



DC COMMISSION ON THE ARTS & HUMANITIES

Info Sheet on By-Law Proposed Revisions from Governance Committee

Committee Chair: Julianne Brienza

Executive Committee Mon February 12, 2024

Greetings Executive Committee!

The aim of this work is to enhance the flow of communication among Commissioners, between Commissioners and staff, and in Commission-to-public via our monthly meetings. Also, to continue to ensure alignment with our IDEA framework and the advancement of policies and procedures as an independent agency. Furthermore, incorporating proposed revisions to the by-laws outlined in Goal Five: Governance & Organizational Culture of the [2021–2024 Strategic Plan](#) period that have not been implemented.

Governance Committee charge Section 5. Governance Committee:

The Committee shall ensure that the Board is functioning efficiently and appropriately by establishing guidelines, policies, and procedures which shall be approved by the Board. The Committee shall draft amendments or revisions to the [By-laws](#) to guide the operations of the Board based on the principles of inclusion, diversity, equity, and access.

Proposed Timeline for completion of By- Law Revision 2023 – 2024

- **February 12** – Executive Committee, Governance Committee Chair presents proposed revisions
- **March 18** – Full Commission Meeting, Governance Committee present quarterly report with a breakdown of proposed edits based on feedback from Feb 12 executive Committee Meeting for discussion/feedback of the full board. CAH staff assistance required
- **June or July** Executive Committee Meeting, review of by-laws edits directly into the by-laws. CAH staff assistance required
- **August 19** – Full Commission Meeting, Governance Committee presents quarterly report including revised by-laws for full board discussion and vote. CAH staff assistance required

Committee Report Topics / Sections to be Reviewed

1. Monthly Public Full Commissioner Meeting & Committee Meeting Cadence
2. Specific Committee function or method
3. Article IV Officers & Article VII Administration
4. Art and Humanities Sponsorships – **this section requires committee action**



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Monthly Public Full Commissioner Meeting & Committee Meeting Cadence

Current By Laws

- Section 4. The Secretary. Minutes are recorded by staff and reviewed and approved by Secretary. Minutes have not been recorded since November 2021.
- Section 4. The Secretary. Secretary sends the notice, agenda, committee reports etc. of all monthly public meetings after consultation with the staff 48 hours prior to the meeting.
- Section 4. The Secretary. Monthly and quarterly Committee Reports are sent appropriate staff and Secretary at least four days prior to meeting.
- Article VII Administration. Section I. The Executive Director. Executive Director to report monthly on the Strategic Plan and 44 Task Force Recommendations.
- No mention of our policy to read the land acknowledgement or each commissioner self-descriptions at public meetings.
- Nothing outlined for communication to Commissioners on cancelations and or rescheduling of monthly meetings.
- Nothing outlined for Committee Chairs setting and notifying members and staff of monthly meeting schedule.
- Revision outlined in the 21-24 Strategic Plan Reduce the number of Commission meetings from monthly to bi-monthly or fewer.

Committee Meeting Schedule

Arts Education Committee (AEC)

Executive Committee (ExComm)

Finance Committee

Governance Committee

Grants Committee

Inclusion, Diversity, Equity and Access Committee (I.D.E.A)

Public Art Committee (PAC)

Monthly Meeting & Reporting

Monthly Meeting & Reporting

Monthly Meeting & Reporting

Quarterly Meeting & Reporting

Monthly Meeting & Reporting

Quarterly Meeting & Reporting

Quarterly Meeting & Reporting

Edit/Update Proposal

- ⇒ Discussion alignment on minutes of meetings.
- ⇒ Discussion alignment and outlining Standard Operating Procedures (SOPs) on monthly public meeting and committee meeting scheduling, notification, and reporting.
- ⇒ Discussion on implementing 21-24 Strategic Plan revision recommendation: “iii. As facilitated by the Chair and with the assistance of a third-party professional with governance expertise, the Governance Committee will conduct an annual evaluation of Commission and Commissioner performance, including performance in implementation of this Plan”



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Executive Committee Mon February 12, 2024

Specific Committee function or method

Current By Laws:

- Section 11. Other Committees, including, Ad Hoc Committees, standing, special, or advisory, may be appointed via written Resolution by the Chairperson with Board approval as deemed necessary.
- Section 5. Governance Committee Under the leadership of the Chairperson, the Committee shall conduct an annual review and performance evaluation of the Executive Director.
 - 21-24 Strategic Plan outlines:
 - d. Agency staff report to the Executive Director, who is responsible and accountable for managing all day-to-day operations and performance of the agency, including its staff and budget, including the implementation of this Plan; as the Executive Director’s supervisor, the CAH Chair will evaluate the performance of the Executive Director annually.
- Per the 21 – 24 Strategic Plan e. A Governance and Nominating Committee should be formed to facilitate communication among Commissioners on governance matters.
 - i. Commissioner appointments should be based on the current mix of Commissioner skills and an assessment of the attributes and skills desirable in new Commissioners, balancing the need for experienced Commissioners with the need to add new energies and skills to the Commission, as well as a balance between representatives of large and small organizations and diverse individual artists.
 - ii. Based on Governance Committee input, the CAH Chair will confer with the Mayor’s Office of Talent and Appointments regarding appointments to the Commission.

Edit/Update Proposal

- ⇒ Discussion on outlining Standard Operating Procedure (SOP) process for drafting resolution to create ‘Other Committees’.
- ⇒ Discussion on outlining Governance Committee portion of Executive annual review process
- ⇒ Discussion on outlining and developing a Nominating Committee



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Article IV Officers & Article VII Administration

Outlined in 21-24 Strategic Plan

- “Only the Chair and Executive Director have authority to commit or represent the agency in communication with the public or other units of DC Government.”
- “b. The Executive Director reports to the Commission in the person of its Chair.”

Edit/Update Proposal

⇒ Add clarifying language to by laws under Section 2 The Chairperson and Section 1 The Executive Director to clarify reporting and press/public comment eg any SOPs required.

By Law Triennial Review

- Per our by-laws ‘Article IX Amendment’: “These Bylaws may be amended at any regular or any special meetings of the Board, by a two-thirds vote, provided that the amendment has been submitted in writing two (2) weeks prior to the meeting.”

Edit/Update Proposal

⇒ Discussion on outlining triennial review of full by laws not just amendments here and there to further guide the operations of the Board based on the principles of inclusion, diversity, equity and access.

Art and Humanities Sponsorship *this section requires committee action*

Current By-Laws:

- Section 3. Executive Committee (ExComm) “The Committee shall have the authority to approve expenditures of no more than \$3500.00 for arts or humanities purposes”
- or
- Section 2. The Chairperson 7. “Commit the Agency with the appropriate funding mechanisms to partnerships, new programs and other new CAH endeavors, after consultation with the Executive Director, and with a majority vote of the Board. These commitments shall not conflict with the contracting authority of DC Office of Contracting and Procurement (OCP).”

Are either of these referring to sponsorship of arts or humanities events etc.? If not where should be or is the approval process for partnerships of Art and Humanities partnerships reside.

Edit/Update Proposal

⇒ Discussion on alignment and of agency support and approval process of Art and Humanities Sponsorships.

⇒ **Agency currently has nine proposed Art & Humanities Partnerships all requesting responses in February.**