

FILM ARTS FOUNDATION 1976-2008

A Regional Media Arts Center with National Impact

by Mark Freeman

There are arguably more indie filmmakers per capita in San Francisco than in any city in the world and most of them, at one time or another in their lensing careers, touch base with Film Arts Foundation" (Variety qtd. in Adams).

Abstract

The Film Arts Foundation (FAF), a San Francisco based media arts center, served thousands of members for more than three decades. This essay is a case study, which examines the founding and mission of the Film Arts Foundation; considers accomplishments made and challenges faced; and assesses the implications of FAF's legacy.

Methodology

This account is based on nearly two-dozen interviews with key individuals who participated in the founding, growth and demise of the Film Arts Foundation. I am grateful for their generous cooperation. Interviews are supplemented by references to relevant books, articles and documents. FAF's archives deposited in the Bancroft Library at the University of California, Berkeley in 2008 remain uncataloged and difficult to access.¹ Extensive information was made available by the William and Flora Hewlett Foundation and the National Endowment

¹ The 2002 FAF board of director's minutes are among the most conspicuously missing records. This was the year that members of the board of directors began a contentious evaluation of executive director Gail Silva. Some additional records in the possession of former board or staff members were made available to me; others were reportedly destroyed or lost.

for the Arts. The MacArthur Foundation's response to requests for information was much more limited.²

In the spirit of transparency and full disclosure, note that I was an active member of FAF in the late 1970's and throughout the 1980's. I participated in membership meetings; FAF was the fiscal sponsor of my co-production of the Corporation for Public Broadcasting funded documentary, "Mad River: Hard Times in Humboldt County;" and FAF exhibited my documentary "The Yidishe Gauchos" in a program entitled "Tales from the Diaspora." I continue to enjoy personal relationships with former members, staff, and officers of the board of directors.

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Media Arts Centers

To understand and appreciate the significance of the Film Arts Foundation, it is necessary to briefly consider the development of media arts centers generally, and to examine the notion of "independent filmmaking," in the context of these centers.

Media arts centers [emphasis in the original] are non-profit entities that often operate under a membership or cooperative model supporting media creators who are producing media outside of commercial production outlets such as television and film studios. The centers promote access to media technology, provide educational opportunities for artists and non-specialists, and serve as an outlet for the circulation and dissemination of these materials" (Mattock 16).

² The MacArthur Foundation's refusal to provide documentation demonstrates a conspicuous lack of transparency. The logic of this private foundation's policy is worthy of *Alice in Wonderland* — without the permission of the Film Arts Foundation no records can be released. FAF no longer exists; therefore no records can be released.

³ Mark Freeman is a professor in the School of Theatre, Television, and Film at San Diego State University. markfreemanfilms.org

Media art centers (MAC's) grew from grassroots efforts of independent filmmakers. "The media arts movement was founded by pioneers in the film movement: avant-garde filmmakers ... and documentary filmmakers.... The movement has subsequently spawned a reinvigorated tradition of independent narrative and documentary work" (McCarthy 26). Media arts centers were critically important "in fostering diversity in American film and video making.... For most people who utilized and supported regional media arts centers ... these organizations offered vital cultural lifelines..." (McLane "Sources").

Film studies scholar Ronald Green identifies three reasons for the creation of media arts centers.

Some centers...began by showing films to the public that otherwise could not be seen in those regions...Others...were originally motivated by the need to provide centralized equipment resources or other services directly to filmmakers doing noncommercial work...A third group...set out to collect certain kinds of films for the research or study or use of not-for-profit clientele ("Broader Alliances" 54).

Media arts centers in the United States are the product of "very American social entrepreneurial efforts" (McLane *A New History* 265). This is distinct from the Canadian model and the creation of the National Film Board there, and quite different from the European approach, which offers "more diversified and greater funding opportunities ([from both] government and private sources)" than are available in the United States (McCarthy 30).

"Independent media... emerged ... out of strands of philanthropic decisions, public policy and funding, technological developments, and social interest in media" (Blau 42). More boldly put, independent "[v]ideo was engendered by a singular and unnatural act, the underwriting of radical aspirations with public money, and was shaped by that support and came to depend on it" (Burriss 175). Government support for media arts centers began in the 1970's. They benefited from Lyndon Johnson's 'Great Society' programs (McLane *A New History* 265). In 1979 for

example, the National Endowment for the Arts (NEA) allocated \$8 million for its Media Arts Program, a good portion of which was earmarked for media arts centers (Bauerlein 65). By 1980 an eclectic group of MAC's had created the National Alliance of Media Arts Centers (NAMAC).⁴ In 1982 the capital assets of U.S. media arts centers totaled more than \$10 million. (Green "Film and Not-for-Profit" 47). By 1986 support from private foundations was making a substantial contribution to the continued growth of media arts centers. The MacArthur Foundation provided more than \$15 million to 110 centers in 27 states and the District of Columbia from 1986 until 2000, when MacArthur ended its support for media arts centers. But government support for media art centers waned even earlier. McLane suggests that "[b]y the late 1980's national political support for independent regional media all but disappeared" (*A New History* 267). By 1996 National Endowment for the Arts support for media arts centers was less than 10% of its peak funding in 1981 (McCarthy 48).

Many long established MAC's including the Association of Independent Video and Filmmakers, the 911 Media Arts Center, and the Boston Film Video Foundation were forced to close. Others like the Bay Area Video Coalition, Downtown Community Television, Squeaky Wheel/Buffalo Media Resources, and Appalshop have managed to continue serving their communities. Larry Kirkman, Senior Fellow and Strategy Advisor, at American University's Center for Media and Social Impact, offers this assessment of the significance of MAC's:

These centers have been a home for emerging and experienced media artists, trained and equipped hundreds of thousands of community media makers, produced innovative documentaries that have defined the field, and created public engagement strategies to inform, motivate and mobilize support for social change.... Their independent documentary productions and media services have fulfilled the promise of new communications technologies to represent the stories and empower the voices of those whose interests are dismissed or neglected in media and politics.

⁴ Tellingly by the mid-90's the "brand" was changed to the National Alliance for Media Arts and Culture.

Independent Filmmaking

Media arts centers were created by and for independent film and video makers.

The term ‘independent’ implies that a single individual has primary and unquestioned creative control over the production of a film. To have this control, it is usually necessary for a single individual to conceive the film, to be the primary motivating force in the production of the film, and to control the capital invested in a film. This is true whether the film is a narrative feature, a documentary production or an avantgarde [sic] film (Feinstein 2).

Emanuel Levy in his *Cinema of Outsiders: The Rise of Independent Film* notes that the characteristics of independent filmmaking have also included low budgets, and radical political and /or avant-garde vision. “What unified early American independent cinema was its commitment to alternative points of view, democratic representation, and counter cultural transformations” (5). Independent film and video are “conceived and produced independently of the traditional corporate sponsors.... The work may be personal essays, documentaries, media or video art, [or] feature-style narratives....” (Blau 1).

It can be argued that the history of independent filmmaking in American began in earnest with post World War II *avant-garde* filmmaking. The San Francisco Bay Area was particularly fertile ground for experimentation. Steve Anker, Dean of the School of Film/Video at Cal Arts, asserts that “Since the mid-1940’s the [Bay] [A]rea has embraced a radical media culture as original as it broad” (8). Over the next three decades, the San Francisco Art Institute offered a home to visionaries including Sydney Peterson, James Broughton, Larry Jordan and Gunvar Nelson. This community included Bruce Baille, founder of Canyon Cinema, Chick Strand, Bruce Conner, and younger filmmakers like Curt McDowell and Scott Bartlett.

Paralleling the development of San Francisco’s avant-garde, a generation of politically committed filmmakers came of age during the social upheavals of the 60’s and 70’s. “The San Francisco Bay Area has long been known as the mecca for documentary filmmaking. Ever since

the early '60s, when ... the turbulent political climate provided a tableau, documentarians found themselves recording history” (Ng). These independent documentary filmmakers were dedicated to seeding and supporting efforts for social justice. Chris Hill’s history of independent video production sets the stage:

Artists and social activists declared video a cultural praxis in the United States in the late 60s, a period of radical assertions fueled by a decade of civil rights confrontations, controversy surrounding U.S. involvement in Vietnam, and the rise of a new youth culture intent on consciousness expansion... the production of culture was understood to be a necessary step in the development of a reinvigorated participatory democracy (1).

San Francisco at the time of FAF’s founding in 1976 was home to “bands-of-outsiders” – experimental and documentary film and videomakers who were pushing the boundaries of expression. Julie Mackaman, former co-director/development director of FAF (1982-1994), describes the ethos this way:

I think that the Bay Area’s history with the labor movement, the Free Speech Movement, with the Black Panthers and black liberation, women’s liberation, anti-war protests — think of SF State— that this was a hotbed of iconoclastic political activity. It was fomenting social change, and obviously the filmmakers were integral to every social change movement that came out of the Bay Area (25 June 2014).

Journalist Michael Fox characterizes the *zeitgeist* in terms of “...Bay Area filmmakers’ diligent pursuit of social justice....” (2010). Gail Silva, former (co)/director/executive director/president of FAF (1979-2005): “It was, ‘Grab a camera and film the revolution’....A lot of the burgeoning documentary stuff had to do with the political times” (qtd. in Ng).

Bay Area documentary filmmakers joined together creating groups like California Newsreel (“San Francisco State: On Strike”), Optic Nerve (“Fifty Wonderful Years”), the Haight Ashbury Film Collective (From Soledad to San Quentin), and the Mariposa Film Group (*Word Is Out*). Although many of its members were documentarians, “Cine Manifest [*Over-Under Sideways-Down*] came together in 1972 around a common goal—to make *political, dramatic*

feature films [emphasis added]—and a common conviction that a collective style of work was the best way to reach that goal” (Corr).

As the political fervor of the 60’s and 70’s waned, 1989 marked the emergence of a distinct brand of “independent filmmaker” less concerned with “radical political and /or avant-garde visions.” It was Steven Soderbergh’s production of *Sex, Lies and Videotape* that created a new model for a generation of film-schooled “independents.”⁵

Founding of the Film Arts Foundation

Like the ouroboros — a snake eating its tail — the Film Arts Foundation was a media arts center that was both created by independent filmmakers and gave birth to them. By most accounts FAF began in 1976 over glasses of wine in a Parnassus Street apartment in San Francisco. Scott Bartlett is generally recognized as the founder of FAF. But Dominic Angerame, longtime director of Canyon Cinema, appropriately credits both Scott and his then wife Freude. “Scott and Freude Bartlett were the masterminds. ‘They were hippies from the ’60s school, that’s for sure.’ The Bartletts’ brainstorm was combining the ethos of the commune with a savvy reading of the tax code” (qtd in Fox “20/20 Hindsight”). Scott Bartlett had garnered a good deal of attention with his abstract, experimental films including *OffOn* and *Moon 69*. (Jay Ruby of Temple University upon seeing Bartlett’s work combining film and video at the Flaherty

⁵ Even as Soderbergh went on to produce mainstream Hollywood hits, independents in the San Francisco Bay Area continued to produce idiosyncratic work:

Terry Zwigoff	<i>Ghostworld</i>	2001
Lynne Hershman Leeson	<i>Technolust</i>	2002
Mark Decena	<i>Dopamine</i>	2003
Finn Taylor	<i>The Darwin Awards</i>	2006
Barry Jenkins	<i>Medicine for Melancholy</i>	2008
Rob Epstein and Jeffrey Friedman	<i>Howl</i>	2010

Seminar felt that he “... had seen the future” (Flaherty.) Touring with his work, Bartlett had visited Pittsburg Filmmakers. “Pittsburgh Film-Makers [sic] was founded in the early seventies to provide a centralized pool of equipment – particularly large and expensive pieces, such as flatbed editors and sound transfer and mixing studios – for the use of an open membership of independent, noncommercial film producers” (Green “Film and Not-for-Profit” 45-46). Bartlett returned to San Francisco and began talking about forming a “Film Arts Society” similar to Pittsburg Filmmakers. The strategy was to form a nonprofit and look for grant funding. Typically the IRS rejected nonprofit status for organizations, which primarily benefited their members, rather than the public at large. (Canyon Cinema, a filmmakers’ distribution cooperative, was repeatedly rebuffed by the IRS for just this reason.⁶) Attorney Richard Lee served on the first FAF board of directors, and then as FAF’s legal counsel until its dissolution papers were filed in 2010. By citing the precedent of the Pittsburg Filmmakers’ nonprofit status, Lee was able to persuade an IRS appeals officer to grant nonprofit status to the Film Arts Foundation in August 1976.

FAF was first and foremost a membership organization designed to serves its members’ interests and priorities. All agree that Scott Bartlett and other penurious filmmakers⁷ (including Michael Wiese, Judy Maas, Michael Lytle, Kent Hodgetts and John Knoop) thought that pooling the means of production would open up new avenues and opportunities for themselves and (eventually) for a growing community of independent filmmakers. “Scott Bartlett restated the

⁶ It was only in May 2014 that the IRS approved the creation of the Canyon Cinema Foundation, the successor organization to Canyon Cinema Inc., which dissolved in 2012.

⁷ Independent filmmaking in San Francisco rarely became lucrative. Even by 2004, for example, 65% of FAF’s members earned less than \$50,000 a year, including 28% making less than \$25,000. Fewer than 50% worked fulltime in the media industry (Film Arts Foundation Survey-’04Sum.html).

goals of FAF: To provide equipment banks and education, to solicit grants and to promote the arts” (Film Arts Foundation Board of Directors 7 July 1977). It took until 1981, with grants from the National Endowment for the Arts, the Zellerbach Family Fund, and the Walter & Elise Haas Fund, for the Film Arts Foundation to finally purchase the 16mm flatbed editing machine, that was first conjured up by Scott Bartlett and his comrades in 1976.

In the early days, Bartlett thought of FAF as a personal resource. He attempted to use FAF’s nonprofit status as a cover for a catering service (*Quelle Bonne Idee*); he marketed signed copies of his film, “Heavy Metal” as an FAF project; and he unsuccessfully petitioned the FAF board to pay \$3,000 for half of the time and materials he used to remodel his loft space, which doubled as FAF’s office. Miffed by the board’s rejection of his request, he penned a handwritten eviction notice, forcing FAF to finally move to a commercial office space furnished with “...two gunmetal gray desks, vintage Army surplus. Two hardback, four folding wooden chairs. A correcting Selectric that didn’t correct” (Johnson “Gail Silva Tribute”).

One of the keys to understanding FAF is an attitude reflected in the very name. Makers were thought of as artists — most of whom had limited support for their experimental and/or politically inflected work. Independence and creative control were overriding values. At the same time, a “sense of community” was a defining characteristic of FAF. FAF was a community of progressive⁸ filmmakers, “... a peer-to-peer learning community. Members taught our classes; went to each others works in progress screenings; served on screening committees for sponsorship, and for the exhibition and grants program” (Mackaman 25 June 2014). Film Arts was the place to go. “You could walk in the door and be a filmmaker; you could talk film; you

⁸ It’s hard to imagine a conservative pundit like Dinesh D’Souza being enthusiastically welcomed to the FAF documentary community despite his first film *2016: Obama’s America* becoming in 2014 the second-highest-grossing political documentary of all time.

could look at film; you could meet other filmmakers, because that's who you were. And the fact that you were a housepainter during the day had nothing to do with it" (Silva 18 June 2014).

Rivalries and ideological disputes between "film purists" (typically experimental filmmakers many of whom were associated with the San Francisco Art Institute), and the producers of social documentaries ebbed and flowed, occasionally finding expression in FAF's *Release Print*, which began as a newsletter for members. There was a perception by some that FAF was more supportive of documentaries, and that FAF didn't do enough to support experimental work.

Filmmaker Dean Snider addressed the board about a view expressed within the experimental filmmaking community that FAF serves only a select, fundable constituency of documentary or 'informational' filmmakers' He stated that he and other experimental filmmakers...had discontinued their memberships... because of their perception that FAF is not responsive to their needs (Film Arts Foundation Board of Directors 11 Feb. 1985).

Support for experimental work did wane over time. By 2005 executive director Fidelma McGinn was reporting to the board of directors that, FAF "is not a film club for the avant-garde experimental filmmakers" (McGinn). In fact, documentary filmmakers were by far the largest proportion of FAF's membership. Data from the earliest days of FAF is scarce. A 2004 survey seems to be a reasonable representation of the interests of the membership over the years. 73% of respondents identified their work as "documentary," with 22% describing their work as experimental (Film Arts Foundation Survey-'04Sum.html).

It's fair to say that the organization was deeply shaped by its members' commitment to both documentary and experimental filmmaking. "[FAF] is the original 'big tent,' and everyone can dance there" (Rock Ross qtd in Canning "Visions of Eight" 23). The members of this community ranged from novice filmmakers to nationally-known directors including Les Blank, Debra Chasnoff, Nathaniel Dorsky, Rob Epstein, Sam Green, George Kuchar, Dorothy Fadiman,

Jenni Olson, Jay Rosenblatt, Caveh Zahedi, and Terry Zwigoff. Julie Mackaman recalls that, “Issue documentaries became the thing that we were most known for.... We were never just about that. It was also really about the experimental artists” (25 June 2014).

Institutionalization

The “Reagan Revolution,” ironically was the best of times for FAF. Gail Silva and Julie Mackaman formed a powerful partnership from 1983 to 1995. Working together as co-directors they forged an *organization* from what had been a vision, a wish, a dream. Gail and Julie would hash things out in a smoked-filled room. “We’d sit there and dream up all this stuff” (Silva 23 June 2014).

What was happening in the 80’s [we] were beginning to get kind of a perfect storm — only good. We’re getting critical mass in terms of the numbers of filmmakers. We’re getting increasing sophistication in terms of visual storytelling. We’re beginning to figure out equipment sharing. We’re beginning to develop relationships with funders and other stakeholders in independent media (Mackaman 25 June 2014).

In 1982 the National Endowment for the Arts (NEA) officially designated FAF as a “Media Arts Center” and in 1983 chose FAF for a \$65,000 “advancement grant,” which was intended to encourage and support institutional development. “The NEA Advancement Grant panelists commented that FAF’s range of member services combined with *San Francisco’s unique cultural climate* [emphasis added] make the organization in a word ‘unique’ in the United States” (Film Arts Foundation Long Range Plan). This was a turning point for FAF. “With over 1000 members by the mid '80s, FAF became the biggest independent filmmaker service organization in the US if not the world....” (Blair).

“It wasn’t just the money, and it wasn’t just the honor, but they [NEA] frontloaded the advancement grant program with a consultant to give us technical assistance on organizational development and long range planning — leadership and strategic planning. This was stuff Gail and I were pretty good at intuiting. But we’d never had any

training.... We'd never had an assessment, an inventory of the organization's strengths and weaknesses.... That was huge for us.... (Mackaman 25 June 2014).

In 1986 the MacArthur Foundation named FAF as one of seven media arts centers of national significance, awarding FAF \$640,000 over a five year period. (This does not include additional funding for films, for which FAF was the fiscal sponsor.) This was more than four times the average amount per media center in the same period.

The founding members of FAF never could have imagined an organization that would grow to 3400 members, (including those in some 30 foreign countries); have an annual operating budget of 1.4 million dollars, and a staff of twenty plus. All of this growth and all of these accomplishments changed the culture at FAF. No longer a scrappy band of outsiders — “Suddenly we were having cocktail parties down in mansions... suddenly you have an organization nobody really recognized anymore” (Mackaman 28 June 2014). FAF had become institution.

FAF Programs

FAF institutionalized seven key initiatives:

- Publication of *Release Print* (a newsletter)
- Rental of Production and Post Production Equipment
- Educational Programs
- Fiscal Sponsorship of Productions
- FAF Grant Making Program
- Film Arts Festival
- Advocacy for Independent Filmmaking

Over the years most of these initiatives were usually able to cover their direct costs. But earned income of about 60% of the annual budget was not sufficient to cover general operating expenses; to create a reserve; or to fund an endowment to support independent production. FAF relied on grants from government agencies and private foundations; to a much-lesser extent on corporate donations;⁹ and on support from individual donors to cover 40% of its annual budget including overhead and administrative expenses. In effect each new membership required an increase in external funding to cover the 40% subsidy for services. FAF's revenue generating programs were like 5 under-capitalized small businesses. The chart below summarizes these programs, and enumerates the challenges that eventually became insurmountable.

FAF Programs Generating Earned Income

Program	Revenue Source	Challenges
<i>Release Print</i>	Ad Sales 50% of Membership Fees	Decline of Print Decline of Membership
Facilities	Equipment Rental	Digital Revolution Low Cost of Equipment
Education	Class Fees	Competition Reduced Demand Quality of Instruction
Fiscal Sponsorship	4-7% Administrative Fees	Client Service Staff Resources
Film Festival	Submission Fees	Competition

A designated staff member took responsibility for administering each of these programs. Even though the programs were inter-related and often over-lapping, each one operated on its own, as

⁹ Given FAF's advocacy and the politics of its members, it's not surprising that donations from major corporations were unlikely. Tamara Johnston development director: "I think FAF does a pretty good job of not compromising its principles, but we probably raise less money than we could if we pandered to corporate goals" (qtd in Powers 58).

a “silo.” This model tended to encourage unproductive competition, miscommunication and sometimes missed opportunities for cross-promotion and marketing of services (Rosenheim).

FAF created a model of programs and services, which were valuable to filmmakers who had varying degrees of experience and success. It wasn't uncommon for more experienced members to teach FAF classes; or for less experienced filmmakers to find internships through FAF that were valuable to them, and to the filmmakers who benefited from their labor. FAF created opportunities.

Judy Irving: [People call us:] ‘Hi, I would love to get into film or video. What should I do? Can I have a job? Who should I contact?’ We always send them to the Film Arts Foundation.

Scott McGehee: [FAF is] where we turn to find crew, you know, enthusiastic people who were at a stage in filmmaking, who had the time and the interest to come help out for no money on someone's movie that they didn't know.

Danny Plotnik: ... [FAF is] the first place to screen my work. First place to give me money; and the first place to allow me to teach ...; to give me a real job; and it has given me a tremendous amount of opportunities..... (FAF 25).

Release Print

For most of its nearly 30 years of publication, *Release Print* (RP) was the focal point of the FAF community. *Release Print* was the primary vehicle for marketing and promoting FAF's activities. Members coveted mentions highlighting their work. The usefulness of the “information pages” with detailed listings about festivals, grants and jobs, was unparalleled. Today's younger producers cannot imagine how critical it was to have a reliable source of timely, accurate information about grant and festival deadlines, as well as distribution, exhibition and job opportunities. Members consistently ranked *Release Print* as FAF's most useful benefit.

The roots of RP go back to 1978 when the then volunteer director of FAF, Julene Bair, wrote a column for *Film/Tape World*. “It started as an 8 and a half by 11 [inch page,] and then

two 11x17s folded, with a smattering of things, lists of events, members in the news....” (Silva qtd in Blair). In 1981 the newsletter was renamed *Release Print*. It then grew to eight pages and began to attract its first display ads. By 1982 RP was mailed to members ten times a year. By the 1990’s it ran up to 64 pages and with over 10,000 copies monthly.

By the '90s, "Release Print" had diversified and articles ranged from "Karl Cohen's Forbidden Animation" by Thomas Powers to "Heroin Chic Meets the Breakfast Club: Interview with 'High Art' Director Lisa Cholelenko" by K.M. Soehnlein or "On-Line Marketplace Courts Independents" by docmaker Csicsery (Blair).

Facing a financial crisis in 2004, RP was reduced from 10 to 6 issues per year. While not overlooking “Media Activism” (Release Print July/August 2004), the editorial tone at this time embraced a lofty aesthetic idealism. Shari Kizirian, *Release Print* editor, September/October 2004:

“Our art, our stories, our cinema have become the canvases where we can indulge in aesthetic contemplation, express the subtleties of existence, critique our struggles, and imagine a new world. Unlike F. Scott Fitzgerald’s verdant New Amsterdam shores, storytelling must remain a vibrant place to project our better selves—or we risk crippling our capacity for wonder” (qtd in Scott).

Among the last and most visible changes at FAF came near the very end of its existence when the venerable *Release Print* newsletter was “rebranded” as *Film Arts*. In 2007 Michael Read, the editor of the revamped magazine, had to explain what a “release print” was — a celluloid artifact of sprocketed film, typically with an optical sound track that was approved by the filmmaker for projection and distribution. While print publications of all kinds were going under from the intense pressure of on-line publications,¹⁰ FAF doubled-down. *Release Print* was reborn as *Film Arts*. The magazine was launched with great fanfare, and no little expense (about \$12,000 for travel and fees) on September 16, 2007 at the Independent Filmmaker Project (IFP)

¹⁰ From 2000 to 2006 “... [T]he total number of magazine titles declined by 29%...” (Ott 4).

Market in New York. The publication, with about 70 glossy, colorful pages, was promoted by then executive director Eric Hayashi as part of a strategy to save FAF. The magazine would be a calling card supporting his vision to reshape FAF into a national organization, which would receive national support. “FAF had expected to see increased revenue of 20K in ad sales with color, but sales had fallen short of that” (Film Arts Foundation Board of Directors 10 Sept. 2007). The last issue of *Film Arts* was published in January 2008, completing a run of over 260 issues from the first newsletter.

Rental of Production and Post Production Equipment

Access to a flatbed editor was the “inciting incident” for FAF. Film editing equipment was costly and required regular maintenance. The expense of owning or renting a flatbed was beyond the budget of most struggling independents. Use of the editing facility became a coveted membership benefit in the earliest years of FAF. (“Those that cannot afford fees may work in exchange for equipment rental” (Film Arts Foundation Board of Directors 28 Nov 1978).) The equipment inventory grew and slowly changed over time. Typical resources included: 16mm cameras, Super 8 cameras, 16mm flatbeds, an optical printer, high definition cameras, Final Cut Pro, hand processing equipment, and a traditional animation stand. These resources were rented at subsidized rates — growing from 1/4 of commercial rates initially to about 2/3 of commercial rates in later years.

At first the editing facility was housed apart from FAF’s administrative offices. Bringing operations together under the same roof reinforced the community-building efforts of the organization. Editing is often a solitary pursuit — the editor locked in a dark room for hours. The equipment facility was open 24 hours a day, and provided opportunities for members and

staff to meet in the hall and common areas. Feedback, discussion of funding and distribution strategies, networking for jobs and commissions, and pure gossip happened in a face-to-face working environment. This was San Francisco. Stories of consensual sexual encounters in the edit rooms were published in *Release Print*. “It made me reconsider the term ‘seminal filmmaker’” (Rock Ross qtd in Canning “Visions of Eight” 24). Bill Daniel, a former facility manager recalls,

It was eat-drink-sleep film all day every day, knowing every filmmaker in town...But the dangerous part was everyone considered you the Facility Manager all the time, so at the laundromat some crazy would accost you, screaming, ‘Hey! Room 3 scratched my workprint!’ (qtd in Canning “Visions of Eight” 24).

Unusually in a male dominated industry, from 1994 to 1997 — the “Era of the All-Female Facility”— the manager, assistant manager and most of the interns at the FAF editing facility were women.¹¹

Over the years like many of the areas of FAF’s operations, the equipment and facilities became a contested site. The Bay Area *Video* Coalition (BAVC) and the *Film* Arts Foundation were both founded in San Francisco in 1976. At that time the cultures of “film” and “video” were clearly distinct. For years the pages of *Release Print* grappled with the challenges posed to “filmmakers” and to FAF by new technologies. Film purists rejected video. “Reflecting turmoil among experimental filmmakers over declining funding and exhibition venues for their work, letters to *Release Print* criticize[d] Film Arts for blurring the distinction between film and video” (Tanner)

¹¹ By contrast in 2013 women still accounted for only 16% of all directors, executive producers, producers, writers, cinematographers, and editors working on the top 250 domestic grossing films (Lauzen).

This is an open call for leadership and [for] all those who hold film dear to check their loyalties...' [Timoleon Wilkins] '...Video support groups have been organized to create an awareness of the unique character of electronic media and to promote independent work in the medium. It would be nice to be a member of an organization of independent filmmakers that is equally dedicated to film in such an exclusive manner... the name of the Film Arts Foundation is a misnomer...' [Bruce Conner] (Film Arts Foundation History).

By 1994 San Francisco had only one remaining film laboratory, Monaco; and independent filmmakers were dissatisfied with its services. (With perhaps unintended irony and prescience, Monaco's ad in the May 1998 in *Release Print* carried the headline "Dinosaur? ...Vanishing Breed?") In 2001 Gail Silva was predicting that, "[i]t's still going to take *a very, very long time* [emphasis added] for film to go away" (qtd in "Interview with Gail Silva"). As prices for video equipment dropped and quality improved, FAF was slow to respond to fast changing technologies. FAF made an attempt to straddle what it continued to see as the need for mechanical film equipment, and a growing demand for video and eventually digital equipment. Founded to assure low cost access to equipment, FAF was unable to respond to the fact that by 2004 almost 60% of their membership never rented FAF equipment. Of the 40% of members still renting equipment, a hardcore 25% were still shooting 16mm film (Film Arts Foundation Survey-'04Sum.html).

Educational Programs

FAF brought its "film-as-art" perspective to the classes it offered. Gail Silva put it this way: "[BAVC] thought they were the cutting edge, and they were. We thought we were 'Art' with a capital 'A'" (23 June 14). This is not to say that hands-on, equipment intensive "how-to's" were not offered. But what set FAF apart from BAVC were a greater number of conceptual offerings, like script development and documentary storytelling, as well as proposal writing

workshops and distribution classes. Students, who first came to FAF for classes, often became members and found work opportunities. Some went on to receive FAF fiscal sponsorship, successfully raising funds for their productions, and then coming to FAF for rental equipment, and finally for exhibition opportunities.

In 1996 FAF classes served 4,300 students. By 1998 enrollment in film classes was waning and FAF had to partner with BAVC and other organizations to offer digital classes. Free instructional videos on the Internet, combined with the apparent comparative simplicity of digital production became a direct threat to the classes offered by FAF. A generation of digital natives saw much less need to pay for relatively expensive classroom instruction that met at fixed times and dates. By 2005 when YouTube launched, the media paradigm privileging professional production and curated distribution had definitively shifted. FAF had not. By 2006 FAF classes were serving only 2,000 students. By 2007 revenue from classes wasn't sufficient to offset FAF's growing insolvency.

Fiscal Sponsorship

Fiscal sponsorship was one of FAF's first programs approved by the board (26 Oct. 1977). Funding, especially for documentaries, came to rely upon support from individuals, public agencies and private foundations. Typically these funds needed to be channeled to a nonprofit (501 c 3) organization. Getting recognized by the IRS as a nonprofit in order to produce a film is a lengthy, tedious and cumbersome process. FAF leveraged its nonprofit status and became a conduit — a fiscal sponsor — for tax-deductible and grant funded contributions. Julie Mackaman explains that it was FAF's relationships with both funders and filmmakers that made this sponsorship program work.

We work[ed] with every single FAF member who came to us for sponsorship on their proposal, and their budget, and their distribution plan, and funding plan as well as their treatment... We made huge seven-league strides in inspiring confidence among funders, that if they funded a FAF sponsored project that [the project] would have a relationship with FAF itself. And that we were not just a pass through, but there was a genuine relationship with our sponsored projects (25 June 14).

In return for sponsorship FAF received a 4-7% administrative fee for all funds received for each project. The fiscal sponsorship program was a net revenue generator. These fees provided much needed unrestricted earned income. It was in the filmmakers' and FAF's interest to make the process of receiving and disbursing this funding as painless as possible. In 2006 FAF was administering more than \$3 million dollars annually and sponsoring 200 productions. (This was down from the 270 managed in 2004.) This was a stressful period of fiscal crisis and greater than usual staff turnover. The stress was compounded by an NEA audit of productions for which FAF had been the fiscal sponsor. In 2007 the NEA auditor reported that,

We found that FAF did not maintain sufficient sponsoree [sic] expense documentation, may have represented ineligible organizations/individuals as their fiscal agent, did not consistently submit final report packages to NEA timely [sic], and did not always report actual expenses on final Financial Status Reports. We are questioning costs of \$2,493,055.... (1 Nov. 2007).

The audit was a multi-year process. Some have described it as the "audit-from-hell." This is an example of the kind of detail that NEA demanded:

I now need to do a random sampling of expense documentation. Could you please fax me the receipts, contracts, or invoices and a copy of the canceled check or proof of payment for the following itemized costs no later than March 30, 2007:

1/12/04 Manley's Wine & Spirits	\$ 43.42
1/16/04 Home Restaurant	\$ 65.35
Check 3850 1/29/07 Gas Tank Graphix	\$ 237.75
5/8/04 Comcast Cable	\$ 99.38
Check 1016 10/4/04 Gas Tank Grahpix [sic]	\$ 237.75
In-Kind documentation for office rental June - December 2005 (National Endowment for the Arts 04-3400-5085(r))	\$2400

Jane Clemmons was the FAF board treasurer who voluntarily took on the responsibility of satisfying NEA's ever-increasing volume of requests for documentation. FAF contacted each filmmaker in order to obtain documentation that was needed for the audit. All in all this was a three year process that grew from a request for information on one or two projects to investigating 25-40 productions. Examples of mismanagement include a \$25,000 grant from NEA in 2003 to fund a documentary, *The Prison Show*. FAF on behalf of the filmmakers had submitted requests in 2004 and 2006 for extensions of the due date for a required financial report. It was only in 2008 that FAF reported to NEA that FAF could not locate the filmmaker; that the film probably was never completed; that FAF had no way to account for the grant funds; and that FAF was unable to recover them from the filmmaker. (It's not clear from the documents provided by NEA under a Freedom of Information request if FAF was itself required to return the funds (National Endowment for the Arts 28 "03-3400-5070(r).").

Jane Clemmons worked with staff at FAF to improve the grants administration process so that records could be more efficiently accessed and maintained. In the end FAF was able to satisfy the auditors (Clemmons 18 July 2014).

The FAF Grant Making Program

There have always been a few private foundations — for example the MacArthur Foundation— and government agencies, for example the National Endowment for the Arts, and the California Council for the Humanities that have supported nonprofit film and video production. It was much more unusual for a filmmakers' organization to offer direct support to individual filmmakers. FAF created an "endowment" to directly support independent filmmakers. In 1984 the Film Arts Fund for Independent Cinema began awarding grants to

filmmakers residing in the Bay Area. Over the years FAF was able to disburse nearly \$1.3 million directly to over 350 independent filmmakers. The grants from FAF tended to be small, generally ranging from \$2,500 to \$10,000. Awards for production usually supported personal/experimental work, which although made on much smaller budgets than documentaries, were especially unlikely to receive funding from government agencies and private foundations. There were also grants for distribution and outreach, which mostly served documentary makers.

We decided to throw the weight of the program behind those artists who.... have little likelihood of being funded by traditional funding sources.... We wanted ... to demonstrate — especially to funders — that media artists should not be confused with dollar gulping Hollywood helmers ("FAF Grants Program").

Julie Mackaman describes the FAF model for awarding grants as "...based on transparency, inclusion, using the grants program to increase the knowledge base of the filmmakers. Trying to educate artists as panelists and decision makers" (25 June 2014). The awards committee included peer review by past awardees and local curators and programmers. Gail Silva: "We were trying to make filmmakers more successful.... Getting them on a panel reading proposals, they'd know in the future what not to do.... Everything was engage and educate (18 June 2014). 350 applications might yield 16 cash awards and 12 in-kind awards for a funding rate of 8%. Clearly demand vastly outstripped resources. Despite this harsh reality there is little record of complaints about the fairness of the process. (Not an unfounded fear. When the first grants totaling \$22,000 were made in 1984 one board member anxiously speculated that, "FAF just made 12 friends and 200 enemies!" (Tanner)).

Examples of recipients of FAF awards include:

Chuck Hudina (Black Heat), Susana Munoz and Lourdes Portillo (Las Madres de Plaza de Mayo), Deborah Brubaker (El Camino de los Zapatos), Rob Epstein and Peter Adair (Songs for the Living), Marlon Riggs (Tongues Untied), Barbara Hammer (X-Rays), Jay Rosenblatt (The Smell of Burning Ants), Doug Wolens (Butterfly), and Chip Lord (Awakening from the 21st century) (Coe).

In addition in-kind support awards were channeled to young and emerging filmmakers from “under-served communities” through the STAND program (Support, Training and Access for New Directors) created in 1996. STAND provided access to equipment and 25 hours of mentoring.¹² TILT (Teaching Intermedia Literacy Tools) became a program under FAF’s auspices beginning in 2004.

“TILT works within schools and community-based programs to teach young people the fundamentals of moviemaking and media literacy through hands-on training in video production. By equipping young people with the tools to critically understand media messages and to tell their own stories, we help students gain a meaningful voice in the media” (Michael Read qtd in Potsky).

Endowment of the Fund for Independent Cinema

FAF was rightly proud of the grants initiative. It was underwritten by what was publically described as “...a separate Endowment which is strictly in existence to fund FAF grants...” There were plans to create a fund raising campaign to nearly triple the endowment: “We are now rolling up our sleeves to boost the Fund for Independent Cinema from \$300,000 to \$1 million....” (Film Arts Foundation “Letter to solicit”). By 2001 the endowment had grown to \$600,000 (Coe). The endowment never exceeded this amount. It was invested in stocks, bonds, cd’s etc. The trajectory of awards rose and fell with the health of the endowment. Although discussion of the endowment funds surfaced from time-to-time among board members, more often than not it seemed that as board president Steven Ramirez pointed out, “...no one [is] really watching over them” (Ramirez "Finance Committee Notes" E-mail).

From the late ‘80’s awards from the Fund for Independent Cinema grew from about \$40,000 in cash annually to a high of \$69,500 in 2001. In 1999 awards were given out

¹² Today aspiring young filmmakers are more likely to look for supporters on Kickstarter, than they are to jump through hoops, hoping against all odds to receive grant support.

representing 8% of the endowment funds, which at that time were only growing at a rate of 4% annually (Film Arts Foundation “Finance Committee”). By 2004 the awards had declined precipitously to only \$24,300 (Film Arts Foundation “Film Arts Fund for Independent Cinema”). In that same year \$14,250 of endowment funds were spent on the administration of the grants program. In response the board passed a resolution to end the practice of “taking unrealized investment gains from the endowment to support operational costs (Film Arts Foundation Board of Directors 13 Dec. 2004).

Although it was the policy of FAF that endowment funds always be kept in a separate account from non-endowment funds, in fact these funds were not legally protected. Despite promises that “...individual media artists will continue to be funded in perpetuity” (Johnston “1998 Proposal Narrative”), there was no mechanism in place to keep this commitment. Gail Silva spoke up about protecting the endowment on several occasions, but to no avail.

I also want to urge a discussion of the Endowment and what guarantees we can put into place (perhaps in the the [sic] form of a written document) to protect this money and its ORIGINAL [emphasis in original] intent. It is truly painful to imagine backing off on a promised [sic] we made to the community and funders for this money” (July 2004).

By 2005 endowment funds had dwindled to about \$175,000 and no money from the endowment was being given to filmmakers as grants. By 2006, while FAF faced a projected \$120,000 deficit, only \$80,000 remained in the endowment. The board of directors facing a stark choice between using the “endowment funds” to pay on-going operating expenses or closing the doors, made the choice to tap the endowment. Even at this late date, FAF legal counsel, “Richard Lee said that if we use endowment funds, they should be treated as a reserve, i.e. we use them with the commitment of paying the money back to the reserve” (Film Arts Foundation Board of Directors 23 Jan. 2006). The board voted 7-0 to use the endowment if necessary to cover the

deficit, with the intention to treat it as a reserve. As FAF lurched towards collapse, the “endowment” disappeared (both in fact and from FAF financial reports).

The decision to tap the endowment was legal. But the merits of this decision are debatable. In the opinion of Julie Mackaman, the board should have gotten permission from the funders to use the endowment funds to cover debts (25 June 2014). But the choice to spend down the endowment was never made public— not to members who had donated to an “endowment,” or to funders like the MacArthur Foundation, which had contributed \$65,000 explicitly “[t]o establish a *permanent endowment* [emphasis added] for the grants program (Kaplan).”¹³

Film Arts Festival

From the earliest days of FAF there was a keen recognition that getting films funded and completed was only half the battle. Getting independent films in front of audiences was an equal or greater challenge. Work-in-progress screenings often brought groups of 60 to 90 peers together to offer support and sometimes sharp-tongued critiques. These in-house sessions focused filmmakers’ attention on the needs of the audience.

Funders encouraged FAF to serve the public as well as FAF’s members. It was very difficult if you are a service organization to get general money from mainstream foundations that are local, because we were self-serving. We were serving members. We weren’t serving the public. So part of the festival and the long term series... was to do things for audiences, which gave us visibility, which allowed us to get money from those pools, that we wouldn’t have gotten otherwise.... (Silva 18 June 2014).

Bob Hawk (exhibition coordinator 1985 –1993) was the driving force behind the creation of the Film Arts Festival. Over the eight years that Hawk coordinated the festival it grew from

¹³ Despite repeated inquiries MacArthur was unwilling to clarify the foundation's expectations regarding the endowment award; and if there were guidelines or reporting requirements regarding the use and disposition of the endowment.

three nights to five nights. By the late 1990's the festival was averaging 350 entries annually.

The first festival included the world premiere of the documentary *Las Madres: The Mothers of the Plaza de Mayo*, which received an Academy Award® nomination for Best Documentary Feature in 1986,¹⁴ as well as the premier of Trin T. Minh-ha's *Naked Spaces: Living is Round*. From the beginning the festival spotlighted important documentaries and experimental work. *Release Print* captured the feisty spirit of the festival in an October 1992 article: "Film Arts Festival: Bringing It Home in a Political Season" by editor Robert Anbian. The Film Arts Festival was a reflection of the best of Film Arts — not just the best work of FAF members, but also a reflection of FAF's commitment to advocacy, diversity, inclusion and transparency. Bob Hawk: "I was not a programming czar. I didn't dictate whether [an entry] is shown. ... [T]his festival was founded on the principle of consensus by committee" (Interview). The final selections represented FAF's big tent, and always included a thematically organized showcase, which would feature experimental, documentary and narrative work — often in the same program. In keeping with its mission to serve filmmakers, unlike most festivals, FAF paid a modest screening fee for exhibited films.

But "no good deed goes unpunished." "Exhibition was awful because someone always gets his nose out of joint" (Silva 23 June 2014). Bob Hawk remembers, "people coming into the FAF offices, coming to me and weeping.... [I] also had anger to the point where I feared for my physical safety" (Interview). Partially as a response to the disappointment felt by filmmakers not

¹⁴ Over the years, FAF members were nominated for over 30 Oscars. Winners included: *Deadly Deception*, Debra Chasnoff (Documentary, Short Subjects, 1991); *In the Shadow of the Stars*, Allie Light and Irving Saraf (Feature Length Documentary, 1991); "Days of Waiting," Steven Okazaki (Documentary, Short Subjects, 1990); *Common Threads: Stories from the Quilt*, Robert Epstein and Jeffrey Friedman (Feature Length Documentary, 1989); *The Times of Harvey Milk*, Robert Epstein and Richard Schmiechen (Feature Length Documentary, 1985).

included in the festival, a late night open screening became a tradition at the Film Arts Festival. This was a continuation of the tradition of “first-come-first-served” open screenings, evenings of beer and short films in the FAF offices.

Hawk believed that his role and FAF’s mission was to serve as an ambassador for Bay Area independents. He religiously attended the Berlin and Sundance Festivals, always working to raise the profile of FAF and its members. Hawk offered members one-on-one consultations regarding festival and distribution strategies, and vigorously promoted their work to festival programmers, exhibitors, curators, and distributors. David Munro was just one of the FAF filmmakers who benefited from Hawk’s efforts. Munro writes that, as a member of the [Sundance] selection committee, Hawk was “influential in getting it [“Bullethead”] shown.”

Bob Hawk’s abrupt departure from FAF in 1993 came as a shock to many in the community. “When he was just suddenly gone, the result was kind of astonishing; people got really mad at FAF.... [It] was a cataclysm in the organization’s history” (Mackaman 28 June 14). “What prompted their anger was that FAF had, in Hawk, a deep resource and treasure that belonged not to the organization but to the larger community – and that we had been inadequate and negligent stewards of this resource “ (Mackaman “Bob Hawk” E-mail). Board minutes at the time (20 April 1993) only mention in passing that Hawk left “because of a personal emergency” and that his departure has been “stressful on the staff.” Hawk has made it clear that his resignation was not because of burnout or overwork (Interview). The proximate cause was an intra-staff dispute. Hawk’s departure “...just savaged and ravaged the staff. We brought ... in [someone] to do family counseling with us. Because we were so shattered. I mean it was just devastating” (Mackaman 28 June 2014). The board allocated \$200 for “consulting about staff

concerns.” (This incident is worth noting as an example of the kind of staff tensions, which would later become a contributing factor to the demise of the organization.)

The Film Arts Festival successfully continued under a series of directors for many years. In 1997 for example the Festival ran for five days and had 4,500 attendees. In addition to the Film Arts Festival, FAF created exhibition opportunities for filmmakers at curated series at San Francisco’s Yerba Buena Center for the Arts and on public television station KQED.

The Film Arts Festival had played a critical role in creating the public perception of FAF’s identity. But by 2004 Danny Plotkin, FAF associate director, thought that exhibition was, “...one of our most mediocre services without a strong message” (“Program Assessment”). In its waning years, competing festivals in the Bay Area swamped the Film Arts Festival. The last Film Arts Festival (the 21st) was in 2005. 50 new works were shown, but income of \$26,000 fell short of projections. While departing director Gail Silva admonished the board not to “underestimate the value of FAF as an exhibitor” (Silva “Recommendations and Reflections”), interim director Janis Plotkin believed in “cutting programs, not people... [and proposed that] ...the festival should be put on hold or let go” (Film Arts Foundation Board of Directors 14 Nov. 2005). A survey in 2006 counted as many as 76 film festivals in the Bay Area (Hayashi). As FAF faced increasing budget constraints, the losses incurred by the Film Arts Festival became unsustainable. FAF staff saw “education and making art” as the main mission of the organization. Film programming was no longer considered central (Film Arts Foundation Board of Directors 23 Jan 2006). Little-by-little the programs and the *raison d’être* for the organization were disappearing.

Advocacy

At the annual members meeting in 1981 discussion included “...moving into the role of advocacy for independent film in the Bay Area” (Film Arts Foundation “Minutes”). Later that year the FAF Planning Committee went further suggesting: “Increase outreach to the national community by way of greater advocacy for independent film including coalition building with other like groups throughout the country.” *Release Print* was FAF’s primary forum for advocacy. FAF supported independent filmmakers in their struggles for freedom of expression.

Robert Anbian’s tenure (1984-1996) as RP’s outspoken editor significantly shaped FAF’s voice and reputation.

In the decade I’ve edited RP I’ve argued for alternative, oppositional media independent of both market dictates and government censorship....[W]e became alternative because we faced war, social injustice, lying newspapers and tv, and a soporific culture that was making a joke of democracy (“goodbye/hello”) [T]he advocacy part of it was really key to me what it was really about.... It was a self-selecting community that was on the left.... I had more license to take an advocacy role and to me, it was just political up and down the line...(Interview).

Anbian’s articles include pieces like: “News Briefs: NEA Update;” “ITVS Gears Up, Fights CPB Obstructions;” “SF Film Commission Gets Earful of Problems;”¹⁵ “The New McCarthyism;” “Hot NEA Showdown Due Mid-June;” “Where to Write, Call;” “Local Coalition Plans Free Expression Fest;” and “Speaking Freely: Telecommunications Act Is Assault on Public Space.” Although advocacy was critical to FAF’s self-image and mission, there was some concern from the board of directors that advocacy might threaten FAF’s nonprofit standing. As a result *Release Print* began to publish a disclaimer (in 1985) asserting that FAF didn’t take positions on legislation, and that signed articles did not necessarily reflect the opinion of the organization.

¹⁵ The San Francisco Film Commission knew its audience. Advertising in the March 2000 issue of *Release Print*, they proclaimed, “There’s nothing wrong with a healthy distrust of government. * Just get your permits first....[Y]ou may think of us as *The Man*, but we’re here to help.”

Over time, with succeeding editors and a changing political environment RP would become noticeably less vociferous.

FAF's support for independent filmmaking ranged from speaking out in response to criticism and perceived attempts to censor path-breaking Bay Area documentaries like *Dark Circle* and *Tongues Untied*, to spearheading a national campaign to create the Independent Television Service (ITVS). *Dark Circle* is a documentary made in 1982 at the height of the Nuclear Freeze Movement. It takes a comprehensive look at the nuclear fuel cycle from mining, to nuclear power and the production of nuclear weapons. In 1985 San Francisco public broadcaster KQED agreed to serve as the presenting station for PBS. But both KQED and PBS later rescinded the offer of a national broadcast. Robert Anbian managed to reach PBS programmer Gail Christian hoping to get a response to the controversy.

"I got through to the gal and I just asked her 'What?' and she just went 'Well, listen. How the hell did you get through to me? Who do you think you are asking me a question like that?' I said, 'Well, you're a public agency.' She said, 'Fuck you' and hung up on me. And I thought well, there is a great story (Interview and *Dark Circle* E-mail).

Christian had defended *Dark Circle*, and made the original PBS offer to air it. But her boss Barry Chase, vice president of news and public affairs, was opposed, and in February 1986 she withdrew the offer to broadcast the film. FAF and *Release Print* mobilized criticism of KQED and PBS, and rallied support for *Dark Circle*. Although it won numerous awards, including the Grand Prize for Documentary at the Sundance Film Festival, and went on to receive a national Emmy Award for "Outstanding Individual Achievement in News and Documentary," *Dark Circle* wasn't broadcast on public television until 1989 on the POV series.

Tongues Untied (1989) is a poetic, graphic, passionate portrait of black, gay men. In the midst of the AIDS epidemic, the film pulled no punches in its demands for dignity and civil rights. "*Tongues Untied* was motivated by a singular imperative: to shatter America's

brutalizing silence around matters of sexual and racial difference” (Riggs). The film was partially funded by a \$5,000 grant from the Rocky Mountain Film Center, part of the American Film Institute/NEA Regional Fellowship Program, and by \$3,000 from the Film Arts Fund for Independent Cinema. Its broadcast in 1991 on approximately 2/3 of U.S. public television stations was met by attacks and furious criticism led by Rev. Donald Wildmon, president of the American Family Association, and other “protectors of traditional values.” Pat Buchanan, for example, used excerpts of the film in an ad airing during his 1992 presidential campaign. The broadcast of the film resulted in Congressional calls to end funding for both the National Endowment for the Arts and PBS. *Tongues Untied* had premiered at the Film Arts Festival. Festival director, Robert Hawk remembers *Tongues Untied* as perhaps “my most thrilling experience with the Film Arts Festival” (Interview). FAF stood by the filmmaker, and Robert Anbian and RP championed the work, especially because of the withering backlash it had provoked. See for example the September 1991 issue, which included “Tongues Retied?: The Maker of *Tongues Untied* Takes on His Critics” by Marlon Riggs.¹⁶

FAF joined with filmmakers and media arts centers across the country in a ten-year campaign to persuade the U.S. Congress to authorize and fund the creation of the Independent Television Service (ITVS). Finally “[i]n 1988, Congress mandated the creation of a service dedicated to independently produced programming that takes creative risks, sparks public dialogue, and gives voice to underserved communities” (ITVS). Independent filmmakers were successful in demonstrating that the Corporation for Public Broadcasting had not lived up to its obligation to support programming that served diverse audiences. This is an important and

¹⁶ See *Public Television: Politics and the Battle over Documentary Film* for a full discussion of the controversies over both *Dark Circle* and *Tongues Untied*.

complicated story, which deserves fuller treatment than is possible here. FAF played a leading role in the campaign, and *Release Print* covered the struggle over the many years it took to create ITVS. Members were mobilized and created a phone bank to encourage supporters to contact Congress. Given that FAF was mobilizing support to advocate for legislation (generally not permitted by nonprofits at time), efforts were made to limit the use of staff time and resources related to lobbying to less than 5% of the operating budget (Film Arts Foundation Board of Directors 18 June 1981).

Gail Silva, FAF executive director, participated in countless strategizing meetings and was a key player in the Association of California Independent Public Television Producers and the National Coalition of Independent Public Broadcasting Producers (NCIPBP). She was among the leaders instrumental in nominating the first board members for ITVS. The Corporation for Public Broadcasting resisted efforts of NCIPBP to create the board. "... candidates would not be limited to those suggested by the coalition..." (Gerard). Ultimately Larry Daressa from California Newsreel, chair of NCIPBP, was nominated and served on the ITVS board for six years. As a result of FAF's leadership in this campaign, the organization began to be seen as a regional media arts center with a national reputation. By 1991 FAF was being feted in New York by the Museum of Modern Art in a month-long anniversary tribute, "FAF at 15: Film Arts Foundation, S.F."

Throughout the many changes of editors and the turmoil that would engulf FAF in its declining years, there was an on-going commitment to films as agents of social change. As late as the July/August 2006 issue of *Release Print* then editor Michael Read featured articles like these in a special section entitled "The Activist Camera:" "Unleashed: Robert Greenwald, Activist Distribution, and Brave New Films;" "Sleepless in Iraq — Sabotaging the Sound Bite;"

"The Evolution of Revolution Summer;" "Where's Our Dykeback Mountain? — LGBT Media at the Crossroads;" and "The Movie or the Movement? —A Conversation about Activist Filmmaking."

Challenge and Change

"...[T]here is this myth that organizations are founded, and they're going in perpetuity, and the reality is that it's not how that functions. They all have life spans" (Jack Walsh Interview). Organizations may be like living things. The seeds of inevitable decline and demise are implanted at birth. Proleptically we can see the shadows cast by unexamined assumptions. Jack Walsh, a former FAF board president, and a long-time executive director of the National Alliance for Media Arts and Culture (NAMAC) has speculated that the legacy of FAF's founding narrative was so powerful that it limited the view of what FAF might become to what it had always been.

Film Arts Foundation was born as a grass roots organization run by and for filmmakers, and its first commitment is the film and video artists who form its membership. FAF has remained true to its founding purpose, supporting independents who seek an alternative to the commercial industry (Film Arts Foundation Long Range Plan).

What had made FAF uniquely successful was the tenor of the times, its commitment to members, and its place in the Bay Area media ecosystem. What led to FAF's demise was dramatic change in each of these areas. As the new millennium approached, existential challenges to FAF grew and gathered force. Gail Silva reported to the FAF board that,

People will likely buy their own digital equipment as prices become more affordable.... FAF should look at *Release Print* as it relates to the web.... FAF will need to find a new space when the lease is up [at rented office space] in August, 2002... the space will be more expensive and require more staff and money to operate it.... FAF must find a way to increase staff salaries substantially and to retain its employees longer (Film Arts Foundation Board 13 March 2000).

Gail Silva seeking funds for strategic planning laid it out to the Nathan Cummings Foundation: “...our once-hefty cash reserve has dwindled [to only \$20,000 in 1999].... Simply put, with each year it is becoming too expensive to continue to operate our successful organization” (Letter to C. Brown). She went on to present a vision for change that FAF may never have been fully committed to.

We will seek ways both to remain relevant to young artists who use the Internet instead of art service organizations as a principle source of information and other resources, and to challenge them to throw the weight of new technologies on the side of public interest media.

In fact the demographics of FAF were skewing “older.” By 2004 27% of members surveyed were 41 to 50 years old and another 27% were 51 or over. The 2006 member survey included comments like:

“.... it seems that Film Arts was founded in part to put the means of media production into the hands of everyday folk. The mission is obsolete.... bad customer service out of date information old equipment [sic].... FAF is way to [sic] arty and way to [sic] doc-focused...FAF has long seemed stuck in the past....[FAF] used to feel warm and quirky not [sic] it just feels old and tired.”

YouTube “how-to’s” and a sense of “push buttons/make-a-film” made classrooms seem “so last century;” the creative energy of talented young people was shifting from making media for social change to making apps for billions of dollars.

There were multiple inter-connected and over-lapping changes, which complicate a linear explanation of FAF’s decline. Contributing factors include: digital technology, the creation of the Ninth St. Independent Film Center, governance issues, and funding challenges. These challenges grew and gathered force, culminating with FAF closing its doors on August 19, 2008.

Digital Technology

Former FAF Board Chair Henry Rosenthal believes,

[t]he advent of the digital age ... really spelled the death knell for the organization because the organization was slow to adapt to the digital revolution, and ... the democratization of tools. It was a blow from which Film Arts never really recovered, because it could never really find its place anymore, because people didn't need it. They didn't need that centralized repository of equipment and knowledge anymore. It was everywhere (Interview).

In hindsight it's clear that FAF was not the most nimble of organizations. FAF was slow to adapt — a reluctant, rather an early adopter. This was true in the transition from film to video, and from analog to digital production. "... the nature of the medium was changing and we were really committed in some kind of significant ways to legacy media" (Mackaman 28 June 14).

By 1999 income from FAF's rental of flatbeds had fallen precipitously from 40% to 7% of facility revenues. A 1999 FAF report on digital equipment: "The requests for digital gear has been overwhelming, and to ignore them we *may* [emphasis added] be jeopardizing our value to new and potential members who desire to work digitally" (Film Arts Foundation "Notes from Facility Manager"). In 2000 FAF's response to the increased use of digital cameras and nonlinear editing was to add these tools to its rental inventory, which always continued to include ever more antique analog film equipment. But all too soon FAF found itself saddled with under-used video editing suites because desktop systems had become widely available in the homes and studios of Bay Area filmmakers.

FAF's private funders recognized the impact of digital cameras and editing systems more quickly than the organization itself did. In 2000 the MacArthur Foundation ended its years of support to media centers across the country. "As digitization made video making easier and more

affordable during the 1990's, MacArthur tapered its funding of media centers, making the last round of these grants in 2000" (Elspeth Revere qtd. in Kaplan).¹⁷

The Bay Area is a hub of technological innovation. Ironically FAF was never at the forefront of the information revolution. As early as 1987 an outspoken FAF member, tried to light a fire under the organization, imploring the board to put FAF's informational resources on-line. Julie Mackaman: [W]e were[n't] futurists, and could see where it was all going.... We had this real wacky member, this really off-the-wall guy named 'Fire.' He was such a fly-in-the-ointment about the Internet.... I really remember thinking this like 'oh, great what we need... is one more way for people to get [to us] to ask us for more'.... [W]e were so not geared up for that kind of change" (28 June 14).

In a 1997 member survey over 80% of those responding said they would use the FAF website "if it existed." A review of FAF's website on an on-line archive, ("Wayback Machine") demonstrates that only in 1999 was there a fully functional site with clear links and a reasonable design. Robert Anbian, the former editor of *Release Print*, was re-hired in 2003 as the development director. He proposed to revamp the "information pages" of RP, and create an on-line clearing-house. The idea was to make FAF the "go-to site" for vital information about grants, festivals and job opportunities. Anbian's recommendation was to

"[r]etire RP [*Release Print*] with full honors and introduce: state-of-the-tech information delivery services for members; fee based info products for non-members; other low-cost/higher impact marketing tools for both the organization and its members" (Film Arts Foundation Film Arts Strategic Action Plan for 2004).

Although information about funding and distribution was available on other sites, Anbian believed FAF was uniquely positioned to leverage its reputation and experience, increasing its

¹⁷ In fact MacArthur did make one last substantial grant of \$250,000 to FAF in 2001 in order to "... establish a reserve fund and for other institutional purposes" (MacArthur FAF Portfolio).

reach and potentially its membership. The initiative was rebuffed. Even if Anbian's proposal had been implemented, it's not clear that it would have resulted in increased membership or advertising revenue. Moving RP and/or education to the web might have reduced costs, but probably not enough to overcome FAF's structural deficit.

FAF had never truly come to terms with Web 1.0, and never developed a presence on social media. (“[We] [d]idn't have the staff bandwidth” (Turnure-Salleo).) In 2004, the very year that the first Web 2.0 conference was held in San Francisco, 81% of FAF members surveyed reported that they still didn't access *Release Print's* on-line features. These include only three areas of content: “web exclusive” supplements, archived “members only” content, and a collection of columns pertaining to legal issues. 50% of those who used the FAF “members-only” section of website rated it as only “somewhat useful.” The FAF website was finally updated in September 2005, and received about a million hits a month. But FAF never fully took advantage of the transformative power of the web. Simone Nelson, the director of development complained in 2006:

It's maddening for us here at Film Arts, as you are aware, to be a media arts organization on the forefront of independent voices in film and media and to have such an outdated website/resource tool to communicate with – we should be able to stream film clips and have our website be a powerful digital media tool and resource for our membership, our filmmakers to the community and the world and we can't b/c we don't have the \$ needed to do it but I think it's an absolute necessity for the future of Film Arts.

The irony is that FAF, created as a peer-to-peer resource, was unable to successfully transition from face-to-face networks to virtual networks.

The Ninth Street Independent Film Center

From FAF's earliest days there had been discussion about the benefits of owning a building as a media arts center. Perhaps prophetically, Prescott Wright wrote to co-directors Gail Silva and Chris Dorr as he was stepping down as chair of the FAF board in 1979, advising that

... such centers around the country are fraught with poverty and political difficulties.... I have found that grass-roots support here has been at best momentary, often destructive, and at best conjured.... I cannot recommend that FAF pursue the expansion into or the creation of an independent filmmakers center... (19 Sept. 1979).

The rising commercial real-estate market in San Francisco exerted both a push and pull on FAF. Faced by the prospect of a five-fold increase in rent, ownership seemed to offer the prospect of long-term stability and likely asset appreciation. The Ninth Street Media Consortium was a unique partnership of four Bay Area nonprofits created to purchase a three-story building that they would jointly own and operate. FAF's partners included the San Francisco Jewish Film Festival; the Center for Asian American Media, (formerly the National Asian American Telecommunications Association); and Frameline, an exhibitor and distributor of LGBT films. All of the partnering organizations except FAF were primarily narrowly focused exhibition and/or distribution organizations with clearly defined constituencies. FAF's much broader mission was to serve independent filmmakers with an array of production, postproduction and educational services. While the commitment of the "identity constituencies" of FAF's partners grew and strengthened, FAF's base of independent filmmakers became evermore segmented and difficult to define. The FAF leadership saw the creation of the Ninth Street Independent Film Center as a capstone project, which would recognize and secure its role as a pre-eminent media arts center.

What some saw as FAF's boldest initiative might have been the biggest contributor to a financial deficit, from which FAF was unable to recover. The acquisition of the Film Center was

a complicated undertaking, which involved a joint purchase of the facility with for-profit investors led by developer Steve Oliver. FAF was perceived as the most of established of the four organizations. It had the largest budget; a substantial base of active members; and a strong track record with both San Francisco and nationally based foundations. FAF with its needs for classrooms and editing facilities planned on having the largest footprint in the building.

The four members of the Ninth Street Media Consortium initiated a multi-year, multi-million dollar capital campaign. The members of the consortium agreed to individually raise funds from their own sources, as well as to seek additional support as a “consortium.” The organizations agreed that ownership would be equally shared among them, regardless of any differences in the amount each group raised towards the purchase price. “[I]n their egalitarian progressive way they decided that it shouldn’t be prorated by how much money you put in. They were all equal partners — 25% of the building” (Hayashi). Specifically the Memorandum of Understanding confirms that, “The parties agree that the Phase 1 funds will be treated as if they were raised by the Consortium regardless of the funding source.... (Ninth Street Media Consortium 4). However in Phase II of the \$6.9 million Capital Campaign designed to buy out the for-profit investors, funds raised by an individual partner in the Consortium were applied to a reduction of the member’s occupancy costs.

FAF and its three partners in the consortium moved into the building in September 2002. The costs of acquisition and ownership included not only a substantial down payment and debt servicing, but also operating and maintenance costs. Monthly contributions were assessed proportional to square footage used. FAF with the most space — 43% of the 21,600 square foot building including the entire first floor — made the greatest monthly payment. FAF’s annual

expenses grew to be almost five times the previous overhead in their rented office — an increase from \$40,000/year to \$190,000/year.

The capital campaign for the Ninth St. Film Center placed increasing demands on executive director Silva.

In the past year [I] spent approximately 35 percent of work hours each week on matters related to the purchase, fundraising, legal issues and structural governance of the new Ninth Street Consortium.... [I] personally stepped back from most day-to-day management of departments and no longer attend department head meetings (Silva “2001-2002: A Review and Scan”).

A position of “associate director” was created in response to the increasing demands on the executive director. Nevertheless it seems that both the day-to-day management of FAF, and on-going fundraising unrelated to the Ninth Street building needed more attention and more resources than were available. When Robert Anbian returned to FAF as development director in 2003, he discovered that,

[n]one of the funding applications lined up to what they were actually doing. They just made shit up. Whatever the funder wanted to hear, then they would give a title to something maybe, but the programs and the funding things are not synced up. They had no strategy for developing the kind of things the funders are being attracted to.... (21 Aug. 2014).

There was direct competition between the capital campaign for the Ninth Street building, and a simultaneous deficit reduction campaign. Facing growing deficits in 2004 FAF launched an emergency “Member2Member” appeal, which raised \$55,600. Despite these efforts, the following year board president Steven Ramirez reported that “...our situation is just as dire as it was then, in fact the situation is as bad if not worse” (Film Arts Foundation Board of Directors 11 April 2005).

Gail Silva maintains that the costs of purchasing the Center were not excessive, and that acquiring the building was not responsible for the demise of the organization. On the other hand,

former board chair Henry Rosenthal believes, “.... in retrospect it was a mistake.... [owning the building] did drastically increase our costs and cripple the organization beyond repair”

(Interview).

The protracted and extremely expensive purchase strained the ability of FAF to raise funds from foundations and private donors to underwrite the cost of its program services. After the Ninth Street capital campaign had ended, grant support to FAF in 2006 declined to \$327,345. This was less than a third of the more than \$1 million received annually as grants during the capital campaign from 2003-2005 (Film Arts Foundation 2007 990). While expenses increased, membership began to decline, never coming near a projected goal of 5,000. Membership plummeted by about 60% from a high of 3,400 in 2000 to 1,400 members in 2008. As membership declined, while foundation and government grants became more difficult to secure, the board, staff and the executive director become increasingly embroiled in a dysfunctional spiral of blame and vituperation.

Staff Management

FAF grew from a single, part-time unpaid volunteer director to a paid staff of over twenty. In 1979 Gail Silva and Chris Dorr were hired as part-time “co-directors,” although the FAF board objected to the title as “too-cumbersome” (Film Arts Foundation Board of Directors 17 March 1979.) For “legal purposes” they designated Chris Dorr as executive director. At this time FAF had 45 members, and not much more than \$150 in the bank. The organization was being dunned for the unpaid leases on a typewriter (\$289) and a copying machine (\$481.25). Early memos were sent to legal counsel Richard Lee begging for a used answering machine. In fact, Gail and Chris were told to go out and raise their own \$625/month deferred salaries. Ten

months later, having successfully secured grant support, they then had to negotiate with the board of directors for back pay. It was a sometimes bumpy start-up process. On September 19, 1979 and again on the 20th Prescott Wright, the chairman of the board directors wrote to the new “co-directors.” The second letter included 15 points of instructions and requests with the caveat that “...much of this may seem like busy-work.”

Despite the birth pains, there was a culture of service and community. For the first eight years “[t]he personal commitment of a few people powered the organization’s growth...(Film Arts Foundation Long Range Plan 19). In the early days working for a nonprofit was a vocation. “[T]he staff was very earnest, it was very dedicated to the organization.... We were able to make decisions kind of with consensus, which was pretty easy to arrive at” (Mackaman 28 June 14). But this vocation was actually an underpaid “labor of love.” This was not unique to FAF. In fact, the sustainability of nonprofit arts centers was predicated on the subsidy provided by under-valued labor. John Kreidler, a program officer at the San Francisco Foundation, saw the handwriting on the wall in 1996 when he wrote:

This large, mostly white, and relatively affluent [baby boomer] generation ... provided most of the *discounted labor* [emphasis added] for the surge of arts production and formation of new nonprofit arts organizations.... The most elemental force in the massive growth of arts organizations ... was the arrival of a large new generation of artists and other arts workers who were willing to support their work through discounted wages....

Julie Mackaman confirmed that this was the case at FAF.

...for [a] long period of time [we] were mostly white, we were mostly college educated, we were mostly you know kind of liberal arts background ... you know we were mostly ... kind of political, kind of you know progressives.... the kind of organization that we were running... kind of required people who didn't need very high salaries, ‘cause we weren't paying them very much’ (28 June 14).

In the early years, passion and dedication fuelled multi-year commitments to FAF. For those that could afford to work there, FAF offered exciting, challenging work — a creative atmosphere

and some benefits. Anyone who worked 20 hours or more had full medical coverage. This was unusual for a small nonprofit at the time. “But it was the right thing to do” (Silva 23 June 14). By the ‘90’s benefits also included a 403b retirement fund. Employment was seen as another way for FAF to support filmmakers. For many, FAF was an entry-level position, a way station. (“I was never sorry when young people left.... It was like a stepping stone”¹⁸ (Silva 23 June 14). For students or recent graduates a job at FAF offered a modest salary, health insurance, and especially for budding filmmakers significant networking opportunities.

For the most part there was little formal training or staff development. Employees learned on the job. “I hired people that were smarter than I was, and let them do their jobs.... I thought I was hiring creative people, and so there was no point in me looking over their shoulder all the time. There wasn’t time” (Silva 23 June 14). As late as 2003 Silva would comment in a staff performance evaluation that, “As with most staff at the Film Arts Foundation his education has mostly been passed on by others or self-taught. Some outside classes would be beneficial” (Film Arts Foundation “Employee Performance”). Gail Silva had great ambitions for FAF, and high expectations of herself and others. She had a well-earned reputation for generosity to members, but she recognized that at times she was more likely to offer criticism than praise to her staff.

Staff said I was nicer to the filmmakers than I was to them. They may have been right about that...I’m a person of a certain generation... I’ll be impressed when any of them

¹⁸ Fenton Johnson, *Release Print* editor from 1983-1985 went on to become an author of acclaimed fiction (*Scissors, Paper, Rock*), and nonfiction (*Keeping Faith: A Skeptic's Journey*). “I can trace so many aspects of my professional life back to working at Film Arts... in certain ways you could say that it permeates everything that I do.... I could have been paid a little more” (Interview). Julie Mackaman, co-director of FAF went on to put her grant writing and development skills to work for a variety of nonprofits — most recently the Clark Art Institute. Chis Dorr, also a former co-director, was later an executive at Walt Disney Studios and at Universal Pictures.

work as hard as I do...’cause they are all half my age. And then people get crabby to the members on the phone. I said, ‘Look this is public service’... I wanted people to stand up and say ‘Can I help you?’ Not ignore them and talk to their friends on the phone (Silva 23 June 14).

However unconventionally FAF was managed, the system seemed to working for a long time. In 2000 the California Arts Council gave FAF its highest rating “for organizational effectiveness and exemplary management.” Yet in that very year there were signs of a brewing storm. Susan Jacobson prepared a report for the Ninth Street Media Consortium. She interviewed the executive directors of the members of Consortium and Bay Area foundation officers. Her report include the following (unattributed) comments:

- FAF is going through some major crises from what I get from the ground.
- FAF’s board has had a conflict in values going between older filmmakers and new non-filmmaking younger board members.
- It will be problematic rallying FAF’s board if they are having confusion about who they are.
- There is a misalignment between FAF’s board, staff and field.

High levels of staff performance weren’t sustainable. As times changed, FAF’s low wages and long hours made it harder and harder to attract talent.¹⁹ Staff turmoil²⁰ and discontent were

¹⁹ For example in 2004 two offers for the job of “information page editor” were turned down because the salary offered wasn’t enough. In 2006 salaries, except the executive director, were still quite modest. The highest salaried employee, the executive director earned \$71,568 (Film Arts Foundation 2007 990). (Surprisingly this was about 25% more than the executive director had earned in 2002. For comparison the executive director of Association of Independent Film and Videomakers based in New York earned \$55,000 in 2004.) Other staff salaries were considerably less. The editor of *Release Print* earned \$40,000 in 2007. Support staff salaries were generally less than \$30,000 per year.

²⁰ Low salaries were one factor among several in accelerating staff turnover. Both Fidelma McGinn, executive director and Lisa Foster, director of development resigned in the same month in 2005. This was followed over the next six months by the resignation of Tina Bartolome, Youth Education Associate/ TILT Program; Alicia Schmidt, Operations Director; Dan Teixeira-Gomez, the Technical and Facilities Manager; Merrie Snead, Sponsorship and Grants Manager; and Donald Harrison, Membership Director — all employees of Film Arts for several years. (Film Arts Foundation “Film Arts Foundation Final Report Grant #2005-6359.”)

significant contributing factors to the call of some members of the board of directors for a change of leadership — for Gail Silva to step down. (Robert Anbian recalls visiting FAF after he had resigned as RP editor, “There was total crisis at Film Arts ...the atmosphere was awful, it was like walking into a prison....” (Interview).)

Board of Directors: Elections and Responsibilities

“There is a culture within boards, and they shift depending on the combinations of people and who assert themselves. And Julie [Mackaman] and I [were] pretty good at putting together people who were engaged, intelligent, wanted the best for the organization, were not in it for their own sake” (Silva 23 June 2014). FAF members thought of the organization as a community of independent filmmakers, run by and for filmmakers. At its founding, the board was comprised of active filmmakers who were personally committed to the success of the organization. As membership grew and programs developed, the responsibilities of the board grew too.

Some nonprofit membership organizations create a competitive slate with multiple candidates for each board position. In others, like BAVC, the board itself chooses its members. In the first years the FAF board was entirely self-selected. In 1981 at an annual membership meeting I offered a motion that the membership elect the board directly. This change was adopted, but it had little impact on the outcome of the board election process. Despite FAF’s democratic ethos, the board historically operated more as a central committee, than as elected agents of the membership. The practice at FAF was for the board of directors to handpick all of the candidates and to present the chosen slate at an “election party.” Members could make nominations from the floor, but this was never a serious alternative to the board-approved

selections. Almost without fail, whatever small proportion of the membership was in attendance would accept the board's slate by acclamation. "Speaking on behalf of the 1996 [board] nominating committee, Shelly Diekman introduced the five candidates for the 1997 FAF board With no additional nominations for the floor, the slate was elected unanimously" (Johnston "FAF Finishes '96" 48). The Chair of the FAF Board Affairs Committee, Brian Eley explained how things worked to the 2003 board nominated slate: "Although you've been selected to be on the board, you still need to be officially "voted" [quotation marks in the original] on as a slate at our January members meeting (date TBD). No worries though. It's really just a formality." Much to the board's chagrin this was the election in which a successful self-nomination from the floor would prove the rule.

Doug Wolens was elected to the FAF board on January 30, 2003 on a platform of "Take Back FAF. *The direction and future of FAF is at stake." It was board president Henry Rosenthal's opinion that Wolens had "... bullied his way onto the board" ("Board Conduct Action"). In response to Wolen's election, the board adopted newly instituted "Standards of Conduct."

Board members and staff shall not engage in verbal conduct, such as epithets, derogatory jokes or comments.... All forms of unwelcoming and/or intimidating physical conduct are prohibited.... Give and expect social courtesies from each other.... [R]efrain from propositioning staff.... *It is never appropriate for a board member to publically correct staff and board members; additionally, board members should avoid complaining about other board members or staff* [emphasis added] (Film Arts Foundation "Standards of Conduct").

"I think he will be plenty pissed when we spring the code of conduct on Monday, since he will know even when we deny it that we are setting him up" (Lee "Enjoy Your Vacation"). Wolens was outspoken about the perilous state of FAF's finances. He did acknowledge that his conduct at meetings was inappropriate.

I wish to apologize for my comments and actions the other night at our board meeting. I am sorry for agitating each and/or any of you personally, for causing you difficulties as a board or staff member, or for making it difficult for you to function in your capacity serving Film Arts. Please know that it was not my intent to be disrespectful to any of you ("Monday's Board Meeting").

The Board was preparing to call a hearing to expel Wolens. They were relieved when, after a tumultuous year, Wolens citing “rude treatment,” “ridicule,” and “mistreatment” wrote that with “great consternation, I have decided to step down from the Film Arts Board...” (Letter to Henry Rosenthal).

The following year (2004) a proposal was presented to the board to change the election process. Some members claimed that nominations from the floor were “unfair,” noting that the names of the nominees weren’t even written on a chalkboard. Further “... it was readily apparent that the membership felt that there has been a serious disconnect between itself and the board” (A Proposal to Change the Board Election Process). A self-appointed Member Advisory Committee (MAC) recommended that FAF:

Revisit the board election process, which we believe needs to be more democratic. Many of us belong to a variety of membership organizations that have free, open elections.... We also want to ensure democratic representation of the candidates and believe that the nomination process should be open and not shaped by a committee. (Letter to FAF Board and Staff).

It wasn’t until the board election of 2006 that members were allowed to vote electronically. In the on-line election only 165 members voted — a 4% return (Film Arts Foundation Board of Directors 10 April 2006). Procedures for 2007 required self-nominations to be supported by signatures of 1% of the membership. In this election participation fell by nearly 50% — 87 members voted. The election in 2008 was postponed because no applications were submitted. As “Rome burned,” the board continued to fiddle with election procedures. Email balloting was to be replaced by returning to in-person voting at the next annual membership meeting.

Members had been voting with their feet for some time. Thousands had not renewed their memberships. It's fair to say that most members were indifferent to the process of governance. When FAF was delivering programs and services fairly and relatively efficiently, most had little interest in diverting their attention from their films to the ins-and-outs of managing the organization. The election process was consistent with the general lack of transparency about governance at FAF.²¹ In theory board meetings and the books were open to all members. And after a request at the 1981 membership meeting, summaries of board meetings and the time and place of these meetings were published in *Release Print* (Film Arts Foundation "Minutes of FAF General Membership Meeting"). These summaries tended to be more promotional, than substantive. There is no record of full board minutes being archived on the FAF website. Members, except when solicited in special fundraising campaigns, were generally not invited to participate in discussions about the challenges FAF faced over the years. The Board's decisions to co-purchase a building, to cancel the Film Arts Festival, and to cut back on the publication of *Release Print* are examples of initiatives made without member consultation or discussion.

Over time the roles and responsibilities of board members evolved. The board developed strategic plans; reviewed equipment acquisitions; approved the creation of new programs; set policy for the FAF Grants Program etc. With increased funding, came increased accountability to funders. For example, the board needed to become more diverse. 20% of FAF's funding was coming from the California Arts Council, the San Francisco Art Commission, the San Francisco

²¹ This was a persistent concern, which would surface again during the difficult process of seeking an executive director to succeed Gail Silva. Rick Tejada-Flores, FAF Board member: "One of the recurring issues that has been expressed by members, and also by members of the board of directors, is the lack of openness and transparency of the decision-making process" (E-mail).

Foundation and the Hewlett Foundation all of whom expected the board to “represent the local population and FAF’s clientele” (Million “Board Nomination”). On most nonprofit boards there is an explicit understanding that board members are responsible for directly contributing to the funding goals of the organization. This wasn’t the case in the early years. “As a FAF board member, you’re neither obligated nor expected to raise funds for the organization” (Fletcher 2). As active filmmakers, many board members had relatively little in the way of personal financial resources. Richard Lee, FAF Counsel:

... there wasn’t a culture at Film Arts of having board members be contributors, there was resistance and resentment. As we started to try to morph to that, the people [who] were already on the board were like, ‘That’s not what I bought in for, and I can’t do that, and that’s not me’ (7 July 14).

Complicating the situation for documentary filmmakers on the board was that their funding sources were usually related to the specific issues raised in their films. Diana Fuller, a former board member, and Eric Hayashi, a former executive director, have suggested that there was an inherent tension or even competition between the efforts of board members to fund their own productions, and FAF’s own attempts to tap what some perceived as the same pool of potential donors and foundations (Interviews). But in fact, issue-orientated foundations underwriting documentaries aren’t the most likely supporters of an arts membership organization. Instead there was a push to find “people of means.” Julie Mackaman recalls,

That a part of the tension was in board development really trying to find ... you know ... people who had money. And people who had friends with money to be frank. You know, and people who could generate financial support from the private sector, and make us less dependent on grant income (28 June 14).

Henry Rosenthal was on the board of directors from about 1990 through 2004. He was a film producer, and was in a position to make donations directly to FAF.

I was targeted as a candidate [for the board] because I think I represented that bridge between the maker and the world of people [with money] —I guess they perceived me as

someone who has raised money for films, who was maybe more savvy about money, and who could help move the organization to a more stable place financially, and they saw me as a player in that role.... I was one of the bigger contributors to the organization, and tried to rally support everywhere I could (Interview).

By the time of Rosenthal's tenure the expectation for board members had changed, "to give, get or get off." Rosenthal estimates that over the years that he served on the board he contributed more than \$50,000 to FAF (Interview). He and his sisters also provided loans totaling \$100,000 to the Ninth Street Consortium to support the purchase of the Film Center.

... during the time I was there we began to institute mandatory annual giving for the board and set guidelines for those. They weren't onerous. They were modest by any standards. But it meant different things to different people. So we're talking about... \$1000, 2000, 2500. Things in that range. And those commitments were laid out to perspective board members (Interview).

By 2004 board members' annual contributions equaled \$30,000. By 2006 each board member would become responsible for contributing or raising \$5,000. Changing expectations changed the culture and make-up of the board. Recruitment efforts expanded beyond the filmmaker members of FAF. Financial expertise, corporate experience, personal wealth and connections to private wealth, all become considerations in the recruitment of board members. Eventually, in 2007 a year before FAF would close its doors

... board membership jumped from 10 to 15 total members. The newest members include[d] film financiers, attorneys, former producers with Hollywood studios, our first New York board member, and others who are comfortable talking about money, asking for money, and managing money (Film Arts Foundation "Film Arts Foundation Final Report Grant #2005-6359").

But attracting these kinds of board members had been difficult. Rosenthal: "We struggled to keep the seats full during the years that I was there. We had to drag people onto the board" (Interview). It was during Rosenthal's time as president of the board that FAF faced some of its greatest challenges. As funding from foundation and government grants became more difficult to secure, the board and FAF director Gail Silva become increasingly caught up in bitter

disputes.²² Although Gail Silva was not literally a founder of FAF, more than anyone else she was seen as the driving force and the public face of the organization.²³ Elizabeth Schmidt identifies four attributes of “founder’s syndrome:

The first is a sense of *grandiosity* [emphasis in the original] —that the organization is the founder’s, and it exists to serve his or her ego (or pocketbook). The second is an *inability to delegate*—poor management on the part of the founder. The third is an *inability to make a smooth transition* from the founder to new leadership. And the fourth is an *unwavering dedication to the original vision* for the organization.... The common element in each of the symptoms described above is a breakdown in governance.

Various board members attributed most or all of these characteristics to Silva. She has herself suggested that the tensions between her and the board might be described in terms of “founder’s syndrome,” not that she would agree with the “diagnosis.”

One of the earliest records of board concerns about Silva’s effectiveness dates from June 1, 2000. A memo prepared by Laurie MacDougal, an organizational management consultant, outlines six possible scenarios in response to the “Executive Director Conundrum.” These include 3 ways to **Keep Gail** [emphasis in the original]: Invest in her. Sideline her. Or change the scale of the organization. The alternative was to **Replace Gail** — and to convince her to retire gracefully, or address the boards lack of confidence in Gail and “act swiftly.” The memo advises that replacing Gail “should be c [sic] strategized with an eye to damage control.” By September the executive committee of the board directors was reporting that MacDougal recommended hiring a “Managing Director to reduce the workload of Executive Director” (Film

²² These pressures were by no means unique to FAF. Ruth Goldman in her study of Squeaky Wheel/Buffalo Media Resources, reports that we shouldn’t “... underestimate how overworked the staff and board are and how crazy the day-to-day workings of Squeaky really are” (180).

²³ “Silva is San Francisco's doyenne of independent film” (Ng). “She is flinty, blunt, coldly critical...but Silva’s contribution to Bay Area film is nothing short of profound.” (Fox "Essential SF: Gail Silva").

Arts Foundation Letter from the Executive Committee). The recommendation wasn't implemented, because financial resources were insufficient.

At board retreat in 2000 it was clear that efforts were needed, "...to heal the wounds at FAF among Board and staff" (Protopapas). It would take through October 2005 and beyond for this drama to play out. Although the FAF Personnel Policy Manual called upon the executive committee of the board of directors to evaluate the executive director, there appears not to have been a formal evaluation process before 2002. By 2002 rising discontent among staff members was brought to the direct attention of the board. This prompted a call to formally evaluate the executive director. Henry Rosenthal recalls, "The whole issue of evaluating Gail [Silva] was hugely contentious on the board. The thought of evaluating Gail—Who are we to evaluate Gail? Except it's our job to do that" (Interview).

In a meeting in June of 2002 Jan Masaoka of CompassPoint Services (a consulting service for nonprofits) recommended to FAF board member Julia Segrove-Jaurigui that FAF undertake a 360-degree evaluation process (Film Arts Foundation Board of Directors 9 Dec. 2002). A dozen years later, most people I spoke with still had strong feelings and opinions about this process, which they were reluctant to discuss in detail. Jack Walsh offered one of the more dispassionate recollections of that period.

Several staff members went to the board to complain about Gail [Silva]...[S]taff members should not be talking to the board about leadership.... I think that once you set up a relationship where staff members don't understand the relationship between a board and executive director, and they think that they have free access to those people the floodgates are just open.... [The board]... did a 360 evaluation of Gail.... that came up with a set of results that were told to her in a way that was not, in my opinion and as a manager, the way you do it. You basically do an evaluation, you present the results, you set some baselines and you work towards improvement. That's kind of what you do.

The 360 evaluations did confirm significant staff dissatisfaction from the 14 staffers who responded to the survey. (The overall average rating of the executive director was "2.076" on

what was most likely a typical 5 point scale (Film Arts Foundation “EXECUTIVE DIRECTOR STAFF EVALUATIONS”).) On January 27, 2003, Gail Silva received a 5-page letter from executive committee of the FAF board of directors, which cited “a disappointing and less than satisfactory performance review.” She was presented with instructions to prepare a series of reports in the next 60-75 days. These included:

- The development of a cogent strategic plan (due 2/2003)
- Detailed plans for a board/staff retreat (due 2/2003)
- An organizational plan for staff restructuring
- A draft plan for resolving problems with staff morale and retention (due 2/10/03)
- Comprehensive plans for professional development of Membership and Sponsorship staff
- Comprehensive plan regarding the executive director’s role *vis a vis Release Print*
- Comprehensive plan for professional development of the executive director (due 2/15/03)
- Comprehensive plan for the Ninth Street Consortium’s fundraising plans (due 3/14/03)
- Comprehensive plan for Film Arts’ general fundraising (due 2/28/03)
- Comprehensive plan for developing an effective working partnership with the FAF Board

(Film Arts Foundation “Performance Evaluation for Gail Silva”)

No resources or support were provided by the board to accomplish its directives (Brown).²⁴ The letter of December 31, 2002 was followed by a formal performance evaluation of the executive director on January 27, 2003. This letter contained the Board’s evaluation as distinct from the 360-review process. The report included (unsubstantiated) accusations of unprofessional behavior.

Schmidt suggests that it is difficult for a “founder” to respond to challenges and accusations. There is a “... widespread belief that denial is a major part of Founder’s

²⁴ Months after these reports were due, Silva did secure the Stanford Graduate School of Business – Center for Social Innovation Fellowship for a two-week residence in July of 2003. She was invited to participate in the Executive Program for Nonprofit Leaders –Arts.

Syndrome.... This belief makes it almost impossible to defend oneself without simultaneously exhibiting a symptom of the disease.” In response to what she describes as “Mau-Mauing” Silva says, “I am really not good with adversity. ...I am not good at arguing. I’ll shut down “ (11 July 2014). Silva responded in writing to the January 27, 2003 evaluation. She notes that she felt “misrepresented.” She went on to reply in detail to the particulars of some of the critiques she had received. Regarding reports of her “erratic behavior,” she notes on-going medical issues, which may contribute to the stresses of “...balancing two jobs: running an organization and securing a building. Either job alone is difficult and fraught with pressures: together they are doubly demanding” (Silva “Response to 2002”).

This process produced deep divisions and a factionalized board. This is often reductively described as Gail Siva vs. Henry Rosenthal. Jack Walsh, explained it this way:

Well, I know that it got very complicated between Henry and Gail. And it became a very personal thing. And it really moved out of any professionalism and really just became personal, and I think that Henry overstepped his role. I think that he was trying to do it with the best intention.... And I think Gail became more isolated and paranoid about stuff, and I think that there wasn’t a sense, from the encounters that I had from each of them during that time, that it wasn’t ever going to be resolvable and that it wasn’t going to come to a good ending....

Diana Fuller, a board member at the time characterizes the situation this way:

Why it [FAF] dissolved? It was the board against Gail. They felt Gail was incompetent. It’s as simple as that...I really think that the board became so at each others throat that getting rid of Gail was the principle thing they wanted to do... I felt that was an unjust way of treating Gail....[T]hat made me angry (Interview).

Henry Rosenthal:

I had the love for the organization and I had given it my money and time and I wanted to see it thrive... I saw my role as coming up with an exit strategy for Gail and a succession strategy... I am not a guy who became drunk with the power of the board chair.... I wasn’t Gail’s adversary, she perceived me as that, but all I was doing was trying to get her to see the bigger picture that her continued presence was damaging the organization (Interview).

In fact Rosenthal has asserted that Silva intentionally destroyed FAF.

In 2002 in response to the board's negative evaluation of her leadership, Silva wrote:

I no longer want to be in a position where scrutiny of the staff is my responsibility. My job should be defined as primary spokesperson, fundraiser in conjunction with the Development Department, liaison with the Board of Directors, guardian of the Film arts Mission, and service provider to the independent film community.... I would oversee the financial health of the organization and fully participate in decisions that determine Film Arts' future direction (Silva Response to 2002)

In an ever more rancorous environment²⁵, the board became determined to remove Silva from her position as executive director. "It is clear to me (and the majority of the board, I believe) that it is no longer appropriate for Gail to remain as ED [executive director] of FAF" (Rosenthal "Letter" E-mail).

Robert Anbian, the former editor of *Release Print*, as noted previously, had rejoined FAF as development director in early 2003. By April he had become acting managing director, as

²⁵ A sample of emails written by two prominent FAF board members includes references to:

"...truly nasty individuals with impure motivations;" "... a new very creepy board member...;" "...so surly and bitter it was a pain in the butt to deal with her....;" "...[] was quiet and can't run a meeting to save his life....;" "...As for the [] gripes, fuck 'em....;" "...[] has never done anything but insult me, [] is a snake...;" "...As for [], she has a drinking problem and a thinking problem....;" "... she'll worm her way into the position....;" "The continuing vilification of [], and now [],enrages me....;" "I want you to know how incredibly slighted and insulted I am....;" "You have told me to my face that you do not feel safe in my presence. Has something changed?..." "After the whining and finger pointing is over and done with....;" "My guess is that there will be a power struggle ahead....;" "I have been furious at [] for her recent shenanigans....;" "...[] is upset because [] touched her inappropriately recently....;" "This is how she had created a climate of fear and intimidation for years....;" "I am regarded as a pariah in this community....;" "I will continue to call her on her shit until it stops or until she is gone."

All of these remarks were made despite a recognition that, "I don't think emails are a good way to communicate sensitive info, especially since Outlook Express is so vulnerable. In the past year, we've sent a lot of emails that were confidential, so I'm suggesting we stop doing that."

These emails are in the collection of the author, but for obvious reasons, they are not included in "Works Cited" or identified by sender.

well as director of development and marketing. He reported directly to the board, not to Gail Silva who still retained the title of “executive director.” “We made a secret deal with the board, me, Gail in which I would actually run the organization and Gail will continue to be the nominal head of it...” (Interview). A board member accompanied Anbian when he announced these changes to the staff (Film Arts Foundation Board of Directors 21 April 2003). As might have been expected, this stopgap solution wasn’t without challenges.

After the announcement of my managerial responsibilities, about half the staff rallied. The other half remained suspicious, and among those a few were negative. I had frank exchanges with them, and they question having another management imposed on them, question the board’s right to do so, and complain that the board should have come back to them for some kind of approval. Two feel I’m too demanding. One staffer feels we should reorganize as a collective. (I promised to pass all this on and now I have.) (Anbian “Ariane's Resignation”).

The FAF by-laws were amended in December 2003, giving all powers customarily vested in the office of president to the chair of the board of directors, and further specifying that the president not be an officer of the board (Film Arts Foundation Amendment to the bylaws). By January 2004, as a face-saving strategy, Gail was “promoted” to president, with responsibilities for maintaining the relationships she had developed over 25 years with members and donors. Her new contract allowed the board to require her, if they chose, to work outside the FAF offices. Silva was effectively “kicked upstairs,” if not actually out the door. Gail Silva: “It was just a fancy title. I wasn’t in charge. They wanted me around because I had raised so much money.... They were interested in raising more big bucks” (18 June 14).

The former board co-president, Julia Segrove-Jaurigui, who had signed Gail’s evaluation in 2002, described how she thought these changes should be managed: “... we use PR to finesse the situation with members and the community and make Gail look like a saint. She shouldn’t worry, besides, it’s not in our best interests to make this look like a demotion.” There was an

obvious reluctance on the part of FAF's board and staff to "sound the alarm," and give the impression that the ship was in danger of sinking. Doing so may have scared off potential funders, whose support was more critical than ever. This reticence ensured that at the moment of FAF's greatest challenge, there was a conspicuous lack of transparency.

It was at the annual meeting that members learned for the first time that Gail was no longer FAF's executive director, and that the organization was facing an unprecedented deficit and financial crisis. All of this came as a shock and surprise to many members — "At the recent annual meeting there was lively debate..." (Film Arts Foundation Background). Emotions ran high and the mood of the annual membership "party" was far from festive. Henry Rosenthal remembers being shouted down from the audience. "I was accused of being like an Iranian... I was in shock. I was not expecting this" (Interview).

One response to the turmoil was the formation of the previously discussed self-constituted "Member Advisory Committee." It was composed primarily of former FAF board members, and two current board members who were "concerned about Gail Silva's feelings of insecurity in the current situation." The committee recommended that Gail Silva, board chair Henry Rosenthal and former board presidents jointly sign a fundraising letter to "allay qualms that Film Arts is in the midst of bruising internal fight and re-establish credibility with members." The memo went on to suggest that former board members meet with major funders "who have expressed concerns about Gail's change of position at FAF;" and that the staff be invited to discuss their feelings and clarify their concerns. The committee optimistically expressed a wish that this crisis be used "as an opportunity to strengthen the organization" (Members of the Advisory Committee Letter to FAF Board, Staff and Members).

In response to the urging of Member Advisory Committee, acting executive director Claudia Viek followed up a “late-in-the-day” meeting with Hewlett Foundation program officers: “Thank you for meeting with Gail [Silva] and myself last week to discuss the transition at Film Arts. We appreciated your candor regarding the lack of communication during this period, and hope we have been able to rectify that to some extent.... I promise to keep you informed of our progress” (qtd in "Meeting with Film Arts Board Executive Committee”).

Meanwhile Richard Lee, FAF counsel, had been strategizing responses to the Member Advisory Committee. He wrote to board president Henry Rosenthal, regarding the hiring committee for the new executive director, who would replace Gail. He suggested that, “we need to have people friendly to Gail on the committee so that the *swelling masses of discontents and their conspiracy theories are kept at bay* [emphasis added]” (Items E-mail). As *ad hominem* exchanges over the job announcement for Gail’s successor as executive director raged, Gail counseled: “Excuse me, but this is getting us nowhere...the sensitivity training should start with all of us on how we treat each other in this hiring committee!” (Draft ED Job Announcement).

The divided board had created a divided administrative structure. The leadership at FAF was split among a fractious board of directors, Gail Silva, as nominal president, and a revolving door of interim and “permanent” executive directors and development directors. It was unrealistic to expect that Gail and “her replacements” would function efficiently and harmoniously.

In a 2004 staff survey, 74% of respondents reported that they agreed or strongly agreed that “I feel stress on the job;” 60% disagreed or strongly disagreed that “Management clearly communicates its organizational goals and strategies to me;” and 40% were somewhat or very dissatisfied with their position at Film Arts. Comments from the survey included: “Every thing

feels held to together by a band aide.” Responses to “What would make you more satisfied with your present job? — “A business & strategic plan; better communication from the management; more leadership...about where the organization is headed... (not just tighten our belts and keep doing what’ve always done)” (Survey Monkey Tuesday Dec. 14, 2004).

Gail Silva resigned as FAF president and severed her ties with FAF in October of 2005. (“Local legend Gail Silva left her position as head of Film Arts... amid rumors of factionalization of the board that had made her job untenable” (Hakim).) The first “permanent” executive director, Fidelma McGinn, resigned shortly after. Development director, Holly Million summarized the situation in an E-mail to the Fleishacker Foundation:

....[i]n the most recent two years just passed, Film Arts experienced significant leadership upheaval....From November 2005 to September 2006, Film Arts had one executive director, three interim executive directors, and five directors of development... our relationship with out past foundation supporters were neglected... by 2007, we were left with only two government funders, three private foundation funders, and two corporate foundation funders, all giving at reduced levels (Message to Christina Ebel).

For better, and in hindsight, perhaps for worse, the volunteer members of the FAF board took on more of the management and administration of FAF. Despite several strategic planning initiatives, the leadership never successfully envisioned the kinds of structural changes necessary to put the organization on financially sound footing.

End Game

In early 2004 FAF consultant and interim director Claudia Viek proposed that FAF seek a two month deferral of its rent at the Ninth St. Independent Film Center, and reduce the publication of *Release Print* from 6 issues to 4 per year. By August of 2005 Film Arts had “exhausted all [of its] cash and is now going into [its] credit line to cover day-to-day expenses” (Film Arts Foundation Board of Directors). Even without the costs of the struggle over

leadership, the scale and scope of the changes in the production and distribution of independent media might still have forced the demise of the organization. As early as 1996 Kreidler had laid it out:

Surely, the most vulnerable organizations are the small and medium size arts groups that have had the highest reliance on inexpensive labor and grants.... For many small and medium size arts organizations, fine tuning of costs and income sources may not be enough. The departure of the founding generation of artists and administrators, and the subsequent inability of organizations to recruit employees of comparable skill and commitment, may be fatal. The loss of one or two key funding sources, usually in the form of previously reliable governmental or foundation grants, may have the same effect....

Eric Hayashi was the last of the executive directors to follow Gail Silva. He served from 2006 until his precipitous removal in 2008.²⁶ “So basically three weeks after I arrive, we go into emergency fundraising...We had a structural deficit of a quarter of a million dollars.” He was told that the fundraising target was “a million three to a million six.” Hayashi’s ideas for revitalizing FAF included a never-implemented call to create regional FAF offices outside of San Francisco, and the re-launching of *Release Print* as *Film Arts* discussed previously. At the very time of FAF’s greatest challenges, FAF was amazingly

... exploring the possibility of establishing a physical presence in the East Bay.... The 15,000-square-foot building has tremendous potential to be developed into a film center which would include small office space for independent filmmakers, classroom facilities, and a screening room (Million “2007 Grant Proposal”).

²⁶ In 2002 Gail Silva had been criticized by the board of directors for the then unusual step of summarily firing the editor of *Release Print* (Film Arts Foundation Performance Evaluation). After she was no longer at FAF, it became standard procedure for a staff member be given only a short time to gather personal belongings before being shown the door, and marched out of the office. “There’s a certain way to do it and it’s the corporate way.... You always have someone with you; you tell them in a nice way we’re going to part company; you sign a document (nondisclosure); and ‘we need your keys now;’ and you walk them out the building.... I was shocked “ (Hayashi). Hayashi was more shocked when he was on the receiving end of this impersonal process.

On March 24, 2008 FAF posted a plea for support on its website:

Despite our good work, Film Arts has found it increasingly difficult to survive. Fewer foundations and government entities are supporting media organizations and independent production. In 2007 our successful fundraising campaign brought in \$500,000 in total donor support. This included \$200K in foundation grants to be paid out in late 2008-2009. However, our debts have grown, our cash flow has tightened, and we have had to cut salaries and reduce our staff while maintaining the programs that we offer (qtd. in Sully).

Initiatives designed to secure major cost reductions might have been taken years earlier.

It's true that the Film Arts Festival was not presented after 2005. And FAF's operating hours were reduced at the end of 2005. But there was no attempt early on to sublease a portion of FAF's space in the Ninth St. building, which could have been part of a larger strategy for a reconfiguring the organization.²⁷ As the end approached, only incremental steps were made to limit expenses. On Feb 21, 2008 executive director Eric Hayashi wrote to the consortium that, "[t]he Film Arts Foundation needs to significantly reduce its footprint in the building and reduce its rent obligation as soon as possible." The idea was to cut expenses \$2,000 per month (Film Arts Foundation Board of Directors 14 Jan. 2008). There was a small reduction in the FAF's square footage at Ninth St. Programs were reduced and operating hours were cut further.

Facing a \$250,000 deficit and shortfalls so immediate and drastic that payroll couldn't be met, the board spent its final months considering options that proved to be "too-little-too-late." "Our staff is in disarray and have lost all confidence in their ED [executive director] and the board. The organization is functionally insolvent.... and the community is waiting to see if we will fold or somehow reinvent ourselves" (Prell). The final choices were stark — bankruptcy or merger. Bankruptcy was an unpalatable option. Leaving suppliers and staff unpaid, and trails of

²⁷ After FAF's departure in the midst of the 2008 recession, the Ninth Street Media Consortium was able to find tenants (the Global Film Initiative and the San Francisco Women's Film Festival) for the FAF offices, which had occupied the entire first floor and part of the second floor of the building.

recrimination were not a legacy anyone wanted for FAF. After spending down the “endowment” and facing a cash-flow hemorrhage, FAF’s most substantial asset was its equity in the Ninth St. Independent Film Center. Although there was a provision for a buyout of equity, this wasn’t a viable option for FAF’s three partners. They didn’t have the cash and refinancing wasn’t a possibility. FAF’s equity in the Ninth St. building was inaccessible unless the consortium sold the building. As Kerry O’Conner, program associate, Performing Arts at the Hewlett Foundation has described it, the Ninth St. Independent Film Center was a “house-of-cards.”

Richard Lee, longtime FAF counsel, forcefully recounted how he presented this potential disaster to program officers at the Hewlett Foundation. The Hewlett Foundation had been a major supporter of FAF. Hewlett had provided FAF over \$1.4 million for programs and operating expenses from 1983 through 2007. In addition they had contributed about \$1.75 million to support the creation of the Ninth St. Film Center (McGuirk E-mail). Richard Lee spelled out that a forced sale of the Ninth St. Independent Film Center under pressure of FAF’s bankruptcy would destroy that investment.

Hewlett was fed up with Film Arts and I remember I was on speaker phone and they were in conference room down in Palo Alto and ... I could feel the frost from here, and I could feel that the program officers were just saying we cannot put more money into this organization and everything. ‘We’ve heard this time again and it’s not happening blah blahblah....’ [T]hey’ve gone on for 45 minutes and they were about to say ‘get the fuck out of here, we are not giving you anything more.’

And I said, ‘... if Film Arts can’t pay its bills, it’s going to file a bankruptcy petition. When we file a bankruptcy petition, the bankruptcy trustee will come in and will force a liquidation of the building ... and this will destroy all the other organizations that are in that building. So the reason that it makes sense for you to help at this point is to help us with the end game so that Film Arts can get out of the building. Give up its equity in the building. Pay its bills, and move on without hurting the other organizations....’ There were debts that had to be paid and the creditors weren’t going to stop (Interview).

The Hewlett Foundation gave the Ninth St. Consortium a grant of \$250,000, which the Consortium used to buyout FAF’s 25% equity in the building. Fortuitously, Hewlett’s check

arrived just days before the financial crisis of 2008, and Hewlett's loss of millions of dollars. The amount of \$250,000 was based upon a calculation of FAF's outstanding debts and obligations. It was not based on the actual cash value of building. (By 2007 the building had appreciated by \$700,000. FAF's share was \$175,000 (Million "2007 Grant Proposal").) In addition the Consortium received a \$100,000 loan (later forgiven) from the Walter and Elise Haas Foundation.

With Hewlett's Capital Funding grant and a PRI Loan from the Walter and Elise Haas Foundation, Ninth Street was able to purchase the Film Arts Ownership Interests in the Consortium for \$350,000. This agreement included some forgiveness of debt on Film Arts lease and back rent, in addition to a small amount of allocated office space and services afforded at no additional cost to Film Arts until July 2009 (Ninth Street Media Consortium "Report Type: Final Narrative & Financial").

The Consortium used this \$350,000 to cover FAF's back rent and to buyout FAF's 25% equity in the building, and in turn FAF used these funds to pay its outstanding debts and avoid bankruptcy. KC Price, former Managing Director of the Consortium described the situation as "...one of the most painful things I'd ever been through."

What Ninth Street has gained from the Film Arts shortfall is that action must be taken more swiftly when there are warning signs, such as inability to pay rent. Additionally, Ninth Street will never be as vulnerable to the failure of one renter, since no one organization will occupy over a third of the building again (Ninth Street Media Consortium Report Type: Final Narrative & Financial).

The FAF board wanted to preserve as many of FAF's services and programs as possible. A merger or more likely a transfer of services and programs to another Bay Area nonprofit seemed like the best alternative.

Takeover

Once again Kreidler's crystal ball proved to be accurate:

In a few instances, small, weakly capitalized arts organizations eventually declare legal bankruptcy, though the more common pattern is to retreat from a position of operating as a year-around organization, and instead operate from project to project as resources permit. Another tactic is to abandon operation as an independent nonprofit organization, and to function thereafter under the aegis of a nonprofit fiscal sponsor. Some attempts at merger are also in evidence, but examples of success are few in number.

Over the years since their founding in 1976 FAF and BAVC had considered joining forces. In 1982 when founding BAVC executive director Gail Waldron was moving on, FAF considered and ultimately rejected the possibility of merging with BAVC (Film Arts Foundation Board of Directors 1 Dec. 1982). In May 2004, interim FAF Executive Director Claudia Viek wrote to the FAF board. "I recommend...[a meeting] with the leadership of BAVC to seriously discuss strategic collaboration...The real or perceived overlap between these two organizations is constantly raised by funders, members and the public" ("Memo"). In 2005 Janis Plotkin, interim executive director, began talks with Judy Holmes Agnew. Agnew knew FAF well. She was a member of the FAF board of directors in 2003, when she became executive director at BAVC. Agnew saw the merger as an opportunity to create efficiencies, attract donor support, and create an opportunity that would strengthen both organizations. Plotkin urged the FAF board to move forward with a proposed merger hoping to time it with the approaching 30th anniversary of the founding of both organizations in 2006. On its face this would seem to be a reasonable and attractive solution to the crisis at FAF.

Both FAF and BAVC were membership organizations offering classes, fiscal sponsorship and access to equipment. (A 2006 survey showed that nearly 45% of responding members of FAF were also members of BAVC.) A report from a FAF subcommittee at the time notes that FAF and BAVC had "complementary cultures." FAF was characterized as having a "sense of

community” and BAVC was noted for its expertise in training (Film Arts Foundation Discussion of Possible Merger). The FAF-BAVC Exploratory Committee warned in 2006 that not acting then, might be “a missed opportunity.” There is some speculation that the organizations had been “sibling rivals” for too long for FAF to be able to gracefully be merged with or, as some may have feared, subsumed by BAVC. Whatever the reason, the FAF board decided in 2006 to look for another new executive director and push on.

In 2008 Ken Ikeda, BAVC’s executive director, was aware of the fiscal crisis facing FAF. He contacted the Hewlett Foundation to discuss the possibility of BAVC merging with FAF (Interview). At the time Ikeda initiated contact with Hewlett, FAF had already entered into negotiations about a merger with Graham Legget of the San Francisco Film Foundation (SFFS). BAVC was interested in the Ninth St. property, facility access, exhibition, public programs, youth programming and fiscal sponsorship. It was not interested in education, *Film Arts* magazine or membership, and thought that perhaps the SF Film Society could absorb those components of FAF (Ikeda).

The Hewlett Foundation was a supporter of BAVC, the Film Arts Foundation and the San Francisco Film Society. According to Ikeda, representatives from Hewlett, FAF and BAVC held a preliminary meeting. FAF wasn’t interested in pursuing the discussions. Steve Ramirez, FAF board president at the time, had concluded that “[BAVC] didn’t have much to offer...” (Interview). Ikeda describes both the SFFS and FAF as being under significant financial stress at the time. Hewlett supported their merger, which could be seen as leveraging Hewlett’s support, by strengthening the SFFS. Previous efforts at cooperation between FAF and SFFS had foundered on the clear differences between the mission and culture of the two organizations. As Legget described it, "The Film Society and Film Arts are thought of as two radically different

organizations.... One is seen as scrappy, oppositional, and political, the other is seen as an Ivory Tower that doesn't give a toss for filmmakers....” Speaking of the plans for SFFS to takeover some of FAF’s programs, Leggett went on to say, “We have pure hearts. We absolutely believe that it's the right thing...we will prove it not through rhetoric but through activities, actual programs and events” (qtd in Hernandez). Richard Lee was among the most skeptical of those who questioned the choice of SFFS as the successor organization to FAF. He recalled that FAF had been originally founded because the SFFS didn’t meet the needs of Bay Area filmmakers. Lee remembers his impression that Graham Leggett had a vision that

.... the San Francisco Film Society was going to be the best functioning media arts center for independent filmmakers in the country... And it didn’t take me very long before I realized that 1.) This guy was sincere, and 2.) [He] had the vision and the “schmoozability” to actually pull it off” (Interview).

The announcement of the unwelcome news that FAF was gone was combined with an upbeat promise. “Welcome to our celebration...” (qtd. in Hakim), Leggett enthused as he announced that many of FAF’s core programs and services including fiscal sponsorship of 250 FAF projects in process, as well as future productions, a grants program, an education program, and a magazine would carry on under SFFS’s banner. The agreement between FAF and the SFFS specified that FAF give the SFFS its electronic files for education, magazine, membership, website, advertisers, editorial and production services –vendors, fiscal sponsorship and members. SFFS promised to make available substantial portions of the digitized archives of *Film Arts* (and *Release Print*) magazine from 2004-2008, and promised to continue to print the magazine. SFFS would offer only half the number of classes FAF did. But SFFS would expand its exhibition of screenings and events by and for Bay Area filmmakers, including an annual festival in the summer probably named SFFS/Film Arts Festival. It was agreed that one former FAF board member would serve on SFFS board. In addition SFFS would raise funds to design and maintain

a Film Arts Foundation history website, as a living tribute to the Film Arts Legacy (Krinsky). To smooth the transition key FAF employees would move to SFFS. Members of FAF would now become members of SFFS (Krinsky). This would be supported by a grant from the stalwart Hewlett Foundation of \$240,000 to the SFFS “[f]or incorporation and stewardship of filmmaker services once provided by Film Arts Foundation” (San Francisco Film Society). At the same time SFFS contracted to pay FAF \$35,000 for consulting by Nov. 15, 2008 (National Endowment for the Arts 29 Sept 2009). And finally FAF would legally administer a \$45,000 grant from NEA for classes that were advertised as SFFS classes. All in all a quite complicated set of inter-related financial transactions.

Unfortunately after Graham Leggett’s sudden and untimely death, the vision was lost. SFFS was never able to support a widely distributed magazine. There is no SFFS festival devoted to Bay Area filmmakers. There is no education program for filmmakers at SFFS. SFFS does offer fiscal sponsorship and a national rather regional grants program, with a focus on feature narrative film and documentaries. (This is a distinct contrast to FAF’s strong support for personal and experimental film.) SFFS isn’t a networking hub, and many Bay Area filmmakers are estranged from or indifferent to it. SFFS’s most important and best-known program is still the annual San Francisco International Film Festival. Unfortunately SFFS never fulfilled Leggett’s vision of becoming “the best functioning media arts center for independent filmmakers in the country.”

Legacy

The values and missions that have sustained these [media arts] centers are more important and relevant than ever. They can inspire and instruct the next generation of media makers that have emerged in the digital age with high expectations for a public media culture....

(Kirkman "Expert Testimony" E-mail).

FAF provided support and inspiration to independent filmmakers for over 30 years. Over 3,100 projects passed through its doors. Perhaps it grew too big, too fast, and didn't respond quickly enough to new challenges and opportunities. But an organization, like the people who comprise it, is much, much more than the sum of its flaws, mistakes and weaknesses. There are no simple lessons or easy conclusions to draw from the story of FAF. Perhaps it's not reasonable to expect community-based organizations, always structurally under-funded, to be equipped to survive rapidly changing times better than well-capitalized commercial ventures. More than other sectors of the economy, media making is especially volatile because of its inextricable link to technology and to changing social norms.

Additional research will be needed to determine how best to create sustainable media arts centers that would serve a new generation of media makers. FAF's experience can offer several insights, with the caveat that "looking in the rearview mirror is not a reliable form of navigation." It would seem that idealism may be incompatible with institutionalization, and that growth is not an end in itself. This is particularly true of a membership organization, whose services required at least a 40% subsidy from grants and donors. While foundation and donor funding may support project-based initiatives, these cannot guarantee long-term institutional sustainability.

Would it be possible to create a nonprofit, that didn't have a structural dependency on constantly rising fundraising targets? An entrepreneurial "fee-for-services" model might be an alternative. The goal would be to earn enough to cover expenses, create a reserve, and pay reasonable salaries, but not to earn a profit. Independence from investor and fundraising pressures, might offer a way forward. But governance, management, transition issues, and rapidly changing paradigms are challenges that every enterprise will face.

What might a 21st century media arts center offer?

- Value added exhibition and screening program offering speakers, workshops, panels etc. at a range of price points.
- Community center/café — for works in progress screening; a place for face-to-face networking
- Professional development — fee based classes and seminars
- Fiscal sponsorships
- On-line, ad-supported hub that focuses on regional events, local filmmakers and resources with links to festival and equipment reviews.
- Vigorous and sustained interactive social media practice

Although these services are similar to much of what FAF strived to offer, the difference is that each would be designed to be self-supporting. It's not at all clear where the start-up capital for these enterprises would be found. On the other hand, a long-term public/private partnership could be sustainable in a way different from year-to-year dependency on an ever-shrinking pool of grants. For example the Made in NY Media Center is a public/private partnership that focuses both on economic development and on fostering a sense of community. Today media arts centers like BAVC and the Media Arts Center San Diego continue to adapt and

evolve, finding new ways to serve emerging voices and underserved communities. Perhaps FAF's most enduring legacy is the knowledge that independent moving-image makers working together can make a difference, empowering themselves and their communities — bringing their visions to life.

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