

# THE WESTMORELAND MUSEUM of AMERICAN ART

The Westmoreland Museum of American Art

Board of Trustees

Minutes of the Quarterly Meeting

Tuesday, January 28, 2020

10:00 A.M.

Present: Mrs. Ellen Swank, Mr. Nathan Boxx, Mr. John Boyle, Mrs. Helene Conway-Long, Mr. Al Novak, Dr. Tuesday Stanley, Mr. Marty O'Brien, Mrs. Carolyn Snyder, Mrs. Laura Gutnick, Mrs. Anne Kraybill

Via Telephone: Mr. Harry Thompson, Mrs. Eileen Kopelman, Ms. Laura Fisher, Mr. Stephen Yslas, Mr. Jim Broadhurst

Emeritus: Mr. Charles Loughran, Mr. Don Korb

Absent: Pam Krohl, Armour Mellon, Susan Dorrance

Guests: Mrs. Lisa Stipp, Ms. Rhonda Madden joined the meeting for the duration of her respected report.

Mrs. Ellen Swank, President of the Board, called the meeting to order at 10:04 a.m.

## Approval of Minutes- Mrs. Ellen Swank, President

Mrs. Swank called for questions and corrections to the minutes for the previous board meeting. Mr. Boyle called for a motion to accept the minutes of the October 22, 2019 board meeting. Mr. Boxx seconded the motion. The motion carried.

## Executive Committee Report- Mrs. Ellen Swank, President

The Executive Committee met on January 21. Mrs. Swank reported that the matters discussed at the meeting will be covered today. She reported that she previously stated stepping down from her position as President in June 2020 and Mr. John Boyle was to step in for an interim year as President, but she has since decided to extend her term as President for one more year. Mrs. Swank reported that Mrs. Helene Conway-Long agreed to step up as Vice President with the intend to be President when Mrs. Swank leaves.

## Governance Committee Report: Mr. Stephen Yslas, Chair. (via phone)

Mr. Yslas stated the first order of business is the Nominating Committee, and the Succession Plan for Board President. He stated he was grateful that Mrs. Swank decided to stay on another year. Mr. Yslas motioned to accept Mrs. Helene Conway-Long as Vice President starting in June and become President in June 2021. Ms. Laura Fisher seconded. The motion passed.

The second matter of discussion was making Bruce Wolf an Honorary Trustee, and the parameters involved. Mrs. Swank stated that Mr. Wolf was not only very involved with the museum, but was also a generous financial supporter. She suggested honoring him in some way at the museum with board's approval and suggestions. Mrs. Kraybill stated that the board would need to decide to make him an Honorary Trustee, and regardless of what is decided, she would work with the family to figure out what can be done at the museum to honor him. Dr. Stanley asked what the procedures for making someone an Honorary Board member are. Mrs. Kraybill stated that there aren't currently any procedures in place for Honorary members, but that there are for Emeritus Members. Mrs. Kraybill also said to consider the sensitivity of the matter keeping in mind that Chuck Booth also recently passed away. Mr. Yslas mentioned that Emeritus status has guidelines that revolve around a member's stature at the museum. Mrs. Swank feels that further discussion is needed and the board should step back and create a profile for Mr. Wolf so everyone can understand all that he did. Dr. Stanley said to consider putting some type of verbiage together so it's not an arbitrary process that puts anyone in an awkward position. Mr. Yslas agreed that he would put something together and have the Governance committee go over it.

Mr. Yslas also mentioned adding board members, stating that there are currently 17 board members, but the board is authorized to go to 22. Mrs. Swank agrees and on the addition of more board members and feels that the board should come up with a potential slate to consider in April or July. Mr. Loughran cautions that a large board less may get done. Mrs. Fisher endorses board diversity and asked if there is currently a matrix of current board members listing the skill sets and interest that they bring. Mrs. Fisher also mentioned that Rhonda should look at engaged community members and even potential donors. She suggested that the Governance Committee could developed this matrix and work with Rhonda to bring up names to respond to. Mrs. Swank also asked the Board members for suggestions for possible board candidates.

Mr. O'Brien questions the success of bringing people onto the board in who aren't from Western Pennsylvania, and if there is any data supporting this as opposed to staying local. Mrs. Kraybill purposed asking peers and other museums that are same size as WMAA. Dr. Tuesday Stanley recommends looking at the board grid they use at The Westmoreland Community College.

#### Director's Report- Mrs. Anne Kraybill, *The Richard Scaife Director/CEO*

Mrs. Kraybill conducted a presentation of outputs highlighting the upcoming exhibitions and programing at the Museum, including the upcoming exhibition, African American Art in the 20<sup>th</sup> Century. Mrs. Kraybill showed a video to highlight plans for the 2021 SWP Fallingwater collaboration that includes virtual reality of five unrealized Frank Lloyd Wright projects. Mrs. Fisher asked if due to higher visitation and press, if there has been an increase in memberships. Mrs. Kraybill responded that it's on track with budget goal.

#### Collections Committee Report – Mr. Marty O'Brien

Mr. O'Brien noted that he feels the board should have more communication about the collections the museum acquires prior to acquiring them. He suggests an open dialog with board members and the Collection team to let the board become more involved in the process.

Mr. O'Brien reported that the Collections Committee was unable to meet prior to the board meeting due to Mr. Bruce Wolf's Funeral. He then conducted a presentation with outputs showing the proposed gifts, purchases, loan requests, and approved loans. A number of the works were in the room for board member to look at. Mrs. Fisher stated that she never saw any of the material that is being voted on, so finds it hard to participate in a vote. Mrs. Kraybill confirmed that she should have been on the email list and will look back at the thread to see if she was excluded. Mrs. Swank motioned to approve the loans and new purchases. Mr. Novak seconded the motion. The motion was carried.

Mr. O'Brien stated possible deaccession of the museums paneled rooms will be further discussed and revisited at the April Board meeting once a report is given from the Collections Committee presenting the options on how the rooms could be used. This will provide direction on how to proceed.

Mr. O'Brien stated that we need to determine the definition of what American Art is. He feels this can be done by reviewing what other museums are doing around the definition, therefore opening up the museums area of collection to reflect what is defined as "American" today.

Mr. O'Brien feels a comprehensive review of the permanent collection must take place to help discover the gaps in the collection, and to make sure its inclusive. He notes the last time it was done in was in 1995, and feels the review is dated and is based on the definition of American Art at that time. He suggests categorizing the works in an "ABCD" manner to determine how they fit into the collection. Mr. O'Brien feels it will define the scope for the collection moving forward, and determine focus when purchasing art. He hopes that by the April board meeting a request is made for money to be allocated to conduct a review.

#### Development Committee Report- Mr. Jim Broadhurst – (Via phone) & Ms. Rhonda Madden

Mr. Broadhurst mentioned Mr. O'Brien's matching gift offer at the last Board meeting in October, the challenge to for the board to acquire a minimum match of 300K minimum up to 400K for the acquisition of artworks produced between 1913-1970. This motion was passed at last meeting. The timeline was discussed but not agreed upon. Mr. Broadhurst spoke of a possible feasibility study to see if a broader campaign would be appropriate in trying to identify a wider range of donors. He stated that there is no money in the budget for a feasibility study so the Development Committee wanted to limit the cost and possible fund it separately.

Ms. Madden spoke about reaching out to Richard Reed after the Development Committee and said he is no longer acting as a consultant. So moving forward, we would need to reach out and concentrate on interviews with Board members first and then closer individual donors. Moving forward they would have to focus on interviews of board members to determine is this the right time or is this too close to capital campaign fundraising. Donor fatigue can result. She feels that Marty's gift is an exciting way to engage donors and has some interest already. Ms. Madden will present back to the Development committee responses and go from there have most board interviews done by next board meeting to share preliminary feedback. Mr. Broadhurst stated the feasibility study should be done before next board meeting. Mr. Boyle thinks this is a great idea, and that Mr. O'Brien's gift is generous and help to jumpstart things.

Mrs. Swank Motion to move forward to conduct a feasibility study for an endowment campaign not to exceed 15K. Motion seconded by Mr. Novak. The motion passed.

#### Finance and Investment Committee Report- Mr. Nathan Boxx, Secretary

Mr. Boxx stated that the Finance Committee approved the 990 pending any further updates at the meeting last week. He looked at the RFP and at the investment policy statement for museums endowment that was last updated in 2011, and feels it had dated language which needs to be looked at. The Executive and Finance Committee will review the RFP and come back with recommendation and revisions for the board at the next meeting. Mr. Boxx said the RFP for the Endowment candidates is ready and sending out to FMB, BPU, and Meryl Lynch. He stated that he will have that RFP approved and reviewed for next meeting.

The last quarter's statements of activities were reviewed. Mr. Boxx noted that the first half of the fiscal year is 50k under budget. He mentioned that membership is ahead of budget. On the expense side of the budget is the café, being its new and will take time to figure out the formula to meet the demands. Mrs. Kraybill spoke about the café and controlling food inventory, because the museum had no initial data on perishable food demand. The hours of operation will be changed to barista hours, in addition the food partner will also change from the French Express to Sun Dawg Café, in hopes to control food inventory. Mrs. Kraybill assured the board that the loss is being controlled by releasing several restricted funds, including 15K from Art Bridges for marking support addition funding from the Laurel Highland Visitor's Bureau to help offset the 50k Mrs. Kraybill and Mrs. Wright are working closely to deliver a balance budget for the end of the fiscal year.

Mrs. Fisher questioned if the outside services expenditure was high due the winter lights display. Mrs. Kraybill stated that it was partially the reason, but was also from outsourcing the custodial services due to being down a position and that this is offset in the salary savings. Mrs. Fisher suggested getting a power company as a possible donor as a funding source for the lights next year.

Mrs. Kraybill also shared a handout of restricted funds to show direct expenses and the sources that support the endeavors. The board requested more transparency of the cost of the upcoming exhibitions at the board retreat the last meeting therefore, Mrs. Kraybill included the projected & cost for the upcoming exhibition SAAM, The Smithsonian's African American Art in the 20<sup>th</sup> Century.

#### Old Business

Mrs. Swank stated that in regards to the Jannetta gift, the Executive and Finance committee discussed it at length and agreed that the issue is over. The art has been removed from storage, Mrs. Jannetta is selling the collection. Mr. O'Brien called for a motion to abstain from litigation on the Jannetta gift. Mr. Boyle seconded the motion. The motion was passed.

Mrs. Swank brought up the issue of changing the Board of Trustees meeting start time from 10 am to 9am. Mrs. Kraybill requested an electronic vote so everyone can speak freely. She will send it out with the director evaluation. Mrs. Conway-Long questioned about emails from the museum going to spam

files, and Mrs. Swank questioned how to access the portal and how to set up the username and password. Mrs. Kraybill said that both of the matters will be worked out.

#### New Business

Mrs. Kraybill stated that one month marks the midway point of her contract, a year and a half. She feels the board should conduct a Director Evaluation at this time. She has engaged Board Source for non-profits that will provide an electronic evaluation, sending a link to all board members. The feedback will be aggregated for the quantitative. Mrs. Kraybill stated that she will share the result with the board. She pointed out it was requested by the McCune Foundation, and that it's important to do for the upcoming reaccreditation process. Dr. Stanley requested a copy of the Director/CEO job description.

Mrs. Swank noted that the next Board of Trustees meeting is April 28<sup>th</sup> at 10 am.

With no further business, Mr. Boyle motioned to adjourn the meeting. Mr. Yslas seconded the motion. The motion carried. The meeting was adjourning at 11:32am.