

Virginia Museum of Fine Arts
Minutes of the Executive and Governance Committee Meeting
Tuesday, December 6, 2022, 9:30am
Reynolds Lecture Hall

There were present:

Lynette Allston, President
Betty Crutcher
Anne Edwards
Jil Harris
Jeff Humber
Ken Johnson

Absent:

Monroe Harris

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Candy Banks
Caprice Bragg
Courtney Freeman
Tom Gutenberger
Andrew Harris
Jan Hatchette
Cindy Marquez, Office of the Attorney General
Colleen Milewski
Katie Payne
Jay Olander, VMFA Foundation President
Michael Taylor
Kimberly Wilson

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 9:31am.

II. APPROVAL OF MINUTES

Motion: Proposed by Ms. Allston and seconded by Mr. Ken Johnson that the minutes of the September 13, 2022 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Ms. Allston welcomed everyone and thanked Mr. Jeffrey Humber for taking on the role of Fiscal Oversight Committee Chair. She also listed new committee vice chairs: Ms. Melinda Hardy for Art & Collections, Ms. Janet Geldzahler for Art Acquisitions, and Dr. Pamela Royal for External Affairs. She concluded her report with an overview of the meeting agenda.

Ms. Allston also indicated that a Closed Session for legal advice would take place at the quarterly board meeting.

IV. DIRECTOR AND CHIEF EXECUTIVE OFFICER'S REPORT

Mr. Alex Nyerges, VMFA Director and Chief Executive Officer, reported on behalf of Virginia Museum of Fine Arts (VMFA) Foundation Board President Jay Olander that the Foundation Board of Directors met on November 16, 2022. As of September 30, 2022, Foundation assets stood at \$264.2 million. Mr. Nyerges then transitioned to his report noting that the museum's fundraising and capital campaigns continue to thrive. He noted that Gilbane Building Company has been selected as the construction manager at risk for the expansion after a thorough request for proposal process. Gilbane's first task will be to establish an overall timeline and budget for the project.

V. CLOSED SESSION TO DISCUSS PERSONNEL

At 9:43am the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded by Dr. Betty Crutcher that the Executive and Governance Committee meeting go into closed session to discuss specific personnel. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 10:45am, 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 included with these minutes.

Motion: Proposed by Ms. Allston and seconded by Dr. Crutcher that the Executive & Governance Committee ratify the action discussed in closed session, which was that Mr. Nyerges, VMFA Director and CEO receive the maximum budgeted for his bonus. Motion carried unanimously.

Motion: Proposed by Ms. Allston and seconded by Ms. Jil Harris that the Executive & Governance Committee ratify the action discussed in closed session which was to extend Mr. Nyerges's employment contract for five years and authorize Ms. Lynette Allston to handle the negotiations on behalf of the Executive Committee. Motion carried unanimously.

VI. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was seconded and approved by the committee at 11:00am.

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

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Betty Crutcher

DATE: December 6, 2022

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: Allston / Crutcher / Edwards / J. Harris / Humber / Johnson

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: M. Harris