

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, March 19, 12:30pm
Clairborne Robertson Room

There were present:

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

Absent:

Rooz Dadabhoy
Kirsti Goodwin
Amanda Qreitem
Rupa Tak

By Invitation:

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

David Cary
Stephanie Cooperstein
John Covin
Thomas Courtney
Birch Douglass
Aimee Guidera, Secretary of Education
Tom Gutenberger
Jan Hatchette
Andrew Harris
Jon Lavis, TDC
Deb Love, Office of the Attorney General
Charlotte McGee, Foundation Board President
Susan Nelson, TDC
Katie Payne
Michael Taylor

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:30pm.

II. MINUTES APPROVAL

Motion: Proposed by Allston and seconded by Marcia Gilliam to approve the minutes of the December 4, 2024 quarterly Board of Trustees meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Allston welcomed everyone and recognized Susan Nelson and Jon Lavis, representatives from TDC, a strategic planning consultation firm.

IV. REPORT OF THE FOUNDATION PRESIDENT

Charlotte McGee, Foundation President, reported that the Foundation Board of Directors last met in February. During that meeting they received updates on the transition of Brown Advisory as the Outsourced Chief Investment Officer (OCIO) for the Foundation's portfolio which currently exceeds \$300 million.

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 371,000 visitors and the campaign fundraising which is currently \$372 million. Nyerges recognized Birch Douglass for his second campaign contribution and Anne Noland Edwards for a gift naming one of the photography galleries the Edwards Family Gallery.

Nyerges also reported that *American Born Hungary: Kertész, Capa, and the Hungarian American Photographic Legacy* and *A Long Arc: Photography and the American South Since 1845* closed on

January 26, 2025 after being viewed by more than 32,000 individuals, surpassing its 20,000 goal. Nyerges noted two upcoming exhibitions, *Frida Kablo: Beyond the Myth* and *Giants: Art from the Collection of Alicia Keys and Swizz Beats*. He continued by highlighting recent museum events. Of note was the 20th Anniversary of ChinaFest held on February 8, 2025. More than 9,000 people attended the festival. Additionally, the completion of the renovations to the Cheek Theater was celebrated with a rededication on March 10, 2025. Family members of the theater's namesake were in attendance. Nyerges concluded his report by informing the board that reviewers from the American Alliance of Museums, the accrediting body for museums, will visit VMFA in April as part of its reaccreditation process.

VI. COMMITTEE REPORTS

A. Art and Collections Committee

Chair Melinda Hardy reported that Dr. Michael Taylor, Artistic Director and Chief Curator, announced that Karen Daly has been appointed Senior Manager of Provenance Research, and that the Lewis Collections will be travelling in the exhibitions, *Splendor and Luxury: French Art Nouveau and Art Deco from the Virginia Museum of Fine Arts* and *Pop to Present: American Art from the Virginia Museum of Fine Arts* while their galleries are closed during construction. Additionally, the committee heard updates on the Indigenous American Art Collection Plan from Siera Hyte, Schiller Family Curator of Indigenous American Art, and a preview of the upcoming exhibition *The Great Mughals: Art, Architecture, and Opulence* from Dr. John Henry Rice, E. Rhodes and Leona B. Carpenter Curator of South Asian and Islamic Art.

B. External Affairs Committee

Janet Geldzahler reported that the committee received updates on government relations, fundraising, and the communication plan for *Frida: Beyond the Myth*.

C. Fiscal Oversight Committee

Chair Pam Royal reported that the committee reviewed the second quarter FY25 budget forecast and the preliminary assumptions for creation of the FY26 budget.

D. Building Committee

Chair Brian Ball reported that the committee received an update from staff on the completion of the Cheek Theater. Additionally, representatives from SmithGroup presented preliminary designs for the expansion and next steps.

E. Board Strategic Planning Committee

Chair Marcia Gilliam reported that the strategic planning process kicked off in January and the board committee met with Jon Lavis and Susan Nelson from TDC on February 18, 2025. Susan Nelson, Executive Vice President of TDC, outlined the planning approach and board engagement for the 2030 Strategic Plan. She shared the planning goals that TDC developed from their initial conversations with staff and board members. These include definition of expanded space; education, community engagement, relevance, and operational resources. She concluded by informing board members that they will receive a link to a survey to provide individual input.

F. Art and Acquisitions Sub-committee

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

At 1:00pm the meeting went into closed session with the following motion:

Motion: Proposed by Allston and seconded by Dr. Betty Neal Crutcher that the Board of Trustees go into closed session to discuss proposed art purchases, gifts, deaccessions, and loans and consult with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel. The relevant exemptions are Section 2.2-3711(A) (6, 8, 10, and 29) of the Code of Virginia. Motion carried.

At 1:55pm, 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 that, in accordance with the recommendation of the Arts Acquisitions Sub-committee at its March 18, 2025, meeting, the Board approves the gifts, purchases, deaccessions, and loan considerations as fully described in the meeting packets. Motion carried.

VII. OTHER BUSINESS/ADJOURNMENT

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: Betty Neal Crutcher

DATE: March 19, 2025

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 / Conner / Cooper / Crutcher / Dye / Noland Edwards / Franklin / Geldzahler / Gilliam / Goettman / Hancock / Hardy / Harris / Jordan / Keyes / Littel / Marvin / Murphy / O'Keefe / Papa / Royal / Royce / Shin / Smith / Weinstein / Zajur

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Cheng / Dadabhoy / Goodwin / Qreitem / Tak