

MINUTES OF A MEETING OF THE BOARD OF CONTROL OF THE ART STUDENTS LEAGUE OF NEW YORK HELD MONDAY, SEPTEMBER 16, 2019, PURSUANT TO NOTICE DULY GIVEN, AT THE OFFICES OF STEPTOE & JOHNSON, 1114 SIXTH AVE., NY, NY.

1. The meeting was called to order at 5:20p.m. with President Thomas Harvey in the chair.

Board of Control (BoC) Members Present: Thomas Harvey, Mary Jo Anzel (by telephone), Ezra Bookstein, Beth Berns, Charlotte Bialek, Cathy Blake, Robin Frank, Luz-Mary Harris, Robert Morris, Julia Salinas, Raj Shahani, Jeff Sundheim.

Also present: Jennifer Solomon, CDO, Karen Gaines, CFO, Eric Raff, HR Officer, Director of Marketing and Creative Services, Paul Livornese, and Manager Thomas Tacik, taking minutes.

2. **Approval of Minutes:** The minutes of the previous meeting of the BoC, held June 12, 2019, having been circulated to the board members, were approved unanimously.
3. **Certificates of Completion:** There were no Certificates of Completion for approval.
4. **Membership Reinstatement Requests:** The following membership reinstatement request was approved:

Sandra Gorman Carol Thaler

5. **President's Report:** President Harvey distributed the following report:

Well, here we go again. This is our first Board meeting of the new year. It was originally scheduled for 9/11, the second Wednesday of the month. It seemed unseemly to some on the Board to hold the meeting on that date. I certainly agree. We were all affected by the terrible acts that day, some much more than others.

This is also the first Board meeting where we are operating under a different timetable. We will be trying to distribute the Board package, to include various things such as this President's Report, a week or so before the meeting to give everyone an opportunity to review it before we get together. This procedure should lead to a more efficient meeting, with everyone having read such things as previous meeting minutes ahead of time.

While we have been in recess, I have tried to meet with Michael periodically. I have been sending a short memo to the Board and some key staff with whom we work summarizing the key points we discussed. I hope these brief notes have been helpful and informative to you. If you have any immediate feedback or questions from them, I would be pleased to discuss with you at greater length.

One thing that came up in our model focus groups was the issue of sexual harassment. That concerns me because it could have liability implications for us. I prepared a memo — in consultation with Eric Raff and others — addressing the subject and also noting that legislation recently passed at both the state and local level requires that all employers conduct annual anti-sexual harassment training for all staff, to include independent contractors, in our case, our models. This training is mandatory. That training took place earlier this month. I sat in on the session on September 4th. The League has a strong policy against sexual harassment and it is incumbent on us to assure that that is followed.

We have elicited a lot of information from our various constituencies about what they care for about the League, what are their hopes and aspirations for the League going forward, and what are their concerns about the League as it exists today. People view the League through the prism of where they stand. Students and members have a set of concerns. The concerns expressed by models are understandably different. Since some of these concerns are aspirational, for example, the desire for models to have a lounge as well as the desire for students to have more and larger studio and storage

space, in the real world, we have to temper those. The League has just so many square feet of space. Fitting lounges, larger studios and expansive storage capacity into them just is not going to happen.

I would hope that we could refine the comments we have received from our various constituencies down into a few — three to five from each — actionable items that we could realistically implement. Having access to the full text of the reports on those constituencies is informative, but I worry that we run the risk of drowning in data.

I am looking forward to working productively with all of you this fall. We are off to a good start to the new academic year, with one of our first big efforts being the instructors' show which opened on September 12th. It is impressive to see the art that our instructors create.

Board member Beth Berns asked President Harvey to brief the board regarding scheduled anti-harassment training for League staff and independent contractors. President Harvey outlined recent changes to NY State law. HR Officer Eric Raff provided details regarding the training and outlined the policy going forward. Board member Robert Morris asked if there were other types of compliance training. Mr. Raff responded by outlining sensitivity training sessions for the staff which began 2015. Mr. Raff suggested a training session exclusively for Board members on what to do when approached with a claim of harassment. There followed a discussion regarding the structure of the staff training sessions.

6. **Executive Director's Report:** Executive Director Michael Rips was absent. Manager Thomas Tacik delivered the following remarks on Mr. Rips's behalf:

- Addressing concerns which arose from the recent focus groups, the Executive Director is actively working on an internal communications strategy, including:
 - Weekly touch base meetings with senior staff. These meetings have been a regular fixture for several years.
 - Informal departmental meetings with supervisors and their staff members, to serve as an ongoing conversation about the state of the League, the current state of each department and department needs, upcoming department projects and long-term goals, and strategic support of the League's mission. These meetings have already begun.
 - Small, informal, focused meetings with instructors to identify issues and needs. These meetings have already begun.

Mr. Tacik then introduced Director of Marketing and Creative Services, Paul Livornese to the board. Mr. Livornese gave an outline of the recent activities of his department, including work on brand identity, marketing and various design initiatives, and reviewed the new Instructors Catalog.

Board member Robin Frank asked about the organization of the catalog, the inclusion of the schedule as a historical document, thumbnail images of instructors' works on the website, and members' dues payment process via the online registration system. Mr. Livornese noted fair use laws regarding website images and stated that an effort will be made to include uncropped images of instructor artwork for thumbnails. Mr. Livornese also discussed the current status of the web-based registration component in relation to the impending upgrade and roll-out of a new registration system. There followed a discussion regarding catalog distribution.

Ms. Berns raised the question of a point of contact in the main office for board members. Mr. Tacik responded that he serves as the primary contact between the board and the administration, while Mr. Rips's assistant, Allison Green, would be the primary contact between the board and the executive director.

7. **Development Report:** Chief Development Officer Jennifer Solomon reviewed the Development Report and provided updates regarding the progress of gala planning, member outreach and the upcoming memorial for late instructor Fred Wong. Ms. Solomon also discussed other development initiatives such as bench naming and concours exhibition sponsorship. There followed a discussion regarding gala revenue. Ms. Frank asked about the upcoming workshop in Provincetown. Ms. Solomon responded that enrollment has not been as robust as hoped for, and that the workshop would most likely break even financially. Ms. Solomon underscored the value of the event as a means of reconnecting with important League donors.

Board member Jeff Sundheim remarked on the value of new initiatives, of trying things and seeing what grows.

Board member Beth Berns remarked on the positive efforts in development. There followed a discussion regarding communicating the importance of member engagement regarding the financial health of the institution. Mr. Sundheim recommended weekly board member engagement meetings in cafeteria to chat with students and members. CFO Karen Gaines noted that she is planning to give a presentation at the October members business meeting regarding finances. Ms. Gaines addressed the question of the financial impact of an annex and League closing.

President Harvey stated he would like to address low percentage of member giving. Ms. Frank proposed the possibility of organizing alumni events. Ms. Solomon stated that this could be explored. Ms. Berns asked if the percentage of member giving had increased. Ms. Solomon stated that there has been a small response, but that the Annual Appeal is currently being planned. Overall, Ms. Solomon said, development is moving in the right direction. Ms. Solomon also discussed the possibility of outreach in the classroom. Mr. Morris discussed promoting recurring donations. There followed a discussion regarding online giving and the status of the registration system. Ms. Gaines noted the importance of upgrading the registration system seamlessly, without impacting students.

8. **Finance Report:** Chief Financial Officer Karen Gaines reviewed year-to-date financial statements. President Harvey inquired about the status of the Vytlacil Campus. Ms. Gaines provided an update regarding the process of review for the sale of the property.

Ms. Berns inquired about the status of funds transfer to the new portfolio manager, Colonial. Ms. Gaines responded that this hasn't taken place and provided an update. Ms. Gaines asked the board for guidance on a question of language in the agreement regarding the terms "gross negligence" and "negligence". There followed a discussion on this point. Ms. Berns recommends to move ahead with the agreement. Upon a motion duly made and seconded, the board voted unanimously to move ahead with the transfer to Colonial. Board member Julia Salinas underscored importance for the League to have a public-facing professional chief financial officer.

Ms. Berns noted that the finance committee had approved the search for a Facilities Director.

10. **Committee Reports:**

Programming: There was no committee report.

Development: There was no committee report.

Finance: There was no committee report.

Building: There was no committee report.

Strategic Planning: Committee Chair Julia Salinas delivered the following report during the executive session following the regular meeting:

This committee has been active during the Board’s summer recess and has made great progress in the strategic planning process.

As you all know, we conducted several focus groups in the spring, compiled the notes, verified them with participants, and wrote the corresponding focus group reports over the summer to summarize the input received. We have distributed the final reports for Instructors, Models, Staff, Supervisors, and Administrators, Members and Students, including the salient findings from the Member Survey.

Some recent emails and in person communications have called into question the strategic benefit or purpose of the focus groups process and reports. They are not a list of action items, or ways that the BoC would be “micromanaging,” so let me explain why these reports are strategic and not attempts to micromanage.

All of these focus group inputs are important strategically for several reasons: the process of involving as many people in our community in the strategic planning activity is inclusive and transparent, it has given many people a sense of agency and empowerment. We heard consistent expressions of gratitude from participants that we had started a conversation with them, that participants were pleased to feel heard, that they were happy to be a part of the conversation on improvements and part of planning for the future.

The input is valuable to us on the BoC and to the administration because we understand more deeply the values of the ASL community, we have much more insight into the issues and problems in our institution, and we have ideas about what is important to people for the future of the ASL. The reports have given us information to help administrators understand and be responsive, if not proactive, on important issues like harassment, pay practices for models, staff communication issues, studio issues, the thinking about renovations and annex space, programming, development, staffing needs, and marketing and outreach. Virtually every major domain that needs strategic consideration was discussed. From these focus groups we have a breadth and depth of input to help us write a strategic plan.

Additionally, as you all know, we are working to improve internal BoC functioning and governance practices. From all of these inputs we anticipate presenting a draft of the strategic plan at the October BoC meeting.

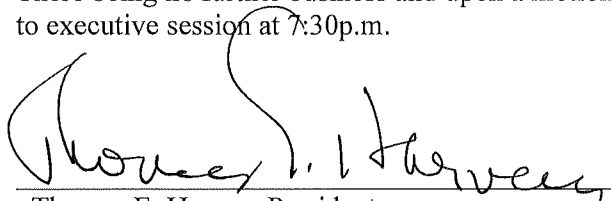
11. **New Business:** Instructors Deborah Winiarski and Sherry Camhy joined the meeting at 6:40 p.m. Ms. Camhy gave introductory remarks and concluded with an appeal for instructors to have a place to hold periodic meetings, and for an instructor to be appointed as a representative to meet with the board. Ms. Winiarski read a “Letter of Presentation” summarizing concerns and questions detailed in greater depth in regarding the following:

- Administration policies and structure
- Role and position of League instructors
- Programming
- Scheduling of classes
- Hiring of new instructors
- Students teaching classes (Four Fridays Program)
- Instructor Salaries
- Instructor Sabbaticals
- ASL Catalog
- Instructor exhibitions
- ASL lobby exhibitions
- ASL permanent collection

- Building considerations
- Studio lighting
- Lobby
- 57th Street Windows
- 57th Street columns
- ASL Website
- ASL Social media presence
- LINEA and League publications
- Gala and fundraising
- Student concours and other student exhibitions
- Student scholarships and awards

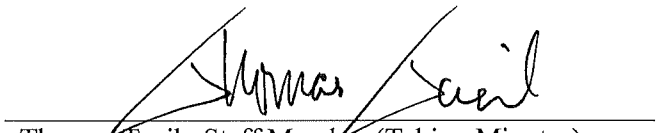
Ms. Frank led a discussion about several points and issues that were raised in the letter with the outcome that an effort would be made to assign a time and space for instructors to meet on a regular basis. Mr. Morris noted that many of the issues raised in the letter are things that the board is actively engaged in working with the administration to resolve. There followed a discussion regarding next steps to meet with the instructors to revisit the issues raised in Ms. Winiarski's letter. Ms. Salinas invited Ms. Winiarski to a joint meeting with the programming and strategic planning committees, emphasizing the importance of communications between the instructors and the Board of Control.

There being no further business and upon a motion duly made and seconded, the meeting was adjourned to executive session at 7:30p.m.



 Thomas E. Harvey, President

 Date OCT. 16, 2019



 Thomas Tacik, Staff Member (Taking Minutes)

 Date 10/16/19