

Date: _____ Approved: _____

Virginia Museum of Fine Arts
Nominating & Governance Committee Meeting Minutes
The Pauley Center Second Floor Meeting Room, 1:30 pm
Monday, December 14, 2009

There were present:
Mary F. White, Acting Chair
Karen C. Abramson
Thomas F. Farrell II
Mrs. Stanley F. Pauley
Pamela Reynolds, Ex-Officio
Thurston Moore, Ex-Officio
Suzanne T. Mastracco, Ex-Officio
Richard G. Tilghman, Ex-Officio

By Invitation:
Alex L. Nyerges, Director
David B. Bradley
Ms. Suzanne Broyles
Ms. Nancy Parsons
Ms. Joan W. Murphy

I. CALL TO ORDER

The meeting was called to order by Acting Chair, Mary White at 1:32 pm.

II. MINUTES

Motion: proposed and seconded that the minutes of the May 6, 2009 meeting of the Nominating & Governance Committee be approved as distributed on the 14th of July 2009. Motion carried.

III. EXECUTIVE SESSION

At 1:33 pm the meeting went into closed session.

Motion: proposed by Mrs. White, and seconded by Mrs. Reynolds that the meeting go into closed session under Section 2.2-3711 (A) (1), (4) and (10) of the Freedom of Information Act to discuss a **personnel** matter which is not public, and to discuss a **personal** matter not related to public business and to discuss **special awards** or honors. Motion carried.

At 2:27 am, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mrs. White, seconded by Mr. Tilghman that the 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 and the results of which are outlined in the Certification Resolution.

IV. OTHER BUSINESS/ADJOURNMENT

No additional business was brought before the Committee, and the meeting adjourned at 2:33 pm.

Suzanne Broyles
Secretary of the Museum

MOTION:	Mrs. White	MEETING:	Nominating & Governance Committee
SECOND:	Mr. Tilghman	DATE:	14 December 2009

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Nominating & 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 of the Code of Virginia requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Nominating & 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 Nominating & Governance Committee.

VOTE

AYES: White/Abramson/Farrell/Pauley/Reynolds/Moore/Mastracco/Tilghman

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: None

ABSENT DURING MEETING: None

Suzanne Broyles
Secretary of the Museum

Date: _____ Approved: _____

Virginia Museum of Fine Arts
Nominating & Governance Committee Meeting Minutes
The Pauley Center First Floor Meeting Room, 11:30 am
Wednesday, May 6, 2009

There were present:

Mary F. White, Acting Chair
James C. Cherry, by phone
Mrs. Stanley F. Pauley
Fred T. Tattersall
Pamela Reynolds, Ex-Officio
Richard G. Tilghman, Ex-Officio

By Invitation:

Alex L. Nyerges, Director
David B. Bradley
Ms. Suzanne Broyles
Ms. Joan W. Murphy

Absent:

John B. Adams, Jr.
Mrs. Barbara-lyn B. Morris
Suzanne T. Mastracco, Ex-Officio
Thurston Moore, Ex-Officio

I. CALL TO ORDER

The meeting was called to order by Acting Chair, Mary White at 11:30 am.

II. MINUTES

Motion: proposed and seconded that the minutes of the April 1, 2009 meeting of the Nominating & Governance Committee be approved as distributed on the 29th of April 2009. Motion carried.

III. EXECUTIVE SESSION

At 11:31 am the meeting went into closed session.

Motion: proposed by Mrs. White, and seconded by Mrs. Reynolds that the meeting go into closed session under Section 2.2-3711 (A) (1), (4) and (10) of the Freedom of Information Act to discuss a **personnel** matter which is not public, and to discuss a **personal** matter not related to public business and to discuss **special awards** or honors. Motion carried.

At 11:55 am, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Tilghman, seconded by Mr. Tattersall that the 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 and the results of which are outlined in the Certification Resolution.

Motion: proposed by Mr. Tilghman and seconded by Mrs. Pauley that the names discussed in closed session be forwarded to the Governor for his consideration in filling vacancies on this Board for the 2009-2010 season and that the name recommended for next year's Board President be referred to Trustees at the Annual Meeting for a vote. Motion carried.

IV. OTHER BUSINESS/ADJOURNMENT

No additional business was brought before the Committee, and the meeting adjourned at 11:56 pm.

Suzanne Broyles
Secretary of the Museum

MOTION:	Mr. Tilghman	MEETING:	Nominating & Governance Committee
SECOND:	Mr. Tattersall	DATE:	6 May 2009

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Nominating & 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 of the Code of Virginia requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Nominating & 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 Nominating & Governance Committee.

VOTE

AYES: White/Cherry/Pauley/Tattersall/Reynolds/Tilghman

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Adams/Morris/Moore/Mastracco

Suzanne Broyles
Secretary of the Museum

Date: _____ Approved: _____

Virginia Museum of Fine Arts
Nominating & Governance Committee Meeting Minutes
The Pauley Center Second Floor Meeting Room, 1:30 pm
Wednesday, April 1, 2009

There were present:

Mary F. White, Acting Chair
James C. Cherry, by phone
Pamela Reynolds, Ex-Officio
Thurston R. Moore, Ex-Officio
Mrs. Suzanne T. Mastracco, Ex-Officio
Richard G. Tilghman, Ex-Officio

By Invitation:

Alex L. Nyerges, Director
David B. Bradley
Ms. Suzanne Broyles
Peter M. Wagner

Absent:

John B. Adams, Jr.
Mrs. Barbara-lyn B. Morris
Mrs. Stanley F. Pauley
Fred T. Tattersall

I. CALL TO ORDER

The meeting was called to order by Acting Chair, Mary White at 1:40 pm.

II. MINUTES

Motion: proposed and seconded that the minutes of the December 10, 2008 meeting of the Nominating & Governance Committee be approved as distributed on the 31st of December 2008. Motion carried.

III. EXECUTIVE SESSION

At 1:41 pm the meeting went into closed session.

Motion: proposed by Mrs. White, and seconded by Mrs. Mastracco that the meeting go into closed session under Section 2.2-3711 (A) (1), (4) and (10) of the Freedom of Information Act to discuss a **personnel** matter which is not public, and to discuss a **personal** matter not related to public business and to discuss **special awards** or honors. Motion carried.

At 2:05 pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mrs. White, seconded by Mr. Moore that the 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 and the results of which are outlined in the Certification Resolution.

IV. OTHER BUSINESS/ADJOURNMENT

No additional business was brought before the Committee, and the meeting adjourned at 2:07 pm.

Suzanne Broyles
Secretary of the Museum

MOTION: Mrs. White MEETING: Nominating & Governance Committee
SECOND: Mr. Moore DATE: 1 April 2009

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Nominating & 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 of the Code of Virginia requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Nominating & 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 Nominating & Governance Committee.

VOTE

AYES: White/Cherry/Reynolds/Moore/Mastracco/Tilghman

NAYS: None

[For each nay vote, the substance of the departure from the requirements of the Act should be described.]

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Adams/Morris/Pauley/Tattersall

Suzanne Broyles
Secretary of the Museum