

SAN FRANCISCO WAR MEMORIAL AND PERFORMING ARTS CENTER

BOOKING SUMMARY: SEPTEMBER 2024

WAR MEMORIAL OPERA HOUSE

San Francisco Falun Buddha Study Association Shen Yun Performances 2025	January 2 – 5, 2025	\$12,860.00 vs 10%, \$26,016.00 Maximum
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DAVIES SYMPHONY HALL

San Francisco Symphony 2024-2025 Season (Partial)	February – May, 2025	\$191,350.00 vs 10% \$220,060.00 Maximum
San Francisco Girls Chorus Holiday Concert	December 23, 2024	\$3,215.00 vs 10%, \$6,405.00 Maximum
San Francisco Gay Men’s Chorus Holiday Concerts (2 shows)	December 24, 2024	\$6,430.00 vs 10%, \$12,810.00 Maximum
Tar Productions Homayoun Shajarian & Anoushiravan Rohani Concert	December 29, 2024	\$3,215.00 vs 10%, \$9,170.00 Maximum

ZELLERBACH REHEARSAL HALL

San Francisco Symphony 2024-2025 Season (Partial)	July-September, 2024	\$11,720.00
San Francisco Opera 2024-2025 Season (Partial)	July-September, 2024	\$70,690.00
Lacy Maxwell Experiential Donor Event	September 26 – 27, 2024	\$4,760.00

GREEN ROOM

SF Arts Commission Panel Discussion	September 27, 2024	\$1,225.00
Walden School Concert & Reception	September 29, 2024	\$1,225.00
Korean Consulate National Day of the Republic of Korea 2024	September 30, 2024	\$1,225.00
48 Hills Annual Gala	October 5, 2024	\$1,225.00
SMART (Schools, Resource and Mentoring Team, Inc.) Networking Breakfast	October 8, 2024	\$1,225.00

SAN FRANCISCO WAR MEMORIAL AND PERFORMING ARTS CENTER

BOOKING SUMMARY: SEPTEMBER 2024

CONT. GREEN ROOM

Blue Shield Seminar	October 23, 2024	\$2,450.00
Bowdin College Panel Discussion	November 12, 2024	\$1,225.00
Welcome Home Project Fundraiser	November 14, 2024	\$1,225.00
French American Chamber of Commerce Gala	November 21, 2024	\$2,450.00
SETI Institute Annual Summit	November 23, 2024	\$1,385.00
Tenderloin Neighborhood Development Corporation	December 6, 2024	\$1,225.00
Tango, Inc International Tango Day	December 7, 2024	\$1,385.00
Philharmonia Baroque Orchestra & Chorale Post-Concert Reception	December 12, 2024	\$1,225.00
Thoma Bravo Holiday Celebration	December 13, 2024	\$5,450.00
SF High School of the Arts Holiday Reception	December 14, 2024	\$1,225.00
UCSF Holiday Celebration	January 25, 2025	\$1,225.00
Consulate General of India Republic Day Celebration	January 26, 2025	\$1,385.00.
Superior Court of California, County of San Francisco Judicial Investiture Ceremony	February 13, 2024	\$1,225.00
Philharmonia Baroque Orchestra & Chorale Post-Concert Reception	March 7, 2025	\$1,225.00
Glen Park PTO Fundraiser	March 22, 2025	\$1,385.00
Philharmonia Baroque Orchestra & Chorale Post-Concert Reception	April 10, 2025	\$1,225.00

SAN FRANCISCO WAR MEMORIAL AND PERFORMING ARTS CENTER

BOOKING SUMMARY: SEPTEMBER 2024

CONT. GREEN ROOM

Haas School of Business Immersion Week Final Dinner	April 11, 2025	\$1,225.00
Leakey Foundation Reception	May 3, 2025	\$1,225.00
Jenny Canela Wedding	June 28, 2025	\$3,600.00

HERBST THEATRE

Abstraction Media, Inc Max Amini Live (added 2 nd Show)	October 18, 2024	\$2,100.00
Dance Film SF, Inc Center Stage Screening	September 13, 2024	\$1,525.00
Golden Gate Symphony & Orchestra Concert	December 8, 2024	\$1,525.00
EMH Productions Shahin Najafi Live in SF	February 1, 2025	\$3,050.00
SF Arts Commission Annual Meeting	February 20, 2025	\$1,525.00
SF Philharmonic Orchestra Concert	March 1, 2025	\$1,525.00

WILSEY CENTER

SF Opera Guild Fall 2024 Educational Programming	September 9 – December 16, 2024	\$6,010.00
SF Chamber Orchestra Concert	December 30, 2024	\$900.00
Merola Opera Program Annual Meeting & Reception	November 4, 2024	\$900.00
SF Contemporary Music Payers Performance	April 12, 2025	\$900.00

**San Francisco War Memorial
Operating Account - 14670
FY 2024 - 2025 Appropriations Report - July 31, 2024**

ACCOUNT	DESCRIPTION	REVISED APPROPRIATION	YTD ENCUMBERED & EXPENDED	BALANCE
Salaries & Benefits	Permanent Salaries	\$ 7,361,976	\$ 369,348	\$ 6,992,628
	Temporary Salaries	\$ 383,427	\$ 43,122	\$ 340,305
	Premium Pay	\$ 153,945	\$ 7,006	\$ 146,939
	One-Time Salaries Payments			\$ -
	Overtime	\$ 254,732	\$ 19,821	\$ 234,911
	Holiday	\$ 102,799	\$ 6,214	\$ 96,585
	Mandatory Fringe Benefits	\$ 3,562,352	\$ 227,670	\$ 3,334,682
Other Expenses	Fees_Other	\$ -	\$ -	\$ -
	Training	\$ -	\$ -	\$ -
	Employee_Expenses	\$ 3,000	\$ -	\$ 3,000
	Membership_Fees	\$ -	\$ 3,625	\$ (3,625)
	Profesional_Special_Services	\$ 27,057	\$ 53,275	\$ (26,217)
	Maintenance_Services_Build_Struct	\$ 760,919	\$ 699,166	\$ 61,753
	Maintenance_Services_Equipment	\$ 50,858	\$ 6,653	\$ 44,205
	Rent/Lease-Building/Structure	\$ -	\$ 4,450	\$ (4,450)
	Rent_Lease_Equipment	\$ 6,687	\$ 3,157	\$ 3,530
	Other Current Expenses	\$ 3,467	\$ 12,242	\$ (8,775)
	Taxes_Licenses_Permits	\$ 189,732	\$ 2,547	\$ 187,185
	Utilities_Telephone	\$ -	\$ -	\$ -
	Materials & Supplies	\$ 224,510	\$ 54,253	\$ 170,257
Services of other Departments	Human Resources Modernization	\$ 3,770		\$ 3,770
	Diversity Equity Inclusion	\$ 1,302		\$ 1,302
	GF-PUC-Light Heat & Power	\$ 2,301,369		\$ 2,301,369
	PUC Sewer Service Charges	\$ 102,225		\$ 102,225
	Ef-PUC-Water Charges	\$ 78,769		\$ 78,769
	DT Technology Infrastructure	\$ 174,496		\$ 174,496
	GF-City Attorney-Legal Service	\$ 75,000		\$ 75,000
	DT Enterprise Tech Contracts	\$ 26,918		\$ 26,918
	DT Telecommunications Services	\$ 32,267		\$ 32,267
	GF-GSA-Facilities Mgmt Svcs	\$ 4,638,219		\$ 4,638,219
	GF-HR-Equal Emplymnt Opportuni	\$ 18,876		\$ 18,876
	GF-HR-Mgmt Training	\$ 21,064		\$ 21,064
	GF-HR-Workers' Comp Claims	\$ 109,000		\$ 109,000
	GF-HR-Employmnt Services	\$ 19,527		\$ 19,527
	GF-Chs-Medical Service	\$ 6,937		\$ 6,937
	GF-Chs-Toxic Waste&Haz Mat Svc	\$ 8,181		\$ 8,181
	Is-Purch-Reproduction	\$ 8,500		\$ 8,500
	GF-Rec & Park-Gardener	\$ 198,668		\$ 198,668
		TOTAL OPERATING	\$ 20,910,549	\$ 1,512,549
14680	Facilities Maintenance	\$ 726,233	\$ 128,831	\$ 597,403
	GRAND TOTAL	\$ 21,636,783	\$ 1,641,379	\$ 19,995,403
10000	Debt Service	\$ 9,088,284		\$ 9,088,284
14720	War Memorial Reserve	\$ 1,489,824	\$755,466.99	\$ 734,357
14700	Concessions Equip. Repl. Fund	\$ 55,916	\$ 4,700	\$ 51,216

**San Francisco War Memorial
Operating Account - 14670
FY 2024 - 2025 Appropriations Report - August 31, 2024**

ACCOUNT	DESCRIPTION	REVISED APPROPRIATION	YTD ENCUMBERED & EXPENDED	BALANCE
Salaries & Benefits	Permanent Salaries	\$ 7,361,976	\$ 863,449	\$ 6,498,527
	Temporary Salaries	\$ 383,427	\$ 99,131	\$ 284,296
	Premium Pay	\$ 153,945	\$ 17,063	\$ 136,882
	One-Time Salaries Payments		\$ 26,978	\$ (26,978)
	Overtime	\$ 254,732	\$ 70,228	\$ 184,504
	Holiday	\$ 102,799	\$ 6,214	\$ 96,585
	Mandatory Fringe Benefits	\$ 3,562,352	\$ 448,974	\$ 3,113,378
Materials & Supplies	Fees_Other	\$ -	\$ 400	\$ (400)
	Training	\$ -	\$ -	\$ -
	Employee_Expenses	\$ 3,000	\$ -	\$ 3,000
	Membership_Fees	\$ -	\$ 3,625	\$ (3,625)
	Profesional_Special_Services	\$ 27,057	\$ 53,275	\$ (26,217)
	Maintenance_Services_Build_Struct	\$ 760,919	\$ 720,019	\$ 40,899
	Maintenance_Services_Equipment	\$ 50,858	\$ 8,603	\$ 42,255
	Rent/Lease-Building/Structure	\$ -	\$ 8,900	\$ (8,900)
	Rent_Lease_Equipment	\$ 6,687	\$ 3,157	\$ 3,530
	Other Current Expenses	\$ 3,467	\$ 12,332	\$ (8,865)
	Taxes_Licenses_Permits	\$ 189,732	\$ 2,547	\$ 187,185
	Utilities_Telephone	\$ -	\$ -	\$ -
	Materials & Supplies	\$ 224,510	\$ 96,590	\$ 127,920
Services of other Departments	Human Resources Modernization	\$ 3,770		\$ 3,770
	Diversity Equity Inclusion	\$ 1,302		\$ 1,302
	GF-PUC-Light Heat & Power	\$ 2,301,369		\$ 2,301,369
	PUC Sewer Service Charges	\$ 102,225		\$ 102,225
	Ef-PUC-Water Charges	\$ 78,769		\$ 78,769
	DT Technology Infrastructure	\$ 174,496		\$ 174,496
	GF-City Attorney-Legal Service	\$ 75,000		\$ 75,000
	DT Enterprise Tech Contracts	\$ 26,918		\$ 26,918
	DT Telecommunications Services	\$ 32,267		\$ 32,267
	GF-GSA-Facilities Mgmt Svcs	\$ 4,638,219		\$ 4,638,219
	GF-HR-Equal Emplymnt Opportuni	\$ 18,876		\$ 18,876
	GF-HR-Mgmt Training	\$ 21,064		\$ 21,064
	GF-HR-Workers' Comp Claims	\$ 109,000		\$ 109,000
	GF-HR-Employmnt Services	\$ 19,527		\$ 19,527
	GF-Chs-Medical Service	\$ 6,937		\$ 6,937
	GF-Chs-Toxic Waste&Haz Mat Svc	\$ 8,181		\$ 8,181
	Is-Purch-Reproduction	\$ 8,500		\$ 8,500
	GF-Rec & Park-Gardener	\$ 198,668		\$ 198,668
		TOTAL OPERATING	\$ 20,910,549	\$ 2,441,484
14680	Facilities Maintenance	\$ 726,233	\$ 152,749	\$ 573,484
	GRAND TOTAL	\$ 21,636,783	\$ 2,594,233	\$ 19,042,550
10000	Debt Service	\$ 9,088,284		\$ 9,088,284
14720	War Memorial Reserve	\$ 1,489,824	\$755,466.99	\$ 734,357
14700	Concessions Equip. Repl. Fund	\$ 55,916	\$ 5,466	\$ 50,450

San Francisco War Memorial
FY 2024-25 Revenue Report - July 31, 2024

Account		JULY REVENUE	YEAR TO DATE	FY2024-25 Budget	Percent of Budget	LAST YEAR TO DATE
FACILITY RENTAL						
435511	Opera House	\$ 90,167.00	\$ 90,167.00	\$ 619,718.00	15%	\$ -
435512	Green Room	5,210.50	5,210.50	164,254.00	3%	9,160.00
435521	Herbst Theatre	425.00	425.00	227,580.00	0%	-
435531	Davies Symphony Hall	7,794.50	7,794.50	721,507.00	1%	56,735.00
435542	Wilsey Center	-	-	180,047.00	0%	37,207.50
462891	Zellerbach Rehearsal Hall	-	-	258,171.00	0%	-
	Sub Total	\$ 103,597.00	\$ 103,597.00	\$ 2,171,277.00	5%	\$ 103,102.50
OFFICE RENTAL						
435517	San Francisco Ballet (OH)	\$ 2,491.47	\$ 2,491.47	\$ 35,174.00	7%	\$ 2,771.26
435519	San Francisco Opera (OH)	28,737.92	28,737.92	202,856.00	14%	31,965.18
435539	San Francisco Symphony (DSH)	14,473.80	14,473.80	202,554.00	7%	16,099.20
435540	Veterans Bldg. Office Rent (SFO)	72,433.04	72,433.04	435,295.00	17%	80,398.44
462861	Veterans Building Occupancy Fees	11,049.39	11,049.39	116,144.00	10%	10,437.66
	Sub Total	\$ 129,185.62	\$ 129,185.62	\$ 992,023.00	13%	\$ 141,671.74
FOOD/BEVERAGE CONCESSIONS						
435611	Opera House & Herbst Theatre	\$ -	\$ -	\$ 443,224.00	0%	\$ -
435631	Davies Symphony Hall	-	-	270,776.00	0%	-
	Sub Total	\$ -	\$ -	\$ 714,000.00	0%	\$ -
PROGRAM CONCESSIONS						
435612	Opera House & Herbst Theatre	\$ -	\$ -	\$ 6,636.00	0%	\$ -
435632	Davies Symphony Hall	1,198.66	1,198.66	5,098.00	24%	-
	Sub Total	\$ 1,198.66	\$ 1,198.66	\$ 11,734.00	10%	\$ -
MISCELLANEOUS REVENUE						
435232	Parking Fees	\$ 2,320.50	\$ 2,320.50	\$ 55,000.00	4%	\$ 4,653.00
462899	Miscellaneous Revenue	2,265.46	2,265.46	175,567.00	1%	2,910.00
	Sub Total	\$ 4,585.96	\$ 4,585.96	\$ 230,567.00	2%	\$ 7,563.00
	GROSS REVENUE	\$ 238,567.24	\$ 238,567.24	\$ 4,119,601.00	6%	\$ 252,337.24
	Additional 15% Reserve Fund Revenue	\$ 42,041.28	\$ 42,041.28			\$ (37,850.59)
530110	Payment to War Memorial Commission	(4,450.00)	(4,450.00)			(4,450.00)
	NET REVENUE	\$ 276,158.52	\$ 276,158.52			\$ 210,036.65
OTHER FUNDS						
435614	Concessions Equipment Replacement	\$ -	\$ -	\$ -		

San Francisco War Memorial
FY 2024-25 Revenue Report - August 31, 2024

Account		AUGUST REVENUE	YEAR TO DATE	FY2024-25 Budget	Percent of Budget	LAST YEAR TO DATE
FACILITY RENTAL						
435511	Opera House	\$ -	\$ 90,167.00	\$ 619,718.00	15%	\$ 18,955.00
435512	Green Room	18,844.50	\$ 24,055.00	164,254.00	15%	23,410.00
435521	Herbst Theatre	34,017.00	\$ 34,442.00	227,580.00	15%	45,930.00
435531	Davies Symphony Hall	92,746.29	\$ 100,540.79	721,507.00	14%	56,735.00
435542	Wilsey Center	16,392.25	\$ 16,392.25	180,047.00	9%	62,777.50
462891	Zellerbach Rehearsal Hall	11,925.50	\$ 11,925.50	258,171.00	5%	-
	Sub Total	\$ 173,925.54	\$ 277,522.54	\$ 2,171,277.00	13%	\$ 207,807.50
OFFICE RENTAL						
435517	San Francisco Ballet (OH)	\$ 2,491.47	\$ 4,982.94	\$ 35,174.00	14%	\$ 8,313.78
435519	San Francisco Opera (OH)	14,368.96	\$ 43,106.88	202,856.00	21%	47,947.77
435539	San Francisco Symphony (DSH)	14,473.80	\$ 28,947.60	202,554.00	14%	48,297.60
435540	Veterans Bldg. Office Rent (SFO)	36,216.52	\$ 108,649.56	435,295.00	25%	120,597.66
462861	Veterans Building Occupancy Fees	18,807.12	\$ 29,856.51	116,144.00	26%	22,702.14
	Sub Total	\$ 86,357.87	\$ 215,543.49	\$ 992,023.00	22%	\$ 247,858.95
FOOD/BEVERAGE CONCESSIONS						
435611	Opera House & Herbst Theatre	\$ 3,410.52	\$ 3,410.52	\$ 443,224.00	1%	\$5,153.82
435631	Davies Symphony Hall	20,649.27	\$ 20,649.27	270,776.00	8%	17,891.01
	Sub Total	\$ 24,059.79	\$ 24,059.79	\$ 714,000.00	3%	\$ 23,044.83
PROGRAM CONCESSIONS						
435612	Opera House & Herbst Theatre	\$ -	\$ -	\$ 6,636.00	0%	\$ -
435632	Davies Symphony Hall	4,573.54	\$ 5,772.20	5,098.00	113%	-
	Sub Total	\$ 4,573.54	\$ 5,772.20	\$ 11,734.00	49%	\$ -
MISCELLANEOUS REVENUE						
435232	Parking Fees	\$ 4,716.05	\$ 7,036.55	\$ 55,000.00	13%	\$ 7,807.00
462899	Miscellaneous Revenue	9,397.60	\$ 11,663.06	175,567.00	7%	34,709.00
	Sub Total	\$ 14,113.65	\$ 18,699.61	\$ 230,567.00	8%	\$ 42,516.00
	GROSS REVENUE	\$ 303,030.39	\$ 541,597.63	\$ 4,119,601.00	13%	\$ 521,227.28
	Additional 15% Reserve Fund Revenue	\$ 52,957.66	\$ 94,998.94			\$ (78,184.09)
530110	Payment to War Memorial Commission	(4,450.00)	(8,900.00)			(8,900.00)
	NET REVENUE	\$ 351,538.05	\$ 627,696.57			\$ 434,143.19
OTHER FUNDS						
435614	Concessions Equipment Replacement	\$ 1,222.30	\$ 1,222.30	\$ -		\$ 3,888.11

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
REGULAR BOARD MEETING
Thursday, July 11, 2024

The Board of Trustees of the War Memorial of San Francisco met in regular session on Thursday, July 11, 2024, at 2:00 p.m., in the Trustees' Board Room, War Memorial Opera House, President Horn presiding.

ROLL CALL

Present: President Horn, Trustee Fisher, Trustee Kopp, Trustee Lui, Trustee Muduroglu, Trustee Newstat, Trustee Pelosi, and Trustee Rocco

Absent: Vice President Wilsey, Trustee Gatti, and Trustee Wright

Staff Present: Kate Sofis, Managing Director; Rob Levin, Assistant Managing Director; and Francesca Cicero, Board Secretary

Board Secretary Cicero made an opening announcement related to remote public comment. She stated that remote public comment, except as necessary for disability accommodations, has been discontinued. She noted that members of the public are invited to observe the meeting in-person or online, but only members of the public attending the meeting in-person will have an opportunity to provide public comment. She stated that no one online will be permitted to unmute themselves or present at the Board Meeting.

Requests for accommodation for remote public comment should be made at least 48 hours prior to the meeting, by email or voicemail (WarMemorialBoard@sfgov.org or 415-554-6377).

PRESIDENT'S REPORT

President Horn congratulated the San Francisco Opera on the conclusion of its summer season and looks forward to the opening gala of the 102th season on September 6, 2024. He also reported there would not be a Board of Trustees regular meeting scheduled for August.

MANAGING DIRECTOR'S REPORT

Managing Director Kate Sofis noted that the upcoming John Legend concert at the Symphony is almost sold out, and they will be piloting the Ovation Lounge in the Wattis Room for that event. She also reported that in June the Department successfully defended its budget in front of the Board of Supervisors. She acknowledged and congratulated the Booking Team for meeting the revenue targets for the year. Director Sofis reported on a few improvements to the buildings, including a renovation to the North Stage Door entrance, an upgraded soundsystem in the Herbst Theatre, and a new point-of-sale system. She also noted that the Frameline Film Festival recently presented sold out screenings in the Herbst Theatre. There was public comment by Michael Petrelis requesting information about the Frameline Festival in the Herbst Theatre.

ASSISTANT MANAGING DIRECTOR'S REPORT

Assistant Managing Director Rob Levin introduced the Technical Team to the Trustees and thanked his team for all the good work they do on behalf of the Department. He reported that the revenue targets for the fiscal year were at 111% of the budget.

Approval of Consent Agenda: Assistant Managing Director Levin stated that items submitted on the Consent Agenda included the minutes of the June 13, 2024, Presentors Liaison Committee meeting, the minutes of the June 13, 2024, Regular meeting of the Board; Rental Requests for July 11, 2024; and Housekeeping Expenditure Reports for June 2024. There was public comment by Michael Petrelis thanking Trustee Pelosi for his service and stating the Board of the Symphony is not doing enough to retain Esa-Pekka Salonen.

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

RESOLUTION NO. 24-15

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco, the minutes of the June 13, 2024, Presentors Liaison Committee meeting; the minutes of the June 13, 2024, Regular meeting of the Board; Rental Requests for July 11, 2024; and Housekeeping Expenditure Reports for June 2024, are hereby approved.

REGULAR ITEMS

Proposition D & Ethics Commission Legislation: President Horn invited Director Sofis to address the Board. She reported that the City Attorney indicated it has a basis of support to allow members of the Board of Trustees of the War Memorial to concurrently be members of the boards of resident companies and will be drafting a formal opinion reflecting this. She noted that Trustees must recuse themselves from any vote involving a resident company that they sit on the board of. President Horn stated that the obligation by the City to keep and maintain the buildings, as reflected in the Trust, is paramount. Director Sofis noted that the Department has received a formal opinion by the Ethics Commission that there will be one ticket available to Trustees to observe the operations of the venue at a performance. Director Sofis also explained that the consent agenda would be changing at the meetings moving forward. She noted that the monthly rental requests that have been included are actually bookings that have already been made and contracted by the Booking Team, consistent with City rules. She noted similarly that the Board approves the Departmental budget every year in February, and the monthly Departmental expenditures are made according to that budget, rather than needing to be approved by the Board monthly. She stated that the Department would continue to share this information with the Board every month, but would not need to be voted on. She explained that the Board would continue to vote on approval of the minutes every month. Board Secretary Cicero announced the Ethics Commission would be offering voluntary virtual trainings about Prop. D over the next few months. Michael Petrelis gave public comment on providing free tickets to San Francisco residents who have been in the City for more than five years. Laura Leibowitz provided public comment inquiring about the application for renovations to the Symphony Hall and what organization was driving that process.

Consideration of Renewal of the Agreement between the War Memorial Board of Trustees and the

American Legion War Memorial Commission: President Horn stated that the agreement between the War Memorial and the American Legion War Memorial Commission regarding payments to the Commission from Herbst Theatre revenues is set to expire on December 31, 2024. He referred the matter to the Veterans Committee and requested that the Committee meet to review and consider approval of a renewal agreement prior to the December Board meeting.

Consideration of American Legion War Memorial Commission's Request for Rental Fee Waiver for

Pancake Breakfast: President Horn stated that Trustees received a letter from the American Legion War Memorial Commission requesting a waiver of rental fees to present a Labor Day pancake breakfast on August 31, 2024, open to veterans and members of the public free of charge. He invited CJ Reeves, Chairman of the ALWMC to present the request to Trustees. Mr. Reeves noted that California Friends of Veterans have donated all the pancake supplies and all traffic issues have been addressed with staff, in order to hold the event outdoors in the parking lot of the Veterans Building. Assistant Managing Director Levin clarified that the request is for permission to hold the event in the parking lot as well as a waiver of the rental fee.

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

RESOLUTION NO. 24-16

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco, that the American Legion War Memorial Commission's request to waive rental fees for the back parking lot of the Veterans Building to hold a Labor Day Pancake Breakfast on Saturday, August 31, 2024, from 8am to noon, is hereby approved.

MISCELLANEOUS CORRESPONDENCE

None.

GOOD AND WELFARE

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

PUBLIC COMMENT

Michael Petrelis made public comment requesting the Board send a letter to the Symphony Board regarding budget constraints being put on Maestro Salonen. Trustee Kopp stated that he did not think it would be appropriate for the Board to interfere in a personnel matter with the Symphony's board. Director Sofis noted her one-year anniversary at the War Memorial was upcoming and thanked the Board for the opportunity to serve and looks forward to the partnership for many years to come. There being no further public comment, President Horn closed public comment.

ADJOURNMENT

There being no further business, President Horn adjourned the meeting at 2:41 p.m.

Francesca Cicero
Board Secretary



DAVID CHIU
City Attorney

LAUREN CURRY
Deputy City Attorney

Direct Dial: (415) 554-4670
Email: Lauren.Curry@sfcityatt.org

MEMORANDUM

TO: Kate Sofis, Managing Director – War Memorial and Performing Arts Center
FROM: Lauren Curry
Deputy City Attorney
DATE: August 19, 2024
RE: Members of the War Memorial Board of Trustees Serving on the Board of Directors of Entities Served by the War Memorial and Performing Arts Center

You have asked whether Proposition D, the ethics-related measure adopted by the voters at the March 2024 election, prohibits a member of the San Francisco War Memorial Board of Trustees (“War Memorial Board”) from serving on the board of directors of the San Francisco Symphony, the San Francisco Ballet, the San Francisco Opera, the American Legion War Memorial Commission, or other veterans and cultural institutions served by the War Memorial and Performing Arts Center (“War Memorial”).

As discussed below, members of the War Memorial Board may serve on the board of directors of those entities. Charter Section 5.106 provides that the Mayor must “give due consideration to veterans and others who have a special interest in the purposes for which the Center exists” when making appointments to the War Memorial Board. In public memoranda to the War Memorial Board in 1979 and 1984 and in a public letter to the Board of Supervisors in 1991, the City Attorney’s Office advised that this language in the Charter allows members to serve on those external boards despite general conflict-of-interest laws that could otherwise prohibit dual service. Proposition D prohibits City officers from serving on the boards of directors of entities that have contracts with their department. But Proposition D is an ordinance, and it does not override the Charter.

Members of the War Memorial Board may serve on those boards of directors, but they must abstain from voting on any matter before the War Memorial Board directly affecting an entity on whose board they serve, and must follow all State and local conflict of interest and ethics laws concerning their service on such boards.

Background

On March 5, 2024, San Francisco voters approved Proposition D, which amends the City’s Campaign and Governmental Conduct Code to revise City ethics laws. Under Proposition D, each department’s Statement of Incompatible Activities (“SIA”) will automatically sunset when the measure becomes operative on October 12, 2024. In place of the SIAs, Section 3.218 of the Campaign and Governmental Conduct Code sets incompatibility rules for all City officers and employees. Section 3.218 specifically prohibits City officers and employees from serving

MEMORANDUM

TO: Kate Sofis, Managing Director – War Memorial and Performing Arts Center
DATE: August 19, 2024
PAGE: 2
RE: Members of the War Memorial Board of Trustees Serving on the Board of Directors of Entities Served by the War Memorial and Performing Arts Center

on the board of directors of an entity that contracts with their department. Campaign & Governmental Conduct Code Sec. 3.218(a)(1)(A).

Historically, many members of the War Memorial Board have served at the same time on boards of one or more of the entities that lease space from the War Memorial. And, in 1979, the Clerk of the Board of Supervisors sought advice from our Office regarding a similar question concerning whether a member of the San Francisco Symphony Board of Trustees could also serve on the War Memorial Board. In City Attorney Opinion No. 79-37 dated June 15, 1979 (the “1979 Opinion,” attached), we advised that a member of the San Francisco Symphony Board of Trustees could lawfully serve on the War Memorial Board. We based this advice on the plain language of the 1932 Charter in light of the history of both the War Memorial Trust Agreement of 1921, as amended (the “Trust”) and the War Memorial Board.

From its inception in 1921, the Trust has had as its purpose to honor veterans of the First World War, and the assets of the Trust were to consist of buildings housing the San Francisco Art Association (now the San Francisco Museum of Modern Art), the San Francisco Posts of the American Legion, and a theatre or auditorium for use by the San Francisco Symphony. The Trust Agreement was originally between the Regents of the University of California and various private citizens. The City took over the Trust from the Regents in 1922 and the War Memorial Board succeeded the Regents as trustees. But the terms of the Trust Agreement remained in effect.

In the 1979 Opinion, our Office recognized that from the beginning of the Trust many members of the War Memorial Board also served on the boards of one or more of the entities that were housed in the War Memorial or made use of the War Memorial facilities. Moreover, we advised that the drafters of the 1932 Charter specifically contemplated that some members of the War Memorial Board would also be officers of entities served by the War Memorial.

Charter Section 3.610 of the 1932 Charter provided, in relevant part:

“The Trustees of said War Memorial shall consist of eleven members, who shall be appointed by the Mayor, subject to confirmation by the Board of Supervisors. . . . In making appointments to said Board, the Mayor shall give due consideration to veterans of all wars engaged in by the United States, and to such other classes of persons who may have a special interest in the purpose for which said War Memorial is to be constructed and maintained.” [Emphasis added.]

Our Office concluded that former Charter Section 3.610 authorized the Mayor to appoint to the War Memorial Board persons who were also officers of entities leasing space from the War Memorial. And we concluded that the longstanding practice of appointing such persons to the War Memorial Board compelled the conclusion that the voters and the drafters of Section 3.610 “expressly anticipated” such appointments without regard to other, more general, Charter provisions.

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Our Office addressed related issues concerning the War Memorial Board on two subsequent occasions. In City Attorney Opinion 84-02, dated February 7, 1984 (the “1984 Opinion” attached), we publicly advised that under conflict of interest rules a member of the War Memorial Board who also serves on the board of an organization that leases space from the War Memorial must abstain from voting on leases or other matters that directly affect that organization. The 1984 Opinion reaffirmed the advice in the 1979 Opinion that members of the War Memorial Board could continue to serve on outside boards as long as they recused themselves when required. And, in a letter dated May 6, 1991 (attached), our Office responded to an inquiry from the Board of Supervisors, again reaffirming our conclusions that members of the War Memorial Board may serve on the boards of the tenant organizations and must comply with conflict of interest rules relating to such service.

Today, the San Francisco Symphony and the American Legion War Memorial Commission (“ALWMC”), a standing committee of the American Legion Eighth District Council, continue to use space in the buildings as beneficiaries of the Trust. The War Memorial has a contract with the ALWMC for revenue received from the rental of the Herbst Theatre. The War Memorial also has a contract with the San Francisco Symphony for use of the Louise M. Davies Symphony Hall for the Symphony’s annual repertory season.

Further, the War Memorial contracts with the San Francisco Opera and the San Francisco Ballet for use of the War Memorial Opera House for the Ballet and Opera’s repertory seasons. The War Memorial refers to the Symphony, Opera, and Ballet collectively as the War Memorial’s “Resident Companies.” Because several members of the War Memorial Board serve on the board of directors of the Resident Companies, members of the War Memorial Board have asked whether they may continue to serve on these boards in light of Section 3.218 prohibiting City officers from serving on the board of directors of an entity that contracts with their department.

Analysis

Charter Section 5.106 governs the War Memorial, and its language is parallel to Section 3.610 of the 1932 Charter, discussed above. Charter Section 5.106 provides in relevant part:

“The governing board of the War Memorial and Performing Arts Center shall consist of eleven trustees appointed by the Mayor, pursuant to Section 3.100, for four-year terms. In making appointments the Mayor shall give due consideration to veterans and others who have a special interest in the purposes for which the Center exists.” [Emphasis added.]

As discussed above, this Office concluded in three public opinions between 1979 and 1991 that the 1932 Charter allowed members of the War Memorial Board to serve on boards of directors of entities that lease space from the War Memorial. When the voters modified the language of Section 5.106 and the Charter’s ethics provisions in 1996, they evinced no intent to change that general rule. Indeed, the Voter Information Pamphlet describing the 1996 Charter revision stated that “[t]he provisions governing the . . . War Memorial Board of Trustees would

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remain generally the same,” and the revision “would make no substantive changes” to ethics-related sections of the Charter. In light of that history, the Charter continues to contemplate the appointment to the War Memorial Board of persons who are also on the boards of directors of the entities described above.

Proposition D generally prohibits members of boards and commissions from serving on the boards of directors of entities that contract with their departments. But Proposition D is an initiative ordinance, not a Charter amendment, and the language in Charter Section 5.106 controls. “The provisions of the City Charter supersede all municipal laws, ordinances, rules or regulations inconsistent therewith.” (St. Croix v. Superior Court (2014) 228 Cal.App.4th 434, 442, citing Stuart v. Civil Service Com. (1985) 174 Cal.App.3d 201, 206.)

Conclusion

For the reasons stated above, members of the War Memorial Board may serve on the board of directors of an entity that contracts with the War Memorial if that entity has a “special interest” in the purposes for which the War Memorial was created under the Trust. Such entities include the Resident Companies, ALWMC, and other veterans and cultural institutions served by the War Memorial.

But while the Charter allows members of the War Memorial Board to serve on those boards of directors, other conflict-of-interest laws continue to apply, as we discussed in the 1984 Opinion. Specifically, members of the War Memorial Board who also serve on the board of directors of an entity that contracts with the War Memorial must abstain from voting on a matter directly affecting such entity and must follow all State and local conflict of interest and ethics laws related to their service on such boards.