

**MINUTES**  
**WAR MEMORIAL BOARD OF TRUSTEES**  
**REGULAR BOARD MEETING**  
**Thursday, February 10, 2022**

The Board of Trustees of the War Memorial of San Francisco met remotely for its regular board meeting on Thursday, February 10, 2022, at 2:00 p.m., President Horn presiding.

**ROLL CALL**

Present: President Horn, Vice President Lui, Trustee Gatti, Trustee Kopp, Trustee Myatt, Trustee Pelosi, Trustee Wilsey, and Trustee Wright

Absent: Trustee Moscone

Staff Present: John Caldon, Managing Director

**PRESIDENT'S REPORT**

President Horn opened the meeting noting that the meeting is being held remotely. He reported that he has met with the Mayor's Chief of Staff and the Mayor about when the Board can resume meeting in-person. President Horn explained that the Mayor issued an emergency order in 2020 mandating that City departments meet remotely until the mandate is lifted. He reported that the Chief of Staff is in active conversations with the City Attorney to carve out exceptions for boards that want to resume in-person meetings. President Horn expressed his hope that Trustees will be able to return to an in-person meeting for the regular board meeting in March.

**San Francisco Ballet Opening:** President Horn reported that the San Francisco Ballet opened its 2022 Repertory Season on February 1, 2022 with Program 1, featuring Helgi Tomasson's "Trio," the world premiere of Cathy Marston's "Mrs. Robinson," and Balanchine's "Symphony in C." On behalf of Trustees, President Horn extended best wishes to the Ballet for a wonderful season.

**Ballet and Opera Request:** President Horn noted that prior to the meeting, Trustees received a joint letter from the Ballet and Opera regarding a possible donor-funded project to upgrade lobby areas in the Opera House. So that the request may be heard and considered, President Horn referred the matter to the Building Committee and requested the Committee meet to hear the proposal and provide recommendations to the full Board.

**Global Gourmet Request:** President Horn stated that Global Gourmet Catering, the War Memorial's exclusive concessionaire, submitted a request to Trustees to extend the Original Term of its Agreement. He noted that Global Gourmet's current agreement includes an Original Term lasting five years, which began August 1, 2018. He reported that the War Memorial has the option to renew the Agreement for an additional five years following the Original Term. President Horn explained that to exercise the renewal option, Global Gourmet must first submit a letter of request to this Board eighteen months before the Original Term expires, which falls this month, February 2022.

President Horn acknowledged that due to COVID, the War Memorial was closed for eighteen months during the Original Term of Global Gourmet's Agreement. He noted that for this reason, Global Gourmet is requesting to extend the Original Term of the Agreement by eighteen months, rather than requesting that Trustees exercise the renewal option.

President Horn referred the matter to the Presentors Liaison Committee to consider this request and asked that it meet to provide a recommendation to the full Board.

### MANAGING DIRECTOR'S REPORT

**Approval of Consent Agenda:** Director Caldon stated that items submitted on the Consent Agenda included: minutes of the January 12, 2022 special meeting of the Board; minutes of the January 26, 2022 Budget and Finance Committee meeting; Rental Requests for February 10, 2022; Refund Requests for February 10, 2022; January 2022 Housekeeping Expenditure Reports; and the Resolution adopting findings under Assembly Bill 361 to continue remote meetings. On motion of Trustee Kopp, seconded by Trustee Wilsey, the following resolution was unanimously adopted:

#### RESOLUTION NO. 22-02

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that minutes of the January 12, 2022 special meeting of the Board; minutes of the January 26, 2022 Budget and Finance Committee meeting; Rental Requests for February 10, 2022; Refund Requests for February 10, 2022; January 2022 Housekeeping Expenditure Reports; and the Resolution adopting findings under Assembly Bill 361 to continue remote meetings, are hereby approved.

**COVID Update:** Director Caldon discussed the latest developments in public health measures taken to address the pandemic. He noted that there has been a frenzy of health orders being issued at a rapid pace with the rules continuing to change as the omicron surge appears to be subsiding. Director Caldon noted that in the performance and event spaces vaccinations are still required, as well as boosters for those eligible, and that masks are still required, with the use of N95 and KN95 masks being encouraged.

Director Caldon reported that food and beverages are being served in lobbies only, with no food or drink being allowed in the auditorium, to encourage patrons to keep their masks on. He reported that with the consent of the City Attorney, Mayor's Office, and Department of Public Health, the War Memorial has been more restrictive than health orders require in order to protect patrons and staff. He remarked that there have been fewer exposure notices received lately, which is a change from January when the department was receiving approximately three notices per day.

Director Caldon noted that the current rules are complex, as there are different vaccination requirements based on a person's age group with ranges of 0-2, 2-4, 5-11, 12-16, and 17 and up. He acknowledged it is complicated for front-of-house staff to manage and commended their performance.

Trustee Wilsey inquired about someone who recently tried to attend the Symphony who was denied entry due to lacking a booster shot. She asked whether the venues are allowing any vaccination exemptions. Director Caldon responded that no vaccination exemptions are currently permitted, including for medical or religious reasons.

Vice President Lui then asked about whether the venues would continue with the masking requirement, as the state of California appears to be loosening its requirements regarding masks indoors. Director Caldon responded that staff's position is to continue the mask mandate. He stated that the Ballet and Symphony, both of which are currently in production, as well as numerous presenters in the Herbst Theatre, have informed staff that their patrons desire that the mask mandate and vaccination requirements remain in place. Director Caldon noted that subscription packages are sold several months in advance, so at the time current subscribers purchased their tickets, they were provided a commitment about masks and vaccination requirements. He stated that to change those requirements midway through performance seasons would result in not honoring the commitment made to patrons regarding measures being taken to protect their safety at the time of their ticket purchase.

Trustee Wilsey remarked that Mayor Breed had announced the loosening of the mask mandate the night before the opening night of the Ballet. Trustee Wilsey said that she received a call from the Ballet indicating it did not want to be the first to have an event without masks and possibly be responsible for spreading COVID; Mayor Breed told her that the Ballet could continue to require masking. Director Caldon stated that the Department of Public Health has allowed for facilities to be more restrictive than health orders, but not less restrictive. He also noted that any policy issued by the War Memorial is first vetted by the City Attorney's office, the Mayor's office, and the Department of Public Health to ensure that the policies are politically supported and legally enforceable.

**Update on Behested Payments Legislation:** Director Caldon stated the Board of Supervisors recently enacted behested payments legislation effective January 23, 2022. He noted that some Trustees are involved in fundraising and stated that he wanted to ensure they were aware of these changes. He explained that the new law prohibits the direct or indirect solicitation of payments from "interested parties" and expands the definition of an interested party to include contractors and other entities that have business before the Board. He continued that because the City has now prohibited all behested payment requests from interested parties, it has eliminated the reporting requirements associated with payments of this type.

**Form 700 and Sunshine Training Reminder:** Director Caldon then reminded Trustees that California Form 700 Statement of Economic Interests filings and Sunshine and Ethics trainings will be due by April 1, 2022. He noted that all Board members should have already received an email from the Ethics Commission, but that Francesca Cicero, Public Information Officer, will follow up with additional information if Trustees are having issues filling out their forms.

Vice President Lui noted that she also serves on the Asian Art Museum Commission and asked whether she only needs to complete one Form 700 and training. Director Caldon responded that he believed that is the case. Trustee Wilsey said that as a member of both this Board and the Fine Arts Museums of San Francisco she submits only one form annually.

### **COMMITTEE REPORT**

President Horn stated that earlier today, the Budget and Finance Committee met to consider two items: Proposed rental rates for Fiscal Years 2022-23 and 2023-24 and the War Memorial Departmental Budget for Fiscal Years 2022-23 and 2023-24. Chair Myatt then reported on behalf of the Committee.

**Budget and Finance Committee – Rental Rates:** Chair Myatt stated that to comply with legal requirements the Board is required to hold two public budget hearings no fewer than 15 days apart before voting to approve the departmental budget. Chair Myatt reported that the Budget and Finance Committee held meetings on January 26, 2022, and again earlier today, to consider and adopt recommendations on the War Memorial department's proposed rental rates and proposed budgets for Fiscal Year 2022-23 and Fiscal Year 2023-24.

Chair Myatt reported that the Committee reviewed staff's proposed rental rate increases, which include an average 6% increase for performance venues and 4.2% for office space rentals for Fiscal Year 2022-23 and Fiscal Year 2023-24, as well as the elimination of two obsolete rental rate categories, including holiday rental fees and extra-hours rental charges for Zellerbach Rehearsal Hall. He noted that following discussion, the Committee voted to recommend approval of staff's proposed rental rates for both fiscal years.

Following discussion, President Horn requested a motion to adopt the report of the Budget and Finance Committee. On motion of Trustee Pelosi, seconded by Trustee Wilsey, Trustees voted unanimously to recommend approval of staff's proposed two-year Rental Rates for Fiscal Years 2022-23 and 2023-24.

### **RESOLUTION NO. 22-03**

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco to adopt the report of the Budget and Finance Committee and approve staff's proposed Rental Rates for Fiscal Year 2022-23 and Fiscal Year 2023-24.

**Budget and Finance Committee – Departmental Budget:** Chair Myatt stated that the Budget and Finance Committee held meetings on January 26, 2022, and again earlier today, to consider and adopt recommendations on the War Memorial department’s proposed budgets for Fiscal Year 2022-23 and Fiscal Year 2023-24, including revenues and expenditures, facility maintenance, and capital budgets. He noted that following discussion, the Committee voted to recommend approval of staff’s proposed budget for both fiscal years.

Following discussion, President Horn requested a motion to adopt the report of the Budget and Finance Committee. On motion of Trustee Pelosi, seconded by Vice President Lui, Trustees voted unanimously to recommend approval of staff’s proposed two-year budget for Fiscal Year 2022-23 and Fiscal Year 2023-24.

#### RESOLUTION NO. 22-04

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco to adopt the report of the Budget and Finance Committee and approve staff’s proposed War Memorial Department two-year budget for Fiscal Year 2022-23 and Fiscal Year 2023-24.

### REGULAR ITEMS

#### **Selection of Trustee-Director to the San Francisco Performing Arts Center Foundation Board of Directors:**

President Horn provided background to this item for the benefit of the Board. He stated that the San Francisco Performing Arts Center Foundation is a private, non-profit corporation, originally created in 1973 as the “Friends of the War Memorial,” that provides support services to the San Francisco War Memorial and Performing Arts Center. He noted that, as authorized by the Board of Trustees, the Foundation provides services to the War Memorial including collecting and processing licensee payments and deposits in accordance with facility license agreements, processing payroll for non-City event personnel, and providing funds for various facility improvements.

President Horn explained that the Performing Arts Center Foundation’s by-laws provide for five directors, of which a minimum of three shall be members of the War Memorial Board of Trustees, with two At-Large Directors as determined by a majority of the Foundation directors. President Horn noted that currently he and Trustee Moscone are named as Trustee-Directors of the Foundation, Director Caldon serves as an At-Large Director, and that there currently exist one Trustee-Director and one At-Large Director vacancy. President Horn stated that with the passing of Trustee Shultz, it is up to the Trustees to select a Trustee-Director to succeed her. President Horn then opened the floor to nominations. Trustee Kopp nominated Trustee Wilsey.

Following discussion, President Horn requested a motion to adopt the nomination of Trustee Wilsey. On motion of Trustee Kopp, seconded by Trustee Gatti, Trustees voted unanimously to elect Trustee Wilsey to the San Francisco Performing Arts Center Foundation Board of Directors.

#### RESOLUTION NO. 22-05

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco to elect Trustee Wilsey as Trustee-Director on the Board of Directors of the San Francisco Performing Arts Center Foundation.

### GOOD AND WELFARE

Trustee Gatti remarked that ten days ago the Symphony, including Michael Tilson Thomas and Yuja Wang, performed an incredible tribute concert for late Trustee Nancy Bechtle. He noted that afterwards there was a reception with a video of Trustee Bechtle and that the Symphony did a spectacular job paying tribute to her. President Horn and Trustee Pelosi agreed.

**PUBLIC COMMENT**

Public comment is an opportunity for members of the public to directly address the Trustees on items within the subject matter jurisdiction of the Board, but not on the agenda.

President Horn stated that during 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](mailto:WarMemorialBoard@sfgov.org) or by leaving public comment as a voicemail at 415-554-6377 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 2:31 p.m.



John Caldon  
Managing Director