

Virginia Museum of Fine Arts
Draft Minutes Meeting of the Full Board of Trustees
Wednesday, September 14, 2022, Noon – 1:30pm
Claiborne Robertson Room

There were present:

Lynette Allston, Trustee President
Gil Bland
Joan Brock
Jim Cheng *via videoconference; personal (work)*
Cindy Conner
Matt Cooper
Betty Crutcher
Rooz Dadabhoy
Ken Dye
Anne Edwards
Janet Geldzahler
Martha Glasser
Ann Goettman
David Goode *via videoconference; health*
Melinda Hardy
Jil Harris
Monroe Harris
Jeff Humber
William Keyes
Andy Lewis
Sara O'Keefe
Michele Petersen
Hubert Phipps
Satya Rangarajan
Pamela Reynolds
Pamela Royal
Anne Smith
Suzy Szasz Palmer
Rupa Tak *via videoconference; personal (scheduling)*
Michel Zajur

Absent:

Brian Ball
Ken Johnson
Aubrey Layne
Tom Papa
Ashlin Wilbanks

By Invitation:

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

Madi Biedermann, Policy and Communications Advisor to the Secretary of Education
Caprice Bragg
Stephanie Cooperstein
Courtney Freeman
Aimee Guidera, Secretary of Education
Tom Gutenberger
Andrew Harris
Jan Hatchette
Cindy Marquez, Office of the Attorney General
Colleen Milewski
Jay Olander, Foundation President
Katie Payne
Mimi Ryland, Council President
Sarah Spota, Deputy Secretary of Education
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:03pm.

II. APPROVAL OF MINUTES

Motion: Proposed by Ms. Allston and seconded by Mr. Jeffrey Humber to approve the minutes of the June 22, 2022 Full Board meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Ms. Allston recognized and thanked Secretary of Education Aimee Guidera, Deputy Secretary of Education Sarah Spota, and Education Policy and Communications Advisor Madi Biedermann. She then introduced newly appointed Trustees Ms. Rooz Dadabhoy, Ms. Ann Goettman, Ms. Melinda Hardy, Dr. William Keyes, and Ms. Anne Smith. Ms Allston also recognized the dedication of Trustees whose terms had ended: Ms. Carol Ann Bischoff, Ms. Edie Cabaniss, Ms. Meg Gottwald, and Mr. Charlie Whitaker. She concluded her report by thanking and acknowledging new and returning committee chairs.

IV. REPORT OF THE FOUNDATION PRESIDENT

Foundation Board President Jay Olander reported that the VMFA Foundation Board of Directors met on August 17, 2022. He noted that the Foundation's assets are at \$284 million as of August 31, 2022 with an overall return of -15.21% year to date and 2.49% quarter to date.

V. BEST PRACTICES FOR AGENCY TRUSTEES

Senior Assistant Attorney General Cynthia Marquez presented a review 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, welcomed the newest addition to the museum's senior leadership team, Andrew Harris, Chief Financial Officer and Deputy Director for Finance Administration. He then presented a quick review of fiscal year 2022, noting total onsite attendance (443,000), distance learning (7,300), and *VMFA on the Road* visitors (278,000). *VMFA on the Road* has been seen by more than 76,000 Virginians between May and August 2022. Mr. Nyerges provided an update on attendance for *Tsberin Sherpa: Spirits* and *Whistler to Cassatt: American Painters in France*, which closed on July 31 with a final attendance of 58,551 people. He provided an update on the Capital Campaign, noting that total gifts and commitments stand at \$254 million, or 69% of its goal. Of these funds, \$129 million is from private donors and support from the Commonwealth of Virginia stands at \$125 million.

VII. COMMITTEE REPORTS

a. Art and Collections Committee

Committee Chair Anne Edwards reported on a presentation from VMFA Director of Imaging Services Travis Fullerton that described the work that supports cataloging the museum's collection and assists conservators and marketing and communications, among others. The Committee also toured the gallery spaces for *Storied Strings: The Guitar in American Art* exhibition prior to installation.

b. Fiscal Oversight Committee

Committee Chair David Goode reported that Mr. Andrew Harris outlined the FY22 year-end report, stating that both expenses and revenues tracked below budget, allowing the museum to celebrate its 86th year with a balanced budget. He then reported on the current actual to budget report for the first quarter of FY23, noting that revenues and expenses are on track.

c. External Affairs Committee

Ms. Martha Glasser reported on behalf of External Affairs Committee Chair Ken Johnson. The Committee reviewed report-outs from Tom Gutenberger, Chief Development Officer and Deputy Director for Advancement, Jan Hatchette, VMFA Chief Communications Officer and Deputy Director for Marketing and Communications, and Katie Payne, Director of Government Relations.

d. Art Acquisitions Sub-Committee

At 1:04pm the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Dr. Andrew Lewis 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. A roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes.

Motion: Proposed by Dr. Lewis and seconded by Mr. Jeffrey Humber that the Board of Trustees ratify the recommendation the Art Acquisitions Sub-Committee made in the September 13, 2022 meeting to approve the gift, purchase, loan, and deaccession considerations as fully described in the meeting packet. Motion carried.

e. Building Expansion Committee

Committee Chair Monroe Harris reported that the Committee reviewed updates from the Department of General Services and SmithGroup.

VII. ADJOURNMENT

There being no further business, a motion to adjourn the meeting was seconded and approved by the Board at 1:23pm.

Recorded by: Stephanie Cooperstein
Executive Administrator to the Chief Strategy Officer and
Deputy Director for Strategic Planning, Government and Board Relations

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Andrew Lewis

DATE: September 14, 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: Allston / Bland / Brock / Cheng / Conner / Cooper / Crutcher / Dadabhoy / Dye / Edwards / Geldzahler / Goettman / Goode / Glasser / Hardy / J. Harris / M. Harris / Humber / Keyes / Lewis / O'Keefe / Palmer / Petersen / Phipps / Rangarajan / Reynolds / Royal / Smith / Tak / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Ball / Johnson / Layne / Papa / Wilbanks