

Virginia Museum of Fine Arts  
Minutes of the Executive and Governance Committee Meeting  
Tuesday, September 12, 2023, 9:30am  
Claiborne Robertson Room

There were present:

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

Absent:

Monroe Harris  
Pam Royal

By Invitation:

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

I. CALL TO ORDER

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

II. APPROVAL OF MINUTES

**Motion:** Proposed by Dr. Betty Crutcher and seconded by Ms. Jil Harris that the minutes of the June 13, 2023 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Ms. Allston welcomed everyone and invited Mr. Alex Nyerges, Virginia Museum of Fine Arts (VMFA) Director and Chief Executive Officer, to present updates on the Mellon Galleries and museum expansion.

IV. DIRECTOR AND CHIEF EXECUTIVE OFFICER UPDATES

Mr. Nyerges reported the Mellon Galleries have been reinstalled ahead of an October 1, 2023 deadline. Additionally, Mr. Nyerges shared that expansion plans continue to progress, with the current modifications to the schematic design based on the need to

reduce expenses. Mr. Nyerges noted these changes will not impact the plan's scope, square footage, or specifications. He concluded his report with brief updates on the Cheek Theater renovation and Grove Avenue Annex.

#### V. CLOSED SESSION TO DISCUSS PERSONNEL

At 10:24am 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 the performance a specific employee, particularly to discuss the Director's annual goals and performance. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

As requested by the Trustees, Mr. Nyerges remained in the room to present the FY23 Director's Report and FY24 Director's Goals. At 10:35am, Mr. Jeff Humber departed the meeting and Mr. Nyerges was excused. At 10:40am the Trustees requested that Ms. Kimberly Wilson, VMFA Chief Operating/Human Resources Officer and Deputy Director for Human Resource Services, Museum Operations and Volunteers, join the meeting. At 10:50am, Ms. Wilson was excused from the meeting.

**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 10:57am, 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 by Dr. Crutcher the Executive and Governance Committee ratify the action discussed in closed session, which was that Mr. Nyerges receive the maximum budgeted for his bonus. Motion carried.

**Motion:** Proposed by Ms. Allston and seconded by Ms. Ann Edwards that the Executive Committee affirms the action it took on December 6, 2022 to extend Mr. Nyerges' employment contract for five years and further, clarifies that it was a five-year extension of the existing employment contract, which will take into account total compensation in relation to other directors at comparable museums. Motion carried.

#### VI. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made by Ms. Allston, seconded by Dr. Crutcher, and approved by the committee at 11:02am.

Recorded by: Kay Baker  
Administrative Assistant

MOTION: Lynette Allston

MEETING: Executive and Governance  
Committee Meeting

SECOND: Dr. Betty Crutcher

DATE: September 12, 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: Humber

ABSENT DURING MEETING: M. Harris / Royal