seconded by Trustee Avsec, to adjourn the meeting. No discussion. Vote: all ayes. The motion carried. The meeting was adjourned at 1:05pm.

---

Joe Gibbons, President, Board of Trustees

Attest:

---

Gwendolyn Garth, Secretary, Board of Trustees