

Virginia Museum of Fine Arts
Draft Minutes of the Executive and Governance Committee Meeting
Tuesday, June 13, 2023, 9:30am
Claiborne Robertson Room

There were present:

Lynette Allston, President
Betty Crutcher
Anne Edwards
Monroe Harris
Jeff Humber
Pam Royal

Absent:

Jil Harris

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Brian Ball
Caprice Bragg
Stephanie Cooperstein
Janet Geldzahler
Cindy Marquez, Office of the Attorney General
Jay Olander, Foundation Board President
Michael Taylor

I. CALL TO ORDER

President Lynette Allston called the meeting to order at 9:30am.

II. APPROVAL OF MINUTES

Motion: Proposed by Ms. Anne Edwards and seconded by Mr. Jeff Humber that the minutes of the March 13, 2023 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Ms. Allston welcomed guests Brian Ball and Janet Geldzahler to the meeting. She also noted that newly appointed Trustee Marcia Gilliam of Bristol, Virginia would attend the quarterly board meeting.

IV. CLOSED SESSION FOR LEGAL ADVICE

Motion: Proposed by Ms. Allston and seconded by Dr. Monroe Harris 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 10:31am, 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.

Ms. Allston noted that the ad hoc Compliance Committee will review agreements pertaining to artworks.

V. FOUNDATION PRESIDENT'S REPORT

President Jay Olander shared that the Virginia Museum of Fine Arts Foundation approved the FY24 Budget at its May 10, 2023 meeting, elected three new directors, re-elected three directors, and a slate of officers. The Foundation's assets are currently valued at \$281,490, 327.

VI. DIRECTOR AND CHIEF EXECUTIVE OFFICER'S REPORT

Mr. Alex Nyerges, VMFA Director and Chief Executive Officer, reported that initial estimates on the cost of construction have been compiled by Gilbane Building Company, the museum's construction manager at risk. He noted that these estimates are higher than initially contemplated based on the current inflationary environment.

Mr. Nyerges also highlighted museum-wide safety measures undertaken for visitors and employees.

VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded and approved by the committee at 10:37am.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Monroe Harris

DATE: June 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 / Crutcher / Edwards / M. Harris / Humber / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: J. Harris