



**Call to Order** – Mr. Spencer Lynch called the meeting to order at 4pm. Attendance can be found on the attached document.

**Approval of the minutes** – The May 2024 minutes were approved with no changes or corrections.

**Presentation** – Ms. Danielle Drummond, Inaugural Vibrant Leadership Intern, made a presentation about her experience this summer.

**Chair's Report** – Mr. Spencer Lynch presented the Chair's report. Mr. Lynch thanked the new and returning BOD members. Mr. Lynch gave an update on 141 Meeting Street. Mr. Lynch reported that a purchase agreement crafted by BeeMok is being reviewed by both the City attorneys and our attorneys, Mrs. Susan Smythe and Mrs. Trenholm Walker. Mr. Lynch noted that BeeMok plans to return to the BAR in August for final approval and Gibbes architect Mr. Joe Schmidt is working with BeeMok architects on the BAR re-submission. BeeMok has agreed that the link between the two buildings could be built later, perhaps within 5-7 years. This allows for the transformer issue to be resolved with Dominion Energy. The transformers may need to be moved, which would incur a significant cost and will take anywhere from 6-18 months. Mr. Lynch reported that Mr. Mike Seekings feels confident that the transformer issue will be resolved sooner rather than later.

Mr. Lynch reported that the closing will take place in Nov/ Dec at the earliest due to the negotiations, inspections and due diligence period. Mr. Lynch reported that to take advantage of the tax credit, we cannot engage 141 Meeting until the state approves the tax credit. To that end, we are exploring alternate office space for the staff that currently resides in the 134 Meeting admin offices. Mr. Greyson Smith is looking for office space as well as investigating the cost of renewing our current lease. It was also noted that the FY25 budget will need to be adjusted.

Mr. Lynch reported that the Exec Committee voted to formally approve the purchase of 141 Meeting and the full Board must also vote.

Mr. Lynch gave a brief update on the Transition Team, noting that it is being led by Mrs. Deborah Kennedy Kennard, Mr. Jack Hoey and himself. Mr. Lynch outlined the timeline and process for selecting a search firm and subsequently a new President & CEO. Mrs. Kennard noted that the BOD should give the Exec Committee approval to engage the search firm on behalf of the Board. There was brief discussion about the RFP and the criteria for selection as well as the job description.

**Governance Report** – Mrs. Deborah Kennedy Kennard presented the Governance report. Mrs. Kennard provided an update on the recently elected Class of 2027. Ms. Renee Licht is unable to serve her term due to unforeseen personal circumstances. The Gov Committee has nominated, James Bruce to fill the vacancy. Mr. Bruce is an attorney with K&L Gates and currently serves on the Governance Committee. Mrs. Kennard announced that Mrs. Martha McLendon has resigned due to personal reasons.

Mrs. Kennard reported that the Gov Committee has recently discovered that to follow SC State Not for Profit law, committee members who are not on the BOD, are not allowed to vote. This will be conveyed to each committee chair and all members. Non-BOD committee members may still participate in discussion and offer input.

Additionally, to comply with SC state NFP law, the committee assignments must be approved by the full BOD annually. Committee assignment lists were distributed via email prior to the meeting. Mrs. Kennard also presented the newly formed Audit Committee and its description to the BOD for approval as a standing committee. Mrs. Kennard reminded the group that this committee was formed because of a AAM re-accreditation recommendation.

**Finance Report** – Mr. Jack presented a brief Finance Report. Mr. Hoey gave an overview of FY24 financials, noting that our endowment draw was less than budgeted.

**Collections Report** – Dr. David Cohen referred the group to the written report that was distributed prior to the meeting.

**Buildings & Grounds Report** – Mr. Ben Lenhardt provided a report on current Buildings & Grounds activities. Mr. Lenhardt noted the work being done in the garden as well as the upcoming Art Sales Gallery & Shop renovations.

**DLS Report** – Mr. Chase Quinn gave a brief update on DLS. Mr. Quinn reported that we have secured filmmaker and art collector, Spike Lee, as our featured speaker this year. Mr. Quinn encouraged all to sponsor or purchase tickets.

**New / Old Business** – At this time, several votes took place.

- Mrs. Kennard made a motion to approve Mr. James Bruce’s Board nomination, Mr. Lenhardt seconded, and the motion passed unanimously.
- Mr. Hoey made a motion to give the Exec Committee the ability to approve, select and engage with a search firm on behalf of the Board, Mrs. Tater Beak seconded, and the motion passed unanimously.
- Ms. Helen Pratt-Thomas made a motion to purchase 141 Meeting Street with a loan that does not exceed \$3M for the initial phase; to enter a contract Omni Partners as project managers for the renovation of 141 Meeting Street; and to give President & CEO, Angela Mack the authority to sign contracts and enter into agreements with Executive Committee approval. Mr. Hoey seconded, and the motion passed unanimously.
- Mrs. Kennard made a motion to approve the addition of an Audit Committee as a standing committee. Mr. Lenhardt seconded, and the motion passed unanimously.

**Adjournment** – Mr. Lynch adjourned the meeting at 5:05pm.

RSVP	LAST NAME	FIRST NAME	RSVP	LAST NAME	FIRST NAME		
	Adams	David	x	Munn	Mark		
x	Allen	Louise		Outten	Rhett		
	Almeida	Jill	x	Pascarella	Stephanie		
	Anderson	Allan		Porter	Susan		
	Baker	Ruth	x	Porter	Jennifer		
x	Beak	Tater	x	Pratt-Thomas	Helen		
	Bradham	J. Elizabeth	x	Rosenthal	Abby		
	Brady	Karl	x	Saal	Betsy		
	Burnett	Ann		Schnieder	Laura		
	Campbell	Susan	x	Seekings	Michael		
	Campbell	Van	x	Sharma	Akhil		
x	Cantopher	Laura	x	Smartt	Harriet		
	Carroll	Kathleen	x	Smith	Catherine		
	Clair	Jamieson	x	Smith	Sarah		
	Cogswell	William	x	Smythe	Susan		
x	Cohen	David	x	Sullivan	Chuck		
	Cuddy	Gretchen	x	Tinker	Anne		
x	Culler	Michael		Volpe	Andi		
x	Delcioppo	Marie		Wendell	Kay		
	Dhindsa	Tej		Wyatt	Alice		
	Donnem	Sarah					
x	Dopp	Wendy	<b>GMA STAFF</b>				
x	Evans	Lisa		Aller	JD		
	Gates	Laura	x	Ammons	Wendi		
x	Gillespie	Shannon	x	Arnold	Sara		
	Green	Roy		Banks	Erin		
	Hale	Eleanor	x	Blanchard	Kayla		
	Hallett	Jeb	x	Claytor	Maggie		
	Harden	Betsy	x	Grooms	Alonzo		
x	Hearne	Milton	x	Hiester	Becca		
x	Hoey	Jack	x	Mack	Angela		
x	Hong	Mindy		Patitpain	David		
x	Jenrette	Catherine	x	Quinn	Chase		
	Jones	Whitney	x	Ross	Jen		
x	Kennard	Deborah		Smith	Addy		
x	Knight	Felice	x	Smith	Greyson		
x	Lauderback	Brenda	x	Sprueill	Jordan		
x	Lawson-Johnston	Karen	x	Tait	Aimee		
x	Lenhardt	Ben					
x	Lynch	Spencer					
	Mansheim	Denise		<b>"A quorum shall consist of one-third those Directors currently serving, in voting ex-officio Directors" 46 voting members one third / 33% = 15</b>			
	Maresca	Mark					
	McCurdy	Layton					





**Call to Order** – Mr. Spencer Lynch called the meeting to order at 4pm. Attendance can be found on the attached document.

**Approval of the minutes** – The July 2024 minutes were approved with no changes or corrections.

**Spotlight Presentation** – At this time, Society 1858 liaison Abby Rosenthal and President Laura Schneider gave a presentation about Society 1858, its history and current activities.

**Chair’s Report** – Mr. Spencer Lynch presented the Chair’s report. Mr. Lynch presented and reviewed the proposed FY25 Board goals, which are as follows:

Goal 1: Establish EB White Capital Campaign Committee. Launch silent phase with 100% Board participation with a monetary goal.

Goal 2: Continue to educate the Board on Legacy Giving opportunities

Goal 3: Form a transition/search committee for a new CEO with advice from the selected search firm and complete the search by July 1, 2025

Mr. Lynch gave an update on the CEO search. Mr. Lynch reported that we received ten RFPs which were then narrowed to five. Interviews were conducted with those five firms, after which, the field was narrowed to three. Proposals from the final three were distributed to the Executive Committee and discussed in executive session. The Executive Committee then selected Russell Reynolds Associates.

Mr. Lynch reported that the James S. Gibbes Award recipient will now be determined by the Advancement Committee with staff input.

Mr. Lynch gave an update on 141 Meeting. Mr. Lynch provided a brief overview of 141 Meeting and our intention to purchase the EB White Building. Currently, we are in negotiations with Beemok regarding the specifics of the purchase agreement. To be able to display artwork in 141 Meeting, a link must be built to connect the two buildings. Beemok has obtained BAR approval for the link as well as their American Gardens designs. It is our goal to build the link during the construction phase of American Gardens, however this may not be possible. There are several issues that need to be resolved prior to the purchase and construction of the link. These issues include the drainage problems at 141 Meeting and the relocation of the Dominion transformers that are currently on the property.

Mr. Lynch stated that to obtain a historic tax credit to use for the purchase, the building cannot be occupied until it’s complete. That means that we will likely have to obtain a loan of around \$10M. We are also in close contact with the City of Charleston regarding additional financial support for 141 Meeting. Mr. Lynch noted that it’s very important that the Board participate and support this purchase fully.

**Director’s Report** – Mrs. Angela Mack presented the Director’s report. Ms. Mack was pleased to report that the Society 1858 Prize Panel review was held earlier in the day and went very well. Ms. Mack announced that we have received \$500K in funding from the State of SC for Art Charleston. Ms. Mack reported that we have met with our lobbyist regarding obtaining state funding and will be submitting a proposal for the 141 Meeting purchase.

Ms. Mack also presented her FY25 goals, they are as follows:

Goal 1: Complete renovations (interior and exterior) to 135 Meeting with funds provided by the State of SC.

Goal 2: Secure financing for the purchase of 141 Meeting Street.

Goal 3: Hire Development Firm (Cap/Dev) to assist with joint EB White Building capital campaign and Gibbes endowment campaign.

Goal 4: Create case statement for joint 141 Meeting Street capital campaign and Gibbes endowment campaign.

Goal 5: Develop plan for on-going DEAI training of Board, Auxiliaries, staff and volunteers using the learning session videos created by Leilani Brown.

Goal 6: Develop a formal Education/Programs Department Policy.

Goal 7: Continue to diversify the Gibbes collection with new acquisitions using funds provided by the State of SC

Ms. Mack stated that her emphasis will be on completing the renovations to 135 Meeting Street, for which we received \$1.3M in state funding. Ms. Mack reported that the garden is almost complete except for the hardscape. Ms. Mack asked Mr. Mark Maresca to comment further on the garden renovations, specifically regarding the hardscape. Mr. Maresca reviewed each of the options, noting that removing the gravel and installing hardscape is a needed improvement. Mr. Lynch asked if this decision needed to be approved by the Board. Mr. Maresca felt that it should be approved by the full BOD.

**Finance Committee** – Mr. Jack Hoey presented the Finance Committee Report. Mr. Hoey noted that the included financial report covers the first two months of FY25. The deficit shown is due to timing and there are no expenses to note yet. Mr. Hoey reminded the group that an endowment draw will only happen if necessary. We have not made an endowment draw in two years.

At Mr. Lynch's request, Ms. Mack gave an overview of the \$1.3M of state funding received for building renovations. The funding must be used to complete the renovations that were not completed in 2016. Both interior and exterior renovations will be made. This includes the gift shop, the art sales gallery, classroom upgrades, garden and Main Gallery lighting.

**Collections Report** – Dr. David Cohen referred the group to the written report that was distributed prior to the meeting. Dr. Cohen encouraged the BOD to view the exhibitions currently on view in the Rotunda side galleries.

**Advancement Committee** – Ms. Betsy Saal gave a brief update on the Advancement Committee, which was formerly named External Affairs. Ms. Saal gave a short summary of the new structure of the committee, including membership and 141 Meeting capital campaign. Ms. Saal also noted the dates for Art Charleston FY25 and encouraged all to sponsor and attend. Mrs. Jen Ross expanded on the upcoming Capital Campaign and gave an update on recent gifts, sponsorships and grants. There was a brief discussion of 141 Meeting and how the space could be used.

**Buildings & Grounds Report** – Mr. Mark Maresca reported on the upcoming gift shop renovation and noted that the garden should be completed as soon as possible. It was stated that a special BOD meeting may need to be called to approve the hardscape.

**DLS Report** – Ms. Becca Hiester reported that DLS, featuring Spike Lee, is now sold out. Ms. Hiester also reported that Ms. Pauline Forlenza, the Director & CEO of the American Federation of Arts, will serve as the interviewer. Ms. Hiester thanked committee co-chairs, Mrs. Wendy Dopp and Mrs. Catherine Murray-Smith for their hard work.

**Transition Team Report** – Mrs. Deborah Kennedy Kennard gave an update on the CEO search. Mrs. Kennard provided information on the selected search firm, Russell Reynolds Associates. Mrs. Kennard also reported that listening sessions will be scheduled for all staff, BOD, aux group leaders and key stakeholders. These listening sessions are designed to gain insight into what skills and experience are needed in the next President & CEO. Mrs. Kennard noted that she and co-chair, Mr. Jack Hoey, will be building out the committee with additional members soon. Mrs. Kennard felt it important to note that this is a committee of the whole, as everyone will be involved in some capacity.

**New / Old Business** – At this time, Mr. Lynch called for a motion to approve the FY25 BOD and Director's goals as presented. Mrs. Brenda Lauderback moved as such, Mrs. Catherine Murray-Smith seconded and the motion was approved unanimously.

**Adjournment** – Mr. Lynch adjourned the meeting at 5:07pm.

RSVP	LAST NAME	FIRST NAME	RSVP	LAST NAME	FIRST NAME		
x	Adams	David	x	Munn	Mark		
x	Allen	Louise		Outten	Rhett		
	Almeida	Jill		Pascarella	Stephanie		
	Anderson	Allan		Porter	Susan		
	Baker	Ruth		Porter	Jennifer		
x	Beak	Tater		Pratt-Thomas	Helen		
	Bradham	J. Elizabeth	x	Rosenthal	Abby		
	Brady	Karl	x	Saal	Betsy		
x	Bruce	Jamie	x	Schnieder	Laura		
	Burnett	Ann		Seekings	Michael		
	Campbell	Susan	x	Sharma	Akhil		
	Campbell	Van		Smartt	Harriet		
	Cantopher	Laura	x	Smith	Catherine		
	Carroll	Kathleen	x	Smith	Sarah		
x	Clair	Jamieson		Smythe	Susan		
	Cogswell	William	x	Sullivan	Chuck		
x	Cohen	David	x	Tinker	Anne		
x	Cuddy	Gretchen		Volpe	Andi		
	Culler	Michael		Wendell	Kay		
x	Delcioppo	Marie		Wyatt	Alice		
	Dhindsa	Tej					
	Donnem	Sarah	<b>ALSO PRESENT</b>				
x	Dopp	Wendy		Woodfield	Andrea		
x	Evans	Lisa					
	Gates	Laura					
	Gillespie	Shannon	<b>STAFF PRESENT</b>				
	Green	Roy		Aller	JD		
	Hale	Eleanor	x	Ammons	Wendi		
	Hallett	Job	x	Arnold	Sara		
x	Harden	Betsy		Banks	Erin		
x	Hearne	Milton	x	Brown	Jordan		
x	Hoey	Jack	x	Claytor	Maggie		
x	Hong	Mindy	x	Grooms	Alonzo		
x	Jenrette	Catherine	x	Hiester	Becca		
x	Jones	Whitney	x	Mack	Angela		
x	Kennard	Deborah		Patitpain	David		
x	Knight	Felice	x	Quinn	Chase		
x	Lauderback	Brenda	x	Reilley	Brenna		
	Lawson-Johnston	Karen	x	Ross	Jen		
	Lenhardt	Ben	x	Smith	Addy		
x	Lynch	Spencer	x	Smith	Greyson		
x	Mansheim	Denise	x	Tait	Aimee		
x	Maresca	Mark					
	McCurdy	Layton					



---

**Call to Order** – Mr. Spencer Lynch called this special meeting of the Board in executive session to order at 2 p.m. A list of the attendees is attached.

**Transition Committee** – An overview of the CEO search process and upcoming listening sessions was provided by Mr. Jack Hoey and Ms. Deborah Kennedy Kennard, Co-chairs of the Transition Committee, and Mr. Michael Singleton from Russell Reynolds & Associates. After the overview was presented, Mr. Singleton left the meeting.

Mr. Hoey and Ms. Kennedy Kennard then presented a proposed slate of Transition Committee members. The Transition Committee Co-chairs had been previously approved by the Board. The slate was approved unanimously and is as follows:

- Laura Gates
- Milton Hearne
- Ben Lenhardt
- Mike Seekings
- Akhil Sharma
- Cynthia Thompson

The Board came out of executive session following the vote, and Mr. Trenholm Walker and Ms. Angela Mack joined the meeting.

**141 Meeting** – Mr. Walker, Ms. Mack, and Mr. Mike Seekings provided an update on discussions between the Gibbes and Beemok on 141 Meeting. They stated that while the parties have agreed on some issues, other issues remain outstanding. They also noted that Beemok is operating under an internal timeline to complete the American Gardens by October 2025.

**Adjournment** – Mr. Lynch adjourned the meeting at 3 p.m.



**Name (original name)**

Cathy Jenrette (Buddy)  
Sally's iPhone  
Chuck Sullivan (18433678807)  
Tater Beak  
Felice Knight  
Milton Hearne  
Brenda Lauderback  
Betsy Saal  
Mindy Hong  
Anne Tinker (Caroline Palmer)  
deborahkennedy  
Whitney Jones  
Spencer Lynch  
Stephanie Pascarella  
iPad  
Jamie Bruce  
Jack Hoey (18436074619)  
Marie Delcioppo  
Mike Seekings  
Michael Singleton (Russell Reynolds Associates)  
Akhil's iPhone  
Denise's iPad (4)  
Karl Brady  
Wendy Dopp  
davidadams  
Abby  
Ann Burnett  
Louise Allen  
Shannon  
Trenholm Walker@wglfirm.com  
Angela Mack  
Abby  
iPhone  
Jennifer Parker Porter, MD  
Wendy Dopp  
Ann Burnett  
Betsy Saal