

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
REGULAR BOARD MEETING

Thursday, October 14, 2021

The Board of Trustees of the War Memorial of San Francisco met by teleconference in regular session on Thursday, October 14, 2021, at 2:00 p.m., pursuant to California Government Code Section 54953 and the Twenty-Fourth Supplement to Mayoral Proclamation Declaring the Existence of a Local Emergency, President Horn presiding.

ROLL CALL

Present: President Horn, Vice President Shultz, Trustee Gatti, Trustee Kopp, Trustee Lui, Trustee Moscone, Trustee Wilsey and Trustee Wright

Absent: Trustee Bechtle, Trustee Pelosi, and Trustee Wright

Staff Present: John Caldon, Managing Director, and Jennifer Norris, Assistant Managing Director

PRESIDENT'S REPORT

President Horn reported on the retirement of Debra Bernard, who has served the San Francisco Ballet for 25 years. He proposed a Resolution from the Board commemorating her many accomplishments. On motion of Trustee Gatti, seconded by Trustee Moscone, the following resolution was unanimously adopted:

RESOLUTION NO. 21-28

Whereas, **DEBRA BERNARD** will retire in October 2021, concluding many years of service to the performing arts organizations that present at the War Memorial and Performing Arts Center; and

Whereas, In 1984, Debra Bernard began her career in performing arts administration providing payroll and secretarial support to the San Francisco Opera's technical and production departments; and

Whereas, Debra Bernard followed her love of dance across Franklin Street to assume the position of Associate to the General Manager for Production at the San Francisco Ballet in 1988; and

Whereas, Debra Bernard was later selected to be Artistic Associate and Special Assistant to Helgi Tomasson, Artistic Director and Principal Choreographer for the San Francisco Ballet, a position she executed with grace and diplomacy for a decade; and

Whereas, Debra Bernard, after serving in the Peace Corps and honing her leadership skills as Company Manager at New York City Ballet, was asked, in 2008, to assume the important role of General Manager of the San Francisco Ballet; and

Whereas, For a cumulative total of 25 years, Debra Bernard served the San Francisco Ballet administratively, operationally, and financially, through unprecedented growth and a global pandemic; and

Whereas, During her tenure with the San Francisco Ballet, Debra Bernard managed educational, rehearsal and residential facilities for use by the Ballet's students, staff, and performers; and

Whereas, Debra Bernard's skillful negotiation and dedicated efforts helped craft mutually beneficial collective bargaining agreements to provide safe and productive environments for the dancers, artists, and craftspeople who deliver world-class performances in the War Memorial Opera House; and

- Whereas,* Debra Bernard's kindness, collaboration, and commitment made possible countless improvements to the War Memorial Opera House; and
- Whereas,* Throughout the years, Debra Bernard inspired excellence from countless Ballet staff through her willingness to work side-by-side with them and to invest in their personal growth; and
- Whereas,* Patrons and performers of the San Francisco Ballet will continue to be the grateful beneficiaries of Debra Bernard's tenure for many years to come; now Therefore Be It
- Resolved,* By the War Memorial Board of Trustees to hereby thank **DEBRA BERNARD** for her exemplary vision, skill, and partnership, to commend her for her dedicated service to the cultural community of San Francisco, and to extend to her their heartfelt best wishes on the occasion of her retirement.

On invitation from President Horn, Ms. Bernard expressed her gratitude to both the Board and staff of the War Memorial for their extensive collaboration over the years.

President Horn introduced the Symphony's Interim CEO Matt Spivey who has been appointed following the resignation of former CEO Mark Hanson in July 2021. In Matt Spivey's prior role, as Chief Programming Officer of the Symphony, he was instrumental in the appointment and launch of conductor and composer Esa-Pekka Salonen. Before joining the San Francisco Symphony in 2015, Mr. Spivey served as the Vice President and General Manager of the Baltimore Symphony Orchestra, and he previously worked with the Boston Symphony Orchestra, the Los Angeles Philharmonic, and the Fort Worth Symphony Orchestra. On invitation from President Horn, Mr. Spivey addressed the Trustees, noting his appreciation for the special relationship that exists between the San Francisco Symphony and the War Memorial. Mr. Spivey acknowledged the warm sense of community and collaboration in the artistic community in the Bay Area and thanked the Trustees.

On behalf of the Trustees, President Horn wished the San Francisco Opera a happy opening on its second show of the season, "Fidelio," a new production and a modern-day reflection on incarceration.

President Horn expressed how proud the Board was of Trustee Myatt for the Fleet Week Celebration that occurred the prior weekend, including the Parade of Ships and Blue Angels show. President Horn expressed how particularly proud he was that Fleet Week began its festivities in the Herbst Theater with the "Honor Our Fallen Concert," which featured the 1st Marine Division Band, and stated that he hoped it would become an annual tradition. Trustee Myatt noted that many visitors to the concert from the East Bay had never been in the Herbst Theater before and were moved by the beauty and architecture of the space.

MANAGING DIRECTOR'S REPORT

Approval of Consent Agenda: Director Caldon stated that items submitted on the Consent Agenda included the minutes of the July 8, 2021 Presentors Liaison Committee, the minutes of the September 9, 2021 Presentors Liaison Committee, the minutes of the September 9, 2021 Regular Meeting of the Board, and Rental Requests from October 14, 2021. e requested their approval. On motion of Trustee Moscone, seconded by Trustee Myatt, the following resolution was unanimously adopted:

RESOLUTION NO. 21-29

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the minutes of the July 8, 2021 Presentors Liaison Committee, the minutes of the September 9, 2021 Presentors Liaison Committee, the minutes of the September 9, 2021 Regular Meeting of the Board, and Rental Requests from October 14, 2021, are hereby approved.

Update on Possible Refund from Recology: Director Caldon updated the Board regarding the potential refund from Recology, as reported at the September 9, 2021 Regular Meeting. On March 3, 2021, the City and San Francisco Recology Companies, which provide waste removal services throughout the City and County of San Francisco, including for the War Memorial, entered into a Settlement Agreement resolving claims related to San Francisco Recology Companies' overcollection of fees assessed to San Francisco businesses between July 2017 and March 2021.

Director Caldon reported that the War Memorial might be due a refund for over-collected fees. War Memorial Staff has inquired about the status of the refund with the Office of the City Attorney, Office of Contracts Administration, the Controller's Office, and Recology itself, currently to no avail. The most recent information received from the Controller's Office came in an emailed response to the War Memorial's inquiry on October 6, 2021 and indicated that the Controller's Office still has "...no update to share [and] it could be several months before departments will receive the funds."

Director Caldon reported that War Memorial Staff will continue to actively monitor the situation and to inquire regarding the status of refunds. Director Caldon noted he will keep Trustees informed of any progress in regular reports to the Board.

SPECIAL ITEMS

Adoption of Findings Under AB361 – Brown Act – Remote Meetings During State of Emergency:

Director Caldon provided background that on September 16, 2021, Governor Newsom signed into law Assembly Bill 361, which enables local public agencies to continue to use teleconferencing without complying with certain Brown Act provisions. Following passage of AB 361, on September 20, 2021, Governor Newsom issued Executive Order N-15-21, which delayed the full application of AB 361 to October 1, 2021. These were the latest in a series of adjustments made to the Brown Act rules, which have allowed the Board to teleconference since the beginning of the COVID-19 pandemic.

Director Caldon stated that to utilize the provisions in AB 361, the meeting must be held during a proclaimed state of emergency in which state or local officials have imposed or recommended measures to promote social distancing. Under those circumstances, the legislative body of a local agency that holds a meeting during a proclaimed state of emergency must determine by a vote that meeting in person would present imminent risks to the health or safety of attendees.

He further stated that if a proclaimed state of emergency still exists and the local agency wishes to continue holding meetings by teleconference, it must within 30 days of the initial teleconference make the following findings by majority vote: the agency has to consider the circumstances of the state of emergency, and the state of emergency either continues to directly impact the ability of members to meet safely in person, or state or local officials are continuing to impose or recommend measures to promote social distancing. The agency must then make the same findings every 30 days thereafter until the agency no longer wishes to continue holding meetings by teleconference.

Director Caldon noted that once these requirements are met, the local agency can hold teleconference meetings under the Brown Act. The Board has been holding teleconferences during the pandemic due to the proclamation of an emergency, and now the State has passed a bill which requires the Board to vote to authorize continued teleconference meetings every 30 days. He noted that until such time as the Board resumes meeting in person, the Board will have to pass this resolution at every meeting.

Director Caldon stated that the Mayor has requested that all City Boards and Commissions enact this resolution, allowing them to continue meeting by teleconference. To that end, to comply with the directive, War Memorial Staff met with the City Attorney and drafted a proposed Resolution adopting the above-listed findings, which Trustees received prior to the meeting.

President Horn proposed to the Board a Resolution Making Findings in Accordance with California Assembly Bill 361 and Government Code Section 54953(e) Authorizing Remote Teleconference Meetings of the War Memorial Board of Trustees for the Next Thirty Days.

Upon discussion, Trustee Kopp noted that the Korean War Memorial Foundation Board of Directors is allowed to meet in person in the Veterans Building and inquired as to why the War Memorial Board of Trustees is not allowed to meet in person. President Horn noted that he previously raised this issue with the Mayor. Director Caldon stated that he believed the Mayor may be hoping for uniformity across boards and commissions, which may be an issue for boards that have larger public attendance, like the San Francisco Board of Supervisors. Director Caldon opined that the Mayor may be hoping for consistency, and if some boards began to meet in person, then it would push other boards and commissions to meet in person, which would attract larger public groups of attendance in person, which may become unsafe.

On motion of Trustee Wilsey, seconded by Trustee Moscone, the following resolution was unanimously adopted:

RESOLUTION NO. 21-30

- Whereas,* The WAR MEMORIAL BOARD OF TRUSTEES (“WMBT”) is committed to preserving and supporting public access and participation in meetings of the War Memorial Board of Trustees and all of its Committees; and
- Whereas,* All meetings of WMBT and its Committees are open and public, as required by the Ralph M. Brown Act (Cal. Gov. Code 54950 – 54963), so that any member of the public may attend, participate, and watch WMBT and its Committees conduct business; and
- Whereas,* The Brown Act, Government Code section 54953(e), makes provisions for remote teleconferencing participation in meetings by members of a legislative body, without compliance with the requirements of Government Code section 54953(b)(3), subject to the existence of certain conditions; and
- Whereas,* On February 25, 2020, the Mayor of the City and County of San Francisco (the “City”) declared a local emergency, and on March 6, 2020, the City’s Health Officer declared a local health emergency, and both those declarations remain in effect; and
- Whereas,* On March 4, 2020, Governor Newsom declared a State of Emergency in the State of California pursuant to Government Code Section 8625 as a result of the threat of the Coronavirus (COVID-19) pandemic; and
- Whereas,* Subsequently, in March 2020, in response to the COVID-19 pandemic, Governor Newsom issued Executive Orders N-25-20 and N-29-20. These orders suspended certain elements of the Brown Act and specifically allowed for legislative bodies as defined by the Brown Act to hold their meetings entirely electronically with no physical meeting place. On June 11, 2021, Governor Newsom issued Executive Order N-08-21, which provided that the provisions in Executive Order N-29-20 suspending certain elements of the Brown Act would continue to apply through September 30, 2021; and
- Whereas,* On March 11 and March 23, 2020, the Mayor issued emergency orders suspending select provisions of local law, including sections of the City Charter, that restrict teleconferencing by members of policy bodies; those orders remain in effect, so City law currently allows policy bodies to meet remotely if they comply with restrictions in State law regarding teleconference meetings; and

- Whereas,* On September 16, 2021, Governor Newsom signed AB 361, which added subsection (e) to Government Code section 54953 of the Brown Act, and makes provision for remote teleconferencing participation in meetings by members of a legislative body, without compliance with the requirements of Government Code section 54953(b)(3), subject to the existence of certain conditions; and
- Whereas,* A required condition of AB 361 is that a state of emergency is declared by the Governor pursuant to Government Code section 8625, proclaiming the existence of conditions of disaster or of extreme peril to the safety of persons and property within the State caused by conditions as described in Government Code section 8558; and
- Whereas,* There has been a significant increase in COVID-19 cases in the City and County of San Francisco due primarily to the Delta variant of SARS-CoV-2, the virus that causes COVID-19. Emerging evidence indicates that the Delta variant is far more transmissible than prior variants of the virus, may cause more severe illness, and can be spread even by fully vaccinated individuals; and
- Whereas,* The Health Officer for the City and County of San Francisco issued a Local Health Emergency regarding COVID-19 on March 6, 2020, which remains in effect at this time, and has subsequently issued orders and directives to ensure the health and safety of the City and County of San Francisco including, but not limited to, issuing guidelines on physical distancing, encouraging meeting outdoors, wearing masks and receiving vaccinations; and
- Whereas,* WMBT now desires to adopt a Resolution making the findings that the requisite conditions exist for the legislative bodies of WMBT to conduct remote virtual meetings without compliance with paragraph (3) of subdivision (b) of Government Code section 54953 and shall comply with the requirements to provide the public with access to the meetings as prescribed in Government Code section 54953(2)(e); and now Therefore Be It
- Resolved,* Section 1. Recitals. The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.
- Section 2. Governor's Proclamation of a State of Emergency. WMBT hereby finds there is the Governor of the State of California's Proclamation of a State of Emergency, effective as of its issuance date of March 4, 2020 and continuing as of the date of this Resolution.
- Section 3. Local State of Emergency. WMBT here finds that the Mayor of San Francisco issued a Proclamation of Local Health Emergency on February 25, 2020, and the San Francisco County Health Officer issued Order C19-07y on June 11, 2021, and updated as of September 20, 2021, to protect the health and safety of the City and County of San Francisco.
- Section 4. Proclamation of Emergency. WMBT hereby finds that a state and local emergency now exists throughout the District, as evidenced by the State proclamations and City proclamations, and County Health orders currently in effect and, therefore, holding meetings in person would present imminent risks to the health and safety of attendees.
- Section 5. Remote Teleconference Meetings. The staff of the San Francisco War Memorial and Performing Arts Center is hereby authorized and directed to take all actions necessary to carry out the intent and purpose of this Resolution including, conducting remote meetings in accordance with Government Code section 54953(e) and other applicable provisions of the Brown Act.

Section 6. Effective Date of Resolution. This Resolution shall take effect immediately upon its adoption and for at least the next 30 days meetings of the WMBT and its Committees, will continue to occur exclusively by teleconferencing technology (and not by any in-person meetings or any other meetings with public access to the places where any policy body member is present for the meeting). Such meetings will provide an opportunity for members of the public to address this body and its Committees and will otherwise occur in a manner that protects the statutory and constitutional rights of parties and the members of the public attending the meeting via teleconferencing.

Section 7. Future Meetings. The Executive Secretary of WMBT is directed to place a resolution substantially similar to this resolution on the agenda of a future WMBT meeting within the next 30 days. If WMBT does not meet within the next 30 days, the Executive Secretary is directed to place such resolution on the agenda of the next WMBT meeting that is scheduled.

SECRETARY'S REPORT

Revenue, Appropriations and Housekeeping Expenditures: Assistant Managing Director Jennifer Norris requested approval of the Revenue, Appropriations and Housekeeping Expenditures Reports for September 30, 2021.

In discussion, Trustee Lui noted that the Wilsey Center rental revenue is high compared to Fiscal Year 2018-2019. Ms. Norris noted that this year the Opera has block-booked the Wilsey Center from July through December and paid in advance, using the space for presentations, educational programs, rehearsals, and as a break room for the costume shop.

Director Caldon noted that War Memorial year-to-date earned revenue is currently at 28% of the goal for the year, and with the first quarter having just ended, indicated that this is extremely positive news.

Trustee Lui inquired about the debt service line item. Director Caldon informed her that item refers to debt service on the Certificates of Participation that funded the renovation of the Veterans Building, debt which is being paid from the General Fund.

On motion of Trustee Lui, seconded by Trustee Moscone, the following resolution was unanimously adopted:

RESOLUTION NO. 21-31

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the September 30, 2021 Revenue, Appropriations and Housekeeping Expenditures Reports are hereby approved.

Assistant Director Norris noted the Board typically meets on the second Thursday of each month, but in November, this date falls on Veterans' Day. Therefore, in November the Board will meet in special session on Wednesday, November 10, 2021, at 2:00 p.m., with a Veterans Committee meeting immediately preceding. In addition, she reported that today, for the first time since the pandemic began, all War Memorial venues were simultaneously in use.

REGULAR ITEMS

Refer Agreement with American Legion War Memorial Commission: President Horn reported that the agreement between the War Memorial and the American Legion War Memorial Commission regarding payments to the Commission from Herbst Theatre revenues is set to expire on December 31, 2021. President Horn referred the matter to the Veterans Committee and requested that the Committee meet in November to review and consider approval of a renewal agreement.

Request from San Francisco Ballet to install an exhibit celebrating Helgi Tomasson in the lobbies of the War Memorial Opera House: President Horn noted that at the September meeting, the Trustees received a letter of request from the San Francisco Ballet to install an exhibit in the Grand Tier and Dress Circle lobbies of the War Memorial Opera House. He stated that prior to the meeting, Trustees received a packet of information regarding the exhibit entitled “Celebrating Helgi Tomasson.” On invitation of President Horn, Kate McKinney from the San Francisco Ballet then presented to the Board regarding the exhibit.

Ms. McKinney explained the exhibit is celebrating Helgi Tomasson, who is retiring from his position as Artistic Director and Principal Choreographer at the end of the 2022 season, his 37th season with the Ballet. The Ballet requests permission to erect an exhibit of three enclosed vitrines, which will display a rotating selection of photographs from Tomasson’s choreography. The proposed exhibit would be installed in January 2022 before the 2022 season and removed at the end of the season on May 8, 2022.

Following discussion, and on motion of Trustee Wilsey, seconded by Trustee Moscone, the following resolution was unanimously adopted:

RESOLUTION NO. 21-32

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it approves the request of the San Francisco Ballet to install an exhibit entitled “Celebrating Helgi Tomasson” in the War Memorial Opera House throughout its 2022 season, with the precise placement of the installation to be approved by War Memorial staff.

Request from San Francisco Symphony for a Commercial Display Fee waiver for signage related to CLEAR-branded health pass vaccination verification: President Horn noted that prior to the meeting, Trustees received a letter from the San Francisco Symphony regarding a proposal to install signage directing patrons who use the CLEAR app to present their proof of vaccination at specially assigned doors. The request includes placement of four CLEAR-branded signs near entrances.

Upon invitation from President Horn, Andrew Dubowski, Senior Director of Operations for the Symphony, stated the Symphony has been performing since May 2021 and that following the current health orders has required additional usher staff to verify vaccination status of patrons. The Symphony has been looking at ways to streamline entry and avoid long lines. In talks with CLEAR Health Pass over the last few months, the Symphony realized that installing the CLEAR machines would have been cost-prohibitive, but now CLEAR has agreed to donate the products to the Symphony, *pro bono*.

Mr. Dubowski noted benefits of the system. When verifying vaccination status, the City requires that names on vaccination cards be matched to a photo identification, a two-step process that requires an additional staff of approximately six people to process visitors into the hall. If audiences reach over 1,000, the lines become overwhelming. With the CLEAR Health Pass, a patron must show only the CLEAR app because the app both includes a photo of the person and verifies the person’s vaccination status. He indicated that this system would increase capacity and help events start on time. Because the use of CLEAR is being provided pro bono, and the Symphony is not receiving an additional cash donation, the Symphony requested that the usual Commercial Display Fee be waived.

President Horn inquired as to why the Symphony would not just encourage patrons to register with California’s vaccination health card, which is accepted everywhere, whereas the CLEAR Health Pass is event specific. Mr. Dubowski stated that the challenge is that the Symphony would still need to look at a photo ID as well as the California State Health Pass, whereas CLEAR combines those two into one step. He also reported Symphony patrons are finding it difficult to navigate the California Department of Health sign-up website and the Symphony feels that CLEAR is integrated, quick, easy, and has a free app that anyone can download.

On motion of Trustee Kopp, seconded by Vice President Shultz the following resolution was unanimously adopted:

RESOLUTION NO. 21-33

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it approves the request of the San Francisco Symphony to place CLEAR-branded signage in Davies Symphony Hall and to waive associated Commercial Display Fees.

GOOD AND WELFARE

No Good and Welfare provided at this meeting.

PUBLIC COMMENT

President Horn opened public comment by noting that public comment is an opportunity for members of the public to address Trustees on items within the subject matter jurisdiction of the Board but not on the agenda.

Andrew Dubowski, Senior Director of Operations for the Symphony, used Public Comment as an opportunity to introduce his colleague Dan Zimardi, the new Senior Operations Manager at the San Francisco Symphony, who will likely be attending War Memorial Board meetings in the future.

President Horn stated that during the COVID-19 health emergency while Trustees are meeting remotely, members of the public may address the Board by emailing their public comment to WarMemorialBoard@sfgov.org or by leaving public comment as a voicemail at 415-554-6308 in advance of Board meetings. President Horn also invited the public to leave additional public comment until 12:00 p.m. on War Memorial Board meeting day.

Trustees encourage the public to provide their comments and feedback by email or voicemail. It should be noted that no public comment was received either prior to the meeting or in the subsequent week.

ADJOURNMENT

There being no further business to come before the Board, President Horn adjourned the meeting at 2:42 pm.

Jennifer E. Norris
Executive Secretary