



APPROVED Minutes  
Quarterly Board of Trustees Meeting  
Forum  
2500 West Broad Street

June 15, 2023  
3 p.m.

**Present:** Cristina Ramirez, David Mills, Dr. Denise Walters, Elsa Falls, Glenn Davidson, John Benton, Lauren Mathena, Patricia Nicoson (Teleconference), Dr. Richard Groover, Dr. Rodney Berry, Suri Ganeriwala and Ukay Jackson.

**Staff:** Rich Conti, Timshel Purdum, Courtney Moyer, Ada Sue Siler, Kinsey Peeler, and Ash Harris.

**Other Attendees:** Cindy Norwood-Marquez, Office of the Attorney General

**Welcome and Service Acknowledgement**

Dr. Walters called the meeting to order at 3 p.m. and verified a quorum was present.

The board acknowledged Glenn Davidson for his 10 years of service on the Board of Trustees. Mr. Conti presented Mr. Davidson with a custom framed art print as an expression of thanks.

**Approval of Minutes**

Dr. Walters asked the Trustees to review the April 20, 2023, meeting minutes. Dr. Berry called a motion to approve the minutes. Mr. Benton called the second. Dr. Walters called for a vote which passed unanimously without objection.

**Revision of Bylaws**

Dr. Walters welcomed Cindy Norwood-Marquez to review the proposed changes to the bylaws.

Ms. Norwood-Marquez reviewed the key changes to the bylaws:

- New provision is included to allow for more flexibility with teleconferencing if the Board member lives more than 60 miles from the Science Museum.
- A quorum is still required in person for voting to take place.

- Additional wording is included that allows for justification of personal needs to substantiate teleconferencing requests.
- The new bylaws include the option to have two virtual Board meetings a year, as long as they are not consecutive.
- The committees were discussed and the definitions were fine tuned.

Dr. Berry asked how many Board members will be directly affected by the 60 mile radius provision. Ms. Norwood-Marquez responded that two members will be affected.

Dr. Walters stated that the wording allows for more flexibility in offering accommodations for personal needs. However, a quorum is still required in person and accommodations for virtual attendance must be requested in advance to the Chair and Secretary.

Dr. Walters also took this moment to inform the Board that Dr. Kathy Lu has resigned from the Board.

Dr. Groover asked if there is any provision for the removal of trustees from the Board if needed. Ms. Norwood-Marquez responded that state law dictates and covers the removal of non-compliant Board members.

Ms. Falls asked what changes were made to the bylaws. Mr. Conti noted that the only changes made to the bylaws were items noted by Ms. Norwood-Marquez.

Dr. Walters called for a motion to approve the new bylaws as presented. Mr. Davidson made the motion and the second was called by Mr. Mills. A vote was taken by verbal affirmation. All voted in favor and motion carried.

### **Director's Report**

Mr. Conti highlighted the following:

- The fiscal year is coming to an end.
- Mr. Conti provided an overview of the deficit acknowledgement form that must be signed every year. The form acknowledges that the Board has been made aware that if the Science Museum was to fall into a deficit the Board of Trustees could be personally responsible for the deficit.
- The Science Museum is in fantastic financial shape and will end the year right on target.
- The FY24 Work Plan now has measurable tactics to help reach the objectives in the plan. The six objectives are:
  - Objective 1 - Develop an updated plan for Phase III of The Green that will encompass the expanded site and involve key stakeholder groups.
  - Objective 2 - Formulate a plan to address staff capacity, knowledge transfer, and continuity of leadership to ensure that people remain a core strength of the organization.
  - Objective 3 - Acquire the expertise to fully develop the narrative history of Broad Street Station and begin to incorporate it into the guest experience.

- Objective 4 - Begin the process of identifying appropriate food service options for all of our audiences.
- Objective 5 - Grow the volunteer program to strengthen the guest experience.
- Objective 6 - Draft an interpretive plan that connects cutting edge topics in STEM to the public's interest.
- Mr. Conti asked for any questions on the work plan before the Board votes to approve it.

Dr. Groover asked for clarification regarding the Trustee Discretionary Fund transfer request that concerns the narrative history of Broad Street Station. Does this include a focus on the train station? Mr. Conti replied that the train station will be featured in the project.

Dr. Walters asked for a motion to approve the FY24 Work Plan with the detailed objectives and tactics. The motion was called by Dr. Berry and seconded by Mr. Davidson. A vote was taken by verbal affirmation, all approved, and the motion carried.

Mr. Conti continued with the Director's report.

- Phase I of The Green is complete, the fence is down and new signage is set for installation at the end of June. An event will be hosted in September for donors.
- Phase II of The Green went out for bid on Tuesday.
- The layout plan for Phase II was displayed and discussed. The plan will accentuate the building's historic structure and will feature a narrowed hardscape and more greenspace. The Earth Kugel will stay in its current location, but with upgrades to the infrastructure.
- The Northern Virginia Science Center continues to make strides in its progress. Last week the project entered the working drawing phase. Additional funding is needed and the Northern Virginia Science Center Foundation continues to work to raise private funds.

### **Operations Report**

Mr. Harris gave an overview of operations.

- Special events grossed over \$451k in revenue so far this year. Expenses are currently at \$86k, just under 20%. Net revenue is at \$365k. A plan is in place to reduce expenses further to 18%.
- Birthday parties are set to come back. The birthday party packages will include rental of space in either the train cars, the RF&P Forum, or the Challenge Lab.
- Efforts will be made to bring in corporate and company events in the Thalhimer Pavilion.
- Hiring is in process for the Director of Exhibits and the Science Museum will be hiring a Director of Guest Experience in the coming year.
- The Science Museum is planning to bring the housekeeping function in house, following the successful model that worked with security.

- A renewed focus is being given to the cafe and food offerings at the Science Museum. The aim is to offer a better guest experience and generate additional revenue through catering.
- The gift shop and the cafe have upgrades scheduled in the coming weeks to update the point of sale systems. The updates will allow for tap pay, chip pay, Apple pay, and Google pay. Enhancements will also be made to the gift card offerings.

Dr. Groover asked who is responsible for hiring the vacancy of Chief Scientist. Ms. Purdum responded that she and Human Resources are in the process of reviewing resumes and screening candidates.

### **Finance and Business Operations Committee's Report**

Mr. Benton provided an overview of the financial position of the Science Museum.

- The financial position of the Science Museum is strong.
- All sectors are recovering from the pandemic.
- Projections are conservative and the Science Museum is in a 12% better position than anticipated.
- The Science Museum excels at controlling expenses.
- Careful and methodical considerations are taken with filling vacant full time classified positions.
- The Maintenance Reserve Fund will receive an additional \$1M on July 1.
- The Finance and Business Operations committee would like to recommend three action items to the full Board:
  - Approval of the FY24 budget.
  - Approval of a new set of six-year capital projects.
  - Approval of two Trustee Discretionary Fund transfer resolutions.

### **FY 24 Budget**

Mr. Benton reviewed the following details:

- The General Assembly has not approved a new state budget yet. The previous budget from Governor Northam's administration will carry over if a budget isn't approved by July 1.
- The new state budget proposed a 7% raise for classified staff, but the current state budget allows for a 5% raise.
- Additional income is accounted for in the Science Museum's FY24 budget from the price increases to memberships and admission.
- Funds are set to be pulled from revenue from the gift shop.
- A new staff position for guest experience is accounted for as well in the proposed Science Museum budget.

- Housekeeping will no longer be a contractor expense, but will be brought in house.

Mr. Benton made a motion to approve the FY24 budget as presented. Dr. Groover called the second. A vote was taken by verbal affirmation and all were in favor. The motion carried.

### **Six-Year Capital Projects**

Mr. Conti presented highlights of a new set of six-year capital projects to be presented to the Secretary of Education and given to the Department of Planning and Budget by June 22, 2023.

- The items proposed are:
  - \$3M for the historic preservation and maintenance of the train sheds and tracks.
  - \$3.7M for upgrade to critical infrastructure and vertical transportation.
  - \$6M for the development of infrastructure for food service and new touring exhibition space.
  - \$10M for the development of the East Green (formerly Phase III).

Mr. Benton made a motion to approve the six-year capital projects as presented. The second was made by Mr. Davidson. A vote was taken by verbal affirmation and all were in favor. The motion carried.

### **Trustee Discretionary Fund Transfers, Resolution 006-2023 and 007-2023**

Mr. Benton reviewed the proposed transfers.

#### **Resolution #006-2023**

#### **Approval to allocate funds for research on Broad Street Station's history.**

It is the responsibility of the Board of Trustees to approve all transfers from the Trustee Discretionary Fund. Management is requesting an action to approve a transfer of \$150,000 from the Trustee Discretionary Fund to secure expertise to develop a narrative history of Broad Street Station.

Currently, there is minimal interpretation about the history of Broad Street Station within the Science Museum, largely due to the lack of reliable information. In the FY24 work plan, incorporating information about Broad Street Station's history into the guest experience has been identified as a strategic objective for the year.

The Science Museum needs to hire third-party expertise to conduct the necessary primary research to develop this narrative history. The Board authorizes the Science Museum of Virginia Foundation to transfer \$150,000 from the Trustee Discretionary Fund held in account #817 for the above expenses.

Mr. Benton made a motion to approve 006-2023. The second was called by Dr. Grover. A vote was taken, all were in favor, and the motion carried.

### **Resolution #007-2023**

#### **Approval to allocate funds for the development of food service concept(s) for the Science Museum.**

It is the responsibility of the Board of Trustees to approve all transfers from the Trustee Discretionary Fund. Management is requesting an action to approve a transfer of \$150,000 from the Trustee Discretionary Fund to secure expertise to develop a food service concept(s) for the Science Museum.

The Science Museum serves a diverse cross section of the community with guests ranging from students on field trips and families on leisure visits, to event rentals and large-scale special events. Over the years, the Science Museum has experimented with several food service delivery options, from a full-service casual cafe to vending machines with snacks and drinks only. The addition of The Green presents a new challenge to offer food service to guests who may not enter the Science Museum.

In the FY24 work plan, beginning the process to establish appropriate food service options for Science Museum audiences has been identified as a strategic objective for the year.

The Science Museum needs to hire third party expertise to evaluate potential restaurant space. The Board authorizes the Science Museum of Virginia Foundation to transfer \$150,000 from the Trustee Discretionary Fund held in account #817 for the above expenses.

Mr. Benton made a motion to approve 007-2023. Mr. Mills seconded the motion. A vote was taken, all were in favor, and the motion carried.

### **Education Report**

Dr. Berry provided highlights from the Education team.

- The Education team has excelled in their programming these last two months.
- School field trips and group attendance is strong.
- Community science initiatives are thriving.
- Community outreach efforts are succeeding, as evidenced by Minds of All Kinds event and the Que Pasa festival.
- Upcoming events include: Curiosity Camp Out, summer camps, Teacher Open House, Virginia Fiesta, and the Wild Kratts exhibition.

Ms. Falls asked what the Wild Kratts exhibition theme is about. Mr. Mills responded that the theme is from a PBS children's show that features nature and animals.

### **Foundation Report**

Ms. Peeler shared an overview of the Foundation's recent developments and progress.

- The team hired a new grant writer, Portia Chan, who started on May 1.
- The team also hired a new Director of Advancement, Sue Rockwell, who will start July 17.
- The Foundation Board of Directors is changing up their meeting format. Meetings will shift to the morning.
- The Foundation is accepting applications and nominations for Board of Directors vacant seats.
- So far, the Foundation has raised over \$4.5M for The Green.
- 57% of Trustees have given support for The Green. The aim is to have 100% participation.
- The statement of assets shows that the Foundation is on track to give \$4.2M in support to the Science Museum by the end of FY23.
- The Board of Directors has appointed a new President, Elana Edwards, from Allianz.

### **New Business**

Dr. Walters asked for any new business.

### **Adjournment**

With no new business heard, Mr. Davidson made a motion to adjourn the meeting, which was seconded by Dr. Berry. Dr. Walters called for a vote which passed unanimously without objection. The meeting was adjourned at 3:58 p.m.

The next meeting will be on October 19, 2023.