

Date:_____ Approved:_____

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Meeting of the Board of Trustees
Wednesday, 20 January 2010, 10:30 am
The Pauley Center Parlor

Presiding: Pamela Reynolds, President
Secretary: Ms. Suzanne Broyles

There were present:

Pamela Reynolds, President
Thurston R. Moore, Vice-President
Richard G. Tilghman, Vice-President

Karen C. Abramson
Mrs. Whitt W. Clement
Mrs. Louise B. Cochrane
Ivan P. Jecklin
Mrs. Jane Joel Knox
John A. Luke, Jr.
Mrs. Stanley F. Pauley
Agustin Rodriguez
Dr. Alvin J. Schexnider
John R. Staelin
Ms. Mary F. White

By Invitation:

Alex Nyerges, Director
Ms. Carol Amato
Ms. Suzanne Broyles
Dr. Herbert A. Claiborne, Jr.
Herbert A. Claiborne III
Ms. Joan W. Murphy

Absent:

Mrs. Suzanne T. Mastracco, Statewide Vice-President
John B. Adams. Jr.
Martin J. Barrington
Alfonso L. Carney, Jr.
James C. Cherry
John R. Curtis, Jr.
W. Birch Douglass III
Thomas F. Farrell II
Dr. Elizabeth A. Fisher
Cynthia Kerr Fralin
Susan S. Goode
Grant H. Griswold

Dr. Elizabeth F. Harris
 Ms. Carolyn Hsu-Balcer
 Ms. Frances A. Lewis
 Steven A. Markel
 James W. McGlothlin
 Mrs. Barbara-lyn B. Morris
 Michael J. Schewel
 Ranjit K. Sen
 Dr. Shantaram K. Talegaonkar

I. CALL TO ORDER

The President, Pamela Reynolds, called the meeting to order at 10:40 am and welcomed everyone. She noted that since we all work hard together as a team, we do not have the issues that other institutions have. She thanked Thurston Moore, Eva Teig Hardy, Alex Nyerges, and Joan Murphy for their work on the Organizational Excellence Task Force.

II. MINUTES

Motion: proposed by Mrs. White, seconded by Mr. Tilghman that the Minutes of the last meeting of the Full Board of Trustees held on the 18th of November 2009 be approved as distributed on the 13th of January 2010. Motion carried.

At 10:43 am the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, seconded by Mr. Moore that the meeting to 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 11:26 am by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mrs. Reynolds and seconded by Mrs. Abramson, 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 and appended to these minutes. Motion carried.

A roll call vote was taken by the Secretary, the results of which are outlined in the Certification Resolution.

Motion: proposed by Mr. Moore and seconded by Mrs. White that the Board accept and approve the report of the Organizational Excellence Task Force as presented in closed session. Motion carried.

III. OTHER BUSINESS/ADJOURNMENT

Carol Amato reported that due to delays in work we have decided that it is in our best interest to review the performance of our garden contractor. Joan Murphy is working with us on the process we should use and will review all correspondence.

Ms. Amato reviewed additional expenses for Whiting-Turner related to approved change orders. She requested permission to transfer funds from Gallery Reinstallation to Construction to support these costs with the understanding that Gallery Reinstallation will be replenished at the project's completion.

Motion: proposed, seconded and carried that the Board approve taking \$500,000 from the gallery reinstallation budget and adding it to the contingency budget to pay for the Whiting-Turner change orders which will bring construction to a close. The funds will be restored to the Reinstallation budget by funds received from the contractors to close out the projects in the spring. Motion carried.

There being no further business brought before the board, President Reynolds adjourned the meeting at 11:46 am.

Suzanne Broyles, Secretary of the Museum

MOTION:	Mrs. Reynolds	MEETING:	Board of Trustees
SECOND:	Mrs. Abramson	DATE:	20 January 2010

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: Reynolds/Moore/Tilghman/Abramson/Clement/Cochrane/Jecklin/Knox/Luke
Pauley/Rodriguez/Staelin/White

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: Mastracco/Adams/Barrington/Carney/Cherry/Curtis/Douglass
Farrell/Fisher/Fralin/Goode/Griwsold/Harris/Hsu-Balcer
Lewis/Markel/McGlothlin/Morris/Schewel/Sen/Talegaonkar

Suzanne Broyles, Secretary of the Museum