

Virginia Museum of Fine Arts
Minutes of the Board of Trustees Meeting
Thursday, 18 June 2015, 12:30 pm
Claiborne Robertson Room

There were present:

William A. Royall, Jr., President
Karen C. Abramson
Martin J. Barrington
Tyler W. Bishop
Mary Anne Carlson
Louise B. Cochrane
Michael M. Connors
W. Birch Douglass III
Susan S. Goode
Margaret N. Gottwald
John H. Hager
Terrell Luck Harrigan
Dr. Elizabeth F. Harris
Jil Womack Harris
Dr. Monroe E. Harris, Jr.
Ivan P. Jecklin
Kenneth Johnson, Sr.
Steven A. Markel
Judith Niemyer, MD
Dr. Claude G. Perkins
Michele Petersen
Pamela C. Reynolds
Charles H. Seilheimer, Jr.
Michael J. Schewel
Dr. Shantaram Talegaonkar

By invitation:

Alex Nyerges, Director
Allan Altholz
Kelly B. Armstrong
Ray Ashworth
Brian Ball
Anne Battle
Stephen D. Bonadies
David Bradley
Nancy Bruni
Dr. Lee Anne Chesterfield
Naomi Crown
Leslie Ellis
Ronald Forehand
John Fuller
Barbara Howard

Charles M. Johnson
 Denise Keane
 Laura Keller
 Keith Kisse
 Wyckie McClure
 Paul Monroe
 Rebecca Morrison
 Jay Olander
 Bret Payne
 Charles Reed
 Hossein Sadid
 P.J. Shaver
 Jayne Shaw
 Erin Sheets
 Vance Spilman
 Mary Scott Swanson
 Dr. Michael R. Taylor
 Patricia P. Van Tuyle
 Randy Webb

Absent:

Margaret Irby Clement
 Thomas F. Farrell II
 Cynthia Kerr Fralin
 Richard B. Gilliam
 H. Eugene Lockhart
 John A. Luke, Jr.
 Marlene A. Malek
 James W. McGlothlin
 Satya Rangarajan

I. CALL TO ORDER

William A. Royall, Jr.

At 12:51, 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 Dr. Perkins to approve the Minutes of the March 19, 2015 Full Board meeting as distributed.

III. SNEAK PEEK – *RODIN*

Alex Nyerges

Mr. Nyerges presented a preview of VMFA's upcoming *Rodin* special exhibition, on view beginning in November 2015.

IV. REPORT OF THE PRESIDENT

William A. Royall, Jr.

Mr. Royall thanked trustees for attending last night's annual board dinner held at VMFA. He informed trustees that Margaret Irby Clement of Richmond and Dr. Elizabeth F. Harris of Lynchburg will rotate off the board effective July 1, 2015. Mr. Royall highlighted Ms. Clement's and Dr. Harris' myriad contributions to the board of trustees during their esteemed terms of service.

IV. REPORT OF THE DIRECTOR

Alex Nyerges

Mr. Nyerges noted Dr. Michael R. Taylor, VMFA's new chief curator and deputy director for art and education, and thanked Dr. Lee Anne Hurt Chesterfield for her exemplary service in the interim role.

He updated trustees on current staff searches, stating that interviews are underway for a new American Art Curator. He introduced Samantha Sheesley, VMFA's first-ever papers conservator, and announced that Sheila Payaqui has been promoted within the conservation department. He also announced that a scholarly article by Carol Sawyer of VMFA's conservation department has been printed in *Kermes*, an international trade journal.

The Foundation Board of Directors, said Mr. Nyerges, approved the 2020 Strategic Plan at its last meeting. TDC will continue to help VMFA implement the Plan.

VII. REPORT OF THE FOUNDATION

Kelly Armstrong

Foundation Board President Kelly Armstrong reported that the endowment continues to grow, and thanked Vance Spilman for his role as chair of the investment committee. Per Ms. Armstrong, the Foundation will provide a record level of support to VMFA in FY16. She added that the finance department is looking at a debt repayment schedule that will lessen the impact on the museum.

IX. REPORTS

- VMFA Council – Patricia Van Tuyle, President

Mr. Royall thanked Ms. Van Tuyle for her service as president of the Council, for which she received a round of applause from trustees and staff. Ms. Van Tuyle highlighted Council history and recent accomplishments. She noted that the Council has given more than \$7 million to VMFA since inception, including \$175k in FY15.

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

Mr. Hager reported that the committee discussed technology initiatives and progress on the Robinson House project.

- Resources & Visitor Experience Committee – Jayne Shaw, Director of Development and David Bradley, Director of Government Relations

Ms. Shaw informed trustees that the Resources & Visitor Experience Committee discussed corporate sponsorship and current fundraising initiatives in its meeting.

She reported on exhibition attendance and sales, as well as FY15 fundraising totals. Mr. Bradley updated the board on business surrounding the Confederate Chapel and its developing diplomatic relationship with Chinese officials.

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

Ms. Goode stated that that the committee enjoyed meeting Dr. Taylor during its meeting, as well as presentations from VMFA curators.

- Fiscal Oversight Committee – Michael Connors, Co-Chair, and Hossein Sadid, Chief Financial Officer

Mr. Connors had much good news to share with trustees on behalf of the finance committee, thanking Ms. Armstrong and Mr. Sadid for their recent assistance and support in maintaining strong controls. He stated that the committee discussed the debt repayment plan and art acquisitions budget.

Motion: proposed by Mr. Connors and seconded by Dr. Harris that the Fiscal Year 2016 budget be approved as presented. Motion approved.

- Nominating Sub-Committee – Martin J. Barrington, Chair

Motion: proposed by Mr. Barrington and seconded by Mr. Seilheimer, to re-elect William A. Royall, Jr. as President of the Board of Trustees for a term beginning July 1, 2015. Motion carried.

Motion: proposed by Mr. Royall and seconded by Mr. Douglass, to elect Michael J. Schewel as Executive Vice President of the Board of Trustees for a term beginning July 1, 2015. Motion carried.

Motion: proposed by Mr. Royall and seconded by Ms. Abramson, to elect Monroe E. Harris, Jr. as Vice President of the Board of Trustees for a term beginning July 1, 2015. Motion carried.

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

Motion: proposed by Mr. Royall and seconded by Mr. Connors that the meeting go into closed session under the Freedom of Information Act as described on your green motion sheet. Motion carried.

At 1:41, the meeting went into closed session with the following motion.

Motion: proposed by Mr. Royall, seconded by Mr. Connors 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 2:12 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. Benjamin West (British American, 1738–1820), *Portrait of Prince William and His Elder Sister, Princess Sophia*, 1779, oil on canvas, fr: 74¹/₈ x 98¹/₈”; unfr: 61³/₈ x 85¹/₄”

Vendor: Hirschl & Adler, 730 Fifth Avenue, New York, NY 10019

Source: J. Harwood and Louise B. Cochrane Fund for American Art and the Revolving Art Purchase Fund to be repaid by December 2017

2. Neri di Bicci (Italian, 1419–1493), *Madonna and Child enthroned between Saints Dominic, Zenobius, Francis and Miniato*, ca. 1450-1452, tempera on panel, 43.3 x 68.7”

Vendor: Galerie G. Sarti, 137 rue du Faubourg St. Honoré, 75008 Paris, France

Source: The Arthur and Margaret Glasgow Fund

3. Sonya Clark (American, born 1967), *Iterations*, 2008, black combs, 10'w x 5'd x 5"h

Vendor: the artist, PO Box 5760, Richmond, VA 23220

Source: The Adolph D. and Wilkins C. Williams Fund

and the following gift considerations:

1. Gene Davis (American, 1920-1985), *Three Witches*, 1965, acrylic on canvas, 3 panels, each 36 x192"

Donor: Mary Ann Nichols, Washington, DC

2. Dogon culture (Mali):

Sirige Mask, mid-late 20th c., wood, paint, fiber, iron, leather, 145¹/₂”

Sirige Mask, 2014, wood, paint, fiber, iron, leather, 156¹/₂”

Donor: Anonymous

3. Collection of 26 silver gelatin prints by Hungarian and American photographers:
Andre Kertesz, *A Hungarian Memory*, 1980, portfolio of 15 silver gelatin prints

Imogen Cunningham (American, 1883-1976), two silver gelatin prints:

Magnolia Blossom, Tower of Jewels, and Edward Weston and Margrethe Mather

Emmet Gowin (American, b. 1941), *Natural Drainage System, June 1972*, silver gelatin print

Paul Caponigro (American, b. 1932) three silver gelatin prints:

Running White Deer; Apple; and Cabbage

Jerry N. Uelsmann (American, b. 1934), five silver gelatin prints:

Strawberry Day, 1967; April is the Cruellest Month, 1967; Small Woods Where I Met Myself, 1967; Questioning Moment, 1971; and Equivalent, 1964

Donor: Dr. and Mrs. Charles McDowell, 6425 Roselawn Road, Richmond, VA 23226

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

1. American, Virginia, possibly Richmond, unknown maker, Key Basket, ca. 1830-60, embossed, appliquéd, and stitched leather. Gift of Miss Miriam Hill, by exchange, 95.80.

Exhibition: "Made in America."

Venues & dates: Mingei International Museum, San Diego, Sept. 26, 2015 – Feb. 21, 2016.

Recommendation: lend with courier.

2. Georgia O'Keeffe, White Iris, 1930, oil on canvas. Gift of Mr. and Mrs. Bruce C. Gottwald, 85.1534.

Marguerite Zorach, Two Sisters – Marguerite and her Sister Edith, 1921, oil on canvas.

J. Harwood and Louise B. Cochrane Fund for American Art, 2013.194.

Exhibition: "New Women: Four New York Modernists, 1910 - 1935"

Venues & dates: Norton Museum of Art, Feb. 18 – May 15, 2016; Portland Museum of Art, Maine, summer, 2016.

Recommendation: lend the Zorach; deny the O'Keeffe, which is committed to an exhibition at FRAME member museums in Grenoble and Nantes during the period of this project.

3. Hubert Robert, The Finding of the Laocoön, 1773, oil on canvas. Arthur and Margaret Glasgow Fund, 62.31

Exhibition: "Hubert Robert 1733 – 1808"

Venues & dates: Musée du Louvre, Hall Napoleon, March 7 – May 30, 2016; National Gallery of Art, June 26 – Oct. 2, 2016

Recommendation: lend with courier.

4. Pierre-Auguste Renoir, Young Girls Looking at an Album, ca. 1892, oil on canvas. Adolph D. and Wilkins C. Williams Fund, 53.7.

Exhibition: "Renoir's Caress: Tactile Sense and Intimacy"

Venues & dates: Museo Thyssen-Bornemisza, Madrid, Oct. 18, 2016 – Jan. 22, 2017; Museo de Bellas Artes de Bilbao, Feb. 7 – May 15, 2017.

Recommendation: lend with courier.

5. Sri Lanka, 16th century, End Panel from a Casket. The Invisible Demon Indrajit fires Arrows at Rama, Lakshmana, and their Monkey Allies, ivory. Friends of Indian Art and the Robert A. and Ruth W. Fisher Fund, 2004.16.

India, Kulu, Punjab Hills, ca. 1690 – 1700, Page from the “Shangri” Ramayana, Rama tells Kausalya that He has been Exiled to the Forest, opaque watercolor and ink on paper. Nasli and Alice Heeramaneck Collection, Gift of Paul Mellon, 68.8.90.

Exhibition: “The Rama Epic: Hero, Heroine, Ally, Foe”
Asian Art Museum, San Francisco, October, 2016 – January, 2017.

Recommendation: lend with courier.

6. Vincent van Gogh, A Trunk of a Tree, pen and sepia ink on paper. Collection of Mr. and Mrs. Paul Mellon, 95.33.

Exhibition: “Van Gogh and Japan,” Hokkaido Museum of Modern Art, Sapporo, Aug. 26 – Oct. 15, 2017; Tokyo Metropolitan Art Museum, Oct. 24, 2017 – Jan. 8, 2018; The National Museum of Modern Art, Kyoto, Jan. 20 – March 4, 2018; Van Gogh Museum, Amsterdam, March 23 – June 24, 2018.

Recommendation: lend with courier.

Changes to Loans Previously Approved

1. India, Madhya Pradesh or Rajasthan, Vaishnavi Dancing, 9th century, red sandstone. Nasli and Alice Heeramaneck Collection, Gift of Paul Mellon, 68.8.12; India, Tamil Nadu, Thanjavur district, mid-12th century, Chola Period, Shiva as King of Dancers, bronze. Adolph D. and Wilkins C. Williams Fund, 69.46; India, Orissa, Celestial Maiden (Surasundari), 12th century, sandstone. Adolph D. and Wilkins C. Williams Fund, 2006.39.

Exhibition: “In the Material of the World: Ten Centuries of Indian Sculpture”
Venues & dates: Museo de Bellas Artes de Bilbao, Oct. 5, 2015 – Jan. 17, 2016.

Loans approved March 19, 2014. This exhibition has been cancelled.

2. 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. 27, 2015 – Feb. 8, 2016; Pennsylvania Academy of the Fine Arts, June 24 – Oct. 2, 2016.

Loans approved December 2, 2014. The Newcomb Art Gallery has withdrawn as a venue.

3. 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.

New second venue & dates: The Taubman Museum of Art, Roanoke, January – May, 2017

Loans to the New York Botanical Garden approved December 2, 2014. The Taubman Museum is approved as the second venue.

4. Frédéric Bazille, The Artist’s Studio, Rue Visconti, Paris, 1867, oil on canvas. Collection of Mr. and Mrs. Paul Mellon, 83.4.

Exhibition: “Frédéric Bazille and the Birth of Impressionism.”

Venues & dates: Musée Fabre, Montpellier (a FRAME museum), June 25 – Oct. 16, 2016

New second and third venues & dates: Musée d’Orsay, Nov. 14, 2016 – March 5, 2017

National Gallery of Art, April 9 – July 9, 2017.

Loans to the Musée Fabre were approved June 17, 2014. The Musée d’Orsay and the National Gallery are approved as second and third venues.

Loans Denied

1. Roy Lichtenstein, Still Life with Folded Sheets, 1976, oil and Magna on canvas.

Exhibition: exhibition of works by Roy Lichtenstein related to “Green Street Mural”

Venues & dates: Gagosian Gallery, 24th Street, New York, opening September, 2015.

Reason for denial: no compelling reason was given for including our particular painting, which was lent to Gagosian for another project in 2010.

2. Edgar Degas, At the Milliner, ca. 1882 – 1885, oil on canvas. Collection of Mr. and Mrs. Paul Mellon, 2001.27

Edgar Degas, Little Dancer, Aged Fourteen, model executed ca. 1880; cast in 1922

Bronze, net tutu, satin hair ribbon. State Operating Fund and the Art Lovers’ Society, 45.22.1

Edgar Degas, At the Races: Before the Start, ca. 1880, oil on canvas. Collection of Mr. and Mrs. Paul Mellon, 85.496

Exhibition: “Degas and Rodin – The Race of the Giants towards the Modern”

Venues & dates: Von der Heydt Museum, Wuppertal, Germany, Oct. 23, 2016 – Feb. 26, 2017.

Reason for denial: Dr. Merling believes the request to be unwarranted and unsubstantiated.

3. Edouard Manet, On the Beach, Boulogne-sur-mer, 1868, oil on canvas.
Collection of Mr. and Mrs. Paul Mellon, 85.498

Exhibition: “Edouard Manet”

Venues & dates: Von der Heydt Museum, Wuppertal, Germany, Oct. 22, 2017 – Feb. 25, 2018

Reason for denial: the request is not justified for this, one of our most important paintings, which is central to the gallery and to our teaching program.

Dr. Chesterfield mentioned **Director’s Discretionary Purchases:**

1. Cornell Capa (Hungarian-American, 1918–2008), *JFK on the Campaign Trail*, 1960, vintage gelatin silver print, 10 x 8”
Marion Post-Wolcott (American, 1910-1990), *Playing Cards*, 1940, silver gelatin print, 8 x 10”
A.L. Coburn (American, 1882–1966), *Trees in the Park, London, 1909*, photogravure, 8 x 10”

Andre Kertesz (Hungarian-American, 1894–1985), *Sidewalk, 1929, Budapest*, silver gelatin print, 10 x 8”

Vendor: Wendy Halsted Gallery, P.O. Box 250321, Franklin, MI 48025

Source: Aldine S. Hartman Endowment Fund

2. Andre Kertesz, *Legs, Paris*, 1925, gelatin silver photograph, 1930s print. 9-11/16 x 7³/₈”

Vendor: Stephen Daiter Gallery, 230 W. Superior Street, Fourth Floor, Chicago, IL 60654

Source: The Adolph D. and Wilkins C. Williams Fund

3. John Albok (American, born Hungary, 1894 – 1982), *World's Fair*, 1939, vintage gelatin silver print, 9⁵/₈ x 7⁵/₈

Gyorgy Kepes, *Target and Cone*, c.1939, Vintage Gelatin Silver Print, 11 x 13³/₄

Tibor Honty (Czech 1907-1966), three photographs:

Statue and Wire, 7-3/16 x 7-1/16

In Fact, One Shouldn't, sheet: 7-3/16 x 9¹/₂; image: 5-3/16 x 9³/₈

Man Crossing Street, 8³/₄ x 7-1/16

Vendor: Barry Singer Gallery, P.O. Box 2658, Petaluma, CA 94953

Source: The Adolph D. and Wilkins C. Williams Fund

4. John Albok:

Young Boy/Raining, 1938, vintage gelatin silver print, 9¹/₂ x 7³/₄”

Central Park, 1938, vintage gelatin silver print, 7¹/₂ x 9¹/₂”

Untitled (Chestnut Vender), 1933, vintage gelatin silver print, 11³/₄ x 10¹/₂”

Vendor: PDNB Gallery, 1202 Dragon St., Suite 103, Dallas, TX 75207

Source: The Adolph D. and Wilkins C. Williams Fund

5. Ferenc Berko (Hungarian-American, 1916-2000), *Mannequins, Thieves Bazaar, Bombay*, 1938-47, vintage gelatin silver print, 5-13/16 x 4-7/8"

Vendor: Gitterman Gallery, 41 East 57th St, Suite 1103, New York, NY 10022

Source: Kathleen Boone Samuels Memorial Fund

6. Emmet Gowin (American, b. 1941), *Edith, Danville, Virginia*, 1966, gelatin silver print, contact printed before 1975, 4 x 5"

Vendor: Etherton Gallery, 135 South 6th Avenue, Tucson, AZ 85701

Source: Kathleen Boone Samuels Memorial Fund

7. Carl Van Vechten (American, 1880-1964), *Al Stokes*, 1934, vintage gelatin silver print, 13¹/₄ x 10¹/₄"

Vendor: Keith De Lellis Gallery, 1045 Madison Avenue, New York, NY 10075

Source: Kathleen Boone Samuels Memorial Fund

8. Gordon Parks (American, 1912-2006), *Red Jackson, Harlem, New York*, 1948, gelatin silver print, 14 x 11"

Vendor: Jenkins Johnson Gallery, 464 Sutter Street, San Francisco, CA 94108

Source: The Adolph D. and Wilkins C. Williams Fund

9. Dawoud Bey (American, b. 1953), *Birmingham: Four Girls, Two Boys*, 2014, portfolio of six archival pigment prints, ed. 11/20, 20 x 30"

Vendor: Stephen Daiter Gallery, 230 W. Superior Street, Fourth Floor, Chicago, IL 60654

Source: The Adolph D. and Wilkins C. Williams Fund

10. Stanley Rayfield (American, b. 1987), *Black Jesus*, 2011, oil on canvas, 18 x 24"

Vendor: Richmond Chapter LINKS Auction, March 21, 2015

Source: Kathleen Boone Samuels Memorial Fund

11. Tim Reid, Sr. (American, b. 1944), *The Hanging Man*, ca. 2010, photograph, 25 x 13"

Vendor: MEGA Mentors Auction

Source: Kathleen Boone Samuels Memorial Fund

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 2:37 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 2:39 pm.

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

MOTION: Mr. Royall MEETING: Board of Trustees
 SECOND: Mr. Connors DATE: 18 June 2015

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/Barrington/Bishop/Carlson/Cochrane/Connors/Douglass/
 Goode/Gottwald/Hager/Harrigan/Harris/Harris/Harris/Jecklin/Johnson/Markel/
 Niemyer/Perkins/ Petersen/ Reynolds/Seilheimer/Schewel/Talegaonkar

NAYS:

None

ABSENT DURING VOTE:

ABSENT DURING MEETING: Clement/ Farrell/Fralin/Gilliam/ Lockhart/
 Luke/Malek/McGlothlin/Rangarajan

MOTION: Mr. Royall MEETING: Board of Trustees
 SECOND: Mr. Schewel DATE: 18 June 2015

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/Barrington/Bishop/Carlson/Cochrane/Connors/Douglass/
 Goode/Gottwald/Hager/Harrigan/Harris/Harris/Harris/Jecklin/Johnson/Markel/
 Niemyer/Perkins/ Petersen/ Reynolds/Seilheimer/Schewel/Talegaonkar

NAYS: None

ABSENT DURING VOTE:

ABSENT DURING MEETING: Clement/ Farrell/Fralin/Gilliam/ Lockhart/
 Luke/Malek/McGlothlin/Rangarajan