

Virginia Museum of Fine Arts  
Minutes of the Electronic Meeting of the  
Trustees Executive & Governance Committee  
Tuesday, November 10, 2020; 11:30am

There were present:

Monroe Harris, Jr., President  
Meg Gottwald  
Jil Harris  
Ken Johnson  
Jim Klaus, Ex-officio  
Lilo Ukrop, Ex-officio

Absent:

David Goode

By Invitation:

Alex Nyerges  
Kay Baker  
Stephen Bonadies  
Caprice Bragg  
Stephanie Cooperstein  
Jan Hatchette  
Tom Gutenberger  
Cindy Norwood  
Katie Payne  
Hossein Sadid  
Kimberly Wilson

I. CALL TO ORDER

Trustee President Dr. Monroe Harris, Jr. welcomed the committee and guests and called the meeting to order at 11:31am.

II. PUBLIC COMMENT PERIOD

Dr. Harris acknowledged that there were no public comments.

III. APPROVAL OF MINUTES

**Motion:** proposed by Dr. Harris and seconded by Ms. Meg Gottwald that the minutes of the August 18, 2020 meeting of the Executive & Governance Committee be approved as distributed. Motion approved.

IV. PRESIDENT'S REPORT

Dr. Harris provided an update, noting that despite the hurdles of the past few months, the museum continues to move forward with steady attendance and new acquisitions, such as Odili Donald Odita's new mural, *Procession*. He thanked Director and CEO Alex Nyerges and the rest of the staff for their leadership.

## V. FOUNDATION CO-PRESIDENTS' REPORT

Ms. Lilo Ukrop, Foundation Co-President, provided an overview of the September Foundation meetings and recent Executive Committee meeting, highlighting a robust discussion that was held concerning the strategic plan. She reported that Foundation cultivation efforts continue, with events taking place outdoors or in small, socially distant groups. Mini-fundraising campaigns, such as those initiated for the installation of *Rumors of War* and the COVID Relief Fund, are also being explored.

## VI. DIRECTOR'S REPORT

### a. Developments in the Museum Field

Mr. Nyerges shared an update on recent deaccessioning efforts by museums, which have come under scrutiny by the Association of American Museum Directors (AAMD), will be discussed at an upcoming Trustee full board meeting.

### b. Attendance

Mr. Nyerges reported that attendance continues to be stable. *Sunken Cities* timed tickets are selling out on the weekends with 100 people allowed into the exhibit each hour. When the museum reopened on July 1, it opened safely with regular hours and amenities. Many museums were not able to do so.

### c. Government Relations Update

Mr. Nyerges noted that the General Assembly's Special Session had ended, and then asked Katie Payne, Director of Government Relations to comment. Ms. Payne reported that the General Assembly passed the budget with some of Governor Northam's proposed amendments. Governor Northam has thirty days to consider the budget and propose additional changes. The museum's new operating requests remain unallotted in the budget. There are no changes to the capital requests for the expansion.

Ms. Payne went on to say that last week a new round of CARES funding was announced with a possible \$500,000 appropriation for the museum.

Ms. Payne reported on budget requests for the next budget cycle. The timeline for requests was compressed and restricted to COVID-related needs. Ms. Payne outlined VMFA requests included restoration of unallotted funds from the previous fiscal year request; conversion of seven housekeeping and security positions from part-time to full-time status; anticipated COVID relief for the rest of the biennium (approximately \$1.2 million); and a capital request for roof repairs and air handling units (\$5.8 million).

d. Campaign Update

Mr. Tom Gutenberger, Chief Development Officer and Deputy Director of Advancement, reported that donor support continues despite an anticipated 15% decline in giving for FY20 and early FY21. He thanked Campaign Committee Co-chairs, Monroe and Jill Harris, John Staelin and Elizabeth Locke for their leadership, as well as that of the committee. Mr. Gutenberger reported that the Campaign is currently at \$53 million, an \$11 million increase since the last report to the Board.

Mr. Nyerges provided an update on the 2025 strategic plan draft, noting that diversity, equity, inclusion, and accessibility are major additions to the plan. Ms. Caprice Bragg, Chief Strategy Officer and Deputy Director for Strategic Planning, Government and Board Relations, thanked members of the committee for their feedback. She reported that the Strategic Planning Committee will convene at the end of the month to review the draft, and afterward each Board will have a session in which to discuss it.

e. FY20 Director's Report

Mr. Nyerges gave an overview of his annual Director's Report. He began by noting that FY20 can be defined by more than the museum's closure due to the Coronavirus Pandemic. Before the last quarter of the fiscal year, VMFA was on track to have a banner year. The year ended in the black. Kehinde Wiley's *Rumors of War* was installed and received national recognition. The Campaign continued successfully. Staff seamlessly transitioned to online programming thus expanding VMFA's audience. Fundraising efforts continued despite projected losses. The BeWell committee was formed, and VMFA reopened successfully on July 1, 2020. VMFA held its first ability job fair with 400 people in attendance. Four major, home-grown exhibitions were hosted with three traveling to other museums, and six books published. Finally, Mr. Nyerges noted that he has made substantial progress on writing the manuscript for *American Born Hungary*, having written 50,000 words.

f. FY21 Director's Goals

Mr. Nyerges highlighted VMFA's goals for FY21, reporting that areas of emphasis include education and VMFA on the Road, show stopping exhibitions from VMFA curatorial staff, including *The Dirty South* and *Virginia Arcadia*, implementation of the 2020-2025 strategic plan, and continued focus on the Campaign.

VII. CLOSED SESSION TO DISCUSS PERSONNEL

At 12:19pm the meeting went into closed session with the following motion.

**Motion:** proposed by Dr. Harris and seconded by Mr. Ken Johnson that the Executive Committee meeting go into closed session to discuss the performance of a specific employee, particularly to discuss the Director's annual goals and performance. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 12:53pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** proposed by Dr. Harris and seconded by Ms. Jil Harris 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.

#### VIII. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 12:57pm.

Recorded by: Stephanie Cooperstein  
Executive Administrator to the Chief Strategy Officer and Deputy Director for  
Strategic Planning, Government and Board Relations

#### **MOTION TO GO INTO CLOSED SESSION (Personnel):**

**Motion:** I move that the Executive & Governance Committee go into closed session to discuss the performance of a specific employee, particularly to discuss the Director's

annual goals and performance. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia.

MOTION: Dr. Harris

SECOND: Ken Johnson

**MOTION TO COME OUT OF CLOSED SESSION (Personnel):**

Motion: To certify that the closed session just held was conducted in compliance with the Code of Virginia, as set forth in the Certification Resolution distributed.

MOTION: Dr. Harris

SECOND: Jil Harris

**CERTIFICATION OF CLOSED MEETING**

**WHEREAS**, the Executive & Governance 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 (A) 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 Executive & Governance 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: Dr. Monroe Harris, Ms. Jil Harris, Mr. Ken Johnson,

NAYS: NA

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

ABSENT DURING VOTE: Ms. Meg Gottwald

ABSENT DURING MEETING: Mr. David Goode