

Virginia Museum of Fine Arts  
Meeting of the Full Board of Trustees  
Friday, March 26, 2021, Noon – 1:30pm  
Electronic Meeting

There were present:

Monroe Harris, Trustee President  
Lynette Allston  
Carol Ann Bischoff  
Marland Buckner  
Edie Cabaniss  
Jim Cheng  
Cindy Conner  
Matt Cooper  
Betty Crutcher  
Ken Dye  
Anne Edwards  
Janet Geldzahler  
Martha Glasser  
David Goode  
Meg Gottwald  
Jil Harris  
Jeff Humber  
Andy Lewis  
Steve Markel  
Sara O'Keefe  
Tom Papa  
Michele Petersen  
Hubert Phipps  
Pamela Reynolds  
Pamela Royal  
Suzy Szasz Palmer  
Charlie Whitaker  
Ashlin Wilbanks  
Michel Zajur

Absent:

Gil Bland  
Joan Brock  
Ankit Desai  
Ken Johnson  
Satya Rangarajan  
Rupa Tak

By Invitation:

Alex Nyerges, Director and Chief Executive Officer  
Kay Baker  
Candy Banks

Stephen Bonadies  
Caprice Bragg  
Cammy Carleton, Council President  
Stephanie Cooperstein  
Birch Douglass  
Tom Gutenberger  
Jan Hatchette  
Jim Klaus, Foundation Co-President  
Cindy Norwood, Office of the Attorney General  
Katie Payne  
Hossein Sadid  
Michael Taylor  
Lilo Ukrop, Foundation Co-President  
Kimberly Wilson

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. Ken Dye and seconded by Mr. Michel Zajur to approve the minutes of the January 13, 2021 Full Board meeting as distributed. Motion carried.

IV. REPORT OF THE PRESIDENT

Dr. Harris welcomed newly appointed Trustees Jim Cheng and Matt Cooper to their first Trustee Board meeting. He shared that several curators have been in the news recently including Dr. Sarah Eckhardt, Associate Curator for Modern and Contemporary Art, whose efforts on the *Working Together: Louis Draper and the Kamoinge Workshop* exhibition and catalogue were highlighted in the *New York Times*; Valerie Cassel Oliver, the Sydney and Frances Lewis Curator for Modern and Contemporary Art, who was featured in HBO's documentary, *Black Art: In the Absence of Light*; and Dr. John Henry Rice, the E. Rhodes and Leona B. Carpenter Curator of South Asian and Islamic Art, whose exhibition *Awaken*, was featured on artdaily.com. Continuing to comment on VMFA publicity in the news, Dr. Harris mentioned the recent restitutions of two paintings to the Fischer family who plan to gift the works to the museum.

V. REPORT OF THE FOUNDATION CO-PRESIDENTS

Co-President Lilo Ukrop reported that the Foundation Board met in February and will meet again in March. She shared that the Real Estate Committee recently acquired a new property on Grove Avenue and that endowment performance is at an all-time high of more than \$300

million. Ms. Ukrop noted that the Foundation is closely monitoring the current budget, planning for the next fiscal year, and will continue to monitor reserves. She also reported that the Foundation welcomed Mr. Brock Saunders as a new Director at its last meeting.

## VII. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Director and Chief Executive Officer Alex Nyerges 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. *Sunken Cities* did not receive one third of the amount of its projected attendance, however out of that number 11% were first time visitors. Mr. Nyerges shared his enthusiasm for the possible increase in visitation and special events this summer thanks to the vaccine rollout and Governor's Northam's recent announcement expanding the number of gatherings. He stated that virtual programs are still very popular with one lecture by Peter Schertz, the Jack and Mary Ann Frable Curator of Ancient Art hosting more than 1,000 viewers.

Mr. Nyerges then invited Director of Government Relations, Katie Payne to report on the General Assembly. Ms. Payne began by noting that that First Lady of Virginia Pamela Northam was photographed wearing a VMFA mask while receiving her vaccination. She did this with intention to show her support of the museum. Ms. Payne then reported that the General Assembly adjourned at the end of February for the regular session, with its passed proposed budget now ready for review by Governor Northam. She noted the following VMFA requests in the proposed budget: \$400,000 in operating funds for IT upgrades and the leasing of storage space; \$115,000 a year for temporary wage positions throughout the remainder of the Pandemic; a modified Reimagining Monument Avenue funding timeline, with \$250,000 immediately after the budget is signed, \$750,000 in July 2021, and additional funds possible in 2022. Ms. Payne reported that on the capital side, there was no change to funding for the expansion and that \$5.8 million has been allocated for new HVAC units and re-roofing on the main museum building. She also reported that the proposed \$1,500 bonus for State employees has been converted into a 5% raise. Ms. Payne said the General Assembly will reconvene on April 7, 2021 for a one-day session to review the Governor's amendments to the legislation that was passed and the budget. She ended her report by noting the potential impact the recently passed Federal stimulus package might have on the current, but most likely, the next biennial budget.

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, at \$183 million, is at 50% of its goal. Of these funds, \$58 million is from private support, which has had a 38% increase since the beginning of the year. In addition, Mr. Gutenberger noted that there are currently more than 12 active gift proposals pending. He then said that overall cash and pledges for the year is at \$7.8 million or 106%. He noted that the great challenge is in maintaining general membership which is down by 2,800, but that upper level membership is holding steadily.

## VIII. COMMITTEE REPORTS

### a. Building Committee

At 12:20pm the meeting went into closed session with the following motion.

**Motion:** Proposed by Dr. Harris and seconded by Mr. Jeffrey Humber that the Board of Trustees meeting go into closed session to discuss the proposal process. The relevant exemption is Section 2.2-3711(A)(29) of the Code of Virginia. Motion carried.

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

**Motion:** Proposed by Dr. Harris and seconded by Dr. Pamela Royal 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.

b. 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 for FY22. He noted there is currently a projected deficit of \$300,000 for FY21, for which cost-saving measures are being implemented. Mr. Goode added the museum has reserves which are being monitored should they be needed for future use. He reported that staff is working hard to build a balanced FY22 budget to present to the full Board at its June meeting. Mr. Goode noted that the museum will continue to feel the Pandemic's impact in that budget as well.

c. External Affairs Committee

On behalf of Chair Ken Johnson, Dr. Pamela Royal presented the External Affairs Committee report. She reported that at the Committee's recent meeting, Ms. Payne presented a draft of a land acknowledgement that seeks to honor the history of the land and indigenous peoples on which the museum resides. She reported that an Ad Hoc Sub-Committee will review the draft and present a final version to the Board in June. Dr. Royal then reported that Chief Communications Officer and Deputy Director for Communications and Marketing Jan Hatchette provided the Committee with an overview of a newly developed communications plan that focuses on diversity. She ended her report by sharing that Mr. Gutenberger provided the Committee with a fundraising update, which included that sponsorships for *The Dirty South* exhibition, having nearly reached \$1,100,000 million, have surpassed its \$900,000 goal. Nearly \$250,000 of these funds can be attributed to the volunteer-hosted Zoom fundraising events for the exhibition.

d. Education Committee

Chair Jil Harris reported that the Committee met on March 25 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 the education components that will accompany *The Dirty South: Contemporary Art, Material Culture, and the Sonic Impulse*. They were also informed of the awardees of the 2021 VMFA Fellowships. Ms. Harris then noted some numerical highlights from the presentation, reporting that during Black History Month there were 14 virtual programs which reached more than 5,000 households and that this year's virtual *ChinaFest* program reached more than 12,000 households.

e. Art and Collections Committee

Chair Meg Gottwald reported that during their meeting, Chief Curator and Deputy Director for Art and Education Dr. Michael Taylor gave a presentation on his upcoming exhibition, *Man Ray: The Paris Years*. Assistant Chief Conservator Debbie Linn then presented an in-depth look at the conservation work on an 18<sup>th</sup> century, 50-foot South Asian scroll.

f. Art Acquisitions Sub-Committee

At 1:01pm the meeting went into closed session with the following motion:

**Motion:** Proposed by Dr. Harris and seconded by Mr. Tom Papa 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 1:17pm, 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. Papa and seconded by Ms. Sarah O'Keefe that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the March 25, 2021 meeting to approve the gift, purchase, loan, and deaccession considerations as fully described in the meeting packets. Motion carried.

X. ADJOURNMENT

There being no further business, the meeting adjourned at 1:18pm.

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: Jeffery Humber

DATE: March 26, 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 / Buckner / Cabaniss / Conner / Crutcher / Dye / Edwards / Geldzahler / Glasser / Goode / Gottwald / J. Harris / Humber / Lewis / Markel / O'Keefe / Palmer / Papa / Petersen / Phipps / Reynolds / Royal / Whitaker / Wilbanks / Zajur

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Bland / Brock / Desai / Johnson / Rangarajan / Tak

MOTION: Monroe Harris

MEETING: Board of Trustees

SECOND: Tom Papa

DATE: March 26, 2021

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### **VOTE**

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

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Bland / Brock / Desai / Johnson / Rangarajan / Tak