

**Kurian\_SB284\_FAV.pdf**

Uploaded by: Ajay Kurian

Position: FAV

## HB 284 – Trustees of the Walters Art Gallery – Collective Bargaining

### Position: Support

I joined the board of the Walters Art Museum in 2021 as the first artist on the Board of Trustees in the Museum's history. It felt like an opportune time as so many museums were seeing that there was a shift happening across the country as to how Institutions address the shared histories of oppression and violence that mar the founding of this country, as well as a shift in how workers are treated. Talks of Unionization were already in the air at the Walters, but as I soon learned, there was a consistent message from Management: Workers can at any time go through the established routes of Unionization, which meant going through the National Labor Relations Board to organize an election. This path, however, was inadequate to the desires of the Walters Workers, who were committed to forming a wall-to-wall union which would unite museum workers and security into the same union, thus giving them further bargaining strength and deeper and more substantial material unity. The wall-to-wall union was never addressed by management, nor was there an effort to meet with workers to discuss it further. Additionally, the NLRB may not have jurisdiction given the Walters' contested status as a public institution and instrumentality of the State of Maryland. Given that workers may not be able to petition the NLRB for recognition, another path to union recognition is needed. This would require a 3rd party agreement which Management never addressed or entertained until this legislation was proposed and passed in the House. Years have gone by prior to Management's acknowledgement where Walters Workers have consistently proposed a third-party agreement over the last two years without hearing any kind of acknowledgement, and moreso, Management has made it appear as if the Walters Workers had not been in touch and were not largely unified in their organization. The Museum's leadership has said in multiple public statements that Workers have not presented any such agreement, which is simply false. It has led me to believe that Management is not acting in good faith.

Workers have gone so far as to speak to the City to see if they would oversee an election so that neutrality and a democratic process could be maintained. This too was not met with any acknowledgement. For years museum leadership resisted this inclusive path and ignored or declined every overture workers have made regarding a conversation between Walters Workers United members and leadership, or around moving an election agreement or voluntary recognition process forward. After seeing how the House hearings went, I realized that without legislation. I do not trust that the Museum leadership will honor a 3rd party agreement so that Walters Workers can unionize the way they would like. It should be said that they already have a majority of workers' signatures in wanting this kind of union.

A final and important note to address is the language of the bill itself. A few board members have countered to say that the language in the bill stating that the Walters is an "instrumentality" of the state has given them pause, saying that this would shift the mission and overall organization of the museum. After seeking separate legal counsel, I found that based on the documents from the US Treasury Department that use the same language - calling the Walters an "instrumentality of the State of Maryland" - there is sufficient paperwork to substantiate that the Walters is an instrumentality of the State and has been treated as such throughout its history. Therefore, I am not concerned with the criticism that this legislation would enable a seizure of funds or objects by the state, as it is clear to me that this legislation recognizes the Walters public status while leaving in tact its self-governance which remains subject to City oversight as it always has been. The purview of the language is specific enough that the museum is not at risk of transforming into an institution run by the Government but will remain entrusted to the Trustees. It is with all this in mind that I urge you to pass SB284.

Thank you,  
Ajay Kurian  
Board Member of the Walters Art Museum

**SB284\_AFSCME3\_FAV.pdf**

Uploaded by: Denise Gilmore

Position: FAV



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Patrick Moran - President

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## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining POSITION: FAVORABLE**

### **Collective Bargaining Rights are Fundamental**

AFSCME Council 3 supports SB 284. The legislation enables collective bargaining rights for employees at the Walters Art Gallery. Article 23 of the Universal Human Rights Declaration adopted by the United Nations in 1948 affirms that collective bargaining rights are fundamental to human dignity. The security officers, maintenance workers, IT workers, curators, conservators, and marketing professionals who work at the Walters Art Gallery deserve to have dignity at work as well.

### **Why Legislation is Needed**

While issues like pay disparities and a lack of promotional opportunities have been long-standing issues for the employees at the Walters Art Gallery, like many workers, the pandemic served as a catalyst to begin organizing for a union. Safety protocols were poorly communicated, and workers weren't given an opportunity to provide input. The final straw occurred when renovations were happening in the building that caused staff to be exposed to noxious gases that management did not protect workers from. Walters Workers United began organizing almost two years ago and in unprecedented fashion achieved overwhelming support from fellow employees in a short amount of time.

The Walters Art Gallery is a unique institution. It is owed by Baltimore City. It was created by an act of the General Assembly and by City ordinance in 1933 after Mr. Walters left his art gallery and property to the City. This makes them a public entity and public employer. City funds are used to help pay employee salaries and benefits and substantial oversight over the Walters Art Gallery is exercised by the Mayor and City Council. However, because of gaps in Maryland labor law, there is no process for these employees to gain union recognition and collective bargaining rights. Like legislation passed by the General Assembly in 1982 with the Baltimore Police Department, and then again in 2021 with the Baltimore County Public Library system, legislation must be passed to enable collective bargaining for these public workers and to create the framework to negotiate with the Walters Art Gallery.

For these reasons, we urge the committee to provide a favorable report on SB 284. Thank you.

Every AFSCME Maryland State and University contract guarantees a right to union representation.  
An employee has the right to a union representative if requested by the employee.  
800.492.1996

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# **SB 284 - Trustees of the Walters Art Gallery - Col**

Uploaded by: Donna Edwards

Position: FAV



# MARYLAND STATE & D.C. AFL-CIO

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*President*

Donna S. Edwards

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**SB 284 - Trustees of the Walters Art Gallery - Collective Bargaining  
Senate Finance Committee  
February 16, 2023**

**SUPPORT**

**Donna S. Edwards  
President**

**Maryland State and DC AFL-CIO**

Madame Chair and members of the Committee, thank you for the opportunity to submit testimony in support of SB 284 - Trustees of the Walters Art Gallery - Collective Bargaining. My name is Donna S. Edwards, and I am the President of the Maryland State and District of Columbia AFL-CIO. On behalf of Maryland's 340,000 union members, I offer the following comments.

SB 284 is an affirmation of our State's values to encourage and empower workers to have a voice in discussing with employers their safety concerns, productivity, pay and benefits, and other working conditions. In our shared mission to leave no one behind, we must make sure that we grant collective bargaining rights to all public workers, no matter how big or small the institution is.

*Fundamentally, this is enabling legislation. It does not mandate a union. It does not force any worker to join or oppose a union.* It simply allows workers to decide, for themselves, what their path forward will be. The freedom to form and join a union is core to the U.N. Universal Declaration on Human Rights and is an "enabling" right—a fundamental right that ensures the ability to protect other rights.

SB 284 affords workers at the Walters Art Gallery the right to make their own decision as to whether they want to organize and form a union. The same right to self-determination has already been realized by other cultural workers around the State. Last July, workers at the Baltimore Museum of Art voted overwhelmingly to unionize.

Efforts to form a union at Walters Art Gallery have been delayed by the museum's assertion that they were a private entity and not subject to information requests. This forced the union to sue. The court found in favor of the union and declared that Walters Art Gallery is a public institution. With this new reality firmly established, it becomes the responsibility of the General Assembly to make sure these workers can move forward with forming their union.

**For freedom and equity, we ask for a favorable report on SB 284.**

**SB284\_WWUAFSCME\_FAV.pdf**

Uploaded by: Garrett Stralnic

Position: FAV



## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

### **Position: Support**

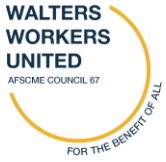
My name is Angie Elliott, and I am a member of Walters Workers United. I am Head of Objects Conservation at the Walters Art Museum and have worked there for close to 10 years. I'm excited to ask for your support on SB284.

Growing up, I was surrounded by family and community who were union members. I know that the reason we had such a stable environment as a working class family was because my dad was a unionized steelworker. The benefits and pay directly associated with their union contracts supported our family and supported me as a first generation college student. I'm so proud of the work my family does and want that same respect and voice for those of us who have chosen to work at the Walters.

Until recently, in the museum industry, there's a lack of transparency around many aspects of our work and compensation. Though I was thrilled by the museum's recent decision to raise pay across all levels of staff, I feel strongly that this was at least in part a result of our organizing efforts as a union. I also know that these increases aren't protected by a contract. I support forming a union so we can bring more transparency to our day to day lives. It was encouraging to see the recent lawsuit decision that the Walters is considered an instrumentality of government and is subject to public information requests.

I hope that you will support SB284 so that employees at the Walters Art Museum can gain collective bargaining rights. We are passionate about what we do and excited to move forward.





## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

### **Position: Support**

My name is Anna Clarkson and I am a member of Walters Workers United. I'm the librarian/archivist at the museum. I'm writing to ask that you support Senate Bill 284. I've worked at the Walters Art Museum for almost five years, and I am so proud to work at the museum, a world-class institution that provides valuable artistic, historic, and cultural resources to the City of Baltimore and beyond. A world-class institution should treat its employees in a way that reflects that same standard of excellence and care.

The Walters Art Museum workers need a contract and a protected voice at work. Collective bargaining is about our most basic rights as workers and our ability to negotiate over the conditions of our work. We need basic bargaining rights at the Walters so that we can ensure that the people who work here are treated fairly and equitably. Through collective bargaining we will work to strengthen the institution and further its mission. Expanding our rights is good for workers, the museum, the public, the City, and the State.

I am asking you to vote to support SB284 both in this committee and in the Senate. This legislation would close an oversight in Maryland collective bargaining law and ensure that all of us working here at the Walters who serve the people of Baltimore and visitors from across the state of Maryland can enjoy our basic bargaining rights at work.



## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

### **Position: Support**

My name is Garrett Stralnic. I'm a Gallery Officer at the Walters Art Museum. In my three years at the Walters, I have seen avenues for us to express ourselves shutdown by management.

I have seen management turn off the chat function in zoom meetings for all staff meetings. In some meetings management has told us we can only ask questions if they are submitted in advance and approved. We have even lost the ability to send all-staff email when it was used by staff in different departments to express concerns about the loss of frontline staff's "appreciation pay" (hazard pay) during a height of the pandemic. This all-staff exchange via email was also followed by intimidating HR meetings with the director for most of the security staff who engaged in it.

When it comes to our pay, we are not brought into the room for any real conversations. In October 2021, they disbanded our DEAI joint working group in response to our unionizing. Museum leadership recently increased staff pay to \$18 an hour for security staff, as part of an effort to live into the Museum's values around DEAI. While this increase in pay is appreciated, it doesn't reflect our years of commitment to the Walters.

Our voices were initially lost when it came to our health and safety. As individuals, we raised concerns about vapors resulting from planned roof work at the Walters from the day it began and for weeks as multiple employees (myself included) had to leave work due to side effects. In fact, one of my coworkers went home with side effects on two separate days. It wasn't until a few weeks into roof work that we sent a letter signed by over half of the staff demanding effective safety precautions be taken to protect us. I do not believe we would have seen certain recent pay increases without our collective actions and it is quite clear that my coworkers would have had to continue working in a space that could make them physically ill without collective action. We have seen the Walters change some of their practices around our health and safety. Those practices can be directly attributed to us organizing and standing together to protect each other and the public. Having a health and safety committee through a union contract would be a tangible step in making our workplace safer.

This is why collective bargaining is crucial for the amazing and hardworking staff at the Walters. Please support SB284 in the Senate Finance Committee.



## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

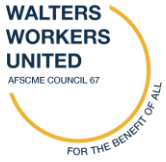
### **Position: Support**

My name is Gregory Bailey, I'm a Senior Object Conservator at the Walters Art Museum. I'm also on the organizing committee for Walters Workers United, AFSCME. The Walters is one of the great treasures of Baltimore, not only because of its extraordinary collection of artworks, but because of the dedicated, talented staff who care for these collections and help to tell their stories. We deserve collective bargaining rights and urge the General Assembly to correct this oversight so that we can move forward and have our union recognized. I'm asking that you support SB284.

The Walters has recently committed itself to a set of public goals to increase diversity, equity, accessibility, and inclusion. Many workers contributed to the development of these goals and are already working hard to achieve them. The final section of these goals, Build and Support a Dynamic Team, includes many items that are best addressed through collective bargaining and cooperation within a union structure. These include building "a team culture that is based on clarity, inclusivity, and accountability," "a new compensation strategy that is understood by staff and promotes pay equity," "professional development, leadership development, and mentorship programs," efforts to "diversify the staff and support diverse staff and perspectives," as well as "promote new ladders of opportunity in all areas of the museum." The most direct, inclusive, and transparent way to achieve these vital goals is through a single union representing all workers from across all departments in the museum so that we may work together to identify priorities for collective bargaining through a representative, democratic process.

We believe in the Walters Art Museum and support the incredible work of all our coworkers. Forming a wall-to-wall union will enable us to work together in the most efficient manner to achieve the museum's goals and support its mission to be a transformative force in the greater Baltimore area. Not only will this improve the Walters as an institution, but it will have enduring benefits for our families and our communities across Baltimore. Enabling collective bargaining rights for employees of the Walters Art Museum sends a strong message that Maryland supports the arts, supports its workers, and stands ready to move into a more equitable and inclusive future.

We ask that you support SB284 in the Senate Finance Committee.



## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

### **Position: Support**

My name is Lex Reehill and I work in the Security department as a Monitor Room Officer. My colleagues and I manage alarm and fire systems, museum access, and emergency response. I have worked at the Walters Art Museum for over six years. I'm writing today to ask that you vote to support Senate Bill 284.

A wall-to-wall union is crucial for the betterment of the employees at the Walters. As Security officers, it is our duty to protect the people and the artwork of the institution, but we do not get the same consideration. Security is often treated like an afterthought by museum management.

Earlier this year, the Walters announced a pay floor increase for staff to \$17/hour. This information was welcomed, but something was missing. The pay floor increase did not include an equitable increase for existing staff. After six years of working at the Walters, I make the same amount as someone who is hired in my department today. My specialized knowledge as a long-time employee and Monitor Room officer, who is cross trained to work in gallery spaces, is not reflected in my pay. It feels as though my dedication to the museum is not valued, despite being an essential worker required to work through blizzards and pandemics. My colleagues and I deserve equitable pay that is informed by our experience, and the additional duties we must perform.

Unionization will help us, as well as our colleagues in other departments, to get accountability and clarity for how the museum decides to move forward post-pandemic. Over time, I have seen many, many passionate and hard-working people leave due to dissatisfaction, mistreatment, and pay inequity. A union will give us our voice back. It will help advocate for those who have been consistently put aside. Our experience has value. A union will create the best Walters Art Museum.

During the COVID-19 shutdown, essential staff saw a consistent mishandling of safety procedures, sluggish response to acquiring PPE, and an absence of manager/director-level support when it was needed most. It was scary to come in every day and not know what you were bringing home to your loved ones. It was scary having a leadership team that seemed unconcerned with our well-being. I don't ever want us to go through that again.

The Walters went weeks without communicating to all-staff about the risks associated with vapors even when multiple employees went home due to side effects. It took a large number of us coming together to send a letter for management before management took action, which makes me feel that my safety and my co-workers' safety is not a priority. This is exactly why we need a union at The Walters now. We need to be able to advocate and protect ourselves since it's clear they won't. Having a health and safety committee that we could negotiate in a union contract would be invaluable.

Thank you for supporting SB284 which would give us collective bargaining rights at the Walters Art Museum.



## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

### **Position: Support**

My name is Merle Davison, and I am a proud member of Walters Worker United. I ask you to support Senate Bill 284. I have worked at the Walters Art Museum for 3 years as a Gallery Officer.

Having the support of representation as a whole is incredibly important. During the earlier stages of COVID-19, after the museum decided to re-open, without frontline staff input regarding any part of that decision, it was also declared to us on the frontline that our “hazard-pay” would be discontinued. We expressed our disagreement with that decision and asked for clarification and transparency as to why it had been made. Clarity regarding the finances of the museum was not available to us until after that decision went into effect.

During the time leading up to the cessation of hazard-pay, upper-management also made the decision to call “hazard-pay” “appreciation-pay” instead. We, in security, also voiced a strong opposition to that term, citing the gaslighting nature of management trying to change the perception of why we were being paid more during that time, as well as trying to decrease the focus on the actual hazard we were facing each day.

The museum email system was first used by me and then others, to voice concerns to decisions being made by museum management. At this point we were prohibited from sending emails to entire departments outside of security citing in the “Electronic Mail Policy,” that email “should not detrimentally impact employee productivity” and, apparently, upper management deemed our professional communications regarding our concerns about pay, our health and safety, and transparency from management as detrimental, even though the response from individuals in other departments was overwhelmingly supportive. Even now, a couple years later, strict parameters remain regarding communicating any concerns on a department-wide basis using our work email; multiple recipient emails are only allowed within our own department.

It’s worth noting that the museum has time and time again treated Gallery Officers and Monitor Room Officers differently than any other staff. You should know, we are consistently the most vulnerable staff at the museum. We are often treated as disposable and invisible. I should also mention that I am a Black woman. Most Walters staff are white. However, many of the front of house staff (security, retail, and maintenance) are people of color.

Having a union would significantly decrease management’s ability to intimidate and gaslight staff. Unionizing would support us all in obtaining, not only the pay equity we warrant, but the respect we deserve. This is why I’m asking that you support SB284. Having collective bargaining at the Walters will only make our institution a better place for everyone, one where we are not intimidated for speaking up.



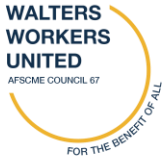
## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

### **Position: Support**

My name is Will Murray, and I am a proud member of Walters Workers United. I ask you to support Senate Bill 284. I've worked at the Walters Art Museum for 25 years in the maintenance department. I started as a maintenance technician in 1998 and was promoted to lead maintenance technician in 2003. I have built friendships and relationships, not just with my colleagues, but with artists, community members and frequent visitors. My co-workers refer to me as the "Mayor" at the Walters. I feel so valued by them. I have watched my friends and coworkers face reorganization after reorganization across many departments in the museum, as well as the complete dismantling of the education department. Looking into our workplace, you wouldn't guess that our two departments interact. But in reality, our work relies on one another. I was looking at a couple of pictures I have from 5 years ago, everyone except for me and my other colleague in my department is gone from those photos- many of whom were terminated after working at the Walters for years.

The turnover at the Walters has meant there are fewer of us here to train and onboard new staff when the museum does have new hires. The recent raise to our pay is nice, but it happened solely at the museum's discretion- we have no way of knowing if we'll continue to receive regular raises or promotions and if the museum will continue to respond to our demands for better pay.

I love the Walters, but that doesn't mean things shouldn't be better, it doesn't make any of us less committed to the organization or our work. It means we care enough to say the hard things. It's time for someone to listen. These and other factors contribute to our desperate need for a union to bring about more favorable conditions going forward. I'm urging you to support SB284. Having collective bargaining at the Walters will help us recruit and retain good staff. It will also serve as a way we can have a strong voice in our workplace.



## **SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining**

### **Position: Support**

My name is Jordan Robinson. I am a proud member of Walters Workers United and I've worked at the Walters for three and a half years.

I am a part-time Gallery Officer, a member of the frontline staff that helps ensure guests in our museum have a safe and enriching experience while keeping the art secure.

We knew we needed to take action in 2020 when the height of the pandemic highlighted systemic issues. Combined with the summer protests around Black Lives Matter, key concerns were raised for us at the museum around equity, fairness, and inclusivity.

As a part-time, front-line employee, I see firsthand how the museum picks and chooses how it treats its workers. Back then, I had no paid time off, no holiday pay, no health insurance, and no retirement benefits. I remember when, with no input from us, leadership decided it was time for us to come back to work. I was scared. I was going back to work for 12 dollars an hour- less than my full time counterparts. At the same time, leadership cut off appreciation pay and other supportive programs.

Prior to organizing our union, we had no way to communicate about our treatment at work to fellow employees in different areas of the museum. When we had concerns about returning to work, we sent emails to our fellow staff members. We were then brought into meetings with leadership and HR to be reprimanded and intimidated.

Since then, we have fought hard to ensure that we are communicating between departments and across the museum. We've found power in advocating together collectively as a union.

Whether it's gaining paid-time off for part time officers or sending a signed petition asking leadership to take action when there were toxic vapors making us sick, only through collective action have we been able to win some improvements to our working conditions. Even still though, I do not receive health insurance or retirement benefits as a part-time employee. Imagine what can happen once we have a collective bargaining agreement.

I am urging you to stand with me and my colleagues and support our collective bargaining rights by supporting SB284. Thank you so much for your consideration.

# **SB284\_SenCarterTestimony.pdf**

Uploaded by: Jill Carter

Position: FAV





THE SENATE OF MARYLAND  
ANNAPOLIS, MARYLAND 21401

**Testimony of Senator Jill P. Carter  
In Favor of Senate Bill 284  
Trustees of the Walters Art Gallery - Collective Bargaining  
Before the Senate Finance Committee  
On February 16, 2023**

**Chair Griffith, Vice Chair Klausmeier, and Members of the Committee**

**SB284 amends Baltimore City's Public Local Laws to provide collective bargaining rights to the workers of Walters Art Gallery and delegate authority to administer and enforce those rights to the City of Baltimore.**

**Walters' workers have been organizing since 2021 to fight for a stronger voice on the job. They support all aspects of the museum's operations, from providing an enriching visitor experience and educational programming to the community; to curating and conserving the art; conducting research; running the gift shop and providing building services and security. They are organizing to have a safe and healthy workplace, pay equity, benefits for part-time employees, professional developments, and job security. Simply, they're asking to be respected, protected, and acknowledged like every other state worker.**

**The Walters Art Gallery was created by City ordinance and an act of the General Assembly in 1933, when Henry Walters left his gallery and collection to the City of Baltimore. While a unique institution, it is a public entity that is under the Maryland Public Information Act. City funds are used to help pay employee salaries and benefits and the institution is under oversight of the Mayor and City Council. Because**

**there is joint authority over the Walters between the State and the City, a gap exists in Maryland labor law to grant collective bargaining rights to these employees.**

**On January 13, 2023, the Circuit Court for Baltimore City agreed with Walters Workers United (Walters Workers United, Council 67, AFCME, AFL-CIO, *et. al* vs. Trustees of the Walters rt Gallery) and ruled that the Walters is a public institution and must comply with the Maryland Public Information Act like all other Maryland public entities. No private museums in Maryland are subject to the MPIA.**

**Like legislation passed by the General Assembly for the Baltimore City Police Department in 1982, and the Baltimore County Public Library system in 2021, state legislation is needed to create collective bargaining rights for these public employees and to designate under which jurisdiction those collective bargaining rights exist.**

**Before you is testimony from Mayor Brandon Scott signally his support of the this legislation. The Mayor has further included it on his list of priorities for the 2023 session.**

**I respectfully request a favorable report of SB284, sending a clear message to our frontline workers that their voice matters and is being heard.**

**Sincerely,**



**Jill P. Carter**

# **SB 284- Walters Art Gallery Collective Bargaining.**

Uploaded by: Loraine Arikat

Position: FAV



Official Testimony: **SB 284**  
Trustees of the Walters Art Gallery – Collective Bargaining  
Position: **FAVORABLE**

Dear Chair Griffith and Members of the Finance Committee,

My name is Ricarra Jones, and I am the Political Director of 1199SEIU United Healthcare Workers East. We are the largest healthcare workers union in the nation – representing 10,000 healthcare workers in long-term care facilities and hospitals across Maryland. Our union supports SB 284 which protects and encourages union collective bargaining for Walters Art Museum employees. We ask the committee to issue a favorable report.

The right to unionize and collectively bargain is a matter of equity. Equity is about having a seat at the table to negotiate pay, workplace conditions, and benefits that impact employees and their families. Economic justice is the cornerstone of healthy, thriving communities.

For 1199SEIU members, this bill is important because for direct care workers who are often understaffed and underpaid, unionization is an important tool to address job quality, wages, and quality of care. The Journal of Public Health published research last year that unionization and protecting direct care workers' right to collectively bargain has deep implications for patients and health workforce stability<sup>1</sup>. When we encourage unionization and collective bargaining, workers are protected, employers have a reliable workforce, and it benefits everyone who relies on workers for service.

The members of 1199SEIU stand behind this piece of legislation because it promotes equity, creates better working conditions, and protects worker's rights. We thank Senator Carter and the Baltimore City Administration in their support to protect the Walters Workers United right to collectively bargain.

When the voices of worker shortages are occurring in every field of the workforce and where employees without unions have little to no power to voice their concerns, this legislation sets precedent for all unions. We encourage this Committee to give SB 284 a favorable report.

Sincerely,

Ricarra Jones  
Political Director of 1199 SEIU United Healthcare Workers East  
[ricarra.jones@1199.org](mailto:ricarra.jones@1199.org)

<sup>1</sup>Dill J, Tanem J. Gender, Race/Ethnicity, and Unionization in Direct Care Occupations. Am J Public Health. 2022 Nov;112(11):1676-1684. doi: 10.2105/AJPH.2022.307022. PMID: 36223582; PMCID: PMC9558197.



**SB0284-FIN-FAV.pdf**

Uploaded by: Nina Themelis

Position: FAV



**BRANDON M. SCOTT**  
MAYOR

*Office of Government Relations  
88 State Circle  
Annapolis, Maryland 21401*

**SB 284**

February 16, 2023

**TO:** Members of the Senate Finance Committee and the Education, Energy and the Environment Committees

**FROM:** Mayor Brandon M. Scott, City of Baltimore

**RE:** Senate Bill 284 – Trustees of the Walters Art Gallery - Collective Bargaining

**POSITION: Support**

Chairs Griffith and Feldman, Vice Chairs Klausmeier and Kagan, and Members of the Committees, please be advised that the Baltimore City Administration (BCA) **supports** Senate Bill (SB) 284.

SB 284 assists employees of the Walters Art Museum to exercise their collective bargaining rights and the opportunity and option to move forward with the recognition of their Union.

The Walters Art Museum is one of the finest cultural institutions in Baltimore City and in the state of Maryland, created by a state law in 1933 to oversee works of art that had been gifted to Baltimore City by philanthropist Henry Walters. Because the museum was created so long ago, it is caught in a gap in the State of Maryland's labor laws. Employees of the Walters Art Museum announced in the Spring of 2021 that they had formed a union, stating that the union has majority support. However, the management of the Walters has yet to recognize the formation of this union.

It has been difficult to see these workers fight for collective bargaining rights in the midst of an anti-union employer campaign. To no avail, I have reached out to the Walters Art Museum myself on a number of occasions requesting that we come to a resolution.

An efficient way to resolve this oversight would be for the General Assembly to authorize a union recognition and collective bargaining process for the Walters Art Museum, just as the General Assembly has done for other entities and local governments. Delegate Lewis' proposed legislation is based on similar processes that the legislature enacted for the Baltimore Police Department.

This process would require both the management of the Walters and the employees' union to abide by the results of an election overseen by a neutral third party, and then bargain in good faith if a majority of employees vote for a union. This is a process that is fair to all involved.

For the above reasons, I respectfully request a **favorable** report on SB 284.

# **AFSCME SB 284 Packet.pdf**

Uploaded by: Teague Paterson

Position: FAV



## AFSCME Written Testimony in Support of SB 284

This written testimony contains documentation supporting the status of the Trustees of the Walters Art Gallery, Inc. (“Museum”) as an instrumentality of the State of Maryland operated as an agency of the City of Baltimore. This testimony is submitted in support of Maryland Senate Bill 284.

The following Attachments are included in this packet:

1. Attachment 1 contains excerpts from a financial report compiled on behalf of the Trustees of the Walters Art Gallery by the accounting firm Ellin & Tucker.
2. Attachment 2 contains a brief memo explaining the distinction between the Walters Museum and the Walters Foundation.
3. Attachment 3 contains sources of public funding for the Museum through Fiscal Year 2022.
4. Attachment 4 contains recent property tax records for the Museum. Each record shows that the “MAYOR AND CITY COUNCIL” own the Museum’s buildings.
5. Attachment 5 contains a 1954 letter from the U.S. Treasury Department, stating that the Museum was “created by an Act of the Maryland State Legislature and operate[s] as an agency of the Mayor and City Council of Baltimore.” The letter also states that “Since you are an instrumentality of the State of Maryland, you are not subject to federal income tax.”
6. Attachment 6 contains a 1965 letter from the U.S. Treasury Department detailing the Museum’s creation by statute and reaffirming the exclusively public purpose of the Museum.
7. Attachment 7 contains a grant form submitted by the Museum to the National Endowment for the Humanities. In this form, the Museum marked the box identifying itself as a “Unit of State/Local Government.”
8. Attachment 8 is a September 7, 2022 letter noting that the Museum has been instructed to “check the box for governmental agency” for the purposes of employee eligibility for federal student loan forgiveness.
9. Attachment 9 is an announcement of the Museum’s 2012 “Public Property” exhibition, which states that: “This summer, the Walters Art Museum will present Public Property, an exhibition collectively created by the public. In 1931, the museum’s founder Henry Walters bequeathed the core collection of the Walters to the City of Baltimore “for the benefit of the public.” The Walters’ art is owned by the public, and it is the public who will determine what this exhibition will be.”
10. Attachment 10 contains three relevant pieces of legislation:
  - a. Chapter 217 (1933) incorporates the Trustees of the Walters Art Gallery as an agency of the City of Baltimore. The Act also provides that the Mayor and City Council Chair shall always be members of the Board.
  - b. Chapter 16 (1939) provides for Museum employees’ participation in the city’s retirement system plan, also described in Attachment 1.
  - c. Chapter 457 (1959) amends the 1933 statute to explicitly give the Mayor and City Council of Baltimore the authority to appoint trustees to the Museum’s Board by ordinance.

11. Attachment 11 contains an affidavit and determination letter from the U.S. Treasury Department classifying The Walters Art Museum Foundation, Inc., which is distinct from the Trustees of the Walters Art Gallery (Museum), as a 501(c)(3) and a public charity under 509(a)(3).

12. Attachment 12 is The Walters Art Museum Foundation, Inc.'s Form 990, in which the Foundation describes its purpose as "to support and benefit the charitable and educational purposes of the institution known as the Trustees of the Walters Art Gallery, Inc. dba The Walters Art Museum." The Foundation has zero employees listed and has only three voting members on its governing body. The Foundation does not oversee or hold possession of any art or collections.

13. Attachment 13 is a January 2023 decision by the Circuit Court for Baltimore City, holding that the Walters Museum is a public entity under the Maryland Public Information Act.

**Attachment 1**  
**Walters Audited**  
**Financial Statement**

# ELLIN & TUCKER

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TRUSTEES OF THE WALTERS ART GALLERY  
FINANCIAL STATEMENTS  
JUNE 30, 2017 AND 2016



#### INCOME TAXES

As an instrumentality of the Mayor and City Council of Baltimore, the Museum is exempt from federal income taxes under sections of the Internal Revenue Code (IRC). In addition, the Museum qualifies for charitable contributions deductions under Section 170(b)(1)(A).

The Museum follows the provisions of Accounting for Uncertainty in Income Taxes under the Income Taxes Topic of the Codification. The Codification requires the evaluation of tax positions, which include maintaining its tax-exempt status and the taxability of any unrelated business income, and does not allow recognition of tax positions which do not meet a “more-likely-than-not” threshold of being sustained by the applicable tax authority. Management does not believe it has taken any tax positions that would not meet this threshold.

#### EXPENSE ALLOCATION

The costs of providing various programs and other activities have been summarized on a functional basis in the Statements of Activities. Administration expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Museum.

#### RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the current year presentation.

#### **NOTE 2** FAIR VALUE MEASUREMENTS

The Fair Value Measurements and Disclosures Topic of the Codification establishes a hierarchal disclosure framework, which prioritizes and ranks the level of market price observability used in measuring investments and other financial instruments at fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1      Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Museum has the ability to access.
  
- Level 2      Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;

*(See Independent Auditors' Report)*

# **Attachment 2**

## Explanation of Walters Foundation Tax Status

## **Explanation of tax statuses of the Walters Art Museum and the Walters Foundation under Tax Code**

The Walters Art Museum Foundation, Inc., is a corporation and has a tax-exemption under 501(c)(3) of the Internal Revenue Code (“IRC” or “Tax Code”). This memo will refer to it as the “Foundation” or the “Walters Foundation” as distinct from the Trustees of the Walters Art Gallery Inc.

The Foundation is a separate and distinct entity from the Trustees of the Walters Art Gallery, Inc., which is a government-created entity established by an act of the Maryland Legislature and ordinances of the City of Baltimore, this memo will refer to it as the “Museum” or “Walters Museum.”

The Foundation has no employees, owns no property or artwork, and its only assets are financial investments derived from donations by individuals or foundations to it. See Attachment 12 (Form 990 filed by Walters Foundation). It exists for the purpose of supporting the work of the Walters Museum. Id. In the words of the Foundation’s filings:

“The Walters Art Museum Foundation, Inc., is a Type I supporting organization whose mission is to support, benefit, and further the educational interests and mission of the Trustees of the Walters Art Gallery which uses the trade name of the Walters Art Museum. The Walters Art Museum is an instrumentality of the Mayor and City Council of the City of Baltimore.”

### ***Why was the Walters Foundation Established?***

The Foundation was established because of federal limitations on the deductibility of charitable donations made to governmental entities by individual donors, as set forth in the Internal Revenue Code.

The Museum enjoys its tax-exempt status because it is a governmental entity or Instrumentality of the government, *it is not a 501(c)(3) organization*. See Attachment 5 (Walters Museum tax-exempt letter issued by Treasury Department). As a governmental unit, individual contributions to the Walters Museum were tax deductible pursuant to section 170(b)(1)(A)(v), *but only to a limited degree because it is a governmental instrumentality and not a charity*. See Attachment 6 (1965 Walters Revenue Ruling).

This fact is reflected in the Treasury Department’s May 7, 1965 Revenue Ruling issued to the Walters Museum. See Attachment 6. The 1965 Revenue Ruling states: “It is held that gifts made to [Walters Museum] constitute contributions made to an organization described in section 170(b)(1)(A)(v) for an exclusively public purpose.” Section 170(b)(1)(A)(v) of the IRC refers to “a governmental unit referred to in subsection (c)(1)” and (c)(1) includes the Walters as it is:

“owned or operated by a State or political subdivision thereof or by an agency or instrumentality of one or more States or political subdivisions.”

See 26 U.S.C. sec. 170 and Attachment 6.

The effect of these tax laws is to place caps on the amount of contributions individual patrons or donors can make to the Walters Museum (amounts over that threshold would not be deductible from income), as noted in the 1965 Ruling: “Accordingly the Special limitations provided in section 170(b)(1)(A) is applicable to contributions made to you by individual donors.” See Attachment 6. Those limitations are spelled out in the IRC as described in the Revenue Ruling.

Because of these limitations on the deductibility of contributions made to governmental entities like the Walters Museum, the Tax Code was later updated, in 1969 to add section 509, to allow the formation of 501(c)(3) tax-exempt entities for the purpose of receiving charitable contributions to support the work of a governmental institutions without the deductibility cap applicable to the governmental institution itself.

***The Requirements of the Foundation's Tax Exemption Pursuant to IRC sec. 509(a)(3)***

The Walters Museum's position that it is not a governmental instrumentality is reckless from a tax law perspective. The very existence of the Walters Foundation establishes that the Walters Museum is a governmental entity. If this were not the case, then the Walters Foundation would be out of compliance with the Tax Code, its income would be taxable, and the donors who made contributions to the Foundation would have to revise their tax returns (as their contributions to the Foundation would have been improperly deducted from their income).

This is because the Foundation's 501(c)(3) tax exemption is predicated on its status as a public charity and supporting organization under IRC section 509(a)(3). See Attachment 11 (Affidavit of Walters Foundation). As set forth in its Articles of Incorporation as required by these provisions of the Tax Code, the Foundation's purpose is to function as a supporting organization to a governmental instrumentality that is, the Walters Museum. Under 509(a)(3) an organization can receive a 501(3)(c) tax exemption as a supporting organization to an entity that qualifies as "an organization described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)," which, as explained above, means "a governmental unit... which is owned or operated by a State or political subdivision thereof or by an agency or instrumentality of one or more States or political subdivisions." No other categories apply to warrant the Foundation's status as a 509(a)(3) supporting organization.

Thus, if the Museum were not a governmental unit, the Foundation's tax exempt status would be jeopardized.



# **Attachment 3**

## Sources of Public Funding

## Public Funding for the Walters Art Museum

\* The City of Baltimore, through its Arts and Culture Grants program, pays the costs of healthcare, retirement benefits, and the employer share of the payroll tax for Walters Art Museum employees. For the current (FY 22) budget year, these costs are estimated at \$1,968,609.<sup>1</sup> While the museum's overall revenue fluctuates from year to year due to the volatility of investment income, these employee benefit contributions from the city alone accounted for nearly 10% of the museum's total revenue in fiscal year 2019.<sup>2</sup>

\* Under the same program, the city gives an additional annual appropriation for general expenses of the Walters; the estimated amount for this fiscal year is \$242,492.<sup>3</sup> The Walters is currently the third-largest recipient of annual support from the Maryland State Arts Council (after the Baltimore Symphony Orchestra and Baltimore Museum of Art), receiving \$1.1 million from the Arts Council in fiscal year 2021.<sup>4</sup> Baltimore County gives annual support to the Walters; in FY 2022, this county support included a \$310,000 operating grant, and through FY 2020, the county was giving the Walters an annual \$100,000 endowment grant as well.<sup>5</sup> Much smaller amounts come from the Maryland Department of Education<sup>6</sup> and from the Howard County Arts Council.<sup>7</sup> All told, in fiscal year 2019, these sources of public funding for the Walters (in addition to the City of Baltimore's support for employee benefits) accounted for another 10% of the museum's total revenue.<sup>8</sup>

\* The Walters Art Museum has also received one-time support from government agencies at various levels. In 2020, it took out a forgivable loan of \$1,589,000 under the federal government's Paycheck Protection Program,<sup>9</sup> intended to mitigate the impact of COVID-19. The pandemic nevertheless had limited impact on the museum's revenue, since the annual operating grants from Baltimore City, Baltimore County, Howard County, and the Maryland State Arts Council have enabled the museum to allow free admission ever since a 2006 lead gift of \$800,000 from Baltimore City and Baltimore County to both the Walters Art Museum and the Baltimore Museum of Art.<sup>10</sup> This October, the Walters received a \$463,000 grant from the National Endowment for the Humanities, thanks to the federal government's American Rescue Plan.<sup>11</sup>

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<sup>1</sup> [City of Baltimore Board of Estimates Recommendations, Fiscal 2022, Agency Detail – Volume I](#), p. 361.

<sup>2</sup> [The Walters Art Museum, Annual Report, Fiscal Year 2019](#), p. 30.

<sup>3</sup> [City of Baltimore Board of Estimates Recommendations, Fiscal 2022, Agency Detail – Volume I](#), p. 361.

<sup>4</sup> [List of FY 2021 Grants for Organizations by County](#) from the Maryland State Council on the Arts.

<sup>5</sup> Online [list of Baltimore county operating and endowment grants](#).

<sup>6</sup> The state's Department of Education gives around \$16,000 annually to the Walters as part of its grant program for educational institutions, according to the [Maryland State Department of Education agency breakout in the FY 2020 Maryland State budget](#), p. 515.

<sup>7</sup> The Howard County Arts Council gives annual grants to organizations in the City of Baltimore that provide services to Howard County residents, including the Walters Art Museum. In FY 2022, this grant for the Walters was \$15,300, according to the [announcement of FY 2022 Howard County Arts Council awardees](#).

<sup>8</sup> [The Walters Art Museum, Annual Report, Fiscal Year 2019](#), p. 30.

<sup>9</sup> According to the [list of PPP recipients over \\$150,000](#) from the Small Business Administration.

<sup>10</sup> Walters Art Museum press release, "[Free Admission to Baltimore Museum of Art and Walters Art Museum Begins October 1](#)," May 31, 2006.

<sup>11</sup> Walters Art Museum press release, "[Walters Art Museum Receives Major Grant from the National Endowment for the Humanities](#)," October 18, 2021.

# **Attachment 4**

## Property Tax Statements

Real Property Data Search

Search Result for BALTIMORE CITY

[View GroundRent Redemption](#)

[View GroundRent Registration](#)

**Special Tax Recapture: None**

**Account Identifier:** Ward - 11 Section - 10 Block - 0534 Lot - 011

Owner Information

**Owner Name:** MAYOR & CITY COUNCIL **Use:** EXEMPT COMMERCIAL  
**Principal Residence:** NO  
**Mailing Address:** 600 N CHARLES ST **Deed Reference:** /00448/ 00442  
 BALTIMORE MD 21201-5117

Location & Structure Information

**Premises Address:** 1 W MOUNT VERNON PL **Legal Description:** 62X160  
 BALTIMORE 21201-5103

Map:	Grid:	Parcel:	Neighborhood:	Subdivision:	Section:	Block:	Lot:	Assessment Year:	Plat No:
0011	0000	0000	11000.03	0000	10	0534	011	2020	Plat Ref:

**Town:** None

Primary Structure Built	Above Grade Living Area	Finished Basement Area	Property Land Area	County Use
1851	14,280 SF		9,920 SF	11120

Stories	Basement	Type	Exterior	Quality	Full/Half Bath	Garage	Last Notice of Major Improvements
		OFFICE BUILDING	/	C4			

Value Information

	Base Value	Value As of 01/01/2020	Phase-in Assessments	
			As of 07/01/2021	As of 07/01/2022
<b>Land:</b>	545,600	545,600		
<b>Improvements</b>	974,000	1,123,000		
<b>Total:</b>	1,519,600	1,668,600	1,618,933	1,668,600
<b>Preferential Land:</b>	0	0		

Transfer Information

Seller:	Date:	Price:
Type:	Deed1:	Deed2:
Seller:	Date:	Price:
Type:	Deed1:	Deed2:
Seller:	Date:	Price:
Type:	Deed1:	Deed2:

Exemption Information

Partial Exempt Assessments:	Class	07/01/2021	07/01/2022
<b>County:</b>	560	1,618,933.00	1,668,600.00
<b>State:</b>	560	1,618,933.00	1,668,600.00
<b>Municipal:</b>	560	0.00 0.00	0.00 0.00

**Special Tax Recapture: None**

Homestead Application Information

**Homestead Application Status:** No Application

Homeowners' Tax Credit Application Information

**Homeowners' Tax Credit Application Status:** No Application **Date:**

Real Property Data Search

Search Result for BALTIMORE CITY

[View GroundRent Redemption](#)

[View GroundRent Registration](#)

**Special Tax Recapture: None**

**Account Identifier:** Ward - 11 Section - 10 Block - 0534 Lot - 009

Owner Information

**Owner Name:** MAYOR & CITY COUNCIL **Use:** EXEMPT COMMERCIAL  
**Principal Residence:** NO  
**Mailing Address:** 5 W MOUNT VERNON PL **Deed Reference:** /00172/ 00104  
 BALTIMORE MD 21201-5103

Location & Structure Information

**Premises Address:** 5 W MOUNT VERNON PL **Legal Description:** 30-6X160  
 BALTIMORE 21201-5103

Map:	Grid:	Parcel:	Neighborhood:	Subdivision:	Section:	Block:	Lot:	Assessment Year:	Plat No:
0011	0000	0000	11000.03	0000	10	0534	009	2020	Plat Ref:

**Town:** None

Primary Structure Built	Above Grade Living Area	Finished Basement Area	Property Land Area	County Use
1849	10,152 SF		4,880 SF	71120

Stories	Basement	Type	Exterior	Quality	Full/Half Bath	Garage	Last Notice of Major Improvements
		OFFICE BUILDING	/	C4			

Value Information

	Base Value	Value As of 01/01/2020	Phase-in Assessments	
			As of 07/01/2021	As of 07/01/2022
<b>Land:</b>	268,400	268,400		
<b>Improvements</b>	673,400	782,400		
<b>Total:</b>	941,800	1,050,800	1,014,467	1,050,800
<b>Preferential Land:</b>	0	0		

Transfer Information

Seller:	Date:	Price:
Type:	Deed1:	Deed2:
Seller:	Date:	Price:
Type:	Deed1:	Deed2:
Seller:	Date:	Price:
Type:	Deed1:	Deed2:

Exemption Information

Partial Exempt Assessments:	Class	07/01/2021	07/01/2022
<b>County:</b>	460	1,014,467.00	1,050,800.00
<b>State:</b>	460	1,014,467.00	1,050,800.00
<b>Municipal:</b>	460	0.00 0.00	0.00 0.00

**Special Tax Recapture: None**

Homestead Application Information

**Homestead Application Status:** No Application

Homeowners' Tax Credit Application Information

**Homeowners' Tax Credit Application Status:** No Application **Date:**

Real Property Data Search

Search Result for BALTIMORE CITY

[View GroundRent Redemption](#)

[View GroundRent Registration](#)

**Special Tax Recapture: None**

**Account Identifier:** Ward - 11 Section - 10 Block - 0534 Lot - 005

Owner Information

**Owner Name:** MAYOR & CITY COUNCIL **Use:** EXEMPT COMMERCIAL  
**Principal Residence:** NO  
**Mailing Address:** 600 WASHINGTON PL **Deed Reference:**  
 BALTIMORE MD 0

Location & Structure Information

**Premises Address:** 600 WASHINGTON PL **Legal Description:** 120X155  
 BALTIMORE 0-0000

Map:	Grid:	Parcel:	Neighborhood:	Subdivision:	Section:	Block:	Lot:	Assessment Year:	Plat No:
0011	0000	0000	11000.03	0000	10	0534	005	2020	Plat Ref:

Town: None

Primary Structure Built	Above Grade Living Area	Finished Basement Area	Property Land Area	County Use
1978	18,372 SF		18,677 SF	91020

Stories	Basement	Type	Exterior	Quality	Full/Half Bath	Garage	Last Notice of Major Improvements
		GOVERNMENT BUILDING	/	C6			

Value Information

	Base Value	Value	Phase-in Assessments	
		As of	As of	As of
		01/01/2020	07/01/2021	07/01/2022
Land:	1,027,200	1,027,200		
Improvements	5,251,900	5,873,600		
Total:	6,279,100	6,900,800	6,693,567	6,900,800
Preferential Land:	0	0		

Transfer Information

Seller:	Date:	Price:
Type:	Deed1:	Deed2:
Seller:	Date:	Price:
Type:	Deed1:	Deed2:
Seller:	Date:	Price:
Type:	Deed1:	Deed2:

Exemption Information

Partial Exempt Assessments:	Class	07/01/2021	07/01/2022
County:	460	6,693,567.00	6,900,800.00
State:	460	6,693,567.00	6,900,800.00
Municipal:	460	0.00 0.00	0.00 0.00

**Special Tax Recapture: None**

Homestead Application Information

**Homestead Application Status:** No Application

Homeowners' Tax Credit Application Information

**Homeowners' Tax Credit Application Status:** No Application **Date:**

# **Attachment 5**

1954 Tax  
Exemption Letter



U. S. TREASURY DEPARTMENT  
WASHINGTON 25

OFFICE OF  
COMMISSIONER OF INTERNAL REVENUE

ADDRESSES REPLY TO  
COMMISSIONER OF INTERNAL REVENUE  
AND REFER TO

T:R:PEOS  
MEM

OCT 6 1954

Trustees of Walters Art Gallery

Baltimore 1, Maryland

Gentlemen:

We have your letter of September 22, 1954 transmittting a pamphlet setting forth copies of the documents whereby you were established.

It is shown that you are a corporation created by an act of the Maryland State Legislature and operate as an agency of the Mayor and City Council of Baltimore in the management and operation of the real properties, art treasures and income given to the Mayor and City Council of Baltimore under the last will and testament of Henry Walters.

Since you are an instrumentality of the State of Maryland you are not subject to Federal income tax. You are not required, therefore, to file Federal income tax returns.

Contributions to you are deductible by the donors in computing their taxable income in the manner and to the extent provided by section 170 of the Internal Revenue Code.

The District Director of Internal Revenue, Baltimore, Maryland, is being furnished a copy of this ruling.

Very truly yours,

*C. Henry Keelham*

Chief, Pensions and  
Exempt Organizations Branch



# **Attachment 6**

1965 Tax  
Exemption Letter



U.S. TREASURY DEPARTMENT  
INTERNAL REVENUE SERVICE  
WASHINGTON, D.C. 20224

IN REPLY REFER TO

MAY 7 1965 T:R:I:MEP-3

Trustees of Walters Art Gallery  
c/o Mr. Jacques T. Schlenger  
1409 Mercantile Trust Building  
Baltimore, Maryland 21202

No. 52-6002611W

Gentlemen:

A ruling is requested in a letter dated January 15, 1965, that you are an organization described in section 170(b)(1)(A)(v), or (vi), as added by the Revenue Act of 1964, and that contributions made to you by individuals are subject to the special limitation provisions of that section.

The file discloses that the City of Baltimore passed an ordinance during the 1932-33 Session authorizing the receipt of property and funds given to the Mayor and City Council of Baltimore under the last will of Henry Walters for the benefit of the public. The ordinance created and vested in the Trustees of the Walters Art Gallery certain duties, powers and authority for the management of the properties to be known in perpetuity as the Walters Art Gallery. In 1936 the State of Maryland passed a statute incorporating the Trustees of Walters Art Gallery under the laws of the State of Maryland. The statute provided for the reporting of the activities and operations of the Walters Art Gallery to the Board of Estimates of Baltimore City and with each Member of the City Council.

We have previously held that contributions made to you are deductible by an individual, subject to the limitation that the aggregate of his deductible contributions may not exceed 20 percent of his adjusted gross income as provided in section 170(b)(1)(B) of the 1954 Code.

Trustees of Walters Art Gallery

Under section 170(b)(1)(A)(v) of the 1954 Code, as added by the Revenue Act of 1964, individuals are allowed an additional deduction of not exceeding 10 percent of their adjusted gross income for a contribution made after December 31, 1963, to a governmental unit referred to in section 170(c)(1) which includes a State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing, etc. A contribution to such a governmental unit is deductible only if the contribution or gift is made for exclusively public purposes.

Based upon the information submitted, it is held that gifts made to you constitute contributions made to an organization described in section 170(b)(1)(A)(v) for an exclusively public purpose.

Accordingly, the special limitation provided in section 170(b)(1)(A) of the 1954 Code, as amended by the Revenue Act of 1964, is applicable to contributions made to you after December 31, 1963, by individual donors.

Very truly yours,

*Lester W. Utter*

Chief, Individual Income Tax Branch

# **Attachment 7**

## National Endowment for the Humanities Grant Application

— Circulating Copy —

**APPLICATION COVER SHEET FOR NEH GRANT PROGRAMS**

**1. NAME OF PROJECT DIRECTOR OR INDIVIDUAL APPLICANT**

Mr.  Mrs.  Ms.  Dr.  Prof. Major Field Code: \_\_\_\_\_

Name (last, first, middle): Spicer, Joaneath

Address: The Walters Art Museum  
600 N. Charles Street

City: Baltimore State: MD Zip Code: 21201 Email: jspicer@thewalters.org

Telephone (work): 410-547-9000x258 (home): \_\_\_\_\_ Fax: 410-752-4797

**2. INSTITUTION INFORMATION**

Name of institution: The Walters Art Museum

City: Baltimore State: MD Zip Code: 21201

**3. TYPE OF APPLICANT (apply as an institution or an individual)**

Institution  Individual  
Type: art museum  University Teacher Citizenship \_\_\_\_\_  
Status:  Private Nonprofit  College Teacher / Indep. Scholar  US  Other  
 Unit of State/Local Government  Junior Scholar Country: \_\_\_\_\_  
 Senior Scholar Month/Year: \_\_\_\_\_

**4. APPLYING FOR (check one):**

- Challenge Grant
- Collaborative Research
- Exemplary Education Project
- Faculty Research Award
- Fellowships
- Fellowship Programs at Independent Research Instit.
- Humanities-based Content for After-School Programs
- Humanities Focus Grant
- Institutional Grant (Extending the Reach)
- Preservation, Access, & Reference Works
- Preservation Assistance Grant
- Public Programs Consultation Grant
- Public Programs Planning Grant
- Public Programs Scripting Grant
- Public Programs Implementation or Production Grant
- Schools for a New Millennium
- Summer Seminars  Institutes for School Teachers
- Summer Seminars  Inst. for College/Univ. Teachers
- Summer Stipends

**5. TYPE OF APPLICATION**

New  Supplement Current Grant Number(s): \_\_\_\_\_ Project Field Code: \_\_\_\_\_

**6. PROJECT TITLE:** Chambers of Art and Wonders Planning Project

**7. PROJECT DESCRIPTION (use only space provided):**

The Walters Art Museum requests support for the planning of a permanent installation: The Chambers of Art and Wonders. This ground-breaking display will offer an imaginary recreation of a great Northern European princely collection of the late 17th century including armor, jewels, mechanical devices, paintings and sculpture, ingenious creations by peoples of Africa, Asia, and the Americas, and the exotic specimens from the natural world. Through the work of the project team of outside scholars, designers and staff, we will take full advantage of the Walters' collections as a unique resource for the creation of such an installation, through which we will engage the curiosity of our visitors, especially the young.

**8. REQUESTED GRANT PERIOD** From: May 1, 2002 To: April 30, 2003

OMB no. 3136-0134 ~ Expires 6/30/03

# **Attachment 8**

## Student Loan Forgiveness Letter

# THE WALTERS ART MUSEUM

September 7, 2022

To Whom It May Concern:

The Walters Art Museum have been instructed by the Department of Education to check the box for governmental agency and to also provide supplemental documents along with the application in light of the Walters' unique history. In the interest of transparency and completeness, the following documents related to the structure and governance of the museum are enclosed:

- Will of Henry Walters
- October 6, 1954 letter from IRS
- Founding Booklet (1963)
- May 7, 1965 letter from IRS
- September 11, 2017 letter from IRS
- September 27, 2021 City Solicitor Opinion
- September 28, 2021 Bylaws
- Baltimore City Municipal Code Educational and Cultural Programs  
[https://legislativereference.baltimorecity.gov/sites/default/files/Art%2018%20-%20Educ&Cul\\_0.pdf](https://legislativereference.baltimorecity.gov/sites/default/files/Art%2018%20-%20Educ&Cul_0.pdf)

Kind Regards,



Ciera Collins

Human Resource Specialist

# **Attachment 9**

"Public Property"

Exhibition

Description



## EXHIBITIONS & INSTALLATIONS (/EXPERIENCE/EXHIBITIONS/)

# Public Property

June 17, 2012–August 19, 2012

This summer, the Walters Art Museum will present Public Property, an exhibition collectively created by the public. In 1931, the museum's founder Henry Walters bequeathed the core collection of the Walters to the City of Baltimore "for the benefit of the public." The Walters' art is owned by the public, and it is the public who will determine what this exhibition will be.

From Dec. 2011–March 2012, a series of public choices were made, from deciding the exhibition title and theme, to selecting artworks. While on view June 17–Aug. 19, 2012, visitors will continue to contribute to, and change, this exhibition.

"At a time of increasing concern about equity and democracy within society, from the Occupy Wall Street movement to the Arab Spring, I've been thinking more about the role of museums not only to act as expert but also to encourage civic participation in our exhibition process," said Walters Director Gary Vikan. "This exhibition aims to be socially engaging and work with the public in a collaborative manner as an experiment and experience for both the participants and the museum itself."

The first stage of the planning process ran from Dec. 1–18, 2011. The public used the Walters' [works of art site](https://art.thewalters.org/) (<https://art.thewalters.org/>) to curate collections of artworks and tag them with keywords. The Walters' exhibition team analyzed collection tags to determine some popular themes that emerged from the online collections, including adornment, military, creatures and death. A vote was held, both online and at the museum, from Dec. 23, 2011–Jan. 8, 2012, to determine the exhibition theme. "Creatures" was the theme that received the most votes, ultimately becoming the publically determined theme for the exhibition. The team then selected a large group of artworks for the public to vote on related to creatures.

The public selected a total of 106 artworks to be part of the exhibition, including Antoine-Louis Barye's watercolor, Running Jaguar, and an Indian work on paper ca. 1675, A Wild Boar Hunt. A selection of the 23 most admired paintings will be displayed within the exhibition. Other artworks, including manuscripts and three-dimensional objects, will be featured on a "wall of fame," which will display images of the artworks along with labels and information about their popularity. Due to conservation concerns about the fragility of certain objects, the "wall of fame" enables the Walters to honor public choices and feature artworks chosen by the public, even if the objects cannot be physically exhibited.

"Once the exhibition is open, there will be a variety of interactive elements to complement the chosen artworks," said Walters Manager of Web and Social Media and exhibition team leader, Dylan Kinnett. "For example, a computer kiosk will provide a voting mechanism to allow visitors to vote and view how their decisions affect results in real time, as well

as up-to-the-minute trends.”

At each stage of the exhibition process, the museum is encouraging and supporting public contribution and decision-making. Responsive elements in the exhibition itself will ask visitors to make choices that may impact future museum decisions, as well as give greater insight into public preference.

“The exhibition vision, process and design are critical to changing perceptions and attitudes regarding museums by inviting civic participation in an intentional manner,” stated Manager of Family Programs and exhibition team leader, Emily Blumenthal. “We will also have a series of programs and events associated with the exhibition to invite visitors to become further involved with their community, their museum and their exhibition.”

Game Show at the Walters invites visitors to join an amusing and unusual opening event, June 23, 7:30–9:30 p.m., inspired by reality television game shows of the past and present. Our game show will feature the artworks as “contestants” where the winner is determined by the audience and a small panel of surprise celebrity judges. Other programs during the summer will include classic creature feature films and a public art tour.

# **Attachment 10**

## General Assembly Legislation

SECTION 771A. The Commissioners of the Town of Thurmont are authorized and directed to extend the taxable limits of the Town of Thurmont as they may deem just but in no instance shall said taxable limits exceed the corporate limits as laid down in Section 771 of Flack's Code of Public Local Laws of Frederick County.

SEC. 2. *And be it further enacted*, That this Act is hereby declared to be an emergency law and for the immediate preservation of the public health and safety and having been passed by a yea and nay vote, supported by three-fifths of all the members elected to each of the two Houses of the General Assembly of Maryland, the same shall take effect from the date of its passage.

Approved February 16, 1939.

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CHAPTER 16.

(Senate Bill 13)

AN ACT to add a new sub-section to Section 6 of Article 4 of the Code of Public Local Laws of Maryland (1938 Edition), title "Baltimore City," sub-title "General Powers," sub-heading "Pensions," said new sub-section to be known as Sub-section 20E and to follow immediately after Sub-section 20D of said Section 6 of said Article, authorizing the Mayor and City Council of Baltimore to provide by ordinance for granting to the officers, agents, servants and employees of the Enoch Pratt Free Library, the Walters' Art Gallery, the Baltimore Museum of Art and the Municipal Museum of Baltimore, any of the benefits and advantages of the Employees' Retirement System of the City of Baltimore and specifying the credits which may be allowed said officers, agents, servants and employees for prior service, and providing that said officers, agents, servants and employees who become such after the passage of said ordinance shall submit to medical examinations before being admitted to said Employees' Retirement System.

SECTION 1. *Be it enacted by the General Assembly of Maryland*, That a new sub-section be and it is hereby added to Section 6 of Article 4 of the Code of Public Local Laws of Maryland (1930 Edition), title "Baltimore City," sub-title "General Powers," sub-heading "Pensions," said new sub-section to be known as Sub-section 20E, to follow im-

mediately after Sub-section 20D of said Section 6 of said Article, and to read as follows:

20E. To grant to the officers, agents, servants, and employees of the Enoch Pratt Free Library, the Walters' Art Gallery, the Baltimore Museum of Art and the Municipal Museum of the City of Baltimore, such of the benefits and advantages of the Employees' Retirement System of the City of Baltimore, established by Ordinance No. 553 approved February 1, 1926, as the Mayor and City Council may by ordinance provide, except that the Retirement System shall not be liable for the payment of any pensions or other benefits on account of said officers, agents, servants and employees, for which reserves have not been previously created from funds contributed specifically for such benefits by the City or said officers, agents, servants and employees. Provided, that any ordinance passed under authority of this sub-section may provide that every such officer, agent, servant or employee shall be entitled to credit for all service rendered prior to January 1, 1926 and for one-half of all service rendered between January 1, 1926 and the date of admission to the said Employees' Retirement System; provided, further, that any ordinance passed under authority hereof shall provide that any such officer, agent, servant or employee who shall become such after the passage of said ordinance shall, before becoming a member of the said Employees' Retirement System of the City of Baltimore, first submit to a medical examination similar to that required for employees in the Classified Service of the City of Baltimore.

SEC. 2. *And be it further enacted*, That this Act is hereby declared to be an emergency law and necessary for the immediate preservation of the public health and safety, and, being passed upon a ye and nay vote, supported by three-fifths of all members elected to each of the two Houses of the General Assembly, the same shall take effect from the date of its passage.

Approved February 24, 1939.

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CHAPTER 17.

(Senate Bill 37)

AN ACT to repeal and re-enact with amendments Section 103 of Article 14 of the Code of Public Local Laws of Maryland of 1929, title "Howard County," subtitle

required. In case of any such hearing any party in interest may file data and information bearing thereon, without regard to the technical rules of evidence. Any such person or corporation so demanding a hearing may also in writing file information with the County Commissioners or the Appeal Tax Court of his address or the address of the agent or attorney to which any notices pertaining to said matter shall be sent, provided such agent or attorney representing such person or corporation has first filed with such County Commissioners or the Appeal Tax Court of Baltimore City or the assessing authorities of any other city his right or power of attorney to represent such person or corporation. If any such address shall be filed it shall be the duty of the County Commissioners or the Appeal Tax Court to cause a statement of the order or action or refusal to act of such County Commissioners or Appeal Tax Court to be posted in the United States Mails, postage prepaid, to such address, and no action or refusal to act shall be operative as against the person giving such address until such statement shall be so mailed. No demand for a hearing shall be granted under this section unless filed in the counties before the date of finality for the taxable year in question or in Baltimore City before July first preceding the taxable year in question.

SEC. 2. *And be it further enacted,* That this Act shall take effect June 1, 1933.

Approved April 5, 1933.

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## CHAPTER 217.

AN ACT to incorporate the Trustees of Walters Art Gallery, to provide for the management by said Corporation of the real properties and art treasures and income given to the Mayor and City Council of Baltimore under the last will and testament of Henry Walters, and to confer upon the Mayor and City Council of Baltimore and said Corporation certain powers with respect thereto.

WHEREAS, Henry Walters, distinguished citizen of Baltimore, has, by his last will and testament, made the City of Baltimore the beneficiary of the Walters Art Gallery, together with the objects of art contained in said property; and has made the City of Baltimore the beneficiary of an endowment fund with which to maintain the Walters Art Gallery.

**SECTION 1.** *Be it enacted by the General Assembly of Maryland,* That Howard W. Jackson, Mayor of Baltimore; E. Lester Muller, President of the City Council; B. Howell Griswold, Jr., Sarah W. Walters, John J. Nelligan, Robert Garrett, A. R. L. Dohme, C. Morgan Marshall and Philip B. Perlman, and their successors, be and they are hereby constituted and created a body corporate under the laws of the State of Maryland under the name of the Trustees of Walters Art Gallery.

**SEC. 2.** *And be it further enacted,* That the purpose of the corporation shall be to have and exercise full and complete control over the real properties and contents given to the Mayor and City Council of Baltimore by Henry Walters, late of Baltimore City, deceased, under and by virtue of the provisions of his last will and testament, for the benefit of the public; and to have and exercise full and complete control over the expenditure of the income from the endowment fund given by Henry Walters, under and by virtue of the provisions of his last will and testament, for the purpose of maintaining the Walters Art Gallery, in the City of Baltimore, State of Maryland, for the benefit of the public; it being intended that the corporation created by this Act shall be the agency of the Mayor and City Council of Baltimore through which the directions and intent of Henry Walters shall be obeyed, and his objects realized.

**SEC. 3.** *And be it further enacted,* That the said Corporation shall have power to agree with the Mayor and City Council of Baltimore as to the terms, conditions and provisions under which the real properties, art treasures and income will be managed and administered by said Corporation for the benefit of the public, and the Mayor and City Council of Baltimore is hereby authorized and empowered to enter into such an agreement as it may deem advisable. the said Corporation is hereby authorized and empowered to exercise any of the powers which may have been and which may hereafter be conferred upon it by any ordinance of the Mayor and City Council of Baltimore, and especially the powers granted in Ordinance of the Mayor and City Council No. 400, approved March 8th, 1933.

**SEC. 4.** *And be it further enacted,* That the said Corporation shall be governed by a board of nine trustees, of whom one shall always be the Mayor of Baltimore, for the time being; one shall be the President of the City Council,

for the time being, and one shall be a representative of the Safe Deposit and Trust Company, a body corporate of the State of Maryland and trustee under the last will and testament of Henry Walters. Until their successors are elected the board of trustees shall be those named as incorporators herein.

The Board shall have power to make, alter and repeal by-laws; to fill vacancies in the membership of the Board, and to provide, in such by-laws, for terms for its members, except those named ex-officio; provided that such terms shall conform with any ordinance of the Mayor and City Council of Baltimore, and provided, further, that the term of Sarah W. Walters as a member of said Board shall be the period of her life.

The Board shall have power to elect or appoint a president, who shall be a member of the Board; a secretary and a treasurer, and such other officers as its by-laws may provide, and one person may fill more than one office, as the Board may determine.

The Board shall have full and exclusive power to appoint a director for the Walters Art Gallery, and to appoint or provide for the appointment of such curators, assistants and other employes as may be advisable.

The Board shall, generally, have all the powers with respect to the affairs of said corporation which are conferred by the Public General Laws of Maryland upon the directors or managing bodies of Maryland corporations. And the powers of the corporation shall include the power to acquire, hold, manage, sell, exchange, encumber or otherwise dispose of any property, real, personal or mixed; and to accept any grant, gifts, devises or bequests made to said Corporation, absolutely, or in trust, for any of the purposes of said Corporation, or for any purposes germane thereto, and to execute such trusts. Any payment of income made by the Safe Deposit and Trust Company, trustee under the last will and testament of Henry Walters, to the Trustees of Walters Art Gallery, a body corporate, provided said Corporation is authorized by ordinance of the Mayor and City Council of Baltimore to receive such payment or payments on behalf of the Mayor and City Council of Baltimore, shall have the same effect as a payment to the Mayor and City Council of Baltimore, and the trustee shall be released, acquitted and discharged of all responsibility or liability therefor.

SEC. 5. *And be it further enacted*, That said Corporation shall be classed as an educational corporation, but



shall not be required to file any reports or accounting with any agency of the State. It shall file such reports with the Mayor and City Council of Baltimore as may be agreed upon and directed by ordinance.

SEC. 6. *And be it further enacted*, That this Act shall take effect from and after June 1, 1933.

Approved April 5, 1933.

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## CHAPTER 218.

AN ACT to repeal and re-enact, with amendments, Sections 213 and 216 of Article 56 of the Annotated Code of Public General Laws of Maryland, Edition of 1924, title "Licenses," Part VII, sub-title "Gasoline Tax"; to repeal Section 221 of said Article, and to add three new sections to said Article, two of said sections to follow immediately after Section 213, to be known as Sections 213A and 213B, and the remaining new section to be added immediately after Section 216, to be known as Section 216A, to provide for the better enforcement of the Gasoline Tax Law, requiring each dealer herein to obtain from the Comptroller a license to sell gasoline, which license is subject to revocation for cause shown; requiring dealers to furnish bond to the Comptroller, conditioned upon compliance with the provisions of this sub-title; requiring reports from carriers transporting motor vehicle fuel at any time and from time to time upon written request of the Comptroller covering shipments of gasoline into this State; requiring dealers to maintain and keep records of all motor vehicle fuel received for a period of two years.

SECTION 1. *Be it enacted by the General Assembly of Maryland*, That Sections 213, 216 and 221 of Article 56 of the Annotated Code of Public General Laws of Maryland, Edition of 1924, title "Licenses," Part VII, sub-title "Gasoline Tax," be and the same are hereby repealed and re-enacted, with amendments, to read as follows:

213. It shall be unlawful for any dealer to receive, sell, use, or distribute any motor vehicle fuel or to engage in business within this State unless such dealer is the holder

6.

(a) Before the clerk of any of the courts aforesaid shall issue any license he shall examine one of the contracting parties to the marriage, under oath, who shall appear personally before the clerk and make application for the same, and the clerk shall ascertain; first, the full name of the parties; second, their place of residence; third, their age; fourth, their color; fifth, whether married or single; sixth, whether related or not, if so, in which degree of relationship; seventh, if ever divorced; which facts upon the payment of one dollar (\$1.00) as an application fee shall be set out in printed form to be signed by the person making the application, and no such license to marry shall be delivered by the clerk until after the expiration of forty-eight (48) hours from the time application is made therefor; provided, however, that any judge of the circuit court of the county in which the application is made, or if made in Baltimore City, any judge of the Court of Common Pleas, for good and sufficient cause shown, may, by an order in writing signed by him, authorize the clerk to deliver such license at any time after the application therefor, but such order shall not be signed unless one or both of the contracting parties are bona fide residents of Maryland, except where one of the contracting parties is a member of the armed forces of the United States. It shall be unlawful for the clerks of any of the courts aforesaid to make public the fact of an application for a marriage license until such license shall have been issued except to the parent or guardian of either of the contracting parties.

(b) *In Cecil County both of the contracting parties to the marriage shall appear together personally before the clerk and make application as heretofore provided.*

SEC. 2. *And be it further enacted, That this Act shall take effect June 1, 1959.*

Approved April 8, 1959.

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## CHAPTER 457

(House Bill 364)

AN ACT to authorize the Mayor and City Council of Baltimore to increase the number of the Trustees of the Walters Art Gallery.

SECTION 1. *Be it enacted by the General Assembly of Maryland, That in addition to the nine trustees of the Walters Art Gallery, Baltimore, Md., provided for by Section 4 of Chapter 217 of the Acts of the General Assembly of Maryland of 1933, of whom three are ex-officio, there shall be such ex-officio and elected trustees as*

**EXPLANATION:** *Italics indicate new matter added to existing law.*

[Brackets] indicate matter stricken from existing law.

CAPITALS indicate amendments to bill.

~~Strike out~~ indicates matter stricken out of bill.

may be authorized from time to time by ordinance of the Mayor and City Council of Baltimore.

SEC. 2. *And be it further enacted*, That this Act shall take effect June 1, 1959.

Approved April 8, 1959.

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CHAPTER 458

(House Bill 367)

AN ACT to add new Section 460A 39A to Article 27 78 of the Annotated Code of Maryland (1957 Edition), title "~~Crimes and Punishments~~", sub-title "~~Railroads~~" "PUBLIC SERVICE COMMISSION LAW", sub-title "PUBLIC SERVICE COMPANIES", to follow immediately after Section 460 39 thereof, relating to maintenance and care of the ~~real~~ CERTAIN property of railroads in this State, and providing a penalty for violation thereof.

SECTION 1. *Be it enacted by the General Assembly of Maryland*, That new Section 460A be and the same is hereby added to Article 27 of the Annotated Code of Maryland (1957 Edition), title "~~Crimes and Punishments~~", sub-title "~~Railroads~~", to follow immediately after Section 460 thereof, and to read as follows: THAT NEW SECTION 39A BE AND THE SAME IS HEREBY ADDED TO ARTICLE 78 OF THE ANNOTATED CODE OF MARYLAND (1957 EDITION), TITLE "PUBLIC SERVICE COMMISSION LAW", TO FOLLOW IMMEDIATELY AFTER SECTION 39 THEREOF, AND TO READ AS FOLLOWS:

*460A 39A. In order to provide employees a reasonably safe place to work, it shall be the duty of all persons, firms or corporations engaged in the operation of railroads in this State to keep and maintain their real property, including rights-of-way, reasonably free from all debris and all types of vegetation, which debris and vegetation unreasonably affect the safety and comfort of their employees while working. A violation of this section shall be deemed a misdemeanor and upon conviction thereof punishable by a fine* MAINTAIN THOSE MARGINS ALONGSIDE THEIR YARD TRACKS (EXCEPT DESIGNATED CLEAN-OUT AND REPAIR TRACKS) WHERE SUCH RAILROAD EMPLOYEES ARE REQUIRED TO WALK FREQUENTLY IN THE COURSE OF THEIR DUTIES, REASONABLY FREE FROM DEBRIS AND VEGETATION WHICH UNREASONABLY AFFECTS THE SAFETY OF SUCH EMPLOYEES WHILE WORKING. THIS SECTION SHALL BE ENFORCED BY THE COMMISSION UPON COMPLAINT AND AFTER DUE HEARING; VIOLATIONS TO BE

EXPLANATION: *Italics indicate new matter added to existing law.*

[Brackets] indicate matter stricken from existing law.

CAPITALS indicate amendments to bill.

Strike out indicates matter stricken out of bill.

# **Attachment 11**

Walters Foundation  
Affidavit and  
Determination Letter

# | THE WALTERS ART MUSEUM |

## **Affidavit of The Walters Art Museum Foundation, Inc. Regarding Supporting Organization Status**

The undersigned, in order to assist the Foundation in determining The Walters Art Museum Foundation sub-classification as a supporting organization under section 509(a)(3) of the Internal Revenue Code (“Code”) and the Treasury Regulations, makes the following statement:

1. The Walters Art Museum Foundation (EIN 52-1194738) supports one organization: Trustees of the Walters Art Gallery (EIN 52-6002611).
2. The Walters Art Museum Foundation is a Type I supporting organization described in subsection of Code section 509(a)(3)(B)(i). The Walters Art Museum Foundation’s trustees are selected as follows: The members of the Board of Directors of the Walters Art Museum Foundation are appointed by the President of the Trustees of the Walters Art Gallery; who is and shall be, at all times, a member of the Board of Directors.
3. Attached hereto is a copy of The Walters Art Gallery Endowment Foundation’s **Articles of Incorporation** and a copy of the Articles of Amendment to change the name to The Walters Art Museum Foundation. The following provisions of this governing document establish The Walters Art Museum Foundation’s relationship with its supported organization: Item THIRD, SIXTH and SEVENTH.

The undersigned hereby affirms that the foregoing statements and any documents attached hereto are complete and accurate as of October 1, 2019.



---

Kathleen Basham  
Chief Operating Officer  
The Walters Art Museum Foundation



Department of the Treasury  
Internal Revenue Service  
Tax Exempt and Government Entities  
PO Box 2508  
Cincinnati, OH 45201

Date: **FEB 18 2020**

WALTERS ART MUSEUM FOUNDATION INC  
600 N CHARLIE ST  
BALTIMORE, MD 21201-5118

Employer ID number:  
52-1194738  
Person to contact / ID number:  
Hillary Moon  
ID# 0203120  
Contact telephone number:  
1-877-829-5500  
Form 990/990-EZ/990-N required:  
Yes

Dear Applicant:

In your letter dated October 3, 2019, you requested reclassification of foundation status as a public charity.

Our records indicate you are tax exempt under IRC Section 501(c)(3). You're currently classified as a public charity described in IRC Section 509(a)(3).

Based on the information you provided, we determined you meet the requirements for classification as a public charity described in IRC Section 509(a)(3).

Specifically, we determined you're a Type I supporting organization under IRC Section 509(a)(3). A Type I supporting organization is operated, supervised, or controlled by one or more publicly supported organizations.

Because your tax-exempt status wasn't under consideration, you continue to be classified as an organization exempt from federal income tax under IRC Section 501(c)(3).

This letter could help resolve questions on your foundation status. Keep it for your records.

Sincerely,

Stephen A. Martin  
Director, Exempt Organizations  
Rulings and Agreements

Letter 4425 (Rev. 1-2016)  
Catalog Number 52256W

# **Attachment 12**

Walters  
Foundation Form  
990

**990**  
Form  
Department of the Treasury  
Internal Revenue Service

# Return of Organization Exempt From Income Tax

**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)** Do not enter social security numbers on this form as it may be made public.  
 ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047  
2019  
**Open to Public Inspection**

**A For the 2019 calendar year, or tax year beginning 07-01-2019, and ending 06-30-2020**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization WALTERS ART MUSEUM FOUNDATION INC  Doing business as  Number and street (or P.O. box if mail is not delivered to street address) Room/suite 600 North Charles Street  City or town, state or province, country, and ZIP or foreign postal code Baltimore, MD 212015185	<b>D</b> Employer identification number  52-1194738  <b>E</b> Telephone number  (410) 547-9000  <b>G</b> Gross receipts \$ 644,243
<b>F</b> Name and address of principal officer: Kathleen Basham 600 N Charles Street Baltimore, MD 212015185		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: ▶ thewalters.org		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: 1979 <b>M</b> State of legal domicile: MD

**Part I Summary**

	<b>1</b> Briefly describe the organization's mission or most significant activities: To support and benefit the charitable and educational purposes of the institution known as the Trustees of the Walters Art Gallery, Inc. dba The Walters Art Museum.		
Activities & Governance	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	3
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	3
	<b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a) . . . . .	<b>5</b>	0
	<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	3
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b>	0
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 39 . . . . .	<b>7b</b>	0
Revenue		<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .	0	0
	<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .	0	0
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	114,315	60,168
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	0	0
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	114,315	60,168
Expenses			
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	133,404	128,484
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) . . . . .	0	0
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . .	0	0
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .	133,404	128,484
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12 . . . . .	-19,089	-68,316
Net Assets or Fund Balances		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) . . . . .	2,686,603	2,218,573
	<b>21</b> Total liabilities (Part X, line 26) . . . . .	0	0
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 . . . . .	2,686,603	2,218,573

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer _____ Kathleen Basham Chief Operating Officer Type or print name and title	2020-11-30 Date
--	--------------------

	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	
AFSCME000040					

May the IRS discuss this return with the preparer shown above? (see instructions) . . . . .  Yes  No



**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III . . . . .

**1** Briefly describe the organization's mission:

The Walters Art Museum brings art and people together for enjoyment, discovery, and learning. We strive to create a place where people of every background can be touched by art. We are committed to exhibitions and programs that will strengthen and sustain our community.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . .  Yes  No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . .  Yes  No

If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 128,484 including grants of \$ 128,484 ) (Revenue \$ 0 )  
To support the Trustees of the Walters Art Gallery, Inc. (dba The Walters Art Museum), a related organization.

**4b** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services (Describe in Schedule O.)  
(Expenses \$ 0 including grants of \$ AFSCME000041 ) (Revenue \$ 0 )

**4e** Total program service expenses ▶ 128,484

**Part IV Checklist of Required Schedules**

		Yes	No
<b>1</b>	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> . . . . .	Yes	
<b>2</b>	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? . . . . .		No
<b>3</b>	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> . . . . .		No
<b>4</b>	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> . . . . .		No
<b>5</b>	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> . . . . .		No
<b>6</b>	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> . . . . .		No
<b>7</b>	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> . . . . .		No
<b>8</b>	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> . . . . .		No
<b>9</b>	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> . . . . .		No
<b>10</b>	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi endowments? <i>If "Yes," complete Schedule D, Part V</i> . . . . .		No
<b>11</b>	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b>	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> . . . . .		No
<b>b</b>	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> . . . . .	Yes	
<b>c</b>	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> . . . . .		No
<b>d</b>	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> . . . . .		No
<b>e</b>	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> . . . . .		No
<b>f</b>	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)?	Yes	
<b>12a</b>	Did the organization file a separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> . . . . .		No
<b>b</b>	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> . . . . .	Yes	
<b>13</b>	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> . . . . .		No
<b>14a</b>	Did the organization maintain an office, employees, or agents outside of the United States? . . . . .		No
<b>b</b>	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> . . . . .		No
<b>15</b>	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> . . . . .		No
<b>16</b>	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> . . . . .		No
<b>17</b>	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions) . . . . .		No
<b>18</b>	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> . . . . .		No
<b>19</b>	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> . . . . .		No
<b>20a</b>	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> . . . . .		No
<b>b</b>	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? AFSCME000042		
<b>21</b>	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	Yes	

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 22 through 38 regarding tax-exempt bond issues, excess benefit transactions, and related party transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V [ ]

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and gaming winnings.

AFSCME000043

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Main form area containing questions 2a through 16, with various sub-questions and input fields for 'Yes', 'No', and numerical values.

AFSCME000044

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members included... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of assets... 6 Did the organization have members or stockholders... 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members... 7b Are any governance decisions reserved to members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? 8b Each committee with authority to act on behalf of the governing body? 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address?

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official 15b Other officers or key employees of the organization 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed MD 18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. Own website Another's website Upon request Other (explain in Schedule O) 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. 20 State the name, address, and telephone number of the person who possesses the organization's books and records: Michelle RhodesBrown 600 North Charles Street Baltimore, MD 212015185 (410) 547-9000

# **Attachment 13**

January 2023  
Baltimore Circuit  
Court Decision

WALTERS WORKERS UNITED,  
COUNCIL 67, AFSCME, AFL-CIO, *et*  
*al.*,

*Plaintiffs,*

v.

THE TRUSTEES OF THE WALTERS  
ART GALLERY, INC., *et al.*,

*Defendants.*

IN THE  
CIRCUIT COURT

FOR

BALTIMORE CITY

Case No. 24-C-22-003989

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MEMORANDUM OPINION AND ORDER

This case arises under the Maryland Public Information Act (“PIA”), Md. Code Ann., General Provisions (“GP”) §§ 4-101 to 4-601. On September 12, 2022, Plaintiffs American Federation of State, County and Municipal Employees, AFL-CIO (“AFSCME”) and Walters Workers United/AFSCME Council 67 filed suit in this Court against Defendants Trustees of the Walters Art Gallery, Inc., Guy E. Flynn, President of the Board of Trustees, and Julia Marciari-Alexander, Director of the Walters Art Museum (“the Walters”). (Docket Entry No. 1.) Plaintiffs amended their complaint to correct the name of Defendant Trustees of the Walters Art Gallery, Inc. (Docket Entry No. 5.) Plaintiffs’ suit seeks, *inter alia*, an order compelling Defendants to produce records requested by Plaintiffs via email in May 2022. (Pl.’s First Am. Compl. (“FAC”) ¶ 23.) Contemporaneously with the filing of their Complaint, Plaintiffs filed a motion for summary judgment arguing that the case presents no genuine disputes of material fact and they are entitled to judgment as a matter of law. (Docket Entry No. 2.)

23 18

Defendants filed an answer to Plaintiffs' FAC and a cross-motion for summary judgment. (Docket Entry Nos. 5/1 and 13.) The parties appeared remotely before the Court for a hearing on the motions for summary judgment on November 30, 2022. For the reasons set forth below, the Court will grant Plaintiffs' motion for summary judgment and deny Defendants' cross-motion for summary judgment.

#### Facts and Procedural Background

The undisputed facts contained in the record reveal that on May 11, 2022, Erin Riordan, an employee of AFSCME, sent six emails to Ms. Marciari-Alexander and Kate Burgin, representatives of the Walters. (Pl.'s Mem., Ex. H.) The emails requested copies of numerous categories of records alleged to be in the possession of the Walters under the PIA. *Id.* Ms. Riordan's requests included tax documents or filings of the Walters, contracts between the Walters and private counsel, documents reflecting dollar amounts paid to private counsel by the Walters, contracts between the Walters and any individuals related to management of labor relations, emails or communications from Ms. Marciari-Alexander to Board of Trustee members regarding union or collective bargaining activities, minutes of Board of Trustee meetings, and emails or communications from Ms. Marciari-Alexander to Baltimore City leadership. *Id.* By email dated June 8, 2022, Ms. Marciari-Alexander responded by stating that the Defendants were not subject to the PIA. (Pl.'s Mem., Ex. H.)

The history of the Walters is set forth extensively in the parties' submissions. The Court will summarize it here. Upon his death in 1931, Henry Walters bequeathed his art gallery, including all its contents and two buildings to the Mayor



and City Council of Baltimore for the benefit of the public. (Marciari-Alexander Aff., Ex. 2.) On March 8, 1933, the Mayor and City Council adopted Ordinance No. 400 (the "1933 Ordinance") to carry out the wishes of Mr. Walters. (Def.'s Mem., Appendix A.) The 1933 Ordinance recognized that Mr. Walters left his art gallery and property to the City and that he had established an endowment with the City as beneficiary. *Id.* It mandated that the art gallery and property be used for the benefit of the public. *Id.* at Section 2. The 1933 Ordinance further established the Board of Trustees, and designated the Mayor and President of the City Council as permanent members. *Id.* at Section 3.

On April 5, 1933, the General Assembly enacted legislation "to incorporate the Trustees of the Walters Art Gallery, to provide for the management of said Corporation of the real properties and art treasures and income given to the Mayor and City Council of Baltimore" under Mr. Walters's last will and testament. 1933 Md. Laws Ch. 217 (Def.'s Mem., Appendix B.) Chapter 217 established the Trustees of the Walters Art Gallery as a body corporate. *Id.* It provided the Board of Trustees with the authority to exercise control over the "properties and contents" of the Walters Art Gallery and over the expenditure of income from the endowment fund for the benefit of the public. *Id.* at Section 2. The express intent of the General Assembly set forth in Chapter 217 provided that "the corporation created by this Act shall be the agency of the Mayor and City Council of Baltimore through which the directions and intent of Henry Walters shall be obeyed, and his objects realized." *Id.* Chapter 217 gave the Board of Trustees authority to "make, alter and repeal by-laws;

to fill vacancies in the membership of the Board, and to provide, in such by-laws, for terms of its members, except those named ex-officio; provided that such terms shall conform with any ordinance of the Mayor and City Council of Baltimore . . . ." *Id.* at Section 4.

The current ordinance governing the Walters is set forth in Article 18, Subtitle 14 of the City Code. It provides that the Walters, the property, and its contents shall be used for the benefit of the public as directed in the last will and testament of Mr. Walters. Baltimore City Code Art. 18, § 14-2. It recognizes that the General Assembly established the Board of Trustees as a body corporate. Baltimore City Code Art. 18, § 14-6. It provides for the composition of the Board of Trustees, including the permanent membership of the Mayor and the President of the City Council. Baltimore City Code Art. 18, § 14-7. It also provides the powers and duties of the Board, including use of the buildings and contents bequeathed by Mr. Walters, the receipt and use of endowment fund income, and the proceeds of property distributions. Baltimore City Code Art. 18, § 14-8. Finally, the ordinance requires the Board of Trustees to submit annual reports to the City, restricts the sale or disposition of any work of art without the consent of the Mayor and City Council, and prohibits amendments to the Act of Incorporation without consent of the Mayor and City Council. Baltimore City Code Art. 18, § 14-9 – 14-12.

The Walters currently operates five buildings in Baltimore City and has expanded the original art collection by 12,000 objects of art. (Marciari-Alexander Aff. ¶¶ 6-7.) The Board of Trustees has grown to 37 members. (Marciari-Alexander

Aff. ¶ 10.) Its current endowment is two-thirds attributable to endowments owned by the Walters and one-third attributable to the endowment created by Mr. Walters. (Marciari-Alexander Aff. ¶ 12.) The City contributes approximately 15% of the operating expenses of the Walters, including allowing employees of the Walters to participate in the City's health benefits plan and paying the employer share for those benefits and reimbursing the Walters for the employer share of payroll taxes. (Marciari-Alexander Aff. ¶¶ 16-19.) The remaining expenses are funded with endowment income and private funds raised by the Board of Trustees. (Marciari-Alexander Aff. ¶ 15.)

Whether the Walters is subject to the PIA is the sole issue presented before the Court in the parties' summary judgment motions.

#### Standard of Review

Summary judgment is appropriate when there is no genuine dispute as to any material fact and the moving party is entitled to judgment as a matter of law. Md. Rule 2-501. The Court must review "the record in the light most favorable to the non-moving party and construe any reasonable inferences that may be drawn from the facts against the moving party." *CX Reinsurance Company Limited v. Johnson*, 481 Md. 472, 484 (2022) (quoting *Rossello v. Zurich Am. Ins. Co.*, 468 Md. 92, 103 (2020)). With respect to the PIA, summary judgment is appropriate where there is no disputed issues of material fact and no fact finding to be completed by the circuit court. *Amster v. Baker*, 453 Md. 68, 75 (2017).

## Discussion

The PIA provides a broad right of access to records in the possession of the government. GP § 4-103(a). It must be construed in favor of allowing inspection of public records “with the least cost and least delay” to the requester. GP § 4-103(b). The PIA defines “public record” to include a record that is “made by a unit or instrumentality of the State or of a political subdivision or received by the unit or instrumentality in connection with the transaction of public business.” GP § 4-101(h)(1).

The statutory language makes clear that the PIA applies to any “unit or instrumentality of the State or of a political subdivision.” *Id.* The language of GP § 4-101(h) is “intentionally expansive” and “must be interpreted broadly to effectuate the broad remedial purposes of the PIA.” 106 Md. Op. Atty. Gen. 100 (2021); Maryland Public Information Manual (“MPIA Manual”), Office of the Attorney General (17th Ed. July 2022) at 1-3. The Supreme Court of Maryland has relied on the ordinary definition of “instrumentality” in interpreting the scope of the PIA. *City of Baltimore Dev. Corp. v. Carmel Realty Assocs.*, 395 Md. 299, 333 (2006). In *City of Baltimore Dev. Corp.* the Supreme Court of Maryland set forth the definition of instrumentality as follows:

Instrumentality is defined as “the quality or state of being instrumental” and instrumental is defined as “serving as a means, agent, or tool.” Merriam Webster's Collegiate Dictionary 607 (10th ed.1998). Instrumentality is also defined as: “1. A thing used to achieve an end or purpose. 2. A means or agency through which a function of another entity is accomplished, such as a branch of a governing body.” Black's Law Dictionary 814 (8th ed.2004).

*City of Baltimore Dev. Corp.*, 395 Md. at 333.

While no one test can determine whether an entity is a “unit or instrumentality” of the government for purposes of the PIA, the Maryland appellate courts have provided guidance on the factors that a court should use in the analysis. The factors are not an exhaustive list. The Supreme Court of Maryland has instructed that “all aspects” of the relationship must be assessed. *A.S. Abell Pub. Co. v. Mezzanote*, 297 Md. 26, 35 (1983).

Whether an entity is created by the government and serves a public purpose is a factor in determining whether the entity is an instrumentality of the government. *A.S. Abell Pub. Co.*, 297 Md. at 35. In *A.S. Abell Pub. Co.*, the Supreme Court of Maryland stressed the importance of the fact that the Maryland Insurance Guaranty Association (“MIGA”) was an entity created by the General Assembly and was, therefore, subject to legislative control. *A.S. Abell Pub. Co.* 297 Md. at 37. In concluding that MIGA was an instrumentality of the State subject to the PIA, the Court additionally reasoned that it was created for a public purpose. *A.S. Abell Pub. Co.* 297 Md. at 37-38.

The Supreme Court of Maryland also relied on the public purpose factor in finding that the University of Maryland Medical System Corporation (“UMMS”) was an instrumentality of the State for purposes of the PIA despite its conclusion that UMMS was exempted from the PIA. *Napata v. University of Maryland Medical System Corp.*, 417 Md. 724, 737 (2011). In *Napata*, the Supreme Court of Maryland found that UMMS served a public purpose because it provided health care services to

the local community and served as teaching hospital to students. *Id.* It differentiated UMMS from a private hospital as its annual contracts required approval by the Regents of the University and the Regents and the Board of Public Works had authority to dissolve it if it was not fulfilling its purpose. *Id.*

Whether an entity serves a traditional public function is another factor used in analyzing whether the entity is an instrumentality of the government. *City of Baltimore Dev. Corp.*, 395 Md. at 335. In *City of Baltimore Dev. Corp.*, the Supreme Court of Maryland stated that the Baltimore Development Corporation (“BDC”) had authority “to prepare and adopt Urban Renewal Plans, Planned Unit Developments, Industrial Retention Zones, and Free Enterprise Zones[.]” *Id.* It concluded that these were traditional public functions supporting that it was an instrumentality of the City of Baltimore. *Id.*

One of the most important factors in determining whether an entity is an instrumentality of the government for purposes of the PIA is the extent to which the entity is subject to government control. *Andy's Ice Cream, Inc. v. City of Salisbury*, 125 Md. App. 125, 141 (1999). In assessing the control factor, the Maryland appellate courts have looked at whether the government has veto power over the entity’s proposals, whether the entity is required to submit its budget to the government for review, and whether the entity’s members are appointed by a governmental body or executive. *Id.* Another important piece of the control factor is whether the government has the authority to dissolve the entity. *Napata*, 417 Md. at 737.

Finally, whether an entity receives public funding, whether there is government representation of the entity's board, and whether an entity is entitled to sovereign immunity are factors in determining whether an entity is an instrumentality of the government for purposes of the PIA. The fact that city officials were permanent members of the BDC's Board, that the BDC received a substantial portion of its budget from the City, and that it enjoyed tax exempt status were factors supporting the Supreme Court of Maryland's conclusion that the BDC was an instrumentality of the State. *City of Baltimore Dev. Corp.*, 395 Md. at 335. The fact that MIGA held special status through its exemption from State and local taxes and its immunity from liability for actions in performance of its duties supported the Supreme Court of Maryland's conclusion that it was an instrumentality of the State. *A.S. Abell Pub. Co.*, 297 Md. at 38.

Applying all of these factors here and construing the "intentionally expansive" language of the PIA broadly, the Court concludes that the Walters is an instrumentality of the government for purposes of the PIA. Mr. Walters expressly left his art collection to the City of Baltimore for "the benefit of the public." (Marciari-Alexander Aff., Ex. 2.) The Walters was created to carry out his public purpose with an obligation that the art gallery and property be used for the benefit of the public. (Def.'s Mem., Appendix A.) Moreover, whether museums serve traditional public functions is immaterial here as Mr. Walters specifically designated that it was his will for the Walters to carry out a public function. The City Code expressly implements this by providing that the "Walters Art Gallery and property at 5 West

Mount Vernon Place, and the contents of the buildings, shall be used for the benefit of the public.” Baltimore City Code Art. 18, § 14-2.

While the Walters has characteristics of a private entity, significant control is vested in the Mayor and City Council of Baltimore. The Mayor and the President of the City Council of Baltimore are designated as permanent members of the Board of Trustees. Baltimore City Code Art. 18, § 14-7(a)(1) and (2). The Trustees are required to report annually on their activities and operations by submitting a report to the Board of Estimates – which is responsible for carrying out the fiscal policy of the City – and to each member of the City Council. Baltimore City Code Art. 18, § 14-9. No amendments to the Act of Incorporation may be made without consent of both the Mayor and City Council of Baltimore. Baltimore City Code Art. 18, § 14-12.

Moreover, the Trustees are prohibited from selling or disposing of any work of art without the consent of the Mayor and City Council. Baltimore City Code Art. 18, § 14-11(a). Even if art is to be loaned by the Walters, the Trustees are required to provide prior notice to the Mayor and City Council of Baltimore and the Board of Estimates. Baltimore City Code Art. 18, § 14-11(b). A copy of the bylaws is required to be filed with the Department of Legislative Reference and “accessible at all times to the public.” Baltimore City Code Art. 18, § 14-12(b).

The City funds benefits for eligible employees and retirees of the Walters. While it only contributes 15% of the total operating expenses of the Walters, employees of the Walters are permitted to participate in the City’s health benefits plan with the City paying the employer share of the benefits and reimbursing the



Walters for the employer share of payroll taxes. (Marciari-Alexander (Marciari-Alexander Aff. ¶¶ 16-19.) This arrangement establishes a further connection between the Walters and City government weighing in favor of the conclusion that the Walters is an instrumentality of the government.

It is true that the majority of members of the Board of Trustees are not government officials. Baltimore City Code Art. 18, § 14-7. However, the fact that the City is not exercising predominant control is not determinative. *See Napata*, 417 Md. at 734 (complete control is not necessary to determine that an entity is an instrumentality of the government under the PIA). The City Code makes clear that the City retains ultimate control over the Walters as the Trustees are prohibited from amending the charter without the consent of the Mayor and City Council. Baltimore City Code Art. 18, § 14-12. Moreover, the Walters argument that it exercises complete control over its budget, expenditures, contracts, and operations without oversight from the City is not accurate. The Walters is required to submit an annual report of its activities and operations to the Board of Estimates and every member of the City Council. Baltimore City Code Art. 18, § 14-9. By requiring the report to be submitted not just to the City Council generally, but to every member individually, it is apparent that more oversight was intended. These factors and the General Assembly's requirement that the PIA be broadly interpreted lead to one conclusion – that the Walters is subject to the PIA as an instrumentality of the government.

The Court recognizes that there are factors weighing in favor of a finding that the Walters is not an instrumentality of the government. The overwhelming majority

of the Board of Trustees is comprised of non-government members and approximately 85% of its operating expenses comes from non-government funds. (Marciari-Alexander Aff. ¶¶ 16-19.) There is nothing in the City Code or in the acts of the General Assembly setting forth the government's power to dissolve the Walters. Additionally, the Walters is not listed in the definition of "local government" for purposes of the Local Government Tort Claims Act suggesting that it would not be entitled to sovereign immunity protections. Md. Code Ann., Cts. & Jud. Proc. § 5-301(d). While these factors support a conclusion that the Walters is not an instrumentality of the government, they cannot overcome the factors favoring instrumentality and the fact that the Walters was created for the benefit of the public.

Nor is Defendants' reference to opinions of the City solicitor persuasive to the Court's analysis. The sole question before the Court concerns whether the Walters is subject to the broad reach of the PIA. For example, the City Solicitor's opinion with respect to whether the Walters is an agency of Baltimore City within the meaning of the City Charter subjecting it to competitive procurement requirements involves a different legal question. See 59 Op. City Sol. 372 (1967) (Def.'s Mem., Appendix E.) The PIA entitles the public to broad access to the affairs of the government, which includes instrumentalities of the government. GP § 4-101(h)(1). Mr. Walters through his will and subsequent legislation enacted by the City and the Maryland General Assembly make clear that the Walters is to be used "for the benefit of the public." Restricting the public's access to information about the operations of the Walters

through a finding that the Walters is not subject to the PIA is contrary to both Mr. Walters' last will and testament and the legislation implementing his wishes.

The Walters has defended this action on its position that it is not subject to the PIA. Whether the specific documents requested by Plaintiffs are subject to disclosure under the PIA has not been addressed. The PIA sets forth both mandatory and discretionary exemptions for certain categories of records. Moreover, a custodian may charge a reasonable fee for records. GP § 4-206. Given the Court's ruling, the Walters shall be given the opportunity to respond to the Plaintiffs' request pursuant to the PIA. The Court will direct that Defendants respond to the requests within thirty days from entry of this Order in accordance with GP § 4-203.

A separate order follows.

1 / 11 / 2023  
DATE

Judge's Signature appears  
on the original document

WALTERS WORKERS UNITED,  
COUNCIL 67, AFSCME, AFL-CIO, *et al.*,

*Plaintiffs,*

v.

THE TRUSTEES OF THE WALTERS  
ART GALLERY, INC., *et al.*,

*Defendants.*

IN THE  
CIRCUIT COURT

FOR

BALTIMORE CITY

Case No. 24-C-22-003989

ORDER

For the reasons set forth in the foregoing Memorandum Opinion, it is this 11<sup>TH</sup>  
day of January 2023, hereby

**ORDERED** that Plaintiffs' motion for summary judgment is **GRANTED**; and  
it is further

**ORDERED** that Defendants' cross motion for summary judgment is  
**DENIED**; and it is further

**ORDERED** that Defendants shall respond to Plaintiffs' requests for records  
within thirty (30) days from entry of this Order in accordance with the Maryland  
Public Information Act, Md. Code Ann., General Provisions §§ 4-101 to 4-601.

Judge's Signature appears  
on the original document

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WALTERS WORKERS UNITED,  
COUNCIL 67, AFSCME, AFL-CIO, *et*  
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IN THE  
CIRCUIT COURT

FOR

BALTIMORE CITY

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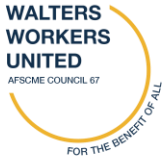
Judge's Signature appears  
on the original document

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**SB284\_WILL HAYS\_WWUAFSCME\_FAV.pdf**

Uploaded by: Will Hays

Position: FAV



## SB 284 – Trustees of the Walters Art Gallery – Collective Bargaining

### Position: Support

My name is Will Hays and I am an Associate Registrar in the department of Conservation, Collections, and Technical Research at the Walters Art Museum and have worked for the Walters for over 10 years. I live in Baltimore City in district 40 and am a proud member of Walters Workers United. I strongly support collective bargaining rights because working conditions at the museum are unfair and unjust. There is no accountability for leadership and no real inclusion of the voices of the workers who make the museum possible as a service to the public. Collective bargaining would guarantee that our underpaid and overworked staff have a say in determining the conditions of our employment. It would also increase transparency in the museum's decision-making process, which has a direct effect on workers' wellbeing and safety.

I wish to call your attention to portions of the written testimony that was submitted by Walters' trustees at the first House committee hearing on January 24 regarding this legislation on the House side. Some of the testimonies characterized HB116 as a government takeover of private property. I am no legal scholar, but I strongly believe this is false and misleading. The bill enshrines workers' right to collectively bargain. It does not take anything away from the Trustees of the Walters Art Gallery (which is their legal name). Because of the unique nature of our institution - a corporation created by the state of Maryland to care for property bequeathed to the City of Baltimore "for the benefit of the public" - there is no clear legal route to collective bargaining or regulation to establish it. HB116 and SB284 would establish what is lacking in the law.

I also want to address a specific piece of written testimony from Peter Bain, the president-elect of the Walters Board of Trustees. I quote directly from Mr. Bain's written testimony:

*"Yet I am not clear on how Delegate Lewis envisions the Trustees continuing to operate the Walters were it to be redefined as "a unit and instrumentality of the state and the city." Will the City be reimbursing the Trustees for the cost of repairs made to the museum's City owned buildings—but which have been paid for by the Trustees? Should we be planning to relocate the 30% of the collection that is owned by the Trustees and not by the City?" [emphasis mine] And so on.*

The US Internal Revenue Service, the US Department of Education, and the Baltimore City Circuit Court have already defined the Walters as a "unit and instrumentality of the state and the city". There is no "redefining" by this bill. It pertains to our right as workers to collectively bargain.

As a citizen of Baltimore City and the State of Maryland, I'm offended that a Walters board member would threaten that, should HB116 pass, the Trustees will "reclaim" part of the museum's collection of art - the equivalent of "I'll take my ball and go home," and in itself a taking of public property. Mr. Bain seems to fundamentally misunderstand the nature of his role as a trustee, which is not legal ownership over the Walters, which is actually owned by the public, but as one who is *entrusted* to operate the museum as a fiduciary to the public. It entails no ownership, only stewardship. If the legislative body that created the Walters formalizes the right for workers to collectively bargain, the incoming president of the Board of Trustees says they might move the portion of the art collection that came after the bequest of Henry Walters to another place? Where, how, and why? The Trustees were formed "for the benefit of the public" and this museum's mission is to serve our communities - the city, the state, the nation, and the world. A statement like this is not "for the benefit of the public" and does no public service at all. Even if it is a hollow threat, it shows that the desire of the museum's leadership to avoid accountability, equity, and inclusion overcomes their responsibilities to the people of Baltimore and their fiduciary role. I call this out specifically to give context to our pressing need for this bill and why we need legislation to protect the workers of this public institution that serves so many communities.

Thank you so much for holding a hearing on SB284 in the Senate Finance Committee and I urge your support.

# **SB284 Written Testimony Guy Flynn.pdf**

Uploaded by: Guy Flynn

Position: UNF





Maryland General Assembly Senate Finance Committee  
Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Finance Committee:

As the President of the Board of Trustees of the Walters Art Gallery, Inc., I urge you to review this testimony, respectfully submitted, and to reject Senate Bill 284, "Trustees of the Walters Art Gallery - Collective Bargaining," filed by Senator Jill P. Carter. From my perspective, it fails—in two separate but equally important ways—because of the vague language used in declaring "the museum is a unit and instrumentality of the state and the city."

The trustees of a nonprofit organization are responsible for governance of the organization; in this case, we are the fiduciaries for the assets of the self-perpetuating entity known as Trustees of the Walters Art Gallery, Inc. Our role is not to make day-to-day management decisions such as those that relate to labor relations issues—these decisions fall to our director, Julia Marciari-Alexander, and her senior leadership team. Rather our role is to provide oversight of her work, and ensure the financial and operational health of the organization and to safeguard its resources.

Thus **the vague language of the bill** is immediately a problem as a fiduciary concern for the Trustees. Were the Maryland General Assembly to pass a bill declaring that "the museum is a unit and instrumentality of the state and the city," this language could be construed as a government taking of the privately-owned assets of the Trustees without due process, which would **violate the Takings Clauses of the 5th and 14th Amendments of the U.S. Constitution, as well as Section 40 of the Maryland Constitution.**

Members of the Finance Committee may not be aware that while the museum operates in five buildings in Baltimore, only three of those buildings are owned by the City of Baltimore; the other two (which comprise the majority of the total square footage) are private property, owned by the Trustees of the Walters Art Gallery, Inc. Of the museum's extensive collections, while two-thirds are derived from Henry Walters' original bequest to the City of Baltimore, one-third are private property that have been subsequently acquired by the Trustees of the Walters Art Gallery, Inc., either through purchase or gift. And the museum has two endowments that provide essential operating support to the museum: one endowment is comprised of the ongoing investments given by Henry Walters' bequest to the City of Baltimore; the other, which is more than twice as large, consists of funds privately raised and managed by the Trustees of the Walters Art Gallery, Inc., as fiduciaries of the museum, which is, again, private property.

A law that simply declares a private entity to be a unit and instrumentality of the State and City is exceptionally—and likely unconstitutionally—vague. Such designation is interpreted differently and has different meanings under a variety of state and federal laws (e.g., Internal Revenue Code, Maryland Public Information Act, National Labor Relations Act). The failure of SB 284 to provide any more detail demonstrates that it has carelessly left itself open to the interpretation that it is

intended to constitute an unlawful declaration that the non-City-owned assets of the museum will, by fiat, become the property of the City or the State.

Such a declaration would almost certainly require legal action from the Trustees as the museum's fiduciaries to protect the museum's private property from an unlawful government taking. To state the obvious, triggering such legal action would in no way advance what we understand to be the core purpose of SB 284: supporting employee efforts to form a union at the Walters Art Museum, which, again, the museum respects. Instead, it would entangle the museum, the State of Maryland, and potentially the City of Baltimore, in an unnecessary legal dispute.

At the same time, the bill's failure to define the term "unit and instrumentality of the State and the City" also **immediately raises concerns because of the Supremacy Clause of the U.S. Constitution, under which federal law preempts state law.** In this case, the preamble of SB 284 makes clear that its purpose relates to union organizing. However, the vagueness of SB 284, alluded to above, cannot be cured by declaring the museum a unit or instrumentality of the State and City for purposes of labor relations.

The State of Maryland lacks the authority to do so because the authority to make that determination rests exclusively with the federal government. In the seminal Supreme Court case, *NLRB v. Nat. Gas Util. Dist. of Hawkins County*, the Supreme Court affirmed that, "Federal, rather than state, law governs the determination, under §2(2) [of the National Labor Relations Act], whether an entity created under state law is a 'political subdivision' of the State, and therefore not an 'employer' subject to the [National Labor Relations] Act." The issue of the scope of jurisdiction of the National Labor Relations Board (NLRB) rests exclusively with the NLRB and federal courts rather than state legislatures. Furthermore, the *Maryland Legislator's Handbook, Volume I (2022)* acknowledges (page 12) that "[u]nder the principle of enumerated powers in the federal system, certain powers have been delegated to the national government by the U.S. Constitution. State legislatures may not adopt laws that conflict with this delegation of sovereignty."

In other words, the General Assembly has no role to play in the determination of, and no authority to declare, whether an entity is or is not a unit or instrumentality of a city, county, or state government for purposes of labor relations. Under the test mandated by the Supreme Court and consistently applied by the NLRB, the Walters Art Museum is unquestionably within the jurisdiction of the NLRB: the Walters was *created* by the bequest of Henry Walters and *gifted* to the City of Baltimore, and the Board of Trustees is *self-appointing* and *self-perpetuating* rather than being *responsible to any public officials or the general electorate*, and neither the State nor City have significant operating or budgeting control over the museum.

Then there is the fact that SB 284 **violates existing Section 33 of the Maryland Constitution**, which prohibits the General Assembly from passing a "Special Law," for any case, for which provision has been made, by an existing General Law. In this case, SB 284 constitutes a Special Law under every single factor considered by the Maryland Supreme Court because (1) it is clearly intended to benefit a small group of individuals (non-supervisory employees of the Walters Art Museum, and perhaps

even a smaller group of fewer than twenty security guards who would not be certified in the same group as non-guards under the applicable federal law) rather than an entire class and no other individuals or entities could benefit from the Bill; (2) both the Trustees of the Walters Art Gallery, Inc. and the employees of the museum are specifically named in SB 284; (3) the effect of SB 284 would be to bestow a benefit and burden upon the named parties; (4) the individuals receiving special advantages sought them from the Legislature; (5) the public does not benefit because the museum employees already have the right to unionize and the law would greatly diminish the museum's ability to serve the public, as it is required by law to do; and (6) SB 284 is arbitrary and lacks a reasonable basis other than to offer special benefits to a select few individuals because there is no State problem that it solves.

Recognizing that many members of this body share our belief in and respect for the rights of workers everywhere to form unions and negotiate collectively for their welfare, we understand the human motivations behind SB 284. I want to state plainly that there is nothing preventing Walters employees who wish to form a union from taking the steps necessary to do so. As the museum's director notes in her own written testimony to this Committee, employees have presented her with a proposed voluntary recognition agreement, and they are currently negotiating the terms of that agreement.

However, for all of the reasons outlined above, we urge this Committee not to support this bill, which will not accomplish the goal of supporting unionization at the Walters Art Museum—and instead, risks a potentially embarrassing (and unnecessary) instance of federal intervention to assert jurisdiction.

Guy E. Flynn  
President, Board of Trustees  
The Walters Art Museum

# **SB284 Written Testimony Andre Davis.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly -Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Committee:

I submit this letter as a Trustee of the Walters Art Museum, but also as the former City Solicitor for the City of Baltimore, and a former United States Circuit Judge of the United States Court of Appeals for the Fourth Circuit. It is my hope that you will reconsider the need for Senate Bill 284, “Trustees of the Walters Art Gallery - Collective Bargaining,” filed by Senator Jill P. Carter.

There are some “facts,” loosely defined, that people use to talk about the Walters. For instance, some people think the museum was “created” by the City of Baltimore, or that it is “owned” by the City of Baltimore. But these “facts” elide crucial detail that is relevant to the issues posed by SB 284. The Walters was *created* by the bequest of Henry Walters to the City of Baltimore. While the City therefore owns the portions of the museum that were part of Henry Walters’ bequest, it does not own the significant assets—one third of the collection, two-fifths of the buildings, and a major endowment fund—that were assembled separately from the bequest by the Trustees of the Walters Art Gallery, Inc.

Even more relevant for the issues at hand in SB 284: **the employees of the Walters Art Museum are not Baltimore City employees.** This has been affirmed by repeated statements from the City Solicitor’s office over several decades, including as recently as October 2021. Nor are the museum’s employees paid by the City, directly or indirectly.

Yet SB 284 seems to be an effort to convert the museum’s employees into City employees for **the benefit of a desired labor outcome—but with none of the attendant responsibilities of being an employer.** Among other concerns, the bill does not provide funds for employee salaries, nor does it address how the Walters should compensate employees when there is a distinction between the museum’s higher wage scale versus the City’s lower scale. The bill also does not add the museum’s employees back into the City’s pension plan. And the bill does not address how labor disputes would be resolved: would the Trustees retain liability for issues that might arise, or does the museum now enjoy the kind of legal services and protections available to municipal agencies through the City Solicitor’s office? It is equally strange to me that the Assembly’s own Department of Legislative Services fails to account for any of these additional costs on the City of Baltimore in its Fiscal and Policy Note.

Additionally, this law suffers from several Constitutional infirmities:

1. SB 284 is so vague, and perhaps unconstitutionally so, that it could be misconstrued as a taking of private property in violation of the U.S. and Maryland Constitutions.
2. SB 284 constitutes a Special Law, prohibited by the Maryland Constitution, because it is designed to confer a benefit upon a small group of individuals specifically named in the Bill.
3. The General Assembly lacks the authority to carve the Walters Art Museum out of the jurisdiction of the National Labor Relations Board, and SB 284 is preempted by the National Labor Relations Act under the Supremacy Clause of the U.S. Constitution.

I deeply appreciate Senator Carter's desire to support a group of employees who wish to form a union. But there are several pathways that exist for this purpose—and negotiations are already underway. SB 284, on the other hand, creates more problems than it can possibly solve, and I urge the Finance Committee to reject the bill.

Judge Andre M. Davis (ret.)  
Vice President, Board of Trustees  
The Walters Art Museum

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CITY OF BALTIMORE

BRANDON M. SCOTT  
Mayor



DEPARTMENT OF LAW  
JAMES L. SHEA, CITY SOLICITOR  
100 N. HOLLIDAY STREET  
SUITE 101, CITY HALL  
BALTIMORE, MD 21202

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September 27, 2021

The Honorable President and Members  
of the Baltimore City Council  
Attn: Executive Secretary  
Room 409, City Hall  
100 N. Holliday Street  
Baltimore, Maryland 21202

Re: City Council Bill 21-0050R – Informational Hearing – Museum Workers’  
Right to Organize

Dear President and City Council Members:

The Law Department has reviewed City Council Bill 21-0050R for form and legal sufficiency. This resolution is for the purpose of inviting representatives from Baltimore City Department of Human Resources, the Law Department and others to discuss labor relations issues concerning the Walters Art Gallery.

In 1933, the Board of Trustees of the Walters Art Gallery (the “Board”) was incorporated by state law pursuant to the testamentary gift of Mr. Henry Walters. 1933 Md. Laws, ch. 217. That state law gave the Board “full and exclusive power to appoint a director for the Walters Art Gallery, and to appoint or provide for the appointment of such curators, assistances and other employees as may be advisable.” It provided that the “Board shall, generally, have all the powers with respect to the affairs of said corporation which are conferred by the Public General Laws of Maryland upon the directors or managing bodies of Maryland Corporations.” The City adopted what is now Subtitle 14 of Article 18 of the City Code to accept of the testamentary gift and reiterate that the Walters “Trustees have the powers and duties provided in Chapter 217, Laws of Maryland 1933, and this section.” City Charter, Art. 18, § 14-8(a). The City Code Sections do not, nor could they, conflict with the state law. Md. Constitution, Art. 11-A, Sect. 3.

Past solicitor opinions have explained that the Walters is not akin to other agencies of the Mayor and City Council of Baltimore because it “does not possess those attributes which our courts have held are necessary to the make-up of a public corporation,” most importantly because it is not sufficiently subject to government “control, regulation and direction.” 59 Op. City Sol. 372, 376 (1967) (referencing 54 Op. City Sol. 296 (1962)). The City has more control over the Baltimore Museum of Art, Enoch Pratt Free Library and the former Municipal Museum than it does over the Walters. 59 Op. City Sol. at 377. “The employment practices and policies of the Walters are in no wise affected by the Civil Service provisions of the City Charter. This is true with respect to the selection, appointment, promotion and tenure of all employees.” *Id.*

Although starting in 1958 the City paid the “employers’ share of Social Security, health insurance and pension costs,” the “main source of the Walters’ fund is from the endowment established by Henry Walters, gifts, grants, membership dues, and proceeds of Gallery activities.” *Id.* “The ordinance which created a retirement system for the employees of Walters set up the system as a special one which shows that the employees of Walters were not employees of the City.” *Id.* (citing Baltimore City Code, Sections 3 and 15 (1966 ed.)). The City only had the ability to create this special pension system for the Walters’ employees by authority granted by the Maryland General Assembly. City Charter, Art. II, § (24); *Kimball-Tyler Co. v. Baltimore*, 214 Md. 86, 94 (1957) (Article II of the City Charter is state law that can only be changed by the General Assembly); 87 Op. Atty Gen. Md. 187, 191, n. 8 (2002).

The City Solicitor reiterated in a later opinion that “concerning the question of whether the Walters Art Gallery is an agency of the City within the meaning of the City Charter provisions requiring competitive bidding of city contracts, after a detailed analysis and discussion of the history of the Walters Art Gallery and its relationship to the Mayor and City Council of Baltimore, concluded that the ‘Waters Art Gallery is not an agency of Baltimore City within the meaning of the City Charter.’” 61 Op. City Sol. 251, 253 (1969) (citations omitted).

The Law Department cannot advise the Board or the museum employees concerning their labor relations. City Charter, Art. VII, § 24; 82 Md. Op. Att’y Gen. 15 (1997) (a government lawyer “does not have an attorney-client relationship with members of the public, for they are neither the corporate entity that is the client nor agents of the county authorized by law to act on its behalf.”); Md. Rule 19-301.

However, a resolution is an appropriate way for the City Council of Baltimore to conduct an informational hearing. *See, e.g., Inlet Assocs. v. Assateague House Condominium*, 313 Md. 413, 428 (1988). Therefore, the Law Department approves this Resolution for form and legal sufficiency.

Very truly yours,



Hilary Ruley  
Chief Solicitor

cc: James L. Shea, City Solicitor  
Nina Themelis, Mayor’s Office of Government Relations  
Elena DiPietro, Chief Solicitor, General Counsel Division  
Ashlea Brown, Chief Solicitor  
Victor Tervalá, Chief Solicitor



# **SB284 Written Testimony Betsey Todd.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Committee:

I am writing to ask you to reject Senate Bill 284, "Trustees of the Walters Art Gallery - Collective Bargaining," filed by Senator Jill P. Carter.

As the chair of the Board's Development Committee, my particular focus is on the potential and likely impact that the overly broad and vague language of SB 284 will have on our work raising private funds to support the Walters' operations now and in the future. **More than 75% of the museum's annual operating budget comes through private philanthropy:** funds raised each year, and funds contributed to our operating endowment.

Yet the bill that Senator Carter has put forward redefines the Walters as "a unit and instrumentality of the state and the city," without addressing the future source of the museum's operating funds. **Am I to assume that the 75% of our budget that the Trustees help to raise each year will now be allocated for by the City's and the State's respective budget processes?** Why are these funds not mentioned in the Fiscal and Policy Note submitted by the Department of Legislative Services? Similarly, SB 284 risks jeopardizing the relationship-building work that the museum has done with the wider community, which is so integral to fundraising and audience development.

Many members of the Maryland General Assembly are themselves involved with and privately supportive of any number of nonprofit organizations in this state. Therefore, you may know that the fundraising landscape can be competitive—and that an organization's clarity of mission and operating structure is essential to the process of securing major gifts. **No donor wants to give to an entity that may not use their funds as intended, or one that has its funds seized by the government.**

On the subject of labor relations, SB 284 is not necessary. Employees and management are currently negotiating a voluntary recognition agreement. But it would be both upsetting and deeply ironic if, in passing Senator Carter's bill, the General Assembly ends up demolishing the very jobs it is aiming to help through this odd piece of legislation that would gut the private sector's support for the museum, which would have significant ramifications for its budget—and its employees.

Please reconsider advancing this bill.

Betsey L. B. Todd, Chair, Development Committee  
Board of Trustees, The Walters Art Museum

# **SB284 Written Testimony Elke Durden.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Finance Committee:

As a Trustee of the Walters Art Museum, I hope you will reject Senate Bill 284, "Trustees of the Walters Art Gallery - Collective Bargaining," filed by Senator Jill P. Carter.

Recognizing my role as a Trustee—which is focused on governance, not on management of the museum—I nonetheless believe that the museum's management has been very clear—and very public—in stating that it respects its employees' rights to consider forming a union.

Recently, a group of employees who seek to form a union have presented management with a proposed voluntary recognition agreement, to which the museum's management has responded—and the parties are set to meet soon.

But even had this not happened, SB 284 is **unnecessary because multiple pathways already exist for employees who wish to form a union to advance the process and get to a vote without the interference of this legislation.**

It furthermore feels like SB 284 is targeting the Walters. **But targeting a single institution with a single bill seems to me like bad public policy.** Not only is it unnecessary, and not only will it run into legal resistance from the Trustees—because the vague language of the bill encroaches on our fiduciary obligations—but it sends a terrible signal to every other organization and every other potential start-up that, if you approach an issue in a manner that a delegate to this body does not like, you too could be the target of a special bill aimed only at you. Surely that is not the message Senator Carter and the Finance Committee intends to send about Maryland as a place in which people should seek to do business. Please, I urge you to reject this bill.

Elke Durden  
Vice President  
Board of Trustees, The Walters Art Museum

# **SB284 Written Testimony Ellen Bernard.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Committee:

As Trustee and long-time supporter of the Walters Art Museum, I am writing to ask you to reject Senate Bill 284, "Trustees of the Walters Art Gallery - Collective Bargaining," filed by Senator Jill P. Carter.

One of the Walters Art Museum's points of great success has been its partnership—as a privately run institution—with governmental entities in the City of Baltimore and the State of Maryland. This partnership model means that while about 20 - 25% of our annual funding comes from government sources, we raise the other 75 - 80% from private sources.

This partnership model also means that while the City of Baltimore is the legal owner of three of the museum's five buildings and two-thirds of the collection—our privately raised funds are used to cover the capital expenses of maintaining and improving these buildings (along with the two buildings owned by the Trustees) and storing and conserving the collections (including the other third of the collection owned by the Trustees).

The Trustees are a private entity, but this partnership model ultimately benefits the institution, our visitors, the community, and the City—without adding further or significantly to the City's budget. And the ability to attract a diverse array of private support is predicated on the distinction between the City's ownership of some of the museum's assets and the Trustees' private ownership over other assets and their governance of the entire institution.

This bill will create unnecessary conflict between the museum and the City and the State. Moreover, this will have ripple effects well beyond the Walters by sending a negative message about Maryland as a place in which people should seek to do business and in which public-private partnerships like ours can thrive. Nonprofit organizations are important service providers, employers, and catalysts for change and innovation in their community—but they won't see Maryland as a hospitable environment if the threat of legislative intervention always looms. Surely this is not the message Senator Carter and the Finance Committee intend to convey.

Ellen Bernard  
Trustee, Walters Art Museum

**SB284 Written Testimony James DeGraffenreidt.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly -Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Finance Committee:

It is with a sense of urgency and a concern for both the Walters Art Museum and the State of Maryland that I submit this letter urging the Finance Committee to reject Senate Bill 284, “Trustees of the Walters Art Gallery - Collective Bargaining,” filed by Senator Jill P. Carter.

As the past-President and current Chair of the Trustees of the Walters Art Gallery, I have seen firsthand the challenges of fundraising for the museum but also the successes. During my involvement with the museum we have continued to build its collection, grow its endowment, invest in maintaining its public and back-of-house facilities, and—most recently—continue our investments in our employees through another round of **salary and wage increases, averaging 13%** across the institution.

These many investments in physical and human capital are made possible by private philanthropy: donations that come from people in our community who believe the Walters Art Museum matters, and who recognize that **only 22% of its annual operating costs are covered by public sources** such as the City of Baltimore or the State of Maryland. In fact, these contributions are often predicated on the fundamental independence that the Trustees of the Walters Art Gallery, Inc. has from civic and political control: they *trust* the Trustees, as fiduciaries, to govern the museum’s assets independently and for the long-term good of the community.

SB 284 threatens to undermine that independence—as a matter of perspective as much as law—simply by declaring the museum to be a “unit and instrumentality of the State and the City.” Why would donors make philanthropic donations to an organization that no longer has independence from the City or the State? That would effectively be a voluntary tax paid to one specific government entity.

Yet at the same time, this bill offers no alternative pathway for financial viability for the Walters. It does not direct the City of Baltimore to assume responsibility for the museum’s operating budget. It does not allocate funds for maintenance and upkeep of the buildings, three of which are owned by the City, but maintained through funds raised by the Trustees. And while it expresses an implicit concern for the museum’s employees’ desire to form a union—a union they are **in no way** being prevented from forming by the museum’s own management—it offers neither additional funds to cover our payroll expenses, nor does it state that the museum’s employees should be brought down to the City of Baltimore’s own payscale. Oddly, the financial impact on the City of Baltimore—which would need to step forward to support the museum’s ongoing operations, including payroll, as well as cover capital investments in infrastructure—are not addressed by the Fiscal and Policy Note shared by the Department of Legislative Services.

SB 284 is not merely misguided, it is deeply dangerous to this important Maryland institution because it risks the very separation from City management that has made it successful for decades.



Implicit in this is also that the broad and overreaching nature of the bill will cast a pall over the General Assembly's own desires to position the State of Maryland as a competitive, supportive environment for new businesses and other organizations.

If any and every privately managed entity is potentially subject to legislation by the Maryland General Assembly that could, variably, attempt to take its privately held assets or circumvent existing labor law to intervene unnecessarily on behalf of an organization's employees, I think the broader, negative implications for the business environment in our state are very clear.

James H. DeGraffenreidt, Jr.  
Chair, Board of Trustees  
The Walters Art Museum

# **SB284 Written Testimony Josh Perry.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Finance Committee:

I write to you as both a Trustee of the Walters Art Museum and also a resident of District 46 to urge you to reject Senate Bill 284, "Trustees of the Walters Art Gallery - Collective Bargaining," filed by Senator Jill P. Carter. This bill is at once unnecessary, anti-democratic, and overly broad.

SB 284 is anti-democratic because it would deprive each individual employee of the right to vote on forming a union. It is, in fact, astonishing that an elected representative body such as the Assembly would propose a bill that seeks to deprive a group of people employed by an organization in the State of Maryland of their own right to vote on an issue essential to their livelihood.

Now is the time to reject SB 284. I am sure the Finance Committee does not intend to inflict damage on this treasured cultural asset of the State of Maryland and the City of Baltimore—but I believe that would be the effect of this unfortunate piece of legislation.

Joshua R. Perry  
Vice President, Board of Trustees  
The Walters Art Museum

# **SB284 Written Testimony Michael Young.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Committee:

I am writing to ask you to reject Senate Bill 284, “Trustees of the Walters Art Gallery - Collective Bargaining,” filed by Senator Jill P. Carter.

One of the great successes of the Walters Art Museum is that the Trustees—through diligent attention and successful fundraising—have succeeded in growing the museum’s endowment funds, which provide crucial annual operating support. As the Chair of the Board’s Investment Committee, I am especially familiar with the impact of this work, as well as its challenges.

So I am concerned that—and confused by—the vague language in the bill that Senator Carter has put forward, which redefines the Walters as “a unit and instrumentality of the state and the city.” I am confused because it does not address the intended implications of such broad language. At the same time, I am concerned because it could be misunderstood as an improper taking of private property (e.g., our endowment fund) without due process. I have no doubt that the Trustees would vigorously fight such an action, given that this is both private property and assets composed substantially of gifts made to the Trustees of the Walters Art Gallery, Inc., and not to the City and the State. **Put directly: No future donor will give to an institution that cannot commit to using their donated funds as intended—and SB 284 introduces just such uncertainty.**

SB 284 is not necessary to address the desire of some Walters employees to form a union; there are no impediments to them pursuing that process. But SB 284 goes so much further even than that single issue that it is of great concern—and should be rejected.

Michael J. Young, Trustee  
Chair, Investment Committee

# **SB284 Written Testimony Peter Bain.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF

Maryland General Assembly - Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Committee:

As the incoming President of the Board of Trustees of the Walters Art Museum, I am writing to ask you to reject Senate Bill 284, "Trustees of the Walters Art Gallery - Collective Bargaining," filed by Senator Jill P. Carter.

SB 284 is unnecessary: **there is no reason for the City of Baltimore's Labor Commissioner to be involved in the organizing activities of a group of workers who are not City employees.** Our executive director has been unequivocal in her respect for the museum's employees' rights to consider a union—and having taken the first step of presenting management with a proposed voluntary recognition agreement, the parties are now negotiating the best pathway for employees to get to a vote.

But SB 284 is also concerningly broad—and certainly concerning to me as a Trustee and the incoming President. This legislation raises many more questions than it answers about the ongoing operation, funding, governance, and management of the museum. Much as we respect the desire of some museum employees to form a union, I respect Senator Carter's desire to support them. Yet I am not clear on how the Finance Committee envisions the Trustees continuing to operate the Walters were it to be redefined as "a unit and instrumentality of the state and the city." Will the City be reimbursing the Trustees for the cost of repairs made to the museum's City owned buildings—but which have been paid for by the Trustees? Should we be planning to relocate the 30% of the collection that is owned by the Trustees and not by the City? And so on.

These are very relevant questions because among the essential roles of any nonprofit board of trustees are responsibilities such as fundraising—in our case for both funds and gifts to the collection—and fiduciary duties, which include understanding our liabilities. Indeed, as the next President of the Board, these responsibilities are already top of mind. But where we currently have clarity, SB 284 introduces great uncertainty. On top of which, there will be significant budgetary challenges for the museum as a result of fighting such legislation in court—budget challenges that will ultimately hurt the very employees Senator Carter seeks to help.

Please reconsider advancing this bill.

Peter L. Bain, President-Elect and Treasurer  
Board of Trustees, The Walters Art Museum

# **SB284 Written Testimony Sheila Vidmar.pdf**

Uploaded by: James DeGraffenreidt, Jr.

Position: UNF



Maryland General Assembly Senate Finance Committee

Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Committee:

I am writing to you in my role as a Trustee of the Walters Art Museum and the Chair of the Board's DEAI Committee, to encourage you not to advance Senate Bill 284, "Trustees of the Walters Art Gallery - Collective Bargaining," filed by Senator Jill P. Carter. In my opinion, this bill risks depriving the museum's employees of their right to vote on an important labor issue—and may jeopardize both the museum and the jobs of the employees that Senator Carter seeks to support.

By framing the opportunity for unit certification as a matter of counting authorization cards, SB 284 is a **dramatic, anti-democratic step backwards for the rights of our employees**. Under most scenarios—whether through a petition submitted to the relevant agency or through a third-party election agreement negotiated between the parties—the museum's employees would be assured of their legal right to vote on forming a union. Even the museum's employees, on their organizing website (<https://www.waltersworkersunited.org/frequently-asked-questions>), reference the importance of a vote on this matter. However, because authorization cards may have been signed in any number of circumstances, a count of these cards is not the same thing as a vote. The approach taken by SB 284 would deprive a group of people employed by an organization in the State of Maryland of their own right to vote on an issue essential to their livelihood—and effectively silences the voices of employees who may at one time or another have signed an authorization card solely to learn more about the benefits of a union, not as a replacement for voting for one.

Of more importance is the **vague meaning and scope of SB 284's declaration that the museum is to be considered "a unit and instrumentality of the state and the city."** The museum is governed by a self-perpetuating board. I do not believe it is Senator Carter's place to decide, via legislation, that the role or existence of the Trustees should be changed without input or consultation from those same Trustees. Furthermore, the implications of the changes being proposed are fatally unclear. The impact of this vague language could be enormous and consequential on everything from the Walters Art Museum's finances and philanthropic model, to its facilities and operations, to its liabilities in relation to visitors.

SB 284 should not be advanced. We do not wish to inflict damage on this treasured cultural asset of the State of Maryland and the City of Baltimore—but that will be the effect of this unfortunate piece of legislation.

Sheila Mosmiller Vidmar  
Trustee, The Walters Art Museum

# **SB284 Written Testimony Julia Marciari-Alexander.p**

Uploaded by: Julia Marciari-Alexander

Position: UNF



Maryland General Assembly Senate Finance Committee  
Hearing: Thursday, February 16, 2023, 1:00 p.m.

Dear Madam Chair Griffith and Members of the Committee:

I write to you today to urge the Finance Committee to reject Senate Bill 284, “Trustees of the Walters Art Gallery - Collective Bargaining,” sponsored by Senator Jill P. Carter.

There are three reasons to reject this bill:

1. SB 284 is unnecessary because there are no institutional or legal impediments for Walters employees to vote on forming a union—and negotiations for a voluntary recognition agreement are already underway.
2. As written, SB 284 presents as a government takeover of the Walters Art Museum—a view endorsed by AFSCME and other advocates for the bill.
3. If passed, it will lead to unnecessary and expensive litigation for the Walters and the State of Maryland, as well as an assertion of jurisdiction by the NLRB.

**First and foremost**, this bill is unnecessary. On Wednesday, January 25, 2023, several employees of the museum presented me with a proposal for voluntary recognition through a vote administered by a neutral third party. By taking this action, our employees acknowledged that they have a legal avenue to forming a union. We agree with our employees. Therefore, on Friday, February 10, after a series of email exchanges, I provided feedback and recommended changes to these employees’ draft voluntary recognition agreement, and we have also agreed to a meeting on February 22.

This process and the dialogue between some of the museum’s employees and the museum’s leadership underscores what I have said since April 2021, when some employees first announced their desire to form a union: There are no impediments to employees who wish to form a union from taking the steps necessary to do so. Negotiation of a voluntary recognition agreement would be impossible if there were legal impediments preventing Walters employees from forming a union.

AFSCME and the museum employees organized under the name “Walters Workers United” (WWU) have also been clear, consistent, and very public in affirming they understand that the law, as currently written, provides them legal rights and protections related to union organizing. The WWU website, hosted by AFSCME, underscores this. Their FAQ page (<https://www.waltersworkersunited.org/frequently-asked-questions>) outlines the protections provided by law, the National Labor Relations Act, for their organizing activities, rendering SB 284 moot.

And it is worth noting that the right of employees to vote on this important decision is central to both the draft voluntary recognition agreement provided by the museum’s employees and the response from the museum. WWU’s website also references, multiple times, their view that an employee vote is an essential part of the process of securing a union at the museum. SB 284 revokes from employees a right they clearly want, the right to vote.

The second issue is that SB 284 as written is so vague and so broad as to constitute a **government takeover of the museum**. I do not make this statement lightly. Rather, I refer you to statements by AFSCME and WWU—who have testified in support of this legislation and been public in their support as well—that articulate a government takeover of the private assets of the Walters Art Museum as their goal.

Specifically, AFSCME and WWU described, in a filing signed by their lawyer and submitted to the Circuit Court for Baltimore City as part of their MPIA lawsuit, their view as to the impact of the Walters Art Museum being a unit or instrumentality of the government: asserting that it would mean “the private funds the trustees raise are not their own” but instead belong to the government (page 11 of their Reply Brief), and that the Board of Trustees would be “wholly beholden” to the government (page 5 of the Reply Brief).

Perhaps this sweeping change to the management and governance of the museum is not the one intended by this body; perhaps SB 284 merely perpetuates inadvertently the vague and broad language included in HB 116. However, given this broad and sweeping language, I am sure you can understand why I have a responsibility on behalf of the Walters Art Museum to address this bill, which would be detrimental to the very existence of the institution.

This leads to my third concern with SB 284. If passed, this language, if interpreted as asserted by AFSCME and WWU, could be interpreted as a **government taking of the privately-owned assets of the Trustees without compensation or due process**, which would violate the Takings Clauses of the 5th and 14th Amendments of the U.S. Constitution, as well as Section 40 of the Maryland Constitution. That would likely require the Trustees, as fiduciaries of its privately owned assets, to pursue legal action to prevent this seizure. It will also raise concerns because of the **Supremacy Clause of the U.S. Constitution**, under which federal law preempts state law—in this case backed by long standing legal precedents affirming that scope of jurisdiction of the National Labor Relations Board (NLRB) rests exclusively with the NLRB and federal courts rather than state legislatures. In other words, it is not for the Maryland General Assembly to decide that the Walters is a unit or instrumentality of the State or the City for purposes of labor relations; that decision rests with the NLRB.

Again, I urge the Finance Committee to reject SB 284. If State Senators wish to support the employees of the Walters Art Museum who would like to form a union, rather than advancing SB 284 the single best step the members can take at this stage is to encourage employees to negotiate with us to finalize a voluntary recognition agreement. Our employees have the right, the power, and the responsibility to continue these steps—and they can do so without the overreaching intervention of legislation from this body.

Sincerely,

Julia Marciari-Alexander  
Andrea B. and John H. Laporte Director  
The Walters Art Museum