



WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETING
DRAFT MINUTES
FEBRUARY 7-9, 2024
WILLIAM & MARY
BLOW MEMORIAL HALL

The William & Mary Board of Visitors (“the Board”) met Wednesday, February 7, through Friday, February 9, 2024.

On Wednesday, February 7, the Executive Committee met from 2:15 – 2:50 p.m. in room 302 of Blow Memorial Hall (“Blow Hall”). The Committee on Academic Affairs met from 3:50 – 4:30 p.m. in the Grimsley Board Room and the Committee on Audit, Risk and Compliance met 3:45 -5:00 p.m. in room 302 of Blow Hall. The Committee on Administration, Buildings and Grounds met from 5:00 – 5:30 p.m. in the Grimsley Board Room. Later that evening the Board gathered for dinner in room 302 of Blow Hall from 6:45 – 9:00 p.m. The dinner was social, and no business was discussed.

BOARD MEMBERS PRESENT FOR WEDNESDAY DINNER:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. Kendrick F. Ashton, Jr.
Mr. S. Douglas Bunch
Ms. Cynthia E. Hudson
Mr. Stephen J. Huebner

Hon. John E. Littel
Mr. Courtney M. Malveaux
Hon. Thomas K. Norment, Jr.
Mr. C. Michael Petters
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. Brian P. Woolfolk

BOARD MEMBERS ABSENT FROM WEDNESDAY DINNER:

Ms. AnnaMaria DeSalva
Ms. Anne Leigh Kerr

Mr. J.E. Lincoln Saunders

President Katherine A. Rowe was also present for the dinner.

THURSDAY, FEBRUARY 8

On Thursday, February 8, the Richard Bland College (RBC or “the College”) Committee met from 8:30 – 10:15 a.m. in Blow Hall. Following the Committee meeting the full Board met.

At 10:31 a.m. Mr. Charles E. Poston, Rector, convened the full Board.

BOARD MEMBERS PRESENT FOR THURSDAY MORNING MEETING OF THE FULL BOARD:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. Kendrick F. Ashton, Jr.
Mr. S. Douglas Bunch
Ms. Cynthia E. Hudson

Mr. Stephen J. Huebner
Mr. Courtney M. Malveaux
Hon. Thomas K. Norment, Jr.
Mr. C. Michael Petters
Mr. John P. Rathbone
Ms. Laura Keehner Rigas

BOARD MEMBERS ABSENT FROM THURSDAY MORNING MEETING OF THE FULL BOARD:

Ms. AnnaMaria DeSalva

Mr. J.E. Lincoln Saunders

Ms. Anne Leigh Kerr

Mr. Brian P. Woolfolk

Hon. John E. Littel

OTHERS PRESENT FOR THURSDAY MORNING MEETING OF THE FULL BOARD:

Dr. Debbie L. Sydow, President of RBC

Ms. Stacey Sokol, RBC Chief Business Officer

Ms. Carrie S. Nee, William & Mary Counsel

Mr. Kent B. Erdahl, William & Mary Director of Internal Audit

Mr. Michael J. Fox, Secretary to the Board of Visitors

Ms. Jessica Walton, Deputy Secretary to the Board of Visitors

Mr. Tyler Cattini, Office of the President Intern

Mr. Poston gave opening remarks which touched on the creation of RBC; the fact that it is the only Junior College in the Commonwealth; the transformation he has seen in the operations of the College in the past five years; and the future of RBC. He commended Mr. John P. Rathbone, Chair of the Richard Bland College Committee, Mr. Brian P. Woolfolk, Vice Chair of the Committee, and Dr. Debbie L. Sydow, President of RBC, for their leadership.

In her opening remarks, President Sydow thanked her staff and mentioned the challenges facing higher education, such as the demographic shift and enrollment cliff, but highlighted the strengths of RBC (its location, lower faculty to student ratio, family atmosphere, safety) despite the broader challenges. She too commended Mr. Rathbone and Mr. Woolfolk for their leadership. Lastly, she provided an overview of the actions before the Board.

Mr. Rathbone reported for the Committee and moved adoption of **Resolution 7 as amended**¹, Appointment to Fill A Vacancy in the Instructional Faculty; and **Resolution 8**, Approval to Fill A Vacancy in the Professional Faculty. **Resolutions 7 and 8** was approved by voice vote.

There being no further business, Mr. Poston adjourned the meeting at 10:38 a.m.

The Committee on the Student Experience met from 11:00 – 11:45 a.m., followed by a meeting of the Committee on Financial Affairs from 12:15 – 1:10 p.m. in the Grimsley Board Room.

Later that afternoon members of the Board of Visitors participated in a joint meeting of the William & Mary Foundation Board of Trustees, Alumni Association Board of Directors, and Annual Giving Board of Directors. The meeting was held from 3:00 – 5:45 p.m. in Brinkley Commons, Alan B. Miller Hall.

BOARD MEMBERS PRESENT FOR THE JOINT BOARDS MEETING:

Hon. Charles E. Poston, Rector

Mr. Kendrick F. Ashton, Jr.

Ms. Barbara L. Johnson, Vice Rector

Mr. S. Douglas Bunch

Ms. Ardine Williams, Secretary

Ms. Cynthia E. Hudson

¹ Changed Associate Professor of Mathematics to Assistant Professor of Mathematics for Kalota Stewart

Mr. Stephen J. Huebner
Hon. John E. Littel
Mr. Courtney M. Malveaux
Hon. Thomas K. Norment, Jr.
Mr. C. Michael Petters
Mr. John P. Rathbone

Ms. Laura Keehner Rigas
Mr. Brian P. Woolfolk
Ms. Sydney E. Thayer, Student Representative
Dr. David S. Armstrong, Faculty Representative
Dr. Taylor V. Brings, Staff Liaison

BOARD MEMBERS ABSENT FROM THE JOINT BOARDS MEETING:

Ms. AnnaMaria DeSalva
Ms. Anne Leigh Kerr
Mr. J.E. Lincoln Saunders

OTHERS PRESENT FOR THURSDAY AFTERNOON MEETING OF THE FULL BOARD:

Dr. Katherine A. Rowe, President
Dr. Peggy Agouris, Provost
Ms. Carrie S. Nee, William & Mary Counsel
Dr. Matthew T. Lambert, Vice President for University Advancement
Ms. Heather E. Golden, Chief Marketing Officer
Dr. Virginia M. Ambler, Vice President for Student Affairs
Dr. Carrie L. Cooper, Dean of University Libraries
Ms. Janet Atwater, Chair of the W&M Foundation Board of Trustees
Ms. Tina Kenny, President of the W&M Alumni Association Board of Directors
Mr. Bruce Patterson, Co-Chair of the W&M Annual Giving Board of Directors
Ms. Sherri Sell Phillips, Co-Chair of the W&M Annual Giving Board of Directors
Mr. Michael J. Fox, Secretary to the Board of Visitors
Ms. Jessica Walton, Deputy Secretary to the Board of Visitors
Members of the President's Cabinet
Members of the Foundation Board of Trustees
Members of the Alumni Association Board of Directors
Members of the Annual Giving Board of Directors
W&M Faculty, Staff and Students

Prior to recognizing Mr. Charles E. Poston, Rector of the William & Mary Board of Visitors, Dr. Matthew T. Lambert, Vice President for University Advancement, asked for a moment of silence in remembrance of Hulon L. Willis, Jr. '77, P '13.

Mr. Poston presided over the joint meeting and called it to order at 3:01 p.m.

Mr. Poston recognized the leadership of each board and asked the members of the corresponding board to stand following the recognition of their respective board leader: Ms. Janet Atwater, Chair of the Foundation Board of Trustees; Ms. Tina Kenny, President of the Alumni Association Board of Directors; Mr. Bruce Patterson, Co-Chair of the W&M Annual Giving Board of Directors; and Ms. Sherri Sell Phillips, Co-Chair of the W&M Annual Giving Board of Directors.

Mr. Poston introduced Dr. Katherine A. Rowe, President of William & Mary. President Rowe spoke about William & Mary's ("the university" or "institution") adaptability and commitment to integrity and excellence. She noted the importance of these attributes in a post-pandemic world as higher

education faces challenges such as the demographic cliff and fewer traditional college age students. She said William & Mary must demonstrate what makes it distinct from its competition and articulate the value of a student's time at William & Mary, and noted these two topics would be a major focus of the Joint Boards meeting.

President Rowe mentioned William & Mary's commitment to access and affordability; the five-year tuition freeze; completion of the *For the Bold* campaign; launch of Vision 2026; and William & Mary's number one ranking for internships for a third year in a row. She noted that the university is building out a long-term strategy, and part of that process is working on the university's first comprehensive positioning strategy. President Rowe noted that the university needs to continue to use data when making operational and strategic decisions, particularly in communications among prospective students. She spoke about the *All In* campaign and athletics; the new school in computer science, data science, applied science and physics and the search underway for the dean of the new school; and the guarantee of a funded internship for all students who want one. Lastly, she provided an overview of the Democracy initiative under Vision 2026, and that the William & Mary Bray School Lab was featured on the Today Show a week ago.

President Rowe introduced Dr. Virginia M. Ambler, Vice President for Student Affairs, and Dr. Carrie L. Cooper, Dean of University Libraries, and co-chairs of the Democracy Initiative. Dr. Cooper spoke about how libraries promote democratic ideals by providing access to information, both past and present, and fostering an informed citizenry. She focused on the future of democracy and the importance of informed citizens. Dr. Cooper said that the Democracy Initiative has two areas of focus: Scholarships & Research and Civics Education & Practice. She provided three examples of research William & Mary is leading or participating in: (1) Bray School Lab; (2) Digital Inclusion & Governance Lab; and (3) Gates Forum.

Dr. Ambler said that as part of the Civics Education portion of the initiative, William & Mary is giving students the opportunity to see what democracy looks like in practice in day to day living on campus. She provided a brief history of the relationship between the administration of higher education institutions and students, and how it has changed particularly since the 1970's, giving students more autonomy and the right to self-governance. Dr. Ambler noted that William & Mary was the first university to adopt the Constructive Dialogue Institute (CDI) curriculum, which helps to equip students, staff and faculty to solve problems despite ideological differences. She also highlighted an orientation program based on the Aspen Institute's Better Arguments framework. The orientation program, *Engaging Across Difference: How to Have Better Arguments*, is now shared with all new undergraduates at the university. She noted that the program has also been shared with faculty, staff, and members of the William & Mary Parents Council. To provide a snapshot of what students, faculty and staff view as participants of the program, Ms. Ambler shared a video of Mr. A. Benjamin Spencer, Dean of the Law School, discussing the right to freedom of speech.

Dr. Cooper highlighted cards on the table that listed the Aspen Institutes five Principles of a Better Argument.

1. Take winning off the table.
2. Prioritize relationships & listen passionately.
3. Pay attention to context.

4. Embrace vulnerability.
5. Make room to transform.

She said these principles form the foundation for William & Mary's approach to Civics Education, and are helping to build a shared language on how to engage respectfully across difference. Dr. Cooper said the university has been working with a cohort of students who have been sharing their stories related to the Better Arguments framework and asked those present to stand. Mac Ambler, a member of the cohort, was asked to speak about his experiences at William & Mary as it relates to the Better Arguments framework. He spoke about making room to transform, learning to debate in a respectful way, and challenging personal perspective.

Following the presentation, participants of the Joint Boards meeting were asked to participate in table discussions and answer the following questions:

- Which of the principles most resonates with you and why?
- Which of the principles would you like to practice?

At the conclusion of the exercise Dr. Cooper said the university continues to evaluate its approach to connect and integrate the Better Arguments Principles and noted goals for the year, which include: looking for ways to share lessons learned at William & Mary on the national stage; offer a Better Arguments badge to students; and integrate the framework among those invited to campus to speak.

Following a short break Dr. Lambert introduced Ms. Heather E. Golden, Chief Marketing Officer. Ms. Golden began her presentation by reviewing the brand concept development timeline, noting that over the past year the university has been working to develop a final concept for its brand strategy, and presented the final concept of interconnection. She also discussed the results of the positioning study conducted in 2023, highlighted William & Mary's strengths and areas the institution can evolve, and presented the difference between the findings of this study and the one conducted in 2019. Ms. Golden presented four brand archetypes that have been identified based on the positioning study, spoke about how William & Mary associates with these archetypes, and noted areas to improve to forge a more powerful brand. She provided a recap of what the university learned from the positioning study and what the university is doing – Refine Positioning Statement; Activate Interconnection: Prospective Students; and Get in Market – to address the findings.

Ms. Golden asked those present to take a moment to review a list of potential positioning statements and mark through words or phrases that are unappealing and circle those that are appealing.

Following the exercise Ms. Golden said that to determine how to activate interconnection among the prospective student audience, the university will conduct a qualitative study with current juniors and seniors to get a better sense of prospective student mindsets. Ms. Golden presented three proposed messages for prospective students that promote interconnection and noted that testing of the proposed messages will begin next week.

Ms. Golden highlighted several social media/portal/marketing methods William & Mary is using to get into the market for prospective students. She noted the goal, action and result associated with each method. Lastly, she highlighted the Admissions Building refresh and the importance of creating

a positive visitor experience.

Following another short break, Dr. Lambert noted that William & Mary's Professional Development Week is February 27 – March 3, 2024, and One Tribe One Day is March 26. He then provided an overview of the All In campaign, which concluded on December 31, 2023, with over \$57M raised. Dr. Lambert recognized Ms. Sue H. Gerdelman, Chair of the All In Campaign, and thanked her for her leadership. Ms. Gerdelman received a standing ovation.

Mr. Poston called on Ms. Ardine Williams, Secretary of the Board of Visitors, to take the Board into closed session. Ms. Williams moved the W&M Board of Visitors convene into closed session pursuant to Virginia Code Section § 2.2-3711.A.9 for discussion of gifts and fundraising efforts and related naming proposals. Motion was seconded by Mr. Poston and approved by roll call vote – 14-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors. Ms. AnnaMaria DeSalva, Ms. Anne Leigh Kerr, and Mr. J.E. Lincoln Saunders were absent from the meeting. The Board of Visitors went into closed session at 4:56 p.m. with members of the W&M Foundation Board of Trustees, Alumni Association Board of Directors, W&M Annual Giving Board of Directors, and members of the W&M administration.

The Board reconvened in open session at 5:45 p.m. Ms. Williams moved that the Board certify by roll call vote that, to the best of each member's knowledge, only matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed, and only matters identified in the motion to have the closed session were discussed. Motion was seconded by Mr. S. Douglas Bunch. and approved by roll call vote – 14-0 – conducted by Mr. Fox. Ms. DeSalva, Ms. Kerr, and Mr. Saunders were absent from the meeting.

There being no further business, Mr. Poston, adjourned the Joint Boards meeting at 5:47 p.m.

Members of the Board of Visitors attended a Joint Boards reception in the atrium of Alan B. Miller Hall from 6:00 – 7:30 p.m. This was a social event and no business took place.

FRIDAY, FEBRUARY 9

At 9:30 a.m. Mr. Charles E. Poston, Rector, convened the full Board in the Grimsley Board Room.

BOARD MEMBERS PRESENT FRIDAY FOR THE FULL BOARD MEETING:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. Kendrick F. Ashton, Jr.
Mr. S. Douglas Bunch
Ms. AnnaMaria DeSalva
Ms. Cynthia E. Hudson
Mr. Stephen J. Huebner
Hon. John E. Littel

Mr. Courtney M. Malveaux
Hon. Thomas K. Norment, Jr.
Mr. C. Michael Petters
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. Brian P. Woolfolk
Ms. Sydney E. Thayer, Student Representative
Dr. David S. Armstrong, Faculty Representative
Dr. Taylor V. Brings, Staff Liaison

BOARD MEMBERS ABSENT FRIDAY FROM THE FULL BOARD MEETING:

Ms. Anne Leigh Kerr

Mr. J.E. Lincoln Saunders

OTHERS PRESENT FOR THE FULL BOARD MEETING:

Dr. Katherine A. Rowe, President

Dr. Peggy Agouris, Provost

Ms. Carrie S. Nee, William & Mary Counsel

Dr. Virginia M. Ambler, Vice President for Student Affairs

Mr. Brian D. Mann, Director of Athletics

Dr. Jeremy P. Martin, Vice President for Strategy & Innovation

Dr. Carlane Pittman-Hampton, Chief of Staff

Mr. Brian W. Whitson, Chief Communications Officer

Mr. Michael J. Fox, Secretary to the Board of Visitors

Ms. Jessica Walton, Deputy Secretary to the Board of Visitors

Members of the President's Cabinet

W&M Faculty, Staff and Students

Mr. Poston noted that William & Mary will celebrate the 331th Anniversary of its charter, and there are many events taking place over the next few days.

Mr. Poston recognized Mr. Thomas K. Norment, Jr.², who as of January 10, 2024, became an official member of the William & Mary Board of Visitors, and asked that he join him to receive a Board pin. He also recognized Mr. Michael J. Fox, Secretary to the Board of Visitors, Ms. Jessica Walton, Deputy Secretary to the Board of Visitors, and Mr. Steve W. Tewksbury, Executive Director of University Events and thanked them for their work in organizing multiple events this week.

Mr. Poston spoke briefly about the Joint Boards meeting that took place on February 8, noted that this week's meetings have been informative, and commended the work done to prepare the Board for upcoming decisions. He recognized Mr. C. Michael Petters, Chair of the Committee on Financial Affairs, for leading a generative discussion on tuition.

Mr. Poston called on Dr. Katherine A. Rowe, William & Mary President to make opening remarks.

President Rowe highlighted themes from the week and provided an overview of the day's agenda. The first theme she highlighted was William & Mary's educational model which consists of its commitment to access and affordability, and its highly personal experience. She said the university is seeing strong returns in admissions and highlighted the increase in early, regular, and first-generation applicant pools. She said the university continues to work towards its goal of enrolling more Pell eligible students and provided a brief overview of the Commonwealth Impact Partners program.

The second theme President Rowe mentioned, is William & Mary's future success depends on its ability to articulate what distinguishes the university – competitive, selective, accessible – from its competitors in a changing higher education landscape. She spoke about the positioning study presentation given at the Joint Boards meeting the prior day as it incorporated this theme.

The third theme incorporated through the week's events was Vision 2026. President Rowe noted the

² Appointed to the Board on July 1, 2023, but could not serve until his State Senate term expired on January 10, 2024

four cornerstones and highlighted a few initiatives, programs, and rankings/graduating results that have met goals of the cornerstones.

President Rowe thanked Mr. Tewksbury, Ms. Robbie B. Graham, Executive Director of Strategic Events, Mr. Fox, Ms. Carlane Pittman-Hampton, Chief of Staff, Ms. Stacey Harris, Dean of Students, and Mr. Donald K. Butler, Chief of Police, for their work in making sure Charter Day events run smoothly and safely.

President Rowe noted that later in the day the university will confer honorary degrees to Smithsonian Secretary Lonnie G. Bunch III and former W&M Rector Jeffrey B. Trammell '73. She reminded those present that the 2023-2024 academic year is the Year of the Arts and said she will announce the extension of the Year of the Arts through the end of 2024 at the Charter Day Ceremony. She concluded her remarks by mentioning the completion of the All In campaign and thanked all who supported the campaign.

Recognizing a quorum was present. Mr. Poston moved adoption of the minutes of the November 16-17, 2023, meeting. The motion was seconded by Ms. Ardine Williams and approved by voice vote.

Mr. Poston said the Richard Bland College Committee met the day before and the full Board convened immediately after to approve the actions recommended by the Committee.

Mr. Poston called for the reports of the standing committees.

Ms. Barbara L. Johnson reported for the **Committee on Academic Affairs** and briefly reviewed the agenda. On behalf of the Committee, Ms. Johnson moved adoption of **Resolution 1**, Appointment to Fill A Vacancy in the Instructional Faculty. **Resolution 1** was approved by voice vote. She moved adoption of **Resolution 2**, Award of Academic Tenure. **Resolution 2** was approved by voice vote, with Ms. Laura Keehner Rigas voting present. Ms. Johnson moved adoption of **Resolution 3**, Faculty Promotions; **Resolution 4**, Designated Professorships; **Resolution 5**, Approve the Closure of the Master of Arts in Physics Degree Program. **Resolutions 3-5** were considered individually, and each approved by voice vote. In closing, Ms. Johnson noted that Dr. David S. Armstrong, Faculty Representative to the Board, shared in the Committee meeting that William & Mary is on track to move from an R2 Research Institution designation to an R1.

Mr. John P. Rathbone reported for the **Committee on Audit, Risk and Compliance** and briefly reviewed the agenda. There were no action items.

Ms. Williams reported for the **Committee on Administration, Buildings and Grounds** and briefly reviewed the agenda. On behalf of the Committee, Ms. Williams moved adoption of **Resolution 6**, Approval to Change the Budget of the Muscarelle Museum of Art Renovation and Expansion Project. **Resolutions 6** was approved by voice vote.

Mr. Kendrick F. Ashton, Jr, reported for the **Committee on the Student Experience** and briefly reviewed the agenda. There were no action items.

Mr. Petters reported for the **Committee on Financial Affairs** and briefly reviewed the agenda. There

were no action items.

Mr. Poston introduced Ms. Sydney E. Thayer, student representative to the Board and President of the Student Assembly. Ms. Thayer gave an overview of multiple student focused festivities planned for the Charter Day weekend. She said the Student Assembly continues to increase engagement and accessibility among the student body and highlighted activities associated with this initiative. Ms. Thayer highlighted upcoming campus wide student events, spoke about the allocation of the Student Activities fee and Student Assembly reserves, and noted multiple recent purchases. Lastly, she said that the Student Assembly is in the early phases of addressing campus safety concerns.

Mr. Poston introduced Dr. Armstrong. Dr. Armstrong gave a brief overview of faculty activities since the last meeting of the Board in November and spoke about the lasting positive impact/relationships faculty can have on students. He noted that the Faculty Assembly is working with the Provost's office on such things as the Academic Affairs Key Performance Indicators, faculty productivity study, and faculty retirement incentive plan. Dr. Armstrong said additional Faculty Assembly initiatives include the examination of intellectual diversity; launching a new version of the tri-annual faculty survey; and implications and criteria of being recognized as an R1 Research Institution.

To build onto Dr. Armstrong's comment of lasting relationships, Mr. Poston recognized Mr. Andrew Cohen '23, former Office of the President Intern, who was present.

Mr. Poston introduced Dr. Taylor V. Brings, staff liaison to the Board and President of the Professional & Professional Faculty Assembly. Dr. Brings said that during the winter break the Staff Assembly and Professional & Professional Faculty Assembly (PPFA) focused on wellbeing. She noted activities that have taken place to promote community and connection and the success of the December food drive. Lastly, she told the Board that she hopes to share more regarding the Development Support Fund at the April meeting, as well as the compensation and classification review process.

Mr. Poston said there was no old business.

Mr. Poston moved to officially confer honorary degrees on the following individuals for Charter Day 2024:

- Lonnie Griffith Bunch III – Doctor of Humane Letters
- Jeffrey Bevis Trammell – Doctor of Public Service

Motion was seconded by Mr. John E. Littel and approved by voice vote.

Mr. Poston said that pursuant to the Board bylaws he nominated the following to serve on the nominating committee for the purpose of presenting a slate of officers to the Board at the April meeting to serve from July 1, 2024 to June 30, 2026. Mr. Littel will serve as the chair of the nominating committee, along with Mr. Rathbone, Ms. Cynthia E. Hudson, and Ms. Anne Leigh Kerr.

Mr. Poston asked Ms. Williams to take the Board into closed session. Ms. Williams moved that the William & Mary Board of Visitors convene into closed session for the following reasons:

Pursuant to Va. Code §2.2-3711.A.1 to consider the performance and terms of appointment for the Presidents of William & Mary and Richard Bland College and the senior leadership of both institutions and individual faculty in W&M faculty Arts and Sciences;

Va. Code §2.2-3711.A.7 and A.8 for consultation with legal counsel regarding pending and anticipated litigation, contract and compliance matters; and

Va. Code § 2.2-3711.A.9 for discussion of gifts and fundraising and related naming proposals.

Motion was seconded by Mr. Stephen J. Huebner and approved by roll call vote – 15-0 – conducted by Mr. Fox. Ms. Kerr and Mr. J.E. Lincoln Saunders were not present. Observers were asked to leave the room and the Board went into closed session at 10:23 a.m. with the President, Provost, University Counsel, Dean of the Faculty of Arts & Sciences, and Director of Internal Audit.

The Board reconvened in open session at 11:23 a.m. Ms. Williams moved that the Board certify by roll call vote that, to the best of each member's knowledge, only matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed, and only matters identified in the motion to have the closed session were discussed. Motion was seconded by Mr. Littel and approved by roll call vote – 14-0 – conducted by Mr. Fox. Ms. Rigas had to leave before the completion of the closed session and Ms. Kerr and Mr. J.E. Lincoln Saunders were not present.

Mr. Poston moved that the William & Mary Board of Visitors approve the terms of the proposed gift discussed in closed session, which includes the naming of certain campus facilities. The motion was seconded by Mr. Ashton and approved by voice.

Mr. Poston announced that following the meeting, members of the Board would have lunch with members of the Cypher Society in room 302 and reminded Board members that the Charter Day Ceremony begins at 4:00 p.m. and members should arrive in the robing room by 3:30 p.m.

There being no further business, Mr. Poston adjourned the meeting at 11:27 a.m.

Following the conclusion of the full Board meeting, members of the Board of Visitors had lunch with members of the Cypher Society from 11:30 a.m. – 1:00 p.m. in room 302 of Blow Hall. Lunch included a brief overview of recent Board activities by Mr. Poston. Dr. Derek Aday, Dean & Director of the Virginia Institute of Marine Science (VIMS), provided an overview of VIMS, noted its three part mission and economic value to the Commonwealth, highlighted initiatives and successes that have happened because of VIMS, and closed with an overview of VIMS's strategic position; and Dr. Jeremy P. Martin, Vice President for Strategy and Innovation, engaged those present in a conversation regarding rankings.