

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
REGULAR BOARD MEETING

Thursday, April 13, 2023

The Board of Trustees of the War Memorial of San Francisco met in regular session on Thursday, April 13, 2023, at 2:11 p.m., in the Trustees' Board Room, War Memorial Opera House, President Horn presiding.

ROLL CALL

Present: President Horn, Vice President Lui, Trustee Fisher, Trustee Gatti, Trustee Kopp, Trustee Muduroglu, Trustee Newstat, Trustee Pelosi, Trustee Rocco, Trustee Wilsey, and Trustee Wright

Absent: None

Staff Present: Rob Levin, Acting Managing Director/Executive Secretary

PRESIDENT'S REPORT

President Horn reported that current Acting Managing Director Rob Leving recently earned his Certified Venue Professional Certification (CVP) administered by International Association of Venue Managers (the leading professional organization in the industry) to recognize the competence of senior level managers of public assembly venues. He noted that professionals who earn the CVP designation are recognized, by those inside and outside the industry, as skilled in their profession, in areas such as: Managing Operations; Managing Resources; Managing People; Managing Risk; Conducting Administrative Duties; Conducting Marketing and Promotion; Providing Quality Experience; Using Management Skills; and Demonstrating Leadership. President Horn congratulated Director Levin on this achievement on behalf of the Board of Trustees.

MANAGING DIRECTOR'S REPORT

Approval of Consent Agenda: Acting Managing Director Levin stated that items submitted on the Consent Agenda included: the minutes of the minutes of the March 9, 2023 Regular Board meeting; Rental Requests for April 13, 2023; and the Revenue, Appropriations and Housekeeping Expenditures reports for March 2023. Trustee Kopp requested for a typographical edit to the draft minutes on page 3 to read "printed *in* both the Ballet and Symphony's programs." Trustees agreed with the proposed amendment.

Following discussion, on motion of Trustee Wilsey, seconded by Trustee Gatti, the following resolution was unanimously adopted:

RESOLUTION NO. 23-10

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco the minutes of the March 9, 2023 Regular Board meeting; Rental Requests for April 13, 2023; and the Revenue, Appropriations and Housekeeping Expenditures reports for March 2023 are hereby approved.

Director Levin also reported that he has been working with the DEI Department of the San Francisco Opera on an event, with some outdoor performances and art displays, to ensure the event is safe for all and will not impact ingress/egress on the sidewalks, or other issues in the surrounding area. He also stated that the Opera will be presenting their plans to the Board at the May Regular meeting. Director Levin also reported that the Goldman Awards are returning to the Opera House on April 24, 2023. He then stated that the Department has made an offer for the new Booking Supervisor position, which will be supervising the three booking managers. He also reported that the current bookings at Davies Symphony Hall, normally in the low-20s for outside rentals for year,

are currently at 14, which is better than anticipated. Trustee Kopp asked about the times of the events on the rental requests. Director Levin explained that generally the rental will be for the entire day, which includes load-in and load-out, and requests come in months or years in advance of the event, so typically the specifics of the actual event are not finalized when the event is booked, but come much later and closer to the actual event.

Finally, Mr. Levin announced that Global Gourmet Catering plans to re-open Café Valor on May 9, initially with a limited menu and from Tuesday-Thursday, 8:30am-2:30pm, and slowly expand as the demand increases. He noted they also plan to offer a 10% discount to guests who present a veterans' ID. Vice President Lui commented that the food and beverage sales from the March revenue report is looking promising. Director Levin noted that the story-ballets bring in families, which typically increase those numbers.

COMMITTEE REPORT

Building Committee: President Horn reported that the Building Committee meeting met prior to the Board meetin to consider the Proposed Borrower's Agreement between the San Francisco Museum of Modern Art (SFMoMA) and the War Memorial. Chair Pelosi reported on behalf of the Committee.

Chair Pelosi stated that the Committee met today to discuss the Proposed Borrower's Agreement between the San Francisco Museum of Modern Art and the War Memorial related to two sculptures owned by the SFMoMA which are on display on the War Memorial campus.

Chair Pelosi reported that Deputy City Attorney Lauren Curry and SFMoMA's Associate Register Kelly Parady and Associate General Counsel Mei Li attended the Committee meeting to discuss the proposed contract which was negotiated with the SFMoMA through the City Attorney's office to provide a formal governing contract for the care and maintenance of the two sculptures that are on the War Memorial's premises, but owned by the museum, namely the Fletcher Benton's *Balanced - Unbalanced T* and Peter Voulkos' *Hiro II*. He stated that the SFMoMA Borrower's Agreement will govern the War Memorial's responsibilities with regard to the care of loaned works, environment and security, damages and repairs, and annual maintenance. Chair Pelosi noted that it is an annual contract with an automatic renewal each year, until terminated.

Following discussion, President Horn requested a motion to adopt the report of the Building Committee. On motion of Trustee Wilsey, seconded by Vice President Lui, the following resolution was unanimously adopted:

RESOLUTION NO. 23-11

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco approve the Proposed Borrower's Agreement between the San Francisco Museum of Modern Art and the War Memorial governing the responsibilities related to the Fletcher Benton's *Balanced - Unbalanced T* and Peter Voulkos' *Hiro II* sculptures currently being displayed on the War Memorial grounds.

REGULAR ITEMS

War Memorial Managing Director (Deputy Director II) Candidate Search: President Horn asked Acting Managing Director Rob Levin to leave the Board Room. President Horn updated the Board on the search progress for the Managing Director vacancy. He noted this report is a follow-up to the Managing Director search that was terminated by the Board at the March 2023 Regular Board meeting. President Horn stated that because the Board is initiating a new search, he would chair and appoint a new Special Hiring Committee, comprised of Vice President Lui, Trustee Newstat, Trustee Wilsey, and Trustee Wright.

President Horn also noted that the Board had identified a number of deficiencies in the job description for the Managing Director position. He stated that he met with the Human Resources staff of the Department and worked to attempt to correct the deficiencies. President Horn pointed out that in the board package that was submitted prior to the meeting, included the revised job description with the additions that include requiring City department/government experience, as well as a submission of a Letter of Intent to the Committee, which

includes describing that experience. He also noted that the minimum number of years' experience was set at five years, due to Department of Human Resources minimum requirements.

Trustee Wright asked about whether certain qualifications would be weighted in the decision-making process. President Horn replied that that would be up to the discretion of the Special Hiring Committee. Trustee Newstat questioned the use of the term "political policies" and suggested that it be changed to "public policies," and Trustees agreed with that amendment to the job description.

President Horn also noted that once approved, the job description will be posted within the week and redistributed to the same groups and network of organizations from the previous search, and will stay open for two weeks. He noted that previous candidates will be contacted and permitted to supplement with any additional information, and ask them to reapply. President Horn stated the vetting process will be done at the staff level, for those who do not meet the minimum requirements. He noted that for those who do meet the minimum requirements, Director of Finance and Administration, Donna D'Cruz, plans to meet with those candidates on Zoom, to further interview candidates prior to submitting them to the Special Hiring Committee. He stated that he hopes to have the candidates interviewed by the Special Hiring Committee by the end of May and bring the final candidate to the full Board in June and certainly in-place by the fall.

Following discussion, President Horn requested a motion to approve the job description. On motion of Trustee Kopp, seconded by Trustee Gatti, the following resolution was unanimously adopted:

RESOLUTION NO. 23-12

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco, to adopt the Managing Director job description, as proposed by staff and amended to replace the word "political" with "public," is hereby approved.

Proposed Parental Leave Policy Addendum to War Memorial Board of Trustees Rules & Regulations:

President Horn asked Rob Levin to return into the Board Room. He then stated that prior to the meeting, Trustees received a proposed Parental Leave Policy Addendum to the War Memorial Board of Trustees Rules and Regulations. President Horn noted that the Board has been informed by the City Attorney that the Board of Supervisors adopted an ordinance last year establishing a parental leave policy for members of appointive City boards, commissions, and advisory bodies. He continued on to explain the ordinance is codified in Administrative Code Chapter 67B, requiring each board, commission, and advisory body to add the parental leave policy to its bylaws or rules of order and to share a copy of the policy with each member. President Horn stated that the City Attorney provided proposed language that boards, commissions, and advisory bodies to use in amending our Rules and Regulations.

He summarized that the ordinance allows members to take leave in two situations:

- A member who is caring for their child after birth of the child, or after placement of the child with the member or the member's immediate family for adoption or foster care, may take leave for up to 16 weeks.
- A member who is physically unable to fulfill their duties due to pregnancy, childbirth, or related condition, as certified by a health care provider, may take leave for up to 32 weeks.

President Horn stated a member on parental leave is not required to attend or participate in meetings of the body or its committees, whether in-person or remote. He pointed out that even though Commissions and Board have returned to in-person meetings, members who are on parental leave will be allowed to attend and participate remotely if they choose, as long as they comply with the teleconferencing rules in the Brown Act. Deputy City Attorney Lauren Curry clarified that this provision only applies to the Board of Trustees members, not the staff.

Following discussion, on motion of Trustee Kopp, seconded by Trustee Wilsey, the following resolution was unanimously adopted:

RESOLUTION NO. 23-13

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco, the parental leave policy addendum to the War Memorial Board of Trustees Rules and Regulations, is hereby approved.

Consideration of Resolution Clarifying the Administration of Gifts and Bequests: President Horn stated that Trustees received a draft Resolution Clarifying the Administration of Gifts and Bequests on Behalf of the War Memorial. He reminded the Trustees that this Board passed a Resolution at the October 13, 2022 Board Meeting resolving that in the event any bequests were made to the War Memorial Board of Trustees, it would be the policy of the Trustees for a request to be made to the executor overseeing the bequest that they direct the gift to the San Francisco Performing Arts Center Foundation, to make it easier for the funds to be used for the benefit of the War Memorial.

He noted that this current resolution seeks to clarify that all gifts, grants, donations, and bequests that designate the War Memorial Performing Arts Center as the beneficiary shall not only have the Foundation administer such gifts, grants, donations, and bequests on behalf of the War Memorial and for its benefit; but that such gifts, grants, donations and bequests be distributed directly to the Foundation for the benefit of the WMPAC. President Horn stated that the Agreement shall apply to all future and pending gifts, grants, donations, and bequests that designate the War Memorial Performing Arts Center as the beneficiary.

President Horn pointed out the resolution has been reviewed and approved by both the City Attorney's Office as well as the attorney representing the Foundation. He noted that this means that any funds donated to the War Memorial, will be administered by the Foundation, the 501(c)(3) administrative arm of the War Memorial.

Following discussion, on motion of Trustee Pelosi, seconded by Trustee Wilsey, the following resolution was unanimously adopted:

SAN FRANCISCO WAR MEMORIAL BOARD OF TRUSTEES
RESOLUTION CLARIFYING THE ADMINISTRATION OF GIFTS AND BEQUESTS
ON BEHALF OF THE WAR MEMORIAL
Resolution No. 23-14

WHEREAS, the San Francisco War Memorial and Performing Arts Center (the "War Memorial") is a "charitable trust department" under Article V of the San Francisco Charter;

WHEREAS, under Section 5.101 of the Charter, the War Memorial Board of Trustees (the "WMBT") has exclusive charge of the trust and all other assets under the its jurisdiction, which may be acquired by loan, purchase, gift, devise, bequest or otherwise;

WHEREAS, the San Francisco Performing Arts Center Foundation (the "Corporation") was created in 1973 as a Section 509(a)(3) supporting organization for the War Memorial;

WHEREAS, on October 13, 2022, the WMBT passed resolutions (attached as Appendix A) authorizing the Managing Director of the War Memorial to (a) negotiate, with the assistance of the City Attorney, an agreement with the Corporation for the administration of gifts, grants, donations, and bequests to the War Memorial (the "Agreement"); and (b) take all actions that are reasonable or necessary to finalize, execute, and implement the Agreement;

WHEREAS, on September 22, 2022, the board of the Corporation passed resolutions (attached as Appendix B) authorizing negotiation and execution of the Agreement on the terms set forth above;

WHEREAS, the WMBT wishes to affirm the October 13 resolutions;

WHEREAS, the WMBT seeks to clarify in the Agreement that all gifts, grants, donations, and bequests that designate the War Memorial as the beneficiary shall be distributed directly to the Corporation for the benefit of the War Memorial;

WHEREAS, the WMBT also seeks to clarify that the Agreement shall apply to all future and pending gifts, grants, donations, and bequests that designate the War Memorial as the beneficiary, including bequests from any estates or decedent's trusts that are currently being administered;

WHEREAS, the WMBT further seeks to clarify that the War Memorial has the discretion to self-administer any gifts, grants, donations, and bequests that designate the War Memorial as a beneficiary on a case-by-case basis with notice to the Corporation; and

WHEREAS, both the WMBT and the Corporation desire that the above affirmation and clarifications be made;

NOW, THEREFORE, IT IS RESOLVED THAT:

Section 1. The October 13, 2022 resolutions are affirmed;

Section 2. The Agreement shall state that all gifts, grants, donations, and bequests that designate the War Memorial as the beneficiary shall be distributed directly to the Corporation for the benefit of the War Memorial;

Section 3. The Agreement shall apply to all future and pending gifts, grants, donations, and bequests that designate the War Memorial as the beneficiary, including bequests from any estates or decedent's trusts that are currently being administered;

Section 4. The Managing Director of the War Memorial, with assistance of the City Attorney, is authorized to negotiate the Agreement on the WMBT's behalf; and

Section 5. Any actions of the WMBT, any Trustee, or any other person acting on the WMBT's behalf that are authorized by the foregoing resolutions but were taken before the adoption of such resolutions, are separately ratified, confirmed, approved and adopted as acts in the name of and on behalf of the WMBT.

GOOD AND WELFARE

There being no good and welfare, President Horn closed good and welfare.

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.

Vice President Lui reported that the Rose Pak documentary "Rally" has been accepted by the San Francisco International Film Festival, with the world premiere screening next Friday, April 21, 2023.

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

ADJOURNMENT

There being no further business to come before the Board, President Horn adjourned the meeting at 3:10 p.m.



Rob Levin
Executive Secretary