

VILLAGE OF GRAFTON

JOINT HISTORIC PRESERVATION COMMISSION AND PUBLIC ARTS BOARD MEETING MINUTES

JANUARY 5, 2012

The Joint Historic Preservation Commission and Public Arts Board meeting was called to order at 6:00 p.m. by Director of Planning and Development, Michael A. Rambousek. The Chair of the Public Arts Board was absent and Director Rambousek stated that the Board would need to make a nomination for a Chair pro tem.

APPOINTMENT OF CHAIR PRO TEM

Motion by Trustee David Antoine, seconded by Board member Paula Christensen, to appoint Trustee David Liss as Chair pro tem due to the absence of Angelica Chalmers. Approved unanimously.

Historic Preservation Commission members present: Trustee David Liss, Trustee David L. Antoine, Commissioners: Norbert Studelska, Sr., Sue Hass, Bill Hass, Matt Zipter, and Ted Warwick

Public Arts Board members: Trustee David L. Antoine, Erin Blum, and Paula Christensen

Absent: Sheldon Sepstead, Robert Wagner and Angelica Chalmers

Staff/Officials present: Michael Rambousek, Director of Planning and Development and Deborah Brown, Administrative Secretary

Others present: Sheri Bestor, Founder and President of North Shore Academy of the Arts, Inc. (NSAA)

HEAR PERSONS REQUESTING TO BE HEARD

Director Rambousek summarized the discussions at previous meetings regarding each Board becoming a separate entity from the Village of Grafton and operating as a 501(c)(3) charitable organization under the Internal Revenue Code. Director Rambousek added that as background for tonight's discussion it is common for these types of entities to be referred to simply as a "501(c)(3) charitable organization" or a "501(c)(3)" and more than likely that is how they will be referred to this evening.

Director Rambousek stated that the Founder and President of the North Shore Academy of the Arts, Inc. (NSAA) is in attendance this evening to offer some ideas to the Historic Preservation Commission (HPC) and the Public Arts Board (PAB).

Director Rambousek introduced Sheri Bestor of the NSAA.

Ms. Bestor thanked the HPC and PAB for allowing her to talk this evening. She mentioned that one idea she had and wanted to talk about this evening with the HPC and PAB about continuing their efforts under the NSAA “umbrella” as a 501(c)(3) charitable organization. In other words, she stated, that she would offer that the HPC and PAB be included as part of the NSAA status as a 501(c)(3) charitable organization, pending approval by the NSAA Board of Directors.

Ms. Bestor spoke briefly on the background of her organization and how the 501(c)(3) charitable organization could be very beneficial to both groups.

HPC member Ted Warwick stated his concern was the fact that NSAA was a 501(c)(3) charitable organization and the HPC was previously looking at 501(c)(4) nonprofit status. He questioned if it would be legal to work as a Board under NSAA’s 501(c)(3) status. He also asked how joining NSAA would benefit the HPC and the PAB and vice versa.

Director Rambousek added that this opportunity is simply a goodwill gesture on the part of Ms. Bestor and should be viewed from that perspective. After listening to this opportunity, if the HPC and/or PAB decide against this opportunity it would be within their rights to do so, but he added that he no longer has the staff available to serve as a liaison to the HPC. Director Rambousek added that he talked to the Village Administrator prior to this meeting and they both agreed that the Planning Department could provide some staff assistance during any type of conversion process, if necessary.

Ms. Bestor responded by stating that she believes that at this point, the mission statements presented by the HPC and PAB would help determine if they would fall under NSAA mission statement as a 501(c)(3) charitable organization. She believes that legally this type of transition will have to be reviewed. She added that tonight her goal was to extend the offer to each board for further investigation and also express the positive points of possibly having both committees look at this opportunity. She stated that she felt the cultural impact that the HPC and PAB make to the community are similar, even though they are involved in different fields of discipline. She believes that the opportunities for creation, preservation, and education go hand and hand with each board. She cited that as an example, NSAA, is currently located in a historic building.

PAB member Erin Blum expressed concern on the current status of each Board as it stands right now, the legalities of joining the NSAA and how the Village would handle the change in status. She also had concerns about the funds that the Public Arts Board has raised in their own project efforts to date, how those funds would be retained and if they could hire personnel.

Chair Pro-tem David Liss (HPC member) explained that until each board officially dissolves, the HPC and PAB are still part of the Village of Grafton and still operate as two separate entities. If both boards decided to move forward to form their own 501(c)(3) entities or if they decide to join the NSAA, then until funds are raised, each group would consist of volunteer members. If enough funds are raised, then an administrative assistant or a curator, for example, could be hired at some point as well.

Director Rambousek added that as 501(c)(3) entities, each board would need to nominate a treasurer that would be responsible for making financial reports at their meetings as required under law.

PAB member Paula Christensen stated that overall NSAA could offer the HPC and PAB an opportunity to operate as separate committees under the general framework of the NSAA's mission. She stated that she feels that there are cultural incentives and strengths from each committee that could contribute to NSAA but, more importantly the community as a whole. Marketing, fund raising and special projects could be worked on by each group and efforts could be made towards the whole community's growth and well being in these areas. She further mentioned that she believed that each entity could market them individually and act independently within the framework established.

HPC member Sue Hass had questions and concerns on where the HPC would fall under the current mission statement of North Shore Academy of Arts. She asked if NSAA would be willing to rewrite their mission statement.

Ms. Bestor responded by stating that changing the NSAA mission statement, other than maybe a very minor modification, would not be an option. Ms. Bestor then recited the mission statement of the NSAA as follows:

"North Shore Academy of the Arts, Inc. (NSAA) is a not-for-profit company dedicated to offering high caliber opportunities in the performing, visual, and literary arts to all ages. It is designed to encourage, inspire and promote creativity while fostering a cultural appreciation of the arts in our communities. NSAA promotes a sense of self worth, responsibility, and strength of character while providing individuals and families the means to recognize and develop talents, interests, assets, and aspirations. Beyond the arts, NSAA strives to build healthy communities through the development of positive values and a commitment that will be evident across all cultural and socio-economic groups."

Ms. Bestor stated that she firmly believed that the act of "historical preservation" would fall under "...*cultural appreciation of the arts in our communities.*" Ms. Bestor also mentioned that if the HPC and PAB decide to pursue the investigation of the NSAA option, she believes that a meeting(s) could be held with all parties to address the concerns regarding the mission statements and objectives from each entity/organization. She felt this would be a great step in the right direction and would clarify whether this opportunity would be feasible for the HPC and PAB.

Director Rambousek stated that he would be willing to discuss the legal issues with an attorney, assuming the legal costs are reasonable and limited to the few questions discussed this evening. These questions consisted of whether or not the HPC and PAB qualify as 501(c)(3) charitable organizations and whether or not they could appropriately fit under the NSAA "umbrella" in this regard.

HPC member Matt Zipter questioned whether the HPC and PAB would be locked into staying with the NSAA, if the transition into the NSAA is ultimately approved. He also asked what the legal boundaries were if they operated under NSAA.

Director Rambousek indicated that this issue could predominately be discussed with the NSAA during this exploratory phase. He added that it appears that based on her brief discussions with this Board, Ms. Bestor is flexible and open to any ideas, within reason, toward making this opportunity with the HPC and PAB work for the betterment of this community.

Ms. Bestor stated that Director Rambousek is correct.

Ms. Bestor also wanted to reiterate her earlier statement that although she believes that the NSAA Board of Directors will view this opportunity with the HPC and PAB optimistically and favorably, she has yet to discuss this opportunity with the NSAA Board of Directors. Any modification to NSAA's structure will require approval by the NSAA Board of Directors.

HPC member Ted Warwick then replied to Ms. Bestor stating a concern that she doesn't even have NSAA approval to do this yet.

Ms. Bestor stated not at this point.

Director Rambousek stated that this approach is not uncommon because it is only in the idea phase and his feeling was that the HPC and PAB should not waste the NSAA Board of Directors' time with additional discussions if there is not a consensus by the HPC and PAB to move forward. He mentioned that if interest is shown this evening by the HPC and PAB, the matter can start to move forward. He added that this idea has only transpired recently and Ms. Bestor is handling it appropriately. He also added that Ms. Bestor was being too modest this evening and it was really out of her own kindness that she was offering this opportunity to the Village of Grafton and the community at large and he would like to thank her for this idea and also coming to the meeting this evening and providing great insight and leadership on this community issue.

By general consensus the HPC and PAB members thanked Ms. Bestor for attending this meeting and also for the invitation to explore joining the NSAA's 501(c)(3) charitable organization.

Chair Pro-tem David Liss (HPC member) stated that each Committee should discuss this issue by themselves and make their own decision. Then, they can meet jointly or even with the NSAA on this matter if a decision is been made to move forward.

HPC member Bill Haas asked how soon a regular HPC meeting could be scheduled.

Director Rambousek replied that, with a quorum as a prerequisite, a meeting could be scheduled within a month or sooner if there is an actual action item that would be placed on the agenda.

Director Rambousek then stated that if a (non-quorum) sub-committee of the HPC wanted to meet first to discuss these issues in detail in preparation for a formal HPC meeting he would check with the Village Clerk to see if that could legally occur. If the sub-committee could meet first, that process may make the most sense because those meetings could be scheduled at any given moment. It would also allow for the sub-committee to gather all of the necessary information that the regular HPC needs to make this decision. Once the information is available, the Planning and Development Staff would then schedule a formal HPC meeting with the full membership.

By general consensus, the Joint Historic Preservation Commission and Public Arts Board decided to continue to discuss this possibility of joining the NSAA but felt that each individual board should meet separately to discuss the matter to reach their own conclusion.

JOINT DISCUSSION, AND POSSIBLE ACTION RELATING TO CREATION OF SECTION 501(c)(3) NON PROFIT ORGANIZATION DESIGNATION OF HISTORIC PRESERVATION COMMISSION AND PUBLIC ARTS BOARD

A brief discussion was held on what type of action needs to be taken in the near future to study and review each individual mission statement, goals and objectives.

HPC member Sue Hass volunteered to head up that Committee and get a meeting organized after each group meets on their own to discuss their future objectives and goals.

Chair Pro-tem David Liss asked Director Rambousek to check the dates for a future Historic Preservation Commission meeting in January.

Director Rambousek summarized the following process:

- 1) Separate meetings by the HPC and PAB should be held to discuss their individual futures (these meetings could be formal or non-formal (if legal));
- 2) Sue Hass will organize a non-quorum meeting that consists of representatives from the HPC, the PAB, and possibly the NSAA, and
- 3) Formal meetings for the HPC and PAB will be scheduled by Village staff so action can be taken on the future of each Committee.

ADJOURN

Motion by Matt Zipter, seconded by Ted Warwick, to adjourn at 6:52 p.m.
Approved unanimously.