

10 Things You Should Know About the Borough of Waynesboro's 'One Renfrew' Plan

The following facts are offered to correct mischaracterizations made by Waynesboro Borough and Renfrew Museum and Park officials surrounding the impetus for their 'One Renfrew' plan.

The Institute looks forward to closing the 'One Renfrew' chapter and restoring our full focus to providing the great experiences our community values and expects.

We live in a generous community where volunteerism and financial support for many causes are in plentiful supply. The Institute has not viewed co-existence at the Renfrew campus as leading to competition for volunteers or financial support. Partnerships strengthen rather than diminish such alliances. True partnerships rely on collaboration rather than control.

The following facts were relied on by The Institute throughout the recent period in which it was invited to "collaborate" in the creation of One Renfrew. This so-called "collaboration" was nothing short of a takeover attempt—a move to dissolve The Institute and gain control over its assets, staff and programs.

FACT 1 **There is no basis in law or fact for the Borough's statement that the will of Emma Nicodemus is in conflict with the existence and operation of The Institute at Renfrew.**
[see *Exhibit A—Nicodemus will*]

- Mrs. Nicodemus's will specifies management of the Museum and Park by a seven-member committee (now Renfrew Committee, Inc. or **RCI**), but does not preclude the existence of other nonprofits serving the community from Renfrew's campus.
- This arrangement has been in place for more than 30 years without concern by Renfrew or Borough officials about conflict with the wishes of benefactress Emma Nicodemus.

FACT 2 **Related to #1 above: The Institute has never had management authority over the facility or collections at Renfrew. Therefore, no legal conflict ever existed regarding RCI's sole authority in the management of Renfrew Museum and Park.**

- The Institute's management authority was restricted to its own programs, staff and budget. Two exceptions were made over the years, both fully approved via all required channels:
A.) RCI granted authority to The Institute to manage and maintain the historic Pennsylvania German Four-Square Garden, which was researched and established in the early 1990s under the auspices of Renfrew Museum and Park curator James Smith by now Institute garden director emeritus, Dr. Doris Goldman.
 - Dr. Goldman joined The Institute's staff in 1994 and was paid by The Institute to manage the garden, which was interpreted through The Institute's school program, *Four Squares: The Pennsylvania German Garden*.
 - In 2009, The Institute was granted authority by RCI to initiate a \$25,000 capital improvement project to relocate the Four Square Garden from its original steep hillside location to its current location, thereby improving access for students and park visitors.
 - The Institute has paid its own staff and nurtured a dedicated corps of volunteers to maintain the garden as an educational hub and park amenity. Renfrew Museum and Park has not borne financial or leadership responsibility for the garden or its maintenance since 1997.

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B.) A second exception involved the recent restoration of a study area in the wetlands at Renfrew, at the request of Waynesboro Area Middle School educators, with trail work and the installation of non-permanent “bog bridges.” Funded entirely by The Institute, the project provided a safe trail network to access the wetlands, and to protect them from the impact of hundreds of student visitors.

- This wetlands project was authorized via the multiple layers of authority required by Renfrew Museum and Park officials.
- The completed project served Waynesboro Area School District students in October 2020. Renfrew Museum and Park bore no financial or management responsibility for the Wetlands Study Area project.

FACT 3 Renfrew Museum and Park's seven-member board created The Institute as a legal and financially independent 501 (c) 3 in 1989.

- The Institute is neither a supportive arm of RCI or an outside organization. It is an independent legal entity that was charged with developing, administering, delivering and funding educational programs at Renfrew.

- *The mission of The Institute is to guide the people of the Cumberland Valley region to become stewards of their natural and cultural worlds.*

The organization met that charge with excellence for more than 30 years, with programs serving the community while headquartered at Renfrew.

FACT 4 Mrs. Nicodemus's personal attorney, Leroy Maxwell, Sr. was vice president of the seven-member Renfrew board when that board established The Institute (formerly known as Renfrew Institute for Cultural and Environmental Studies).

- Mr. Maxwell expressed enthusiastic support for The Institute during his own lifetime and would not have disregarded the wishes of his former client and friend in contributing to The Institute's creation.

FACT 5 Mrs. Nicodemus's will specified that a seven-member board should have sole management of her gift to the community, Renfrew Museum and Park.

- According to her will, four of those board members are to be appointed by the Borough and three by the Trustee, which is currently M&T Bank. ***She specified to her attorney that she did not wish for the Borough to exercise management of Renfrew Museum and Park.***

- A letter to the Renfrew Museum and Park board clarifying the wishes of his client and friend was authored by Mr. Maxwell in 1987. [see *Exhibit B—letter from Leroy Maxwell to Renfrew's board*].

FACT 6 Four members of RCI resigned following the introduction of the One Renfrew plan by the Borough.

- Five members of the seven-member board are currently listed on Renfrew's website. Three of the five RCI members also currently serve as Borough Council members. [see *Exhibit C—photo of RCI list*]

FACT 7 The Institute did not refuse to meet with Borough officials.

- Rather, it requested a direct meeting with Borough officials. [see *Exhibit D—letter to Borough*]

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FACT 8 Institute board and staff leadership declined to meet with what was referred to by Borough and Renfrew officials as a “Collaboration Committee.”

- To be clear, the purpose of the Collaboration Committee discussions was the dissolution of The Institute’s legal status as a 501 (c) 3, disbanding its 16-member board and transferring its financial assets and staff to RCI.
- **The Institute would no longer exist as an independent legal entity.** It was proposed that The Institute operate as a committee under the authority of RCI.
- The Institute’s board and staff leaders determined that this process would place fulfillment of its mission and its resources (financials, staff, community partnerships) at risk.

TIMELINE—HOW DID THIS HAPPEN?

The Borough entered into an official agreement with professional reorganization consultants under false pretences. The objective was to facilitate the merger of The Institute and Renfrew Museum and Park into “One Renfrew.”

- The Pennsylvania Association of Nonprofit Organizations (PANO) submitted an agreement on **June 25, 2020** for reorganization services in which The Borough of Waynesboro was named as the Client Organization, PANO as the Contracting Consultant and Strategy Solutions, Inc. as the Lead Consultant. [see *Exhibit E—PANO agreement*]
- Under this agreement, Strategy Solutions was hired by The Borough of Waynesboro— with a quoted fee of \$3,850— with the express charge of facilitating the dissolution of The Institute to bring it under the governance of Renfrew’s RCI board in an initiative referred to as One Renfrew.
- The agreement was signed and accepted by Borough officials on **July 13, 2020**—but The Institute, named as a party to the arrangements, was not informed of this until a month later.
- The Institute first learned of the One Renfrew initiative on **August 13, 2020**, at a meeting that included Institute board president Jim Fleagle, board member Tom Beck, Borough Manager Jason Stains and Borough President Harold Mumma. The Institute’s executive director was specifically excluded from this meeting.
- The One Renfrew initiative was further described in a letter from Borough Manager Jason Stains to Jim Fleagle, dated **August 13, 2020**. The objective of the meeting(s) described in that letter was creation of “One Renfrew,” i.e. the dissolution of The Institute’s legally independent 501 (c) 3 status.

FACT 9 The Institute did not *choose* to leave the Renfrew campus. It was forced to leave through the termination of the lease with Renfrew Committee, Inc. (RCI), effective Oct. 18, 2020.

- In a letter from Borough solicitor Samuel Wiser, Jr. dated Sept. 4, 2020, Institute officials were notified that its use of the property would terminate on Oct. 18, 2020 if the One Renfrew objective was not achieved by that date. [see *Exhibit F—letter from Samuel Wiser, Jr.*]
- The Institute’s use agreement with RCI contained a clause that caused it to be terminated upon termination of the lease between RCI and the Borough of Waynesboro.
 - The Borough undertook official action to terminate that lease (to be effective Oct. 18, 2020) in **April 2020**. The Institute was not notified of this action until **August 2020**.
 - In July 2020, The Institute paid its \$4,000 use fee to cover the period July 1, 2020–June 30, 2021, under the terms of their existing lease.
 - A successor lease eliminating The Institute’s independent operation was executed by Borough officials and RCI on Oct. 2, 2020. [see *Exhibit G—successor lease*]

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NOTE to Fact 9: The Institute has formally requested an affiliate relationship with Renfrew Museum and Park in which The Institute would 1.) continue to manage, maintain and interpret the historic Four-Square Garden for school children and the public, and provide an environmental interpretive program aligned with the Four-Squares school program, 2.) maintain the study area and interpret the wetlands at Renfrew, 3.) support and promote SOAR bird walks at Renfrew, 4.) manage the Mayfly stream water monitoring device built and installed by The Institute, and 5.) host the annual Jazz Fest performance.

FACT 10 **The Institute did not abandon the community by leaving Renfrew. Rather, it *rescued* the organization's mission and programs from a strong-armed attempt to take over its resources—financial assets, staff, membership, volunteers, programming, and 30 years of community partnerships and goodwill—and to end its autonomous operation.**

- While The Institute did not choose to leave the Renfrew campus, its staff and board leaders believe the organization can serve the community more broadly from multiple venues throughout the Cumberland Valley region.
 - Renfrew Park may be one of those venues, depending on Renfrew Committee Inc.'s reply to The Institute's request to provide limited offerings on the Renfrew grounds through an affiliate relationship.

The Institute remains committed to fulfillment of its mission and its service to the community.

We look forward to sharing news about our new operational hub as those pending arrangements are formalized.

We also look forward to providing even more programs and experiences that will *educate, inspire* and *unite* people around common interests.