

**MINUTES**  
**WAR MEMORIAL BOARD OF TRUSTEES**  
**Thursday, April 9, 2015**

The Board of Trustees of the War Memorial of San Francisco met at 2:00 p.m. on Thursday, April 9, 2015, in the Trustees' Board Room, War Memorial Opera House, President Bashford presiding.

**ROLL CALL**

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

Absent: Trustee Davis, Trustee Wilsey

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

**APPROVAL OF MINUTES**

President Bashford called for approval of the minutes of the March 12, 2015 regular meeting of the Board. On motion of Trustee Shultz, seconded by Trustee Moscone, the minutes were unanimously approved.

**MANAGING DIRECTOR'S REPORT**

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

**RESOLUTION NO. 15-15**

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

**LOUISE M. DAVIES SYMPHONY HALL**

California Sunday Pop-Up Magazine & Lobby Reception	April 17, 2015	\$3,750.00 vs 10% \$8,500.00 maximum
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Innovation Arts & Entertainment Anthony Bourdain	July 26, 2015	\$2,500.00 vs 10% \$7,250.00 maximum
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**HERBST THEATRE**

SF American Chinese Cultural Center Vocal Concert	October 18, 2015	\$1,250.00
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The Kinsey Sicks Chicks with Shticks	October 24, 2015	\$2,500.00
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California Institute for Integral Studies Kayhan Kalhor	November 20, 2015	\$1,250.00
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New Century Chamber Orchestra Concerts	December 19, 2015 February 6, 2016	\$2,500.00
Cherry Orchard Festival Foundation Denis Matsuev	January 24, 2016	\$1,250.00
Symphony Parnassus Concert	March 20, 2016	\$1,250.00
Chinese American International School Graduation Ceremony	June 15, 2016	\$1,250.00

Ms. Murray acknowledged and thanked the War Memorial staff for their hard work during the last six weeks during which the Opera House and Davies Symphony Hall were used for the Danny Boyle, Aaron Sorkin film about Steve Jobs and the Season 5 Premiere of “Game of Thrones” which brought us widespread and positive media attention. She noted that the War Memorial earned revenue in excess of \$100,000 from these activities and provided a significant amount of extra employment for theatrical employees.

### **SECRETARY'S REPORT**

**Revenue, Appropriations and Housekeeping Expenditures Reports for March 2015:** Ms. Norris stated that Revenue, Appropriations and Housekeeping Expenditures reports for March 2015 have been distributed to Trustees, and she requested approval of the March 2015 housekeeping expenditures as submitted. On motion of Trustee Myatt, seconded by Trustee Moscone, the following resolution was unanimously adopted:

#### **RESOLUTION NO. 15-16**

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that Purchase Order Nos. WM150152 through WM150167 are hereby approved.

### **COMMITTEE REPORTS**

#### **Veterans Building Project Committee**

**Veterans Building Seismic Upgrade & Improvements Project:** Vice President Horn reported on two recent bi-weekly tours of the Veterans Building on March 23 and April 7, 2015.

Vice President Horn stated that installation of new duct work continues in the attic. The skylights have been installed and water-sealed. The last phase on the roof, which is laying the permanent roof, has begun. He reported that Webcor, the Opera’s General Contractor, is actively working on the fourth floor; the ceiling has been removed and new sprinkler system is being installed. He reported that the freight elevator is now operational and the tour group was able to take it between floors.

Vice President Horn reported that the Herbst Theatre new fire curtain has been installed and is operational. Herbst Theatre chandeliers, which have been refurbished and cleaned, are being reinstalled. Above the Herbst Theatre stage installation of the new rigging system – which will hold curtains, sets, drop curtains, etc. – is close to completion. Vice President Horn stated that the wall paint in the Herbst Theatre main lobby was stripped off, revealing the beautiful original stone walls which will be refurbished to their original condition. The Herbst Theatre backstage area build-out continues with trimming and painting. Workers are beginning to seal off the first floor west corridor, which corridor will become a part of the Herbst Theatre backstage area.

Vice President Horn stated that the Green Room walls were scrubbed and covered with white primer. The final painting and the new gilding has begun and the green color is beautiful.

**Request from Herbst Theatre Acoustics Advisory Committee to make a gift to the War Memorial of an acoustical shell and new stage lighting for Herbst Theatre:**

Vice President Horn, Chair of the Veterans Building Project Committee, stated that the Veterans Building Project Committee met earlier today and considered the request from the Herbst Theatre Acoustics Advisory Committee to make a gift to the War Memorial of an acoustical shell and new stage lighting for Herbst Theatre.

Vice President Horn reported that following a presentation from Peter Pastreich, chair of the Herbst Theatre Acoustics Advisory Committee, and discussion, the Veterans Building Project Committee voted unanimously to recommend to the full board that it accept the gift of an acoustical shell and stage lighting for Herbst Theatre and approve in concept the placement of a plaque in the Herbst Theatre backstage area recognizing the donors of the gift.

Following discussion, and on motion of Vice President Horn, seconded by Trustee Moscone, the following resolution was unanimously adopted:

**RESOLUTION NO. 15-17**

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendations of its Veterans Building Project Committee and accepts the gift from the Herbst Theatre Acoustics Advisory Committee of an acoustical shell and new stage lighting for the Herbst Theatre and approves in concept the placement of a plaque in the Herbst Theatre backstage area recognizing the donors of this gift.

**Opera request for Veterans Building Donor Signage:**

Vice President Horn stated that the Veterans Building Project Committee also considered the request from the San Francisco Opera for Veterans Building donor signage. He noted that in January 2013, the Board of Trustees approved the Opera's request to establish naming opportunities for post-retrofit Veterans Building areas as part of the Opera's fundraising efforts for Veterans Building improvements. Today's meeting of the Veterans Building Project Committee was to consider and make recommendations to the full board on the specific location, design and text of proposed donor signs.

Vice President Horn stated that the committee heard from Opera representatives as well as the Opera's architect, Mark Cavagnero Associates, on the specific locations, materials, lettering sizes and fonts for the proposed donor plaques. He reported that following discussion, the Veterans Building Project Committee voted unanimously to recommend to the full board approval of the Opera's donor signage proposals.

Following discussion and public comment, and on motion of Trustee Shultz, seconded by Trustee Moscone, the following resolution was unanimously adopted:

**RESOLUTION NO. 15-18**

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Veterans Building Project Committee and approves the San Francisco Opera's proposal for specific design and placement of donor recognition plaques in the Veterans Building.

**PUBLIC COMMENT**

Wallace Levin thanked the War Memorial Trustees for the Memorial that honors veterans 365 days a year, not just one day. Mr. Levin requested that a banner acknowledging veterans be installed outside the Veterans Building when it reopens. He requested that the Veterans Building be clearly labeled as such.

## REGULAR ITEMS

**Opera request to install exterior banners:** President Bashford stated that Trustees received a letter from the San Francisco Opera requesting to install exterior banners on the Opera House loggia for the Opera's 2015 Summer Season. Banners would be installed from May 11 through July 6, 2015, and would be the same size as the Opera's Fall Season banners. The Opera provided renderings of the proposed banners for the Trustees' review.

Following discussion and public comment, and on motion of Trustee Moscone, seconded by Trustee Bechtle, the following resolution was unanimously adopted:

### RESOLUTION NO. 15-19

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby approves the San Francisco Opera request to install exterior banners on the Opera House loggia for the Opera's 2015 Summer Season.

**Closed Session for Conference with Legal Counsel for Anticipated Litigation:** President Bashford stated that, as noticed on today's agenda, the Trustees will meet in closed session with legal counsel on anticipated litigation regarding space allocation for and facility use by the San Francisco Posts of the American Legion in the Veterans Building.

President Bashford 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 Sections 54956.9(d)(2) and 54956.9(e)(3) and San Francisco Administrative Code Section 67.10(d).

### Public Comment

President Bashford 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.

Paul Cox, Chair of the American Legion War Memorial Commission, said he would like to make a statement prior to the Trustees entering into a closed session to discuss the litigation that is soon to be filed by the American Legion War Memorial Commission represented by the law firm of DLA Piper. Mr. Cox stated that the Board of Trustees is in receipt of the letter that DLA Piper sent to the City Attorney on March 11, which outlines the American Legion War Memorial Commission's demands and includes a draft of their petition to the court. Mr. Cox stated that the deadline given for response in the letter has passed and the Commission is prepared to move forward with that litigation depending on the results of the Trustees' meeting today. Paul Cox stated that, as Chair of the Commission, even at this late date, the Commission is not eager to enter into this lawsuit, and would rather the Trustees recognize the Commission's rights to invite patriotic organizations into the Veterans Building and to provide space needed to provide programming to help San Francisco's veterans. Mr. Cox stated the Commission recognizes that such an action would result in a reversal of the Trustees' previous positions, but said that would be preferable to a legal battle and resulting political fall-out. Mr. Cox urged the Trustees to instruct the City Attorney to contact Todd Toral, the Commission's attorney at DLA Piper, and arrange for immediate negotiations over all the issues raised in the March 11 letter. Lastly, Mr. Cox urged the Trustees to make public the actions taken in the closed session today.

President Bashford asked if there was any further public comment and seeing none closed public comment.

President Bashford 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 pursuant to Government Code Sections 54956.9(d)(2) and 54956.9(e)(3) and San Francisco Administrative Code Section 67.10(d). On motion of Vice President Horn, seconded by Trustee Pelosi, the Board of Trustees voted unanimously to convene in

closed session pursuant to Government Code Sections 54956.9(d)(2) and 54956.9(e)(3) and San Francisco Administrative Code Section 67.10(d).

CLOSED SESSION

RECONVENE IN OPEN SESSION

President Bashford reconvened the meeting in open session. President Bashford announced that the Board of Trustees took no action during the closed session. President Bashford called for a motion on whether to disclose the contents of the closed session. On motion of Vice President Horn, 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 Bashford adjourned the meeting at 4:00 p.m.

Jennifer E. Norris  
Executive Secretary