

Date: _____ Approved: _____

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Meeting of the Board of Trustees
Thursday, 13 December 2012, 1:00 pm
The Claiborne Robertson Room

Presiding: Thurston R. Moore, President
Secretary: Ms. Suzanne Broyles

There were present:

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

Karen C. Abramson
Martin J. Barrington
Mary Anne Carlson
James C. Cherry
Mrs. Whitt W. Clement
Mrs. Louise B. Cochrane
W. Birch Douglass III
Cynthia Kerr Fralin
Richard B. Gilliam
Susan S. Goode
Ms. Margaret N. Gottwald
John H. Hager
Terrell Luck Harrigan
Dr. Elizabeth F. Harris
Ivan P. Jecklin
Marlene A. Malek
Steven A. Markel
James W. McGlothlin
Satya Rangarajan
William A. Royall, Jr.
Michael J. Schewel
Charles H. Seilheimer, Jr.
Dr. Lindley T. Smith
John R. Staelin

By Invitation:

Alex Nyerges, Director
Ms. Kelly B. Armstrong
Stephen D. Bonadies
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Ms. Anne Kenny-Urban
Ms. Linda Lipscomb
Dr. Mitchell Merling
Robin Nicholson
Cameron O'Brien
Ms. Mary Ann Peppiatt
Ms. Jayne Shaw

Ms. Fern Spencer
Ms. Sylvia Yount

Absent:

G. Moffett Cochran
Michael M. Connors
Thomas F. Farrell II
Mrs. Jane Joel Knox
H. Eugene Lockhart, Jr.
John A. Luke, Jr.
Ms. Deborah H. Quillen
Dr. Shantaram K. Talegaonkar

I. CALL TO ORDER

The President, Thurston R. Moore, called the meeting to order at 1:20 pm and was pleased to see that there were many Trustees present. President Moore announced that the next quarterly meeting will be held on March 20 with a sneak peek cocktail event that evening. (This has since been moved to March 19.) He said the retreat action items will be addressed later on in this meeting. He has established a Strategic Plan Task Force chaired by Marty Barrington to set a time line for creating the 2015 Strategic Plan. Mr. Moore has also created a Governance Task Force to determine ways to better engage trustees, succession planning and to fill future vacancies on the Board. He has appointed John Luke to chair this task force and added Mike Schewel, Terrell Harrington, Ben Rawles and Kelly Armstrong as task force members.

II. MINUTES

Motion: proposed by Mr. Moore, seconded by Mr. Schewel that the Minutes of the last meeting of the Full Board of Trustees held on the 19th of September 2012 be approved as distributed on the 19th of November 2012. Motion carried.

III. REPORT OF THE DIRECTOR – Alex Nyerges

Alex Nyerges announced that the Governor approved a 3% bonus for the full time employees and just recently allowed us to use Foundation funds to give the same bonus to our wage employees who are very grateful.

The Director reported on an e-mail from a visitor who was elated after touring the *Chibuly* exhibition. He discussed Trip Advisor's rankings of museums as attractions in many major cities and was happy to report that the Virginia Museum of Fine Arts is the number one attraction in Richmond. Mr. Nyerges thanked Jim and Fran McGlothlin for recently signing their planned giving policy bequest to VMFA saying that this ensures they will live to be at least 105!

IV. REPORT OF THE FOUNDATION – Kelly B. Armstrong

Kelly Armstrong reported that the Foundation Executive Committee voted to fund the 3% bonus for wage employees. The Board approved the 2012 audit, which was clean with no issues. The third quarter portfolio was up 4.7% from last quarter with total assets of \$216 million. The Advancement Committee held two meetings over the last quarter and the Board elected the eight nominees brought forward by the Foundation Nominating Committee. New Foundation Directors are Michael Bakwin, Anne Battle, Craig Dixon, Peg Howerton, Wyckie McClure, Paul Monroe, Jay Olander, and Lilo Ukrop. Monroe Harris rotated off the Board and Ben Rawles was elected Foundation President.

V. REPORT OF DEVELOPMENT – Linda Lipscomb, Deputy Director for Advancement

Linda Lipscomb, Deputy Director for Advancement, discussed FY13 YTD results by source of funds as of December 10, 2012. She then reviewed revenue to support the all-important area of unrestricted giving which is on target. She noted a recent surge of new members and renewals which is keeping memberships on track. Ms. Lipscomb explained that revenue from memberships over \$250 go to the Foundation unrestricted gifts and revenue from memberships \$249.99 and under go to the state revenue side.

Ms. Lipscomb reported that more than 4,500 people attended the *Chibuly* opening member preview day. She announced that the new membership desk opened on October 19 and was well received with more than 3,525 transactions through December 9. This desk receives staffing assistance from Council volunteers. Our membership count is 32,949 as of December 1 and 1,850 new memberships were sold between October 19, 2012 and December 9, 2012. She then gave the following 2013 strategic plan first quarter update.

Advancement Committee – 2 meetings

Key new hires in place

- Full time Planned Giving Manager as of September 1
- Development writer – August 1
- Manager of Grants and Foundations – October 8
- Associate membership manager – August 1

Membership Restructure – September 1

Implemented Outbound software – September 1

- Improved online and onsite sales

Membership Desk in Atrium – October 19

Exceeded 1Q revenue goal

Actual \$1.0M vs. Goal \$0.7M

VI. COMMITTEE REPORTS

- a. Art and Audience Committee – Robin Nicholson, Deputy Director for Art & Education

Robin Nicholson reported that the Committee met this morning and discussed the initial results of the Project for Public Spaces (PPS) review given by Stephen Bonadies, Deputy Director for Collections and Facilities Management. Mr. Bonadies has been working with the PPS firm on ways to make the sculpture garden a more active and dynamic destination. Twelve different spaces around the campus have been identified as areas that offer opportunities for activation through formal and informal programming and creation of social spaces. The goal is to make the entire campus a welcoming destination for all, especially for non-traditional museum visitors. On March 20th we will receive a final report of their results.

b. Fiscal Oversight Committee – John R. Staelin, Vice-Chair and Anne Kenny-Urban

Anne Kenny-Urban informed the Board of VMFA's requested amendments to the Governor's budget.

- General Fund increase to cover 62.6% increase in Workers Compensation Premium (+\$34,253/\$36,788)
- General Fund increase to cover rising cost of mandated use of the Payroll Service Bureau -FY13 increase 72.1% (+\$35,588)
- Amend Appropriation Act language to allow VMFA to move forward with planning phase of Robinson House renovation using non-general funds.

Ms. Kenny Urban also updated the Board of VMFA's 4% savings strategies in priority order submitted to the Governor per his request.

- Replace window dresser vendor with in-house staff (-\$5,000)
- Replace FTE Capital Projects manager with P-14 consultant (-\$62,738)
- Reduce Membership mailings (-\$20,000)
- Eliminate Deputy Director of Sales and Marketing (-\$215,593)
- Substitute contract consultant for FTE Chief Technology Officer (-\$81,393)

Since we are half way through the exhibition, she provided a *Chibuly* run update and showed the *Chibuly* weekly attendance vs. the forecast, the progress to date, and revised revenue scenarios.

At 1:56 pm the meeting went into closed session with the following motion.

Motion: proposed by Mr. Moore, seconded by Mr. Schewel that the meeting to go into closed session under Section 2.2-3711(A) (6) (8) and (9) of the Freedom of Information Act 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 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 2:06 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore and seconded by Mrs. Fralin, 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 First Certification Resolution below.

Motion: proposed by Mr. Moore and seconded by Mr. McGlothlin that the Board ratify the recommendation the Art Acquisitions Sub-Committee made in today's meeting to accept the following purchase considerations for the amounts and from the funds specified:

1. Beauford Delaney (American, 1901-1979), *Marian Anderson*, 1965, oil on canvas, 63 x 51½" for a price of \$900,000 (\$1.5M insurance value) 2 payments of \$450K proposed, from The J. Harwood and Louise B. Cochrane Fund, Vendor: Estate of Beauford Delaney c/o. Derek L. Spratley, Attorney, Knoxville, TN
2. Aaron Douglas (American, 1899-1979), *The Prodigal Son*, ca. 1927, oil on canvas, 26 x 18 ½" (unfr), 32 x 24-11/16" (fr.) for a price of \$450,000 (\$500,000 insurance value) from The J. Harwood and Louise B. Cochrane Fund, Vendor: June Kelly Gallery, New York, NY
3. Unknown Artisan (Albany, New York), *Pair of Girandole Mirrors*, ca. 1810-1820, Eastern white pine (*pinus strobus*) and yellow poplar (*liriodendron tupipijera*), carved, gessoed, and gilded, with ebonized framing around mirrors; iron wire, gilt brass, mirror plate, and cut glass prisms, 38-5/8 x 24-1/3 x 8" each for a price of \$110,000 (\$125,000 insurance value) from The Floyd D. and Anne C. Gottwald Fund; Vendor: Hirschl & Adler, New York, NY 10019
4. Gordon Parks (American, 1912-2006):
Stokely Carmichael, Watts, Los Angeles, CA, 1966, gelatin silver print; printed 1966 or 1967, 13 X 10¼", Price and Source: \$7,650 from the Katherine Boone Samuels Memorial Fund
Untitled, Mobile, Alabama, 1956, pigment print, image: 13¾ x 13¾, edition of 12
 Price and Source: \$5,000 provided by Linda Sawyers, Plantation, Florida
 Total Price: \$12,650
 Vendor: Howard Greenberg Gallery, New York, NY
5. Derry Moore (Henry Dermot Ponsonby Moore, 12th Earl of Drogheda) (British, born 1937), *Shekhabati Traders, near Jaipur*, ca. 1990, digital print from color negative, sheet: 32-13/16 x 32-11/16"; image 28-15/16 x 28", signed and numbered 1/12 for a price of £3,000 (about \$4,800) from funds provided by Mimi Wilson Dozier in honor of Joseph M. Dye, III; Vendor: Roland Belgrave Vintage Photography Ltd, Brighton, UK
6. Four African Objects:
 Pende culture (Democratic Republic of the Congo) *Galukoji Divination Device*, early 20th century, wood, fiber, feathers (\$5,000)
 Songye culture (Democratic Republic of the Congo) *Anthropomorphic Bellows*, 19th-20th century, wood, 7 x 13 x 25" (\$900)
 Dagara culture (Burkina Faso), *Kotina* (Spirit Figure), 19th-20th century, wood, ritual encrustation (\$7,500)
 Bamum culture (Cameroon), *Bracelet*, 19th-20th century, copper alloy, 5" dia (\$2,000)
 Price: \$15,400 Total; from The Aldine S. Hartman Endowment Fund, Vendor: Mr. and Mrs. Allen C. Davis, Alexandria, VA

and the following purchase for the VMFA Freeman Library Special Collections:

1. Koloman Moser (Austrian, 1868-1918), designer and illustrator, *Flächenschmuck (Decorations for Flat Surfaces)*, 1901, Portfolio of 30 loose color lithographs for a price of \$14,000 from The Swenson Art Nouveau Fund; Vendor: Michael R. Weintraub, Inc., New York, NY
and the formal accession of the following objects as the final installment of the two year gift/purchase agreement from Robert and Nancy Nooter of Washington, D.C. approved at the November 17, 2011 Art Acquisitions Sub-Committee meeting:

1. The Nooter Collection of Ethiopian Objects

Purchases:

- Last Supper*, 18th century, tempera on cotton or linen, mounted on panel, 16 x 24" (\$15,000)
Archangel, 18th century, tempera on cotton or linen, mounted on panel (from a Portal?), 30 x 13" \$20,000)
 Diptych: *Flight into Egypt (left panel) and St. Gabra Manfas Qeddus (right panel)*, 18th century, tempera on panel, 8-³/₄"h (\$25,000)
 Diptych: *Crucifixion (right panel) and Scenes with Mary and St. George (left panel)*, 18th century, tempera on panel, 11 1/8"h (\$25,000)
 Triptych: *Virgin and Child (central panel)*, early 17th century, tempera on panel, 12-³/₄" , (\$25,000)
 Diptych: *Crucifixion with Mary and John (left panel) and the Mocking of Christ (right panel)*, early 18th century, wood, polychrome, 13¹/₂"h (\$30,000)
Pendant Double Diptych, early 18th century, tempera on panel, 4"h (\$12,000)
Illuminated Manuscript, 18th century, Ink on parchment, 7"h (\$25,000)
 Five undated *Healing Scrolls*, ink on parchment, various sizes: 5¹/₂"w (\$5,000); 3 1/2" \$3,000); 5¹/₂ x 65" \$3,000); 4 3/8"w (\$3,000); and 4¹/₂"w (\$3,000)
 Two *Processional Crosses*, 15th century, copper alloy, various sizes: 10 3/8"h (\$18,000) and 11¹/₂"h (\$14,000)
 Three *Hand Crosses*: 12th century, Iron, 16¹/₂ \$15,000); 17th century, iron, 11"h (\$2,500); and 18th century, wood, 19¹/₂"h (\$18,000)
 Group of 65 *Neck Crosses and Ear Cleaners*, silver (\$16,500)
Priest's Robe, n.d., velvet, gold thread, 40 x 88" (\$15,000)
Shield, n.d., hide, metal, 16" dia. (\$8,000)
Belt, n.d., metal, 45" long (\$1,000)
Incense Burner, n.d., brass and copper, 34"h (\$4,000)

Gifts:

- Sensul with Images of Saints (chain of paintings or folded book)*, 15th century, tempera and ink on parchment, 4 x 60"
 Four *Processional Crosses*: 12th-13th century, brass, 12¹/₄"h; 18th century, silver, 14-3/4"h; 19th century, brass, 16"h; 19th century, brass, 16"
 Ten *Hand Crosses*, 12th century, iron, 16"h; 17th century, iron, 10"h; 17th century, iron, 9³/₄"h; 17th century, iron, 10"h; 17th century, iron, 14"h; 17th century, iron, 10"h; 17th century, wood, 22¹/₄"h; 18th century, wood, 19¹/₂"h; 19th century, wood, 21¹/₂"h; 18th century, wood (with metal repair), 16"h
High-Back Chair, n.d., wood, 38"h
Sistrum, n.d., brass, wood, 9"h

Price: \$306,000 from The Adolph D. and Wilkins C. Williams Fund; Vendor/Donor: Robert H and Nancy I. Nooter, Washington, D.C.

and the following gift considerations:

1. Elizabeth Catlett (American, 1915-2012), *Standing Mother and Child*, 1978, bronze, 16-1/16 x 4-3/8 x 3¹/₂", 18"h with wooden base; Donor: The Links, Inc., c/o Jill and Monroe Harris, Richmond, VA, Credit line: Gift of Richmond Chapter, The Links, Inc.

2. For the Frank Raysor Collection:

Fifteen lithographs by Théodore Géricault (French, 1791-1824): *Horses Going to a Fair*; *A Party of Life Guards*; *Horses Exercising*; *The English Farrier*; *A French Farrier*; *Lara Blessé*; *A Horse Being Walked Before the Race*, *The Race*; *A Draft Horse Unhitched from its Cart*; *A Postilion or The Two Harnessed Horses*; *Cuirassiers Charging an Artillery Battery*; *Hussar Trumpeter*; *An Artillery Officer Commanding the Charge*; *Three Horses Being Led to the Slaughterhouse*; *Officier d'Artillerie légère de al Garde Imperiale (Light Artillery Office of the Imperial Guard)*

Fourteen works on paper by Alfred Hutty (American, 1877–1954): *Windswept*; *Corner of the Huguenot Church*; *Smyth Gate*; *The Garden Gate*; *Old St. Michaels*; *Charleston, Cabbage Row*; *Sea Coast*; *English Pines*; *St. Phillips, Charleston*; *An Oak in Middleton Gardens or: The Middleton Live Oak*; *The Sword Gate*; *Flower Vendors at Charleston Market*; *On the Way House*; *Ashley Hall*

One drawing by Alphonse Legros (French, 1837-1911): *Portrait of Professor Thomas Huxley*

Five drawings, one portfolio and one bronze by Théophile Alexandre Steinlen (French, 1850-1923): *Colette Enfant et Chats*, charcoal; *À la Bodnière*, ink; *Une Chatte et ses Petits*, blue crayon; *Bad Horsy*, ink; *Little Boy with Cat and Dog*, ink; *Des Chats: Images sans Paroles*, ca. 1898, hardback portfolio; *Cat*, bronze

Giovanni Domenico Tiepolo (Italian, 1696-1770), *Negretto*, before 1762, etching

Edmund Blampied (British, 1886-1966), *Farmers Vraicking*, ca. 1940-45, oil on canvas

Aesop's Fables, with His Life Extra Illustrated, illustrations by Francis Barlow, Sebastian

LeClerc, and Wenceslaus Hollar, 1666, first edition

Eight woodcuts by Julius J. Lankes (American, 1884-1960): *New Year's Greeting—Rothenburg*, 1926; *"N" Street House, Georgetown*, 1923; *Two Poplars*, 1920; *March Day in Georgetown*, 1925; *March Day in Georgetown (another impression)* 1925;

Christmas Greeting: Coach, 1925; *Plowman Letterhead*, 1927; *Martinsabteigasse—Cologne*, 1927

Donor: Frank Raysor, New York

3. Antoine-Louis Barye (French, 1796-1875):

Large Seated Lion, ca. 1847, bronze (atelier) (L.122.2010.2)

Tatar Warrior Checking His Horse (model), ca. 1845, bronze (atelier) (L.122.2010.6)

Charging Bull, ca. 1842, bronze (atelier) (L.122.2010.7)

Pureblood Arab Stallion (Arab Pur-Sang) (master model) ca. 1873, bronze (L.122.2010.11)

Charles VII, The Victorious, ca. 1836–40, bronze (atelier) (L.122.2010.13)

Panther of Tunisia (master model), ca. 1832, bronze (Barbédienne) (L.122.2010.15)

Les Antilopes, ca. 1830, lithograph (L.34.2011.1)

Ours du Mississippi, 1836, lithograph (L.34.2011.2)

Pierre-Jules Méne (French, 1810-1877), *Boar Attacked by Hounds*, ca. 1848, bronze (L.122.2010.3)

Gift of Mrs. Nelson L. St. Clair, Jr., Williamsburg, Virginia

4. Twelve African Objects:

Kuba culture, *Royal Drum*, early 20th century, wood, glass beads, cowrie shells, hide, metal, fur, resin

Kuba culture, *Wrap Skirt*, 20th century, raffia

Bamum culture, *Pipe Bowl in the form of Intertwined Serpents*, 20th century, terracotta

Fante culture, *Asafo Flag*, before 1956, cotton

Fante culture, *Drum*, mid-20th century, wood, hide, fiber

Unidentified artist (Ghana), *Barbershop Sign*, after 1958, paint on panel

Lobi culture, *Colonial Soldier with Rifle*, 20th century, wood

Fante or Akan culture, *Colonial Officer*, 20th century, wood, paint

Fante or Akan culture, *Non-Commissioned Colonial Officer*, 20th century wood, paint

Stephen Kappata (Zambia, 1936-2007), *The Colonial Government Yoke Which was Placed on the Black Africans*, painting on panel

Bongiwe Dhlomo-Mautloa (South Africa, born 1956):
Servant's Quarters, 1970s?, linocut on Japanese paper
Woman's Work and Protest, 1980?, linocut on Japanese paper
 Donor: Mr. and Mrs. Kenneth L. Brown, Washington, DC

Motion carried.

Motion: proposed by Mr. Moore and seconded by Mr. Seilheimer that the Full Board ratifies the recommendation of the Art Acquisitions Sub-Committee that the Director, and in his absence Dr. Sylvia Yount, be authorized to accept gifts of art offered to the Museum between December 14, 2012 and December 31, 2012. Motion carried.

VII. STRATEGIC PLAN OVERSIGHT UPDATE – Alex Nyerges and Division Heads

Alex Nyerges thanked those who attended the Trustee retreat and introduced the Division Heads who reported on our progress on the action items that came out of that meeting.

Stephen Bonadies oversees Information Technology and said wireless is a critical component for our visitors and we can use it to deliver content. Now our wireless areas are limited but our goal is to extend it to all public areas. He thanked the Trustee Technology Task Force, Satya Rangarajan, Bill Royall, and Michael Schewel who helped us obtain a proposal for the cost of this project. He noted that we also need to purchase a Collections Management System (CMS) which is a searchable filing system allowing quick and easy access to object information; and a Digital Asset Management system (DAM) a searchable filing system that tracks all images, as well as audio and video clips. These are critical infrastructure components that will enable us to enhance the visitor experience both at the museum and online.

Robin Nicholson reported that with new technology like the *Chihuly* app VMFA is being recognized as a key player in technology. In our statewide endeavors he said we are trying for a virtual, more robust presence in Northern Virginia vs. a bricks and mortar site. In the meantime he said we plan to reorganize the statewide staffing internally, launch our new partner structure on July 1, 2013, and extend free statewide partnerships to all Virginia K-12 schools. When the CMS and DAM go public, our partners will engage with our collection in more meaningful ways. Mr. Nicholson said the key thing is for us to expand our presence across the state, sharing exhibitions, etc.

Fern Spencer handles Human Resources, the Budget, Finance, and Food Service/Special Events. She noted that it is difficult to get open positions approved for posting by the Administration due to the state hiring freeze. She requested support from Trustees who may have contacts with government officials. Other strategies going forward are:

- Fill mission-critical positions on a State hourly basis until a full-time hiring waiver approved
- Independent Contractors
- Fill positions on an hourly basis in Foundation
- Recruit full-time positions through the Foundation

Ms. Spencer noted we had secured approval for a 3% bonus for the part-time staff. In addition, we now are able to offer customized mandatory and voluntary online training for staff, and

finally, we will continue to work with the Department of Planning and Budget (DPB) to explain the hurdles to VMFA's economic self-sufficiency being posed by certain state regulations.

Lee Anne Hurt Chesterfield reported on the Communications Task Force that she heads. She listed the improvements made following the task force report: an internal communications group was formed, a museum-wide orientation program is on track, a staff photo directory has been created, staff SharePoint training was made available, Division meetings are scheduled, a newsletter is being created and a conference room was made into an employee break room.

Linda Lipscomb reported on Advancement saying she is strengthening the four key pillars of fundraising: staffing, systems, philanthropic programs, and board/volunteer activities. She noted that going forward we will be building towards a campaign with donor analysis, building staffing and volunteer support, designing the campaign, and deploying and soliciting.

VIII. ART MOMENT – Dr. Mitchell Merling, Paul Mellon Curator and Head of the Department of European Art

Dr. Mitchell Merling, Paul Mellon Curator and Head of the Department of European Art gave an overview on the recently installed exhibition *Domestic, Wild, Divine: Artists Look at Animals*. Drawn from VMFA's entire collection, the exhibition features many perspectives on the subject of the animal—from wild beasts to treasured pets to otherworldly creatures.

IX. EXECUTIVE CLOSED SESSION

President Moore dismissed VMFA staff and made the following motion at 2:50 pm.

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) subsection (1) of the Code of Virginia to discuss a personnel matter which is not public. Motion carried.

At 3:10 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore and seconded by Ms. Carlson, 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, the results of which are outlined in the Second Certification Resolution below.

X. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 3:15 pm.

Suzanne Broyles, Secretary of the Museum

MOTION: Mr. Moore
 SECOND: Ms. Fralin

MEETING: Board of Trustees
 DATE: 13 December 2012

FIRST 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: Moore/Mastracco/Abramson/Barrington/Carlson/Cherry/Clement/Cochrane
 Douglass/Fralin/Gilliam/Goode/Gottwald/Hager/Harrigan/Harris/Jecklin/Malek
 Markel/McGlothlin/Rangarajan/Royall/Seilheimer/Smith/Staelin

NAYS: None

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

ABSENT DURING VOTE: Schewel

ABSENT DURING MEETING: Cochran/Connors/Farrell/Knox/Lockhart/Luke/Quillen
 Talegaonkar

MOTION: Mr. Moore
 SECOND: Ms. Carlson

MEETING: Board of Trustees
 DATE: 13 December 2012

SECOND 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: Moore/Mastracco/Abramson/Carlson/Cherry/Clement/Cochrane/Douglass
 Fralin/Gilliam/Goode/Gottwald/Hager/Harrigan/Harris/Jecklin/Malek/Markel
 McGlothlin/Rangarajan/Smith/Staelin

NAYS: None

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

ABSENT DURING VOTE: Barrington/Royall/Schewel/Seilheimer

ABSENT DURING MEETING: Cochran/Connors/Farrell/Knox/Lockhart/Luke/Quillen
Talegaonkar

Suzanne Broyles
Secretary of the Museum