

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
REGULAR BOARD MEETING

Thursday, March 12, 2020

The Board of Trustees of the War Memorial of San Francisco met in regular session at 2:05 p.m. on Thursday, March 12, 2020, in the Trustees' Board Room, War Memorial Opera House, President Horn presiding.

ROLL CALL

Present: President Horn, Vice President Shultz, Trustee Bechtle, Trustee Lui, Trustee Myatt, Trustee Pelosi and Trustee Wilsey

Absent: Trustee Davis, Trustee Gatti, Trustee Levin (departed shortly after start of meeting) and Trustee Moscone

Staff Present: Jennifer Norris, Assistant Managing Director

APPROVAL OF MINUTES

President Horn called for approval of the minutes of the February 11, 2020 Building Committee meeting of the Board. On motion of Vice President Shultz, seconded by Trustee Bechtle, the minutes were unanimously approved.

President Horn called for approval of the minutes of the February 13, 2020 Presentors Liaison Committee meeting of the Board. On motion of Trustee Lui, seconded by Trustee Wilsey, the minutes were unanimously approved.

President Horn called for approval of the minutes of the February 13, 2020 Budget and Finance Committee meeting of the Board. On motion of Trustee Wilsey, seconded by Trustee Bechtle, the minutes were unanimously approved.

President Horn called for approval of the minutes of the February 13, 2020 regular meeting of the Board. On motion of Vice President Shultz, seconded by Trustee Bechtle, the minutes were unanimously approved.

PRESIDENT'S REPORT

COVID-19 and Closure of War Memorial Performance and Event Spaces:

President Horn stated that COVID-19, more commonly known as coronavirus, has arrived in San Francisco. War Memorial Managing Director John Caldon is not present today as he is currently in a meeting with the Mayor's Chief of Staff, City Administrator, Department of Public Health, Department of Emergency Management, and City Attorney, working collectively to draft a new public health order related to the outbreak.

President Horn further stated that in an effort to slow the spread of the virus by decreasing public gatherings, the Department of Public Health issued an Order of the Health Officer, which effectively canceled all public performances and events in the War Memorial Opera House, Davies Symphony Hall, and the Veterans Building, from Saturday, March 7, 2020, through Friday, March 20, 2020. This was a mandated closure due to the local outbreak of the COVID-19 pandemic.

President Horn stated that he first learned of the Order on Friday, March 6, 2020, at approximately 4:40 p.m., when Director Caldon called him to report that he had received a phone call from City Administrator Naomi Kelly advising him of the Order's impending release. President Horn said that following a brief conversation

with Director Caldon, he took the step of personally confirming with the City Administrator and the Mayor's Chief of Staff that the Department of Public Health would be issuing the Order as had been advised. President Horn noted that the Order was an "aggressive recommendation" for all public gatherings in San Francisco, but that it was a mandate for events on City-owned and operated property, including War Memorial venues. President Horn then instructed Director Caldon that the War Memorial was legally required to comply with the Order, and directed him to take all necessary steps, including notifying our resident companies and other licensees.

President Horn stated that events have moved quickly since then. There have been successive orders issued, which have not been consistent between requirements for public facilities and privately owned facilities. Public venues were limited to gatherings of 50 people, while private venues could have up to 1,000 people in attendance. President Horn said that Director Caldon was presently meeting with City leadership to assist in creating a modified Order that would provide consistency across all gatherings.

President Horn invited Kelly Tweeddale of the San Francisco Ballet, Mark Hanson of the San Francisco Symphony, and Matthew Shilvock of the San Francisco Opera, to speak about how this situation is affecting their organizations.

Kelly Tweeddale, Executive Director of the San Francisco Ballet, stated that the Ballet was the first company in the country to lose an event as a result of a closure due to COVID-19. As the first, they are struggling to get their business interruption insurance to cover this disruption. The difficulty is partially because the initial Order was issued as a recommendation rather than a mandate.

Ms. Tweeddale reported the Ballet has, at this point, cancelled not only the run of "A Midsummer Night's Dream," but also Repertory Programs 5 and 6. The cancellation of these performances has created an estimated \$6 million loss. The Ballet will present a live stream of "A Midsummer Night's Dream" for its ticket holders and will be ready to perform Program 7 on April 15, 2020, if the Order permits gathering. She thanked Director Caldon for his clear communication and partnership during this difficult time.

Mark Hanson, Executive Director of the San Francisco Symphony, echoed Kelly's appreciation for Director Caldon and President Horn. Mr. Hanson noted that the Symphony has also filed a business interruption claim. They are encouraged that they may be able to recover some of their losses, as a claim number has been issued to them, but he anticipates it may be litigated for many years. Mr. Hanson reported that the cancellation of all concerts in March will cost the Symphony an estimated \$800,000 in ticket revenue. They project that the loss of performances scheduled to take place in April will cost \$1.3 million, and that cancelling performances in May will be an additional \$2.1 million loss.

Mr. Hanson stated that the Symphony's New York and European concert tour was officially cancelled today. The tour having been scheduled for when it was saved them some potential losses of earned revenue. Mr. Hanson reported that this same afternoon the orchestra agreed to take a four-week vacation period beginning immediately. The orchestra has further agreed to some flexibility in scheduling of concerts this summer, including in August, to help recover some lost revenue. Symphony administration employees are all working from home, except for a small skeletal group working in their administrative offices.

Matthew Shilvock, General Director of the San Francisco Opera, stated that they are meeting with the San Francisco Arts Alliance, sharing best practices, and working to discover how the arts can support the City at this time. At present the Opera plans to mount its Summer season. Chorus rehearsals are scheduled to start on Monday. Mr. Shilvock stated that the Opera is making contingency plans and developing milestones to track the necessary preparatory steps, as well as an understanding of at what point decisions to not proceed will need to be made.

Ms. Tweeddale, Mr. Hanson and Mr. Shilvock urged all present to advocate for the arts with all levels of government. The challenges of these closures for artists and arts organizations are very complex and cannot be overstated.

MANAGING DIRECTOR'S REPORT

In Managing Director John Caldon's absence, President Horn asked War Memorial Chief Financial Officer Chris Muyo to discuss the impact of COVID-19 and related venue closures on the War Memorial.

Mr. Muyo stated that licensees are interested in our current booking and refund policies. The War Memorial is fully refunding rent for any event that the City canceled. He reported that this full refund policy extends to all licensees who would like to cancel an event through June 30, 2020. The War Memorial will not begin accepting new bookings until April 1, 2020.

Mr. Muyo stated that facility and maintenance response has been swift and thorough in an effort to keep the buildings clean and sanitary. Staff is looking at our Continuity of Operations Plan and preparing for the likelihood that it will need to be activated very soon. He reported that the department is preparing administrative staff to telecommute if necessary. A newly revised Order of the Health Officer is expected today or tomorrow, which will provide direction for the next steps.

Regarding the financial impact, Mr. Muyo stated that for the closure period of March 7, 2020, through March 20, 2020, he estimates a \$125,000 decrease in projected revenue due to the loss of rental fees and food and beverage revenue.

Ms. Norris acknowledged the impact on the workforce and thanked all War Memorial staff, in particular: Chris Muyo, Rob Levin, Mariebelle Hansen, Sharon Walton, Colleen Burke-Hill, Mary Trieu and custodial staff. President Horn further commended staff, and in particular Director Caldon for his contributions to the City conversation and response to COVID-19.

Rental Requests: Ms. Norris stated that rental requests mailed to Trustees are routine and requested their approval. On motion of Trustee Shultz, seconded by Trustee Wilsey, the following resolution was unanimously adopted:

RESOLUTION NO. 20-11

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the March 12, 2020 rental requests are hereby approved.

Additional Rental Requests: Ms. Norris stated that additional rental requests for this month are not routine. As a result of the closure of War Memorial performance and event spaces by the Department of Public Health to prevent the spread of COVID-19, there is a high volume of rental fees to be refunded to licensees whose events have been canceled, totaling \$41,960 to date. The refunds being submitted as part of the request today pertain to outside licensees whose events were canceled in the War Memorial Opera House, Herbst Theatre, The Green Room, and the Wilsey Center. The San Francisco Ballet, Opera and Symphony pay rent on a quarterly basis, so refunds for those cancelled usages will be part of their quarterly reconciliation in April, and brought before the Board at that month's regular meeting. Ms. Norris requested approval of the rental refund requests as submitted.

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

RESOLUTION NO. 20-12

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the March 12, 2020 rental refund requests are hereby approved.

SECRETARY'S REPORT

Revenue, Appropriations and Housekeeping Expenditures Reports for February 2020: Ms. Norris stated that Revenue, Appropriations and Housekeeping Expenditures reports for February 2020 have been distributed to Trustees, and she requested approval of February 2020 Housekeeping Expenditures as submitted. On motion of Trustee Lui, seconded by Trustee Myatt, the following resolution was unanimously adopted:

RESOLUTION NO. 20-13

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that Purchase Order Nos. PO68215 through PO404843 are hereby approved.

COMMITTEE'S REPORTSBuilding Committee Report:Veterans Commemoration Committee request to design new banners for Veterans Lobby:

Trustee Pelosi, Chair of the Building Committee, stated that the Committee met earlier today at 1:30 p.m. to consider and adopt recommendations on two items. First, a request from the Veterans Commemoration Committee to proceed with design of eight exhibit banners to be displayed in the Veterans Building Lobby about San Francisco's role in the Pacific Theater during WWII, and the 75th Anniversary of the signing of the United Nations Charter, with dates of installation and final design to be approved by War Memorial Staff.

Veterans Commemoration Committee request to install signs on the second floor of the Veterans Building:

Trustee Pelosi reported that the second item was a request from the Veterans Commemoration Committee to install two signs in the east corridor of the Veterans Building second floor, which would direct the public toward banner exhibits presently installed in the north corridor, and possible future exhibits in the south corridor.

Trustee Pelosi stated that the Building Committee voted unanimously to recommend approval of both requests.

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

RESOLUTION NO. 20-14

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Building Committee and approves the Veterans Commemoration Committees request to design a series of banners for the Veterans Building Lobby related to San Francisco's role in the Pacific Theater in WWII and the 75th Anniversary of the signing of the United Nations Charter, and to install directional signs in the second floor east corridor of the Veterans Building to direct patrons to the exhibits in adjacent corridors.

San Francisco Symphony request to use Hall Improvement Fee funds:

Trustee Pelosi reported that the Committee heard a request from the San Francisco Symphony to use \$85,100 in Hall Improvement Fee funds for final design fees related to its proposed "Immersive Lobby Experience" project. He reported that following discussion, the Committee voted unanimously to recommend approval of the Symphony's request to spend \$85,100 to complete the project design. President Horn noted that the Symphony was clear about their intent to return to the War Memorial Board with a request to use additional Facility Fee Funds to execute the project, once the design is complete and approved.

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

RESOLUTION NO. 20-15

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Building Committee and approves the San Francisco Symphony's request to use \$85,100 in Hall Improvement Fee funds for final design fees related to its proposed "Immersive Lobby Experience" project.

REGULAR ITEMS**Design approval for a bas relief of former San Francisco Opera General Director Pamela Rosenberg to be installed in the Opera House main lobby:**

President Horn reported that at the Building Committee meeting on February 11, 2020, Trustees were presented with a request from the San Francisco Opera for design approval of a bas relief of former General Director Pamela Rosenberg to be installed in the Opera House main lobby. A recommendation was not made by the Committee due to lack of quorum at that meeting.

Today, the Opera is requesting approval from the full Board for the proposed design. President Horn invited Ellen Presley, Board Relations for the San Francisco Opera, to present the most recent design. In discussion with Ms. Presley, Trustee Lui noted that in the photos of the clay form from which the bronze will be cast, it appears Ms. Rosenberg's legs are bare. The Trustees requested that Ms. Presley speak with the artist to express that the Trustees request the subject to appear fully clothed. President Horn stated that this item would be held over to the April meeting of the Board.

Request from University of San Francisco's Department of International Studies to use the horseshoe driveway for a "March of Flags" on April 25, 2020:

President Horn stated that Trustees have received a letter dated March 5, 2020, from John Zarobell, Chair of the Department of International Studies at the University of San Francisco, requesting permission to use the horseshoe driveway surrounding the Memorial Court for a "March of Flags" on April 25, 2020 in conjunction with a celebration of the 75th Anniversary of the convening of the United Nations delegations at the Veterans Building.

Ms. Norris, on behalf of War Memorial Staff, recommended the Board approve this request, provided that public gatherings are permitted on April 25, 2020. She noted that the gathering would stay off the grass and away from the monument.

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

RESOLUTION NO. 20-16

RESOLVED, By the Board of Trustees of the War Memorial that it hereby approves the University of San Francisco's Department of International Studies' request to use the horseshoe driveway surrounding the Memorial Court on April 25, 2020 for a "March of Flags" in conjunction with a celebration of the 75th Anniversary of the convening of the United Nations delegations at the Veterans Building, provided that public gatherings are permitted on April 25, 2020.

American Legion War Memorial Commission request to allocate office space in the Veterans Building to NPower, a nonprofit organization that provides job training to veterans:

President Horn noted that Trustees have received a request from the American Legion War Memorial Commission to allocate office space in the Veterans Building to NPower, a nonprofit organization that provides job training to veterans. He referred this request to the Veterans Committee for consideration.

GOOD AND WELFARE

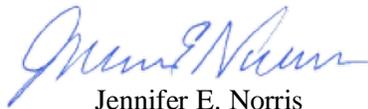
Ms. Norris reminded Trustees they must complete their annual filing of Form 700 Statement of Economic Interest by April 1, 2020. She stated that Trustees must also view both Sunshine and Ethics training videos and submit the training declaration form by April 1, 2020. Harassment Prevention Training must be completed by April 10, 2020. All forms and trainings must be completed online. Ms. Norris said she is available to provide assistance to Trustees in completing the required disclosure and trainings.

PUBLIC COMMENT

President Horn called for public comment on items within the jurisdiction of the War Memorial Regular Committee of the Board of Trustees, but not on the agenda. There being no public comment, President Horn closed public comment.

ADJOURNMENT

There being no further business to come before the Board, President Horn adjourned the meeting at 3:30 p.m.



Jennifer E. Norris
Executive Secretary