

MINUTES OF A MEETING OF THE BOARD OF CONTROL OF THE ART STUDENTS LEAGUE OF NEW YORK HELD MARCH 25, 2020, PURSUANT TO NOTICE DULY GIVEN, VIA INTERNET TELECONFERENCE (GOOGLE HANGOUTS).

1. The meeting was called to order at 7:00 p.m. with President Robin Frank in the chair.

Board of Control (BoC) Members Present: Robin Frank, Beth Berns, Ezra Bookstein, Charlotte Bialek, Cathy Blake, Nelsena Burt-Spano, Thomas Greenbaum, Michael Jacobs, Julia Salinas, Nancy Smith, Jeff Sundheim. Absent: Robert Ferguson,

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

2. **Approval of Minutes:** There were no minutes presented for approval.
3. **Certificates of Completion:** There were no certificates of completion to approve.
4. **Membership Reinstatement Requests:** There were no requests for reinstatement presented for approval.
5. **President's Report:** There was no President's report.
6. **Executive Director's Report:** Executive Director Michael Rips provided an update to the Board on administration activities during the school's closure:
 - Programming has created online curricula focusing initially on certificate students (in order to satisfy international student attendance requirements and Federal SEVIS reporting). Efforts have begun to build a platform to be extended to all students.
 - External Outreach continues to work on public relations and grant-writing.
 - Individual facilities and administrative staff continue to visit the building for oversight. Touchless faucets have been received and will be installed. Security alarm system installation quotes are in-progress and will cost approximately \$4,000.
 - Marketing and creative services staff are actively building digital content for LINEA and online curatorial projects such as Hugo Bastidas's "Under the Pandemic Moon" project.
 - Working with the Development Committee on a comprehensive development strategy
 - All department heads are meeting remotely each Monday and Thursday. The administration is monitoring emails and providing moral support to the League community. Human Resources is supporting communications related to the COVID-19 crisis.

Board member Julia Salinas asked about the protocol for building online classes as an ongoing revenue stream. CFO Karen Gaines discusses the process of developing online courses for the League.

Board member Jeff Sundheim asked if a list can be provided of grants being applied for. Mr. Rips discussed the current grant-writing effort.

Human Resources Officer Eric Raff provided an update regarding community communications. Ms. Salinas asked how possible Corona exposure is being handled. In his response, Mr. Raff underscored that the League has been closed for two weeks with only a few reports of symptomatic individuals. Mr. Raff reiterated the importance of protecting individuals' privacy.

7. **Finance Report:** CFO Karen Gaines presented and reviewed the League's Form 990, prepared by the League's auditor firm Withem. Finance Committee Chair Beth Berns presented a motion to approve the Form 990. The motion passed unanimously.

Ms. Gaines then discussed the process of applying for a line of credit, receiving guidance from the Investment Advisory Committee. Ms. Gaines reported that the IAC recommended applying for a \$5M line of credit and supported approval by the Board. There followed a discussion regarding fees, drawdown approval policy, and researching other banks' offers, application timing and loan terms.

Ms. Berns provided a summary of the Investment Advisory Committee meeting. Board member Michael Jacobs and Ms. Gaines discussed recommendations of portfolio managers Colonial with respect to a line of credit providing stability to the League's portfolio. Ms. Berns recommended approval for Ms. Gaines to prepare the application while exploring other offers. A motion was made, seconded and approved unanimously to: 1) Go forward with the line of credit application with Chase bank; 2) Seek competitive offers; 3) Require Board approval for draw-down from the Line of Credit.

Mr. Jacobs asked Mr. Rips if the administration has explored aid for nonprofits. Mr. Rips responded that he has reached out to New York City government agencies and will provide a chart regarding ongoing development efforts. Ms. Gaines discussed insurance claims for lost revenue. President Frank called for a vote to extend staff payroll and benefits. Upon a motion duly made and seconded, the Board voted unanimously to extend payroll and benefits for staff, instructors and models through the end of April. It was agreed that the Board would meet on April 15th.

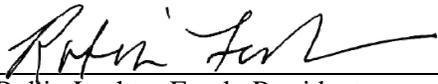
Mr. Jacobs asked about early donations from the online appeal and how online courses will be monetized. Ms. Gaines discussed the preliminary focus of online classes on international students and avoiding having to issue credit for missed class time. Ms. Gaines noted that the shutdown provided a springboard for the early rollout of online classes. There followed a discussion regarding the cost of tuition credits and refunds, and the value of community outreach in sustaining the League's reputation.

Board member Jeff Sundheim asked about the appeal process and the sequence of the appeal. Mr. Rips detailed: 1) President Frank's initiative in creating a GoFundMe account online; 2) A planned follow-up letter in the coming week; 3) A planned appeal from the Board of Control; 4) A possible appeal from instructors. Mr. Rips noted plans for a tiered fundraiser, and that efforts will continue in applying for grants.

8. New Business

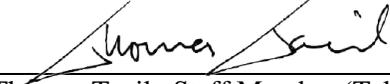
There followed a discussion regarding the alarm system installation. Upon a motion duly made and seconded, the Board unanimously approved installation of an alarm system.

There being no further business, and upon a motion duly made and seconded, the meeting was adjourned at 8:00 p.m. to Executive Session.



Robin Lechter Frank, President
4/15/2020

Date



Thomas Tacik, Staff Member (Taking Minutes)
4/15/2020

Date