

Date: _____ Approved: _____

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Meeting of the Board of Trustees
Thursday, 16 September 2010, 12:30 pm
The Claiborne Robertson Room

Presiding: Thurston R. Moore, President
Secretary: Ms. Suzanne Broyles

There were present:

Thurston R. Moore, President

Karen C. Abramson
Martin J. Barrington
Mrs. Whitt W. Clement
Mrs. Louise B. Cochrane
W. Birch Douglass III
Dr. Elizabeth A. Fisher
Cynthia Kerr Fralin
Susan S. Goode
John H. Hager
Ivan P. Jecklin
Mrs. Jane Joel Knox
H. Eugene Lockhart, Jr.
John A. Luke, Jr.
Steven A. Markel
Ms. Barbara-lyn B. Morris
Mrs. Stanley F. Pauley
Agustin Rodriguez
William A. Royall, Jr.
Dr. Lindley T. Smith
John R. Staelin
Dr. Shantaram K. Talegaonkar
Ms. Mary F. White

By Invitation:

Alex Nyerges, Director
David B. Bradley
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Herbert A. Claiborne III
Ms. Suzette Denslow
Ms. Anne Kenny-Urban
Ms. Joan W. Murphy
Robin Nicholson
Ms. Nancy Parsons
Ms. Jayne Shaw

Ms. Tina Stoneburner
 Ms. Alexis Vaughn

Absent:

Mrs. Suzanne T. Mastracco, Statewide Vice-President
 Alfonso L. Carney, Jr.
 James C. Cherry
 G. Moffett Cochran
 Thomas F. Farrell II
 Grant H. Griswold
 Dr. Elizabeth F. Harris
 Ms. Frances A. Lewis
 James W. McGlothlin
 Michael J. Schewel
 Dr. Alvin J. Schexnider
 Ranjit K. Sen

I. CALL TO ORDER

The President, Thurston R. Moore, called the meeting to order at 12:35 pm and welcomed everyone. He acknowledged special guest Suzette Denslow, the Mayor's Chief of Staff, who is here representing Mayor Jones. Mr. Moore introduced our new Trustees appointed by the Governor: Moffett Cochran (who could not be here today), John Hager, Gene Lockhart, Bill Royall, and Lindley Smith. He said we are pleased that the Governor reappointed Karen Abramson, Meg Clement and Betty Harris. Mr. Moore indicated that those mentioned are great assets to the Museum, and it is wonderful to have such talent and expertise on the Board to help us with the many opportunities and challenges ahead. The President added that he looks forward to working with everyone during this special 75th Anniversary year.

President Moore announced that this year the November meeting shifts to December 8th and 9th so please hold those dates. He received feedback on committee assignments requesting changes and mentioned that if others would like to make changes, please contact us. He said he made little changes in the committee structure which is now based on the Strategic Plan. We will hear more on oversight of the plan from Mr. Barrington later on in the meeting. The President added the new Art and Audience Committee of which Art Acquisitions is a sub-committee. The Fiscal Oversight Committee will function as it has with the addition of a technology focus. John Luke is the new chair and Alex, Anne Kenny-Urban, and the new Chief Financial Officer will be working to better align the finances. Birch Douglass will work with Nancy Parsons on development ideas as he continues to chair the Resource Development Committee. Bill Royall heads up the Government Relations Resource Committee with David Bradley, and they will call on a number of us to help with political matters throughout the year.

II. MINUTES

Motion: proposed by Mr. Moore, seconded by Mrs. Knox that the Minutes of the last meeting of the Full Board of Trustees held on the 27th of May 2010 be approved as distributed on the 21st of July 2010. Motion carried.

III. REPORT OF THE DIRECTOR – Alex Nyerges

Alex Nyerges noted that at the end of this meeting his art moment will highlight the gallery openings as there are still many more to come. As part of the reorganization of divisions from nine down to five, we have continued the search for our new Chief Financial Officer. The first round of interviews has brought us six stellar candidates, each with different qualities and experience to bring to the table. To help with the second round of interviews, we will call on some Trustees and Foundation leadership for the best possible choice as we change the way we handle the state and local budgeting.

IV. REPORT OF DEVELOPMENT – Nancy Parsons, Deputy Director for Development

Nancy Parsons referred to the bar graph report in the folders which shows the FY2009-10 Development and Membership year-end report. She said it was exciting to see that we met and exceeded all annual goals. In addition, the bar graph reflects the 2009-2010 totals as the highest dollar amounts raised over the last four years, in Annual Fund, Top Ten Campaign and Membership. She noted that currently the membership number was at 18,000 while last year at this time it was only 7,000. Ms. Parsons explained that this year's Annual Fund goal is \$2 million and we are now \$30,000 over where we were this time last year. She feels we will certainly make this year's goals with all the great exhibitions planned. Ms. Parsons thanked Mr. Barrington and Altria for being the lead sponsors with \$1.1 million for the Picasso exhibition. She and Alex Nyerges explained the proposed plans for an elegant fundraising gala that will tie in to the opening of the Picasso exhibit in February. This festive and exciting event will offer guests the opportunity to celebrate the 75th Anniversary and to preview the Picasso exhibit, the largest and most important exhibit ever held at the Museum. President Thurston Moore said he was extremely excited about the event and was counting on trustees to make it a success. He noted that contributing will result in three good things happening: a great party, the elimination of our budget gap, and Top Ten campaign credit. Ms. Parsons invited trustees to talk to her, Alex, or Jayne Shaw to participate. Birch Douglass remarked that this would be one of the key projects for the Resource Development Committee.

V. COMMITTEE REPORTS

a. Art and Audience Committee – Robin Nicholson, Chief Art & Education Officer

Robin Nicholson reported that the Co-chairs of this new committee are Tom Farrell and Jim McGlothlin and the Committee will cover all aspects of programming, exhibitions, education, and marketing. Yesterday the Committee heard that the preparations for the September 28th Picasso announcement were going well. On that date a press release will go out and the VMFA website will show a special video by Alex and tickets will be available for on-line purchase. The meeting continued with John Ravenal giving an overview of the *Sally Mann: The Flesh and The Spirit* exhibition. Mr. Nicholson said that Alex Nyerges reported on their trip to China where they discussed, with officials of the Palace Museum and government and provincial agencies, future cultural exchange programs such as major exhibition exchange, symposia, and staff sharing of curators and conservators. He noted that this is in line with

Governor McDonnell's work on building commercial exchange with China and Senator Warner's recent export conference held here at VMFA.

b. Fiscal Oversight Committee – John A. Luke, Jr., Chair

John Luke reported that at this morning's Fiscal Oversight Committee meeting Anne Kenny-Urban, VMFA's new budget manager, reviewed the financial summary for FY10. Alexis Vaughn reported on the state mandated shift of Enterprise workers from auxiliary status to state employee status and the impact it will have on VMFA's operations. Mr. Luke told of the changes to the budget process this year and said the new CFO will manage both the state and Foundation budgets to allow better visibility. He called on Anne Kenny-Urban to present the budget to the Full Board explaining that the Executive Committee and the Fiscal Oversight Committee approved the budget on September 1 and they recommend approval by the Full Board. Ms. Kenny-Urban covered the revenue and expense considerations and explained the risks involved. The major risk being that we might experience lower than expected attendance at ticketed exhibitions. She concluded by saying that VMFA realizes how critical a positive visitor experience is and believes that the current budget provides the necessary support to the development of exhibitions.

Motion: proposed by Mr. Moore and seconded by Dr. Fisher that the Full Board approve the FY11 Operating Budget as presented. Motion carried.

VI. CLOSED SESSION REPORT

At 1:23 pm the meeting went into closed session for the Art Acquisitions Subcommittee report.

Motion: proposed by Mr. Moore, seconded by Dr. Fisher that the meeting to go into closed session under Section 2.2-3711(A) (6), (8), and (9) 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, and to discuss and consider matters relating to specific gifts, bequests, and fundraising activities, and grants and contracts for services to be performed, and for discussion of matters relating to specific gifts, bequests, and grants. Motion carried.

At 1:37 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore and seconded by Ms. Fralin, 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. Knox that the Board ratify the recommendation the Art Acquisitions Sub-Committee made in today's meeting to approve the following purchases for the amounts and from the funds specified:

1. Gustave Doré (French, 1832-1883), Spanish Poachers (*Contrabandiers Espagnols*), ca. 1860s-1870s, oil on canvas, 77¼ x 94-7/8 inches; for a price of \$275,000 (reduced from \$375,000), from Deaccessioning Funds; Vendor: Jack Kilgore Gallery, New York, NY
2. Japanese, Edo period, Writing Box, Writing Table, and Incense Set, ca. 1830, lacquer decorated with *maki-e*, gold and silver sprinkled powder, various dimensions, for a price of \$200,000, from Deaccessioning Funds; Vendor: Sebastian Izzard LLC Asian Art, New York, NY
3. Salem, Mass., Pair of Painted Side Chairs, ca. 1790, maple, painted and detailed with floral decoration, each: 44½ x 32 x 26 inches, for a price of \$75,000, \$45,000 from the Gabe W. Burton Art Purchase Fund (and our \$30,000 credit); Vendor: Bernard & S. Dean Levy, Inc., New York, NY

and the following gift/purchase considerations:

1. Gift Consideration: Tibet, Flaming Trident, 18th century, iron, silver, and gilded copper, 21 inches high
Purchase Consideration: Central Tibet, Yamantaka and Vajravetali, mid-15th century, opaque watercolor on cloth, 34 x 29 inches, for a price of \$800,000, from The Robert A. and Ruth W. Fisher Fund and the Arthur and Margaret Glasgow Fund; Donor/Vendor: Zimmerman, L.P., Putnam Valley, NY
2. Gift Consideration: William Comyns & Sons (English (London), founded 1859) Belt, 1906-07, silver, 27 inches long; Purchase Consideration: Rudolf Wagner (German, dates unknown) for Wild & Cie. (German (Pforzheim), before 1867-1939), Buckle, 1906, silver, gilding, mother of pearl, enamel, amethysts, peridots, 4¼ inches long; and Design for a Buckle, 1906, pen and ink on paper for a price of \$6,200; Piel Frères (French (Paris), 1855-1925), Belt, 1899-1900, silver, enamel, gilding, 9 inches long for a price of \$5,600; Total Price: \$11,800, from The Swenson Art Nouveau Fund
Donor/Vendor: Dr. Karl and Gisela Kreuzer, Munich, Germany

and the following purchase with special funds:

1. William Hogarth (English, 1697-1764), The Cock Pit, November 1759, etching and engraving, 12-3/8 x 15 inches; sheet: 16¾ x 18 inches, for a price of \$2,200, from Funds provided by Friends of Sporting Art, VMFA; Vendor: Susan Schulman, Planetarium Station, New York, NY

and finally, the following gift considerations:

1. Antoine-Louis Barye (French, 1796-1875), Cheval Turc, ca. 1857, bronze, 11½ x 4½ x 12 inches; Donor: Mrs. Nelson L. St. Clair, Jr., Williamsburg, Virginia
2. Eight photographs by Hullahen Williams Moore (American, born 1942):
 - a. Appalachian Trail and Mist, 1994, pigment print, image: 30 x 23½ inches
 - b. Falling Spring, 1996, pigment print, Image: 30 x 24½ inches
 - c. Rhododendron and Tall Trees, 2007, pigment print, image: 30 x 22¾ inches
 - d. Baldface Mountain Overlook, 1981, pigment print, image: 20 x 26 inches
 - e. Baldface Mountain Overlook, 1988, pigment print, image: 20 x 24¾ inches
 - f. New Ferns, 1992, gelatin silver, image: 19-7/8 x 19¼ inches
 - g. Big Meadows Pine, Fog and Ice, 1991, pigment print, image: 14 x 11¼ inches
 - h. Ice Orb and Lace, 1992, gelatin silver print, image: 10-3/8 x 13¼ inches
 Donor: Hullahen Williams Moore, Richmond, Virginia

3. Brenda Zlamany (American, born 1959):
Portrait #23 (Alex Katz), 1995, oil on panel, 30 x 20 inches
Portrait #15 (Lawrence Weiner), 1994-95, oil on panel, 29 x 19 inches
 Donor: A.G. Rosen, Wayne, New Jersey

Motion carried.

VII. STRATEGIC PLAN OVERSIGHT UPDATE – Martin J. Barrington

Marty Barrington explained that the strategic plan's architecture is made up of the VMFA Mission, Vision, and the three Goals (Financial Sustainability, Audience Growth, and Highly Valued Destination.) He showed how the new committee structure is based on the five strategies of the plan: the Art and Audience Committee will focus on program and marketing, the Executive Committee on organizational efficiency, the Fiscal Oversight Committee on technology with its Technology Task Force, and the Resource Development Committee will work on fundraising. He explained that the five strategies of the plan (program, marketing, organizational efficiency, technology, and fundraising) need to be incorporated into the daily work of the Museum. He has been working with the Division Heads to develop business plans and initiatives for all five strategies and a reporting schedule has been established. He showed how the plan will be implemented using the plan dashboard which lists key initiatives with their start and finish dates, the staff lead, and the status of each initiative. Mr. Barrington said the next steps were to develop and implement communication plans for the organization, align rewards/recognition, and then regularly track and report progress. Mr. Staelin thanked Mr. Barrington saying Altria has been so generous to give us his time and staff to help us oversee our strategic plan. President Moore agreed that this was a great tool for staff to measure their progress and trustees now have a road map and score card to see what was achieved and evaluate ourselves which is what the Board wanted.

VIII. ART MOMENT – Alex Nyerges, Director

Alex Nyerges reported that we have an extremely exciting fall schedule of openings here at VMFA. He presented slides on all the gallery openings that are planned for the next three months. He reported that the Gans' galleries have doubled in size since Rita Gans so generously donated more of her silver collection and that gallery opens next week. He noted that the Pre-Columbian and Native American Galleries open October 23. This gallery will showcase the Nooter Native American collection, has a beautiful design and elevations enhanced with many natural materials. Dr. Lee Anne Chesterfield has installed Pre-Columbian works which were lent very generously, and he said, combined with our own Pre-Columbian collection, the installation is stellar. December 8th brings the opening of the East Asian and Ancient galleries and Stephen Bonadies has done a spectacular job with that reinstallation. The Director hoped that all Trustees would attend these exciting events. Trustees responded with applause and President Moore thanked Mr. Nyerges for his presentation.

IX. OTHER BUSINESS/ADJOURNMENT

There being no further business brought before the board, President Moore adjourned the meeting at 2:15 pm.

Suzanne Broyles
Secretary of the Museum

MOTION: Mr. Moore
SECOND: Ms. Fralin

MEETING: Board of Trustees
DATE: 16 September 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: Moore/Abramson/Barrington/Clement/Cochrane/Douglass/Fisher/Fralin/Goode
Hager/Jecklin/Knox/Lockhart/Luke/Markel/Morris/Pauley/Rodriguez/Royall/Smith
Staelin/Talegaonkar/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/Carney/Cherry/Cochran/Farrell/Griswold/Harris
Lewis/McGlothlin/Schewel/Schexnider/Sen

Suzanne Broyles
Secretary of the Museum