

RESOLUTION 2420

**A RESOLUTION TO AMEND RESOLUTION #2408; ESTABLISHMENT OF THE
TORPEDO FACTORY ART CENTER BOARD (TFACB)**

WHEREAS, the City Council adopted Resolution No. 2408 on June 22, 2010 establishing the Torpedo Factory Art Center Board and directed the City Attorney to draft the articles of incorporation and by-laws necessary for establishment of the Board as a legal entity for the Council's review; and

WHEREAS, after review of the draft documents and a public hearing on the matter, Council has determined that certain modifications should be made to the proposed governance structure and a mission statement for the Torpedo Factory Art Center Board should be defined and therefore, are adopting this Resolution to amend and replace Resolution No. 2408; and

WHEREAS, the Torpedo Factory Art Center's mission is to enhance public art appreciation and education by providing the opportunity to visit working art studios and artist cooperatives and to take classes; and

WHEREAS, the Alexandria City Council desires the Torpedo Factory Art Center to continue its integral role in the economic, cultural and educational framework of the City; and

WHEREAS, the Torpedo Factory Art Center is an internationally recognized art center important to the cultural, educational and economic vitality of the City of Alexandria; and

WHEREAS, for more than 35 years, the Torpedo Factory Art Center has been an important part of the arts community and attracted thousands of visitors to the City; and

WHEREAS, the Torpedo Factory Art Center has brought notice and acclaim to the City, first as an inventive re-use of a building and later as a proud reflection of a community's commitment to its quality of life; and

WHEREAS, the considerable reputation of the Torpedo Factory results from the commitment, dedication and hard work of the many artists who have contributed their time, talent and artistic energy to the development of the facility as a premier art center; and

WHEREAS, the Torpedo Factory Art Center seeks to provide residents and visitors with opportunity to engage renown artists, learn of the process for creating fine art, and experience the intersection of art and community; and

WHEREAS, the Torpedo Factory Art Center is strategically located on the Alexandria waterfront where it serves as both a gateway for visitors and a threshold for residents; and

WHEREAS, the Torpedo Factory Art Center performs a critical role in supporting the City of Alexandria's economic well being, drawing visitors and residents to our streets and our retail and commercial establishments; and

WHEREAS, managing the operations of the Torpedo Factory Art Center and insuring its ongoing success requires a broad range of expertise and community based citizen support;

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF
ALEXANDRIA THE FOLLOWING:**

1. A Torpedo Factory Art Center Board (TFACB), consisting of thirteen members, shall be created and charged with responsibility for the management and operational oversight of the Torpedo Factory Art Center and subject to the proceeding provisions:

- a. The Board shall be legally incorporated as a non-profit entity and in such a manner as necessary to permit the raising and generation of funds for support of Torpedo Factory Art Center and affiliated operations. The City Attorney shall draft Articles of Incorporation to establish the TFACB as described;
 - b. The Board shall consist of eleven members appointed by City Council serving three year staggered terms and two ex-officio members serving indefinite terms and be composed in the following manner:
 - i. Four members appointed at large and representing a diversity of expertise which may specifically include marketing, retail/commercial facility management, public relations, arts management, or other knowledge, skill or ability as City Council may from time to time deem appropriate;
 - ii. Five members representing the Torpedo Factory Artists Association (TFAA), such members to be endorsed by the TFAA governing body prior to consideration of appointment by City Council;
 - iii. One member representing the Art League;
 - iv. One member representing the Alexandria Commission for the Arts;
 - v. One ex-officio member representing the Alexandria Convention and Visitors Association;
 - vi. One ex-officio member representing the City Manager's Office.
 - c. The Alexandria Archaeology Commission (AAC) may designate a Commission member to serve as an "Invited Participant" to the proceedings of the TFACB; however, the AAC designee shall be non-voting.
 - d. Ex-officio members of the TFACB shall be full participating members and shall have the power to vote on all matters of Board consideration.
2. The TFACB shall have responsibility for the effective and efficient operation of the Torpedo Factory Art Center and their authority shall include:
- a. Determining the facility's hours of operation including having the ability to alter hours of opening and closing when determined to be in the best interest of the facility operation except that the TFACB shall not have authority to determine the hours of operation for any given artist studio, gallery or other leaseholder of the Torpedo Factory Art Center, such determinations to be made by the TFAA or negotiated between the TFACB and the TFAA as part of a leaseholder agreement.
 - b. Recruiting, selecting, supervising and managing a Chief Executive Officer who shall execute Board policies and directives related to the administration and management of the TFAC. The process for recruitment and selection of the CEO should include the advice of the TFAA however the TFACB shall have sole authority for any selection.
 - c. Delegating operational authority to the CEO as is determined to be in the best interest of facility operations;
 - d. Marketing and promotion of the TFAC as a premier art center destination and coordinating the marketing and promotion of the TFAC with other marketing efforts of the City and specifically those of the Alexandria Convention and Visitors Association (ACVA), such responsibility not to extend to the promotion and marketing of any individual artists work or the TFAA as a membership organization;

- e. Determining the most effective utilization of TFAC space, negotiating and executing agreements for use of TFAC common space including all space employed for special events, private engagements, public purposes or other uses not related to artist studios, negotiating a lease agreement with the TFAA for use of artist studios and gallery space, and determining the annual lease rate and any ancillary expenses (ie., utilities) as warranted. Lease agreements negotiated by and between the TFACB and the TFAA shall be subject to approval by the City of Alexandria. Space determinations affecting the Alexandria Archaeology Museum shall be subject to approval by the City of Alexandria.
 - f. Producing on an annual basis and upon the recommendation of the CEO, a budget for operation of the TFAC. The budget shall include a detailed report of revenue and spending necessary for the proper operation of the TFAC.
 - g. Providing for the regular maintenance and security of the TFAC, ensuring the availability of all utilities and services necessary for utilization of the facility and generally insuring the facility is a safe, clean, attractive, and enticing environment for tenants, visitors, and renters.
 - h. Establishing those rules necessary for the effective and efficient operation of the TFAC provided those rules are not in conflict with any requirement, rule or directive of the City of Alexandria or inconsistent with any conditions expressed in an executed lease agreement. The rule making authority of the TFACB may include defining standards for the contribution of facility-housed artists to the TFAC mission as a premier art center, visitor destination, educational institution and economic generator of the City.
 - i. Establishing measures of performance which shall include identifying, collecting and regularly reporting on metrics describing the economic, cultural and educational quality of the TFAC and regularly reporting on the goals and accomplishments of the TFAC.
3. The Torpedo Factory Artists Association, in order to fulfill their responsibilities to the cultural and educational mission of the Torpedo Factory Art Center, shall, irrespective of the TFACB responsibilities, have the authority to:
- a. Govern and administer the TFAA according to the by-laws of the member organization, elect individuals to head the organization, convene committees and groups of members as it determines appropriate and in the best interest of the organization and to generally work to promote the artistic endeavors of its membership.
 - b. Define standards of artistic quality and employ the means deemed appropriate, including jurying or other discriminating processes of selection, for determining the suitability of artwork to be displayed and marketed in association with the Torpedo Factory Art Center.
 - c. Make, alter and amend those rules deemed necessary for the efficient and effective operation of the TFAA organization and in the best interest of the TFAA membership.
 - d. Determine the basis upon which an artist may be admitted to the membership organization and become eligible for Torpedo Factory Art Center studio space, except that determinations of eligibility for admission shall not be a guarantee of space. The utilization of Torpedo Factory Art Center space and the assignment of that space shall remain the purview of the TFACB who shall consult with the TFAA and consider artist and media space need requirements when making space allocations.

- e. Advise the TFACB on matters of importance to the proper functioning of the Torpedo Factory Art Center including: 1) recommending participants and/or the staffing of TFACB created committees, 2) providing recommendations on employment of Torpedo Factory Art Center staffing, 3) assisting in the definition of standards for artist contribution to the Torpedo Factory Art Center mission, and 4) serving as advisor on any other issue or matter of importance as requested by the TFACB.
- f. Organize, produce, and determine the standard of quality for any exhibits, displays, openings, presentations or other similar demonstrations of artistic work within the Torpedo Factory Art Center facility including its galleries, except that demonstrations of artistic work or performance requiring use of the Torpedo Factory Art Center common space is subject to scheduling by the TFACB.
- g. Define and ensure the educational mission of the Torpedo Factory Art Center including the performing of educational outreach efforts;
- h. Market and promote individual artists and artistic works and work cooperatively with the TFACB to market and promote the Torpedo Factory Art Center.

Adopted: October 26, 2010

WILLIAM D. EUILLE MAYOR

ATTEST:

Jacqueline M. Henderson, MMC City Clerk