

Date: \_\_\_\_\_ Approved: \_\_\_\_\_

Virginia Museum of Fine Arts  
Minutes of the Full Board of Trustees Meeting  
Tuesday, 17 June 2014, 12:30 pm  
The Claiborne Robertson Room

There were present:

William A. Royall, Jr., President  
Karen C. Abramson  
Martin J. Barrington  
Margaret Irby Clement  
Louise B. Cochrane  
Michael M. Connors  
W. Birch Douglass III  
Thomas F. Farrell II  
Susan S. Goode  
Margaret N. Gottwald  
John H. Hager  
Terrell Luck Harrigan  
Dr. Elizabeth F. Harris  
Jil Womack Harris  
Ivan P. Jecklin  
Jane Joel Knox  
Charles Levine  
John A. Luke, Jr.  
Thurston R. Moore  
Satya Rangarajan  
Michael J. Schewel  
Charles H. Seilheimer, Jr.  
Dr. Lindley T. Smith  
Dr. Shantaram K. Talegaonkar

By Invitation:

Alex Nyerges, Director  
Kelly B. Armstrong  
Stephen D. Bonadies  
Dr. Lee Anne Chesterfield  
Dr. Sarah Eckhardt  
John Fuller  
Mark Johnson  
Claudia Keenan  
Laura Keller  
Robin Nicholson  
Cameron O'Brien  
Benjamin W. Rawles III  
Patricia Van Tuyle  
Sylvia Yount

## Absent:

Mary Anne Carlson  
 James C. Cherry  
 Cynthia Kerr Fralin  
 Richard B. Gilliam  
 Jil Womack Harris  
 Dr. Monroe E. Harris, Jr.  
 H. Eugene Lockhart  
 Marlene A. Malek  
 Steven A. Markel  
 James W. McGlothlin  
 Dr. Claude G. Perkins  
 William D. Sessoms, Jr.

## I. CALL TO ORDER

Trustee President William A. Royall, Jr., called the meeting to order at 12:35 pm and welcomed the group, thanking everyone who was able to attend the annual dinner.

## MINUTES

**Motion:** proposed by Mr. Royall, seconded by Ms. Cochrane that the minutes of the last Full Board of Trustees meeting, held on the 20th of March 2014, be approved as distributed. Motion carried.

II. *POSING BEAUTY & IDENTITY SHIFTS*

Dr. Sarah Eckhardt, the Assistant Curator of Modern and Contemporary Art, gave an overview of two correlated exhibitions currently on view, *Posing Beauty* and *Identity Shifts*. Curated by Deborah Willis, PhD, *Posing Beauty* features photographic portraits of African and African American subjects from a wide range of sources, exploring concepts of beauty and identity. Featuring artworks by African American artists in the museum's permanent collection, *Identity Shifts* highlights recent acquisitions and a selection from Bill and Pam Royall's private collection.

## III. REPORT OF THE PRESIDENT

Mr. Royall commended Mr. Luke for suggesting Mark Johnson as the Interim CFO. He asked the Trustees to consider serving as the next Trustee president or to recommend someone who might.

## IV. REPORT OF THE DIRECTOR

Director Alex Nyerges reported that the General Assembly has submitted a budget for the Governor's approval and the finance department is hard at work to complete the museum budget accordingly. He announced that Robin Nicholson has been offered a position as the director of the Frick Art & Historical Center and that Sylvia Yount would be leaving to become the Lawrence A. Fleischman Curator in Charge of The American Wing at the Metropolitan Museum. While the museum is sad to lose two respected colleagues, these opportunities demonstrate VMFA's ability to

cultivate talent. The director also recognized this as an opportunity to reevaluate the structure of the division's leadership, welcoming any ideas about the two positions' responsibilities. In the interim, Dr. Lee Anne Chesterfield will serve as Deputy Director of Art & Education.

Laura Keller, Assistant to the Secretary of the Museum, offered a tour of the museum board workspace on Huddle, a collaborative, cloud-based website. The site provides easier access to advance materials and contact information.

## V. REPORT OF THE FOUNDATION

Foundation President Mr. Rawles summarized the outcome of the Foundation's bond refinancing. The Investment Committee has negotiated an extremely competitive rate for the next ten years, giving the museum ample time to raise funds for its repayment. After narrowing down a large list of candidates, the Nominating Committee has been meeting with potential Foundation board members. Elections will take place in November.

The Foundation president explained that the VMFA Foundation will bring the Real Estate Foundation under its auspices. This will consolidate the separately filed tax returns and audits and its board members will become a VMFA Foundation committee. The Foundation is working to sell the Oaks, having relisted it with Christie's Select Properties. The realtors anticipate offers soon after several parties toured multiple times and were extremely pleased with the home.

## VI. REPORT OF THE COUNCIL

Ms. Van Tuyle reported on the Council's activities this year, including volunteering throughout the museum, offering vital support in the museum shop, conservation, library, visitor services, membership, tour services, and education. Currently, the group is planning Fine Arts and Flowers, including a gala to financially support the digitization of the Fabergé collection.

## VII. REPORT OF ADVANCEMENT

Claudia Keenan, Executive Director of the VMFA Foundation & Deputy Director of Resources and Visitor Experience, delivered a report on the department's performance relative to its goals. Currently, fundraising is ahead of goals but membership is lagging, due in part to lower attendance for *Posing Beauty*. In an effort to include people in fundraising at a lower threshold, the department will be coordinating a crowdfunding campaign to replicate the Forbidden City using a 3D printer. She invited the board members to purchase a table at the sponsor dinner.

## VIII. REPORT OF GOVERNMENT RELATIONS

David Bradley, Director of Government Relations, recounted the most recent events in the state. The proposed budget resolution omitted one amendment converting part-time museum positions to full-time. This initiative aimed to reduce turnover in security and in housekeeping. The museum continues to steward a relationship with the new governor and his administration.

## IX. COMMITTEE REPORTS

- a. Operations Committee – Thomas F. Farrell II & John H. Hager, Co-Chairs and Stephen Bonadies, Deputy Director for Collections & Facilities Management

Mr. Hager described the most recent improvements made to the museum's digital backbone, including the consolidation of customer information into one datamart, implementing The Museum System and Piction, and the new website. The museum is also developing an application for mobile devices. These infrastructure improvements, led by the Technology Task Force, provide a fantastic foundation as the museum expands website access to object content. The committee also reviewed the museum's security structure, approving the procedure for incident notification.

- b. Resources & Visitor Experience Committee – Margaret Irby Clement & Thurston R. Moore, Co-Chairs and Claudia Keenan, Executive Director of the VMFA Foundation and Deputy Director of Resources and Visitor Experience

Ms. Clement announced that Mr. Moore will be rotating off of the Trustee board and the Resources & Visitor Experience Committee. The committee discussed museum-wide customer service objectives and marketing strategies for the museum not just exhibitions.

- c. Art and Education Committee – Susan S. Goode, Chair and Robin Nicholson, Deputy Director for Art & Education

Ms. Goode thanked Mr. Nicholson for his work at the museum, expressing her confidence that his hard work has prepared the division for a smooth transition. The committee discussed the additional statewide partners, expanding the museum's internship program, and utilizing a range of learning styles in programming.

- d. Fiscal Oversight Committee – Michael M. Connors & John A. Luke, Co-Chairs and Mark Johnson, Chief Financial Officer

Mr. Luke recognized Mark Johnson for quickly acclimating in the midst of budget preparation, while identifying areas needing improvement. Mr. Luke provided an overview of the FY15 budget, where we anticipate under-spending because of the open positions. The museum anticipates \$33.8 million in revenue, with a higher contribution from the Foundation compared to last year. This increase is from funds raised, not from the endowment.

**Motion:** proposed by Mr. Luke and seconded by Mr. Connors that the budget be approved as presented. Motion carried.

- e. Strategic Planning Task Force – Martin J. Barrington, Chair

Mr. Barrington briefed the board on progress made toward developing the 2016-2020 plan. The strategic planning consultants are completing competitive market analysis, having collected data on the internal and external state.

At 1:59 pm the meeting went into closed session with the following motion.

**Motion:** proposed by Mr. Royall, seconded by Mr. Douglass that the meeting go into closed session under Section 2.2-3711(A) (6) 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. Motion carried.

At 2:12 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** proposed by Mr. Royall and seconded by Mr. Barrington, 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 Assistant to the Secretary, the results of which are outlined in the First Certification Resolution below.

**Motion:** proposed by Mr. Jecklin, and seconded by Mr. Douglass that the Board ratify the recommendation of Art Acquisitions Sub-Committee to accept the following purchase considerations from the funds specified:

1. Walter Ufer (American, 1876-1936), On the Rio Grande (Rio Grande November), 1927, oil on canvas, 25 x 30", signed lower right: w ufer, from the J. Harwood and Louise B. Cochrane Fund for American Art, Vendor: Gerald Peters Gallery, Santa Fe, NM
2. Janet Scudder (American, 1869-1940), Little Lady of the Sea, 1913, bronze, 85 x 25 x 28", inscribed on base: J. Scudder and Alexi Rudier Fondeur, Paris, from the J. Harwood and Louise B. Cochrane Fund for American Art, Vendor: Alexander Reeves Fine Art, Richmond, VA
3. Albert Herter (American, 1871-1950), Spring Reverie, 1901, watercolor, gouache, and pencil mounted on board, 17<sup>3</sup>/<sub>4</sub> x 11<sup>7</sup>/<sub>8</sub>", signed lower left: Albert Herter with artist's device, from the John Barton Payne Fund, Vendor: Debra Force Fine Art, New York, NY
4. Arthur Dove (American, 1880-1946), Mars Orange and Green, 1936, watercolor, pen, ink and pencil on paper, 4 x 6", Signed lower center: Dove, from the John Barton Payne Fund, Vendor: James Reinish & Associates, New York, NY
5. Roman, Romano-Egyptian Mummy Mask, Hadrianic (ca. 130 CE), plaster, glass, pigment, 3-15/16"h, from the Adolph D. and Wilkins C. Williams Fund, Vendor: Arielle Kozloff Brodkey, Cincinnati, OH
6. Indian, Rajasthan, Bikaner, Koftgari Steel Shield (Dhal), 19th century, steel, gold, silver, 22<sup>1</sup>/<sub>4</sub>" dia., from the Adolph D. and Wilkins C. Williams Fund, Vendor: Ben Janssens Oriental Art, London, UK
7. Deme Yukan Mitsuyasu 出目友閑満庸 (1577 -1652), Noh Mask: Chujo, 17th century, Japanese, Edo period (1615-1868), cypress with pigment on gesso, 7<sup>7</sup>/<sub>8</sub> x 5-5/16 x 2<sup>5</sup>/<sub>8</sub>", artist's seal on reverse: Tenkaichi Yukan 天下一友閑 (First under Heaven, Yukan), from the Adolph D. and Wilkins C. Williams Fund, Vendor: Carole Davenport, New York, NY

8. Diviner's Slit Gong with Power Attachments, 19th–20th century, Yaka culture (Democratic Republic of the Congo), wood, glass beads, mirror, coin, pigment fiber, cloth, medicinal ingredients, 15¼”h

Royal Drinking Horn, 19th–20th century, Bamum culture (Cameroon), buffalo horn, 15”long  
 Power Figure (Nkisi), 19th–20th century, Yaka Culture (Democratic Republic of the Congo), wood, fiber, cloth, medicinal ingredients, 4¼”h , Source: Adolph D. and Wilkins C. Williams Fund, Vendor: Allen and Barbara Davis, Alexandria, VA

**and** the following gift considerations:

1. Twenty-four works released from the life-estate of Rachel Lambert Mellon:

#### American Drawings

Henry W. Waugh (American, 1835-1865):

From the Buggy, pen and sepia ink on paper, 5<sup>5</sup>/<sub>8</sub> × 8”

A Horse (In shafts, facing left), graphite on paper, 4 x 5”

Two Horses (In shafts, facing left), graphite on paper, sheet: 4<sup>3</sup>/<sub>4</sub> × 5<sup>7</sup>/<sub>8</sub>”

.Animal Studies, five on one sheet, graphite on paper, 3<sup>1</sup>/<sub>2</sub> × 2<sup>3</sup>/<sub>8</sub>”, 3<sup>1</sup>/<sub>2</sub> × 2<sup>3</sup>/<sub>8</sub>”, 7<sup>1</sup>/<sub>8</sub> × 1<sup>1</sup>/<sub>4</sub>”, 3<sup>1</sup>/<sub>4</sub> × 2<sup>1</sup>/<sub>8</sub>”, 3<sup>1</sup>/<sub>4</sub> × 3<sup>5</sup>/<sub>8</sub>”, and 3<sup>1</sup>/<sub>4</sub> × 3<sup>5</sup>/<sub>8</sub>”

#### English Sporting Paintings

Henry Thomas Alken (English, 1785-1851), four works from the series A Steeplechase at Market Harborough, Leicestershire, ca. 1840-50, oil on panel, each 10 × 14”: The First Fence; Taking a Brook; Bad Fall at a Paling Fence; and Coming up to the Finish

Sir Edwin Landseer (English, 1802 –1873), A Terrier on a Step, oil on canvas, 7<sup>1</sup>/<sub>8</sub> × 8<sup>1</sup>/<sub>8</sub>”

Sir Alfred J. Munnings (English, 1878–1959):

Study of the Pytchley Bitch, 1928, oil on panel, 16 × 16”

Pilot, one of Freeman's Hunters, Pytchley, Brixworth, 1928, oil on board, 16 × 18¼”

#### European Paintings

Kees van Dongen (Dutch, 1877-1968), Haystacks, n.d., (possibly ca. 1904-05), oil on canvas, 19<sup>5</sup>/<sub>8</sub> x 25<sup>1</sup>/<sub>2</sub>”

Raoul Dufy (French, 1877-1953), L'Atelier au bouquet, 1942, oil on canvas, 25<sup>5</sup>/<sub>8</sub> × 31<sup>7</sup>/<sub>8</sub>”

Paul Gauguin (French, 1848-1903), Still Life with Bowl, ca. 1889, oil on canvas, 8 x 12<sup>3</sup>/<sub>8</sub>”

Vincent van Gogh (Dutch, 1835-1890), Daisies, Arles, 1888, oil on canvas, 13 x 16<sup>1</sup>/<sub>2</sub>”

Camille Pissarro (French, 1830-1903), The “Royal Palace” at the Hermitage, Pontoise, 1879, oil on canvas, 21<sup>3</sup>/<sub>8</sub> x 25<sup>7</sup>/<sub>8</sub>”

Rene Princeteau (French, 1843-1914), Le Tilbury, oil on canvas, 15<sup>7</sup>/<sub>8</sub> × 22<sup>1</sup>/<sub>8</sub>”

Georges Seurat (French, 1859-1891), Houses and Garden, ca. 1882, oil on canvas, 11 x 18<sup>1</sup>/<sub>2</sub>”

Henri de Toulouse-Lautrec (French, 1864-1901), Norfdac, 1881, oil on panel, 9<sup>1</sup>/<sub>4</sub> × 5<sup>5</sup>/<sub>8</sub>”

#### European Drawings

Leon Bakst (Russian, 1866-1924), La Chasse, pencil and watercolor on paper, sight: 12<sup>1</sup>/<sub>8</sub> × 18<sup>5</sup>/<sub>8</sub>”

Eugène Boudin (French, 1824-1898), recto: Deux Bretonnes en costume , verso: untitled graphite and watercolor sketch, 10<sup>1</sup>/<sub>2</sub> × 8<sup>1</sup>/<sub>8</sub>”

Alexandre-Gabriel Decamps (French, 1803-1860), Studies of Hounds, black chalk on grey paper, 6<sup>3</sup>/<sub>4</sub> × 10<sup>7</sup>/<sub>8</sub>”

Georges Seurat , Enfant à l'écharpe, black conte crayon, sight: 6<sup>1</sup>/<sub>2</sub> × 4”

Henri de Toulouse-Lautrec, Le depart, pen and ink and pencil, sight: 6 × 9<sup>3</sup>/<sub>4</sub>”

Donor: The Rachel Lambert Mellon Estate, Upperville, VA

2. James Abbe (American, 1883-1973) [Actress Jane Cowl], 1922, gelatin silver print, 10 x 8"  
 Jessica Tarbox Beals (American, 1870-1942) [Cigar Store Figure], 1911, printed ca. 1927,  
 gelatin silver print, 4-1/16 x 3-15/16"  
 Felix Bonfils (French, 1831-1885), [Egypt], ca. 1880s-1900, albumen photograph, 7<sup>3</sup>/<sub>4</sub> x 10<sup>1</sup>/<sub>4</sub>"

Donor: Richard Kremer, Williamsburg, VA

3. Louis Comfort Tiffany (American, 1848-1933), designer, for Tiffany Studios (1902-1932), manufacturer, Vase, ca. 1910, Corona, New York, 4-11/16 x 6<sup>1</sup>/<sub>4</sub>" dia., signed on base: "L.C.Tiffany Favrile"

Donor: Charles L. Vincent, Falls Church, VA

4. Clare Leighton (American, born England, 1898-1989), Gristmilling and Marble Quarrying (from New England Industries set for Wedgwood Queen's Ware), 1952, transfer-printed creamware, ea: 10<sup>5</sup>/<sub>8</sub>" dia.

Donor: Stephen Borkowski, Provincetown, MA

**and** the following deaccession consideration:

1. Tlingit (Alaska), Mudshark Shirt, early 20th century, felt, flannel, pearl buttons, glass beads  
 General Endowment Fund, 55.31.10

Tlingit (Alaska), Bear Song Leader's Staff, 20th century, wood, cow hair, cotton cord,  
 feathers, down, cedar, pigment; General Endowment Fund, 55.31.1

Recommendation: Deaccession with intent to repatriate.

**and** to approve the following commission:

Esther Mahlangu to paint two canvases.

**and** to approve the loan recommendations made by the Staff.

Motion carried.

## XI. OTHER BUSINESS/EXECUTIVE CLOSED SESSION

Mr. Royall recognized Jim Cherry, Jane Joel Knox, and Thurston Moore for their service on the Trustee board. They are retiring from the board but will surely remain involved as board alumni and as members of the museum.

There being no further business, Mr. Royall led the meeting into closed session at 2:21 pm with the following motion:

**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 2:37 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** proposed by Mr. Royall, 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, 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 2:37 pm.



MOTION: Mr. Royall  
 SECOND: Mr. Moore

MEETING: Board of Trustees  
 DATE: 17 June 2014

#### 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: Royall/Abramson/Barrington/Clement/Cochrane/Connors/Douglass/Farrell/  
 Goode/ Gottwald/Hager/E. Harris/J. Harris/Knox/Levine/Luke/Moore/  
 Rangarajan/ Seilheimer/Smith/Talegaonkar

NAYS: None

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

ABSENT DURING VOTE: Harrigan /Jecklin/Schewel

ABSENT DURING MEETING: Carlson/Cherry/Fralin/Gilliam/M. Harris/Lockhart/  
 Malek/Markel/McGlothlin/Perkins/Sessoms

MOTION: Mr. Royall  
 SECOND: Ms. Goode

MEETING: Board of Trustees  
 DATE: 17 June 2014

## 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: Royall/Abramson/Barrington/Clement/Cochrane/Connors/Douglass/Farrell/  
 Goode/ Gottwald/Hager/E. Harris/J. Harris/Knox/Levine/Luke/Moore/  
 Rangarajan/ Seilheimer/Smith/Talegaonkar

NAYS: None

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

ABSENT DURING VOTE: Harrigan /Jecklin/Schewel

ABSENT DURING MEETING: Carlson/Cherry/Fralin/Gilliam/M. Harris/Lockhart/  
 Malek/Markel/McGlothlin/Perkins/Sessoms

Recorded by: Laura Keller  
 Assistant to the Secretary of the Foundation