

Meeting Minutes

Douglas Henry State Museum Commission

Quarterly Meeting

January 14, 2019

The Douglas Henry State Museum Commission (DHSMC) met at 10:00 a.m. on January 14, 2019 in the Tennessee State Museum Conference room with Chairman Thomas S. Smith presiding.

**Members Present**

Thomas S. Smith, Chair

Nancy Baker DeFriece, Vice Chair

Harbert Alexander, Sr. (phone)

Ambassador Victor H. Ashe

Tina Hodges

Walter Knestrick (phone)

Representative Steve McDaniel

Deanie Parker

Scott Price

Laura Travis

Chairman Bo Watson

Eleanor Yoakum

***Ex Officio:***

Robert Buchanan, Tennessee Historical Society Chair

Ashley Howell, TSM Executive Director

**Members Absent**

Chairman Susan Lynn

**Participating Guests in Attendance**

Janet Kleinfelter, Deputy Attorney General

Alex Rieger, Deputy Attorney General

**Participating TSM Staff**

Mary Jane Crockett-Green, Deputy Director/Director of Administration

Sharon Dennis, DHSMC Liaison

Dan Justice, Technical Coordinator

Dan Pomeroy, Chief Curator/Director of Collections

**Call to Order**

Chairman Thomas S. Smith called the meeting to order at 10:07 a.m. and proceeded with roll call. He verified that a quorum was present following roll call and presided over the following business.

**Welcome and Introduction**

Chair Smith welcomed everyone present and DHSMC members on the phone with special recognition of new member Scott Price, Walter Knestrick and Eleanor Yoakum's reappointment, and Laura Travis's appointment. The Chair then recognized Deputy Attorney General Alex Rieger who announced his departure as counsel and introduced Deputy Attorney General Janet Kleinfelter as new DHSMC Counsel. The Chair thanked General Rieger for his service, welcomed General Kleinfelter and proceeded to welcome TSMF members, representatives from the Comptroller's office and members of the press.

**Approval of Minutes from the October 3, 2018 Quarterly Meeting**

Chair Smith entertained a motion for approval of the minutes from the Quarterly meeting on October 3, 2018. Ambassador Ashe moved to approve the minutes; Chairman Watson seconded. There being no discussion, the Chair called for a vote and the motion carried unanimously with no abstentions.

**Collections Committee (CAC) Report**

Chair Smith recognized CAC Chair Deanie Parker who began her report noting all "housekeeping" edits and tweaks to update the Collections Manual are in motion and near completion. Ms. Parker concluded her report by inviting Dan Pomeroy to introduce two very special artifacts recently added to the Collection.

**Budget Report**

Chair Smith recognizedDeputy Director Mary Jane Crockett-Green who began with the General Ledger Report noting that as of December 31, 2018; fifty percent of the budget has been expended leaving the agency on target. In addition to Edison reports, the TSM is using a sales and budget forecasting model at the agency level to more closely project revenues and expenses and to set realistic goals to minimize unnecessary expenditures or loss. This tool will help the agency meet short and long-term goals in allocating funds on a departmental level for expenditures for exhibition production and operation, education, as well as employee salaries.

As of January 3, 2019, the museum store's gross revenue sales total $66,665. This figure has not yet been applied to the cost of sales; however, the agency is in the process of creating a reconciliation of inventory to show the cost of goods sold and the net profit. The total cost of inventory to date is $91,576 which includes inventory on hand.

Questions included what is the comparison of sales in the former building to the current? Director Howell responded stating year-to-year matching of attendance and sales have both doubled compared to the previous location and that reporting mechanisms are being implemented to bring greater detail by the next meeting.

The question was asked as to the number of new positions added to serve the new facility. Director Howell acknowledged that growth has been one of the major challenges as twelve new employees were hired this fiscal year-end with July 1 holding three new position vacancies outstanding bringing the staff to sixty current positions as opposed to thirty-seven upon the Director's start date of April 1, 2017. Noting there is still work to be done, Director Howell described the pay-equity survey completed in October whereby DOHR brought in a third party to evaluate job classifications resulting in the recommendation to increase 13 of 20 positions. Curators received an increase of both job grade and salary.

Chair Smith acknowledged the new leadership in all areas and the progress made.

**Best Practices Discussion**

Chair Smith affirmed that AAM reaccreditation calls for a working agreement or operating agreement or memorandum of understanding between the TSMF - TSM/DHSMC. The Chair recapped that last year the DHSMC presented a MOU draft[[1]](#footnote-1) to the TSMF that mirrored a draft TSMF presented to the TSM leadership some twenty years ago. Ongoing discussions with the TSMF from March of 2018 have resulted in the Chair receiving this day a new MOU from the TSMF, called for distribution and paused the meeting to allow members to read the proposed draft. Discussion followed with the following questions unanswered:

* Does the MOU include areas of concerns voiced in previous meetings and does it deal with resolve that is satisfactory to both the TSMF and DHSMC?
* Should a specific fundraising meansnot be identified by name (*A Tennessee Waltz*) in the MOU as fundraising may evolve over time?
* Currently the TSM Executive Director is a voting member of the TSMF by position.[[2]](#footnote-2) Does the MOU remove the position of executive director as a voting member from the TSMF while adding the chair of the DHSMC as a non-voting member of the TSMF board?
* Can the MOU identify the TSMF Chairman as a non-voting member of the DHSMC?[[3]](#footnote-3)

In light of this, Chairman Watson affirmed that he will be filing legislation to give authority to the director to pursue fundraising within the functions of the museum itself. While the TSMF may continue on within its current role, this legislation will more clearly clarify the Director's ability to fundraise within the purview of the TSM and the DHSMC. There would then be potentially three funding mechanisms:

 Legislative appropriations made on an annual basis to the museum

 Funding mechanisms made available through the TSMF

 Funding mechanisms made available through the museum itself.

As a rule, the DHSMC will await Counsel's full review and deferred to Counsel as to how the Attorney General will advance its commentary and recommendations on the MOU draft to the DHSMC in compliance with the Open Meetings Act.

For the record, Chair Smith concluded the discussion explaining that whether *A Tennessee Waltz* continues is not under the purveyance of this commission. A fundraiser held by the foundation is not subject to DHSMC or TSM approval since there remains no fully executed agreement with the TSMF as per any of its activities.

**Executive Director Report/Media**

Director Howell opened by directing members to her eight page report which was submitted prior to the meeting and included in the meeting books. This report relates to the mission and strategic plan of the TSM as it relates to AAM reaccreditation.

Director Howell acknowledged all operations are a new outreach with her ongoing focus in building a culture of evaluation citing visitation numbers, the punch list for the building, continual tweaking of exhibitions, staffing, a piloting program for education and tours and all projects highlighted in her written report that are either in development or underway.

AAM Accreditation

On March 25 and 26, two peer reviewers will visit the new museum, meet with staff, visit the current collections storage, visit the new collections facility, meet with representatives from the DHSMC to discuss governance and processes currently in place and TSMF members. Afterward, AAM will follow up with questions that will most certainly include the MOU.

Earned Revenue Discussion

Director Howell identified two areas for discussion as possible earned revenue streams to help offset the facility revolving funds (FRF) paid to the state each year noting the proposed fees are net to the TSM while the Department of General Services determines the rate schedule for security and housekeeping which are in addition to the proposed facility use fees and are included in the proposal to a prospective client.

The first is an Event Rental Program. Following discussions with General Services and Deputy General Rieger recognizing the almost unlimited possible scenarios, Director Howell proposed the following facility use fees along with a request for permission for the director to have flexibility in negotiating the fees and for the ability to approve co-sponsored events.

Proposed Facility Use Fees:

 $3,500 Grand Hall

 $1,500 Veranda and Floor 2 Rotunda

 $2,500 Digital Learning Center

 $15,000 Entire Museum

The Chair called for discussion noting the director is proposing suggested pricing and reminded the commission it is not under the DHSMC purveyance to micromanage the museum citing the director needs flexibility as the DHSMC relies on director discretion to oversee and coordinate the rental of the facilities using these numbers as a benchmark guideline. Discussion of numerous scenarios including package deals, co-sponsored events, advertisers, caterers, not-for-profits and state agencies use ensued.

Following discussion, Chairman Watson moved that the DHSMC provide the Director the freedom to negotiate fees as required for outside entities to utilize the facilities and asked Deputy General Rieger to word the motion. Ambassador Ashe seconded the motion. Following further discussion, Chairman Watson asked that a quarterly reporting mechanism from the director to the DHSMC to be added to the motion.

Motion per Deputy General Rieger: Moved by Chairman Watson that the DHSMC give the Executive Director discretion in negotiating rates, fees and terms for the facility use of the Tennessee State Museum for public and private events and to report to the Commission on that subject quarterly.

Discussion continued with suggestions for safety and consistency as well as the publication of a venue menu of options in the near future.

There being no further discussion, the chair called for the vote. The motion carried unanimously with no abstentions.

Chair Smith recognized Chairman Watson who distinguished that although the citizens of Tennessee have contributed a significant portion to this facility, it has also been true that private entities have helped fund this institution as well and the director may agree to a reduced governmental rate but not to free use.

Director Howell identified a second area for discussion as a possible earned revenue stream as a fee for Professional Tour Operators - in state, out of state, and local, which is not to be confused with School Tours or Organizational Tours. This fee is for a professional tour company that charges a gross fee to each client for all stops and reserves a museum guided tour which requires a guide, assistance with bus parking, and a bus parking permit.

The DHSMC asked for metrics for next three months including the number of tour requests, the number of participants (volume) in each tour and whether it is a random request or a special reserved guided tour.

Building Progress

Progress was reported with respect to a diminishing punch list which is estimated to take another ninety days to complete. Discussion included the fact that this is the most complex building the state has constructed and one of the most complex buildings built in Tennessee.

Chair Smith thanked Director Howell for a very comprehensive report and commended her remarkable leadership as did other commissioners. The Chair added that in addition to being members of this commission, as a job responsibility, all are ambassadors for this museum throughout the state.

**Honoring Opportunities**

In the DHSMC members unanimous desire to name the building that houses the new Tennessee State Museum in honor of Governor Bill Haslam, Chairman Watson and a member of the House of Representatives will present legislation to name the building; the museum will remain the Tennessee State Museum.

**Public Records Policy**

Without discussion, two adaptations were made in the Public Records Policy to identify the new TSM address and the new TSM Director of Communications. Chair Smith called for a motion. Moved by Chairman Watson to approve the two aforementioned adaptations in the Public Records Policy; seconded by Ms. Yoakum. The chair called for a vote on the motion. The motion carried unanimously with no abstentions.

**Standing Committee Appointments**

Chair Smith named to the Audit Committee Commissioner Alexander, Chair; Commissioners Ashe, Hodges, Watson and Yoakum with the Executive Director and the DHSMC Chair as ex officios and called for a vote which carried unanimously with no abstentions.

Chair Smith named to the Nominating Committee Commissioner McDaniel, Chair; and Commissioners Parker and Yoakum with no vote required.

**Media Coverage**

The Media section of the meeting books includes many of the museums accomplishments in this quarter. Chair Smith recognized Director Howell and her staff on the positive press and infomercials by various news agencies and increased social media. The Chair acknowledged all DHSMC members as ambassadors for the museum.

**New Business**

Chair Smith announced the Carousel Committee met at 9:00 a.m. earlier this day and after much discussion the Committee voted to authorize the chair and the executive director to have conversations with the Metropolitan Nashville Parks Board regarding the carousel.

Ambassador Ashe moved that the commission adopt the Carousel Committee's motion for the chairand the executive director to engage in a dialogue with the Nashville Metro Parks Board and the Mayor regarding the carousel and costs. The motion was seconded by Chairman Watson. Following discussion, the chair called for a vote on the motion and the motion carried unanimously with no abstentions.

Chair Smith recognized Ambassador Ashe who proposed a motionto recognize Chairman Charles M. Sargent Jr.’s service to the Douglas Henry State Museum Commission and appreciation for his support of the Tennessee State Museum in a letter expressing condolences to his family; Ms. Yoakum seconded the motion.

Vice Chair DeFriece recognized Chairman Sargent's passion and strong support for the museum, his service to this commission and how the impact of his contributions to the Legislature in its funding of the new museum cannot be overstated.

Representative McDaniel asked Chairman Watson if a more official request might be in order for a memorial resolution. Chairman Watson offered there will likely be a number of resolutions and that he will suggest mention of Chairman Sargent's service to the museum.

Following discussion, the chair called for a vote on the motion and the motion carried unanimously with no abstentions.

**Other Business**

Chair Smith recognized Commissioner Buchanan who announced that the Tennessee Historical Society (THS) is making a $15,000 donation to TSM for artifact conservation and interpretation. THS member A.J. Kissimmee, President of Cumberland Farms through the Cumberland Pharma Foundation hosted a THS/TSM event on November 5 in the TSM Grand Hall attended by over 200 local business and community leaders.

Chair Smith thanked Mr. Buchanan and the THS for this gift from the proceeds of a very successful event.

**Public Comments**

Public comment was given by TSMF President Dr. Paul McCombs.

**Upcoming Meeting Dates**

Chair Smith announced the upcoming 2019 Quarterly meeting dates of April 8, July 8, October 14, and January 13, 2020.

**Adjournment**

Chair Smith thanked those present and on the phone for their attendance and called for a motion to adjourn. Ms. Travis moved to adjourn; Chairman Watson seconded. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

The meeting adjourned at 11:48 p.m.

**Main Motions Summary**

**Motion #1:** Moved by Ambassador Ashe to approve the October 3, 2018 DHSMC Quarterly Meeting minutes. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

**Motion #2:** Moved by Chairman Watson that the DHSMC give the Executive Director discretion in negotiating rates, fees and terms for the facility use of the Tennessee State Museum for public and private events and to report to the Commission on that subject quarterly. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

**Motion #3:** Moved by Chairman Watson to approve two adaptations made in the Public Records Policy; to identify the new TSM address and the new TSM Director of Communications. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

**Motion #4:** Moved by Chair Smith that the commission approve the Chair's appointments to the Audit Committee of Commissioner Alexander, Chair; Commissioners Ashe, Hodges, Watson and Yoakum with the Executive Director and DHSMC Chair as ex officios. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

**Motion #5:** Moved by Ambassador Ashe that the commission adopt the Carousel Committee's motion for the chair and the executive director to engage in a dialogue with the Nashville Metro Parks Board and the Mayor regarding the carousel and costs. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

**Motion #6:** Moved by Ambassador Ashe to recognize Chairman Charles M. Sargent Jr’s service to the Douglas Henry State Museum Commission and appreciation for his support of the Tennessee State Museum in a letter expressing condolences to his family. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

**Motion #7:** Moved by Ms. Travis to adjourn the meeting. Chair Smith called for a vote on the motion which carried unanimously with no abstentions.

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Thomas S. Smith

Chairman Douglas Henry State Museum Commission

Approved April 8, 2019

1. This draft was revised by Deputy Attorney General Alex Rieger. [↑](#footnote-ref-1)
2. BY-LAWS OF THE TENNESSEE STATE MUSEUM FOUNDATIONARTICLE VI—BOARD OF TRUSTEES

SECTION I—COMPOSITION

Eighteen (18) members of the Board of Trustees shall, in accordance with staggered terms as provided in Section II of this Article, be elected or re-elected by the Board of Trustees at the spring quarterly meeting.

The Executive Director of the Tennessee State Museum shall be a member of the Board of Trustees. [↑](#footnote-ref-2)
3. A legislative amendment to TCA 4-20-301 is mandatory to add a member to the DHSMC. [↑](#footnote-ref-3)