

Date: _____ Approved: _____

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

There were present:
John A. Luke, Jr., Chair
Ms. Kelly B. Armstrong
Terrell Luck Harrigan
Michael J. Schewel
Thurston R. Moore, Ex-officio

By Invitation:
Alex Nyerges, Director
Ms. Suzanne Broyles

Absent:
Benjamin W. Rawles III

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

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 22nd of February 2013 be approved as distributed on the 12th of March 2013.
Motion carried.

III. Review of Planned Meeting Dates

The group reviewed the next meeting dates.
April 25, 10-11:30am, Theater Level Conference Room #2
June 4, 10:30am-12pm, Theater Level Conference Room #2

IV. Board Succession and Development

Task Force members were asked for their thoughts on the draft trustee skills matrix. Michael Schewel said it might be good that we are strong in one area vs. having skills all over the chart. Ms. Harrigan mentioned that the main skill needed by the Board for each person could be in bold on the chart. It was thought that an age dispersion chart would be helpful (but hard to get) to see the next generation coming along. President Moore announced that board members from outside of Virginia are needed. He said we do have members that live in other states now with ties to Virginia, but he would like to locate major collectors in different areas and get them interested in our collection. The group noted that diversity (in age, geography, and gender) is also an issue. Mr. Schewel asked for the best way to identify folks who will have the interest to serve on our board. Alex

Nyerges felt we should poll the curators for their contacts of collectors with interest in VMFA; those who would not mind coming to Richmond four times a year for board meetings.

John Luke noted that we need to build cultivation, refresh our strategy, and develop a game plan for cultivation of funds and collections. President Moore asked the Director for VMFA's four top collection areas on the verge of being the best. Mr. Nyerges listed Art Nouveau, sporting painting, Fabergé, and African art as our finest areas. Mr. Moore would like us to help a major collector find a home for their collection at VMFA. This would attract others interested in that area to join VMFA. Task Force members were in agreement with this and noted that cultivating such a collector could take two to three years. Mr. Luke said he would list these cultivation ideas on a one-page working document for all to review. The goal is to find the perfect balance of geographic diversity within and outside of Virginia, with the core in central Virginia. Needed are people with a mix of non-profit and business experience, and more experience working in Human Resources.

At 10:30 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 11:08 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.

The task force discussed their thoughts on improving new Trustee orientation such as:

- continuing with the hard copy trustee handbook
- possibly a workbook with a list of terms and web sources
- a Who's Who
- assigning a mentor to each new Trustee
- giving iPads to each board member with a download of everything they would need

John Luke and the group discussed enhanced Trustee engagement ideas such as:

- having new Trustees involved in the Advancement Committee and the Fiscal Oversight Committee
- adding a stronger orientation program
- more task force engagement

- tap in to each new Trustee's passion
- include more structure so that each board member has a leadership role
- have each trustee join an Affinity Group

V. Board Governance

John Luke announced that Mr. Schewel has done a lot of good work analyzing the present committee structure which works well because of the addition of task forces. Mr. Schewel and John Luke felt the committee structure might need an ongoing statewide task force with regular reports, so the Board is not being Richmond-focused. The group agreed, suggesting that trustees from other areas of the state could help with introductions in their home towns.

VI. Other Business/Adjournment

John Luke asked that profiles of two prospective trustees be requested and distributed to the task force. Alex Nyerges will contact those mentioned in closed session and report back to the task force.

The next meeting will be held at 10:00 am on Thursday, April 25 in the Theater Level Conference Room #2. No other business was brought before the Task Force and the meeting adjourned at 11:50 am.

MOTION: Mr. Luke
SECOND: Mr. Schewel

MEETING: Governance Task Force
DATE: 22 March 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/Harrigan/Schewel NAYS: None

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

ABSENT DURING VOTE: Moore

ABSENT DURING MEETING: None

Suzanne Broyles
Secretary of the Museum