

Date: _____ Approved: _____

THE VIRGINIA MUSEUM OF FINE ARTS
Minutes of the Meeting of the Board of Trustees
Thursday, 17 November 2011, 12:30 pm
The Claiborne Robertson Room

Presiding: Thurston R. Moore, President
Secretary: Ms. Suzanne Broyles

There were present:

Thurston R. Moore, President
Mrs. Suzanne T. Mastracco, Statewide Vice-President

Karen C. Abramson
Martin J. Barrington
Alfonso L. Carney, Jr.
James C. Cherry
Mrs. Whitt W. Clement
Michael M. Connors
Thomas F. Farrell II
Cynthia Kerr Fralin
Susan S. Goode
John H. Hager
Dr. Elizabeth F. Harris
Ivan P. Jecklin
Mrs. Jane Joel Knox
John A. Luke, Jr.
Mrs. Stanley F. Pauley
Ms. Deborah H. Quillen
Agustin Rodriguez
William A. Royall, Jr.
Michael J. Schewel
Dr. Lindley T. Smith
John R. Staelin
Dr. Shantaram K. Talegaonkar

By Invitation:

Alex Nyerges, Director
Stephen D. Bonadies
Ms. Suzanne Broyles
Dr. Lee Anne Chesterfield
Ms. Suzette Denslow
Dr. Monroe E. Harris, Jr.
Ms. Linda Lipscomb
Ms. Joan W. Murphy
Robin Nicholson
Ms. Mary Ann Peppiatt
Javaid Siddiqi, Deputy Secretary of Education
Ms. Fern Spencer

Absent:

G. Moffett Cochran
 Mrs. Louise B. Cochrane
 W. Birch Douglass III
 Ms. Frances A. Lewis
 H. Eugene Lockhart, Jr.
 Marlene A. Malek
 Steven A. Markel
 James W. McGlothlin
 Dr. Alvin J. Schexnider
 Charles H. Seilheimer, Jr.
 Ranjit K. Sen

I. CALL TO ORDER

The President, Thurston R. Moore, called the meeting to order at 12:40 pm and welcomed Deputy Secretary of Education, Javaid Siddiqi, and Suzette Denslow of the Mayor's office.

II. MINUTES

Motion: proposed by Mr. Moore, seconded by Mr. Schewel that the Minutes of the last meeting of the Full Board of Trustees held on the 20th of September 2011 be approved as distributed on the 8th of November 2011. Motion carried.

III. REPORT OF THE PRESIDENT – Thurston R. Moore

President Thurston Moore said he was delighted to announce the two new trustees appointed by Governor McDonnell, Michael Connors of Washington, D.C., and Charles Seilheimer of Orange, Virginia who could not be with us today. He also welcomed Debbie Quillen of Bristol to her first meeting. She was appointed by the Governor last August.

Mr. Moore thanked Trustees Betty Harris and Karen Abramson for hosting wonderful 75th Anniversary events in their homes in Lynchburg and Alexandria as part of our statewide outreach. Both events were well attended and VMFA was greatly recognized. He commented that Monday's VIP Preview event for the exhibition *Mummy: Secrets of the Tomb* was an interesting peek behind the scenes of the fascinating exhibition.

President Moore reminded the Board that the next quarterly trustee meetings will be held on February 15th, and that evening all Trustees will be invited to a Legislative Event from 6:00 – 9:00 pm. He added that it is very important that as many Trustees as possible show up to interact with the state legislators.

IV. REPORT OF THE DIRECTOR – Alex Nyerges

Alex Nyerges reported that our statewide efforts have been going very well and thanked Betty Harris and Karen Abramson for their outstanding events which helped us with our strategic plan's key initiative-to enhance outreach across the state. He noted that outreach includes contacting legislators and connecting with other institutions and mentioned our recent

openings in Lynchburg, Fredericksburg, and our collaboration on a major exhibition at Jamestown/Yorktown. The Director pointed out the VMFA lapel pin in each Trustee folder and asked that they wear it proudly.

V. REPORT OF THE FOUNDATION - Dr. Monroe E. Harris, Jr.

Dr. Monroe Harris, President of the VMFA Foundation announced that the Foundation received a clean audit from Dixon Hughes Goodman LLP and the change in net assets was \$18 million, which he said is a good thing. He mentioned that investments are up approximately 2%. At the November 1 meeting David Bradley gave an excellent government affairs presentation indicating that he believes the Republicans will hold the House and the Museum is well positioned with the committees but that the Senate situation is not as clear. Dr. Harris reported that at the Foundation Board meeting all officers were reelected except that Jessica Ferey will now serve as Assistant Secretary. Ben Rawles, Hiter Harris, and John Curtis were reelected as Foundation Directors and Carolyn Hsu-Balcer, Carol Lascaris, and John Lucas are newly elected Directors.

VI. REPORT OF DEVELOPMENT – Linda Lipscomb, Deputy Director for Advancement

Linda Lipscomb reported that in each Trustee folder is a summary of the Advancement Division's performance fiscal year to date. She said 19% of the fundraising goal has been raised as of YTD November 2011. With expected high volume of year-end gifts, expectations are for revenues to be on track. The major focus at the moment is the renewal of memberships led by new Manager of Membership, Tom Zydel. Leadership giving is critical to increasing funding and Ms. Lipscomb said she has been busy meeting with prospective and current donors. She referred to the fact sheet on the upcoming spring exhibition *Maharaja: The Splendors of India's Great Kings* and explained that the Museum is seeking support in presenting this first exhibition to explore the extraordinarily rich visual culture of India's last kings. She asked for Trustee help as individual sponsors or corporate sponsors. She announced that Trustees Ranjit Sen and Shantaram Talegaonkar have been working on building support from the Indian community for this magnificent exhibition. Ms. Lipscomb indicated that she is developing a model for sustainable funding for exhibitions and is looking at building an exhibition endowment to support the ambitions of our robust exhibition schedule and creating a bridge fund of \$500,000 to \$750,000 a year over the next five years. It is hoped that planned giving increases would launch the effort so that we could move away from relying on annual funding for each exhibition.

VII. COMMITTEE REPORTS

a. Art and Audience Committee – Robin Nicholson, Deputy Director for Art & Education

Robin Nicholson reported that the Committee met this morning to discuss the banner exhibition schedule for 2013 through 2015 which was designed to sustain the

membership and revenue picture. He noted that Fern Spencer was developing a model to evaluate exhibition scale and the frequency of exhibitions, which is an ongoing conversation at every level to manage our resources. Four years ago the Board approved the 2010-2012 exhibition portfolio and today we are asking for your approval for the 2013-2015 portfolio for banner exhibitions which are major ticketed exhibitions. He announced that the first exhibition after Chihuly will be the first North American retrospective of Tom Wesselmann, a key figure in the Pop Art movement. Next is the exhibition *Hollywood Costumes*, 100 years of costumes, exploring how costume is a central art form in the making of classic movies. He went on to explain the other exhibitions in the portfolio: *Flower Painting in France*, which focuses on floral still life as an art form; *Treasures from the Forbidden City*, where we are the only US venue; *American Colonial*, which explores every aspect of the Colonial revival in America including French, English and Hispanic influences; *Samurai Warriors*, a private collection of arms and armor never before toured in North America; and *Caligula*, homegrown and organized by our curator of Ancient Art, Dr. Peter Schertz. Mr. Nicholson indicated that this portfolio combines exhibitions with scholarship and those with popular appeal. President Moore said this portfolio will generate a lot of excitement and the following motion was proposed.

Motion: proposed by Ms. Goode and seconded by Mr. Royall that the Full Board of Trustees ratify the recommendation of the Art & Audience Committee to approve the staff moving forward with the planning of the 2013-115 Banner Exhibition schedule. Motion carried.

b. Fiscal Oversight Committee – John A. Luke, Jr., Chair

John Luke thanked Vice-Chair, John Staelin, for chairing today's Fiscal Oversight Committee meeting in his absence. He called on CFO Fern Spencer who reviewed the Governor's mandated savings strategies submissions of 2%, 4%, and 6%. It was noted that the Committee was concerned that cutting staff positions, especially in Sales & Marketing, would affect our revenue generating ability. The situation will be monitored and alternative solutions will be sought should this become an issue. Ms. Spencer provided the special exhibition attendance report and noted that the past 18 months have shown us several trends that will assist in projecting future exhibition results. The team is in the process of reviewing projections for all upcoming exhibitions and will lower the revenue projections of some exhibitions and make concurrent reductions in future exhibition budgets. She said more research is needed as the better we understand the visitors, the better we will be at forecasting.

Thurston Moore referred to the article in the folders announcing that Virginia could face a \$1 billion gap in its budget. He said that we need strength going forward as this budget cutting is real and we are trying to do our best with it.

Alex Nyerges informed the Board about the "flaggers," the Sons of Confederate Veterans, who are protesting in front of the Museum by marching with the confederate flag. They would like to fly the confederate flag on the chapel they lease from VMFA. Their last lease prohibits the confederate flag being displayed on the chapel exterior as it is inappropriate for many reasons, and the Governor, the Secretary of Education, and the Secretary of the Administration have supported this. No flags were flown on the chapel before 1993 so we maintain that it is historically inaccurate to do so. VMFA maintains the exterior of the chapel,

displays the United States flag and the Commonwealth of Virginia flag on a new flagpole near the chapel, and installed interpretive signs on the property. So far the demonstrators have not blocked visitors' entry into the Museum and our security is watching their movements.

At 1:34 pm the meeting went into closed session for the Art Acquisitions Sub-Committee report.

Motion: proposed by Mr. Moore, seconded by Mr. Luke that the meeting to go into closed session under Section 2.2-3711(A) (6), (8), and (9) 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, and to discuss and consider matters relating to specific gifts, bequests, and fundraising activities, and grants and contracts for services to be performed, and for discussion of matters relating to specific gifts, bequests, and grants. Motion carried.

At 1:50 pm by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: proposed by Mr. Moore and seconded by Ms. Fralin, 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 and appended to these minutes. Motion carried.

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

Motion: proposed by Mr. Moore and seconded by Mr. Luke that the Board ratify the recommendation the Art Acquisitions Sub-Committee made in today's meeting to accept the following purchase considerations from VMFA's *Darkroom* exhibition for the amounts and from the funds specified:

1. Sue Williamson (South African, born England, 1941), For Thirty Years Next to His Heart, 1990, color laser prints, hand-covered frames, 49 panels, 77 x 103" overall for a price of \$63,000 (reduced from \$75,000), Vendor: The Artist, from the Sydney and Frances Lewis Endowment Fund
2. Roger Ballen (American, born 1950), Old man, Ottoshoop, 1983, gelatin silver print, 15-11/16 x 15 1/2" for a price of \$7,000 (reduced from \$9,000), from The Kathleen Boone Samuels Memorial Fund, Vendor: Gagosian Gallery, NY
3. Ian Berry (British, born 1934), South Africa, Supporters Climb to Every Vantage Point, 1994, gelatin silver print, 19-15/16 x 14 7/8" for a price of \$1,875 (reduced from \$2,500) Vendor: Magnum Photos, INC., NYC
 Alf Kumalo (South African, b. 1930), two digital prints: Soweto, 1980, 17 1/2 x 24"; and A Protest March after the Uitenhage Massacre of 21st March, 1985, 1985, 20 x 24", for a price of \$4,500 each (reduced from \$5,500), Vendor: Axis Gallery, NYC
 Jürgen Schadeberg (South African, born Germany, 1931), Miriam Makeba, 1955, gelatin silver print, 19 7/8 x 15 3/4", for a price of 2,500€ (@\$3,500) (reduced from 3,000€), from funds provided by Mike Schewel and Priscilla Burbank, Vendor: The Artist

4. Zwelethu Mthethwa (South African, b. 1960), Untitled, 1998, chromogenic print mounted to UV Plexiglas, 38 x 51", for a price of \$15,200 (reduced from \$19,000), Vendor: Shainman Gallery, NYC
David Goldblatt (South African, born 1930), Children of Pomfret at the Entrance to the Incline Shaft, 2002, digital print in pigment dyes, 24-1/16 x 29⁵/₈", for a price of \$10,400 (reduced from \$13,000), from funds provided by Ivan Jecklin and Allison Weinstein, Vendor: Goodman Gallery, South Africa
5. Nontsikelelo Veleko (South African, born, 1977): three pigment inks on cotton rag paper from the series "Beauty is in the Eye of the Beholder," each 14 ³/₈ x 9 ³/₁₆": Kepi I, 2003/2006; Nonkululeko, 2003; and Phumeza, 2004, for a price of \$2,240 each (reduced from \$2,800), from funds provided by Ivan Jecklin and Allison Weinstein, and the Samuels Fund, Vendor: Goodman Gallery, South Africa
Total Cost of DARKROOM exhibition purchase: @\$116,695
Funding contributions: Ivan Jecklin and Allison Weinstein (\$30,000), Mike Schewel and Priscilla Burbank (\$15,000), and the Samuels Fund (@\$8,695) and the Lewis Fund (\$63,000)

and the following purchase considerations using special funds:

1. Theodore Géricault (French, 1791-1824), A Paralytic Woman, 1821, lithograph, sheet: 365 x 513 mm; plate, 225 x 317 mm, for a price of \$9500, from funds provided by Frank Raysor (\$3000) and Mr. and Mrs. Lewis Nelson (\$300), with additional support from the Revolving Art Purchase Fund (\$6200), Vendor: C. & J. Goodfriend Drawings & Prints, New York, NY
2. Theodore Géricault (French, 1791-1824), The Dead Horse, 1823, lithograph, 275 x 350 mm
For a price of 150€ (roughly \$200), from funds provided by Mr. and Mrs. Lewis Nelson,
Vendor: A+D Martinez, Paris, France

and the following 75th Anniversary Gifts/Purchase considerations:

1. Gift consideration: P. Orr & Sons, Madras, India, Five-piece Tea Service, 1876, silver
Purchase consideration: 229 pieces of Indian Silver, 19th and 20th century, for a price of \$380,000 (represents gift of \$30,000 off \$410,000 insurance value), from the Revolving Art Purchase Fund (to be repaid by the Williams Fund in December), Donor/Vendor: Paul F. Walter, New York, NY, in celebration of VMFA's 75th anniversary
2. First installment of a gift/purchase of 43 Ethiopian objects, Gift consideration: Ethiopian Hand Cross, 12th century, iron, 16¹/₂"h; and Ethiopian Hand Cross, 17th century, iron, 8¹/₂"h
Purchase consideration: Ethiopian Pendant Double Diptych, late 17th century, tempera on panel, 3¹/₄"h for a price of \$14,000, from the Revolving Art Purchase Fund (to be repaid by the Williams Fund in December 2011), Total expenditure over two years: \$320,000; Gift value: \$319,500,
Donor/Vendor: Robert and Nancy Nooter, Washington, DC, in celebration of VMFA's 75th anniversary
3. Jacob Lawrence (American, 1917-2000), The Legend of John Brown, 1977 (after 1941 gouache series), 22 silkscreen prints on Domestic Etching paper (50/60 ed.); image: 20 x 14", 14 x 20"; paper: 25 ⁷/₈ x 20", 20 x 25 ⁷/₈", for a price of \$100,000 (with gift of \$230,000 off \$330,000 insurance value), from The J. Harwood and Louise B. Cochrane Fund, Donor/Vendor: Derrick Johnson, Midlothian, VA, Credit: Gift of Derrick Johnson in honor of his grandson, Mark Devon Johnson, on the occasion of VMFA's 75th anniversary

and the following gift considerations:

1. Unknown artisan, Philadelphia, Armchair, ca. 1760, mahogany, replaced seat cover, 29½ x 41”, Donor: Mrs. Charles Dexter, Richmond, Virginia, in celebration of VMFA’s 75th anniversary
2. Thomas Hart Benton (American, 1889-1975), Instruction, 1940, lithograph on paper, 10½ x 12½”, Daniel Ralph Celentano (American, 1902-1980), Benton’s Musical Practice, early 1930s, charcoal on paper, 14¼ x 12¾”, Donor: Keith Kissee, Richmond, VA, in celebration of VMFA’s 75th anniversary
3. Georgianne Stinnett (American, born 1962), Dog, 2009, digital laminated C-print mounted on aluminum and acrylic panel, 40 x 50”, Donor: Barbara H. and James L. Peters, Richmond, VA
4. Indian, North India, Page from the “Prince of Wales” Chandayan: Maina Refuses the Vermillion from Chanda, ca. 1525-60, opaque watercolor on paper, 10½ x 7¾”
Donor: Cynthia Hazen Polsky, New York, NY, in celebration of VMFA’s 75th anniversary

Motion carried.

Motion: proposed by Mr. Moore and seconded by Mr. Cherry that the Board ratify the recommendation of the Art Acquisitions Sub-Committee that the Director, and in his absence Dr. Sylvia Yount, be authorized to accept gifts of art offered to the Museum between November 18, 2011 and December 31, 2011.

Motion carried.

VIII. STRATEGIC PLAN OVERSIGHT UPDATE – Alex Nyerges

Alex Nyerges reviewed the FY12 First Quarter Strategic Plan update saying that his priority for Strategy 1 is to touch base with Northern Virginia supporters and major benefactors at least once a week to widen the circle. For Strategy 2 we have two yellow or delayed initiatives due to staffing issues and the departure of Alexis Vaughn, former head of the Sales and Marketing Division, but both will be green and on track, shortly. Strategy 3 shows a delay in our performance-incentive reward program as we are still waiting for approval for a part-time dedicated specialist for our salary review. Our goal is to keep people and reward them properly. All initiatives under Strategy 4 are on track. Mr. Nyerges said that technology is critical at this point and he has met with Trustee Ranjit Sen, head of the Technology Task Force. Mr. Sen has been very helpful and has contacted other organizations to help us create a better technology plan as we are behind other museums. Strategy 5 is on track as Linda Lipscomb is now here and has made incredible progress in how Development is organized and how to set the bar higher. He said we must look to all of you for leadership and help in building the endowment for special exhibitions which is the most important strategy in this plan. The Director remarked that all in all it is a good first quarter report and we have made much progress.

IX. ART MOMENT – Alex Nyerges, Director

The Director, Alex Nyerges, gave a PowerPoint on the current exhibition,

