Virginia Museum of Fine Arts

Minutes of the Executive & Governance Committee Meeting

Tuesday, 22 January 2019, 5:00pm

Founder’s Conference Room

AND Phone Conference (Line publicly posted)

There were present:

Dr. Monroe E. Harris, Jr., President

David Goode, *conference*

Kenneth S. Johnson

Absent:

Terrell Luck Harrigan

Ivan Jecklin

H. Hiter Harris III, Ex-Officio

By invitation:

Alex Nyerges

Caprice Bragg

Cindy Norwood

Jan Hatchette

Laura Keller

Katie Payne

Hossein Sadid

Michael Taylor

Kimberly Wilson

1. CALL TO ORDER

President Monroe Harris called the meeting to order at 5:08pm and welcomed the committee.

1. LEGISLATIVE RECEPTION BRIEFING

Director of Government Relations Katie Payne briefed the committee on the Legislative Reception to follow the Executive & Governance Committee meeting. She reported that there are 350 scheduled guests, a record number for the annual event. Ms. Payne provided an overview of the governor’s budget briefing, touching on items related to VMFA:

1. Expand/Renovate the Museum: Capital funding to begin planning the next renovation/expansion of the museum and budget language pledging matching support from the Commonwealth once private funds are raised for this project.
2. Replace Life and Safety Systems: Capital funding to replace the fire suppression system throughout the museum.
3. Repair the Museum Building Envelope: Capital Funding to correct structural issues in the mortar beds in the face of the building.
4. Staff Evans Learning 360: Operating funding of in FY20 to offer distance learning instruction in real time for classrooms by hiring 3 full-time and 5 part-time employees.
5. Procurement Act Exemption for Food Service and Gift Shop: Budget language to exempt the museum from sourcing its food service and gift shop purchases through traditional procurement methods, which are not feasible for our operations.
6. CAPITAL CAMPAIGN

Director Alex Nyerges updated the committee on the capital campaign. He indicated that a revised draft of the Case for Support should be available for the Campaign Planning Task Force to review at an upcoming meeting. Additionally, the task force will review a feasibility process and list of potential participants for the feasibility study. The staff will develop a recommendation for a campaign goal for the board to review and approve in June.

Mr. Nyerges also reported that the Foundation is in the process of interviewing for two major gift officer positions, explaining that Deputy Director for Advancement & Membership Tom Gutenberger is considering creating new gift officer positions if there are additional, qualified candidates. The committee agreed that hiring additional gift officers would be a great investment.

1. OTHER BUSINESS

In response to a question from Mr. Johnson, Mr. Sadid explained that the museum undergoes a financial audit annually, with additional audits of areas like procurement and human resources. Mr. Nyerges agreed to provide a report of the regular museum audits at a future Executive & Governance Committee meeting.

1. CLOSED SESSION TO CONSULT WITH LEGAL COUNSEL

At 5:20pm, the meeting went into closed session to with the following motion.

**Motion:** proposed by Dr. Harris, and seconded by Mr. Johnson that the Executive & Governance Committee go into closed session to consult with legal counsel on a specific legal matter, with all staff and the representative of the Attorney General remaining in the meeting. The relevant exemptions is Section 2.2-3711(A)(7) of the Code of Virginia. Motion approved.

At 5:41pm, by motion proposed, seconded and carried, the meeting resumed in open session.

**Motion:** proposed by Dr. Harris, and seconded by Mr. Johnson 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 approved.

A roll call vote was taken, the results of which are outlined in the First Certification Resolution.

1. CLOSED SESSION TO DISCUSS A PERSONNEL MATTER

At 5:42pm, the meeting went into closed session to with the following motion.

**Motion:** proposed by Dr. Harris, and seconded by Mr. Johnson that the Executive & Governance Committee go into closed session to discuss the performance of a specific employee, particularly to conduct the Director’s annual performance review, dismissing all staff but Alex Nyerges and the representative of the Attorney General. The relevant exemption is Section 2.2-3711(A)(1)of the Code of Virginia. Motion approved.

At 5:45pm, by motion proposed, seconded and carried, the meeting resumed in open session.

**Motion:** proposed by Dr. Harris, and seconded by Mr. Johnson 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 approved.

A roll call vote was taken, the results of which are outlined in the Second Certification Resolution.

**Motion:** proposed by Dr. Harris and seconded by Mr. Johnson to approve the performance bonus for Alex Nyerges. Motion approved.

V. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 5:46pm.

Recorded by: Laura Keller

Assistant to the Secretary of the Foundation

MOTION: Dr. Harris MEETING: Executive & Governance Committee

SECOND: Mr. Johnson DATE: 22 January 2019

FIRST 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: Harris / Goode / Johnson

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: Harrigan / Jecklin

MOTION: Dr. Harris MEETING: Executive & Governance Committee

SECOND: Mr. Johnson DATE: 22 January 2019

SECOND 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: Harris / Goode / Johnson

NAYS:

[For each nay vote, the substance of the departure

from the requirements of the Act should be described.]

ABSENT DURING VOTE:

ABSENT DURING MEETING: Harrigan / Jecklin