

**MINUTES OF A MEETING OF THE BOARD OF CONTROL OF THE ART STUDENTS LEAGUE OF NEW YORK HELD NOVEMBER 13, 2019, PURSUANT TO NOTICE DULY GIVEN, IN STUDIO 6 AT THE ART STUDENTS LEAGUE, 215 W 57<sup>TH</sup> ST., NY, NY.**

1. The meeting was called to order at 6:05p.m. with President Thomas Harvey in the chair.

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

Also present: Executive Director Michael Rips; Jennifer Solomon, CDO; Karen Gaines, CFO; Eric Raff, HR Officer; and Manager Thomas Tacik, taking minutes.

Instructors Costa Vavagiakis and Deborah Winiarski were present for the first half of the meeting.

2. **Approval of Minutes:** The minutes of the previous meeting of the BoC, held October 16, 2019, having been circulated to the board members, were approved as amended.
3. **Certificates of Completion:** The following Certificates of Completion were approved:

Katijah Binti Ismail, Painting	Elena Osipova, Painting
Andrew Joseph Drilon, Painting	Stella Maris Lauria, Painting
Florentina Pino, Painting	Dana Marie Nicole Bullock, Painting

4. **Membership Reinstatement Requests:** The following membership reinstatement request was approved:

Gabriela Dellosso	Mike Reardon
Betsy Heffron	Manuel L Rodriguez
Marshall Hunter	Jeff Sonhouse
Amy O'Brien	

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

I had the pleasure of attending the League Gala, A Cabaret Evening, on November 4th at the Edition Hotel in Times Square. Thank you to those Board members who were there that evening. It truly was an evening to remember. I, for one, certainly couldn't have anticipated the entertainment and the ambiance. I believe Jennifer Solomon, Director of Development, will be filling us in on how the evening's finances worked out.

We presented Tony Bennett with the inaugural Everett Raymond Kinstler Lifetime Achievement Award. For decades, Ray Kinstler, a long time League instructor, was the country's go-to portraitist. He has painted eight presidents; 50 Cabinet officers and has several works in the collection of the National Portrait Gallery. Tony Bennett (née Anthony Benedetto) is an accomplished amateur artist who also has works in the collection of the Smithsonian. The two men were the best of friends until Ray's passing earlier this year. The award is a small sculpture crafted by League instructor Leonid Lehrman, who also attended the Gala.

The evening was a financial success, but as importantly, it brought a number of major New York City philanthropists and fixtures in the art world, to include members of the Boards of the Whitney and MoMA, into our orbit. These individuals had no previous connection to the League. Hopefully we will be able to continue to work with them and will enjoy their support in the future.

It seems like all the kinks have been worked out regarding the distribution of the email lists of all members to candidates who have asked for those. Some of the concerns to be addressed included what to do about members who have specifically asked not to be contacted by the League and how to protect the lists so that they are not used for purposes other than for the solicitation of support in the election.

One candidate expressed concern that members may have voted before they received whatever email solicitation may be sent to them. If a member has voted and wishes to change his or her vote, he or she can do that at the members meeting. The firm that is tabulating the votes can just invalidate the original ballot and the member can submit another.

About a week ago, a lengthy memo went out to the League membership describing the Strategic Planning process and what we hope to achieve from that. The memo is very informative and should be of interest to all members not intimately involved in the process.

We had a candidate forum last evening in the Gallery. It was an interesting exercise. It was live streamed, although very few viewed it. Robin has asked Ken Park to post it on the League's website or on You Tube. I hope we can do that so that as many of the League's members as possible have a chance to see that. We have another "candidate availability" in the cafeteria this Saturday at noon and again on Monday of next week. I don't believe that sort of exposure works well, but I'm certainly happy to give it a try. I think that George Nader was onto something when he pushed the Board to have such availabilities prior to our annual elections.

We have invited Deborah Winiarski and Sherry Camhy to our meeting this evening. They raised some concerns at our meeting in September. I believe that Michael will have a preliminary response to some of those this evening and that he is preparing a more comprehensive written response. He has also had some additional meetings with instructors and I look forward to hearing about issues that they may have raised with him.

As you all know, several members have asked for a "special business meeting" of the League membership to vote on exempting the instructors from the prohibition of employees participating in politicking in League elections. Fifteen members can request a "special meeting" of the membership. There is no such thing as a "special business meeting" in the Constitution. So, while I am happy to schedule a special meeting, it can't address the matter for which it was specifically requested. And I am not personally opposed to considering the request, but I would also probably want to consider extending it to all employees of the League, not just our instructors.

6. **Executive Director's Report:** Executive Director Michael Rips delivered remarks on the following:

- Highlights of the gala effort
- Discussion of a conversation with the late Raymond Kinstler regarding showing in a AFAS gallery, in which Mr. Kinstler proposed the Tony Bennett exhibition
- Mention of the review of the Bennett exhibition in PAPER magazine
- The next AFAS Gallery show will be a Frank O'Cain curated exhibition of works from the Permanent Collection
- Relaunch of LINEA, The League's online Art Journal
- In-progress improvements of the website
- Sidewalk benches providing gathering places for The League community
- 57<sup>th</sup> Street windows update
- Instructors' Letter dated September 16, and in-progress responses

Vice President Mary Jo Anzel remarked that many of the questions in the letter are or have been discussed or worked on by the board; discusses policy implementation; touches on communications issues; and comments on the responsibility of instructors observing class hours. Board member Luz-Mary Harris comments that most of the requests in the September 16<sup>th</sup> letter are the purview of the administration.

Board member Ezra Bookstein calls a point of order to return to the agenda.

At this point in the meeting President Harvey assigned the floor to Instructors Deborah Winiarski and Costa Vavagiakis. Ms. Winiarski read aloud the following letter:

*Director Rips, President Harvey, Board of Control members and members of the administration,*

*We come before you at a time of great concern among Instructors. Many of these concerns are iterated and detailed in the letter Sherry Camhy and I presented to the Board of Control at the meeting on September 16th.*

*It has recently come to our attention that there are many within the administration and Board of Control who consider the Letter to be a 'survey from a select group of Instructors.' We are here to strongly emphasize that this is not the case.*

*To be clear, the Letter from the Instructors to the Director and the Board of Control is a culminating document representing years of frustration on the part of many Instructors. The Letter is a collaborative document from a variety of sources and participants and is currently signed by 42 Instructors. Those Instructors listed chose to add their names in support. The Letter is not a survey. The Instructors were not selected but self-selected. They represent a broad cross-section of Instructors representing various levels of experience and tenure. The Letter is a call for help from the Instructors and represents a desperate effort to speak up and out in order to receive a tangible response and some substantive action from the administration.*

*At the time of presentation, the Board invited us back to this meeting, some two months later, in order to receive the Board's response. Sherry Camhy and I were also invited to a Programming Committee meeting which we both attended and found to be a productive beginning. It is our understanding that a formal response has not been finalized by the Board but do appreciate the attempts that have been made thus far by the Programming Committee.*

*Contrarily, Director Rips has never even acknowledged receipt of the Letter. There were several attempts via email to generate some response or acknowledgement but those went unanswered. In subsequent meetings and emails with Board of Control Members, it was suggested that the four meetings with Instructors scheduled by the Director would in fact address the Instructor Letter and their concerns. This was not the case. The four meetings were yet another version of a strategic planning focus group. The topics were predetermined and had nothing at all to do with the Letter. To this day, Director Rips has not directly addressed any of the Instructor concerns raised in the Letter.*

*Since the initial presentation of the Letter, the Instructors have organized themselves and have begun to hold Instructor-Only Meetings. These meetings have provided Instructors a forum for the discussion of mutual and overriding concerns. It has also provided a venue for all Instructors to be kept informed and up to date with regard to the administration's and Board's response to the Letter or lack thereof. As a result of these meetings, there are several additional issues that have been raised, one of which I wish to address now.*

*The reference being made is with regard to Amendment No. 28 addressing the issue of employee speech during the time of the League's electoral process. As many of you are aware, at the time of adoption of Amendment No. 28 in November 2000, Instructors had been associated with the League as independent contractors for many years. After its adoption and then continuing for sixteen years, Amendment No. 28 was not applicable to Instructors. There was always a distinction (albeit informal) made between Instructors and other ASL employees. Then, in 2016, Instructor pay status changed from 1099 to W2. Unbeknownst to Instructors at that time, more than just pay status had changed.*

*Three elections pass without any mention of Amendment No. 28. Then, on October 15, 2019, the day before the nominations for the upcoming Board of Control election, an email was sent to all Instructors on behalf of Director Rips. This memo, for the first time in League history, directed that Amendment No. 28 of the Constitution was now applicable to Instructors. When this concern was raised before the Board at the October 16 membership meeting, President Harvey stated that this was being implemented so that Instructors could not 'hold court' in their ASL studios. This directive has even seen enforcement beyond the League studios and property. A respected Instructor of 30 years was reproached twice by*

*administration representatives for a posting from a personal computer on a personal social media page. The post has since come down.*

*Instructors are appalled and angry -many of which are Life Members - and consider this directive and its enforcement to be yet another denigration from the administration and the Board of Control. They have not spoken up as individuals for fear of losing their jobs. This is the current state we find ourselves in. It was only through Instructors acting as a group that the petition for a special meeting and vote to amend Amendment No. 28 was generated. The email Mr. Harvey sent in response to petitioners today was clear as to the procedural facts and steps. It is the petitioners' intention that the special meeting still be called and the amendment be voted on -- the proposed amendment to be submitted for adoption at the January Board of Control Business Meeting.*

*In the meantime, Instructors have a request of both the administration and the Board of Control. We are requesting that a moratorium be granted for Instructors suspending any retaliation with regard to Instructor speech as designated in the ASL Constitution. Instructors would consider this moratorium an act of good faith and could mark a first step towards restoring Instructor confidence in the administration and the Board of Control.*

*There is no agenda here other than restoring the free speech rights Instructors have always maintained. The granting of a moratorium would be an important first step toward restoring a mutually trusting working relationship.*

*We are Artists. We are Artists who teach at a League that we love. We do have opinions but our discretion and professionalism have always been respected and trusted. It is our great hope that they can be once again.*

*On behalf of the Instructors of The Art Students League of New York,*

*[Signed: Deborah Winiarski // Costa Vavagiakis]*

Mr. Bookstein initiated a discussion regarding a moratorium of the electioneering clause of Amendment 28, Article XII of the By-laws, in contrast to a vote to amend the By-law. Ms. Anzel noted that it was common for students to discuss upcoming elections amongst themselves. President Harvey noted that the By-law provides protection for instructors.

Mr. Rips discusses the provisions of the By-laws and Constitution.

Ms. Winiarski and Board member Robin Frank discussed employee handbook language regarding electronic communication.

Mr. Bookstein noted that the By-laws do not restrict members and discussed the distinction between members and employees.

Ms. Frank discussed Instructor Ephraim Rubenstein's being asked to remove a post from Facebook which was deemed to be in violation of the electioneering clause. There followed a discussion regarding the understanding of Amendment 28 to Article XII, and the spirit of the By-law. Ms. Harris discussed Amendment 29 to Article XIII, which was implemented during the first air rights sale, and called attention to following the process in a 4-week timeline. Board member Beth Berns recommended going through the correct process, and also suggested contacting Ephraim Rubenstein to say that he may repost his original letter.

Mr. Vavagiakis and Ms. Winiarski commented on the distinction between speech in the workplace and speech outside the workplace. Ms. Winiarski reiterated the request to the board to temporarily suspend the electioneering clause of Amendment 28, Article XII of the By-laws. Ms. Frank noted the distinction between employees and members, and stated that workplace rules do not apply to employees once they are home. Ms. Frank called for a vote on a moratorium of the electioneering clause of Amendment 28, Article XII of the By-laws regarding only instructors.

Mr. Vavagiakis noted that The League has been non-political historically with a focus on artistic temperament.

Human Resources Officer Eric Raff stated that an employee is still considered an employee even after hours and off premises. Ms. Frank called attention to the distinction between federal government employees and private institution employees, noting that the law does not apply to private institution employees regarding politicking.

Board member Jeff Sundheim commented that the matter under consideration involves the issues of an employee deriving a salary from the institution, the conflict of interest created in electioneering, upholding the policies of The League, and not putting The League at risk.

Mr. Vavagiakis read By-law Article XV regarding amendments. Ms. Harris reiterates the process outlined under Amendment 29 to Article XIII of the By-laws regarding the 4-week rule.

Ms. Frank made a motion for a vote for the moratorium on the electioneering clause of Amendment 28, Article XII of the By-laws. Board member Julia Salinas seconded the motion.

A discussion followed regarding the moratorium. Mr. Bookstein stated that a vote on a change to the By-laws is not presently possible. Ms. Berns proposed reinstating the January members business meeting and respectfully requested that the electioneering clause of Amendment 28, Article XII of the By-laws not being enforced at this time. Ms. Harris stated that this may be an opportunity to present an overhaul and modernization of the Constitution and By-laws.

Upon a motion duly made and seconded, the Board voted and the motion was passed to reinstitute the January Members Business Meeting.

Mr. Sundheim responded by discussing a workaround, proposing that infractions be noted, but that enforcement occur after the election. Mr. Vavagiakis asked what the consequences might be for employees who engage in electioneering. Mr. Rips responded that an employee could be suspended as a consequence.

Board member Cathy Blake addressed Ms. Winiarski and Mr. Vavagiakis directly, stating that there is no intention of disrespecting instructors, and went on to explain that the personal reputations of board members is at risk in such situations by not observing the Constitution and By-laws, which it is each board member's responsibility to uphold.

Mr. Sundheim reiterated this position. Ms. Winiarski asked for clarity on enforcement. Mr. Vavagiakis called attention to the fact that the September 16 letter was signed by 40 instructors.

Ms. Salinas calls for clarification regarding recent meetings with instructors by Mr. Rips, who responded that the meetings were focused not on specific questions but an overall strategic issues concerning the school. Ms. Blake asked Mr. Rips if there was any progress on the original items in the September 16 letter. Ms. Winiarski noted that there was no response to date from the administration.

At this point Ms. Winiarski and Mr. Vavagiakis exited the meeting.

Ms. Berns directed comments to Michael, thanking him for the hard work on the Gala, and recommended that the executive director give a report at every members business meeting.

Board member Charlotte Bialek stated that the letter to all staff members warning about electioneering cut deeply with instructors.

8. **Development Report:** Chief Development Officer Jennifer Solomon provided a report on the outcome of the November 4<sup>th</sup> gala. Ms. Solomon noted its success in exposing The League to a broader audience of potential donors and helping in efforts to re-engage the donor base by raising awareness of The League. Ms. Solomon also noted that the gala will be useful in showing that The League knows how to execute such an event. Ms. Solomon reviews that financial report for the gala and discussed cultivating relationships with potential and current donors.

Ms. Anzel raised two questions: Was there awareness of the limitations of the gala space? What is actual versus projected income? Ms. Solomon responded that the process of collecting pledged funds is in-progress. There followed a discussion regarding expenses and revenue for the gala. Ms. Harris asked about a breakdown of the expenses. Ms. Solomon distributed a financial report by email and stated that all expenses are accounted for.

There followed a discussion by Ms. Solomon about the next event, which will be larger, less exclusive and there won't be a question about capacity.

Ms. Harris discussed the price of the tickets for the gala and raised the question of inclusion of instructors.

Ms. Frank discussed the Start-Up event, noting that it was actually three events and that all instructors were invited. Ms. Frank proposed another school-based event.

Ms. Berns stated that an event doesn't have to be a big fundraiser; it's success could be measured in raising goodwill.

Mary Jo Anzel asked if the invite for the gala was mailed to all members. Ms. Solomon responded that it was not. Ms. Anzel proposed that some form of notice could have been sent to members. Ms. Solomon agreed and stated that the event was specifically crafted to be exclusive.

There followed a discussion regarding the Tony Bennett exhibition. Ms. Berns asks how the exhibition came about and noted the length of time of the exhibition.

Ms. Solomon discussed a campaign to convert members to donors and also reviewed the Provincetown workshop summary. Ms. Solomon reported an increase of 65% in the grant to The League from the Department of Cultural Affairs. Ms. Solomon also discussed the Fred Wong fund and recapped efforts regarding donor outreach and cultivation.

Ms. Salinas asked about future Galas. Ms. Solomon responded by saying that our events are successful and that The League's experience and knowledge in organizing large-scale events is growing.

Mr. Sundheim discussed the quality of the gala and underscored the importance of awareness of shortfalls. There followed a discussion regarding the learning process in organizing such events and experimenting with new approaches to fundraising.

Ms. Berns stated that the board needed to thank Tom Harvey for being instrumental in raising money for the gala.

9. **Finance Report:** Chief Financial Officer Karen Gaines provided the board with an overview of recent finance committee meeting discussions. Ms. Gaines stated that she plans to give a financial presentation at the December annual meeting and reviews the presentation for the board.

Ms. Anzel discusses having a financial presentation at each member's business meeting to lend structure to the meeting and to dispel rumors while helping to engage the community.

Ms. Frank noted concerns about declining enrollment. Ms. Gaines responded with a discussion about looking more closely at recent registration trends and data. Ms. Berns summarized efforts of the finance committee and the work of Ms. Gaines and the director of marketing to examine registration trends. Mr. Rips discussed factors such as popular instructors taking time off. There followed a discussion regarding the timing of recent financial reporting and market fluctuations as contributing factors in the appearance of adverse financial performance.

**10. Committee Reports:**

**Programming:** There was no committee report.

**Development:** A development report was delivered by CDO Jennifer Solomon.

**Finance:** A finance report was delivered by CFO Karen Gaines.

**Membership:** There was no committee report.

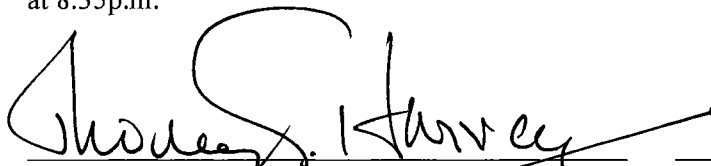
**Strategic Planning:** There was no committee report.

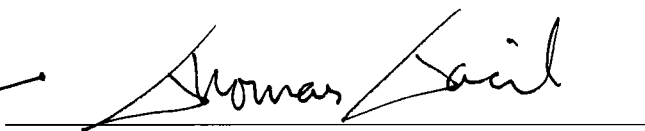
**Building:** Committee Chair Ezra Bookstein delivered a status report regarding the HVAC renovation, stating that the system can be maintained and replaced piecemeal, circumventing the requirement to close the building and avoiding disruption to programming and operations. Mr. Bookstein noted that the new facilities director will bring a great deal of knowledge and support to the situation. Mr. Bookstein noted the hiring of a new nighttime maintenance staff member and stated that progress on maintenance projects is stable. Mr. Bookstein also provided an update regarding progress on installing locks on studio doors, as well as on the renovation of the public restrooms, noting that the project will incorporate consideration for design consistency. Mr. Bookstein concluded his report by stating his enthusiasm to lead a recycling initiative in the coming year.

7. **New Business:** Mr. Sundheim discussed the potential benefits to the board of strategies for goal setting and measuring objective key results as benchmarks in promoting transparency and accountability, as well ensuring alignment across committees with the board's overall strategy

Ms. Salinas discussed the application of this approach for overall organizational objectives and strategic planning, and how in some ways this has been taking place in the strategic planning committee. Ms. Berns noted the application of this approach to overall board function. Mr. Sundheim noted the issues raised by instructors as an example of the potential for defining objectives and projecting how to accomplish them, how to measure the results and determine next steps.

There being no further business and upon a motion duly made and seconded, the meeting was adjourned at 8:35p.m.

  
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Thomas E. Harvey, President  
Date 12/16/19

  
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Thomas Tacik, Staff Member (Taking Minutes)  
Date 12/16/19