

# **FINE ARTS MUSEUMS OF SAN FRANCISCO**

## **Board of Trustees**

**October 8, 2009**

### **I. Calling of the Meeting to Order - Diane B. Wilsey, President**

A regular meeting of the Board of Trustees of the Fine Arts Museums of San Francisco was held on Thursday, October 8, 2009, in the Board Room of the Legion of Honor, Lincoln Park, San Francisco. A quorum was present that being one-third of the number of Trustees in office. The meeting was called to order at 3:15 p.m. by Diane B. Wilsey, President.

President Wilsey presided; Mrs. Gough acted as Secretary.

### **II. Calling of the Roll**

The following Trustees were present:

Iris S. Chan  
Belva Davis, Vice President  
Denise B. Fitch  
Harrison S. Fraker, Jr., FAIA  
Lauren Hall  
Gretchen Kimball  
Kathryn Lasater  
Lawrence B. Low  
Monica Maduro, Vice President for Audience Development  
and Civic Affairs  
Venetta S. Rohal  
Lisa M. Sardegna  
Susan S. Swartz  
Jeana Toney  
Trevor D. Traina  
Robert T. Wall  
Diane B. Wilsey, President  
Lisa Zanze

On motion, duly seconded and carried, the following Trustees were excused:

Adolphus Andrews, Jr.  
Edward D. Baker III  
Roger Barnett  
Carol W. Casey  
David H. S. Chung  
Marion Moore Cope, Vice President for Annual Support  
Penny Coulter

Molly Murphy Crowley  
Juliet de Baubigny  
Karen B. Francois  
John A. Friede  
Elise Friedman  
Carlos A. Garcia  
Frankie Jacobs Gillette  
Janet W. Lamkin  
David Lamond  
Nancy McFadden  
Carl Pascarella  
Louise Renne  
Arlene Schnitzer  
Jim Tananbaum  
David Winton

The following ex-officio Trustees were unable to be present:

Mayor Gavin Newsom  
Lawrence Martin, President, Recreation and Park Commission

Other Trustees in attendance were:

Cheryl Bancroft  
Stephanie MacColl  
Gail Merriam  
Florence Sue Wong

### **III. Report of the Nominating Committee – Juliet de Baubigny, Chair**

President Wilsey advised that the agenda would be taken out of order. In the absence of Juliet de Baubigny, Chair of the Nominating Committee, Trustee George Hecksher, Nominating Committee member, was requested to proceed with the election of Trustees.

#### **A. Consideration and Possible Action to Elect the Following New Trustees to the Board of Trustees of the Fine Arts Museums of San Francisco for an Initial Three Year Term**

Trustee Hecksher presented the slate of nominees for election to the Board of Trustees of the Fine Arts Museums of San Francisco for an initial term of three years:

Carol N. Bonnie  
Wheeler S. Griffith  
Cynthia Fry Gunn  
Laure Fullerton Headrick

On motion, duly seconded, there was no discussion among Trustees present. There was no public testimony. The Board of Trustees voted unanimously to elect Carol N. Bonnie,

Wheeler S. Griffith, Cynthia Fry Gunn, and Laure Fullerton Headrick to the Board of Trustees of the Fine Arts Museums of San Francisco for an initial term of three years.

**B. Welcome New Trustees**

Newly elected Trustees Wheeler S. Griffith and Cynthia Fry Gunn joined the meeting and were welcomed with a round of applause. Trustee Hecksher noted that Carol N. Bonnie and Laure Fullerton Headrick were unable to attend today's meeting.

**IV. Closed Session for Conference with Legal Counsel for Existing and Anticipated Litigation**

President Wilsey advised that this closed session item concerns existing and anticipated litigation involving Robert Friede and Thomas Jaffe, brothers of John Friede, and pertains to their alleged interest in certain collateral owned by Marcia and John Friede.

President Wilsey welcomed Deputy City Attorney Donald Margolis, who was present to discuss the existing and anticipated litigation as it relates to the Museums.

**A. Public Comment on All Matters Pertaining to the Closed Session**

President Wilsey stated that public comment would be taken at this time on matters pertaining to the closed session before the Board of Trustees votes to convene in closed session. There was no public comment on matters pertaining to the closed session.

**B. Vote on Whether to Hold Closed Session to Confer with Legal Counsel [San Francisco Administrative Code Section 67.10(d)]**

A motion to convene in closed session was made and seconded. There was no discussion among Trustees. There was no public testimony. The Board of Trustees voted unanimously to convene in closed session. Members of the public and all staff, with the exception of John Buchanan, Robert Futernick, and Judy Gough, were excused from the Board Room.

**C. Closed Session Pursuant to Government Code Section 54956.9 and San Francisco Administrative Code Section 67.10(d)**

Conference with Legal Counsel on Pending and Anticipated Litigation as Plaintiff - Deputy City Attorney Donald Margolis

1. City and County of San Francisco (Fine Arts Museums of San Francisco) vs. Thomas Jaffe, Robert Friede, et. al. (Civil Case No.: 08-479905) and Robert Friede vs. City and County of San Francisco (Fine Arts Museums of San Francisco) (as Third-Party Defendant) (New York Supreme Court Index No. 590982/2008)

President Wilsey called the closed session to order and introduced Deputy City Attorney Donald Margolis of the City Attorney's Litigation Division, who reported on the pending and anticipated litigation.

**D. Reconvene in Open Session**

1. Possible Report on Action Taken in Closed Session [Government Code Section 54957.1(a)(2) and San Francisco Administrative Code Section 67.12(b)(2)]

President Wilsey reconvened the meeting in open session and reported that no action was taken by the Board of Trustees during the closed session.

2. Vote to Elect Whether to Disclose Any or All Discussions Held in Closed Session [San Francisco Administrative Code Section 67.12(a)]

A motion was made and duly seconded not to disclose any or all discussion held in closed session. There was no discussion among Trustees. There was no public testimony. The Board of Trustees voted unanimously not to disclose any of the discussion held in closed session.

President Wilsey advised that the closed session was concluded, and the regular business before the Board of Trustees was then addressed.

**V. Report of the President – Diane B. Wilsey**

**A. Consideration and Possible Action to Approve the Minutes of the September 10, 2009 Meeting of the Executive Committee of the Board of Trustees**

There being no discussion among the Trustees or members of the public, the minutes of the September 10, 2009 meeting of the Executive Committee of the Board of Trustees, having been mailed in advance to all Trustees, were unanimously approved.

**B. Report of the Nominating Committee – George Hecksher, Member of the Nominating Committee, for Juliet de Baubigny, Chair**

Trustee Hecksher continued with the Nominating Committee report and recommendations.

1. Consideration and Possible Action to Elect the Officers of the Board of Trustees of the Fine Arts Museums of San Francisco to a Term of One Year

Trustee Hecksher presented the following slate of officers of the Board of Trustees for election to a term of one year:

Marion M. Cope, Vice President for Annual Support  
Belva Davis, Co-Vice President for Audience Development  
and Civic Affairs  
Monica Maduro, Co-Vice President for Audience Development  
and Civic Affairs

A motion was made and duly seconded to elect the above officers of the Board of Trustees of the Fine Arts Museums of San Francisco to a term of one year. There was no discussion among the Trustees. There was no public testimony. The Board of Trustees voted unanimously to elect the above three Vice Presidents to a term of one year.

2. Consideration and Possible Action to Elect the Members of the Executive Committee of the Board of Trustees of the Fine Arts Museums of San Francisco to a Term of One Year

Trustee Hecksher presented the slate of members for election to the Executive Committee of the Board of Trustees of the Fine Arts Museums of San Francisco for a term of one year:

Carol N. Bonnie  
Iris S. Chan  
David H. S. Chung  
Penny Coulter  
Juliet de Baubigny  
Kathryn Lasater  
Carl Pascarella  
Louise H. Renne  
Trevor D. Traina

A motion was made and duly seconded to elect the above members of the Executive Committee of the Board of Trustees of the Fine Arts Museums of San Francisco to a term of one year. There was no discussion among the Trustees. There was no public testimony. The Board of Trustees voted unanimously to elect the above members to the Executive Committee for a term of one year.

It was noted that the President and three Vice Presidents also serve on the Executive Committee of the Board of Trustees of the Fine Arts Museums of San Francisco.

3. Consideration and Possible Action to Adopt a Resolution Setting the Number of Trustee Positions

Trustee Hecksher introduced the following resolution setting the number of Trustee positions:

WHEREAS, The San Francisco Charter, Section 5.105, provides for a variable number of Trustees; and

WHEREAS, The Charter sets the number of Trustees at no more than sixty-two (62), with the exact number to be set by the Board of Trustees from time to time; now, therefore, be it

RESOLVED, That the Board of Trustees of the Fine Arts Museums of San Francisco does hereby set the number of Trustees at forty-four (45) until such number is changed by this Board.

A motion was made and duly seconded to adopt the above resolution setting the number of Trustee positions at forty-five (45). There was no discussion among Trustees. There was no public Testimony. The Board of Trustees voted unanimously to adopt the above resolution as **Board Resolution 1672.**

4. Consideration and Possible Action to Revise the Bylaws of the Board of Trustees of the Fine Arts Museums of San Francisco as Recommended by the Nominating and Executive Committees at Their Meetings on September 10, 2009 to allow a Trustee Re-elected to the Board of Trustees to Serve an Unlimited Number of Consecutive, Three-Year Terms and to Eliminate the Provision Regarding the Number of Terms a President May Serve as a Trustee

Trustee Hecksher advised that two proposed revisions to the Bylaws of the Board of Trustees of the Fine Arts Museums of San Francisco were recommended for adoption by the Nominating and Executive Committees at meetings held on September 10, 2009. These amendments were set forth in a recent mailing to Trustees.

The first, proposed revision allows a Trustee re-elected to the Board of Trustees following a period of at least one year after a Trustee has completed three consecutive three-year terms, to serve an unlimited number of consecutive three-year terms. The Bylaws currently permit a retired Trustee to be re-elected to the Board when the Board of Trustees finds that such former Trustee has demonstrated extraordinary service to the Museums and that such former Trustee's absence would be detrimental to the Museums. When considering this proposed change, the Nominating Committee particularly noted the importance of retaining younger Trustees, who will be able to assume leadership roles in the future.

The second, proposed amendment eliminates current bylaws language regarding the number of terms a President may serve as a Trustee. This change will result in a return to the former FAMSF Bylaws, which do not limit the number of terms a President may serve on the Board or as President. The FAMSF Bylaws provision that the office of the President shall have a term of three years remains unchanged.

A motion was made and duly seconded to approve the two, appended amendments to Article I, Board of Trustees, Section 1, Trustees, of the Bylaws of the Board of Trustees of the Fine Arts Museums of San Francisco. There was no discussion among the Trustees. There was no public testimony. The Board of Trustees voted unanimously to adopt the amendments as stated above and in the attachment to these minutes.

**C. Consideration and Possible Action to Adopt a Resolution Setting the Dates of the 2010 Meetings of the Board of Trustees of the Fine Arts Museums of San Francisco**

President Wilsey presented the subsequent resolution setting the dates of the 2010 meetings of the Board of Trustees of the Fine Arts Museums of San Francisco:

RESOLVED, That the Board of Trustees of the Fine Arts Museums of San Francisco does hereby set the following dates, times, and locations for its 2010 regular meetings:

<u>Date</u>	<u>Time</u>	<u>Location</u>
Thursday, January 28	3 p.m.	Board Room, Legion of Honor
Thursday, April 8	3 p.m.	Piazzoni Murals Room, de Young
Thursday, June 17	3 p.m.	Board Room, Legion of Honor
Thursday, October 14	3 p.m.	Board Room, Legion of Honor

On motion, duly seconded, there was no discussion among the Trustees. There was no public testimony. The Board of Trustees voted unanimously to adopt the above resolution as **Board Resolution 1673**.

**VI. Report of the Director – John E. Buchanan, Jr.**

**A. Consideration and Possible Action to Approve a Loan Request**

Mr. Buchanan presented the following loan request:

From: Ministero per i Beni e le Attività Culturali Della, Naples, Italy

For: Ritorno al Barocco. Da Caravaggio a Luigi Vanvitelli  
Castel Sant'Elmo, Naples, Italy: 12/6/09 – 4/11/10

Massimo Stanzione (Italian, 1585-1656)  
*Woman in Neopolitan Costume*, ca. 1635  
Oil on canvas, 46 ¾ x 38 ¼ (118.7 x 97.2 cm)  
Fine Arts Museums of San Francisco, Museum purchase by exchange with the Hispanic Society of America, Memorial Gift from Dr. T. Edward and Tullah Hanley, Bradford, Pennsylvania, M.H. de Young Endowment Fund, M. H. de Young, Grover A. Magnin, Emily G. Potter in memory of Sarah M. Spooner, Albert C. Hooper, Andre J. Kahn-Wolf, Mr. and Mrs. E. John Magnin, Harold L. Zellerbach, Mildred Anna Williams Collection, and various donors, by exchange 1997.32

Stipulations: The painting must be accompanied by a FAMSF courier to Naples. All related expenses will be paid by the requesting organization.

A motion was made and seconded to approve the loan request noted above. There was no discussion among Trustees or public testimony. The Board of Trustees voted unanimously to approve the loan, subject to the conditions stated.

**B. Consideration and Possible Action to Adopt a Resolution Acknowledging Funding Expended by the Corporation of the Fine Arts Museums During the Period April 1 through June 30, 2009**

The city's Sunshine Ordinance requires the Fine Arts Museums to disclose the amount and source of all gifts received. Mr. Buchanan presented the following resolution, which acknowledges funding expended by the Corporation of the Fine Arts Museums for the period April 1 through June 30, 2009.

WHEREAS, The Corporation of the Fine Arts Museums is a 501(c)(3) not-for-profit corporation that exists to support the activities of the Fine Arts Museums of San Francisco; now, therefore, be it

RESOLVED, That the Board of Trustees of the Fine Arts Museums of San Francisco does hereby acknowledge with gratitude funding in the amount of \$10,099,899 expended by the Corporation of the Fine Arts Museums for operations during the period April 1 through June 30, 2009.

On motion, duly seconded, there was no discussion among the Trustees. There was no public testimony. The Board of Trustees voted unanimously to adopt the above resolution as **Board Resolution 1674.**

**C. Consideration and Possible Action to Adopt a Resolution Acknowledging Bequests of Funds Received During the Period April 1 through June 30, 2009**

In accordance with the city's Sunshine Ordinance, bequests received by the Fine Arts Museums must also be disclosed. Mr. Buchanan introduced the following resolution acknowledging the subsequent bequests of funds received by the Museums during the period April 1 through June 30, 2009:

RESOLVED, That the Board of Trustees of the Fine Arts Museums of San Francisco does hereby acknowledge the following bequests of funds received during the period April 1 through June 30, 2009:

Dorothy Tyler Living Trust, \$10,000  
William E. Wynn, Jr., Charitable Remainder Trust, \$21,875

On motion, duly seconded, there was no discussion among Trustees. There was no public testimony. The Board of Trustees voted unanimously to adopt the above resolution as **Board Resolution 1675.**



**D. Presentation of the Annual Report on the Education Programs at the Fine Arts Museums of San Francisco, July 1, 2008 - June 30, 2009 - Sheila Pressley, Director of Education**

Mr. Buchanan extended praise and appreciation to Sheila Pressley, Director of Education, and her staff for their efforts in planning and organizing the high quality programs the Museums offer to the public. He introduced Ms. Pressley, who presented the appended Annual Report on the Education Programs at the Fine Arts Museums of San Francisco, July 1, 2008 – June 30, 2009. Ms. Pressley provided an overview of the Fiscal Year 2008-2009 education program, which served children as young as 3 ½ years old, students from kindergarten through college, seasoned arts enthusiasts, educators, community members, and scholars.

Renee Baldocchi, Director of Public Programs, was recognized for her outstanding efforts in organizing the Museums' signature program *Friday Nights at the de Young* as an educational venue appropriate for visitors of all ages. *Friday Nights at the de Young* included 44 Friday night celebrations in Wilsey Court last year and involved activities such as live music, Native performances, artists' demonstrations, gallery tours, hands-on-art-making, and lectures. Over the past year Friday Nights were attended by more than 93,000 visitors, an increase of 23,000 visitors from the previous year.

In addition to increasing the audience numbers, the Museums seek to widen the ethnic and age diversity of their visitors. This has been accomplished through commissions with local artists to create new works, both visual and performance, and work with community advisory groups to enhance the understanding of and appreciation for the art on display in the permanent and special exhibition galleries. When *Friday Nights at the de Young* was initiated four years ago, 40% of the visitors were under the age of 45 and 26% were non-white. Significant progress has been made in diversifying the Museums' audiences. Currently, 62% of the Friday Night audience is under the age of 45 (an increase of 22%) and 34% is non-white (an increase of 8%). These changes reflect the institution's commitment to diversity and diversifying its audiences.

Other Education programs include the Artist Studio in the Kimball Education Gallery, artist commissions, Docent tours, scholarly lectures and symposia, the de Young Poetry Series, films, and music. In total, 238,275 visitors participated in education programs during the fiscal year ending June 30, 2008.

Ms. Pressley concluded her remarks by acknowledging the significant efforts of 10 museum educators, 168 docents, 10 teaching artists, 24 interns, and hundreds of community partners, collaborators, performers, and lecturers. She expressed sincere appreciation to the Board of Trustees, Director of Museums, and Development Department for their continued support of the Education Program at the Fine Arts Museums.

**VII. Public Comment**

Members of the public may address the Board of Trustees on items within the subject matter jurisdiction of the Fine Arts Museums of San Francisco. Speakers may address the Board for up to three minutes; the President or the Board of Trustees may limit the total comment to thirty minutes. There was no public comment.

## **VIII. Meeting Schedule, Future Events, and Current and Future Exhibits**

### **A. 2010 Board of Trustees Meetings**

<u>Date</u>	<u>Time</u>	<u>Location</u>
Thursday, January 28	3 p.m.	Board Room, Legion of Honor
Thursday, April 8	3 p.m.	Piazzoni Murals Room, de Young
Thursday, June 17	3 p.m.	Board Room, Legion of Honor
Thursday, October 14	3 p.m.	Board Room, Legion of Honor

### **B. 2009 Executive Committee Meetings**

<u>Date</u>	<u>Time</u>	<u>Location</u>
Thursday, December 10	3 p.m.	Board Room, Legion of Honor

### **C. 2010 Executive Committee Meetings**

<u>Date</u>	<u>Time</u>	<u>Location</u>
Thursday, March 11	3 p.m.	Board Room, Legion of Honor
Thursday, May 13	3 p.m.	Board Room, Legion of Honor
Thursday, September 16	3 p.m.	Piazzoni Murals Room, de Young
Thursday, December 16	3 p.m.	Board Room, Legion of Honor

### **D. Future Events**

<u>Date</u>	<u>Event</u>
December 9, 2009	Elegant Evening in the Court of Honor
December 16, 2009	Opening Celebration – <i>Cartier and America</i>
April 19 - 24, 2010	26 <sup>th</sup> Annual Bouquets to Art, de Young Museum

### **E. Current and Future Exhibitions<sup>1</sup>**

#### **1. Legion of Honor - Major Special Exhibitions**

<u>Title</u>	<u>Date</u>
• John Baldessari: A Print Retrospective from the Collections of Jordan D. Schnitzer and His Family Foundation*	07/11/09-11/08/09
• Very Postmortem: Mummies and Medicine*	10/31/09-07/04/10
• Cartier and America	12/19/09-05/16/10

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<sup>1</sup> The dates of future exhibitions are subject to change.

**2. de Young Museum - Major Special Exhibitions**

<u>Title</u>	<u>Date</u>
• Art and Power in the Central African Savanna	06/20/09-10/11/09
• Tutankhamun and the Golden Age of the Pharaohs	06/27/09-03/28/10
• Amish Abstractions: Quilts from the Collection of Faith and Stephen Brown*	07/11/09-11/08/09
• Birth of Impressionism: Masterpieces from the Musée d'Orsay*	05/22/10-09/06/10
• Van Gogh, Gauguin, Cézanne, and Beyond: Post- Impressionist Masterpieces from the Musée d'Orsay *	09/25/10-01/18/11

**IX. Adjournment– Diane B. Wilsey, President**

There being no further business, President Wilsey adjourned the meeting at 4:10 p.m.

Respectfully submitted,

Judy Gough  
Executive Secretary, Museums

Note: These minutes set forth all actions taken up by the Board of Trustees on matters stated, but not necessarily in the order in which they were considered.

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\* Exhibitions organized by FAMSF