

Date: _____ Approved: _____

Governance Task Force Minutes
Claiborne Robertson Room
Friday, 22 February 2013, 10:00 am

There were present:
John A. Luke, Jr., Chair
Ms. Kelly B. Armstrong
Benjamin W. Rawles III
Michael J. Schewel

By Invitation:
Alex Nyerges, Director
Ms. Suzanne Broyles

Absent:
Terrell Luck Harrigan
Thurston R. Moore, Ex-officio

I. Call to Order – John A. Luke, Jr., Chair

Chairman, John Luke, called the meeting to order at 10:00 am, and welcomed the group.

II. Minutes and Other Meeting Notes

Motion: proposed by Mr. Luke and seconded by Mr. Schewel that the minutes of the last meeting of the Governance Task Force held on the 1st of February 2013 be approved as distributed on the 15th of February 2013. Motion carried.

John Luke gave a recap of the February 1 task force meeting saying that our focus is board succession and development, to get the right mix of people on the board in the right way. The goal is to get trustees as engaged as we can, codify some best practices, and look at board governance. We will bring our recommendations to the full board at the June meeting and will involve the new President so that this work dovetails with his priorities.

III. Review of Planned Meeting Dates

The meeting dates were approved by the group as follows.

March 22, 10am-12pm, Theater Level Conference Room #2
April 25, 10-11:30am, Theater Level Conference Room #2
June 4, 10:30am-12pm, Theater Level Conference Room #1

IV. Board Succession and Development

At 10:11 am the meeting went into closed session.

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

At 11:22 am, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Luke, seconded by Mr. Schewel 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 and the results of which are outlined in the Certification Resolution.

V. Board Governance

John Luke led a discussion on ways to enhance Trustee engagement. One thought was to make it mandatory for new trustees to serve on the Fiscal Oversight Committee and the Advancement Committee so that they receive a good overview of the institution right away. Alex Nyerges noted that we are acting on another suggestion-Board members visiting other museums. Both Boards will be invited to the Peabody Essex Museum (PEM) in Salem, MA to attend the opening of VMFA's *Fabergé Revealed* exhibition on June 19, and to meet with Dan Monroe, the Director of PEM, and Malcolm Rogers, the Director of MFA Boston. Mike Schewel thought that holding one Trustee meeting in Northern Virginia each year would be a good way to attract more board members from that area. Mr. Luke added that suggestion to the list of ways to enhance Trustee engagement.

At the last meeting Michael Schewel was asked to review the Trustee committee charters. He reported that we have two committees besides the Executive Committee, the Art and Audience Committee and the Fiscal Oversight Committee. He said that broadly speaking, Art and Audience deals with the implementation of the purposes of VMFA and Fiscal Oversight deals with the business and administrative issues that allows VMFA to carry out those purposes. The Board has two permanent sub-committees Art Acquisitions and the Technology Task Force. Other committee-like activities are Strategic Planning Oversight and temporary Task Forces such as the Governance Task Force. He noted that the Committee responsibilities are as follows.

- Art and Audience: Programming and marketing, who comes in the doors, why they come and what they do and see when they arrive; including education and outreach
- Art Acquisitions: What we acquire and why; associated with programming, but often driven by other factors

- Fiscal Oversight: Finance and administration, how we raise and spend money and administer VMFA and its staff; a very broad mandate
- Technology Task Force: Addresses the role of technology in the museum; has both programmatic and operational aspects

Mr. Schewel asked if the following were the right questions.

- What role can our committees play in building a better, more involved, more effective Board?
- Are our current committees effectively playing that role?
- Would more or different committees play that role more effectively, or should we keep our two committees and act through ad hoc task forces when needed?
- Are we neglecting any areas of VMFA that a different committee structure would allow the Board to oversee better?

Mr. Schewel said he will think more about this, look at past committees, and take suggestions at the March 22nd meeting. Mr. Luke, Chair of the Fiscal Oversight Committee, commented that at different points in time that committee has had more than it can effectively look at, so the Technology and Marketing task forces have helped very much.

VI. Other Business/Adjournment

John Luke asked that profiles of prospective trustees discussed in closed session be created and distributed to the task force members. Following Mr. Schewel's suggestion, he asked for the names of the top 15 McDonnell supporters and Alex Nyerges said he would call Bill Royall and Jim McGlothlin for names of prospective Trustees. Suzanne Broyles will work on the Trustee skills matrix.

The next meeting will be held at 10:00 am on Friday, March 22 in the Theater Level Conference Room #2. No other business was brought before the Task Force and the meeting adjourned at 11:45 am.

MOTION:	Mr. Luke	MEETING:	Governance Task Force
SECOND:	Mr. Schewel	DATE:	22 February 2013

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Governance Task Force 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 Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Governance Task Force 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 Governance Task Force.

VOTE AYES: Luke/Schewel NAYS: None

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

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Harrigan/Moore

Suzanne Broyles, Secretary of the Museum