Virginia Museum of Fine Arts

Draft Minutes of the Executive and Governance Committee Meeting

Wednesday, September 18, 2019, 1:30pm

Claiborne Robertson Room

There were present:

Monroe Harris, Jr., President

David Goode, *via teleconference*

Jil Harris

Kenneth Johnson

Jim Klaus, Ex-Officio, Foundation Co-President

Lilo Ukrop, Ex-Officio, Foundation Co-President

Absent:

Meg Gottwald

By invitation:

Alex Nyerges

Kay Baker

Stephen Bonadies

Caprice Bragg

Jody Green

Tom Gutenberger

Deb Love (representing Cynthia Norwood)

Katie Payne

Hossein Sadid

Michael Taylor

Kimberly Wilson

1. CALL TO ORDER

Trustee President Dr. Monroe Harris called the meeting to order at 1:33pm.

**Motion:** proposed by Dr. Harris and seconded by Mr. Johnson to approve the minutes of the June 5, 2019 meeting of the Executive and Governance Committee as distributed. Motion approved.

1. PRESIDENT’S REPORT

Dr. Harris reported on the results of the Trustee survey, noting its positive feedback and usefulness for recalibrating committees. He announced the following Chair and Vice Chair committee assignments:

Education Jil Harris, Chair; Dr. Betty Crutcher, Vice Chair

Art and Collections Meg Gottwald, Chair; Tom Papa, Vice Chair

Art Acquisition Sub-Committee Karen Abramson, Co-Chair; Tom Papa, Co-Chair

External Affairs Ken Johnson, Chair; Sara O’Keefe, Vice Chair

Dr. Harris next led a discussion on nominations for the Trustees Board of Directors. When candidates’ names become available, they will be recommended to the Governor of Virginia for consideration. Dr. Harris concluded his report with an update on the Kehinde Wiley sculpture unveiling that will take place on September 29, 2019 in New York.

1. FOUNDATION’S CO-PRESIDENTS’ REPORT

Co-President Jim Klaus reported that the Foundation Board met last week in its new, one day format. Key themes for 2019-2020 include the capital campaign, radical hospitality and inclusion, and he shared several committee updates.

1. DIRECTOR’S REPORT

Director Alex Nyerges invited Katie Payne, Director of Government Relations, to share a legislative update. She summarized the operating and capital requests that have been submitted for consideration.

Tom Gutenberger, Deputy Director of Advancement, then described a proposal to establish a new recognition society, titled the Director’s Society. The committee reviewed the benefits associated with this membership and agreed to recommend the proposal at the upcoming full board meeting.

Mr. Nyerges then shared an update on the campaign including leadership, overall fundraising progress and recent gifts that have already been received.

Michael Taylor, Deputy Director of Art and Education, provided an update from the Art Acquisition Sub-Committee meeting’s approved acquisitions and deaccessions.

At 2:24pm the meeting went into closed session.

**Motion:** proposed by Dr. Harris and seconded that the meeting go into closed session under the Virginia Freedom of Information Act, Section 2.2-3711(A)(1) of the Code of Virginia to discuss the performance of a specific employee. Motion approved.

At 2:36pm, the meeting resumed in open session.

**Motion:** proposed by Dr. Harris and seconded that the Executive and Governance 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.

At 2:37 pm, the meeting went into executive session.

1. OTHER BUSINESS/ADJOURNMENT

There being no further business, Dr. Harris adjourned the meeting at 3:00pm.

Recorded by: Kay Baker

Receptionist and Administrative Assistant, Office of the Director

MOTION: Dr. Harris MEETING: Executive and Governance Committee

SECOND: DATE: September 18, 2019

**CERTIFICATION OF CLOSED MEETING**

**WHEREAS**, the Executive and 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 and 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: M. Harris / Goode / J. Harris / Johnson

NAYS: NONE

ABSENT DURING VOTE:

ABSENT DURING MEETING: Gottwald