



**Minutes of the Regular Meeting of the Board of Trustees**  
Tuesday, September 21, 2021

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A meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 3:34 pm at South Euclid-Lyndhurst Public Library.

The roll call showed that Trustees Hanson, McGowan, Scott Taylor and Sherman were present. Nancy Mendez was absent. It was determined that there was a quorum.

Also in attendance were: CAC staff: Jill Paulsen, Meg Harris, Heather Johnson-Banks, and Jake Sinatra.

**1. APPROVAL OF MINUTES**

Motion by Trustee Hanson, seconded by Trustee Scott Taylor, to approve the minutes from the April 14, 2021 Board meeting. Discussion: None. Vote: all ayes. The motion carried.

**2. PUBLIC COMMENT ON MEETING AGENDA ITEMS**

There were no public comments on the meeting agenda items.

**3. EXECUTIVE DIRECTOR'S REPORT**

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

**4. CONNECT WITH CULTURE**

Ms. Paulsen introduced and welcomed Jeremy Johnson of Assembly. Mr. Johnson shared the ways that Assembly intends to be a bridge across the sector: serving nonprofits, creative workers/artists and businesses. Trustee Sherman invited Mr. Johnson to attend future Board Meetings to continue to share out about the work being done.

Motion by Trustee Hanson to formalize the CAC's invitation to Assembly for the Arts to address CAC's Board at every meeting, in keeping with the provisions of the statute with respect to the area arts council. Discussion: Trustee Scott Taylor stated that it should be based on Mr. Johnson's availability and Board agenda.

Amended motion by Trustee Hanson, Seconded by Trustee McGowan, to formalize the CAC's invitation to the Assembly for the Arts to address CAC's Board at every meeting in keeping with the provisions of the statute with respect to area arts council, provided the Assembly President and/or CEO, or his/her/their representative, is available, and CAC's agenda permits such time to hear from the Assembly. Vote: all ayes. The motion carried.

Trustee Sherman asked Mr. Johnson about Assembly for the Arts' about Assembly for the Arts' readiness to administrate the artist dollars previously allocated by CAC to CPAC/AC, as contemplated in the planning and creation of the Assembly. Mr. Johnson said that it is a top priority for the organization at finding multiple local regional and national streams of funding for artists while continuing to center artists of color. Ms. Paulsen assured the Board that she and the CAC staff was working cooperatively with Mr. Johnson

and his staff and will report further to the Board on plans as they are developed. Trustee Sherman said she looks forward to seeing the staff share a timeline for this work with the Board in the near future.

## **5. BOARD ACTION – Finance and General Business**

### **Finance Report**

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Ms. Harris' report can be found [here](#). Ms. Paulsen said that Cuyahoga Arts & Culture will recommend that the allocation to the GOS grant program for 2022 and 2023 remain the same \$10.2 million. Trustee Hanson shared that he appreciates this decision and values CAC's fiscal responsibility. Trustee Hanson recommended that CAC should continue to plan for operating budgets that reflect likely declining revenue. Ms. Harris shared that any CAC's operational budget increases are primarily related to personnel and healthcare costs. Trustee Scott Taylor would like to have more detailed around operations budgeting. Trustee McGowan shared that it could be itemized to help delineate areas that can be flatlined. Ms. Harris stated that a detailed budget is provided as part of the budget approval process at the December meeting.

### **Trustee Hanson New Business**

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Trustee Hanson shared that he has been appointed interim Executive Director at University Circle Inc., a CAC grant recipient. He announced his resignation from Cuyahoga Arts & Culture's Board effective September 30, 2021, in advance of starting his executive role at UCI on October 1. Trustee Hanson stated that he had also served on the board of the Ohio Arts Council and that their Ethics Policy, while in ways more rigorous because of the annual requirements for ethics training and financial disclosure, allows executive leadership and staff of grant recipients to serve on its Board. Trustee Hanson asked if there may be changes that could be made to Cuyahoga Arts & Culture Ethics Policy so that executive leadership, staff or board members of grant recipients would be able to serve on CAC's Board. Trustee Hanson shared his full thanks to the staff and the Board. Trustee Sherman shared with Trustee Hanson the gratitude of the Board and the community for his exemplary service to CAC and to the County, and wished him well in his new endeavor. Mr. Hanson then excused himself from the meeting.

The Board thereafter engaged in a discussion about Mr. Hanson's suggestions, and whether and how to explore updating CAC's Ethics Policy, including whether to have similar provisions to OAC's policy. Expressly without waiving any legal privilege, Ms. Sherman began the discussion with the predicate that CAC's legal counsel has advised the Board that its current policy is more restrictive than the Ohio Ethics Law permits. Trustee McGowan said that perhaps CAC should benchmark its Ethics Policy to other like organizations. Trustee Scott Taylor stated that because CAC only has five Board members, having grant recipients on the Board would be different than an organization like OAC. Ms. Harris shared that OAC and Cuyahoga Arts & Culture are different political bodies so we should not assume we can make a direct comparison. Ms. Sherman proposed the possibility of hearing from the community or from the Assembly about permitting representative grantees, such as an OS and PS representative, on the Board, so long as such would be consistent with Ohio Ethics Law. Trustee McGowan shared that having individuals on the Board who are grantees does not sit well with her; and that she would rather hear what the community wants from the Assembly. Trustee Scott Taylor said that she does not think she would want to change or weaken CAC's Ethics Policy or make it less restrictive but would support the requirement of annual ethics training and financial disclosure. Trustee Sherman advocated getting legal advice on what would be permissible under the Ohio Ethics Law. Trustee Scott Taylor indicated an interest in wanting to know the cost of exploring the Ethics Policy with legal counsel, before embarking on any such retention. Trustee McGowan indicated that she thought all of the Trustees should be in attendance to continue this discussion.

Trustee Sherman accordingly confirmed that the Board would continue this discussion at the next Board Meeting when all the Trustees were present.

**6. ADJOURNMENT**

Motion by Trustee McGowan, seconded by Trustee Scott Taylor, to adjourn the meeting. Discussion: None. Vote: all ayes. The motion carried. The meeting was adjourned at 4:39 pm.

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Charna Sherman, President, Board of Trustees

Attest:

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Michele Scott Taylor, Secretary, Board of Trustees