

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, June 14, 2023, 12:30pm
Claiborne Robertson Room

There were present:

Lynette Allston, President
Brian Ball
Joan Brock
Matt Cooper
Betty Crutcher
Rooz Dadabhoy
Ken Dye
Anne Edwards
Janet Geldzahler
Martha Glasser
Ann Goettman
Melinda Hardy
Jeffery Humber
Ken Johnson
Andrew Lewis
Marianne Littel
Sara O'Keefe
Tom Papa
Michelle Petersen
Hubert Phipps, *videoconference (personal)*
Pamela Reynolds
Pamela Royal
Anne Smith
Michel Zajur

Absent:

Jim Cheng
Cindy Conner
Gilbert Bland
Kirsti Goodwin
Jil Harris
Monroe Harris
Bill Keyes
Suzy Szasz Palmer
Rupa Tak
Ashlin Wilbanks

By Invitation:

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

Darian Bolboaca-Negru, Secretary of Education Office Intern
Ali Buckner, Secretary of Education Office Intern
Candy Banks
Nan Boyd, VMFA Council President
Caprice Bragg
Stephanie Cooperstein
Birch Douglass
Courtney Freeman
Rachel Graf, Office of the Attorney General Intern
Aimee Guidera, Secretary of Education
Tom Gutenberger
Andrew Harris
Jan Hatchette
Tim Hill
Cindy Marquez, Office of the Attorney General
Colleen Milewski
Jay Olander, VMFA Foundation Board President
Maressa Pinnock, SmithGroup
Jamal Ross, Secretary of Education Office Intern
Dayton Schroeter, SmithGroup
Michael Taylor
Kimberly Wilson
Chris Wood, SmithGroup

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:32pm.

II. MINUTES APPROVAL

Motion: Proposed by Ms. Anne Edwards and seconded by Dr. Andrew Lewis to approve the minutes of the March 15, 2023 meeting of the Board of Trustees as distributed.
Motion carried.

III. REPORT OF THE PRESIDENT

Ms. Allston welcomed Virginia Secretary of Education Aimee Guidera to the meeting, as well SmithGroup's Jame Anderson, Dayton Schroeter, Belilta Asfaw, Maressa Pinnock, and Chris Wood. She also introduced newly appointed Trustee, Ms. Marcia Gilliam from Bristol.

IV. CLOSED SESSION FOR LEGAL ADVICE

Motion: Proposed by Ms. Allston and seconded by Mr. Brian Ball 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 1:04pm, 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 FOUNDATION PRESIDENT

Foundation President Jay Olander informed the committee that at its May 10, 2023 the VMFA Foundation Board approved the FY24 Budget, elected three new directors, re-elected three directors, and elected a slate of officers for FY24. The Foundation's assets are currently valued at \$281,490, 327.

VI. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Alex Nyerges, VMFA Director and Chief Executive Officer, provided a museum update, beginning with acknowledgement and thanks to everyone that attended the annual board dinner. He reported that *Storied Strings: The Guitar in American Art* attracted more than 50,256 visitors before closing in March 2023, exceeding its attendance goal of 50,000. The exhibition has now opened at the Frist Museum in Nashville, Tennessee. *Isaac Julien: Lessons of the Hour - Frederick Douglass* has been viewed by nearly 45,000 visitors as of the end of May. Mr. Nyerges reported that the campaign's momentum continues, with \$265.6 million raised toward the current expansion goal of \$365 million. It is anticipated that the campaign goal will increase due to rising construction costs.

VII. COUNCIL ANNUAL REPORT

Nan Boyd, recently elected VMFA Council President, delivered The Council's fiscal year end report on behalf of Mimi Ryland. She reported on the group's many successes in the past fiscal year, which include an increase in membership, digitizing the *Council Connections* newsletter, and hosting three lecture luncheons. Ms. Boyd also shared that in FY23 Council volunteers contributed 34,300 hours of service. Goals for the next fiscal year include developing draft initiatives and implementing strategic-based budgeting.

VIII. COMMITTEE REPORTS

a. Nominating Sub-Committee

Sub-Committee Chair Ken Dye reported that the group met on April 19, 2023 and has a recommendation to bring forward.

Motion: Proposed by Mr. Dye and seconded by Mr. Tom Papa that the Board of Trustees elect Ms. Lynette L. Allston as an officer to serve as President for a one-year term, ending on June 30, 2024. Motion carried unanimously.

Mr. Dye next reported that Dr. Monroe Harris will reach the end of his maximum term on June 30, 2023, and that six other Trustees will reach the end of their first terms at that same time. He noted Trustees remain active until the governor reappoints them or names successors. The sub-committee plans to request that all of the eligible Trustees be reappointed.

b. Art Acquisitions Sub-Committee

Motion: Proposed by Ms. Allston and seconded by Dr. 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.

At 1:34pm, 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. Betty Crutcher that the Board of Trustees ratify the recommendations the Art Acquisitions Sub-Committee made in the June 13, 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 Jeffery 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 final FY24 budget was then reviewed by the committee.

Motion: Proposed by Mr. Humber and seconded by Mr. Dye that the Board of Trustees approve the FY24 budget as distributed. Motion carried.

d. Building Expansion Committee

Ms. Allston stated that during the committee's meeting SmithGroup shared some preliminary exterior designs. She then invited Mr. Dayton Schroeter, SmithGroup Lead Designer, to share highlights of that presentation to the full Board of Trustees.

e. External Affairs

Committee Chair Pamela Royal reported that the committee received updates from Tom Gutenberger, VMFA Chief Development Officer and Deputy Director for Advancement; Jan Hatchette, VMFA Chief Communications Officer and Deputy Director for Communications and Marketing; and Caprice Bragg, VMFA Chief Strategy Officer and Deputy Director of Strategic Planning, Government and Board Relations. Dr. Royal shared highlights from those reports, noting that FY23 fundraising is at \$13.7 million and a communication plan for *Willie Anne Wright: Artist and Alchemist* were reviewed with the committee.

f. Education Committee

Committee Co-Chair Dr. Betty Crutcher reported that Celeste Fetta, VMFA Joan P. Brock Director of Education and Assistant Deputy Director for Art and Education, shared a report on the success of this year's *Teen Stylin: Illusion Runway Show*, which had

nearly 500 individuals in attendance. She also noted that Jeffrey Allison, VMFA Director of Statewide Programs and Exhibitions and Paul Mellon Collection Educator, provided a report on the next *VMFA on the Road* exhibition, *Love, Laughter, Tears: How Artists View Emotions*.

VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded and approved by the Board at 2:06pm.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Brian Ball

DATE: June 14, 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 / Cooper / Crutcher / Dadabhoy / Dye / Edwards / Geldzahler / Gilliam / Goettman / Glasser / Hardy / Humber / Johnson / Lewis / Littel / O'Keefe / Papa / Petersen / Reynolds / Royal / Smith / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Bland / Cheng / Conner / Goodwin / J. Harris / M. Harris / Keyes / Palmer / Tak / Wilbanks

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Andrew Lewis

DATE: June 14, 2023

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VOTE

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NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Bland / Cheng / Conner / Goodwin / J. Harris / M. Harris / Keyes / Palmer / Tak / Wilbanks