

Virginia Museum of Fine Arts
Draft Meeting of the Full Board of Trustees
Wednesday, January 13, 2021, Noon – 1:30pm
Video Conference

There were present:

Monroe Harris, Trustee President
Lynette Allston
Carol Ann Bischoff
Joan Brock
Marland Buckner
Edie Cabaniss
Cindy Conner
Betty Crutcher
Ken Dye
Anne Edwards
Janet Geldzahler
Martha Glasser
David Goode
Meg Gottwald
Jil Harris
Jeff Humber
Ken Johnson
Andy Lewis
Steve Markel
Sara O'Keefe
Tom Papa
Hubert Phipps
Satya Rangarajan
Pamela Reynolds
Pamela Royal
Suzy Szasz Palmer
Rupa Tak
Charlie Whitaker
Ashlin Wilbanks
Michel Zajur
Jim Klaus, Foundation Co-President, Ex-officio
Lilo Ukrop, Foundation Co-President, Ex-officio

Absent:

Gil Bland
Ankit Desai
Michele Petersen

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Kay Baker

Candy Banks
Stephen Bonadies
Caprice Bragg
Cammy Carleton, Council President
Stephanie Cooperstein
Rachel Crocker Ford, TDC
Birch Douglass
Katie Payne
Tom Gutenberger
Jan Hatchette
Cindy Norwood, Office of the Attorney General
Hossein Sadid
Michael Taylor
Kimberly Wilson

Foundation Guests:

Jay Olander, Vice President
Denise Keane, Secretary
Farhad Aghdami
Kelly Armstrong
Mike Bisceglia
Wayne Chasen
Mary Frediani
Carolyn Garner
Tyler Harris
Barbara Howard
Brian Jackson
Ukay Jackson
Charlotte McGee
Sarge Reynolds
Agustin Rodriguez
Michael Schewel
Jennifer Schooley
Jennifer Sisk
John Staelin
Randy Webb
Ting Xu

I. CALL TO ORDER

President Monroe Harris called the meeting to order at 12:01pm.

II. PUBLIC COMMENT PERIOD

Dr. Harris reported there were no requests for public comment.

III. APPROVAL OF MINUTES

Motion: proposed by Mr. Tom Papa and seconded by Dr. Pamela Royal to approve the minutes of the September 17, 2020 Full Board meeting as distributed. Motion carried.

IV. REPORT OF THE PRESIDENT

Dr. Harris shared his excitement for the new year and congratulated the VMFA Board and staff for their efforts throughout 2020. Noting there will be several museum-curated exhibitions at VMFA in 2021, Dr. Nyerges shared a preview video of *The Dirty South: Contemporary Art, Material Culture, and the Sonic Impulse*, curated by Valerie Cassel Oliver, VMFA's Sydney and Frances Lewis Family Curator of Modern and Contemporary Art.

V. REPORT OF THE FOUNDATION CO-PRESIDENTS

Co-President Jim Klaus reported the Foundation Board met in November and will meet again in February. He shared that endowment performance is up 12% over the last 12 months and that the Foundation is working closely with staff to monitor reserves. He reminded Foundation Directors that they will meet separately following this meeting to vote on the VMFA 2025 Strategic Plan.

VII. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Director and Chief Executive Officer Alex Nyerges reported that museum staff continue efforts to follow the mission of the VMFA by remaining open and providing exemplary service with proper safety protocols and new online programs. He noted that attendance continues to hold steady at 30% of the normal amount, which has led to decreased revenue for *Sunken Cities*, food service and membership. Mr. Nyerges commended the Advancement and Fiscal teams which have worked diligently to keep the museum's budget on track despite the challenges presented by the COVID-19 Pandemic.

Mr. Nyerges invited Mr. Tom Gutenberger, Chief Development Officer and Deputy Director for Advancement, to provide an update on the Capital Campaign. Mr. Gutenberger reported that the campaign is currently at 50% of its goal with \$181 million. This includes \$125 million from the state and \$56 million in private support. Mr. Gutenberger provided an update on general fundraising and strategies, noting that total giving is at 90% of its goal for the year. Mr. Nyerges thanked the Board, senior leadership staff, and all VMFA employees for their hard work, dedication, and flexibility during this unprecedented time.

VIII. COMMITTEE REPORTS

a. Education Committee

Chair Jil Harris reported that the Committee met on January 12 and viewed presentations by Ms. Celeste Fetta Neff, Director of Education, and Mr. Jeffrey Allison, Director of Statewide Programs and Exhibitions and the Paul Mellon Collection Educator. The Committee learned about recent programming, including the Museum Leaders in Training (M.Lit) and the virtual Pocahontas Reframed Film

Festival that attracted more than 10,000 viewers. Ms. Harris reminded members that there are many interactive educational programs available through VMFA's website and YouTube channel.

b. Art and Collections Committee

Chair Meg Gottwald reported that the Committee met for the first time in a year due to the Pandemic. During the meeting, Chief Curator and Deputy Director for Art and Education Dr. Michael Taylor led a discussion on the museum's deaccessioning policies and best practices. Dr. Sylvain Cordier, Paul Mellon Curator and Head of European Art, then presented his collection plan and revisioning of the museum's Tapestry Hall as a grand portrait gallery.

c. External Affairs Committee

Chair Ken Johnson encouraged Board members to consider supporting the Advancement team's sponsorship goal of \$1 million for *The Dirty South: Contemporary Art, Material Culture, and the Sonic Impulse* exhibition. He noted that Chief Communications Officer and Deputy Director for Marketing and Communications Jan Hatchette recently reviewed communication strategies for upcoming exhibitions with the Committee. Mr. Johnson invited Ms. Katie Payne, Director of Government Relations, to provide an update on the General Assembly. Ms. Payne noted that the General Assembly began its 45 day session today at noon. She reported that though there have been headlines about the Reimagining Monument Avenue initiative that was included in Governor Northam's proposal, it is still subject to approval by the legislature. Once approved, these funds will be made available by July 1.

d. Art Acquisitions Sub-Committee

At 12:40pm the meeting went into closed session with the following motion:

Motion: proposed by Dr. Harris and seconded by Ms. Lynette Allston that the Board of Trustees meeting go into closed session to discuss proposed art purchases, gifts, deaccessions, and loans. The relevant exemption is Section 2.2-3711(A)(6 and 10) of the Code of Virginia. Motion carried.

At 12:49pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed and seconded that the Board of Trustees come out of closed session and to 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. Tom Papa and seconded by Dr. Andy Lewis that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the January 12, 2021 meeting to approve the gift, purchase, loan and

deaccession considerations as fully described in the meeting packets. Motion carried.

e. Fiscal Oversight Committee

Chair David Goode reported that during its recent committee meeting, Chief Financial Officer and Deputy Director for Finance and Administration Hossein Sadid presented the FY21 budget, profits and losses for *Sunken Cities*, and the preliminary budget assumptions for FY22. Mr. Goode noted there is currently a projected deficit of \$1.8 million for FY21, for which cost-saving measures are being implemented and include a request for a reduction in *Sunken Cities* fees. Mr. Goode noted the museum has reserves which are being monitored should they be needed for future use.

f. Building Committee

Chair Tom Papa reported that the timeline for the expansion has been set. He noted that Mr. Steve Pancham, Building Committee consultant from MBP, reviewed the timeline with the Committee and that a request for proposals was submitted with 30 proposals received by January 11th. These proposals will be reviewed by a Sub-Committee of the Building Committee over the next two weeks and narrowed down to five or six finalists. After review by the committee, a recommendation will be made to the Full Board.

g. Strategic Planning Committee

Chair Andy Lewis thanked Board members, senior leadership, TDC planning consultants, Mr. Nyerges, and Chief Strategy Officer and Deputy Director for Strategic Planning, Government and Board Relations Caprice Bragg for their work on completing the 2021-2025 Strategic Plan. He noted that while this new plan builds off of the previous one and continues the overarching mission of VMFA, it is also a plan that takes into account the Pandemic, economic uncertainty, and social unrest of this time. Mr. Nyerges added that one of the best tactical decisions made by the museum in 2020 was continuing forward with the strategic planning process. He applauded the committee and Ms. Bragg for their efforts on the plan.

Motion: proposed by Dr. Harris and seconded by Ms. Joan Brock that the Board of Trustees approve the 2021-2025 Strategic Plan as distributed. Motion carried.

X. ADJOURNMENT

There being no further business, the meeting adjourned at 1:11pm.

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

MOTION: Monroe Harris

MEETING: Board of Trustees

SECOND: Lynette Allston

DATE: January 13, 2021

CERTIFICATION OF CLOSED MEETING

WHEREAS, the 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 (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 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 Board of Trustees.

VOTE

AYES: M. Harris / Allston / Bischoff / Brock / Buckner / Cabaniss / Conner / Crutcher / Dye / Edwards / Geldzahler / Glasser / Goode / Gottwald / J. Harris / Humber / Johnson / Lewis / Markel / O'Keefe / Palmer / Papa / Phipps / Rangarajan / Reynolds / Royal / Tak / Whitaker / Wilbanks / Zajur

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Bland / Desai / Peterson