



**REGIONAL ARTS
COMMISSION**
OF ST. LOUIS

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**Regional Arts Commission
Governance Committee Minutes
February 6, 2025 via ZOOM
8:00 a.m.**

Call to Order

Nickens called the February 6, 2025, meeting to order at 8:02 a.m. and asked Lea to conduct the Committee roll call.

Committee Members in Attendance

Rudy Nickens, chair, Roz Johnson, Andréa Purnell, David Wilson, Jerry Gennaria, ex-officio

Staff Attendees

Vanessa Cooksey, Lea Sutherlin

Approval of November 7, 2024 Minutes

Nickens called for motion to approve the minutes from the November 7, 2024, Governance Committee meeting.

Motion made by Johnson, seconded by Purnell, and unanimously carried to approve the November 7, 2024 Governance Committee minutes. Votes were as follows:

Yea – Nickens, Johnson, Purnell, Wilson, Gennaria

Nay – none

Abstain - none

Nickens then called for the following reports:

Review Current Board Terms (All)

Cooksey gave status update on Commissioner appointments/reappointments as follows: (1) STL City – [a] approved reappointment of Cheryl Walker with term ending 2029, and not eligible for reappointment as this concludes her own two four-year terms; and [b] approved appointment of Gerad Ewing - replacing Heather Corcoran - and eligible for reappointment through 2033; and (2) STL County – [a] Rudy Nickens' current term expires October 2025, and received directive from STL County Boards and Commissions to wait until the end of Q1 to submit request for reappointment; [b] submitted Board recommendation to appoint Matthew Coble with no decision to date, and received word from STL County Boards and Commissions that an additional candidate is under consideration; and [c] as of the date of this meeting, will continue to operate with Jerry Gennaria as 'chair-elect' until receive word on his official appointment as 2025 chair.





Topics for Board/Staff Retreat, June 27, 2025 (All)

Cooksey stated the following: (1) she is looking forward to the Annual Board/Staff Retreat on June 27, 2025; and (2) Cooksey, Dr. Harvey, and Sutherlin are preparing the content for the Retreat, and checking with this committee to determine the specific topics to focus on, with the Theory of Change as the primary emphasis.

Nickens asked if there any additional priorities to be considered in conjunction with the Theory of Change outcome, and if the primary focus would be launching the Theory of Change publicly.

Cooksey noted the following: (1) while moving forward with the internalization timeline, office hours have been set up for Commissioners to review the details of the plan; (2) will engage with stakeholders before the Board/Staff retreat; and (3) during the retreat, will focus on implementing the plan and making any necessary adjustments.

Nickens then asked if there were any additional comments or feedback before proceeding with planning content for the 2025 Annual Board/Staff Retreat.

There being no additional comments, Cooksey noted that she and Harvey would proceed with planning.

Topics for Board Governance Training, September 11, 2025 (All)

Cooksey noted the following: (1) past governance training sessions with focuses on DEI and risk management - respectively; (2) the importance of the September 11 meeting and Board/Governance professional development; and (3) asked this committee for input on any topics board members might like to learn about this year.

Discussion held as follows: (1) past governance training recap; (2) feedback on previous sessions; (3) governance issues, challenges and preparing for impact of shifting political climates; (4) changing landscape of philanthropy; (5) recap on 2024 Sunshine requests; (6) importance of being proactive in light of a long-standing grantee significantly affected by the current climate; and (7) need for pre-session materials and interactive elements to make training sessions more engaging and productive.

Review Governance Committee Charge/Responsibilities (Nickens)

Nickens reminded that the Governance Committee Charge was included in the packet for this meeting and asked for comments.

Johnson noted the need for clarity on not-for-profit (volunteers) and non-profit (employees).

Cooksey concurred and stated that she will ask the MARCOMM team to conduct a search to ensure 'non-profit' is used throughout RAC's website.

Gennaria placed the Chamber of Commerce link in the meeting chat for additional reference.



Commission Member Pipeline Dashboard (All)

Nickens asked Cooksey to begin this report.

Cooksey shared the following: (1) there are multiple board terms set to expire in 2026, 2027, and 2028 within both the City and County, with a significant number in 2028 – approximately half of which not eligible for reappointment; (3) suggested this committee collaborate with Sutherlin to create a dashboard featuring potential commissioners that includes names, skill sets, and individuals interested in RAC's work; and (4) possibly add the new dashboard to Commissioner's Online Handbook.

Nickens asked about insight into the applicants in the County's system and whether those applicants can express interest in serving on any board or commission without prior interaction.

Cooksey stated that to her knowledge, RAC can inquire about direct candidates who have applied without prior contact.

Discussion held regarding guidance for protocol, and procedures for setting up and utilizing the commission member pipeline dashboard.

Gennaria suggested limiting the visibility of certain data and that information such as names, titles, employers, and the submitter's identity be visible to everyone. Gennaria added that more sensitive information like contact details should be restricted to those who need it.

Cooksey concurred.

Building Board Culture/Commissioner Driven Activities

Nickens asked Cooksey to comment.

Cooksey presented the idea of encouraging commissioners to meet outside of regular board meetings to help foster a greater presence in the community.

Brief discussion held with the following suggestions: (1) possibly organize board member pairings, such as a "Board Buddy" system, where current members could mentor new members; (2) select a few nights throughout the year for commissioners to attend grantee events together, to show informal support – even if not everyone could attend each time, and would create a visible presence and demonstrate support for grantees; (3) importance of relationship-building beyond formal meetings, with commissioners agreeing that informal social events could help strengthen bonds; and (4) present this idea to the full Commission to identify potential volunteers who may be interested in leading these initiatives.

Purnell left the meeting at 8:46a.

Rudy called for any additional reports.



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Open Discussion (All)

Cooksey mentioned that a group had inquired about receiving a portion of RAC's funding and asked Gennaria to comment.

Gennaria shared that he received information from a fellow commissioner that St. Louis Sports Commission had been inquiring about RAC's funding and economic impact and requested his (Gennaria's) contact information.

Brief discussion held regarding the following points: (1) St. Louis Sports Commission's interest in Explore STL; (2) misconceptions regarding RAC; (3) statutes outlining the allocation of funding; and (4) strong backing from a cohort of RAC commissioners and constituents."

Cooksey then reported that Atty. David Lacks, a founding commissioner and first Board Chair of RAC recently attended 'Snacks with RAC' to meet her as President & CEO, and to remind RAC of the importance of support for St. Louis Symphony. Cooksey added that Atty. Lacks plans to attend the March board meeting.

Adjournment

Motion made by Johnson, seconded by Gennaria, and unanimously approved to adjourn the February 6, 2025 Governance Committee meeting at 9:01 a.m.

Votes were as follows:

Yea – Nickens, Johnson, Purnell (left @ 8:46a), Wilson, Gennaria

Nay – none

Abstain - none

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator

Attachments

- Governance Committee Minutes, November 7, 2024
- Board Member Term Summary
- Governance Committee Duties/Responsibilities

