

Date: \_\_\_\_\_ Approved: \_\_\_\_\_

Virginia Museum of Fine Arts  
Minutes of the Full Board of Trustees Meeting  
Thursday, March 20, 2014, 12:30 pm  
The Claiborne Robertson Room

There were present:

William A. Royall, Jr., President  
Karen C. Abramson  
Martin J. Barrington  
James C. Cherry  
Margaret Irby Clement  
Louise B. Cochrane  
W. Birch Douglass III  
Thomas F. Farrell II  
Cynthia Kerr Fralin  
Susan S. Goode  
Margaret N. Gottwald  
John H. Hager  
Terrell Luck Harrigan  
Dr. Elizabeth F. Harris  
Ivan P. Jecklin  
Jane Joel Knox  
Charles Levine  
H. Eugene Lockhart  
John A. Luke, Jr.  
Thurston R. Moore  
Dr. Claude G. Perkins  
Satya Rangarajan  
Michael J. Schewel  
Dr. Lindley T. Smith  
Dr. Shantaram K. Talegaonkar

By Invitation:

Alex Nyerges, Director  
Kelly B. Armstrong  
Stephen D. Bonadies  
Erin Brooks  
Dr. Lee Anne Chesterfield  
John Fuller  
Claudia Keenan  
Laura Keller  
Robin Nicholson  
Cameron O'Brien  
John B. Ravenal  
Jayne Shaw  
Fern Spencer  
Patricia Van Tuyle

Sylvia Yount

Absent:

Mary Anne Carlson  
 Michael M. Connors  
 Richard B. Gilliam  
 Jil Womack Harris  
 Marlene A. Malek  
 Steven A. Markel  
 James W. McGlothlin  
 Charles H. Seilheimer, Jr.  
 William D. Sessoms, Jr.

I. CALL TO ORDER

The President, William A. Royall, Jr., called the meeting to order at 12:40 pm and welcomed everyone.

II. MINUTES

**Motion:** proposed by Mr. Royall, seconded by Ms. Cochrane that the minutes of the last Full Board of Trustees meeting, held on the 12th of December 2013, be approved as distributed. Motion carried.

III. *RYAN MCGINNESS: STUDIO VISIT*

Mr. John B. Ravenal, the Sydney and Frances Lewis Family Curator of Modern and Contemporary Art, offered an overview of the Ryan McGinness exhibition currently on display. At the end of his presentation, Mr. Ravenal presented several ideas for potential projects for the sculpture garden.

IV. NEW VMFA WEBSITE

Mr. Bonadies reported that the museum has made significant progress on several technology initiatives. Wifi has been installed in all public spaces, the Datamart is complete, the new system for storing artwork information and images is nearing completion, and the new website is set to launch this spring. He introduced Erin Brooks of RTS Labs to provide more information about the website and mobile app.

Ms. Brooks explained that the objective of the redesigned website was not only an improved look and feel but also improved navigation. The site is responsive and changes layout to optimize viewing for different sized devices. Where possible, the website is integrated with other museum's systems so that content is uploaded or updated automatically.

Ms. Brooks continued with a preview of the mobile app in development. This app for mobile devices will offer tours, promote events, and highlight exhibitions. It will include a map of the museum and enable users to create a tour of objects in the permanent collection.

## V. REPORT OF THE PRESIDENT

President William A. Royall, Jr. thanked the Trustees for their enthusiasm and support during the transition to the new committee structure. He recognized those who attended the Legislative event in January despite the poor weather and announced that it was a great success. He encouraged the Trustees to engage with a member of the museum staff or a curator. Lastly, Mr. Royall invited the Trustees to attend the next quarterly meetings on June 16<sup>th</sup> and June 17<sup>th</sup>, particularly the annual dinner for Trustees and former Trustees.

## VI. REPORT OF THE DIRECTOR

Director Alex Nyerges introduced the new Executive Director of the Virginia Museum of Fine Arts Foundation and Deputy Director for Resources & Visitor Experience, Claudia Keenan. She comes from Eastern Virginia Medical School where, in her role as Chief of External Affairs, she increased their annual donations significantly. He thanked Kelly Armstrong, Ben Rawles, Thurston Moore and Bill Royall for their hard work as members of the search committee. Ms. Keenan addressed the Trustees, saying she looks forward to leading the new division.

Mr. Nyerges communicated that Trustees will receive log-in information for the new Trustee website. This site will be used for sharing advance materials for meetings. Mr. O’Brion explained that there are no conflicts between the Freedom of Information Act and using this website as a tool for sharing documents.

## VII. REPORT OF THE FOUNDATION

Mr. Nyerges announced that the Foundation completed its annual audit with a clean report. Compared to similar sized endowments, the Foundation’s returns are above average. He noted that the board is refinancing the Foundation’s bonds before the letter of credit and swap agreement expire next summer.

Mr. Douglass requested a report on the size of the endowments. Mr. Nyerges disclosed that the Foundation and Glasgow endowments total \$259 million, the Williams fund is \$40 million and the Evans Trust is \$65 million. The total amount under management and in trust is approximately \$365 million. The museum is working on a quarterly report to illustrate these figures.

In conclusion, Mr. Nyerges announced the Cochranes’ 80<sup>th</sup> wedding anniversary celebration. He congratulated Ms. Cochrane and thanked her for her support of the museum.

## VIII. REPORT OF DEVELOPMENT

Ms. Shaw, Acting Director for Advancement, drew the board’s attention to the Advancement Revenue Report, which shows that the department is making excellent progress toward its goal of \$3.8 million in unrestricted giving. Although the group could improve on corporate giving levels, it

is meeting projected numbers in all other areas. The Development Department has surpassed its goal for exhibition support, and Ms. Shaw recognized those present whose corporations contributed to the *Forbidden City* exhibition. Currently, they are working with the Council to raise money for Fine Arts and Flowers, funds from which will go toward digitizing the Fabergé collection.

## IX. COMMITTEE REPORTS

- a. Operations Committee – Thomas F. Farrell II & John H. Hager, Co-Chairs and Stephen Bonadies, Deputy Director for Collections & Facilities Management

Stephen Bonadies thanked Mr. Farrell and Mr. Hager for leading the committee's discussion of building-related issues and the Robinson House rehabilitation. The plans for Robinson House make the building accessible and preserve it, transforming it from an unused space into a visitor center, gallery for the interpretation of the museum site's history, and administrative offices. A small addition created at the back of the building will include an elevator shaft, stairwell, and restrooms, as well as a new entrance. This addition will be consistent with the building's architecture.

He continued with a summary of current and upcoming capital projects including the replacement of the South Wing exit stair, the 1985 wing roof replacement, the renovation of the Fabergé galleries, and the relocation of the carpentry shop, projects totaling approximately \$9.5 million including the Robinson House renovation.

**Motion:** proposed by Mr. Farrell and seconded by Mr. Douglass that the Full Board approve the rehabilitation of the Robinson House without the use of private funds and pending approval of space designation for offices, gallery and visitor center. Motion carried.

- b. Resources & Visitor Experience Committee – Margaret Irby Clement & Thurston R. Moore, Co-Chairs and Alex Nyerges, Director

Ms. Clement thanked Ms. Keenan for attending the meetings. She commended Darrian Mack, Brigitte Thomas, Bob Tarren, and Jayne Shaw for their presentations in which they provided an overview of the different sections of the division.

- c. Art and Education Committee – Susan S. Goode, Chair and Robin Nicholson, Deputy Director for Art & Education

Ms. Goode reported that the committee had a great discussion of the new exhibitions with the committee recommending to approve the exhibitions as presented by the staff. Mr. Nicholson revealed that VMFA will be the only venue for *Leonardo da Vinci and the Italian Renaissance*, for which the museum has been granted the loan of an additional da Vinci sketch. The second project for approval, *Johns | Munch*, has grown from a smaller scale exhibition to a more ambitious project. The only venues for this show will be VMFA and the Munch Museum. The last project under consideration is the Terracotta Warriors exhibition, attendance for which is conservatively estimated at 150,000.

- d. Fiscal Oversight Committee – Michael M. Connors & John A. Luke, Co-Chairs and Fern Spencer, Chief Financial Officer

Mr. Luke informed the board that the restructure has broadened this committee's purview to include the audit. They planned a schedule of topics to cover over the course of the year and received a great review of the museum's financial performance. He recognized Ms. Spencer for modernizing the division and improving the quality and reliability of reporting. The committee discussed the financial success of *Hollywood Costume* and the master budgets for the three exhibitions recommended for approval by the Art & Education Committee.

**Motion:** proposed by Ms. Goode and seconded by Ms. Fralin, that the Board approve the staff to proceed with the three exhibitions based on budget and content as presented. Motion carried.

At 2:03 pm the meeting went into closed session with the following motion.

**Motion:** proposed by Mr. Royall, seconded by Mr. Douglass that the meeting go into closed session under Section 2.2-3711(A) (6) of the Freedom of Information Act to discuss the investing of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the Museum would be adversely affected. Motion carried.

At 2:21 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** proposed by Mr. Royall and seconded by Mr. Barrington, that the Board certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution. Motion carried.

A roll call vote was taken by the Assistant to the Secretary, the results of which are outlined in the First Certification Resolution below.

**Motion:** proposed by Ms. Fralin, and seconded by Dr. Talegaonkar that the Board ratify the recommendation the Art Acquisitions Sub-Committee made in today's meeting to accept

the following purchase considerations from the funds specified:

1. Eugène Grasset, designer (Swiss, active in Paris, 1845-1917), Maison Vever, maker (Paris, 1821-1982), *The Sorcerers (Les Sorcières) Necklace*, 1900, gold, enamel, carnelian, chrysoprase, pendant: 5 1/2", chain: 17" from the Revolving Art Purchase Fund, to be repaid by the Sydney and Frances Lewis Endowment Fund in July 2014, Vendor: Gretha Arwas, London
2. Henrique Oliveira (Brazilian, b. 1973), *Xilempasto 6*, 2013, plywood and pigment, 124 x 94 1/2", from the Pamela K. and William A. Royall, Jr. Fund and the Revolving Art Purchase Fund to be repaid by the Aldine S. Hartman Endowment Fund in April 2014

3. Radcliffe Bailey (American, born 1968), *Vessel*, 2012, tarp, thread, iron, vintage model ship, African sculpture, wicker basket, glass, from the Pamela K. and William A. Royall, Jr. Fund and NEA Endowment Fund, Vendor: Jack Shainman Gallery, New York
4. Angel Otero (American, born Puerto Rican, 1981), Untitled (SK-MY), 2013, oil paint and oil paint skins collaged on canvas, 96 1/2 x 72 1/2 x 4", from the Pamela K. and William A. Royall, Jr. Fund and the Revolving Art Purchase Fund to be repaid by Aldine S. Hartman Endowment Fund in July 2014, Vendor: Lehmann Maupin, New York
5. *Tankard*, Amsterdam, ca. 1680, Japanese Arita porcelain with Dutch silver mounts, 10" high, from the Ailsa Mellon Bruce Fund, Vendor: J. Shrubsole, Corp., New York
6. William Lightfoot Price, designer (American, 1861–1916), for Rose Valley Shops (Delaware Co., Penn., 1901-1906), *Armchair*, ca. 1903, white oak, 52 1/2" x 26 1/8" x 22 1/4", from Gabe Burton Fund, Vendor: Robert Edwards, Swarthmore, Pennsylvania
7. Indian, North India, 15<sup>th</sup> century, Page from a *behari Qur'an*, ink, gold, opaque watercolor on paper, 9 1/16 x 8 1/2", from Adolph D. and Wilkins C. Williams Fund, Vendor: Art Passages, San Francisco
8. Eugène Grasset (French, 1845-1917), *La Plante et ses applications ornementales*, 1896, Volumes 1 and 2, Paris, Libraire Centrale des Beaux Arts; E. Lévy & Cie, editor, 144 colored plates in two-volume folio with linen cover, 18 7/64 x 12 63/64", from Swenson Art Nouveau Fund, Vendor: Leonard Fox, 790 Madison Avenue, New York, NY 10065
9. Unknown artisan, American, *Pair of Sconces*, about 1800–1810, tulip poplar, carved, gessoed, and gilded; iron wire chain, 39 x 14 1/2", from the Floyd D. and Anne C. Gottwald Fund, Vendor: Hirschl & Adler, New York

**and** the following gift/purchase consideration:

1. Six Native American Objects

Gift:

- Northwest Coast (Tlingit, Haida, Bella Bella, or Fraser River Salish), *Dagger*, walrus ivory, abalone shell, steel, rawhide, 22 x 2" (L.25.2009.26)
- Northwest Coast (Tlingit, Haida, Bella Bella, or Fraser River Salish), *Eagle Mask*, 19<sup>th</sup> century, wood, pigment, feathers, 18 x 9 x 11" (L.25.2009.30)

Purchase:

- Navajo, *Classic Child's Serape*, ca. 1870, wool, 33 x 57" (L.25.2009.41)
- Yupik, *Eskimo "Dream" Dance Mask*, late 19<sup>th</sup> century, wood, pigment, feathers, 13 x 12" (L.25.2009.3)
- Cree, *Pipe*, wood, porcupine quills, catlanite, pewter, 31" x 3" x 4" (without bowl) (L.25.2009.152a/b)
- Cheyenne, *Southern Girl's Dress*, ca. 1880, hide, seed and brass beads, pigments, 21 x 38 x 7" (L.25.2009.140)

From the Arthur and Margaret Glasgow Endowment Fund

Donor/Vendor: Robert and Nancy Nooter Collection, Washington DC

Motion carried.

X. STRATEGIC PLAN OVERSIGHT UPDATE – Alex Nyerges

Mr. Nyerges recognized Mr. Barrington for his hard work on the current Strategic Plan. He provided a brief update specifically on the second quarter of FY13. He continued by explaining that the museum is working with strategic planning consultants TDC to assess the current internal state, including assessing financials through modeling.

XI. EXECUTIVE CLOSED SESSION

President Royall dismissed VMFA staff and made the following motion at 2:35 pm.

**Motion:** proposed by Mr. Royall and seconded by Mr. Moore that the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711 (A) subsection (1) of the Code of Virginia to discuss a personnel matter which is not public. Motion carried.

At 2:06 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** proposed by Mr. Royall, and seconded by Ms. Goode that the Board 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 Second Certification Resolution below.

XI. OTHER BUSINESS/ADJOURNMENT

There being no further business, President Royall adjourned the meeting at 2:52 pm.

MOTION: Mr. Royall  
SECOND: Mr. Moore

MEETING: Board of Trustees  
DATE: 20 March 2014

## FIRST CERTIFICATION OF CLOSED MEETING

**WHEREAS**, the Full 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 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 Full 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 Full Board of Trustees.

VOTE

AYES: Royall/Abramson/Barrington/Cherry/Clement/Cochrane/Douglass/Fralin/Goode/Hager/Harrigan/E. Harris/Knox/Levine/Luke/Rangarajan/Smith/Talegaonkar

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Farrell/Gottwald/M. Harris/Jecklin/Lockhart/Moore/Perkins/Schewel

ABSENT DURING MEETING: Carlson/Connors/Gilliam/J. Harris/Malek/Markel/McGlothlin/Seilheimer/Sessoms

MOTION: Mr. Royall

SECOND: Ms. Goode

MEETING: Board of Trustees

DATE: 20 March 2014

## SECOND CERTIFICATION OF CLOSED MEETING

**WHEREAS**, the Full 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 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 Full 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 Full Board of Trustees.

VOTE

AYES: Royall/Abramson/Barrington/Cherry/Clement/Cochrane/Douglass/Fralin/  
Goode/Hager/Harrigan/ Knox/Levine/ Rangarajan/Smith

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Farrell/Gottwald/E. Harris/ M. Harris/Jecklin/Lockhart/  
Luke/Moore/ Perkins/Schewel/Talegaonkar

ABSENT DURING MEETING: Carlson/Connors/Gilliam/J. Harris/Malek/Markel/  
McGlothlin/Seilheimer/Sessoms

Recorded by: Laura Keller  
Assistant to the Secretary of the Foundation