

Virginia Museum of Fine Arts
Draft Minutes Meeting of the Full Board of Trustees
Wednesday, March 16, 2022, 11:40 – 1:00pm
Claiborne Robertson Room

There were present:

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

Absent:

Gil Bland
Jim Cheng
Matt Cooper
Aubrey Layne
Michele Petersen
Rupa Tak
Ashlin Wilbanks

By Invitation:

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

Caprice Bragg
Lee Ceperich
Stephanie Cooperstein
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
Ting Xu, Foundation Vice President

I. CALL TO ORDER

President Monroe Harris called the meeting to order at 11:48am.

II. APPROVAL OF MINUTES

Motion: Proposed by Dr. Harris and seconded by Mr. Tom Papa to approve the minutes of the December 2, 2021 Full Board meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

After welcoming everyone, Dr. Harris congratulated Mr. Brian Ball on his recent appointment to the Board. After providing an overview of the agenda, he noted his appreciation of the generosity of former Board members Jim and Fran McGlothlin's recent campaign gift. Dr. Harris ended his report by recognizing Ms. Meg Gottwald for her service to the Board of Trustees.

IV. REPORT OF THE FOUNDATION PRESIDENT

Foundation Board President Jay Olander reported that the VMFA Foundation Board of Directors met in February 2022, and that the Foundation's assets are at \$338.2 million as of January 31, 2022. During the meeting, the Foundation Board reviewed audit forms 990 and 990-T for submission. He completed his report by stating that the Foundation is working to nominate appointees for FY23.

V. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr. Alex Nyerges, Director and Chief Executive Officer, thanked those who attended the reception to celebrate the generosity of Mr. and Mrs. McGlothlin. He reported that attendance continues to increase to pre-pandemic rates, with current visitation at 298,499. He noted that *Ansel Adams: Compositions in Nature* and *Man Ray: The Paris Years* both closed recently, having been viewed by 47,742 and 41,521 visitors, respectively. Mr. Nyerges also provided an update on *Tsherin Sherpa: Spirits* which opened on February 19, 2022, noting that

more than 2,300 people have viewed the exhibition so far. He then discussed the recent creation of a Non-Fungible Token (NFT), using a photograph from VMFA's website of a Diviner's Figure representing Belgian Colonial Officer, Maximilien Balot, from the museum's permanent collection without permission. Senior leadership is exploring options for a solution. Mr. Nyerges updated the Committee on VMFA's website which has been offline since November 2021 while the Virginia Information Technology Agency (VITA) works with a third party to address the issue. During this time, a temporary website has been put in place to allow basic transactions and general information..

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 \$237 million, or 65% of its goal. Of these funds, \$112 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 are at \$22 million and membership is at 34,036.

Mr. Nyerges asked Director of Government Relations Katie Payne for a report. She shared that the General Assembly ended its session without passing a budget and will reconvene for a special session. Ms. Payne confirmed that currently all VMFA's requests included in the proposed budget, as well as an increase to the maintenance reserve fund and monies to replace the Artmobile's truck.

VI. COMMITTEE REPORTS

a. 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 plans for the interactive gallery and the recent Virginia Association of Museums conference. Mr. Alison also provided a tour of the recently installed *VMFA on the Road* exhibition, *Revealing and Obscuring Identity: Portraits from the Permanent Collection*.

b. External Affairs Committee

Dr. Pamela Royal reported on behalf of External Affairs Committee Chair Ken Johnson that the Committee heard similar reports from Ms. Payne and Mr. Gutenberger at its last meeting. She also reported that at that same meeting, Chief Communications Officer and Deputy Director for Marketing and Communications Jan Hatchette reviewed coverage of *Man Ray: The Paris Years*, which included a full page spread in the *The Washington Post*. Dr. Royal then reviewed the communications plan for *Whistler to Cassatt: American Painters in France*.

c. Art Acquisitions Sub-Committee

At 12:09pm the meeting went into closed session with the following motion:

Motion: Proposed by Dr. Harris and seconded by Ms. Jil Harris 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 12:15pm, by motion proposed, seconded, and carried, the meeting resumed in open session. A roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes.

Motion: Proposed by Dr. Harris and seconded by Mr. Tom Papa that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the March 16, 2022 meeting to approve the gift, purchase, loan, and deaccession considerations as fully described in the meeting packet. 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 the current actual to budget report for the second quarter of FY22, noting that revenues and expenses are on track. Mr. Sadid also reviewed the draft of the museum's FY23 budget with the Committee.

e. Building Committee

Building Committee Chair Charlie Whitaker reported that at the Committee's last meeting, representatives from SmithGroup presented an overview of the concept design for the museum's new wing, which includes consolidated, horizontal, and vertical options. Mr. Whitaker noted that the Committee heard general project and Construction Manager At Risk updates.

VII. ADJOURNMENT

There being no further business, a motion to adjourn the meeting was seconded and approved by the Board at 12:27pm.

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: Jil Harris

DATE: March 16, 2022

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 / Ball / Bischoff / Brock / Buckner / Conner / Cabaniss / Crutcher / Dye / Edwards / Geldzahler / Goode / Glasser / Gottwald / J. Harris / Humber / Johnson / Lewis / O'Keefe / Palmer / Phipps / Rangarajan / Reynolds / Royal / Whitaker / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Bland / Cheng / Cooper / Layne / Petersen / Tak / Wilbanks