Virginia Museum of Fine Arts

Minutes of the Executive & Governance Committee Meeting

Thursday, 5 May 2016, 9:30am

Claiborne Robertson Room

There were present:

William A. Royall, Jr., President

Michael J. Schewel, Executive Vice President

Dr. Monroe E. Harris, Vice President

Martin J. Barrington

Tyler W. Bishop

W. Birch Douglass

Thomas F. Farrell II

Susan S. Goode, *by phone*

Terrell Luck Harrigan

Ivan Jecklin

John A. Luke

Kelly B. Armstrong, Ex-Officio

 H. Hiter Harris III, Ex-Officio

By invitation:

Alex Nyerges, Director

Dr. Lee Anne Chesterfield

Jody Green

Claudia E. Keenan

Laura Keller

1. Cameron O’Brion

Hossein Sadid

Dr. Michael Taylor

Kimberly Wilson

Absent:

James W. McGlothlin

Satya Rangarajan

1. CALL TO ORDER AND MINUTES APPROVAL

At 9:44am, President Bill Royall called the meeting to order.

**Motion:** proposed by Mr. Douglass and seconded by Mr. Schewel that the minutes of the February 17th Trustee Orientation and March 16th, 2016 meeting of the Executive & Governance Committee be approved as distributed. Motion approved.

1. REPORT OF THE PRESIDENT

After opening the meeting, Board of Trustees President Bill Royall reminded the members of the committee of the Annual Board Dinner, which will be held the evening of June 22nd and will honor Mrs. Frances Lewis for her philanthropy.

1. REPORT OF THE FOUNDATION PRESIDENT

Foundation President Kelly Armstrong thanked Trustee President Bill Royall and his wife Pam for hosting the Commonwealth Society Dinner at Try-me on April 27th. She also thanked Mr. Royall for his service as Trustee President.

Ms. Armstrong announced that the Budget & Compensation Committee has recommended the FY17 budget for approval by the full board at the Foundation meeting on May 12, 2016. She noted that the endowment performance was flat for the first quarter with some gains this month. The President also stated that Mona Albertine, Fred Tattersall, Freddie Gray, Andy Lewis, Craig Dixon, and Peg Freeman will be rotating off of the board, with four new members to be elected next week.

1. REPORT OF THE DIRECTOR

Director Alex Nyerges reported on the recent opening of *Fabergé Revealed* at the Palace Museum in Beijing, China, noting that VMFA sent a delegation to the opening ceremonies. He expressed his thanks to the Royalls, Talegaonkars, and Gottwalds for attending the events in China. He noted that VMFA is the first American museum to have its collection travel to the Forbidden City and that the two museums will continue to collaborate in the future.

He then announced another opportunity to travel to see a VMFA exhibition opening internationally; *Johns | Munch* will travel to Oslo, Norway, in June where it will be on display at the Munch Museum. Mr. Nyerges invited the committee members to attend.

Next, the Director reported on progress made by the Employee Engagement Task Force, with improved communication and amenities for staff. He noted that investments are being made in Human Resources under the leadership of Deputy Director for Human Resources Kimberly Wilson.

Mr. Nyerges provided an update on the expansion of the Fabergé galleries, on schedule to open in October 2016. The galleries will include interactive technology to show visitors how the Imperial eggs open. He noted that the galleries will be named for Ms. Edie Cabiness, who is thrilled with the progress being made in the construction. In response to a question regarding the return of the Fabergé collection, Ms. Claudia Keenan announced to the opening will be celebrated at the Fine Arts & Flowers gala on October 19th.

Next, the director reported that the museum staff are working to make the 2020 Strategic Plan operational by outlining costs, staffing needs, and timelines for each project. He said that the museum has had great success fundraising for the plan, announcing that the museum has received a $1.5 million grant from the Andrew W. Mellon Foundation to support the conservation center, an anonymous $1 million grant to support distance learning, and a 53-foot, expandable tractor trailer and Volvo truck for use as the new ArtMobile from the Commonwealth of Virginia.

1. TECHNOLOGY UPDATE

Chief Curator and Deputy Director for Art and Education Dr. Michael Taylor provided a technology update based on the funding that will come from an anonymous grant. The grant will fund a staff position to conduct audience research, an online portal for digital education initiatives, and technology for interactive broadcasts with museum educators in the galleries.

In response to a question from Mr. Mike Schewel, Dr. Taylor noted that VMFA plans to build the programs and invite its statewide partners—in particular, teachers—to the Museum each summer to show them the new technology and develop ideas for its use. He stated that pilot studies have been well-received.

1. NOMINATING DISCUSSION

Next, the committee discussed the status of open board positions, noting that there are 5 openings for the board and 4 board members are up for term renewals. The committee went through a list of potential nominees, noting who they would like to reach out to in the coming months.

1. FINANCE REPORT: FY2017 BUDGET & FY2016 FORECAST

Chief Financial Officer Hossein Sadid noted that the committee reviewed the FY17 budget in the Joint Fiscal Oversight & Executive and Governance meeting earlier that morning. That group recommended that the Executive & Governance Committee approve the FY17 budget.

**Motion:** proposed by Mr. Luke, and seconded by Ms. Goode that the FY17 budget be approved by the Executive and Governance committee. Motion carried.

Mr. Sadid thanked his colleagues and everyone present for their help in creating the budget. He briefly summarized the FY2016 forecast noting that the museum was on budget for the year.

1. RESOURCES & VISITOR EXPERIENCE REPORT

Deputy Director for Resources and Visitor Experience Claudia Keenan reviewed numbers dating through March 31st of this year. She noted that the museum currently has 36,000 members and that number is expected to grow with the upcoming exhibition *Kehinde Wiley: A New Republic*. She reported that Advancement has reached 77% of their unrestricted fundraising goal for the year and that they have raised 253% of their goal for restricted giving thus far. Part of this comes from unplanned and unanticipated grants, such as the Andrew W. Mellon Grant and the anonymous distance learning grant.

Ms. Keenan then noted that Advancement is on track to reach the unrestricted giving goal, which includes non-endowed funds such as Mellon, ArtRageous, and ArtShare. She explained that the March 31st report does not include the $1.0 million for the anonymous grant nor does it include a recent gift of $1.0 million from a donor to be given over the course of 10 years.

Ms. Keenan reported that there are fundraising efforts under way for upcoming exhibitions, including *Gordon Parks: Back to Fort Scott*, *Johns| Munch* and *Jean Schlumberger*. She noted that the majority of change capital solicitations should be completed by June 30th.

As of March 31st, $3.8 million has been raised for change capital, according to Ms. Keenan. Including verbal agreements to date, the number is closer to $5.6 million. Mr. Barrington asked Ms. Keenan if she felt confident in reaching the goal for the year to which Ms. Keenan replied yes, affirming that she felt confident in the plan.

President Bill Royall asked Ms. Keenan if her division has targeted new trustees. She noted that they have not been asked to contribute to change capital, but they will be included in fundraising for projects within the strategic plan at a later date.

Ms. Keenan announced that Kehinde Wiley will be giving an artist lecture at VMFA on June 10th and that tickets are anticipated to sell out. She reminded committee members to purchase their tickets for the event. Additional programming for the *Kehinde Wiley: A New Republic* exhibition includes reaching out to churches and community organizations.

Next, she announced that Anne Edgar, who has experience as a national public relations manager, will be working on public relations for *Johns | Munch*. Ms. Keenan also noted that Director of Visitor Services and Membership Tom Zydel will be moving to a new position in the private sector. Lastly, she addressed government relations, stating that the Museum’s budget amendments succeeded; funding was received for the Robinson House and the conservation center equipment among other items. However, no funding was received for the ArtMobile although the State did donate the tractor and trailer previously utilized by the Civil War Sesquicentennial.

1. EXECUTIVE CLOSED SESSION

At 10:56am the meeting went into closed session with the following motion.

**Motion:** proposed by Mr. Royall, and seconded by Mr. Schewel 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 11:29am, by motion proposed, seconded and carried, the meeting resumed in open session.

**Motion**: proposed by Mr. Royall, and seconded by Mr. Schewel 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 11:31am.

MOTION: Mr. Royall MEETING: Executive & Governance Committee

SECOND: Mr. Schewel DATE: 5 May 2016

**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: Royall / Schewel / Harris / Bishop / Goode / Harrigan / Jecklin / Armstrong / Harris III

NAYS: None.

ABSENT DURING VOTE: Douglass / Farrell / Luke

ABSENT DURING MEETING: McGlothlin / Rangarajan

Recorded by: Jody Green

 Administrative Assistant, Director’s Office