

**Regional Arts Commission  
Governance Committee Minutes  
February 9, 2023, 8 a.m. via ZOOM**

**Attendees**

Cheryl Walker, chair, Heather Corcoran, Rudy Nickens, Tino Ochoa, Andréa Purnell, ex-officio

**Absent**

Mont Levy

**Staff Attendees**

Vanessa Cooksey, Lea Sutherlin

**Call to Order & Approval of Minutes**

Walker called the meeting to order at 8:01 a.m.

Walker then called for the approval of the minutes from the October 14, 2022, Governance Committee meeting.

**Motion made by Purnell seconded by Tino and unanimously carried to approve the October 14, 2022, minutes.**

Walker provided updates on the following:

**STL County Commission Appointments Status**

Walker reported the following regarding status of RAC's STL County Commission appointments: (1) Gennaria, Ko, and Wilson were submitted by RAC to STL County at the end of 2022 for reappointment; (2) in addition to filling out applications, STL County new Boards & Commissions Liaison, Matt McLaughlin noted that background checks are now required for the RAC appointments; (3) application process has been completed by re-appointees and applicants waiting for a response from STL County; (4) prior to the end of 2022, County Executive Page appointed Andréa Purnell as 2023 RAC Chair; and (5) hoping to hear more regarding RAC appointments prior to the March 9 full board meeting.

**STL City Commission Appointment Status**

Walker reported the following regarding status of RAC's STL City Commission Appointment: (1) shared background/context regarding Dwayne Proctor as potential appointee, who is now unable to serve; (2) reminded there are eight (8) commissioners

from STL County and seven (7) from STL City; and (3) asked this Committee for STL City resident suggestions while considering geographical representation.

Discussion held regarding (1) additional candidate criteria, e.g., professional orientation, a city connector, arts sector/important to best represent the full breadth of the City, etc.; (2) reduction of wards/ARPA distribution; and (3) importance to fill seat as soon as possible.

Walker asked this Committee to email suggestions for possibility of taking to the full Commission at its next board meeting on March 9.

#### Comprehensive Conflict of Interest Policy

Walker reminded that information on the Conflict-of-Interest Forms and Policies for RAC Commissioners and Staff were included in the packet for review prior to this meeting. She asked Purnell to comment.

Purnell shared context of a RAC past years' rule regarding serving on the Commission while employed by a grantee. She noted that it would be the decision of this Committee to determine how, or if, more artists and affiliated organizations should have leverage to serve on RAC's Board.

Discussion held regarding (1) importance of having a well-documented, written conflict-of-interest information policy, as it pertains to the board, staff, etc., in one location; and (2) possibly recuse commissioner who is an artist from serving on Grants Committee or from voting.

Walker noted next steps: (1) she will try to synthesize the three existing policies and give to Purnell and Cooksey to preview; (2) work through feedback; and (3) have draft for review by this Committee prior to its April meeting, and approval for presentation at the June Full Commission meeting.

#### Suggestions for Annual Board/Staff Retreat (9/16)

Walker shared the following regarding the 2023 Annual Board/Staff Retreat to be held on September 16: (1) asked this Committee for suggested agenda items/content - as framework is needed to allow for planning, reaching out to potential facilitators, etc.; and (2) reminded that the 2022 Annual Board/Staff Retreat Agenda was included in the packet for this meeting to discuss ideas for the 2023 Retreat.

Discussion held regarding possible content for the 2023 Retreat, including: (1) securing Dr. Robert Harvey again, as one of the facilitators; (2) appreciation of the work put into last year's retreat which left possibility for a "Part 2"; (3) team building activity at top of agenda to connect everyone; (4) input/assessment from long-serving Commissioners; (5) thoughts from the 2022 survey, start time, length of retreat, etc.; (6) spotlight/compensate grantee(s); (7) group event prior to or following the retreat; (8) including annual Chair theme as part of content; (9) intentionality around DEI and inclusion; and (10) importance to be mindful of Jewish religious observance on Saturdays.

Cooksey noted next step will be to engage Dr. Harvey in content creation for the 2023 Annual Board/Staff Retreat and present a draft of content at the April Governance Committee meeting.

Walker asked Sutherlin to provide updates on the following:

Sunshine Compliance Training

Sutherlin shared that she would reach out to Travis Kearbey, Armstrong Teasdale, to conduct another Missouri Sunshine Law Refresher Training session for RAC Commissioners and Staff during Q2. She reminded that the video from the session held March 29, 2021 is available as part of the Online Handbook.

RAC Commission Online Handbook Update

Sutherlin shared that FY2023 updates have been made to the RAC Online Handbook (and Board Governance website) including updated photos, the 2023 Executive Committee, approved minutes, etc. She reminded that the RAC Commission online handbook is presented as part of the new commissioner onboarding session. Sutherlin added that during 2022, Cooksey requested design of an interactive RAC 101 Tutorial that could also be used as part of the onboarding process. Sutherlin further noted that the project began last year but the contract was cancelled as the hired individual did not meet the expectations by the required deadline. Sutherlin then noted that she will reach out to MARCOMM staff and will revisit development of the RAC 101 Tutorial during Q3.

Walker then asked committee members to feel free to submit agenda item suggestions for future Governance Committee meetings during 2023.

Walker called for motion to adjourn the February 9 Governance Committee meeting at 8:47 a.m. Motion made by Nickens, seconded by Corcoran, and unanimously approved.

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator