



Annual Board Meeting
Friday January 21, 2000
3:15 - 5:30pm
Boardroom, Phoenix Museum of Art

DRAFT Minutes

1. In Attendance:

Present: Nancy Allen (BMFA), Rachel Allen (NMAA), Max Anderson (Whitney), Benoit Bissonnette (Montreal, Contemporary Arts also representing Pierre Theberge, NGC), Charles Castle (San Diego Contemporary), Ken Hamma (Getty), Robert (Shell) Hensleigh (Detroit), Nancy Lutz (CCP), Renee Montgomery (LACMA), Harry Parker (Fine Arts, SF), Sam Sachs (Frick), Thom Sempere (SF MOMA), Erick Vanasse (Museum of Fine Arts, Montreal)

Proxies voted by the Chair: Art Gallery of Ontario, Art Institute of Chicago, Albright Knox Art Gallery, Cleveland Museum of Art, Denver Museum of Art, Minneapolis Institute of Arts, Metropolitan Museum of Art, Philadelphia Museum of Art

Staff: Jennifer Trant, Executive Director
David Bearman, Director, Strategy and Research

2. Call to Order

The meeting was called to order by Harry S. Parker, chair. It was noted that this was the first meeting at which permanent designates other than the Directors of AMICO member museums were in attendance. They were welcomed.

3. Minutes of the Previous Meeting

Chairman Parker called the attention of the Board to the draft minutes of the previous meeting and asked for any revisions or corrections. There were none. Charles Castle moved, Nancy Allen seconded a motion to adopt the Minutes of Meeting January 26, 1999. Passed unanimously.

4. Election of Chairman and Executive Committee

The Chairman reported that the Executive Committee, acting as a nominating committee, recommended the following slate of candidates for office and election to the Executive Committee:

Officers:

Sam Sachs, Frick Collection and Fine Arts Reference Library, Chair
Elizabeth (Betsy) Broun, Smithsonian Museum of American Art, Secretary
Maxwell Anderson, Whitney Museum of American Art, Treasurer and Vice-Chair

Members:

Nancy Allen, Museum of Fine Arts, Boston
Guy Cogeval, Musée des Beaux Arts, Montréal
Ken Hamma, J. Paul Getty Museum
Jack Lane, Dallas Museum of Fine Arts
Katharine Lee **Reid**, Cleveland Museum of Art
Harry S. Parker III, Fine Arts Museums of San Francisco

Charles Castle moved adoption of the slate of candidates, Thom Sempere seconded the motion. The vote carried unanimously.

5. Vote of Appreciation

Harry Parker turned the chair over to Sam Sachs, whose first act as Chairman of AMICO was to present Harry Parker with a certificate of appreciation, from the Board of AMICO, which read:

*The Art Museum Image Consortium (AMICO)
expresses its appreciation to
Harry S. Parker, III
Director, Fine Arts Museums of San Francisco
for his support, leadership and vision
as the first chairman of our
unprecedented collaboration.
The strong foundation laid during his tenure will ensure our
continued growth and development, as together the members of AMICO
enable the educational use of museum multimedia*

A token of appreciation was also presented to Max Anderson, for his continuing support of AMICO, through its planning, formal founding and in its ongoing work.

6. Update on Activities: Executive Director's Report

Chairman Sachs then asked Jennifer Trant for an update on AMICO activities. She reported that AMICO membership now stood at 31 institution. The AMICO Library has grown in size, exceeding targets for the year, and was delivered to RLG on time.

Four new members joined during the year. Trant noted that this was not as many as we would have liked or than we need in the future. She distributed new member packets and buttons to the Board and urged them each to recruit at least one new member in the coming year. Trant reported that supporting members will be a focus in the coming year and that the successful AMICO workshops of last year would be repeated and probably extended to the annual meeting.

6.1 University Testbed Project

The University Testbed project wrapped up in 1999 with a useful conference in June from which the current AMICO brochure has been drawn. A full report of the meeting is available on the AMICO Web site.

As part of this project AMICO held two Focus Groups with members of the College Art Association (CAA) and the Visual Resources Association (VRA). These were funded by the Grant Program of the J. Paul Getty Trust. Summaries of the results from these meetings were distributed to the Board.

6.2 Artists Rights Society

An agreement was reached with the Artists Rights Society (ARS) as requested by the Board last year. Under this agreement members are able to make educational use of works in copyright represented by the ARS on their own websites, and AMICO may distribute the works under license. The Board received a copy of this letter of agreement. The AMICO Rights Committee is working on guidelines for the implementation of this agreement.

The Chair thanked Executive Director, for her report.

7. Committee Report

7.1 Report from the Treasurer

Sachs called for a report from the Treasurer, Maxwell Anderson. AMICO is operating in the black from a cash flow perspective and looks forward a fully balanced budget with all debts repaid by 2003. Anderson presented the findings of the 1998/99 Auditor, noting that the Organization had a budgeted deficit in FY99 (and performed slightly better than budgeted) and no financial irregularities were reported by the auditors.

He called the Board's attention to the year-to-date financial statement which shows that AMICO will probably be slightly in the black in the current fiscal year. He noted that the Executive Committee had approved a budget predicated on costs of serving non-North American members, but that spending was actually being

governed by the “North American” budget proposal, rather than the approved “International Members” budget until such time as non-North American members were admitted. He also noted that the Executive Committee had just approved a reassignment of funds to cover marketing expenses that AMICO has incurred.

Harry Parker noted that from the outset AMICO has relied upon the generosity of organizations such as Archives & Museum Informatics and the Art Museum Network to sustain our operations. He noted the obligation that AMICO members feel, and restated the desire of all AMICO members to retire any obligations, while noting that a proportional payment was not possible in the previous fiscal year. He felt that AMICO should have as a goal the attainment of self-sustaining financial situation.

Harry Parker moved to approve the Treasurer's Report and the Auditors Statement. Renee Montgomery seconded. The vote carried unanimously.

8. Membership

8.1 New Members

Sachs report that AMICO has four new members:

- Dallas Museum of Art
- Denver Art Museum
- Detroit Institute of Art
- Museum of the Americas Foundation

The Board unanimously voted to welcome these new members.

8.2 Membership Terms

Chairman Sachs asked Jennifer Trant to present the proposed changes in Membership Terms. Trant noted that some potential members were being put off by the requirement of 500 works per year, but that in practice this “requirement” had been dealt with flexibly and members were being given time and help in getting ‘up to speed’. It was proposed that this be reflected in the terms of membership.

In place of a stated requirement that members contribute a minimum of 500 works per year it is proposed that AMICO policy state that all members will aim to contribute a minimum of 5000 works per year, and that AMICO staff will work with new AMICO members to help them build the capability to meet their annual contribution requirements over the first three years of their AMICO membership. AMICO staff will put in place a concrete program of training and guidance to assist new members in reaching this goal. During these initial membership years contributions will be adjusted to reflect the state of preparedness of the new member.

In addition, in Executive Committee, it was noted that the same flexibility needed to apply to members who would contribute more works than required in some years and fewer in others. Members will not be penalized for not contributing in any particular year, and therefore, the ‘holding back’ works in years when much multimedia was created in order to be sure to have adequate future contributions was discouraged. Members are encouraged to make early and large contributions to the AMICO Library.

Charles Castle moved to adopt the motion, Nancy Allen seconded. The vote carried unanimously.

8.3 Internationalization

Sachs raised the issue of internationalization of AMICO Membership. We have been discussing this for some time, but do not seem to have broken the log-jam. Staff have met with a number of museums in the UK (where the possibility of a subscription may drive membership). In addition, strong interests have been expressed in The Netherlands and Eastern Europe, where staff also had preliminary meetings with interested parties. It was suggested that existing partnerships between AMICO members and foreign museums could be used as a basis to develop international AMICO membership. Trant was asked to canvas the Board for existing partnerships that might seed interest in AMICO.

8.4 Collections Management Systems and Library Contributions

In discussion, Renee Montgomery noted that LACMA still does not have a working export to AMICO from Willoughby Associates., and asked for help. Users of the Museum System (Gallery Systems inc.) noted that the

latest release of the software has the required export function but that the vendor will not be able to upgrade them all to the latest release prior to the due date for AMICO contributions. AMICO staff urged them to band together to put pressure on the vendors and offered to help by informing members of who else uses the systems they use. AMICO staff will also work with the Technical Committee on this issue.

9. AMICO Library Use

9.1 Subscriptions and Distributors

Jennifer Trant asked David Bearman to report on AMICO Library use. Bearman summarized the distributed report that AMICO currently had 26 higher education subscribers through RLG representing about 400,000 students, and 89 subscribers through OhioLINK representing about 300,000 students. Charts of Library use were distributed to the Board.

AMICO currently has no direct distributor for the K-12 market though a variety of developments are being explored. The Whitney has a pioneering project underway using the RLG interface, and other developments will be reported later.

9.2 Consortial Pricing

Bearman reported that AMICO had presented at the Consortium of Library Consortia meeting in Chicago in the fall and as a consequence had negotiated with RLG a consortial pricing model – giving large groups of institutions up to 50% off – which we hope will bring in some consortial subscriptions soon. The United Kingdom as a whole is being offered licensing under the terms of this consortial price and will be testing the Library in the coming weeks.

The Board approved the Consortial Pricing Terms and strategy.

9.3 Library School Use

Bearman introduced the proposal to permit Library Schools to use the AMICO Library in instruction under a short term, free license. The proposal has received unanimous endorsement from the Right Committee and the Executive Committee. There was little discussion, no dissent.

Harry Parker moved, Nancy Allen seconded the adoption of this new policy. The vote carried unanimously.

10. Issues for the Future

10.1 Collaborations: Antenna Audio

Jennifer Trant introduced the first of two proposals for commercial collaboration with AMICO. Antenna Audio wants to offer AMICO members sound bites from their audio programming to augment the members own documentation. This data is now typically lost after the exhibition closes but Antenna has a large archive. In discussion, concern was expressed about whether Antenna had the rights to use such audio and whether the members would have a veto over inappropriate audio content. It was agreed that Antenna would be securing its rights and museum members secure theirs (as the rights are often shared). Members would be able to decide if they wanted the audio files to be contributed to the AMICO Library and it would only be used if approved by the members.

Concern was expressed about whether the content would be given to the museum to use for other purposes – AMICO agreed to raise the question with Antenna. Concern was also expressed about the ultimate look-feel of the logo/interface and mechanisms for citation. It was agreed that this would need to be mocked up.

Max Anderson moved and Nancy Allen seconded a motion to allow the AMICO staff to negotiate a contract with Antenna. The Board would like to review mock-ups of the manner in which Antenna Audio is incorporated into the AMICO Library, and how it is cited.

10.2 Britannica.com

David Bearman described a second proposal, just received and discussed at the Executive Committee meeting, from Britannica.com. Britannica.com wants to co-publish three products with AMICO:

- 1) for the K-12 market where they currently have licenses with 25,000 US schools, 20,000 UK schools and 8,000 Australian schools (now working on Canada). The product would encourage educators to use AMICO content tied to curriculum requirements of their school district.
- 2) for the adult education/lifelong learning/higher education market. The product would integrate Britannica's indexing and a 'discourse space' for educators
- 3) for the general public/e-commerce market. The product idea seems to us almost completely undeveloped.

Britannica is seeking a five year agreement with AMICO, with the first products to appear this fall for educational use of AMICO multimedia documentation in return for giving AMICO Britannica content, on-going royalties (estimated at \$500K+) and an up-front payment (estimated at \$1M+).

The agreement would be exclusive only with respect to other encyclopedia publishers (Worldbook, Encarta etc.) and not other reference books with similar biographical, geographical, historical subject matter). We would offer the same overall co-publishing framework to such other publishers including Macmillan. Bearman noted that the issue in front of the Board was whether to authorize AMICO staff to continue negotiations.

Harry Parker led the discussion indicating that he felt this was a tremendous opportunity for AMICO both to reach the K-12 community we had so far been unable to reach and to place AMICO on a more secure financial footing. Sam Sachs noted that he too approved the idea of such a contract, emphasizing that Britannica was a respectable educational firm. Max Anderson noted that the border between non-profit and for-profit in educational publishing was very permeable and that in his view the energy in this arena was coming from the for-profit realm. The alternative to such collaborations might be in five years that AMICO would be irrelevant.

There was a generally expressed feeling that the idea was a reasonable one, but concerns were expressed for AMICO staff to take into consideration:

- Limitations on resolution and application of watermarking for these widely distributed images
- Building in protection against relicensing and authoring anything not approved by AMICO
- Noting that copyright clearances with ARS will change with such an agreement and that Britannica will need to pay (as they have agreed in principle) for such rights
- Questions were raised about whether the museums could receive income from such an agreement, or at least recover their AMICO dues. It was agreed that this was a matter for future Board consideration rather than part of the Britannica negotiations per se.
- Concern was expressed that the e-commerce aspects be voluntary for AMICO members. AMN was cited as an example of how such opportunities can be offered but not required.
- Concern was expressed about over committing members of AMICO in development of the applications given that members still had to deliver the year 2000 Library.
- Other issues raised by Board for the attention of the negotiators included:
 - Making certain that updates will be processed by Britannica
 - Ensuring access to AMICO members
 - Ensuring use of Britannica content by AMICO members beyond the co-published product
 - Making sure Britannica understands our growth projections
 - Making certain we have product approval authority
- Enabling AMICO members to have access to Britannica content.
- Ensure that Britannica has no rights to relicense.

It was agreed that negotiations would be reported blow by blow to the AMICO Board through the Board list, and that the eventual contract would be brought to the Board as Ken Hamma put it – as in treaty ratification – for a vote.

Chairman Sachs asked for approval of the motion to continue negotiations. It passed unanimously.

11. Other Business / Adjournment

Sam Sachs asked if there was any other business. There being none entertained a motion for adjournment, which was assented broadly and carried unanimously.