

**Regional Arts Commission
Governance Committee Minutes
April 13, 2023, 8 a.m. via ZOOM**

Attendees

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

Staff Attendees

Vanessa Cooksey, Tony Chance, Angie Peters, Lea Sutherlin

Call to Order & Approval of Minutes

Walker called the meeting to order at 8:02 a.m.

Walker then called for the approval of the minutes from the February 9, 2023, Governance Committee meeting.

Motion made by Nickens seconded by Levy and unanimously carried to approve the February 9 2023, minutes.

Walker began by welcoming Tony Chance, Vice President of Financial Operations, and ask committee members to introduce themselves.

Commission Appointments Status – STL City/STL County

Walker reported the following regarding status of RAC's Commission appointments status for STL County: (1) names have been submitted; (2) County appointment staff handled process for getting Purnell appointed as chair; and (3) no recent updates on County reappointments. Asked Cooksey to comment.

Cooksey shared there is a new County appointment staff person and Sutherlin continues to communicate and follow-up.

Walker then reported the following regarding status of RAC's Commission appointments status for STL City: (1) thanked Corcoran for sharing a recommended list of STL City candidates; (2) asked for top two names from this Committee and she (Walker) and Purnell will follow-up for interests.

Discussion held regarding (1) knowledge of/connection to candidates; (2) issues to deliberate when considering individuals who are leading constituent organizations and (3) the recent candidate who declined due to lack of availability/capacity.

Committee agreed to approach Honnah Veerkamp, Shannon Levin, and James McAnally to inquire about their respective level of interests and learn more about their skill sets.

Additional discussion relative to this Committee addressing the issue of considering individuals who are leading constituent organizations

Review of Annual Board/Staff Retreat Agenda

Walker reminded that Cooksey sent the Annual Board/Staff Retreat Agenda draft for review prior to this meeting, and asked Cooksey to comment.

Cooksey reported the following regarding RAC's 2023 Annual Board/Staff Retreat: (1) excited to partner again with Dr. Rob Harvey on an engaged and meaningful retreat; (2) will respond to feedback from survey which was overwhelmingly positive; (3) reviewed agenda with this Committee in detail; (4) overarching need right now is to prepare for RAC's 40th anniversary happening in 22 months; (5) would like guidance and partnership from commission and staff on how RAC has shown up as advocate, partner and catalyst over the past 40 years, and anticipated work for the next 40 years inside those roles; and (6) will reflect on history and visioning of RAC.

Discussion held regarding the following: (1) staying the course with current Strategic Plan or launching a new plan – whichever is best for the mission; (2) importance of Cooksey input and need for launch of new 2024 Strategic Plan resulting from global, and RAC post Covid changes; and (3) because timing for AEP6 study results will not align with retreat, that information will be presented at the annual board meeting.

Review of Comprehensive Conflict of Interest Policy

Walker reminded that a draft of a comprehensive Conflict-of-Interest Policy for RAC Commissioners and Staff was included in the packet for review prior to this meeting. Walker recapped, shared context and reminded that one of the 2023 tasks of this Committee was to draft one comprehensive Conflict of Interest Policy for RAC. Committee members reviewed, in detail, guidelines and section of the policy related to activities that might be a conflict of interest.

Discussion held regarding the following: (1) potential conflicts of interests because of area RAC serves; (2) framework for the overall standard; (3) grantee affiliates; (4) transparency of 2024 grant application process focused on accessibility, equity and public review; (5) possibility of a volunteer advisory group or task force; (6) importance of good stewardship and governmental alignment; and (6) configuration of potential commissioners

Next steps

Walker noted the following: (1) will work on the draft for further clarification and rearrange to make it more clear; (2) encouraged additional discussion from this Committee; (3) more clarity needed around disclosure; and (4) will discuss more specificity at next meeting.

Walker called for motion to adjourn the April 13 Governance Committee meeting at 8:59 a.m. Motion made by Levy, seconded by Corcoran, and unanimously approved.

Submitted by
L. Sutherlin, Exec. Asst. & Commission Administrator