

Date: \_\_\_\_\_ Approved: \_\_\_\_\_

Virginia Museum of Fine Arts  
Nominating & Governance Committee Meeting Minutes  
The Pauley Center First Floor Meeting Room, 1:30 pm  
Wednesday, January 6, 2010

There were present:

Mary F. White, Acting Chair  
Karen C. Abramson  
Mrs. Stanley F. Pauley  
Pamela Reynolds, Ex-Officio  
Thurston Moore, Ex-Officio  
Suzanne T. Mastracco, Ex-Officio  
Richard G. Tilghman, Ex-Officio

By Invitation:

Alex L. Nyerges, Director  
David B. Bradley  
Ms. Suzanne Broyles  
Ms. Nancy Parsons  
Ms. Joan W. Murphy

Absent:

Thomas F. Farrell II

I. CALL TO ORDER

The meeting was called to order by Acting Chair, Mary White at 1:40 pm.

II. MINUTES

**Motion:** proposed and seconded that the minutes of the December 14, 2009 meeting of the Nominating & Governance Committee be approved as distributed on the 5th of January 2010. Motion carried.

III. EXECUTIVE SESSION

At 1:42 pm the meeting went into closed session.

**Motion:** proposed by Mrs. White, and seconded by Mrs. Reynolds that the meeting go into closed session under Section 2.2-3711 (A) (1), (4) and (10) of the Freedom of Information Act to discuss a **personnel** matter which is not public, and to discuss a **personal** matter not related to public business and to discuss **special awards** or honors. Motion carried.

At 2:37 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

**Motion:** proposed by Mrs. White, seconded by Mrs. Mastracco 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.

**Motion:** proposed by Mrs. White, seconded by Mr. Tilghman that the Nominating Committee bring the name selected for President-elect in closed session to the February 18<sup>th</sup> Full Board meeting for a vote. Motion carried.

#### IV. OTHER BUSINESS/ADJOURNMENT

No additional business was brought before the Committee, and the meeting adjourned at 2:40 pm.

Suzanne Broyles  
Secretary of the Museum

MOTION:	Mrs. White	MEETING:	Nominating & Governance Committee
SECOND:	Mrs. Mastracco	DATE:	6 January 2010

#### **CERTIFICATION OF CLOSED MEETING**

**WHEREAS**, the Nominating & Governance Committee 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 Nominating & Governance Committee 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 Nominating & Governance Committee.

#### VOTE

AYES: White/Abramson/Pauley/Reynolds/Mastracco/Tilghman

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: Moore

ABSENT DURING MEETING: None

Suzanne Broyles  
Secretary of the Museum