

Virginia Museum of Fine Arts
Draft Minutes of the Executive and Governance Committee Meeting
Tuesday, September 24, 2024, 11:15am
Founder's Conference Room (Lower Level)

There were present:

Lynette Allston, President
Betty Crutcher
Ken Dye
Melinda Hardy

Absent:

Brian Ball
Matt Cooper
Jil Harris
Pam Royal

By Invitation:

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

I. CALL TO ORDER

Trustee President Lynette Allston called the meeting to order at 11:18am.

II. MINUTES APPROVAL

Motion: Proposed by Ms. Allston and seconded by Dr. Betty Neal Crutcher that the minutes of the June 11, 2024 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Ms. Allston welcomed the committee and acknowledged new Art and Collection Committee Chair Melinda Hardy and newly elected Foundation Board President Charlotte McGee. She also noted several newly-appointed trustees who will attend these quarterly meetings.

IV. DIRECTOR'S REPORT

Alex Nyerges, Virginia Museum of Fine Arts (VMFA) Director and Chief Executive Officer, updated the committee on campaign progress stating that nearly \$25 million has been raised since the group last met. He announced an additional campaign gift from Co-Chairs Elizabeth Locke and John Staelin. Mr. Nyerges also affirmed the schedule for the expansion, noting that the new wing will open in 2028 after approximately 33 months of construction.

V. CLOSED SESSION

At 11:29am 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 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.

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 12:25pm, 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.

Motion: Proposed by Ms. Allston and seconded by Mr. Ken Dye that the Executive and Governance Committee ratify the action discussed in closed session, which was that Mr. Nyerges, VMFA Director and CEO receive the maximum budgeted for his performance bonus and one-time payment for a delay in actions approved in 2023. Motion carried.

VI. CLOSED SESSION

At 12:27pm the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Mr. Dye that the Executive and Governance Committee go into closed session to discuss proposed art purchases, gifts, deaccessions, and loans. 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 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 12:40pm, 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.

Motion: Proposed by Ms. Allston and seconded that the Executive and Governance Committee ratify the deaccession as discussed. Motion carried.

VII. CLOSED SESSION

At 12:40pm the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded 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 12:55pm, 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.

VIII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded, and approved by the committee at 12:57pm.

Recorded by: Stephanie Cooperstein
 Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Betty Neal Crutcher

DATE: September 24, 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 / Crutcher / Dye / Hardy

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Cooper / Ball / Harris / Royal