

Virginia Museum of Fine Arts
Draft Minutes of the Executive and Governance Committee Meeting
Monday, March 13, 2023, 4:00pm
Reynolds Lecture Hall

There were present:

Lynette Allston, President
Anne Edwards
Jil Harris *videoconference; personal*
Monroe Harris
Jeff Humber
Ken Johnson

Absent:

Betty Crutcher

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Brian Ball
Caprice Bragg
Stephanie Cooperstein
Janet Geldzahler
Cindy Marquez, Office of the Attorney General

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 4:03pm.

II. APPROVAL OF MINUTES

Motion: Proposed by Mr. Ken Johnson and seconded by Dr. Monroe Harris that the minutes of the December 6, 2022 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. CLOSED SESSION TO DISCUSS LEGAL MATTER

Motion: Proposed by Ms. Allston and seconded by Mr. Johnson that the Executive Committee of the Board of Trustees 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 5:15pm, 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.

IV. DIRECTOR AND CHIEF EXECUTIVE OFFICER'S REPORT

Mr. Alex Nyerges, VMFA Director and Chief Executive Officer, requested approval of proposed recipients for the 2023 John Barton Payne Medal for Philanthropy in the Arts at the Annual Board Dinner (June 2023).

Motion: Proposed by Dr. Harris and seconded by Mr. Johnson that the Director's recommendation for the John Barton Payne Medal for Philanthropy in the Arts be approved. Motion carried.

Mr. Nyerges also provided an update on a potential gift purchase from a collector of Tanzanian art. He indicated that Mr. Nyerges would report back as the details are yet to be finalized.

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. Harris 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 5:36pm, 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 included with these minutes.

VI. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was seconded and approved by the committee at 5:37pm.

Recorded by: Caprice H. Bragg
Chief Strategy Officer and Deputy Director for Strategic Planning, Government and Board Relations

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Ken Johnson

DATE: March 13, 2023

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 / Edwards / M. Harris / Humber / Johnson

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: J. Harris

ABSENT DURING MEETING: Crutcher

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Monroe Harris

DATE: March 13, 2023

CERTIFICATION OF CLOSED MEETING

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VOTE

AYES: Allston / Edwards / M. Harris / Humber / Johnson

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: J. Harris

ABSENT DURING MEETING: Crutcher