

SPECIAL MEETING OF THE
CULTURAL AFFAIRS FOUNDATION BOARD,
CITY OF CULVER CITY,
CALIFORNIA

December 13, 2007
7:00 P.M.

Call to Order & Roll Call

The meeting of the Cultural Affairs Foundation was called to order at 7:15 P.M. by Chair Paz-Slimp.

Present: Jerry Fulwood, CEO
Mercedes Paz-Slimp, Chair
Sofia Klatzker, Secretary
Luther L. Henderson, III
Rick Noguchi
Gayle Smashey

Absent: Christine Hardin, Vice Chair
Rena Williams Niles, Treasurer

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Invocation/Pledge of Allegiance

The Pledge of Allegiance was led by Catherine Farrington.

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Public Comment

None.

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Item C-1

**Consent Calendar
Agenda Posting**

Moved by Member Smashey, seconded by Member Klatzker, and unanimously passed to receive and file the Secretary's Report on the Posting of the Agenda.

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Item A-1

Action Items

Discussion Regarding the Development of the Culver City Cultural Affairs Foundation, the Role of Board Members, and Review of the Articles of Incorporation and Bylaws

Public Art and Historic Preservation Coordinator Christine Byers reported that the primary sources for Culver City Cultural Affairs funding were the Art Fund, the Redevelopment Agency, business sponsorship for the Culver City Music Festival, and grant sources for summer interns. She explained that the Foundation was established because the Redevelopment Agency would not be around indefinitely and development money would decrease as development slows down in the City.

Board and staff discussion focused on the following topics: the Articles of Incorporation and Bylaws; potential conflicts arising from seeking corporate foundation grants; concerns about grant opportunities for other arts organizations being usurped by the City; special meetings in conjunction with the currently prescribed semi-annual meetings versus quarterly Board meetings; funding allocations, expenditures, audits and fiduciary responsibilities; appropriate Board/staff communications; the Brown Act; and voting members versus non-voting members.

Performing Arts Coordinator and Special Events Producer Susan Obrow explained that Board members were under no obligation to seek grants, but were free to alert staff to grant possibilities and staff would investigate whether any conflicts existed.

Assistant City Attorney Heather Baker clarified the differences between actual conflicts and potential or speculative conflicts.

City Attorney Carol Schwab provided scenarios where timing could affect whether there would be a conflict or not and she noted that the Board could recommend amending the Bylaws accordingly.

A short discussion regarding amending the Bylaws ensued.

Public Art and Historic Preservation Coordinator Byers clarified liability language and Management Analyst Jeremy Green reported that Risk Management would secure insurance for the Board.

City Attorney Schwab indicated that additional clarification could be necessary from the City Council regarding a statement in the Council staff report that: "Private donations will not be accepted by this proposed Foundation."

Performing Arts Coordinator and Special Events Producer Obrow noted that one of the purposes of the Foundation was to go after private funding and not individual donors.

City Manager Fulwood indicated that staff would further explore whether the Foundation could make recommendations on funding allocations.

Responding to Member Henderson, Public Art and Historic Preservation Coordinator Byers indicated staff was researching private foundation grants and she added that the Bylaws talked about an advisory committee.

Member Noguchi requested a copy of the IRS designation letter to make sure the Foundation is a separate 501(c)(3).

Staff and the Board discussed Foundation letterhead and the inclusion of a list of Advisory Committee members in order to enhance credibility. Policy concerns regarding use of the City logo on letterhead were to be investigated by staff.

Responding to Chair Paz-Slimp, Public Art and Historic Preservation Coordinator Byers explained that research on other cities with similar situations had been done and the group discussed several different cities and their policies.

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Item A-2

**Selection of Date and Time for the Culver City Cultural
Affairs Foundation Semi-Annual Board Meeting in January
2008**

Staff and Board members discussed dates and agreed to come to a decision via email to schedule meetings in January and April.

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Public Comment - Items Not On the Agenda

None.

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Adjournment

There being no further business, at 8:11 P.M., the Cultural Affairs Foundation Board adjourned its meeting to the Semi-Annual Meeting in January 2008 (exact date and time to be specified).

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Kristi Callan
Minutes Reporter

APPROVED January 29, 2008

MERCEDES PAZ-SLIMP
CHAIR of the Culver City Cultural Affairs Foundation Board