

Virginia Museum of Fine Arts
Draft Minutes of the Board of Trustees Meeting
Wednesday, June 18, 12:30pm
Clairborne Robertson Room

There were present:

Lynette Allston, President
Brian Ball
Dayal Baxani
Matt Cooper
Betty Neal Crutcher
Ken Dye
Anne Noland Edwards
Emily Franklin
Janet Geldzahler
Ann Goettman
Margaret Hancock
Melinda Hardy
Jil Harris
Roxana Jordan
Bill Keyes
Marianne Littel
Sara O'Keefe
Tom Papa
Pam Royal
Marie Royce
Anne Smith
Emily Weinstein
Michel Zajur, *virtual (personal-travel)*

Absent:

Gil Bland
Loran Brueggen
Jim Cheng
Cindy Conner
Rooz Dadabhoy
Marcia Gilliam
Kirsti Goodwin
Sally Marvin
Whitney Murphy
Amanda Qreitem
Christina Shin
Rupa Tak

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Jame Anderson, SmithGroup
Kay Baker
Caprice Bragg
David Cary
Stephanie Cooperstein
Thomas Courtney

John Covin
Birch Douglass
Margaret Edgerton
Page Edgerton
Tom Gutenberger
Jan Hatchette
Andrew Harris
Jon Lavis, TDC
Deb Love, Office of the Attorney General
Charlotte McGee, Foundation Board President
Susan Nelson, TDC
Katie Payne
Michael Taylor

I. CALL TO ORDER

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

II. MINUTES APPROVAL

Motion: Proposed by Janet Geldzahler and seconded by Sara O’Keefe to approve the minutes of the March 19, 2025 quarterly Board of Trustees meeting as distributed. Motion carried.

III. REPORT OF THE PRESIDENT

Lynette Allston welcomed everyone, including members of the public and presenters. She thanked those that were able to attend the Annual Board Dinner on June 17.

IV. REPORT OF THE FOUNDATION PRESIDENT

Charlotte McGee, Foundation President, reported that the Foundation Board of Directors last met in May. During that meeting the board re-elected McGee as President, Larry Kochard as Treasurer, and Agustin Rodriguez as Secretary for one-year terms. Additionally, David Ford was elected to the board, Liz Blue and Michael Williams were elected to a second term, and the FY26 Foundation Budget was approved. McGee also reported that endowment assets are currently at \$300 million.

V. COUNCIL ANNUAL REPORT

VMFA Council President MaryMoss Walker presented an overview of the Council, which is currently comprised of 453 VMFA members who volunteer at the museum 365 days a year. She reported that the Council contributed \$508,500 in gifts to VMFA via individual giving and fundraising from *Fine Arts and Flowers 2024*, as well as 36,090 volunteer hours in FY25. Walker concluded by discussing the Council’s intention to amend its five-year campaign pledge to increase the gift amount.

VI. REPORT OF THE DIRECTOR

Director and Chief Executive Officer Alex Nyerges provided an overview of Fiscal Year 2025 (FY25) to date, sharing the outstanding overall attendance of 553,000 visitors and the campaign fundraising which is currently \$375 million. Nyerges announced that Director of Principal Gifts, Lizzie Oliver, will also take on the role of Campaign Manager and maintain her principal gifts responsibilities.

VII. COMMITTEE REPORTS

A. Nominating Sub-Committee

Committee Chair Ken Dye reported the committee met earlier in the day and approved a recommendation to the Board of Trustees.

Motion: Proposed by Dye that the Board of Trustees, in accordance with the recommendation of the committee, elect Matt Cooper as President and Dr. Pam Royal as Vice President for one-year terms ending on June 30, 2026. Motion carried.

The following Trustees who will reach the end of their maximum terms on June 30, 2025: Cindy Conner, Dr. Betty Neal Crutcher, Ken Dye, and Sara O'Keefe were thanked and recognized. On behalf of VMFA and the Board of Trustees, Mr. Nyerges presented gifts to the departing members. Dye reported that Jim Cheng, Matt Cooper, and Janet Geldzahler's first terms will conclude June 30, 2025, noting that trustees remain active until the governor reappoints them or names successors. He concluded his report by thanking Trustee President Lynette Allston for her service in her role.

B. Fiscal Oversight Committee

Chair Pam Royal reported the committee reviewed the FY25 third quarterly budget forecast at its meeting, noting the museum will end the year with a balanced budget. The committee also reviewed the proposed FY26 budget.

Motion: Proposed by Dr. Royal that the Board of Trustees, in accordance with the recommendation of the committee, approve the FY26 budget as distributed. Motion carried.

C. Education Committee

Co-Chair Betty Neal Crutcher reported that Celeste Fetta, Joan P. Brock Director of Education and Assistant Deputy Director for Education, Statewide and The Library, provided an overview tour of spaces connected to Education, Statewide, and the Library and Archives.

D. External Affairs Committee

Chair Ken Dye reported that the committee received updates on government relations, fundraising, and the ongoing communication plan for *Frida: Beyond the Myth*.

E. Building Committee

Chair Brian Ball reported that the committee received an update from SmithGroup on interior and exterior designs for the expansion and next steps. He then invited Jame Anderson, SmithGroup's Principle in Charge, to provide highlights from that presentation.

F. Board Strategic Planning Committee

Allston introduced Susan Nelson, Executive Vice President of TDC, to provide an update on the strategic planning process. She outlined the initial implications from the firm's internal and external research. With this data, TDC was able to test the initial proposed planning hypothesis and expand on it to create a strategic framework with three objectives and updated foundational elements. These items focused on amplifying impact, bringing art and education to every part of the Commonwealth, and building organizational and financial capacity to achieve the strategic plan and the needs of the expansion.

G. Art and Acquisitions Sub-committee

Chair Matt Cooper reported the sub-committee met to review proposed art purchases, gifts, deaccessions, and loans.

At 1:27pm the meeting went into closed session with the following motion:

Motion: Proposed by Allston and seconded by Cooper that the Board of Trustees go into closed session to discuss proposed art purchases, gifts, deaccessions; to consult with legal counsel employed or retained by a public body regarding legal matters requiring the provision of legal advice by such counsel; and to discuss the performance of a specific employee. The relevant exemptions are Section 2.2-3711(A) (1, 6, 8, 10, and 29) of the Code of Virginia. Motion carried.

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

Motion: Proposed by Allston and seconded 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 Cooper and seconded by Dye that, in accordance with the recommendation of the Arts Acquisitions Sub-committee at its June 17, 2025, meeting, the Board approves the gifts, purchases, deaccessions, and loan considerations as fully described in the meeting packets. Motion carried.

VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was proposed, seconded, and approved by the board at 2:04pm.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Lynette Allston

MEETING: Board of Trustees

SECOND: Betty Neal Crutcher

DATE: March 19, 2025

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 / Baxani / Bland / Brueggen / Conner / Cooper / Crutcher / Dye / Noland Edwards / Franklin / Geldzahler / Gilliam / Goettman / Hancock / Hardy / Harris / Jordan / Keyes / Littel / Marvin / Murphy / O'Keefe / Papa / Royal / Royce / Shin / Smith / Weinstein / Zajur

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Cheng / Dadabhoy / Goodwin / Qreitem / Tak