

Virginia Museum of Fine Arts
Minutes of the Nominating Sub-Committee Meeting
Thursday, March 25, 2021, 1:45pm
Electronic Meeting

There were present:

Rupa Tak, Chair
Lynette Allston
Ken Dye
David Goode
Steve Markel
Pam Reynolds
Monroe Harris, Jr., Trustee President, Ex-officio

Absent:

None

By Invitation:

Alex Nyerges, Director
Kay Baker
Candy Banks
Caprice Bragg
Stephanie Cooperstein
Tom Gutenberger
Michael Taylor

I. CALL TO ORDER

Chair Rupa Tak called the meeting to order at 12:45pm.

II. PUBLIC COMMENT PERIOD

Ms. Tak reported that there were no requests for public comment.

III. MINUTES APPROVAL

Motion: Proposed by Ms. Pam Reynolds and seconded by Mr. Steve Markel to approve the minutes of the June 16, 2020 meeting of the Nominating Sub-Committee as distributed. Motion carried.

IV. DISCUSS PRIORITIES

Ms. Caprice Bragg, Chief Strategy Officer and Deputy Director for Strategic Planning, Government and Board Relations, led a review of priorities to be considered during the Sub-Committee's discussion on potential VMFA Board of Trustee candidates. She reported that there are currently 35 seats authorized by the Governor of Virginia. She shared that one current member's second term will end July 31, 2021 and that six other current members will be eligible, if interested, for reappointment by the Governor. She reported on the current

composition of the Board. Mr. Ken Dye suggested a comparison going back five additional years to determine if there are more variances between past and current Board compositions. Ms. Bragg will provide this information to Mr. Dye and add it to the Sub-Committee's June meeting agenda.

V. DISCUSS POTENTIAL CANDIDATES

At 12:55pm the meeting went into closed session with the following motion.

Motion: Proposed by Ms. Tak and seconded by Ms. Pam Reynolds that the Nominating Sub-Committee meeting go into closed session to discuss specific candidates for potential appointment to the Board of Trustees. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried. Motion carried.

At 1:27pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: Proposed by Ms. Tak that the Nominating 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, the results of which are outlined in the Certification Resolution.

VI. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 1:28pm.

Recorded by: Kay Baker
Administrative Assistant and Receptionist, Office of the Director and CEO

MOTION: Rupa Tak
SECOND: Pam Reynolds

MEETING: Nominating Sub-Committee
DATE: March 25, 2021

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Nominating 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 (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 Nominating 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 Nominating Sub-Committee.

VOTE

AYES: Tak / Allston / Dye / Goode / Markel / Reynolds

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: None