

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, September 13, 2023, 12:00pm
Claiborne Robertson Room

There were present:

Lynette Allston, President
Brian Ball
Gilbert Bland
Joan Brock
Cindy Conner
Betty Crutcher
Rooz Dadabhoy
Ken Dye
Anne Edwards
Janet Geldzahler
Marcia Gilliam
Martha Glasser
Ann Goettman, *videoconference (personal)*
Kirsti Goodwin
Melinda Hardy
Jil Harris
Jeffery Humber
Ken Johnson
Andrew Lewis
Marianne Littel
Sara O'Keefe, *videoconference (personal)*
Suzy Szasz Palmer, *videoconference (personal)*
Tom Papa
Pamela Reynolds
Anne Smith
Rupa Tak, *videoconference (personal)*
Ashlin Wilbanks
Michel Zajur

Absent:

Jim Cheng
Matt Cooper
Monroe Harris
Bill Keyes
Michelle Petersen
Pamela Royal

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Kay Baker
Candy Banks
Nan Boyd, VMFA Council President

Caprice Bragg
Stephanie Cooperstein
Courtney Freeman
Emily Anne Gullickson, Deputy Secretary of Education
Tom Gutenberger
Andrew Harris
Jan Hatchette
Cindy Marquez, Office of the Attorney General
Colleen Milewski
Hallie Pence, Office of the Governor
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:05pm.

II. MINUTES APPROVAL

Motion: Proposed by Ms. Allston and seconded by Mr. Jeff Humber to approve the minutes of the June 14, 2023 meeting of the Board of Trustees as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Ms. Allston welcomed Virginia Deputy Secretary of Education Emily Anne Gullickson to the meeting, as well as Virginia Deputy Policy Director, Office of the Governor Hallie Pence. She then provided a synopsis of the Executive Committee's meeting on September 12, 2023, during which Virginia Museum of Fine Arts (VMFA) Director and Chief Executive Officer Alex Nyerges presented the FY23 Director's Report and FY24 Director's Goals. Ms. Allston noted that the museum's mission was advanced during the last fiscal year and that the committee unanimously approved an annual FY23 performance bonus for Mr. Nyerges. She concluded her report by drawing attention to copies of Section 4-3.01 of the Appropriation Act and signed Deficit Provision Acknowledgement Form at each table, explaining that this section prohibits of the Commonwealth from carrying a deficit without prior approval by the Governor.

IV. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

On behalf of VMFA Foundation President Jay Olander, Mr. Nyerges provided an update on the August 29, 2023 meeting of the Foundation Board of Directors. He noted that the Foundation's assets are currently valued at \$298,262,959. Mr. Nyerges provided a museum update, highlighting statistics from his FY23 Director's Report. He also announced that the exhibitions, *Benjamin Wigfall and Communications Village* and *Whitfield Lovell: Passages*, are set to exceed their attendance goal of 15,000 visitors. He added that the Wigfall exhibition will remain open until September 19, 2023 so that Richmond Public School students can see it. Mr. Nyerges reported that the campaign's momentum continues, with \$270.6 million raised. He noted it is anticipated that the campaign goal will increase due to rising construction costs.

V. BEST PRACTICES FOR AGENCY TRUSTEES

Virginia Senior Assistant Attorney General Cynthia Marquez presented an annual review of best practices for agency trustees in the Commonwealth of Virginia. She highlighted statutory duties and requirements for the Freedom of Information Act. Following her presentation, Mr. Nyerges congratulated Ms. Marquez on her upcoming retirement and thanked her for her dedication as the museum's legal counsel.

VIII. COMMITTEE REPORTS

a. Compliance Sub-Committee

Ms. Janet Geldzahler and Mr. Brian Ball provided an update on a reinstallation of the Mellon Galleries and the continued communication and coordination with the executors of Mr. Paul Mellon's estate. Ms. Geldzahler encouraged Trustees to tour the galleries. Hallie Pence, Deputy Policy Director, Office of the Governor, extended appreciation on behalf of the Office of the Governor.

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.

At 12:57pm, 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. Tom Papa that the Board of Trustees ratify the recommendations the Art Acquisitions Sub-Committee made in the September 12, 2023 meeting to approve the gift, purchase, deaccessions, and loan considerations as fully described in the meeting packet. Motion carried.

c. Art and Collections Committee

Committee Chair Anne Edwards shared that the committee reviewed and approved a recommendation to present an updated Collections Management Policy to the full board for approval at the next quarterly meeting. The draft policy will be distributed to the full board for review in advance of that meeting. She said the committee also heard presentations from VMFA Deputy Director for Art and Education Michael Taylor on the exhibition portfolio and from VMFA E. Rhodes and Leona B. Carpenter Curator of East Asian Art Li Jian on the upcoming exhibition, *Samurai: Armor from the Collection of Ann and Gabriel Barbier Mueller*.

d. Fiscal Oversight Committee

Committee Chair Jeffery Humber reported that FY23 ended with a balanced budget. He noted that FY24 is currently tracking as predicted and that the committee has begun to receive specific reports on the revenues generated by the museum's enterprises.

e. Building Expansion Committee

Ms. Allston stated that during the committee's meeting SmithGroup shared updates to their preliminary designs. The decision was made to move all public spaces above ground for savings in construction costs. She also stated that Mr. Nyerges provided an update on the Leslie Cheek Theater renovations.

f. External Affairs

Ms. Allston reported that the committee received updates from Mr. Tom Gutenberger, VMFA Chief Development Officer and Deputy Director for Advancement; Ms. Jan Hatchette, VMFA Chief Communications Officer and Deputy Director for Communications and Marketing; and Ms. Caprice Bragg, VMFA Chief Strategy Officer and Deputy Director of Strategic Planning, Government and Board Relations. Ms. Allston shared highlights from those reports, noting that the Advancement team is fully staffed, total fundraising for FY23 was \$16.2 million, and communication plans for the capital campaign and *Dawoud Bey: Elegy* were shared.

VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded and approved by the Board at 1:12pm.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Andy Lewis

DATE: September 13, 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 / Bland / Brock / Conner / Crutcher / Dadabhoy / Dye / Edwards / Geldzahler / Gilliam / Goettman / Glasser / Goodwin / Hardy / J. Harris / Humber / Johnson / Lewis / Littel / O'Keefe / Palmer / Papa / Reynolds / Smith / Tak / Wilbanks / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cheng / Cooper / M. Harris / Keyes / Petersen / Royal