

Virginia Museum of Fine Arts  
Draft Minutes of the Electronic Meeting of the  
Trustees Executive and Governance Committee Meeting  
Tuesday, March 16, 2021; 3:00pm

There were present:

Monroe Harris, Jr., President  
David Goode  
Meg Gottwald  
Ken Johnson

Absent:

Jil Harris

By Invitation:

Alex Nyerges, Director and Chief Executive Officer  
Kay Baker  
Candy Banks  
Caprice Bragg  
Stephanie Cooperstein  
Jan Hatchette  
Tom Gutenberger  
Jim Klaus, Foundation Co-President  
Cindy Norwood, Office of the Attorney General  
Katie Payne  
Hossein Sadid  
Michael Taylor  
Lilo Ukrop, Foundation Co-President  
Kimberly Wilson

I. CALL TO ORDER

Trustee President Dr. Monroe Harris, Jr. called the meeting to order at 3:03pm.

II. PUBLIC COMMENT PERIOD

Dr. Harris acknowledged that there were no public comments.

III. APPROVAL OF MINUTES

**Motion:** Proposed by Dr. Harris and seconded by Mr. Ken Johnson that the minutes of the November 10, 2020 and December 15, 2020 meetings of the Executive and Governance Committee be approved as distributed. Motion carried.

IV. PRESIDENT'S REPORT

Dr. Harris, noting the COVID-19 Pandemic's one year mark, thanked everyone for their leadership and support during this challenging time.

## V. FOUNDATION CO-PRESIDENTS' REPORT

Foundation Co-President Jim Klaus reported on the museum's recent purchase of 2905 Grove Avenue, which was facilitated by the Foundation's Real Estate Committee. He shared that the Foundation's investment portfolio has reached an all-time high of \$300 million and that work continues on monitoring and balancing the budget and its reserves. Mr. Klaus shared that upper level leadership giving is up and that exhibition support continues to do well, especially that of *Virginia Arcadia: The Natural Bridge in American Art* and *The Dirty South: Contemporary Art, Material Culture and the Sonic Impulse*. He thanked Trustee members for their exhibition fundraising support. He also shared that plans are underway for a diversity, equity, and inclusion workshop at a future Foundation meeting. Mr. Klaus concluded his report with the announcement of the appointment of new Foundation Director, Mr. Brock Saunders.

## VI. DIRECTOR'S REPORT

### a. Building Expansion Report

At 3:14pm the meeting went into closed session with the following motion.

**Motion:** Proposed by Dr. Harris and seconded by Mr. Ken Johnson that the Executive Committee meeting go into closed session to discuss the proposal process. The relevant exemption is Section 2.2-3711(A)(29) of the Code of Virginia. Motion carried.

At 3:17pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** Proposed by Dr. Harris and seconded by Mr. Ken Johnson that the Committee certify that the closed session just held was conducted in compliance with the Code of Virginia, 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 of these minutes.

### b. Attendance

Mr. Nyerges reported that in light of the Pandemic, attendance is doing well, noting that the first two weeks of March have averaged approximately 5,000 visitors. *Sunken Cities* closed on January 18, 2021 with nearly 69,000 visitors. Of those, 11% were first-time guests, and represented 35 states. Mr. Nyerges shared that virtual programs continue to be well-attended and that the museum will continue to follow the Governor's COVID-19 protocol for visitors and events. He then asked Government Relations Director Katie Payne to provide an update on the Virginia General Assembly.

Ms. Payne reported that the legislature adjourned at the end of February for the regular session, with its passed proposed budget now ready for review by Governor Northam. She noted the following VMFA requests in the proposed budget: \$400,000 in operating

funds for IT upgrades and the leasing of storage space; \$115,000 a year for temporary wage positions throughout the remainder of the Pandemic; a modified Reimagining Monument Avenue funding timeline, with \$250,000 immediately after the budget is signed, \$750,000 in July 2021, and additional funds possible in 2022. Ms. Payne reported that on the capital side, there was no change to funding for the expansion and that \$5.8 million has been allocated for new HVAC units and re-roofing on the main museum building. She also reported that the proposed \$1,500 bonus for State employees has been converted into a 5% raise. Ms. Payne said the General Assembly will reconvene on April 7, 2021 for a one-day session to review the Governor's amendments to the legislation that was passed and the budget. She ended her report by noting the potential impact the recently passed Federal stimulus package might have on the current, but most likely, the next biennial budget.

c. Campaign Update

Chief Development Officer and Deputy Director of Advancement Tom Gutenberger reported that the Campaign, at \$183 million, is at 50% of its goal. Of these funds, \$58 million is from private support, which has had a 38% increase since the beginning of the year. In addition, Mr. Gutenberger noted that there are currently more than 12 active gift proposals pending. He shared that the Campaign Committee's next meeting is May 4, 2021. Mr. Gutenberger reported that sponsorships for *The Dirty South* exhibition, currently at \$1,020,000 million, have surpassed its \$900,000 goal. Nearly \$250,000 of these funds can be attributed to the volunteer-hosted Zoom fundraising events for the exhibition.

d. FY22 Budget

Mr. Nyerges reported that the budget is forecast to be in balance by June 30, 2021 and that work continues on the fiscal year 2022 budget as well. He stated that he, Chief Financial Officer Hossein Sadid, and the museum's Senior Management Team will have a final budget to present to the Trustees and Foundation Boards at their June and May meetings, respectively. Mr. Sadid added that budget updates will be provided at the upcoming Trustees Fiscal Oversight Committee meeting.

Dr. Harris raised the question of plans for museum staff who are not eligible to receive the pending State raise. Mr. Johnson inquired if a one-time bonus might be available for part-time staff who worked during the Pandemic. Ms. Kimberly Wilson, Chief Operating Officer and Deputy Director for Human Resources, Museum Operations, and Volunteers, reported that bonuses were distributed to the museum's Facility Services Associates in late October and early November of 2020. In addition, Facility Services Associates saw a rate increase to \$11.55 per hour at the beginning of 2021. Ms. Wilson shared that bonuses were also given to the museum's Security, Console, Food Services/Event, Visitor Services, and Gallery Associates staff. She stressed that work continues on equity, with the Food Services department's rates currently being reviewed. Mr. Johnson suggested a study to determine the impact of the museum raising its minimum wage to \$15 an hour. Mr. Nyerges responded that such a study has already been conducted and that the museum is in full support of the Governor's directive to the \$15 increase. The Facility Services Associates' rate increase is part of the step process

to do so while being careful of the compression factor that could affect the compensation of employees who have been doing a similar job for a longer period of time. Mr. Nyerges reported that plans are in place to incorporate this into the FY22 budget in the museum's ongoing efforts to increase wages and benefits. While the museum, as a State agency, is unable to offer benefits to part-time staff, it continues to look for ways to convert these positions to full-time. He noted the cost of benefits for each conversion (approx. \$20,000 or more per employee). Mr. Nyerges shared that 11 people have moved from part-time to full-time positions this year, with funding for an additional seven more recently approved. Mr. Nyerges also reiterated the museum's principle of equity as it works to ensure its State and Foundation employees are treated comparably. The plan is to offer the 5% increase to all full-time employees.

At 3:42pm the meeting went into closed session with the following motion.

**Motion:** Proposed by Dr. Harris and seconded by Mr. David Goode that the Executive Committee meeting go into closed session to discuss personnel. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 4:29pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** Proposed by Dr. Harris and seconded by Mr. Ken Johnson that the Committee certify that the closed session just held was conducted in compliance with the Code of Virginia, as set forth in the Certification Resolution distributed. Motion carried.

Mr. Goode raised the question of board succession planning.

At 4:31pm the meeting went into closed session with the following motion.

**Motion:** Proposed by Dr. Harris and seconded by Mr. Ken Johnson that the Executive Committee meeting go into closed session 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 exemption is Section 2.2-3711(A)(1 and 8) of the Code of Virginia. Motion carried.

At 4:50pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** Proposed by Dr. Harris and seconded by Mr. Ken Johnson that the Committee certify that the closed session just held was conducted in compliance with the Code of Virginia, as set forth in the Certification Resolution distributed. Motion carried.

## VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 4:51pm.

Record by: Kay Baker, Receptionist and Administrative Assistant, Office of the Director and Chief Executive Officer

**MOTION TO GO INTO CLOSED SESSION (Proposal Process):**

**Motion:** I move that the Executive & Governance Committee go into closed session to discuss the proposal process. The relevant exemption is Section 2.2-3711(A)(29) of the Code of Virginia.

**MOTION:** Dr. Monroe Harris, Jr.

**SECOND:** Ken Johnson

**MOTION TO COME OUT OF CLOSED SESSION (Proposal Process):**

**Motion:** To certify that the closed session just held was conducted in compliance with the Code of Virginia, as set forth in the Certification Resolution distributed.

**MOTION:** Dr. Monroe Harris, Jr.

**SECOND:** Ken Johnson

**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:** Dr. Monroe Harris, Mr. David Goode, Ms. Meg Gottwald, Mr. Ken Johnson

**NAYS:** NA

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

**ABSENT DURING VOTE:** NA

**ABSENT DURING MEETING:** Ms. Jil Harris

**MOTION TO GO INTO CLOSED SESSION (Personnel):**

**Motion:** I move that the Executive & Governance Committee go into closed session to discuss personnel. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia.

**MOTION:** Dr. Monroe Harris, Jr.

**SECOND:** David Goode

**MOTION TO COME OUT OF CLOSED SESSION (Personnel):**

**Motion:** To certify that the closed session just held was conducted in compliance with the Code of Virginia, as set forth in the Certification Resolution distributed.

**MOTION:** Dr. Monroe Harris, Jr.

**SECOND:** Ken Johnson

**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:** Dr. Monroe Harris, Mr. David Goode, Ms. Meg Gottwald, Mr. Ken Johnson

**NAYS:** NA

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

**ABSENT DURING VOTE:** NA

**ABSENT DURING MEETING:** Ms. Jil Harris

**MOTION TO GO INTO CLOSED SESSION (Legal Counsel):**

**Motion:** I move that the Executive & Governance Committee go into closed session 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 exemption is Section 2.2-3711(A)(1 and 8) of the Code of Virginia.

**MOTION:** Dr. Monroe Harris, Jr.

**SECOND:** Ken Johnson

**MOTION TO COME OUT OF CLOSED SESSION (Proposal Process):**

**Motion:** To certify that the closed session just held was conducted in compliance with the Code of Virginia, as set forth in the Certification Resolution distributed.

**MOTION:** Dr. Monroe Harris, Jr.

**SECOND:** Ken Johnson

**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:** Dr. Monroe Harris, Mr. David Goode, Ms. Meg Gottwald, Mr. Ken Johnson

**NAYS:** NA

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

**ABSENT DURING VOTE:** NA

**ABSENT DURING MEETING:** Ms. Jil Harris