



2100 Thousand Oaks Boulevard. • Thousand Oaks, CA 91362
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**REGULAR BOARD MEETING
THOUSAND OAKS ALLIANCE FOR THE ARTS**

Thursday, June 8, 2017 – 8:00 A.M.
Thousand Oaks Civic Arts Plaza – Founders Room
2100 Thousand Oaks Blvd., Thousand Oaks, California

MISSION STATEMENT

To advance, support, and present visual and performing arts, cultural events, and arts education at the Bank of America Performing Arts Center.

VISION

A place where the arts thrive for all.

AGENDA

- 1. CALL TO ORDER**
- 2. ROLL CALL:** Chair Leanne Neilson, Vice-Chair Robert Biery, Treasurer John Bradley, Secretary David Mead, Board members Eloise Cohen and Judy Linton
- 3. PUBLIC COMMENTS**
- 4. MINUTES**
 - A. Approval of minutes from the May 19, 2017 Board meeting.
- 5. BOARD BUSINESS**
 - A. BROWN ACT TRAINING**
 - B. BOARD ADMINISTRATION**
 - i. Record Retention Policy Update
 - ii. Register TOARTS as a DBA.
 - a. Approve registration of TOARTS as a DBA of the Thousand Oaks Alliance for the Arts in Ventura and Los Angeles counties.
 - C. COMMITTEES**
 - i. Ad Hoc Nominating Committee – Update
 - ii. Ad Hoc Endowment Investment Advisory Committee – Update



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D. FINANCE

- i. Operating Budgets
 - a. Update on preliminary Development Budget as part of FY 2017-18 Operating Budget.
- ii. Insurance Coverage – Employment Practices Liability Insurance Coverage and Supplemental Volunteer Medical Insurance
 - a. As recommended, authorize Executive Director to bind insurance coverage
- iii. Audit Committee and Selection of an Independent Auditor
 - a. Approve the retention of Lance, Soll & Lunghard, LLP as independent auditor for fiscal year ending June 30, 2017
 - b. Establish Audit Committee consisting of entire TOARTS Board of Directors

E. DEVELOPMENT

- i. Report from City Attorney on legality of meeting in closed session to discuss specific donors.
- ii. Special Events for FY 2017-18

F. PROGRAMMING

- i. CAP Presents programming
 - a. FY 2016-17 ticket sales
 - b. FY 2017-18 ticket sales
 - c. Review of future CAP Presents programming
- ii. Kids and the Arts programs
 - a. Results from Pacific Festival Ballet Noah's Ark school performance

G. CONCESSIONS

- i. Review of concessions agreement with City
- ii. Review of concessions operations agreement with Arcis Golf

H. FUTURE PROJECTS

- i. History wall in Kavli lobby

6. OTHER BUSINESS

- A. Schedule Board Strategic Planning Retreat

7. EXECUTIVE DIRECTOR COMMENTS

8. BOARD MEMBER COMMENTS



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9. AGENDA FOR NEXT MEETING – July 13, 2017; 8:00am

10. ADJOURNMENT

Americans with Disabilities Act (ADA): In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting or other services in conjunction with this meeting, please contact the Cultural Affairs Department at 805-449-2700. Upon request, the agenda and documents in this agenda packet, can be made available in appropriate alternative formats to persons with a disability. Notification at least 48 hours prior to the meeting or time when services are needed will assist City staff in assuring that reasonable arrangements can be made to provide accessibility to the meeting or service.



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ACTION MINUTES

THOUSAND OAKS ALLIANCE FOR THE ARTS SPECIAL MEETING

Friday, May 19, 2017

Thousand Oaks Civic Arts Plaza – Oak Room
2100 Thousand Oaks Blvd., Thousand Oaks, California

1. **CALL TO ORDER:** Meeting called to order at 8:09 in the Oak Room
2. **ROLL CALL:** Present - Robert Biery, John Bradley, Eloise Cohen, Judith Linton, David Mead, Leanne Neilson

Staff: John Adams, Colleen Debler, Barry McComb, Tracy Noonan, Niki Richardson, Gary Rogers, Jonathan Serret

3. **PUBLIC COMMENTS:** None

4. BOARD BUSINESS

A. BOARD STRUCTURE

- i. Signing of Board Member Statement of Agreement.

Executive Director distributed Board Member Statement of Agreement and Conflict of Interest Policy Director Statement forms for execution by Board members.

- ii. Establish initial Board member terms (determined by blind draw).

Judy Linton – 1 year
Leanne Neilson – 1 year
John Bradley – 2 years
David Mead – 2 years
Robert Biery – 3 years
Eloise Cohen – 3 years

- iii. Elect Board officers (Chair, Vice-Chair, Treasurer, and Secretary).

Motion: Cohen nominated Neilson for Chair, seconded by Mead; approved 6-0.

Motion: Neilson nominated Biery for Vice-Chair, seconded by Bradley; approved 6-0.



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Motion: Biery

nominated Bradley for Treasurer, seconded by Cohen; approved 6-0.

Motion: Biery nominated Mead for Secretary, seconded by Bradley; approved 6-0.

- iv. Approve schedule of monthly Board meetings.

Motion: Cohen made motion to approve scheduling regular monthly board meetings on the 2nd Thursday of the month at 8:00 a.m., seconded by Biery; approved 6-0.

B. COMMITTEES

- i. Review options for forming committees, ad hoc committees and advisory committees.

City Attorney discussed options for forming committees, ad hoc committees and advisory committees.

- ii. Ad Hoc Nominating Committee

MOTION: Biery made motion to form an Ad Hoc Nominating Committee to identify members of the community for consideration to fill the seventh seat on Board of Directors, seconded by Bradley; approved 6-0.

MOTION: Biery made motion to appoint Cohen and Linton to serve on the Ad Hoc Nominating Committee, seconded by Mead; approved 6-0.

- iii. Endowment Investment Committee

MOTION: Biery made motion to create an Ad Hoc Endowment Investment Committee to recommend investment options for endowed funds; Bradley amended the motion for the Committee to be comprised of three Board members; seconded as amended by Mead; approved 6-0.

MOTION: Biery made motion to appoint Biery, Bradley and Mead to serve on the Committee, seconded by Cohen; approved 6-0.

- iv. Advisory Committees

Executive Director advised of his intent to form an Advisory Council and an advisory committee to assist him regarding Kids and the Arts programs.

C. FINANCE

- i. Delegation of Authority

MOTION: Biery made a motion to approve the following as revised in supplemental report;



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- a. Approve delegation of authority policy,
- b. Authorize Treasurer to execute any documents required to manage banking relationships,
- c. Approve signers for operating bank accounts; signers are approved as follows: Leanne Neilson, Chair; Robert Biery, Vice-Chair; John Bradley, Treasurer; David Mead, Secretary; John F. Adams, City of Thousand Oaks Finance Director
- d. Approve signers for Angels of the Alliance bank accounts; signers are approved as follows: Kathy Jeffers-Volk, President; Maureen Turley-Gutierrez, Treasurer; and John Bradley, TOARTS Board Treasurer

seconded by Cohen; approved 6-0.

ii. Operating Budgets

MOTION: Biery made motion to receive and file financial statements for March 2017, seconded by Bradley; approved 6-0.

iii. Insurance Coverage

MOTION: Bradley made a motion to approve the following;

- a. Authorize Deputy City Manager to obtain appropriate insurance coverage for Thousand Oaks Alliance for the Arts;
- b. Authorize Executive Director to execute any associated insurance agreements;
- c. Direct Deputy City Manager to explore City employee liability and supplemental excess medical insurance for volunteers;

seconded by Cohen; approved 6-0.

iv. Investment policy

MOTION: Bradley made a motion to approve the following;

- a. Adopt investment policy of the former Alliance for the Arts.
- b. Authorize Treasurer and Chair to direct management of the Alliance for the Arts investment account pursuant to the investment policy;
- c. Direct Treasurer to present updated investment policy to Board at a future Board meeting for adoption.

seconded by Biery; approved 6-0.

v. Friends of the Civic Arts Plaza

MOTION: Bradley made motion to accept transfer of funds from the Friends of the Civic Arts Plaza and authorize Treasurer to deposit the funds into a Board restricted account to support the future activities of the City's Friends Volunteer program, seconded by Mead; approved 6-0.



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D. ADMINISTRATION

i. Alliance for the Arts office space lease with City

Executive Director advised that existing office space with City will continue on a month-to-month basis while the Executive Director determines future needs for space. Board members requested use of conference room space in order to meet with potential donors.

ii. Alliance for the Arts off-site storage unit

MOTION: Bradley made motion to authorize Executive Director to cancel lease for Alliance for the Arts off-site storage unit, seconded by Linton; approved 6-0.

iii. Preservation of Alliance for the Arts archives

Executive Director advised Board of need to identify and preserve Alliance for the Arts archives.

E. MARKETING AND COMMUNICATIONS

i. Thousand Oaks Alliance for the Arts logo

MOTION: Linton made motion to approve logo for Thousand Oaks Alliance for the Arts and direct staff to create a style guide to establish the standards for use of the logo, seconded by Bradley; approved 6-0.

ii. Conversion of Alliance for the Arts website and social media accounts

Staff discussed the process of converting Alliance for the Arts website and social media accounts for TOARTS purposes.

iii. Initial collateral materials

Staff discussed additional steps being taken for transition include the phone lines.

F. DEVELOPMENT

i. Preparation of preliminary Development budget

Staff discussed timeline for preparing a preliminary Development budget.

ii. Donor agreements and current obligations



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Staff discussed various donor developments with the Board. The Board directed Noonan to research the legality of the Board meeting in closed session to discuss specific donors and to report back to the Board at a future meeting.

iii. Purchase show subscriptions for donor cultivation

Staff discussed its intent not to renew season subscriptions with Cabrillo Music Theatre, New West Symphony and Theatre League. Staff will purchase tickets for donor cultivation on a show-by-show basis.

iv. Video donor wall in Kavli Theatre lobby

MOTION: Bradley made motion to adopt the Kavli Theatre Video Donor Wall Policy, seconded by Linton; approved 6-0.

v. Naming rights opportunities

Executive Director advised the Board of potential new naming rights opportunities.

vi. Courtyard of the Oaks donor bricks

The Board directed staff to develop a plan to recognize the brick donors on a wall located in the Courtyard of the Oaks and to present a formal proposal and budget at a future meeting for Board approval.

vii. Special Events

Staff advised Board that it is evaluating various special events to support TOARTS. The Board asked that staff schedule a post event review at the next Board meeting following TOARTS specials events.

G. PROGRAMMING

i. CAP Presents programming

Executive Director discussed ticket sales and shared deal terms for FY 2016-17 and FY 2017-18.

ii. Kids and the Arts programs

This matter was continued to a future Board meeting.

iii. Community Performance Grants



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MOTION:

Bradley made motion to form an Ad Hoc Community Performance Grants Committee, seconded by Biery; approved 6-0.

MOTION: Mead made motion to appoint Bradley, Cohen and Mead to serve on the Ad Hoc Community Performance Grants Committee, seconded by Bradley; approved 6-0.

H. CONCESSIONS

Continued to a future Board meeting.

I. FUTURE PROJECTS

Continued to a future Board meeting.

5. OTHER BUSINESS

A. Schedule August Board Strategic Planning Retreat

Executive Director advised Board of need to schedule Strategic Planning Retreat in the next few months.

B. Schedule Brown Act training by City Attorney's Office

Board requested that City Attorney provide Brown Act training for Board members at the June 8, 2017 meeting.

6. EXECUTIVE DIRECTOR COMMENTS: None

7. BOARD MEMBER COMMENTS: None

8. AGENDA FOR NEXT MEETING: Brown Act training, insurance, review of concessions agreements, special events

9. ADJOURNMENT: Adjourned at 11:02 a.m. until 8:00 a.m. on June 8, 2017



To: Thousand Oaks Alliance for the Arts Board of Directors

From: Finance and Operations

Date: June 8, 2017

Subject: Insurance Coverage –Employment Practices Liability Insurance Coverage & Supplemental Volunteer Medical Insurance

RECOMMENDATION:

1. If available, receive additional information regarding employment practices liability insurance coverage and supplemental volunteer medical insurance coverage.
2. As directed, authorize Executive Director to bind insurance coverage.

DISCUSSION/ANALYSIS:

At the May 19, 2017 Board Meeting, the Directors requested that staff gather additional information regarding employment practices liability insurance coverage and supplemental volunteer medical insurance coverage. Staff is the process of obtaining quotes and additional information from various insurance brokers. To the extent available, information will be presented to the Board for consideration on June 8, 2017.



To: Thousand Oaks Alliance for the Arts Board of Directors

From: John F. Adams, City's Finance Director
John Bradley, Treasurer

Date: June 8, 2017

Subject: Audit Committee and Selection of Independent Auditor

RECOMMENDATION:

1. Approve retention of Lance, Soll & Lunghard, LLP as independent auditor for fiscal year ending June 30, 2017.
2. Establish Audit Committee consisting of entire Board of Directors.

BACKGROUND:

Thousand Oaks Alliance for the Arts (TOARTS) is required by Federal and State law to file tax returns annually. A final tax return for the Alliance for the Arts is also required. In addition to tax returns, audited financial statements were necessary for the Alliance for the Arts.

Prior to the merger, the Thousand Oaks Civic Arts Plaza Foundation (Foundation) tax returns were prepared by the City's external auditors, Lance, Soll & Lunghard, LLP (LSL). Although the City has used LSL for several years, the City's audit policy requires a change in firms every ten years. The City is in the last year of its contract with LSL and will be requesting proposals from audit firms for next fiscal year.

Section 8.2.2 of the TOARTS Restated Bylaws requires TOARTS have an Audit Committee. While the Audit Committee may consist of the entire Board, this is not a requirement. The Committee must be composed of at least two people and committee members need not be directors.

The duties of the Audit Committee include recommending the retention of an independent auditor, accepting the audit, and approving the performance of any non-audit services required.

DISCUSSION/ANALYSIS:

Staff recommends the Board approve using LSL as independent auditor for this first year.

The TOARTS fiscal year ends in less than 30 days. Due to the merger, there is additional work involved in closing the Alliance for the Arts and filing the final tax return. In addition, a major audit component is the review of internal controls. Since this review is already being completed as part of the City's audit, retaining the same auditor will provide cost savings to TOARTS. Staff projects the cost to be approximately half the cost of hiring a separate audit firm.

Staff proposes Kim Manning, a Certified Public Accountant at LSL, complete the tax return(s) and perform the audit. Kim joined LSL in 1988 as a staff auditor and has worked her way up to Tax Manager. Her clients range from business improvement districts to foundations, with her particular focus on not-for-profits regarding tax and regulatory issues, registrations, and audit engagements.

The proposed timeline for the completion of the required tax returns and audit of TOARTS is as follows:

June 2017	Auditor and staff prepare closing entries for AFTA
July 2017	Auditor and staff prepare closing entries for TOARTS
August 2017	Final Federal and State Tax returns for AFTA completed
September 2017	Audit of Foundation/TOARTS Federal and State Tax returns for TOARTS
December 2017	Presentation of Audited Financial Statements

Staff recommends the Audit Committee consist of the entire Board for the first year. In this manner, the entire Board will be familiar with the audit process and the Audit Committee duties.

Over the course of the year, the Board can reevaluate the Audit Committee and decide if fewer members are warranted and if any specific background for the members makes sense. In addition, the Audit Committee can decide how to select the audit firm for the fiscal year ending June 30, 2018. The Committee may want to be included in the City's request for proposal process or undertake its own selection process.

Prepared By: Gilbert Punsalan

Attachments: LSL TOArts Proposal



June 6, 2017

City of Thousand Oaks
Finance Department
Attention: Fay Menkin, Accounting Manager
On Behalf of the "TOARTS"
2100 Thousand Oaks Blvd.
Thousand Oaks, CA 91362

Lance, Soll & Lunghard, LLP is pleased to respond to your Request for Proposal for Professional Auditing Services. As a leader in the field of governmental accounting and auditing, we appreciate this opportunity given us to present our professional qualifications. Because of our extensive public sector experience (including with the City of Thousand Oaks), dedication to excellence and determination to retain the brightest and most talented professionals, we are certain that Lance, Soll & Lunghard, LLP is the most qualified accounting firm to provide professional auditing services to the merged Alliance for the Arts and Thousand Oaks Civic Arts Plaza Foundation, known as "TOARTS".

It is our understanding that on May 19, 2017 the merger commenced and TOARTS was formed. As part of the new foundation, tax and auditing services are requested. As the auditors for the City of Thousand Oaks, our service contract is through fiscal year 2018/2019. Our proposal for TOARTS will be broken down by the same periods.

The services that would be provided for the TOARTS, for the fiscal year ending June 30, 2017 and the subsequent two fiscal years, would be as follows:

1. Perform the close out Federal and State tax returns and related State Attorney General RRF-1 Annual Report and related schedules for the Alliance for the Arts, as of May 19, 2017, **in the amount of \$1,980.**
2. Perform a financial audit of the Basic Financial Statements of the TOARTS.

We understand that the City will be responsible for preparing this report. We would express an opinion as to whether the financial statements and associated notes conform to accounting principles generally accepted in the United States of America. **This is an annual fee of \$5,000 FY 2017, \$5,000 FY 2018, and \$5,000 FY 2019.**

3. Prepare the Federal and State tax returns and related State Attorney General RRF-1 Annual Report and related schedules for the TOARTS. **This is an annual fee of \$1,980 FY 2017, \$1,980 FY 2018, \$1,980 FY 2019.**





CPA'S AND AEA'S 1000

City of Thousand Oaks
Finance Department
Attention: Fay Menkin, Accounting Manager
On Behalf of the "TOARTS"

SUMMARY

Service	2016/17	2017/18	2018/19
Alliance for the Arts	\$ 1,980	\$ -	\$ -
TOARTS tax return	1,980	1,980	1,980
TOARTS Audit	5,000	5,000	5,000
Total for Fiscal Year	\$ 8,960	\$ 6,980	\$ 6,980

This proposal is a firm and irrevocable offer for the fiscal years ending June 30, 2017 and the two subsequent fiscal years. For purposes of this proposal, Deborah A. Harper, Partner is authorized to make representations for our firm. I can be reached at the address below, by phone at (714) 672-0022 or by email at deborah.harper@lslcpas.com.

Very truly yours,

Deborah A. Harper, Partner
LANCE, SOLL & LUNGHARD, LLP