

Virginia Museum of Fine Arts
Draft Minutes Meeting of the Full Board of Trustees
Wednesday, June 16, 2021, 12:15pm – 1:45pm
Claiborne Robertson Room

There were present:

Monroe Harris, Trustee President
Lynette Allston
Carol Ann Bischoff
Gil Bland
Joan Brock *via videoconference; medical*
Marland Buckner
Edie Cabaniss
Jim Cheng *via videoconference; personal due to prior commitments*
Cindy Conner *via videoconference; personal due to travel*
Matt Cooper
Betty Crutcher
Ken Dye
Anne Edwards
Janet Geldzahler *via videoconference; personal due to work*
Martha Glasser *via videoconference; personal due to travel*
David Goode
Meg Gottwald *via videoconference; personal due to travel*
Jil Harris
Jeff Humber
Ken Johnson
Andy Lewis
Steve Markel
Sara O'Keefe
Michele Petersen
Hubert Phipps
Pamela Reynolds
Satya Rangarajan
Suzy Szasz Palmer
Charlie Whitaker
Ashlin Wilbanks *via videoconference; personal due to travel*
Michel Zajur

Absent:

Ankit Desai
Tom Papa
Pamela Royal
Rupa Tak

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Jame Anderson, SmithGroup
Kay Baker

Candy Banks
Stephen Bonadies
Caprice Bragg
Cammy Carleton, Council President
Jasmonn Coleman
Stephanie Cooperstein
Monteil Crawley, SmithGroup
Tom Gutenberger
Jan Hatchette
Veronica Jackson, SmithGroup
Jim Klaus, Foundation Co-President
Cindy Norwood, Office of the Attorney General
Jay Olander, Foundation President Elect
Katie Payne
Mimi Ryland, Council President Elect
Hossein Sadid
Dayton Schroeter, SmithGroup
Jim Shepherd, SmithGroup
Michael Taylor
Lilo Ukrop, Foundation Co-President
Kimberly Wilson
Chris Wood, SmithGroup

I. CALL TO ORDER

President Monroe Harris called the meeting to order at 12:18pm.

II. APPROVAL OF MINUTES

Motion: Proposed by Mr. David Goode and seconded by Mr. Hubert Phipps to approve the minutes of the March 26, 2021 Full Board meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Dr. Harris thanked the Board for its hard work and virtual participation over the past year and applauded the work of staff during this time. He then recognized Mr. Steve Markel for his service to the Board over two terms. Director and CEO Alex Nyerges presented Mr. Markel with a gift and provided his thanks on behalf of staff.

IV. REPORT OF THE FOUNDATION CO-PRESIDENTS

Foundation Co-President Lilo Ukrop reported that the Foundation's investment portfolio has reached an all-time high of \$322 million. She noted that at their last meeting the Foundation Board approved the Foundation's FY22 Budget. Ms. Ukrop concluded her report with the announcement of the appointment of two new Foundation Directors and

the officers for FY22, which includes Mr. Jay Olander as the Foundation Board's new President.

V. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr. Nyerges reported that Dr. Sarah Kennel will be joining the museum in September 2021 as the Aaron Siskind Curator of Photography and the first Director of the Raysor Center. He noted that the addition of Dr. Kennel to the curatorial team will help VMFA continue to excel in the realm of photography. Mr. Nyerges then provided an update on COVID safety precautions, noting that the museum will continue to follow pandemic protocols set by Governor Northam's administration. He anticipates that rules will be further relaxed by the end of June, however mask mandates will remain in effect for K-12 classes and within the Cheek Theater. Mr. Nyerges reported that *Virginia Arcadia: The Natural Bridge in American Art* has had more than 36,000 viewers since opening and that *The Dirty South: Contemporary Art, Material Culture, and the Sonic Impulse* sold out during its opening weekend and has had more than 8,000 attendees.

Mr. Nyerges invited Mr. Tom Gutenberger, Deputy Director for Advancement, to provide an update on the Capital Campaign. Mr. Gutenberger began his report by introducing newly hired Assistant Deputy Director of Development Jasmonn Coleman. He reported that the Campaign, at \$186 million, is at 51% of its goal. Of these funds, \$61 million is from private support, which has had a 48% increase since the beginning of the fiscal year. Mr. Gutenberger added that overall cash and pledges for the year is at \$12.4 million.

VI. COUNCIL ANNUAL REPORT

Outgoing Council President Cammy Carleton provided an updated on FY21 Council activities. She described the Council's transition to virtual meetings and lectures, noting that excitement surrounding the lecture on *The Dirty South* led to a sponsorship of \$10,000. Council members made individual gifts to the museum totaling more than \$1.5 million and donated more than 8,000 hours of volunteer service. Ms. Carleton concluded her report by introducing incoming Council President Mimi Ryland and encourage Board members to attend Fine Arts and Flowers in October 2021.

VII. COMMITTEE REPORTS

a. Nominating Sub-Committee

Mr. David Goode provided a report on behalf of Nominating Sub-Committee Chair Rupa Tak.

Motion: Proposed by Mr. Goode and seconded by Mr. Marland Buckner that the Board of Trustees elect the following as officers for a one-year term ending on June 30, 2022:

President Dr. Monroe E. Harris, Jr.

Vice President Lynette L. Allston

Motion carried.

b. Fiscal Oversight Committee

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 to actual report and the proposed budget for FY22. He noted that staff was able to present a balanced FY22 budget by implementing cost-saving measures and by utilizing museum reserves. Mr. Goode added the remaining reserves are being monitored should they be needed in FY23.

Motion: Proposed by Mr. Goode and seconded by Dr. Betty Crutcher that the Board of Trustees approve the FY22 Budget as distributed. Motion carried.

c. External Affairs Committee

External Affairs Committee Chair Ken Johnson presented the language for a VMFA Land Acknowledgement. He noted that an ad hoc sub-committee was formed to review draft language with guidance from Senior Assistant Attorney General Cynthia Norwood, VMFA Trustee and Chief of the Nottoway Indian Tribe Lynette Allston, and staff. Ms. Janet Geldzahler led the sub-committee in a thorough review of the text. Mr. Johnson said that the language was recommended at the External Affairs Committee. If approved by the full Board, the Land Acknowledgement will be shared with representatives of the Commonwealth who will then share it with the recognized tribes of Virginia for consideration.

Motion: Proposed by Mr. Johnson and seconded by Mr. Matt Cooper that the Board of Trustees approve the Land Acknowledgement language as distributed. Motion carried.

Mr. Johnson completed his report by stating that the Committee heard an update on the Campaign from Mr. Gutenberger and viewed a presentation from Deputy Director for Marketing and Communications Jan Hatchette on upcoming exhibition marketing strategies.

d. Art Acquisitions Sub-Committee

At 12:52pm the meeting went into closed session with the following motion:

Motion: Proposed by Dr. Harris and seconded by Mr. Goode 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 12:57pm, 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 Dr. Harris and seconded by Mr. Johnson that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the June 15, 2021 meeting to approve the gift, purchase, loan, and deaccession considerations as fully described in the meeting packets. Motion carried.

VIII. SPECIAL PRESENTATION: Building Expansion

Chief Curator and Deputy Director for Art and Education Michael Taylor announced that after completing a rigorous request for proposal process the museum was ready to announce that it had selected to work with the firm SmithGroup on the upcoming expansion project. Representatives from SmithGroup, led by Principle-in-Charge Jame Anderson, provided a presentation to the Board on their firm, their team, their prior projects, and their planning and implementation strategies.

IX. ADJOURNMENT

There being no further business, the meeting adjourned at 1:47pm.

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: David Goode

DATE: June 16, 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 / Bland / Brock / Buckner / Cabaniss / Conner / Crutcher / Dye / Edwards / Geldzahler / Glasser / Goode / Gottwald / J. Harris / Humber / Johnson / Lewis / Markel / O'Keefe / Palmer / Petersen / Phipps / Rangarajan / Reynolds / Whitaker / Wilbanks / Zajur

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Desai / Papa / Royal / Tak