

**Regional Arts Commission
Full Commission Board Minutes
September 14, 2023, 8 a.m.
Hybrid - CIC/Cortex, 4240 Duncan Ave., Havana Room, 2nd Floor, STL 63110**

Welcome & Roll Call – Purnell & Sutherlin

Purnell called the September 14, 2023, meeting to order at 8:03 a.m. and asked Sutherlin to conduct the Commissioner roll call.

Commissioners Present

Commission: Andréa Purnell, chair, yea; Jerry Gennaria, secretary, yea; John Russell, treasurer, yea; Rhonda Carter-Adams, yea; Sam Fiorello, yea; Roz Johnson, yea; Rudy Nickens, yea; Cheryl Walker, yea; Angela Williams, yea; David Wilson, yea; Beverly Isom (joined @ 8:10a)

Commissioners Absent

Heather Corcoran
Mont Levy
Constantino Ochoa

Staff

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

Additional Attendees: Rick Gratza, Trish Donovan (KEB)

Public Guests (Purnell)

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

Approval of June 8, 2023 Minutes

Purnell called for the approval of the June 8, 2023 minutes. Motion made by Russell, seconded by Walker, and unanimously carried to approve the June 8, 2023 minutes. Votes were as follows:

Yea – Purnell, Gennaria, Russell, Carter-Adams, Fiorello, Johnson, Nickens, Walker, Williams, Wilson

Nay – none

Abstain - none

Chair Report

2023 Theme “Unleashing The Artist Within”

Chair Purnell shared the following: (1) encouraged everyone to “unleash the artist within” by getting outside; (2) gave example of the recent Music At the Intersection (MATI) event where RAC served as a partner; (3) noted that RAC has been part of all the arts bringing so much joy within the STL community; (4) added that performances are great and the mood is wonderful; and (5) encouraged all to find time to enjoy the arts in their leisure time.

Welcome New Commissioner – Angela Williams

Chair Purnell welcomed Commissioner Angela Williams, newly appointed to RAC by the St. Louis County Executive. Asked Williams to comment.

Williams shared the following: (1) she is happy to serve on the Commission; (2) worked for RAC in the 90s; and (3) looking forward to bringing creativity to the table.

Purnell asked Cooksey to report the facilities update.

Cooksey shared the following: (1) Washington University due diligence inspection to be conducted on September 19; (2) expecting to close during last week of October; (3) RAC belongings have been moved into storage and working space has been secured at CIC 4220 Duncan; (4) everything coming together; and (5) thanked commissioners for their leadership in this space of savings and innovation.

Finance Committee Report (Russell, Chance, KEB)

Purnell called for the Finance Committee report from Chair Russell.

Russell called for the following reports from Chance.

FY 2023 Q2 Management Report

Chance presented the FY 2023 Q2 Management Report and highlighted the following prior year comparisons: (1) total receipts; (2) total expenses; (3) bond payments (3) net income for the quarter; (4) ending cash; (5) unrestricted cash; and (6) administrative expenses. Chance then highlighted cash position budget vs. actual.

August 2023 Cash Flow Update

Chance highlighted the August 2023 Cash Flow as follows: (1) revenue/variance projections for the year; (2) anticipated cost savings in payroll and benefits; (3) grants category increased spending for support grants; (4) statement for the ARPA budget including salaries and benefits, building/facility, business admin ops, grants, total expenditures, net revenue; and (5) ARPA interest accumulation.

Brief discussion held regarding ARPA funds bank account and possibility of bonds in the future.

Sale Proceeds Board Designation Recommendation

Vanessa noted that this recommendation would be for the Commission to agree on the language of the policy and how it will be a Board designated fund.

Chance gave status update on sale process of 6128 Delmar as follows: (1) due diligence periods; (2) purchase and sale agreement; (3) closing period; (4) sale price; (5) net proceeds distribution including

brokerage fees, closing costs, commitment to Explore STL, and HVAC loan payoff; (6) after payment of fees, and other costs – proposed that remaining net proceeds be invested in Certificates of Deposit for FDIC insurance and reinvestment for perpetuity; and (7) a portion of deposited proceeds to be used for RAC operating expenses to pay rent at CIC for at least 24 months (preparation for RAC 40th Anniversary), long term storage, other expenses at the Foundry not covered by ARPA funds, and applied toward anticipated down year in 2024 for Hotel/Motel tax revenue.

Motion made by Fiorello, seconded by Purnell, and unanimously carried to approve the 6128 Delmar sale proceeds Board designation recommendation. Vote as follows:

Yea – Purnell, Gennaria, Russell, Carter-Adams, Fiorello, Isom, Johnson, Nickens, Walker, Williams, Wilson

Nay – none

Abstain - none

Russell asked Cooksey to present the FY 2024 Budget Draft.

FY 2024 Budget Draft

Cooksey shared the following: (1) FY 2024 Budget Draft included in the packet for this meeting; (2) first draft and will require a vote by the full Commission at the November 2023 meeting; (3) goal is not to overspend; (4) preparing for a down year in 2024; (5) encouraged review of pre-reads for the upcoming Annual Board/Staff Retreat for further discussion; (6) spent more on grants in 2023 but preparing for belt tightening in 2024, to ensure a strong budget in 2025 and the 40th Anniversary; (7) may hold off on new FTEs in 2024 to prevent layoffs; (8) payments due on PPP loan; (9) worked diligently to keep grants budget flat; (10) working to streamline class codes in the budget; and (11) will continue to monitor expenses this year and continue discussions with Explore STL regarding revenue.

Grants & Programs Committee Report (Johnson, Haubrich)

Purnell then called for the Grants & Programs Committee Report from Johnson, committee chair and Haubrich.

Johnson noted that while Haubrich was in attendance via Zoom, that she (Haubrich) had been under the weather. Johnson then gave the following update on the proposed plan for 2024 grantmaking, and program updates on Gyo Obata, CAT Institute and Artist INC: (1) objectives, which could be found in the proposed plan included in the packet for this meeting; (2) trying to keep funding flat and what that means to organizations with large budgets, and percentage of what RAC budget means to those total overall budgets; (4) goal is to be more equitable in funding; (5) criteria for the funding remains the same; (6) non arts organizations and universities with arts programming can also request up to \$10K in program funding; (7) proposed budget for unrestricted arts and culture organizations; (8) establish a financial review panel in addition to an artistic panel review; (9) customize application questions in capacity and sustainability; (10) hold a town hall and continue to keep the community updated on any changes.

Johnson asked Haubrich to comment.

Haubrich noted that making the equitable grants with the unrestricted funding has been a long-awaited plan.

Johnson also noted the following: (1) grant amounts for arts and culture organizations from unrestricted grants, based on those orgs' annual operating budgets; (2) program support grants for non-arts organizations; (3) proposed grant funding for eligible artists and full-time students within St. Louis City and St. Louis County; and (4) 2024 distribution twice per year. Johnson extended her appreciation to Haubrich and Smith for their continual review, simplifying the application/process and continuing to provide support for artists as they apply.

Johnson then reported that during the August Grants & Programs meeting, updates were given on Gyo Obata, and Pacia Anderson gave an update on the recent CAT Institute which she reported was successful.

Haubrich reported that Artist INC began on September 12 with a full cohort of 25 participating in the professional development program.

Johnson added that while there is much to prepare for in 2024, this report served as an update for the full Commission and that a vote was not yet needed.

Johnson left the meeting.

Governance Committee Report (Walker, Nickens)

Purnell then called for the Governance Committee report from Walker, chair and Nickens.

Walker reported on the following:

Conflict of Interest Policy (COI)

Walker presented the revised Conflict of Interest Policy included in the packet for this meeting. She noted that Nickens stepped in for her as she was unable to attend the Governance Committee meeting held in August. Walker shared the following: (1) reminder that Governance Committee has been working on a streamlined COI; (2) meetings were held with feedback and landed now with recommendation for approval of policy; (3) reminder that there were respective COIs for the board, the team/staff, and in the Management Book; (4) noted that Governance Committee working on getting a streamlined COI in one space/location. Walker asked Nickens to comment.

Nickens reminded that the proposed Conflict of Interest Policy was included in the meeting packet and extended his appreciation the work done by Walker and the Governance Committee on this policy for approval. Nickens shared that during the August meeting, it was also announced that Commissioner Williams would be a member of the Governance Committee, and a discussion was held regarding the status of all upcoming appointments.

Motion made by Gennaria, seconded by Carter-Adams, and unanimously carried to approve the revised Conflict of Interest Policy. Vote as follows:

Yea – Purnell, Gennaria, Russell, Carter-Adams, Fiorello, Isom, Nickens, Walker, Williams, Wilson

Nay – none

Abstain - none

Walker left the meeting.

City and County Appointment Updates

Purnell shared that after receiving the slate of St. Louis City potential applicants, she had pleasure of speaking with Rob Arbuthnot and Honna Veerkamp. Purnell then shared information about both candidates.

Motion made by Purnell, seconded by Nickens, and unanimously carried to submit Robert Arbuthnot and Honna Veerkamp to the Mayor's Office as candidates for the St. Louis City vacant seat on the Commission. Vote as follows:

Yea – Purnell, Gennaria, Russell, Carter-Adams, Fiorello, Isom, Nickens, Williams, Wilson

Nay – none

Abstain - none

President & CEO Report (Cooksey)

Cooksey reported/commented on the following:

(1) 2019-2023 Revenue Comparison: Presented 2019-2023 revenue comparison, gave update on revenue forecast volatility and management of such; and shared concern about anticipated drop in August revenue and overall projected revenue for the quarter.

(2) General Business Updates: *ARPA for the Arts* – monitoring visit, revenue replacement grants, and tourism grants; CDA conducted first audit and team received an outstanding review; *reminder* to follow RAC and STL Arts on social media, online engagement; *welcome* Greg Harris, Charlie Bosco members of ARPA for the Arts Team and Zenique Perry Artist INC Program Lead.

(3) RAC 101 Webinar Series: Developed by Sutherlin and will serve as a tutorial for new RAC Commissioners and Staff members.

(4) Annual Board/Staff Retreat: September 16 – Pre-reads on Tourism, Hotel/Motel Revenue will be emailed, and in addition to team building, Retreat is important for long-range planning.

(5) Cultura: October 23 – Cooksey and Stalling have reviewed the first draft of Creatives Count report which included great feedback from the arts community; will also report on AEP6 data from AFTA and will soon be a national model; encouraged everyone to register for the conference.

(6) Farewell to 6128: October 31 – Private event for current and past commissioners and staff.

(7) Annual Board Meeting: November 16.

(8) End of Year Holiday Event: December 6 - Planned by Scherder and Sutherlin; will be held at National Blues Museum; will invite RAC cultural partners.

(9) New Hispanic Heritage Flag: In celebration of Hispanic Heritage Month, RAC supported creation of New Hispanic Heritage Flag; well attended launch party at Missouri History Museum; shared photo(s); according to Hispanic Chamber and Hispanic Heritage Foundation, the flag is the only one of its kind in the country; kudos to Smith for working diligently on helping to bring it to life.

(10) Explore STL Hospitality Partners Award: September 14 – RAC to be honored with the Explore STL Hospitality Hero Award for work being done in partnership with Explore STL and for elevating the arts within the St. Louis community as a tourism driver; Chase will represent RAC at the event.

(11) Cultural Leadership Lifetime Achievement Award: October 19 - Youth development organization that brings youth together to learn about social justice; shared that she (Cooksey) was recently notified by the organization that the youth selected her to receive the Lifetime Achievement Award.

A&E Update

Cooksey then presented in detail, the A&E Council Update PPT included in the packet for this meeting as follows: (1) reminded about RAC's past decline of A&E's request to merge; (2) A&E's recent sale of its building; (3) RAC's Strategic Plan and arts education as an incomplete pillar which inspired her (Cooksey) to explore reconnecting with A&E because of that organization's legacy in the arts and education space; (4) received permission from RAC Executive Committee to revisit A&E as an acquisition; (5) must be done strategically and thoughtfully in a sustainable way for current times; (6) she (Cooksey) and Purnell met with A&E leadership to offer an acquisition; (7) PPT is a reflection of the conversations over the last couple of months and what is possible as benefits of A&E coming into RAC; (8) Arts & Education Council would become the Arts in Education Institute (AEI) @ RAC; (9) integrated organization chart and governance structure; (10) EINs and committee(s) structure; and (11) proposed next steps and timeline.

Open Discussion: (1) important opportunity of consolidation for the arts community; (2) understanding the differences, effort to strengthen focuses of the previous A&E; (3) counter opinions; (4) onboard of resources; (5) feedback from grantees; (6) 40 GOS organizations in support of this consolidation; (7) A&E cash, debt/distribution funding; (8) Cooksey to bring back due diligence report to full Commission for a vote/chair signature; (9) transparency is a must; (10) major activities on other side of the decision including RAC's strategic planning period, 40th Anniversary, and the Arts Awards Program; and (11) A&E 18 member board unanimous vote.

Motion made by Nickens, seconded by Russell, and unanimously carried to approve the A&E financial and legal due diligence to prepare an acquisition contract. Vote as follows:

Yea – Purnell, Gennaria, Russell, Carter-Adams, Fiorello, Isom, Nickens, Williams, Wilson

Nay – none

Abstain - none

Fiorella gave kudos to the special group working on the sale of 6128 Delmar, led by Gennaria.

Public Comment

None in attendance.

Roll Call & Adjournment

Motion made by Purnell, seconded by Gennaria, and unanimously approved to adjourn the September 14, 2023 full Commission meeting at 9:40 a.m.

Commissioners Present

Commission: Andréa Purnell, chair, yea; Jerry Gennaria, secretary, yea; John Russell, treasurer, yea; Rhonda Carter-Adams, yea; Sam Fiorello, yea; Beverly Isom, yea; Rudy Nickens, yea; Angela Williams, yea, David Wilson, yea

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator

Board Packet Attachments

- Full Commission Meeting Minutes, June 8, 2023
- 6128 Delmar - Executed Purchase Agreement (August 31, 2023)
- FY 2023 Q2 Management Report
- August 2023 Cash Flow
- Sale Proceeds Board Designation Recommendation
- FY 2024 Draft Budget Background Email & Worksheet
- FY 2024 Grantmaking Plan
- Revised Conflict of Interest Policy
- Commissioner Recommendation Bios – City
- A&E Update PPT
- Annual Board/Staff Retreat Agenda, September 16, 2023
- Governance Committee Meeting Minutes, April 13, 2023
- Executive Committee Meeting Minutes, May 4, 2023
- Grants & Programs Committee Meeting Minutes, May 11, 2023
- Finance Committee Meeting Minutes, June 5, 2023