On December 31, 2013, Worcester, Massachusetts’ beloved John Woodman Higgins Armory Museum closed its doors for good, ending 83 years of audience-pleasing displays organized around one of North America’s greatest collections of arms and armor.

Three months later, on March 29, 2014, the Worcester Art Museum (WAM) opened its Knights! exhibition: a spectacular marriage of treasures from the John Woodman Higgins Collection and old-world masterpieces from WAM’s internationally renowned collection. Shown side-by-side, the art elevates the armor, highlighting its grandeur and elegance and the magnificence of its craft. And the armor elevates the art, creating new and compelling connections with relevance to a broad modern audience. Severely-bodiced Elizabethan women with prim head dresses are revealed as “armored” in their confining costumes as they glance side-eyed towards their metal-clad courtiers. And the courtier knights are suddenly less conclusively masculine and warlike as we see reflections of the women’s finery in the tracing, gilt embellishments and wasp-waists of their armor “corsets.”

In the next Knights! gallery, helmets spanning four continents, 2,500 years, and cultures as diverse as Ancient Greece, 16th-century Japan, and Turkey form a “round table” of heroes under the watchful eye of a once-and-future (dark) knight in the form of Batman. In further galleries, there are spaces dedicated to children and to exhibits that juxtapose historical weaponry with reminders of modern warfare in the form of a stylized Arc d’Triomphe and photographs from the Pulitzer Center on Crisis Reporting. As the Huffington Post observed, the combination is a “tour de force assemblage elevating WAM to international status” while providing a crowd-pleasing and “admirable job” of “connecting past to present and real to pop culture . . . [a]s Knights were once the ‘Super-heroes’ their day.”

The Knights! exhibit signals a revitalization of previously purely stately WAM, most especially in WAM’s approach to audience engagement and children. The opening, which included a

---

* This essay is excerpted from Legal Issues for Museum Professionals (Julia Courtney, Editor) to be published by Rowen & Littlefield Publishing Group in 2015. James C. Donnelly, Jr., Esq. is a partner at Mirick O’Connell DeMallie & Lougee LLP in Worcester, MA focusing on business disputes and litigation including in the field of corporate governance. He has been a Trustee or Incorporator of the Higgins Armory Museum since 1986 and President from 1994 to 1997 and from 2010 to present. Catherine Colinvaux is the current President of the Worcester Art Museum (where she was deeply involved in the Higgins Armory integration). Previously, Catherine was a senior partner of a national law firm where she represented both plaintiffs and defendants in large-dollar, multi-jurisdiction disputes. The authors dedicate this essay to the trustees and staffs of Higgins Armory and WAM who were instrumental in the integration, with special tribute to Suzanne Maas, the interim director of Higgins Armory, for her courage, perseverance and dedication to achieving the best possible result for the Armory in difficult times; Matthias Waschek, the Executive Director of WAM, for his vision, creativity and brilliance in seeing and seizing the possibilities; and Clifford Schorer, Jr., the president of WAM during the integration negotiations, for his financial genius, artistic acumen, and persistent leadership. The authors were participants in many of the events described, and this article is accordingly based on their own personal records and memories. It should not be viewed as representing the opinions or positions of any other person or of Higgins Armory or WAM. Any errors in describing facts and circumstances are the authors’ and should not be attributed to any other person or entity.
Renaissance Faire with family-friendly offerings to engage visitors of all ages, attracted an average months’ worth of visitors in its first weekend, and children flocked not just to the Knights! exhibition galleries, but to the entire museum in unprecedented numbers.

Yet, as successful as it has been and continues to be, Knights! provides only a taste of things to come. Over the next few years, the exhibit will be continually refreshed with new armor, new presentations, and new interpretative experiences, providing a laboratory and a template to learn from the best of the Higgins Armory and expand family-friendly programming across the entire museum. Within five to seven years, WAM will make a permanent home for the Higgins Collection, creating a 4,000-square foot multi-level gallery dedicated to its display and interpretation in ways which enhance and connect the Collection to the wider world of art. At the same time, WAM will continue and expand programming to attract new audiences with an emphasis on the family audiences that traditionally loved the Higgins Armory; it will employ key Higgins Armory employees and engage a curator of arms and armor; and it will conserve, steward and enhance the Higgins Collection in ways that were beyond the Higgins Armory’s capacity.

Although a transformational triumph for WAM, the Knights! opening represented a bittersweet moment for the Higgins Armory. The Armory had announced only a year before the Knights! opening that the Armory must close, and for a grueling, final nine months, a devoted skeleton staff had labored around the clock to honor and celebrate the Armory in public exhibitions and programming while performing behind the scenes the myriad legal and practical tasks necessary to wind down the Armory Museum as a business and to steward the Higgins Collection to a new and worthy home.

That final year of celebrations and farewells, itself, marked the beginning of the end of a multi-year process. For more than thirty-years, Higgins Armory’s trustees and directors had struggled with a set of systemic, existential challenges, including lack of endowment, lack of financial support, and extraordinary expense associated with an iconic landmark building. The decision to close was neither sudden nor accidental: it followed years of creative but ultimately unsuccessful life-saving measures, and in that context, represented a careful, realistic appraisal of the Armory’s circumstances and of the last, best opportunity to steward its collection into the future: to protect the collection itself, honor the legacy of the Higgins Armory’s founder, and preserve for the people of Worcester, Massachusetts, one of their greatest treasures.

This article reviews the challenges that led the Higgins Armory Museum’s trustees to the seemingly unthinkable decision to close a beloved institution, the hurdles that WAM trustees confronted in deciding whether it would be prudent to accept the challenges of safeguarding the Higgins collection, and the collaboration that preserved and will eventually enhance a priceless cultural legacy. This article intends to describe the history and process in ways that will inform the judgment of other institutions in similar situations.

A Short History

If, in the words of Justice Oliver Wendell Holmes, a page of history can be worth a volume of logic,\(^2\) then the Higgins Armory Museum is a case in point. For Worcesterites, past and present, it is almost impossible to think of the Higgins Collection of Arms and Armor as anything other
than an organic, quintessential piece of Worcester history. Worcester industrialist, John Woodman Higgins, and several of his friends, founded the Higgins Armory Museum in 1928 to exhibit what had been Mr. Higgins’ private collection of arms, armor and other interesting metal work. Mr. Higgins’ love for metalwork grew out of his avocation as president and owner (together with other family members) of Worcester Pressed Steel Company, and Worcester Pressed Steel was, in turn, among the core industries, many of them involved in steel and metal working, that made Worcester an industrial capital in the nineteenth and early twentieth centuries.

In the early 1900s, Worcester Pressed Steel developed modern methods for mass-producing stamped metal objects. As the nation was preparing to enter World War I, the War Department began considering how to design and mass produce military hardware to meet the demands of 20th-century warfare. Making the perhaps questionable assumption that Renaissance armor could provide models, the War Department engaged Bashford Dean, the legendary first curator of arms and armor at New York’s Metropolitan Museum of Art (the “Met”), to assist in designing helmets for the modern army. Mr. Dean, in turn, engaged Mr. Higgins and Worcester Pressed Steel to produce prototypes of a design derived from Renaissance helmets. The War Department ultimately rejected the historical models and settled on the more prosaic “Doughboy helmet,” but Worcester Pressed Steel remained an important participant in the war effort, manufacturing nearly 200,000 of the helmets by war’s end.

Mr. Higgins’ involvement with the war effort and his associations with Bashford Dean transformed a pre-existing interest in arms and armor into a passion, and in the post-war period, Mr. Higgins began to collect in earnest, guided in part by Mr. Dean. In the late 1920s, Mr. Higgins and his wife Clara traveled extensively in Europe. Although Mr. Higgins’ own fortune had survived the Great Depression, the political and economic aftermath of the war forced many European noble families to sell assets, and Mr. Higgins seized the opportunity to assemble a world class collection of arms and armor which he augmented with purchases from great American collectors such as William Randolph Hearst and Jay Gould.

According to family lore, in the mid-1920s, Clara Higgins told her husband that there was too much armor in their stately William Street home and that Mr. Higgins must find another site to store his growing collection. Mr. Higgins was prompted to action. In 1928, he, his wife and six other relatives and friends chartered the “The John Woodman Higgins Armory, Inc.” In 1929, Mr. Higgins retained a Boston architect, Joseph Leland, to give form to Mr. Higgins’ own idea to create an entirely new type of building that would be beautiful and practical, but would also reveal its industrial skeleton, and by 1931, the building and museum were opened to the public: “As a correspondent to the magazine Steel observed at the time the museum opened, Higgins ‘sought to build a structure of advanced design which in addition to its value as a place in which to work(,) might be at the same time a steel building for a steel man, a monument to the industry to which he has given his life, and to which his own products might contribute.’”

Built in part with labor and technology from Worcester Pressed Steel, and co-located with the steelworks, the first two floors of the dramatic art deco building housed Worcester Pressed Steel’s corporate headquarters and the top levels presented a grand, two-story faux-Renaissance “Great Hall” to house and exhibit Mr. Higgins’ still-growing collection.
In 1931, when the building was complete, the John Woodman Higgins Armory Museum opened to the public with great fanfare, including a performance of the Boston Symphony Orchestra in the Great Hall. In later years, the Armory’s archives include letters from celebrities of the times, including extensive correspondence from Norman Rockwell on the occasion of Mr. Rockwell’s *Saturday Evening Post* cover drawing of a “knight” watchman having his coffee with one of the knights in the Higgins Armory Great Hall, and a letter to Mr. Higgins from Groucho Marx, who quipped that while “there is no particular reason to bring me to Worcester, Massachusetts . . . if I ever get that far I will be happy to enroll myself as an Iron Knight, or any other knight that you may have around.”

For all its glory, however, the Higgins Armory Museum was always a “junior sibling” to the older, better known Worcester Art Museum. WAM was founded in 1896 by an earlier generation of Worcester industrialists and cultural elites, and it has its own illustrious history, including an impressive list of “firsts” and notable achievements placing it at the forefront of American art museums. The Museum houses renowned collections of Colonial American paintings, Revere silver, American impressionist watercolors, and early photography. As early as 1904, the Worcester Art Museum was exhibiting and collecting photography as fine art. In 1910, it became the first American museum to acquire a painting by Monet. In 1927, WAM was the first museum to bring a complete medieval building to America, and in 1932, WAM partnered with the Louvre and two other institutions in the professional excavation of Antioch, resulting in the Museum having the largest and among the finest Antioch mosaics on public display. More recently, WAM originated the first exhibition to focus on Judith Leyster, a re-discovered female Dutch painter from the golden age.

The Museum has also been a leader in art scholarship, conservation, and audience engagement. Founded in the 1930s, WAM’s conservation department remains one of the most respected conservation departments in any museum, and WAM directors have a remarkable history as leaders in the art world. Four of the now famous “Monuments Men” were directors or curators of the Worcester Art Museum, including George Stout and the illustrious Francis Henry Taylor, who graduated from WAM to become one of the most famous directors of the Met. Currently, WAM is among the first art museums to redefine traditional curatorial and educational boundaries to better respond to the interests of twenty-first century museum goers.

As this parallel history may suggest, the relationship between the Higgins Armory and WAM had elements of sibling rivalry. If the two institutions saw themselves as members of the same Worcester family, then WAM was the privileged older sibling. Indeed, in one sense, the institutions’ sibling rivalry was literal: John Woodman Higgins’ older brother, Aldus Higgins, was himself a successful industrialist. Aldus Higgins was president and principal owner of Norton Company, which in turn was older, larger and more established than Worcester Pressed Steel. Although Aldus Higgins supported the Higgins Armory, he was better known in Worcester as a distinguished collector of art and a patron, benefactor, trustee and sometime president of WAM.

Over the years, Higgins Armory and WAM collaborated on significant projects, but each sought to differentiate itself from the other in ways that siblings often do. WAM, befitting its senior status, was the more “serious” institution and became a founding member of the prestigious
American Association of Museum Directors (“AAMD”), whose policies represent the “gold standard” in managing, exhibiting and conserving museum collections.

Meanwhile, in contrast to its more staid, elder sibling, the Higgins Armory Museum continued to bear the personal touch of John Woodman Higgins, who (albeit with discriminating taste) purchased according to inclinations that did not necessarily correspond to current museum standards. For example, the Armory collection included high-quality reproductions (with provenance from collections of William Randolph Hearst and Jay Gould), reflecting an era when reproductions were collected for decorative purposes. Similarly, Mr. Higgins’ broad interest in pressed steel and decorative metalwork lead him to collect a wide variety of iron and steel objects, ancient and modern, with no apparent relationship to one another except for the material used in their creation. Mr. Higgins collected Roman scalpels, Dacian arm bracelets, a Piper-Cub airplane, modern mass produced utensils, automotive parts and art-deco forged metal work. Other objects that did not belong in a museum collection were also occasionally assigned accession numbers. One notable example is Mr. Higgins’ Adams-style carved wood office desk which, although a lovely piece of furniture, has no place in a museum collection, particularly a museum of arms and armor.

Mr. Higgins’ personal touch extended to interpretation and exhibition. He considered the steelworks, themselves, a part of the museum. Museum visitors were encouraged to enter the factory to observe workers in action complete with museum labels explaining the activities. In his later years, Mr. Higgins delighted in personally conducting tours for visitors – especially including children who sometimes came to the museum on their own after school to spend time with their “friend,” Mr. Higgins. Norman Rockwell’s painting captures the whimsy of this era in its depiction of a museum guard balancing a sandwich in his lap and pouring coffee from a thermos while perched on the base of a mounted knight, the horse mannequin looking on askance.

The End of an Era: John Woodman Higgins Exits The Stage

By 1978, however, the Armory’s circumstances had changed. Mr. Higgins died in 1961. His son, Carter, who had succeeded him as president of Worcester Pressed Steel died not long after. The Armory remained under family control through the 1960s, but it began to focus more on arms and armor. At the same time, tax law changes made the operation of private museums increasingly difficult. The Armory became a private “foundation.” Although Worcester Pressed Steel could no longer fund it directly, the Armory continued to receive much of its financial support in the form of rents from Worcester Pressed Steel, which continued to occupy the Armory building’s lower floors. Partly for tax reasons but also to preserve the Armory’s independence and its legacy, the Higgins family sold Worcester Pressed Steel in 1971. In 1974, Worcester Pressed Steel went bankrupt, and the Higgins Armory, which had no significant endowment, lost its most important revenue stream.

New Beginnings: The mixed blessings of independence

In 1979, governance of the Higgins Armory passed for the first time to an independent board of trustees, including Higgins family and friends. The new trustees were mostly from the Worcester area, and none were collectors of arms and armor. Mr. Higgins’ surviving descendants wanted
the museum to continue, but neither they nor the remaining trustees filled the financial void left by the loss of the Worcester Pressed Steel rents. The Armory was running a significant annual deficit, and it was forced to consider, for the first time, how to raise money through its admissions, programming, and auxiliary museum activities.\textsuperscript{11}

At this critical juncture, WAM made the first of several overtures to acquire the Higgins collection. Under the WAM proposal, the two museums would have merged, and the Higgins collection would have been placed in storage until a new building could be financed and built to house it. After six months of intensive negotiations, both the WAM and Higgins Armory boards of trustees recommended acceptance, and final merger papers were drafted. Deciding factors for the Armory trustees were the Armory’s deepening financial losses coupled with fear that the Higgins collection would be broken up and lost to the City of Worcester if the deficit continued to mount.

However, the Armory trustees’ vote had been deeply divided, with one group of trustees, led by Higgins family members, strongly opposed. The dissenting trustees believed that the Armory had not made a sufficient effort to become viable as an independent institution. Under Massachusetts law, the merger could not be approved without a two-thirds vote of a much larger group of stakeholders called the “incorporators.” As the incorporators’ vote approached, John Higgins’ two surviving children—both trustees agreed to cover the Armory’s anticipated operating deficit for the next ten years. With this additional financial assistance guaranteed, the incorporators ultimately voted down the merger.

The incorporators’ vote rejecting the 1979 WAM merger proposal granted the Armory time and freedom to develop as an independent museum. Although other unsuccessful acquisition overtures followed, from both WAM and Boston’s Museum of Fine Arts, Higgins Armory remained resolutely independent for another three, transformative decades.

Following leadership changes, the Higgins Armory carried on more or less successfully into the 21\textsuperscript{st}-century. Despite challenges and periodic reverses, the trustees, directors, and staff did what can fairly be described as an extraordinary job in difficult circumstances. Lacking sufficient endowment to provide substantial operating support, Higgins Armory became known for creative programming that attracted a loyal following and generated the revenue necessary to stay in business. Operations remained lean and efficient, and the Armory became “opportunistic” in the best sense: it became expert at seeking out and seizing opportunities and at making the most of its physical and human assets.

Chief among the assets was, of course, the collection of arms and armor. The Higgins Collection was (and still is) the second largest collection of arms and armor in the Western Hemisphere, second in size only to that of the Met, which it nearly rivals in quality. The collection spans a period from circa 4,500 BCE to the modern era and includes objects from every continent. It is also “magnetic” in the sense that it strongly attracts visitors. After 1979, the Higgins Armory re-focused on this core strength. It deaccessioned valuable art deco metal work, and other material, that the trustees considered outside the scope of an arms and armor collection. Proceeds from such deaccessioning created a collections fund that enabled the Armory to make new purchases, further enhancing the collection.
In 1990, Higgins Armory initiated a capital campaign that raised over $2 million and allowed the museum to convert the former Worcester Pressed Steel offices into useful space for programs, a museum store, a “hands-on” gallery for children, a temporary exhibition gallery, a classroom, secure storage for those portions of the collection that were not on display, and offices for the curatorial, educational, and administrative staff. A compelling collection, engaging programming and clever marketing ensured strong attendance. The Armory earned accreditation from the American Association of Museums (AAM).

Notwithstanding two persisting weak points (the unsuitable building and the inadequate endowment), the Higgins Armory became a stronger, more vital and more resilient institution. Still, the Higgins trustees recognized, much more needed to be done. Although the Armory was successful by many measures, it continued to rely too heavily on revenue generated by attendance, programs and the store.

Under the leadership of an energetic and creative new director, the trustees began to assess strategic needs in the late 1990s, which they concluded, were very substantial indeed. There was still no true endowment. Although the Armory had accumulated investments that it loosely called an “endowment,” the amounts were modest and provided only limited support. The Armory struggled to make ends meet, let alone to update technology or undertake new initiatives. When times were good, the budget appeared to balance, but in reality, the Armory’s finances depended largely on external events, such as the economy, which no museum can control.

The landmark Armory building was itself a part of the problem. In its unmodernized condition, it was expensive, both in terms of energy consumption and maintenance of its steel and glass exterior. Perhaps more concerning was an engineering study which revealed that the existing building could not under any foreseeable circumstances provide a suitable climate to conserve the collection.

To address these challenges, Higgins staff and trustees considered another capital campaign. They estimated the true need at $65 million. Sensing that such a large campaign was unrealistic, the Armory engaged fundraising consultants to assess the feasibility of a more modest $10 million campaign to fund essential facility and program initiatives and strengthen the Armory’s endowment. Recognizing that Worcester alone could not support a campaign of even this magnitude, the study had a national scope paying particular attention to Boston and New York.

The results of the study were disappointing. The analysis indicated significant challenges, including a narrow base of existing donors, and advised the trustees to “field test” a campaign with a goal of only $5 million – just half the already pared down perception of immediate $10 million need. Even at a reduced $5 million level, the evidence of feasibility was inconclusive. Nevertheless, the trustees of the Higgins Armory resolutely embarked on the recommended $5 million campaign.

Then, as fate would have it, the events of 9/11 intervened. The aftermath of 9/11 challenged almost all non-profit institutions, but for Higgins Armory, which had struggled even in the preceding boom times, the combined economic and societal impacts of 9/11 were devastating, both on the newly launched campaign and on day-to-day operations. A mood of uncertainty overtook the nation, affecting the Armory’s audiences and funders alike. Donors became more
cautious. Local foundations continued, dutifully, to offer support, but at reduced levels. Potential donors outside the Worcester area retreated, and private philanthropists retrenched. At the same time, public budgets shrank, further reducing grant opportunities and even curtailing school visits, which had become a critical revenue staple for the Armory.

In these already straightened circumstances, the financial crisis of 2008 and the Great Recession that followed were the final nails in the Armory’s coffin. After years of effort, its critical needs campaign was exhausted at $2.6 million, well short of the $5 million “field test” target, and only four percent of the true estimated need.

**The Unpleasant Awakening: Higgins Armory confronts unpleasant realities**

In 2008, the Armory’s treasurer expressed concern that converging post-9/11 trends, compounded by the financial market crash that began in 2007, presaged serious financial challenges for the museum. In addition to the reductions in public spending that depressed visitation and the reduced philanthropic support, the Armory’s already limited endowment had itself suffered a serious decline. The ongoing need to draw the same amount from its investments to maintain even a lean operation was forcing the Armory to consume what endowment it had. The continuing draw served to exacerbate market losses and, if sustained, would soon deplete the Armory’s investments entirely. In short, the combined circumstances were unsustainable and would very soon threaten the Armory’s existence.

At the same time, an independent factor, ultimately as important as the economic threats, complicated matters. The Higgins Armory had been without a permanent director for three years. In the meantime, it had plugged along under a part-time interim head. But in mid-2008, after a long search, the Higgins Armory had engaged a new Executive Director. The trustees were optimistic that the new director would lead a turnaround, and hopes were raised as a temporary exhibit, mainly targeted to family audiences, proved popular and stimulated attendance. Unfortunately, the reprieve was illusory. The underlying financial challenges remained. Attempts to restart the fundraising campaign failed. Human resources were stretched to the limit, and within a little more than two-years the new director resigned to pursue other opportunities.

At that point, Higgins Armory engaged a nonprofit consultant to become its Interim Director and to work with the board of trustees in charting the Armory’s future. Further financial analysis led the trustees to conclude that the persistent challenges were insurmountable. The Armory’s economic circumstances were unlikely to change. Existing donors had begun to express “fatigue” and question what the future could hold. Based on the fundraising feasibility study of 2004 and subsequent experience in the failed $5 million campaign, the trustees determined that it would not be prudent to begin a new campaign.

After careful deliberation, the trustees concluded that the Armory must undertake what they euphemistically called “strategic structural change.”
The Higgins Decision Making Process: Making the Best of a Bad Hand

Having accepted that the Higgins Armory was unsustainable as an independent museum, Armory staff and trustees worked together to establish principles to guide their search for a solution for the museum and its collection. Ultimately, they settled on four “desired outcomes”:

1. Provide for long term stewardship of the Higgins Armory Museum’s “Core Collection” by ensuring that the Collection would be kept intact, valued, preserved, studied and used;
2. Keep the Core Collection in Worcester if reasonably feasible, and if not, then as close to Worcester as possible;
3. Seek a partner for the Core Collection that would embrace a transfer of the Higgins educational philosophy and approach to interpretation; and
4. Assure that any resulting integration with another institution would be transformative and sustainable and not merely a transfer of assets.

Next, the trustees and staff identified and tested the feasibility of various alternative structures. Under some, Higgins Armory might have continued to exist in some form and partner with another institution. Under others, the Armory would close and transfer its assets after negotiating agreements to fulfill the desired outcomes. Confidential overtures tested the interest of possible strategic partners or acquiring institutions in Worcester and beyond, including, not just the Worcester Art Museum, but also, various colleges and universities and other cultural institutions.

Possibilities for a partnership that would allow the Armory to continue as an independent entity were quickly exhausted. No other institution was prepared to assume responsibility for the Higgins building or operate the museum as a separate campus, and the benefit of combining administrative services was insufficient to offset the Armory’s fiscal challenges.

Moreover, the preliminary inquiries identified stumbling blocks that deterred other institutions. To begin with, the then-existing collection of 4,500 objects had not been refined to a “Core Collection” that met the standards of Armory’s own Collections Management Policy, let alone the standards of other institutions not principally focused on arms and armor. Even if refined to a much smaller “Core Collection,” the resources required to acquire, conserve, exhibit and house the collection would be very substantial indeed! At first, no institution would offer more than a token exhibit while most of the collection would be stored for a decade or more pending fundraising to pay the cost of a permanent exhibit. And there was at first little willingness to consider adopting the Armory’s educational and interpretational philosophy.

Despite these challenges, WAM remained the most likely prospect. After all, WAM and Higgins were members of the same “family” of Worcester cultural institutions, and WAM had unsuccessfully invited Higgins to merge on three prior occasions.

Looking a Gift Horse in the Mouth: WAM rejects Higgins Armory’s “modest proposal”

Leaders of Higgins Armory approached WAM during the summer of 2011 to explore, again, the theoretical possibilities of combining the Armory with WAM. However, the renewed courtship
between WAM and the Armory at first seemed as ill-fated as that of Romeo and Juliet, or perhaps more aptly, Beatrice and Benedick in Shakespeare’s *Much Ado About Nothing*.

The Armory’s overture came at a moment of important change for WAM. In fall 2010, WAM was considering the shape of its own future. The Great Recession had also taken its toll on WAM’s investments, revealing weaknesses in WAM’s other revenue streams. Despite what many institutions would consider an enviable endowment, WAM’s trustees were starkly aware that they must strengthen fundamentals—including visitation and development—in order to secure a sustainable economic future. At the same time, a beloved long-time director had announced his retirement, and WAM’s board was preoccupied with the search for a successor.

In September 2011, after several months of exploratory discussion authorized by both the Armory and WAM boards of trustees, Higgins Armory’s leadership presented a formal proposal to WAM’s trustees to “consolidate” WAM and the Armory. Emphasizing the Armory’s attraction to family and tourist audiences and the anticipated fundraising and operating efficiencies of consolidation, the Higgins proposal suggested that WAM provide gallery space to create a “Higgins at WAM.” The institutions would combine operations in stages over a period of years. Ultimately, WAM would employ the equivalent of twelve former Armory employees, repurpose existing WAM galleries to house the Higgins collection as an “Age of Chivalry” curated by Armory staff, and provide space to host the Armory’s existing “Castle Quest” interactive gallery. The Armory and WAM would work together to sell or repurpose the Armory building with the realized assets supporting both institutions, and both institutions would revise their missions and philosophies to create a new harmonized entity. WAM would benefit from the additional Armory assets and from the visitation and “brand loyalty” of Higgins Armory enthusiasts. And Higgins would benefit from WAM’s strong endowment and its climate-controlled galleries.

Understanding well the magnificence and attractions of the Higgins collection, and having long been interested in a partnership with Higgins, one can imagine that the WAM trustees would have been strongly interested in the Armory’s proposal. Many WAM trustees were themselves long-time residents or supporters of the City of Worcester, and it is likely they shared a sense of the importance of keeping the Higgins collection in Worcester. The WAM trustees likely also appreciated the Armory’s courage in facing its economic realities and developing an exit strategy.

At the same time, the Armory’s proposal seemed to require WAM to assume significant Armory costs (including the twelve additional employees), take on large parts of the Armory’s operations, give up significant gallery space to the detriment of its own collection, and reinvent itself in a new and untested model. Although WAM’s revenues and visitation were not as strong as WAM desired, the Armory’s proposal was conjectural, rather than the product of detailed analysis and due diligence. It seemed to require, at a minimum, possible redirection or addition to WAM’s core mission, and it came, coincidentally, at the exact same meeting where the WAM trustees chose a new director, a director, who, it could be argued, should be given the opportunity to consider and direct the Museum’s future unfettered by an unexpected, last minute plan to consolidate operations with another institution.
Perhaps, not surprisingly in these circumstances, the WAM trustees did not accept the Armory’s proposal. Although the WAM board allowed informal conversations to continue, WAM made clear to the Armory that it was not interested in a consolidation similar to the September 2011 proposal and that even a revised approach might never be considered.

Frustrating as WAM’s rejection may have been to Higgins, hindsight clearly shows it was a prudent exercise of fiduciary judgment which ultimately produced a better outcome. WAM’s rejection forced a greater level of planning, ensuring that the eventual agreement was supported by thorough due diligence that addressed the needs of WAM as well as Higgins. Indeed, the process that the institutions followed after this first rejection helped WAM revitalize and “jump start” its own mission while allowing the Armory to meet its “desired outcome” of providing an economically secure and sustainable future for the Higgins collection.

The Way Forward: Siblings Learn to Collaborate and Resolve Challenges

Following WAM’s September 2011 rejection, informal conversations continued. WAM’s new director took over in November 2011. Within months, he and the WAM board had formulated a bold new vision statement. Trumpeting “relevance” and “sustainability,” WAM sought to increase its visitation three-fold by 2020 while helping to revitalize cultural life in Worcester.

Gradually, WAM’s new director was introduced to the Higgins Armory and the theoretical potential of bringing a world class collection of arms and armor to the Worcester Art Museum. Although WAM continued to feel strongly that it could not engraft the Armory’s mission, employees, and collection as an essentially free-standing museum within a museum, the new director and the WAM trustees began to consider integration possibilities that could draw on the Higgins’ greatest strengths—its collection, popularity, and success at engaging audiences—in ways that would enhance WAM, improving rather than altering WAM’s core mission of collecting, conserving, exhibiting, and interpreting world class art. Thinking creatively, a first breakthrough came when WAM identified space that could potentially be converted to arms and armor galleries without diminishing exhibit space for the WAM’s own 36,000 piece collection.

At the same time, Higgins Armory scaled back its ambitions. WAM’s reaction to its September 2011 proposal helped the Armory to understand that the “desired outcomes” could not be met unless the Armory’s future looked significantly different from its present. Critically, the Higgins Armory began to move purposefully to hone its still-unwieldy collection to a museum-worthy “Core,” and it began to think not of a legal consolidation, but rather in terms of a complex gift, or asset transfer, including the Core Collection and a “dowry” to support it. To protect Higgins Armory’s most important goals, the gift would be conditioned on fulfillment of legal covenants, including covenants on naming, use of the dowry funds, and maintenance of the Higgins legacy.

Thus focused, discussions returned to the board level. On October 23, 2012, the WAM board unanimously adopted a resolution establishing a Joint Committee with the Armory to identify and address the challenges of any proposed integration. As if continuing the romantic comedy theme, a rare September storm produced a travel ban that postponed an Armory board meeting. However, the Higgins board met on November 5, 2012, and adopted a nearly identical reciprocal resolution. The resolutions listed key “threshold” and “implementation” issues, which the Armory and WAM negotiated to ensure that they echoed both the Armory’s “desired outcomes”
and WAM’s requirement that any integration not endanger but rather strengthen WAM’s revitalized vision and sustainability goals. If, and only if, these threshold and implementation issues were met, the reciprocal resolutions obligated the Armory to give and WAM to accept and accession the Higgins Core Collection.

The reciprocal resolutions served several purposes. They guaranteed the Higgins Armory a home for its collection if its “desired outcomes” could be met, and they transformed WAM into a partner in seeking to achieve those outcomes. The resolutions ensured that WAM would only accept the Higgins Core Collection under terms that would help fuel its own “jumpstart,” and they created a process for leaders of both institutions to work together to explore, review, and attain shared goals.

The Joint Committee authorized by the reciprocal resolutions comprised the Presidents, Directors, and Treasurers of each institution, together with several additional trustees. It began meeting even before the resolutions were finalized and continued meeting almost bi-weekly for several months. Early meetings established a time-line for a possible integration and identified essential issues that must be addressed before an agreement could be finalized.

The time-line emerged quickly once it became clear and could be voiced that, in order to conserve dwindling resources, the Higgins Armory must close no later than December 31, 2013. Working backwards, other dates fell into place. Legal and financial due diligence must be completed as quickly as possible to identify any obstacles. Negotiations had been and remained top secret through March 2013, but the clear need to provide Higgins employees ample time to seek other employment and the necessity of obtaining a ratifying vote from the Higgins incorporators mandated a publicity plan. A budget must be developed to support fundraising and inform ultimate negotiations over the “dowry”; the deaccessioning must be completed; and a plan must be developed to dispose of the building. As the Joint Committee identified these issues, it formed Subcommittees on Legal, Finance, PR/Communications, Facilities (WAM), and on the future of the Armory Building.

Under Massachusetts law, any transfer of substantially all the assets of a Massachusetts nonprofit corporation requires approval by the Office of the Attorney General and the Supreme Judicial Court of Massachusetts. Recognizing that the Attorney General should be apprised of the contemplated transactions well in advance of a public announcement, Higgins Armory involved the Attorney General’s office shortly after the reciprocal resolutions went into effect. This step proved to be critical. The Attorney General’s office provided guidance that informed, improved, and smoothed all of the legal processes that followed.

The Joint Committee also realized that it must maximize the public relations and fund-raising momentum of the imminent public announcement by planning a year of farewell ceremonies at the Armory to be followed, as soon as possible after the closing, by a ground-breaking new exhibition and welcoming activities at WAM. Staffs of both institutions worked together to share and develop exhibits and programming. While WAM staff focused on preparing the transformational Knights! exhibit to open in March 2014, Higgins staff enhanced programming to celebrate the Higgins Armory during its final year. A special exhibit recounted the story of John Woodman Higgins and his wonderful Museum. Visitors were encouraged to record their memories and thoughts, and the recordings are now part of WAM’s archives.
Major donors strongly supported the transaction, recognizing that it would not only preserve the Higgins collection but revitalize and strengthen WAM. Within months of being advised of the integration plans, foundations and individual philanthropists pledged $6 million towards a $12 million campaign to fund the so-called “Higgins integration.”

Another important, albeit unplanned, benefit of the Joint Committee and subcommittees was the trust they created. The value of the combination became clearer to each side, but just as importantly, each side came to understand and accept that the other was motivated by legitimate fiduciary concerns; that the final agreements would have to be mutually acceptable; and that this mutual acceptability would require creativity, good will, and compromise. Although the process was not always easy—emotions sometimes ran high, as they do in challenging circumstances, and occasional roadblocks seemed insurmountable—the Joint Committee had faith they were doing something necessary, important, and transformative for their institutions and for the City, and solutions gradually emerged.

Creating the Higgins “Core Collection”

The fifteen months between the reciprocal resolutions and the closing of the Higgins Armory were busy with details of the integration absorbing nearly full time efforts from key staff and many trustees of both institutions. Many projects were undertaken jointly, but others were institution specific.

The most important of the institution specific activities was the Higgins Armory’s refinement of the entire existing Armory collection to a Core Collection of objects that met the rigorous standards of the Armory’s existing Collection Management Policy. To be sure that no ethical walls were breached, WAM played no role in the deaccessioning.

The deaccessioning process began with a detailed, object-by-object review by the Armory’s own expert curatorial staff, but then progressed to a formal peer-review by arms and armor curators of the Metropolitan Museum of Art. The Higgins and Met curators’ recommendations were then vetted by the Armory’s Collections Committee, which itself, included non-trustees with expertise in the field of arms and armor.

At each stage of the process, any object that was judged to within the Armory’s scope and worthy of remaining in a museum was retained. Only objects that did not meet pre-existing Collections Management Policy criteria were removed, including some objects that were museum quality, but not properly included in a collection of arms and armor. Doubts were resolved in favor of retaining objects that required further evaluation.

Ultimately, the recommendations resulting from this process were presented to the Higgins trustees for final approval. Deaccessioning ultimately reduced the Higgins collection from 4,500 to 1,900 objects.

Disposition of the deaccessioned objects followed one of the three paths prescribed by the Armory’s Collections Management Policy. Although not appropriate for retention in the Core Collection, most of the deaccessioned objects were valuable. The Armory engaged a leading specialist auctioneer to market and sell most of the objects. Some objects that had particular
historical or other significance to the Worcester community were donated to appropriate local museums, such as the Worcester Historical Society, and a few additional objects were sold to museums outside of Worcester at negotiated prices in order to keep the objects in the public domain.

**The Importance of Public Process:**
**Building board consensus and conducting public discourse**

The reciprocal resolutions, the Joint Committee, and all other discussions between the Armory and WAM were, of necessity, confidential. The WAM and Armory trustees were informed, but sworn to secrecy. Knowing that the incorporators must ultimately approve any vote to close the Higgins Armory or transfer its assets, the Armory trustees had been educating the incorporators for several years about the financial challenges and need for radical change. However, the Higgins incorporators had not been told the identities of potential partners or the details of negotiations.

By February 2013, Joint Committee activity had advanced to a point where further progress could not be made without going public. Fundraising for the integration must begin in order to ensure funds could be received in time to assist with looming integration expenses; the public needed to be informed that fundamental change would be forthcoming; and WAM employees had to understand the goal of the work they were undertaking. As a result, the Joint Committee developed a tightly-timed publicity “rollout” scheduled for the end of the month.

The burden of the publicity and communications fell more heavily on Higgins than WAM. The Armory advised its own employees on the morning of February 28. Later that same day, Higgins trustees and staff began to inform the Higgins incorporators through meetings and telephone calls, advising the incorporators of the Armory’s anticipated December 31 closing, the reciprocal resolutions with WAM, and the work of the Joint Committee. On March 7, 2013, the Armory notified the public through press announcements, leaving the Armory’s loyal followers nearly a year to visit and to mourn and celebrate the Higgins legacy.

Public reaction was understandably mixed. Higgins Armory was a unique and beloved institution that had touched many people in Worcester, throughout New England, and beyond. A majority sadly accepted the need for change. Some were initially skeptical of WAM’s commitment to the Higgins legacy, but accepted that keeping the collection at WAM was better than dispersing it or sending it elsewhere. However, a small but determined group led by a descendant of John Woodman Higgins vociferously opposed the transaction and publicly attacked the motives and performance of the Armory’s trustees and senior management.

A special meeting of Higgins incorporators was convened on February 28, 2013 to provide information without yet calling for a vote. Opponents intensified their criticism and initiated a “Save the Higgins” website and campaign to raise funds. They proposed alternatives that the Higgins board had already evaluated, but deemed imprudent. News media including *The Boston Globe* took up the story.¹²

By the Armory’s Annual Meeting on March 27, 2013, the battle lines were drawn. But despite significant publicity, the Save the Higgins campaign had generated only $660. Financial help
was not on the way. After passionate discussion, with news media waiting outside for word of the outcome, 55 of the 68 incorporators who were eligible to vote approved the transaction. Ten voted against it, and three either abstained or were absent without proxies.\textsuperscript{13}

The affirmative vote by 80\% of all eligible incorporators comfortably exceeded the required two-thirds supermajority. However, the vote of incorporators was not the last hurdle. Through their vote, the incorporators delegated to the Armory’s trustees the authority to conclude the transaction subject to obtaining covenants that satisfactorily resolved several conditions including requirements that the Higgins Core Collection must be accepted, managed and conserved in accordance with WAM’s policies and AAMD standards; that WAM would satisfactorily exhibit the collection, which must be publicly identified as the Higgins Armory Collection; that WAM would give appropriate consideration to hiring Armory employees; that the proceeds of Higgins non-collection assets would be earmarked to support the transaction; and that WAM would invite some Armory-approved representatives to join its own board of trustees.

**All’s Well that Ends Well: Covenants and Fund Allocation Agreements**

In the months following the incorporators’ vote, the public response to news of the Armory’s closing was remarkable. Attendance reached all-time highs, but ironically, at revenue levels that nevertheless vindicated the Higgins trustees’ conclusion that increasing the already robust attendance and program revenue could not possibly fill the economic gap in the Armory’s finances.

As the Armory celebrated its final months, WAM and Higgins principals negotiated the final details of the transaction. The negotiations were exhaustive, lengthy, and distinctly arms’-length. Ultimately, the agreements reached were memorialized in two documents: the “Covenants for the Transfer of Assets of the Higgins Armory Museum to the Worcester Art Museum” and an “Agreement Concerning the Allocation of Monies to be Transferred . . . to the Worcester Art Museum.”

The Covenants include numerous provisions that protect the Armory’s legacy. They require WAM to exhibit, conserve and interpret the Core Collection, identifying it as the [John Woodman] Higgins Armory Collection. WAM agrees to endow a curatorial position to focus on the Higgins Collection, to recruit two trustees and a collections committee member acceptable to the Armory, and to give reasonable consideration to hiring Armory employees. The Covenants provide for collecting funds so that the Higgins Armory Collection can be enhanced over time. Further, within five to seven years, WAM agrees to open a 4,000 square foot permanent exhibit displaying substantially the entirety of the collection.

However, the Covenants are careful not to create a separate, siloed Higgins museum within the larger walls of WAM. Rather, they ensure that the Higgins Collection becomes equal and integrated into the Museum’s collections as a whole. For example, the Covenants permit Higgins objects to be displayed throughout the Museum, thereby enhancing curators’ ability to tell stories and draw connections between art works. Similarly, recognizing that the best museums are fluid and that standards for interpretation evolve over time, the Covenants also allow future generations of WAM leaders flexibility to reinterpret the manner in which the Collection is
displayed and interpreted so long as the new approaches honor the relationship of the objects and integrity of the Higgins Collection.

Within months of the Armory’s closing, it was able to transfer $4.2 million under the Allocation Agreement, and more funds will be transferred over time. As such agreements must, the Covenants and Allocation Agreement direct WAM’s use of these monies (the Higgins “dowry”). Specifically, the documents create three new funds at WAM: (i) a Higgins Armory Collections Fund for the purchase of new objects for the Higgins Collection; (ii) a Higgins Armory Curatorial Endowment to support the Higgins Collection-focused curator; and (iii) a Higgins Armory General Endowment to help ensure WAM’s long-term sustainability by providing additional support for operations, including increased costs resulting from the integration.

In November 2013, the Higgins and WAM Boards of Trustees voted unanimously to approve the Covenants and Allocation agreements. In December 2013, after attentive review of a substantial record, the Massachusetts Attorney General—and then the Commonwealth’s Supreme Judicial Court—approved the agreements. On December 31, 2013, the Higgins Armory closed as scheduled after a glorious final day of fanfare, and on March 27, 2014, the Higgins Armory Collection began its renaissance with the opening of Knights! at WAM. Although only a promise of things to come, Knights! fulfills WAM’s and the Armory’s commitments to one another, to their stakeholders, and to the people of Worcester, preserving and protecting the Core Collection, and shepherding it to new greatness.

Concluding Observations: What others should consider in similar circumstances

Transactions such as this are sometimes the best and only way to preserve priceless legacies. When thoughtfully planned and carefully conducted, they can produce benefits that would be unachievable any other way. Conservation is an example, because WAM’s very strong conservation resources have already allowed it to conserve bronze antiquities and leather or fabric components that Higgins did not have technical or financial resources to conserve on its own. As a result of the integration, the public is given an opportunity to see objects that Higgins could not exhibit because their condition did not allow it. Also, the final 4,000 sf exhibit at WAM will use open storage to make accessible the entire 1,900 object Core Collection, whereas the only about 450 were displayed at Higgins at any one time. In addition to offering an entirely new level of audience engagement, the collection will be accessible to scholars and curators who can take the understanding of the Higgins Collection to levels that in the past could only be dreamed of.


Letter from Groucho Marx to John W. Higgins (Dec. 3, 1953) (Higgins Armory Museum archive);
The “Monuments Men” were a joint unit of Allied Forces, formed from leading museum directors, curators, and art historians, to protect Europe’s art treasures during and after World War II. They have recently been memorialized in book and a blockbuster Hollywood movie, both called “The Monuments Men.” The character played by George Clooney in the movie is based on WAM’s George Stout.


