

Virginia Museum of Fine Arts  
Draft Minutes of the Executive and Governance Committee Meeting  
Tuesday, December 3, 2024, 12:30pm  
Birch Douglass Private Dining Room

There were present:

Lynette Allston, President  
Brian Ball  
Matt Cooper  
Betty Crutcher  
Ken Dye  
Melinda Hardy  
Jil Harris  
Pam Royal

Absent:

None

By Invitation:

Alex Nyerges, Director and Chief Executive Officer  
Caprice Bragg  
Tom Gutenberger  
Andrew Harris  
Jan Hatchette  
Deb Love, Virginia 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 12:30pm.

II. MINUTES APPROVAL

**Motion:** Proposed by Allston and seconded by Dr. Betty Neal Crutcher that the minutes of the September 24, 2024 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Lynette Allston welcomed the committee and noted that newly appointed Trustee, Margaret Hancock, will attend the meetings Allston also provided an overview of a proposed regulatory reductions to two VMFA regulations to meet the Governor's goal of reducing non-mandated regulations. These proposed changes will be presented for approval by the Board of Trustees on December 4, 2024.

IV. FOUNDATION PRESIDENT'S REPORT

Charlotte McGee, Foundation President, reported that the Foundation Board of Directors last met in November. During that meeting they approved a new director, Kevin Nicholson, and engaged Brown Advisory as an Outsourced Chief Investment Officer (OCIO) for the Foundation's portfolio which currently exceeds \$311 million. McGee described an overview of the OCIO selection process.

## V. DIRECTOR'S REPORT

Director and Chief Executive Officer Alex Nyerges reported on the expansion and renovation project progress. The Leslie Cheek Theater renovation is nearing completion, as work continues on back-of-house improvements.

The expansion project's preliminary drawings are under review by the Division of Engineering and Buildings. The Art and Architectural Review Board is meeting for a second review of the plans on December 6, 2024. The Virginia Department of General Services will have the final approval.

Nyerges provided an update on the Grove Avenue storage project. Nyerges described the increase in artworks between 2010 (approx. 20,000 artworks) and the present (approx. 50,000 artworks), as well as an overview of the process that the museum undertook to review various storage options. The proposed storage on Grove Avenue is approximately \$7 million and would be built on property owned by the VMFA Foundation. Nyerges concluded his report by sharing that the beautification of the Belvedere will soon be completed and other front of house updates will be made in preparation for the opening of *Frida Kahlo: Beyond the Myth*.

## VI. CLOSED SESSION

At 1:36pm the meeting went into closed session with the following motion:

**Motion:** Proposed by Allston and seconded by Dr. 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 and 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), subsections (1), (8), and (29) of the Code of Virginia. Motion carried.

**Motion:** Proposed by 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 1:52pm, 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 1:52pm.

Recorded by: Caprice Bragg  
Executive Deputy Director and Chief Administrative Officer

MOTION: Lynette Allston

MEETING: Executive and Governance  
Committee Meeting

SECOND: Betty Neal Crutcher

DATE: December 3, 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 / Harris / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: Hardy

ABSENT DURING MEETING: None