

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
REGULAR BOARD MEETING
Thursday, September 8, 2022

The Board of Trustees of the War Memorial of San Francisco met in regular session on Thursday, September 8, 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 public also attended this meeting remotely.

ROLL CALL

Present: President Horn, Trustee Gatti, Trustee Kopp, Trustee Muduroglu, Trustee Newstat,
(in person) Trustee Pelosi, Trustee Rocco, and Trustee Wilsey

Present: Trustee Fisher and Trustee Wright
(remote on video)

Absent: Vice President Lui

Staff Present: John Caldon, Managing Director, and Rob Levin, Executive Secretary

PRESIDENT'S REPORT

President Horn opened the meeting by introducing and welcoming two new trustees, Lieutenant General Michael A. Rocco, USMC (Ret.) and Joyce Newstat.

President Horn noted that Trustee Rocco is President and CEO of the Marines Memorial Association and Foundation, a position previously held by former Trustee Michael J. Myatt. President Horn commented on how helpful Trustee Rocco will be to the Board as both a veteran with a distinguished military career and with his experience as a facilities manager. Trustee Rocco stated that he was honored to be a part of the Board. He also noted that previously he served for 38 years in the United States Marine Corps with responsibility for over 184,000 Marines. Trustee Rocco expressed that he was looking forward to working with the Board.

President Horn then introduced Trustee Joyce Newstat, who is an attorney, philanthropist, public policy expert, civic leader, and human rights activist. He noted that she was greatly involved in advancing marriage equality and combatting antisemitism and would bring a great deal to the Board. Trustee Newstat expressed that she could not wait to start working with the Board and offered gratitude to Mayor Breed for her appointment.

President Horn noted that after a long period of having multiple Trustee vacancies, these appointments mean there is currently a full roster of eleven trustees on the Board.

President Horn stated that on Friday, September 9, 2022, the Opera will celebrate the opening of its Centennial season with a concert in the War Memorial Opera House and a reception in City Hall. He congratulated the Opera on this incredible milestone and wished it all the best for a successful season. He also noted that Trustee Muduroglu is Co-Chair of the Opera Gala and said he is looking forward to enjoying the celebration she has planned.

President Horn then highlighted a special event for the Trustees: the San Francisco Opera is dedicating its "Opera in the Park" performance on Sunday, September 11, 2022, to the memory of George and Charlotte Shultz. He noted it was an incredibly kind gesture and expressed the gratitude of the Board to the Opera for honoring George and Charlotte Shultz in such a special way.

MANAGING DIRECTOR'S REPORT

Director Caldon noted for Trustees that there were Additional Rental Requests on the Consent Agenda. He stated that they included a request made by the San Francisco Fleet Week Association for the waiver of rental fees for use of the Herbst Theatre and The Green Room for its annual "Honor Our Fallen" concert featuring the United States Marine Corps 1st Marine Division Band, a request which Trustees have approved in past years.

Approval of Consent Agenda: Director Caldon stated that items submitted on the Consent Agenda included: the minutes of the Regular Board Meeting held on July 14, 2022; Rental Requests for September 8, 2022; Additional Rental Requests for September 8, 2022; and the Resolution adopting findings under AB 361 to continue remote meetings.

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

RESOLUTION NO. 22-13

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the minutes of the Regular Board Meeting held on July 14, 2022; Rental Requests for September 8, 2022; Additional Rental Requests for September 8, 2022; the Resolution adopting findings under AB 361 to continue remote meetings; and the Resolution Adopting Findings to Allow Teleconferenced Meetings Under California Government Code are hereby approved.

Update on Sculptures: Director Caldon also reported on the Shuttered Venue Operators Grant the War Memorial received last year from the federal government. He stated that a portion of funds from the grant were used to restore the four sculptures on War Memorial grounds including: the Gordin owned by the San Francisco Arts Commission, the Voulkos and Benton on loan from the SFMoMA, and the Moore, which is owned by the War Memorial. He continued that the Moore sculpture, at the corner of Van Ness and Grove, and the Fletcher Benton sculpture on the Grove Street terrace of Davies Symphony Hall, were both removed for restoration in December 2021 and recently returned in August 2022. Director Caldon stated that the sculptures have been completely rebuilt structurally and painstakingly restored to beautiful results. He encouraged the Board members to visit the sculptures on their way out following the meeting.

SECRETARY'S REPORT

Housekeeping Expenditures: Executive Secretary Levin stated that items submitted on the Revenue, Appropriations, and Housekeeping Expenditure reports for July and August 2022 were distributed to Trustees.

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

RESOLUTION NO. 22-14

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the July and August 2022 Housekeeping Expenditure Reports are hereby approved.

REGULAR ITEMS

Behested Payments Legislation: President Horn then turned to legislation recently enacted by the Board of Supervisors regarding behested payments. He noted that in December 2021, the Board of Supervisors enacted a Behested Payments Ordinance, which became effective January 23, 2022. He stated that the Board has discussed this Ordinance previously but Trustees needed to be apprised of changes in the law that could impact them.

President Horn explained that the Ordinance 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 and individuals that have business before the Board or who have sought to influence a Trustee’s decision on any matter.

President Horn noted that because this legislation is new and far-reaching, he invited Deputy City Attorney Lauren Curry to present an overview on its impacts and to answer questions from Trustees.

Deputy City Attorney Lauren Curry stated that the Behested Payments Ordinance now prohibits “the direct or indirect” solicitation of behested payments from “interested parties.” She noted that the Ordinance expanded the definition of “interested party” and eliminated the City’s disclosure requirement. Ms. Curry explained that previously, if a behested payment was solicited from an interested party in an amount over \$1,000, there was a form to report the payment, but since the new Ordinance now prohibits these payments, there is no disclosure requirement. Ms. Curry stated that this Ordinance has expanded its reach to apply to Trustees, Department Heads, and any other City employee who is required to file the Form 700 Statement of Economic Interests.

Ms. Curry defined “interested party” as a party or participant (or agent of a party or participant) involved in a proceeding regarding administrative enforcement, a license, a permit, or other entitlement for use, before the Board or the Department. She explained that interested parties include organizations that are contracting or seeking to contract with the Board or the Department. Ms. Curry noted that an interested party is also any person who has attempted to influence a Trustee in any legislative or administrative action. She stated the definition of interested party would also include a contract lobbyist or expenditure lobbyist, as well as a permit consultant who has registered with the Ethics Commission, if the permit consultant has reported any contacts with the Board or Department during the prior 12-months. She explained that this would be the universe of persons from which Trustees cannot make behested payment requests, notwithstanding some exemptions.

Ms. Curry noted that exemptions include any federal or state government agency; an individual who is an uncompensated board member of a nonprofit organization that is an interested party; and for the purposes of the “contractor and prospective contractor” category, interested party does not include a person providing a grant to the City or a City department. She stated that these rules typically apply for a 12-month period: for example, in the case of a contractor, the contractor continues to be considered an interested party for 12-months after the contract has expired.

Ms. Curry also noted the existence of the public appeal exemption, which is a request for a payment when the request is made by means of television, radio, billboard, a public message on an online platform, the distribution of 200 or more identical pieces of printed material, the distribution of a single email to 200 or more recipients, or a speech to a group of 20 or more individuals. She stated that for public appeals which are broadly distributed, those individuals would not be considered interested parties.

Ms. Curry expressed that Trustees may solicit behested payments on behalf of organizations they wish to support but that they cannot ask those interested party-organizations for a payment. She provided the example that for the Ballet, Opera, or Symphony, Trustees are permitted to solicit donations to benefit those organizations but are prohibited from soliciting the organizations themselves for money. She noted that the legislation is about from whom you are soliciting donations, rather than about who is receiving the money.

Ms. Curry also explained that there are amendments that have been proposed by Mayor Breed and Supervisor Peskin that have been approved by the Ethics Commission and are currently with the Rules Committee of the Board of Supervisors. She noted that they are expected to be heard on September 12, 2022. She stated that these proposed amendments would exempt payments under \$1,000 dollars. She continued that an additional proposed amendment to the “attempt to influence” section would narrow that provision to City contractors and allow the Board of Supervisors to grant waivers in individual cases.

Ms. Curry also stated that because licensee rental requests do come before the Board, those entities constitute interested parties for the Board. President Horn noted that several Trustees have relationships with organizations that are defined as interested parties, including serving on the Boards of organizations that present in the War Memorial complex, including the resident companies and various veterans' organizations. He stated that it is not uncommon for members of the Board to fundraise on behalf of these organizations. Ms. Curry stated that under the Ordinance, Trustees can give money and request other people to donate to those organizations. She explained that what is prohibited is soliciting donations from those interested party-organizations. She also noted that the Ordinance does not prohibit Trustees from providing unsolicited donations to interested party-organizations.

Trustee Gatti inquired about what triggered this legislation being enacted. Ms. Curry responded that it was generally in response to the corruption investigation being led by the Federal Bureau of Investigation in San Francisco. Trustee Newstat then asked whether Board members could solicit donations from each other, for example if they were raising money for a political candidate. Ms. Curry responded that while there are City policies governing political fundraising, this activity was not prohibited by the Behested Payments Ordinance itself. Responding to a question from Director Caldon, Ms. Curry also confirmed that the Behested Payments Ordinance applies to in-kind donations.

Director Caldon noted for the Board that a list of all Interested Parties to the Department was distributed to Trustees and will be for them updated quarterly.

GOOD AND WELFARE

President Horn opened Good and Welfare remarking on Queen Elizabeth II's recent passing. He recalled her 1983 visit to the War Memorial, when Dianne Feinstein was Mayor, where the Queen was delighted to learn that women occupied leadership roles in City government, including as Mayor and Department Heads. He noted that Trustee Schultz had organized a full slate of events, including visits to Davis Symphony Hall and Beach Blanket Babylon. He remembered the closing number in Beach Blanket Babylon included a giant hat with a model of Buckingham Palace that had a tiny statuette of the Queen, which was a hit with Prince Philip.

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 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.

There being no public comment, and President Horn closed public comment.

ADJOURNMENT

There being no further business to come before the Board, President Horn adjourned the meeting at 2:32 p.m.



Rob Levin
Executive Secretary