**Board Members Present:**

Claudia Baker

Mac Bracewell

Anne Boccuzzi

Ann Carey, Vice Chair

Jackie Cornelius

C.M. John Crescimbeni

Dave Engdahl

Bill Ferry

Kemal Gasper

Charlie Joseph, Chair

Tayloe McDonald

Rebecca Ryan-Gonzalez

JaMario Stills

Scott Wooten

**Board Members Absent:**

Penny Thompson

**Staff Present:**

Tony Allegretti

Amy Palmer

**Guests Present:**

Jessica Santiago

Chip Southworth

**Call to Order**

Charlie Joseph, the Chair of the Board, called the meeting to order at 10:38 a.m.

**Approval of Minutes**

Ms. McDonald sought a correction. She noted that the request for an ROI for the Americans for the Arts conference trip was made during the June meeting and not the August meeting. Ms. McDonald also thanked Mr. Allegretti for posting the report to the Board Resource’s webpage.

**UPON MOTION** duly made, seconded and carried, the minutes from the June 8, 2017 and August 17, 2017 Board meeting were approved.

It was noted that Ms. Ryan-Gonzalez has rescinded her resignation and will remain on the board. Ms. McDonald has resigned effective Sept. 30. As she is a Mayoral appointee, her departure brings the board to the new number of six Mayoral appointees.

**Cultural Service Grant Program (CSGP) Appeals Procedure**

The Cultural Service Grant Program (CSGP) appeals procedure was reviewed during the last board meeting. Previously a very simple appeals process was in place, but last year’s appeal highlighted the need for a more fleshed-out procedure. The new appeals procedure was developed in consultation with the City of Jacksonville’s Office of General Counsel (OGC), which had previously worked with City Council on the appeals procedure for the city’s Public Service Grant (PSG) Program. The new procedure will both preserve the right for applicants to appeal and protect the integrity of the grant process.

**UPON MOTION** duly made, seconded and carried, the appeals procedure was approved.

Following the vote, Ms. Baker, who had thought the vote was on the recommendation, had a question. The appeals procedure states that an appeal may only be in reference to the applicant making the appeal. She wondered if that precluded group appeals, or if it took away a right that was previously held. Ms. Palmer responded that there is nothing to preclude all of the applicants in a funding level from mounting individual appeals. Also, if an error is discovered that impacts other applicants, they will be notified. The prior appeal procedure was skeletal and did not describe individual or group rights to appeal. She noted that this specific provision of the procedure was suggested by OGC. C.M. Crescimbeni described the detailed work that was done on the PSG appeal procedure and explained the provision Ms. Baker referenced.

**Executive Director’s Report**

Mr. Allegretti stated that CSGP hearings will be held Oct. 3-4. He commented that the CSGP Committee is doing a wonderful job and is very engaged. Mr. Allegretti invited all Board members to attend the hearings.

Mr. Allegretti informed the Board that the State Division of Cultural Affairs’ grant hearing for the Cultural Council’s local arts agency grant application was postponed due to Irma, and is now scheduled to take place the day before the CSGP hearings.

Mr. Allegretti reminded the Board that the annual retreat would be held on September 27. The agenda for the retreat includes the annual action plan and new strategic plan. He also reminded the Board that the next regular board meeting, during which the CSGP awards will come before the board for its approval, will take place on Wednesday, October 18 at 10 a.m. Due to a Jewish holiday, it does not follow the regular pattern for scheduling board meetings.

**Governance**

The Board considered and determined a slate of nominees to fill three open board positions, all of which are regularly elected board members.

The Governance Committee interviewed eight prospective board members, five of which they are recommending for the board’s consideration at this time. Those with less experience will be reconsidered for 2019. They were seeking diverse candidates with a passion for the arts, nonprofit and board experience, the flexibility to participate and be fully engaged, and financial expertise as there is a need for a new Finance Committee Chair since Mr. Wooten’s tenure on the board will end this fiscal year.

Mr. Wooten asked for a review of the election process for committee chairs. Mr. Joseph noted that it is the Board Chair’s prerogative to select the committee chairs. Board members can make recommendations. The full board will have input and the Governance Committee will also do additional work before the nominations for committee chairs are put forward.

LinkedIn bios of the candidates were provided and the members of the Governance Committee were able to provide information from their interviews. There was a robust discussion of the candidates. It was deemed critical that a new Finance Committee Chair be found from among the new board members. They all know that there is this need. Mr. Wooten has agreed to work with the new chair.

Pamela Smith was recommended as one of the three candidate to join the Board. A paper ballot was distributed to determine the other two Board members to complete the slate. Kate Rowe and Janet Walker Ford were selected.

**UPON MOTION** duly made, seconded and carried, the new Board members were approved.

**Bylaws**

Revisions to the bylaws were proposed to the Board. Ari Jolly made these revisions and a red lined and final version were uploaded to the Board Resources webpage.

The first proposed revision was a grammatical change, changing the word “expire” to “expires.” The second proposed revision was a recommendation that came from the Office of General Counsel and Ms. Hodges, changing the numbers required to have quorum. The third proposed revision was to create consistencies amongst committee terms. The fourth proposed revision was to change the word “ex officio” to “liaison.” Mr. Engdahl proposed an additional revision so that the Art in Public Places Committee makeup reflect the terms outlined in the City ordinance.

Ms. Baker posed a question about term limits and a member’s ability to be re-nominated to serve as a Director after term limits expire. The Board then held a discussion around this topic. It was determined that this topic would be discussed further during a future meeting.

**UPON MOTION** duly made, seconded and carried, the revisions to the bylaws were approved.

**Finance Committee Minutes**

Ms. McDonald expressed that it is now October and the Board is looking at financial reports from June. She indicated that she would like timelier reporting. She then posed a question around the ongoing conversation involving employee classifications. Ms. Baker inquired about financial penalties that the organization is expected to incur as a result of previous misclassification. The Board then held a discussion around this topic and Mr. Joseph said that this topic would be revisited at a future meeting.

**UPON MOTION** duly made, seconded and carried, the minutes from the August 3, 2017 Finance Committee meeting were approved.

Mr. Wooten provided comments around the topic of approved signers associated with the organization’s bank accounts. The Finance Committee recommended updating signers due to Board members transitioning off the Board.

**UPON MOTION** duly made, seconded and carried, the Finance Committee’s recommendations regarding approved signers were approved.

**New Business**

Ms. McDonald suggested that the materials on the Board Resource webpage be made public.

Ms. Joseph thanked Ms. McDonald, Mr. Wooten, and Mr. Danley for their service on the Board.

**Closing**

**UPON MOTION** duly made, seconded and carried, the meeting came to a close.