

**MINUTES**  
**WAR MEMORIAL BOARD OF TRUSTEES**  
**REGULAR BOARD MEETING**

**Thursday, March 10, 2022**

The Board of Trustees of the War Memorial of San Francisco met in regular session on Thursday, March 10, 2022, at 2:00 p.m., in the Trustees' Board Room, War Memorial Opera House, President Horn presiding. As authorized by California Government Code Section 54953(e) and Mayor Breed's 45th Supplement to her February 25, 2020 emergency proclamation, some members of the War Memorial Board of Trustees and public also attended this meeting remotely.

**ROLL CALL**

Present: ( <i>in person</i> )	President Horn, Vice President Lui, Trustee Kopp, Trustee Myatt, and Trustee Wright
Present: ( <i>remote on video</i> )	Trustee Pelosi
Attending: ( <i>remote not on video; not voting</i> )	Trustee Wilsey
Absent:	Trustee Gatti and Trustee Moscone
Staff Present:	John Caldon, Managing Director

**PRESIDENT'S REPORT**

**Appointment of New Trustees:** President Horn reported the War Memorial has two new Trustees joining the Board. He shared that Mayor Breed appointed Sakurako Fisher, former President of the San Francisco Symphony, and Maryam Muduroglu, current President of the San Francisco Opera Guild, to the Board of Trustees. He remarked that they are two excellent appointments, and that the swearing-in ceremony will take place Monday, March 14, 2022, in the Office of the Mayor. All Trustees are invited to attend.

**Assistant Managing Director Hiring Committee:** President Horn stated that the process for hiring a new Assistant Managing Director, who is also Executive Secretary of the Board, has been in process since the position became vacant in November 2021. He noted that staff has conducted extensive outreach to a diverse array of local organizations to recruit candidates and that staff will be conducting preliminary interviews in the last week of March 2022. He announced that following those interviews, staff will recommend finalists to be interviewed by the Trustees.

To facilitate this work, President Horn named a Special Hiring Committee to function as an interview panel. He reported that the Committee will include President Horn, Vice President Lui, and Trustee Wright. President Horn stated that the Special Hiring Committee would meet after staff has completed its preliminary interviews.

**MANAGING DIRECTOR'S REPORT**

**Approval of Consent Agenda:** Director Caldon stated that items submitted on the Consent Agenda included: minutes of the February 10, 2022 Regular Meeting of the Board; minutes of the February 10, 2022 Budget and Finance Committee meeting; Rental Requests for March 10, 2022; and February 2022 Housekeeping Expenditure Reports.

Director Caldon noted there was an additional rental request he wanted to discuss with the Board. He reported that a group of local musicians contacted War Memorial staff with a request to present a special benefit concert to raise humanitarian aid for the people of Ukraine during this time of war with Russia. Director Caldon explained that the group has requested use of the Herbst Theatre for Sunday, March 13, 2022. He noted the group has raised money for labor and equipment costs and that staff is requesting the Board waive the nonprofit rental fee of \$1375 to benefit this fundraiser for the people of Ukraine. Director Caldon stated he felt the request was appropriate based on the history of the War Memorial and its relationship to veterans and those who have fought for freedom around the world.

President Horn asked the Board whether they would like to consider this request in the context of the consent agenda, to which the Board agreed. Vice President Lui asked whether the rental fee was the only request for a waiver and whether there were other fees that could also be waived. Director Caldon noted that the Board could also waive fees for War Memorial owned equipment but that labor fees could not be waived. Vice President Lui suggested that the Board also waive equipment fees.

On motion of Trustee Kopp, seconded by Vice President Lui, the following resolution was unanimously adopted by a roll call vote.

#### RESOLUTION NO. 22-06

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that minutes of the February 10, 2022 regular meeting of the Board; minutes of the February 10, 2022 Budget and Finance Committee meeting; Rental Requests and Additional Rental Requests as amended for March 10, 2022; and February 2022 Housekeeping Expenditure Reports, are hereby approved.

**COVID Update:** Director Caldon discussed the latest developments in public health measures taken to address the pandemic and noted that things have been shifting rapidly. He noted that some of the changes will begin on March 11, 2022, with the City no longer requiring bars and restaurants to check for proof of vaccination or require the use of masks. He also stated that on March 18, 2022, the City will no longer require mask-wearing inside City buildings, such as the Veterans Building. He further stated that for mega-events, which are events with 1,000 or more people in attendance, masks and proof of vaccination will still be required. This includes performances in both Davies Symphony Hall and the War Memorial Opera House. Director Caldon noted that because the Ballet and Opera have sold subscription series to patrons with a commitment to specified safety measures being in place, they are opting to continue those measures for the safety of their patrons. Director Caldon remarked that the venues in the Veterans Building have capacities of fewer than 1,000, and are thus exempt from mega-event rules. For these venues, Licensees will be permitted to decide which measures to enact for their patrons.

**Opera House Flood Update:** Director Caldon updated the Board on the flood that occurred in the War Memorial Opera House over the weekend, which resulted in the cancellation of the matinee performance of “Don Quixote” on Saturday, March 5, 2022. He stated that an anomalous accident occurred, in which a ballet crew member was moving a piece of equipment and unintentionally collided with a fire sprinkler head above the stage, triggering the life safety system and alerting the San Francisco Fire Department. The accident inundated the backstage area with water and the building needed to be cleared until the San Francisco Fire Department allowed for it to be reopened. Director Caldon noted that the time it took to complete these steps precipitated the cancellation of the ballet performance. He stressed that this was not a failure of the building’s life safety system but an individual user error in operating stage equipment. He also remarked that the quick work of stagehands, engineers, and custodians saved the evening performance.

**Form 700 and Sunshine Training Reminder:** Director Caldon reminded Trustees that California Form 700 Statement of Economic Interests filings and Sunshine and Ethics trainings are due April 1, 2022. He noted that Trustees should have already received an email from the Ethics Commission and that Francesca Cicero, Public Information Officer, would follow up with those who have not yet completed their required filings and trainings.

## REGULAR ITEMS

**Presentation by SF Opera’s Department of Diversity, Equity and Community:** President Horn invited the San Francisco Opera’s Department of Diversity, Equity and Community to present an update to the Board on their work over the last year. President Horn noted that most recently, the Department presented an exhibit of artwork created by persons incarcerated at San Quentin State Prison in the lobby of the War Memorial Opera House during “Fidelio.” President Horn reminded everyone that the exhibit was approved by the War Memorial Board of Trustees and was a great success.

Charles “Chip” McNeal, Director of Diversity, Equity and Community, along with his staff, presented to the Board on the internal and external diversity programs underway at the San Francisco Opera. He noted that their department is the first fully-funded diversity department housed in an opera company in America.

Mr. McNeal provided an overview of the ongoing diversity programs, which include monthly internal trainings, public school and community programs, usher trainings, and national trainings for arts organizations that do not have their own diversity departments. He emphasized the goal in all their programming is to make everyone feel welcomed, to bring new and diverse audiences to the Opera, and to create programming that engages with the greater community at-large. He thanked the Board for partnering with the department, specifically noting the “Fidelio” art exhibit in the lobby of the War Memorial Opera House.

Trustee Wright noted that she attended “Fidelio” and spoke with several of the artists. She remarked at how impactful it was to the artists that their work was being shown in the War Memorial Opera House and that she saw many patrons who were also in awe of the exhibit. She also relayed a personal story about attending Opera in the Park as a young girl, which led her to study classical music. She shared how meaningful these programs can be and that their impact in schools cannot be overstated.

President Horn expressed his appreciation for the presentation and stated that the Board is looking forward to the next project.

### **Adopt Findings to Allow Teleconferenced Meetings Under California Government Code Section 54953(e):**

President Horn stated that on October 14, 2021, the Board passed the first of several Resolutions allowing it to meet remotely to prevent the spread of COVID-19 under Assembly Bill 361, which enables local public agencies to continue to use teleconferencing without complying with certain provisions of the Brown Act. He 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.

President Horn noted that the Resolution currently before the Board will allow Trustees who are able to meet in-person to do so, while also allowing some Trustees to attend remotely if they have COVID-related health reasons that prevent them from attending in-person. He stated that Mayor Breed has directed all City boards and commissions to enact a Resolution to allow for “hybrid” meetings to take place and that the City Attorney had drafted a proposed Resolution, which Trustees received prior to the meeting.

Deputy City Attorney Lauren Curry then addressed the Board. Trustee Kopp inquired as to why the Board is required to pass this resolution every month. Ms. Curry responded that the law requires that the resolution be passed every thirty days.

On motion of Trustee Pelosi, seconded by Vice President Lui, the following resolution was unanimously adopted by roll call vote:

RESOLUTION NO. 22-07

*WHEREAS*, California Government Code Section 54953(e) empowers local policy bodies to convene by teleconferencing technology during a proclaimed state of emergency under the State Emergency Services Act so long as certain conditions are met; and

*WHEREAS*, In March, 2020, the Governor of the State of California proclaimed a state of emergency in California in connection with the Coronavirus Disease 2019 (“COVID-19”) pandemic, and that state of emergency remains in effect; 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 also remain in effect; 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; and

*WHEREAS*, Consistent with the Mayor’s orders and State law, the War Memorial Board of Trustees met remotely during the COVID-19 pandemic through March 6, 2022; and

*WHEREAS*, On February 10, 2022, the Mayor issued an emergency order that (1) requires decision-making boards and commissions established in the Charter (with the exception of the Board of Supervisors) to hold meetings in person at a physical location where members of the public may attend and provide comment, (2) allows members of those boards and commissions to participate remotely in the in-person meetings for COVID-related health reasons, (3) allows but does not require subcommittees of those boards and commissions to meet in person at a physical location where members of the public may attend and provide comment, and (4) prohibits all other policy bodies (with the exception of the Board of Supervisors and its committees) from meeting in person under any circumstances, with limited exceptions; and

*WHEREAS*, On September 16, 2021, the Governor signed AB 361, a bill that amended the Brown Act to allow local policy bodies to continue to meet by teleconferencing during a state of emergency without complying with restrictions in State law that would otherwise apply, provided that the policy bodies make certain findings at least once every 30 days; and

*WHEREAS*, While federal, State, and local health officials emphasize the critical importance of vaccination (including a booster once eligible) and consistent mask-wearing, regardless of vaccination status, to prevent the spread of COVID-19, the City’s Health Officer has issued at least one order (Health Officer Order No. C19-07y, available online at [www.sfdph.org/healthorders](http://www.sfdph.org/healthorders)) and one directive (Health Officer Directive No. 2020-33i, available online at [www.sfdph.org/directives](http://www.sfdph.org/directives)) that continue to recommend measures to promote safety for indoor gatherings, including vaccination, masking, improved ventilation, and other measures, in certain contexts; and

*WHEREAS*, The California Department of Industrial Relations Division of Occupational Safety and Health (“Cal/OSHA”) has promulgated Section 3205 of Title 8 of the California Code of Regulations, which requires most employers in California, including in the City, to train and instruct employees about measures that can decrease the spread of COVID-19; and

*WHEREAS*, Without limiting any requirements under applicable federal, state, or local pandemic-related rules, orders, or directives, the City’s Department of Public Health, in coordination with the City’s Health Officer, has advised that for group gatherings indoors, such as meetings of boards and commissions, people can increase safety and greatly reduce risks to the health and safety of attendees from COVID-19 by maximizing ventilation, wearing well-fitting masks regardless of vaccination status (and as required for unvaccinated people by the State of California’s indoor masking order), encouraging vaccination (including a booster as soon as eligible), staying home when sick or when experiencing any COVID-19 symptom, discouraging consumption of food or beverages in the meeting, following good hand hygiene practices, and making informed choices when gathering with people whose vaccination status is not known; and

*WHEREAS*, the War Memorial Board of Trustees will begin meeting in person consistent with the Mayor’s February 10, 2022 order, allowing members to participate by video from a separate location for COVID-related health reasons and providing members of the public an opportunity to observe and provide public comment either in person or remotely; now, therefore, be it

*RESOLVED*, That the War Memorial Board of Trustees finds as follows:

1. As described above, the State of California and the City remain in a state of emergency due to the COVID-19 pandemic. At this meeting, the War Memorial Board of Trustees has considered the circumstances of the state of emergency.
2. As described above, because of the COVID-19 pandemic, conducting meetings of this body and its committees in person without allowing certain members of this body to attend remotely would present imminent risks to the health or safety of certain attendees due to COVID-19, and the state of emergency continues to directly impact the ability of those members to meet safely in person; and, be it

*RESOLVED*, That for at least the next 30 days, the War Memorial Board of Trustees will hold in-person meetings, with some members possibly appearing remotely. If all members of the War Memorial Board of Trustees are unable to attend in person for COVID-related health reasons, then the War Memorial Board of Trustees will hold the meeting remotely without providing an in-person meeting location. If the War Memorial Board of Trustees votes to allow it and appropriate space is available, the War Memorial Board of Trustees’ subcommittees may hold in-person meetings as well, or alternatively, the subcommittees may hold meetings 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). All meetings of the War Memorial Board of Trustees and its committees will provide an opportunity for members of the public to address the body 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; and, be it

*RESOLVED*, That the Executive Secretary of the War Memorial Board of Trustees is directed to place a resolution substantially similar to this resolution on the agenda of a future meeting of the War Memorial Board of Trustees within the next 30 days. If the War Memorial Board of Trustees does not meet within the next 30 days, the Executive Secretary is directed to place a such resolution on the agenda of the next meeting of the War Memorial Board of Trustees.

### **GOOD AND WELFARE**

Vice President Lui remarked that the Board will have two very capable members joining it and that Trustees look forward to meeting them in person. President Horn responded that it is very hard to replace Trustee Shultz and Trustee Bechtle but that Mayor Breed had made two excellent choices in the newly appointed Trustees.

### **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 2:36 p.m.



John Caldon  
Managing Director