

Virginia Museum of Fine Arts
Draft Minutes Meeting of the Full Board of Trustees
Wednesday, September 15, 2021, Noon – 1:30pm
Claiborne Robertson Room

There were present:

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

Absent:

Ankit Desai
Ashlin Wilbanks

By Invitation:

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

Stephen Bonadies
Caprice Bragg
Stephanie Cooperstein
Monteil Crawley, SmithGroup
Tom Gutenberger
Jan Hatchette
Cindy Norwood, Office of the Attorney General
Jay Olander, Foundation President
Katie Payne
Mimi Ryland, Council President
Hossein Sadid
Michael Taylor
Kimberly Wilson
Chris Wood, SmithGroup

I. CALL TO ORDER

President Monroe Harris called the meeting to order at 12:07pm.

II. APPROVAL OF MINUTES

Motion: Proposed by Dr. Harris and seconded by Ms. Cindy Conner to approve the minutes of the June 16, 2021 Full Board meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

After welcoming everyone, Dr. Harris provided an overview of the day's agenda, noting that representatives from SmithGroup were present to give an update on the expansion process.

IV. REPORT OF THE FOUNDATION PRESIDENT

Foundation Board President Jay Olander reported that the Foundation Board of Directors met in late August and learned that the Foundation ended FY21 with a balanced budget and that the endowment is at \$328,757,623.

V. BEST PRACTICES FOR AGENCY TRUSTEES

Senior Assistant Attorney General Cynthia Norwood presented an overview of best practices for agency trustees in the Commonwealth of Virginia. She highlighted statutory duties and requirements for the Freedom of Information Act.

VI. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr. Alex Nyerges, Director and Chief Executive Officer, reported that attendance has continued to increase to pre-pandemic rates, with current visitation standing at 104,149. Recent exhibitions, including *Virginia Arcadia: The Natural Bridge in American Art* and *The Dirty South: Contemporary Art, Material Culture, and the Sonic Impulse* surpassed attendance goals with 62,127 visitors and 54,122 visitors, respectively. Mr. Nyerges noted that *The Dirty South* had received positive reviews from *The New York Times* and *The Los Angeles Times*. He encouraged board members to attend the upcoming exhibitions, *Ansel Adams: Compositions in Nature* and *Man Ray: The Paris Years*. Mr. Nyerges provided a brief update on the Monument Avenue Project, stating that staff is assembling a memorandum of understanding with the City of Richmond and working to complete searches for two positions.

Mr. Nyerges invited Mr. Tom Gutenberger, Deputy Director for Advancement, to provide an update on the Capital Campaign. Mr. Gutenberger reported that total gifts and commitments to the \$365 Million Campaign stand at \$191 million or 52% of its goal. Of these funds, \$66 million is from private support. Support from the Commonwealth of Virginia is \$125 million in a 2:1 match. Mr. Gutenberger added that overall cash and pledges for the year is at \$14.5 million.

VII. COMMITTEE REPORTS

a. Art and Collections Committee

Art and Collections Committee Chair Meg Gottwald reported Paul Mellon Curator and Head of the Department of European Art Sylvain Cordier presented plans for displaying the art collection of Jordan and Thomas A. Saunders III. Additionally, Assistant Chief Conservator Debbie Linn discussed the process for repairing and preserving the coating of Jaume Plensa's *Chloe*, which is now underway.

b. Education Committee

Education Committee Vice Chair Betty Crutcher reported that Director of Education Celeste Fetta and Director of Statewide Programs and the Paul Mellon Educator Jeffrey Allison shared updates about *The Dirty South* exhibition programming, augmented reality tours and experiences, and *VMFA on the Road* residencies across the Commonwealth.

c. Art Acquisitions Sub-Committee

At 12:45pm the meeting went into closed session with the following motion:

Motion: Proposed by Dr. Harris and seconded by Mr. Ken Dye 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 by Mr. Tom Papa and seconded by Mr. Ken Johnson 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. Ken Johnson that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the September 14, 2021 meeting to approve the gift, purchase, loan, And deaccession considerations as fully described in the meeting packets. Motion carried.

d. Fiscal Oversight Committee

Fiscal Oversight Committee Chair David Goode reported that Chief Financial Officer and Deputy Director for Finance and Administration Hossein Sadid presented information. For the 85th consecutive year, the museum's budget was balanced for FY21. Additionally, revenues and expenses are on track for FY22 at this stage. Mr. Goode concluded that remaining reserves are also being monitored should they be needed in FY23.

e. Building Committee

Building Committee Chair Charlie Whitaker reported that representatives from SmithGroup shared key themes and priorities that have emerged from Program Validation discussions with 70 internal stakeholders, project activities to-date, and next steps in the process. SmithGroup representatives, led by Principal-in-Charge Jamé Anderson, provided an overview of that presentation to the Board.

VIII. CLOSED SESSION: PERSONNEL

At 1:25pm the meeting went into closed session with the following motion.

Motion: Proposed by Dr. Harris and seconded by Mr. Ken Johnson that the meeting go into closed session to discuss certain personnel. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 1:35pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: Proposed by Dr. Harris and seconded by Mr. Johnson that the Committee 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 carried.

ADJOURNMENT

There being no further business, the meeting adjourned at 1:40pm.

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: Ken Johnson

DATE: September 15, 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 / Buckner / Cabaniss / Cooper / Crutcher / Dye / Edwards / Geldzahler / Goode / Gottwald / Humber / Johnson / Lewis / Palmer / Phipps / Rangarajan / Reynolds / Royal / Whitaker / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: Brock / Cheng / Conner / Glasser / J. Harris / O'Keefe / Petersen / Tak

ABSENT DURING MEETING: Desai / Wilbanks

MOTION TO GO INTO CLOSED SESSION (Personnel):

Motion: I move that the meeting go into closed session to discuss personnel. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia.

MOTION: Dr. Monroe Harris, Jr.

SECOND: Ken Dye

CERTIFICATION OF CLOSED MEETING

MOTION: Dr. Monroe Harris, Jr.

SECOND: Ken Johnson

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: M. Harris / Allston / Bischoff / Bland / Buckner / Cabaniss / Cooper / Crutcher / Dye / Edwards / Geldzahler / Goode / Gottwald / Humber / Johnson / Lewis / Palmer / Phipps / Rangarajan / Reynolds / Royal / Whitaker / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: Brock / Cheng / Conner / Glasser / J. Harris / O'Keefe / Petersen / Tak

ABSENT DURING MEETING: Desai / Wilbanks

