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NOTHING SAYS “I have arrived” like a seat on a prominent museum board. This has been true at least since the days when Edith Wharton chronicled the rise of America’s industrialist moguls. And so it remains in our own, somewhat tarnished gilded age.

Yet much confusion clouds what museum boards actually do and how their leadership should be judged. This is partly because recent public discussion about trustees has tended to be one-sided. The art press is habitually obsessed with cases of alleged self-dealing among museum trustees, some of whom—surprise!—are also art collectors. This is not to belittle such potential transgressions: As a January 2010 missive from the Association of Art Museum Directors alerted, “Museums must be mindful of showing works that may soon be destined for the marketplace.” Even so, the jury is out on whether and how trustees might actually be gaining from their museum roles. “I have never seen good data to demonstrate that an exhibition significantly enhanced values,” says Stephen Urice, a legal scholar and specialist in nonprofit governance. With trustees expected to sign hefty checks, acquire works on behalf of museums, and donate objects from their own collections, joining a board is unlikely to ever become a profitable endeavor.

Rather than worrying endlessly about the value of Eli Broad’s or Dakis Joannou’s art holdings, then, what we should be focusing on are questions that, admittedly, may not grab headlines. Are the trustees responsible fiscal stewards

of their institutions? Are they focused on the mission? And are they professionally and temperamentally suited to deal with the complex realities of overseeing today’s art museums—from building-system upgrades to global branding strategies and epic fund-raising campaigns?

These are the real challenges for which few trustees are prepared. After all, no one really goes to trustee school. The men and women who are drafted to serve on museum boards these days—confident, successful, overscheduled—all too often skip the short courses and training manuals. They learn on the job.

So, herewith, a few bullet points on Trusteeship 101: Boards of trustees are the legal owners of private museums. They collectively hold title to the institution’s assets—its land, buildings, collections, and endowment—but are deemed by law to hold those assets in public trust. This fiduciary role imposes on trustees certain legally defined duties. The duty of care demands that they behave prudently and do their job. The duty of loyalty enjoins them to always act for the museum’s benefit and avoid conflicts of interest. The duty of obedience obliges trustees to make decisions that are true to the museum’s mission. Breaches of these duties are subject to consequences from state attorneys general, but oversight is sporadic. (A recent order by the California attorney general’s office sending the trustees of the Los Angeles Museum of Contemporary Art for special training in fiduciary duties is a rare example of such intervention.) However, boards are also answerable to the Internal Revenue Service, which can revoke

a museum’s tax-exempt status, and they are self-policed by the museum profession, through standards and codes of ethics published by the major museum associations. Trustees aren’t supposed to meddle or micromanage. Instead, their job is to set policy, oversee financial health and planning, and forestall mission creep. A good board is like a good mayor: It shuns politics, invests wisely, hires well, keeps managers accountable, saves money for a rainy day, and puts infrastructure in place for a healthy future.

That’s the theory, anyway. In the real world, however, board behavior is also subject to something that is far less easy to grasp—namely, group dynamics. From the outside, boards may appear to be paragons of probity, formal and rule-bound, a picture of competence and decorum. But they lead a kind of double life. Underneath the surface, they are cauldrons of sticky politics and tangled agendas, as one might expect from any conclave of privileged type A individuals. They are a patchwork of personalities: old-timers and newcomers, artists and financiers, worker bees and social butterflies, cheerleaders and skeptics, spendthrifts and penny-pinchers. Moreover, boards, of course, are constantly changing. They can splinter into tribal factions then reunite, galvanized by a threat or an opportunity. They can spend years distracted by succession issues and power struggles. To master these elaborate shifting configurations requires an anthropologist’s eye, a psychiatrist’s ear, and a politician’s determination.

Each museum board, its members gradually learn, has a subtext. For some, the underlying story is about a domineering figure who holds the others hostage with the scale of his giving. For others, it’s a rift between old and new money, or a strained relationship with the director. “Some directors want a neutered board, so the director has total authority,” says one veteran supporter of several major museums. “The same is true on the other side: There are boards that want a neutered director.” Throw in the jockeying for taste and status; what you get isn’t exactly a recipe for consistently clear-minded decision making.

In short, it is something of a sociological curiosity that America’s museums—which have proved themselves remarkably resilient for over a century—are entrusted to such boisterous governing bodies. Each trustee group must align its abstract fiduciary responsibilities with the highly particular composition and psychodynamics of its members. It’s a feat that some boards pull off with stunning effectiveness, but it is never easy.

“Irrationality may be amplified in the context of a museum board,” says Kerry Sulkowicz, a psychoanalyst and managing principal of the Boswell Group, which advises CEOs and boards on leadership. “People are there because of the strength of their passions about art, which is a great thing, but it does turn up the volume.” In his experience, trustees with big day jobs may find it hard to take a backseat. Risk takers can turn into risk avoiders. Influential members can take on a kind of parental role, causing others to feel

infantilized. Communication, or the lack of it, is a frequent problem, Sulkowicz contends. Nonprofit boards don’t spend enough time together cementing bonds of collegiality. Small executive committees often do the heavy lifting while tolerating absenteeism among colleagues. Criticism may be withheld out of deference to prominent trustees. Information is liable to flow

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through back channels. Imperfect ideas can take hold and go unchallenged. “There is a reluctance to activate familiarity” and engage in free and open exchange, Sulkowicz says, “and therefore lots of opportunity for misunderstandings.” Status motivations can also quench candor: After joining the ranks of famous and influential people, why alienate your new peers?

Of course, much of this holds true for your typical corporate board as well, but with some crucial differences. Museum boards lack the oversight and close regulatory scrutiny that comes with having shareholders. Their members are less connected to the day-to-day work of an organization than most corporate directors. Museum boards are often loath to let go of people who don’t pull their weight, for reasons both sentimental (bonds of friendship, family, or soci-

ety) and practical (the expectation of future giving). And though trustees may be generous, they are not rewarded for making clever decisions, nor are their personal fortunes on the line. Meanwhile, expectations are changing. “It used to be that being invited on a board was a privilege, or a reward for loyalty already demonstrated,” says Samuel Sachs II, director emeritus of the Frick Collection in New York. “Now, many boards are so starved for money, they will take almost anyone with the means.”

Given that so many forces can derail smart leadership, we would do well to refocus on the things that might go wrong even under the best of circumstances. For every breathlessly scrutinized allegation of trustee influence, there are doz-

ens of perfectly routine yet potentially ruinous board decisions that need to come to light. Museums can be left teetering on the brink of insolvency because of well-meaning trustees who were too eager to put up shiny buildings or too reluctant to rein in spending. Tolerance for crowd-pleasing fare and a propensity for unsavory marketing are among the domino effects of such bad policies, which corner museums into a relentless pursuit of audience count and earned income. In museums as elsewhere, trustees should also be judged for choices they *didn’t* make: the acquisitions that got away, the capable executives who weren’t hired, the fiscal discipline that came too late.

If boards have their bright and dark sides, what brings out the best in them? Savvy recruitment? Term limits? Conflict-of-interest disclosures? Annual retreats and self-evaluations? Transparency? All of the above, surely. In the end, though, trustees will always have their quirks. “The goal is not to make a board a hyperirrational, machinelike apparatus,” Sulkowicz says. “The goal is to take advantage of the diversity and humanness of it all, and harness it.” □



Opposite page: David Hockney, *American Collectors (Fred and Marcia Weisman)*, 1968, acrylic on canvas, 83 1/4 x 120". Frederick R. Weisman was a trustee of the Los Angeles County Museum of Art from 1985 to 1994. Marcia Simon Weisman was a trustee of the Museum of Contemporary Art in Los Angeles from 1980 to 1989 and from March to October 1991. © David Hockney. This page: Fairfield Porter, *Molly and Walter Bareiss*, 1959, oil on canvas, 45 1/2 x 45 1/2". Walter Bareiss was a trustee of the Museum of Modern Art in New York from 1964 to 1973.