

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, December 4, 12:30pm
Clairborne Robertson Room

There were present:

Lynette Allston, President
Brian Ball
Dayal Baxani
Loran Brueggen, *virtual (personal-residence)*
Jim Cheng, *virtual (personal-residence)*
Cindy Conner
Matt Cooper, *virtual (personal-scheduling)*
Betty Neal Crutcher
Rooz Dadabhoy
Ken Dye
Anne Noland Edwards, *virtual (personal-travel)*
Emily Franklin
Janet Geldzahler, *virtual (medical-caregiver)*
Marcia Gilliam
Ann Goettman
Kirsti Goodwin
Margaret Hancock
Melinda Hardy
Jil Harris
Bill Keyes
Marianne Littel
Sally Marvin
Whitney Murphy
Sara O'Keefe
Amanda Qreitem, *virtual (personal-residence)*
Pam Royal
Marie Royce
Christina Shin
Anne Smith
Rupa Tak, *virtual (personal-residence)*
Emily Weinstein
Michel Zajur

Absent:

Tom Papa
Roxana Jordan

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Jame Anderson, SmithGroup
Kay Baker
Nan Boyd
Caprice Bragg

David Cary
Nicole Chakeris
Stephanie Cooperstein
Birch Douglass
Aimee Guidera, Secretary of Education
Tom Gutenberger
Jan Hatchette
Andrew Harris
Deb Love, Office of the Attorney General
Charlotte McGee
Dayton Schroeter, SmithGroup
Michael Taylor
Iya Tsyrcot
MaryMoss Walker
Kimberly Wilson

I. CALL TO ORDER

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

II. MINUTES APPROVAL

Motion: Proposed by Allston and seconded by Dr. Betty Neal Crutcher to approve the minutes of the September 25, 2024 quarterly Board of Trustees meeting as distributed. Motion carried.

Allston highlighted the proposed changes to museum regulations that were shared in the meeting packet, noting that they are a response to Virginia Governor Youngkin's Executive Order requiring executive branch agencies to reduce non-mandated regulations by 25%.

Motion: Proposed by Allston and seconded by Ken Dye to approve the proposed reduction in regulations as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Allston welcomed everyone and recognized recently appointed Trustee Margaret Hancock of Charlottesville, Virginia.

IV. REPORT OF THE FOUNDATION PRESIDENT

Charlotte McGee, Foundation President, reported that the Foundation Board of Directors last met in November. During that meeting they approved a new director, Kevin Nicholson, and engaged Brown Advisory as the Outsourced Chief Investment Officer (OCIO) for the Foundation's portfolio which currently exceeds \$311 million. McGee provided an overview of the OCIO selection process.

V. REPORT OF THE DIRECTOR

Director and Chief Executive Officer Alex Nyerges provided an overview of Fiscal Year 2025 (FY25) to date, sharing the outstanding overall attendance of 237,000 visitors and the campaign fundraising which is currently \$361 million. Nyerges recognized donors Michelle and John Nestler for their recent charitable contribution to the campaign.

Nyerges also reported on the success of *American, born Hungary: Kertész, Capa, and the Hungarian American Photographic Legacy* and *A Long Arc: Photography and the American South since 1845*, 2024 Fine Arts and Flowers, Latin American Family Day: Art of Brazil, and Pocahontas Reframed Film Festival and Powwow. He concluded by providing an update on the Grove Avenue storage facility. Staff anticipates groundbreaking to occur in March 2025 with construction completed in the fall of 2025.

Jame Anderson, Principal in Charge, and Dayton Schroeter, Design Director, both of SmithGroup to present an overview of the museum's planning design. Anderson noted that work is on schedule and next steps will include review by the Department of Planning and Budget and a presentation to Art and Architectural Review Board. Anderson and Schroeter shared highlights of interior concepts. The presentation concluded with public space designs and an overview of a 500-person capacity event space.

VI. COMMITTEE REPORTS

A. Compliance Sub-committee

Chair Brian Ball presented the annual certification of compliance with the Mellon Gift Agreements. He also noted that during its most recent meeting, the committee received a report on the annual Agency Risk Management and Internal Control Standards (ARMICS) Report for VMFA. The museum's report did not include any red flags and was approved by the Department of Accounts.

B. Art and Collections Committee

Chair Melinda Hardy reported that Dr. Michael Taylor, Artistic Director and Chief Curator, presented the plan for deinstalling works within the West Wing prior to demolition of the terrace in preparation for construction of the expansion. He also presented an overview of a special exhibition *Giants: Art from the Dean Collection of Swizz Beatz and Alicia Keys* which will be on view at VMFA from November 22, 2025 to March 1, 2026.

C. Art and Acquisitions Sub-committee

Chair Matt Cooper reported the sub-committee met to review proposed art purchases, gifts, deaccessions, and loans.

At 1:30pm the meeting went into closed session with the following motion:

Motion: Proposed by Allston and seconded by Cindy Conner 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 1:45pm, the meeting resumed in open session with the following motion:

Motion: Proposed by 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 Allston and seconded by Ken Dye that, in accordance with the recommendation of the Arts Acquisitions Sub-committee at its December 3, 2024, meeting, the Board approves the gifts, purchases, deaccessions, and loan considerations as fully described in the meeting packets. Motion carried.

Motion: Proposed by Allston and seconded by Dye to authorize VMFA Director and CEO Alex Nyerges and Dr. Michael Taylor, VMFA Artistic Director and Chief Curator, to accept gifts of art offered to the museum between December 5, 2024, and December 31, 2024. Motion carried.

D. External Affairs Committee

Chair Ken Dye reported that the committee received a fundraising report and the communications plan for the upcoming *Frida: Beyond the Myth* exhibition.

E. Fiscal Oversight Committee

Chair Pam Royal reported that the committee reviewed the first quarter FY25 budget forecast and the status of cash on-hand for the expansion.

F. Education Committee

Co-Chair Jil Harris shared that the committee received updates on Education and Statewide Programming, and that the highlight of the meeting was an interactive session focused on how best to accommodate families with small children visiting the museum.

VII. OTHER BUSINESS/ADJOURNMENT

Allston noted that a Strategic Planning process for the next five year plan will begin in January 2025 and that Marcia Gilliam has agreed to chair the committee.

There being no further business, a motion to adjourn the meeting was proposed, seconded, and approved by the board at 2:03pm.

Recorded by: Stephanie Cooperstein,
Executive Administrator

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Cindy Conner

DATE: December 4, 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 / Ball / Baxani / Bland / Brueggen / Cheng / Conner / Cooper / Neal Crutcher / Dadabhoy / Dye / Noland Edwards / Franklin / Geldzahler / Gilliam / Goettman / Goodwin / Hancock / Hardy / Harris / Keyes/ Littel / Marvin / Murphy / O'Keefe / Qreitem / Royal / Royce / Shin / Smith / Tak / Weinstein / Zajur

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Jordan / Papa