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REGIONAL ARTS  
COMMISSION OF ST. LOUIS



**Regional Arts Commission  
Commission Meeting Minutes  
May 13, 2021 @ 8:00AM via ZOOM**



**Welcome and Call to Order – Mont Levy, Chair**

Levy: Called the May 13, 2021 meeting to order at 8:03 a.m.

**Attendees**

Commission: Mont Levy, Cheryl Walker, John Russell, Andrea Purnell, Rhonda Carter Adams, Heather Corcoran, Sam Fiorello, Jerry Gennaria, Roz Johnson, Walé Soluade, Kellie Trivers, Mary Walsh, David Wilson

Absent: Vin Ko

Staff: Vanessa Cooksey, Rita Dillard, Chloe Smith

Other: Rick Gratza (KEB), Lea Sutherlin (Admin Consultant)

Levy called for open discussion regarding meeting minutes format.

**Approval of March 11, 2021 Minutes – Mont Levy**

**Motion made by Walsh, seconded by Gennaria and unanimously carried to approve the March 11, 2021 minutes.**



**Chair Report – Mont Levy**

Levy: Budget situation continues to be challenging; working on reimagining grants; focus on Sunshine Law in governance; Ad Hoc Facilities Committee will meet in near future; the community continues to receive Cooksey with “open arms”; RAC committees have been active.

Levy: Congratulated Walker on being named Woman of Achievement; exciting and well deserved; looking forward to details of the program.

Walker: Expressed appreciation for acknowledgement; program will be aired on PBS in September.

Levy highlighted the following: (1) currently working on Cooksey 6-month review; (2) live performances have started back throughout the community – as part of Commission responsibility, encouraged participation in the arts sector; (3) Loop East CID annual meeting held two weeks ago – one year before bond payoff, routine meeting, elected officers, approved budget; and (4) upcoming meetings including full meeting in June, no meeting in July, full meeting in August, executive meeting possible in early June.

Levy called on Russell for Finance Committee reports.

### **Finance Committee (Russell)**

Russell noted Finance Committee met on May 10th; asked Gratza to present the following:

#### Cash Flow Update

Gratza referred Commissioners to the Board packet and highlighted the following: (1) actual cash flows through the month of April and projected cash flows through remainder of the year; (2) hotel/motel revenues and expenses tracking – low point in October cash balance; and (3) hotel/motel projections for the month of May.

#### Q1'21 Management Report

Gratza highlighted the following:

- (1) Statement of financial position/balance sheet which shows assets and liabilities as of March 31, 2021 compared to March 31, 2020; unrestricted net position decreased from the prior year (he reminded that RAC internal policy states unrestricted net position be between 10%-25% of annual expenses); although unrestricted net position decreased, unrestricted net position as percentage of expenses actually increased, because annual expenses decreased more than the unrestricted net position decrease; a temporary situation – will correct itself once hotel/motel tax revenue recovers and expenses increase closer to pre-COVID spending levels.
- (2) Statement of revenues and expenses – comparing Q1'21 with Q1'20; not a meaningful comparison between revenues and expenses for first three months in 2020 compared to first three months in prior year/pre-COVID; decrease in both revenues and expenses which is reflective of impact of COVID-19 and RAC's decision to curtail programs and expenditures; highlighted comparison between Q1 actual revenue and expenses to the budget; miscellaneous income and update on PPP loan; RAC recently filed for ERC credit; and change in net position.

Fiorello: Inquired as to how variances are reflected.

Gratza: Will change format to better clarify and represent either a positive or negative variance.

- (3) Schedule of expenses by program – focused on administrative expenses (statutory limitation reminder of no more than 15% of total revenue); Q1 administrative expenses

were 25% of total revenue – increase due to unprecedented decrease of hotel/motel tax revenues in 2021; expects to be back at 15% by Q3 due to additional staffing displacements.

- (4) Schedule of tax receipts/collections – only presenting 2020 not 2021 because of a four-month lag between tax earned and tax received by RAC; under budget through Q4 with April receipts yet to be collected - all due to the COVID-19 pandemic.

#### Review and Recommendation to approve Form 990

John invited Cooksey to add any comments regarding Form 990.

Cooksey: Form 990 reflects events of 2020; Form 990 based on audited financial statement approved by this Commission at its March meeting; next action – she (Cooksey) will work with Brown Smith Wallace to submit by Monday; will then be posted on RAC website.

**Motion made by Fiorello to approve submission of Form 990, seconded by Carter-Adams, and unanimously approved.**

#### **Governance Committee (Levy & Trivers)**

Levy called on Trivers for the Governance Committee report.

Trivers reported on the following:

#### General Governance Update

Trivers highlighted the following: (1) Commissioner terms summary included in the Board packet; Cooksey and Sutherlin met with City and County board representatives and resolved issues regarding terms; need to submit names for the open seat in the county – looking for someone located further west with financial background experience when looking at transitioning; that term expired January 2021.

#### Review Amendment to Bylaws

Trivers: Governance Committee looked closely at the Senate Bill regarding the term of the RAC chairman; appreciates revisions to bylaws done by Walker which could be found in the Board packet.

Discussion held on statute regarding chair appointment, term, and transition structure. Will vote on bylaws/revisions at next meeting.

Trivers: Encouraged Commissioners to look closely at page 90-100 of bylaws; commissioners are eligible for two – 4-year terms following completion of someone else's term.

Trivers then noted that plans are underway for a half-day Commissioner's retreat for fall 2021; agenda will look at officers of the Commission and possibly hold elections at that time; will take a close look at the budget; and approve committees and committee chairs.

Levy: Will also hold important conversation regarding grants during the retreat - fall 2021 will be a good time for broader Commission input; Ad Hoc Facilities Committee will be in robust discussion by then, and hopeful to have a focus on DEI work.

Trivers asked Cooksey to report on the new commissioner orientation and the Sunshine Law.

Cooksey: Reminded about the new digital commissioner handbook; hosted an orientation for newest board/commission members; extended thanks to Sutherlin who worked with TPI to bring everything up to date; encouraged commissioners to view the orientation and the Sunshine Law compliance videos if they have not already done so.

Kellie: Thanked Cooksey and Sutherlin for a job well done on the new online handbook.

Brief discussion held regarding HB 1366 legislative hearing.

### **Grants Committee (Purnell)**

Levy called on Purnell for the Grants Committee report.

Purnell reported on the following:

#### Grantmaking 2.0

Purnell: Provided brief update from Grants Committee meeting held April 30th – minutes can be found in Board packet.

Purnell further reported that Cooksey shared the positive feedback from grantees as it relates to the current reporting system; shorter surveys are well received and appreciated.

Levy called on Cooksey for the President & CEO report.

Cooksey reported on the following:

#### Staffing Update

Continuing to move to a new staffing model that better meets needs of RAC while adhering to 15% requirement.

#### Town Hall Recap

Town Hall webinar hosted on March 31<sup>st</sup> had 68% attendance rate with 265/387 registrants in attendance; people appreciated the transparency from participants/speakers.

#### Stakeholder Engagement

Shared stakeholder engagement highlights which included 1:1 and group meetings, events and tours, and media opportunities during March 11 – May 14, 2021.

Levy: As noted at the top of the meeting, Cooksey has been very busy and extremely productive; good things lie on the horizon for RAC; asked Fiorello to share his announcement.

Fiorello: Invitation to mark calendars for October 2, 2021 for special COVID-19 memorial event; will commission an artist to create a permanent art exhibit for the event; will be aired on PBS; he will provide additional information.

Levy asked Sutherlin to conduct the Commissioner roll call:

Present: Levy; Walker; Russell; Purnell; Carter Adams; Corcoran; Fiorello; Gennaria; Johnson; Soluade; Trivers; Walsh; Wilson

Absent: Vin Ko

Levy called for a motion to adjourn.

**Motion made by Fiorello, seconded by Purnell and unanimously approved to adjourn the May 13, 2021 Commission meeting at 9:18 a.m.**

Submitted by Lea Sutherlin  
Administrative Consultant

**Board Packet ATTACHMENTS:**

- Board Agenda, May 13, 2021
- Meeting Minutes, March 11, 2021
- Governance Committee Minutes, March 11, 2021
- Finance Committee Minutes, April 5, 2021
- Governance Committee Minutes, April 13, 2021
- Governance Committee Minutes, April 23, 2021
- Grants Committee Minutes, April 30, 2021
- Cash Flow Spreadsheet
- Q1'21 Management Report
- Form 990
- Amended Bylaws (final draft & redlined version)
- Board Terms Summary
- Commissioner Handbook (one-pager)