

Virginia Museum of Fine Arts
Draft Minutes Meeting of the Full Board of Trustees
Wednesday, June 22, 2022, 11:30am – 1:00pm
Claiborne Robertson Room

There were present:

Monroe Harris, Trustee President
Lynette Allston
Brian Ball
Carol Ann Bischoff *via videoconference; personal (health)*
Gil Bland
Joan Brock
Edie Cabaniss
Cindy Conner *via videoconference; personal (travel)*
Matt Cooper
Betty Crutcher
Ken Dye
Anne Edwards
Janet Geldzahler
Martha Glasser
David Goode
Jil Harris
Jeff Humber
Andy Lewis
Sara O'Keefe
Tom Papa
Michele Petersen *via videoconference; personal (scheduling)*
Hubert Phipps
Pamela Reynolds
Suzy Szasz Palmer
Charlie Whitaker
Ashlin Wilbanks *via videoconference; personal (health)*
Michel Zajur

Absent:

Marland Buckner
Jim Cheng
Meg Gottwald
Ken Johnson
Aubrey Layne
Satya Rangarajan
Pamela Royal
Rupa Tak

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Jame Anderson, SmithGroup
Kay Baker

Candy Banks
Caprice Bragg
Stephanie Cooperstein
Courtney Freeman
Aimee Guidera, Secretary of Education
Tom Gutenberger
Jan Hatchette
Cindy Marquez, Office of the Attorney General
Colleen Milewski
Jay Olander, Foundation President
Katie Payne
Mimi Ryland, Council President
Hossein Sadid
Sarah Spota, Deputy Secretary of Education
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

President Monroe Harris called the meeting to order at 11:35am.

II. APPROVAL OF MINUTES

Motion: Proposed by Dr. Harris and seconded by Mr. Tom Papa to approve the minutes of the March 16, 2022 Full Board meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

After welcoming everyone, Dr. Harris introduced Secretary of Education Aimee Guidera and Deputy Secretary of Education Sarah Spota. Secretary Guidera offered brief remarks, thanking the Board of Trustees for welcoming her to the meeting, and stating that she is looking forward to future work together. Dr. Harris thanked everyone who attended the Virginia Museum of Fine Arts' (VMFA) Annual Board Dinner, where the Aaron Siskind Foundation was recognized as the recipient of the John Barton Payne Award.

IV. REPORT OF THE FOUNDATION PRESIDENT

Foundation Board President Jay Olander reported that the VMFA Foundation Board of Directors met on May 9, 2022. He noted that the Foundation's assets are at \$295 million as of May 31, 2022 and that the Foundation Board elected five new Directors, re-elected four Directors for a second term, and a slate of Officers.

V. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr. Alex Nyerges, Director and Chief Executive Officer, reported that attendance continues to increase to pre-pandemic rates, with current visitation at 410,459 people. He provided an update on exhibition attendance for *Tsberin Sherpa: Spirits* and *Whistler to Cassatt: American*

Painters in France, noting that more than 12,000 and 25,302 people have viewed them, respectively. Mr. Nyerges then provided an update to the Board on recent new staff including Courtney Freeman, Interim Deputy Director for Conservation and Collections, and Dr. Ndubusi Ezeoluomba, Curator of African Art. He then recognized Hossein Sadid, Chief Financial Officer and Deputy Director for Finance and Administration, who will retire at the end of FY22.

Mr. Nyerges invited Mr. Tom Gutenberger, Deputy Director for Advancement, to provide an update on the Capital Campaign. Mr. Gutenberger reported that total gifts and commitments to the \$365 Million Campaign stand at \$241 million, or 66% of its goal. Of these funds, \$116 million is from private donors and support from the Commonwealth of Virginia stands at \$125 million. Mr. Gutenberger added that overall cash and pledges for the year are at \$25 million and membership is at 35,230.

Mr. Nyerges asked Director of Government Relations Katie Payne for a report. She shared that the General Assembly ended its special session and Governor Youngkin has signed the budget, which includes all of VMFA's budget requests. Ms. Payne noted that the next budget cycle will begin in August 2022.

VI. COUNCIL ANNUAL REPORT

Council President Mimi Ryland provided an update on FY22 Council activities, sharing the success of *Fine Arts and Flowers*, which raised \$592,800. Members of the Council provided 10,500 volunteer hours staffing education programs, preparing floral arrangements, assisting the VMFA Shop, helping museum visitors, and maintaining the grounds of the sculpture garden. Ms. Ryland outlined the Council's priorities for FY23, which include membership recruitment, increased volunteer participation, website development, and planning for *Fine Arts and Flowers 2024*.

VII. COMMITTEE REPORTS

a. Nominating Sub-Committee

Mr. David Goode provided a report on behalf of Nominating Sub-Committee Chair Rupa Tak.

Motion: Proposed by Mr. Goode and seconded by Dr. Betty Crutcher that the Board of Trustees elect Ms. Lynette L. Allston as an officer to serve as President for a one-year term, ending on June 30, 2023. Motion carried unanimously.

b. Fiscal Oversight Committee

Fiscal Oversight Committee Chair David Goode reported that Mr. Sadid presented the current actual to budget report for the third quarter of FY22, noting that revenues and expenses are on track to end fiscal year in balance. Mr. Sadid then presented the draft FY23 budget.

Motion: Proposed by Mr. Goode and seconded by Mr. Charlie Whitaker that the Board of Trustees approve the FY23 budget as distributed. Motion carried.

c. Art Acquisitions Sub-Committee

At 12:10pm the meeting went into closed session with the following motion:

Motion: Proposed by Dr. Harris and seconded by Dr. Andrew Lewis that the Board of Trustees meeting go into closed session to discuss proposed art purchases, gifts, deaccessions, and loans. The relevant exemption is Section 2.2-3711(A)(6 and 10) of the Code of Virginia. Motion carried.

At 12:19pm, by motion proposed, seconded, and carried, the meeting resumed in open session. A roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes.

Motion: Proposed by Mr. Tom Papa and seconded by Mr. Ken Dye that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the June 21, 2022 meeting to approve the gift, purchase, loan, and deaccession considerations as fully described in the meeting packet. Motion carried.

d. Building Committee

Building Committee Chair Charlie Whitaker reported that at the Committee's last meeting they heard general project and Construction Manager At Risk updates. He then asked Jame Anderson, Principal-in-Charge of SmithGroup, to elaborate. Ms. Anderson offered an overview of work undertaken over the last quarter. That work included cost estimates that were larger than contemplated in 2019 with an initial space study. She observed that these estimates, which will be reviewed and/or updated when a Construction Manager at Risk is onboard, are due mainly to the impacts of trade costs and contingencies. She concluded her presentation with a project schedule which reflects the completion of construction in 2027.

e. Education Committee

Education Committee Vice Chair Betty Crutcher reported that Director of Education Celeste Fetta and Director of Statewide Programs and the Paul Mellon Educator Jeffrey Allison shared updates about upcoming *VMFA on the Road* residencies and the success of the recent African and African American Art: Global Community Family Day which included a pop-up virtual reality activity conducted by Hidden in Plain Site (HiPS). After these reports, the Committee toured the newly installed interactive exhibition, *A Closer Look*, in the museum's Memorial Foundation for Children Teaching Gallery.

f. External Affairs Committee

Ms. Carol Ann Bischoff reported on behalf of External Affairs Committee Chair Ken Johnson that the Committee heard similar reports as those shared today from

Ms. Payne and Mr. Gutenberger at its last meeting. She noted that at that same meeting, Jan Hatchette, VMFA Chief Communications Officer and Deputy Director for Marketing and Communications reviewed coverage of *Tsberin Sherpa: Spirits* and *Whistler to Cassatt: American Painters in France*. Ms. Bischoff then reviewed the communications plan for *Storied Strings: The Guitar in American Art*.

g. Art and Collections Committee

Mr. Papa reported on behalf of Committee Chair Meg Gottwald that at the Committee's most recent meeting Dr. Sarah Kennel, Aaron Siskind Curator of Photography and Director of the Frank Raysor Center, presented her photography collection plan. During the same meeting, Alexis Assam, VMFA's Dr. Regenia A. Perry Curator for Global Contemporary Art, provided an overview of the upcoming exhibition *Whitfield Lovell: Passages*.

VII. ADJOURNMENT

At this time, Mr. Nyerges recognized Dr. Harris for his exemplary term as Trustee President.

There being no further business, a motion to adjourn the meeting was seconded and approved by the Board at 1:06pm.

Recorded by: Stephanie Cooperstein
Executive Administrator to the Chief Strategy Officer and
Deputy Director for Strategic Planning, Government and Board Relations

MOTION: Monroe Harris

MEETING: Board of Trustees

SECOND: Andy Lewis

DATE: June 22, 2022

CERTIFICATION OF CLOSED MEETING

WHEREAS, the 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 (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 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 Board of Trustees.

VOTE

AYES: M. Harris / Allston / Ball / Bischoff / Bland / Brock / Cabaniss / Conner / Cooper / Crutcher / Dye / Edwards / Geldzahler / Goode / Glasser / J. Harris / Humber / Lewis / O'Keefe / Palmer / Petersen / Phipps / Reynolds / Whitaker / Wilbanks / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Buckner / Cheng / Gottwald / Johnson / Layne / Rangarajan / Royal / Tak