

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, September 25, 12:30pm
Clairborne Robertson Room

There were present:

Lynette Allston, President
Dayal Baxani
Loran Brueggen
Matt Cooper, *virtual (health)*
Betty Neal Crutcher
Rooz Dadabhoy
Ken Dye
Anne Noland Edwards
Emily Franklin
Janet Geldzahler
Marcia Gilliam, *virtual (personal)*
Ann Goettman
Kirsti Goodwin, *virtual (personal)*
Melinda Hardy
Jil Harris
Roxana Jordan
Bill Keyes
Marianne Littel
Sally Marvin
Whitney Murphy, *virtual (personal)*
Sara O'Keefe
Marie Royce
Christina Shin
Anne Smith
Rupa Tak, *virtual (personal)*
Emily Weinstein
Michel Zajur

Absent:

Brian Ball
Jim Cheng
Cindy Conner
Tom Papa
Amanda Qreitem
Pam Royal

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Kay Baker
Nan Boyd, Council President
Caprice Bragg

David Cary
Nicole Chakeris
Stephanie Cooperstein
Emily Anne Gullickson, Virginia Deputy Secretary of Education
Tom Gutenberger
Jan Hatchette
Andrew Harris
Deb Love, Virginia Office of the Attorney General
Charlotte McGee
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:33pm.

II. REPORT OF THE PRESIDENT

Ms. Allston welcomed everyone and recognized recently appointed Trustees Roxana Jordan, Sally Marvin, Marie Royce, and Emily Weinstein, and new Virginia Museum of Fine Arts (VMFA) Foundation Board President Charlotte McGee.

III. MINUTES APPROVAL

Motion: Proposed by Ms. Allston and seconded by Mr. Ken Dye to approve the minutes of the June 12, 2024 quarterly Board of Trustees meeting as distributed. Motion carried.

IV. REPORT OF THE FOUNDATION PREIDENT

Ms. McGee shared she is pleased to represent the Foundation and serve as its President. She reported the Foundation's priorities include building financial support for the museum, investing and stewardship of the endowment, strategically deploying assets to strengthen the museum in support of its mission (such as the planned art storage facility and current search for an Outsourced Chief Investment Officer (OCIO)), and to building a board of directors which represents the geographic, industry and cultural diversity of the Commonwealth of Virginia.

V. BEST PRACTICES FOR AGENCY TRUSTEES

Virginia Chief Senior Assistant Attorney General Deb Love led an annual in-depth review of best practice for agency trustees in the Commonwealth. She highlighted changes in statutory duties and requirements for the Freedom of Information Act (FOIA). Ms. Love concluded her presentation with a summary of the proposed amendments to the Trustee Bylaws which pertain to the General Assembly FOIA updates. Ms. Allston reminded Trustees that they received a draft of proposed amendments to the Trustee ByLaws prior to today's meeting.

Motion: Proposed by Ms. Anne Noland Edwards seconded by Mr. Michel Zajur to amend the

VMFA Board of 'Trustee' Bylaws, as proposed in the draft language previously distributed. Motion carried.

VI. REPORT OF THE DIRECTOR

VMFA Director and Chief Executive Officer Alex Nyerges, provided an overview of Fiscal Year 2024 (FY24) by the numbers. Highlights included 511,000 general museum visitors, 901,000 statewide program attendees, a \$53.3 million operating budget, and more than 107,000 people attended the *Samurai Armor from the Collection of Ann and Gabriel Barbier Mueller* special exhibition. Looking to FY25, he shared national media coverage for the museum's upcoming exhibitions: *American, born Hungary: Kertész, Capa, and the Hungarian American Photographic Legacy* and *A Long Arc: Photography and the American South since 1845* and discussed two upcoming ones: *Frida, Beyond the Myth* and *The Impressionist Revolution: Monet to Matisse from the Dallas Museum of Art*. Mr. Nyerges next provided an update on VMFA's campaign and expansion, noting that both are making great progress with the campaign at nearly \$360 million. He recognized and thanked Campaign Co-Chairs Mr. John Staelin and Ms. Elizabeth Locke for their additional significant gift to the campaign. Ms. Allston thanked Mr. Nyerges for his report and recognized Mr. Nyerges and Kathryn Gray for their \$1 million pledge to the capital campaign.

VII. COMMITTEE REPORTS

a. Art and Collections Committee

Committee Chair Melinda Hardy reported that at the committee's recent meeting, Dr. Michael Taylor, VMFA Artistic Director and Chief Curator, presented an overview of the upcoming exhibitions, *Frida, Beyond the Myth* and *The Impressionist Revolution: Monet to Matisse from the Dallas Museum of Art*. He also shared results of the museum's collection strategy for the 2021-2026 strategic plan and noted the recent recruitment of Siera Hyte, the inaugural VMFA Schiller Family Curator of Indigenous American Art.

b. Art and Acquisitions Sub-committee

Vice Chair Janet Geldzahler reported the sub-committee met yesterday to review proposed art purchases, gifts, deaccessions, and loans.

At 1:26pm the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Ms. Sara O'Keefe that the Board of Trustees 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 1:35pm, the meeting resumed in open session with the following motion:

Motion: Proposed by Ms. Allston and seconded that the board come out of closed session and to certify that the closed session just held was conducted in compliance with Virginia's 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 included with these minutes.

Motion: Proposed by Ms. Geldzahler and seconded by Mr. Zajur that, in accordance with the recommendation of the Arts Acquisitions Sub-Committee at its September 24, 2024 meeting, the Board approves the gifts, purchases, deaccessions, and loan considerations as fully described in the meeting packets. Motion carried.

c. External Affairs Committee

Chair Ken Dye reported that at the committee's recent meeting representatives from AREA 17, a global brand, experience, and technology company contracted to redesign the museum's website, led a work session during which attendees provided feedback on the new website design.

d. Fiscal Oversight Committee

Committee member Dr. Betty Crutcher, on behalf of Chair Pam Royal, reported that the committee met earlier in the day to review FY24 year-end budget vs. actual reports, the preliminary FY25 budget forecast, and the preliminary Exhibition Profit and Loss Report for *Samurai Armor from the Collection of Ann and Gabriel Barbier-Mueller*.

V. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was proposed by Ms. Allston, seconded by Mr. Dye, and approved by the board at 1:42pm.

Recorded by: Kay Baker
Administrative Assistant, Office of the Director

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Sara O'Keefe

DATE: September 25, 2024

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: Allston / Baxani / Brueggen / Cooper / Crutcher / Dadabhoy / Dye / Noland Edwards / Franklin / Geldzahler / Gilliam / Goettman / Goodwin / Hardy / Harris / Jordan / Littel / Marvin / Murphy / O'Keefe / Royce / Shin / Smith / Tak / Weinstein / Zajur

NAYS: None

ABSENT DURING VOTE: Keyes

ABSENT DURING MEETING: Ball / Cheng / Conner / Papa / Qreitem / Royal