

THE CIVIC CENTER BOARD OF MANAGERS

RESOLUTION NO. 26-01

**A RESOLUTION ESTABLISHING CRITERIA FOR CIVIC CENTER BOARD OF MANAGERS
REVIEW AND APPROVAL OR AWARENESS**

WHEREAS, the Civic Center Board of Managers (the “Board”) supervises, manages, operates and maintains the Century Center, Morris Performing Arts Center and the Palais Royale (“Venues”) pursuant to authority under Indiana Code Section 36-10-10-29 and South Bend Municipal Code Chapter 2, Article 5, Section 2-52; and

WHEREAS, the Board seeks to promote efficiency in the operations of the Venues while maintaining sufficient Board oversight over said operations; and

WHEREAS, the Board recognizes that an appropriate balance of operational efficiency and Board oversight requires clarity regarding those matters which the Venues must bring to the Board for review and approval;

NOW, THEREFORE, BE IT RESOLVED BY THE CIVIC CENTER BOARD OF MANAGERS as follows:

SECTION I. The above, foregoing recital paragraphs are restated and incorporated fully herein.

SECTION II. The Civic Center Board of Managers hereby adopts the criteria in Exhibit A for determining when a matter affecting the Venues must be brought to the Board for review and approval or awareness and, in the event said criteria are not met, when the matter may be acted upon by the Venues without Board review and approval or awareness.

SECTION III. Nothing in this Resolution or in the criteria adopted in Exhibit A shall be interpreted as a limitation on the authority of the Board.

SECTION IV. This Resolution will be in full force and effect upon its adoption by the Board.

Adopted this ____ day of May, 2026.

_____	_____
_____	_____
_____	_____
_____	_____

MEMBERS, CIVIC CENTER BOARD OF MANAGERS

ATTEST: _____

EXHIBIT A

BOARD REVIEW AND APPROVAL OR AWARENESS CRITERIA

Section 1. Board Review and Approval. Management of the Century Center, the Morris Performing Arts Center, and/or the Palais Royale (“Venues’ Management”) will present a matter affecting the Century Center, the Morris Performing Arts Center, and/or the Palais Royale (the “Venues”) to the Civic Center Board of Managers (the “Board”) for the Board’s review and approval if any of the following criteria are met:

- (a) The matter involves the formation, modification, or termination of a contract, or otherwise materially impacts a contract, and:
 - (i) (A) the contract term exceeds or would exceed one (1) year; and
(B) the contract, in the reasonable estimation of Venues’ Management, may materially impact the public perception and reputation of the Venues; or
 - (ii) the contract amount exceeds or would exceed \$250,000;
- (b) The matter involves a proposed budget;
- (c) The matter involves an expenditure not provided in or in excess of the amount provided in the approved budget;
- (d) The matter materially impacts the Venues’ revenue structure, including but not limited to the adoption of new fees or modification of existing fees;
- (e) The matter involves the formation, modification, or termination of a management agreement;
- (f) The matter involves the creation or elimination of an employment position. The commencement or termination of a particular employee’s employment does not qualify under this subsection; or
- (g) The matter involves the proposal of a Public Work, and:
 - (i) the projected cost exceeds \$300,000; and
 - (ii) the Board has the authority to review and approve the proposed Public Work.

Section 2. Board Awareness. Venues’ Management will present a matter affecting the Venues to the Board for the Board’s awareness if any of the following criteria are met:

- (a) The matter involves the proposal, commencement, modification, or termination of a Public Work, or otherwise materially affects a Public Work, with a projected cost exceeding \$300,000; or
- (b) The matter, in the reasonable estimation of Venues’ Management, would be of significant managerial interest to the Board.

A matter which qualifies under Section 1 does not qualify under this section.

Section 3. Ineffective Action. Any action taken on a matter which:

- (a) meets any of the criteria described in Section 1 above, and
- (b)
 - (i) was not presented to the Board, or
 - (ii) was not approved by the Board,

shall not be effective until and unless ratified by the Board pursuant to Section 4.

Section 4. Ratification.

- (a) Notwithstanding Sections 1 and 3, the Board may ratify any action taken by Venues' Management which would otherwise be ineffective under Section 3.
- (b) The ratification of an action of Venues' Management under subsection (a) of this section shall render said action effective as of the date of the ratification or earlier if noted, but never earlier than the date and time of the original action.

Section 5. Superseding Agreements. If the Board enters or has entered into a contract and said contract articulates separate requirements concerning matters which must be reported to the Board ("Reporting Requirements"), the Reporting Requirements of said contract will supersede the provisions of this Board Review and Approval or Awareness Criteria, but only with regard to the subject matter of said contract and only with respect to the other contracting party or parties in said contract.