

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Tuesday, December 7, 2022, 12:30pm
Claiborne Robertson Room

There were present:

Lynette Allston, Trustee President
Brian Ball
Joan Brock
Jim Cheng
Cindy Conner, *via videoconference (health)*
Matt Cooper, *via videoconference (health)*
Betty Crutcher
Rooz Dadabhoy
Ken Dye
Anne Edwards
Janet Geldzahler
Martha Glasser
Ann Goettman
Kirsti Goodwin
Melinda Hardy
Jil Harris
Monroe Harris, *via videoconference (personal)*
Jeff Humber
Bill Keyes
Andy Lewis
Marianne Littel
Sara O'Keefe
Suzy Szasz Palmer
Michelle Petersen
Hubert Phipps
Pam Reynolds
Pam Royal
Anne Smith
Ashlin Wilbanks, *via videoconference (personal)*
Michel Zajur

Absent:

Gilbert Bland
Ken Johnson
Aubrey Layne
Tom Papa
Rupa Tak

By Invitation:

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

Kathryn Blessing
Caprice Bragg
Courtney Freeman
Aimee Guidera, Secretary of Education
Tom Gutenberger
Andrew Harris
Jan Hatchette
Deborah Love, Office of the Attorney General
Cindy Marquez, Office of the Attorney General
Karen McGill
Colleen Milewski
Jay Olander, Foundation Board President
Katie Payne
Hallie Pence, Office of the Governor
Maressa Pinnock, SmithGroup
Mimi Ryland, Council President
Dayton Schroeter, SmithGroup
Sarah Spota, Deputy Secretary of Education
Michael Taylor
Chris Wood, SmithGroup

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:30pm.

II. MINUTES APPROVAL

Motion: Proposed by Ms. Allston and seconded by Dr. Betty Crutcher to approve the minutes of the September 14, 2022 meeting of the Board of Trustees as distributed.
Motion carried.

III. REPORT OF THE PRESIDENT

Ms. Allston recognized those in attendance from the Governor's Office, and introduced two newly appointed Trustees: Kirsti Goodwin and Marianne Littel. She also acknowledged the contributions of David Goode whose term on the Board of Trustees has been completed.

IV. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Director and Chief Executive Officer Alex Nyerges provided a Foundation Board report in the absence of Foundation Board President Jay Olander. The Foundation Board met in November and discussed current fundraising results to date and the status of the endowment.

Mr. Nyerges then provided a museum update, beginning with exhibitions. *Storied Strings: The Guitar in American Art* has attracted 16,000 visitors through November month-end with an attendance goal of 50,000. The exhibition is on view for 16 more weeks, and Mr. Nyerges noted that 20-30% of attendance is typically realized in the final two weeks an exhibition is

open. *Isaac Julien: Lessons of the Hour - Frederick Douglass* is opening this week and he encouraged everyone to see it. Mr. Nyerges reported that the recently selected construction manager at risk, Gilbane Building Company, will be working on finalizing the cost and timeline for the expansion and renovation project with more information to come in early 2023. The momentum is continuing with the campaign and Mr. Nyerges asked Mr. Tom Gutenberger, Chief Development Officer and Deputy Director of Advancement to provide a brief update. Mr. Gutenberger reported that through November month end, the campaign total has reached \$259 million toward the current goal of \$365 million, a goal that is under review due to the rising expansion costs.

V. COMMITTEE REPORTS

a. Education Committee

Committee Chair Jil Harris thanked Joan Brock for her recent gift to endow the Joan P. Brock Director of Education and Assistant Deputy Director for Art and Education, a position held by Celeste Fetta. Ms. Harris reported that the committee learned that 78 summer camps were held this year with 3,000 youth/teens attending. *Richmond Magazine* named VMFA as having “The Best Youth Art Instruction.” Latin American Family Day had 2,500 in attendance. China Fest will take place in February. A full-time Statewide and Aaron Siskind Fellowships Coordinator has been hired. *VMFA on the Road* has seen 150,000 visitors this year with 45 different residencies across the state. The state has allocated funding for a new artmobile to replace the current one. The new vehicle is scheduled to be customized and ready by June 30, 2023. Ms. Harris thanked Dr. Crutcher for her assistance on the Education Committee.

b. Fiscal Oversight

Committee Chair Jeff Humber recognized David Goode for his service as the previous Chair for Fiscal Oversight. He thanked Mr. Andrew Harris and Mr. Nyerges for their assistance in the transition. The current operating budget is on target with the expectation that it will be balanced as required. The museum has recovered substantially post-pandemic. FY24 budget is being built.

c. External Affairs

Committee Vice Chair Dr. Pam Royal reported for the External Affairs Committee in Chair Ken Johnson’s absence. Dr. Royal asked Director of Government Relations Ms. Katie Payne for an update. Dr. Royal reported for the Advancement and Membership update. Membership stands at 33,775 as of October month end, up 2,270 from this time last year, and FY23 fundraising is at \$5.2 million, up over \$1 million from last year. She then invited Chief Communications Officer and Deputy Director for Communications and Marketing Jan Hatchette to report on exhibition communication efforts for *Storied Strings* and *Isaac Julien* and the success of recent email and social media marketing strategies.

d. Building Expansion Committee

Ms. Allston provided an update in the absence of Building Committee Chair Dr. Monroe Harris. SmithGroup shared schematic designs with the Building Committee and Ms. Allston invited Dayton Schroeter, Lead Designer, to offer highlights to the Full Board.

e. Art Acquisitions Sub-Committee

Motion: Proposed by Ms. Allston and seconded by Dr. Andy Lewis that the Board of Trustees go into closed session to discuss proposed art purchases, gifts, deaccessions, and loans. The relevant exemption is Section 22-3711(A)(6 and 10) of the Code of Virginia. Motion carried.

Senior Assistant Attorney General Cindy Marquez reminded Trustees that anything discussed in closed session is strictly confidential.

At 1:20pm, 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. Jeff Humber that the Board of Trustees ratify the recommendations the Art Acquisitions Sub-Committee made in the December 7 meeting to approve the gift, purchase, deaccessions, and loan considerations as fully described in the meeting packet. Motion carried.

Motion: Proposed by Ms. Allston and seconded by Dr. Lewis that the Art Acquisitions Sub-Committee ratify the recommendation that Alex Nyerges and Michael Taylor be authorized to accept gifts of art offered to the museum between December 7 and December 31, 2022.

VI. CLOSED SESSION TO DISCUSS PERSONNEL

Motion: Proposed by Ms. Allston and seconded that the Board of Trustees go into closed session to discuss specific personnel. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 1:40pm, 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.

VII. CLOSED SESSION FOR LEGAL ADVICE

Motion: Proposed by Ms. Allston and seconded by that the Board of Trustees go into closed session to consult with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel. The relevant exemptions are Section 2.2-3711(A), subsections (8) and (29) of the Code of Virginia. Motion carried.

At 2:45pm, 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.

VIII. ADJOURNMENT

There being no further business, a motion to adjourn the meeting was seconded and approved by the Board at 2:48pm.

Recorded by: Karen McGill
Executive Administrator

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Andrew Lewis

DATE: December 7, 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 / Ball / Brock / Cheng / Conner / Crutcher / Dadabhoy / Dye / Edwards / Geldzahler / Goettman / Goodwin / Glasser / Hardy / J. Harris / M. Harris / Humber / Keyes / Lewis / Littel / O'Keefe / Palmer / Petersen / Phipps / Reynolds / Royal / Smith / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: Conner / Cooper / Wilbanks

ABSENT DURING MEETING: Bland / Johnson / Layne / Papa / Tak