

Executive Committee Meeting Minutes
The Claiborne Robertson Room
Tuesday, 21 January 2014, 12:00 pm

There were present:
William A. Royall, Jr., President
John A. Luke, Jr.
Thurston R. Moore

By Invitation:
Alex Nyerges, Director
Stephen Bonadies
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Ms. Anne Kenny-Urban
Robin Nicholson
Benjamin W. Rawles III, by phone
Ms. Jayne Shaw

Absent:
Martin J. Barrington
Thomas F. Farrell II
Susan S. Goode
James W. McGlothlin

I. Report of the President – William A. Royall, Jr.

President, William A. Royall, Jr., called the meeting to order at 12:12 pm, and welcomed the group. He distributed a draft of his Trustee Committee Assignments and noted the new committee chairs. He asked the group to review the document and contact him with any concerns. He hopes to inform the Trustees before March. President Royall reported that Ben Rawles suggested the non-voting Foundation members listed in bold on the committee lists and those members will be invited to attend the Full Board quarterly lunch meetings.

President Royall asked that there be one staff person to collect all VMFA's non-financial data for example technology, exhibitions, and label information.

II. Minutes – William A. Royall, Jr.

Motion: proposed by Mr. Royall and seconded by Mr. Luke that the minutes of the last meeting of the Executive Committee held on the 11th of November be approved as distributed on the 16th of December 2013. Motion carried.

III. Report of the Foundation – Benjamin W. Rawles III

President Rawles reported that the Foundation Investment Committee is moving forward with the bond refinancing and they are hoping to work on it after the Full Board delegates

that responsibility to the Foundation Executive Committee. He announced the Foundation's new committee chairs: Vance Spilman will chair Governance & Audit, Andy Lewis will chair Budget & Compensation, and Lilo Ukrop will serve as Vice-Chair of Budget & Compensation. Mr. Rawles mentioned that Foundation Board members are being asked to engage with VMFA staff members such as curators to increase their involvement. President Royall added that he and President Rawles will be appointing some Trustees to serve on Foundation Committees.

IV. Report of the Director – Alex Nyerges

Alex Nyerges announced that we are at the mid-year point and Strategic Planning is in fine order as reported at the December Full Board meeting. He explained that we are ahead of the game on the Development side and are very pleased that all is good. Mr. Nyerges said he and Bill Royall have strategized on the Division Head Search and they have eliminated many hurdles to bringing the top candidate into the fold. Progress is being made and they are more optimistic.

Jayne Shaw provided the Advancement Revenue Summary Report as of December 31, 2013 which showed unrestricted fundraising was in good shape. Leadership Level Upgrade goals were distributed and she said we are well on our way as everyone has renewed at the levels hoped for. Ms. Shaw showed a list of Commonwealth Society members and discussed confidential institutional proposals and solicitations between July 1 and December 31, 2013.

Anne Kenny Urban remarked that we are half way through the year and we are on target with no surprises. We are moving to then the year in the black. She provided the comparative statement of revenues, expenditures, and changes in fund balance – budget and actual for the month ending December 31, 2013 and 2012 for Museum Operations, Food Service Operations, and the Museum Shop. She noted that Hollywood Costume attendance will be above forecast and it is helping to draw strong sales in memberships. John Luke indicated there were many good ambassadors working at the VMFA Stony Point shop. Their sales goal was a very ambitious \$450,000 for December and they hit \$456,000. The shop encouraged people to attend the Hollywood Costume exhibition also. President Royall asked if that was the best mall to have the temporary shop in next year and the point was discussed by those present. Anne Kenny-Urban was thanked for her good work.

Stephen Bonadies reported that our procedures worked well when the sprinkler system developed a water leak and ceiling collapse in the vestibule of the main entrance. President Royall asked that the Executive Committee be notified immediately when something like this happens. A list of who should be notified by a group text will be created.

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

Motion: proposed by Mr. Royall, and seconded by Mr. Moore that the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711 (A) subsections (1) of the Code of Virginia to discuss a **personnel matter** which is not public. Motion carried.

At 1:09 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall and seconded by Mr. Luke 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. Royall MEETING: Executive Committee
SECOND: Mr. Luke DATE: 21 January 2014

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: Royall/Lukee/Moore
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/Goode/McGlothlin

V. Meeting Adjourned

No other business was brought before the Committee and the meeting adjourned at 1:10 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary

Approved: _____ Date: _____
William A. Royall, Jr., President

Approved: _____ Date: _____
Alex Nyerges, Director