

**MINUTES OF THE MEETING OF THE
Board of Directors of the Louisiana State Museum
Monday, August 23, 2021
10:00 am
Old U.S. Mint and Video Conference via Zoom**

Members Present: Ruth Burke, Brian King, Malcolm Hodnett, Wendy Lodrig, George A. Hero III, Kenneth Pickering, Christopher Tidmore, Julio Guichard, Kim Abramson

Members Present via Zoom: Lee Felterman, Madlyn Bagneris, Christen Losey-Gregg, Mary Coulon, Florence Jumonville, Fairleigh Jackson, Melissa Steiner, Will Wilton, Suzie Terrell

Members Absent: Suzanne Perlis

LSM Staff Present: Lieutenant Governor Billy Nungesser, Anna Cahill, Steven Maklansky, Michael McKnight, Julia George Moore, Greg Lambousy, Polly Rolman-Smith

Others Present: Jason Strada and Susan Maclay

A quorum was present.

- I. Call to order**
Will Wilton called the meeting to order at 10:20 am.
- II. Adoption of the Agenda**
Melissa Steiner made a motion to adopt the Agenda. Christen Losey-Gregg seconded the motion and it was unanimously approved.
- III. Oath of Office**
Julia George Moore conducted the oath of office for Ruth Burke, Malcolm Hodnett, Brian King and Wendy Lodrig to join as a new member of the Board of Directors of the Louisiana State Museum.
- IV. Board Chair and Vice Chair Nominations**
 - A.** Will Wilton opened the floor for Board Chair nominations. Madlyn Bagneris nominated Fairleigh Jackson and she declined the nomination. Suzie Terrell nominated Christen Losey-Gregg and she accepted the nomination. Fairleigh Jackson nominated Melissa Steiner and she declined the nomination. Ruth Burke nominated Kim Abramson and she accepted the nomination. Christopher Tidmore made a motion to close nominations. Melissa Steiner seconded the motion and it was unanimously approved.
Christen Losey-Gregg and Kim Abramson were both given a chance to address the Board. Will Wilton called for a vote by raise of hands. Christen Losey-Gregg, Florence Jumonville and Fairleigh Jackson voted for Christen Losey-Gregg. Kim Abramson was elected chair with votes from Ken Pickering, Julio Guichard, Christopher Tidmore, Ruth Burke, Wendy Lodrig, Malcolm

Hodnett, Brian King, Melissa Steiner, Will Wilton, Madlyn Bagneris, Mary Coulon, Lee Felterman, George Hero, Suzie Terrell and Kim Abramson.

- B.** Kim Abramson opened the floor for Vice Chair nominations. Fairleigh Jackson nominated Christen Losey-Gregg and she accepted the nomination. Kim Abramson nominated Christopher Tidmore and he accepted the nomination. Melissa Steiner made a motion to close nominations. Ken Pickering seconded the motion and it was unanimously approved. Each candidate was given a chance to address the Board. Kim Abramson called for a vote by raise of hands. Christopher Tidmore, Julio Guichard, Ken Pickering, Brian King, Malcolm Hodnett, Madlyn Bagneris and George Hero voted for Christopher Tidmore. Christen Losey-Gregg was elected Vice chair with votes from Florence Jumonville, Mary Coulon, Suzie Terrell, Will Wilton, Melissa Steiner, Christen Losey-Gregg, Fairleigh Jackson, Wendy Lodrig, Lee Felterman, George Hero and Ruth Burke.

V. Adoption of Minutes from the Louisiana State Museum Board of Directors Meeting on May 17, 2021.

Ken Pickering made a motion to adopt the Minutes from the meeting held May 17, 2021. Melissa Steiner seconded the motion and it was unanimously approved.

VI. Lieutenant Governor Billy Nungesser

Lieutenant Governor Billy Nungesser welcomed the new members and thanked the Board for attending today's meeting. He thanked Board Members for their dedication and commitment to Louisiana State Museums. He provided an updated on the Lord Study, plans for Tourism moving forward and the Civil Rights Trail and Museum.

Although the position may change depending on the implementation of legislation based on the Lord Study, the Lieutenant Governor approved the Board moving forward for a permanent director search. He shared plans of allowing the Board to hire a new permanent director. He also mentioned the Board guiding the repurposing of the storage space.

VII. Review of the LSM Board roles and responsibilities

Julia George Moore provided an overview of public board responsibilities, the LSM Bylaws, and explained public records law for all members.

VIII. Committee Reports and Board Action Items

A. Executive Committee

- I. Ken Pickering made a motion to adopt the minutes from the June 21, 2021 executive committee meeting. Christopher Tidmore seconded the motion and it was unanimously approved.

B. Irby/Finance Committee:

I. Ratification of Irby Annual Budget

- I. Steven Maklansky provided an update on the Irby fund and current budget projection for Irby FY 22. Lee Felterman made a motion to ratify the Irby budget. Christopher Tidmore seconded the motion and it was unanimously approved.

II. Commercial Tenant Rent Policy:

- I. Steven Maklansky provided an update for the Board regarding commercial tenant rent payments for the coming months as well as rent deferral. Will Wilton made a motion to ratify the Committee's decision to abate the remainder of the rent for 2021 (January-June). Melissa Steiner seconded the motion and the motion was unanimously approved.

Christen Losey-Gregg made a motion to ratify the Committee's decision to continue at 75% rent for all commercial tenants from October 2021-December 2021.

A. From July 1, 2021 – December 31, 2021 the rental amount payable monthly by the Tenant shall include:

1. Base Rent:

a. 75% of the Monthly Minimum Rental as defined and provided in the original Lease Agreement shall be due and payable.

2. Percentage Rental:

a. The sum equal to eight percent (8%) of Tenant's monthly Gross Sales less the Base Rent (i.e. 75% of the Monthly Minimum Rent for the Leased Premises actually paid for the relevant month); provided, however, that in no event shall percentage rental calculated on a monthly basis be less than zero.

3. Common Area Maintenance: 100% of the amount calculated and announced as monthly CAM.

4. Any additional monthly amounts described and/or provided for in the Lease Agreement (e.g. damages, attorney's fees, etc.) shall be due and payable.

5. The remainder of the total rental amount, as calculated per the original Lease Agreement, shall be deferred in accordance with Sections B through H. In no instances shall the total monthly rent amount as calculated and collected per this Section exceed the amount as would be calculated per the terms established in the original Lease Agreement.

B. Any amounts previously deferred January 2021-June 2021 shall be hereby abated.

C. Deferred rents for July 1, 2021-December 31 2021 shall be payable and due by December 31, 2021.

D. So long as the deferred amounts are paid by January 31, 2022, there shall be no late fees or penalties assessed or associated therewith.

E. If the Tenant does not remit the deferred amounts by or before January 31, 2022, late fees and/or penalties will be assessed per the terms of the original Lease Agreement.

F. The LSM Board reserves the right, through subsequent action by the LSM Board and execution of subsequent amendments to this Lease Agreement, to further defer rental payments, postpone the payment due dates, and/or abate any portion of the deferred rental amounts as provided herein.

G. In the event the LSM Board does not take subsequent action and/or there are no subsequent amendments to the Lease Agreement, the Tenant shall resume monthly rental payments in accordance with the terms of the original Lease Agreement with the amounts due for the month of January 2022.

H. This policy only applies to tenants who were leasing space in March 2020. This policy will not apply to new tenants.

Kim Abramson seconded the motion and it was unanimously approved.

III. Review commercial tenant bid process:

I. Kim Abramson discussed 808 Chartres St. space and notified the Board that after the deadline was extended two proposals were received. This topic was deferred to be discussed at the next Irby meeting for further action.

II. Kim Abramson notified the Board that 521 St. Ann, currently Photoworks, had a lease that was accepted at the May 17 meeting. The Board was informed that the Irby Committee made a motion to reduce rent to reflect the current commercial tenant lease being at 75% until the end of the year (December 2021) at their meeting on August 16. Kim Abramson deferred the topic to the next Irby meeting. There was a public comment by Alex Gingrov of Little Toy Shop who asked for clarification on the Board not being able to move forward with the motion for a reduced rent. Kim Abramson explained that further action is being deferred until the next Irby meeting to review ramifications from the recent succession of the estate.

- III. Kim Abramson notified the Board that the 529 St. Ann proposals have been reviewed and that Julia George Moore suggested reaching out to each potential tenant to obtain supplement financial statements. This topic was deferred and a presentation will be prepared for next Irby meeting.
 - IV. After each space was discussed, Kim Abramson provided an update on the bid process for all commercial leasing spaces and asked that the topic be deferred until the next meeting. This deferral is to review and update the bid process for commercial tenants moving forward with guidance from Julia George Moore.
- C. Collections Committee Action Items
- I. Fairleigh Jackson reported on several proposed donations to the permanent collection, deaccessions from the permanent collection, conservation treatments, outgoing loans and outgoing loan extensions. Christopher Tidmore made a motion to accept the collections report in full. George Hero seconded the motion and it was unanimously approved. Fairleigh Jackson also notified the Board of new acquisitions to the demonstration collection, incoming loans and incoming loan extensions. No motion was needed.
 - II. Fairleigh Jackson discussed the mission of the Collections Committee for the new Board members. She also notified the Board of the New Business discussed in the collections report regarding the Collections Management Policy.

IX. Interim Director's Report

Steven Maklansky shared a brief presentation on upcoming exhibitions, programs, and several updates occurring throughout Louisiana State Museums.

Greg Lambousy shared a presentation on Jazz Museum updates for programing, events and the new education center.

X. Green Book Exhibition and Programming

Rodneya Hart shared a presentation on the new Green Book Exhibition that opened at Capital Park Museum this month.

XI. Friends/Foundation reports

- A. Susan Maclay provided the Board with an update from the Louisiana Museum Foundation's most recent meeting. She notified the Board of the January 29, 2022 planned Rex exhibit opening at the Presbytere, as well as the upcoming Kholmeier exhibit opening at the Cabildo.
- B. Ruth Burke provided a Friends of the Cabildo update for the Board on current and upcoming programs.

XII. Old Business

- A. Christopher Tidmore shared an update on the Architectural Committee's stance on the current preservations occurring at Madame John's Legacy. He notified the Board that there had been some controversy with the decision to damp proof the basement. The Architectural Committee drafted an advisory opinion that incorporates and is based on the protocol recommended in a technical report produced by Tulane University, funded by the Irby Fund and the LSM entitled Madame John's Legacy Technical Conservation Study. Ruth Burke made a motion to accept the advisory opinion of the Architectural Committee. George Hero seconded the motion and it was unanimously approved.
- B. Fairleigh Jackson pointed out that the Architectural Committee is a standing Committee and should be added to each Full Board Agenda moving forward to allow the Committee to give their presentation and updates.

XIII. New Business

Christen Losey-Gregg and Fairleigh Jackson address questions regarding the current Board Contact List for 2021. Christen Losey-Gregg asked that the list reflect the missing Vacant position for Friends of Capital Park. Fairleigh Jackson asked for clarification on the proper appointment title for Wendy Lodrig.

The Board also requested the status on Capital Park Museum's CEA renewal which was submitted to the Director in April 2021.

XIV. Adjournment – Ruth Burke motioned to adjourn the meeting. Melissa Steiner seconded the motion and the meeting adjourned at 1:38 pm.