

The Yerba Buena Gardens Conservancy
Meeting of the Interim Board of Directors
Wednesday, June 27, 2018
12:00 – 1:30pm
Location: Yerba Buena Center for the Arts

Board in Attendance: Ken Bukowski, Karen Carr, Deborah Cullinan, Tom DeCaigny, Sean Jeffries, Linda Lucero, Cathy Maupin, Noushin Mofakham, Helen Sause, John Elberling via telephone
Legal Counsel: Greg Caligari, YBGC legal counsel
Executive Director: Scott Rowitz
Absent and Excused: John Updike (retired)
Public in Attendance: Andrico Penick, David McKenzie, Aaron Grizzell, Arturo Riera, Sandra Pellegrino, Pat Kilduff, Virginia Grandi, and Paige Scott

AGENDA

A. CALL TO ORDER

- a. Cathy Maupin called the meeting to order at 12:04 pm.

B. APPROVE MINUTES

- a. The May 2, 2018 minutes were approved as submitted. MSC: Lucero/Cullinan. Carr abstained due to absence at the meeting. As the quorum was lost at the last minute for the June 13, 2018 meeting, notes were provided to capture discussions and to aid in transparency, as no actions could be taken at the meeting.

C. DISCUSS/APPROVE the addition of one City representative

- a. Andrico Penick, Acting Director of Real Estate, was appointed by Naomi Kelly to serve on the Conservancy Board in replacement of John Updike. MSC: Carr/Sause. Motion passed unanimously

D. REVIEW/DISCUSS/APPROVE revised bylaws.

- a. Greg Caligari presented to the Board the updated red line changes to the bylaws. The following sections were discussed by the board:
- 4.2.1 – City Representative Directors
 - 4.12 & 4.16 – typos
 - 4.14.4 and 4.16.5 – Combine and clarify that adjournment means continuance.
 - 5.7 & 5.8 – Executive director/CEO language
 - 8.2 – Separate policy regarding signing checks, etc.
 - 10.3E – Make consistent with 10.3F and change \$50,000 to \$10,000
 - 10.4 – Contingencies Liabilities reported – auditor requirement
 - Honorary Board Members- no voting, no quorum, advisory, 2 year term, elected by Board. Confirm if covered by D&O insurance.
 - 4.12 – Brown Act Training – add time frame requirement, within 30 days appointed to Board.

Greg will incorporate bylaws changes and the Board will review at the next meeting.

E. REVIEW/DISCUSS/APPROVE conflict of interest policy.

- a. Greg Caligari presented to the Board the updated red line changes on the conflict of interest policy. The board reviewed and discuss the updated policy. The following sections were discussed and legal counsel will amend draft on page 2 – make consistent with changes in bylaws 4.2.1. With this change, the Conflict of Interest Policy was approved. MSC: Cullinan/Bukowski

F. RECEIVE UPDATE from Interim Executive Director.

- a. Scott Rowitz reported that the assets transferred from OCII to City of San Francisco today June 27, 2018. It is anticipated that the lease will be completed in July and then be ratified in September by the Board of Supervisors. Scott provided financial statement from 2014 to present. He reported that the approved YCBCD loan of \$300,000 was not yet utilized but in the next month there would be expenses necessitating funds taken from the loan. The expenses include legal, start up, insurance, staffing and interim Executive Director.

G. ADJOURN TO CLOSED SESSION

H. REPORT out on actions taken during the closed session.

None.

I. ANNOUNCEMENTS AND REQUESTS FOR INFORMATION

J. GENERAL PUBLIC COMMENT

K. ADJOURN

a. The meeting was adjourned at 1:33 pm.

Next Meeting

Wednesday, July 25, 2018, 12:00 – 1:30pm, YBCA, 701 Mission Street