

Virginia Museum of Fine Arts
Draft Minutes of the Executive & Governance Committee Meeting
Wednesday, 16 March 2016, 1:30pm
Norfolk Waterside Marriott, Marriot V-VII

There were present:

William A. Royall, Jr., President
Michael J. Schewel, Executive Vice President
Martin J. Barrington
Tyler W. Bishop
W. Birch Douglass
Susan S. Goode
Terrell Luck Harrigan
Satya Rangarajan

By invitation:

Alex Nyerges, Director
Kelly B. Armstrong
Karen Cogar Abramson
Anne L. Battle
Lee Anne Chesterfield
Dr. Betty Neal Crutcher
Claudia E. Keenan
Laura Keller
Cameron O'Brion
Sara O'Keefe
Michele Petersen
Hossein Sadid
Charles H. Seilheimer, Jr.
Dr. Shantaram Talegaonkar
Michael Taylor
Kimberly Wilson

Absent:

Thomas F. Farrell II
John A. Luke
Dr. Monroe E. Harris
James W. McGlothlin

I. CALL TO ORDER

At 1:30pm, President Bill Royall called the meeting to order.

Motion: proposed by Mr. Royall and seconded by Mr. Douglass that the minutes of the February 8, 2016 meeting of the Executive & Governance Committee be approved as distributed. Motion approved.

II. OPERATING AGREEMENT

Mr. Schewel reviewed the changes made to the Operating Agreement between the Foundation and the museum. The main objective is to maintain appropriate separation between the two organizations to protect the Foundation's assets.

Motion: proposed by Mr. Royall and seconded by Mr. Schewel that the revised Operating Agreement be approved as distributed. Motion approved.

III. NOMINATING DISCUSSION

There was a brief discussion of candidates to nominate as potential new Trustees. The Nominating Sub-committee will determine a list of people to suggest to the governor for appointment to the board, but all appointments are at the governor's discretion.

IV. EXECUTIVE CLOSED SESSION

At 1:50pm the meeting went into closed session with the following motion.

Motion: proposed by Mr. Royall, and seconded by Mr. Schewel that the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711 (A) subsections (1) of the Code of Virginia to discuss a **personnel matter** which is not public. Motion carried.

At 2:41pm, by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall, and seconded by Mr. Schewel 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, the results of which are outlined in the Certification Resolution.

There being no further business, the meeting was adjourned at 2:42pm.

MOTION: Mr. Royall
SECOND: Mr. Schewel

MEETING: Executive & Governance Committee
DATE: 16 March 2016

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Executive 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 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: Royall/Schewel/ Bishop/ Douglass/ Goode/ Harrigan/ Rangarajan/

NAYS: None.

ABSENT DURING VOTE: Barrington

ABSENT DURING MEETING: Farrell/ Luke/ Harris/ McGlothlin

Recorded by: Laura Keller
Assistant to the Secretary of the Foundation