

Virginia Museum of Fine Arts
Minutes of the Executive and Governance Committee Meeting
Wednesday, November 1, 2023, 10:00am
Founder's Conference Room

There were present:

Lynette Allston, President
Betty Crutcher
Anne Edwards *videoconference (personal)*
Jil Harris

Absent:

Pam Royal

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Caprice Bragg
Andrew Harris
Cindy Marquez, Office of the Attorney General
Jay Olander, VMFA Foundation President
Michael Taylor

I. CALL TO ORDER

Trustee President Lynette Allston called the meeting to order at 10:01am.

II. CLOSED SESSION

At 10:04am the meeting went into closed session with the following motion:

Motion: Proposed by Ms. Allston and seconded that the Executive and Governance Committee meeting go into closed session to discuss proposed art deaccessions and 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) (6, 8, 10, and 29) of the Code of Virginia. Motion carried.

Motion: Proposed by Ms. Allston, seconded and carried that the meeting come out of closed session and to certify the closed session just held was conducted in compliance with Virginia's state law, as set forth in the Certification Resolution distributed.

At 10:35am, a roll call vote was taken, the results of which are outlined in the Certification Resolution included with these minutes, and the meeting resumed in open session.

Motion: Proposed by Ms. Allston and seconded that the Executive and Governance Committee ratify the recommendation to approve the deaccession considerations as discussed. Motion carried.

III. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded and approved by the committee at 10:41am.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance
Committee Meeting

SECOND: Dr. Betty Crutcher

DATE: November 1, 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 / J. Harris

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: Royal