

Virginia Museum of Fine Arts
Minutes of the Nominating Sub-Committee Meeting
Tuesday, May 16, 2023, 10:00am
Birch Douglass Private Dining Room in Amuse

There were present:

Ken Dye, Chair
Matt Cooper
Kirsti Graham

Absent:

Lynette Allston

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Caprice Bragg
Stephanie Cooperstein
Tom Gutenberger
Michael Taylor

I. CALL TO ORDER

Mr. Ken Dye called the meeting to order at 10:03am.

II. MINUTES APPROVAL

Motion: Proposed by Ms. Kirsti Graham and seconded by Mr. Matt Cooper to approve the minutes of the June 21, 2022 meeting of the Nominating Sub-Committee as distributed. Motion carried.

III. ROLE OF THE NOMINATING SUB-COMMITTEE

Mr. Dye reviewed the sub-committee's charge which is to provide the Governor recommendations of possible candidates for appointment and to recommend a candidate for President to full Board of Trustees at its annual meeting.

IV. DISCUSS TERMS AND VACANCIES

Mr. Dye reminded the sub-committee that, according to statute, management and control of the Virginia Museum of Fine Arts is vested in the Board of Trustees and its ex-officio members which include the Governor, Speaker of the House of Delegates, and Mayor of the City of Richmond. The board must have at least 25, but not more than 35 nonlegislative citizen members who can serve up to two consecutive five year terms. As of June 30, 2023, one trustee will have completed the maximum number of terms, and six trustees will have reached the end of their first term and will be eligible for reappointment.

Motion: Proposed by Mr. Cooper and seconded by Ms. Graham to recommend the following as officers to the full board for a one-year term ending on June 30, 2024:

President Ms. Lynette L. Allston

Motion carried.

V. DISCUSS POTENTIAL CANDIDATES

At 10:16am the meeting went into closed session with the following motion.

Motion: Proposed by Mr. Dye and seconded by Mr. Cooper that the Nominating Sub-Committee meeting go into closed session to discuss specific candidates for potential appointment to the Board of Trustees. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried. Motion carried.

At 10:56am, by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: Proposed by Mr. Dye and seconded by Ms. Graham that the Nominating Sub-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.

VI. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 10:57am.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Ken Dye
SECOND: Matt Cooper

MEETING: Nominating Sub-Committee
DATE: May 16, 2023

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Nominating Sub-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 Nominating Sub-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 Sub-Committee.

VOTE

AYES: Cooper / Dye / Graham

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Allston