

Virginia Museum of Fine Arts  
Minutes of the Board of Trustees Meeting  
Wednesday, 30 September 2014, 12:30 pm  
Claiborne Robertson Room

There were present:

William A. Royall, Jr., President  
Karen C. Abramson  
Martin J. Barrington  
Tyler Bishop  
Mary Anne Carlson  
Louise B. Cochrane  
Michael M. Connors  
W. Birch Douglass III  
Cynthia Kerr Fralin  
Richard B. Gilliam  
Susan S. Goode  
Margaret N. Gottwald  
John H. Hager  
Dr. Monroe E. Harris  
Thurston R. Moore  
Dr. Claude G. Perkins  
Pamela Reynolds  
Charles H. Seilheimer, Jr.  
Dr. Shantaram Talegaonkar

By invitation:

Alex Nyerges, Director  
Kelly B. Armstrong  
Stephen D. Bonadies  
David Bradley  
Dr. Lee Anne Chesterfield  
Naomi Crown  
John Fuller  
Mark Johnson  
Jillian Jones  
Claudia Keenan  
Laura Keller  
Rebecca Morrison  
A. Cameron O'Brion  
Bret Payne  
Benjamin W. Rawles III  
Jayne Shaw  
Erin Sheets  
Mary Scott Swanson  
Patricia P. Van Tuyle  
Tom Zydel

## Absent:

Margaret Irby Clement  
 Thomas F. Farrell II  
 Terrell Luck Harrigan  
 Dr. Elizabeth F. Harris  
 Jil Womack Harris  
 Ivan P. Jecklin  
 Kenneth Johnson, Sr.  
 H. Eugene Lockhart  
 John A. Luke, Jr.  
 Marlene A. Malek  
 Steven A. Markel  
 James W. McGlothlin  
 Satya Rangarajan  
 Michael J. Schewel  
 Dr. Lindley T. Smith

I. CALL TO ORDER William A. Royall, Jr.

At 12:37pm, Trustee President Bill Royall called the meeting to order and thanked the board members for attending.

II. MINUTES APPROVAL William A. Royall, Jr.

**Motion:** proposed by Louise Cochrane and seconded by Monroe Harris to approve the Minutes of the June 17, 2014 Full Board meeting as distributed.

III. ESTHER MAHLANGU Richard Woodward

Curator of African Art Richard Woodward described a recently completed commission by celebrated South African artist Esther Mahlangu. Mahlangu is from the South Ndebele people, a culture that paints houses using bold geometric patterns. Many of her murals have been painted over or are impossible to loan to other institutions. These two paintings on canvas are the first of her work that can be loaned to other institutions.

IV. REPORT OF THE PRESIDENT William A. Royall, Jr.

Mr. Royall announced the appointment of three new Trustees: Pam Reynolds (community volunteer and long-time VMFA supporter), Tyler Bishop (McGuire Woods Consulting), and Ken Johnson (Johnson, Inc. and former Foundation Director). He encouraged the board to attend the opening events for Forbidden City on October 14<sup>th</sup> and the Fine Arts and Flowers Gala on November 5<sup>th</sup>.

V. REPORT OF THE DIRECTOR Alex Nyerges

**Motion:** proposed by Thurston Moore and seconded by Marty Barrington to elect Bill Royall as president for a second term. Motion approved.

Mr. Bradley recognized two dedicated former Trustees who passed away this summer, Vern Henley and Charles Thalhimer. Mr. Henley served as a Trustee for 20 years, including as Vice President of the Trustees and chair of the Legislative and Finance committees. Mr. Thalhimer also served as a Trustee for 20 years, championing the effort to reinvigate American art at the museum.

Mr. Nyerges introduced a new member of the Director's Office. Rebecca Morrison is the new Assistant for Trustee Board Relations and Museum Planning. He provided an update on the current Strategic Plan, the majority of which is on track to be completed in 2015. Some initiatives have been incorporated into the 2020 plan as it is being developed. He explained that TDC has met with the task force, senior management, and curators several times. At the board retreat on November 12<sup>th</sup>, both boards will review the current research with plans to distribute a draft in February. In March, the board will vote to approve the plan.

## VII. REPORT OF THE FOUNDATION

Benjamin W. Rawles III

Foundation Board President Ben Rawles informed the Trustee that his term will end in November. At the November 5 Foundation board meeting, the Directors will elect officers and new board members. Kelly Armstrong has been nominated as the next. Mr. Rawles explained that the new board member selection process was extremely competitive and that the nominating committee is thrilled with the candidates who will be on the ballot. On behalf of the Trustees, Mr. Royall thanked Mr. Rawles for all of his hard work for the Foundation, especially for supporting the museum's technology needs.

## VIII. GOVERNMENT RELATIONS REPORT

David Bradley

Government Relations Manager David Bradley updated the Trustees on the Commonwealth's revised revenue forecasting, a discussion that has led to concerns about the budget. The General Assembly is making revisions to Title 23 in the Code of Virginia, by which the museum is governed. The Chinese ambassador visited for the opening of *Forbidden City* and the South African ambassador visited the museum to see Esther Mahlangu. Additionally, Speaker of the House William J. Howell hosted a group of speakers from throughout the United States.

## IX. REPORTS

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

Mr. Hager reported that the group discussed current capital projects including the 1985 wing roof replacement, renovation of the Robinson House, redesign of the Fabergé Galleries, and relocation of the carpentry shop.

- Resources & Visitor Experience Committee – Meg Clement, Chair & Claudia Keenan, Deputy Director for Resources and Visitor Experience

Ms. Keenan reported that the Advancement team has raised \$893,000 against a goal of \$6.2 million for FY15 year-to-date, comparing these figures to FY14 at year end. Part of this success has been the crowd-funding initiative, a project aimed at reaching new donors and encouraging online giving. There have been 84 online donations this

week alone compared to 61 over the last several years combined. She discussed final numbers for *Posing Beauty* and the projected attendance and revenue for *Forbidden City*.

- Art and Education Committee – Susan S. Goode, Chair and Dr. Lee Anne Chesterfield, Interim Deputy Director for Art & Education

Ms. Goode summarized the morning's meeting, in which the Trustees discussed changes to the portfolio and visited *Beyond the Walls*, an interactive exhibition. Dr. Chesterfield presented several additions to the exhibition schedule, with the addition of *Rodin*, *Kehinde Wiley*, and a Japanese tattoo exhibition.

**Motion:** proposed by Mr. Barrington and seconded by Ms. Abramson to approve the revised exhibition portfolio as presented. Motion approved.

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

Mr. Johnson offered a budget update, reporting that year-to-date spending is comparable to last year and revenue has increased with a higher appropriation from the state. This good news is tempered by the state's request for possible reductions of 5% in FY15 and 7% in FY16. The museum will draft a plan for submission but the full list may not be implemented. He also explained the current audit timeline for both the state audit and the comprehensive audit by Cherry Beckaert. The committee reviewed budgets for the proposed exhibitions.

**Motion:** proposed by Mr. Connors and seconded by Dr. Harris that the board approve Exhibition Budgets with the understanding there will be no changes to the FY15 budget.

At 1:53, the meetings went into closed session with the following motion.

**Motion:** proposed by Mr. Royall, seconded by Mr. Connors 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, the results of which are outlined in the First Certification Resolution below.

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

Two African Objects:

Gift: Ethiopian, *Triptych of the Virgin and Child flanked by Archangels and John the Baptist*, early 17<sup>th</sup> century, tempera on wood panel, 13<sup>1</sup>/<sub>4</sub>" h

Purchase: Tsogo culture (Gabon), *Gong*, 19th–20th century, wood, paint; 17<sup>1</sup>/<sub>2</sub> x 7<sup>3</sup>/<sub>8</sub> x 3<sup>1</sup>/<sub>2</sub>",  
Vendor/Donor: Robert and Nancy Nooter, Washington, DC, from the Adolph D. and Wilkins C. Williams Fund.

## X. EXECUTIVE CLOSED SESSION

**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 2:25 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 2:26 pm.

MOTION: Mr. Royall                      MEETING: Board of Trustees  
 SECOND: Mr. Connors                    DATE: 30 September 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/Bishop/Carlson/Cochrane/Connors/Douglass/Fralin/Gilliam/  
 Goode/Gottwald/Hager/M. Harris/Moore/Perkins/Reynolds/Seilheimer/  
 Talegaonkar

NAYS: None

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

ABSENT DURING VOTE: Barrington  
 ABSENT DURING MEETING: Clement/Farrell/Harrigan/E. Harris/J. Harris/Jecklin/  
 Johnson/Lockhart/Luke/Malek/Markel/McGlothlin/  
 Rangarajan/Schewel/Smith

MOTION: Ms. Fralin                      MEETING: Board of Trustees  
 SECOND: Mr. Royall                      DATE: 30 September 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/Bishop/ Carlson/ Cochrane/ Connors /Douglass / Fralin /  
 Gilliam/ Goode/ Gottwald/Hager/M. Harris/Moore/Perkins/Reynolds/  
 Seilheimer/ Talegaonkar

NAYS: None

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

ABSENT DURING VOTE: Barrington/Moore/Perkins

ABSENT DURING MEETING: Clement/Farrell/Harrigan/E. Harris/J. Harris/Jecklin/  
 Johnson/Lockhart/Luke/Malek/Markel/McGlothlin/  
 Rangarajan/ Schewel/Smith

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