Virginia Museum of Fine Arts

Minutes of the Executive & Governance Committee Meeting

Thursday, 9 February 2017, 9:00am

Claiborne Robertson Room

and 7301 Woodway Lane, Norfolk, VA 23505

There were present:

Michael J. Schewel, President

Dr. Monroe E. Harris, Jr., Executive Vice President

Susan S. Goode, *via conference*

Terrell Luck Harrigan

Kenneth Johnson

Kelly Armstrong, Ex-Officio

H. Hiter Harris III, Ex-Officio

By invitation:

Alex Nyerges, Director

Maggi Beckstoffer

Stephen Bonadies

Lee Anne Chesterfield

Laura Keller

A. Cameron O’Brion

Hossein Sadid

Michael Taylor

Kimberly Wilson

Absent:

 Martin J. Barrington

 Ivan Jecklin

 John A. Luke, Jr.

 Jim McGlothlin

 Jody Green

 Claudia Keenan

1. CALL TO ORDER

At 9:02am, President Mike Schewel called the meeting to order and welcomed the group.

1. PRESIDENT’S REMARKS

 Mr. Schewel reported that he has finalized the Trustee committee structure, adding a new Education Committee. He said that he intends to focus on improving the board’s government relations and establishing clearer collecting strategies within the curatorial department.

1. FOUNDATION REPORT

Foundation President Kelly Armstrong updated the committee on the Foundation’s fundraising efforts. Year-to-date, the advancement team has raised $4.45 million or 58% of its annual goal. She reported that the endowment is up +4.5% in the calendar year, with $258 million under management. She explained that the Foundation is working to fill two key positions, the Annual Fund Manager and the Director of Membership.

1. DIRECTOR’S REPORT

 Director Alex Nyerges reported that the search for the new Deputy Director for Marketing and Communications is drawing to a close. He thanked Maggi Beckstoffer for her leadership in the interim nine months. He also announced that a new Curator of Modern and Contemporary Art will begin in July.

Next, Mr. Nyerges gave an update on attendance. Over Thanksgiving weekend, the museum had more than 10,000 visitors. There were 1,200 visitors on Christmas and 1,600 on New Year’s Day. He updated the committee on the museum’s Virginia Values Veterans (V3) initiative. After completing the V3 certification, the human resources staff began planning a job fair for veterans to take place on February 16th, featuring nine other employers in addition to VMFA. There was a discussion of how best to engage donors from northern Virginia. The committee requested a comprehensive strategy for marketing, fundraising, and education in the area.

Next, Mr. Bonadies presented a report on the museum space study. He explained that the museum has engaged Cooper Robertson to assess current space utilization, consider future space needs, and issue a report on suggested changes. These suggestions will include ideas for using existing space more efficiently and thoughts on future expansions. The study will also include a facilities assessment for predicting future maintenance needs.

1. FINANCE REPORT

Mr. Sadid reviewed the FY17 finance report. As of December 31, 2016, FY 17 total revenue is forecasted to be 1.60% over original budget due a decrease in funding from the state, increased funding from the Foundation for the Mellon travelling exhibition, and revenues from the Mellon and Evans grants. FY 17 total expenses are forecasted to be 1.53% over original budget due to strategic plan projects. Overall, based on the revenue and expense forecast as of the end of December, he anticipates ending the year slightly better than budget.

1. MINUTES APPROVAL

Motion: proposed by Dr. Harris and seconded by Mr. Johnson that the minutes of the November 8, 2016 meeting of the Trustee Executive & Governance Committee be approved as distributed. Motion approved.

1. EXECUTIVE CLOSED SESSION

At 9:59am the meeting went into closed session with the following motion.

**Motion:** proposed by Dr. Harris, and seconded by Mr. Johnson 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 10:54am, by motion proposed, seconded and carried, the meeting resumed in open session.

**Motion**: proposed by Dr. Harris, and seconded by Mr. Johnson 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.

There being no further business, the meeting was adjourned at 10:54am.

MOTION: Dr. Harris MEETING: Executive & Governance Committee

SECOND: Mr. Johnson DATE: 9 February 2017

**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 (A) 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 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: Schewel / Harris / Goode / Harrigan / Johnson

NAYS: None.

ABSENT DURING VOTE:

ABSENT DURING MEETING: Barrington / Jecklin / Luke / McGlothlin

Recorded by: Laura Keller

 Assistant to the Secretary of the Foundation