

Virginia Museum of Fine Arts
Board of Trustees
Minutes of the Executive and Governance Committee Meeting
Tuesday, November 16, 2021; 3:00pm
Claiborne Robertson Room

There were present:

Monroe Harris, Jr., President
Lynette Allston, Vice President
David Goode *electronic; health*
Meg Gottwald
Jil Harris
Ken Johnson

Absent:

None

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Kay Baker
Candy Banks
Caprice Bragg
Lee Ceperich
Stephanie Cooperstein
Jan Hatchette
Tom Gutenberger
Cindy Norwood, Office of the Attorney General
Jay Olander, VMFA Foundation President
Katie Payne
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

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

II. APPROVAL OF MINUTES

Motion: Proposed by Dr. Harris and seconded by Ms. Meg Gottwald that the minutes of the October 14, 2021 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Dr. Harris reported that a dedication for the museum's Land Acknowledgement took place on November 9, 2021. He recognized Trustee Vice President Lynette Allston for her assistance in reviewing the language and her remarks during the dedication. Dr.

Harris also congratulated VMFA Director and Chief Executive Officer Alex Nyerges for receiving the American Institute for Architects Architecture Medal for Virginia Service.

IV. FOUNDATION PRESIDENT’S REPORT

VMFA Foundation Board President Jay Olander reported that the Foundation Directors met on November 9, 2021, and among other things, unanimously approved the Operating Agreement between the museum and the Foundation. He also reported that as of October 31, 2021 Foundation assets were at an all-time high of \$327,575,428.

V. DIRECTOR’S REPORT

Mr. Nyerges opened with an update on masking and vaccination initiatives, and noted that the VMFA met a vaccination requirement by November 1, 2021. He reported that attendance continues to increase to pre-pandemic rates. Mr. Nyerges encouraged board members to attend the *Ansel Adams: Compositions in Nature* and *Man Ray: The Paris Years* exhibitions, which as of November 7, have an attendance of 17,763 and 3,851 respectively.

Chief Curator and Deputy Director for Art and Education Michael Taylor provided an update on the building expansion, explaining that the architecture firm, SmithGroup, has completed the program validation phase of planning and is now in the midst of rightsizing.

Chief Development Officer and Deputy Director of Advancement Tom Gutenberger reported that the Campaign, at \$194 million, is at 53% of its goal. Of these funds, \$69 million is from private support. Mr. Gutenberger recognized members of the Campaign Committee who have recently hosted cultivation events in Richmond and Virginia Beach. Mr. Gutenberger completed his report by announcing that membership has increased to 31,000 member households.

Director of Government Relations Katie Payne noted that Governor-Elect Youngkin’s administration will take office in January 2022. She noted that the upcoming legislative session will include a biennium budget, and highlighted the consideration process. Mr. Nyerges noted that VMFA is awaiting further direction from the Governor’s Office relative to the Monument Avenue Project.

Mr. Nyerges concluded his report by asking Senior Assistant Attorney General Cynthia Norwood to update the Committee on proposed amendments to the Bylaws. Ms. Norwood explained that the proposed amendments which relate to virtual and telephonic participation based on family, medical, and personal reasons.

VI. CLOSED SESSION

At 3:32pm the meeting went into closed session with the following motion.

Motion: Proposed by Dr. Harris and seconded by Ms. Gottwald that the Executive & Governance Committee meeting go into closed session to discuss a proposed art

purchase, and the performance of a specific employee, particularly to discuss the Director's annual goals and performance. The relevant exemptions are Section 2.2-3711(A)(6 and 10) and Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 4:36pm, 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. Allston that the Executive & Governance Committee ratify the recommendation pertaining to an art purchase discussed in closed session. Motion carried.

Motion: Proposed by Dr. Harris and seconded by Ms. Gottwald that the Executive and Governance Committee ratify the action discussed in closed session which was that Alex Nyerges, VMFA Director and CEO, receive the maximum budgeted amount for his bonus. Motion carried.

VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting adjourned at 4:38pm.

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:

Motion: That the Executive & Governance Committee meeting go into closed session to discuss a proposed art purchase, and the performance of a specific employee, particularly to discuss the Director’s annual goals and performance. The relevant exemptions are Section 2.2-3711(A)(6 and 10) and Section 2.2-3711(A)(1)of the Code of Virginia.

MOTION: Dr. Monroe Harris, Jr.

SECOND: Ms. Meg Gottwald

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: Ms. Meg Gottwald

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, Mr. David Goode, Ms. Meg Gottwald, Ms. Jil Harris, Mr. Kenneth 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