

MINUTES OF A MEETING OF THE BOARD OF CONTROL OF THE ART STUDENTS LEAGUE OF NEW YORK HELD APRIL 29, 2020, PURSUANT TO NOTICE DULY GIVEN, VIA INTERNET TELECONFERENCE (ZOOM).

1. The meeting was called to order at 6:00 p.m. with President Robin Frank in the chair.

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

Also present: Executive Director Michael Rips, Karen Gaines, CFO; Eric Raff, HR Officer; Robert Telenick, Director of Programs; Rachel Weingeist, Development Consultant, and Manager Thomas Tacik, taking minutes.

2. **Approval of Minutes:** The minutes of the previous meeting of the BoC, held April 15, 2020, having been circulated to the board members, were approved as amended.
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:** President Frank made remarks regarding the efforts of the Board and League staff during the shutdown, and thanked Board and staff members for their work.
6. **Executive Director's Report:** Executive Director Michael Rips reported on efficacious communications among staff members, and stated that the goal is to integrate communications seamlessly with Board committees. Mr. Rips outlined programming efforts in creating an online platform for League classes and remarked on the challenge of duplicating the League paradigm online while remaining consistent with the League's mission, noting the potential for revenue and further, rapid development. Mr. Rips concluded by outlining the creation of a task force for developing a plan for re-opening the school.
7. **Programs Report:** Director of Programs Robert Telenick reported on the process of communicating to students that registration for May was open, including providing a link to classes by e-mail. Mr. Telenick also provided an update on the launching of "e-telier" – new classes created for the online learning environment. Mr. Telenick noted that instructors have been very helpful throughout this process.

Board member Michael Jacobs reported on feedback received from some students expressing confusion regarding why tuition is being changed for May, and suggested a communication to provide clarification. Mr. Rips indicated that he would discuss this matter with Director of Special Projects Ken Park. Mr. Jacobs asked if registration was being integrated with development efforts. There followed a discussion regarding the opportunity for fundraising outreach while online classes are being developed and rolled-out.

8. **Human Resources Report:** HR Officer Eric Raff reported on planning for re-opening and recent task force meetings. Mr. Raff reviewed key areas and discussed moving forward on individual items. Vice President Ezra Bookstein asked how the Board can support these efforts and offer guidance. Mr. Raff thanked Mr. Bookstein and noted that President Frank and Executive Director Rips would be the first line of communication between the Board and the task force. Mr. Jacobs discussed concerns regarding elevator usage and accommodating students with mobility issues. There followed a discussion regarding precautions and social distancing and the use of Personal Protective

Equipment. Mr. Raff discussed considerations for implementing social distancing protocols. President Frank asked about the timing of communications with instructors about returning to the League. Mr. Raff responded by discussing the possibility of conducting a survey of staff and instructors. Mr. Jacobs stated that class times should be staggered and discussed initiating temperature checks. Mr. Raff would seek legal advice and guidance on temperature checking. Board member Julia Salinas stated that temperature checking may be unreliable, and there followed a discussion regarding best practices for monitoring students, staff and visitors in the League building. Vice President Charlotte Bialek noted the need for refining benchmark criteria for reopening the League building. Mr. Raff discussed broad guidelines of re-opening for the higher education sector.

9. **Development Report:** President Frank welcomed development consultant Rachel Weingeist. Ms. Weingeist discussed recent development activities and meetings with staff and Development Committee Chair Jeff Sundheim. Ms. Weingeist discussed the importance of and focus on data gathering. Regarding fundraising, Ms. Weingeist discussed identifying the League's urgent need to formulate strategies for approaching donors.
8. **Finance Report:** CFO Karen Gaines reported on the League's portfolio, cash position and cash flow. Ms. Gaines also discussed the Paycheck Protection Program (PPP) loan from the Small Business Administration, outlining the argument for receiving the loan, and the case for keeping the loan in face of outside pressure. Executive Director Rips consulted with attorneys who confirmed that the League is in good standing in its position on the loan. Ms. Gaines then discussed the recent change in banks from Sterling to JP Morgan Chase as instrumental in the success of this effort. Ms. Gaines then reviewed the cash planning forecast projected for the re-opening.

Ms. Salinas stated that it would be helpful if tuition were broken out between online and in-person registrations. Ms. Gaines discussed the flexibility and insurance provided by revenue from online courses. There followed a discussion about preparing for a resurgence of coronavirus and the need for resilience. Mr. Sundheim discussed the strength of moving the League paradigm online. President Frank noted that this is a time for creative thinking around developing unique events and courses for an online platform while maintaining the integrity of the League model.

Upon motions duly made and seconded, the Board of Control unanimously approved the following:

- 1) Payroll for employees and instructors for the month of May;
- 2) Retention and utilization of the Paycheck Protection Program loan;
- 3) Approval of up to \$61,000 in payroll for models booked for the month of May, contingent on further information regarding model bookings.

There following a discussion regarding model status as contractors. It was noted that since models are independent contractors they are able to apply for PPP loans.

Board member Jeff Sundheim asked if online enrollment and tuition revenue have been modelled. Ms. Gaines responded that the recent focus has been to get classes up and running, and that the next step would be to formulate a revenue model based on trend analysis. Board member Beth Berns discussed the issue of technical monitors for online classes and proposed using inactive employees or models in that role. Mr. Raff responded by addressing concerns around paying monitors, but considered this to be a good suggestion. Vice President Bialek reiterated the need for technical monitors to manage classes and noted that at a certain point they would need to be paid.

11. New Business

Building Committee Chair Vice President Ezra Bookstein reviewed the revised cost of renovation of the office floor to accommodate hiring movers and computer technicians at an additional cost of \$23,560. There followed a discussion regarding the cost savings in the renovation of restrooms, which provided a savings in the budget to offset the additional cost of the office floor project. Ms. Berns asked if this expense was charged to the capital budget or to maintenance. Ms. Gaines responded that this was a capital expense as it is associated with a capital project.

Upon a motion duly made and seconded, the Board of Control unanimously approved \$25,000 in additional funds for the office floor project.

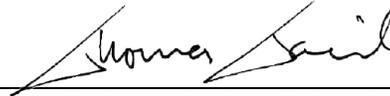
There being no further business, and upon a motion duly made and seconded, the meeting was adjourned at 8:15 p.m. to Executive Session.



Robin Lechter Frank, President

5/13/2020

Date



Thomas Tacik, Staff Member (Taking Minutes)

5/13/2020

Date