

MINUTES
WAR MEMORIAL BOARD OF TRUSTEES
Thursday, September 10, 2015

The Board of Trustees of the War Memorial of San Francisco met at 2:00 p.m. on Thursday, September 10, 2015, in the Trustees' Board Room, War Memorial Opera House, President Bashford presiding.

ROLL CALL

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

Absent: Trustee Pelosi

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

APPROVAL OF MINUTES

President Bashford called for approval of the minutes of the August 13, 2015 meeting of the Litigation Committee. On motion of Trustee Myatt, seconded by Trustee Wilsey, the minutes were unanimously approved.

President Bashford called for approval of the minutes of the August 13, 2015 regular meeting of the Board. On motion of Trustee Moscone, seconded by Trustee Wilsey, the minutes were unanimously approved.

PRESIDENT'S REPORT

Opera and Symphony Openings: President Bashford stated that the San Francisco Opera will open its 2015 Fall Season tomorrow, September 11, including opening night festivities in a tent on Grove Street. The San Francisco Symphony opens its 2015-16 Repertory Season on September 24, including opening night festivities in the tented Davies Symphony Hall parking lot. On behalf of the Board, President Bashford extended best wishes to the Opera and Symphony for successful opening nights and repertory seasons.

Veterans Building Rededication Ceremony: President Bashford said that after more than a decade of planning and 26 months of construction, the Veterans Building Seismic Upgrade & Improvements Project has now been completed, and the War Memorial will hold the Veterans Building Rededication Ceremony on Wednesday, September 16, at 11:30 a.m. He noted that the ceremony will be followed by Open House Tours on each of September 16, 18, and 19. President Bashford stated that the War Memorial Trustees and staff should be very proud of this immensely successful project.

MANAGING DIRECTOR'S REPORT

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

RESOLUTION NO. 15-33

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

Let's Talk Entertainment Caitlyn Jenner	February 29, 2016	\$2,500.00 vs 10% \$7,250.00 maximum
Presidio Performing Arts Foundation Dancing Across Cultures (student performances)	May 2, 2016	\$2,500.00

LOUISE M. DAVIES SYMPHONY HALL

San Francisco Symphony 2015-16 Season (partial)	February 1-May 31, 2016	\$192,875.00 vs 10% \$222,875.00 maximum
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HERBST THEATRE

New Century Chamber Orchestra Rehearsal Day	September 15, 2015	waived for testing of new acoustic shell
Philharmonia Baroque Orchestra Open Rehearsal	April 26, 2016	\$1,250.00
Fashion Institute of Design and Merchandising Two Graduation Ceremonies	June 21, 2016	\$2,215.00

SECRETARY'S REPORT

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

RESOLUTION NO. 15-34

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that Purchase Order Nos. WM160036 through WM160051 are hereby approved.

REGULAR ITEMS

Proposed Resolution – Authority to verify court documents: President Bashford stated that Trustees have received a proposed resolution confirming Managing Director Elizabeth Murray's authority to verify court documents on behalf of the War Memorial Board of Trustees in the Matter of San Francisco War Memorial Trust, dated August 10, 1921, as amended June 30, 1928; Superior Court of the State of California; Case No. PTR-15-298701; filed July 28, 2015. On motion of Trustee Shultz, seconded by Vice President Horn, the following resolution was unanimously approved.

RESOLUTION NO. 15-35

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby confirms Managing Director Elizabeth Murray's authority to verify court documents on behalf of the War Memorial Board of Trustees in the Matter of San Francisco War Memorial Trust, dated August 10, 1921, as amended June 30, 1928; Superior Court of the State of California; Case No. PTR-15-298701; filed July 28, 2015.

Proposed Resolution – Thanking and Commending Tara Lamont: President Bashford stated that Trustees have received a proposed resolution thanking and commending Tara Lamont for her outstanding and dedicated service to the San Francisco War Memorial and Performing Arts Center as Project Manager for the War Memorial Opera House and War Memorial Veterans Building Seismic Upgrade and Improvements Projects. President Bashford asked Tara Lamont to come forward and asked Vice President Horn to read the proposed resolution to the Trustees and the public. On motion of Vice President Horn, seconded by Trustee Shultz, the motion was unanimously approved.

RESOLUTION NO. 15-36

- Whereas,* **Tara Lamont** will leave the service of the City and County of San Francisco on September 15, 2015; and
- Whereas,* During her tenure with the City and County of San Francisco, Tara Lamont served as the Department of Public Works' Project Manager for two of the City's most prestigious capital projects undertaken in the last quarter of a century: the 1996-97 War Memorial Opera House Seismic Upgrade & Improvements Project and the 2013-15 War Memorial Veterans Building Seismic Upgrade & Improvements Project; and
- Whereas,* Tara Lamont provided invaluable guidance, advice, and assistance to the War Memorial Board of Trustees and the War Memorial staff in its pre-design planning for the Opera House and Veterans Building projects, and was insightful in recognizing, understanding and respecting the modern-day operational needs for these renovated historic buildings; and
- Whereas,* Tara Lamont, by maintaining unmatched enthusiasm and extraordinarily high standards, encouraged all who worked with her to strive for similar high standards and ensured hugely successful project outcomes; and
- Whereas,* Tara's efforts have contributed to the War Memorial's mission of operating and maintaining these historically and architecturally significant landmarks, which comprise the War Memorial as part of San Francisco's Civic Center, for the safety and comfortable enjoyment of the more than one million visitors who attend events here each year; now
Therefore Be It
- Resolved,* By the Board of Trustees of the War Memorial of San Francisco that, on the eve of completing the 26-month Veterans Building Seismic Upgrade & Improvements Project, we hereby thank and commend **Tara Lamont** for her outstanding and dedicated service to the San Francisco War Memorial and Performing Arts Center, its licensees, patrons and visitors, and extend to her heartfelt best wishes in her new endeavors.

On behalf of the War Memorial Board of Trustees, President Bashford and Vice President Horn presented the resolution to Tara Lamont. Tara Lamont received a standing ovation. Tara Lamont and thanked the War Memorial Trustees and staff for their full support and commitment to the Veterans Building Seismic Upgrade and Improvements Project.

COMMITTEE REPORTS

Veterans Building Project Committee

Veterans Building Seismic Upgrade & Improvements Project: Vice President Horn stated that he was pleased to chair the Veterans Building Project Committee and to give his final report of the Veterans Building construction project. Vice President Horn stated that substantial completion of the project has been achieved, punch list is still in progress, and final completion is targeted for mid-October 2015.

Budget & Finance Committee

Proposed Renewal of Agreement between War Memorial Board of Trustees and American Legion War Memorial Commission: Trustee Lui, Chair of the Budget & Finance Committee, stated that the Committee met on September 9 to consider and adopt recommendations on the proposed renewal of the Agreement between the War Memorial Board of Trustees and the American Legion War Memorial Commission.

Trustee Lui stated that the Committee reviewed the history of this agreement and current documents including the proposed renewal agreement between the Board of Trustees and the War Memorial Commission, the history of sums paid by the Trustees to the Commission since the original 1977 agreement, and the Commission's Office Budgets for the balance of calendar year 2015 and for calendar year 2016. The Committee also heard staff comments and recommendations, and heard from Paul Cox, Chair of the American Legion War Memorial Commission.

Trustee Lui noted that in discussion, the Committee noted that the War Memorial will provide annual In-Kind support of \$340,000 to the San Francisco Posts of the American Legion.

Trustee Lui reported that following consideration, the Committee also voted unanimously to recommend to the full Board approval of the renewal of agreement between the War Memorial Board of Trustees and the American Legion War Memorial Commission for a 16-month period from September 1, 2015 through December 31, 2016; with the War Memorial payment to the Commission of \$2,781 per month for the remaining four months of calendar year 2015, and \$2,768 per month for calendar year 2016; such amounts to be adjusted by staff if necessary based on the cost of the Commission's liability insurance.

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

RESOLUTION NO. 15-37

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Budget & Finance Committee and approves the 16-month renewal agreement between the War Memorial Board of Trustees and the American Legion War Memorial Commission from September 1, 2015 to December 31, 2016, with monthly payments from the Trustees to the Commission of \$2,781 for the remaining four months of calendar year 2015, and \$2,768 for calendar year 2016, such amounts to be adjusted by staff if necessary based on the cost of the Commission's liability insurance.

Veterans Committee

American Legion War Memorial Commission – Request to install Veterans Success Center in the Veterans Building:

Trustee Myatt, Chair of the Veterans Committee, stated that the Committee met on September 9 to consider and adopt recommendations on the request of the American Legion War Memorial Commission to install the Veterans Success Center in Veterans Building rooms 313A and 313B.

Trustee Myatt stated that the Committee reviewed documents, including the letter from the American Legion War Memorial Commission requesting to install the Veterans Success Center in the Veterans Building and a draft of the proposed MOU between the War Memorial Board of Trustees and the Veterans Success Center Committee, a standing committee of the American Legion Eighth District Council, concerning installation of the Veterans Success Center in the Veterans Building. The Committee heard staff comments and recommendations, and heard from representatives of the American Legion Eighth District, American Legion War Memorial Commission and Veterans Success Center Committee.

Trustee Myatt reported that following consideration, the Committee voted unanimously to recommend to the full Board approval of the request to install the Veterans Success Center in Veterans Building suite 213 or suite 224, subject to the Memorandum of Understanding as drafted by staff.

Paul Cox, Chair of the American Legion War Memorial Commission, stated that the Commission requested that the Veterans Success Center be located in empty rooms 313A & 313B as they anticipate the second floor offices will be soon be full. Roger Dong, Executive Director of the Veterans Success Center, thanked the Trustees for approving its return to the Veterans Building. He particularly expressed appreciation for Elizabeth Murray's work, in 2011, during the creation of the Center, by upgrading the power in Room 205 to make the use of multiple computers possible.

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

RESOLUTION NO. 15-38

RESOLVED, By the Board of Trustees of the War Memorial of San Francisco that it hereby adopts the report and recommendation of its Veterans Committee and approves the request to install the Veterans Success Center in the Veterans Building, specifically in either suite 213 or suite 224 assigned for use by the San Francisco American Legion Posts, subject to the Memorandum of Understanding between the War Memorial Board of Trustees and the Veterans Success Center Committee.

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 existing 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 first, the Board will take public comment on all matters pertaining to the closed session. Then the Board will entertain a motion to hold a closed session to confer with the City Attorney pursuant to Government Code Sections 54956.9(d)(1) and San Francisco Administrative Code Section 67.10(d)(1).

Public Comment:

President Bashford asked if there was any public comment relating to any aspect of this 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. There being no public comment, public comment was closed.

Motion to go into Closed Session:

President Bashford stated that attorneys for the petitioner, San Francisco Posts of the American Legion, filed a lawsuit in Superior Court of the State of California on Tuesday, July 28, 2015, naming the City, acting through this Board of Trustees, as the respondent. The case name is "In the Matter of San Francisco War Memorial Trust, dated August 19, 1921, as amended June 30, 1928" and the case number is PTR-15-298701.

President Bashford asked for 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)(1) and San Francisco Administrative Code Section 67.10(d)(1).

On motion of Trustee Myatt, seconded by Trustee Wilsey, the Board of Trustees voted unanimously to convene in closed session pursuant to Government Code Sections 54956.9(d)(1) and San Francisco Administrative Code Section 67.10(d)(1).

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 that is required to be reported under the Brown Act or Sunshine Ordinance during the closed session. President Bashford called for a motion on whether to disclose the contents of the closed session. On motion of Trustee Myatt, seconded by Trustee Moscone, 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 3:30 p.m.

Jennifer E. Norris
Executive Secretary