



Minutes of the Annual Meeting of the Board of Trustees
Wednesday, April 24, 2019

The annual meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 3:33 p.m. at The Dealership, 3558 Lee Rd, Shaker Heights, OH.

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

Also in attendance were: CAC staff: Jill Paulsen, interim CEO & executive director; Luis Gomez; Meg Harris; Heather Johnson-Banks; Dan McLaughlin; India Pierre-Ingram; and Jake Sinatra.

1. ELECTION OF OFFICERS

Trustee Hanson stated that in Ken Miller's absence he would present the nominations for board officers. Trustee Hanson recommended that the Board continue with the current officer positions with Trustee Sherman as President and Trustee Garth as Secretary.

Motion by Trustee Hanson, seconded by Trustee Avsec, to elect Charna Sherman to President and Gwen Garth to Secretary for a one-year term. Discussion: None. Vote: All ayes. The motion carried.

Motion by Trustee Hanson, seconded by Sherman, to express the Board's appreciation to Trustee Avsec, for his tenure on the CAC Board of Trustees for the past three years. Discussion: None. Vote: All ayes. The motion carried.

2. EXECUTIVE SESSION

Motion by Trustee Sherman, seconded by Trustee Hanson, to adjourn executive session to discuss the employment of public employees. Discussion: None. Roll Call Vote: Avsec, aye; Garth, aye; Hanson, aye; Sherman, aye. The motion carried.

At 3:50 pm executive session adjourned and the Board resumed the open meeting.

3. EXECUTIVE DIRECTOR SEARCH

CAC Trustee Hanson updated the Board on the executive director search process. Trustee Hanson's remarks can be found [here](#). Trustee Hanson made a motion for the Board to accept his update.

Motion by Trustee Hanson, seconded by Trustee Garth, to accept his update on the executive director search. Discussion: None. Vote: all aye. The motion carried.

4. APPROVAL OF MINUTES

Motion by Trustee Sherman, seconded by Trustee Hanson, to approve the minutes from the February 20, 2019 and April 1, 2019 Board meetings. Discussion: None. Vote: all ayes. The motion carried.

5. PUBLIC COMMENT ON MEETING AGENDA ITEMS

There were no public comments on the meeting agenda items.

6. EXECUTIVE DIRECTOR'S REPORT

Ms. Paulsen thanked everyone for joining her and the Board. Ms. Paulsen's remarks can be found [here](#).

7. CONNECT WITH CULTURE

Shaker Heights Development Corporation/Arts Van Aken.

8. BOARD ACTION - Grantmaking

Approval of 2020 Grantmaking Guidelines

Mr. Gomez presented the 2020 Project Support Guidelines to the Board. The Project Support I guidelines can be found [here](#). The Project Support II guidelines can be found [here](#).

Motion by Trustee Hanson, seconded by Trustee Avsec, to approve 2020 Project Support Guidelines. Discussion: None. Vote: all ayes. The motion carried.

Ms. Johnson-Banks presented the 2020-2021 General Operating Support guidelines to the Board. The 2020-2021 General Operating Support guidelines can be found [here](#).

Trustee Gwen asked if there is an equity goal for General Operating Support groups. Ms. Paulsen and Ms. Johnson-Banks said that there is an equity commitment that organizations will have to provide and reflect on in their semi-annual reports.

Trustee Hanson applauded the staff for continuing the steady cohort of General Operating Support groups.

Motion by Trustee Garth, seconded by Trustee Garth, to approve 2020-2021 General Operating Support Guidelines. Discussion: None. Vote: all ayes. The motion carried.

Approval of Year 2 Artist Learning Lab grant to CPCP

Mr. Sinatra presented on the proposal for the second round of Center for Performance and Civic Practice (CPCP) Learning Lab. Mr. Sinatra stated that there was a strong interest in a second offering and through this proposal there would be a second offering of this program in the fall for 2019.

Trustee Sherman asked if the CPCP money comes from the Support for Artists budget. Mr. Sinatra confirmed that it will come from the existing Support for Artists budget.

Trustee Garth asked how CAC is monitoring the programs offered to ensure they are equitable and serving artists. Mr. Sinatra stated the Learning Lab is run through CPCP and at the core of their work is racial

equity. Ms. Paulsen stated that there are evaluations in place and Ms. Johnson-Banks followed up that the organizations have to submit interim reports and that there will be surveys, focus groups and space for comments from both artist and organizations participants.

Motion by Trustee Garth, seconded by Trustee Avsec, to approve up to \$56,200 in funding for the second cycle of the CPCP Artist Learning Lab run by Center for Performance and Civic Practice. Discussion: None. Vote: all ayes. The motion carried.

9. FINANCE REPORT

Ms. Harris’ report can be found [here](#).

10. BOARD ACTION – Finance and General Business

Approval of Contracts

Ms. Paulsen stated that the Board received a list of recommended contracts in the Board materials, which included contracts with Race Forward and Equius Group. These contracts were proposed in response to requests from grant recipients for professional development opportunities to learn about incorporating equity into their work at an organizational level.

Trustee Sherman asked for clarification on the distinction between the two contracts. Ms. Paulsen shared that the Race Forward is a two-day session geared toward capacity building and education while the Equius Group will provide grantees ongoing, localized learning to implement racial equity in their organizations.

Motion by Trustee Hanson, seconded by Trustee Garth, to approve two contracts (below)

Race Forward	up to \$30,000	To provide grantee capacity building and education in the area of racial equity in the nonprofit arts sector, followed by a convening of facilitated discussions around high level organizational approaches to improving outcomes. This also includes a webinar for participants featuring case studies on organizational approaches. Race Forward is a nationally-recognized leader in DEI work. CAC, along with Gund and Cleveland Foundations, has funded and participated in RF trainings in the past.
Equius Group	up to \$9,000	To provide expertise, facilitation and support to grant recipients as they move from learning to implementation in the area of racial equity in their own organizations. CAC has worked with Erica Merritt, Equius - founder, for our organizational planning (2016) and our grant programs (2018).

Discussion: None. Vote: all ayes. The motion carried.

Approval of Updated Internal Controls Policies and Procedures

Ms. Harris presented the updated Internal Controls Policies and Procedures. She stated that the updates, which were modest, were reviewed and informed by the members of the Audit and Finance Advisory Committee.

Motion by Trustee Avsec, seconded by Hanson, to approve the updated Internal Controls Policies and Procedures. Discussion: None. Vote: All ayes. The motion carried.

Appointment of members to Audit & Finance Advisory Committee

Ms. Harris requested the reappointment of the Audit & Finance Advisory committee members Ed Bell and Cindy Riehl.

Motion by Trustee Hanson, seconded by Trustee Avsec, to reappoint, for a one-year term, current Audit and Finance Advisory Committee members Ed Bell and Cindy Riehl. Discussion: None. Vote: All ayes. The motion carried.

Approval of authorized signers on KeyBank account

Ms. Harris requested the approval of authorized signer, Trustee Charna Sherman on the KeyBank account.

Motion by Trustee Hanson, seconded by Avsec, to approve the following request for Charna Sherman as authorized signer on the KeyBank account. Discussion: None. Vote: All ayes. The motion carried.

9. PUBLIC COMMENT

There was no public comment.

The next meeting will be held at 4:00 p.m. on Wednesday, September 11, 2019 location TBD.

10. ADJOURNMENT

Motion by Trustee Hanson, seconded by Trustee Avsec, to adjourn the meeting. Discussion: None. Vote: all ayes. The motion carried. The meeting was adjourned at 4:33 p.m.

Charna Sherman, President, Board of Trustees

Attest:

Gwendolyn Garth, Secretary, Board of Trustees