

**Regional Arts Commission  
Commission Meeting Minutes  
November 10, 2022 @ 8:00 AM via ZOOM**

**Welcome and Call to Order – Cheryl Walker, Chair**

Walker called the November 10, 2022, meeting to order at 8:04 a.m. and asked Sutherlin to conduct the Commissioner roll call.

**Attendance**

Commission: Cheryl Walker, chair, Andréa Purnell, vice chair, John Russell, treasurer, Roz Johnson, secretary, Jerry Gennaria, Mont Levy, Heather Corcoran, Sam Fiorello, Beverly Isom, Rudy Nickens, Constantino Ochoa, David Wilson

**Absent**

Rhonda Carter-Adams, Vin Ko,

**Staff Attendees:** Vanessa Cooksey, Nichole Belford, Rita Dillard, Ann Haubrich, Jay Scherder, Jason Schipkowski, Chloe Smith, Lea Sutherlin, Leigh Winter, Angela Rhone

Additional Attendees: Rick Gratza (KEB), Trish Donovan (KEB)

**Recognition of Public Guests**

Walker called for any public guests; none present.

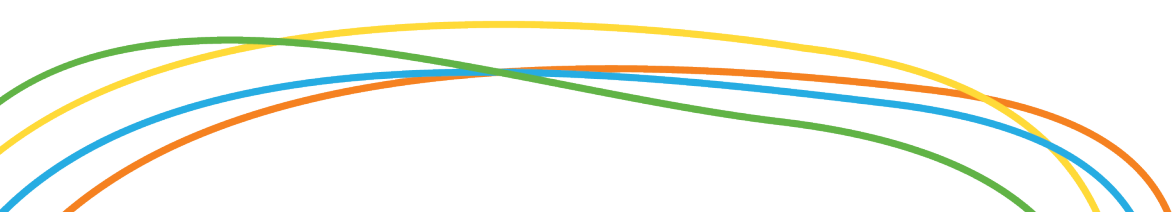
**Approval of August 11, 2022 Minutes – Walker**

Walker called for motion to approve the August 11, 2022 minutes.

**Motion made by Levy, seconded by Gennaria, and unanimously carried to approve the August 11, 2022 minutes.**

**Chair Remarks**

Walker shared remarks/expressed her gratitude regarding the following: (1) for being able to lead as RAC's 2022 Chair; (2) Committee Chairs – Russell, Wilson and Purnell for their willingness to serve and for their work throughout the year; (3) Executive Committee – Levy, Russell, Gennaria, Johnson, and Purnell; (4) RAC's entire internal team and working with Sutherlin as commission administrator; (5) vision and leadership of Cooksey as President & CEO a "tremendous joy"; and (6) among the many accomplishments during the year, highlighted the recent City of St. Louis ARPA Funds \$10.6M grant to RAC, and thanked Levy as the advocacy for those funds began under his leadership as Chair. Walker then noted that she is ending the year as Chair, the way she began – with the theme Art as Healer, joining her two loves of art and wellbeing. She reminded that Art as Healer was chosen to center and help the



community heal from collective and individualized traumas. Walker then shared a brief excerpt from “This Poem” written by The Late Shirley LeFlore, mother of former RAC Commissioner Lyah LeFlore.

Cooksey thanked Walker for her leadership and for sharing.

Walker asked Russell to present the Finance Committee report.

### **Finance Committee Report (Russell & KEB)**

Russell asked Gratza to present the following:

#### October Cash Flow

Gratza reported on the October Cash Flow as follows: (1) actual through October - November and December Projected; (2) Hotel/Motel tax revenue; (3) month ending cash balance; and (4) anticipated year ending cash balance.

#### Q3 Financial Statement

Gratza reviewed the Q3 Financial Statement and highlighted statement of receipts and disbursements – comparing the first nine (9) months of 2022 to the first nine months of 2021 including (1) total receipts and revenue; (2) total 2022 expenses year to date; (3) net income; (4) ending cash position; (5) annualized expenses; (6) administrative expenses/15% rule. Gratza then reviewed receipts and disbursements comparing budget to actual as follows: (1) budgeted revenues; (2) total expenses; and (3) actual net income for the first nine (9) months.

Discussion held regarding recent City of St. Louis ARPA Funds \$10.6M grant to RAC as follows: (1) impact of ARPA funds related to RAC funding formulas; (2) calculation of ARPA funds - cash as numerator and annualized expenses as denominator; (3) ARPA - restricted cash; and (4) RAC spending limits.

Russell then asked Cooksey to present the FY 2023 Budget.

#### FY 2023 Budget (Cooksey)

Cooksey explained the logic model used to create the budget and reviewed the proposed FY23 Budget (included in the Board packets) as follows: (1) forecasted cash rollover resulting from strong fiscal management; (2) October 2022 data from Smith Travel Research; (3) lack of individual donations; (4) potential for interest income; (5) limited organization contributions; (6) proposed total annual revenue; (7) necessary payroll/salaries for new hires; (8) ongoing facilities repairs and upgrades; (9) changes in annual debt payments; (10) overall business admin and operations expenses; (11) planned FY23 grants and programs; (12) updated cultural tourism outreach and included increase in partnership with Explore STL; (13) increase in research and evaluation that aligns with the Strategic Plan; (14) overall investment in the arts & culture sector; and (15) proposed goal to have rollover funds to cover annual payroll and meet the 15% rule.

Discussion held regarding location of ARPA funds in the budget upon further review of guidelines with CDA.

**Walker called for a motion to approve the FY 2023 Budget. Motion made to approve the FY 2023 Budget by Fiorello, seconded by Levy and unanimously approved.**

Walker asked Wilson to present the Governance Committee Report.

### **Governance Committee Report**

Wilson reported that the following items were approved during the Governance Committee held on October 14, for presentation to the full Commission:

#### Bylaws Article III, Commission Meetings - Revision

Wilson presented the recommended change to the Bylaws Article III, Commission Meetings (included in the packet for this meeting), from a minimum of seven (7) which includes the annual meeting, to a minimum of five (5) – the annual meeting plus four (4) quarterly meetings, with flexibility to hold additional meetings if needed.

**Motion made by Fiorello to approve the revised Bylaws Article III, Commission Meetings, seconded by Russell and unanimously approved.**

#### 2023 Officers Election

Wilson presented the recommended proposed 2023 Slate of Officers (included in the packet for this meeting), including and agreed to by the following: Chair - Andréa Purnell (County), Vice Chair - Rosalind Johnson (City), Secretary - Jerry Gennaria (County), and Treasurer - John Russell (City).

**Motion made to approve the 2023 Slate of Officers by Fiorello, seconded by Nickens and unanimously approved.**

#### Committee Descriptions & Meeting Expectations

Wilson reminded that Committee descriptions and meeting expectations were discussed during the September Retreat in connection with the Bylaw change. He noted that the addition for a minimum number of committee meetings did not require a vote by the full Commission, but would be included in the Online Handbook, as part of the Board policies. Wilson further noted that Walker worked on this item (included in the packet for this meeting) and asked her to comment.

Walker noted the following: (1) text for Committee descriptions and meeting expectations already existed in the Online Handbook; (2) suggestion for additional language was discussed during September Retreat; and (3) Governance Committee discussed and established that these are minimal – not limited number of meetings.

## City/County Commission Appointments

Wilson noted that the Governance Committee has approved to recommend four (4) sitting Board members eligible for reappointment. He asked Walker to comment.

**Walker called for a motion to approve reappointment, as proposed by the Governance Committee, as follows: (1) Jerry Gennaria (County), Vin Ko (County), David Wilson (County), and John Russell (City). Motion seconded by Fiorello and unanimously approved.**

## President's Report (Cooksey)

Cooksey reported on the following:

STL City ARPA Funds Update – highlighted the following:

(1) Mayor's press conference/announcement has been held.

(2) CDA contract review in progress - noted CDA & RAC weekly meetings held to review administration requirements, objectives/KPIs, and budget lines – and alignment of consistent metrics; CDA will take administrative withholding of 1%; RAC's administrative costs – limited to 10% - identified four [4] areas of expenses including staffing, community outreach and technical assistance, legal and audit team services and marketing and communications; and contingency allocation as part of the administrative budget; will continue to keep Executive Committee informed of contract review process; and will share more broadly with the full Commission once contract is actually signed.

(3) Funds stewardship preparation in progress – financial management and compliance preparation; working with Commerce Bank to set up necessary protocols; extended kudos to Smith, who worked hard to make sure RAC's Unique Entity ID/SAM registration was in place, as the work done last year has created a format for success this year.

Fiorello offered his assistance/experience as he has worked with this level of federal funding for several years.

(4) Possible award types in progress – organizations and artists.

Cooksey then extended special kudos to Belford for managing the pursuit of City and County ARPA Funds and noted while County funds have been allocated but did not include RAC, research is underway for alternate funding from the County.

Discussion held regarding (1) anticipated obstacles with granting organizations and proposed minimums to CDA in keeping with historic giving to organizations; (2) metrics in place for organizations and artists to show how they were impacted by COVID; (3) impact of ARPA funds, if any, on PPP Loans; and (4) significant compliance and regulatory requirements.

Update on Community Resource Center – shared photos of updates; kudos to Dillard for her diligent management of these projects.

Cooksey also reported on her attendance at (1) the Grantmakers in the Arts Conference, New York; and (2) Music Cities Convention, Tulsa, OK hosted by Sound Diplomacy toward their music economy strategy report – working toward a statewide music economy strategy. Cooksey noted that she went to Greenwood Rising Museum that acknowledges the Tulsa Massacre/Black Wall Street; looking forward to how RAC will represent Sound Diplomacy and steward it according.

General Updates including CVPA High School support as many of those faculty and staff are working artists; CAT application launches 11/11/22; Gyo Obata Fellows Recruitment Q1'23 – Gateway Foundation is receptive to request for increase grant to provide living wage to fellows; Mid-America Arts Alliance Artists Inc Program Q1'23; and new RAC leadership roles Q1'23 – VP Finance & Operations, and VP Growth & Development.

## Important Upcoming Events

### 2022

RAC End of Year Celebration, December 7

### 2023

Arts & Education Council Arts Awards, January 30 – Commissioner Russell, and Riley Carter-Adams (Rhonda's daughter), will be honored.

Visionary Awards, April 24 – Cooksey and Kelly Pollock will host.

Cooksey thanked all Commissioners and Team Members for stellar work being done in a short amount of time and extended special thanks to Fiorello for hosting the annual retreat and ongoing RAC brainstorming sessions.

## Public Comment (Walker)

## Roll Call & Adjournment

## **Present**

Commission: Cheryl Walker, Andréa Purnell, John Russell, Jerry Gennaria, Mont Levy, Sam Fiorello, Beverly Isom, Roz Johnson, Rudy Nickens, Constantino Ochoa, David Wilson (Heather Corcoran left meeting prior to adjournment roll call)

## **Motion for Executive Session**

Walker called for a motion to hold a closed executive session pursuant to RSMO 610.021(3) for personnel matters and asked Cooksey and Sutherlin to leave the call.

**Motion was made by Levy, seconded by Russell, and unanimously carried to hold a November 10, 2022 executive session at 9:12 a.m.**

Walker then called for a motion to adjourn the November 11, 2022 open session at 9:13 a.m.

**Motion was made by Gennaria, seconded by Fiorello, and unanimously approved to adjourn the November 11<sup>th</sup> open session.**

The executive session was called to order at 9:13 a.m.

The session was closed and concluded at 9:55 a.m.

Submitted by Lea Sutherlin  
Executive Assistant & Commission Administrator

## **Attachments**

- Full Commission Meeting Minutes, August 11, 2022
- October 2022 Cash Flow Spreadsheet
- Q3 Financial Statement
- FY 2023 Budget
- Bylaws Article III, Commission Meetings (Revision)
- Committee Descriptions & Meeting Expectations
- Grants & Programs Meeting Minutes, July 14, 2022
- Executive Committee Meeting Minutes, July 15, 2022
- Governance Committee Meeting Minutes, August 2, 2022
- Finance Committee Meeting Minutes, August 8, 2022
- Finance Committee Meeting Minutes, September 6, 2022
- Annual Board/Staff Retreat Minutes, September 17, 2022