**Board Members Present:**

Ann Carey, Vice Chair

Jackie Cornelius

Franklin Danley

Kemal Gasper

Charlie Joseph, Chair

JaMario Stills

Scott Wooten

Anne Boccuzzi

Rebecca Ryan-Gonzalez

Dave Engdahl

Mac Bracewell

**Staff Present:**

Ryan Ali

Tony Allegretti

Patrick Fisher

Christie Holecheck

Mason Martin

Ashley Sedghi-Koi

Amy Palmer

Cedric Lewis

**Guests Present:**

Arlene Wolfson, MOSH, Anne Frank / Voices of Hope

Christina Parrish, Art in Public Places, Committee Chair

Haleigh Hutchison, Assistant to Council Member Hazouri

**Guest Speaker**

Arlene Wolfson, of the Museum of Science and History, gave a 5-minute guest presentation to the Board of Directors (“the Board”) about the Anne Frank/Voices of Hope exhibit.

**Call to Order**

Charlie Joseph, the Chair of the Board, called the meeting to order at 10:22 a.m.

**Approval of Minutes**

**UPON MOTION** duly made, seconded and carried, the minutes from the December 8, 2016 Board meeting were approved.

**Executive Director’s Report**

Mr. Allegretti informed the Board that he will be meeting on Friday, February 10, 2017 with the Directors of organizations who receive funding through the Cultural Service Grant Program (CSG). Mr. Allegretti outlined to the Board the agenda for that meeting. Mr. Allegretti also stated that the meeting would be followed up with site visits of each organization.

Mr. Allegretti provided a report on the Cultural Service Internships Program and how the Cultural Council has the goal of also including the Young Women’s Leadership Academy in the program.

Mr. Allegretti stated that the Cultural Council will work with GSG funded organizations to conduct a Return-On-Investment (ROI) survey. He also elaborated on 2017 advocacy efforts and the budget for such efforts.

Mr. Allegretti informed the Board that he has conducted performance reviews with all Cultural Council staff members. Board Chair Charlie Joseph asked Mr. Allegretti if each staff member has established goals for the fiscal year. Mr. Joseph suggested a one-page list of annual goals and establishing metrics to measure staff’s progress towards these goals.

Mr. Allegretti briefly mentioned an issue involving a former employee and how her employment was classified and documented with the IRS. Mr. Allegretti said he and Finance Director Cedric Lewis are working with an outside CPA firm to resolve the issue.

Mr. Allegretti discussed an incorrect CSG award amount from a closed year and how he and Mr. Lewis are working with the City to define how to best resolve the issue. Mr. Joseph asked for a time frame for resolution and what the financial implications are for the Cultural Council. Mr. Allegretti said he will be meeting with a City recommended auditor in approximately two-weeks and that the incorrectly awarded amount equates to approximately $4,000. This amount is less than the 2% material amount identified by the City, and because of that, the Cultural Council will be responsible for the amount and not the CSG organization.

Lastly, Mr. Allegretti provided a summary of his recent trips to Arizona and Washington, DC to meet with counterparts from other cities. During this trip they discussed urban arts projects and how other cities fund arts and culture.

**Committee Reports**

***Finance***

Scott Wooten provided the Finance Committee Report. There was no quorum at the recent Finance Committee meeting. The committee reviewed the Committee Charter during that meeting.

Cultural Council staff discovered an issue with the budget for the 2016-2017 fiscal year, which will likely lead to a request for a revised budget. Mr. Wooten reported this discrepancy to the Board. Additionally, Mr. Wooten said the committee received an opinion from an auditor in regards to the Cultural Council’s financial statements.

Mr. Wooten also said that the committee reviewed the signature policy and recommends increasing the expenditure limit from $2,000 to $5,000. The committee also reviewed the differences in employee and independent contractor employment status.

Upon Board request, Mr. Lewis elaborated on the root of the $70,000 budgeting error.

**UPON MOTION** duly made, seconded and carried, the unmodified opinion of the audited financial statements were approved.

**UPON MOTION** duly made, seconded and carried, the modified internal financial policy was approved.

***Art in Public Places***

Dave Engdahl provided the Art in Public Places Committee Report. Mr. Engdahl informed the Board that his time serving on the committee is up, but the Mayor’s office is allowing him to continue serving on the committee until a new Board member replaces him on that committee. Mr. Engdahl introduced the Board to the new Committee Chair, Christina Parrish. Mr. Engdahl also informed the Board that there has been a change of venue for committee meetings. Mr. Engdahl turned the floor over to Ms. Parrish, who also elaborated on the recent public participation in committee meetings. Ms. Parrish invited the Board to attend future meetings.

***Cultural Service Grants***

Mr. Allegretti provided the Cultural Service Grants Committee Report but didn’t have more to add outside of his Executive Director Report.

***Development***

Rebecca Ryan-Gonzalez provided the Development Committee Report. Mrs. Ryan-Gonzalez indicated that the committee feels there is a lack of participation amongst Board members. Mrs. Ryan-Gonzalez continued by stating that the committee will be meeting with the Board Chair to discuss the topic further. Mrs. Ryan-Gonzelz concluded her report by highlighting the 41st Arts Awards on May 6, 2017.

***Governance***

Ann Carey provided the Governance Committee Report. Ms. Carey informed the Board of the committee name change from Governance and Nominating to simply Governance. Ms. Carey continued by discussing Board responsibilities and engagement, including attendance. Attendance is being tracked at both the Board and Committee level. Ms. Carey echoed Ms. Ryan-Gonzalez’s concerns about Board engagement. Ms. Carey stated that Mr. Wooten will be stepping down from the Board and as Finance Committee Chair in October and the Board must recruit someone to fill the position once it is vacant. Ms. Carey recommended recruiting a new Board member instead of promoting from within. This stressed the importance of succession planning.

Lastly, Ms. Carey outlined the vetting process for recruiting CSG Committee and Panel members. The Governance Committee will vet candidates instead of candidates being presented to the Board. This will help reduce the time it takes to vet and approve appointees.

**New Business**

***Legislative Changes to APP and CSG***

Mr. Allegretti outlined the legislative changes being presented to City Council in regards to APP and CSG.

Mr. Allegretti said that proposed changes include reducing the number of Board members that serve on the CSG committee from five to at least three.

Mac Bracewell asked if the Cultural Council bylaws would need to be revised to reflect these changes. Mr. Allegretti confirmed that the bylaws would need to be revised.

**UPON MOTION** duly made, seconded and carried, decreasing the number of Board members that serve on the CSG committee from five to at least three was approved.

The Board applauded all Council Member Crescimbeni’s continued support of CSG and APP.

***Cultural Equity Commitment***

Mr. Allegretti requested that the Board complete the Demographic Survey, which was distributed to all Board members. Mr. Allegretti also strongly advised the Board to take up the Cultural Equity Commitment, which is available on the Board Resources Page of the Cultural Council’s website.

***Strategic Task Force***

Mr. Allegretti informed the Board that Mr. Engdahl will be Chair of the Strategic Task Force and all Board members are invited to participate. Mr. Allegretti indicated that Board involvement is important because the Strategic Task Force will shape how the Cultural Council develops over the next 3-5 years. Mr. Joseph stated that he would like to have at least five Board members serve on the Strategic Task Force.

Mr. Engdahl informed the Board that he is currently working on a Strategic Plan for MOCA and he has a format available. Kemal Gasper, Ann Carey, JaMario Stills, Franklin Danley, and Mac Bracewell volunteered to serve on the Strategic Task Force.

***Committee Charters***

Mr. Joseph led a discussion on the Committee Charters. The Charters are a result of last year’s Governance Task Force meetings. Each Committee Chair has reviewed the charters and provided input. It was expressed that each Committee should have no less than three members. Additionally, the Governance and Nominating Charter would be renamed to Governance Charter.

**UPON MOTION** duly made, seconded and carried, the committee charters with suggested revisions were approved.

***Committee Attendance***

Mr. Joseph thanked the Committee Chairs for all their efforts to move agendas forward. He then encouraged committee attendance.

***Claudia Baker and the Finance Committee***

Mr. Joseph informed the Board that Claudia Baker expressed an interest in joining the Finance Committee. Mr. Joseph said he wouldn’t want to discourage Board engagement but opens the floor to Board discussion.

**UPON MOTION** duly made, seconded and carried, Claudia Baker serving on the Finance Committee was approved.

***CSG Visits***

Mr. Joseph would like to implement an idea that the Immediate Past Chair introduced to the Board, which was each Board member individually meet with the Staff and Board of CSG organizations. Each Board Member would select one to two CSG organizations with whom they’d be interested in meeting.

Mr. Joseph passed around a signup sheet for Board members to indicate which organization they’d like to visit.

***2017-2018 Board of Directors***

Mr. Joseph passed around a document and asked Board members to indicate if they are interested in serving on the Board during the 2017-2018 fiscal year.

**Old Business**

***Demographic Survey***

Mr. Allegretti asked that everyone complete and return their demographic surveys before leaving today’s meeting.

 **Board Engagement Opportunities**

***Supporting Art and Culture***

Mr. Joseph said he’d like to introduce a round table discussion at the conclusion of every Board meeting where members can state an event related to arts and culture that they’ve attended since the last Board meeting.

***Opportunities to Support the Cultural Council***

Mr. Joseph again reiterated the importance of Board members being engaged. Mr. Joseph suggested that Mr. Allegretti indicate which events are most important for Board members to attend, and then provide continued communication regarding those events.

Mr. Allegretti used the opportunity to highlight the March 4 development symposium and April’s Public Art Week.

**Closing**

Mr. Joseph brought the meeting to a close at 11:43 AM.

**Executive Session**

There was an Executive Session held after the close of the meeting.