

Virginia Museum of Fine Arts  
Minutes of the Telephonic Meeting of the  
Executive & Governance Committee  
Friday, March 27, 2020, 4:00pm

There were present:

Monroe Harris, Jr., President  
David Goode  
Meg Gottwald  
Jil Harris  
Ken Johnson  
Jim Klaus, Ex-officio  
Lilo Ukrop, Ex-officio

Absent:

None

By Invitation:

Alex Nyerges  
Kay Baker  
Stephen Bonadies  
Caprice Bragg  
Jan Hatchette  
Tom Gutenberger  
Thomas Lunsford  
Cindy Norwood  
Katie Payne  
Michael Taylor  
Kimberly Wilson

I. CALL TO ORDER

Trustee President Monroe Harris, Jr. welcomed the committee and called the meeting to order at 4:01pm.

II. DIRECTOR'S REPORT

a. Status of Museum Closing

Director Alex Nyerges thanked the committee for attending this emergency meeting regarding the impact of Covid-19 on the museum. Mr. Nyerges informed the committee that as a state agency, the Virginia Museum of Fine Arts follows the decisions of Governor Northam regarding closure. The museum is closed to the public until April 23<sup>rd</sup> and offices are open. Employees are encouraged to telework, while some staff (primarily security and housekeeping) are onsite. A determination regarding extending the closure will be made closer to the April 23<sup>rd</sup> date.

Mr. Harris opened the floor to questions from the committee.

b. Financial Projections

Mr. Nyerges provided an overview of the financial impact of an extended closure to the public until June 30<sup>th</sup> on the museum. He also discussed the potential impact of state support, Public Health Emergency Leave, and other resources for employees.

Mr. Harris opened the floor for questions from the committee. Mr. David Goode commented on additional strategies that can be applied to mitigate financial losses.

In response to an inquiry about access to federal aid, Mr. Nyerges replied that it was not certain if state agencies are eligible to make application. Additionally, Mr. Ken Johnson observed that it should be anticipated that the Governor's proposed budget has changed due to Covid-19. Mr. Nyerges indicated that specific budgeting impacts are not known at this time.

Mr. Nyerges and Mr. Harris welcomed the two members of the public on the call.

III. CLOSED SESSION

At 4:28pm the meeting went into closed session with the following motion.

**Motion:** proposed by Mr. Monroe Harris, Jr and seconded by Ms. Meg Gottwald that the Executive & Governance Committee meeting go into closed session to discuss specific employee personnel matters, and to consult with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel. The relevant exemptions are Section 2.2-3711(A)(1 and 8) of the Code of Virginia. Motion approved.

At 4:52pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** proposed by Mr. Monroe Harris, Jr 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 Certification Resolution.

IV. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 4:54pm.

Recorded by: Thomas R. Lunsford  
Executive Administrator to the Vice President of Board Relations and Strategic Planning

MOTION: Monroe Harris, Jr  
SECOND: Meg Gottwald

MEETING: Executive & Governance Committee  
DATE: March 27, 2020

### **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 and 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 and Governance Committee.

### **VOTE**

AYES: Harris / Goode / Gottwald / Harris / Johnson

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: None