



Minutes of the Regular Meeting of the Board of Trustees
Monday, September 21, 2015

A meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 4:02 pm at Near West Theatre (NWT) located at 6702 Detroit Avenue, Cleveland, OH 44102.

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

Also in attendance were: CAC staff: Karen Gahl-Mills, executive director; Jill Paulsen, deputy director; Roshi Ahmadian; Meg Harris; Stacey Hoffman; Jake Sinatra and board member elect Charna Sherman.

1. APPROVAL OF MINUTES, OATH OF OFFICE, ELECTION OF OFFICER

Motion by Trustee Gibbons, seconded by Trustee Minter, to approve the minutes from the June 8, 2015 board meeting. Discussion: None. Vote: All ayes. The motion carried.

Trustee Gibbons administered the oath of office to Charna Sherman. Ms. Sherman affirmed that she would honestly, faithfully and impartially perform the duties of the office. Trustee Sherman will serve a term through March 31, 2018.

Motion by Trustee Sherman, seconded by Trustee Minter, to elect Matt Charboneau to the position of Secretary of the Board of Trustees for the term expiring March 31, 2016. Discussion: None. Vote: All ayes. The motion carried.

2. PUBLIC COMMENT ON MEETING AGENDA ITEMS

Catie Hannon, Cleveland Public Theatre and Kirsten Ellenbogen, Great Lakes Science Center made comments in support of the extension of the General Operating Support grant program through 2017.

3. EXECUTIVE DIRECTOR'S REPORT

Ms. Gahl-Mills welcomed guests and thanked the NWT staff for hosting the meeting. She proceeded to update the board on what's new at CAC.

Ms. Gahl-Mills explained that as noted in the written report within the board packet, the 2016 Project Support grant program received the highest number of applications ever, including 23 new organizations. She thanked the CAC staff for their work to gather applications, and encouraged the board to attend the upcoming Project Support panel sessions on October 5-6 and 12-14.

Ms. Gahl-Mills informed the board that CAC staff has continued to work with Karamu House in order to determine how CAC can best support Karamu House at this time. She stated that CAC had invested over \$1 million in Karamu House since 2008 and while they were not successful in the last General Operating Support (GOS) round, they had applied for Project Support funding in 2016. She said that during the past year CAC and Karamu House have had many conversations regarding how CAC may support Karamu outside of the GOS program. Initial discussions included funding specific priorities that came out of Karamu's strategic planning process but that was put on hold in order to hire a new executive director, which has now happened. Ms. Gahl-Mills stated that CAC and Karamu will be meeting again in the coming weeks so that CAC can understand what conditions need to be met so that their new leader can be successful and to determine if there are specific areas where CAC could provide a grant for technical assistance to meet those conditions.

Ms. Gahl-Mills emphasized that CAC wants the staff and board of Karamu House to be successful rebuilding the organization so that it will have the ability to be successful applying to the GOS program in the future. To that end, it is likely that CAC staff will bring a proposal to the Board at the November meeting for a grant to provide technical assistance to Karamu through a grant in 2016. This grant would potentially be renewable in 2017. The grant would not be equal to the prior GOS grant Karamu had received from CAC in 2014. Ms. Gahl-Mills added that any grant awarded to Karamu could be made from interest on CAC's investments. She stated that while it is within CAC's authority to make this grant, it is not something that we have typically done in the past. She said that if CAC really believes it is part of its job to help build strong and resilient cultural institutions that serve the residents, this is something we should consider. Ms. Gahl-Mills added that because CAC values fairness, if we do provide a technical assistance grant to Karamu House, we should be prepared to consider the same for others should the situation arise.

Ms. Gahl-Mills stated that she would like to have Karamu House submit a proposal for a grant and that any grant provided to Karamu House would first be approved by the board and subject to conditions and reporting requirements.

Motion by Trustee Gibbons, seconded by Trustee Minter to authorize Ms. Gahl-Mills to develop a grant agreement with Karamu House for the purpose of emerging needs and subject to approval of and conditions determined by CAC Board, generally consistent with its grantmaking practices.

Discussion: Trustees Gibbons and Minter stated that they were pleased that CAC was able to find a way within its guidelines to help this iconic organization in our community.

Vote: All ayes. The motion carried.

4. FINANCE REPORT

Ms. Harris gave a report on CAC's finances through August 2015. She reported that tax receipts through August were \$10,331,682. This figure is \$459,569 or 4.7% over forecast for the first eight months of the fiscal year and 3.16% below revenue for the same period in 2014. Interest revenue through August was \$76,902. This figure is ahead of forecast for the period by \$23,569. Cash expenditures through August were \$12,798,979. This figure is below the budgeted amount of \$13.2 million primarily due to the timing of payments of grants.

Ms. Harris stated that the Audit and Finance Advisory Committee would next meet on October 7 at 8 a.m. in CAC's offices.

5. CONNECT WITH CULTURE

Ms. Gahl-Mills introduced Ms. Stephanie Morrison-Hrbek, Executive Director of NWT. Ms. Morrison-Hrbek spoke about the recent opening of the NWT's new space and the opportunities it has provided the organization.

6. BOARD ACTION

Approval to Extend 2015-16 General Operating Support Program Through 2017

Ms. Paulsen reviewed the memo provided to the board in advance of the meeting regarding the extension of the GOS grant program and grant award amounts through 2017. (See [Memo](#))

Motion by Trustee Gibbons, seconded by Trustee Minter, to extend the 2015-16 General Operating Support grant cycle through December 31, 2017, including the \$12.7 million program allocation and continued organizational funding levels for the cohort of 58 organizations currently funded through the program.

Discussion ensued, and Trustees Gibbons noted that the benefits of the extension clearly outweigh the very rare cases of downside, and that he approved of the ongoing reporting requirements.

Trustee Sherman asked if CAC staff see this extension as a trial run for a three-year model in the future. Ms. Paulsen explained that it is too early to tell and that future guidelines will be based on what staff learns from the organization's strategic planning work.

Trustee Charboneau asked if those currently receiving CAC funding will be affected by the decline in tax revenue. Ms. Paulsen explained that with the projections made earlier by staff for the coming year, CAC feels comfortable that funding can be kept at the same level. She further noted that staff has and will continue to have purposeful conversations with groups to explain the implications of the shift.

Trustee Minter noted the staff's due diligence in researching the possibility of an extension from every angle, and that the proposal makes a great deal of sense.

Vote: All ayes. The motion carried.

Personnel Report

Ms. Harris stated the board had received a personnel report related to the recent hiring of Ms. Nicole A. Thomas who will join CAC's staff on October 19 as manager – general operating support. She asked the board to approve this report.

Motion by Trustee Charboneau, seconded by Trustee Gibbons, to approve the hiring of Ms. Nicole A. Thomas by CAC. Discussion: None. Vote: All ayes. The motion carried.

Approval of Contract with Strategy Design Partners

Motion by Trustee Gibbons, seconded by Trustee Charboneau, to enter into an agreement with Strategy Design Partners for strategic and operational communication services in the amount of \$4,000 per month for the period of August 15, 2015 through February 14, 2016. Discussion: None. Vote: All ayes. The motion carried.

7. PUBLIC COMMENT

There were no public comments.

Next meeting: The next regular meeting will be held at 4:00 pm on November 23, 2015 at Cleveland Donauschwaben German-American Cultural Center.

8. ADJOURNMENT

Motion by Trustee Charboneau, seconded by Trustee Sherman, to adjourn the meeting. Discussion: None. Vote: all ayes. The motion carried. The meeting was adjourned at 4:54 pm.

Joseph Gibbons, President, Board of Trustees

Attest:

Matthew Charboneau, Secretary, Board of Trustees