



**Regional Arts Commission  
Full Commission Annual Board Minutes  
March 14, 2024, 8 a.m. via Zoom**

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

Johnson called the March 14, 2024, meeting to order at 8:05 a.m.

**Commissioners Present**

Commission: Roz Johnson, chair, yea; John Russell, treasurer, yea; Rhonda Carter-Adams, yea; Robert Arbuthnot, yea; Beverly Isom, yea; Mont Levy, yea; Rudy Nickens, yea; Andréa Purnell, yea (8:12a); Cheryl Walker, yea; Angela Williams, yea (8:12a)

**Commissioners Absent**

Heather Corcoran

Sam Fiorello

Jerry Gennaria

Constantino Ochoa

David Wilson

**Staff**

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

Additional Attendees: Armanino - Chelsey Winsor, Janet Ramey, Andrew Brands, KEB - Rick Gratza, Trish Donovan

**Public Guests (Johnson)**

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

**Approval of November 16, 2023 Minutes**

**Johnson called for the approval of the November 16, 2023 minutes. Motion made by Walker, seconded by Russell, and unanimously carried to approve the November 16, 2023 minutes. Votes were as follows:**

**Yea – Johnson, Russell, Carter-Adams, Arbuthnot, Isom, Levy, Nickens, Walker**

**Nay – none**

**Abstain - none**



## **Chair Report**

### **2024 Theme “Possibilities”**

Chair Johnson shared that she recently heard LeVar Burton speak about the ability to project imaginative powers, which led her to think about the word “possibilities” – and, that two of the most powerful combined words in human language are ‘what if’. Johnson then shared the following: (1) thinking about RAC and the ‘now’ moments; (2) instead of ‘what now’ RAC, think ‘now what – that’s the power of possibilities; (3) every decision we have had to make has impacted someone; (4) accepting the invite to think of ‘what if’ unleashes the nature of possibilities and reminds us how important RAC is to those we serve (5) RAC is the largest public funder of the arts in STL; (6) kudos to Vanessa and the team for believing in the ‘what if’ regarding ARPA funds; (7) by thinking ‘what if’, RAC unleashes the power of possibilities; and (8) looking forward to the work and “possibilities” in 2024.

### **Commission Reappointments (St. Louis County)**

Chair Johnson reminded that St. Louis County Boards and Commissions approved RAC (4) year reappointments of Carter-Adams, Fiorello, Purnell and Levy through February 5, 2028.

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

Johnson called for the Finance Committee report from Chair Russell.

Russell reported that the Finance Committee met on March 11 to discuss what would be presented at this meeting, and called for the following reports:

### **FY 2023 Audit presented by Armanino, LLP**

Chance welcomed Armanino LLP - Janet Ramey, Chelsea Winsor, and Andrew Brands to the meeting.

Ramey reported that the Finance Committee approved the FY 2023 Audit at its March 11 meeting, and that Winsor would present highlights to the full Board during this meeting.

Winsor reported the following: (1) no major findings or material weaknesses on financial statements or single audit; (2) RAC’s FY 2023 Audit received Armanino’s version of an A+; (3) extended “kudos” to, and thanked, the entire RAC team and KEB; (4) Armanino went into more detail of audit results with the Finance Committee on March 11; (5) RAC is in a sound financial position; (6) no difficulties encountered during the audit; (7) highlighted financial analysis five-year trend; (8) increase in current assets and liabilities; (9) statements of revenue expenses and changes in net position; (10) total of non-operating revenue and interest income; (11) program expenses by purpose per year; (12) total expenses by purpose for 2023; (13) administrative expenses to total revenue; (14) total revenue per year; (15) current ratio; and (16) days in cash.

**Russell called for the approval of the FY 2023 Audit. Motion made by Walker, seconded by Nickens, and unanimously carried to approve the FY 2023 Audit. Votes were as follows:**

**Yea – Johnson, Russell, Carter-Adams, Arbuthnot, Isom, Levy, Nickens, Purnell, Walker, Williams  
Nay – none**



**Abstain – none**

Russell expressed appreciation for the work of Armanino.

Armanino left meeting.

**Revised Accounting Policies & Procedures Manual**

Chance highlighted Accounting Policies & Procedures Manual changes, compared to the prior version, related to the following: (1) responsibilities for President & CEO, VP of Finance & Operations and the Business Operations Manager throughout the manual; (2) Gift Acceptance Policy; (3) Investment Policy; (4) Minimum Unrestricted Net Position Balance; (5) Maximum Unrestricted Net Position Balance; (6) Conflict of Interest Policy approved at the September 2023 full Board meeting; (7) Credit Card Policy; (8) Budget Policy updated to reflect roles/responsibilities of VP of Finance & Operations; (9) Financial Statement Audit Policy; (10) updated Payroll Procedures; (11) grants application(s) procedures; (12) Monthly Accrual and Bank Reconciliation Procedures; (13) Commission Resolution for Investment of Proceeds from 6128 Building Sale; (14) acknowledgment of RAC's Cyber Security Insurance Policy; (15) chart of accounts; and (16) list of accounting and financial vendors.

**Russell called for the approval of the Accounting Policies & Procedures Manual. Motion made by Levy, seconded by Carter-Adams, and unanimously carried to approve the Accounting Policies & Procedures Manual. Votes were as follows:**

**Yea – Johnson, Russell, Carter-Adams, Arbuthnot, Isom, Levy, Nickens, Ochoa, Purnell, Walker, Williams, Wilson  
Nay – none**

**Abstain – none**

**FY 2023 – Q4 Management Report (Chance)**

Chance reminded that the management report (included in the packet for this meeting) is operations only and does not include ARPA funds as the Audit included all funds combined. Chance then highlighted the prior year comparison Q4 Management Report (operations) as follows: (1) Hotel/Motel tax revenue; (2) operating expenses; (3) General Operating Support grants; (4) Program Support and Artist Support grants; (5) program expenses; (6) administrative expenses; and (7) budget vs. actual.

**January/February 2024 Cash Flow Analysis (Chance/KEB)**

Chance highlighted the January/February cash flow (also included in the board packet for this meeting) as follows: (1) payroll and benefits; and (2) ending cash balance for 2023.

**ARPA for the Arts Statement of Activities**

Chance highlighted the ARPA for the Arts Statement of Activities as follows: (1) total revenue received during 2023; (2) total operating expenditures; (3) total grants to date; and (4) total expenditures at fiscal year-end; (5) net operating revenue; and (6) accumulated interest.



### Revenue Trends

Cooksey reminded that reports are made on an accrual basis and noted that the following report was shared with the Executive Committee at its February 28 meeting. Cooksey highlighted revenue trends as follows: (1) Hotel/Motel Revenue Chart for 2007-2023 representing percent growth; (2) average percent growth has been flat; (3) just over 1-2% annual revenue growth; (4) Explore STL revised revenue forecast for FY 2024 and communicated decrease in convention bookings for this fiscal year; (5) other data points to consider; (6) revenue below forecast; (7) shared Hotel/Motel Revenue Chart 2019 – 2024; (8) during January, staff conducted an exercise to reduce expenses across all categories, business administration operations and grants; (9) this report does not require a full Commission vote but important to avoid a deficit; (10) amount of ending cash balance needed to carry over into the new year for business expenses; (11) in quest to be equitable, continue to be thoughtful about grantees and their expenses by paying them up front during the month of June; (12) will continue to watch Hotel/Motel revenue and will revisit if additional savings is needed; and (13) revenue trends underscore the importance of diversifying revenue. Cooksey then thanked Angie and the new Growth & Development Committee chaired by Commissioner Levy.

Brief discussion held regarding 'possibilities' as the main purpose of the new Growth & Development Committee.

### Grants & Programs Committee Report (Haubrich)

Johnson then called for the following Grants & Programs Committee Reports:

#### 2024 Hotel/Motel Tax Grants Cycle

Haubrich highlighted the 2024 Hotel/Motel Tax Grants Cycle as follows: (1) currently in midst of 2024 grant rounds – shared deadlines; (2) grants teams conducting prerecorded and in-person workshops; (3) offering unrestricted funding for all arts organizations; (4) two cycles for Artist Support grants; (5) shared 3-year comparison 2022-2024 – showing a 98% increase of applications received; and (6) update on non-arts organization grants.

#### RAC Programs Update: CAT, GYO Obata, Artist INC

Haubrich gave the following RAC programs update for CAT, GYO Obata, and Artist INC: (1) postponing 2024 programs – Gyo Obata and MAAA Artist INC., as the lead for those programs, Angela Rhone, is unable to fulfill her leadership role, and RAC currently does not have the staff to operate the programs; (2) Gateway Foundation supportive of Gyo Obata decision and that she [Haubrich] will share additional updates later this year; (3) prepping for CAT cohort under leadership again of Pacia Anderson – noted 2025 partnership with Gateway Rivers Greenway; (4) will share additional information; (5) Artist INC Express and Artist INC Live peer to peer realm for development; and (6) Artist INC Live will take place in fall 2024.

#### ARPA for the Arts Update (Haubrich & Morgan)

Haubrich shared chart ARPA for the Arts tourism grants which included list of organizations and grant amounts, and noted meetings held with each grantee. Asked Morgan to present report.

Johnson left meeting; Russell led remainder of meeting.



Morgan thanked her staff, Harris, and Boscoe, along with the entire RAC team in helping to execute this program. Morgan then presented the ARPA Statistical Overview of the first rounds of the project which included the following: (1) total amounts awarded; (2) awarded organizations by ward; (3) total applications received and approved; (4) applicants by artistic practice; (5) total amount awarded vs. average awarded; (6) ARPA applicants, success and QCT Rate; (7) applicants by ward; (8) top three [3] total award amounts by ward; (9) total approved QCT and Non-QCT applicants; (10) total award rate by QCT vs Non-QCT; (11) applicants by corridor; (12) success rate of QCT by corridor; (13) funding distribution by corridor; and (14) reasons for declined applicants.

Cooksey underscored Morgan's kudos and noted that everyone on the team has "touched" ARPA.

**President & CEO Report (Cooksey)**

Cooksey highlighted the following: (1) Happy 314 Day; and (2) plan to celebrate RAC's 40<sup>th</sup> Anniversary in 2025 – asked Peters to report.

Angie shared the following regarding celebrating RAC's 40<sup>th</sup> Anniversary – 1985-2025: (1) campaign background - a 'nod to the past', highlight the present and proclaim the future; (2) campaign objectives – celebrate RAC's achievements, engage the community, and raise \$10M to advance RAC's work for the next decade; (3) Campaign Events – birthday launch during January 2025 [online], a birthday lunch during Feb 2025 (in-person) – kudos to Nichole for suggesting to make this event part of Arts Advocacy Day in Jefferson City, and a birthday party during August or September [in person]; (4) next steps: establish a Birthday Party Committee of stakeholders, and create communications plan and project timelines.

Cooksey also highlighted the following: (1) Q1 happenings related to Internal affairs and external affairs; (2) approved FY 24 Work Plan; (3) Strategic Plan vs. Theory of Change – current APC: Strategic Plan 2020-2024, RAC's 40<sup>th</sup> Anniversary in 2025, moving from an organization of activities to an organization of impact [me to we], and 10-Year Goal [2025-2035] – also discussed during February 28 Executive Committee meeting – will be focus of annual retreat with Dr. Robert Harvey again as facilitator; (4) Webster University partnership inquiry – also shared during February 28 Executive Committee meeting; (5) upcoming events where RAC is being recognized or participating; (6) team monitoring [a] City of St. Louis 1% for art ordinance; and [b] monitoring HB2619 which prohibits state departments from spending money on diversity, equity and inclusion initiatives.

Discussion held regarding the following: (1) 10 annual plans within the theory of change; (2) RAC's financial outlook and impact on being "fully staffed"; and (3) improbable funding from county or additional funding from city.

Williams left meeting.

**Public Comment**

None in attendance.

**Roll Call & Adjournment**



Russell called for a motion to adjourn the March 14, 2024 Full Commission meeting.

**Motion made by Carter-Adams, seconded by Nickens, and unanimously approved to adjourn the March 14, 2024 Full Commission meeting at 9:31 a.m. Votes were as follows:**

**Yea – Russell, Carter-Adams, Arbuthnot, Isom, Levy, Nickens, Purnell, Walker**

**Nay – none**

**Abstain - none**

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator

**Board Packet Attachments**

- Full Commission Meeting Minutes, 11/16/23
- FY 2023 Audit
- Revised Accounting Policies & Procedures Manual
- FY 2023 Q4 Management Report
- January/February 2024 Cash Flow Analysis
- Revenue Trends
- Grants & Programs Committee Minutes, 10/19/23
- Finance Committee Minutes, 11/13/23
- Executive Committee Minutes, 12/1/23