

PACIFIC GROVE MUSEUM OF NATURAL HISTORY
Museum Board Special Meeting
MINUTES

21 April 2009

PRESENT: David Shonman (Chair), Geva Arcanin, Sharon Blaziek, John Pearse, Judy Wills
ABSENT: *none*
STAFF: *none*
GUESTS: Lisa Bennett, Steve Clark, Jacque Colbert, John Fischer, Carmelita Garcia, Ruth Hartmann, Pat Herrgott, Sally Herrgott, Kevin Howe, Paul Knostman, Deborah Lindsay (Council Liaison), Xavier Maruyama, Nancy McDowell (Lighthouse Docent Coordinator), Dan Miller, Harriet Mitteldorf, Dan Myers, Bruce Obbink, Tama Olver, Frank Penner, Judd Perry, Sue Renz, Esther Trosow, Vern Yadon

Chair Shonman called the meeting to order at 3:35pm in the Education Room.

I. APPROVAL OF AGENDA: Approved as presented.

II. PUBLIC COMMENTS:

Esther Trosow asked for a copy of the Agenda. Shonman had made sure that all other documents pertinent to the meeting were available but copies of the Agenda were locked in the library. Steve Clark retrieved the copies of the Agenda and distributed them.

III. NEW BUSINESS

A. Museum Foundation Agreement:

Arcanin recused herself from the meeting because as a member of the Board of the new Museum Foundation of Pacific Grove, whose Letter of Intent was the sole agenda item of the meeting, she had a conflict of interest. She left the meeting

Shonman provided background on the Letter of Intent that was sent to the Interim City Manager for consideration by the City Council at their meeting on 29 April 2009. He read aloud the whole Letter of Intent, then opened the floor for discussion by the public in attendance.

Public comments:

Deborah Lindsay, as Council Liaison, said she wanted to learn of the Board's concerns.

Dan Miller reported that he had dealt with numerous contracts, and the Letter of Intent being considered was the worst "contract" he had ever seen; it was completely one sided, and had no information; he couldn't believe that it was being seriously considered. He said Arcanin had a major conflict of interest, In his opinion the Foundation should have the money needed to run the Museum before proceeding. He also recommended more public input, and said he wanted the Museum to be mothballed if the City could not fund it.

Pat Herrgott also said the "contract" was one sided, and would take hours to go through to understand who does what. She said there was "no plan," and she requested a copy of the by-laws. She asked who were the members of the Foundation Board, and asked if they knew anything about museums. She worried that they were a "shadow group."

Sue Renz was concerned that the Foundation would own the Museum, but the City would pay for it. She was concerned that there was no mention of how much the Foundation would pay to "rent" the Museum. She also thought the Foundation, as the "tenant" should pay for the

maintenance and upkeep of the Museum, not the City, and asked where would the City get the money to pay these costs. She said that she wanted a listing of the members of the Foundation, which now appears to be a “phantom foundation.” She requested their “mission statement.”

John Fischer said he did not want to see the City lose control of the Museum. He did not see that the Museum (Advisory) Board would have any new role in what was provided in the Letter of Intent, but thought that the Board should advise the City on what to do. He said the Foundation should bring in money for the Museum but not run it. He also said he wanted to know where the Foundation Board members live; he was uncertain of their intentions but worried about a “power grab.”

Sally Herrgott asked if the July 1 start date mentioned in the Letter of Intent was realistic. She would like to meet with the members of the Foundation Board.

Esther Trosow also did not think we were ready to move ahead, but at the same time she thought that the City Council would accept the Letter of Intent.

Xavier Maruyama said that leasing personal property to the Foundation as mentioned in 1.a. of the Letter of Intent seemed strange.

Paul Knostman requested that the Museum’s responsibility for the Point Pinos Lighthouse not be dropped as suggested in 3.k. of the Letter of Intent. He recommended that a separate paragraph be inserted about the Point Pinos Lighthouse that paralleled the treatment given to the Monarch Butterfly Sanctuary in 3.k.

Tama Oliver said she supported the Letter of Intent. However, she was concerned about four issues: (1) There is a need to work out a clear exit strategy if the Foundation and City do create a public/private partnership and it does not work out. (2) Concerning 3.a. of the Letter, the City does not have the expertise for accessioning and de-accessioning the Museum collections. (3) The City’s budget is constrained and they cannot commit money. (4) Reference to the Monarch Butterfly Sanctuary in 3.k. of the Letter is inaccurate,

Frank Penner spoke as the President of the Museum Association Board. He said that the Museum Association Board had considered the Letter of Intent, and thought it was a good, go-forward plan that they could support. However, he also said that he thought some good points were made by the public at the current meeting.

Board member general comments:

Shonman pointed out that we were only considering a Letter of Intent, which was the first step in moving toward an agreement. The Letter of Intent simply listed items to be considered, and is not a contract. He was confident that there would be much more discussion before any public/private partnership would be formed through a formal contract.

Wills said she joined the Museum Board because she cares about the Museum and did not want to see it closed. She felt that that was the intent of the Foundation as well. Nevertheless, she would like to know who the Foundation Board members are, and meet them.

Pearse said he also joined the Museum Board because of his indebtedness to museums for supporting his childhood interest in natural history, and that he previously served on the boards (as President) of the Santa Cruz Museum of Natural History Association and the California Academy of Sciences. He pointed out that the California Academy of Sciences is a public/private partnership, much like what the Foundation Board proposes, with the City of San Francisco owning and maintaining the buildings (but not the collections). In his experience with the California Academy of Sciences, it could be difficult to get the City to adequately maintain the buildings, especially in tough financial times. He also said he was pleased with the letters from former Museum Directors Stephen Bailey and Paul Finnegan, which strongly supported the Letter of Intent from the Foundation Board to establish a public/private partnership.

Blaziek also mentioned her long involvement with the Museum. She said a public workshop was held last year in March to discuss the future of the Museum, and that everyone at that workshop wanted to see a public/private partnership very much as is now outlined in the Foundation Board’s Letter of Intent. She said she didn’t see any alternative other than to follow through with the Letter of Intent to establish a public/private partnership if the Museum is to continue to operate.

Shonman then addressed some of the issues brought up in the public comments.

- (1) Regarding Arcanin's possible conflict of interest, he had sought advice from the City's counsel, David Laredo, as soon as Arcanin was appointed to the Foundation Board. Laredo said she could continue on the Museum Board as long as she recused herself when matters relating to the Foundation were discussed. And that is the policy the Board is following.
- (2) Regarding whether the Foundation should be paying rent, he pointed out that it is a non-profit organization, and he thought paying substantial rent was inappropriate for a foundation whose members would volunteer substantial time, effort, and money to serve the community.
- (3) Regarding tenant responsibility, he said in his experience when he was a student renter in Pacific Grove, it was always the landlord's responsibility to take care of the structure.
- (4) He said it is simply not true about the Foundation "owning everything."
- (5) He pointed out that mothballing the Museum would cost the City \$80K a year just to maintain the collections. The City is responsible for that amount whether the Museum is open or closed.
- (6) He agreed with some of the public speakers that the Foundation Board members and by-laws should become public.

Board member specific comments:

The following specific items in the Letter of Intent were mentioned to be of concern to the Board Members:

- 1.a. "personal property" being leased (Pearse).
- 1.c. confusing language, such as "end of the last of the additional terms (Pearse).
- 2.a. Museum Improvement Fund should remain restricted for Museum use and not under any circumstance be transferred to the City's general fund (Wills, Pearse, Shonman).
- 3.a. authority for accessioning and de-accessioning Museum collections (Wills, Shonman).
- 3.k. dropping responsibility for the Point Pinos Lighthouse (Blaziek, Pearse, Shonman).

Foundation Board member comments:

Judd Perry, a member of the Foundation Board and a lawyer, clarified these issues.

- (1) He said "personal property" in 1.a. was a legal term referring to property held by the Museum. Similarly the language in 1.c. was legalistic and needed to be used.
- (2) He and the Foundation Board will make sure that funds in the Museum Improvement Fund will be used as intended by the benefactors for the Museum.
- (3) As owners of the Museum collections, the City has final authority over them, but he expects accessioning and de-accessioning to be guided by Museum experts and follow American Association of Museum procedures.
- (4) He did not think that the Foundation is in a position to manage the Point Pinos Lighthouse, but he thought it would be OK to incorporate the training and coordination of the docents there into the Museum's responsibilities.

Perry also reiterated that the Letter of Intent was not a contract but simply a listing of items to be considered when the Foundation Board works out a contract with the City to form a public/private partnership. He said that every item on the list would be expanded to form many paragraphs or even pages. The purpose of the Letter of Intent was to initiate the dialog, which would seek public input before approval by the City Council. He knew the 1 July date for completing the agreement was very tight, but that is when current funding would likely end.

Additional comments from the public:

John Fischer pointed out that the Point Pinos Lighthouse needs to be maintained or it will return to the federal government.

Bruce Obbink asked what would be the role of the Museum (Advisory) Board.

Lisa Bennett suggested that the Museum Board should advise the City on matters of Museum policy and strategy, as well as operation.

Sue Renz asked if the Foundation needed to get City approval.

Esther Trosow was concerned about application of the Brown Act, and how citizens would get input into the Foundation; she worried that the Foundation would plan exhibits without public input. She also asserted that the Board of Trustees of the California Academy of Sciences operated under the Brown Act.

Vern Yadon, Director/Curator Emeritus of the Museum, clarified restrictions placed on non-profits, pointing out that they are not under the Brown Act. He said that he tried to get the City to go to a public/private relationship long ago, and hopes the public will support the current attempt to do so.

Resolution

Shonman asked Judd Perry for the Foundation Board to provide the Museum Board with the names and backgrounds of the members of the Foundation Board and the Foundation by-laws, which the Museum Board could then have posted on the Museum's webpage, making the information public. Perry agreed to provide the names of the Foundation Board members, and he would ask them about making the by-laws public. Shonman then listed the names and some of the qualifications of the current members of the Foundation Board [The names of five of the Foundation Board members were previously reported when the incorporation of the Museum Foundation of Pacific Grove was announced at the 11 February 2009 meeting of the Museum Board, as reported in the minutes of that meeting, which are public documents.]:

Jason K. Burnett, President of the Foundation Board, has degrees in environmental policy and, and economics, and was Associate Deputy Administrator of the Environmental Protection Agency in the GW Bush administration. His association with the Museum goes back to his childhood.

Geva Arcanin, a past president of the Museum Association who spent many hours over the past two years compiling documents for re-accreditation of the Museum by the American Association of Museums.

Chris Hasegawa, Dean of Extended Education and International Programs at California State University Monterey Bay, who has had extensive fundraising experience with non-profits.

Harriet Mitteldorf, a highly regarded, long-time supporter of natural history and the conservation of the natural environment in the Monterey area.

Judd Perry, a member of the Museum Association Board who, as a retired lawyer, has put together the legal documents for the Foundation, including those used for its legal incorporation in California.

Lila Staples, Assistant Professor of Visual & Public Arts at California State University Monterey Bay, with special expertise in museum studies.

Shonman moved and Blaziek seconded a motion that the Museum Board support the Museum Foundation Board's Letter of Intent to the City, provided attention is given to make sure (1) 2.a. use of the Museum Improvement Fund is restricted to the Museum, (2) 3.a. a museum expert is involved and AAM guidelines are followed, and (3) 3.k. the docents of the Point Pinos Lighthouse be retained within the Museum docent program.

Motion passed unanimously.

Meeting adjourned: 5:40pm

Respectively submitted,
John Pearse
Member, Museum Board, City of Pacific Grove