

Date: _____ Approved: _____

Virginia Museum of Fine Arts
DRAFT – Minutes of the Executive & Governance Committee Meeting
Claiborne Robertson Room
Monday, 29 September 2014, 12:00 p.m.

There were present:

William A. Royall, Jr., President
Martin J. Barrington
Margaret Irby Clement
Michael M. Connors
Thomas F. Farrell, II
Susan S. Goode
John H. Hager
John A. Luke, Jr.

By Invitation:

Alex Nyerges, Director
Kelly B. Armstrong
Stephen D. Bonadies
Dr. Lee Anne Chesterfield
Mark Johnson
Claudia E. Keenan
Rebecca L. Morrison
Cameron O' Brion
Benjamin W. Rawles, III

Absent:

Laura Keller
James W. McGlothlin
Thurston R. Moore

I. CALL TO ORDER

Bill Royall, President of the Board of Trustees, called the meeting to order at 12:05 p.m. and thanked the committee members for attending.

II. MINUTES

Motion: proposed by Mr. Royall and seconded by Mr. Farrell that the minutes of the August 14, 2014 meeting be approved as distributed. Motion approved.

III. REPORT OF THE PRESIDENT

Mr. Royall introduced new Trustees and briefed the committee regarding a real estate matter. He reviewed upcoming changes to Trustee meeting structure.

IV. REPORT OF THE DIRECTOR

Alex Nyerges, Director, informed Trustees of scheduled curatorial and staff management retreats, and auditing progress. He indicated that committee membership should expect to receive a draft of the new Strategic Plan for approval during the first meeting of CY15.

V. REPORT OF THE FOUNDATION

Ben Rawles, President of the Foundation Board of Directors, reviewed news on behalf of both the Real Estate Foundation and Foundation Nominating Committee. Mr. Royall recognized Mr. Rawles for his commitment as President of the Foundation Board of Directors and announced that Kelly Armstrong will move into the role beginning next term.

VI. ADVANCEMENT REPORT

Claudia Keenan, Executive Director of the Foundation and Deputy Director of Resources and Visitor Experience, reviewed both year-end advancement budget and museum membership results for FY14. She then reviewed year-to-date FY15 advancement budget and museum membership figures.

Ms. Keenan expressed to the board a positive outlook for engagement and fundraising surrounding *Forbidden City*.

VII. FINANCE REPORT

Mark Johnson, Interim Chief Financial Officer, reviewed budget reports enclosed in the meeting folders, plans for cost reduction, and progress made regarding three audits – state, foundation and independent.

VIII. OTHER BUSINESS/CLOSED SESSION

At 1:05 p.m., the meeting went into closed session with the following motion.

Motion: proposed by Mr. Connors, and seconded by Mr. Farrell that the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711 (A) subsections (7) of the Code of Virginia **to discuss consultation on litigation.**
Motion carried.

At 1:50pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall and seconded by Mr. Hager 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, the results of which are outlined in the Certification Resolution.

IX. EXECUTIVE SESSION

At 1:52 pm the meeting went into closed session with the following motion.

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

At 2:50 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall and seconded by Ms. Goode 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, the results of which are outlined in the Certification Resolution.

MOTION: Mr. Connors
SECOND: Mr. Farrell

MEETING: Executive Committee
DATE: 29 September 2014

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Executive 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 (A) of the Code of Virginia requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Executive 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 Executive Committee.

VOTE

AYES: Royall/ Barrington/Clement/Connors/Farrell/Goode/Hager/Luke

NAYS: None.

ABSENT DURING VOTE: None.

ABSENT DURING MEETING: McGlothlin/Moore

MOTION: Mr. Royall
SECOND: Ms. Goode

MEETING: Executive Committee
DATE: 29 September 2014

CERTIFICATION OF CLOSED MEETING

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VOTE

AYES: Royall/ Barrington/Clement/Connors/Farrell/Goode/Hager/Luke

NAYS: None.

ABSENT DURING VOTE: None.

ABSENT DURING MEETING: McGlothlin/Moore