

Executive Committee Meeting Minutes
The Pauley Center Dining Room
Wednesday, 6 January 2010, 12:00 pm

There were present:

Pamela Reynolds, Chairman
Thurston R. Moore, Vice-Chairman
Mrs. Suzanne T. Mastracco, Vice-Chairman
Richard G. Tilghman, Vice-Chairman
Martin J. Barrington
Dr. Herbert A. Claiborne, Jr.
John R. Curtis, Jr.

By Invitation:

Alex Nyerges, Director
Karen C. Abramson
Ms. Carol Amato
Stephen D. Bonadies
David B. Bradley
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Herbert A. Claiborne III
Dr. Joseph M. Dye III
Ms. Joan W. Murphy
Robin Nicholson
Ms. Nancy H. Parsons
Mrs. Stanley F. Pauley
Ms. Alexis Vaughn
Ms. Della Watkins
Ms. Mary F. White
Richard Woodward

Absent:

W. Birch Douglass III
Ms. Susan S. Goode
Ms. Frances Lewis
John A. Luke, Jr.

I. Report of the Chairman – Pamela Reynolds

Chairman, Pamela Reynolds, called the meeting to order at 12:08 pm, and welcomed everyone to our exciting New Year at VMFA. She noted that Karen Abramson, Dorothy Pauley and Mary White join us today as they are Nominating Committee members and will attend the meeting following this one. Mrs. Reynolds noted with sadness the passing last week of Robert H. Smith, donor of the amazing trees in the courtyard area of the

expansion, among other gifts. She said we appreciate all that he and his wife, Clarice, have done for VMFA. President Reynolds thanked the staff for all their hard work.

II. **Report of the Director – Alex Nyerges**

Alex Nyerges welcomed Della Watkins to the Executive Committee explaining that Ms. Watkins is now Acting Deputy Director for Education and Statewide Partnerships since Sandra Rusak's retirement at the end of December. The Director noted the good news that Ms. Rusak will be volunteering a couple of days per week on special projects and said we are in good hands with Ms. Watkins and delighted to have her join us.

The Director noted that there will be much fanfare about the exhibition *The Mourners, Medieval Tomb Sculptures from the Court of Burgundy* that will open at the Metropolitan Museum of Art this March. This exhibition was put together through FRAME and will be shown in San Francisco, Los Angeles and then here in 2012. He passed around the catalogue showing pieces of the 14th century sculpture.

Alex Nyerges informed the Committee of an exciting confidential gift of art that will be announced this spring. He said the collector is as happy as we are about this wonderful donation to the Virginia Museum of Fine Arts.

He then called on Alexis Vaughn who reviewed the McGlothlin Wing Opening Events Sequence document with the group. She started with the February 1 Legislative event and reviewed the dinners, members' day, and public opening events. Ms. Vaughn then announced the Saturday May 1st and Sunday May 2nd opening festivities explaining that our goal is to appeal to a broad range of people. It was noted that if Trustees have suggested invitees for donor events they may send them to Nancy Parsons for our careful consideration.

III. **Report of Development – Nancy H. Parsons, Deputy Director of Development**

Nancy Parsons reported that the Campaign has received several new gifts. She said a big thank you goes to President Reynolds who played a critical role from beginning to end in the Dominion Resources gift. Dominion has informed us that they are contributing a gift of \$1.25 million. Of this amount, \$250,000 will be designated to support opening events. The remaining \$1 million is to be designated upon further discussion. Our hope is that this amount will be designated for naming a gallery in the new building. She thanked Birch and Ginny Douglass for their \$500,000 gift and Nancy Lund for her \$25,000 gift to the Top Ten Campaign. She also reported receiving an anonymous gift yesterday of \$250,000 from a VMFA Trustee. Ms. Parsons said that these gifts put us at \$16 million for the Top Ten Campaign and we have \$15 million in pending asks waiting for replies. This puts us well on our way to our goal of \$20 million by June 30, 2010.

Mrs. Reynolds thanked Marty Barrington of Altria for being the first corporation to give as this encouraged many other corporate gifts which followed.

IV. **Report of the Chief Operating Officer – Carol Amato**

Carol Amato said that the Governor's budget was balanced with a new tax increase and the budget will now go to the General Assembly. Ms. Amato listed the ways the budget affected state employees:

- Does not include salary increases for employees in either year of the biennium. (State employees last received a cost of living increase in 2007.)
- Includes a recommendation that employees pay a portion of their retirement contributions: 1% of salary in FY 11 and 2% in FY 12.
- Increases the retirement age for newly hired state and local employees from age 50 to age 55.
- Continues the suspension of the deferred compensation cash match.
- Implements pharmacy benefit changes including implementing a 90-day maintenance drug network and eliminating coverage for certain drugs.

She also reviewed the following budget provisions:

- Continues to cap the City Service charge at \$158,513 per year in FY 11 and 12.
- Restricts the use of VMFA's dedicated special revenue to the uses specified by donors and protects these funds from interagency transfers or appropriation reductions.
- Continues the Dedicated Special Revenue Account for nongeneral funds donated to VMFA by private donors and volunteers who sponsor fundraising activities to support the museum's general operations, exhibitions, and programs.
- Permits VMFA to carry forward any Maintenance Reserve balances remaining on June 30, 2010 and makes them available for the MR program in FY 11.
- Continues to permit VMFA to use an amount not to exceed 20% of the MR allocations for the conservation of works of art owned by the museum.
- Reduces the reversion of funds from VMFA to support the expenses incurred by Virginia's central staff agencies from \$83,943 originally proposed in FY 10 to \$3,195 in FY 11 and FY 12. This action corrects an error in the original FY 10 budget.

President Reynolds thanked Ms. Amato for her report and noted that we are still waiting for a new Secretary of Education to be named.

At 12:50 pm the meeting went into closed session.

Motion: proposed by Mrs. Reynolds, and seconded by Mr. Tilghman that the meeting go into closed session under Section 2.2-3711 (A), (1), (9) and (30) of the Freedom of Information Act for discussion of a personnel matter which is not public, to discuss a real estate matter which is not public, for discussion of matters relating to specific gifts, bequests, and fundraising activities, and grants, and

for discussion of the terms and scope of the contracts for the expansion, sculpture garden and parking deck where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Museum.

Motion carried

At 1:35 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mrs. Reynolds and seconded by Mrs. Mastracco 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, the results of which are outlined in the Certification Resolution.

Motion: proposed by Mr. Barrington and seconded by Mr. Tilghman that the Executive Committee accept and approve the Organizational Excellence Preliminary Report Draft and have it presented to the Full Board of Trustees at its next meeting. Motion carried.

No other business was brought before the Committee and the meeting adjourned at 1:38 pm.

Recorded: _____ Date: _____
Suzanne Broyles, Secretary

Approved: _____ Date: _____
Pamela Reynolds, Chairman

Approved: _____ Date: _____
Alex Nyerges, Director

MOTION: Mrs. Reynolds
 SECOND: Mrs. Mastracco

MEETING: Executive Committee
 DATE: 6 January 2010

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Executive Committee 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 Executive Committee 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 Executive Committee.

VOTE

AYES: Reynolds/Moore/Mastracco/Tilghman/Barrington/Claiborne, Jr./Curtis

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: Douglass/Goode/Lewis/Luke

Suzanne Broyles, Secretary of the Museum