

***Minutes of the Opening Session of the Semi-Annual Meeting
Board of Regents of Gunston Hall Incorporated (BRGHI)
Saturday, April 2, 2022, at 8:30am EDT
At Gunston Hall***

Call to Order—Nell Payne, Vice Regent, called the meeting to order at 8:38am EDT. Nell welcomed everyone to the first in-person meeting of the BRGHI since October 2019, made a few announcements regarding the schedule for the meeting, and noted that the Docents' Association Champagne & Chocolates on-line auction goes live today.

God Bless America—Led by Kit Davis, Regent from Kentucky

The Lord's Prayer—Led by Carol Howell, Regent from the Louisiana Society

The Pledge of Allegiance—Led by Mason Bavin, Regent from the DC Society

Roll Call—Recording Secretary Carol Rush called the roll. Regents not attending in person (a requirement for voting) are noted as excused.

Mrs. James Chris Cammack III (*President, National Society*)
Mrs. Mark Alan Sackson (*President, Virginia Society*)—EXCUSED
Mrs. Thomas Knight McAteer (*First Regent*)-- EXCUSED
Ms. Penelope Payne (*Vice Regent*)
Mrs. Robert H. Perry (*Treasurer*)
Mrs. Henry Walter III (*Assistant Treasurer*)
Mrs. John B. Rush (*Recording Secretary*)
Katherine Lucile Barney
Mrs. Clark Richard Bavin Jr.
Mrs. Carlos Bujosa-- EXCUSED
Mrs. Robert C. Caylor II
Mrs. John P. Cooke
Ms. Katherine McCracken Davis
Mrs. Samuel Bobbitt Dixon -- EXCUSED
Mrs. Robert B. Field Jr.
Mrs. Edward Smoot Finley
Mrs. Thomas L. Giddens Jr.
Mrs. Roland Boatner Howell, III
Mrs. David Hockensmith
Ms. Miriam May Hundley
Mrs. Douglas Neal Kelly -- EXCUSED
Mrs. Elizabeth Morris Kingston
Mrs. Cynthia H. Lafferty-- EXCUSED
Mrs. Nancy Evenson Lindley
Mrs. David G. Linville
Mrs. Mary Christine Love -- EXCUSED
Mrs. M. Peter Madsen II

Mrs. Robert Wayne Monfore
Mrs. Justin Marshall Nicholson
Mrs. James Landrum Parker -- EXCUSED
Mrs. Ronald Lester Schaeffer
Mrs. Brian Schutrumpf
Mrs. John A. Shutkin
Mrs. Larry Warren Stephenson
Mrs. Joel Edward Strauch
Mrs. Charles James Sullivan III-- EXCUSED
Mrs. Richard M. Tempero
Mrs. Jonathan Trace
Mrs. Jacob Van Dyke Jr.
Mrs. Brien Dale Ward -- EXCUSED
Mrs. Stephen Hopkins White -- EXCUSED
Mrs. R. Douglas White

Vice Regent's Report—Nell's report was posted on the Regent Portal. In the interest of time, she did not read it into the record. It is incorporated into these minutes by reference.

Treasurer's Report—Lou Perry gave her report, which was available on the Regent Portal and was circulated by email prior to the meeting. Lou noted that the figures presented are year-to-date and represent nine months of the current fiscal year.

- Admission and rental revenue are higher than budgeted amounts while total contributions are less than budgeted amounts.
- Expenses are less than budgeted amounts due largely to staff positions remaining vacant longer than projected.
- The statement shows a net loss year-to-date. However, the operating transfer from the BRGHI Foundation and the recent \$100,000 grant from the Rebuild VA Fund (Covid stimulus funds) are not included. These will offset the loss and a surplus is expected by year-end.
- The Restricted Collection Fund balance is \$950,000 (rounded).
- The Maintenance Reserve Fund balance is \$570,000 (rounded).
- Capital funds balances for new projects are:
 - Brick and Stone Restoration--\$375,000.
 - East Yard Project--\$336,000 released for planning from \$2,670,000 (rounded) total project funding.
 - Archeology and Maintenance Facilities--\$300,000 released for planning from \$3,770,000 (rounded) total project funding.

Lou emphasized that the Strategic Initiatives are not included in the operating budget. The three initiatives, "affirmed" at the 2021 Annual Meeting, are

- Visitor Center Concept Study. Cost is approximately \$120,000.
- Gunston Hall Preservation and Maintenance Plan. Cost is approximately \$40,000.
- Comprehensive Campaign. Cost is approximately \$185,000.

Presentation of FY2023 Budget—Scott circulated the FY23 Budget and explanatory narrative prior to the meeting and posted it to the Regent Portal. He noted that during previous discussions

with the Executive Committee an inaccurate figure was reported under income from Regent Dues. A revised budget will be posted to the Regent portal as soon as possible. Scott reported that Gunston Hall is in a strong position financially, with our mission, and with our growing collaborations.

The COV has not passed a budget at this time and must do so by May 31st. During his campaign the Governor prioritized the elimination of taxes, which have resulted in a record surplus. The House of Delegates would like to make cut to the proposed budget to reduce taxes. The Senate would like to use the surplus for infrastructure improvements. Governor Younkin has called a Special Session of the legislature beginning April 4th to resolve the impasse.

- The anticipated impact to Gunston Hall will likely be a decrease in the general appropriation more so than to our capital funding. However, any decreases are minimal in terms of the total budget; our funding would not be cut specifically but as a part of a global reduction.
- Salary increases granted for COV employees will impact our budget as we would need to match increases for our private employees.
- Any changes to the COV budget may necessitate adjustments to this proposed budget.

The theme of the budget is *Be Revolutionary!* Scott did not read his narrative into the record, and it is incorporated here by reference. Five strategies drive the budget. These focus on building and investing in:

- **the staff team.** The proposed budget reflects a substantial investment in staffing. The budget includes funds to hire a consultant to study our salary and benefits structure as it relates to each staff position; to look at the relationships throughout the organization in terms of role, responsibility, and from department to department; and to recommend steps to make our salary and benefits schedule more equitable. All of this will be done through the lens of market comparability to result in a salary and benefits structure that is market driven, unbiased and appropriate to an organization such as Gunston Hall. Discussion ensued.
- **fundraising capacity.** The proposed budget reflects a substantial investment in public relations and advertising. South Fairfax County has introduced a brand of *Potomac Banks* with the tagline *explore Fairfax South*. Scott showed examples of banners with the Potomac Banks and Gunston Hall logos. Harrison Giddens commented that this is a good use of the Gunston Hall brand. Scott indicated that staff at all levels will need to “support fundraising” and will be trained to recognize opportunities and begin the conversations.
- **strategic initiatives.** While these initiatives are not included in the proposed budget, Gunston Hall’s leadership and participation in the VA250th celebration will include on-site programming costs and a concept study for a new visitor center.
- **historic preservation and telling the story.** Planning for building and interpreting the East Yard project continues. The budget includes funding for markers and signage both on and off site. In collaboration with GMU, two markers along Gunston Road describing an “Indian Attack” will be corrected and reinstalled.
- **the campus master plan.** Staff continues to expand the use of the site with outdoor programs. Scott continues to pursue the early childhood education center. The planning

process for the replacement of the archeology and maintenance buildings has been funded and will begin shortly. The current budget has funding not yet spent for IT. Eric is working with VITA now to assure that the needed upgrades are completely before the end of the current fiscal year.

Finance & Investment Committee Report—Kathie Shutkin presented the Investment Report. As of March 31, 2022, the balance of BRGHI funds at Davenport Investment Advisors was \$2,946,397, comprised of 90% stocks and bonds and 10% cash. This complies with the investment policy. Kathie provided analysis showing that due to exceptional performance we have been able to withdraw \$1 million for operations without diminishing our original capital.

Investment Results since Inception	
2017 Initial Investment	\$ 2,924,000
Cumulative Withdrawals	\$ 1,000,000
Balance at 3-31-2022	\$ 2,946,000

Kathie noted that current market conditions are uncertain and that BRGHI will continue with its conservative investment strategy, with which Davenport concurs.

Introduction of the 2020 and 2021 Classes of Observers—Paige Trace introduced the following Regents:

Katherine Cammack (North Carolina)--President of NSCDA
 Liza Sackson (Virginia)--President NSCDA/VA
 Katherine Barney (Maryland)
 Mason Bavin (District of Columbia)
 Carol Howell (Louisiana)
 Mim Hundley (Arkansas)
 Jackie Kelly (South Caroline)
 Cynthia Lafferty (Rhode Island)
 Carol Stephenson (Michigan)
 Catherine Strauch (New York)

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

1. introduced the staff.
2. introduced the new South Fairfax County brand, *Potomac Banks: Explore Fairfax South*. The member institutions of this effort will be offering a joint ticket, something Gunston Hall has been exploring for several years. Other sites include the US Army Museum, the Workhouse Arts Center, Mount Vernon, River Farm, Gum Springs and numerous parks and trails.
3. noted that we are forming relationships with the new COV administration. The Secretary of Education, Aimee Guidera, and her husband will be joining the Regents for dinner this evening.
4. reminded the Regents that American Association of Museums accreditation renewal is upon us. We need to start the documentation process now for the period beginning July 1, 2024.

5. upcoming events include the June 4th Clear the Bay Day, a project overseen by the Chesapeake Bay Foundation. REI will be joining Gunston Hall staff and volunteers.

Housekeeping—Nell reviewed the schedule for the remainder of the day, including transportation options for this evening's dinner.

Adjournment. There being no further business, Nell called for adjournment of the Opening Session. Lou seconded. The meeting was adjourned at 9:48am EDT.

The following presentations were made:

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 and finances of the BRGHI.

Lena McAlister Award—Lacey Villiva

Board Development—Nell and Scott led a discussion on the roles and responsibilities of non-profit boards. Scott provided an overview of the campus master plan and of the Riverside Garden, the first master plan project, which is nearing completion.

Staff Reports—The following staff member presented reports on their areas of responsibility:

- Eric App, Deputy Director of Operations
- Becky Martin, Director of Education & Guest Experiences
- Nicole Ryan, Leader of Business Enterprise
- Towanda Vaughan, Director of Finance and Human Resources

Proposed Executive and Standing Committees Restructuring—Nell explained the task force's philosophy of creating an ideal committee structure and how the structure was vetted by the Executive Committee, all current committee chairs and then in meetings with most committees. Every Regent had been included in the discussions either in these group meetings or directly. Nell then clarified the changes between the March 4, 2022 Draft and the March 23, 2022 Draft, which is the basis for today's discussion. Discussion ensued and comments revolved around the following issues:

General Comments

- This structure is an improvement and reflects a lot of work and thought by the task force.
- The Governance Committee should be represented on the Executive Committee. This is a valuable addition.
- Officers should not serve as committee chairs, which is seen as impeding leadership development. This is an appropriate change.
- This is a positive move by the BRGHI toward better governance. It will move more information to the Executive Committee.

- Although the structure provides a job for every Regent, concern and confusion remained on the method of making committee assignments and the procedures for changing or resigning from committees.
 - ***The task force was directed to include a method for the annual evaluation of committee assignments. The BRGHI Committee Evaluation subcommittee was added to the Regent Arrangements and Orientation Committee and included in the March 23, 2022 Draft proposal.***

Relationship with NSCDA

- There is an existing bridge between the NSCDA and the BRGHI. This structure defines the relationship.

Museum Committee

- This new committee will oversee land and site, collections, all buildings, and archeology. Is there a chance for a power issue here? Are the committees and the chairs' responsibilities equitable?
- Concern was expressed over the various responsibilities located here. The various disciplines must work with each other.

Regent Arrangements & Orientation Committee

- The consensus was to retain the Former Regents Advisory Committee.
- Members felt it was important to include Former Regents in all communications and in Development Committee positions as well as solicitations.

Staff Endorsement

- Scott was engaged in the process and provided feedback.
- Scott noted that he and the staff support and endorse this proposal "100%." It meets the challenges now faced by the BRGHI as it has transitioned from an operational to an oversight Board and addresses how the Board and staff can best support each other.

Regent Endorsement

- "There is energy in the room." The structure supports Scott's goals and will lead to success.
- This is not a document; it is a plan to move us forward.
- Being a Regent is a 365-Days per Year job. Regents must pay attention to what is happening at Gunston Hall. This strategy will be more engaging.
- This structure provides a clear path.

Bylaws Changes Required

Several Regents noted that Bylaws would need to be amended to actualize this new structure. Nell responded that the structure is only intended to serve as an outline for the next phase of work for the task force.

Decision to Vote for Approval

There was consensus that Regents were ready to vote on approval of this structure immediately, even though it was on the Closing Session Agenda. Scott indicated that public notice had been given that the BRGHI was meeting and that we did not need to follow the original agenda.

Nell reconvened the Opening Session of the Semi-Annual Meeting of the BRGHI at 2:01pmEDT.

Paige Trace made a motion to accept the proposed reorganization structure dated March 23, 2022 (as amended, above) and that the Governance Committee be charged with providing appropriate amendments to the Bylaws and Standing Rules to be presented for adoption at the October 2022 Annual Meeting. Margaret Schutrumpf seconded. A vote was taken, and the result was 33 Ayes, 0 Nays, and 0 Abstentions. The motion carried unanimously.

Adjournment--Paige Trace made a motion to adjourn the meeting. Sue Tempero seconded. Nell adjourned the meeting at 2:04pmEDT.

DRAFT

***Minutes of the Closing Session of the Semi-Annual Meeting
Board of Regents of Gunston Hall Incorporated (BRGHI)
Sunday, October 3, 2022 at 1:00pm EDT
at Gunston Hall***

Call to Order—Nell Payne, Vice Regent, called the meeting to order at 1:18pm EDT.

America the Beautiful—Led by Kit Davis, Regent from Kentucky

The Lord's Prayer—Led by Mim Hundley, Regent from the Arkansas Society

The Pledge of Allegiance—Led by Carol Stephenson, Regent from the Michigan Society

Roll Call—Carol Rush, Recording Secretary called the roll. Regents not attending in person (a requirement for voting) are noted as excused.

Mrs. James Chris Cammack III (*President, National Society*)

Mrs. Mark Alan Sackson (*President, Virginia Society*)—EXCUSED

Mrs. Thomas Knight McAteer (*First Regent*)-- EXCUSED

Ms. Penelope Payne (*Vice Regent*)

Mrs. Robert H. Perry (*Treasurer*)

Mrs. Henry Walter III (*Assistant Treasurer*)

Mrs. John B. Rush (*Recording Secretary*)

Katherine Lucile Barney

Mrs. Clark Richard Bavin Jr.

Mrs. Carlos Bujosa-- EXCUSED

Mrs. Robert C. Caylor II

Mrs. John P. Cooke

Ms. Katherine McCracken Davis

Mrs. Samuel Bobbitt Dixon -- EXCUSED

Mrs. Robert B. Field Jr.

Mrs. Edward Smoot Finley

Mrs. Thomas L. Giddens Jr. -- EXCUSED

Mrs. Roland Boatner Howell, III

Mrs. David Hockensmith

Ms. Miriam May Hundley

Mrs. Douglas Neal Kelly -- EXCUSED

Mrs. Elizabeth Morris Kingston

Mrs. Cynthia H. Lafferty-- EXCUSED

Mrs. Nancy Evenson Lindley

Mrs. David G. Linville -- EXCUSED

Ms. Mary Christine Love -- EXCUSED

Mrs. M. Peter Madsen II

Mrs. Robert Wayne Monfore

Mrs. Justin Marshall Nicholson

Mrs. James Landrum Parker -- EXCUSED

Mrs. Ronald Lester Schaeffer
Mrs. Brian Schutrumpf
Mrs. John A. Shutkin
Mrs. Larry Warren Stephenson
Mrs. Joel Edward Strauch
Mrs. Charles James Sullivan III-- EXCUSED
Mrs. Richard M. Tempero
Mrs. Jonathan Trace
Mrs. Jacob Van Dyke Jr.
Mrs. Brien Dale Ward -- EXCUSED
Mrs. Stephen Hopkins White -- EXCUSED
Mrs. R. Douglas White

Remarks from Katherine Cammack, President NSCDA—Nell introduced Katherine who provided an update on current NSCDA projects and activities.

- 2022 marks the 90th anniversary of the opening of Dumbarton House to the public. A Gala Celebration is planned for September.
- The NSCDA is trying to strengthen the story of the NSCDA to GAT properties.
- There is an effort to have 250 female ancestors on the Roll of Ancestors by the 250th Celebration. Currently there are 43.
- Membership is always a focus. There are 15,000 members, half of whom are aged 75 or older.
- NSCDA is working on restructuring its governance. There is no officer related to The Mission. And because there are no Regional Conferences the primary function of the Regional VP has been diminished substantially. The new structure will provide more focus on Mission and provide more vertical reporting structure. The changes which will affect Gunston Hall include that the Nominating Committee for Regents will be moved from a Presidential appointment to the Governance Committee and the First Regent will retain her seat on the NSCDA Board but will lose her vote.
- The NSCDA Executive Director's position includes responsibilities related to Mission and Projects as well as Dumbarton House.
- The NSCDA Travel Program has been a wonderful success. It is forging friendships and generating income for the State Societies whose members participate in the trips.

Vote to Accept Consent Agenda—Nell called for a motion to accept the Consent Agenda. *Paige Trace made a motion to remove item “b” from the Consent Agenda. Dale Walter seconded. A vote was taken and by show of hands the motion carried.*

Dotsie McLeod made a motion to accept items “a,” “c,” “d,” and “e” of the Consent Agenda. Paige seconded. A vote was taken and by show of hands the motion carried.

Addressing Item “b,” Paige explained that of the four actions taken by the Executive Committee at their April 1, 2022 meeting, the fourth was taken in violation of the Bylaws. Quoting Article VIII, Section 4 “*Where a committee chair is concerned in matters to be acted upon by the Executive Committee, such chair shall be invited to attend,*” Paige noted that she had not been notified that Collections Committee business would be discussed and had not been invited to attend

the meeting. Nell apologized for the oversight. ***Paige made a motion to section the Actions of the Executive Committee taken on April 1, 2022 into Items #1-#4 and to nullify #4. Rowena seconded. A vote was taken, and the motion carried.***

Margo Caylor made a motion to accept Item “b” of the Consent Agenda as modified. Sue Tempero seconded. A vote was taken, and the motion carried.

Executive Session. Nell requested that the Board meet in Executive Session and Dotsie McLeod seconded. A vote was taken and the proposal to go into executive session was unanimous. Staff members in attendance were excused.

I, Nell Payne, as Vice Regent of the Board of Regents of Gunston Hall, Inc., certify that the only topics of discussion during the Executive Session were the restoration and opening of the garden at Gunston Hall. A roll call vote was taken, and all members attested to Nell’s statement.

Consideration and Adoption of FY23 Budget. Nell called for discussion on the proposed budget as presented jointly by Treasurer and Executive Director during the Opening Session. ***Dotsie McLeod made a motion to adopt the FY23 Budget as modified for the Regents Dues item. A vote was taken, and the motion carried.***

Consideration and Adoption of FY23 Strategic Initiatives. Nell called for discussion on the proposed strategic initiatives as presented jointly by Treasurer and Executive Director during the Opening Session. ***Nell made a motion to adopt the FY23 Budget as modified for the Regents Dues item. A vote was taken, and the motion carried.***

Housekeeping. Nell reviewed the schedule for the remainder of the day, including the wreath laying at the tombs of George and Ann Mason and the cake and champagne toast to celebrate the 70th Anniversary of the opening of Gunston Hall as a museum. Mason Bavin reviewed the schedule for Monday’s tour. Scott displayed the Regent Certificates and Governor’s pins for the 2019 class.

Adjournment—Nell thanked the staff for all their work behind the scenes preparing for this Semi-Annual Meeting.

Mim Hundley made a motion to adjourn. Kit Davis seconded. The meeting was adjourned at 3:02pm EDT.

Respectfully submitted,
Carol Rush, Recording Secretary