Virginia Museum of Fine Arts

Minutes of the Executive & Governance Committee Meeting

Wednesday, 14 November 2018, 4:00pm

Founder’s Conference Room AND 7301 Woodway Lane, Norfolk, VA 23505

There were present:

Dr. Monroe E. Harris, Jr., President

David Goode, *conference*

Terrell Luck Harrigan

Ivan Jecklin

Kenneth S. Johnson

H. Hiter Harris III, Ex-Officio

By invitation:

Alex Nyerges

Stephen Bonadies

Caprice Bragg

Cindy Norwood

Tom Gutenberger

Jan Hatchette

Laura Keller

Michael Taylor

Kimberly Wilson

1. CALL TO ORDER

President Monroe Harris called the meeting to order at 4:05pm and welcomed the committee. He introduced Caprice Bragg, Vice President for Board Relations & Strategic Planning.

**Motion:** proposed by Dr. Harris and seconded by Ms. Harrigan to approve the minutes of the May 7, 2018 meeting of the Executive & Governance Committee as distributed. Motion approved.

1. REPORT OF THE FOUNDATION

Foundation President Hiter Harris reported that the November Foundation meetings went extremely well, with great attendance and engagement.

1. REPORT OF THE DIRECTOR

Director Alex Nyerges explained that the museum has decided to end the contract with Benefactor and to conduct the campaign feasibility study internally. A new consultant will work with the staff to sharpen and refine the case for support. He also reported that the Commonwealth of Virginia has been responsive during early discussions of the campaign. Secretary Layne and the Department of Planning and Budget have suggested accelerating the timeline for the campaign ask, adding the request for the annex building, and have offered to try to incorporate language in the budget about a private/public matching ratio. He said that the matching ratio would be a great incentive for private giving.

Mr. Nyerges provided an overview of progress made in FY18, noting that there were several key hires: Kristine Craig, Director of Membership; Katie Payne, Director of Government Relations; Tom Gutenberger, Deputy Director for Advancement & Membership; and Caprice Bragg, Vice President for Board Relations and Strategic Planning. He reported that FY18 attendance reached a record high of 700,000, with 210,000 visitors to *Terracotta Army*. During FY18, membership peaked at 45,000 members, also an all-time high. The museum has the highest number of members per capita in the country.

Mr. Nyerges outlined goals for FY19, including attendance for *Masks of Congo*, expanding distance learning, increasing statewide attendance, and providing memberships to members of VMFA’s 22 museum level partners.

1. CLOSED SESSION TO DISCUSS PERSONNEL
   1. Director Annual Review

CS at 4:21 out at 5:15.

At 4:21pm, the meeting went into closed session to with the following motion.

**Motion:** proposed by Dr. Harris, and seconded by Mr. Johnson that the Executive & Governance Committee go into closed session to discuss the performance of a specific employee, particularly to conduct the Director’s annual performance review, dismissing all staff but Alex Nyerges and the representative of the Attorney General. The relevant exemption is Section 2.2-3711(A)(1)of the Code of Virginia. Motion approved.

At 5:15pm, by motion proposed, seconded and carried, the meeting resumed in open session.

**Motion:** proposed by Dr. Harris, and seconded by Mr. that the 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 approved.

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 5:16pm.

Recorded by: Laura Keller

Assistant to the Secretary of the Foundation

MOTION: Mr. Harris MEETING: Executive & Governance Committee

SECOND: Mr. Johnson DATE: 14 November 2018

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:

NAYS:

[For each nay vote, the substance of the departure

from the requirements of the Act should be described.]

ABSENT DURING VOTE:

ABSENT DURING MEETING: