

MINUTES OF A MEETING OF THE BOARD OF CONTROL OF THE ART STUDENTS LEAGUE OF NEW YORK, HELD FEBRUARY 10, 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, Charlotte Bialek, Cathy Blake, Nelsena Burt-Spano, Charles Sincero Chenet, Jack Gordon, Michael Jacobs, Stephen Rosenthal, Jacquetta Szathmari, Charles van Horne, and Brian Zukauskas. Absent: Beth Berns

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 January 13, 2021, 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 discussed an exhibition opportunity for The League community through Art on Columbus Avenue. This is a Board initiative with little involvement of League Staff. President Frank went on to discuss policies and procedures, departmental reporting and the role of the Board in supporting the staff, noting that Board initiatives not already being worked on by the staff should be channeled through the President and the Executive Director for consideration.
6. **Executive Director's Report:** Executive Director Michael Hall reviewed departmental reporting provided to Board members. Mr. Hall discussed the potential for restarting a very limited number of classes in April, noting the reasoning for the classes selected and the planning that has taken place to date. There followed a discussion regarding the comfort level of students and instructors to return to in-person classes. Board member Stephen Rosenthal remarked that an April reopening was realistic in terms of HVAC status, but was not guaranteed. President Frank and Vice President Charlotte Bialek discussed the protocols that have been put in place to ensure the safety of the community. Mr. Hall noted that he would like board members to engage with him on these issues, and continued his report, highlighting the selection of a new public relations firm.

Mr. Hall ended his remarks with a review of capital fund reallocation. Mr. Rosenthal discussed funding of approximately \$50,000 for evaluation of the building exterior.

7. **Committee Reports:**

Finance: There were no questions for CFO Karen Gaines regarding distributed financial reports.

Programs: There was no committee report to add to the program update provided by Mr. Hall.

Development: Committee Chair Jacquetta Szathmari made a formal request for a written procedure on how the Board of Control can access funds for organizing online events.

Building: Committee Chair Stephen Rosenthal provided an update regarding ongoing building projects.

Constitution Reform: Committee Chair Vice President Charlotte Bialek called for a vote on two resolutions:

- 1) Upon a motion duly made and seconded, the Board unanimously approved certification of the results of the January 27, 2021, membership vote on amendments to the By-Laws:
 - The estimated quorum at the time of the vote was 166;
 - The amendments were clearly approved with 97% voting YES and 3% not voting;
 - There were no votes against.
- 2) Upon a motion duly made and seconded, the Board unanimously approved the posting in PDF form of the amended By-Laws to The League's website.

Outreach: Committee member Brian Zukauskas reported that the committee was in the process of reorganizing. Mr. Zukauskas led a discussion on clarifying member status. Vice President Bialek led a discussion regarding member renewal notices. Board member Nelsena Burt-Spano led a discussion regarding implementation of Board initiatives tied to development efforts.

Board member Charles van Horne remarked on the distinction between a working board and a governing board, noting that board initiatives need to be strategic and have staff buy-in. Mr. van Horne raised the notion of having an annual planning process. CFO Karen Gaines discussed the annual budget planning process.

Vice President Bialek discussed the Board's role in strategic, long-term planning. Executive Director Hall discussed the effectiveness of working through Board committees and the value of keeping a consistent schedule of meetings. President Frank emphasized the need for patience.

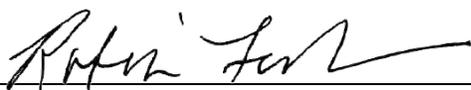
There were no further committee reports.

6. New Business:

Vice President Charlotte Bialek noted that she will be reaching out to Board members to discuss two issues: 1) Initiatives involving plans for celebrations of The League's 150th anniversary; and 2) Language for the By-Law amendment regarding the executive director.

Board member Stephen Rosenthal asked about the status of re-starting the Concours Exhibitions. Executive Director Michael Hall stated that the Concours Exhibitions would likely move online and that this would involve finding the appropriate online platform.

There being no further business, and upon a motion duly made and seconded, the meeting was adjourned at 7:50 p.m.



Robin Lechter Frank, President

3/17/2021

Date



Thomas Tacik, Staff Member (Taking Minutes)

3/17/2021

Date