

Virginia Museum of Fine Arts  
Minutes of the Executive and Governance Committee Meeting  
Tuesday, March 18, 2025, 11:15am  
Founders Conference Room (Lower Level)

There were present:

Lynette Allston, President  
Brian Ball  
Matt Cooper  
Betty Crutcher  
Ken Dye, *Virtual (medical)*  
Melinda Hardy  
Jil Harris  
Pam Royal

Absent:

None

By Invitation:

Alex Nyerges, Director and Chief Executive Officer  
Caprice Bragg  
Tom Gutenberger  
Andrew Harris  
Jan Hatchette  
Charlotte McGee, Foundation President  
Michael Taylor

I. CALL TO ORDER

Trustee President Lynette Allston called the meeting to order at 11:15am.

II. MINUTES APPROVAL

**Motion:** Proposed by Allston and seconded by Dr. Betty Neal Crutcher that the minutes of the December 3, 2024 meeting of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Lynette Allston welcomed the committee and provided an overview of the full board meeting agenda for March 19, 2025.

IV. FOUNDATION PRESIDENT'S REPORT

Charlotte McGee, Foundation President, reported that the Foundation Board of Directors last met in February. She updated the committee on the smooth transition of the Foundation's investment processes to Brown Advisory as an outsourced chief investment officer. McGee also noted the Foundation's work in engaging donors within the Charlottesville region.

## V. DIRECTOR'S REPORT

Director and Chief Executive Officer Alex Nyerges reported on the expansion and renovation project progress. He noted that the architects have finished the design phase. At this point, the team began value engineering to lower the cost of the building design. The preliminary exterior design has been approved by the Art and Architectural Review Board and is with the Division of Engineering and Buildings for review and approval.

Nyerges provided an update on the Grove Avenue storage project that the VMFA Foundation is undertaking. Nyerges concluded with the information that in April the museum will host reviewers from the American Alliance of Museums for a routine reaccreditation visit. All accredited museums must go through a reaccreditation process every 10 years, which includes a review and self-study.

Caprice Bragg, Executive Deputy Director and Chief Administrative Officer, provided an overview of the strategic planning process and noted that representatives from TDC, the museum's strategic planning consultant, will present during the full board meeting on March 19. Trustees will also be invited to complete a survey.

## VI. CLOSED SESSION

At 11:46am the meeting went into closed session with the following motion:

**Motion:** Proposed by Allston and seconded by Matt Cooper that the Executive and Governance Committee go into closed session to discuss the performance of a specific employee, particularly to discuss the Director's annual performance bonus. The relevant exemption is Section 2.2-3711(A), subsections (1), (8), and (29) of the Code of Virginia. Motion carried.

**Motion:** Proposed by Allston, seconded and carried that the Executive and Governance Committee 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 11:50am, 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.

## VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded, and approved by the committee at 11:53am.

Recorded by: Stephanie Cooperstein  
Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance  
Committee Meeting

SECOND: Matt Cooper

DATE: March 18, 2025

### **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 / Ball / Cooper / Crutcher / Dye / Hardy / Harris / Royal

NAYS: None

ABSENT DURING (IN-PERSON) VOTE: None

ABSENT DURING MEETING: None