

**MINUTES OF A MEETING OF THE BOARD OF CONTROL OF THE ART STUDENTS LEAGUE OF NEW YORK HELD JANUARY 13, 2021, 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, Charlotte Bialek, Cathy Blake, Nelsena Burt-Spano, Charles Sincero Chenet, Jack Gordon, Michael Jacobs, Stephen Rosenthal, Jacquetta Szathmari, Charles van Horne, and Brian Zukauskas.

Also present: Michael Hall, Executive Director, Karen Gaines, CFO, and Manager Thomas Tacik, taking minutes.

2. **Approval of Minutes:** The minutes of the previous meeting of the BoC, held December 16, 2020, having been circulated to the Board Members, were approved.
3. **Certificates of Completion:** There were no Certificates of Completion for approval.
4. **Membership Reinstatement Requests:** There were no requests for membership reinstatement for approval.
5. **President's Report:** President Robin Frank welcomed everyone in the New Year and reviewed meeting conduct rules and announced that the Annual Meeting of the American Fine Arts Society will take place in February during the next scheduled regular meeting of the Board of Control.

President Frank provided an update on building renovations and reviewed photos of studio interiors, and also reported on a recent visit to the art storage facility for the League's Permanent Collection.

President Frank then called for votes on the following resolutions:

Upon a motion duly made and seconded, a resolution for the purchase of additional lockers for the 2<sup>nd</sup> and 3<sup>rd</sup> floors, at a cost of \$32,750, was unanimously approved by the Board of Control.

Upon a motion duly made and seconded, and following discussion led by Building Committee Chair Stephen Rosenthal, a resolution to repair the ceiling in the basement sculpture carving studio, at a cost of \$68,200, was unanimously approved by the Board of Control.

Upon a motion duly made and seconded, a resolution for the distribution of Board designated stipends to two instructors, in recognition of significant tenure with The Art Students League of New York, equal to their regular payments until the earlier of their return to teaching in studio or the end of fiscal May 31, 2021, was unanimously approved by the Board of Control.

Upon a motion duly made and seconded, and following discussion led by Collections Chair President Robin Frank, a resolution to accept presented works into the Permanent Collection of the Art Students League of New York was unanimously approved by the Board of Control.

There followed further discussion regarding the process of accepting works into the Permanent Collection. President Frank noted that a Gift Acceptance Policy will be reviewed. Board member Jacquetta Szathmari asked about publicizing and showing the works in the Permanent Collection. President Frank responded that the goal is to digitize and make available online the entire collection. Vice President Bialek discussed a recent Collections Committee meeting at which the following items were reviewed: funding for the purchase of instructors' works and additional gallery department staffing

to assist in cataloging the collection. Vice President Michael Jacobs discussed the potential of outside consulting services to assist in new acquisitions and gift acceptance.

6. **Executive Director's Report:** Executive Director Michael Hall reviewed departmental reporting provided to Board members. Mr. Hall discussed the process for reopening the League for classes, noting that Director of Programs Robert Telenick will be reaching out to instructors to gain a better understanding of who is willing to return to in-person teaching. Mr. Hall also discussed which classes might resume as soon as possible, and closed his remarks by providing an update on the in-progress Learning Management System presentation, proposing a special meeting of the Board for this purpose. The Board agreed to call a meeting for January 26, 2021.

7. **Committee Reports:**

*Finance:* Committee Chair Beth Berns discussed the timing of finance reporting and called for Board members to join the Audit Committee. Board member Jacquetta Szathmari volunteered to join the Audit Committee.

Ms. Berns then called for a vote on the following resolution:

Upon a motion duly made and seconded, a resolution to approve Chief Financial Officer Karen Gaines and Executive Director Michael Hall as signatories for all Art Students League of New York banking and investment accounts was unanimously accepted.

*Programs:* Committee Chair Nelsena Burt-Spano reported on a recent committee meeting.

*Constitution Reform:* Committee Chair Vice President Charlotte Bialek discussed a recent meeting with League member George Nader and reviewed proposed amendments to the By-Laws to be presented for a vote during the January 27, 2021, Members Business Meeting. Ms. Bialek called for a vote on the following resolution:

Upon a motion duly made and seconded, a resolution providing an endorsement by the Board of Control of the current proposed By-Laws amendments was unanimously approved.

Vice President Bialek then reviewed the priorities of the committee for the coming year: adding the role of the Executive Director and administration to the By-Laws; clarifying the role of the Board of Control and various committees; exploration of staggered terms for Board members; clarifying membership eligibility, benefits, and dues.

Board member Beth Berns reviewed the history of efforts to reform the Constitution and By-Laws and the formation of the current committee. Vice President Michael Jacobs proposed studying the by-laws of other not-for-profit organizations for comparison as part of a membership outreach and communications initiative. Vice President Bialek discussed member outreach efforts and plans.

*Development:* Committee Chair Jacquetta Szathmari announced the date for the next committee meeting and discussed on-going efforts to compile an archive of past development initiatives. Ms. Szathmari noted there would be a focus on activating the membership toward giving, but that strategic development planning is on hold pending hiring of a Director of Development.

*Building:* Committee Chair Stephen Rosenthal reported on the status of current projects, discussed on-going HVAC work, and proposals for appraisal of the building exterior. Board member Nelsena Burt-Spano discussed lighting issues around the sink areas in studios 15 and 16.

Outreach: Committee member Brian Zukauskas reported on a recent committee meeting, noting two goals for the committee: to build community and to restore the League's past glory.

There were no further committee reports.

**6. New Business:**

Board member Beth Berns led a discussion regarding the League's Whistleblower Policy. Board member Sincero Chenet discussed the possibility of an online platform for complaints and suggestions. Vice President Michael Jacobs proposed ending future Board meetings with a round of "blue sky" brainstorming.

There being no further business, and upon a motion duly made and seconded, the meeting was adjourned at 7:40 p.m.



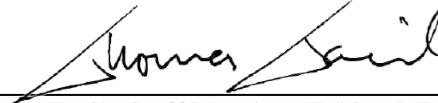
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Robin Lechter Frank, President

2/10/2021

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Date



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Thomas Tacik, Staff Member (Taking Minutes)

2/10/2021

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Date