

Date: 6/19/13 Approved: 

Governance Task Force Minutes
Theater Level Conference Room #2
Tuesday, 4 June 2013, 8:30 am

There were present:
John A. Luke, Jr., Chair
Ms. Kelly B. Armstrong
Terrell Luck Harrigan
Benjamin W. Rawles III
William A. Royall, Jr.

By Invitation:
Alex Nyerges, Director
Ms. Suzanne Broyles
Cameron O'Brion

Absent:
Michael J. Schewel
Thurston R. Moore, Ex-officio

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

Chairman, John Luke, called the meeting to order at 8:40 am, and welcomed the group.

II. **Minutes**

Motion: proposed by Mr. Luke and seconded by Ms. Harrigan that the minutes of the last meeting of the Governance Task Force held on the 25th of April 2013 be approved as distributed on the 8th of May 2013.
Motion carried.

III. **Review of Meeting Goals**

Mr. Luke announced that today we wrap up the work of this Task Force and get everyone's final changes to the documents circulated. He explained that this was a good robust process and thanked everyone saying he enjoyed working with the group.

IV. **Board Succession and Development**

John Luke asked if there were any thoughts on the discussion draft he prepared on future composition of the board. No changes were called for and it was decided to title the document "Board of Trustees." The group turned to the "Guidelines for the Consideration of Prospective Trustees" document and approved an updated giving level. Bill Royall asked for the addition of a bullet point for planned giving or a legacy gift which will be added. Mr. Luke remarked that these two documents go together nicely.

At 8:45 am the meeting went into closed session.

Motion: proposed by Mr. Luke, and seconded by Ms. Harrigan 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 9:00 am, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Luke, seconded by Ms. Harrigan 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.

The Task Force continued their discussion on recommendations for Trustee Orientation and Mr. Luke said Terrell Harrigan has taken the lead on this subject. She feels it is important to add more information in the Trustee Handbook including the strategic plan, upcoming exhibitions, a map of the interior of the museum, financial and development reports, and a more detailed explanation of the Foundation Board's role with a list of their committees. Mr. Luke asked Ms. Harrigan to work with Suzanne Broyles, Secretary of the Museum, on revising the Trustee Handbook. If we do move to an electronic handbook in the future this will be ready for that transfer. Cameron O'Brien noted that some state boards use a hybrid system of some hard copies and some iPads that can be turned in at the end of the meeting. Mr. Luke felt that was a good solution. Mr. Rawles commented that each future Trustee will probably be a little savvier with technology as time moves on. Mr. Royall would like the Trustees to be instructed on how to complete the state Conflict of Interest Statements included in the Orientations. He also would like Cameron O'Brien, our Counsel, to give a presentation on the legal oversight the Board has vs. management and he would like a list of former trustees included in the orientation materials.

The Task Force members reviewed the "Recommendations for Enhanced Trustee Engagement" document and no changes were called for. Mr. Royall expressed interest in updating the Board on the work of The Council with a possible report given by the President of The Council once a year.

V. **Board Governance**

The list of VMFA Trustee Committees was discussed. Mr. Royall said the Marketing Task Force is still in operation and that will be added to the list. John Luke said the record shows that we looked broadly at the range of committees over the years. President Moore reduced the number of committees in 2010 and used task forces to address specific issues as they appeared. Mr. Luke said his sense was that we like this approach and will continue with it. Alex Nyerges agreed saying he thinks task forces are more effective and promote board involvement. President-Elect Royall asked to speak with each task force member over the summer.

