

Virginia Museum of Fine Arts
Draft Minutes of the
Trustee Executive and Governance Committee Meeting
Tuesday, June 8, 2021; 4:00pm
Claiborne Robertson Room

There were present:

Monroe Harris, Jr., President
David Goode *via teleconference; personal due to travel*
Meg Gottwald *via teleconference; personal due to travel*
Jil Harris *via teleconference; personal due to prior commitment*
Ken Johnson

Absent:

None

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
Kimberly Wilson

I. CALL TO ORDER

Trustee President Dr. Monroe Harris, Jr. called the meeting to order at 4:06pm.

II. APPROVAL OF MINUTES

Motion: Proposed by Mr. Ken Johnson and seconded by Mr. David Goode to approve the minutes of the March 16, 2021 meetings of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Dr. Harris thanked the Committee for its hard work and virtual participation over the past year and applauded the work of staff during this. He reminded everyone that the June 15-16 Trustee Board meetings will be in-person.

IV. FOUNDATION CO-PRESIDENTS' REPORT

Foundation Co-President Jim Klaus reported that the Foundation's investment portfolio has reached an all-time high of \$310 million. He noted that upper level leadership giving is up and that exhibition support continues to do well, especially that of *The Dirty South: Contemporary Art, Material Culture and the Sonic Impulse* for which \$1.1 million has been raised. Mr. Klaus concluded his report with the announcement of the appointment of two new Foundation Directors and officers for FY22, which include Mr. Jay Olander as the Foundation Board's new President.

V. DIRECTOR'S REPORT

a. Attendance

Director and CEO Alex Nyerges reported that the museum will continue to follow pandemic protocols set by Governor Northam's administration. He anticipates that rules will be further relaxed by the end of June, however mask mandates will remain in effect for K-12 classes and within the Cheek Theater. Mr. Nyerges stated that *Virginia Arcadia: The Natural Bridge in American Art* has had more than 36,000 viewers since opening and that *The Dirty South: Contemporary Art, Material Culture, and the Sonic Impulse* sold out during its opening weekend and has had nearly 4,000 attendees.

b. Campaign Update

Deputy Director of Advancement Tom Gutenberger provided a Campaign update. Mr. Gutenberger began by inviting everyone to a Campaign event that evening via Zoom. Further, he reported that the Campaign, at \$186 million, is at 51% of its goal. Of these funds, \$61 million is from private support, which has had a 48% increase since the beginning of the fiscal year.

c. FY22 Budget

Mr. Nyerges reported that the FY21 Budget is forecast to be balanced for the 85th consecutive year. A balanced FY22 Budget proposal will be presented to the Fiscal Oversight Committee at its next meeting. Chief Financial Officer and Deputy Director for Finance and Administration Hossein Sadid thanked his colleagues for their assistance with the FY21 and FY22 Budgets.

d. Request for Proposals Update

Chief Curator and Deputy Director for Art and Education Dr. Michael Taylor provided an update on the architect selection process. Dr. Taylor stated that they were in the final stages of negotiation. Once contract review is completed by the Attorney General's Office, staff will be ready to announce the selected firm at the next full meeting of the Board of Trustees, at which time representatives of the firm will be in attendance.

VI. LAND ACKNOWLEDGEMENT

Chair of the External Affairs Committee Ken Johnson presented the language for a VMFA Land Acknowledgement. He noted that an ad hoc sub-committee was formed to review draft language with guidance from Senior Assistant Attorney General Cynthia Norwood, VMFA Trustee and Chief of the Nottoway Indian Tribe Lynette Allston, and staff. Ms. Janet Geldzahler led the sub-committee in a thorough review of the text. Mr. Johnson said that the language would be presented for a vote by the External Affairs Committee and subject to approval presented to the full Board. If approved by the full Board, it will be shared with representatives of the Commonwealth who will then share it with the recognized tribes of Virginia for consideration.

VII. CLOSED SESSION TO DISCUSS BOARD PERSONNEL

At 4:30pm the meeting went into closed session with the following motion.

Motion: Proposed by Dr. Harris and seconded by Mr. Johnson 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 4:38pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

Motion: Proposed by Dr. Harris and seconded by Mr. 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.

VIII. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 4:39pm.

Recorded by: Stephanie Cooperstein, Executive Administrator to the Chief Strategy Officer and Deputy Director for Strategic Planning, Government, and Board Relations

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: Ken Johnson

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, Ms. Jil Harris, 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: NA