

Executive Committee Meeting Minutes
The Claiborne Robertson Room
Wednesday, 9 January 2013, 12:00 pm

There were present:

Thurston R. Moore, Chairman
Mrs. Suzanne T. Mastracco, Vice-Chairman
James W. McGlothlin, by phone

By Invitation:

Alex Nyerges, Director	Benjamin W. Rawles III
Ms. Kelly Armstrong	Ms. Linda Lipscomb
Stephen Bonadies	Robin Nicholson
Ms. Suzanne Broyles	Cameron O’Brion
Dr. Lee Anne Chesterfield	Ms. Fern Spencer

Absent:

Martin J. Barrington
Thomas F. Farrell II
John A. Luke, Jr.

I. Report of the Chairman – Thurston R. Moore

Chairman, Thurston Moore, called the meeting to order at 12:09 pm and welcomed the group.

II. Report of the Director – Alex Nyerges

Alex Nyerges stated that that we have had a spectacular run with *Chibuly* and we are approaching 100,000 visitors. He noted that we set the highest single month of receipts for gross sales in December 2012 for food service and the shop and we are ecstatic with that.

Mr. Nyerges reported that our Chief Educator, Della Watkins, has accepted the job of Director of the Taubman Museum in Roanoke. Although we will be sorry to see her go, this is a thrilling opportunity for Della to make her mark at a landmark arts institution in the Roanoke Valley and guide the museum to a bright and prosperous future. The Taubman Museum has long been a partner of the Virginia Museum of Fine Arts and we are already discussing exciting opportunities to share exhibitions and programs and extend the impact of both our institutions in this key region of Virginia. We will be doing everything we can to support her and the Taubman.

The Director stated that we have five good candidates for the position of Director of Audience Engagement, and Trustees and Foundation Directors have been involved in the decision making. An offer will be made by the end of the month.

The committee briefly reviewed a request from statewide partner, the Peninsula Fine Arts Center, Newport News, to review the terms of the reversionary clause relating to the building currently occupied by PFAC. The committee asked Cameron O’Brion to review

the legal documents and discuss, if necessary, with counterparts at PFAC and Christopher Newport University.

Linda Lipscomb, Deputy Director for Advancement, gave the Advancement Report showing that total year to date revenue, including membership, was \$2.57 million as of December 31 and all sources are tracking above forecast and above FY12. Ms. Lipscomb provided FYTD13 results by source of funds and revenue by designation as of December 31, 2012 saying the average unrestricted gift is \$1,230, an increase of twenty percent over FYE12. A membership update was provided showing the positive effect of the *Chibuly* exhibition. Membership outperformed expectations with \$922,655 in year to date revenue as of December 31. Revenue year to date is \$189,266 above plan for July through December and we have 34,060 members as of December 31.

Ms. Lipscomb gave an update on the Focus Series and Membership Restructure saying that participation increased by 80%, growing from 397 in May to 636 in December. The Director noted that the Affinity Group Task Force met in December and members felt the social aspect built into the program was the key for all to feel good about the Museum. Ms. Lipscomb explained that we continue to communicate and market the program to members of \$150 and above. We are focusing on upgrades from general member levels to \$150+. She noted that we survey the participants following each program to get feedback to incorporate into future events.

Fern Spencer, Chief Financial Officer, reported on attendance for *Chibuly* through Sunday, January 6th. She noted that the week between Christmas and New Year's was the second highest weekly attendance and ticket revenue to date for the exhibition. She said we are on target to exceed our original attendance goal and are now projecting 145,000 to 150,000 for the total *Chibuly* attendance.

Ms. Spencer provided the November financials to the committee and the December Food Service and Shop Comparative Statements of Revenues, Expenses, and Changes in Fund Net Assets. She remarked that she was extremely pleased with December as it was the biggest sales month ever for both the VMFA Shop and the Food Services operations.

Alex Nyerges stated that we have implemented some suggestions from the staff Communications Task Force survey. We now have a staff lounge, free coffee and mugs have been provided to employees, and a staff newsletter will be published soon. The Director has received thirty responses of thanks from staff members. He said the impact has been tremendous and we will continue our efforts to be sure progress is made. He said employees are happier than they have ever been.

Mr. Nyerges stated that middle managers and above have been meeting to create the strategic plan for fiscal year 2014. The plan will be presented to the Executive Committee at the May 1 meeting and then to the full board on June 19.

Kelly Armstrong, Advancement Committee Chair, reported that the Advancement Committee met on January 16 and included new Trustees and new Foundation Directors. She said it is challenging moving people up the ladder to higher levels and Charlotte Minor has been a great help.

At 12:40 pm the meeting went into closed session.

Motion: proposed by Mr. Moore, and seconded by Mrs. Mastracco that the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711 (A) subsections (1, 3, 6, 8 & 9) of the Code of Virginia to discuss a **personnel matter** which is not public and to discuss **real estate matters** which are not public, and to discuss the **investing of public funds** where competition or bargaining is involved, where, if made public initially, the financial interest of the Museum would be adversely affected, and to discuss and consider matters relating to specific **gifts, bequests, and fundraising activities, and grants and contracts for services to be performed**, and to discuss and consider matters relating to specific **gifts, bequests, and grants**. Motion carried.

At 1:35 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore 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.

MOTION:	Mr. Moore	MEETING:	Executive Committee
SECOND:	Mrs. Mastracco	DATE:	9 January 2013

FIRST 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/Mastracco/McGlothlin

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: Barrington/Farrell/Luke

Motion: proposed by Mr. Moore and seconded by Mr. McGlothlin that the Executive Committee agrees to exceed the Director's discretionary limit for the acquisition of artwork for a one-time auction purchase with a bid limit of \$200,000 if the Art Acquisitions Sub-Committee agrees to the purchase after being canvassed in writing. Motion carried.

Motion: proposed by Mr. Moore and seconded by Mrs. Mastracco that the Executive Committee approves the amendment to the Director's employment contract to convert the non-taxable housing benefit to a cash housing benefit as discussed in closed session. Motion carried.

III. Meeting Adjourned

No other business was brought before the Committee and the meeting adjourned at 1:40 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary

Approved: _____ Date: _____
Thurston R. Moore, Chairman

Approved: _____ Date: _____
Alex Nyerges, Director