

Virginia Museum of Fine Arts
Minutes of the Board of Trustees Meeting
Tuesday, December 5, 2023, 12:30pm
Claiborne Robertson Room

There were present:

Lynette Allston, President
Brian Ball
Gilbert Bland
Loran Brueggen
Jim Cheng, *virtual (personal)*
Cindy Conner
Betty Crutcher
Ken Dye
Anne Edwards
Emily Franklin, *virtual (personal)*
Janet Geldzahler
Marcia Gilliam, *virtual (personal)*
Martha Glasser
Ann Goettman
Melinda Hardy
Ken Johnson
Marianne Littel
Sara O'Keefe
Tom Papa
Amanda Qreitem
Pamela Reynolds
Pam Royal
Christina Shin
Anne Smith
Michel Zajur, *videoconference (health)*

Absent:

Matt Cooper
Rooz Dadabhoy
Kirsti Goodwin
Jil Harris
Bill Keyes
Whitney Murphy
Michelle Petersen
Rupa Tak
Ashlin Wilbanks

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Jame Anderson, SmithGroup Principal-in-Charge
Kay Baker
Candy Banks

Nan Boyd, VMFA Council President
Caprice Bragg
Stephanie Cooperstein
Courtney Freeman
Andrew Harris
Jan Hatchette
Deb Love, Office of the Attorney General
Colleen Milewski
Jay Olander, VMFA Foundation President
Dayton Schroeter, SmithGroup Lead Designer
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 12:33pm.

II. MINUTES APPROVAL

Motion: Proposed by Mr. Ken Dye and seconded by Mr. Tom Papa to approve the minutes of the September 13, 2023 meeting of the Board of Trustees as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Ms. Allston welcomed new Trustees, Ms. Loran Brueggen, Ms. Emily Franklin, Ms. Whitney Murphy, Ms. Amanda Qreitem, and Mrs. Christina Shin to the board, and Secretary Deb Love, Senior Assistant Attorney General, to the meeting. She announced that Mr. Brian Ball, Mr. Matt Cooper, and Dr. Pamela Royal have been selected as the new chairs of the Building Committee, Art Acquisitions Sub-Committee, and Fiscal Oversight Committee, respectively.

IV. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

On behalf of the Virginia Museum of Fine Arts (VMFA) Foundation President Jay Olander, Mr. Alex Nyerges, VMFA Director and Chief Executive Officer, reported that the Foundation Board of Directors met November 14, 2023 and elected four new directors: Ms. Nupa Agarwal, Mr. Damian Klute, Ms. Elizabeth Locke, and Ms. Kelly Till. Additional Foundation updates included that the museum received a clean fiscal year 2023 (FY23) audit and that as of September 30, 2023, assets were at \$278 million.

Mr. Nyerges next reported on FY24 by the numbers as of October 31, 2023, noting the capital campaign gifts and commitments' \$277 million total and the museum's 1,600 statewide partners and 140,000 general visitors. He shared that VMFA's new Artmobile trailer, which is 200 square feet larger, will premier the exhibition, *Love, Laughter, Tears: An Artist's Guide to Emotions*, in January 2024, and noted the museum's current special exhibitions, *Cy Twombly, Morocco, 1952/1953*, *Willie Anne Wright: Artist and Alchemist*, and *Dawoud Bey: Elegy*. Mr. Nyerges reported that Ms. Katherine Field, Curator of British Sporting Art at the British Sporting Art Trust and Senior Editor of the Philip de László Catalogue Raisonné, was the keynote speaker at the November 1, 2023 VMFA 1936 Society

Lunch and at the annual VMFA Paul Mellon Lecture, which had 400 people in attendance and many livestream viewers as well. Mr. Nyerges concluded his report with the announcement of the December 10, 2023 opening of Floris, the VMFA's new tearoom, which is 99% sold out for its inaugural month.

V. COMMITTEE REPORTS

a. Fiscal Oversight Committee

Committee Chair Pam Royal reported that the Committee reviewed current budget reports at its most recent meeting, noting that the first quarter is tracking well and that a balanced budget is anticipated for the 88th consecutive year. She reminded trustees that the museum's budget principles are centered on a people-based/investment in staff approach, transparency and accountability, and a strategic, fiscally responsible use of both Commonwealth general funds and private donations for the residents of Virginia and beyond.

b. Building Expansion Committee

Mr. Nyerges reported that the architects from SmithGroup have completed the schematic design phase of the project. The design has been shared with the Art and Architectural Review Board and is under review by the Division of Engineering and Building within the Commonwealth's Department of Planning and Budget. He noted that renovation of the Leslie Cheek Theater will begin in January 2024 and is scheduled to be complete by August 2024. Ms. Jame Anderson, SmithGroup Principal-in-Charge, provided a review of the schematic design to-date and reiterated the importance of complying with legislative intent. Mr. Dayton Schroeter, SmithGroup Lead Designer, concluded with a presentation of the revised schematic design for exterior massing.

c. Art and Collections

Committee Chair Anne Edwards discussed the committee-approved draft of the VMFA Conservation and Collection Policy, which was circulated to Board members for review prior to today's meeting.

Motion: Proposed by Mr. Papa and seconded by Ms. Lynette Allston that the Board of Trustees approve the Collection Management Policy, as recommended by the Art and Collections Committee. Motion carried.

d. Art Acquisitions Sub-Committee

At 1:22pm the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Ms. Janet Geldzahler that the Board of Trustees go into closed session to discuss proposed art purchases, gifts, deaccessions, and loans and 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)(6, 8, 10, and 29) of the Code of Virginia. Motion carried.

At 1:42pm, the meeting resumed in open session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Ms. Geldzahler that the Board of Trustees come out of the closed session and to certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolutions distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes.

Motion: Proposed by Ms. Geldzahler and seconded by Mr. Papa to ratify the recommendations the Art Acquisitions Sub-Committee made in the December 5, 2023 meeting to approve the gift, purchase, deaccessions, and loan considerations as fully described in the meeting packets. Motion carried.

Motion: Proposed by Ms. Geldzahler and seconded by Mr. Dye to authorize Director and CEO Alex Nyerges and Dr. Michael Taylor, Chief Curator and Deputy Director for Art and Education, to accept gifts of art offered to the museum between December 6, 2023 and December 31, 2033. Motion carried.

e. Compliance Sub-Committee

At 1:45pm the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Mr. Ball 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)(8 and 29) of the Code of Virginia. Motion carried. Motion carried.

At 1:55pm, the meeting resumed in open session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Mr. Dye that the Board of Trustees come out of the closed session and to certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolutions distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes.

Ms. Allston noted that the Board of Trustees reviewed the Mellon agreements to ensure compliance.

f. External Affairs Committee

Ken Dye provided an update from the Committee's December 4, 2023 meeting. He shared that total gifts and commitments for fiscal year 2024 (FY24) are at \$6.2 million (142% over FY23), campaign fundraising continues to progress, and that the Committee received an overview of the marketing of the exhibitions *Willie Anne Wright: Artist and Alchemist* and *Dawoud Bey: Elegy* and communication plans for the upcoming *Samurai Armor from the Collection of Ann and Gabriel Barbier-Mueller* exhibition.

g. Education Committee

Co-Chair Dr. Betty Crutcher reported on recent education and statewide updates from the December 4, 2023 committee meeting. These included educational activities and programs that were held in conjunction with the museum's *Benjamin Wigfall and Communications Village*, *Whitfield Lovell: Passages* exhibitions and its permanent collection, as well as behind the scenes visits to VMFA's archives, Studio School, Photography Studio, and the David and Susan Goode Conservation Studio. She noted the success of *Family Day*, *Celebrate the Art of Latin America: Colombia* held in September 2023, and the museum's Distance Learning team. Dr. Crutcher concluded her report with an update on the new *VMFA on the Road* trailer and its upcoming exhibition, *Love, Laughter, Tears: An Artists Guide to Emotions*.

VI. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded, and approved by the committee at 2:00pm.

Recorded by: Kay Baker
Administrative Assistant

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Janet Geldzahler

DATE: December 5, 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 / Brueggen / Cheng / Conner / Crutcher / Dye / Edwards / Franklin / Geldzahler / Gilliam / Goettman / Glasser / Hardy / Johnson / Littel / O'Keefe / Papa / Qreitem / Reynolds / Royal / Shin / Smith / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper / Dadabhoy / Goodwin / Harris / Keyes / Murphy / Petersen / Tak / Wilbanks

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Brian Ball

DATE: December 5, 2023

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VOTE

AYES: Allston / Ball / Bland / Brueggen / Cheng / Conner / Crutcher / Dye / Edwards / Franklin / Geldzahler / Gilliam / Goettman / Glasser / Hardy / Johnson / Littel / O'Keefe / Papa / Qreitem / Reynolds / Royal / Shin / Smith / Zajur

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper / Dadabhoy / Goodwin / Harris / Keyes / Murphy / Petersen / Tak / Wilbanks