

Date: _____ Approved: _____

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Meeting of the Board of Trustees
Thursday, 18 February 2010, 12:30 pm
The Marble Hall

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

There were present:

Pamela Reynolds, President
Thurston R. Moore, Vice-President
Mrs. Suzanne T. Mastracco, Statewide Vice-President

Karen C. Abramson
John B. Adams, Jr.
Alfonso L. Carney, Jr.
James C. Cherry
Mrs. Whitt W. Clement
Mrs. Louise B. Cochrane
John R. Curtis, Jr.
W. Birch Douglass III
Thomas F. Farrell II
Dr. Elizabeth A. Fisher
Cynthia Kerr Fralin
Susan S. Goode
Grant H. Griswold
Dr. Elizabeth F. Harris
Ms. Carolyn Hsu-Balcer
Ivan P. Jecklin
Mrs. Jane Joel Knox
Ms. Frances A. Lewis
Mrs. Barbara-lyn B. Morris
Mrs. Stanley F. Pauley
John R. Staelin
Dr. Shantaram K. Talegaonkar
Ms. Mary F. White

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
David B. Bradley
Ms. Suzanne Broyles
Dr. Lee Ann Chesterfield
Dr. Herbert A. Claiborne, Jr.
Herbert A. Claiborne III
Dr. Joseph M. Dye III

Secretary of Education, Gerard Robinson
Ms. Katie Merritt
Ms. Jenna Mosman
Ms. Joan W. Murphy
Robin Nicholson
Ms. Nancy Parsons
Ms. Tina Stoneburner
Robert Tarren
Ms. Alexis Vaughn
Ms. Della Watkins
Richard B. Woodward

Absent:

Richard G. Tilghman, Vice-President
Martin J. Barrington
John A. Luke, Jr.
Steven A. Markel
James W. McGlothlin
Agustin Rodriguez
Michael J. Schewel
Dr. Alvin J. Schexnider
Ranjit K. Sen

I. CALL TO ORDER

The President, Pamela Reynolds, called the meeting to order at 12:33 pm and welcomed everyone. She noted that it is exciting to think that the next meeting of the Board will be held in the new Robertson Claiborne Board Room in the McGlothlin Wing. She thanked Richard Woodward and Dr. Claiborne for all their hard work on the 127 Museum Expansion Committee meetings held over the years. This was met with a round of applause for both. Mrs. Reynolds welcomed ex-officio trustee, Mayor Dwight C. Jones, for honoring us today by joining us, showing his commitment to community involvement.

II. MINUTES

Motion: proposed by Mrs. Reynolds, seconded by Mr. Carney that the Minutes of the last meeting of the Full Board of Trustees held on the 20th of January 2010 be approved as distributed on the 9th of February 2010. Motion carried.

III. REPORT OF THE DIRECTOR – Alex Nyerges

Alex Nyerges reported that the reorganization is proceeding along nicely and interviews for the new top Division Head positions are taking place. The open positions are for the heads of Collection and Facility Management Services, and Art and Education Programs. Interview panels consist of people from both in house and out of house. It was noted that Sandra Rusak retired at the end of December and Dr. Joseph Dye will retire soon. The Director explained that an additional layer of security has been added to the Museum. Armed conservators of the peace will be in the galleries for the protection of visitors and the collection.

Mr. Nyerges indicated that Al magazines are in the meeting folders. This art magazine of Southwest Virginia has an insert highlighting VMFA's expanding statewide efforts. The Director called on Bob Tarren, Director of Marketing, to present the exciting new marketing plan for the grand opening. Mr. Tarren touched on the four primary parts of the plan, the website, the grand opening marketing campaign, the Tiffany opening marketing campaign, and the DC Metro campaign. The trustees were very impressed with the campaign and John Adams of The Martin Agency said this was one of the best advertising campaigns he has seen. President Reynolds thanked Mr. Tarren and Ms. Vaughn for their hard work on the plan.

IV. REPORT OF THE CHIEF OPERATING OFFICER - Carol Amato

Carol Amato gave the Fiscal Oversight Committee report as requested by Thurston Moore, Chairman of the Committee. She explained that a third revised budget was in the meeting folders for board approval today and went on to review the changes in this revised budget from the budget approved in November. Several of the figures are one-time revenues and expenses and she commented that the revised budget includes the addition of the exhibitions as well as the expansion in days and hours that the Museum would be open to the public.

Motion: proposed by Mrs. Reynolds and seconded by Mr. Carney that the board approve the revised Fiscal Year 2010 Operating Budget as presented. Motion carried.

Ms. Amato then reviewed the progress of the Government Affairs Committee as requested by Susan Goode, Chairman of the Committee. Carol Amato announced that yesterday the Committee had a complete briefing on the Governor's budget recommendations. We were concerned by the impact of another 5% cut and furloughs for our employees, but were in general agreement that Governor McDonnell had recognized our need to open on time and start generating additional revenues. The House and the Senate will also draft a budget so the Governor's budget could be changed by the General Assembly in the days ahead. Ms. Amato said we are grateful to the Governor for his consideration of our various requests.

V. REMARKS OF THE SECRETARY OF EDUCATION – Gerard Robinson

Secretary of Education, Gerard Robinson, arrived and said he was pleased to be here on behalf of Governor Robert McDonnell. He explained that he became interested in art while traveling in Germany and visiting museums there and in other countries around the world. He noted that his wife was a native of the Richmond area and they are pleased to be returning here. The Secretary said he plans to spend more time at the Museum as we were on Dr. Morris' short list of agencies that he enjoyed working with the most. Secretary Robinson added that he looks forward to working with us during the next four years. Alex Nyerges responded that we appreciate all his support and the Governor's support, and asked that he let us know what we can do to support him on the education side.

VI. REPORT OF DEVELOPMENT – Nancy H. Parsons, Deputy Director

Nancy Parsons noted that the Top Ten campaign goal is to raise \$60 million by June 1, 2012 (\$35 million for the building and gallery installation, and \$25 million for endowment.)

She announced that the June 30, 2010 goal of \$20 million has already been exceeded and thanked the many people present who made this possible. She asked the others to consider making a Top Ten gift. Ms. Parsons is hoping to get to \$30 million by the summer as this would be half way to the goal and the campaign could then be publically announced. She pointed out three very extraordinary gifts, Dominion Resources \$1.25 million, MeadWestvaco \$1 million, and Frank RAYSOR who pledged a \$3.1 million bequest and his collection of over 10,000 prints, paintings, sculpture, and art books.

Nancy Parsons gave an Annual Fund update saying we have currently raised over \$800,000. She introduced Katie Merritt, the Manager of the Annual Fund, and asked trustees to give generously as we are trying for 100% participation from VMFA Trustees and Foundation Directors. Ms. Parsons also introduced Jenna Mosman, Director of Membership, who has been working with the direct mail company, Lukens Corporation, hired to handle the Membership mailing. Nancy Parsons reviewed the new membership rate structure with the group explaining that the Resource Development Committee unanimously approved the new rate structure at their meeting yesterday. After some discussion the following motion was presented.

Motion: proposed by Mrs. Reynolds and seconded by Mrs. Mastracco that the board approve the new membership rate structure as presented. Motion carried.

VII. COMMITTEE REPORTS

a. Resource Development Committee – W. Birch Douglass III, Chair

Birch Douglass remarked that yesterday the Resource Development Committee met and after approving the new membership rate structure, discussed possible benefits to be given at particular membership levels. It was thought that intangible benefits would be best, for example, priority parking or restaurant reservations. These would have no cost for the Museum and lead to greater participation at higher giving levels. Della Watkins reported on the challenges of funding educational programs. Robin Nicholson gave an update on the 75th Anniversary statewide traveling exhibitions.

b. Education and Statewide Partnerships Committee – Suzanne T. Mastracco, Co-Chair

Suzanne Mastracco reported that at yesterday's meeting Celeste Fetta, Manager of Adult and Higher Education, told of creating a tour of thirty Tiffany windows across Virginia that are publically accessible for all to enjoy. The list of the window locations is on page 9 of the January/February myVMFA magazine and will be posted on the new VMFA website with podcasts of detailed information on selected sites. Della Watkins spoke of funding challenges for the educational programs included in the VMFA Strategic Plan and presented her list of Top Ten Education Funding needs (appended to these minutes.) Ms. Mastracco challenged the staff and trustees to find a way to fund these needed programs so that we can carry out the educational goals of our Strategic Plan. She noted that a list of funding needs is in the meeting folders. Alex Nyerges commented that these are realistic program needs that will serve children and adults across Richmond and Virginia.

VIII. BOARD MEETING DISCUSSION – Pamela Reynolds, President

President Reynolds summarized the trustee responses to her survey questions regarding changing the board meetings. She announced that there is a general feeling that members would be happy to serve on only one committee if the choice of committee would be theirs. The Executive and Nominating Committees would not be considered a second committee. The members would like to move toward a consent agenda in the sense that many committee reports would be written instead of presented orally if no action was needed by the full board. The Art Acquisitions Committee will always need to bring its recommendations to the board for approval. It was noted that holding advance committee meetings would not work in view of the public place requirement and other formalities required by state boards. Trustees felt that generally the meetings were handled well and most would like to hear reports from staff members if they were substantive. Therefore Mrs. Reynolds concluded that to streamline the full board meetings, the first part of the meeting will be devoted to reports needing board action and the second part will be for board discussion so members can voice their opinions.

Thurston Moore thanked the board for their input, noted that time is valuable, and thanked the President for her insight. Mr. Moore remarked that we all love the Museum and its collection and we will be thinking of ways to maximize those attributes keeping your opinions in mind. Alex Nyerges added that we support any and all changes.

IX. CLOSED SESSION REPORTS

At 1:35 pm the meeting went into closed session for the Art Acquisitions Committee and the Museum Expansion Committee reports.

Motion: proposed by Mr. Curtis, seconded by Mrs. Goode that the meeting go into closed session under Section 2.2-3711(A) (6), (8), (9) and (30) of the Freedom of Information Act
 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 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 2:00 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Curtis and seconded by Mr. Adams, that the Board certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution distributed and appended to these minutes. Motion carried.

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

Motion: proposed by Mr. Curtis and seconded by Mr. Carney that the Board ratify the recommendation the Art Acquisitions Committee made in yesterday's meeting to approve the following purchases for the amounts and funds specified:

1. Pio Fedi (Viterbo 1825- Florence 1892), The Sacrifice of Polyxena, ca. 1855, plaster study, 33 x 17 1/4 x 18 1/2", for a price of \$250,000, from the Deaccession Funds; Vendor: Charles Janoray, NY, NY
2. Unknown artisan, Mirror with Three-light Sconce, ca. 1800-1820 (American, possibly Eastern Massachusetts), eastern white pine (*pinus strobus*), gessoed and gilded; iron wire with gilded plaster ornament, gilt-brass candleholders; mirrored plate, 54 1/2 x 26 x 10-7/8", for a price of \$150,000, from The J. Harwood and Louise B. Cochrane Fund for American Art; Vendor: Hirsch & Adler Galleries, Inc., New York, NY
3. Bessie Potter Vonnoh (American, 1872-1955), Mother and Child (also known as Mother and Babe), 1902, bronze, 10-7/8 x 8 x 9 1/2", for a price of \$30,000 (\$33,000 Insurance Value), from The J. Harwood and Louise B. Cochrane Fund for American Art; Vendor: Alexander Reeves Fine Art, Richmond, VA
4. Philip Evergood (American, 1901-1973), Street Corner, 1936, oil on canvas mounted to board, 30 x 55", for a price of \$819,000 (\$1,000,000 original asking price); \$400,000 due 2/2010; \$419,000 due 8/2010, from The J. Harwood and Louise B. Cochrane Fund for American Art; Vendor: Alexandre Gallery/Alexandre Fine Art, Inc., New York, NY

and acceptance with gratitude of the following gift considerations:

1. Joseph Clarico (American (Norfolk, Va.), d. 1828), Set of Six Table Spoons, "Fiddle Pattern", ca. 1815–20, coin silver, 9" long
Joseph Moseley Freeman (American (Norfolk, Va.), 1806–1882), Set of Six Dinner Forks, ca. 1850, coin silver, 7 1/4" long; Donor: Suzanne Freeman, Richmond, VA
2. Fifty pieces of 18th- and 19th-century English silver from the Gans collection [to be considered *in absentia*]; Donor: Rita Gans, New York

and the deaccessioning of the following:

(the Art Acquisitions Committee is voting to recommend deaccessioning and the Full Board is voting to approve the deaccessioning of.)

1. Two portraits by Dominic W. Bouhet: George Mason and Ann Elbeck Mason (37.22.1.-2), and transferring ownership to Gunston Hall, Mason Neck, Virginia.

and the accessioning of the following:

1. Four pieces of Knoll furniture purchased by the Museum in the 1950s.
 - a. Florence Knoll (American, b. 1917), Structural T Table #306, ca. 1954, steel, wood, 16 x 45 x 22 1/2"
 - b. Jens Risom (Danish (active in U.S.), b. 1916), Upholstered Chair #21, designed 1941, made ca. 1954, birchwood, upholstery, 30 3/4 x 23 3/4 x 30 1/2"
 - c. Andre Dupre (French, dates unknown), Stacking Chair #130, designed 1947, made ca. 1954, chrome-plated tubular steel, vinyl cord, 31 3/4 x 19 7/8 x 21 3/4"
 - d. Mies van der Rohe (German (active in U.S.), 1886-1969), Barcelona Chair, designed 1929, made ca. 1954, chrome, leather, 29 x 30 x 21 1/2"

Motion carried

X. NOMINATING REPORT- Mary F. White, Acting Chair

Mary White reported that as we work toward our grand opening and in preparation for our Top Ten status, President Reynolds felt it would be a good idea to elect a "President-elect" as provided for in the bylaws. Trustees were polled for names and one name was unanimously suggested. The Nominating Committee met in January and Mrs. White said it is with great pleasure that she now brings you the name of Thurston Moore. The following motion was presented.

Motion: proposed by Mrs. White and seconded by Mrs. Reynolds that Thurston Moore be elected President-elect. The motion carried unanimously.

Mr. Moore remarked that it was an honor and a privilege to be selected as President-elect and he looks forward to working more closely with all the trustees and staff.

XI. ART MOMENT – Alex Nyerges

Mr. Nyerges gave a PowerPoint presentation on the Worsham Rockefeller room and told the interesting story of Arabella Worsham's life. He then took the trustees into the gallery where conservators were working on restoring the pieces of the room for assembly before the grand opening of the McGlothlin Wing.

XII. OTHER BUSINESS/ADJOURNMENT

There being no further business brought before the board, President Reynolds adjourned the meeting at 2:12 pm.

Suzanne Broyles, Secretary of the Museum

MOTION: Mr. Curtis
SECOND: Mr. Adams

MEETING: Board of Trustees
DATE: 18 February 2010

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Full Board of Trustees 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 Board that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Full Board of Trustees 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 Full Board of Trustees.

VOTE

AYES: Reynolds/Moore/Mastracco/Abramson/Adams/Carney/Cherry/Clement
Cochrane/Curtis/Douglass/Farrell/Fisher/Fralin/Goode/Griswold/Harris/Hsu-
Balcer/Jecklin/Knox/Lewis/Morris/Pauley/Staelin/Talegaonkar/White

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: Tilghman/Barrington/Luke/Markel/McGlothlin/Rodriguez
Schewel/Schexnider/Sen

Suzanne Broyles, Secretary of the Museum

**VMFA Education and Statewide Partnerships Division
Funding Needs FY 2010-2011**
February 18, 2010

School and Family

\$110,000	<i>Art on the Spot</i> , Richmond and Statewide, 3 pt instructors
\$22,000	<i>Young @ Art</i> Preschool Outreach and Campus Programs
\$42,000	6 Family Days (ages 2-12 with parents)
\$15,000	<i>Art in Action</i> K-5th grades, tour and studio class program
<u>\$35,000</u>	<u>Teacher Institutes, Richmond and Statewide</u>
\$224,000 = \$4 million endowment	

Adult Programs

\$35,000	Gallery Programs
<u>\$65,000</u>	<u>Adult Art and Art History Lectures, Classes, Film, Events</u>
\$100,000 = \$2 million endowment	

New Initiatives

\$40,000	Senior Outreach
\$20,000	<i>Artlinks</i> (Program for people with Alzheimer's)
\$20,000	Young Professionals Programs
\$12,000	Docent Recruitment, Training, and Engagement
<u>\$8,000</u>	<u>Programming in new Sculpture Garden</u>
\$100,000 = \$2 million endowment	

To fully endow and name Education and Statewide Partnerships Programming (preschool – seniors) = \$8 million

(Note: \$1 million endowment provides \$50,000 income annually.)