

Date: _____ Approved: _____

Governance Task Force Minutes
Theater Level Conference Room #2
Thursday, 25 April 2013, 10:00 am

There were present:

John A. Luke, Jr., Chair
Ms. Kelly B. Armstrong
Terrell Luck Harrigan
Benjamin W. Rawles III
William A. Royall, Jr.
Michael J. Schewel
Thurston R. Moore, Ex-officio

By Invitation:

Alex Nyerges, Director
Ms. Suzanne Broyles

I. Call to Order – John A. Luke, Jr., Chair

Chairman, John Luke, called the meeting to order at 10:10 am, and welcomed the group.

II. Minutes

Motion: proposed by Mr. Luke and seconded by Ms. Harrigan that the minutes of the last meeting of the Governance Task Force held on the 22nd of March 2013 be approved as distributed on the 3rd of April 2013.
Motion carried.

III. Review of Planned Meeting Dates

Mr. Luke announced that the next meeting date was June 4th from 8:30am-10:00am in the Theater Level Conference Room #2 and asked the group to note the earlier time change.

IV. Board Succession and Development

John Luke asked if there were any thoughts on the discussion draft he prepared on future composition of the board. He asked for any edits on the five conclusions in his document; the importance of reaching outside the Commonwealth, choosing qualified candidates with a willingness to provide financial support, matching candidates skills to the needs of the Board, seeking diversity in all forms, and adding national representation to the Board. Task Force members felt that international representation should be added as well as national. It was thought that this draft could serve as an ongoing paper for discussion.

Michael Schewel was surprised that only a few current Trustees sent in names for the upcoming openings on the Board. He suggested that perhaps in the future members of this Task Force

could call current Trustees asking for two or more names for our list of prospective Trustees since so few respond to the e-mail requests.

Mr. Luke referred to the board skills matrix brought to the last meeting saying that it gave us a good look at present board skills and would be a good tool for the use of a small group. Bill Royall mentioned the importance of analyzing how each board member supports the strategic plan goals and objectives.

The group went on to discuss the orientation process and how we can include learning new Trustees' strengths. Terrell Harrigan suggested asking each new Trustee to list their strengths instead of trying to determine their skills ourselves. She added that by asking them why they decided to serve on the Board, we can learn much more about the new member. The Director said we could get to know the new Trustee by asking them to tell us something about themselves we would never glean from their résumé. Regarding Trustee financial support, John Luke noted that we need to be a little more overt in our request. Mr. Moore asked the Task Force to revise the Guidelines for the Consideration of Prospective Trustees document as he would like to send an updated version to the Governor with our nominees in June. The document will be distributed to the Task Force members for their input.

At 10:30 am the meeting went into closed session.

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

At 11:04 am, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Luke, seconded by Mr. Schewel that the Committee 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 and the results of which are outlined in the Certification Resolution.

The Task Force continued their discussion on ideas for enhancing Trustee engagement. President-elect, Bill Royall asked if any trustee can attend the Executive Committee meetings and President Moore said he thinks this Task Force should consider that. The Director mentioned that having a small Executive Committee is very important. He felt that the President could send out an Executive Committee meeting summary to Board members (even though they receive minutes) to help them feel more involved.

Kelly Armstrong suggested that new trustees sit on the Development Committee and Bill Royall agreed that new trustees should also join an affinity group which will give them contact with curators. Ms. Armstrong said that she has asked Linda Lipscomb for a list of which Trustees and Foundation Directors are currently involved in each affinity group.

V. Board Governance

Regarding the present committees and charters, Michael Schewel remarked that we were in good shape with our committee structure as long as we continue to reinforce the importance of statewide outreach. It was announced that soon a Strategic Plan Task Force will be appointed to create the plan for the years 2015 through 2020. The group discussed the future of the Governance Task Force and felt it was necessary to continue the process of cultivating prospective trustees year round and to handle governance issues. It was thought that some members of the Governance Task Force could sit in on the Foundation Nominating Committee meetings to enhance the efficiency and continuity of the institution. President Moore said this Task Force could continue to vet the names of prospective members and forward them to the Executive Committee for their approval.

VI. Other Business/Adjournment

The next meeting will be held at 8:30 am on June 4 in the Theater Level Conference Room #2. No other business was brought before the Task Force and the meeting adjourned at 11:41am.

MOTION:	Mr. Luke	MEETING:	Governance Task Force
SECOND:	Mr. Royall	DATE:	25 April 2013

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Governance Task Force 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 Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Governance Task Force 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 Governance Task Force.

<u>VOTE</u>	AYES: Luke/Harrigan/Royall/Schewel/Moore	NAYS: None
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[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE:	None
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ABSENT DURING MEETING:	None
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Suzanne Broyles
Secretary of the Museum