

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
SPECIAL BOARD MEETING

Wednesday, November 10, 2021

The Board of Trustees of the War Memorial of San Francisco met by teleconference in regular session on Wednesday, November 10, 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 Myatt, Trustee Wilsey and Trustee Wright

Absent: Trustee Pelosi

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

PRESIDENT'S REPORT

President Horn stated that with great sadness he was announcing the passing of Trustee Nancy Hellman Bechtle, a long-serving member of the Board. President Horn expressed that Trustee Bechtle was a remarkable woman: Olympic skier, philanthropist, President of the San Francisco Symphony, and Chair of the Presidio Trust. He noted that she was also a gifted bluegrass performer, having founded the group "Nancy and the Lambchops."

President Horn reported that Sam Whiting published a lovely article about Trustee Bechtle in the San Francisco Chronicle, in which Mr. Whiting wrote "...she was privileged, but not pampered." President Horn continued that he thought this quote described Trustee Bechtle well in that she was generous with her time, resources, and talents. He stated she was a beloved member of the Board of Trustees and had served many terms as its President. President Horn noted that her passing is a great loss, that he will miss her, and that he knows everyone on the Board will also miss her.

President Horn then commented on Veterans Day and the Veterans Parade, which took place on Sunday, November 7, 2021. He stated there was a beautiful article in the San Francisco Chronicle by Carl Nolte, which paid tribute to former Trustee Wallace Levin. President Horn noted that Trustee Levin organized the Presidio Memorial Day services every year and that he was happy to read that Trustee Levin was named honoree of this year's Veterans Day Parade. President Horn encouraged everyone to read the article and to remember Trustee Levin this Veterans Day.

MANAGING DIRECTOR'S REPORT

Approval of Consent Agenda: Director Caldon stated that items submitted on the Consent Agenda included the minutes of the October 14, 2021 Regular Meeting of the Board; Rental Requests for November 10, 2021; and the October 31, 2021 Revenue, Appropriations, and Housekeeping Expenditures Reports.

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

RESOLUTION NO. 21-34

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the minutes of the October 14, 2021 Regular Meeting of the Board; Rental Requests for November 10, 2021; and the October 31, 2021 Revenue, Appropriations, and Housekeeping Expenditures Reports, are hereby approved.

Public Information Officer: Director Caldon introduced the War Memorial's first-ever Public Information Officer, Francesca Cicero, who will be assisting with staff coordination of Trustee meetings and needs. Ms. Cicero provided a brief introduction of her background as a lawyer, which included extensive experience working with boards of directors and document management, as well as her experience in higher education administration and demonstrated commitment to public service. She expressed her excitement at the opportunity and stated she looked forward to assisting Trustees going forward.

SECRETARY'S REPORT

Assistant Managing Director Jennifer Norris announced she was resigning from the War Memorial to accept a position with the Transbay Joint Powers Authority as Facility Director of the Salesforce Transit Center and Salesforce Park. President Horn thanked Ms. Norris on behalf of the Board for her many years of loyal service to the War Memorial. Trustees expressed gratitude for her service and well wishes for her future endeavors.

President Horn noted that the period for Ms. Norris' departure is short, as she is leaving at the end of November, and raised the subject of the process for naming Ms. Norris' replacement. President Horn stated that though the position of Assistant Managing Director is appointed by Trustees, the Board should give great deference to the Managing Director in the selection process. President Horn stated that he thought the Board should defer to Director Caldon a great deal in conducting the process and expressed hesitance to commence an extensive search as it could be slow.

Vice President Shultz stated she did not think a formal search process was necessary. She noted that searches take a long time, and that Ms. Norris will be gone in few weeks. She stated that President Horn was chair of the search committee that selected Director Caldon and suggested that the Board designate President Horn to work with Director Caldon to identify an appropriate candidate to recommend to the Board, since this person will work very closely with the Managing Director, President, and the full Board. She also expressed that during this period, Trustees could provide the names of possible candidates to President Horn and Director Caldon for their consideration, and that once a candidate is identified, the Board could meet in Closed Session and vote on the final candidate. President Horn stated he would be willing to perform this task if it were the desire of the Board.

Trustee Wright noted that while she was not familiar with the current process, she wanted to ensure that there would be outreach for a candidate. She stated that since Ms. Norris was working with the staff racial equity team, she thought it was important that whomever the Board hires understands the commitment to that process and perhaps has experience in that area.

Trustee Gatti inquired about whether there was a written job description for the position and stated it would be helpful to circulate that document to the entire Board. He noted that hiring for this particular position may be complicated because it would be ideal to have someone who loves the buildings and is familiar with them, or who has the wherewithal to become familiar quickly. Trustee Gatti agreed with Vice President Shultz's comments that it would be helpful if Director Caldon led the process.

Trustee Lui requested that while President Horn and Director Caldon lead the process, there be transparency during it. President Horn stated that as he envisioned it, candidates would be subject to complete interviews by the Board in Closed Session. He noted that because hiring is a personnel matter, the Board can only be so transparent in terms of what information is shared with the public, but in terms of what information is shared with Trustees, it would be transparent.

Trustee Wilsey commented that she is currently in a search that has been going since July and that it has been going on too long. Trustee Lui responded that good people are hard to come by and that the Board must act as soon as possible.

President Horn stated that he would work with Director Caldon in the near term to determine if any additional process would be desirable and that they would set out on the task in an expeditious way, keeping Trustees fully apprised of all steps and calling Closed Sessions as necessary.

COMMITTEE REPORTS

Proposed Revision of Not-to-Exceed Amount for Agreement with American Legion War Memorial Commission:

Trustee Myatt, Chair of the Veterans Committee, stated that the first item considered at the Veterans Committee meeting held earlier was a proposal to revise the Not-to-Exceed Amount for the Agreement between the War Memorial and the American Legion War Memorial Commission.

He stated that in 1977, the Board and the Commission entered into the original Agreement governing the transfer of spaces to the War Memorial's jurisdiction and the payment of an annual sum to the Commission to defray its operational and salary expenses. Trustee Myatt noted that Resolution 4487 stipulated that "...in no event shall the annual sum to be paid by the Board of Trustees hereunder exceed \$35,000."

Trustee Myatt noted that 44 years have passed since the Not-to-Exceed Amount for the Agreement was established. He stated that according to a historic review of the Consumer Price Index, the dollar has inflated 363% over that same period. He also stated that a review of the "History of Sums Paid" document distributed to the Veterans Committee showed that the \$35,000 amount has been exceeded in seven separate years since 2010.

Trustee Myatt noted that because the annual sum paid under each renewal Agreement is based on a budget prepared by the Commission, reviewed by War Memorial staff, and approved by the Veterans Committee and the full Board, members of the Veterans Committee believe there is a sufficient process in place to establish the annual sum without need for a Not-to-Exceed Amount. He reported that the Committee voted unanimously to recommend to the full Board elimination of the Not-to-Exceed Amount established in Resolution 4487.

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

RESOLUTION NO. 21-35

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Veterans Committee and approves the elimination of the Not-to-Exceed Amount for agreements between the War Memorial Board of Trustees and the American Legion War Memorial Commission established in Resolution 4487.

Proposed Renewal of Agreement with American Legion War Memorial Commission:

Trustee Myatt stated that the Veterans Committee also considered the proposed renewal Agreement between the War Memorial and American Legion War Memorial Commission under which an annual sum is paid by the War Memorial to the Commission.

Trustee Myatt noted the agreement stems from the 1977 transfer of management and control of what is now the Herbst Theatre and The Green Room from the Commission to the Trustees in exchange for a more assured source of income. He stated that this income helps defray the Commission's office expenses related to administering Veterans Building space allocated for veterans' use. He further stated that each of the original 1977 agreement and 19 subsequent renewal agreements specified an annual sum to be paid by the Trustees to the Commission from Herbst Theatre rental revenues based on the Commission's needs and requirements at the time.

Trustee Myatt stated that the current renewal Agreement covers the one-year period of 2022. He noted that, if approved, in 2022 Trustees would pay to the Commission a total of \$37,800. He also noted that this direct support would be in addition to annual in-kind support to the San Francisco American Legion Posts of approximately \$400,000.

Trustee Myatt stated that the Veterans Committee reviewed a number of documents, including staff's report and worksheet for the Commission's 2022 budget, and also heard from Commission representatives.

Trustee Myatt stated that following discussion, the Veterans Committee voted unanimously to recommend renewal of the Agreement with the American Legion War Memorial Commission for the one-year period of 2022 with payment by the Trustees to the Commission of \$37,800. He noted that the Committee also recommended approval of the draft renewal Agreement prepared by staff, which contains substantively the same terms and conditions as the current renewal.

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

RESOLUTION NO. 21-36

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Veterans Committee and approves the proposed one-year renewal agreement between the War Memorial Board of Trustees and the American Legion War Memorial Commission effective January 1, 2022.

REGULAR ITEMS

Refer Budget to Committee: President Horn noted that the War Memorial's two-year budget for Fiscal Years 2022-23 and 2023-24 are due to the Mayor's Office of Public Policy and Finance in February 2022. President Horn referred the matter to the Budget and Finance Committee and requested that the Committee meet to review and consider budget recommendations so that the budget may be developed and considered by the Board.

Trustee Lui asked President Horn and Director Caldon if Trustees had received updates about the Opera House roof renovation and whether that project was still part of the budget or if it had been removed due to the pandemic. Director Caldon responded that project had been deferred due to the pandemic and will be re-requested to the Capital Planning Committee in the upcoming budget cycle. He noted the current budget had additional funds for Davies Symphony Hall elevators but did not include funds in the current budget year for the Opera House roof. He stated that staff will be making that request again during the budget process in February.

Trustee Lui suggested that staff meet with the entity that provided the existing cost estimate for the Opera House roof renovation to see if the estimate is still accurate, or if it has increased due to materials and labor costs. Director Caldon agreed and noted that it is likely the estimated cost has risen.

GOOD AND WELFARE

Trustee Gatti expressed that he does not know how he could ever talk enough about Trustee Bechtle. He stated that she was one of the first people he met when he arrived in San Francisco and from that point he thought she was one of the most energetic people he had ever met. He expressed that he would miss her tremendously and that it is hard to believe she's not here.

Trustee Myatt stated that Trustee Bechtle was a strong supporter of veterans. He noted that when she was President of the Board, what she did for veterans was magnificent.

President Horn noted that when the Board was engaged in litigation with the San Francisco Posts of the American Legion, he established a litigation committee and asked Trustee Bechtle to serve on it because he knew she wouldn't mind going to all the meetings, mediations, hearings, and arbitrations. He said she never complained and would always report back as to how things were progressing; any time you needed her, she answered "present."

Vice President Shultz noted that many of those present were at Trustee Bechtle's service and heard what a multi-faceted person she was. Vice President Shultz suggested that everyone listen to Trustee Bechtle's song "Don't Sweat the Small Stuff," and then do everything you can to make the world a better place and have a good time doing it.

Trustee Wilsey mentioned that she was in an exercise class with Trustee Bechtle five days a week for 32 years, and that she and Trustee Bechtle always had so much fun. She noted Trustee Bechtle's laugh and stated she will miss her giggling.

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.

Nelson Lum, Acting Chair of the American Legion War Memorial Commission, stated that on behalf of the Commission, he wanted to express appreciation for Trustee support and thank Trustees for approving the budget for 2022.

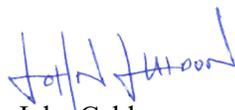
Andrew Dubowski, Senior Director of Operations for the San Francisco Symphony, recognized and thanked Jennifer Norris for her service and partnership with the Symphony.

Chris Dennis, Director of Production for the San Francisco ballet, thanked Jennifer Norris for her work with the Ballet and wished her all the best in the future.

Paul Cox, Finance Officer for the American Legion War Memorial Commission, stated he was sorry to hear about Trustee Bechtle's passing and fondly remembered seeing her for years at the Hardly Strictly Bluegrass Festival. He noted she was gracious, honest, and straightforward, and expressed shock and dismay that she is no longer with us. He also wished Jennifer Norris well in her future endeavors.

ADJOURNMENT

There being no further business to come before the Board, President Horn adjourned the meeting in memory of Trustee Nancy Hellman Bechtle at 2:38 pm.



John Caldon
Managing Director