

**Regional Arts Commission
Governance Committee Minutes
August 10, 2023, 8 a.m. via ZOOM**

Committee Members in Attendance

Heather Corcoran, Rudy Nickens, Tino Ochoa

Committee Members Absent

Cheryl Walker, Mont Levy, Andréa Purnell, ex-officio

Staff Attendees

Vanessa Cooksey, Tony Chance, Angie Peters, Lea Sutherlin

Call to Order & Approval of Minutes

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

Nickens then called for the approval of the minutes from the April 13, 2023, Governance Committee meeting.

Motion made by Corcoran seconded by Ochoa and unanimously carried to approve the April 13 2023 Governance Committee minutes. The vote is as follows:

Yea – Nickens, Corcoran, Ochoa

Nay – none

Abstain – none

Review of Comprehensive Conflict of Interest Policy (Cooksey)

In the absence of Walker, Cooksey reviewed the updated draft of the RAC Comprehensive Conflict of interest Policy found in the packet for this meeting and reflective of discussions held during the meeting held April 13, 2023. Cooksey highlighted, and noted that Walker requested feedback, regarding the following:

(1) Guidelines – *Activities that may be a conflict of interest*

Item a. - How to define executive leadership. Brief discussion held, and committee members agreed that the arts organization at issue would define executive leadership as it relates to any possible conflict of interest;

Item b. – Rendering of directive, managerial or consultative services to any outside person or entity that does, or seeks to do, business with RAC. Committee members agreed that this item would remain as is;

Item d. - Representation of RAC in any transaction where the individual has a personal financial or business interest and Item h. – employment by any federal, state, or municipal government or agency of any of them, or

appointment or election to any federal, state, or municipal board, commissioner office which in any way regulates, oversees, or governs any of the activities that RAC is engaged in. Ochoa expressed appreciation for Walker's revisions and highlights and noted that the draft aligns with best practices, planning ahead, and raises the question of any possible nefarious conduct...members of the committee agreed.

(2) Guidelines - *Actions not Permitted by Disqualified Persons*

Bullet one [1] – any person who was, at any time during the two-year period prior to the date of the transaction, in a position to exercise substantial influence over the affairs of RAC, and/or. Brief discussion held and committee members agreed to change 'two-year period' to 'one-year period'; Bullet two [2] – Corcoran recalled past discussion regarding fixed amounts...Ochoa concurred and suggested a more objective language – e.g., material, in place of a dollar amount...Nickens concurred.

Cooksey suggested possibly developing guidance checklists regarding defining executive leadership and material interest respectively.

(3) Conflict of Interest Disclosure Statement. Cooksey noted, and agreed, that Walker expressed the importance of erring on the side of caution when addressing disclosure of conflicts.

Cooksey then noted that that this information will be shared with Walker for work on a final draft, and a vote will be taken via email by this committee for presenting to the full Board at its September 14 meeting.

Update on Annual Board/Staff Retreat Agenda (Cooksey)

Cooksey noted that the revised agenda for Annual Board/Staff Retreat to be held on September 16, could be found as page 8 in the board packet for this meeting. Cooksey reviewed in detail the following: (1) Dr. Robert Harvey will serve again as facilitator; (2) considering feedback from last year's retreat while developing the agenda; (3) visioning, teamwork and collaboration will be focus of the retreat; (4) preparing for RAC's milestone 40th Anniversary which will be led by A. Peters, RAC VP of Growth & Development, and how to celebrate this moment inside of RAC's role(s) as advocate, catalyst and partner; (5) lunch/annual group photo; (6) context setting/The Next 40 Years with the goal for activities, place and matrix to guide the work; (7) the role of earned revenue in RAC's resilience; (8) envisioning wider impact in programming; (9) activating the sector for positive social change; and (10) a closing activity.

Brief discussion held about A&E downsizing and impact on RAC's ability for possible earned revenue in this space, and conversations with the Executive Committee about future possibilities.

Cooksey asked Peters to comment.

Peters noted that she is excited about the conversation and looking forward to feedback.

Cooksey asked for feedback regarding the retreat.

Nickens requested, and Sutherland provided, update on attendance for the retreat.

Nickens then mentioned the Denise Thimes performance scheduled at Kirkwood Performing Arts Center on the evening of September 16, as an optional group activity.

Commission Appointments Status (Cooksey)

Cooksey gave the following update on the St. Louis City appointment: list of recommendations found on page 9 in the Board packet for this meeting – Robert Arbuthnot, Shannon Levin and Honna Veerkamp - hopeful to get City appointment done sooner than later; seat has been open over year and half.

Discussion held regarding needs of a qualified candidate including location, artist, or someone with more leadership experience.

Cooksey reminded that anyone could go online and apply on the Boards and Commissions website and shared the order of process of communicating with recommended applicants.

Nickens agreed with chair speaking with recommendations.

Corcoran suggested Levin as a third recommendation.

Cooksey noted that the order would be as follows, as agreed to by this Committee: Robert Arbuthnot, then Honna Veerkamp, followed by Shannon Levin. Based on applicants' interest, this Committee will then submit names to the full Board, then to the Mayor's office for consideration.

Cooksey then gave the following update from St. Louis County Boards and Commissions – Angela Williams has replaced Sukanya Mani; Jerry Gennaria and David Wilson have been reappointed; and RAC now has a full complement of St. Louis County commissioners.

4. Adjournment

Nickens called for motion to adjourn the August 10 Governance Committee meeting at 8:59 a.m. Motion made by Ochoa, seconded by Corcoran, and unanimously approved. **The vote is as follows:**

Yea – Nickens, Corcoran, Ochoa

Nay – none

Abstain – none

ATTACHMENTS

- Governance Committee Meeting Minutes, April 13, 2023
- Draft Comprehensive Conflict of Interest Policy
- Draft Agenda 2023 Annual Board/Staff Retreat
- Potential City Appointee

Submitted by

L. Sutherlin, Exec. Asst. & Commission Administrator