



## Minutes of the Regular Meeting of the Board of Trustees

Monday, December 12<sup>th</sup>, 2011

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A regular meeting of the Cuyahoga Arts & Culture (CAC) Board of Trustees was called to order at 3:00 p.m. in the Smith Studio of the Idea Center, Cleveland, Ohio.

The roll call showed Trustees Matt Charboneau, Sari Feldman, Vickie Johnson and Steven Minter to be present. It was determined that there was a quorum.

A motion was put forward by Vickie Johnson, seconded by Steve Minter, to move into executive session for the purpose of discussing employee performance and compensation. No discussion. Vote: all ayes. Motion carried.

Executive session ensued. (Chris Coburn arrived at 3:15pm.)

At 3:45 p.m., a motion was put forward by Steve Minter, seconded by Matt Charboneau, to adjourn executive session and resume the public meeting. No discussion. Vote: all ayes. Motion carried.

Ms. Feldman called the public session to order at 4 p.m. in the Smith Studio of the Idea Center.

Also in attendance were: CAC staff: Karen Gahl-Mills, executive director, Jill Paulsen, director of grant programs, Meg Harris, director of administration; program managers Stacey Hoffman and Maria Miranda, and Jennifer Schlosser, communications manager.

### 1. APPROVAL OF MINUTES

Motion by Trustee Johnson, seconded by Trustee Minter, to approve the minutes of the November 14th, 2011 Regular Meeting of the Board of Trustees. Discussion: None. Vote: all ayes. Motion carried.

### 2. EXECUTIVE DIRECTOR'S REPORT

Ms. Gahl-Mills delivered her report to the board ([see ED & Staff Reports](#)). She stated that there were two main actions in today's meeting; the discussion of the GOS 2013-14 Guidelines and the discussion of and vote on the 2012 operating budget. Ms. Gahl-Mills added that part of the 2012 budget process the board would approve the GOS awards for 2012.

Ms. Gahl-Mills stated that she had two additional items to share since her report to the board was written. First, CAC had received notice from Cuyahoga County that all board members appointed by the County to a board or commission must participate in the County's ethics training. The training is in the form of a video that board members will watch and they will then sign a form that confirms the training has been completed. Details will be forwarded to board members in the coming days. Additionally, she noted that board dashboard & board workplan documents were not included in the packets provided to the board in advance of the meeting.

### 3. CONNECT WITH CULTURE

Ms. Hoffman provided an overview an overview of PS12 grantee, Scenarios USA.

### 4. COMMUNITY PARTERNSHIP FOR ARTS AND CULTURE (CPAC)

Tom Schorgl and Susan dePasquale of CPAC provided an overview of the [2012 Creative Workforce Fellowship program and its fellows](#).

Ms. Feldman called on Mr. Charboneau, who attended the December 9th Creative Workforce Fellowship awards ceremony, to comment. Mr. Charboneau stated that the fellowship as currently constructed serves to provide time and resources to the recipients so that they can further their art. He stated that that he would like to see the program evolve so that it builds community ties to engage collaborations between artists. He added that this would have the effect of spreading out the fellowship dollars and would support more working artists. He said he felt this approach would have the potential to impact more than each individual who receives funding through this program.

## **INFORMATON AND DISCUSSION**

### **GOS 2013-14 Guidelines**

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Ms. Paulsen and Ms. Miranda reviewed the GOS 2013-14 Guidelines memo: ([see GOS Guidelines Memo](#))

Comments on the review of the memo were as follows:

Ms. Feldman asked Ms. Paulsen to include community feedback and indicate how it was used to create the policies that will be presented for approval in February. Ms. Feldman also stated that the board sees the value in continuing the public support of educational institutions with a primary mission of educating artists. Ms. Feldman noted that the increase in the weighting of the community benefit portion of the GOS scoring was the most important change. She also stated that there has been feedback related to simplifying the application for this program.

Ms. Gahl-Mills stated that CAC is using technology to simplify and streamline the application process. With the new online application system, there will no longer be a need to collect the same information again from cycle to cycle.

Mr. Minter added that he had just read a pertinent article published by Wolf Brown, [Is Sustainability Sustainable?](#) Ms. Paulsen concurred, emphasizing the section that discusses the idea of community relevance.

*(4:30 p.m., Trustee Coburn left the meeting)*

## **BOARD ACTION**

### **2012 Operating Budget Allocation**

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Ms. Gahl-Mills reviewed the board memo regarding the proposed allocation for the 2012 operating budget of CAC. ([see 2012 Operating Budget Memo](#))

Motion by Trustee Feldman, seconded by Trustee Minter to approve the 2012 budget appropriation. Discussion: None Vote: all ayes. Motion carried.

### **Approval of 2012 General Operating Support Grant Awards**

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Ms. Gahl-Mills stated that the board needed to take action to approve the 2012 General Operating Support grant awards. Ms. Gahl-Mills explained that the awards being made are in the same amount as the 2011 awards and that the board would simply be renewing the grants for the second year of funding. ([see 2012 GOS Grant Awards](#))

Motion by Trustee Minter, seconded by Trustee Feldman to approve the attached list of 66 organizations for General Operating Support grants in the amount of \$13,980,960 for the period of January 1 – December 31, 2012 Discussion: None Vote: all ayes. Motion carried.

### **Approval of 2012 Board Workplan**

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Ms. Gahl-Mills stated that the board had received a workplan for 2012. She asked if there were any questions regarding the workplan. There were no comments or questions. ([see 2012 Workplan](#))

### **Approval of Internal Financial Controls Policy**

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Ms. Harris stated that the board had received an updated Internal Financial Controls Policy. She said that the policy, which was adopted by the board in February 2011, was reviewed by the Audit Committee in November. The result of the review was several minor updates to the policy, all of which were administrative in nature.

Motion by Trustee Johnson, seconded by Trustee Charboneau, to approve the Internal Financial Controls and Procedures Policy. Discussion: None Vote: all ayes. Motion carried.

### **Approval Personal Social Media Policy**

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Ms. Harris stated that the board had received language for a new policy to be added to the CAC Employee Manual regarding the use of personal social media. She stated CAC would like to add the policy to its Employee Manual to in order to provide a framework for acceptable use of social media by staff. She added that CAC worked with legal counsel in order to create a policy that is clear in its expectations. Upon approval, this policy will be included in the Employee Manual. ([see Admin Policy Memo](#))

Motion by Trustee Charboneau, seconded by Trustee Johnson, to approve the Personal Social Media Policy (for addition to the Employee Manual). Discussion: None Vote: all ayes. Motion carried.

### **Approval of CAC Social Media Policy**

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Ms. Harris stated that over the past twelve months, CAC as an entity, has become more engaged in the use of social media through its website, Facebook and Twitter. It is best practice for organizations that engage in social media to adopt a policy that governs the purpose of such communications and addresses modifications that may be made, by staff, to postings made by the general public to one of CAC's social media outlets. This policy was developed by researching and referencing similar policies adopted by other local entities, including the Social Media Policy of Cuyahoga County. Finally, the policy was also reviewed CAC's legal counsel. Upon approval by the Board, this policy will be posted on CAC's website. ([see Admin Policy Memo](#))

Motion by Trustee Charboneau seconded by Trustee Johnson, to approve the CAC Social Media Policy. Discussion: None Vote: all ayes. Motion carried.

### **Approval of Baird Public Investment Advisors and U.S. Bank**

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Ms. Harris stated that over the past 9 months, CAC staff has been working with representatives from Baird Public Investment Advisors in order to complete due diligence in evaluating the establishment of an investment relationship with Baird. Ms. Harris said that Baird was identified as a broker that works specifically with public sector funds and currently represents over 100 public entities in Ohio. Ms. Harris continued that Baird understands the limited investment vehicles open to public entities in Ohio and accordingly, offers a fee structure that is much lower than traditional brokerage firms, 15 basis points rather than the standard 50-75 basis points. This fee structure is a key element that enables public entities to maximize returns through conservative investment vehicles. Over the past eighteen months, investments made by Baird have outperformed STAROhio by at least 30 basis points, net of fees.

Staff started the process by reviewing the CAC Investment Policy, with Baird, to ensure that in working with Baird, the guidelines laid out in the policy would be followed. All business agreements between CAC

and Baird and CAC and U.S. Bank have been reviewed and modified by CAC's legal counsel in order to ensure the agreements comply with the Ohio Revised Code. Staff conducted reference checks with several local public sector entities currently working with Baird for investment services. All feedback was excellent. Finally, this information was presented to the Audit and Finance Committee at the meeting on November 21st for feedback. The committee supports the move to work with Baird in 2012.

Motion by Trustee Minter, seconded by Trustee Charboneau, to approve the designation of Baird Public Investment Advisors as an investment broker for the inactive monies of CAC and U.S. Bank as an approved depository of CAC's inactive monies. Discussion: None Vote: all ayes. Motion carried.

### **Personnel Report**

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Ms. Harris stated that the Board had received a personnel report. She asked the Board to approve the personnel report and the items detailed within the report.

Motion by Trustee Johnson, seconded by Trustee Charboneau, to approve the Personnel Report of November 14, 2011. Discussion: None. Vote: All ayes. Motion carried.

### **Contracts**

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Ms. Harris stated that there had been no updates to contracts entered into by CAC since the last meeting in November.

### **5. PUBLIC COMMENT**

None

### **Next Meeting**

The next meeting of the CAC Board of Trustees is scheduled for Monday, February 13<sup>th</sup>, at 4:00 p.m. in the Smith Studio at the Idea Center, PlayhouseSquare.

Motion by Trustee Minter, seconded by Trustee Johnson, to adjourn the meeting. Discussion: None. Vote: All ayes. Motion carried. Meeting adjourned at 5:05 p.m.

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Sari Feldman, President, Board of Trustees

Attest:

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Vickie Eaton Johnson, Secretary, Board of Trustees