

Virginia Museum of Fine Arts  
Minutes of the Nominating Sub-Committee Meeting  
Monday, April 22, 2024, 1:00pm  
Founder's Conference Room (Lower Level)

There were present:

Ken Dye, Chair  
Brian Ball  
Matt Cooper

Absent:

Lynette Allston  
Kirsti Graham

By Invitation:

Alex Nyerges, Director and Chief Executive Officer  
Caprice Bragg  
Stephanie Cooperstein  
Tom Gutenberger

I. CALL TO ORDER

Mr. Ken Dye called the meeting to order at 1:05pm.

II. MINUTES APPROVAL

**Motion:** Proposed by Mr. Matt Cooper and seconded by Mr. Brian Ball to approve the minutes of the May 16, 2023 meeting of the Nominating Sub-Committee as distributed. Motion carried.

III. REVIEW TERMS AND VACANCIES

Ms. Caprice Bragg, Chief Strategy Officer and Deputy Director of Strategic Planning, Government and Board Relations, led a review of board terms and vacancies. As of June 30, 2024, four trustees will have completed the maximum number of terms, and two trustees will have reached the end of their first term and will be eligible for reappointment. Following this review, Ms. Bragg reported on the board's current demographics, noting that membership is skewing younger with wider representation throughout the Commonwealth.

IV. DISCUSS POTENTIAL CANDIDATES

At 1:26pm the meeting went into closed session with the following motion.

**Motion:** Proposed by Mr. Dye and seconded by Mr. Cooper that the Nominating Sub-Committee meeting go into closed session to discuss specific candidates for potential appointment to the Board of Trustees. The relevant exemption is Section 2.2-3711(A)(1) of the Code of Virginia. Motion carried.

At 2:03pm, by motion proposed, seconded, and carried, the meeting resumed in open session.

**Motion:** Proposed by Mr. Dye and seconded by Mr. Ball that the Nominating Sub-Committee certify that the closed session just held was conducted in compliance with Virginia state law, as set forth in the Certification Resolution distributed. Motion carried.

A roll call vote was taken, the results of which are outlined in the Certification Resolution.

V. OTHER BUSINESS/ADJOURNMENT

There being no further business, the meeting was adjourned at 2:05pm.

Recorded by: Stephanie Cooperstein  
Executive Administrator

MOTION: Ken Dye  
SECOND: Matt Cooper

MEETING: Nominating Sub-Committee  
DATE: April 22, 2024

**CERTIFICATION OF CLOSED MEETING**

**WHEREAS**, the Nominating Sub-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 Nominating Sub-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 Nominating Sub-Committee.

**VOTE**

AYES: Ball / Cooper / Dye

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Allston / Graham