

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
REGULAR BOARD MEETING

Thursday, July 14, 2022

The Board of Trustees of the War Memorial of San Francisco met in regular session on Thursday, July 14, 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, Vice President Lui, Trustee Kopp, Trustee Muduroglu, and
(*in person*) Trustee Wright (arrived late at 2:21pm)

Present: Trustee Gatti, Trustee Pelosi, and Trustee Wilsey
(*remote on video*)

Absent: Trustee Fisher

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

PRESIDENT'S REPORT

President Horn opened the meeting by wishing everyone a happy Bastille Day and invited the Trustees to attend the French flag-raising ceremony at City Hall following the meeting.

San Francisco Opera Summer Season: President Horn stated that on July 3, the Opera concluded its summer season with "Dream of the Red Chamber." On behalf of the Trustees, he congratulated the Opera on a successful season and shared how much the Board is looking forward to celebrating the Opera's Centennial season. He also remarked that Trustee Muduroglu is the chair of the Opera Ball committee, which will be held on Friday, September 9, 2022. Vice President Lui announced the Symphony will be celebrating the opening of its season on Friday, September 23, 2022.

President Horn then requested, with consent of the Board, to take items on the agenda out of order. There being no objection, he turned to the Presentors Liaison Committee report.

COMMITTEE REPORT

Presentors Liaison Committee: President Horn noted that at the June 9, 2022 meeting of the Presentors Liaison Committee, Global Gourmet Catering, the War Memorial's exclusive concessionaire, requested to extend the Original Term of its Agreement. He noted Global Gourmet's agreement includes an Original Term lasting 5-years from August 1, 2018 to July 31, 2023. President Horn then asked Chair Wilsey to report to the Board any actions taken at the Presentors Liaison Committee meeting held on June 9, 2022.

Chair Wilsey reported that due to the COVID pandemic, War Memorial venues were closed to concessions service for 18-months during the Original Term of Global Gourmet's Agreement. She stated that Global Gourmet requested to extend the Original Term of its Agreement by 18-months so it may benefit from a full 5-years of revenue-earning potential, as guaranteed under the Agreement. She then reported that the Presentors Liaison Committee voted unanimously to recommend to the full Board approving Global Gourmet's request to extend the original term of its Agreement by 18-months, with the amended Original Term to expire on January 31, 2025.

Gina Robak, General Manager of Global Gourmet, addressed the Board and thanked the Trustees for their support during the pandemic.

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

RESOLUTION NO. 22-09

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco to approve Global Gourmet Catering's request to extend the Original Term of its Agreement dated July 24, 2018, by a period of 18-months, with the amended Original Term revised to end on January 31, 2025.

REGULAR ITEMS

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

President Horn reminded Trustees 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 War Memorial and Performing Arts Center. He noted that currently, 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 continued 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 both he and Trustee Wilsey are named as Trustee-directors of the Foundation, and that Managing Director Caldon and former Managing Director Elizabeth Murray both serve as at-large directors. President Horn stated that with the passing of Trustee Moscone, it is up to the Trustees to select a Trustee-director to succeed her. He then opened the floor for nominations.

Following discussion, Trustee Wilsey moved to nominate Trustee Gatti to the Trustee-director role, highlighting his decades of work in philanthropic organizations. Vice President Lui seconded the nomination. With no further nominations, President Horn closed nominations, and the following resolution was unanimously adopted:

RESOLUTION NO. 22-10

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that Trustee Stanlee Ray Gatti is hereby elected as a Trustee-director to the San Francisco Performing Arts Center Foundation.

MANAGING DIRECTOR'S REPORT

Approval of Consent Agenda: Director Caldon stated that items submitted on the Consent Agenda included: the minutes of the meeting of the Presentors Liaison Committee held on June 9, 2022; the minutes of the Regular Board Meeting held on June 9, 2022; Rental Requests for July 14, 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.

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

RESOLUTION NO. 22-11

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the minutes of the meeting of the Presentors Liaison Committee held on June 9, 2022; the minutes of the Regular Board Meeting held on June 9, 2022; Rental Requests for July 14, 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.

COVID Update: Managing Director Caldon provided a brief update on COVID protocols. He stated that state and local Departments of Health still recommend masks in large indoor event venues, but they are no longer required. He explained that functionally this means all COVID restrictions have effectively been lifted for indoor performances. Director Caldon noted that the War Memorial currently requires a higher level of COVID restrictions than any other City department, including requiring masks, proof of vaccinations and boosters, and prohibiting beverages in the auditorium. He reported that he is currently working with resident companies to lift all War Memorial restrictions to match the local Department of Public Health's requirements.

Director Caldon explained that going forward the War Memorial will not be requiring masks for performances but that resident companies and other licensees may continue to require masks for performances and events, which would be respected by War Memorial and Global Gourmet staff. Director Caldon also stated his intent to begin allowing beverages to be consumed in the auditorium beginning in the fall.

Trustee Kopp asked about COVID restrictions for tenants in the building. Director Caldon responded that there are currently no restrictions for veterans groups or office tenants, all of whom are free to meet in the building as they were prior to the pandemic.

Behested Payments Legislation: Director Caldon then turned to the recently passed legislation by the Board of Supervisors regarding behested payments. He explained that a behested payment is when a government official asks a person or entity to donate to a third party. He stated that the new legislation does not allow a government official to request behested payments from any person or entity that is an "interested party" to the department. Director Caldon explained that an interested party would include contractors or potential contractors of the Department, such as Global Gourmet Catering, the exclusive concessionaire of the War Memorial. He continued that interested parties would also include all parties to proceedings before the Board and any person or entity that has attempted to influence the Board on an administrative decision within the prior twelve months.

President Horn inquired about being able to fundraise on behalf of the resident companies and Director Caldon responded that fundraising on behalf of the Symphony, Ballet, and Opera would be permitted provided that Trustees did not solicit donations from entities with business before this Board or contracts with the department valued at \$100,000 or more. Director Caldon continued that the legislation is not about which entity receives the donation, but about which entity has made the ask for a donation. Director Caldon stated that staff would distribute a list of interested parties to the Trustees.

President Horn noted that the Charter mandates that the Mayor give due consideration in appointment of Trustees to those who have a "special interest" in the department. He noted that in the past when the Board has been questioned about conflicts of interest, the City Attorney has previously opined that certain circumstances which for other departments may constitute a conflict of interest do not always apply to the War Memorial because of this Charter provision. Trustee Kopp suggested asking for a City Attorney Opinion. Director Caldon noted that a City Attorney Opinion would be helpful to gain clarity on this issue as infractions could result in an individual penalty of \$5,000 per violation.

He noted his intention to send to Trustees a City memo regarding the legislation along with a list of contractors with the department, and to work with President Horn and Trustee Kopp on drafting a request to the City Attorney for a clarifying opinion. Director Caldon also stated that he had requested a Deputy City Attorney to speak to the Board at the next meeting to answers questions about the legislation.

SECRETARY'S REPORT

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

On motion of Vice President Lui, seconded by Trustee Kopp, the following resolution was unanimously adopted:

RESOLUTION NO. 22-12

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

Opera House Seating Project: Executive Secretary Levin reported on the final stages of the Opera House seating replacement project. He stated that it is very close to completion with most of the punch list having been addressed, including the aisle-lighting issue.

Vice President Lui asked about the automated rigging system in the Opera House. Director Caldon stated that he is currently working with the Ballet and Opera to address the issues and conduct a study. He also reported that the budget stayed primarily intact as previously reported, with some small trims to temporary employee and overtime salary budgets, but that the Department had retained the \$5 million dollars allocated for the Opera House mansard roof replacement and the \$2.2 million dollars allocated for Davies Hall elevator modernization.

GOOD AND WELFARE

Trustee Kopp asked about plans to commemorate the 90th Anniversary of the War Memorial. Director Caldon noted that the Opera House opened October 15, 1932, and staff has been in talks with the Opera for a possible pre-curtain speech to be delivered on the opening night of "Dialogue of the Carmelites" on October 15, 2022. He also stated that on Sunday, October 23, 2022, the War Memorial is planning a celebration in The Green Room to commemorate the anniversary. He remarked that the reason for this date is that the Opera House is planning an Open House to celebrate their Centennial Season, which will hopefully mean an active campus during the day.

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.

Following public comment, Trustee Kopp addressed the Board regarding Shen Yun, an organization that regularly rents the Opera House for one week of performances in January. Trustee Kopp noted that Shen Yun representatives have expressed to him a desire to increase their use period to two weeks. He stated that Shen Yun based their request on a perceived diminution of Opera performances, which might enable additional time for other lessees to use the Opera House. He requested that this accommodation be considered for January 2024.

ADJOURNMENT

There being no further business to come before the Board, President Horn adjourned the meeting at 2:40p.m.

Rob Levin
Executive Secretary

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