

Virginia Museum of Fine Arts
Minutes of the Board of Trustees Meeting
Wednesday, 3 December 2014, 12:30 pm
Claiborne Robertson Room

There were present:

William A. Royall, Jr., President
Karen C. Abramson
Tyler Bishop
Mary Anne Carlson
W. Birch Douglass III
Cynthia Kerr Fralin
Margaret N. Gottwald
John H. Hager
Terrell Luck Harrigan
Dr. Monroe E. Harris
Jil Womack Harris
Ivan P. Jecklin
Kenneth Johnson, Sr.
John A. Luke, Jr.
Steven A. Markel
Dr. Claude G. Perkins
Michele Petersen
Satya Rangarajan
Pamela Reynolds
Charles H. Seilheimer, Jr.
Michael J. Schewel
Dr. Shantaram Talegaonkar

By invitation:

Alex Nyerges, Director
Kelly B. Armstrong
Stephen D. Bonadies
David Bradley
Dr. Lee Anne Chesterfield
Naomi Crown
Li Jian
Jillian Jones
Claudia Keenan
Laura Keller
Rebecca Morrison
A. Cameron O'Brien
Bret Payne
John Ravenal
Hossein Sadid
Jayne Shaw
Patricia P. Van Tuyle

Absent:

Martin J. Barrington
 Margaret Irby Clement
 Louise B. Cochrane
 Michael M. Connors
 Thomas F. Farrell II
 Richard B. Gilliam
 Susan S. Goode
 Dr. Elizabeth F. Harris
 H. Eugene Lockhart
 Marlene A. Malek
 James W. McGlothlin
 Dr. Lindley T. Smith

I. CALL TO ORDER

William A. Royall, Jr.

At 12:37, Trustee President Bill Royall called the meeting to order and thanked the board members for attending.

II. MINUTES APPROVAL

William A. Royall, Jr.

Motion: proposed by Mr. Royall and seconded by Mr. Harris to approve the Minutes of the September 30, 2014 Full Board meeting as distributed.

III. FORBIDDEN CITY UPDATE

Li Jian

Li Jian, E. Rhodes and Leona B. Carpenter Curator of East Asian Art, presented highlights from the *Forbidden City* exhibition. Mr. Nyerges acknowledged that Li Jian exemplifies the importance of curatorial scholarship at VMFA.

IV. MODERN AND CONTEMPORARY ART UPDATE

John Ravenal

Mr. Nyerges congratulated John Ravenal, Sydney and Frances Lewis Family Curator of Modern and Contemporary Art, on his recent promotion to become the Executive Director of deCordova Museum and Sculpture Park in Lincoln, MA. He announced that Mr. Ravenal would still curate the upcoming *Jobns/Munch* exhibition. Mr. Ravenal expressed gratitude to Trustees and VMFA colleagues past and present for their support. His presentation highlighted selected projects and acquisitions representative of his time at VMFA. He emphasized the importance of gifts of art and funds to buy art and shared his excitement surrounding *Jobns/Munch*. He reinforced the value of nurturing curators over time to reflect their vision and VMFA's institutional strategy.

V. REPORT OF THE PRESIDENT

William A. Royall, Jr.

Mr. Royall thanked those who attended the recent joint board retreat for strategic planning. He commented that the new strategic plan will be transformational and is on schedule to be submitted for board approval in March.

V. REPORT OF THE DIRECTOR

Alex Nyerges

Mr. Nyerges introduced new Chief Financial Officer Hossein Sadid, former CFO of the University of Richmond. Laura Keller, Assistant to the Secretary of the Foundation, led a demonstration of Huddle, an online tool used by VMFA Trustees, Foundation directors and staff to share documents and meeting dates.

VII. REPORT OF THE FOUNDATION

Kelly Armstrong

Foundation Board President Kelly Armstrong thanked those who attended October's successful gala in support of *Forbidden City*. She informed Trustees that the sale of The Oaks closed last month, and the proceeds will be invested in the Foundation endowment. She added that, at \$252 million, the Foundation endowment is 2.1 percent above its benchmark, up 3.8 percent this year. Ms. Armstrong stated that the focus has been to develop good cash flows and accurately manage liquidity to keep the maximum amount of funds invested.

Mr. Royall congratulated the following newly-elected foundation directors:

- Mr. Charles M. Johnson, III of Private Advisors LLC (Charlottesville)
- Ms. Denise F. Keane of Altria Group (Richmond)
- Mr. Rick "Rocket" Ramsey, telecommunications entrepreneur (Richmond)
- Mr. John R. Staelin, Chairman of the Clarke County Board of Supervisors former VMFA Trustee, of Elizabeth Locke Jewels (Boyce)
- Ms. Ting Xu of Evergreen Enterprises, Inc. (Richmond)

VIII. GOVERNMENT RELATIONS REPORT

David Bradley

Government Relations Manager David Bradley updated Trustees regarding state budget cuts, stating that the Commonwealth is still looking for \$100 million to balance the budget and both higher education and local government industries in particular received significant cuts.

Mr. Bradley attended an economic briefing through the Chamber of Commerce where VMFA was recognized for promoting cultural diversity through *Forbidden City*. He reviewed a recent trip to China where The Honorable and Mrs. McAuliffe joined VMFA leadership to meet with Chinese officials and Palace Museum staff. He noted that the Chinese embassy has offered VMFA positive feedback surrounding *Forbidden City*. Mr. Royall commended Mr. Bradley for his expertise in the government relations field.

IX. REPORTS

- Operations Committee – John H. Hager, Co-Chair and Stephen Bonadies, Deputy Director for Collections & Facilities Management

Mr. Hager reported that the committee discussed information technology and infrastructure, noting that technology becomes increasingly important year after year. The committee also reviewed the progress of the Robinson House visitor center, which aims to be open in time for the 2015 World Road Cycling Championships taking place in Richmond.

- Resources & Visitor Experience Committee – Meg Clement, Chair and Claudia Keenan, Deputy Director for Resources and Visitor Experience

Ms. Clement informed Trustees that the committee discussed how to better define membership categories and improve the general visitor experience at VMFA.

Ms. Keenan presented the fundraising report as of November 30, 2014. Against a goal of \$6.2 million, fundraising progress totaled \$2.9 million. She shared news that the Foundation received a \$600k grant from the Mary Morton Parsons Foundation, which must be matched within a year. She noted that VMFA is close to its fundraising goal for *Forbidden City* despite poor sales over the Thanksgiving holiday due to inclement weather.

- Art and Education Committee – Susan S. Goode, Chair and Dr. Lee Anne Chesterfield, Interim Deputy Director for Art & Education

Ms. Goode summarized the morning's meeting, in which Trustees were updated on upcoming exhibitions, including a presentation from Mr. Ravenal about *Jobs/Munch*. The meeting concluded with a tour of the library led by Head Librarian Lee Viverette, and Ms. Goode encouraged all Trustees to contact Ms. Viverette for a library tour.

- Fiscal Oversight Committee – John A. Luke, Co-Chair and Hossein Sadid, Chief Financial Officer

Mr. Luke commented that the committee meeting provided Trustees with a valuable opportunity to learn more about Mr. Sadid's leadership priorities. Mr. Sadid thanked Trustees for the opportunity to work with them. He advised that he has already developed a Q1 financial forecast, currently available for review on Huddle, noting that the Foundation is already ahead year-to-date from FY14.

Mr. Sadid informed Trustees that the independent audit is progressing well, though behind schedule, and that a new position for an internal auditor has been approved.

- Art Acquisitions Sub-Committee – Cynthia Kerr Fralin and Ivan P. Jecklin, Co-Chairs, and Dr. Lee Anne Hurt Chesterfield, Interim Deputy Director of Art & Education

At 1:56, 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 2:05 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall and seconded by Mr. Douglass, 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, the results of which are outlined in the First Certification Resolution below.

Motion: proposed by Mr. Royall, and seconded by Dr. Harris that the Board ratify the recommendation of Art Acquisitions Sub-Committee to accept the following **purchase** considerations from the funds specified:

1. Mattia Preti (Italian, 1613 – 1699), *The Visitation*, 17th century, oil on canvas, 46½ x 66-1/8”

Vendor: Robilant + Voena, 38 Dover Street, London, W1S 4NL England
Source: Arthur and Margaret Glasgow Fund

2. Gilbert Stuart (American, 1755-1828), Portrait of Rebecca White Pickering (Mrs. Timothy Pickering), 1817-18, oil on wood, 31¼ x 24½”

Vendor: Michael Altman Fine Art, 38 E. 70th St, New York, NY 10021
Source: J. Harwood and Louise B. Cochrane Fund for American Art

3. Selection of photographs by Rodchenko and other Russian Constructivists

Alexander Rodchenko (Russian, 1891–1956):

with Henri Manuel (Russian, 1874 – 1947), *Alexandr Rodchenko's Worker's Club installation at the 1925 Decorative Arts exhibition in Paris*, 1925, gelatin silver print, 11.8 x 9.25”

House on Novinskii Boulevard - Project architect Moisei Ginzburg, 1929, vintage gelatin silver print, 4¾ x 6¼”

The Worker's Faculty Student, 1924, vintage gelatin silver print; 4.8 x 3.4”

Workers' Demonstration, 1932, toned vintage gelatin silver print , 17.4 x 11.10”

Fotomontazh k poeme V. Mayakovskovo 'Pro Eto' (Photomontage for Mayakovsky's poem, 'About This'), 1923, gelatin silver print, 9.4 x 6.8”

Corner, 1925 (Untitled (Building), 1925), gelatin silver print, 5 x 6.10”

Dom Mosselproma. House of Mosselprom, decorated by Rodchenko, 1925, gelatin silver print, 9.8 x 6.4”

Canteen at the Electric Plant, 1929, gelatin silver print, 6.12 x 4.8”

Pryzhok s sbestom (High Jumper), 1937, gelatin silver print, 5.12 x 6.12”

Pine trees. From the Karelia series, 1933, gelatin silver print; 8.8 x 5.8"

Gustav Klutssis (1895 – 1938), *Delo Chesti, Slavy, Doblesti i Gerojstva! (A Matter of Honor, Glory, Valor and Heroism!)*, 1931, vintage gelatin silver photomontage

Max Alpert (1899–1980), *Untitled (Dnepr Dam)*, gelatin silver print; 12.12 x 9"

Piotr Otsup (1883 – 1963), *I.S. Kobozev na sjemke prazdnovanija prvoj godovshchini Oktriabria. I.S. Kobozev (photographer) photographing the first October Celebration*, 1918, gelatin silver print., 6.8 x 4.10"

Georgi Zelma (Russian, 1906 – 1984):

Tractor Driver, Birobizhan, mid - 1930s, vintage gelatin silver print; 2.3 x 3.1"

Krasnaya Ploschad', Kolonna 'Elektrozavoda'. Red Square, Column of Electro-Factory, 1931
gelatin silver print, 4.1 x 6.5 in

Portrait of the photographer's wife, Vintage gelatin silver print; 3.4 x 6 in

Vendor: Richard Saltoun Gallery, 111 Great Titchfield Street, London W1W 6RY

Source: Adolph D. and Wilkins C. Williams Fund

4. Elisabeth Sunday (American, born 1958), *Emerge (Tuareg Woman, The Sahara Desert, Mali)*, 2007, platinum print on rag paper, ed. 2/10, sheet: 30 x 40"; framed: 35 x 42"

Vendor: The artist, 3246 Ettie Street, Studio 21, Oakland, CA 94608

Source: Adolph D. and Wilkins C. Williams Fund

and the following gift considerations:

1. Hasui Kawase (Japanese, 1883-1957), *Eighty-Four Hasui Works*
79 prints: woodblock prints; ink and color on paper; 3 watercolors; ink and color on paper
2 books illustrated with woodblock prints; Various sizes
Donor: René and Carolyn Balcer, 12218 Montana Ave. #401, Los Angeles, CA 90049
2. Tibetan, *Temple Hanging*, late 19th– early 20th century, silk, 93½" x 67⅛"
Donor: Anne and Larry Heilman, 4620 N. Park Avenue, Apt. 406W, Chevy Chase, MD
20815
3. Jean Lurcat (French, 1892-1966): three Aubusson tapestries from 1965, wool:
Gemini, woven by the Atelier Gisèle Brivet, 41½ x 58¼" (L13.92)
The Awakening, woven by the Atelier Gisèle Brivet, 48 ⅜ x 79¼" (L12.92)
Cascade, woven by the Atelier Picaud, 42¾ x 58¼" (L22.98)

Gift of Mary and Lucien Rubenstein, Oakwood Village West, 6209 Mineral Point Road, Apt. 700, Madison, WI 53705-4536

4. Edward Heim (American, before 1880 - after 1937), *Bessie Potter Vonnob*, ca. 1927, photograph, 9½ x 7¼”
Donor: Alexander Reeves, 3801 Dover Road, Richmond, VA 23221

and to approve the **deaccession considerations** made by the Staff:

1. Three oil portraits by Charles Xavier Harris (American, 1856-1936), ca. 1930s: *Susannah Smith Preston* (60.52.2), *Major William Preston* (60.52.5), *William Campbell Preston* (60.52.6). Gift of Mrs. Preston Davie.

Recommendation: Deaccession and transfer ownership to Smithfield-Preston Foundation, Inc., for permanent display at Historic Smithfield Plantation, Blacksburg, Virginia.

2. French 18th-century paneling, mirror, and over-door paintings from three rooms (Gift of C.I. Planning Corporation, 79.7).

Recommendation: Deaccession and consign to Sotheby's for private sale.

and to approve the **loan recommendations** made by the Staff:

Loans from the Collection:

1. Kehinde Wiley, Willem van Heythuysen, 2006, oil and enamel on canvas. Arthur and Margaret Glasgow Fund, 2006.14.

Exhibition: “Kehinde Wiley: A New Republic”

Venues & dates: Brooklyn Museum, February 20 – May 24, 2015; 2nd venue to be determined; The Modern, Fort Worth, Oct. 16, 2015 – Jan. 10, 2016; Seattle Art Museum, Feb. 12 – May 8, 2016; VMFA, June 3 – Sept. 5, 2016; possible additional venues, to be determined.

Recommendation: lend to Brooklyn, The Modern, and Seattle, with courier to initial venue, pending conservation evaluation. Consider lending to additional venues when they are identified.

2. Salomon van Ruysdael, A River Landscape, 1645, oil on canvas. Adolph D. and Wilkins C. Williams Fund, 72.30.

Rembrandt Harmensz van Rijn, The Angel appearing to the Shepherds, 17th century, etching, drypoint, and burin on paper. Alice and Lewis Nelson Fund, Frank Raysor Fund, and Kathleen Boone Samuels Memorial Fund, 2013.202.

Paulus Potter, The Cowherd, 17th century, etching on paper. Promised Gift of Frank Raysor, L.139.2010.90

Magdalena de Passe, after Adam Elsheimer, Apollo and Coronis, 17th century, engraving on paper. Promised Gift of Frank Raysor, L.139.2010.4

Exhibition: “Seventeenth-Century Dutch Landscapes: Museum Studies Seminar Exhibition,” Joel and Lila Harnett Museum of Art, University of Richmond Museums, March 31 – May 15, 2015.

Recommendation: lend the Ruysdael and the Rembrandt and facilitate the loan of the Potter and the Passe on behalf of Frank Raysor, pending acceptable climate conditions at the Harnett.

3. Edna Andrade, Updraft, 1976, acrylic on canvas. Gift of Leslie R. Smolan, 2002.611.

Exhibition: “Edna Andrade”

Venues & dates: Newcomb Art Gallery, Tulane University, June 25 – Sept. 20, 2015; Joel and Lila Harnett Museum of Art, University of Richmond Museums, Oct. 23 – Dec. 11, 2015; 3rd venue to be determined; Pennsylvania Academy of the Fine Arts, June 24 – Oct. 2, 2016.

Recommendation: lend to the Newcomb Art Gallery and the Pennsylvania Academy of the Fine Arts; lend to the Harnett pending acceptable climate conditions there; consider lending to the 3rd venue when it is identified.

4. Gustave Miklos, Sculpture (Obelisk) for Jacques Doucet’s Residence, ca. 1926, rock crystal, silver, enamel, gilding. Gift of Sydney and Frances Lewis, 85.329.

Exhibition: “Jacques Doucet – Yves Saint Laurent: Living for Art”

Venues & dates: The Fondation Pierre Bergé – Yves Saint Laurent, Paris, Oct. 2015 – Jan. 2016.

Recommendation: lend with courier.

5. Childe Hassam, Descending the Steps, Central Park, 1895, oil on canvas. Gift of the Estate of Hildegard G. van Roijen, 93.112

Daniel Putnam Brinley, The Peony Garden, ca. 1912, oil on canvas. Adolph D. and Wilkins C. Williams Fund, 78.149

Exhibition: “The American Impressionist Garden”

Venues & dates: New York Botanical Garden, May 13 – Oct. 30, 2016.

Recommendation: lend

Change to Loans Previously Approved:

1. Camille Pissarro, Landscape, St. Thomas, 1856, oil on canvas. collection of Mr. and Mrs. Paul Mellon, 83.46.

Exhibition: “Pissarro. Between Danish Golden Age Painting and French Impressionism,”

Venues & dates: Ordrupgaard Museum for Fransk Impressionisme, Copenhagen, February 27 – May 31, 2015.

Loan approved September 29, 2014. Exhibition has been postponed until March 9 – July 22, 2017.

Loans Denied:

1. Helen Frankenthaler, Mother Goose Melody, 1959, oil on canvas. Gift of Sydney and Frances Lewis, 85.387.

Exhibition: “Pretty Raw: After and Around Helen Frankenthaler”

Venues & dates: Rose Art Museum at Brandeis University, Feb. 11 – June 7, 2015

Reason for denial: the facility is unable to maintain an acceptable level of relative humidity.

2. Jean-Antoine Watteau, The Gazer (Le Lorgneur), ca. 1716, oil on panel. Adolph D. and Wilkins C. Williams Fund, 55.22.

Exhibition: “Reveries italiennes”

Venues & dates: Valenciennes Musee des Beaux-Arts, France, Sept. 25, 2014 – Jan. 17, 2016.

Reason for denial: the wood panel support of this painting is very thin and cannot withstand the rigors of lending.

3. Claude Monet, Iris by the Pond, 1914-1917, oil on canvas. Adolph D. and Wilkins C. Williams Fund, 71.8.

Exhibition: “Monet and the French Impressionists”

Venues & dates: ARoS Art Museum, Aarhus, Denmark, Oct. 9, 2015 – Jan. 10, 2016

Reason for denial: the painting is committed to another exhibition during this period.

4. Andy Warhol, Triple Elvis, 1963, silkscreen ink, silver paint, and spray paint on linen. Gift of Sydney and Frances Lewis, 85.453

Exhibition: Western Heroes of Pulp Fiction: Dime Novel to Pop Culture”

Venues & dates: Tucson Museum of Art, Oct. 23, 2015 – Feb. 14, 2016

Reason for denial: the request does not make a convincing case for our painting from among the many other examples, and the painting has been lent frequently in recent years.

5. Japanese, unknown artist, Monju (Bodhisattva Manjusri) on a Lion, Kamakura period (1185-1333), 14th century, wood with polychrome, lacquer, copper, crystal, glass. Adolph D. and Wilkins C. Williams Fund, 66.73.1a-e.

Japanese, unknown artist, Fugen (Bodhisattva Samantabhadra) on an Elephant, Kamakura period (1185-1333), 14th century, wood with polychrome, lacquer, copper, crystal, glass. Adolph D. and Wilkins C. Williams Fund, 66.73.2a-e

Exhibition: “Kamakura: Realism and Spirituality in the Sculpture of Japan”

Venues & dates: Asia Society, New York, Feb. 9 – May 8, 2016

Reason for denial: these complex and fragile sculptures are too delicate to travel outside the museum.

Dr. Chesterfield mentioned the **Director's Discretionary Purchases:**

1. Twelve Photographs Purchased from the Estate of George Cruger:

Mary Ellen Mark (American, b. 1941), *India*, 1989, gelatin silver print, 10-5/16" x 10-5/16"

Alvin Langdon Coburn, (British, 1882–1966), *Greyfriars Church*, photogravure, 7½" x 6-3/16"; framed: 12" x 10½"

Unknown photographer, [Point Lobos], ca. 1930, silver gelatin print, 7½" x 9⅜"

Unknown photographer, *Louvre Gallery nearly Empty*, 1939, Series of five silver-gelatin prints

Claudio Cambon (American, b. 1967), *'Papa' John Wallace, Bosun*, from the series *Shipbreak: A Biology of Steel*, 1998, gelatin-silver print, 16" x 20", framed: 19¾" x 23¾"

Unknown photographer (perhaps from *New York Herald-Tribune*), two gelatin-silver prints depicting *José Ramón Miguel Agustín Pro Juárez*, 1927, gelatin-silver print, 4-9/16" x 6¾", framed: 8¾" x 10¾"

Underwood & Underwood, Cecile Beaton, Some Men Climb 'Some Heights' To Get Some Women, ca. 1930, image: 7⅜" x 9⅝"; print, 7-7/8" x 6-1/16"

Source: Kathleen Boone Samuels Memorial Fund

Vendor: Quinn and Farmer Auction, Charlottesville, Sale # 41, 9/16/2014

2. Gyorgy Kepes, (American/Hungarian, 1906-2001), four untitled abstractions, gelatin silver prints, ea: 9 ¾ x 7¾" (image); 10 x 8" (sheet)

Vendor: Freeman's Auction, 1808 Chestnut Street, Philadelphia PA 19103

Source: Adolph D. and Wilkins C. Williams Fund

3. Arnold Newman (American, 1918-2006), four silver gelatin prints:

Man Ray, Los Angeles, 1948, 8½ x 5¼"; Moses & Raphael Soyer, NYC, 1942, 10 x 8"

Grandma Moses, Eage Bridge, NY, 1949, 9¾ x 8¼" & Danny Kaye 14¼ x 11¼"

Source: Kathleen Boone Samuels Memorial Fund

Vendor: Clarke NY Auctioneers, Auction #156 (9/9/14), 2372 Boston Post Rd, Larchmont, NY 10538

X. EXECUTIVE CLOSED SESSION

Motion: proposed by Mr. Royall and seconded by Mr. Schewel 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 2:25 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall, and seconded by Mr. Douglass 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 2:26 pm.

MOTION: Mr. Royall MEETING: Board of Trustees
 SECOND: Dr. Harris DATE: 3 December 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/Bishop/Carlson/Douglass/Fralin/
 Gottwald/Hager/Harrigan/Harris/ Harris/ Jecklin/Johnson/
 Luke/Markel/Perkins/Petersen/Rangarajan/Seilheimer/
 Schewel/Talegaonkar

NAYS: None

ABSENT DURING VOTE: Reynolds

ABSENT DURING MEETING: Barrington/Clement/Cochrane/Connors/Farrell/Gilliam/
 Goode/Harris/Lockhart/Malek/McGlothlin/Smith

MOTION: Mr. Royall MEETING: Board of Trustees
 SECOND: Mr. Schewel DATE: 3 December 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/Bishop/Carlson/Douglass/Fralin/
 Gottwald/Harrigan/Harris/ Harris/ Jecklin/Johnson/
 Luke/Markel/Perkins/Petersen/Rangarajan/Seilheimer/
 Schewel/Talegaonkar

NAYS: None

ABSENT DURING VOTE: Hager/Reynolds

ABSENT DURING MEETING: Barrington/Clement/Cochrane/Connors/Farrell/Gilliam/
 Goode/Harris/Lockhart/Malek/McGlothlin/Smith

Recorded by: Rebecca Morrison
 Assistant for Trustee Board Relations and Museum Planning