

Virginia Museum of Fine Arts
Minutes Meeting of the Full Board of Trustees
Thursday, December 2, 2021, 12:15 – 1:45pm
Claiborne Robertson Room

There were present:

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

Absent:

Gil Bland
Matt Cooper
Rupa Tak

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Jamé Anderson, SmithGroup
Belilta Asfaw, SmithGroup
Kay Baker

Candy Banks
Caprice Bragg
Lee Ceperich
Stephanie Cooperstein
Tom Gutenberger
Jan Hatchette
Vitus Kaiser, SmithGroup
Cindy Norwood, Office of the Attorney General
Katie Payne
Mimi Ryland, Council President
Hossein Sadid
Michael Taylor
Kimberly Wilson
Ting Xu, Foundation Vice President

I. CALL TO ORDER

President Monroe Harris called the meeting to order at 12:24pm.

II. APPROVAL OF MINUTES

Motion: Proposed by Dr. Harris and seconded by Mr. Ken Dye to approve the minutes of the September 16, 2021 Full Board meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

After welcoming everyone, Dr. Harris congratulated Mr. Aubrey Layne on his recent appointment to the Board. He then provided an overview of the agenda and a report on the fall meeting of the Executive Committee. Dr. Harris noted that the Committee reviewed and approved an updated Operating Agreement with the VMFA Foundation. It also reviewed proposed Bylaws amendments. Ms. Cynthia Norwood, Senior Assistant Attorney General, explained that the proposed changes update the Bylaws to be in line with the Code of Virginia.

Motion: Proposed by Dr. Harris and seconded by Mr. Jeff Humber to ratify the suggested amendments to the Bylaws as distributed. Motion carried.

IV. REPORT OF THE FOUNDATION PRESIDENT

Foundation Board Vice President Ting Xu reported that the VMFA Foundation Board of Directors met in early November and that the Foundation's assets are at \$327,575,428. During the meeting, the Foundation Board also unanimously approved the Operating Agreement with the museum and approved the consolidated financials and audit from Dixon Hughes Goodman.

V. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr. Alex Nyerges, Director and Chief Executive Officer, thanked those who attended the retirement reception for Chief Conservator and Senior Deputy Director for Conservation and Collections Stephen Bonadies and introduced Lee Ceperich as the Interim Deputy Director for Conservation and Collections while recruitment for the position is underway. Mr. Nyerges reported that attendance continues to increase to pre-pandemic rates, with current visitation at 200,826. He encouraged board members to attend the exhibitions, *Ansel Adams: Compositions in Nature* and *Man Ray: The Paris Years*, which as of that date have been viewed by 23,273 and 7,024 visitors, respectively. Mr. Nyerges also provided an update on vaccination and VMFA's mask directive stating that the museum met the mandatory vaccination deadline. Now that staff is fully vaccinated, the museum has lifted the mandatory mask requirement for employees, contractors, and visitors.

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 \$194.5 million, or 53% of its goal. Of these funds, \$69.5 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 \$3.8 million and membership is at 31,509.

Mr. Nyerges asked Director of Government Relations Katie Payne to share a report. She explained that Governor-Elect Glenn Youngkin's administration will take office in January 2022. She noted that the upcoming legislative session is a long one which will include a biennium budget, and highlighted the consideration process. Ms. Payne reported that on November 16, 2021 the House Appropriations Committee held its annual retreat at VMFA.

VI. COMMITTEE REPORTS

a. Art and Collections Committee

Art and Collections Committee Chair Meg Gottwald reported Assistant Chief Conservator Debbie Linn provided a follow-up on the process for repairing and preserving the coating of Jaume Plensa's *Chloe*. She also noted that Associate Curator for Modern and Contemporary Art Sarah Eckhardt gave the Committee an overview of the Benjamin Wigfall exhibition which will arrive at VMFA in April 2023.

b. Education Committee

Education Committee Chair Jil Harris reported that Director of Education Celeste Fetta and Director of Statewide Programs and the Paul Mellon Educator Jeffrey Allison shared updates about *Latin American Family Day: Puerto Rico*, newly funded education internships, the Pocahontas Reframed Film Festival, and the Virginia Children's Book Festival. Mr. Alison also provided a high level look at the next VMFA on the Road exhibition *Revealing and Obscuring Identity: Portraits from the Permanent Collection*.

c. External Affairs Committee

External Affairs Committee Chair Ken Johnson noted that the Committee heard wonderful news from Chief Communications Officer and Deputy Director for Marketing and Communications Jan Hatchette. She shared that *The Washington Post* featured *Man Ray: The Paris Years* in a full page spread. Mr. Johnson also congratulated Mr. Gutenberger on the hard work of the Advancement staff.

d. Art Acquisitions Sub-Committee

At 12:57pm 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 1:16pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: Proposed by Mr. 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. Papa that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the December 2, 2021 meeting to approve the gift, purchase, loan, And deaccession considerations as fully described in the meeting packets. Motion carried.

Motion: Proposed by Dr. Harris and seconded by Mr. Humber that the Board of Trustees authorize Director and CEO Alex Nyerges and Dr. Michael Taylor, Chief Curator and Deputy Director for Art and Education, to accept gifts of art offered to the museum between December 2, 2021 and December 31, 2021. Motion carried.

e. Fiscal Oversight Committee

Fiscal Oversight Committee Chair David Goode reported that Chief Financial Officer and Deputy Director for Finance and Administration Hossein Sadid presented the current actual to budget report for the first quarter of FY22, noting that revenues and expenses are on track. Mr. Sadid also provided an overview of the proposed expansion cash flow plan to the Committee.

f. Building Committee

Building Committee Chair Charlie Whitaker reported that representatives from SmithGroup provided a look at the master plan for the expansion and renovation that emerged from program validation and right-sizing discussions. SmithGroup representatives, led by Principal-in-Charge Jamé Anderson, provided an overview of that presentation to the Board.

VII. ADJOURNMENT

Council President Mimi Ryland provided a report on *Fine Arts and Flowers 2021*, noting that \$600,000 was raised for the museum.

There being no further business, the meeting adjourned at 1:52pm.

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: Tom Papa

DATE: December 2, 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 / Cheng / Conner / Cabaniss / Crutcher / Dye / Edwards / Geldzahler / Goode / Glasser / Gottwald / J. Harris / Humber / Johnson / Layne / Lewis / O'Keefe / Palmer / Petersen / Rangarajan / Reynolds / Royal / Whitaker / Wilbanks / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: Phipps

ABSENT DURING MEETING: Bland / Cooper / Tak