

Virginia Museum of Fine Arts
Minutes of the Trustee
Executive and Governance Committee Meeting
Thursday, October 14, 2021; 4:00pm
Claiborne Robertson Room

There were present:

Monroe Harris, Jr., President
Lynette Allston, Vice President *electronic; personal due to scheduling*
Betty Crutcher
David Goode
Meg Gottwald

Absent:

Jil Harris
Ken Johnson

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Kay Baker
Candy Banks
Caprice Bragg
Stephanie Cooperstein
Jan Hatchette
Tom Gutenberger
Curt Manchester, Office of the Attorney General
Cindy Norwood, Office of the Attorney General
Steve Pancham, MBP
Michael Taylor
Kimberly Wilson
Don Young, MBP

I. CALL TO ORDER

Trustee President Dr. Monroe Harris, Jr. called the meeting to order at 4:02pm.

II. APPROVAL OF MINUTES

Motion: Proposed by Mr. David Goode and seconded by Ms. Meg Gottwald that the minutes of the March 16, 2021; June 8, 2021; and September 15, 2021 meetings of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Dr. Harris thanked the gathered committee members and provided an overview of the agenda.

IV. DIRECTOR'S REPORT

a. Closed Sessions

At 4:04pm the meeting went into closed session with the following motion.

Motion: Proposed by Dr. Harris and seconded by Ms. Gottwald 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 exemptions are Section 2.2-3711(A), subsections (8) and (29) of the Code of Virginia. Motion carried.

At 4:23pm, by motion proposed, seconded, and carried, the meeting resumed in open session. A roll call vote was taken, the results of which are outlined in the Certification Resolution of these minutes.

Motion: Proposed by Dr. Harris and seconded by Ms. Gottwald that the Committee ratify the actions related to procuring a contract manager at risk. Motion carried.

At this time, Mr. Curt Manchester, Senior Assistant Attorney General, and MBP consultants Steve Pancham and Don Young were excused from the meeting

At 4:25pm the meeting went into closed session with the following motion.

Motion: Proposed by Dr. Harris and seconded by Dr. Betty Crutcher that the Executive Committee meeting go into closed session to discuss proposed art deaccessions. The relevant exemption is Section 2.2-3711(A)(6 and 10) of the Code of Virginia. Motion carried.

At 4:35pm, by motion proposed, seconded, and carried, the meeting resumed in open session. A roll call vote was taken, the results of which are outlined in the Certification Resolution of these minutes.

Motion: Proposed by Dr. Harris and seconded by Mr. Goode that the Committee ratify the recommendation to approve the deaccession considerations as fully described in the meeting packet. Motion carried.

b. Open Session

Director and Chief Executive Officer Alex Nyerges reported that attendance has continued to increase to pre-pandemic rates. Recent exhibitions, including *Virginia Arcadia: The Natural Bridge in American Art* and *The Dirty South: Contemporary Art, Material Culture, and the Sonic Impulse*, surpassed attendance goals with 62,127 and 54,122 visitors, respectively. Mr. Nyerges noted that *The Dirty South* received positive reviews from *The New York Times* and *The Los Angeles Times*. He encouraged board members to attend the *Ansel Adams: Compositions in Nature* exhibition which opened September 25, 2021 with 7,847 visitors having attended thus far. Mr. Nyerges added that more exhibitions will open in October, including *Fine Arts & Flowers* and *Man Ray: The Paris Years*.

Mr. Nyerges outlined the museum's updated safety protocols in relation to COVID-19, noting the requirement for all museum and foundation employees, volunteers, and contractors to be fully vaccinated by November 1, 2021.

Chief Development Officer and Deputy Director of Advancement Tom Gutenberger reported that the Campaign, at \$193 million, is at 53% of its goal. Of these funds, \$68 million is from private support. Mr. Gutenberger recognized the hard work of the Campaign Committee's regional teams in identifying local potential donors for the leadership phase of the campaign. He shared that a staff Campaign Launch Committee has been formed to plan the campaign's public launch in the fall of 2022.

Chief Strategy Officer and Deputy Director for Strategic Planning, Government, and Board Relations Caprice Bragg reviewed a draft of the operating agreement between the museum and the VMFA Foundation which reflected many of the same provisions as the previous agreement. The updated document includes an automatic five-year extension and reinforces the separation of the legal entities. There was a consensus among the Executive Committee that the Operating Agreement should be approved.

Mr. Nyerges shared preliminary plans for a ceremony unveiling a plaque featuring the museum's land acknowledgement. Ms. Bragg then spoke about the budget requests that VMFA has submitted to the Governor's Office. Mr. Nyerges noted that staff is waiting for further instructions from government officials on the Transforming Monument Avenue Project.

c. FY21 Director's Report and FY22 Director's Goals

Mr. Nyerges reviewed FY21 highlights and accomplished goals, which included reopening safely to the public after a 3-month pandemic closure; offering international and "homegrown" exhibitions; transitioning programs online; advancing the leadership phase of the 365 Campaign; securing a world-class architecture and design firm for the building expansion; and approving the 2025 Strategic Plan.

At 5:02pm the meeting went into closed session with the following motion.

Motion: Proposed by Dr. Harris and seconded by Mr. Goode that the Executive Committee meeting go into closed session to discuss the Director's FY2022 annual goals. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 5:22pm, by motion proposed, seconded, and carried, the meeting resumed in open session. A roll call vote was taken, the results of which are outlined in the Certification Resolution of these minutes.

V. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 5:23pm.

Record 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 (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: Ms. Meg Gottwald

MOTION TO COME OUT OF CLOSED SESSION (Legal Counsel):

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: Dr. Betty Crutcher

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, Ms. Lynette Allston, Dr. Betty Crutcher, Mr. David Goode, Ms. Meg Gottwald,

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, Mr. Ken Johnson

MOTION TO GO INTO CLOSED SESSION:

Motion: That the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711(A), subsections (6) and (10) of the Code of Virginia to discuss the investing of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the Museum would be adversely affected, and to discuss and consider matters relating to specific gifts, bequests, and grants

MOTION: Dr. Monroe Harris, Jr.

SECOND: Dr. Betty Crutcher

MOTION TO COME OUT OF CLOSED SESSION:

Motion: I propose that we come out of closed session and to certify that the closed session just held was conducted in compliance with Virginia state law, as set forth in the Certification Resolution distributed.

MOTION: Dr. Monroe Harris, Jr.

SECOND: Mr. David Goode

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Board of Trustees 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 Board of Trustees 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, Ms. Lynette Allston, Dr. Betty Crutcher, Mr. David Goode, Ms. Meg Gottwald,

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, Mr. Ken Johnson

MOTION TO GO INTO CLOSED SESSION (Personnel):

Motion: 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: Mr. 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: Mr. David Goode

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, Ms. Lynette Allston, Dr. Betty Crutcher, Mr. David Goode, Ms. Meg Gottwald,

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, Mr. Ken Johnson