

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, March 15, 2023, 12:30pm
Claiborne Robertson Room

There were present:

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

Absent:

Gilbert Bland
Jil Harris
Marianne Littel
Pam Reynolds
Rupa Tak

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Jame Anderson, SmithGroup
Kay Baker
Candy Banks
Nan Boyd, Council President-Elect

Caprice Bragg
Stephanie Cooperstein
Birch Douglass
Courtney Freeman
Tom Gutenberger
Andrew Harris
Jan Hatchette
Cindy Marquez, Office of the Attorney General
Colleen Milewski
Jay Olander, Foundation Board President
Katie Payne
Mimi Ryland, Council President
Dayton Schroeter, SmithGroup
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:29pm.

II. MINUTES APPROVAL

Motion: Proposed by Dr. Monroe Harris and seconded by Mr. Ken Dye to approve the minutes of the December 7, 2022 meeting of the Board of Trustees as distributed.
Motion carried.

III. REPORT OF THE PRESIDENT

Ms. Allston welcomed Jame Anderson and Dayton Schroeter from SmithGroup. She also shared that Mr. Aubrey Layne resigned from the Board due to his work and other commitments. Ms. Allston thanked Ms. Ann Goettman for arranging a tour of *The Art Experience at the Executive Mansion* for Trustees on March 14, 2023.

IV. CLOSED SESSION FOR LEGAL ADVICE

Motion: Proposed by Ms. Allston and seconded by Dr. Harris that the Board of Trustees meeting 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 12:46pm, 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.

V. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

VMFA Director and Chief Executive Officer Alex Nyerges provided a report on behalf of Foundation Board President Jay Olander. He reported that the Foundation Board met in February 2023 and discussed current fundraising results and the status of the endowment. At that time, endowment assets were valued at \$277 million.

Mr. Nyerges then provided a museum update, beginning with acknowledgement of VMFA's many successes in calendar year 2022. He informed the Committee that *Storied Strings: The Guitar in American Art* has attracted more than 46,000 visitors through February month-end, with an attendance goal of 50,000. *Isaac Julien: Lessons of the Hour - Frederick Douglass* has been viewed by nearly 30,000 visitors as of March 3, 2023. Campaign momentum is continuing and Mr. Nyerges reported that through February month end \$264 million has been raised toward the current expansion goal of \$365 million. It is anticipated that the campaign goal will increase due to rising construction costs.

VI. COMMITTEE REPORTS

a. Art & Collections Committee

Committee Chair Anne Edwards reported that Courtney Freeman VMFA Interim Deputy Director for Conservation and Collections, discussed the necessity of updating the Collections Management Policy in anticipation of the 2024-2025 reaccreditation process. The committee will review the proposed updated policy and subsequently make a recommendation for approval to the Board of Trustees. Ms. Edwards said that the committee also heard an update on the African Art Collection Plan from Dr. Ndubuisi Ezeoluomba, VMFA Curator of African Art.

b. Art Acquisitions Sub-Committee

Motion: Proposed by Ms. Allston and seconded by Dr. Andrew 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 1:30pm, 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 Dr. Pamela Royal that the Board of Trustees ratify the recommendations the Art Acquisitions Sub-Committee made in the March 14, 2023 meeting to approve the gift, purchase, deaccessions, and loan considerations as fully described in the meeting packet. Motion carried.

c. Fiscal Oversight Committee

Committee Chair Jeff Humber reported that the current operating budget is on target with the expectation that it will be balanced as required by fiscal year end. The FY24 budget is being finalized and will be reviewed by the committee in June. Mr. Humber said that the committee also reviewed a report-out on the FY21 Audit by the Department of Public Accounts.

d. External Affairs

Committee Vice Chair Pamela Royal reported that the committee received updates from Katie Payne, VMFA Director of Government Relations; Tom Gutenberger, VMFA Chief Development Officer and Deputy Director for Advancement; and Jan Hatchette VMFA Chief Communications Officer and Deputy Director for Communications and Marketing. Dr. Royal shared highlights from those reports, noting that the legislature adjourned its Session after adopting a “skinny budget” that will hold over until it reconvenes, FY23 fundraising is at \$10.9 million, and communications plans for *Benjamin Wigfall and Communications Village* and *Whitfield Lovell: Passages* were reviewed with the committee.

e. Building Expansion Committee

Chair Monroe Harris stated that during the Committee’s meeting SmithGroup shared some preliminary building designs. He then invited Mr. Dayton Schroeter, SmithGroup Lead Designer, and Ms. Jame Anderson, SmithGroup Principal-in-Charge, to share highlights of that presentation to the full Board of Trustees.

VII. OTHER BUSINESS/ ADJOURNMENT

Ms. Allston recognized outgoing VMFA Council President Mimi Ryland. Ms. Ryland introduced the Council’s President-Elect, Nan Boyd, to the Board, noting that Ms. Boyd will present the group’s annual update at the Board of Trustees’ June 2023 meeting.

There being no further business, a motion to adjourn the meeting was seconded and approved by the Board at 1:59pm.

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: Monroe Harris

DATE: March 15, 2023

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 / Cooper / Crutcher / Dadabhoy / Dye / Edwards / Geldzahler / Goettman / Goodwin / Glasser / Hardy / M. Harris / Humber / Johnson / Keyes / Lewis / O'Keefe / Palmer / Papa / Petersen / Phipps / Royal / Smith / Wilbanks / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Bland / J. Harris / Littel / Reynolds / Tak

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Andrew Lewis

DATE: March 15, 2023

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NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Bland / J. Harris / Littel / Reynolds / Tak