

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
REGULAR MEETING

Thursday, April 10, 2014

The Board of Trustees of the War Memorial of San Francisco met in regular session at 2:00 p.m. on Thursday, April 10, 2014, in the Trustees' Board Room, War Memorial Opera House, President Myatt presiding.

ROLL CALL

Present: President Myatt, Vice President Bashford, Trustee Bechtle, Trustee Davis, Trustee Horn, Trustee Lui, Trustee Moscone, Trustee Pelosi, Trustee Shultz, Trustee Stafford and Trustee Wilsey

Staff Present: Elizabeth Murray, Managing Director
Jennifer Norris, Assistant Managing Director

APPROVAL OF MINUTES

President Myatt called for approval of the minutes of the March 13, 2014 regular meeting of the Board. On motion of Trustee Shultz, seconded by Trustee Wilsey, the minutes were unanimously approved.

MANAGING DIRECTOR'S REPORT

Rental Requests: Ms. Murray stated that rental requests mailed to Trustees are routine and she requested their approval. On motion of Trustee Bechtle, seconded by Trustee Shultz, the following resolution was unanimously adopted:

RESOLUTION NO. 14-16

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that the following rental requests are hereby approved:

WAR MEMORIAL OPERA HOUSE

San Francisco Opera 2014 Fall Season	July 25-December 7, 2014	\$194,125.00
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LOUISE M. DAVIES SYMPHONY HALL

UCSF School of Nursing Graduation Ceremony	May 29, 2015	\$3,500.00
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SECRETARY'S REPORT

Revenue, Appropriations and Housekeeping Expenditures Reports for March 2014: Ms. Norris stated that Revenue, Appropriations and Housekeeping Expenditures reports for March 2014 have been distributed to Trustees, and she requested approval of the March housekeeping expenditures as submitted. On motion of Trustee Shultz, seconded by Trustee Horn, the following resolution was unanimously adopted:

RESOLUTION NO. 14-17

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that Purchase Order Nos. WM140152 through WM140174 are hereby approved.

COMMITTEE REPORTSVeterans Building Project CommitteeVeterans Building Seismic Upgrade & Improvements Project:

Project Construction: Beth Murray reported that the bi-weekly Veterans Building Project tour on Tuesday, April 2 was an exciting tour and she noted progress on construction of shear walls and HVAC layout. She stated that the general contractor will be installing a tower crane on the south side of the Veterans Building during the week of May 12, 2014. For the 3-day installation period, the entire north side of the Opera House, including the Memorial Court, horseshoe driveway, parking area behind the Memorial Court and Opera House north stage door will be closed. All access to the Opera House during this 3-day period will be on the south side. Ms. Murray stated that the pertinent information will be confirmed in writing to Trustees and all Opera House users.

Project Budget: Ms. Murray reported that the Planning Department's certificate of eligibility for War Memorial transferable development rights (TDR) was approved on April 9, 2014 and has been recorded by the City Recorder. The City's Director of Property is now able to pursue sales of War Memorial TDR's pursuant to the resolution approved by the Board of Supervisors.

Presentors Liaison CommitteePatina Restaurant Group proposed designs for capital investment upgrades to the Opera House Lower Lounge Café and Opera House Dress Circle Lobby:

Trustee Bechtle, Chair of the Presentors Liaison Committee, reported that the committee held two meetings to review and consider Patina's design concepts for improvements to the Opera House lower lounge café, as outlined in Patina's "Capital Expenditure Design Project" summary. She stated that following considerable discussion, a majority of the committee voted to recommend approval of Patina's design concepts, subject to subsequent consideration and approval of specific furnishings, fabrics and materials. Trustee Bechtle stated that the committee further voted to recommend directing War Memorial staff to engage an architectural lighting consultant at a cost not to exceed \$22,000 to develop proposals and a budget to improve the lighting in the lower lounge café. Trustee Bechtle noted that due to time constraints, the committee was unable to review Patina's design proposals for the Opera House Dress Circle Lobby, and that this matter was continued to a future committee meeting.

Following discussion, and on motion of Trustee Bechtle, seconded by Trustee Shultz, the following resolution was adopted with Vice President Bashford voting nay:

RESOLUTION NO. 14-18

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Presentors Liaison Committee and approves Patina Restaurant Group's design concepts for the Opera House lower lounge café subject to subsequent consideration and approval of specific furnishings, fabrics and materials; and further approves engaging the services of an architectural lighting consultant at a cost not to exceed \$22,000 to develop proposals and a budget to improve the lighting in the lower lounge café.

PUBLIC COMMENT

There was no public comment.

REGULAR ITEMS

Closed Session for Conference with Legal Counsel for Anticipated Litigation: President Myatt stated that Board of Trustees will meet in closed session to confer with legal counsel on anticipated litigation. President Myatt stated that the Board will first take public comment on all matters pertaining to the closed session; the Board will then entertain a motion to hold a closed session to confer with the City Attorney pursuant to Government Code Section 54956.9(d)(2) and San Francisco Administrative Code Section 67.10(d).

Public Comment

President Myatt called for public comment relating to any aspect of the closed session agenda item, including whether the Board should confer with the City Attorney in closed session, and whether the Board should disclose any or all of its closed session discussion.

Nelson Lum, Chair of the American Legion War Memorial Commission, stated that the War Memorial Commission objects to the proposed closed session to the extent that the subject of the closed session is not protected by the attorney client privilege. He stated that the American Legion War Memorial Commission is entitled to such information as is reasonably necessary to enable it to understand how the Trustees interpret the Trust, to enforce the right under the Trust or to prevent or redress a breach of the Trust. Mr. Lum stated that the War Memorial Commission therefore demands disclosure of all non-privileged documents and communications pertaining to the closed session.

President Myatt stated that based on existing facts and circumstances; there is a significant exposure to litigation against the City. Accordingly, he asked if there is a motion to invoke the attorney-client privilege and go into closed session to confer with or receive advice from the City Attorney. On motion of Trustee Horn, seconded by Trustee Moscone, the Board of Trustees voted unanimously to convene in closed session pursuant to Government Code Section 54956.9(d)(2) and San Francisco Administrative Code Section 67.10(d).

CLOSED SESSION**RECONVENE IN OPEN SESSION**

President Myatt reconvened the meeting in open session. President Myatt announced that the Board of Trustees took no action during the closed session. President Myatt called for a motion on whether to disclose the contents of the closed session. On motion of Trustee Bechtle, seconded by Trustee Shultz, the Board of Trustees voted unanimously not to disclose any of the discussion during the closed session.

ADJOURNMENT

There being no further business to come before the Board, President Myatt adjourned the meeting at 3:10 p.m.

Jennifer E. Norris
Executive Secretary