

Date: _____ Approved: _____

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Annual Meeting of the Board of Trustees
Friday, 14 June 2013, 1:00 pm
The Claiborne Robertson Room

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

There were present:

Thurston R. Moore, President
Mrs. Suzanne T. Mastracco, Statewide Vice-President

Karen C. Abramson
Martin J. Barrington
Mary Ann Carlson
Margaret Irby Clement
Michael M. Connors
W. Birch Douglass III
Thomas F. Farrell II
Richard B. Gilliam
Susan S. Goode
John A. Luke, Jr.
Satya Rangarajan
William A. Royall, Jr.
Charles H. Seilheimer, Jr.
John R. Staelin
Dr. Shantaram K. Talegaonkar

Special Guests:

Ms. Kelly B. Armstrong, Foundation Director
L. Ray Ashworth, Honorary Foundation Director
Anne Battle, Foundation Director
Ms. Catherine Combs, EA to the Secretary of Education
Dr. Mary Ann Frable, Foundation Director
James W. Klaus, Foundation Director
A. John Lucas, Foundation Director
Ellen Gray N. Maybank, Foundation Director
Wycliffe McClure, Foundation Director
Charlotte M. Minor, Foundation Director
Dr. Paul S. Monroe, Foundation Director
Stanley J. Olander, Jr., Foundation Director
Benjamin W. Rawles III, Foundation President
Charles L. Reed, Jr., Honorary Foundation Director

By Invitation:

Alex Nyerges, Director
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Ms. Sarah Eckhardt
Ms. Stephanie Hamlett

Ms. Anne Kenny-Urban
 Ms. Linda Lipscomb
 Dr. Mitchell Merling
 Robin Nicholson
 Ms. Sheila Payaqui
 Ms. Mary Ann Peppiatt
 John Ravenal
 Ms. Carol Sawyer
 Ms. Jayne Shaw
 Barry Shifman
 Ms. Fern Spencer
 Bruce Suffield
 Richard B. Woodward
 Dr. Sylvia Yount

Absent:

James C. Cherry
 G. Moffett Cochran
 Mrs. Louise B. Cochrane
 Cynthia Kerr Fralin
 Margaret N. Gottwald
 John H. Hager
 Terrell Luck Harrigan
 Dr. Elizabeth F. Harris
 Ivan P. Jecklin
 Mrs. Jane Joel Knox
 H. Eugene Lockhart
 Ms. Marlene A. Malek
 Steven A. Markel
 James W. McGlothlin
 Ms. Deborah H. Quillen
 Michael J. Schewel
 Dr. Lindley T. Smith

I. CALL TO ORDER

The President, Thurston R. Moore, called the meeting to order at 1:15 pm and welcomed everyone to the 77th Annual Meeting of the Virginia Museum of Fine Arts Full Board of Trustees. He gave a special welcome to honored guests, the Foundation Board President, Ben Rawles, the VMFA Foundation Board members, Catherine Combs of the Governor's Office, and Stephanie Hamlett, Counsel from the Attorney General's office.

II. MINUTES

Motion: proposed by Mr. Moore, seconded by Mr. Luke that the Minutes of the last meeting of the Full Board of Trustees held on the 20th of March 2013 be approved as distributed on the 22nd of May 2013. Motion carried.

III. REPORT OF THE PRESIDENT – Thurston R. Moore

President Moore announced that as of the 30th of June, Suzanne Mastracco will complete her second term of office and must retire from the Board presenting a huge loss to VMFA as she was so active, serving as Statewide Vice-President, heading up the Statewide Task Force among many other accomplishments. He asked the group to review the distributed resolution for Ms. Mastracco and thanked her, asking that she stay in close touch with the museum.

President-Elect Bill Royall took the floor and recognized the accomplishments of President Thurston Moore over the last three years. He announced that Mr. Moore was presented with an original watercolor by James Prosek at last evening's dinner as a thank you gift for his service. President Moore thanked Mr. Royall and said the museum will be in great hands under his leadership.

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

SUZANNE T. MASTRACCO VMFA Trustee 2003-2013

WHEREAS, Suzanne T. Mastracco was appointed to the Board of the Virginia Museum of Fine Arts in 2003 by Governor Mark R. Warner, and reappointed in 2008 by Governor Timothy M. Kaine; and

WHEREAS, Ms. Mastracco was an unfailing advocate of the statewide partnership program and always offered her valuable insight in that area, serving as Statewide Vice-President for the past five years, and from 2006 through 2008 chairing the Statewide Task Force which conducted a year-long study to improve the resources available to Museum Partners around the state, thereby furthering our statewide mission; and

WHEREAS, during her time on the board she continued to spearhead the implementation of our improved outreach efforts by serving as Co-chair of the Education and Statewide Partnerships Committee a natural outgrowth of the findings of the Statewide Task Force. She also supported that area of the museum's mission with a generous gift to the campaign, thereby ensuring that statewide outreach remains a VMFA priority; and

WHEREAS, during her terms of office this esteemed Trustee actively served as a member of the Collections/Art Acquisitions Sub-Committee, Education & Programs, Exhibitions, Communications & Marketing, Government Affairs, Artistic Oversight, Nominating, Museum Expansion, Strategic Planning, Resource Development, and Art & Audience Committees; and

WHEREAS, Ms. Mastracco demonstrated her great dedication for the museum by never hesitating to travel the distance from Norfolk to Richmond many times to attend Trustee meetings including the frequent Director Search Committee meetings in 2006, resulting in the successful hiring of our wonderful Director Alex Nyerges; and

WHEREAS, during her time on the board Ms. Mastracco showed her love of the arts and her personal affection for the museum by graciously co-hosting a 75th anniversary event for VMFA in Norfolk, and is a generous annual supporter of VMFA, always bringing the museum to the attention of new friends and potential supporters in the Tidewater area; and

WHEREAS, Suzanne T. Mastracco completes her terms of office on the 30th of June 2013,
NOW THEREFORE BE IT

RESOLVED, that the Trustees of the Virginia Museum of Fine Arts, in the annual Full Board Meeting on the 14th of June 2013, express to Suzanne T. Mastracco their sincere and heart-felt appreciation for ten years of service 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 her.

THURSTON R. MOORE
VMFA President 2010 - 2013

WHEREAS, Thurston R. Moore was elected President of the Virginia Museum of Fine Arts in February of 2010, and assumed that office on July 1 of that year when Pamela Reynolds completed her term as President; and

WHEREAS, at the beginning of his Presidency, Mr. Moore created a streamlined committee structure aligning committees with the strategic plan for better oversight allowing the Board to serve the institution more effectively, he also implemented project oriented task forces to handle specific board issues such as governance, technology and marketing; and conducted a Board satisfaction survey resulting in further Board improvements; and

WHEREAS, among his many accomplishments, Mr. Moore held a successful joint board retreat on the strategic plan, implemented an engaging alumni newsletter to keep former board members informed and involved; and encouraged affinity group enhancement to maintain expanded museum support and membership; and

WHEREAS, Thurston Moore requested a broad risk assessment of the institution, encouraged increased Trustee access to curators through curatorial art moments and quarterly coffees, and made studying the exhibit budget model a priority to prepare for VMFA's future; and

WHEREAS, President Moore effectively used his diplomatic skills to advance the museum's agenda with the Governor's administration as well as the General Assembly, State officials, and the public; and he filled the office of President of the Board with great dedication being a generous annual and capital campaign supporter, was instrumental in the success of the Picasso fundraising campaign at VMFA, always encouraging 100% participation in annual giving from our boards to secure the Museum's future; and

WHEREAS, Mr. Moore announced that he would not be a candidate for reelection to the Office of President as of the 30th of June 2013; and

WHEREAS, the Trustees of the Virginia Museum of Fine Arts are deeply grateful to him for these and many unrecognized deeds, for his genuine concern for the future of this museum, and for his brilliant leadership; NOW THEREFORE BE IT

RESOLVED, that at this annual meeting of the Board of Trustees of the Virginia Museum of Fine Arts on the 14th of June 2013 the Trustees express their most sincere appreciation to Thurston R. Moore for his numerous and lasting 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.

IV. REPORT OF THE DIRECTOR – Alex Nyerges

Alex Nyerges explained that on May 1st the Executive Committee approved a resolution regarding the proposed merger of the Peninsula Fine Arts Center (PFAC) and Christopher Newport University (CNU). He reiterated that although the Virginia Museum of Fine Arts has a reversionary interest in the PFAC property, the costs to maintain the property exceed the benefits if the museum were to hold the property. Mr. Nyerges noted that the PFAC has a history of solid work in the arts and recommended in lieu of cash for the sale of the property that VMFA receive permanent recognition on par with other donations of its size, as this is a seven figure gift.

Alex Nyerges noted the presence of the curatorial and conservation staff here today to remind us of the ongoing care and conservation of the collection. Please see the Director's Annual Report appended to these minutes.

V. REPORT OF THE FOUNDATION - Benjamin W. Rawles III

Ben Rawles, President of the VMFA Foundation, reported on the recent changes to the Foundation Board bylaws that will provide more flexibility and help the Board operate more effectively. He explained that the Foundation Governance and Audit Committee approved the IRS Form 990 for submission. The Foundation Board approved the motion to use the Foundation Reserve Fund to support the strategic initiative for upgrades to the museum's information technology infrastructure with the understanding that the fund will be replenished through fundraising efforts and future budgets. The first quarter portfolio review was up 4.73% from last quarter and he reported that The Oaks property has not sold yet.

VI. REPORT OF DEVELOPMENT – Linda Lipscomb, Deputy Director for Advancement

Linda Lipscomb, Deputy Director for Advancement, reported on the good FY13 YTD performance as of June 7, 2013. She noted that FY13 fundraising to support the operating budget is standing at \$4.8 million, tracking 14.8% ahead of FY12; and that including art acquisitions, the realized bequests and endowment total giving is \$5.4 million. Ms. Lipscomb provided sources of giving FYTD13 vs. FYE12 revenue as of June 7 for individual giving, corporate giving and grants/foundations. General Membership (up to \$150) revenue is 23.6% above FY12 year end. The \$1.96 million revenue surpassed the previous high of \$1.94 million during Picasso.

Ms. Lipscomb gave fundraising highlights under unrestricted annual giving which is currently at \$1.93 million with a goal of \$2 million. Leadership giving societies (\$1,000+) have 97 new or upgraded members, there are four new members of the Commonwealth Society, and 83 corporate partners-up from 75 in FY12. There is a total of \$1.5 million supporting exhibitions, endowment, education, technology and art purchases. She concluded with the priorities for FY14: over \$900,000 in outstanding exhibition proposals and submitting \$400,000 in foundation/grant proposals over the next nine months; growth of unrestricted giving (minimum of 6%); retention of members acquired during *Chihuly* and new acquisitions during *Hollywood Costume*; and funding technology. She thanked Kelly Armstrong for her contributions on the Advancement Committee and noted that a list of upcoming events is in the board folders. She announced that the second annual 'ARTrageous' ticketed fundraising event is September 7th and hoped to see everyone there. The Foundation Annual Report is appended to these minutes.

VII. REPORTS

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

John A. Luke, Jr. introduced Fern Spencer for the presentation of the FY14 operating budget. Ms. Spencer noted the revenue and expense assumptions used to craft the budget and highlighted a few areas of concern. She presented a chart of the FY14 exhibition ticket revenue forecast and exhibition budget. The FY14 combined state and local operating budget document was provided in the folders, those present were invited to ask questions and there being none, the following motion was proposed. The Fiscal Oversight Committee Annual Report is appended to these minutes.

Motion: proposed by Mr. Luke and seconded by Mr. Royall that the full board ratify the recommendation of the Fiscal Oversight Committee to approve the operating budget as presented. Motion carried.

b. Governance Task Force – John A. Luke, Jr., Chair

John A. Luke, Jr. reported that the Governance Task Force took a refreshed look at Board governance, succession and development. With the help of the Secretary of the Museum they assessed the skills of the current board and developed a process for choosing new trustees. It was recommended that trustee engagement would be enhanced by requiring new members to serve on the Fiscal Oversight Committee their first year, requiring them to attend the first Foundation Advancement Committee meeting, periodically continuing the board survey and holding retreats. Also recommended was improving the new trustee orientation to make it stronger and providing a website for trustees was suggested. Board committee structure was deemed to be the right mix and the task force recommends maintaining the use of project oriented task forces for specific issues. Mr. Luke said it is possible that the Governance Task Force could become a formal committee to continue with surveys and annually vetting prospective board members. He thanked the task force members for their hard work.

c. Art and Audience Committee – Robin Nicholson, Deputy Director for Art and Education

Robin Nicholson reported that audience is critical as is how we measure success and attract new audiences. At this morning's Art and Audience Committee meeting he introduced Darrian Mack, new Director of Audience Development, who will play a central role in the museum's potential for audience growth. Mr. Mack's emphasis will be programs on every level of engagement with our audience. A cross-functional committee, an Alignment Team (or an 'A Team'), was created to add coherence in programming. Data is being collected as to who and why people do, or do not visit us. FY14 will serve as an evaluation year; we will look back at the last three years of strong programming to see what our audiences' needs are, giving us the big picture of audience development. Also at the meeting Celeste Fetta, Adult Programs Manager & Acting Chief Educator, gave a review of VMFA's current higher education programs and collaborations that attract a wider demographic than ever before, which is a key aspect for the future. The Art and Audience Committee Annual Report is appended to these minutes.

d. Art Acquisitions Sub-Committee – Alex Nyerges

At 2:08 pm the meeting went into closed session for the Art Acquisitions Sub-Committee report. The Art Acquisitions Sub-Committee Annual Report is attached.

Motion: proposed by Mr. Moore, seconded by Mr. Staelin 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 2:25 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore and seconded by Ms. 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 by the Secretary, the results of which are outlined in the First Certification Resolution.

Motion: proposed by Mr. Moore and seconded by Ms. Goode that the Board ratify the recommendation of the Art Acquisitions Sub-Committee to amend the VMFA Collections Policy as follows:
Part I, Section III (Acquisitions), Subsection D (Purchases), number 3, be amended to read
...the Director has discretionary authority to make purchases up to \$100,000 in value without prior trustee approval, and between \$100,001 and \$250,000 in value with the consent of the Co-Chairs of the Art Acquisitions Sub-Committee, up to a total of \$500,000 per calendar year. All such discretionary purchases will be reported to the Art Acquisitions Sub-Committee at their next meeting.

Motion: proposed by Mr. Moore and seconded by Mr. Royall that the Board accept the following purchase considerations for the amounts and from the funds specified:

1. *Head of a Herm*, Augustan (late 1st c. BCE—early 1st century CE), marble, 19-6/8” (w/o base); 26-6/8” (w/base) for a price of \$750,000; Vendor: Ward & Co., NY, NY; from the Arthur and Margaret Glasgow Endowment
2. Jean-Henri Riesener (French, 1724-1806), *Bureau Plat* (desk), ca. 1780s, mottled mahogany, ormolu, leather, 30½ x 70½ x 37½”; for a price of €1,000,000 (@\$1,287,100) (€1,200,000 insurance value) Vendor: Galerie Perrin, Paris, France; from the Nathalie P. and Alan M. Voorhees Deaccessioning Fund (\$900,000) and the Arthur and Margaret Glasgow Endowment (\$400,000)
3. Sevres, Basin and Ewer, 1764, soft-paste porcelain, Basin: 3¼ x 12 x 9¾ “; Ewer: 7½ x 4¾” x 6”; for a price of €14,000 (@\$18,000) (@\$18,400 insurance value); Vendor: Galerie Dragesco-

Cramoisan, Paris, France; from the John F. Alexander Fund (\$6,000) and gift of the estate of Ailsa Mellon Bruce, by exchange

4. John Constable (English, 1776-1837), *Horse and Cart*, double-sided drawing, pencil on paper prepared with bistre (recto), ca. 1824-5, 5³/₄ x 9"; for a price of \$25,000 (€27,000 insurance value, @\$34,750); Vendor: Lowell Libson Ltd, London, England; from the Aldine S. Hartman Endowment Fund
5. Frederick MacMonnies (American, 1863–1937), *Young Chevalier*, ca. 1898, oil on canvas, 75¹/₈ x 50⁵/₈"; for a price of \$330,000 (\$365,000 insurance value) (American Spanish Revival frame from Gill and Lagodich: \$16,000); TOTAL: \$346,000; Vendor: James Graham & Sons, NY, NY; from the J. Harwood and Louise B. Cochrane Fund for American Art
6. Georges de Feure (French, 1868-1943), *Project for a Tapestry* ("The Fairy Caprice"), 1895-96, oil on canvas, 45¹/₂ x 37¹/₂" framed, for a price of \$200,000; Vendor: Irving Brown, Warren, NJ; from the Sydney and Frances Lewis Endowment Fund and the Revolving Art Purchase Fund
7. Two Fans designed for House of Paquin:
 - Paul Iribe (French, 1883-1935) *Fan (L'Orientale)* with original two-part box, 1911, silk, pochoir, ivory, ebony, paper box, 12³/₈ x 10¹/₄"
 - George Barbier (French, 1882-1932), *Fan*, 1911, parchment, pochoir, galuchat, approx. size: 13 x 9"h
 - Purchase Price: €18,000 total (@\$ 23,170) (€27,000 insurance value)
 - Vendor: Marie Maxime, Le Louvre des Antiquaires, Paris, France; from the John and Maria Shugars Fund
8. Indian, Rajasthan, Mewar, Udaipur, Folio from a 'Six Seasons' Series: Sajjan Singh Holds Court under Moonlight, ca. 1876, opaque watercolor, gold and silver on paper, unframed folio: 12⁷/₈ x 10³/₄" (folio); 9¹/₂ x 7¹/₂" (painting), for a price of £18,900 (@\$28,800), (£21,000 insurance value); Vendor: Prahlad Bubbar, London, UK; from the Adolph D. and Wilkins C. Williams Fund
9. Six vintage gelatin silver prints by American photographers:
 - Chuck Stewart (born 1927), *James Brown*, 1966, 10¹/₂ x 9" \$2,975
 - Anthony Barboza (born 1944): *Grace Jones*, ca. 1970, 13⁵/₈ x 10⁵/₈" \$2,550
and *NYC (Man on Street)*, ca. 1970, 8-11/16 x 12⁷/₈" \$2,550
 - LeRoy Henderson (born 1936), *First Anti-Vietname War Rally, Marchers on Madison Avenue*, April 15, 1967, 8-13/16 x 13¹/₂" \$3,825
 - Chester Higgins Jr. (born 1946), *The Artist's Great-Aunt Shugg Lampley, New Brockton, Alabama*, 1968, 9³/₄ x 6⁵/₈" \$1,530
 - Beuford Smith (born 1941), *Woman in Doorway, Harlem*, 1965, 7¹/₂ x 9-9/16" . . \$1,700
 - Price: \$15,130 total (\$17,800 insurance value); Vendor: Keith de Lellis Gallery LLC, NY, NY; from the National Endowment for the Arts Fund for American Art
10. Earle Hudnall, Jr. (American, born 1946), *Flipping Boy*, 1983, gelatin silver print; for a price of \$5,000 Vendor: PDNB Gallery, Dallas, TX; from the Kathleen Boone Samuels Memorial Fund
11. Sammy Baloji (Congolese, born 1978), *Untitled 21*, 2006, from the suite *Mémoire*, archival digital photograph on satin matte paper, sheet: 26⁷/₈ x 68¹/₈"; image 24 x 65 1/8", ed: 9/10; for a price of €7500 (@\$10,000) (€8,500 insurance value); Vendor: Axis Gallery, West Orange, NJ; from the Kathleen Boone Samuels Memorial Fund
12. Matthew Brandt (American, born 1982), *Gray's Lake, ID 2*, 2012 from the *Lakes and Reservoirs* series, C-print soaked in Gray's Lake water (unique work), approx. 72 x 105"; for a price of \$16,200,

includes framing (reduced from \$18,000); Vendor: Yossi Milo Gallery, NY, NY; from the Pamela K. and William A. Royall Jr. Funds for 21st-Century Art

and the following gift considerations:

1. Tom Wesselmann (American, 1931-2004), Barn Behind Beechwoods, 1990, enamel on aluminum, 38 x 98" Donor: Claire Wesselmann, New York
2. Carl van Vechten (American, 1880-1964), three silver gelatin photographs:
Portrait of Prentiss Taylor, 1933, 8⁷/₈ x 6⁷/₈"
Portrait of Prentiss Taylor, 1932, 6-15/16 x 5-5/16"
Portrait of Prentiss Taylor, 1948, 9⁷/₈ x 6-15/16"
 Donor: John A. Ziegler, Charleston, SC
3. [Gustave] Henry Mosler (American, 1841-1920), *Self-Portrait*, 1905, graphite on paper, 7-1/16 x 6-1/16", Donor: John T. Rowe, Jr., New York, NY
4. Lucy Hill Everett (American, 1768-1824), *Oliver Everett Mourning Sampler*, ca. 1802, silk on linen with gouache or white-lead paint, 19¹/₈ x 16¹/₈" (sight); 26 x 22" (framed)
 Donor: Norah Hardin Lind and Thomas Lind, Manakin-Sabot, VA

Motion carried.

e. The Council – Mr. Moore noted that The Council's written annual report is in the folders and appended to these minutes. Ms. Mary Ann Peppiatt's term as The Council President has now ended and we will welcome the new President, Pat Van Tuyle who will join us at our September meeting.

VIII. STRATEGIC PLAN OVERSIGHT UPDATE – Alex Nyerges

Alex Nyerges provided the VMFA Strategic Plan 2016-2020 Task Force Timeline and noted that the Strategic Plan Process has been reviewed by the Executive Committee. It will be provided to the Full Board at their September 18th meeting. The Director reviewed the Third Quarter Strategic Plan Dashboard of the current plan and sought input from the Board members. Hearing none, he called on Marty Barrington, Strategic Plan Task Force Chair who stated that the objective of the Task Force is to prepare a new five year plan for 2015 through 2020. He listed the names of the Task Force members: Mike Connors, Debbie Quillen, Satya Rangarajan, Ben Rawles, Thurston Moore and Bill Royall with Alex Nyerges as an ex-officio member. The Task Force will engage a consultant and two people from Mr. Barrington's shop will also be involved. He mentioned the Roles and Responsibilities of the Task Force and said the first meeting will be held when this meeting adjourns. The objective is not for the Task Force to come up with the plan, but to give oversight to the development of the plan with the consultant, and to communicate this to the full Board of Trustees for their approval. A meeting to interview and select a consultant is planned for July 10 and the consultants will work closely with Alex's team. A possible half day retreat in October is planned.

IX. ART MOMENT-Dr. Sarah Eckhardt, Assistant Curator, Modern and Contemporary Art

Dr. Sarah Eckhardt, Assistant Curator, Modern and Contemporary Art gave an overview on the opening of the new permanent gallery of early twentieth century European art including the Fischer Collection and French Modernism

X. EXECUTIVE CLOSED SESSION

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

Motion: proposed by Mr. Moore and seconded by Mr. Staelin 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 2:57 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore and seconded by Ms. 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 and appended to these minutes. 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, the meeting was adjourned at 2:57 pm.

Suzanne Broyles
Secretary of the Museum

MOTION:	Mr. Moore	MEETING:	Board of Trustees
SECOND:	Ms. Goode	DATE:	14 June 2013

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: Moore/Mastracco/Barrington/Carlson/Clement/Connors/Douglass/Farrell/Gilliam
Goode/Rangarajan/Royall/Staelin/Talegaonkar

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Abramson/Luke/Seilheimer

ABSENT DURING MEETING: Cherry/Cochran/Cochrane/Fralin/Gottwald/Hager/Harrigan
Harris/Jecklin/Knox/Lockhart/Malek/Markel/McGlothlin
Quillen/Schewel/Smith

MOTION: Mr. Moore
SECOND: Ms. Goode

MEETING: Board of Trustees
DATE: 14 June 2013

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: Moore/Mastracco/Barrington/Carlson/Clement/Connors/Douglass/Farrell/Gilliam
Goode/Rangarajan/Royall/Staelin/Talegaonkar

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Abramson/Luke/Seilheimer

ABSENT DURING MEETING: Cherry/Cochran/Cochrane/Fralin/Gottwald/Hager/Harrigan
Harris/Jecklin/Knox/Lockhart/Malek/Markel/McGlothlin
Quillen/Schewel/Smith

Suzanne Broyles
Secretary of the Museum