

***Minutes of the Opening Session of the Annual Meeting  
Board of Regents of Gunston Hall Incorporated (BRGHI)  
Saturday, October 2, 2021, at 1:30pm EDT  
Via Zoom Videoconference***

**Purpose**--This virtual meeting was allowed by the Commonwealth of Virginia under Code Amendment 137, permitting boards of agencies to meet by electronic means during a declared state of emergency and to conduct any necessary business, although voting is not permitted. As required, this meeting was recorded.

**Roll Call**--An oral roll call was not taken. First Regent Nancy McAteer determined that a quorum was present.

**Explanation of Rules Re: Voting**—Scott Stroh, Executive Director, explained that although the BRGHI can meet virtually, our counsel in the Attorney General’s office, Anne Gentry, has emphasized that we cannot take a vote virtually and that actions to be taken can be included in a consent agenda which the BRGHI can “affirm” or “acknowledge.”

When the Executive Committee holds their onsite meeting in January 2022, they can ratify any such affirmation or acknowledgement. In the event the Executive Committee cannot meet in person, all matters can be held until the Semi-Annual meeting in April 2022. Scott acknowledged that the state of emergency measures have and will change as we move through the pandemic.

**Speaker**—Nell Payne introduced Greta Swain, PhD candidate at George Mason University, who spoke on *Mapping the Masons: Three Centuries of Where the Masons Came From*. After her interesting talk, Ms. Swain fielded questions. Nell thanked her for helping the Regents to better understand the Mason family history.

**Call to Order**—After confirming that a quorum was established, Nancy McAteer, First Regent, called the meeting to order.

**The Lord’s Prayer**—Led by Anne Monfore

**The Pledge of Allegiance**—Led by Barbara Linville

**Discussion of Consent Agenda Items**—First Regent explained the following items on the consent agenda in advance of a vote to affirm to be taken at the closing session:

- Minutes of the March 26-27, 2021 Semi-Annual Meeting
- Actions Taken by the Executive Committee since the March 26-27, 2021 Semi-Annual Meeting

**First Regent’s Report**—Nancy circulated her report prior to the meeting. She read it into the record.

**Introduction of the 2021 Class of Observers & Board Members Starting Their Second Terms**—Paige Trace’s report was circulated prior to the meeting. She introduced the following Observers:

Carol Howell (Louisiana) replaces retiring Regent Ann Rea  
Katherine Barney (Maryland) replaces retiring Regent Phoebe Levering

The following Regents will be serving a second five-year term:

Nell Payne—At Large  
Karen Parker—Iowa  
Homoiselle Bujosa—Texas  
Stephanie Hockensmith—Vermont

**Executive Director’s Report**—Scott’s report was circulated prior to the meeting. He

1. introduced the staff.
2. assured the BRGHI that Gunston Hall is complying with all Commonwealth of Virginia COVID protocols.
3. noted that fundraising to date exceeds expectations and that collaborations with Masons Neck constituencies have been very successful.
4. reported that visitation is increasing, although it is at one-third of pre-Covid levels. Virtual reach is increasing.
5. introduced Towanda Vaughan, Director of Finance and Administration and Katie Steir, Curator, the newest members of the team. We are in the process of hiring a Horticulturist, Director of Marketing, and a Development Associate.
6. presented several strategic initiatives for consideration.
7. discussed Commonwealth relations, including the upcoming change in administration, and redistricting.
8. discussed the American Revolution 250<sup>th</sup>, Gunston Hall’s leadership role in VA250<sup>th</sup>, and the planning for programming at Gunston Hall.

**Consent Agenda Items—Reports**—The following committee chairs presented their annual reports which are part of the consent agenda to be voted on at the Closing Session:

- Investment Committee Report—Kathie Shutkin
- Audit Committee Report—Kit Davis
- Treasurer’s Report—Lou Perry
- Governance Report and Standing Rule Change—Rowena Van Dyke

**New Business**—The following items were introduced for consideration and vote at the Closing Session:

1. Overview of Recommendations for the reshaping of the BRGHI
2. Overview of Recommendations for Strategic Investment Opportunities

**Adjournment.** There being no further business, Nancy adjourned the opening session at 4:09pm EDT.

***Minutes of the Closing Session of the Annual Meeting  
Board of Regents of Gunston Hall Incorporated (BRGHI)  
Sunday, October 3, 2021 at 1:30pm EDT  
Via Zoom Videoconference***

**Reconvene the Annual Meeting**—Nancy reconvened the meeting at 1:30pm EDT.

**Roll Call**—An oral roll call was not taken. A quorum was established via Zoom participant list.

**Opening Prayer**—Led by Nancy White

**Pledge of Allegiance**—Led by Caro Williams

**Vote to Accept Consent Agenda**—Nancy called for any questions on the Treasurer’s Report, Audit Report, Investment Report and Governance Report in the Consent Agenda. There being none, a vote to “affirm” was taken, which passed.

**Vote to Accept Slate of Officers**--Gina White introduced the Slate of Officers. A vote was taken to “affirm” the Nominating Committee Report for the Slate of Officers and Executive Committee Members, which passed.

**Old Business**—The following items were discussed:

**Recommendations for Reshaping the BRGHI.** The question of whether the size and structure of the BRGHI allow it to operate efficiently and effectively has been a topic of conversation for at least a decade. Nell presented a white paper outlining the Hertle’s donation of the property to the Commonwealth; the background of the Deed of Gift and its requirements; and the structure as it exists. A comparison with best practices indicates that the BRGHI has far more members and more committees than the typical non-profit board and has very little diversity as it is Dames-only. The recommendations included a study of the structure and size and how a transition might occur; conversations with the Commonwealth on how flexible the Deed might be and whether it could be interpreted to allow some changes; and consultations with stakeholders including former Regents, the Gunston Hall Board of Visitors, and the NSCDA. Discussion ensued.

Pros:

- Smaller size would be more nimble; decisions could be made more quickly,
- Current committees do not align with current policy-making board strategy,
- Regents don’t feel useful or productive.

Cons:

- National representation provides unusual diversity and is a strength,
- Reducing size would reduce fundraising capacity,
- This is a Dames property and should not have non-Dames, especially men,
- Contemplated changes could entail legal expense if amendments to Commonwealth statutes are required.

**Conclusion:** Opinions expressed heavily favored making no changes to the interpretation of the Deed of Gift, to the current number of Regents, to the method of selecting Regents, nor to the relationship between BRGHI and the NSCDA. There was acknowledgement that the current committee structure did not align well with the policy-making nature of the BRGHI.

**Action:** *A motion was made to allow the First Regent to convene a task force to explore revising the current committee structure only. The motion passed.*

2. **Strategic Investment Opportunities.** Scott elaborated on the three most critical strategic investment opportunities that he and the staff team feel would benefit Gunston Hall in the long run.
  1. Visitor Center Concept Study. Cost is approximately \$120,000.
  2. Gunston Hall Preservation and Maintenance Plan. Cost is approximately \$40,000.
  3. Comprehensive Campaign. Cost is approximately \$185,000.

**Action:** *A motion was made to proceed with these projects as outlined, and the motion carried.*

**Adjournment**—Nancy thanked the staff for all their work behind the scenes preparing for this Annual Meeting and lamented that we could not be together at Gunston Hall.

Nancy adjourned the meeting with the hope that we can meet in person in April 2022.

**Report from the President of the Gunston Hall Foundation Board**—Helen Bragg Cleary presented the annual report from the Foundation. Although not part of the BRGHI, the Foundation has duties which affect the operation of the BRGHI.

**Staff Reports**—The following staff member presented reports:

- Eric App, Deputy Director of Operations
- Becky Martin, Director of Education & Guest Experiences
- Nicole Ryan, Leader of Business Enterprise

**Gunston Hall Docents Association**—Ann Sauer and Diane Attenburg discussed ideas for expanding the locally successful Champagne & Chocolates event.

**Post Meeting Event**—The Zoom session concluded with a wreath laying ceremony at the graves of George and Ann Mason.

Minutes recorded by Liza Sackson and Caro Williams.  
Compiled and respectfully submitted,  
Carol Rush, Recording Secretary