

Date: _____ Approved: _____

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Meeting of the Full Board of Trustees
Wednesday, 18 September 2013, 1:00 pm
The Claiborne Robertson Room

Presiding: William A. Royall, Jr., President
Secretary: Ms. Suzanne Broyles

There were present:

William A. Royall, Jr., President

Karen C. Abramson
Martin J. Barrington
Mary Anne Carlson
James C. Cherry
Margaret Irby Clement
Mrs. Louise B. Cochrane
Michael M. Connors
W. Birch Douglass III
Susan S. Goode
John H. Hager
Dr. Elizabeth F. Harris
Dr. Monroe E. Harris, Jr.
Ivan P. Jecklin
Mrs. Jane Joel Knox
John A. Luke, Jr.
Marlene A. Malek
James W. McGlothlin
Thurston R. Moore
Dr. Claude G. Perkins
Satya Rangarajan
William A. Royall, Jr.
Michael J. Schewel
Charles H. Seilheimer, Jr.
Dr. Lindley t. Smith
John R. Staelin
Dr. Shantaram K. Talegaonkar

By Invitation:

Alex Nyerges, Director
Ms. Kelly B. Armstrong
Stephen D. Bonadies
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Douglas Fisher
John Fuller
Ms. Laura Keller
Robin Nicholson
Cameron O'Brien
Benjamin W. Rawles III

Ms. Jayne Shaw
 Ms. Fern Spencer
 Ms. Patricia Van Tuyle
 Ms. Sylvia Yount

Absent:

Thomas F. Farrell II
 Cynthia Kerr Fralin
 Richard B. Gilliam
 Ms. Margaret N. Gottwald
 Terrell Luck Harrigan
 H. Eugene Lockhart, Jr.
 Steven A. Markel
 Ms. Deborah H. Quillen

I. CALL TO ORDER

The President, William A. Royall, Jr., called the meeting to order at 1:10 pm and welcomed those present.

II. MINUTES

Motion: proposed by Mr. Royall, seconded by Mr. Cherry that the Minutes of the last meeting of the Full Board of Trustees held on the 14th of June 2013 be approved as distributed on the 22nd of August 2013. Motion carried.

III. HOLLYWOOD COSTUME PREVIEW

Robin Nicholson and Doug Fisher gave an overview of the upcoming exhibition, *Hollywood Costume* that opens on November 9. Mr. Nicholson noted that cinema is one of the greatest art forms of the 20th and 21st centuries and as an encyclopedic museum of world cultures we have a duty to explore the visual culture of movie-making. Costumes are one of the few artifacts that remain from the movie-making process and are in many instances works of art in their own right. Mr. Nicholson introduced Doug Fisher, Head of Exhibition Design and Production, and head designer of the *Hollywood Costume* exhibition. Mr. Fisher took the group through slides of the costumes sharing many interesting back stories. President Royall stated that this will be a fantastic show and a key moment at VMFA. He said there were still unsponsored costumes available for those who would like to participate in support of this exciting exhibition.

IV. REPORT OF THE PRESIDENT

Mr. Royall noted that we are fortunate to have the newly appointed Trustees present today. He welcomed Dr. Monroe E. Harris, Jr., oral surgeon at Virginia Oral & Facial Surgery and former VMFA Foundation President, and Dr. Claude G. Perkins, President of VUU. President Royall announced that the Governor has not quite decided on reappointments and those eligible can continue to serve until then. He pointed out that our good friend Moffett Cochran let us know that he has tried, but finds he cannot attend meetings and therefore feels he must resign from the Board. Mr. Royall read the following resolution honoring Mr. Cochran's Board service.

Motion: proposed by Mr. Royall and seconded by Mr. Douglass that the Board adopt the following resolution as distributed. Motion carried.

G. MOFFETT COCHRAN.
VMFA Trustee 2010-2013

WHEREAS, G. Moffett Cochran was appointed to the Board of the Virginia Museum of Fine Arts in 2010 by Governor Robert F. McDonnell; and

WHEREAS, during his term of office Mr. Cochran ably served with dedication on the Fiscal Oversight and the Art and Audience Committees; and

WHEREAS, this valued member of the Board consistently provided wise and effective counsel to the Museum by sharing his financial and business expertise and was always willing to give advice and offer guidance when needed; and

WHEREAS, Mr. Cochran during his years of service has demonstrated his dedication to the institution and love of the arts by traveling great distances to attend Museum events and meetings showing personal support of the Museum; and

WHEREAS, Mr. Cochran was always bringing the Museum to the attention of new friends and potential supporters, as when he so generously sponsored a table at the VMFA *Picasso* Exhibition Gala in 2011; and

WHEREAS, during his time on the board Mr. Cochran has been a generous contributor to the Virginia Museum of Fine Arts at a leadership level; and gave his time to being an excellent good-will ambassador, co-hosting a luncheon in New York city to celebrate VMFA's 75th anniversary; NOW THEREFORE BE IT

RESOLVED, that the Trustees of the Virginia Museum of Fine Arts, in the Full Board Meeting on the 18th of September 2013, express to Mr. G. Moffett Cochran their appreciation for his contributions to the Museum and to the Commonwealth; and be it

FURTHER RESOLVED, that this Resolution be spread upon the Minutes of this meeting, and a copy be sent to him.

President Royall addressed the Board saying he has not yet discussed committee assignments and hopes to be organized with his plans after the December meeting. He encouraged Board members to attend the October 15th Trustee Orientation for new and existing Trustees and said the orientation agenda has been distributed. President Royall welcomed Pat Van Tuyle, new President of The Council.

V. REPORT OF THE DIRECTOR – Alex Nyerges

Alex Nyerges discussed the progress of the search for the new Division Head to be the Executive Director of the VMFA Foundation and Executive Vice President of Marketing and Advancement including Visitor Services and the Parking Deck. He spoke of the need to increase Trustee engagement with staff and collections. He explained that he and Bill Royall encourage each Trustee to meet with VMFA curators, conservators, and/or educators for coffee or short tours to help familiarize you with your chosen areas of interest. An e-mail will go out regarding this tomorrow. Robin Nicholson gave a quick snapshot of the new VMFA educational resources website and explained our marketing technique to disseminate this important new resource across the Commonwealth. The Director noted the conclusion of our discussions with PFAC/CNU with the donor's intent preserved in the negotiations. He gave accolades to Mitchell Merling for his scholarly exhibition *Catching Sight* as the President of the

Friends of British Sporting Art Trust, Martin Chasin, is writing about it for Apollo Magazine. President Royall announced that we have a *Catching Sight* catalogue for each trustee today.

VI. REPORT OF THE FOUNDATION – Benjamin W. Rawles III

President Ben Rawles reported that The Oaks has not yet sold; the price has been lowered and more activity and a sale within sixty days is expected. The Foundation Nominating Committee has chosen six new people to begin after the November Foundation Board elections. Those chosen are Edward W. Valentine, Rick Olson, J. Sargeant Reynolds, Jr., Anna Van Buren McNider, David Bruce Smith, and Barbara Noble Howard. Mr. Rawles explained that at the August 6th Foundation Investment Committee meeting Monticello reported that our portfolio had earned 12.57% for the year ended June 30, 2013 when its market value stood at \$238 million.

VII. REPORT OF DEVELOPMENT – Jayne Shaw, Interim Deputy Director for Advancement

Jayne Shaw reported that we closed out the year with over \$6 million raised and total members at 36,000 mostly due to *Chibuly*. She added that the renewal rate for leadership level donors is 95%, which is a very high rate. The customized membership level (\$150 to \$600) has an 85% renewal rate, and one factor for this success is the new technology which offers better tools to collect, analyze and report data. She reported that the Focus Series has been very successful. The goal was to upgrade everyone, give them incentives to give more and get more benefits, to focus members on our permanent collection, and to bring in new members. She went on to say that the fundraising goal for this year is a very ambitious \$3.8 million in unrestricted giving plus \$1.1 million in restricted giving with a grand total of cash and pledge revenue of \$4.9 million. Ms. Shaw remarked that this year Advancement is tasked with raising IT money to digitize the collection and other applications and she will be talking to many Trustees about this.

VIII. COMMITTEE REPORTS

- a. Art and Audience Committee – Thomas F. Farrell II and James W. McGlothlin, Co-chairs and Robin Nicholson, Deputy Director for Art & Education

Robin Nicholson reported that the Committee met this morning and looked at the exhibition schedule from *Hollywood Costume* through 2017. The Committee was updated on the master exhibition budgets so that they understand the scale and scope of our exhibition program. He indicated that on the content side we have a balance of scholarly and popular programs which is key to our success. The art acquisition process was explained along with the increase in the director's discretionary authority which will allow for greater flexibility at auction.

- b. Fiscal Oversight Committee – John A. Luke, Jr., Chair and Fern Spencer, Chief Financial Officer

Mr. Luke reported that the Committee met today and had an excellent in-depth discussion of exhibition budget projections for the four upcoming banner exhibitions and *Hollywood Costume*.

He called on Fern Spencer who outlined the proposed adjustments to the FY14 adopted budget and reviewed highlights from the distributed narrative with those present. The following motion was proposed.

Motion: proposed by Mr. Luke and seconded by Mr. Douglass to approve the amended FY14 Budget as presented and as recommended by the Fiscal Oversight Committee in their meeting this morning. Motion carried.

- c. Technology Task Force – Satya Rangarajan, Chair and Stephen Bonadies, Deputy Director for Collections and Facilities Management

Stephen Bonadies brought the Board up to date on the museum's technology projects including the WiFi installation, Datamart, the website transformation, the Digital Asset Management (DAM) System, the Collections Management System (CMS), and the mobile app Discovery. Mr. Bonadies said we now have robust WiFi transmitters in place. Datamart incorporates new reporting functionality that draws data from both Raiser's Edge which gives members and donor history and CounterPoint that handles tickets and gift shop transactions. With these two systems linked we can run reports to mine the data we collect. The result is a more effective way to engage with visitors who come through the door and we can better track new members and renewals. The area of greatest change and our main focus is the website transformation which will be responsive and will automatically resize the display to fit the viewer's device. It will also allow for improved navigation, fewer clicks to conduct transactions, and increased exposure of the collection. The anticipated completion date for this transformation is December 2013. President Royall commented that staff members are doing a first rate job of this and we will set a new standard of communication.

At 2:20 pm the meeting went into closed session with the following motion.

Motion: proposed by Mr. Royall, seconded by Mr. Schewel that the meeting go into closed session under Section 2.2-3711(A) (3), (6), and (7) of the Freedom of Information Act to discuss a real estate matter which is not public; and 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 consultation with legal counsel pertaining to litigation, where such consultation in open meeting would adversely affect the litigating posture of the Museum. Motion carried.

At 2:40 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 by the Secretary, the results of which are outlined in the First Certification Resolution below.

Motion: proposed by Mr. Royall and seconded by Mr. Luke that the Board ratify the recommendation the Art Acquisitions Sub-Committee made in today's meeting to accept the following purchase considerations for the amounts and from the funds specified:

1. Designed by Christian Herter (American, 1839-1883), Manufactured by Herter Brothers (active 1864-1906), *Gentleman's Armchair*, ca. 1881-1882, New York, New York, gilded maple with mother-of-pearl intarsia insets and original upholstery, 33½ x 27½ x 28", for a price of \$350,000 (insurance value: \$400,000)—pre-conservation treatment (\$75,000 contract fee to Metropolitan Museum conservation staff), from the J. Harwood and Louise B. Cochrane Fund for American Art, Vendor: Margot Johnson, Inc., New York, NY
2. Marguerite Zorach (American, 1887-1968), *Two Sisters- Marguerite and Her Sister, Edith*, 1921, oil on canvas, 30 x 25", for a price of \$195,000 (insurance value: \$225,000), from the J. Harwood and Louise B. Cochrane Fund for American Art, Vendor: Debra Force, NY, NY
3. Mantuli Biyela (Zulu, active mid-20th century), *Beaded Attire of a Senior Zulu Man, Esbhowe Region, South Africa. Beaded Attire for Mthandeni Biyela (her husband)*, mid-20th century
Twelve elements, cotton, glass beads, plastic beads, buttons, metal, hide, fiber. . . . \$40,000
Artist unknown (Zulu, active mid-20th century), *Beaded Attire of a Married Zulu Woman, Maphumulo Region, South Africa. Beaded Attire of a Married Zulu Woman*, mid-20th century
Sixteen elements, cotton, glass beads, plastic beads, buttons, fiber. \$45,000
For a Total Price of \$85,000, from the Adolph D. and Wilkins C. Williams Fund, Vendor: Axis Gallery, West Orange, NJ
4. Rembrandt Harmensz. van Rijn (Dutch, 1606-1669), *The Angel Appearing to the Shepherds*, 1634, etching, drypoint and burin, 260 x 219 mm, state III/III; \$37,000 (\$38,000 value)
From the Samuels Fund (\$27,000), Frank Raysor (\$5,000), and Alice and Lewis Nelson (\$5,000)
Albrecht Dürer (German, 1471-1528), *The Woman of the Apocalypse and the Seven-Headed Dragon* from *The Apocalypse*, 1496-98, woodcut on laid paper, from the 1511 Latin edition, 390 x 277 mm, only state \$18,000; From the Adolph D. and Wilkins C. Williams Fund
Théodore Géricault (French, 1791-1824), *Le Marchand de Poissons Endormi*, 1820/21, pen lithograph printed from 'stone paper', off-white wove paper, 218 x 290 mm, only state \$5,000 (\$6,500 value) From funds provided by Alice and Lewis Nelson, for a total price of \$60,000; Vendor: Susan Schulman Printseller, New York, NY
5. Cy Twombly (American, 1928 – 2011), four silver gelatin photographs titled *Still Life*, Black Mountain College, 1951, 6⅛ x 6" and 7⅜ x 7¼", framed: 14¼ x 11¼" each, for a total price of \$50,000, from the Kathleen Boone Samuels Memorial Fund, Vendor: Henry H. Simpson III, Lexington, VA
6. Gordon Parks, *White police officer standing between two black protestors, 1963*, gelatin silver print; printed ca.1963, sheet: 8 ⅞ x 12½". \$10,000 value
Bob Adelman, *Demonstrator during the March on Washington, D.C., 1963*, gelatin silver print. printed later, Image size: 9½ x 14" Paper size: 10½ x 15". \$4,000 value
For a Total Price of \$12,600 (\$14,000 insurance value), from the Aldine S. Hartman Endowment Fund; Vendor: Howard Greenberg Gallery, New York, NY
7. Guerrilla Girls (Anonymous Collective, American, 1985 - current), *Guerrilla Girls Portfolio Compleat 1985-2012*, 1985-2012: 89 prints, mostly 17 x 22"
Additional material will be accessioned by the library, including: three signed copies of Guerrilla Girl books: *The Guerrilla Girls Bedside Companion to the History of Western Art* (1998); *Bitches, Bimbos and Ballbreakers...* (2003); *The Guerrilla Girls Art Museum Activity Book* (2004); print edition of the newsletter *Hot Flashes* (1991-94); for a price of \$12,533 (\$12,500 + shipping), from the National Endowment for the Arts Fund for American Art; Vendor: Guerrilla Girls, NY, NY

8. Sonia Delaunay (French, 1885–1979), *Sonia Delaunay: Ses Peintures, Ses Objets, Ses Tissus Simultanés, Ses Modes*, 20 pochoir prints dated 1915-1925, Published as a portfolio by Librairie des Arts Décoratifs, Paris, 1925; For a Price of \$14,750 (\$20,000 insurance value), from the John and Maria Shugars Fund, Vendor: Leonard Fox, New York, NY
9. C.E. Porter (American, 1847-1923), *Chrysanthemums*, ca.1881; oil on canvas, 10 x 16 inches, for a price of \$35,000 (\$31,500 + \$3,500 for frame), from the John Barton Payne Fund, Vendor: Fine Art Images, Chesterfield, VA

and allowing a one-time only \$400,000 bid limit for a proposed purchase at auction of the following:

1. Lockwood De Forest (American, 1850-1932), manufactured by Ahmadabad Wood Carving Company, Gujarat, Ahmadabad, India; Pair of Repousse and Chased Brass Overlaid Teak Chairs, ca. 1881-82; Brass, teak; modern upholstery on oak and pine substrate, 34 5/8”H x 22 1/4”W x 22 1/2”D each; from The Williams Fund; Vendor: Bonhams, Fine American & European Furniture, Decorative Arts & Silver, Sale 21003, Lot 1553, New York, on 9/25/13

and the following gift considerations:

1. Designed by Edward Lycett (American, born England, 1833-1910), Made by Faience Manufacturing Company (1881-1892), *Covered Vase*, 1886-1890, Greenpoint, Brooklyn, New York, cream-colored earthenware painted over the ivory-glazed or bronze-luster ground with polychrome enamels and flat and raised gold paste decoration, 11 3/4 x 6 1/2”, Donor: Emma and Jay Lewis, New York, NY
2. Wendell Castle (American, born 1932), *Blue Noon*, 2007, polychromed fiberglass, 76 1/4 x 38 1/2 x 33 1/2”, edition of 8, prototype 1, Donor: Friedman Benda, New York, NY, Credit: Gift of the Artist and Friedman Benda
3. Janos Enyedi (American, 1947-2011), *Sampson Crane Detail--The Port of Virginia*, 2005, digital photograph(number 1 from an edition of 3), 40 x 60”, Donor: Diana Enyedi, St.Petersburg, FL
4. Willie Anne Wright (American, born 1924), *Pools--At Polly's Pool*, 1983, Cibachrome pinhole photograph, 16 x 20”; Donor: Alyssa Salomon, Providence Forge, VA
5. Italo Scanga (American, born Italy, 1932 - 2001), *Changing Time*, 1999, acrylic on paper, ca. 35 x 28”; Donor:The Italo Scanga Foundation, c/o Sarah Scanga Swanlund, Harrisonburg VA
6. Susanne Wenger (Austrian, worked in Nigeria, 1915 – 2009), two silkscreen prints on paper, ca. 1959: *Diviner for Obatala*, 29-9/16 x 19-11/16”; and title unknown, 27 1/2 x 19 3/4”
Four African Textiles:
Akan culture (Ghana), *Kente cloth*, 20th century, cotton, 130 3/4 x 84 3/4”
Akan culture (Ghana), *Kente cloth*, 20th century, cotton, 132 x 89 3/4”
Fulani culture (West Africa), *Khasa*, 20th century, wool, 110 1/2 (incl. fringe) x 49 3/8”
Fulani culture (West Africa), *Khasa*, 20th century, wool, 98 7/8 (incl. fringe) x 50 1/2”
Donor: Richard Priebe, Richmond, VA
7. Yoruba culture (Nigeria, Republic of Benin), *Olokun Cloth*, 1970s, cotton, indigo dye (*adire eleko* method), 77 1/2 x 71 1/2”, Donor: Dan Hartman, Midlothian, VA

Motion carried.

IX. STRATEGIC PLAN OVERSIGHT UPDATE – Alex Nyerges and Martin J. Barrington

Alex Nyerges provided slides of the FY2013 Strategic Plan Final Year End Report and asked if the Board members had any questions. He then provided slides of the FY2014 Strategic Plan Draft Initiatives.

Marty Barrington announced that the Strategic Plan Task Force is up and running and has met three times this summer in June, July and August. He expressed thanks to those serving on this energetic task force. The Task Force has now interviewed two strategic planning consulting firms and they have agreed upon one as a clear top choice and they are about to be confirmed. The Foundation has approved this line item in the Foundation's FY14 budget. They have tasked Alex, as the Chief Operating Officer of the Foundation, to further negotiate the contract and hire the firm. There will be a joint Board Strategic Planning Retreat on November 1st. This will be the first opportunity for the consultants to meet with both boards. The agenda for the afternoon will be discussion of the key initiatives for the museum right now. The desired outcome for this meeting will be for everyone to agree on what our key issues are – that we are all on the same page. This will give the consultant the information they need in order to begin collecting data.

President Royall thanked Mr. Barrington for his leadership. The President said the Task Force has made good progress, the work is underway and we hope that all Trustees will try to attend the retreat to participate in the creation of the 2016-2020 strategic plan. Mr. Royall said it is an exciting time to be a part of the museum and he hoped that Trustees would attend more events such as the programs held on Thursday or Friday evenings when the museum is open until 9:00 pm.

X. EXECUTIVE CLOSED SESSION

President Royall dismissed VMFA staff and made the following motion at 2:50 pm.

Motion: proposed by Mr. Royall and seconded by Mr. Moore 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 3:25 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall and seconded by Mrs. Goode, 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 3:27 pm.

