

Regional Arts Commission Full Commission Annual Board Minutes November 21, 2024, 8 a.m. In-person @ CIC/Cortex, 4240 Duncan Ave., Havana Room

Welcome & Roll Call – Johnson & Sutherlin

Johnson called the November 21, 2024, meeting to order at 8:05 a.m.

Commissioners Present

Commission: Roz Johnson, chair, yea; Jerry Gennaria, vice chair, yea; Constantino Ochoa 8:18, secretary; Sam Fiorello, Member-at-Large, yea; John Russell, treasurer, yea; Robert Arbuthnot 8:40; Beverly Isom 8:16; Mont Levy, yea; Rudy Nickens, yea; Andréa Purnell, yea; Cheryl Walker, yea; Angela Williams, 8:10; David Wilson, yea

Commissioners Absent

Rhonda Carter-Adams Heather Corcoran

Staff

Vanessa Cooksey, Savannah Babington, Nichole Belford, Charlie Bosco, Rita Dillard, Gregory Harris, Ann Haubrich, Tracey Morgan, Angie Peters, Jay Scherder, Jason Schipkowski, Chloe Smith, MK Stallings, Lea Sutherlin

Additional Attendees: Dr. Robert Harvey, Atty. Travis Kearbey, KEB - Rick Gratza

Public Guests (Johnson)

Chair Johnson welcomed everyone to the meeting and called for acknowledgement of public guests – none in attendance.

Approval of September 19, 2024 Minutes

Johnson called for a motion to approve the September 19, 2024 minutes. Motion made by Fiorello, seconded by Walker, and unanimously carried to approve the September, 2024 minutes. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Russell, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Wilson, yea
Nay – none
Abstain - none

Chair Report

2024 Theme "Possibilities"

Chair Johnson welcome everyone to the final meeting of the fiscal year, shared thoughts on her annual chair theme "Possibilities," and thanked those who made it possible for RAC to have a wonderful and productive 2024.











Vanessa premiered the RAC theme song/video, (song written by Brian Owens during the 2024 Annual Board/Staff Retreat), and thanked Schipkowski for an "amazing editing" of the video.

Finance Committee Report (Russell, Cooksey & KEB)

Russell for the following reports:

FY 2024 Q3 Management Report

Gratza presented the FY 2024 Q3 Management Report for the first nine months of the year as follows: (1) receipts and disbursements; (2) total expenses; (3) grants expense; (4) net income; (5) ending operating cash; (6) administrative expenses under statutory limit; (7) receipts and disbursement vs. actual; (8) revenue; (9) operating expenses; and (10) grants.

October 2024 Cash Flow Update

Gratza presented the October cash flow update and noted that this is actual historical data through October. Gratza highlighted the following: (1) ending cash balance; (2) miscellaneous income; (3) salaries and benefits; (4) building and facilities; (5) business administration and operations; (6) grants; and (7) total expenses.

Gratza also presented the following update on ARPA funds statement of activity - January through September 2024: (1) total revenue; (2) salaries and benefits; (3) building and facility; (4) business administration and operations; (5) grants and programs; and (6) total expenditures.

Report on investments earnings including ARPA Sweep Account, Midwest Sweep Account, and Building Proceeds Investment Accumulation Summary.

Levy asked if ARPA funds interest is unrestricted.

Cooksey noted that the ARPA funds interest is unrestricted, and that a portion of that interest is used to pay for the immersive experience at RAC's Foundry location.

RAC Accounting Policies and Procedures Manual

Cooksey reported on the Accounting Policies and Procedures Manual as follows: (1) reminded this was brought to the full commission in March 2024; (2) since March, RAC no longer has position of VP of Operations; (3) additional changes since March include - [a] Unrestricted and Undesignated Net Asset and [b] Building Proceeds Investment Policy; and (4) every financial policy that has been updated has been reflected in this policy.

Motion made by Gennaria, seconded by Russell and unanimously carried to approve the Accounting Policies and Procedures Manual. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none











Nay – none Abstain - none

FY 2025 Budget

Cooksey presented the FY 2025 Budget as follows: (1) explained the budget format going forward; (2) budget is managed on a daily basis; (3) part of the public record; (4) reminded that the FY 2025 Budget was included in the packet for this meeting; (5) explained class codes based on non-program and program related expenses; and (6) highlighted Explore STL forecast.

Discussion held as follows: (1) Hotel/Motel slow recovery and challenges around collections; (2) Explore STL projections and RAC projections; (3) RAC's anticipated projections for cash flow and possible rollover funds; (4) categorization of programs versus non-programs; (5) rationale for 40th Anniversary as program versus non-program; (6) ability to articulate the public benefit of 40th Anniversary marketed as a program; and (7) consistency of RAC's accounting practice since its inception.

Motion made by Levy, seconded by Williams, and unanimously carried to approve the FY 2025 Budget. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea

Nay - none

Abstain - none

Governance Committee Report

Chair Nickens reported that the following recommendations had been approved at the November 7 Governance Committee for presentation at this meeting.

City and County Board Term Appointments

Nickens reported on the City and County Board Term Appointments as follows: (1) recommended names for city and county; and (2) reminded that full commission does not make appointments but recommends for approval by the City of St. Louis Mayor and the County Executive, respectively.

Nickens called for a motion to approve the following: (1) Cheryl Walker [St. Louis City reappointment-term ends January 2025], and Gerad Ewing as the candidate for St. Louis City new appointment/replacing Commissioner Corcoran whose term ends January 2025. Motion made by Wilson, seconded by Williams, and unanimously carried to approve Cheryl Walker [St. Louis City reappointment], and Gerad Ewing, candidate for St. Louis City new appointment. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none
Abstain - none











Nickens then called for a motion to approve the following: (1) Rudy Nickens [St. Louis County reappointment-term ends October 2025], and Matthew Coble as the candidate for St. Louis County new appointment/replace Commissioner Williams [relocating December 2024]. Motion made by Levy, seconded by Ochoa, and unanimously carried to approve Rudy Nickens [St. Louis County reappointment], and Matthew Coble as the candidate for St. Louis County new appointment. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none
Abstain – none

Note to minutes – bios for both Ewing and Coble were included in the packet for this meeting.

New RAC Board Committee – Public Art

Nickens shared the purpose and primary function of the proposed new RAC Board Committee - Public Art.

Nickens called for a motion to approve the new RAC Board Committee on Public Art effective January 1, 2025. Motion made Walker, seconded by Williams, and unanimously carried to approve the new RAC Board Committee on Public Art. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none
Abstain - none

Recommendation to Approve Election of 2025 Officers

Nickens presented the slate of 2025 officers as follows: (1) Jerry Gennaria, Chair; (2) Constantino Ochoa, Vice Chair; (3) Sam Fiorello, Secretary; and (4) John Russell, Treasurer.

Nickens called for a motion to approve the 2025 Slate of Officers. Motion made by Walker, seconded by Johnson, and unanimously carried to approve the 2025 Slate of Officers. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none
Abstain - none

Grants & Programs Committee Report (Gennaria & Haubrich)

Chair Gennaria expressed kudos to Haubrich and the Grants and Programs Team, and asked Haubrich to share the RAC Grants Comparison Chart 2022-2024.











Haubrich thanked members of the full commission for their prompt responses on the Board vote for fall 2024 Artist Support Grants.

Haubrich then highlighted, in detail, the RAC Grants Comparison Chart 2022-2024 which included Artist Support Grants, Program Support Grants, and Organizational Grants. She (Haubrich) reminded that the chart was included in the packeted for this meeting. Haubrich also briefly highlighted plans for 2025 including the following: (1) a return to one-cycle for Artist Support Grants; (2) returning to a practice done in the past that there might be commission approved stipulations to grantee contracts based on reviewer comments; (3) shared grantmaking distribution totals and noted team will continue to simplify application process; (4) due to increase of applications and limited dollars, and to ensure equitable funding, considering a lottery process.

Haubrich then reported on programs as follows: (1) 27th cohort of CAT is going well; and (2) recently completed second year for Mid-America Alliance/Artist INC – the professional development program that empowers artists to take control of their careers.

Haubrich asked Smith to comment on the new Public Art Committee.

Smith shared that committee members who are non-RAC board members, have been invited to serve and all have accepted.

Haubrich then expressed 'thanks' to the entire Grants Team and the Grants & Programs Committee.

Levy asked to hear more about any changes/shifts to grantmaking in future meetings.

Growth & Development Committee Report (Levy & Peters)

Growth & Development Committee Report from Chair Levy and Peters.

Levy and Peters highlighted the following options for possibilities for Commissioner giving in honor of RAC's 40th Anniversary, and reminded that this information was included in the packet for this meeting: Option #1 - \$50K goal to create a mural in honor of RAC's first 40 years — utilizing the same process from ARPA for the Arts St. Louis Mural Project; and Option #2 - \$50K goal to grow the endowment fund created from the proceeds of the sale of 6128 Delmar in June of 2024. Levy then invited questions and comments.

Open discussion held as follows: (1) possibility, as a third option, of doing both if donations exceed cost of mural, and placing any overfunding in the endowment; (2) possibility of marketing the mural as a community project; (3) possibility of commissioning a mural with an interactive component, then using that mural to raise additional dollars for the endowment; (4) in terms of timing – can be held as another event for 40th Anniversary during fall 2025; and (5) challenge of locating a mural site on the City and County border.

Motion made by Walker, and seconded by Gennaria, to approve concept and empower Growth & Development Committee to find the path forward based on the comments during this meeting, for the 40th Anniversary Fundraising Project. Votes were as follows:











Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea Nay – none Abstain - none

Johnson then called for a motion to adjourn the November 21, 2024 regular session of the full commission and to convene a closed session pursuant to 610.021 Sec.1. Motion made by Gennaria, seconded by Fiorello, and unanimously approved to adjourn the regular session of November 21, 2024, and to convene a closed session pursuant to 610.021, Sec.1. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none
Abstain - none

CLOSED SESSION/Privileged and Confidential

Legal Issue /Discussion

Johnson asked Cooksey to share the purpose for the closed session.

Closed session held.

Johnson then called for a motion to adjourn the closed session of November 21, 2024 and reopen the regular session of the full commission pursuant to 610.021 Sec.1. Motion made by Fiorello, seconded by Levy, and unanimously approved to adjourn the closed session of November 21, 2024, and to reconvene the open session pursuant to 610.021, Sec.1. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none
Abstain - none

Cooksey then asked, Rob Harvey to provide an update on RAC's strategic plan, Theory of Change (TOC), and suggested for greater detail, the full board convene again prior to the end of 2024.

Harvey, in the interest of time, briefly highlighted a summary of TOC as follows: (1) strategic plan outline – values, priorities, resources, metrics – all driven through governance; (2) fundamental shift to TOC starts at staff level, community and board/governance; (3) explained TOC in comparison to Strategic Plan [fundamental difference in orientation and process]; (4) TOC based on hypotheses; (5) highlighted resources for information and data which led to inputs, activities, outputs, outcomes and impact; (6) 11 months of robust work completed by the RAC staff; (7) inputs include people, money, and data [internal only]; (8) activities include - we invest, amplify, convene - through a set of 10 tactics on how to accomplish the activities; (9) outputs include - quantifiable measures [immediate effects that should be seen resulting from activities] – Harvey highlighted/explained each measure;











and (10) outcomes include long term results [residents' experience, arts and culture driven work, and arts and culture organizations engagement] and noted that if these [3] things happen, in 10 years, the St. Louis Region will experience joy and prosperity as a top ten arts and culture tourism location in 2035.

Harvey then presented the following: (1) TOC glossary and (2) while the average consent for TOC is 4.7 out of 5, at RAC's last staff meeting, TOC achieved a 4.8.

Cooksey thanked Dr. Harvey for facilitating and spending time with the team on how RAC wants to evolve as an organization. Cooksey added that a lot of time had been spent on wordsmithing, disagreeing, exchanging ideas, etc., and that hopefully after the TOC discussions during this year's retreat (held June 2024), board members will readily see specificity for the work over the next 10 years. Cooksey noted that the TOC information presented during this meeting would be sent to board members to review again and write down any questions, as it will be revisited, possibly on the same date as the holiday party, December 11, for a vote.

Public Comment

None in attendance.

Roll Call & Adjournment

Johnson thanked everyone for attending.

Wilson shared an additional comment regarding community involvement in the 40th Anniversary Celebration and suggested that the Board project might be named in honor of an individual who resonates positively with the community and is someone the members are eager to celebrate.

Cooksey announced a recent donation made on RAC's behalf in the passing of Commissioner Sam Fiorello's father, Jack Fiorello.

Johnson called for a motion to adjourn the November 21, 2024 Full Commission/Annual Board Meeting.

Motion made by Walker, seconded by Gennaria, and unanimously approved to adjourn the November 21, 2024 Full Commission/Annual Board Meeting at 10:06 a.m. Votes were as follows:

Yea – Johnson, yea; Gennaria, yea; Fiorello, yea; Ochoa, yea; Russell, yea; Arbuthnot, yea; Isom, yea; Levy, yea; Nickens, yea; Purnell, yea; Walker, yea; Williams, yea; Wilson, yea
Nay – none
Abstain - none

Board Packet Attachments

- Full Commission Meeting Minutes, 9/19/24
- FY 2024 Q3 Management Report
- October 2024 Cash Flow Analysis
- ARPA for the Arts Statement of Activities











- RAC Accounting Policies & Procedures Manual
- FY 2025 Budget
- City and County Appointments
- Public Art Committee Charter
- 2025 Slate of Officers
- 40th Anniversary Fundraising Project
- Theory of Change (TOC) Draft
- Executive Committee Minutes, 7/11/24 & 7/17/24
- Growth & Development Committee Minutes, 9/25/24
- Governance Committee Minutes, 8/22/24
- Grants & Programs Committee Minutes, 8/29/24
- Finance Committee Minutes, 9/9/24







Regional Arts Commission Budget Overview: FY 2025 January - December 2025

			Non-Program		Program												
			0 .					- 0							- 2	2025 Budget	
															E	xcludes ARPA	
	01	-General	17-Growth &	16-Theory of		04-Cultural	08-CAT		18-Research &	19-Artist Inc -	40th		Quasi			and Quasi	2024 Budget
	Adm	inistrative	Development	Change	02-Grants	Tourism	Institute	10-Public Art	Evaluation	M-AAA	Anniversary	20-ARPA	Endowment	TOTAL		Endowment	Excludes ARPA
Revenue																	
4000 Support and Revenue																	
4001 Hotel Motel Room Sales Tax		8,039,940.00												8,039,940.00		8,039,940.00	7,976,029.00
4002 Interest Income		38,400.00										24,000.00	150,000.00	212,400.00		38,400.00	0.00
4105 Grants & Contributions			100,000.00											100,000.00		100,000.00	80,000.00
4210 Miscellaneous Income			15,000.00											15,000.00		15,000.00	30,000.00
Total 4000 Support and Revenue	\$	8,078,340.00					0.00								\$	-,,	<u> </u>
Total Revenue	\$	8,078,340.00	,				0.00					. ,		,,.	\$	-,,	,,
Gross Profit	\$	8,078,340.00	\$ 115,000.00	\$ 0.00	\$ 0.00	\$ 0.00 \$	0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 24,000.00	\$ 150,000.00	\$ 8,367,340.00	\$	8,193,340.00	\$ 8,086,029.00
Expenditures																	
5000 Salaries and Benefits																	
5001 Payroll		145,350.00	107,950.00	279,100.00	244,150.00	178,700.00	41,400.00	56,150.00	141,600.00	31,900.00	122,700.00			1,528,409.00		1,349,000.00	1,250,000.00
5002 FICA Employer Share		11,124.00	8,260.00	21,360.00	18,699.00	13,684.00	3,169.00	4,295.00	10,842.00	2,441.00	9,396.00			116,998.00		103,270.00	137,500.00
5003 Health Insurance - Employer		19,577.00	13,429.00	22,058.00	47,314.00	19,567.00	5,719.00	7,311.00	14,938.00	4,348.00	13,474.00			199,727.00		167,735.00	100,000.00
5006 Retirement-Employer Contributd		6,864.00	5,398.00	6,358.00	12,203.00	8,943.00	2,071.00	2,808.00	7,081.00	1,595.00	6,141.00			68,433.00		59,462.00	37,500.00
Total 5000 Salaries and Benefits	\$	182,915.00	\$ 135,037.00	\$ 328,876.00	\$ 322,366.00	\$ 220,894.00 \$	52,359.00	\$ 70,564.00	\$ 174,461.00	\$ 40,284.00	\$ 151,711.00	\$ 234,100.00	\$ 0.00	\$ 1,913,567.00	\$	1,679,467.00	\$ 1,525,000.00
5125 Building/Facility																	
5108.02 Equipment, Furniture, Tech & Computers		5,000.00				5,000.00						30,000.00		40,000.00		10,000.00	15,000.00
5125.01 Maintenance Supplies & Services												6,000.00		6,000.00		0.00	10,000.00
5126 Rent		12,205.00	10,842.00	22,292.00	33,441.00	28,728.00	3,470.00	7,160.00	12,561.00	7,507.00	10,794.00			179,000.00		149,000.00	160,000.00
5130 Utilities		424.00	376.00	774.00	1,161.00	998.00	120.00	249.00	436.00	87.00	375.00	,		7,000.00		5,000.00	5,000.00
Total 5125 Building/Facility	\$	17,629.00	\$ 11,218.00	\$ 23,066.00	\$ 34,602.00	\$ 34,726.00 \$	3,590.00	\$ 7,409.00	\$ 12,997.00	\$ 7,594.00	\$ 11,169.00	\$ 68,000.00	\$ 0.00	\$ 232,000.00	\$	164,000.00	\$ 190,000.00
5185 Business Admin & Ops																	
5101 Office Supplies		405.00	361.00	743.00	1,115.00	5,958.00	316.00	239.00	419.00	84.00	360.00			11,000.00		10,000.00	7,500.00
5105 Internal Meetings & Events		12,623.00	1,129.00	7,322.00	3,483.00	2,993.00	3,461.00	746.00	1,308.00	3,461.00	13,474.00	6,000.00		56,000.00		50,000.00	100,000.00
5107 Professional/Outsource Services & Consultants			5,000.00	72,000.00	18,500.00	12,000.00	48,100.00		50,000.00	2,000.00				207,600.00		207,600.00	
5107.01 Finance & Accounting		80,000.00												80,000.00		80,000.00	
5107.03 Auditing Services		45,000.00												45,000.00		45,000.00	
5107.06 Human Resources Services		15,000.00												15,000.00		15,000.00	
5107.05 Legal Services		75,000.00												75,000.00		75,000.00	
Total 5107 Professional/Outsource Services & Consultants		215,000.00	5,000.00	72,000.00	18,500.00	12,000.00	48,100.00	0.00	50,000.00	2,000.00	0.00	0.00		422,600.00		422,600.00	480,000.00
5107.07 Enterprise Cloud, Apps & Data Services		8,475.00	7,530.00	15,480.00	64,223.00	61,950.00	2,410.00	4,972.00	15,723.00	1,741.00	7,496.00			190,000.00		190,000.00	200,000.00
5107.14 Contingency		20,000.00												20,000.00		20,000.00	50,000.00
5109 Trade/Industry Organization Memberships		15,000.00												15,000.00		15,000.00	15,000.00
5111 Staff Travel		11,444.00	923.00	2,192.00	3,519.00	2,596.00	404.00	692.00	1,673.00	288.00	1,269.00			25,000.00		25,000.00	125,000.00
5114 Marketing & Communications						300,000.00					105,000.00			405,000.00		405,000.00	315,000.00
5150 Banking & Bank Fees		10,000.00												10,000.00		10,000.00	7,500.00
5160 Insurance		1,482.00	1,318.00	2,709.00	4,064.00	3,491.00	422.00	870.00	1,527.00	305.00	1,312.00			17,500.00		17,500.00	25,000.00
5177 Staff Professional Development		36,444.00	923.00	2,192.00	3,519.00	2,596.00	404.00	692.00	1,673.00	288.00	1,269.00			55,000.00		50,000.00	125,000.00
Interest Expense												10,000.00		10,000.00		0.00	12,000.00
Debt Service												30,000.00		30,000.00		0.00	33,000.00
Total 5185 Business Admin & Ops	\$	330,873.00	\$ 17,184.00	\$ 102,638.00	\$ 98,423.00	\$ 391,584.00 \$	55,517.00	\$ 8,211.00	\$ 72,323.00	\$ 8,167.00	\$ 130,180.00	\$ 52,000.00	\$ 0.00	\$ 1,267,100.00	\$	1,215,100.00	\$ 1,495,000.00
5200 Grants & Programs																	
5179 Honorariums & Stipends					35,000.00		14,000.00	13,000.00			13,000.00	.,		100,000.00		75,000.00	125,000.00
5210 Artist/Creative/Educator					1,000,000.00		20,000.00				60,000.00			1,080,000.00		1,080,000.00	1,500,000.00
5211 Arts & Culture Organizations					3,000,000.00						60,000.00			3,060,000.00		3,060,000.00	2,750,000.00
5212 Non-Arts Organizations					500,000.00									500,000.00		500,000.00	250,000.00
5213 Partnership & Sponsorship (For-Profit)											175,000.00			175,000.00		175,000.00	138,500.00
Total 5200 Grants & Programs	\$	0.00			. ,,		34,000.00	,				,			\$.,,	
Total Expenditures	\$	531,417.00	· · · · · · · · · · · · · · · · · · ·				145,466.00						*		\$,,	
Net Operating Revenue	\$	7,546,923.00	,	,	, ,,	,	-,				,				\$	244,773.00	
Net Revenue	\$	7,546,923.00	-\$ 48,439.00	-\$ 454,580.00	-\$ 4,990,391.00	-\$ 647,204.00 -\$	145,466.00	-\$ 99,184.00	-\$ 259,781.00	-\$ 56,045.00	-\$ 601,060.00	-\$ 355,100.00	\$ 150,000.00	\$ 39,673.00	\$	244,773.00	\$ 112,529.00