

Virginia Museum of Fine Arts  
Minutes of the Electronic Meeting of the  
Trustees Executive & Governance Committee  
Tuesday, December 15, 2020; 3:00pm

There were present:

Monroe Harris, Jr., President  
David Goode  
Meg Gottwald  
Ken Johnson  
Jim Klaus, Ex-officio (*non-voting*)  
Lilo Ukrop, Ex-officio (*non-voting*)

Absent:

Jil Harris

By Invitation:

Alex Nyerges  
Kay Baker  
Stephen Bonadies  
Caprice Bragg  
Stephanie Cooperstein  
Jan Hatchette  
Tom Gutenberger  
Cindy Norwood  
Hossein Sadid  
Michael Taylor

I. CALL TO ORDER

Trustee President Dr. Monroe Harris, Jr. welcomed the committee and guests and called the meeting to order at 3:04pm.

II. PUBLIC COMMENT PERIOD

Dr. Harris acknowledged that there were no public comments.

III. DIRECTOR UPDATE

Museum Director and CEO Alex Nyerges shared an update on Governor Northam's recent announcement inviting the Virginia Museum of Fine Arts to lead an initiative to reimagine Monument Avenue. He noted that this initiative, which will be included in a proposed budget that the governor will release on Wednesday, December 16 will be a massive multi-year project. He asked the Committee to consider what organizations and artists that VMFA should work with to accomplish this difficult but exciting task. He informed the committee that museum leadership wants inclusivity to be at the heart of every effort that is taken in reimagining Monument Avenue.

IV. CLOSED SESSION TO DISCUSS PERSONNEL

At 3:13pm the meeting went into closed session with the following motion.

**Motion:** proposed by Dr. Harris and seconded by Mr. David Goode that the Executive Committee meeting go into closed session to discuss the performance of a specific employee, particularly to discuss the Director's annual goals and performance. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 3:19pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** proposed by Dr. Harris and seconded by Mr. Ken Johnson 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:** proposed by Dr. Harris and seconded by Mr. Ken Johnson that the Committee ratify the action discussed in closed session which was that Alex Nyerges, VMFA Director and CEO would receive the maximum budgeted amount for his bonus. Motion carried.

V. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 3:21pm.

Recorded by: Stephanie Cooperstein  
Executive Administrator to the Chief Strategy Officer and Deputy Director for  
Strategic Planning, Government and Board Relations

**MOTION TO GO INTO CLOSED SESSION (Personnel):**

**Motion:** I move that the Executive & Governance Committee go into closed session to discuss the performance of a specific employee, particularly to discuss the Director’s annual goals and performance. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia.

**MOTION:** Dr. Harris

**SECOND:** David Goode

**MOTION TO COME OUT OF CLOSED SESSION (Personnel):**

**Motion:** To certify that the closed session just held was conducted in compliance with the Code of Virginia, as set forth in the Certification Resolution distributed.

**MOTION:** Dr. Harris

**SECOND:** Ken Johnson

**CERTIFICATION OF CLOSED MEETING**

**WHEREAS**, the Executive & 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 (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 & 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 Executive Committee.

**VOTE**

**AYES:** Dr. Monroe Harris, Mr. David Goode, Ms. Meg Gottwald, Mr. Ken Johnson,  
**NAYS:** NA

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

**ABSENT DURING VOTE:** NA  
**ABSENT DURING MEETING:** Ms. Jil Harris