

**Regional Arts Commission
Governance Committee Meeting
October 14, 2022 @ 9 a.m. via ZOOM**

Attendees

David Wilson, chair, Constantino Ochoa, John Russell, Cheryl Walker, Andréa Purnell

Staff: Vanessa Cooksey, Lea Sutherlin

Call to Order: Wilson called the meeting to order at 9:05 a.m.

Approval of the Minutes, August 2, 2022

Wilson called for approval of the August 2, 2022 minutes. Motion made by Russell, seconded by Ochoa and unanimously carried.

2022 Retreat Survey Results - September 17, 2022

Wilson asked for any comments or reflections regarding the survey from the September 17th retreat.

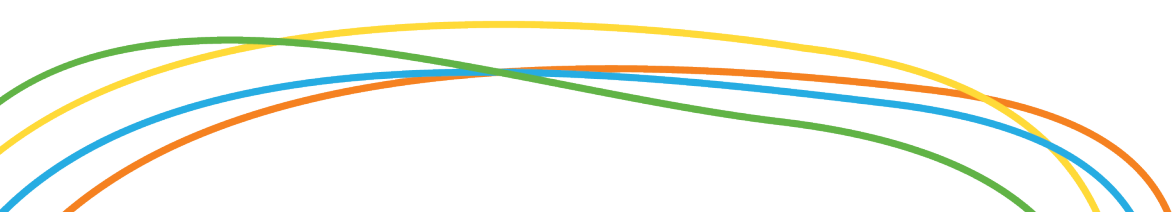
Cooksey added that she also asked for feedback during her 1:1s with Commissioners.

Wilson added (for the record) that given the role of the Governance Committee, he personally felt that the reviews were fantastic and that he watched the video part of the Retreat he received (recording of Vanessa's TED Talk), which was outstanding.

City/County Commission Appointments

Wilson welcomed Purnell to the meeting. He recalled that at the last Governance Committee meeting, a discussion was held regarding the Slate of Officers, and appointments for next year. Wilson then recalled that Walker was going to speak with Gennaria and asked (for the record) for Gennaria's response.

Walker noted that she had spoken with both Gennaria and Ko, and both are excited and willing to serve a second term.



Wilson noted that a letter should be sent to the County Executive regarding reappointment of Gennaria, Ko and for him (Wilson).

Update on Walé Soluadé's Replacement

Wilson asked if the Mayor has approved Soluadé's replacement.

Walker noted that while there is nothing in writing, Soluadé's replacement, Dwayne Proctor would like to join the Commission with a January 2023 start date, and that letter will go out with the others.

Update on Reappointment of Wilson, Gennaria, and Ko

Discussed earlier in this meeting.

Update on 2023 Officers

As follow-up to the last Governance Committee meeting, Wilson asked if Purnell had opportunity to speak with Gennaria regarding serving on the 2023 Slate of Officers as Secretary.

Purnell stated that she had not but will do.

Wilson stated that assuming all in attendance at this meeting agreed, the Slate of Officers included in the packet for this meeting, will be presented to the full Board at its November/Annual meeting.

Walker noted that Johnson agreed to serve as Vice President, and that she will submit Russell's reappointment for another term.

Wilson asked Sutherlin for verification of records, and discussion was held regarding clarity surrounding Russell's next term.

Sutherlin shared that according to City appointment letters, Russell has only served partial terms but never served his own, full four-year term.

Wilson noted, in looking at the spreadsheet, Russell has served a total of 12 years with two-terms that are eight (8) years out of the 12, apart from having the background documents that show the appointments.

Sutherlin recalled to Wilson that during a Governance Committee prep meeting to clarify Trivers' term, appointment letters were reviewed, and Russell had two appointment letters on file from the City that indicated he (Russell) had not been appointed to his own four-year term.

Discussion held regarding clarity/basis for offering a third term.

Cooksey reminded everyone (for the record) that Russell's recommendation for reappointment had not been submitted earlier because of ongoing conversations with the Mayor's office and the County Executive's office, regarding aligning end dates with RAC's fiscal year – with the Mayor's office in favor and the County Executive's office not in favor, the suggestion was tabled.

Wilson called for a motion to add Russell's name to the recommendation list for reappointment. Motion was made by Walker, seconded by Ochoa, Russell recused, and the motion was unanimously approved.

Wilson stated that clarity is needed in determining if the next term for Russell would indeed be his third term.

Purnell agreed (for the record) the need for clarity regarding Russell's term and noted that Russell's role will be essential to her leadership for continuity and stellar workmanship. She further noted that Russell has her full support and looks forward to working with him.

Bylaws Changes

Frequency of commission meetings, committee meetings, and requirement to serve on committee(s)

Wilson reminded that a recommendation draft for Bylaws Article III – Commission Meetings was included in the packet for this meeting. He noted this was already discussed at the Retreat with large amount of support by the Commission. He asked if there was any further discussion needed.

Cooksey expressed (for the record) that she appreciates this small change as the words "at least" gives runway for what's needed to be done by the Commission.

Wilson noted that although he was not at the Retreat, he is on board with the suggested change, and called for a motion to approve the addition of "at least" in the Bylaws Article III –

Commission Meetings and reduction of the number of meetings to five (5) – as included in the packet for this meeting.

Recommended Text: The full Commission shall meet at least five (5) times per fiscal year, one of which will be the annual meeting which shall be held in the fourth quarter of the fiscal year. The annual meeting shall be for the purpose of electing officers for the next fiscal year and the transacting of other business activities.

Walker motioned, and Russell seconded, to adopt the proposed revision to the Bylaws as set out in the attachment to this meeting packet.

Possible Revisions to Policies Regarding Committees

Wilson noted that another outcome of the Retreat, in connection with conversations about Bylaw changes, was in relation to Board member engagement with committees. He further noted that Walker included in the packet for this meeting, language about frequency of and engagement meetings. He asked Walker to comment.

Walker noted the following: (1) thanked Ochoa for his suggestion during the Retreat to add the words “at least” to the Bylaw revision, giving clarity to five (5) meetings as the floor, and not the maximum; (2) clarified that the language of the charge of committees came from the Board book that former Board member Trivers, who during her leadership of the Governance Committee, approved automation - creating an Online Handbook; (3) italicized language on the document included in this packet, is what she added for clarity about the floor of the committee and transparency about meeting requirements; and (4) highlighted meeting cadence for each committee.

Discussion held regarding (1) importance of Bylaws compliance; (2) revisions to policies regarding committees does not require changes to Bylaws, but only to Online Handbook for better clarity on committee duties; (3) team support to ensure committees have what is needed to fulfill their job; and (4) more than minimal meetings were held last year for a total of 42.

Cooksey noted it is essential to continue to reach out regarding projects and appreciates this this floor that builds a strong infrastructure for generations to come.

Wilson shared (for the record) that while he has no objection to the two (2) significant changes in governance in the last two years – 1. annual Chair rotation by statute and 2. reduction in number of meetings – both present possibility of structure where there is potentially less oversight of Commissioners. Wilson suggested possibly recommending further reflection by the Executive Committee.

Walker expressed her appreciation of Wilson’s comments. She noted the following: (1) past and present – people around the table take their roles seriously and agreed that it is important for Commissioners to provide proper oversight; and (2) as outgoing Chair, she deferred to other Governance Committee members for their thoughts regarding further reflection by the Executive Committee as the Governance Committee exists for a reason, and this is a governance matter.

Wilson agreed with both points made by Walker and discussed the possibility of the Executive Committee as more of a steering committee, with a larger role, that meets more on a regular basis. He noted that his concerns are not based on human beings, but about having the right structure in place.

Walker reminded that Purnell will be Chair next year (2023), and that all committee charges read “at least.” Walker added that she has not experienced any resistance from staff in calling and Executive Committee meeting when appropriate. She further reminded that in the document discussed during this meeting, the Executive Committee is not limited to meeting specific number of times per year, and noted that with the Chair’s leadership, the Executive Committee decides when they want to meet.

Ochoa noted the following: (1) experiences with boards that are more detailed about what committees can or should be doing – sometimes almost to the point of breach of bylaws; (2) those in leadership positions have a better grasp of how far an organization has come, is and will be; (3) importance of difference of opinions and thought-out processes; and (4) agreement/appreciates Commissioners are present and engaged, and can always revisit processes if not working in the future.

Russell noted the following: (1) 12 Commissioners are involved and on committees, concurrently, with Cooksey and staff; and (2) confidence in Walker, Purnell, and Cooksey, that additional meetings will be held if necessary (gave example of transition of CEO of RAC which required several meetings).

Ochoa asked Cooksey's permission to mention that during his Commissioner 1:1 with her (Cooksey), they chatted about staff sanity. Ochoa noted that he understands his role on respective boards, but also understands that there are human beings that need to be heard "day to day" and aware of their time. Ochoa added that he agrees with Russell to trust Cooksey and staff to communicate the need for additional meetings. Ochoa further noted that everyone has a role and agrees with meeting only when necessary.

Cooksey noted the following: (1) she understands importance of the President – Chair relationship; (2) intentional about some level of communication on a regular basis so Chair can make decisions and be a strategic thought partner in the Organization; (3) Chair has presence on all committees and intense communication with staff, especially the President & CEO; (4) the need for different kinds of meetings that don't get recorded – [provided example of Cooksey, Walker and Wilson's meeting to prep for this meeting]; and (5) for the precise reason that the Chair changes every year, want to make sure Chair is successful in the role and for the Organization.

Wilson noted the following: (1) does not want to be misunderstood, and suggested a thought exercise that abstractly forgets the human beings; (2) agrees with everything that's been said – currently have the good people in place doing good jobs; (3) think about documents that are abstract and independent of who the people are - now been changed and create little more leeway for things to go wrong, if different people are in place in the future; (4) not about his confidence in individuals currently in place, but abstract thought about a structure; and (5) couple of questions have been raised because of those two [2] significant changes, and his suggestions for possible things that could be done and discussed by the Executive Committee as an abstract item.

Walker reminded that previously there was nothing included relative to "at least" for any of the committees (gave example of Grants Committee – the heart and soul of RAC), and noted that if anything, this creates more structure.

Wilson noted that he is not looking for more meetings but one more level of conversation, and that if all agree on this Committee that it has been sufficiently thought through, he concurs.

Walker noted that she does not believe it requires additional conversation with the Executive Committee as there have been additions instead of taking things away.

Russell agreed and reminded that some of the Executive Committee members are on this Committee (Governance).

Wilson called for a motion to make changes in Online Handbook.

Walker motioned, Russell seconded and unanimously approved to adopt the Committee Charge updates with the floor for Committee meetings as submitted in the meeting packet.

Adjournment

Wilson called for a motion to adjourn.

Russell motioned, Walker seconded, and it was unanimous to adjourn the October 14th Governance Committee meeting at 9:48 a.m.

Submitted by Lea Sutherlin
Executive Assistant & Commission Administrator

Attachments

- Minutes, Governance Committee, August 2, 2022
- RAC Annual Board/Staff Retreat, September 17th Survey Results (Cooksey)
- Recommendation Draft – Slate of Officers
- Recommendation Draft - Bylaws Article III – Commission Meetings
- Committee Descriptions/Meetings Expectations