

Date: \_\_\_\_\_ Approved: \_\_\_\_\_

Governance Task Force Minutes  
Theater Level Conference Room #2  
Friday, 1 February 2013, 8:00 am

There were present:  
John A. Luke, Jr., Chair  
Ms. Kelly B. Armstrong  
Terrell Luck Harrigan  
Michael J. Schewel  
Thurston R. Moore, Ex-officio

By Invitation:  
Alex Nyerges, Director  
Ms. Suzanne Broyles

Absent:  
Benjamin W. Rawles III

**I. Call to Order – John A. Luke, Jr., Chair**

Chairman, John Luke, called the meeting to order at 8:14 am, and welcomed the group.

**II. Introduction**

John Luke thanked members for coming today and said the Task Force was created by President Thurston Moore to address a broad range of governance issues. We need to look at the committee structure and enhance the qualities, refresh what each committee does, look at ways to meaningfully enhance ways to engage the board and consider board succession and development.

**III. Review Committee Purpose and Timeline for Assignment**

John Luke indicated that the timeline will be between now and the June 19<sup>th</sup> board meeting as Thurston Moore concludes his term as board President. We will invite engagement with Thurston's successor. Mr. Luke explained that the Board has done committee restructuring work periodically over time. The committees are not state required; they have changed over the years. The results of the Trustee survey taken in April 2012 showed that board members felt involved and all was very good. The October 2012 retreat brought great engagement and enthusiasm and got people thinking more creatively. This Task Force will look at the governance structure, review the proposed guidelines for future board members, and come up with ways to create a greater degree of Trustee engagement. State funding decreases each year so Trustee involvement is critical.

#### IV. Consider Ideas to Enhance Trustee Engagement

President Moore said this is a large and diverse board and we need to replicate the feeling of enthusiasm and interest created by the October retreat. He expressed some thoughts on how this could be accomplished, perhaps by changing the committee structure, size, agendas or meeting times, and by improving the flow of communication. Mr. Luke explained that to keep the trustee retreat momentum going you would think you need to hold more retreats. However, if they are not planned well, if they are not rich and engaging, they become mundane as well.

John Luke noted that having an Executive Committee, creates a sense of having a special class of Trustees, so providing greater transparency of the work that they do in between the quarterly meetings is necessary. He felt that studying the committee charters, membership mix, and recent agendas to see if they should change or if other committees are needed would be helpful. He said a nominating committee might be a logical progression and added that the Fiscal Oversight Committee has used informal sub-committees for critical issues. It was thought that we might need more opportunities for discussion on subjects such as exhibitions during the Trustee meetings.

The chair asked the Task Force members for their input. Terrell Harrigan felt that more information needs to be given at the orientations which are one-on-one meetings with the Director and the Deputy Director of Advancement. A Trustee Handbook will be published online and that information will be sent to Ms. Harrigan. Checking back with new trustees for any questions after serving two months on the board was suggested. This year new trustees and directors were invited to attend the Advancement committee meeting and Ms. Harrigan found that built a sense of camaraderie.

Michael Schewel has found that board members feel engaged by having their views solicited and they like being asked to accomplish tasks. Mr. Luke agreed, citing the Marketing Task Force of the Fiscal Oversight Committee that Bill Royall and Satya Rangarajan have been working on. It was thought that having curators and staff periodically contact trustees who have interests in their areas of expertise would be good. Thurston Moore said he gets many comments that trustees want to see more of our talented staff. Alex Nyerges said we can offer trustees one-on-one tours of each new exhibition to encourage such interaction. If Board members feel more involved, they are more likely to contribute.

#### V. Board Succession and Development

Thurston Moore mentioned that better quality names and more names are needed to submit to the Governor by April 30<sup>th</sup> of each year. On June 30<sup>th</sup> we have one person retiring from the board and six who can be reappointed. Also one opening is left from the death of Trustee Ranjit Sen. Mr. Moore noted that we need to submit 12-15 names this time as the Governor might think he has eight vacancies to fill. It would be helpful to broaden the scope of names people come up with between now and April.

The Executive Committee will be asked if they have some names this round. Making trustee orientation more meaningful and explaining clearly the development, financial, and fiduciary expectations of a VMFA Trustee is a priority. The Director was pleased that all the new Trustees this year have joined at high membership levels. The goal is for both Boards to feel engaged so the institution will be more effectively served by members of both Boards.

Kelly Armstrong asked if the Board of Trustees had a strategic planning committee and Mr. Moore advised her that Trustee Marty Barrington was leading the strategic plan oversight which provides the Dashboard reviewed at each quarterly Trustee meeting. Mr. Luke agreed that that was an orderly, thoughtful way of showing the Board strategic progress. President Moore remarked that surprisingly, the Dashboard has not worked to engage trustees and Mr. Luke added we need to determine how to make that connection with the Board.

Task Force members discussed traveling to other museums to learn how other boards handled their challenges. The Director noted that in the past the Board has traveled to our partners' locations across the state to hold the quarterly board meetings, and this was beneficial.

## **VI. Define Plan to Complete Assignment**

Mr. Luke asked the task force members to think about updates for the guidelines for the consideration of prospective trustees document distributed. Mr. Luke said he has two thoughts about nominations, getting the process right including making the matrix, and revisiting the guidelines. He asked the members to reflect on the guidelines to come up with enhancements, and think about names of people we know in our communities and across the state who would be good Board candidates.

To complete the Task Force's assignment, John Luke wants the group to conduct a review of Trustee governance, come up with a refreshed view of trustee committees in the context of the institution's priorities, and be sure we have the right mix of standing committees and ad hoc task forces. And finally, develop a robust list of ways to engage trustees more meaningfully on an ongoing basis through committee and sub-committee work.

John Luke asked Terrell Harrigan to create a trustee skills matrix to see what skills are needed on the Board and to catalogue some of her orientation thoughts. He asked Kelly Armstrong to think of ways she can engage her Advancement Committee members more effectively regarding the strategic plan. Mr. Schewel was given the assignment of reviewing the Trustee Committee charters. Suzanne Broyles will add current committee assignments to the trustee term expiration document and list the suggested ways to engage Trustees.

## VII. Other Business/Adjournment

Chairman John Luke noted that a lot was covered in today's meeting and he will get back to the group with dates for future monthly meetings. No other business was brought before the Task Force and the meeting adjourned at 10:10 am.

Suzanne Broyles  
Secretary of the Museum

### List of suggested ways to engage Trustees:

- Change the committee structure, size, agendas or meeting times, and improve the flow of communication.
- Provide greater transparency of the work the Executive Committee does in between the quarterly meetings.
- Provide more opportunities for discussion during the Trustee meetings on subjects such as exhibitions.
- Provide more information at the new Trustee orientations.
- Review the VMFA website with Trustees so they know all that we offer online and how to use it to find Trustee minutes, upcoming meetings, lectures, tickets, etc.
- Require members to serve on the Fiscal Oversight Committee their first year so that they are aware of VMFA's financial challenges.
- Continue to invite new trustees and directors to attend the Advancement committee meeting to build a sense of camaraderie.
- Have curators and staff periodically contact trustees who have interests in their areas of expertise/offer Trustees one-on-one tours of each new exhibition.
- Determine ways to make the Board connect with the Strategic Plan.
- Travel to other museums to learn how other boards handled their challenges.