Date: _____ Approved: _____

Virginia Museum of Fine Arts

Minutes of the Evaluation & Compensation Sub-Committee Meeting Theater Level Conference Room #1 and 1800 Atlantic Avenue, 300A Key West, Florida Wednesday, 9 April 2014, 11:00 am

There were present:

William A. Royall, Jr., President Kelly B. Armstrong Michael M. Connors (conference) Susan S. Goode Benjamin W. Rawles III

By Invitation:

Carrie Nee

I. CALL TO ORDER

President William A. Royall, Jr. called the meeting to order at 11:06 pm and welcomed the group.

Motion: Motion proposed by Mr. Royall and seconded by Ms. Goode that the minutes of the two last meetings of the Evaluation and Compensation Sub-Committee held on the 3rd and 19th of March be approved as distributed. Motion carried.

II. CLOSED SESSION

At 11:08 pm the meeting went into closed session.

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

At 11:59 pm by motion proposed, seconded and carried, the meeting resumed in open session.

Motion: proposed by Mr. Royall, and seconded by Ms. Goode that the Sub-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.

III. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned by President William A. Royall, Jr. at 12:02 pm.

MOTION:	Mr. Royall	MEETING:	Evaluation & Compensation Sub-
Committee			
SECOND:	Ms. Goode	DATE:	9 April 2014

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Evaluation & Compensation Sub-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 Sub-Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Evaluation & Compensation Sub-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 Evaluation & Compensation Sub-Committee.

<u>VOTE</u>

 AYES:
 Royall /Goode/ Rawles/Armstrong/Connors

 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:	Moore

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