Virginia Museum of Fine Arts
Minutes of the Full Board of Trustees Meeting
Thursday, March 20, 2014, 12:30 pm
The Claiborne Robertson Room

There were present:
William A. Royall, Jr., President
Karen C. Abramson
Martin J. Barrington
James C. Cherry
Margaret Irby Clement
Louise B. Cochrane
W. Birch Douglass III
Thomas F. Farrell II
Cynthia Kerr Fralin
Susan S. Goode
Margaret N. Gottwald
John H. Hager
Terrell Luck Harrigan
Dr. Elizabeth F. Harris
Ivan P. Jecklin
Jane Joel Knox
Charles Levine
H. Eugene Lockhart
Thurston R. Moore
Dr. Claude G. Perkins
Satya Rangarajan
Michael J. Schewel
Dr. Lindley T. Smith
Dr. Shantaram K. Talegaonkar

By Invitation:
Alex Nyerges, Director
Kelly B. Armstrong
Stephen D. Bonadies
Erin Brooks
Dr. Lee Anne Chesterfield
John Fuller
Claudia Keenan
Laura Keller
Robin Nicholson
Cameron O’Brion
John B. Ravenal
Jayne Shaw
Fern Spencer
Patricia Van Tuyle
Sylvia Yount

Absent:
  Mary Anne Carlson
  Michael M. Connors
  Richard B. Gilliam
  Jil Womack Harris
  Marlene A. Malek
  Steven A. Markel
  James W. McGlothlin
  Charles H. Seilheimer, Jr.
  William D. Sessoms, Jr.

I. CALL TO ORDER

The President, William A. Royall, Jr., called the meeting to order at 12:40 pm and welcomed everyone.

II. MINUTES

Motion: proposed by Mr. Royall, seconded by Ms. Cochrane that the minutes of the last Full Board of Trustees meeting, held on the 12th of December 2013, be approved as distributed. Motion carried.

III. RYAN MCGINNESS: STUDIO VISIT

Mr. John B. Ravenal, the Sydney and Frances Lewis Family Curator of Modern and Contemporary Art, offered an overview of the Ryan McGinness exhibition currently on display. At the end of his presentation, Mr. Ravenal presented several ideas for potential projects for the sculpture garden.

IV. NEW VMFA WEBSITE

Mr. Bonadies reported that the museum has made significant progress on several technology initiatives. Wifi has been installed in all public spaces, the Datamart is complete, the new system for storing artwork information and images is nearing completion, and the new website is set to launch this spring. He introduced Erin Brooks of RTS Labs to provide more information about the website and mobile app.

Ms. Brooks explained that the objective of the redesigned website was not only an improved look and feel but also improved navigation. The site is responsive and changes layout to optimize viewing for different sized devices. Where possible, the website is integrated with other museum’s systems so that content is uploaded or updated automatically.

Ms. Brooks continued with a preview of the mobile app in development. This app for mobile devices will offer tours, promote events, and highlight exhibitions. It will include a map of the museum and enable users to create a tour of objects in the permanent collection.
V. REPORT OF THE PRESIDENT

President William A. Royall, Jr. thanked the Trustees for their enthusiasm and support during the transition to the new committee structure. He recognized those who attended the Legislative event in January despite the poor weather and announced that it was a great success. He encouraged the Trustees to engage with a member of the museum staff or a curator. Lastly, Mr. Royall invited the Trustees to attend the next quarterly meetings on June 16th and June 17th, particularly the annual dinner for Trustees and former Trustees.

VI. REPORT OF THE DIRECTOR

Director Alex Nyerges introduced the new Executive Director of the Virginia Museum of Fine Arts Foundation and Deputy Director for Resources & Visitor Experience, Claudia Keenan. She comes from Eastern Virginia Medical School where, in her role as Chief of External Affairs, she increased their annual donations significantly. He thanked Kelly Armstrong, Ben Rawles, Thurston Moore and Bill Royall for their hard work as members of the search committee. Ms. Keenan addressed the Trustees, saying she looks forward to leading the new division.

Mr. Nyerges communicated that Trustees will receive log-in information for the new Trustee website. This site will be used for sharing advance materials for meetings. Mr. O’Brion explained that there are no conflicts between the Freedom of Information Act and using this website as a tool for sharing documents.

VII. REPORT OF THE FOUNDATION

Mr. Nyerges announced that the Foundation completed its annual audit with a clean report. Compared to similar sized endowments, the Foundation’s returns are above average. He noted that the board is refinancing the Foundation’s bonds before the letter of credit and swap agreement expire next summer.

Mr. Douglass requested a report on the size of the endowments. Mr. Nyerges disclosed that the Foundation and Glasgow endowments total $259 million, the Williams fund is $40 million and the Evans Trust is $65 million. The total amount under management and in trust is approximately $365 million. The museum is working on a quarterly report to illustrate these figures.

In conclusion, Mr. Nyerges announced the Cochranes’ 80th wedding anniversary celebration. He congratulated Ms. Cochrane and thanked her for her support of the museum.

VIII. REPORT OF DEVELOPMENT

Ms. Shaw, Acting Director for Advancement, drew the board’s attention to the Advancement Revenue Report, which shows that the department is making excellent progress toward its goal of $3.8 million in unrestricted giving. Although the group could improve on corporate giving levels, it
is meeting projected numbers in all other areas. The Development Department has surpassed its goal for exhibition support, and Ms. Shaw recognized those present whose corporations contributed to the *Forbidden City* exhibition. Currently, they are working with the Council to raise money for Fine Arts and Flowers, funds from which will go toward digitizing the Fabergé collection.

IX. COMMITTEE REPORTS


Stephen Bonadies thanked Mr. Farrell and Mr. Hager for leading the committee’s discussion of building-related issues and the Robinson House rehabilitation. The plans for Robinson House make the building accessible and preserve it, transforming it from an unused space into a visitor center, gallery for the interpretation of the museum site’s history, and administrative offices. A small addition created at the back of the building will include an elevator shaft, stairwell, and restrooms, as well as a new entrance. This addition will be consistent with the building’s architecture.

He continued with a summary of current and upcoming capital projects including the replacement of the South Wing exit stair, the 1985 wing roof replacement, the renovation of the Fabergé galleries, and the relocation of the carpentry shop, projects totaling approximately $9.5 million, including the Robinson House renovation.

**Motion:** proposed by Mr. Farrell and seconded by Mr. Douglass that the Full Board approve the rehabilitation of the Robinson House without the use of private funds and pending approval of space designation for offices, gallery and visitor center. Motion carried.

b. **Resources & Visitor Experience Committee** – Margaret Irby Clement & Thurston R. Moore, Co-Chairs and Alex Nyerges, Director

Ms. Clement thanked Ms. Keenan for attending the meetings. She commended Darrian Mack, Brigette Thomas, Bob Tarren, and Jayne Shaw for their presentations in which they provided an overview of the different sections of the division.

c. **Art and Education Committee** – Susan S. Goode, Chair and Robin Nicholson, Deputy Director for Art & Education

Ms. Goode reported that the committee had a great discussion of the new exhibitions with the committee recommending to approve the exhibitions as presented by the staff. Mr. Nicholson revealed that VMFA will be the only venue for *Leonardo da Vinci and the Italian Renaissance*, for which the museum has been granted the loan of an additional da Vinci sketch. The second project for approval, *Johns|Munch*, has grown from a smaller scale exhibition to a more ambitious project. The only venues for this show will be VMFA and the Munch Museum. The last project under consideration is the Terracotta Warriors exhibition, attendance for which is conservatively estimated at 150,000.
Mr. Luke informed the board that the restructure has broadened this committee’s purview to include the audit. They planned a schedule of topics to cover over the course of the year and received a great review of the museum’s financial performance. He recognized Ms. Spencer for modernizing the division and improving the quality and reliability of reporting. The committee discussed the financial success of Hollywood Costume and the master budgets for the three exhibitions recommended for approval by the Art & Education Committee.

Motion: proposed by Ms. Goode and seconded by Ms. Fralin, that the Board approve the staff to proceed with the three exhibitions based on budget and content as presented. Motion carried.

At 2:03 pm the meeting went into closed session with the following motion.

Motion: proposed by Mr. Royall, seconded by Mr. Douglass that the meeting go into closed session under Section 2.2-3711(A) (6) of the Freedom of Information Act to discuss the investing of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the Museum would be adversely affected. Motion carried.

At 2:21 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall and seconded by Mr. Barrington, that the Board certify that the closed session just held was conducted in compliance with Virginia State law, as set forth in the Certification Resolution. Motion carried.

A roll call vote was taken by the Assistant to the Secretary, the results of which are outlined in the First Certification Resolution below.

Motion: proposed by Ms. Fralin, and seconded by Dr. Talegaonkar that the Board ratify the recommendation the Art Acquisitions Sub-Committee made in today’s meeting to accept

the following purchase considerations from the funds specified:


2. Henrique Oliveira (Brazilian, b. 1973), Xilempasto 6, 2013, plywood and pigment, 124 x 94 1/2”, from the Pamela K. and William A. Royall, Jr. Fund and the Revolving Art Purchase Fund to be repaid by the Aldine S. Hartman Endowment Fund in April 2014


*and* the following gift/purchase consideration:

1. Six Native American Objects

**Gift:**
- Northwest Coast (Tlingit, Haida, Bella Bella, or Fraser River Salish), *Dagger*, walrus ivory, abalone shell, steel, rawhide, 22 x 2" (L.25.2009.26)
- Northwest Coast (Tlingit, Haida, Bella Bella, or Fraser River Salish), *Eagle Mask*, 19th century, wood, pigment, feathers, 18 x 9 x 11" (L.25.2009.30)

**Purchase:**
- Navajo, *Classic Child's Serape*, ca. 1870, wool, 33 x 57" (L.25.2009.41)
- Yupik, *Eskimo "Dream" Dance Mask*, late 19th century, wood, pigment, feathers, 13 x 12" (L.25.2009.3)
- Cree, *Pipe*, wood, porcupine quills, catlanite, pewter, 31" x 3" x 4" (without bowl) (L.25.2009.152a/b)
- Cheyenne, *Southern Girl's Dress*, ca. 1880, hide, seed and brass beads, pigments, 21 x 38 x 7" (L.25.2009.140)

From the Arthur and Margaret Glasgow Endowment Fund

**Donor/Vendor:** Robert and Nancy Nooter Collection, Washington DC.
Motion carried.

X. STRATEGIC PLAN OVERSIGHT UPDATE – Alex Nyerges

Mr. Nyerges recognized Mr. Barrington for his hard work on the current Strategic Plan. He provided a brief update specifically on the second quarter of FY13. He continued by explaining that the museum is working with strategic planning consultants TDC to assess the current internal state, including assessing financials through modeling.

XI. EXECUTIVE CLOSED SESSION

President Royall dismissed VMFA staff and made the following motion at 2:35 pm.

Motion: proposed by Mr. Royall and seconded by Mr. Moore that the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711 (A) subsection (1) of the Code of Virginia to discuss a personnel matter which is not public. Motion carried.

At 2:06 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall, and seconded by Ms. Goode that the Board certify that the closed session just held was conducted in compliance with Virginia 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 Second Certification Resolution below.

XI. OTHER BUSINESS/ADJOURNMENT

There being no further business, President Royall adjourned the meeting at 2:52 pm.
FIRST CERTIFICATION OF CLOSED MEETING

WHEREAS, the Full 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 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 Full 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 Full Board of Trustees.

VOTE
AYES: Royall/Abramson/Barrington/Cherry/Clement/Cochrane/Douglass/Fralin/Goode/Hager/Harrigan/E. Harris/Knox/Levine/Luke/Rangarajan/Smith/Talegaonkar
NAYS: None
[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Farrell/Gottwald/M. Harris/Jecklin/Lockhart/Moore/Perkins/Schewel
ABSENT DURING MEETING: Carlson/Connors/Gilliam/J. Harris/Malek/Markel/McGlothlin/Seilheimer/Sessoms

MOTION: Mr. Royall
SECOND: Ms. Goode
MEETING: Board of Trustees
DATE: 20 March 2014
SECOND CERTIFICATION OF CLOSED MEETING

WHEREAS, the Full 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 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 Full 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 Full Board of Trustees.

VOTE
AYES: Royall/Abramson/Barrington/Cherry/Clement/Cochrane/Douglass/Fralin/Goode/Hager/Harrigan/Knox/Levine/Rangarajan/Smith
NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Farrell/Gottwald/E. Harris/M. Harris/Jecklin/Lockhart/Luke/Moore/Perkins/Schewel/Talegaonkar
ABSENT DURING MEETING: Carlson/Connors/Gilliam/J. Harris/Malek/Markel/McGlothlin/Seilheimer/Sessoms

Recorded by: Laura Keller
Assistant to the Secretary of the Foundation