

**The Yerba Buena Gardens Conservancy
Meeting of the Interim Board of Directors
Wednesday, August 14 2019, 12:00 – 1:30pm**

Location: YBCA – 701 Mission Street, Large Conference Room
Board in Attendance: Cathy Maupin, Ken Bukowski, Deborah Cullinan, John Elberling, Tom DeCaigny, Sean Jeffries Carol Tang, Aaron Grizzell, Ann Van Degna, Nadia Sesay,
Executive Director: Scott Rowitz
Absent and Excused: Andrico Penick Helen Sause, Lynn Farzaroli, David McKenzie,
Public in Attendance: Linda Lucero, Paige Scott, Bert Blanchett

AGENDA

A. CALL TO ORDER

Cathy Maupin called the meeting to order at 12:06 pm.

B. GENERAL PUBLIC COMMENT

None.

C. ANNOUNCEMENTS AND REQUESTS FOR INFORMATION AND FUTURE AGENDA ITEMS

None.

D. APPROVE MINUTES from the July 17, 2019 Interim Board of Directors Meeting.

The July 17, 2019 minutes were approved as submitted. MSC: Sesay/Van Degna

E. DISCUSS/APPROVE Proposed Slate of Officers for FY 19/20

Nadia Sesay presented the proposed slate of officers for FY20. The slate as presented was Cathy Maupin Chair, Deborah Cullinan Vice Chair, Ken Bukowski Treasurer and Lynn Farzaroli Secretary.

The Board also discussed terms and to create a process to stagger terms and “pull straws” to finalize terms at next meeting.

Board will also seat committee chairs as needed in future for unfilled committees.

The Board unanimously approved the slate of officers. MSC: Tang/Van Degna

F. DISCUSS/APPROVE proposed Board meeting calendar

The Board reviewed the proposed Board meeting schedule for the fiscal year, keeping the option open that it may revisit the schedule if needed as organization starts up. The Board will meet the second Tuesday of the every other month starting in September. The Executive Committee will meet in off months.

Greg Caligari, legal counsel, reminded the Board that standing committees will also be subject to the Brown Act.

Sean Jeffries asked that we make sure that the fundraising committee is planned out as well which Board will discuss at a future meeting.

After discussion Board unanimously approved proposed schedule. MSC: Bukowski/Sesay

G. REVIEW interim organizational financials as of July 31, 2019.

Scott Rowitz presented the interim organizational financials with activity through July 31, 2019. He stated that the Finance Working Group met to review these financials and also provided input on the draft personnel manual and financial policies. Legal counsel is reviewing them and we will bring updated policies to the Finance Committee and then full board.

The organization has 9.2 million in the bank after receiving the first transfer from the City and a deposit of 400k from Moscone for its estimated portion of the Landscaping Project. In addition, it is starting to receive August payments from the leases.

The organization has an accounts receivable of 25k, which is the pledge from Trammel Crow. Accounts payable consists of the 90k for Cox Castle on legal and a current liability of 300k to the YBCBD for the startup loan. On the income side, the organization has received the 10.6 million from the transfer from the City. On the expense side, the organization has made its first month payment for garden operations, first quarter payments to cultural organizations and payments for insurance, legal and office setup expenses.

The board asked to have a risk management discussion at a future meeting and also discuss financial policies and reserve policies to ensure organization is in full compliance with risk, city policies and procedures and verify everything is in order. The Finance Committee will review and bring a high level to the full board. In addition, board asked to receive a copy of the D&O policy. The board also asked to ensure gift acceptance policies are in place.

H. RECEIVE UPDATE from Interim Executive Director

Scott Rowitz updated the board on all the day to day activities of the organization.

Regarding Gardens operations, he reported on the successful Pistahan from last weekend. He highlighted the behind the scenes coordination and planning that occurred with Gardens Staff, Arts and Events Staff, Festival Staff and SF police to ensure safety and evacuation process and procedures and staffing levels were in place and revisited in light of recent public event tragedies.

He mentioned he is meeting with Arts and Events and MJM to begin a process to analyze and improve event management processes and coordination.

He discussed the security, landscaping and waterproofing projects and staff turnover on the capital team. Landscaping renderings were shared and discussed.

Finally, Scott reminded the board about the September 26th event which is being planned to publicly launch the Conservancy, and feature new public art and public realm improvements from the Moscone expansion project. A "save the date" invite has gone out to the board, John and Helen are compiling list of people involved in history to ensure they are invited. John asked about media and PR goals for the event which will be discussed at the Gardens Operations meeting.

Finally, Scott shared with the board the behind the scenes section of the website which is dedicated to Board materials and information.

I. ADJOURN TO CLOSED SESSION

There was no public comment on items in closed session.

- **RECEIVE UPDATE/DISCUSS/APPROVE** the recommendation from the Executive Director working group's negotiation with candidate to become the organization's full time Executive Director. Approve hiring of full time Executive Director.

J. REPORT out on actions taken during the closed session. (if needed)

Legal counsel Greg Caligari reported that the Board unanimously approved an employment agreement with Scott Rowitz as the Conservancy Executive Director, effective September 1, 2019 and contingent upon confirmation with employment counsel that YBGC has in place the items legally necessary to have a full-time employee as of such date. MSC: DeCaigny/Elberling

K. REVIEW/DISCUSS Board Organizational Orientation and Brown Act Training

The Board discussed the Brown Act and Greg Caligari led the board through a refresher. In addition, Board members who have not done a more extensive Brown Act training will complete the online webinar on the Brown Act.

John Elberling pointed out other key city ethics policies that should be complied with including formally notifying Board of Supervisors about two meetings annually open to the public. The restrictions on campaign contributions to Board of Supervisor or Mayoral candidates from organizations or individuals who are on the board of the organizations who are in negotiations with the city on an agreement or who completed an agreement within 6 months. Finally, that developers who make contributions to organization's with City agreement must report their contributions to the Ethics Commission.

Scott walked the board through the Gardens presentation on the history, assets and background to get everyone to a baseline understanding of the assets, and operations.

The meeting was adjourned at 1:30pm.