

Virginia Museum of Fine Arts  
Draft Minutes of the Executive and Governance Committee Meeting  
Tuesday, March 19, 2024, 10:00am  
Founder's Conference Room (Lower Level)

There were present:

Lynette Allston, President  
Brian Ball  
Matt Cooper  
Betty Crutcher  
Ken Dye  
Anne Noland Edwards  
Jil Harris  
Pam Royal

Absent:

NA

By Invitation:

Alex Nyerges, Director and Chief Executive Officer  
Stephanie Cooperstein  
Courtney Freeman  
Andrew Harris  
Jan Hatchette  
Adam Kane, Office of the Attorney General  
Michael Taylor  
Kimberly Wilson

I. CALL TO ORDER

Trustee President Lynette Allston called the meeting to order at 10:01am.

II. MINUTES APPROVAL

**Motion:** Proposed by Ms. Anne Noland Edwards and seconded by Dr. Pam Royal that the minutes of the December 4, 2023 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Ms. Allston welcomed guests and thanked the committee members for their leadership and support of the museum. She specifically thanked Ms. Edwards for hosting an event in Hood, Virginia and thanked Dr. Betty Crutcher for agreeing to serve as the board's liaison to The VMFA Council.

IV. DIRECTOR'S REPORT

Alex Nyerges, Virginia Museum of Fine Arts (VMFA) Director and Chief Executive Officer reported on the progress of the Fiscal Year 2025 Budget. He stated that a balanced budget will be presented to the board in June for approval. Mr. Nyerges then provided a brief update on the expansion project, noting that a contractor has been selected to begin work on the Leslie Cheek Theater. He concluded his report by discussing deaccessioning as it relates to the Native American Graves Protection and Repatriation Act.

V. CLOSED SESSION

At 10:09am the meeting went into closed session with the following motion:

**Motion:** Proposed by Ms. Allston and seconded by Mr. Ken Dye 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 10:32am, 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

At 10:33am the meeting went into closed session with the following motion:

**Motion:** Proposed by Ms. Allston and seconded by Dr. Royal 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 10:57am, 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 10:58am.

Recorded by: Stephanie Cooperstein  
Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance  
Committee Meeting

SECOND: Ken Dye

DATE: March 19, 2024

**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 / Cooper / Crutcher / Dye / Edwards / Harris / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: None

MOTION: Lynette Allston

MEETING: Executive and Governance  
Committee Meeting

SECOND: Dr. Pam Royal

DATE: March 19, 2024

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**VOTE**

AYES: Allston / Ball / Cooper / Crutcher / Dye / Edwards / Harris / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper / Harris