

Item A-2

**Discussion Regarding Potential Reorganization of the Culver City Cultural Affairs Foundation**

Chair Dickter provided background on the item noting the request from Mayor Clarke at the May Cultural Affairs Commission meeting that the Commission consider reorganizing or privatizing the Cultural Affairs Foundation.

Christine Byers, Cultural Affairs Coordinator, provided a summary of the material of record and discussed unrestricted money available in the Foundation bank account.

Chair Dickter invited public comment.

The following members of the audience addressed the Commission:

Jim Clarke, Mayor, discussed his purpose in amending the Cultural Affairs Foundation bylaws; the potential for increased success with fundraising; creation of a Memorandum of Understanding (MOU); clarification that the Foundation would be a fundraising arm carrying out an annual workplan developed by the Commission and adopted by the City Council; he discussed quarterly activity reports and creation of an annual budget; the current organization of the Foundation; term limits; the Executive Committee; he presented a draft work in progress for amending the bylaws; and he requested that several members of the Commission be appointed to work with him to amend the bylaws.

Marla Koosed expressed concern with the memorandum furnished by Mayor Clarke on July 9, 2016; the lack of open discussion about the item becoming an agenda item; she noted that the current meeting was the first time the item was on an agenda; she discussed minutes for the May 2015 Cultural Affairs Commission meeting; the request that the item be placed on a future City Council agenda prior to the item being presented on a Cultural Affairs Commission or Foundation agenda or any public conversation taking place; she expressed concern with a statement by the Mayor that

“they are all on board with re-constituting the Foundation”; she discussed the Brown Act; the importance of transparency; the wisdom of the many rather than the few; democracy in action; context and focus of the Cultural Affairs Foundation; the demise of Redevelopment; history of the Foundation and summary of actions; fundraisers; things accomplished within the Brown Act structure; she provided recommendations from the ad hoc subcommittee to explore the original purpose of the Cultural Affairs Foundation; and she urged the Commission to fully vet the topic before moving forward.

Discussion ensued between staff and Commissioners regarding meeting frequency; the idea of the Foundation as a pass through organization to fund arts organizations in the City; expanding involvement of residents; increasing the profile of the Foundation; whether there is an urgency to making changes; policies of other cities; clarifying the purpose of the body and ensuring that it can move forward effectively; the importance of the Brown Act; the ability of subcommittees to meet more often; adding special meetings to the minimum of two meetings per year; City staff workload; clarification that a private foundation could have open meetings and the MOU could require public participation; creating economies of scale; the process; and revising the bylaws rather than disbanding or reconstituting.

Mayor Clarke noted that the bylaws could be revised; he discussed involvement of the City Council; the articles of incorporation; fees; the fundraising arm of the Commission; the annual work plan approved by the City Council; formulation of a strategy by the Foundation to achieve the work plan; the Brown Act and transparency; encouragement of public participation; the quarterly report filed by the Foundation to the Commission; the public record; and allowing for collaboration.

Ashley Rodgers, Cultural Affairs Foundation Board, expressed concern with a lack of City support to keep the organization together and the requirement to produce quarterly reports.

Chair Dickter clarified that the amended bylaws for consideration indicated that there would be an MOU with the

City; the Foundation would not be a public entity subject to the Brown Act; and that private staff would be used rather than City staff.

Celeste Anlauf, Cultural Affairs Foundation Board, indicated that she is a professional fundraiser; expressed frustration with not being able to speak to her fellow Board Members freely; discussed constraints that staff has; the need for flexibility; expanding the Board; and expediency.

Discussion ensued between staff and Commissioners regarding the articles of incorporation; state and Federal determinations; the Brown Act; competition with other organizations; more frequent meetings; the proposed MOU with the City; referring the item to a subcommittee to make recommendations; options for moving forward; time to consider the matter; communication with key stakeholders; clarification that Mayor Clarke made the changes proposed to the Commission; whether the Foundation is on board with the reconstitution of the Foundation; positions to be filled; holding a special meeting; whether the Commission is going to be making a recommendation; timing; concern with losing the support of City staff; and transitional funding from the City to support the partial staff person.

Mayor Clarke suggested that requirements could be included in the MOU; he discussed the experience of the Centennial Celebration Committee; the need for outside consultants; and the process to make the changes.

Further discussion ensued between staff and Commissioners regarding the importance of including public input in the process; appreciation for the work of Foundation Board Members; the important role of City staff; The Education Foundation and the Centennial Committee; and what percentage of raised funds could be directed toward staffing.

Ron Smoire addressed the Commission and suggested that a subcommittee conducting research would help the Commission make a decision; he discussed the importance of having the information available to the Foundation so they can make a decision about the Commission recommendation; and making an educated decision.

Christine Byers, Cultural Affairs Coordinator, noted that due to the narrow way that the agenda item was written, it would not be appropriate to create a new subcommittee at the current meeting.

Serena Wright-Black, Administrative Services Director, suggested that Commissioners individually review the revised bylaws created by Mayor Clarke and discuss that at the next meeting.

Further discussion ensued between staff and Commissioners regarding individual review of the restated bylaws with Mayor Clarke's amendments; review of other MOUs; the inability to form a subcommittee; the fundraising subcommittee of the Foundation; public engagement; and encouragement to staff to provide information to Commissioners as early as possible.

MOVED BY CHAIR DICKTER, SECONDED BY COMMISSIONER WILLIAMS AND UNANIMOUSLY CARRIED, THAT THE CULTURAL AFFAIRS COMMISSION: REVISIT THE ITEM AT THE SEPTEMBER CULTURAL AFFAIRS COMMISSION MEETING.

Mayor Clarke suggested that the Commission ask for three nodding heads to consider placing an item on the agenda pertaining to potentially forming a subcommittee at the next meeting.

The Cultural Affairs Commission received consensus to agendaize consideration of forming a subcommittee at the next Commission meeting.

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### **Receipt of Correspondence**

Christine Byers, Cultural Affairs Coordinator, indicated that no correspondence had been received.

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