

Virginia Museum of Fine Arts
Minutes of the Executive and Governance Committee Meeting
Tuesday, June 11, 2024, 11:15am
Founder's Conference Room (Lower Level)

There were present:

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

Absent:

Matt Cooper

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Caprice Bragg
Stephanie Cooperstein
Courtney Freeman
Tom Gutenberger
Andrew Harris
Jan Hatchette
Deb Love, Office of the Attorney General
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

Trustee President Lynette Allston called the meeting to order at 11:17am.

II. MINUTES APPROVAL

Motion: Proposed by Ms. Lynette Allston and seconded by Dr. Pam Royal that the minutes of the March 19, 2024 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Ms. Allston welcomed the committee and noted that newly appointed trustees Dayal Baxani and Whitney Murphy will attend the meetings. She specifically thanked the committee for its leadership and hard work during Fiscal Year 2024 (FY24).

IV. DIRECTOR'S REPORT

Alex Nyerges, Director and Chief Executive Officer, reported that the museum will end FY24 on budget and that a balanced FY25 budget will be presented to the Fiscal Oversight Committee for review. He anticipates that the committee will recommend it to the full board for approval. Mr. Nyerges then provided an update on the expansion project, noting that work is well underway on the renovations to the Leslie Cheek Theater. He stated that the Campaign Committee voted to recommend a new campaign fundraising goal of \$271 million to the full board of Trustees. Mr. Nyerges concluded his report by discussing deaccessioning as it relates to the Native American Graves Protection and Repatriation Act.

V. CLOSED SESSION

At 11:27am the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Dr. Betty Crutcher that the Executive and Governance Committee go into closed session to consult with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel. The relevant exemptions are Section 2.2-3711(A), subsections (8) and (29) of the Code of Virginia. Motion carried.

Motion: Proposed by Ms. Allston, seconded and carried that the Executive and Governance Committee 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 11:51am, 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 11:52am 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 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 Executive and Governance Committee 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 12:11pm, 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 12:13pm.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Betty Crutcher

DATE: June 11, 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 / Crutcher / Dye / Edwards / Harris / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Ken Dye

DATE: June 11, 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 / Crutcher / Dye / Edwards / Harris / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper