

**Regional Arts Commission
Full Commission Board Minutes
March 9, 2023, 8 a.m.
Hybrid - CIC/Cortex, 4240 Duncan Ave., Havana Room, 2nd Floor, STL 63110**

Welcome and Call to Order – Andréa Purnell, Chair

Purnell called the March 9, 2023, meeting to order at 8:05 a.m. and asked Lea to conduct the Commissioner roll call.

Present

Commission: Andréa Purnell, chair, Roz Johnson, vice chair, Jerry Gennaria, secretary, John Russell, treasurer, Rhonda Carter-Adams, Heather Corcoran, Beverly Isom, Mont Levy, Rudy Nickens, Constantino Ochoa, Cheryl Walker, David Wilson

Absent

Vin Ko, Sam Fiorello

Staff

Vanessa Cooksey, Nichole Belford, Rita Dillard, Jay Scherder, Jason Schipkowski, Chloe Smith, Lea Sutherlin, Leigh Winter, Monique Levy, Jonathan Levy, Angie Peters, Tony Chance

Additional Attendees: Rick Gratza (KEB), Chelsea Winsor (Armanino LLP), Janet Ramey (Armanino LLP), Rob Goltermann (DCM)

Public Guests (Purnell)

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

Approval of January 23, 2023 Minutes

Purnell called for the approval of the January 23, 2023 minutes. Motion made by Levy, seconded by Carter, and unanimously carried to approve the January 23, 2023 minutes.

Chair Report (Purnell)

2023 Theme “Unleashing The Artist Within”

Purnell reported on the following: (1) thanked everyone for their support in her role as the 2023 Chair; (2) noted she looks forward to serving RAC under a “brilliant leader;” (3)

shared context about her road to RAC; and (4) presented on her 2023 theme, “Unleashing The Artist Within.” Highlighted keys to exploring a creative spark including 1. consider keeping a journal; 2. listen to music; and 3. be curious/never stop learning.

Purnell called for the Finance Committee report from Chair Russell.

Finance Committee Report

FY 2022 Audit presented by Armanino, LLP

Russell called for the FY 2022 audit report from Armanino LLP; gave kudos to Cooksey and her team and thanked KEB.

Ramey, Engagement Partner at Armanino, introduced the auditors’ report and asked Winsor, Armanino manager, to present highlights.

Winsor highlighted the following: (1) result of the engagement including audit of financial statements and preparation of Form 990; (2) communications with the Finance Committee; and (3) financial analysis – assets and liabilities, statements of revenues, expenses, and changes in net position.

Motion made by Levy, seconded by Corcoran and vote was unanimous to approve the FY 2022 Audit.

Russell then called for the following reports:

FY 2022 Q4 Management Report presented by Gratza (KEB)

Gratza presented the FY 2022 Q4 Management Report and reminded that the quarterly management reports are on the cash basis of accounting vs. the annual audit report which is prepared on accrual basis; reported on the following comparisons for FY 2022 compared to FY 2021 - ending cash balances, grants and programs, other expenses, unrestricted cash balances, administrative expenses, and budget vs. actual.

Hotel/Motel Revenue & FY 2023 Budget Update (Cooksey)

Cooksey reported on Hotel/Motel revenue and presented PPT with actuals and forecasts to date, pre-COVID amounts and revenue gap. She then shared the revised RAC FY2023 budget and reminded that the document was included in the packet for this meeting. Cooksey then shared revisions to the approved FY 2023 budget as follows: (1) beginning cash balance; (2) miscellaneous income line related to ARPA funds; and (3) payroll. Cooksey added that there is no material difference and while these revisions do not require a vote, it was important to share with the Board.

President & CEO Report (Cooksey)

Cooksey’s President & CEO report included the following:

(1) Welcomed New Team Members - Angie Peters, VP of Growth and Development and Tony Chance, VP of Finance and Operations. Cooksey asked Peters and Chance to share about their backgrounds.

(2) Grants Update – applications close March 27; outreach efforts are working; applications as of March 7 - Program Support, 192 and Artists Support, 443; noted importance of diversifying revenue; invited sign-ups for grant reviewers.

(3) Cultural Tourism Outreach Update – showed design of the RAC banner that will be located at Lambert Airport

(4) ARPA Update – contract execution in progress and reminded that RAC Board member Conflict of Interest forms are needed; feature in NLC Blog; will hire project manager; finalizing the brand; and ARPA specific Town Hall will be held in early April. Cooksey then highlighted 2023 and 2024 ARPA grants for General Operating Support, Program Support and Artists Support.

Brief discussion held regarding ARPA grants for City grantees only in compliance with contract requirements.

Cooksey extended kudos to Belford who sent letters and packets to all aldermanic candidates to assist with talking points about the Arts. Cooksey then showed the ARPA brand design (as required by the contract); extended kudos to Scherder and Schipkowski for the design; distributed for meeting attendees to vote on one of the two designs.

(5) Other updates – FY22 Form 990; General Operating Support (GOS) meetings; kudos to Haubrich and Smith who held individual meetings with each GOS organization resulting in outstanding feedback; Explore St. Louis update; reminder for Gyo Obata Fellowship application is open; upcoming events including April 17 - Arts & Education Council Arts Awards, April 24 – STL Visionary Awards for Women in the Arts; April 30 – Urban Sprouts Icons Brunch; and a new experience to generate revenue - March 9 @ 6:30p – Mid Coast Media Group private RAC event with comedienne Kym Whitley and possibly Sherri Shepherd, March 9 @ 6:30p. Cooksey also encouraged everyone to read the Public Art History Primer sent to RAC Commissioners and Staff on March 7, and extended kudos to Smith for her hard work. Cooksey encouraged attendees to share with artists about RAC's partnership with Mid America Arts Alliance Artist Inc. Express & LIVE, professional development for artists – discussing the business side of The Arts.

(6) Facilities Discussion - Cooksey noted that the presentation on the facilities discussion could be found as part of the packet for this meeting. She noted the following: (1) Strategic Plan requires a master facilities plan – late 2020 through 2021 - the Ad Hoc Facilities Committee explored three options; (2) January 2022 - based on information at that time, staff recommended to keep and invest in the building; and (3) new insights over the past year including estimated costs for cosmetic and functional upgrades, worsening maintenance issues, unresolved legal issues, worsened parking situations, 21 maintenance issues, RAC's growing positive reputation and engagement resulting from external events, and renewed interest from prospective buyer – has generated a revised recommendation to sell and move. Cooksey further noted that sell and move would include (1) restrict net proceeds for current and future space needs; (2) lease space for staff work; (3) continue to host major events at grantee locations; (4) finish long-term facilities strategy with new strategic pan; and (5) still need to answer the following questions as a Commission/Staff from the Strategic Plan and the Campfire research... #1 – Does RAC need to own real estate to accomplish its mission? #2 – Where and how should RAC do its work/long term location?

Cooksey then reviewed the financial overview including expense, income, and net comparison for keep and invest vs. sell and move. Cooksey asked Rob Goltermann, president of DCM, to comment.

Goltermann shared that he has worked with commercial real estate over 20 years; shared his thoughts, expertise, and concurred with Cooksey's scenario.

Brief Commission discussion held regarding (1) getting the best numbers by putting building on market and pressure testing; (2) status of appraisal; and (3) interest expressed by a prospective buyer.

Purnell noted the following: (1) reminded that this is a conversation and that while it is an Executive Committee decision, it was important to hear from all Commissioners; (2) thanked Levy as Commission chair that led during the Ad Hoc Committee sessions from January 2021 through January 2022, with Gennaria as chair of that committee; (3) context during that time to present; and (4) her agreement with pressure testing. Purnell opened the floor for additional conversation/comments.

Open Discussion (All)

Commission discussion held regarding (1) mechanisms other than institutional memory for ensuring past offer(s) from prospective buyer; (2) policies around net assets; (3) commonality of setting aside assets for facilities purposes; (4) importance of what's been taught during the past year; (5) validity of the recommendation; (6) gallery/convening space options; (7) narrow window for pressure testing to ensure most productive space options for staff; and (8) consideration of offer from prospective buyer.

Gotlermann further shared additional context regarding 6128 Delmar, how it would classify on the market, diminished value with lack of parking, and other pros and cons of the building.

Cooksey shared possible gallery space options where artists and arts organizations would get support, and City approval of ARPA funding to cover the space options.

Purnell noted that a brief conversation was held on facilities discussion during the March 6 Finance Committee meeting and asked thoughts from staff regarding possibility of a move.

Staff shared thoughts regarding keep and invest vs. sell and move.

Purnell noted that Executive Committee will convene for further discussion and report back to the full Commission.

Public Comment

None in attendance.

Roll Call & Adjournment

Present

Commission: Andréa Purnell, chair, Roz Johnson, vice chair, Jerry Gennaria, secretary, John Russell, treasurer, Rhonda Carter-Adams, Heather Corcoran, Beverly Isom, Mont Levy, Rudy Nickens, Constantino Ochoa, Cheryl Walker, David Wilson

Adjournment of Open Session/Motion for Executive Session (Purnell)

Purnell called for a closed executive session and requested that only Commissioners remain for the session.

Motion made by Walker, seconded by Corcoran, and unanimously approved to adjourn the open session of March 9, and to open the closed executive session - pursuant to RSMO 610.021(3) for legal and personnel matters, at 9:29 a.m.

The executive session concluded at 9:40 a.m.

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator

Board Packet Attachments

- Full Commission Meeting Minutes, January 23, 2023
- FY 2022 Audit
- FY 2022 Q4 Management Report
- Revised FY 2023 Budget
- January/February Cash Flow Spreadsheet
- Facilities Discussion Presentation
- Governance Committee Meeting Minutes, October 14, 2022
- Finance Committee Meeting Minutes, November 7, 2022
- Grants & Programs Committee Meeting Minutes, November 10, 2022
- Executive Committee Meeting Minutes, December 8, 2022
- Executive Committee Meeting Minutes, January 12, 2023