

MINUTES OF A MEETING OF THE BOARD OF CONTROL OF THE ART STUDENTS LEAGUE OF NEW YORK, HELD DECEMBER 8, 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. President Frank asked the board members and staff to introduce themselves.

Board of Control (BoC) Members Present: Robin Frank, Marcie Bronkar, Yoko Cohen, Stephen Durkee, Jack Gordon, Jack Howard-Potter, Fran Jacobs, Harriet Lester, Stephen Rosenthal, Jonathan Spier, Jacquetta Szathmari, Charles van Horne

Also present: Michael Hall, Executive Director; Karen Gaines, CFO; Elizabeth Kingman; Director of Development, Manager Thomas Tacik, taking minutes.

2. **Approval of Minutes:** The minutes of the previous meeting of the Board of Control, held November 10, 2021, having been circulated to the Board Members, and upon a motion duly made and seconded, were approved.
3. **Membership Reinstatement Requests:** Upon a motion duly made and seconded, the following requests for membership reinstatement were approved:

Jason Caplan	Frank Chiodo	
Youmi Haefelin	Seon Young Kim	
Ursula Mur Ferro	Simun Simunovic	Boris Lyubner

4. **Appointment of Officers:** Upon a motion duly made and seconded, Charles van Horne was appointed Treasurer; Jacquetta Szathmari was appointed Secretary; and Thomas Tacik was appointed Assistant Secretary.
5. **President's Report:** President Robin Frank stated that new board members would be receiving ASL email accounts and discussed the board's use of the Teams Microsoft application for intra-board communications and as a repository of board documents. President Frank also announced plans for an off-site board meeting and retreat in January, and discussed the formation of committees and announced the members of the Finance Committee as: Charles van Horne, Chair; members Fran Jacobs and Harriet Lester, Jack Howard-Potter, and former Board Member Beth Berns. President Frank noted that committee assignments would be finalized in time for the next Board meeting in January. President Frank then reviewed protocols for board member interactions with League staff.
6. **Executive Director's Report:** Executive Director Michael Hall welcomed new board members and reviewed departmental presentations and discussed the following:

- The in-person off-site board summit and strategic planning meeting in January
- November classes update; review of enrollment and revenue; projections for months ahead
- Building / Scaffolding update:
 - 57th St side clear/only sidewalk bridge remains
 - 58th St side to finish Jan 2022 post DOT moratorium
- Building façade / roof repairs to commence in Spring 2022
- Staffing updates and projections

7. **Committee Reports:**

Finance: Committee Chair Vice President Charles van Horne reviewed the function of the finance committee: audit report; annual budget; monthly financial statements; annual 5+7 budget review. Vice President van Horne then discussed the challenges arising from the COVID pandemic, and underscored the robustness of the current general ledger software as an effective tool. Vice President van Horne invited board members with questions regarding finances to reach out to CFO Karen Gaines.

Vice President van Horne called for resolutions to accept the audit report, and to add the Treasurer, Chief Financial Officer, and Executive Director as signatories on all League bank and investment accounts:

- 1) Upon a motion duly made and seconded, the Board of Control approved adoption of the 2021 Audit as completed by WithumSmith+Brown, PC.
- 2) Upon a motion duly made and seconded, the Board of Control approved Vice President and Treasurer Charles van Horne, Chief Financial Officer Karen Gaines, and Artistic/Executive Director Michael Hall as signatories on all Art Students League of New York banking, retirement, and investment accounts.

Development: Committee Chair Vice President Jacquetta Szathmari discussed potential interaction between development and member outreach, and noted that all committee documents are available in Teams.

Programs: There was no committee report.

Constitution Reform: Committee Chair Vice President Charlotte Bialek discussed the results of voting for amendments to the by-laws presented at the October 27th members meeting and called for a resolution to certify the results.

Resolution to certify amendments voted on at the 12/1/21 Members Annual Meeting:

Poll	Amendment	Members Present	YES	NO	Abstentions	% YES Votes
1	BoC Terms	138	111	7	10	80%
2	Meeting Notice	136	118	1	17	87%
3	Membership	135	Error in polling nullified results; vote to be re-taken in January			
4	Building	133	110	1	22	89%

Upon a motion duly made and seconded, the Board voted to certify the December 1, 2021, amendment voting results. The resolution passed.

Collections: President Robin Frank reviewed artworks being recommended for acquisition to the Permanent Collection.

Upon a motion duly made and seconded, the Board of Control approved a resolution to accept the following artworks into The League’s Permanent Collection:

- Minna Citron, *The Same Door Wherein I Came*, 1971, Serigraph, 10 ½” x 13 ½”.
- Minna Citron, *Cyclopean Wall*, 1958, etching and aquatint, 25 ¾” x 20”
- Minna Citron, *On a Darksome Road*, 1961, etching & aqua, sheet size 25 ½” x 15 ¾ “, image size 10” x 17”.
- Costa Vavagiakis, *Connie XX*, 2009, graphite and white chalk on blue paper, 16.5” x 11.75”
- Francis Cunningham, *Mimi Scherb 1970, 1971*, oil on canvas, 50” x 32”
- Wendy Shalen, *At the Pub*, 1980, pastel, 29.25” x 35.25” framed in silver
- Janet Cook, *Sisters*, 2012, oil on board, 48” x 36”
- Reginald Marsh, *Portrait of Kenneth Hayes Miller*, etching, Image: 6.5” x 4.5”. Donated by Mark Miller Kelly
- Sylvie Covey, *Offering Infinity*, 2010, lithography on cotton, 68” x 34”
- Frank O’Cain, *The Quiet After the Scream*, 2021, oil on canvas, 50” x 35”
- Frank O’Cain, *Untitled*, oil on canvas, 48” x 36”
- Frank O’Cain, *Study I & II*, watercolor on paper, 17” x 12” framed

Member Outreach & Communication: There was no committee report.

Building: Committee Chair Stephen Rosenthal noted that committee meetings would be scheduled monthly and discussed a recent special meeting with the board of control that covered a broad range of topics relating to the building. Mr. Rosenthal then went on to discuss the status of scaffolding removal and subsequent façade inspection, to be completed in January. There followed a discussion regarding the condition of the roof and skylights. Mr. Rosenthal concluded his remarks with an overview of the work completed over the past year: rehabilitation of the HVAC system; in-progress lighting design research; and preparations for elevator modernization.

There were no further committee reports.

8. New Business:

Board member Stephen Rosenthal asked if the programs committee will be looking at the morning schedule to determine if more figure painting classes should be added. There followed a discussion regarding class offerings.

Vice President Charles van Horne called for board members to think of questions to bring to the off-site meeting, and to identify areas of concern to address.

President Frank noted that many League members are not vaccinated, and that this may be contributing to lowered enrollment.

Executive Director Michael Hall discussed the creation of an agenda for the off-site meeting. Board member Stephen Durkee volunteers to draft a framework for strategic work for the board.

Board member Harriet Lester asked if it would be helpful to look at peer organizations to see what they are doing to adapt in the current business environment. There followed a discussion regarding comparison of The League with other institutions.

There followed a discussion of date and time for the board's off-site meeting in January.

There being no further business, and upon a motion duly made and seconded, the meeting was adjourned to Executive Session at 7:45 p.m.



Robin Lechter Frank, President

1/12/22

Date:



Thomas Tacik, Staff Member & Asst. Secretary
(Taking Minutes)

1/12/22

Date: