

Executive Committee Meeting Minutes
The Pauley Center Dining Room
Monday, 14 December 2009, 12:00 pm

There were present:

Pamela Reynolds, Chairman
Thurston R. Moore, Vice-Chairman
Mrs. Suzanne T. Mastracco, Vice-Chairman
Richard G. Tilghman, Vice-Chairman
Martin J. Barrington
Dr. Herbert A. Claiborne, Jr.
John R. Curtis, Jr.
W. Birch Douglass III

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
Stephen D. Bonadies
David B. Bradley
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Herbert A. Claiborne III
Dr. Joseph M. Dye III
Ms. Joan W. Murphy
Robin Nicholson
Ms. Nancy H. Parsons
Ms. Alexis Vaughn
Richard Woodward

Absent:

Ms. Susan S. Goode
Ms. Frances Lewis
John A. Luke, Jr.

I. Report of the Chairman – Pamela Reynolds

Chairman, Pamela Reynolds, called the meeting to order at 12:06 pm, and welcomed everyone. She announced that the next Executive Committee meeting will be held on January 6th.

II. Report of the Director – Alex Nyerges

Alex Nyerges announced that the 1936 Wing, above the 1936 entrance stair into the Great Hall with the tapestries, will be named for the Glasgows. The Director noted that the Gari

Melchers Museum has requested a loan after our November Board meeting therefore this Executive Committee must consider the request as the Art Acquisitions Committee does not meet until February 18th. The staff recommends this loan. After some discussion the following motion was proposed.

Motion: proposed by Mr. Curtis and seconded by Mrs. Reynolds that the Executive Committee approve the loan of the following piece:

1. Gari Melchers, Madonna of the Rappahannock, 1923, oil on canvas. 40”H x 37 ½”W, without frame; 71”Hx52”W, with frame. Gift of John Barton Payne. 30.1.2

Exhibition: “Winter Spotlight Exhibition”

Venues & dates: Belmont, Gari Melchers Home and Studio, Fredericksburg (a Statewide Partner), February 15-May 15, 2010

Motion carried.

Mr. Nyerges noted that this Friday the Governor’s budget will be released and we will send a summary to both boards.

III. **Report of the Foundation – Herbert A. Claiborne III, President**

Mr. Claiborne announced that a request for proposal had been issued for investment consulting services. The Investment Committee took this step as a measure of good governance and best practice rather than any dissatisfaction with Colonial Consulting, our current consultant. Invitations were sent to fourteen national firms. The evaluation process will begin shortly and it should take two months to complete.

IV. **Report of the Chief Operating Officer – Carol Amato**

Carol Amato said the Governor’s budget will come out this Friday and we will send a report on what we find out. Mrs. Reynolds noted that it is interesting to see who is on the Governor-Elect’s transition team. Mr. Nyerges stated that on January 16th we will have a new Governor and if we stay in Governor Kaine’s budget, it will be easier to stay in the budget.

V. **Strategic Plan Oversight – Martin J. Barrington, Chair**

Mr. Barrington noted that he continues to receive thoughtful comments for the next draft of his proposed Dashboard for the VMFA Strategic Plan. He said that after the year end crunch in January the instrument should be ready.

At 12:23 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mr. Douglass that the meeting go into closed session under Section 2.2-3711 (A), (1), (9) and (30) of the Freedom of Information Act for discussion of a personnel matter which is not public,

to discuss a real estate matter which is not public,
for discussion of matters relating to specific gifts, bequests, and fundraising
activities, and grants, and
for discussion of the terms and scope of the contracts for the expansion,
sculpture garden and parking deck where discussion in an open session
would adversely affect the bargaining position or negotiating strategy of the
Museum.
Motion carried

At 1:45 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore and seconded by Mr. Tilghman that the Committee certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution.

No other business was brought before the Committee and the meeting adjourned at 1:48 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary

Approved: _____ Date: _____
Pamela Reynolds, Chairman

Approved: _____ Date: _____
Alex Nyerges, Director

MOTION: Mr. Moore
 SECOND: Mr. Tilghman

MEETING: Executive Committee
 DATE: 14 December 2009

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Executive Committee has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and
WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Executive Committee.

VOTE

AYES: Moore/Tilghman/Claiborne, Jr./Curtis/Douglass

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Reynolds/Mastracco/Barrington

ABSENT DURING MEETING: Goode/Lewis/Luke

Suzanne Broyles, Secretary of the Museum

Executive Committee Meeting Minutes
The Pauley Center Dining Room
Wednesday, 21 October 2009, 12:00 pm

There were present:

Pamela Reynolds, Chairman
Thurston R. Moore, Vice-Chairman
Mrs. Suzanne T. Mastracco, Vice-Chairman
Richard G. Tilghman, Vice-Chairman
Martin J. Barrington
Dr. Herbert A. Claiborne, Jr.
John R. Curtis, Jr.
W. Birch Douglass III

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
Stephen D. Bonadies
Ms. Suzanne Broyles
Dr. Joseph M. Dye III
Dr. Lee Anne Hurt
Ms. Joan W. Murphy
Robin Nicholson
Ms. Nancy H. Parsons
Ms. Sandra Rusak
Ms. Alexis Vaughn
Richard Woodward

Absent:

Ms. Susan S. Goode
Ms. Frances Lewis

I. Report of the Chairman – Pamela Reynolds

Chairman, Pamela Reynolds, called the meeting to order at 12:10 pm, and welcomed everyone to the first Executive Committee meeting of the season. She said we are thrilled to have a new member, Marty Barrington, with us and we are so lucky that the Governor appointed the trustees we nominated. Mrs. Reynolds announced that trustee Fred Tattersall felt he could not give the Board as much time as he wanted and therefore he has resigned from the board. The Governor appointed Steve Markel in the open slot.

President Reynolds said the November 17th Lewis Gallery opening dinner will include both boards, members of the Museum Expansion Committee, and the House Appropriations Committee. She said this will be a big event to salute the Trustees and all our VMFA

family. She thanked the staff for their hard work and their continued work to open the galleries.

II. **Report of the Director – Alex Nyerges**

Alex Nyerges said that in your folders is a Fundraising Report on the VMFA Annual Fund, VMFA Membership, and the Top Ten Campaign. He announced that Nancy Parsons is off to a running start and busy at work raising money for the Top Ten Campaign.

III. **Report of the Chief Operating Officer – Carol Amato**

Carol Amato said the state has decided to change the budget process and to do a major overhaul of their financial systems. There will be more performance measures, reporting, and assessments. Ms. Amato stated that the next phase of the Strategic Plan will involve Nancy Raybin meeting with the Division Heads. Actions and strategies to accomplish the goals will be developed. The next step following the approval of the strategies will be to develop Performance Measures. Marty Barrington will oversee the implementation of the Strategic Plan.

At 12:24 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mrs. Mastracco that the meeting go into closed session under Section 2.2-3711 (A), (1), (9) and (30) of the Freedom of Information Act for discussion of a personnel matter which is not public, for discussion of matters relating to specific gifts, bequests, and grants, and for discussion of the terms and scope of the contracts for the expansion, sculpture garden and parking deck where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Museum.
Motion carried

At 1:25 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mrs. Reynolds and seconded by Mrs. Mastracco that the Committee certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution.

No other business was brought before the Committee and the meeting adjourned at 1:29 pm.

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Joint Executive and Fiscal Oversight Committee Meeting
Held, pursuant to due notice, in The Pauley Center Dining Room
Wednesday, 19 August 2009, 12:00 pm

Presiding: Pamela Reynolds, Chairman
Secretary: Ms. Suzanne Broyles

There were present:

Pamela Reynolds, Chairman
Dr. Herbert A. Claiborne, Jr.
Herbert A. Claiborne III
Mrs. Whitt W. Clement
John R. Curtis, Jr.
W. Birch Douglass III
A. Hugh Ewing III
Grant H. Griswold
Frances A. Lewis
John A. Luke, Jr.
Mrs. Stanley F. Pauley
Michael J. Schewel, Vice-Chair, Government Affairs Committee
Dr. Joseph R. Vilseck, Jr.
Mrs. Suzanne T. Mastracco, Ex-Officio, Statewide Vice President

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
Dave Barbour
Stephen D. Bonadies
David B. Bradley
Ms. Suzanne Broyles
Dr. Joseph M. Dye III
Leon Garnett
Dr. Lee Anne Hurt
Ms. Joan W. Murphy
Robin Nicholson
Ms. Nancy H. Parsons
Ms. Sandy Rusak
Ms. Alexis Vaughn
Richard B. Woodward

Absent:

Thurston R. Moore, Vice President and Chairman of the Fiscal Oversight Committee
Richard G. Tilghman, Ex-Officio, Vice President
William J. Armfield
Alfonso L. Carney, Jr.
James C. Cherry
Susan S. Goode
H. Hiter Harris III

Agustin E. Rodriguez
Geoffrey P. Sisk
John R. Staelin
Fred T. Tattersall

I. REPORT OF THE CHAIRMAN – Pamela Reynolds

The meeting was called to order by the Chairman, Pamela Reynolds, at 12:08 pm. She welcomed everyone and thanked them for attending today. President Reynolds announced that the new trustees appointed by the Governor are Karen Abramson, Marty Barrington, Ivan Jecklin, and Ranjit Sen. The Governor also reappointed Jim Cherry, Louise Cochrane, Jane Joel Knox, and Thurston Moore. Mrs. Reynolds said we are very excited to welcome these new board members and pleased to have those reappointed continue as Trustees.

Mrs. Reynolds explained that the main reason for meeting today is to talk about the budget and she called on the Director to give his report.

II. REPORT OF THE DIRECTOR – Alex Nyerges

Alex Nyerges reported that there was a large crowd last weekend at the Museum of the Shenandoah Valley in Winchester for the opening of the *Matisse, Picasso and Modern Art in Paris* exhibition. He thanked Robin Nicholson, Sandy Rusak, and the Trustees who traveled there.

Mr. Nyerges said that after much discussion the Strategic Planning Committee should adopt the Strategic Plan at the meeting this afternoon. We have now spent one year on the plan and will follow up with the Senior Staff. A new committee has been created, the Resource Development Committee, which will cover the areas of Fundraising, Membership, Marketing and Special Exhibitions and ensure that the museum secures appropriate financial resources to support its mission. Birch Douglass will chair the committee and staff liaisons will be Robin Nicholson, Alexis Vaughn and Nancy Parsons.

The Director asked those present to hold the date of September 29th for a media event in New York City on the grand openings of the Ashmolean Museum and the VMFA. We are also set for the November 17th previews when we will open the Lewis Galleries and hold a dinner honoring Frances Lewis.

Alex Nyerges reported that this is the first meeting for Nancy Parsons, our new Deputy Director for Development. He told the group that Ms. Parsons comes to us from the National Sporting Library where she was the President and CEO since 2005. She has directed major capital campaigns for Monticello and the University of Virginia. He said we are extremely lucky to have her here. Her first day of work will be September 1.

III. REPORT OF THE FOUNDATION – Herbert A. Claiborne III, President

Herbert Claiborne III reported that the Foundation Board met on August 4, 2009 and board members were given a financial overview of the Expansion Project. The Investment Committee reported an +8.6% return (June 30, 2009) calendar year to date vs. the benchmark of +7.1%. He said that while we are still down -20.2% for the one year period (June 30, 2009), the portfolio is nonetheless showing marked improvement. The Foundation Board adopted a \$13.2 million FY 2010 budget (as compared to \$10.1 million budget in FY 2009). Mr. Claiborne explained that the increase is primarily the result of gifts earmarked for the completion of the Expansion and the Grand opening. He reported that the Annual Fund achieved 99% of its goal and the NEH Challenge \$610,000 grant for the Library has been matched.

IV. REPORT OF THE GOVERNMENT AFFAIRS COMMITTEE – Michael J. Schewel, Vice-Chairman

Michael Schewel reported that Bob McDonnell, Republican gubernatorial candidate, will visit the Museum on September 9th from 8:30 – 9:30am and Creigh Deeds, the Democratic candidate, will visit on September 22nd at 11:15am. Mr. Schewel said that these informal exchanges with the candidates are for Trustees and Foundation Directors to learn more about the candidates' various positions and to share with them issues related to the Museum. An e-mail invitation will be sent tomorrow and we hope all will accept. In addition, we are in discussion with the House Appropriations Committee about a site visit in connection with their two day mid November retreat.

David Bradley told the group that the joint money committees met this morning and the shortfall is now \$1.5 billion in revenues. The Governor had no specific announcements for the agencies, just to use the same strategies as before. The Federal Stimulus Funds and the board of Economists will return in October and November to look at the forecast to see if there is an opportunity to change before it goes to the General Assembly in December.

At 12:26 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mrs. Mastracco that the meeting go into closed session under Section 2.2-3711 (A), (1), (9) and (30) of the Freedom of Information Act for discussion of a personnel matter which is not public, for discussion of matters relating to specific gifts, bequests, and grants, and for discussion of the terms and scope of the contracts for the expansion, sculpture garden and parking deck where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Museum. Motion carried

V. REPORT OF THE FISCAL OVERSIGHT COMMITTEE – John A. Luke, Jr., Vice-Chair and Chief Operating Officer – Carol Amato (Closed Session)

At 1:31 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mrs. Reynolds and seconded by Mrs. Pauley that the Committee certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution.

Motion: proposed by Mr. Curtis and seconded by Mr. Griswold that the Executive and Fiscal Oversight Committees approve the budget as presented by Ms. Amato. Motion carried.

No additional business was brought before the Committee, and the meeting adjourned at 1:32 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary

Approved: _____ Date: _____
Pamela Reynolds, Chairman

Approved: _____ Date: _____
Alex Nyerges, Director

MOTION: Mrs. Reynolds MEETING: Executive/FOC Committee
SECOND: Mrs. Pauley DATE: 19 August 2009

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Executive/FOC Committee has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Executive/FOC Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Executive/FOC Committee.

VOTE

AYES: Reynolds/Claiborne, Jr./Claiborne III/Clement/Curtis/Douglass/Ewing/Griswold/Lewis/Luke
Pauley/Vilseck/Mastracco

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Schewel

ABSENT DURING MEETING: Moore/Armfield/Carney/Cherry/Goode/Harris III/Rodriguez/Vilseck/Tilghman

Suzanne Broyles, Secretary of the Museum

Executive Committee Meeting Minutes
The Lewis Galleries
Wednesday, 24 June 2009, 12:00 pm

There were present:

Pamela Reynolds, Chairman
Thurston R. Moore, Vice-Chairman
Richard G. Tilghman, Vice-Chairman
Dr. Herbert A. Claiborne, Jr.
Mrs. Whitt W. Clement
John R. Curtis, Jr.
Ms. Susan S. Goode
John R. Staelin

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
Stephen D. Bonadies
Ms. Suzanne Broyles
Herbert A. Claiborne III
Ms. Elizabeth Lowsley-Williams
Robin Nicholson
Ms. Sandra Rusak
Ms. Alexis Vaughn
Ms. Lulan Yu

Absent:

Mrs. Suzanne T. Mastracco, Vice-Chairman
W. Birch Douglass III
Ms. Frances Lewis

I. Report of the Chairman – Pamela Reynolds

Chairman, Pamela Reynolds, called the meeting to order at 12:03 pm, thanked everyone for coming and announced that the November Board meetings will be held on Tuesday, November 17th and Wednesday, November 18th [instead of November 18 & 19 as previously listed.] She noted how exciting it was to meet in the Lewis Galleries and see how far along the expansion was coming. Mrs. Reynolds said over the next few weeks she will be looking at the structure of the trustee committees so that they are more aligned with Advancement, Strategic Planning and Organizational Excellence. She mentioned that we are still waiting for the Governor to make our board appointments.

Pamela Reynolds explained that this morning the Expansion Committee held an amazing meeting announcing that the expansion was now projected to be finished on schedule.

Mrs. Reynolds remembered when in the past the trustees had to be strident with staff members, imploring them to move the project forward to open on time. She explained that now construction workers are here even on Sundays. This has Chairman Reynolds eager for the Top Ten Fund to be completed and she asked trustees for more participation in raising the funds.

II. Report of the Director – Alex Nyerges

Alex Nyerges said we are now in the process of finalizing the search for a Chief Development Officer. He said that one candidate has met with selected Trustees and Foundation Directors and it is hoped that more people can meet the week after the Fourth of July so that a decision can then be made on this critical officer. That person can then get busy to finish the Top Ten Campaign. He noted that we now call on all our friends and family to help with this effort as it is our other number one priority today.

The Director reported that we are preparing to implement the gallery shuttering plan at 5:00 pm this Sunday. He called on Alexis Vaughn to review the communications plan which is set in place for this change. Ms. Vaughn showed some slides with samples of signage to be used throughout the property at the Parking Deck, temporary entrance, and the Boulevard. She also reviewed and distributed a list of action items saying we are using social media, our blog, Twitter, Facebook, and U Tube so the public can be informed readily and in current fashion. Visitors who come by to see our permanent collection and are disappointed will be given a packet with a pre-ticket to the Tiffany exhibition, a rack card, and VMFA chocolates.

Mr. Nyerges spoke sadly of the recent violence at two museums in the news. He informed the group that our security is being upgraded with a new control room, and we are adding layers of security which will help us provide a secure environment for all.

III. Report of the Foundation – Herbert A. Claiborne III

Mr. Claiborne reported that David Bradley is working on the Foundation Budget and he will update the Committee at the next meeting. Elizabeth Lowsley-Williams said that 210 people are expected for tomorrow night's Individual Patrons and Corporate Partners event. Five hard hat tours will be given and they are completely full. She noted that it has been a while since we have entertained the Corporate Partners so it should be a good event.

IV. Government Affairs Report – Susan Goode, Chair

Susan Goode reported that even in the summer months things are happening. She said that on Monday Delegate Henry Morgan, Chair of the Higher Education Sub-Committee, was given a hard hat tour. She remarked that last week David Bradley, Mr. Claiborne III, and Pam Reynolds visited the House Appropriations Committee and Mr. Bradley gave a

status report on the expansion project. Mrs. Goode said we are now working hard to arrange a tour of the expansion for gubernatorial candidate Creigh Deeds.

At 12:30 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mr. Curtis that the meeting go into closed session under Section 2.2-3711 (A), (1), (9) and (30) of the Freedom of Information Act for discussion of a personnel matter which is not public, for discussion of matters relating to specific gifts, bequests, and grants, and for discussion of the terms and scope of the contracts for the expansion, sculpture garden and parking deck where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Museum.
Motion carried

V. **Report of the Chief Operating Officer – Carol Amato** (Closed Session)

VI. **Report of the Museum Expansion Committee – Dr. Herbert A. Claiborne, Jr.** (Closed Session)

At 1:10 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mrs. Reynolds and seconded by Mrs. Goode that the Committee certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution.

No other business was brought before the Committee and the meeting adjourned at 1:11 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary



Approved: _____ Date: 6/26/09
Pamela Reynolds, Chairman

Approved: _____ Date: _____
Alex Nyerges, Director

MOTION: Mrs. Reynolds
 SECOND: Mrs. Goode

MEETING: Executive Committee
 DATE: 24 June 2009

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Executive Committee has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and **WHEREAS**, Section 2.2-3712 of the Code of Virginia requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Executive Committee.

VOTE

AYES: Reynolds/Moore/Tilghman/Claiborne, Jr./Clement/Curtis/Goode/Staelin

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Mastracco/Douglass /Lewis

Suzanne Broyles, Secretary of the Museum

2009 – 2010 FY – Trustee Meeting Schedule

July 22, 2009	MEC 11:00am Parlor Exec. 12:00pm Dining Room
August 19, 2009	MEC 11:00am Parlor Joint Exec./FOC to approve the budget 12:00pm DR
September 16 & 17 September 16, 2009	Quarterly meetings Annual Trustee Dinner at the Oaks
October 21, 2009	MEC 11:00am Parlor Exec. 12:00pm Dining Room Nominating 1:30pm Pauley 2 nd Floor
November 17 & 18	Quarterly meetings
January 6, 2010	MEC 11:00am Parlor Exec. 12:00pm Dining Room
February 17 & 18 February 17, 2010	Quarterly meetings Dine w/Out-of-Towners at Jefferson
March 31, 2010	MEC 11:00am Parlor Exec. 12:00pm DR Nominating 1:30pm Pauley 2 nd Floor
Early June (Date TBD)	Quarterly Annual meeting Trustee/Former Trustee Dinner - Atrium

Executive Committee Meeting Minutes
The Pauley Center Dining Room
Wednesday, 6 May 2009, 12:00 pm

There were present:

Pamela Reynolds, Chairman
Thurston R. Moore, Vice-Chairman
Mrs. Suzanne T. Mastracco, Vice-Chairman by phone
Richard G. Tilghman, Vice-Chairman
Dr. Herbert A. Claiborne, Jr.
Mrs. Whitt W. Clement
John R. Curtis, Jr.
W. Birch Douglass III
John R. Staelin

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
Stephen D. Bonadies
David B. Bradley
Ms. Suzanne Broyles
Herbert A. Claiborne III
Dr. Lee Anne Hurt
Ms. Elizabeth Lowsley-Williams
Ms. Joan W. Murphy
Robin Nicholson
Ms. Sandra Rusak
Ms. Alexis Vaughn
Richard B. Woodward

Absent:

Ms. Susan S. Goode
Ms. Frances Lewis

I. Report of the Chairman – Pamela Reynolds

Chairman, Pamela Reynolds, called the meeting to order at 12:00 pm and thanked everyone for coming and for attending the Strategic Planning Retreat. She welcomed Elizabeth Lowsley-Williams saying she was doing a terrific job in the Development Office. Mrs. Reynolds noted that Suzanne Mastracco was ill at home and will conference in to this meeting. The Chairman announced that the Advancement Committee meeting went very well and people are excited about it.

II. **Report of the Director – Alex Nyerges**

Alex Nyerges said the attendance at the Strategic Planning Retreat was outstanding and the Directors and Trustees filled the room which is a great sign of engagement. He said that all appeared to be on the same page with the direction of planning and the next steps have been well thought out. Nancy Raybin, Carol Amato and Carol Moon did a wonderful job making the retreat happen. Now we can put the ideas in written form. Today Carol Moon will send to all Trustees and Directors a note of thanks and a request for ideas, thoughts and recollections from the retreat so she can be sure to include them in the draft plan. An elaborate report will be distributed at the May board meeting. Mrs. Reynolds agreed that Nancy Raybin and Carol Amato did a terrific job and Altria was wonderful to host us so graciously.

III. **Report of the Foundation – Herbert A. Claiborne III**

Mr. Claiborne said the Foundation Board met on April 28 and the highlights were as follows.

The investment report, although still gloomy, showed some improvement for the quarter ended March 31, although it's odd to cheer a smaller than anticipated negative number! The investment pool returned -5.1% outperforming the benchmark that was down -8.2%. For the 12 months trailing it was down -29.2% vs. the benchmark that was -33%. While only preliminary, the April numbers showed an improvement of a positive 1.7% return for the calendar year to date. The Committee, working with Colonial Consulting, is taking a harder look at the asset allocation and will be making at least one manager change in the coming months.

The Governance Committee performed a top to bottom review of the By-laws, Conflict of Interest Statement, and Mission Statement. The revisions, including a more robust whistle blower's procedure, added to the conflict of interest statement, were adopted by the Board of Directors to make certain the Foundation is using best practices within the spirit of the Sarbanes-Oxley law and requirements contained in the new 990 tax return. The updated mission statement (distributed to the committee) is far more specific and is in parallel with that of the Museum.

Marcia Collier and Elizabeth Lowsley-Williams were introduced as the co-acting heads of Development. They presented a giving report that included a \$1 million grant from the Lettie Pate Evans Foundation to match the NEH challenge grant for Library Endowment. The Annual Fund has achieved 70% of its \$1,380,000 goal. The Trustee/Foundation Director division has achieved 73% of its \$400,000 goal. It is vital that each of us supports this important source of general operating revenue.

IV. **Government Affairs Report – David Bradley for Susan Goode, Chair**

Mr. Bradley reported that our announcement to shutter the galleries on July 1 was used as an opportunity to communicate with members of the General Assembly. There were

visits with members of the leadership and letters signed by Alex Nyerges and Pam Reynolds to every member.

In separate visits the staffs of the Senate Finance Committee and House Appropriations Committee were taken on hard hat tours and given a briefing on our progress and our intentions to shutter the galleries and concentrate on completing the pending capital outlay plans. We are working to arrange visits by the candidates running for Governor. Bob McDonnell and Brian Moran have already visited.

He concluded by saying that the Museum has been invited to appear before the House Appropriations and give a status report on the Expansion project as well as the other capital outlay projects.

At 12:22 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mr. Staelin that the meeting go into closed session under Section 2.2-3711 (A), (1), (9) and (30) of the Freedom of Information Act for discussion of a personnel matter which is not public, for discussion of matters relating to specific gifts, bequests, and grants, and for discussion of the terms and scope of the contracts for the expansion, sculpture garden and parking deck where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Museum.
Motion carried

V. **Report of the Museum Expansion Committee – Dr. Herbert A. Claiborne, Jr.** (Closed Session)

VI. **Report of the Chief Operating Officer – Carol Amato** (Closed Session)

VII. **Personnel Matters Involving Specific Employees** – (Closed Session)

At 2:25 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mrs. Reynolds and seconded by Mr. Douglass that the Committee certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution.

Motion: proposed by Mrs. Reynolds and seconded by Mr. Douglass that the Executive Committee adopt the plan to transfer \$105,941 from the Expansion budget to the Sculpture Garden budget to accommodate the shift of the Café Terrace Pool from the Expansion to the Sculpture Garden

Executive Committee Meeting Minutes
The Pauley Center Dining Room
Wednesday, 1 April 2009, 12:00 pm

There were present:

Pamela Reynolds, Chairman
Thurston R. Moore, Vice-Chairman
Mrs. Suzanne T. Mastracco, Vice-Chairman
Richard G. Tilghman, Vice-Chairman
Dr. Herbert A. Claiborne, Jr.
Mrs. Whitt W. Clement
W. Birch Douglass III
Ms. Susan S. Goode
John R. Staelin

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
Stephen D. Bonadies
David B. Bradley
Ms. Suzanne Broyles
Dr. Lee Anne Hurt
Ms. Joan W. Murphy
Robin Nicholson
Ms. Sandra Rusak
Peter M. Wagner
Richard B. Woodward

Absent:

John R. Curtis, Jr.
Ms. Frances Lewis

I. Report of the Chairman – Pamela Reynolds

Chairman, Pamela Reynolds, called the meeting to order at 12:00 pm and thanked everyone for coming. She noted that the Campaign just received a \$1 million anonymous gift and she thanked the Director, C. L. Sigmon and Mitchell Merling for the long term relationship that brought this about. Mrs. Reynolds noted that people are very excited about the expansion. Alex Nyerges added that we continue to bring people through on hard hat tours and they are always amazed at the scope of the project. He announced that the former trustees will be invited to a tour and lunch in May or June. Pete Wagner remarked that folks have been very excited and cultivation efforts on the high end are going very well.

President Reynolds noted that the Employee Action Fund is now at almost \$60,000 with our Director giving the largest contribution of all. She said that this fund is already being used and is an important way to honor Alex and the staff as we are very proud of what they do.

Mrs. Reynolds reminded the group of the April 30th Strategic Planning Retreat and said she is beginning to look at Committee assignments for next year.

II. **Report of the Director – Alex Nyerges** (Closed Session)

III. **Report of the Chief Operating Officer – Carol Amato** (Closed Session)

IV. **Report of the Museum Expansion Committee – Dr. Herbert A. Claiborne, Jr.** (Closed Session)

At 12:09 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mrs. Clement that the meeting go into closed session under Section 2.2-3711 (A), (1), (9) and (30) of the Freedom of Information Act for discussion of a personnel matter which is not public, for discussion of matters relating to specific gifts, bequests, and grants, and for discussion of the terms and scope of the contracts for the expansion, sculpture garden and parking deck where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Museum.
Motion carried

At 1:22 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Dr. Claiborne and seconded by Mrs. Clement that the Committee certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution.

Motion: proposed by Mrs. Reynolds and seconded by Ms. Goode that the Executive Committee adopt the plan outlined in closed session whereby staff members are reassigned and facilities and activities are redirected to anticipate the completion and opening of the new wing and the sculpture garden. Motion carried.

Motion: proposed by Dr. Claiborne and seconded by Mr. Tilghman that the Executive Committee approve the Museum Expansion Committee's recommendation that the \$500,000 previously authorized to be transferred

from Gallery Reinstallation to the McGlothlin Wing budget to address the issues surrounding the repair of Window W401 may be used to address other issues related to completing the project. This authorization includes additional fees for consultants, architects, engineers, inspectors, contractors, and other project related expenses approved by the VMFA Director. The Gallery Reinstallation Project budget is to be reimbursed for the actual amount expended for these costs from the proceeds of claims collected for W401 and/or from other funds identified for this purpose. Motion carried.

IV. **Government Affairs Report – Susan S. Goode**

Susan Goode reported that the Government Affairs Committee has not met since the February Board meeting. She stated that the General Assembly adjourned on February 28th adopting a budget that contained the additional \$2 million in funds to open the Expansion in fiscal year 2010. The budget also continued the \$158,513 cap on the City service charge in lieu of taxes. She explained that while no funds were appropriated, the 170 capital outlay projects were prioritized in a six year plan and our Robinson House project was ranked as a number one priority. The reconvened, or veto, session is next week, April 8th, and no problems are anticipated. Alex Nyerges and David Bradley are now making appointments to talk with key legislators, thanking them for their support and discussing plans related to the opening. She indicated that work is also underway to invite candidates running for Governor to visit the Museum for hard hat tours.

President Reynolds thanked the Staff and Trustees for their hard work in moving the Expansion forward. No other business was brought before the Committee and the meeting adjourned at 1:30 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary

Approved: _____ Date: _____
Pamela Reynolds, Chairman

Approved: _____ Date: _____
Alex Nyerges, Director

MOTION: Dr. Claiborne

MEETING: Executive Committee

SECOND: Mrs. Clement

DATE: 1 April 2009

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Executive Committee has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Executive Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Executive Committee.

VOTE

AYES: Reynolds/Moore/Mastracco/Tilghman/Claiborne, Jr./Clement/Goode/Staelin

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Douglass

ABSENT DURING MEETING: Curtis/Lewis

Suzanne Broyles
Secretary of the Museum