



City of Dallas

**ARTS AND CULTURE ADVISORY COMMISSION
MEETING MINUTES**

Thursday, April 18, 2019

4:30 p.m.

Dallas City Hall, Park Board Room

1500 Marilla Street, 6FN

Dallas, Texas 75201

PRESENT: [14]

John P Batiste (Chair), Phillip E Collins (Vice Chair), Linda Blase, Ella Goode Johnson, Albert Gonzalez, Jesse Smith, Jayne Suhler, Jo Trizila, Leland Burk, Angela Faz, Daphna Yoffe, Grady McGahan, Jesse Hornbuckle, Cannon Flowers

ABSENT: [2]

Meghann Bridgeman, James White

CITY STAFF PRESENT:

Jennifer Scripps, David Fisher, Nikki Christmas, Clifton Gillespie, Rhonda Ivery, Kay Kallos

I. Call To Order

A quorum of the commission being present, the Chair called the meeting to order at 4:35 p.m.

II. Public Speakers

The commission provides “open microphone” opportunities for the following individuals to comment on matters that were not scheduled on the commission voting agenda or to present concerns or address issues that were not matters for consideration listed on the posted meeting agenda:

SPEAKER: Jeff Rane

SUBJECT: Kalita Task Force Recommendations

SPEAKER: Kevin Moriarty

SUBJECT: Kalita Task Force Recommendations

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SPEAKER: Joshua D. Terry
SUBJECT: Kalita Task Force Recommendations

SPEAKER: Guinea B. Price
SUBJECT: Performance Space

SPEAKER: Ann Abernathy
SUBJECT: Kalita Task Force Recommendations

SPEAKER: Joe Steffis
SUBJECT: Kalita Task Force Recommendations

SPEAKER: Howard J. Weiner
SUBJECT: Kalita Task Force Recommendations

SPEAKER: Kate Aoki
SUBJECT: Kalita Task Force Recommendations

SPEAKER: Jeff Bragalone
SUBJECT: Kalita Task Force Recommendations

III. Voting Agenda Items

1. Approval of minutes of the March 21, 2019, Arts and Culture Advisory Commission meeting [APPROVED]

Ms. Suhler moved to adopt the item. Motion seconded by Mr. Collins and unanimously adopted.

2. Recommendation in support of a five-year lease agreement between the City of Dallas and Dallas Theater Center for the Kalita Humphreys Theater, subject to the major deal points briefed to the Arts and Culture Advisory Commission by the Kalita Task Force on April 18, 2019 [APPROVED]

The Chair asked that the Kalita Task Force brief item A from the agenda before a vote. Mr. Smith briefed the Commission on this item.

Ms. Suher moved to adopt the item. Motion seconded by Mr. McGahan. Following discussion, Ms. Suhler amended her motion to include the word “shall” in the appropriate places in the recommendation memorandum (attached hereto as EXHIBIT A). The motion passed on a divided vote 9-5.

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3. Recommendation in support of the ArtsActivate 2020 program guidelines for FY 2019-20 [APPROVED]

Ms. Johnson moved to adopt the item. Motion seconded by Mr. Hornbuckle and unanimously adopted.

4. Recommendation in support of additions to the Cultural Support Programs Review Panelists List [APPROVED]

Ms. Johnson moved to adopt the item as amended in Exhibit 1b (attached hereto as EXHIBIT B). Motion seconded by Mr. Flowers and unanimously adopted.

5. Recommendation in support of artist designs by Barbara Dybala and Pascale Pryor for the Dallas Animal Services Public Art Project, 1818 N. Westmoreland Road (Council District 6) [APPROVED]

Mr. Collins moved to adopt the item. Motion seconded by Ms. Trizila and unanimously adopted.

6. Recommendation in support of an artist design by Andrew Scott for the Anderson Bonner Park Public Art Project, 12000 Park Central Drive (Council District 11)

Mr. Collins moved to adopt the item. Motion seconded by Ms. Suhler and unanimously adopted.

7. Adoption of the Arts and Culture Advisory Commission Rules of Procedure (attached hereto as EXHIBIT C) [APPROVED]

Mr. Smith moved to adopt the item. Motion seconded by Ms. Johnson. Mr. Burk proposed an amendment that voting items will not be amended by staff in the time period between final distribution to the Commission and meeting commencement. Mr. Smith accepted this as a friendly amendment to his original motion. The amended motion was unanimously adopted.

IV. Briefings

- A. FY 2019-20 and FY 2020-21 Budget Development Update

Clifton Gillespie briefed the Commission on the budget timeline.

- B. Cultural Plan Implementation Update

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Jennifer Scripps briefed the Commission on the OCA and partner arts organizations' work to advance the 2018 Dallas Cultural Plan.

C. Arts Month Events

Davis Fisher briefed the Commission on the remaining April Dallas Arts Month events.

D. Confederate Monuments Update

Jennifer Scripps briefed the Commission on the latest work and developments related to Confederate Monuments.

V. Adjournment

After all business properly brought before the commission had been considered, the commission adjourned at 7:00 p.m.

John Paul Batiste

John Paul Batiste (May 17, 2019)

John Paul Batiste, Chair

ATTEST:

Clifton Gillespie

Clifton Gillespie, Office of Cultural Affairs

5/16/2019

Date Approved

MEMORANDUM

DATE: April 18, 2019
 TO: Arts and Culture Advisory Commission
 CC: Director of the Office of Cultural Affairs
 FROM: Kalita Task Force
 RE: Executive Summary of the Kalita Task Force Recommendations

This memorandum sets forth the recommendations of the Kalita Task Force (the “Task Force”) of the Arts and Culture Advisory Commission (the “Commission”) regarding (1) an extension to that certain Lease dated September 26, 1973 (as amended, the “Lease”) between the City of Dallas (the “City”) and the Dallas Theater Center (“DTC”) for the Kalita Humphreys Theater (the “Kalita”), and (2) the Dallas Theater Center Master Plan (the “Original Master Plan”) commissioned by the Office of Cultural Affairs (“OCA”) in 2008 and completed in 2010. The full report containing the Task Force’s work, analysis and recommendations will be delivered separately to the Commission.

#1: Lease Extension:

A. Overview:

As further detailed below, the Task Force concluded that the Lease with DTC ~~should~~ shall be renewed for 5 years and include certain performance benchmarks such as timely completion of (1) an equitable access plan (the “Equitable Access Plan”) for the Kalita and the Heldt Administration Building (the “Heldt”), and (2) an update to the Original Master Plan (the “Updated Master Plan”) for the Kalita, the Heldt, and the surrounding 9.87 acres of park land (collectively, the “Kalita Campus”).

B. Recommendations:

TERM	RECOMMENDATION
1. Term	The term of the Lease should <u>shall</u> be extended for 5 years, beginning upon the execution of the Lease and ending 5 years thereafter.
2. Rent	Annual base rent should <u>shall</u> remain \$1/year.
3. Equitable Access Plan	During Year 1 of the extension term, DTC should <u>shall</u> be obligated to complete the Equitable Access Plan for the Kalita and the Heldt, which at a minimum should <u>shall</u> include (+) effective policies and procedures for non-resident groups (i.e. groups other than DTC, Uptown Players and Second Thought Theater) <u>(i)</u> to book and use the Kalita and the Heldt, and <u>(ii)</u> <u>to utilize</u> basic sound and lighting equipment for rent and technical support for non-resident groups . The

	<p>Equitable Access Plan should <u>shall</u> be presented to the Commission for recommendation and approved by the Director.</p> <p>Implementation of and compliance with the Equitable Access Plan should <u>shall</u> be an obligation of DTC under the Lease. Accordingly, during years 2 through 5 of the extension term, (i) the booking calendar for the Kalita and the Heldt's upcoming calendar year should <u>shall</u> be submitted to the Director of OCA (the "<u>Director</u>") for approval and (ii) any changes to sublessee (i.e. groups other than DTC) dates must have sublessee's prior consent.</p> <p>The Task Force recommends that DTC and Uptown Players retain their status as primary and secondary anchor tenants respectively at the Kalita, Second Thought Theater retain its status as anchor tenant at the Heldt or any future replacement building, and the Equitable Access Plan require, at a minimum, that the following number of weeks are reserved for non-resident groups at the Kalita and the Heldt:</p> <ul style="list-style-type: none"> A. Year 3: 4 weeks reserved for non-resident groups. B. Year 4: 8 weeks reserved for non-resident groups. C. Year 5: 12 weeks reserved for non-resident groups.
<p>4. Updated Master Plan</p>	<p>During year 1 of the extension term, DTC should <u>shall</u> be obligated to create (i) <u>to complete</u> the Updated Master Plan, <u>by the end of year 1 of the extension term,</u> and (ii) <u>to, in good faith, participate in the creation of</u> a separate non-profit (a "<u>Manager</u>") to implement the Updated Master Plan and manage the Kalita Campus, similar to the construct adopted by the City and the Dallas Zoo. <u>(unless the Updated Master Plan recommends or requires a different management structure).</u></p> <p>As further detailed in Section #2 regarding the Updated Master Plan, DTC should <u>shall</u> (i) hire an independent third party consultant with relevant experience with historic buildings and theater design and (ii) form a steering committee of interested parties, both of which should be requirements of the Lease.</p>
<p>5. Implementation of Equitable Access and Updated Master Plan</p>	<p>During years 2 through 5 of the extension term, DTC should <u>shall</u> be obligated to implement the Equitable Access Plan and use reasonable best efforts to assist the Manager in fundraising for the implementation of the theater-related elements of the Updated Master Plan.*</p>
<p>6. Subleasing</p>	<p>DTC should <u>shall</u> sublease the Kalita and the Heldt at market rates.</p>
<p>7. Maintenance; Use</p>	<p>During the extension term, DTC must maintain and cause its sublessees to maintain the Kalita and the Heldt in a clean and safe condition and in good order and repair, however, to clarify, DTC should not be responsible for capital repairs under the Lease during the extension term.</p> <p>During years 2 through 5 of the extension term, DTC should <u>shall</u> provide some designated office and storage space and props and costume design space in the Kalita for use by sublessees concurrently with the main stage/space, and Second Thought should do the same with respect to the Heldt office space.</p>

8. Assignment	The Lease may be assigned by the City to the Manager.
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#2: Master Plan:

A. Overview:

The Task force concluded that the Original Master Plan is sound and valuable work product, however the age of the Original Master Plan (~10 years), the current usage and needs of DTC, Uptown Players and Second Thought Theater, the need for updated cost estimates from the Original Master Plan, and the passage of the City’s 2018 Cultural Plan (the “Cultural Plan”) require that the Original Master Plan be updated.

B. Recommendations:

TERM	RECOMMENDATION
1. Updated Master Plan	DTC should lead the process of creating the Updated Master Plan for the Kalita Campus.
2. Consultant	An independent third party consultant with relevant experience with historic buildings and theater design (“ <u>Consultant</u> ”) should be hired by DTC to create the Updated Master Plan.
3. Steering Committee	A balanced steering committee of interested parties should be formed by DTC and the Consultant in consultation with the Director and approved by the Commission. By way of example, interested parties might include representatives from DTC, Uptown Players, Second Thought Theatre, small and mid-size arts groups interested but not currently performing in the Kalita, Preservation Dallas, the Oak Lawn Committee, Friends of the Katy Trail, an AIA architect with experience in historical restorations and renovations, and the Commission and Park Board.
4. Management	The City should contract with the Manager and the Manager should be charged with management of the Kalita Campus and fundraising for and implementation of the Updated Master Plan. The Task Force recommends a relatively small board and the management contract with the City should require appropriate representation from interested parties.
5. Original Master Plan – Key Recommendations	The Task Force recommends that the Updated Master Plan address the key recommendations of the Original Master Plan (see below), subject to the following clarifications: <ul style="list-style-type: none"> A. The interior of the Kalita should be renovated based upon additional feedback from the performing arts community. B. Completion of a support building should precede renovation or replacement of the Heldt. C. The Updated Master Plan should allow for the restoration of the exterior

	<p>of the Kalita to the 1959-60 period of significance. However, unless the architectural and preservation community and/or the City has secured the funds necessary for the restoration of the exterior, items A (renovation of the interior) and B (completion of the support building) should precede the full restoration of the exterior.</p> <p>Key Recommendations of Original Master Plan:</p> <ul style="list-style-type: none"> A. Restore the Kalita as a unique creative venue with modern functionality and upgrades; B. Restore/rehabilitate the Kalita architecture, Frank Lloyd Wright’s only theater fully designed and built during his lifetime, to the period of greatest significance; C. Create a “Support Building” that fully supports current space needs including performance and rehearsal space, storage, concessions, orientation, archive and offices; D. Plan for a third “Expansion Building” to meet demand for a small additional performance venue; E. Integrate the Kalita into its natural setting as a focal point for the park; F. Restore and enhance the Turtle Creek park land and improve parking areas for aesthetics, convenience and safety; G. Increase accessibility, activity, and connectivity of the project area; and H. Bring together advocates and owners in a public/private collective operation to ensure good stewardship for the future with a management entity that fills current gaps.
6. Timing	<p>In accordance with the Lease, the Updated Master Plan should be completed within a year and in time to reach the floor of the Dallas City Council by August, 2020.</p> <p>The City’s contract with the Manager should also include fundraising benchmarks to align with the City’s next bond program.</p>

KALITA TASK FORCE:

Jayne Suhler, Chair

John Paul Batiste

Linda Blase

Grady McGahan

First Name	Last Name	Profession	Race/Ethnicity	Gender
Byron	Bailey	Law	Black/African/African-American	Male
Froswa'	Booker-Drew	Community Engagement	Black/African/African-American	Female
Pamela	Hackworth	Lifestyle Programming/ Performing Arts Training	Multi-Racial	Female
Mehdi	Hami	Finance	Arab/Arab-American/Middle-Eastern	Male
Karren	Hodge	Healthcare & Marketing	Black/African/African-American	Female
Julia	Hosch	education nonprofit	White	Female
Meera	Kulkarni	Software Development, Information Technology	Asian/Asian-American	Female
Tara	Lewis	Management	White	Female
Bemnet	Meshesha	Philanthropy & Non-profit	Black/African/African-American	Female
Kate	Newman	Development	White	Female
Adriana	Portillo	Early childhood education	Hispanic/Latino/Latinx	Female
Daniela	Ramirez	Education	Hispanic/Latino/Latinx	Female
Alex	Turrini	Professor in Arts Management and Policy	White	Male
Rowena	Watters	Business Administration	Asian/Asian-American	Female

Item 4 – Amendment 1-B

First Name	Last Name	Profession	Race/Ethnicity	Gender
Kayla	Barnes	Technology Sales	White	Female
David	Floyd	CPA	Black/African/African-American	Male
Sammetria	Goodson	Law Firm focusing on Art Law	Black/African/African-American	Female
Emily	Gossett	Architecture & Interior Design	White	Female
Terry	Han	Arts Administration	Asian/Asian-American	Female
Gwendolyn	Hunt			
Kevin	Lee	Law	Black/African/African-American; Multi-Racial	Male
Cynthia	McPhaul	IT	Black/African/African-American	Female
James	Saat	Corporate Finance	Asian/Asian-American	Male
Diana	Saleh	Sales	Arab/Arab-American/Middle-Eastern	Female
Jessica	Shannon	Marketing, Creative Content, User Interface Designer	White	Female
Katherine	Wagner	Business Administration	White	Female



City of Dallas

**Arts and Culture Advisory Commission
Rules of Procedure**

Approved April 18, 2019

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Section 1. Authority

The powers and duties of the Arts and Culture Advisory Commission (the “Commission”), formerly known as the Cultural Affairs Commission, are established by Chapter 2, Article XXVI of the Code. The Commission may adopt rules to govern its proceedings that are not inconsistent with Chapters 2 or 8 of the Code or state law. These supplementary rules of procedure (the “Rules”) establish such rules and guidelines to be followed by all persons at a meeting of the Commission, including Commissioners, city administrative staff and employees, the news media, and the public. **Should there be any conflict between these rules and guidelines and the Code, the Code shall control.**

Section 2. Definitions

- A. “Chair” means the presiding officer of the Arts and Culture Advisory Commission.
- B. “City” means the City of Dallas.
- C. “City Council” means the City Council of the City of Dallas.
- D. “City Manager” means the City Manager of the City of Dallas.
- E. “Code” means the City of Dallas, Texas Code of Ordinances, as amended.
- F. “Commission” is as defined in Section 1.
- G. “Commissioner” means a duly appointed member of the Arts and Culture Advisory Commission.
- H. “COP” means the Cultural Organization Program of the Office of Cultural Affairs.
- I. “Cultural Policy” means the Cultural Policy of the City of Dallas, as adopted by the City Council on November 28, 2018.
- J. “Director” means the Director of Cultural Affairs, as appointed by the City Manager, or his or her designee.
- K. “OCA” means the Office of Cultural Affairs.
- L. “Resident Member” is as defined in Section 6(B).
- M. “Rules” is as defined in Section 1.
- N. “Vice-Chair” means the vice-chair of the Arts and Culture Advisory Commission.

Section 3. Overview of the Commission

- A. As set forth and more fully detailed in the Chapter 2, Article XXVI of the Code:

- I. The Commission is an advisory body of 18 members appointed by the City Council. 15 of the Commissioners are appointed by each City Council member respectively and three of the Commissioners are appointed by the City Council as a whole. Each Commissioner is appointed for a two-year term beginning October 1 of each odd-numbered year and serves until his or her successor is appointed and qualified.
- II. The Chair of the Commission is appointed by the Mayor and the Vice-Chair is appointed by the full City Council. The Chair presides at all meetings of the Commission and in the absence of the Chair the Vice-Chair shall preside and exercise the powers of the Chair. The duties and privileges of the Chair are as set forth in Chapter 8 Article III of the Code and, in addition, include making liaison assignments, making committee, task force and working group assignments, and calling special meetings as more further detailed in these Rules.
- III. The three Commissioners appointed by the City Council as a whole shall also serve on the Public Art Committee of the Commission, and, in addition to qualifying for service on the Commission under this section and Section 6 herein, must meet the qualifications for service on the Public Art Committee as set forth in the city's cultural policy and program adopted by city council resolution.

Section 4. Meetings

A. Regular meetings

- I. The Commission must meet at least once each month and may hold additional meetings at the call of the Chair. The regular monthly meeting will be held in the Park Board Room at City Hall, unless the Chair or a majority of the Commission selects an alternative location in order to best fulfill the duties and responsibilities of the Commission. All regular and special meetings at City Hall will be recorded and broadcast live with audio and video and, to the extent that technology and City staff resources are available, all regular and special meetings at alternative locations will be recorded with audio and, if technologically feasible without degradation to the audio recording, video. The recording of meetings at City Hall is controlled by Public Affairs and Outreach, and OCA will endeavor to cause Public Affairs and Outreach to post such recordings to the City website within one business day after the meeting, followed by posting the link on OCA's website within a reasonable amount of time, not to exceed one business day. For alternative locations, OCA will endeavor to post any audio and, if applicable, video on OCA's website within a reasonable amount of time of the conclusion of the meeting, not to exceed two business days.

- II. At the regular meeting in November, the Chair shall propose a schedule of regular meetings during the following calendar year for the Commission's approval. Absent approval by a majority of the Commission, the schedule for regular meetings will be in the sole discretion of the Chair. The Commission, by majority vote, may cancel up to two regular meetings per calendar year for good cause and historically the Commission has cancelled the regular meetings for July and December. Regular meetings shall begin at 4:30PM Central Time, unless the Chair or the Commission by majority vote determines otherwise. Historically, regular meetings have lasted for 90 minutes, but may extend beyond 90 minutes in the Chair's discretion.
- III. Commissioners shall occupy the seats in the meeting room assigned to them, generally in order of seniority (based on length of continuous service on the Commission), with the Chair at the center and flanked on either side by the Director and the Vice-Chair.

B. Special meetings

- I. In accordance with Chapter 8, Article II of the Code, special meetings may be called by the Chair at any time and shall be called upon written request of Commissioners comprising at least one-third of the Commission. As provided in the Code, attendance at special meetings does not count for or against a Commissioner's attendance record.

C. Cancellation

- I. The Chair may, in the event of inclement weather or if it is reasonably anticipated that a quorum will not be met, cancel a meeting, provided that the Chair notifies the Director by 10:00AM Central Time the morning of the meeting.
- II. Upon receipt of notification of cancellation of a meeting, the Director shall immediately:
 - a. Notify all Commissioners, registered public speakers, and any other person the Director deems necessary to be notified of the cancellation of the meeting;
 - b. Send notice of the cancellation with the cancelled meeting's agenda to the City Secretary's Office for publication on the City's open meeting locations; and
 - c. Post the notice of cancellation and the cancelled meeting's agenda on OCA's website.

D. Agenda, Voting Items, Materials, and Motions

- I. OCA and the Commission affirm that (1) the Commission's receipt of agendas, voting item materials and briefing materials in advance of meetings is important to allow for informed discussion and action by the Commission and to allow the Commission to fulfill its purpose and obligations under the Code and Cultural Policy, and (2) the timely posting of such items to OCA's website and the City's official open meetings website, as applicable, is important to ensure transparency and accountability of both OCA and the Commission to the residents of Dallas. Accordingly:
 - a. OCA will share draft agenda and voting item materials with the Commission at least 96 hours (four days) in advance of a meeting.
 - b. The final agenda will be posted the City's official open meetings locations at least 72 hours before the meeting in accordance with the requirements of the Texas Open Meetings Act (Texas Government Code, Chapter 551). In the interest of transparency, the final agenda and voting item materials will also be posted to OCA's website at least 72 hours before the meeting. After the final agenda and voting item materials have been distributed, no changes by staff will be made to voting item materials prior to the commencement of the Commission meeting.
 - c. Subject to the availability of OCA staff resources and final completion of briefing materials, OCA will share briefing materials with the Commission in advance of a meeting and post such briefing materials to OCA's website within a reasonable amount of time of the conclusion of the meeting, not to exceed two business days.
- II. Voting and briefing items may be added to the agenda by the Chair, by a majority Committee or Commission vote, or by written request of at least 1/3 of sitting Commissioners. Requests for agenda item additions, if made at least four weeks in advance of the applicable meeting, will be added to the agenda, subject to the City Attorney's Office review and approval. If a request to add an agenda item is made less than four weeks in advance of a meeting, it may be added to the agenda if the City Attorney's Office and OCA staff have sufficient capacity to adequately research, review and prepare the requested item. Items that are not germane to the duties of the Commission may not be included in an agenda. If a germane agenda item is not added in the requested month, it will be addressed at the next regular meeting or alternatively, may be addressed at a special meeting before the next regular meeting. Items on the agenda will be acted upon in the order in which they appear, unless the Chair or a majority of the Commission elects otherwise.
- III. The Commission will not utilize a consent agenda unless the Commission, by a majority vote at a duly called meeting, elects otherwise for a calendar year or

the remainder thereof. Any election by a Commission to utilize a consent agenda will not be binding on the Commission for the following calendar year.

IV. The agenda for each regular meeting shall contain notice of the known upcoming committee meetings scheduled to be held in the following 30 days. These dates are subject to change, and final notice shall be posted with the City Secretary's Office to the City's open meeting locations, including but not limited to the City's open meetings website, in accordance with the Texas Open Meetings Act.

E. Motions

I. All Commissioners have an equal right to make a motion on any item before the Commission.

II. When recognized by the Chair, a Commissioner may state a readiness to make a motion. It is the privilege of the Chair, if the Chair thinks debate is not ended, to ask the Commissioner to hold the motion. The Commissioner may defer to the Chair's request or make the motion. If the Commissioner defers to the request, the Chair must return to that Commissioner prior to accepting a motion from any other Commissioner.

III. Discussion of motion.

a. The Chair shall require Commissioners to limit discussion to the question under consideration. [The Code §8-10 and §8-13]

b. All discussion must be addressed to the Chair and not to individual Commissioners.

c. No Commissioner may speak more than once upon any one item until every other Commissioner choosing to speak on the item has spoken, and no Commissioner may speak more than twice upon any one item, nor for longer than five minutes each time, without a two-thirds vote of the Commissioners present. The ten minute limitation includes time expended by the Commissioner on discussion and debate. [The Code §8-16]

d. A Commissioner, once recognized by the Chair, may not be interrupted while speaking unless called to order by the Chair or a point of order is raised by another Commissioner. If a Commissioner is called to order while speaking, the Commissioner shall cease speaking immediately until the question of order is determined. If ruled to be in order, the Commissioner may proceed. If ruled to be not in order, the Commissioner shall remain silent or shall alter the remarks so as to comply with rules of the Commission. [The Code §8-15]

- e. No Commissioner may address the Chair or demand the floor while a vote is being taken. [The Code §8-13]

I. Reconsideration.

- a. Unless the City Council's Quality of Life, Arts & Culture Committee or City Council refers an item back to the Commission, a motion to reconsider is the exclusive method by which an item can again be brought before the commission after a final vote has been taken.
- b. A motion to reconsider may not be made later than the next regular meeting.
- c. A motion to reconsider can only be made by a Commissioner who voted with the prevailing side.
- d. A motion to reconsider may be seconded by any Commissioner.
- e. An item may not be twice reconsidered, except by unanimous consent of the Commission.
- f. The motion to reconsider must be on an agenda that is publicly posted. In order to reconsider the action in the same meeting at which the motion to reconsider is made, the subject matter of the reconsideration must be on the agenda that is publicly posted.
- g. A motion to reconsider may be placed on the agenda using the procedure outlined in Section 4(D)(II) herein.
- h. Once an action reaches the floor of the City Council's Quality of Life, Arts & Culture Committee or City Council, the Commission may not change it. Once an action can no longer be changed by the Commission, it may not be reconsidered.
- i. An item referred back to the Commission by the City Council's Quality of Life, Arts & Culture Committee or City Council is a new item.

F. Open Meetings

- I. All hearings of the Commission are open to the public unless pertaining to matters authorized under the Texas Open Meetings Act to be discussed in executive session. [Texas Government Code Chapter 551; the Code §8-6(a) and §8-25(a)]
- II. The decisions and official records of the Commission are public records except as provided by the Texas Open Records Act. [Texas Government Code Chapter 552; the Code §8-6(a)]

Section 5. Attendance

- A. Chapter 8, Article IV, Sections 8-20 and 8-21 of the Code govern the attendance requirements of the Commissioners. Pursuant to Chapter 8, Article IV, Section 8-20, a Commissioner who is absent from more than 25 percent of the regular meetings during any 12-month period, whether excused or not, shall result in a forfeiture. By way of example, if there are 10 regular meetings during a 12 month period, a Commissioner may not be absent for more than two regular meetings without resulting in a forfeiture.
- B. Commissioners shall endeavor to notify the Chair and OCA staff if they anticipate being absent from part or all a meeting as a courtesy to their fellow Commissioners so that meetings can be cancelled in advance if it is anticipated that a quorum will not be met.
- C. Excusal during meeting:
 - I. In accordance with Chapter 8, Article IV, Section 8-21(a) of the Code, a Commissioner who leaves a Commission meeting after the meeting has been duly called to order and is absent from the remainder of the meeting, without first obtaining the consent of the Chair, shall be charged with an unexcused absence for that meeting.
 - II. However, if the Commissioner shows up to the meeting and then obtains the consent of the Chair to leave the meeting because of an emergency beyond the control of the Commissioner, the absence will be considered excused and will not count against the Commissioner.
- D. If a published agenda item is not addressed at a meeting due to time constraints or loss of quorum, it will be added to the agenda for the next meeting of the Commission and the Chair will ensure that the item is addressed at that meeting.

Section 6. Committees

- A. Standing Committees
 - I. The following standing committee of the Commission is established:
 - a. Allocations Committee: The allocations committee recommends support levels to the Director for cultural service contracts through the Cultural Support Programs and other duties as provided in the Cultural Policy.
 - II. The Public Art Committee is established in Chapter 2, Article X of the Code and further governed in Section 6(B) of these Rules.

B. Public Art Committee

- I. The duties and composition of the Public Art Committee are established in Article X, Sections 2-102(12) and 2-105(b) and Article XXVI, Section 2-161(e) of the Code and are incorporated by reference and made a part of these Rules for all purposes.
- II. Section 2-102 (12) of the Code provides that the Public Art Committee shall be composed of the three Commissioners who are full City Council appointments to the Commission plus an additional eight Commissioners who are professionally qualified residents of the City appointed by the Commission (each, a "Resident Member"). Resident Members must have been a resident of the City for at least six months prior to the date of appointment, be a qualified voter in the City at the time of appointment, maintain residency in the City during their term of appointment, and have demonstrated experience as one or more of the following:
 - a. a visual artist (by means of a currently demonstrable record of exhibitions, work sold/collected and/or commissioned),
 - b. as an architect,
 - c. landscape architect,
 - d. art historian or critic,
 - e. arts advocate/collector,
 - f. curator or gallerist,
 - g. urban planner or engineer,
 - h. producer of public art, or
 - i. art scholar or art teacher.
- III. It is the preference of the Commission that Resident Member nominees also have experience in one or more of the following:
 - a. environmental design,
 - b. place making,
 - c. economic development,
 - d. public relations/community outreach,
 - e. interest in arts education,
 - f. promotion of cultural activities and public art,
 - g. support of the efforts towards cultural equity in the city of Dallas.
- IV. Appointment of Resident Members.
 - a. Nominations shall be provided to the Director by Commissioners, City staff, and interested residents of the City. Following research by the Director to confirm the candidate's willingness to serve on the Public Art Committee and candidate eligibility in accordance with Section 6(B)(II) above, a list of qualified candidates will be submitted to the Commission for consideration.

- b. Following appointment by the Commission, the Commission coordinator shall notify the person in writing of the appointment. The notification shall contain the City's Code of Ethics and a form of acceptance of appointment to be returned to the Commission coordinator by the appointee.
 - c. The appointee shall return the signed acceptance of appointment to the Commission coordinator within 15 calendar days from the date of receiving notice of the appointment. If the Commission coordinator does not receive the signed acceptance of appointment within the required 15 days, that committee position shall be considered vacant and a new appointment made.
- V. Chair and Vice Chair. The chair and vice chair of the Public Art Committee shall be appointed from among the membership of the committee by the Chair of the Commission.
- VI. Appointment Terms and Term Limitations.
- a. After the 2019 adoption of these Rules, the Resident Members of the Public Art Committee shall serve staggered terms of up to two years. The terms of these 2019-appointed Resident Members shall be assigned to achieve a staggered rotation, spread as fairly as possible, with terms ending on September 30, 2020 or September 30, 2021 as resolved by the Commission.
 - b. Subsequent to the appointment of the 2019 Resident Members, each Resident Member shall be appointed for a two-year term beginning on October 1 of each year. All Resident Members shall serve until their successors are appointed and qualified, except that a Resident Member may not hold over in his or her position longer than nine months after the expiration of his or her term.
 - c. A person who has served as a Resident Member of the Public Art Committee for four consecutive two-year terms will not again be eligible to serve on the Public Art Committee until at least one term has elapsed, regardless of whether service was as a member or chair.
- VII. Removal of Resident Members.
- a. A Resident Member of the Public Art Committee automatically forfeits his or her appointment to the Public Art Committee for violation of the attendance requirements of the committee provided in Section 5(B)(VIII) below.
 - b. The Chair of the Commission or the Director may only remove a Resident Member from the Public Art Committee for a violation of these Rules (other

than attendance requirements) or other good cause with the written support of not less than two Commissioners who are also members of the Public Art Committee.

VIII. Attendance Requirements for Resident Members.

The Resident Members are subject to the same attendance rules as set forth in Section 5 of these Rules.

C. Ad Hoc Committees

- I. The Chair or the Commission, by majority vote, may create ad hoc committees from time to time to study and review specific issues. The Chair shall determine the number of members on the committee. The ad hoc committees shall be established for a designated period of time which may be extended by the Chair and shall meet as needed.
- II. A committee shall consist of not less than three members and not more than eight Commissioners, with the exception of the Public Art Committee, whose members and appointments are established in the Code, Article X, Section 2-102(12).
- III. The Chair may assign and remove committee chairs and members to and from the various standing and ad hoc committees, except for the Public Art Committee which is governed by the Code and Section 6(B) of these Rules. All such actions must be made in writing to notify the Director or his or her designee, the committee chair, and the member whom the action concerns.
- IV. A member of a committee automatically forfeits their appointment to the committee for violation of the attendance requirements of the committee provided in Section 6(C)(VI) below. The Chair, at his or her sole discretion, may choose to re-appoint a member whose committee membership was forfeited due to a violation of the attendance requirements.
- V. Committee meetings must be conducted in accordance with the Texas Open Meetings Act (Texas Government Code, Chapter 551).
- VI. Committee members are subject to the same attendance rules as stated in Section 5 of these Rules.
- VII. Any Commissioner may attend a committee meeting, regardless of committee membership, and participate in discussion if no conflict of interest exists, but a Commissioner shall not have a vote at the Committee unless that Commissioner is a member of the Committee.

Section 7. Task Forces and Working Groups

The Chair may create ad hoc task forces and working groups as may be appropriate from time to time.

Section 8. Public Speakers

- A. The Commission acknowledges the importance of hearing from public speakers to allow for informed discussion and action at the Commission and to allow the Commission to fulfill its purpose and obligations under the Code and Cultural Policy.
- B. For regular meetings of the Commission, speakers must register by noon on the day of the meeting in the manner as prescribed on the published agenda. The Chair at his or her sole discretion may allow people who register after this deadline to speak.
- C. Public speakers must address their comments to the Chair and will typically each have three minutes to speak. This time limit may be changed at the sole discretion of the Chair, and may be shortened if there are a large number of speakers. The Chair may also allow speakers to speak for longer than three minutes in his or her sole discretion. The Chair's decision to limit the duration of each public speaker to under three minutes or to not hear from public speakers who have timely registered may be overruled by a motion and 2/3 vote of the Commission.

Section 9. Conflict of Interest

- A. A Commissioner prevented from voting by conflict of interest shall leave the meeting room during the discussion of the item, shall not vote on the matter, and shall otherwise comply with the state law and City ordinances concerning conflict of interest.
- B. A conflict of interest for Commissioners exists as described in Chapter 12A of the Code. Given its review and role of recommending funding for the procurement of cultural services, the Commission also holds itself up to the definition of conflict of interest for panelists as defined in Section 3(C)(iii) of the Cultural Policy. This includes affiliate, economic, or adversarial relationships of the Commissioner or his or her immediate family members. An exception to this conflict of interest is made in the case of the Commission-assigned liaison role. If a Commissioner is assigned to be an organization liaison to an organization that works with OCA, then a conflict of interest does not exist due to that assignment.

Section 10. Annual Report

- A. At the regular meeting for November, OCA staff will furnish a draft of the proposed annual report for the previous fiscal year (October 1 – September 30). The report

(as required by the Code sec 8-1.1) will contain the mission or guiding principles, summary of the prior year's activities, a list of the current year's objectives or programs and Commission recommendations.

- B. Commissioners may submit revisions to the draft to OCA and the Commission task force, if applicable. Such revisions must be made during the regular November Commission meeting or in writing to OCA staff at least five business days prior to the regular January meeting to allow for updating and publication in advance of the January Commission vote.
- C. The proposed report will be submitted for vote at the regular meeting in January, and upon approval, will be sent to the City Manager by February 1 for distribution to the City Council. Any Commissioner present on the Commission for the previous fiscal year may submit a minority or dissenting viewpoint for inclusion without editing in the final written report as provided in the Code §8-1.1(e). Submissions must be made to OCA staff within two business days of the Commission vote to adopt.
- D. In accordance with the Cultural Policy, the Commission's annual report shall also include measures of equity and diversity provided by the Office of Cultural Affairs. Given the timing of final report submission to OCA from COP organizations in November, the draft of these metrics may be prepared as an addendum to the Annual Report and distributed to Commissioners via email at least ten business days prior to the regular January meeting of the Commission. Commissioners must submit revisions at least five business days prior to the regular January meeting, as noted above in Section 10(B).

Section 11. Code of Conduct

- A. Commissioners shall comply with Chapter 12A – Code of Ethics of the Code and Section 8, Article V – Code of Conduct of the Code, including without limitation, the following standards of civility:
 - I. City officials shall accord the utmost respect and courtesy to each other, City officials, City employees, citizens, and persons doing business with the City.
 - II. City officials shall not discriminate against any person because of the person's race, color, age, religion, marital status, sexual orientation, gender identity and expression, genetic characteristics, national origin, disability, military or veteran status, sex, or political opinions or affiliations.
 - III. City officials shall not make comments or take actions that are abusive; belligerent; crude; derogatory; disparaging; impertinent; personal attacks upon the character, integrity, or motives of others; profane; rude; slanderous; or threatening.

- B. In addition, while in a meeting room, Commissioners shall refrain from any activity that could divert their attention or that of the other Commissioners from the matters before the Commission.

Section 12. Communications/Media

Commissioners must avoid “walking quorums” (including, but not limited to, gatherings at which Commission business is discussed in person, by email, or on social media). A walking quorum is defined as a simple majority of Commissioners officially appointed to the Commission or a committee, regardless of the total number of Commissioners actually provided for the commission or committee.

Section 13. Liaison roles

- A. Commissioners may be assigned by the Chair to serve as Commission liaisons to, but not limited to, all organizations contracting with the City through COP.
- B. Individual Commissioners may also be appointed by the Chair to serve as liaisons to cultural facilities operated by OCA.
- C. Commissioner liaisons shall be reviewed and appointed by the Chair of the Commission, based on specific interests and capabilities of individual Commissioners in order to serve as a resource to the organization.
- D. These liaison roles will allow Commissioners to report on the programs and needs of those organizations to the Commission and OCA. Direct access to individual Commissioners will enable the various cultural organizations to readily obtain information regarding the activities of the Commission and OCA.
- E. The appointments shall change every two years and/or at the discretion of the Chair of the Commission
- F. At no time during the relationship should the individual Commissioner liaison attempt to speak for or make promises on behalf of the Commission or OCA. It must always be made clear that the liaison is speaking as an individual.
- G. Liaisons may work with OCA staff and their assigned cultural organization to address management matters (for example, funding recommendations, contract compliance issues, Arts Month planning). In his or her role as a liaison, the Commissioner may authorize another Commissioner to liaise on his or her behalf as desired. During all such conversations, the liaisons must be independent, impartial, and responsible only to the people of the City. This guidance is from Chapter 12A: Code of Ethics of the Code (Sec 12A-1).

Section 14. Enforcement

Commissioners, citizens, and other visitors shall be removed from the meeting for failure to comply with decisions of the Chair or continued violations of these Rules or the Code. In accordance with Chapter 8, Article V of the Code, if the Chair fails to act, any Commissioner may move to require the Chair to enforce these Rules, and the affirmative vote of a majority of the Commission shall require the Chair to act.

Section 15. Other Rules of Procedure

Unless other specified in these Rules and in Chapter 8 of the Code, the proceedings of the Commission shall in all cases be governed by the rules of order as set forth in the most recent edition of "Robert's Rules of Order." [The Code, Sec 8-5.]

Section 16. Rules Suspension or Amendment

A. Suspension of Rules

Any provision of these Rules not governed by the City Charter, the Code or State law may be temporarily suspended by a two-thirds vote of Commissioners present.

B. Amendment of Rules

These Rules may be amended or new rules adopted by a majority vote of the Commissioners, following appropriate public notice in accordance with the Texas Open Meetings Act (Texas Government Code, Chapter 551).