



**REGIONAL ARTS  
COMMISSION**  
OF ST. LOUIS

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**Regional Arts Commission  
Full Commission Board Minutes  
September 19, 2024, 8 a.m. via Zoom**

**Welcome & Roll Call – Johnson & Sutherlin**

Johnson called the September 9, 2024, meeting to order at 8:04 a.m.

**Commissioners Present**

Commission: Roz Johnson, chair, yea; Jerry Gennaria, vice chair, Constantino Ochoa, secretary, yea; Sam Fiorello, member-at-large, yea; John Russell, treasurer, yea; Robert Arbuthnot (8:10a); Mont Levy, yea; Andréa Purnell, yea, David Wilson, yea

**Commissioners Absent**

Rhonda Carter-Adams  
Heather Corcoran  
Beverly Isom  
Rudy Nickens  
Cheryl Walker  
Angela Williams

**Staff**

Vanessa Cooksey, Savannah Babington, Nichole Belford, Rita Dillard, Gregory Harris, Ann Haubrich, Angie Peters, Jay Scherder, Chloe Smith, MK Stallings, Lea Sutherlin, Leigh Winter

Additional Attendees: KEB - Rick Gratza, Trish Donovan, Thomas Bakewell, Board/Governance Training Facilitator

**Public Guests (Johnson)**

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

Chair Johnson announced that middle school educator and beloved wife of RAC fellow Commissioner, Robert Arbuthnot, sadly passed away suddenly on August 19. Johnson reported that on behalf of Commissioners and Staff, RAC donated to the Katy Arbuthnot Memorial Fund, in support of their two little girls, Lilly and Raegan. Johnson then expressed that thoughts and prayers continue to be with Commissioner Arbuthnot, the girls, and the entire family.

**Approval of June 20, 2024 Minutes**

Johnson called for a motion to approve the June 20, 2024 minutes. Motion made by Gennaria, seconded by Russell, and unanimously carried to approve the June 20, 2024 minutes. Votes were as follows:





**Yea – Johnson, Gennaria, Ochoa, Fiorello, Russell, Levy, Purnell, Wilson**

**Nay – none**

**Abstain - none**

### **Chair Report**

#### **2024 Theme “Possibilities”**

Chair Johnson shared the following: (1) Cooksey has done a great job keeping the Board updated on what’s happening with RAC; (2) team did amazing job with distributing ARPA funds and ensuring those funds are being used to make an incredible impact on the community; (3) extended appreciation to the staff for their great work; (4) extended appreciation to Commissioners for entrusting her with the role as chair; (4) still much to accomplish and further impact on community as the need never goes away; (5) RAC does well through good times and hard times; and (6) looking forward to transition to Gennaria as chair in 2025.

#### **Annual Board/Governance Training/Thomas Bakewell, Facilitator**

Johnson called for the annual Board/Governance training, facilitated by Thomas Bakewell, consultant, speaker & author.

Bakewell conducted the Annual Board/Governance Training and presented on the following: (1) brief history on governance; (2) key topic of effective governance; (3) importance of an engaged board; and (4) tips for board liability protection.

Bakewell left the meeting @ 8:49 a.m.

### **Grants & Programs Committee Report (Gennaria & Haubrich)**

Johnson called for the Grants & Programs Committee Report from Chair Gennaria.

Gennaria noted that the Grants & Programs team has been working diligently, and that he is excited about direction of grants and programs and some of the proposed changes. Gennaria asked Haubrich to report.

#### **FY 2025 Hotel/Motel Grants**

Haubrich noted that the PPT presented to the Grants & Program Committee would be shared with the full Board. Haubrich then reviewed Hotel/Motel Tax grantmaking for grants for organizations, grants for individual artists, next steps, and looking ahead as follows: (1) intent to eliminate any disconnects between application and the work; (2) Organization Grant total budget of \$2.5M – new annual application, considering staff issued recommendations/stipulations and weighted staff review, one year commitment with opportunity for renewal, will maintain 2024 tiers, and will maintain financial review panel for grants over \$50K; (3) Program Support Grants total budget of \$500K - annual application, maintain current application process with \$10K cap, and improve fiscal sponsorship; (4) Artist Support Grants total budget of \$1M, new simplified application, annual grant, individual capped at \$7500 and collectives capped at \$10K, equal distribution through City and County, and considering integration of lottery selection process using reviewer ratings – Smith researched existing similar process; (5) next



steps for Grants team – [a] draft definition of artist for application process, [b] research appropriate lottery processes to pilot for 2025 Artist Support Grants, [c] simplify application questions and draft timeline with input from MARCOMM team, [d] provide applicant education around the process and continue office hours, [e] continue to refine reviewer process, webinars and implicit bias workshop conducted by Commissioner Rudy Nickens, [f] Stallings assisting with deeper dive into reviewer data/analysis, [g] looking ahead to 2026; and (6) alignment with RAC’s Theory of Change, with the support of this Committee; (7) review best practices from other places regarding time commitments and the impact on communities and the arts sector; (8) will take time to review historic data from old grantmaking system and review current database; (9) making grants transformative and not just transactional; (10) possibility of staggering cohorts to analyze process and make changes as needed and communicate those changes and educate all applicants and potential applicants about new grant making processes and systems; and (11) continue to build trust and demonstrate the value in building long-term relationships with grantees.

Johnson asked if the issue had been revisited regarding artist support grants, the two-round system, and previous discussions regarding scores and budget constraints.

Haubrich noted that for clarification, any artist who applied and met the eligibility criteria—specifically, those residing in the city or county and having showcased their work in the past two to three years—were able to apply in the second round, even if they were not selected in the first round.

Gennaria shared the rationale behind the proposed changes as follows: (1) better balance the expertise and knowledge that staff members bring along with public input received from reviewers; and (2) considering implementing a lottery system with a primary objective of democratizing the selection process. Gennaria further noted that the ultimate focus is to enhance effectiveness of the grants, both in terms of duration and the amount awarded.

Haubrich added that there will be a return to one (1) grant cycle to relieve the burden of work on artists.

Fiorello shared his agreement with the idea of a lottery system as it removes bias.

Johnson suggested sampling a recent grant cycle using a lottery process.

Haubrich concurred.

#### **Finance Committee Report (Russell, Cooksey & KEB)**

Johnson called for the Finance Committee report from Chair Russell.

Russell asked Gratza to report on the following:

FY 2024 Q2 Management Report





Gratza compared the FY 2024 Q2 Management Report to the prior year of FY 2023 as follows: (1) statement of receipts and disbursements; (2) total receipts; (3) miscellaneous income; (4) grants and contributions; (5) Hotel/Motel Tax Revenue; (6) total expenses; (7) variances; (8) payroll and benefits; (9) rent; (10) debt service; (11) net income; (12) unrestricted cash; (13) total revenues; and (14) budget versus actual.

#### August 2024 Cash Flow Update

Gratza gave the August cash flow update and noted that this is actual historical data through August, and then projected for September through December. Gratza highlighted the following: (1) budgeted Hotel/Motel Tax Revenue; (2) end of August cash balance and projected variances; (3) miscellaneous revenues; (4) buildings and facilities; (5) early payoff of PPP loan; (6) grants budget in the non-arts organizations, art programs, and grants category; (7) net income; and (8) expected of year cash balance.

#### Resolution Building Sales Net Proceeds – Revised

Gratza noted that the revised Resolution Building Sales Net Proceeds, which included both the current resolution and the revised resolution, could be found on page 25 of the packet for this meeting. Gratza then shared the following: (1) this document was reviewed and adjusted following the September 9, 2024 Finance Committee meeting; (2) modifications included clarification that the funds will be reserved for the acquisition of real estate or other purposes as determined by the Board; (3) investment funds will be reinvested indefinitely in accordance with the investment policy; and (4) the approval process for utilizing these funds will adhere to the existing finance and accounting Division of Responsibility Policy.

Discussion held regarding the following: (1) reinvestment of generated interest; (2) review of bank statement of status and how funds are being invested according to the policy (year-to-date); (3) laddered approach of treasuries that fall in line with RAC's guidelines for investments; (4)

**Johnson called for a motion to approve of the revised Resolution Building Sales Net Proceeds. Motion made by Levy, seconded by Purnell and unanimously carried to approve the revised Resolution Building Sales Net Proceeds. Votes were as follows:**

**Yea – Arbuthnot, Johnson, Gennaria, Ochoa, Fiorello, Russell, Levy, Purnell, Wilson**

**Nay – none**

**Abstain – none**

#### Unrestricted and Undesignated Net Position Policy – Amended

Russell reminded that this is an internal rule that RAC put in place for net unrestricted cash kept on hand. Russell noted that the amended Unrestricted and Undesignated Net Position Policy had been sent to the full Commission via email, prior to this meeting, and further noted that the reason for expanding the rule is for the volatility of the proceeds received from Hotel/Motel Tax Revenue. Russell asked Gratza to report.

Gratza reported as follows: (1) policy was originally adopted several years ago; (2) original parameters/guardrails of no less than 10% and no more than 25% of operating expenses; (3) pandemic prompted need for expansion of rule of no less than 25% and no more than 60% and insertion of the word 'normalized' operating expenses; and (4)





final revision to add the word 'undesigned' to the original title Unrestricted Net Position Policy, to now read as Unrestricted and Undesignated Net Position Policy, and to clarify proceeds set aside for real estate and other purposes from the sale of 6128 Delmar Building not included in this calculation.

Cooksey noted that the amendments were in response to the questions and feedback raised by Levy at the June Board meeting to ensure compliance with both RAC's internal policies and RAC's statutory requirements.

**Johnson called for a motion to approve of the amended Unrestricted and Undesignated Net Position Policy. Motion made by Levy, seconded by Gennaria, and unanimously carried to approve the amended Unrestricted and Undesignated Net Position Policy. Votes were as follows:**

**Yea – Arbuthnot, Johnson, Gennaria, Ochoa, Fiorello, Russell, Levy, Purnell, Wilson**

**Nay – none**

**Abstain – none**

#### **Governance Committee Report (Cooksey)**

Johnson then called for the Governance Committee Report from Cooksey on behalf Chair Nickens.

#### **City and County Board Term Updates**

2025 Term Expirations (Corcoran, Nickens & Walker)

Cooksey provided the following updates: (1) Commissioners whose terms conclude in 2025 include St. Louis City - Heather Corcoran, whose term ends on January 16, 2025 - eligible but has requested not to be reappointed; (2) St. Louis City - Cheryl Walker, January 16, 2025, eligible and has expressed a willingness to be reappointed; (3) St. Louis County - Rudy Nickens, October 1, 2025, eligible and willing to be reappointed; (4) Governance Committee has convened twice to discuss these matters and is now inviting recommendations from the full Commission; (5) Nickens will be sending an email to the full Commission to solicit City recommendations for Corcoran's replacement; and (6) Sutherlin will reach out to City Boards and Commissions to inquire about any direct applications.

#### **Suggested 2025 Officers**

Cooksey reported that Nickens will present the complete slate of 2025 officers for a vote at the 2024 Annual Board Meeting, as mandated by statute.

#### **President & CEO Report (Cooksey)**

Cooksey shared her President & CEO Report PPT, and provided the following updates: (1) General updates – St. Louis Mural Project Wrap Party at the City Hall Rotunda – 9/23/24; (2) Arts & Health Symposium 10/21/24 & 10/22/24; (3) Snacks with RAC 9/25/24 and 10/30/24; St. Louis Film Project applications open in October; (4) 40<sup>th</sup> Anniversary Events & Storytelling; (5) Employee Engagement Survey Focus Groups and Action Plan; and (6) Theory of Change Draft including a detailed review of the mission, inputs, activities, outputs, outcomes, and impact.



### **Public Comment**

None in attendance.

Wilson asked to revisit the Governance Committee Report for clarification and noted the following: (1) suggested Board officer chart should reflect Commissioners eligible to serve as chair from 2026 to 2029 and show Board members who will remain on the Commission and have not cycled off during that period including City - Walker and Russell, and County - Levy and Purnell; and (2) noted that some individuals may or may not be interested in taking on the role of chair.

Cooksey expressed gratitude to Wilson on behalf of Nickens, affirmed that Wilson's statement was correct, and noted that the update would be made to reflect accurate eligibility.

Cooksey then acknowledged Gennaria's suggestion in the chat to consider two (2) hour commission meetings as the full Board convenes quarterly. Cooksey noted that this suggestion would be presented to the Governance Committee in planning for 2025.

### **Roll Call & Adjournment**

Johnson called for a motion to adjourn the September 19, 2024 Full Commission meeting.

**Motion made by Levy, seconded by Russell, and unanimously approved to adjourn the September 19, 2024 Full Commission meeting at 9:46 a.m. Votes were as follows:**

**Yea – Arbuthnot, Johnson, Gennaria, Ochoa, Fiorello, Russell, Levy, Purnell, Wilson**

**Nay – none**

**Abstain - none**

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator

### **Board Packet Attachments**

- Full Commission Meeting Minutes, 6/20/24
- Annual Board/Governance Training Documents
- FY 2024 Q2 Management Report
- August 2024 Cash Flow Analysis
- Resolution Building Sale Net Proceeds
- Board Member Term Summary
- Suggested 2025 Officers
- Executive Committee Minutes, 2/28/24
- Growth & Development Committee Minutes, 4/11/24
- Governance Committee Minutes, 5/9/24
- Grants & Programs Committee Minutes, 5/9/24
- Finance Committee Minutes, 6/10/24

