



Minutes of the Special Meeting of the Board of Trustees

Tuesday, December 2, 2008, 10:00 am

A Special Meeting of the Cuyahoga Arts and Culture (CAC) Board of Trustees was called to order at 10:16 a.m. in the 2nd floor Board Room in the Idea Center at Playhouse Square, 1375 Euclid Avenue, Cleveland, Ohio.

The roll call showed Trustees Linda Abraham-Silver, David Bergholz, Chris Coburn and Steven Minter and to be present. Santina Protopapa was absent. It was determined that there was a quorum.

Also in attendance were CAC Staff: Catherine Boyle, Executive Director and Meg Harris, Director of Administration.

At 10:17 a.m. President Minter moved to go into Executive Session to discuss the 2007 financial audit and personnel matters. Trustee Bergholz seconded the motion.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

At 11:07 a.m. President Minter moved to adjourn the Executive Session and resume the public meeting. Trustee Bergholz seconded the motion.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

President Minter stated that the Board had not completed its Executive Session business and would resume Executive Session when the Special Meeting business of the board was complete.

1. FINANCE AND OPERATIONS

ED Boyle stated that she had two invoices for approval for expenditures greater than \$5,000: one for office furniture and the other for leasehold improvements.

Motion: To approve the expenditure of \$18,464.30 to Warren-Chaney Office Furniture.

It was moved by Trustee Bergholz and seconded by Trustee Minter to approve the expenditure of \$18,464.30 to Warren-Chaney Office Furniture.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

Ms. Harris stated that Playhouse Square Management took bids from three contractors for leasehold improvements for CAC's office space. The decision is to move forward with Turner Construction, which was the lowest bidder. Playhouse Square Management will provide oversight and management this project.

Motion: To approve payment to Playhouse Square Management in the amount not to exceed \$60,000 for leasehold improvements.

It was moved by Trustee Bergholz and seconded by Trustee Coburn to approve payment to Playhouse Square Management an amount not to exceed \$60,000 for leasehold improvements.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

ED Boyle stated that she seeks a motion to approve two disbursements of the General Operating Support grants in 2009, one in January and the other in July; assuming grantees are in compliance with CAC's grant reporting requirements. Trustee Coburn commented that he agreed that CAC should maintain the same disbursement schedule as 2008. .

Motion: To approve semi-annual disbursement of GOS grants in 2009.

It was moved by Trustee Coburn and seconded by Trustee Bergholz to approve two disbursements of the General Operating Support grants in 2009.

Vote on Motion was as follows:

Ayes: Bergholz, Coburn, Minter

Nays: None

Abstain: Abraham-Silver

Trustee Abraham-Silver abstained from voting because of her direct interest with the Great Lakes Science Center, a General Operating Support grantee organization.

Motion: To appropriate the 2009 Fiscal Year Budget in the amount \$17,511,849.

It was moved by Trustee Bergholz and seconded by Trustee Coburn to appropriate the 2009 Fiscal Year Budget in the amount of \$17,511,849.

Vote on Motion was as follows:

Ayes: Bergholz, Coburn, Minter

Nays: None

Abstain: Abraham-Silver

Trustee Abraham-Silver abstained from voting because of her direct interest with the Great Lakes Science Center and The Community Partnership for Arts and Culture; both organizations are recipients of grants in 2009.

At 11:19 a.m. President Minter moved to return Executive Session to discuss personnel matters. Trustee Bergholz seconded the motion.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

At 12:02 p.m. President Minter moved to adjourn the Executive Session and resume the public meeting. Trustee Bergholz seconded the motion.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Coburn, Minter

Nays: None

2. PERSONNEL

Trustee Abraham-Silver stated that Board discussed the personnel items recommended on ED Boyle's memorandum of November 18, 2008 and recommended a motion to approve some of the recommendations regarding employee benefits and compensation for 2009.

Motion: To approve the following actions in relation to CAC employee compensation, excluding the Executive Director:

- **Reimbursement of monthly parking at a rate of 50%.**
- **Reduction of employee contribution to medical and dental healthcare plans from 20% to 10%.**
- **A 3% COLA increase in 2009 for all employees.**
- **A discretionary merit pool of 1.5% of 2008 salaries, (excluding the Executive Director's) to be allocated to employees at the discretion of the Executive Director.**

It was moved by Trustee Minter and seconded by Trustee Bergholz to approve the following for CAC staff excluding the Executive Director:

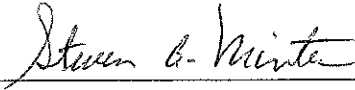
- Reimbursement of monthly parking at a rate of 50%
- Reduction of employee contribution to medical and dental healthcare plans from 20% to 10%.
- A 3% COLA increase for 2009
- A discretionary merit pool of 1.5% of 2008 salaries (excluding the Executive Director's) to be allocated to employees at the discretion of the Executive Director.

Vote on Motion was as follows:

Ayes: Abraham-Silver, Bergholz, Minter, Protopapa

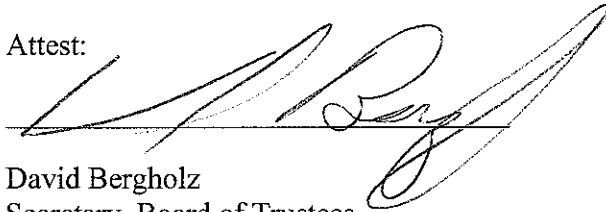
Nays: None

There being no further business, the Special Meeting of the CAC Board of Trustees was adjourned at 12:35 p.m., December 2, 2008.



Steven Minter
President, Board of Trustees

Attest:



David Bergholz
Secretary, Board of Trustees

APPROPRIATION RESOLUTION FOR CUYAHOGA ARTS AND CULTURE
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009

Be it resolved by the Board of Trustees of Cuyahoga Arts and Culture, a regional arts and cultural district and political subdivision of the state of Ohio, that to provide for the expenditures of Cuyahoga Arts and Culture for the fiscal year ending December 31, 2009, the following amounts are appropriated from the General Fund:

SECTION 1. There is appropriated for Arts & Cultural Programming \$17,511,849.

SECTION 2. There is appropriated for General & Administrative Expenses \$660,474.

SECTION 3. The Executive Director is authorized to draw on the Cuyahoga Arts and Culture treasury for payments from any of the foregoing appropriations, subject to approval of contracts by the Board of Trustees and subject to the Bylaws of Cuyahoga Arts and Culture, including the requirement that any expenditure in excess of \$5,000 be approved by the Board of Trustees.

SECTION 4. This Resolution shall be in full force and effect from and immediately upon its adoption.

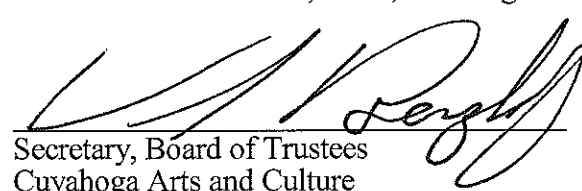
Trustee Bergholz moved the adoption of the resolution, and Trustee Coburn seconded the motion.

Upon roll call on the adoption of the resolution, the vote was as follows:

Abraham-Silver	Abstain
Bergholz	Aye
Coburn	Aye
Minter	Aye
Protopapa	Absent

CERTIFICATION

The above is a true and correct excerpt from the minutes of the regular meeting of the Board of Trustees of the Cuyahoga Arts and Culture held on December 2, 2008, showing the adoption of the Resolution set forth above.


 Secretary, Board of Trustees
 Cuyahoga Arts and Culture

Passed December 2, 2008