

Executive Committee Meeting Minutes
The Pauley Center Dining Room
Wednesday, 31 March 2010, 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.
John R. Curtis, Jr.
W. Birch Douglass III
Ms. Susan S. Goode
Ms. Frances Lewis

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:

Martin J. Barrington
John A. Luke, Jr.

I. Report of the Chairman – Pamela Reynolds

Chairman, Pamela Reynolds, called the meeting to order at 12:20 pm, and welcomed everyone. She shared that last evening, Marty Barrington and the Senior Team from Altria came to view the expansion and were very excited by what they saw. She reported that Alex Nyerges gave a masterful Hard Hat Tour for the group and Robin Nicholson showed a presentation on the upcoming exhibitions Altria will fund. President Reynolds thanked the staff involved.

Mrs. Reynolds felt that it would be wonderful to give VMFA employees an excellence award for all their hard work on the expansion and the committee agreed. A letter will be

sent to both boards soliciting funds for this purpose. It was thought that the \$15,000 remaining in the Employee Action Fund could be used and an additional \$20,000 would be necessary to fund the award.

President Reynolds called on Alexis Vaughn who announced the hiring of Greg Haley, the new chef for Amuse, the Museum's new restaurant. Ms. Vaughn said that we are very excited to have him on staff.

II. Report of the Director – Alex Nyerges

Alex Nyerges reported on two key, top management appointments as a result of reorganization. Stephen Bonadies has accepted the position of Chief Collections and Facilities Management Officer and Robin Nicholson has accepted the position of Chief Art and Education Officer. Stephen's new division currently includes the departments of Conservation, Exhibition Design and Production, Photography, Photo Resources, and Registration. We will be adding the departments of Building and Grounds, Information Technology, and Security to his responsibilities. Robin becomes responsible for the Curatorial, Education, Exhibitions, Library, and Statewide departments.

The Director noted that he will be sharing the job description for the Chief Financial Officer position with both the Museum and Foundation boards soon. He said a search firm will assist in the job search which will begin by the end of June. The search should take about six months and the candidate should be on board by the end of the year. Then the transition process will begin.

The Director announced that Tina Stoneburner, The Council President, invites all trustees to attend their May 10, 2010 Council Lecture at 11:00am. The guest speaker will be Ms. Alice Cooney Frelinghuysen, Decorative Arts Curator at The Metropolitan Museum of Art.

Alex Nyerges called on Carol Amato to discuss the Strategic Plan implementation. Ms. Amato reported that last Friday she, the Director and Trustee John Staelin, met with Marty Barrington and Katie Fessler of Altria to discuss integrating the organization's implementation of the Plan. In May, after the opening, museum staff, working with Mr. Barrington, Strategic Plan Oversight Chair, will finalize the dashboard and populate it with performance numbers for review at the May Board meeting. The performance measures and dashboard will be in place beginning on July 1 and FY 11 will be the baseline year for these metrics. Ms. Amato noted that we need to link initiatives to the Plan's goals and select an automated program management system for use in tracking and reporting progress in achieving our strategic goals. Altria's Katie Fessler and Ms. Amato have met to discuss program management and reporting systems. President Reynolds announced that Strategic Plan implementation will be the topic of discussion at the May annual Board meeting.

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

Herbert Claiborne reported that the Foundation's Investment Subcommittee met last Friday to interview four candidates for the Foundation's investment consultant. He

indicated that ten to eleven proposals were received in response to a request for proposal. Those responses were narrowed down to five including the current consultant. The sub-committee is continuing its deliberations and a final decision could come as soon as the April 27th meeting of the Board of Directors.

Nancy Parsons, Deputy Director of Development, reported that since February, an additional \$550,000 has been raised for the Top Ten Campaign which now totals \$20,726,847.00. She thanked Bill and Janie Armfield, Lang Christian, Ivan Jecklin and Allison Weinstein, Marshall Morton and the Nyerges family for their new contributions totaling over \$500,000. She noted that the Armfields gave their gift in honor of Pam Reynolds.

Ms. Parsons reported over \$18 million in outstanding solicitations for Top Ten, and hopes to reach \$30 million by late summer. She is currently focusing on soliciting Trustees and Directors, striving for 100% participation by our two boards. As for the annual fund, she reported raising \$965,000 towards the goal of \$1.5 million for FY 2009-2010 and said that is \$114,000 over last year at this time. A new brochure with the revised annual fund and membership levels approved by both boards will be available by May 1st. The direct mail campaign projected to yield 840 new memberships has resulted in 1,800 new memberships to date. The current number of memberships is now 9,400, up from 7,103 last September. A second direct mail campaign was mailed on March 29th and if it replicates the first mailing's response rate, the Museum will gain approximately 2,000 new memberships. The goal by June 30, 2010 is 15,000 and she expects 3,000 new memberships from conversion of visitors to members when the Museum opens in May.

IV. Report of the Government Affairs Committee – Susan S. Goode, Chair

Susan Goode reported that the General Assembly adjourned on March 14 and we all breathed a collective sigh of relief that no further cuts were enacted. A memo from the Director was sent to the two boards on March 15, advising that the budget adopted was essentially the one introduced by Governor Kaine. There were some general government issues adopted that will impact all state employees that are, in some ways, more beneficial to them than in the Governor's introduced budget. Needless to say, things could have been far worse and we are fortunate to have had people behind the scenes that understood the Museum's special situation needing to open on May 1 to generate additional non-general funds. Ms. Goode then thanked those present for their help.

At 1:00 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mr. Tilghman that the meeting go into closed session under Section 2.2-3711 (A), (3), (8), (9) and (29) of the Freedom of Information Act
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 contracts for services to be performed, and
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 2:44 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.

Motion: proposed by Mr. Moore and seconded by Mr. Curtis that the Museum is unwilling to execute the lease for the Pelham Chapel as last proposed by the Secretary of Administration. Motion carried unanimously.

Motion: proposed by Mr. Moore and seconded by Mrs. Goode that the Museum is opposed to flying the Confederate Battle Flag or any of its derivatives on the Museum property. Motion carried unanimously.

Motion: proposed by Mr. Douglass and seconded by Mr. Tilghman that the budget for the proposed special exhibition described by Robin Nicholson be approved as presented in closed session. Motion carried.

No other business was brought before the Committee and the meeting adjourned at 2:46 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary

Approved: _____ Date: _____
Pamela Reynolds, Chairman

Approved: _____ Date: _____
Alex Nyerges, Director

MOTION: Mrs. Reynolds MEETING: Executive Committee
SECOND: Mrs. Mastracco DATE: 31 March 2010

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/Mastraccco/Tilghman/Barrington/Claiborne, Jr./Curtis/Douglass/Goode

NAYS: None

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

ABSENT DURING VOTE: Lewis

ABSENT DURING MEETING: Barrington/Luke

Suzanne Broyles
Secretary of the Museum