

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, March 20, 2024, 12:30pm
Claiborne Robertson Room

There were present:

Lynette Allston, President
Brian Ball
Loran Brueggen
Jim Cheng, *Virtual (personal)*
Cindy Conner, *Virtual (personal)*
Matt Cooper
Betty Crutcher
Roos Dadabhoy
Ken Dye
Anne Noland Edwards
Emily Franklin
Janet Geldzahler
Marcia Gilliam
Martha Glasser, *Virtual (personal)*
Ann Goettman, *Virtual (personal)*
Kirsti Goodwin
Melinda Hardy
Jil Harris
Bill Keyes
Marianne Littel
Sara O'Keefe
Tom Papa, *Virtual (personal)*
Michelle Petersen
Pamela Reynolds
Pam Royal
Christina Shin
Anne Smith
Ashlin Wilbanks
Michel Zajur, *Virtual (personal)*

Absent:

Gil Bland
Ken Johnson
Whitney Murphy
Amanda Qreitem
Rupa Tak

By Invitation:

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

Caprice Bragg
David Cary
Stephanie Cooperstein
Courtney Freeman
Aimee Guidera, Secretary of Education
Abby Gump, Office of the Attorney General
Tom Gutenberger
Andrew Harris
Jan Hatchette
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

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

II. MINUTES APPROVAL

Motion: Proposed by Dr. Pam Royal and seconded by Ms. Anne Noland Edwards to approve the minutes of the December 5, 2023 meeting of the Board of Trustees as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Ms. Allston welcomed Secretary of Education Aimee Guidera and recently appointed trustee Ms. Emily Franklin. She thanked those in attendance, noting that their commitment of time is valued.

IV. REPORT OF THE FOUNDATION PRESIDENT

On behalf of Jay Olander, President of the Board of Directors of the Virginia Museum of Fine Arts Foundation, Mr. Alex Nyerges, Director and Chief Executive Officer, reported that the Foundation met in February and is focused on the museum expansion and related campaign, fundraising, and stewarding the endowment.

V. REPORT OF THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr. Nyerges reported that as of February 29, 2024, the museum has a total of \$290 million in campaign gifts and commitments, 453,000 participants in Statewide programs, and 30,000 members. He shared that exhibition attendance for *Willie Anne Wright: Artist and Alchemist* was at 36,647 as of March 17, 2024, and that the exhibition has been extended to June 9, 2024. Mr. Nyerges reported that *Dawoud Bey: Elegy* closed on February 25, 2024 with a final attendance of 24,868. Featuring a sold-out *Picturing the Black Racial Imaginary* symposium and keynote speech, *Elegy* received positive reviews in numerous publications, including *The Washington Post*, *The Wall Street Journal*, and *The New York Times*, among others. Mr. Nyerges made note of the following upcoming VMFA exhibitions, *Samurai Armor from the Collection of Ann and Gabriel Barbier Mueller*, *American, born Hungary: Kertész, Capa, and the Hungarian American Photographic Legacy*, and *A Long Arc: Photography and the American South since 1845*.

He next reported on recent VMFA events, including the opening of Floris, and the well-attended 2024 Annual General Assembly Reception. He recognized the recent reputation-building awards, Dr. Sarah Eckhardt, Associate Curator of Modern and Contemporary Art, on Culture Type naming the *Benjamin Wigfall and Communications Village* exhibition catalogue as one of the top 13 books on Black Art, and Ms. Celeste Fetta, Joan P. Brock Director of Education and Assistant Deputy Director of Art and Education, on being selected as the Southeastern Region Museum Education Art Educator by the National Art Education Association. Mr. Nyerges shared that the museum's 2024 *ChinaFest: Year of the Wood Dragon* was the largest to-date, with 12,850 attendees. He also introduced Mr. David Cary, VMFA's new Director of Government Relations, to the Board.

Mr. Nyerges concluded his report with an expansion and campaign update, which includes the addition of 170,000 square feet and the renovation of another 65,000. He discussed current construction milestones, campaign goals, expansion and renovation fundraising expenses, and current construction fundraising totals. Mr. Tom Gutenberger, Chief Development Officer and Deputy Director of Advancement shared that the campaign has raised \$290,749,596 as of February 29, 2024. He then led a review of the campaign's progress and next steps.

V. COMMITTEE REPORTS

a. Building Expansion Committee

Committee Chair Brian Ball reported that the committee received updates on the expansion, renovation, and Cheek Theater from Mr. Nyerges, Mr. Gutenberger, and the project's architects from SmithGroup. He noted the schematic design is currently being reviewed by the Division of Engineering and Buildings and community discussion groups led by the museum's Community Engagement for Museum Expansion (CEME) committee are scheduled for March 23 and 28, 2024.

b. Fiscal Oversight Committee

Committee Chair Pam Royal reported the committee reviewed the fiscal year 2024 (FY24) second quarterly budget forecast and the FY25 budget process/overview at its last meeting. She reported that, Mr. Andrew Harris, Deputy Director for Finance and Chief Financial Officer, talked about the importance of staff when drafting the budget each year, noting that this is reflected by the fact that 65% of budgeted expenses are personnel costs.

c. Art and Collections Committee

Committee Chair Anne Noland Edwards reported that Dr. Michael Taylor, Chief Curator and Deputy Director for Art and Education, presented an overview of the museum's exhibition portfolio for the next 3 years at the committee's last meeting. He also shared the museum's plans to commemorate the 250th Anniversary of the American Revolution in 2026 with a special exhibition, *Virginia 250: Junius Brutus Stearns' George Washington Series in Context*. Dr. Sylvain Cordier, VMFA Paul Mellon Curator and Head of

the Department of European Art, and Dr. Theresa Cunningham, Assistant Curator of European Art and the Mellon Collections, shared information on a future exhibition, *The Impressionist Revolution: Monet to Matisse*, which will be on loan from the Dallas Museum of Art in 2025. Dr. Cordier and Dr. Cunningham led committee members on a tour of the Mellon collection.

d. Art Acquisitions Sub-Committee

At 1:25pm the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Dr. Betty Crutcher that the Board of Trustees go into closed session to discuss proposed art purchases, gifts, deaccessions, and loans. The relevant exemption is Section 2.2-3711(A)(6 and 10) of the Code of Virginia. Motion carried.

At 1:49pm, the meeting resumed in open session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Mr. Matt Cooper that the board come out of closed session and to certify that the closed session just held was conducted in compliance with Virginia's state law, as set forth in the Certification Resolution 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 Mr. Cooper and seconded by Dr. Crutcher that, in accordance with the recommendation of the Arts Acquisitions Sub-Committee at its March 19, 2024 meeting, the Board approves the gift, purchase, deaccession and loan considerations as fully described in the meeting packets. Motion carried.

e. External Affairs Committee

Committee Chair Ken Dye provided an update, sharing that the committee received fundraising and membership updates from Mr. Gutenberg. He reported that Mr. Cary provided an update on recent legislative budget activities and government-related events at VMFA and that Ms. Jan Hatchette, Chief Communications Officer and Deputy Director for Communications and Marketing, provided an overview of the successful marketing and communication strategies used for *Dawoud Bey: Elegy* and plans for the upcoming *Samurai Armor from the Collection of Ann and Gabriel Barbier-Mueller* exhibition.

VI. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded and approved by the committee at 1:50pm.

Recorded by: Kay Baker
Administrative Assistant

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Betty Crutcher

DATE: March 20, 2024

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 / Brueggen / Conner / Cooper / Crutcher / Dye / Edwards / Franklin / Geldzahler / Gilliam / Goettman / Goodwin / Hardy / Harris / Keyes / Littel / O'Keefe / Papa / Petersen / Reynolds / Royal / Shin / Smith / Wilbanks

NAYS: None

ABSENT DURING VOTE: Cheng / Glasser / Zajur

ABSENT DURING MEETING: Bland / Dadabhoy / Johnson / Murphy / Qreitem / Tak