



## MEETING MINUTES

### BOARD OF DIRECTORS

DETROIT INSTITUTE OF ARTS

Date: **Wednesday, August 12, 2020**  
Time: **10:00 AM -12:30 PM**  
Location: **Microsoft Teams**  
Meeting Type: **Regular Meeting**

#### ATTENDANCE

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*Present:* Ann E. Berman, Lillian Demas, Andrea Roumell Dickson, Marla Donovan, Cynthia Ford, Anne G. Fredericks, Lawrence T. García, Eugene A. Gargaro, Jr., Antoine M. Garibaldi, Ph.D., Ralph J. Gerson, Christine Giampetroni, Mary Ann Gorlin, Deana Haggag, James Jacobs, Robert Jacobs, David Larsen, Bonnie Larson, Matt Lester, John D. Lewis, Ali Moiin, Takashi Omitsu, Josh Opperer, Linda Orlans, Jennifer Hudson Parke, Irvin D. Reid, Julie Rothstein, Alan S. Schwartz, Suzanne Shank, Christine Sitek, Buzz Thomas, Lorna Thomas, M.D., Reginald M. Turner, Molly Valade, Padma Vattikuti, Carol Walters, Celeste Watkins-Hayes

*Absent:* Larry D. Alexander, Dr. Charles Boyd, Richard A. Brodie, Lindsey Ford Buhl, Denise Anton David, Jennifer Gilbert, Thomas Guastello, John Hantz, Mary L. Kramer, Hubert Massey, Peter B. Oleksiak, Mohammad Qazi, Donald Ritzenhein, Tony Saunders, Renata Seals-Evans

*Others Present:* Andrew L. Camden, Elaine C. Driker, David Hempstead, Jean Hudson, George Johnson, Ralph Mandarino, Reuben Munday, Thomas Sidlik, Trudi Wineman, Nettie Seabrooks, Robert Bowen, Elliott Broom, Colleen Clinton, Judith Dolkart, David Flynn, Rachael Goodwin, Nina Holden, Christine Kloostra, Melissa Peña Gallis, Salvador Salort-Pons, John Steele

#### PROCEEDINGS

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##### Call to Order

Chairman, Eugene A. Gargaro, Jr., called the virtual (Microsoft Teams) meeting of the Board of Directors of the Detroit Institute of Arts to order at 10:31 a.m. A quorum was in attendance.

A reminder that this meeting is confidential and contains privileged information. This meeting includes the participation of elected and emeritus members only, along with DIA leadership staff.

Eugene A. Gargaro, Jr. departed the meeting early at 11:30 a.m.

### **Approval of Minutes**

*Motion:* It was moved, supported and carried to approve the minutes of the May 6, 2020 Board of Directors meeting.

## **CHAIRMAN'S REPORT**

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### **I. Resolution**

#### A. Lila Silverman

*Motion:* It was moved, supported and carried to approve as amended Gene's report.

## **DIRECTOR'S REPORT**

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Director, Salvador Salort-Pons delivered his Director's report.

### **I. Gifts**

#### A. Pete and Carol Walters

Pete and Carol Walters and their family, recognizing the importance of sustaining our critical work in Education, made an investment to endow our Director of Education Programs position, which will now be named the Walters Family Director, Education Programs. This position was created six years ago and was first held by Teri John. Pete and Carol are making this gift in honor of Teri and the thousands of children, teachers and families whose lives have been touched by Teri and the DIA team. The Walters family is excited to ensure these educational opportunities continue in perpetuity.

#### B. Marla Donovan

The museum was recently notified that Board Member Marla Donovan has included us in her current estate plan. This wonderful gift is a remarkable extension of Marla's long-time commitment to the DIA. We are profoundly grateful for this gift and express our deepest thanks to Marla for her generosity and vision.

#### C. Lila and Gil Silverman

The DIA is most grateful for the generous gift from Lila and Gil Silverman and their family, totaling over 1,000 works from their collection, and for their personal commitment to the DIA, as described in the Board Resolution.

## II. COVID-19 / Suspended Operations Update

- A. Salvador provided an overview of recent media events and press coverage as shared with the board via email at each instance of press publication. The Executive Committee formed a Special Committee to investigate with the aid of counsel from a law firm holding no ties to the museum. In addition, Matt Friedman of Tanner Friedman was also contracted as a communication strategist.
- B. Salvador emphasized the museum's focus on the wellbeing of staff and strong and ongoing communication. These efforts be seen in the upcoming FY budget, which ensures funding for payroll of all staff while at the same time maintaining commitments to the service agreements. To reduce expenses, the DIA leadership team took at 20% pay reduction, and the Development department initiated at Sustainability Fund with a goal of raising \$1M to bridge the gap.
- C. The DIA is still unable to identify individual people who have made allegations, as many of them remain anonymous. A petition and list of demands were published with little supporting evidence, and with no specify. In response, the DIA urges any staff or previous staff to share their concern to HR.
- D. Salvador re-asserted that the DIA —past, present, and future— is committed to maintaining a visitor centered approach.

## III. Inclusion, Diversity, Equity, and Access (IDEA) Project

Melissa Peña Gallis provided an update on the IDEA project, a three-year awarded grant that focuses on creating “a museum of relevance where a diverse team serves a diverse audience [by] creat[ing] a culture of belonging with our visitors and internal stakeholders.” It was noted that this work began at least one year prior to recent media events. The work is not reactive, but rather proactive.

The Kaleidoscope Group, a trusted leader in the Diversity and Inclusion among industry pioneers, was selected at the DIA's consultant after an extensive bid project. Overall goals include an Organizational Needs assessment to understand the following:

- Understand IDEA strengths and opportunities for improvement through the lens of employee engagement
- Create a baseline for monitoring IDEA progress and measuring success
- Identify differences in employee perceptions of IDEA which can exist between demographic groups
- Critically analyze human resources practices to ensure that IDEA is appropriately integrated, and the processes reinforce desired behaviors
- Create employee ownership and involvement in the change process
- Provide a true understanding of the “real issues”

Surrounding the needs assessment, the process will encompass the following:



#### IV. Workplace Culture

Melissa Peña Gallis provided an overview of work on Workplace culture since 2017 when an internal Employee Engagement Survey was conducted. In 2018, the DIA engaged with Partners in Performance to conduct the OCAI model to leverage areas and initiatives identified. Thus in April 2018, Task Forces were created to address the initiatives which included Performance Management, Learning and Development, Compensation, 360-degree Feedback for Senior Leaders, and Redesigned All Team Meetings.

Due to millage work and COVID-19 impacts, some works has been delayed. Next steps included:

- Launch IDEA project and complete Cultural Assessment Fall 2020
- Complete Job Description and Compensation Project by June 2021
- Target Employee Engagement bi-annual survey – Fall 2021
- Create and implement internal more frequent pulse surveys Spring 2022

#### V. Art Acquisitions, Year-End Gifts, Deaccessions, and Loans

##### A. Purchase Consideration

1. Joseph De Ayala, *Reading the Fate of the Christ Child*, 1667
2. James Barnor, various titles, various dates
3. Juan Conchillos Falco, *The Sanctuary-Basilica of Nuestra Señora del Lledó in Castellón de la Plana*, 1699
4. Juan Conchillos Falco, *The Church of Nuestra Señora de Gracia in Vila-real*, 1699

5. Seydou Kelta, *Untitled*, 1952-1955 (printed 2019)
  6. Tiffany Glass and Decorating Company, *Cypriote Vase*, ca. 1899
  7. Seydou Kelta, *Untitled*, ca. 1950
  8. Rashid Johnson, *Untitled Anxious Crowd*, 2018
  9. Mavis Iona Pusey, *Impact on Vibration*, ca. 1970
  10. Taller de Grafica Popular, *Contenido y Transcendencia del Pensamiento Popular Mexico*, 1947
- B. Gift Considerations
1. James Lee Byars, *Untitled (Performable Paper)*, 1963-1965. Gift of Guy and Nora Barron  
3 Gifts from the artist Russ Marshall, various titles and dates
- C. Accessioned Gifts
- 110 Gifts from the Bequest of Sophie Pearlstein, various.  
*\*As approved at the 2/12/2020 DIA Board of Director's meeting.*
- 40 Gifts from the Bequest of George R. Francoeur, various.  
*\*As approved at the 2/12/2020 DIA Board of Director's meeting.*
- D. Works of Art Purchased at Auction
1. John Bartlam, *Saucer*, 1765-1770
- E. Art Loans
- No works proposed based on suspended operations/COVID-19 pandemic.

## VI. Digital Media Department

Salvador reported that they will begin to explore a director in this development with the completion of a new strategic plan, focusing on enhancing our digital offerings, especially when related to fulfilling our service agreements. This will be an opportunity to enhance and raise the profile of museum, local, nationally, and internationally. Additionally, Salvador announced that that a cross departmental task force has been formed to reimagine a new website platform.

## VII. Arts Authorities and Service Agreement

Since the beginning of suspended operations, the DIA has been working hard to continue fulfilling service agreement commitments. We are working with the Arts Authorities to see what might be possible given the current shift in virtual engagement and online resources and anticipate this conversation to continue for some time.

## VIII. Exhibitions

The *Detroit Style* exhibition runs November 2020 – June 2021

*Motion: It was moved, supported and carried to approve Salvador's report.*

## MUSEUM REOPENING UPDATE

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Elliott Broom, Vice President of Museum Operations, delivered his report.

Elliott shared how after almost 4 months of suspended operations, the Reopening Task Force (Rob Bowen (lead), Melissa Peña Gallis, John Steele, Eric Drewry, and Elliott Broom) has implemented new and unique way to explore the DIA. Under the consultation of NSF International, the DIA made several changes including touchless self-check-in, hand sanitizing stations, limited capacities for elevators, increased signage, and designated gallery flows with a single designated location for entry. The Reopening Task Force also is in constant review of visitor and staff feedback, making adjustments as identified.

## FINANCE REPORT

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Rob Bowen, CFO & EVP, Finance & Operations, delivered his report.

### I. FY 2020 Financial Summary

- A. As a result of the museum suspending operations due to COVID-19, the DIA incurred an operating deficit of \$1.4 million in FY 2020
  - a. Revenue is below budget by \$3.8 million due to reduced earned revenue and lower millage collections in Wayne County
  - b. Expenses are \$2.3 million below budget due to reduced activities
  - c. Unrestricted operating results are \$1.5 million unfavorable to budget
  - d. Spending from restricted funds is within plan

### II. Unrestricted Operating Results FY20 (Twelve Month Period Ending June 30, 2020)

- A. Operating Revenue, \$34.8
- B. Operating Expense, (\$36.2)
- C. Total Operating Results, (\$1.4)

### III. Endowment and Restricted Revenue

- A. Endowment and Gift Pledges, \$12.7
- B. Restricted Gifts, \$5.6
- C. Total, \$18.3

### IV. Restricted Expenditures

- A. Capital Projects \$0.5
- B. Art Acquisitions, \$4.3
- C. Exhibitions (net), \$1.3
- D. Other Programs, \$2.5
- E. Marketing & Awareness, \$1.0
- F. Auxiliary and Volunteer Groups, \$0.6
- G. Total, \$10.2

RESOLVED: The DIA received unrestricted gifts that have been directed to the operating endowment. Finalization of the designation requires board approval.

*Motion: It was moved, supported and carried to approve.*

RESOLVED: That the individuals below are fully authorized and empowered to transfer, endorse, sell, set over and deliver, deposit, convert and reconvert, invest, reinvest and exchange, and for such purposes deliver any and all shares of stock, bonds, debentures, notes, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by the Corporation and to make, execute, and deliver any and all written instruments necessary and proper to effectuate the authority hereby conferred. Any transactions that exceed \$10,000 will require the signature of (2) of the below individuals.

- Salvador Salort-Pons – Director
- Robert E. Bowen – CFO & EVP Finance and Operations
- Elliott Broom – VP Museum Operations
- Richard Scott – Director – IT
- Thomas Sperti – Director Accounting

*Motion: It was moved, supported and carried to approve.*

*Motion: It was moved, supported and carried to approve the FY2021 Budget.*

## DEVELOPMENT REPORT

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Julie Rothstein, Development Committee Chair, delivered her report.

Julie extended her thanks to the Development Team for their ongoing efforts. Since the resumed development activity, the DIA has received 900 membership renewals and gifts. Efforts are underway to obtain 100% board participation for the sustainability fund, with board gifts at \$135K, and full auxiliary commitments totaling \$410K. Although there will be no Gala this year, funds are still begin raised under the Extraordinary Time, Extraordinary Friends Campaign.

## ADJOURNMENT

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The meeting was adjourned at 12:35 p.m. The next regular meeting of the Board of Directors is scheduled for Wednesday, November 13, 2020.

Minutes submitted by Rachael Goodwin.