

Virginia Museum of Fine Arts  
Minutes of the Executive and Governance Committee Meeting  
Monday, December 4, 2023, 10:30am  
Claiborne Robertson Room

There were present:

Lynette Allston, President  
Brian Ball  
Betty Crutcher  
Anne Edwards  
Pam Royal

Absent:

Matt Cooper  
Jil Harris

By Invitation:

Alex Nyerges, Director and Chief Executive Officer  
Caprice Bragg  
Stephanie Cooperstein  
Courtney Freeman  
Andrew Harris  
Jan Hatchette  
Jay Olander, VMFA Foundation President  
Michael Taylor  
Kimberly Wilson

I. CALL TO ORDER

Trustee President Lynette Allston called the meeting to order at 10:32am.

II. MINUTES APPROVAL

**Motion:** Proposed by Ms. Allston and seconded by Dr. Betty Crutcher that the minutes of the September 12, 2023 and November 1, 2023 meetings of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Ms. Allston acknowledged recent appointees, Ms. Loran Brueggen, Mrs. Emily Franklin, Ms. Whitney Murphy, Ms. Amanda Qreitem, and Mrs. Christina Shin to the Board of Trustees, and noted that a new trustee orientation was scheduled for later in the day. She also announced that Mr. Brian Ball, Mr. Matt Cooper, and Dr. Pamela Royal have been selected as the new chairs of the Building Committee, Art Acquisitions Sub-Committee, and Fiscal Oversight Committee, respectively.

IV. DIRECTOR'S REPORT

Alex Nyerges, Virginia Museum of Fine Arts (VMFA) Director and Chief Executive Officer reported on the Advancement Division's efforts to fundraise for the campaign and upcoming exhibitions. He also shared that long-time VMFA supporter and friend, Mr. Frank Raysor, who passed away in 2022, included VMFA in his estate plans, and expressed gratitude for Mr. Raysor's kindness and thoughtfulness. Mr. Nyerges concluded with an expansion update, noting that the schematic design phase is substantially complete. He added that the design has been approved by the Art and Architectural Review Board and is under review by the Division of Engineering and Building of the Commonwealth's Department of General Services.

V. CLOSED SESSION

At 10:54am the meeting went into closed session with the following motion:

**Motion:** Proposed by Ms. Allston and seconded by Dr. Crutcher that the Executive and Governance Committee meeting go into closed session to discuss proposed art deaccessions. The relevant exemption is Section 2.2-3711(A) (6 and 10) of the Code of Virginia. Motion carried.

**Motion:** Proposed by Ms. Allston, seconded and carried that the meeting come out of closed session and to certify the closed session just held was conducted in compliance with Virginia's state law, as set forth in the Certification Resolution distributed.

At 11:05am, a roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes, and the meeting resumed in open session.

VI. CLOSED SESSION TO DISCUSS PERSONNEL

At 11:06am the meeting went into closed session with the following motion:

**Motion:** Proposed by Ms. Allston and seconded that the Executive and Governance Committee meeting go into closed session to discuss specific personnel. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

**Motion:** Proposed by Ms. Allston, seconded and carried that the meeting come out of closed session and to certify the closed session just held was conducted in compliance with Virginia's state law, as set forth in the Certification Resolution distributed.

At 11:16am, a roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes, and the meeting resumed in open session.

VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded, and approved by the committee at 11:18am.

Recorded by: Stephanie Cooperstein  
Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance  
Committee Meeting

SECOND: Dr. Betty Crutcher

DATE: December 4, 2023

### **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: Allston / Ball / Crutcher / Edwards / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper / Harris

MOTION: Lynette Allston

MEETING: Executive and Governance  
Committee Meeting  
DATE: December 4, 2023

**SECOND:**

**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;

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VOTE

AYES: Allston / Ball / Crutcher / Edwards / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper / Harris