

Virginia Museum of Fine Arts
Draft Minutes of the Executive and Governance Committee Meeting
Tuesday, June 17, 2025, 11:15am
Founders Conference Room (Lower Level)

There were present:

Lynette Allston, President
Brian Ball
Matt Cooper
Betty Crutcher
Ken Dye
Melinda Hardy
Jil Harris
Pam Royal

Absent:

None

By Invitation:

Alex Nyerges, Director and Chief Executive Officer
Caprice Bragg
Stephanie Cooperstein
Thomas Courtney
John Covin
Tom Gutenberger
Andrew Harris
Jan Hatchette
Deb Love, Office of the Attorney General
Charlotte McGee, Foundation President
Katie Payne
Michael Taylor

I. CALL TO ORDER

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

II. MINUTES APPROVAL

Motion: Proposed by Matt Cooper and seconded by Dr. Pam Royal that the minutes of the March 18, 2025 and April 28, 2025 meetings of the Executive and Governance Committee be approved as distributed. Motion carried.

III. PRESIDENT'S REPORT

Lynette Allston welcomed the committee, staff, and members of the public present.

IV. FOUNDATION PRESIDENT'S REPORT

Charlotte McGee, Foundation President, reported that the Foundation Board of Directors last met in May. During that meeting the board re-elected McGee as President, Larry Kochard as Treasurer, and Agustin Rodriguez as Secretary for one-year terms. Additionally, David Ford was elected to the board, Liz Blue and Michael Williams were elected to a second term, and the FY26

Foundation Budget was approved. McGee also reported that endowment assets are currently at \$300 million.

V. DIRECTOR'S REPORT

Director and Chief Executive Officer Alex Nyerges provided a brief report on the state of the museum, noting the success of *Frida: Beyond the Myth* and its associated programming. He also applauded the staff for staying within budget for the 89th consecutive year. He concluded by saying that campaign fundraising is 80% of the overall goal.

VI. CLOSED SESSION

At 11:25am the meeting went into closed session with the following motion:

Motion: Proposed by Allston and seconded by Ken Dye that the Executive and Governance Committee go into closed session to discuss the performance of a specific employee 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 exemptions are Section 2.2-3711(A), subsections (1), (8) and (29) of the Code of Virginia.

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 12:05pm, 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 that the 1.5% bonus for state employees included in the 2025 Regular Session Budget signed by Governor Youngkin will apply to the portion of Alex Nyerges' salary that is funded from private sources, and further that the 3% raise for state employees that was also included in the 2025 Regular Session Budget will also apply to the portion of Mr. Nyerges' salary that is funded from private sources. Motion carried.

VII. OTHER BUSINESS/ADJOURNMENT

There being no further business, a motion to adjourn the meeting was made, seconded, and approved by the committee at 12:06pm.

Recorded by: Stephanie Cooperstein
Executive Administrator

MOTION: Lynette Allston

MEETING: Executive and Governance Committee
Meeting

SECOND: Ken Dye

DATE: June 17, 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