

Virginia Museum of Fine Arts  
Minutes of the Executive Committee Meeting  
Claiborne Robertson Room  
17 August 2015, 11:00am

There were present:

William A. Royall, Jr., President  
Kelly Armstrong  
Martin J. Barrington  
Tyler W. Bishop  
W. Birch Douglass, III  
Thomas F. Farrell, II  
Susan S. Goode  
John H. Hager  
Dr. Monroe E. Harris, Jr.  
Ivan P. Jecklin  
James W. McGlothlin  
Michael J. Schewel

By invitation:

Alex Nyerges, Director  
Stephen Bonadies  
Lee Anne Chesterfield  
Ronald Forehand  
Rebecca L. Morrison  
A. Cameron O'Brion  
Hossein Sadid  
Dr. Michael R. Taylor

Absent:

John A. Luke, Jr.

I. CALL TO ORDER

Mr. Royall called the meeting to order at 11:03 a.m.

II. MINUTES APPROVAL

**Motion:** proposed by Mr. Barrington and seconded by Dr. Harris that the minutes of the last meeting of the Executive Committee held on the 12<sup>th</sup> of June be approved as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Mr. Royall reported on the recent activities of the Nominating Sub-Committee, noting the following changes:

- Tyler Bishop and Birch Douglass have been appointed to co-chair the Resources and Visitor Experience Committee, to succeed Meg Clement;
- Monroe Harris has been appointed to the role of Trustee Board Vice President;
- Mike Connors has resigned from the Board of Trustees due to scheduling conflicts;
- Cynthia Fralin has resigned from the role of chair on the Art Acquisitions Sub-Committee due to scheduling conflicts but will remain on the board of trustees;
- Bill Royall, Karen Abramson, and Gene Lockhart have been reappointed to the board of trustees;

- Ken Dye and Sara O’Keefe have been appointed to his first term on the board of trustees.

#### IV. MICHAEL TAYLOR INTRODUCTION

Mr. Nyerges introduced Dr. Michael R. Taylor, the new Chief Curator and Deputy Director for Art and Education. Dr. Taylor indicated that he would look forward to explaining his vision for the Division of Art and Education during next month’s trustee meetings and encouraged the committee to contact him with any questions until that time.

#### V. REPORT OF THE DIRECTOR

Alex Nyerges reported that the Employee Engagement Task Force led by Sarah Eckhardt continues to meet regularly with its facilitator from Burton-Fuller Management. He updated the committee on VMFA’s change capital initiative, explaining that the recent Economic Impact Study will strengthen the museum’s request for project funding from the Commonwealth.

Next, Mr. Nyerges alerted the committee to an opportunity to host a traveling exhibition from the Seattle Art Museum— *Yves Saint Laurent: The Perfection of Style*. The committee gave positive feedback in regard to the proposed exhibition.

Next the committee discussed a proposed resolution to delegate authority to the VMFA Director to purchase art at auction. The resolution will be voted upon at the September Art Acquisitions Sub-Committee meeting.

#### VI. REPORT OF THE FOUNDATION

Ms. Armstrong reviewed the new allocation policy, which stipulates that 5 percent of all restricted gifts will be contributed to the unrestricted endowment, a policy common in universities. She added that the Foundation will focus on building unrestricted funding. There was a discussion of possible exemptions for this policy and how the allocation would be communicated with donors.

The endowment currently sits at \$255 million. She recognized John and Julia Curtis of the Foundation Board of Directors for their generous gift of \$1 million in June 2015. Ms. Armstrong added that the Foundation has established an ad hoc gift acceptance committee to review gifts of property, naming opportunities, or any gift needing additional discussion.

#### VII. RESOURCES & VISITOR EXPERIENCE REPORT

In Ms. Keenan’s absence, Mr. Nyerges reported on the Resources & Visitor Experience Division. He stated that the Foundation ended FY15 at \$8.74 million in total cash/pledge income against a budget of \$6.23 million. This success was partly due to higher than projected fundraising totals from *Forbidden City*, *Fine Arts and Flowers*, and various unrestricted gifts. As of Aug. 12, FY16 income totaled \$1.45 million.

Next, Mr. Nyerges and Mr. Sadid discussed the VMFA Internal Budget Decision Package for the 2016 General Assembly Session. Committee members referred to the document previously distributed detailing priorities for additional funding. Mr. Sadid recognized Susan Hayes, VMFA Budget Manager, for her hard work on this project.

## VIII. FINANCE UPDATE

Mr. Sadid provided a FY15 Year-End Museum Financial Summary Analysis. He informed the committee that VMFA ended FY15 with a \$500,000 surplus due to the successes of both *Forbidden City* and *The Art of the Flower*. Per Mr. Sadid, the first museum audit has been completed on a modified cash basis. Moving forward, the finance team will work to strengthen internal controls and intends to transition to accrual based accounting by the end of FY16.

## IX. OTHER BUSINESS

Lastly, Mr. Nyerges reviewed plans to expand the American Art Gallery at VMFA.

## X. EXECUTIVE CLOSED SESSION

At 12:06 p.m., the meeting went into closed session with the following motion.

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

At 12:31 p.m., by motion proposed, seconded and carried, the meeting resumed in open session.

**Motion:** proposed by Mr. Royall and seconded by Mr. Barrington that the Committee 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 Certification Resolution.

There being no further business, Mr. Royall adjourned the meeting at 12:35 p.m.

Recorded by Rebecca L. Morrison

Executive Assistant to the Chief Curator/Deputy Director for Art & Education

MOTION: Mr. Royall

MEETING: Executive Committee

SECOND: Mr. Barrington

DATE: 17 August 2015

**CERTIFICATION OF CLOSED MEETING**

**WHEREAS**, the Executive Committee 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 Executive Committee 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 Executive Committee.

**VOTE**

AYES: Royall/Barrington/Bishop/Douglass/Farrell/Goode/Hager/Harris/Jecklin/McGlothlin/Schewel/

NAYS: None.

ABSENT DURING VOTE: None.

ABSENT DURING MEETING: Luke