

MINUTES

Board of Visitors Committee Meetings
The College of William and Mary

February 4-6, 2015
Blow Memorial Hall - College of William and Mary
Matoaka Woods Room – School of Education

The Board of Visitors of The College of William and Mary in Virginia met on the campus in Williamsburg, on Wednesday, Thursday and Friday, February 4-6, 2015.

On Wednesday, February 4, the Richard Bland College Committee and the Committee on Strategic Initiatives and New Ventures met in the Board Room, while the Executive Committee met in the Rector's Office. That evening the full Board convened for dinner at Plumeri House at 119 Chandler Court.

Those present on Wednesday were:

Kendrick F. Ashton, Jr.
Ann Green Baise
Lynn M. Dillon
Thomas R. Frantz
Sue H. Gerdelman
John E. Littel
Christopher M. Little
William H. Payne II
Lisa E. Roday

Robert E. Scott
DeRonda M. Short
Peter A. Snyder
Todd A. Stottlemeyer
John Charles Thomas
H. Thomas Watkins III
Faculty representative: Kevin J. Peters
Student representatives: Colin D. Danly
Kelsey M. Keeley

Absent: Keith S. Fimian
Leigh A. Pence

Others present:

W. Taylor Reveley
Michael R. Halleran
Virginia M. Ambler
Henry R. Broaddus
Samuel E. Jones
Matthew T. Lambert
Anna B. Martin

Kiersten L. Boyce
Kent B. Erdahl
Michael J. Fox
W. Fanchon Glover
Jeremy P. Martin
Brian W. Whitson
Sandra J. Wilms

Also in attendance were Staff Liaison Nicholas J. Bell, University Counsel Deborah Love, Dean Kate Conley, members of the William and Mary Faculty Liaison Committee, and other William and Mary staff.

The Richard Bland College Committee met from 2:15 to 3:25 p.m.

At 3:30 p.m. with Mr. Frantz presiding as chair, the Committee on Strategic Initiatives and New Ventures convened as a committee of the whole. Mr. Frantz provided an update on regional

activity relating to a biomedical and healthcare cluster in the Richmond - Hampton Roads Region. A Biomedical and Healthcare Task Force has been formed to develop a plan for a biomedical and healthcare hub, beginning in the Princess Anne Commons area of Virginia Beach, which would encompass the research, resources, and opportunities of existing regional assets. The task force is chaired by Mr. Frantz and President Reveley is a member; the College's Director of Economic Development, Julie Summs, serves as an advisory committee member. A brief discussion ensued.

Vice President for Strategic Initiatives Henry Broadbuss discussed how translational research applies to economic development and introduced Dennis Manos, Vice Provost for Research and Graduate Professional Studies. Mr. Manos introduced two professors, Professor Jason McDevitt, Director of Technology Transfer, and Professor John Swaddle from the Institute for Integrative Bird Behavior Studies in the Biology Department, who discussed the products resulting from their research.

Following a brief discussion and there being no further business, the Committee adjourned at 4:25 p.m.

The Executive Committee met from 4:35 to 6:45 p.m.

At 8:15 p.m. the Rector convened the full Board at Plumeri House, and asked for a motion that the Board of Visitors of the College of William and Mary convene in Executive Session for the purpose of discussing personnel matters pertaining to the performance and evaluations of specific executive employees, as provided for in Section 2.2-3711.A.1., of the Code of Virginia. Motion was made by Mr. Frantz, seconded by Mr. Scott and approved by voice vote. The observers were asked to leave the room and the Board went into closed session at 8:15 p.m.

The Board reconvened in open session at 9:25 p.m. Mr. Stottlemeyer reviewed the topic discussed during closed session for the benefit of the observers, then asked for a motion to adoption of the Resolution certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was made by Mr. Frantz, seconded by Mr. Ashton and approved by roll call vote of the Committee members conducted by Secretary of the Board Thomas Frantz. (Certification **Resolution** is appended.)

There being no further business, the Board adjourned at 9:25 p.m.

On Thursday, February 5, the Committee on Athletics met jointly with the College of William & Mary Foundation Athletics Subcommittee in Blow Hall Room 201. The Committee on Audit and Compliance met in the Board Conference Room. The Committee on Academic Affairs and the Committee on Administration, Buildings and Grounds met in the Board Room.

Board of Visitors
MINUTES
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Those present on Thursday were:

Kendrick F. Ashton, Jr.
Ann Green Baise
Lynn M. Dillon
Thomas R. Frantz
Sue H. Gerdelman
John E. Littel
Christopher M. Little
William H. Payne II
Lisa E. Roday

Robert E. Scott
DeRonda M. Short
Peter A. Snyder
Todd A. Stottlemeyer
John Charles Thomas
H. Thomas Watkins III
Faculty representatives: Suzanne Raitt
Kevin J. Peters
Student representative: Colin D. Danly

Absent: Keith S. Fimian
Leigh A. Pence

Others present:

W. Taylor Reveley
Michael R. Halleran
Virginia M. Ambler
Henry R. Broadus
Samuel E. Jones
Matthew T. Lambert
Anna B. Martin
Kiersten L. Boyce

Kent B. Erdahl
Michael J. Fox
W. Fanchon Glover
Jennifer B. Latour
Jeremy P. Martin
Brian W. Whitson
Sandra J. Wilms

Also in attendance were Staff Liaison Nicholas J. Bell, University Counsel Deborah Love, Dean Kate Conley, Dean Dave Douglas, Dean John Wells, members of the William and Mary Faculty Liaison Committee, and other Richard Bland and William and Mary staff.

The Committee on Athletics met jointly with the College of William & Mary Foundation Athletics Subcommittee from 8:15 to 9:49 p.m. The Committee on Audit and Compliance met from 9:45 to 10:43 a.m. The Committee on Academic Affairs met from 9:45 to 10:55 a.m. The Committee on Administration, Buildings and Grounds met from 11:00 to 11:20 a.m.

At noon, the Board moved to the School of Education for a joint meeting with the College of William & Mary Foundation Board of Trustees, the Alumni Association Board of Directors and the Annual Giving Board of Directors in the Matoaka Woods Room of the School of Education.

Board of Visitors in attendance: Rector Todd A. Stottlemeyer; Kendrick F. Ashton, Jr.; Ann Green Baise; Lynn M. Dillon; Thomas R. Frantz; Sue H. Gerdelman; Christopher M. Little; William H. Payne II; Lisa E. Roday; DeRonda M. Short; Peter A. Snyder; John Charles Thomas; H. Thomas Watkins III; faculty representatives Suzanne Raitt and Kevin Peters; student representative Colin Danly; W&M staff liaison Nicholas Bell.

William & Mary Foundation Trustees in attendance: Marshall Acuff, Peter Atwater, David Boor, Juan Conde, Pat Cousins, Scott Custer, Maryellen Feeley, Michael Foradas, Melissa Friedery, Nancy Gofus, Bruce Gottwald, Michael Hennessy, Fred Henritze, Alan Hilliker, Shelley Jennings, Audra Lalley, Jennifer Mackesy, Kevin Phillips, Michael Powell, John Reilly, Anne Sharp, John Simmons, Ellen Stofan, Martha Tack, Andy Waters, Donnie Wintermute

Annual Giving Board members in attendance: Don Beck, Dave Croall, Megan Dorward, Gene Foley, Brian Fuller, Ashley Glacel, Rick Gossman, Amy Jasper, Amanda Lutick, Clare Nelson, George Nelson, Dave Oelberg, Chris Powers, Samantha Slattery, Chris Smith, Mary Smith, John Windt

William & Mary Alumni Association Board members in attendance: Chris Adkins, Bill Armbruster, Kristen Faust, Tom Flesher, Kay Floyd, Cindy Jarboe, Barbara Joynes, David Kelley, Sue Newman, Kevin Turner, Wayne Woolwine

Staff in attendance: President W. Taylor Reveley, Provost Michael Halleran, Ginger Ambler, Craig Anzalone, Mark Begly, Kiersten Boyce, Henry Broaddus, Gerald Bullock, Kate Conley, Carrie Cooper, Kathleen Daugherty, Annie Davis, Renee Davis, Davison Douglas, Terry Driscoll, Kent Erdahl, Ginny Elwell, Amy Fisher, Lee Foster, Michael Fox, Dan Frezza, Chon Glover, Heather Golden, Jim Golden, Earl Granger, Kelly Holdcraft, John Hunter, Karlene Jennings, John Kane, Sally Kellam, Sam Jones, Matthew Lambert, Jennifer Latour, Carrie Letourneau, Deb Love, Laura Mackler, Anna Martin, Jeremy Martin, Marilyn Midyette, Patty O'Neill, Jake Perez, Ann Ruble, Kimberly Separ, Sani Silvennoinen, Stacey Summerfield, Mitch Vander Vorst, Robert Waggoner, Sue Warner, John Wells, Brian Whitson, Sandy Wilms

At 12:19 p.m., Rector Todd Stottlemeyer called the joint meeting to order, welcomed the group, and outlined the format for the meeting, beginning with a working lunch and a discussion of regional efforts on behalf of the College.

Following lunch, the Rector moved that the Board of Visitors of the College of William and Mary convene in Closed Session to discuss the evaluation of the performance of departments or schools, and to discuss specific recommendations related to fundraising initiatives, priorities and strategies as well as current development activities, as provided for in Section 2.2-3711.A. 1. and 8., of the Code of Virginia. Motion was seconded by Mr. Watkins and approved by voice vote. The observers were asked to leave the room and the joint meeting went into closed session at 1:05 p.m.

The joint meeting reconvened in open session at 2:44 p.m. The Rector reviewed the topics discussed during closed session, then moved to adopt the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Frantz and approved by roll call vote of the Board members conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break, the Rector called on Ann Baise, chair of the Board Committee on Administration, Buildings and Grounds, who introduced the Vice President for Administration, Anna Martin. Ms. Martin provided an overview of the development of the 2015 Campus Master

Plan and presented the recommendations, noting that the plan consisted of both new construction and renovations. A general discussion ensued.

At 3:27 p.m. Chair of the William & Mary Foundation Ellen Stofan introduced a Q&A Session with President Reveley and Rector Stottlemeyer. A general question and answer discussion ensued.

Following closing remarks by the Rector, and there being no further business, the joint meeting adjourned at 4:12 p.m. The Board returned to Blow Memorial Hall.

At 4:40 p.m. the Rector convened the full Board in the Board Room and outlined the format for discussion, noting it would focus on campus safety and security. Vice President for Administration Anna Martin provided an overview on campus safety. Director of Compliance Kiersten Boyce provided an overview on compliance relating to the Clery Act and Title IX. Dean of Students Marjorie Thomas discussed process, support and resources and Vice President for Student Affairs Ginger Ambler provided an update on the work of the Task Force on Preventing Sexual Assault and Harassment, which she chairs.

The Rector moved that the Board of Visitors of the College of William and Mary convene in Closed Session for consultation with legal counsel and briefings by staff members, as provided for in Section 2.2-3711.A. 7., of the Code of Virginia. Motion was seconded by Mr. Ashton and approved by voice vote. The observers were asked to leave the room and the Board went into closed session at 5:36 p.m.

The Board reconvened in open session at 6:30 p.m. The Rector reviewed the topics discussed during closed session, then moved to adopt the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Ms. Dillon and approved by roll call vote of the Board members conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

A general discussion on updates to the Sexual Misconduct Policy and Procedures ensued, along with an overview of the health and wellness services, programs and resources available. Following discussion, the Rector thanked President Reveley and the entire administrative team for the conversation and asked that the Board continue to be updated. There being no further business, the meeting recessed at 6:58 p.m.

On Friday, February 6, the Committee on Financial Affairs met in the Board Room from 8:15 to 9:08 a.m.

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Those present on Friday were:

Kendrick F. Ashton, Jr.
Ann Green Baise
Lynn M. Dillon
Keith S. Fimian
Thomas R. Frantz
Sue H. Gerdelman
John E. Littel
Christopher M. Little
William H. Payne II
Lisa E. Roday

Robert E. Scott
DeRonda M. Short
Peter A. Snyder
Todd A. Stottlemeyer
John Charles Thomas
H. Thomas Watkins III
Faculty representatives: Suzanne Raitt
Kevin J. Peters
Student representatives: Colin D. Danly

Absent: Leigh A. Pence

Others present:

W. Taylor Reveley
Michael R. Halleran
Virginia M. Ambler
Henry R. Broaddus
Edward C. Driscoll, Jr.
Samuel E. Jones
Anna B. Martin

Kiersten L. Boyce
Kent B. Erdahl
Michael J. Fox
W. Fanchon Glover
Jennifer B. Latour
Brian W. Whitson
Sandra J. Wilms

Also in attendance were Staff Liaison Nicholas J. Bell, University Counsel Deborah A. Love, Richard Bland College President Debbie L. Sydow, Dean Kate Conley, Dean John Wells, members of the William and Mary Faculty Liaison Committee, and other William and Mary staff.

At 9:10 a.m., the Board reconvened as a committee of the whole. Vice Rector Scott introduced Provost Michael Halleran for the Provost Report.

After brief opening remarks, Mr. Scott asked for a motion that the Board of Visitors of the College of William and Mary convene in Closed Session for the purpose of discussing the evaluation of the performance of departments or schools, as provided for in Section 2.2-3711.A.1., of the Code of Virginia. Motion was seconded by Mr. Ashton and approved by voice vote. The observers were asked to leave the room and the Board went into closed session at 9:15 a.m.

The Board reconvened in open session at 10:27 p.m. Mr. Scott reviewed the topic discussed during closed session, then moved to adopt the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act.. Motion was seconded by Mr. Frantz and approved by roll call vote conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break, the Rector convened the meeting of the full Board at 10:40 a.m.

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MINUTES
Page 7

Those present were:

Kendrick F. Ashton, Jr.
Ann Green Baise
Lynn M. Dillon
Keith S. Fimian
Thomas R. Frantz
Sue H. Gerdelman
John E. Littel
Christopher M. Little
William H. Payne II
Lisa E. Roday

Robert E. Scott
DeRonda M. Short
Peter A. Snyder
Todd A. Stottlemeyer
John Charles Thomas
H. Thomas Watkins III
Faculty representatives: Suzanne Raitt
Kevin J. Peters
Student representatives: Colin D. Danly

Absent: Leigh A. Pence

Others present:

W. Taylor Reveley
Michael R. Halleran
Virginia M. Ambler
Henry R. Broaddus
Edward C. Driscoll, Jr.
Samuel E. Jones
Anna B. Martin
Kiersten L. Boyce

Kent B. Erdahl
Michael J. Fox
W. Fanchon Glover
Jennifer B. Latour
Jeremy P. Martin
Brian W. Whitson
Sandra J. Wilms

Also in attendance were Staff Liaison Nicholas J. Bell, University Counsel Deborah A. Love, Richard Bland College President Debbie L. Sydow, Dean Kate Conley, Dean John Wells, members of the William and Mary Faculty Liaison Committee and other William and Mary staff.

The Rector asked for a motion to approve the minutes of the November 19-21, 2014 meeting. Motion was made by Mr. Watkins, seconded by Mr. Scott and approved by voice vote.

In his opening remarks, the Rector thanked the administrative team for organizing a productive joint meeting, congratulated Pete and Burson Snyder on the birth of their first baby and thanked Lisa Roday for making the W&M coasters for the Board. The Rector commented briefly on the campus safety and security discussion, noting that the Board appreciated the seriousness of the effort. He also commented on the 2015 Master Plan, thanked the Provost for his leadership on academic productivity efforts and thanked Dean Conley for organizing a productive visit for him with members of the faculty, noted that he had met earlier this morning with the Alumni Association Board, and encouraged Board members to attend Charter Day.

In his opening remarks, President Reveley also encouraged Board members to attend Charter Day, commented on the good conversations over the last two days with the senior boards, and called attention to the improvements being made in the Board Room, including new paint, and advised that the new blinds, the new rug and new chairs would be coming.

The Rector moved that the Board of Visitors of the College of William and Mary convene in

Closed Session for the purpose of discussing and/or approving personnel actions pertaining to the appointment, tenure, promotions and leaves of specific instructional and professional faculty; discussing matters that would involve the disclosure of information contained in a scholastic record; consultation with legal counsel employed by a public body regarding specific legal matters; and discussing specific recommendations related to fundraising initiatives, priorities and strategies as well as current development activities, gifts and bequests, as provided for in Section 2.2-3711.A.1., 2., 7., and 8., of the Code of Virginia. Motion was seconded by Mr. Scott and approved by voice vote. The Board went into closed session at 10:50 a.m.

The Board reconvened in open session at 10:55 a.m. The Rector reviewed the topics discussed during closed session, then moved to adopt the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Scott and approved by roll call vote of the Board members conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

The Rector called for the reports of the standing committees.

Mr. Littel reported for the **Richard Bland College** Committee, commented on his recent visit to the RBC campus then briefly reviewed the agenda.

President Debbie L. Sydow expressed her appreciation to the Board members for their attendance at the November meeting at Richard Bland, thanked Mr. Payne for coming to a basketball game and thanked Mr. Littel for his regular visits to campus. She thanked the William and Mary administrative team, led by Sam Jones, for coming to campus to meet with Richard Bland administrators and discuss the possibilities for shared resources. President Sydow noted continuing progress on implementation of the RBC-19 strategic plan. Mr. Littel briefly discussed the Richard Bland audit, and reviewed the resolutions.

Mr. Littel moved adoption as a block of **Resolution 1 (R)**, Approval of Revision to Associate of Arts Degree; **Resolution 2 (R)**, Policy on Discrimination, Harassment, Sexual Misconduct, and Retaliation; and **Resolution 3**, Repurposing of Humanities and Social Sciences Building. Motion was seconded by Ms. Gerdelman and approved by voice vote. (**Resolution 1(R)** and revised page 1 of **Resolution 2(R)** are appended.)

Mr. Snyder reported for the **Committee on Athletics**, and briefly reviewed the agenda, noting that the Committee had met jointly with the William & Mary Foundation Athletics Subcommittee. He commented on the upcoming celebration of 100 years of women's athletics to be held on February 7. There were no action items.

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

Ms. Baise reported for the **Committee on Administration, Buildings and Grounds**, and briefly reviewed the agenda. Ms. Baise introduced David Rudloff, who is recommended as the new College Building Official, and reported on recent comments received regarding the Master Plan.

Ms. Baise moved adoption of **Resolution 20**, Approval of the 2015 Campus Master Plan. Motion was seconded by Mr. Thomas and approved by voice vote.

Ms. Baise moved adoption as a block of **Resolution 21**, Resolution to Approve 9C Revenue Financing by the Rector and Visitors of the College of William and Mary: Renovate Dormitories; and **Resolution 22**, Resolution of the Board of Visitors of the College of William and Mary Declaring the Intention to Reimburse the Cost of Certain Expenditures from 9C Proceeds. Motion was second by Ms. Gerdelman and approved by voice vote.

Mr. Ashton reported for the **Committee on Financial Affairs**, and briefly reviewed the agenda. There were no action items.

Mr. Scott reported for the **Committee on Academic Affairs**, and briefly reviewed the agenda.

Mr. Scott moved adoption as a block of **Resolution 4**, Appointments to Fill Vacancies in the Executive Faculty; **Resolution 5**, Appointments to Fill Vacancies in the Professionals and Professional Faculty; **Resolution 7**, Faculty Promotions; **Resolution 8**, Designated Professorships; **Resolution 9**, Term Distinguished Professorships; **Resolution 10**, Posthumous Award of Emeritus Status: John F. Lavach, School of Education; **Resolution 11**, Retirement of Jayne W. Barnard, William & Mary Law School; **Resolution 12**, Retirement of Norman J. Fashing, Department of Biology; **Resolution 13**, Retirement of William T. Geary, Mason School of Business; **Resolution 14**, Retirement of Alan H. Goldman, Department of Philosophy; **Resolution 15**, Retirement of John W. Lee III, William & Mary Law School; **Resolution 16**, Retirement of John S. Morreall, Department of Religious Studies; **Resolution 17**, Retirement of Glenn D. Shean, Department of Psychology; **Resolution 18**, Retirement of Kathleen F. Slevin, Department of Sociology; and **Resolution 19**, Retirement of James E. Smith, Mason School of Business. Motion was seconded by Mr. Thomas and approved by voice vote.

Mr. Scott moved adoption of **Resolution 6**, Award of Academic Tenure. Motion was seconded by Mr. Thomas and approved by voice vote, with Mr. Snyder voting no.

The Rector moved to **officially confer the honorary degrees of Doctor of Humane Letters** on President Emeritus Thomas A. Graves, Jr. and Dr. Grace E. Harris at Charter Day 2015. Motion was seconded by Ms. Baise and approved by voice vote.

There was no old business.

Under New Business, the Rector reported on **Resolution 23**, Revisions to the Bylaws of the Board of Visitors of the College of William and Mary. Due to the merging of the positions of Vice President for Finance and Vice President for Administration into the newly created position of Senior Vice President for Finance and Administration, the Board *Bylaws* must be amended. These amendments only involve the position of Senior Vice President for Finance and Administration.

Mr. Stottlemeyer advised the Board that because it is within the 30-day window of notice to amend the *Bylaws*, the *Bylaws* must be suspended by a three-fourths affirmative vote.

Rector moved to suspend the *Bylaws* in order to discuss amendments. Motion was seconded by Mr. Scott and approved by unanimous voice vote.

The Rector then moved to amend the *Bylaws* as outlined in **Resolution 23**, effective immediately. Motion was seconded by Mr. Scott and approved by unanimous voice vote. (**Resolution 23** is appended.)

Noting that these revisions to the *Bylaws* require revisions to the current corporate resolution, the Rector moved adoption of **Resolution 24**, Corporate Resolution to Transact Business and Confirm Authorized Business Agents for the College of William and Mary. Motion was seconded by Mr. Thomas and approved by voice vote. (**Resolution 24** is appended.)

The Rector called on Ms. Baise to read **Resolution 25**, Board of Visitors Resolution to Honor Anna B. Martin, Vice President for Administration. Following the reading of the resolution, Ms. Baise moved its adoption. Motion was seconded by Mr. Thomas and approved by voice vote, followed by a standing ovation for Vice President Martin. The Rector presented Ms. Martin with a copy of the 2015 Master Plan booklet signed by the members of the Board, and on behalf of the Board, thanked her for a job well done. (**Resolution 25** is appended.)

The Rector advised that he will appoint an ad hoc Nominating Committee for the election of officers for 2015-2017, noting that the election will take place at the annual meeting in April as required in the Board *Bylaws*. The Rector updated the Board on the ongoing review of the Board *Bylaws* by Deb Love, Michael Fox and Sandy Wilms, and he anticipated an update at the April meeting.

The Rector moved that the Board of Visitors convene in Executive Session for the purpose of discussing personnel matters pertaining to the performance and evaluations of specific executive employees; and consultation with legal counsel employed by a public body regarding specific legal matters, as provided for in Section 2.2-3711.A.1. and 7., of the Code of Virginia. Motion was seconded by Mr. Scott and approved by voice vote. The Board went into Executive Session at 11:33 a.m.

The Board reconvened in open session at 12:40 p.m. The Rector reviewed the topics discussed during closed session, then moved to adopt the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Ms. Dillon and approved by roll call vote of the Board members conducted by the Rector. (Certification **Resolution** is appended.)

There being no further business, the Board adjourned at 12:40 p.m.

Board of Visitors

February 4, 2015

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, 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 session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

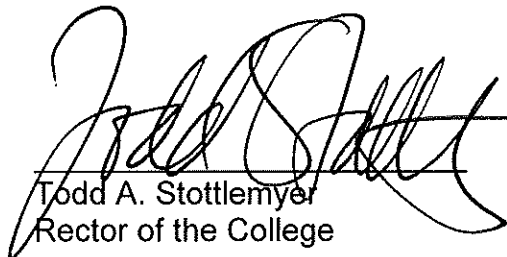
AYES:

15

NAYS:

0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlemeyer
Rector of the College

Board of Visitors

February 5, 2015

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

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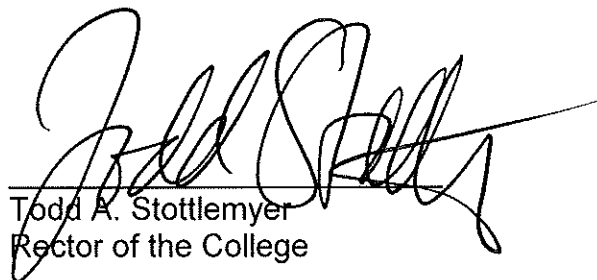
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: //

NAYS: 0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlemeyer
Rector of the College

Board of Visitors

February 5, 2015

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

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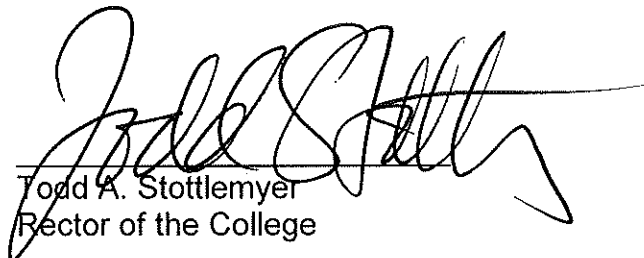
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VOTE

AYES: 14

NAYS: 0

ABSENT DURING CLOSED SESSION:


Todd A. Stottlemeyer
Rector of the College

Board of Visitors

February 6, 2015

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;


NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, 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 session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 15

NAYS: 0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlemeyer
Rector of the College

Board of Visitors

February 6, 2015

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

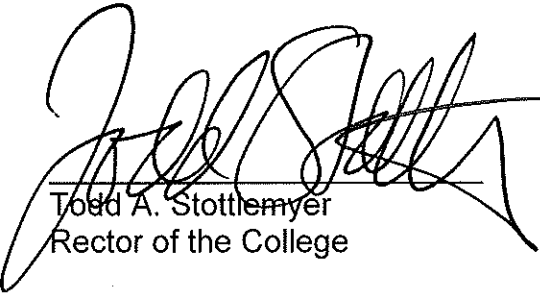
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlemyer
Rector of the College

Board of Visitors

February 6, 2015

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

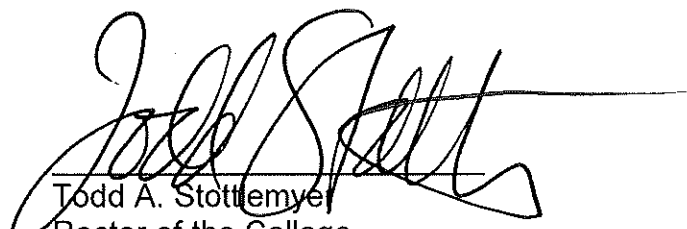
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlenye
Rector of the College

**RICHARD BLAND COLLEGE
APPROVAL OF REVISION TO ASSOCIATE OF ARTS DEGREE**

In accordance with its mission, Richard Bland College (RBC) of William and Mary seeks to prepare students for university transfer through academically rigorous programs grounded in the liberal arts tradition of William & Mary.

RBC's 2014-2019 strategic plan establishes specific goals for (1) improving retention, graduation and transfer rates, and (2) modifying existing curricula to be optimally responsive to market demand. Currently, RBC's Associate of Arts (AA) program is not optimal for efficient university transfer. Consequently, very few students at RBC pursue this degree, choosing instead to transfer prematurely without having completed a degree.

The proposed changes to the Associate of Arts degree are designed to:

- Increase degree completion
- Facilitate seamless transfer
- Decrease the time to degree for AA students
- Increase enrollment in the AA program
- Improve retention and graduation rates
- Make it easier for students to stack RBC credentials leading to an AA degree

The proposed changes have been reviewed in accordance with RBC policies, procedures, and shared governance protocol.

BE IT RESOLVED, That upon the recommendation of the President, the Board of Visitors of the College of William and Mary approves the attached changes to the Associate of Arts degree, ***and authorizes the Dean of Faculty to determine the number of electives allowed.***

February 4-6, 2015

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**RICHARD BLAND COLLEGE
APPROVAL OF CHANGES TO AA DEGREE**

Associate of Arts			
Courses		Proposed	Current
The Arts of Language and Ideas			
English 101 & 102		6	6
Arts and Language and Ideas electives		6	6
The Language of History of Fine Arts		3	3
The Human Experience		6	6
U.S. & World Cultures (at least one HIST course)		9	6
Quantitative & Symbolic Reasoning			
Mathematics 110, 101, 117 or above		3	6
Investigation of the Natural World		4	8
Foreign Language		6	14
Computer Proficiency (0 - 3 credits)			
Choose CSCI 202, 203, 211, or 212 or proficiency		3	3
* Electives (14-17 cr.)		14	2
		<u>60</u>	<u>60</u>

* Courses selected should meet requirements of transfer institution.
Shaded areas represent changes

**RICHARD BLAND COLLEGE
POLICY ON DISCRIMINATION, HARASSMENT, SEXUAL MISCONDUCT, AND
RETALIATION**

WHEREAS, Richard Bland College is committed to providing an environment that emphasizes the dignity and worth of every member of its community and that is free from harassment and discrimination based on race, sex, color, national origin, religion, age, veteran status, sexual orientation, gender identity, pregnancy, genetic information, against otherwise qualified persons with disabilities, or based on any other status protected by law.

Richard Bland College has established a Policy on Discrimination, Harassment, Sexual Misconduct, and Retaliation (attached) in pursuit of this goal. Any question of impermissible discrimination on these bases will be addressed with efficiency and energy, and in accordance with that policy and related grievance procedures. This policy and the Discrimination Grievance Procedures also address complaints or reports of retaliation against those who have opposed practices prohibited by the policy, those who have filed complaints or reports under the policy, and those who have testified or otherwise participated in enforcement of the policy.

The purpose of this policy is to establish clearly and unequivocally that Richard Bland College prohibits discrimination, harassment, sexual misconduct, and retaliation by individuals subject to its control or supervision and to set forth procedures by which such allegations shall be filed, investigated and adjudicated.

This policy applies to on-campus conduct involving students, employees, faculty and staff; visitors to campus (including, but not limited to, students participating in camp programs, non-degree seeking students, exchange students, and other students taking courses or participating in programs at Richard Bland College) and contractors working on campus who are not Richard Bland College employees; and to students, visiting students, employees, faculty and staff participating in Richard Bland College-sponsored activities off campus. This policy also is applicable to any conduct that occurs off campus that has continuing effects that create a hostile environment on campus.

THEREFORE, BE IT RESOLVED, That on recommendation of the President, the Board of Visitors of The College of William and Mary in Virginia approves the Policy on Discrimination, Harassment, Sexual Misconduct, and Retaliation, and related grievance procedures, ***and authorizes the President of Richard Bland College to make any and all future amendments as appropriate.***

BE IT FURTHER RESOLVED, That the President of Richard Bland College shall adopt Discrimination Grievance Procedures pursuant to this policy as soon as feasible, but not later than April 21, 2015.

**REVISIONS TO THE BYLAWS OF
THE BOARD OF VISITORS OF
THE COLLEGE OF WILLIAM AND MARY**

Revisions to Article II, Administration, of the *Bylaws of the Board of Visitors* have been proposed in order to reflect those changes necessitated by the merging of the positions of Vice President for Finance and Vice President for Administration into the newly created position of Senior Vice President for Finance and Administration.

The changes made, shown in redline/highlight format on the following pages, are:

1. Section 1: The President of the College – delete Vice President for Finance and Vice President for Administration and insert Senior Vice President for Finance and Administration (pages 7 and 8).
2. Section 2: Provost – delete Vice President for Finance and Vice President for Administration and insert Senior Vice President for Finance and Administration; delete sentence regarding the Administrative Budget Group (pages 8 and 9).
3. Section 3: Vice President for Finance – delete Vice President for Finance and change title to Senior Vice President for Finance and Administration; add additional language regarding administration responsibilities (pages 9 through 11).
4. Section 4: Vice President for Administration – delete entire section (pages 11 and 12).
5. Sections 5 through 12: Delete all references to Vice President for Finance and Vice President for Administration and insert Senior Vice President for Finance and Administration, re-number the sections as needed (pages 12 through 16).

BE IT RESOLVED, That on the recommendation of the President, the *Bylaws* of the Board of Visitors are hereby amended, effective February 6, 2015, as shown on the following pages.

Article II

Administration

Section 1. THE PRESIDENT OF THE COLLEGE

Under the authority and direction of the Board of Visitors, the President of the College is responsible for the administration and courses of instruction of The College of William and Mary in Virginia. The President shall be the authorized means of communications between the Board of Visitors and faculties, the Board and the students, and the Board and the various officers of instruction and administration employed in the College. The President is accountable to the Board for the administrative, fiscal and program performance of the College. At least annually, at a date set by the Rector of the College, the Board shall conduct an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1 of the Code of Virginia. Any change to the President's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of a majority of the Board.

The President shall be assisted by a Provost, a Senior Vice President for Finance and Administration, a Vice President for University Advancement, a Vice President for Student Affairs, ~~a Vice President for Finance, a Vice President for Administration~~ and a Vice President for Strategic Initiatives. The President shall establish, with the approval of the Board of Visitors, such faculty positions and other administrative offices that may be needed to carry out the work of the College. The President shall recommend to the Board appointments to all administrative and faculty positions. The President may appoint committees from members of the administrative staff and, upon recommendation of the Faculty Assembly, from members of the faculties of the College as in the President's judgment may be needed.

The President shall represent the College on public occasions and shall confer all properly authorized degrees, with the exception of honorary degrees, which shall be conferred by the Rector of the College or the Rector's duly authorized agent.

The President shall direct the operation of the College, supervise the work of the faculties and staff, and maintain the internal order and discipline of the College, and to this end shall hold all deans and members of the faculties to the faithful and efficient discharge of their duties. The President may exercise the right to preside over any meetings of the faculties.

As the chief administrative officer of the College, the President may attend all meetings of the Board of Visitors or any committee meetings of the Board, except as otherwise designated by the Board, and participate in the discussions of such committees, and submit recommendations on matters falling within the purview of such committees as may be appropriate.

The President, with the appropriate advice of administrative officers and the Faculty Assembly will formulate plans and operating policies and objectives for all phases of operation

of the College and will develop and maintain an organizational plan through which these policies and objectives may be implemented, directed and controlled.

The President shall cause reports of the fiscal and other affairs of the College to be prepared and submitted to the Board of Visitors and to its committees and shall be responsible for planning, implementing, coordinating and evaluating the College's communications, information, community relations and public service programs.

The President shall have the authority to transact business in the name of the College of William and Mary in Virginia, and shall have concurrent authority with the Provost ~~and the Senior Vice President for Finance and Administration Vice President for Finance, and the Vice President for Administration~~ in the exercise of their delegated authority to transact business in the name of the College. The President shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

It is the duty of the President to bring to the attention of the Rector and the Board of Visitors all matters within the President's knowledge that in the President's opinion are in the interest of the College and require consideration by the Board.

In case of the death or resignation of the President, the Board of Visitors shall designate as promptly as possible an Interim President to serve until a President shall have been elected by the Board and shall have assumed office.

Section 2. PROVOST

The Board of Visitors will, on recommendation of the President of the College, appoint a Provost who shall serve as the senior administrative and chief academic officer of the College under the President. The Provost shall administer the affairs of the College during the temporary absence or disability of the President, except as otherwise directed by the Board.

The Provost, under the direction of the President and in accordance with policies established by the Board of Visitors, has general purview over all educational programs, activities, personnel and policies of the College.

With the advice of the Faculty Assembly, the Provost is responsible jointly with the ~~Senior Vice President for Finance and Administration Vice President for Finance~~ for budgetary planning, and for submitting recommendations to the President regarding allocation of the College's resources and expenditure of its funds. ~~In the discharge of their joint budgetary responsibility, the Provost, the Vice President for Finance and the Vice President for Administration constitute the Administrative Budget Group, chaired by the Provost.~~

The Provost is responsible for working directly with the Deans, and the Faculty Assembly when appropriate, on academic planning, and on curricular, budgetary, personnel, and educational policy matters, for recommendation as appropriate to the President. In accordance with the provisions of the Faculty Handbook and the Code of Virginia and upon

recommendation of the appropriate dean or administrative officer, the Provost shall submit to the President recommendations regarding salaries, appointments, promotions and dismissals of members of the staff and faculties of the College, and the establishment of new positions. Whenever feasible, the administration will provide the Board with relevant information about prospective appointees at least 30 days before the Board is scheduled to act on their appointments.

The Provost shall serve as the accreditation officer of the College. The Provost shall establish, under the direction of the President, and in consultation with the appropriate deans, Vice Presidents, and the Faculty Assembly, priorities regarding the College's needs for new financial resources for educational purposes.

The Provost shall recommend to the President of the College the calendar of the College, the curriculum of the faculties of the College, and the inauguration of new programs, the latter being subject to approval by the Board of Visitors. Such recommendation shall be formulated with due regard to the roles of the respective faculties, the Faculty Assembly, the educational mission of the College in the Virginia system of higher education, and budgetary and administrative feasibility.

Concurrently with the President, the Provost shall have the authority to transact business in the name of The College of William and Mary in Virginia, including any and all contracts for employment, sponsored projects, intellectual property rights, student or faculty exchange agreements, financial aid agreements, articulation agreements, and any other contracts or agreements necessary to carry out and support the operations of the College, with the exception of indebtedness and those particular assignments made to the Senior Vice President for Finance and Administration ~~Vice President for Finance and the Vice President for Administration~~. The Provost shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

Section 3. VICE PRESIDENT FOR FINANCE SENIOR VICE PRESIDENT FOR FINANCE AND ADMINISTRATION

The Board of Visitors will, on recommendation of the President of the College, appoint a Senior Vice President for Finance and Administration ~~Vice President for Finance~~ of the College. Under the direction of the President and in accordance with policies established by the Board of Visitors, the Senior Vice President for Finance and Administration ~~Vice President for Finance~~ shall administer the business affairs of the College of William and Mary, and shall ~~coordinate College activities~~ interact with governmental entities as necessary. Under the direction of the President, the Senior Vice President is responsible jointly with the Provost for budget planning, and for recommendations to the President regarding university resource allocation and expenditure budgets.

The Senior Vice President for Finance and Administration ~~Vice President for Finance~~ is responsible for providing analysis and recommendations to the President and Provost regarding budget development and execution.

The Senior Vice President for Finance and Administration ~~Vice President for Finance~~ is responsible for all budget development activities including the development of operating and capital budget initiatives to be submitted to the Commonwealth of Virginia and the integration of all budget development activities into the overall planning activities of the College.

The Senior Vice President coordinates and/or conducts studies of College programs to enable evaluation of the effective and efficient use of resources to meet the highest priorities of the university. Evaluation may include consideration of alternative organization structures, delivery systems, or funding sources. The Senior Vice President is responsible for budget execution activities including the allocation of resources available to the College, regardless of source; oversight of expenditures within College programs; and the availability of incremental revenue to meet College needs.

The Senior Vice President for Finance and Administration ~~Vice President for Finance~~ shall be responsible for payrolls, financial contracts, and for annual fiscal reports. It shall be the Senior Vice President's responsibility to assure that private funds under the custody of the Board of Visitors of the College of William and Mary are properly invested with the approval of the President and the Committee on Financial Affairs of the Board of Visitors.

The Senior Vice President for Finance and Administration shall have custody of the College's valuable papers, such as evidence of title and contracts to which the College is a party. The Senior Vice President shall be responsible for the deposit of copies of all deeds and deeds of trust in appropriate files of the College and for the proper recording of all such deeds. The Senior Vice President shall determine that land surveys have been made on all properties of the College to indicate the precise lines of demarcation between the properties of the College of William and Mary and other properties.

The Senior Vice President for Finance and Administration shall be responsible for the effective operation of the plant, the auxiliary enterprises, the general purchasing and supply system, human resources, campus security, and the buildings and grounds of the College. The Senior Vice President shall take appropriate action to ensure that the property and all materials in the College under the Senior Vice President's cognizance are properly safeguarded and in good condition and that appropriate maintenance, safety and security procedures are established and sustained by those who are authorized to utilize the materials and property of the College.

The Senior Vice President for Finance and Administration shall work with the Provost in preparing for submission to the President and the Board of Visitors recommendations on budgetary matters and on the filling of vacancies and the creation of new positions in the finance and administrative area.

All reports prepared by the Senior Vice President for Finance and Administration ~~Vice President for Finance~~ will be submitted to the President and, where appropriate, transmitted by the President to the Board of Visitors.

Concurrently with the President, the Senior Vice President for Finance and Administration ~~Vice President for Finance~~ shall have the authority to transact business in the name of The College of William and Mary in Virginia, including: (1) the transfer, conversion, endorsement, sale, purchase, assignment, conveyance and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, and evidence of indebtedness; (2) any and all contracts for the purchase of real estate and other property, or other securities or assets now or hereafter owned by the Board of Visitors of The College of William and Mary in Virginia, or bearing any similar designation indicating ownership by the College; (3) agreements setting forth the terms for the acceptance of gifts to the College; (4) any and all contracts for the purchase or rental of professional services, supplies and equipment, including software and hardware; the design and construction of facilities; non-disclosure and confidentiality agreements; real estate and property leases or rental agreements; capital leases; acquisition or conveyance of any other type of property interest, including easements; equipment leases or fixed asset rental agreements; use of College facilities; and ~~(4)~~ (5) any other agreements necessary to carry out and support the operations of the College, with the exception of those particular assignments made to the Provost ~~or the Vice President for Administration~~. The sale of real property requires the approval of the Board of Visitors and the Commonwealth of Virginia. The Senior Vice President for Finance and Administration ~~Vice President for Finance~~ shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

~~Section 4. VICE PRESIDENT FOR ADMINISTRATION~~

~~The Board of Visitors will, on recommendation of the President of the College, appoint a Vice President for Administration of the College. Under the direction of the President and in accordance with policies established by the Board of Visitors, the Vice President for Administration shall provide administrative and support services to the College.~~

~~The Vice President shall have custody of the College's valuable papers, such as evidence of title and contracts to which the College is a party. The Vice President shall be responsible for the deposit of copies of all deeds and deeds of trust in appropriate files of the College and for the proper recording of all such deeds. The Vice President shall determine that land surveys have been made on all properties of the College to indicate the precise lines of demarcation between the properties of the College of William and Mary and other properties.~~

~~The Vice President for Administration shall be responsible for the effective operation of the plant, the auxiliary enterprises, the general purchasing and supply system, human resources, campus security, and the buildings and grounds of the College. The Vice President shall take appropriate action to ensure that the property and all materials in the College under the Vice President's cognizance are properly safeguarded and in good condition and that appropriate maintenance, safety and security procedures are established and sustained by those who are authorized to utilize the materials and property of the College.~~

~~All reports prepared by the Vice President for Administration will be submitted to the President and, where appropriate, transmitted by the President to the Board of Visitors.~~

~~The Vice President for Administration shall work with the Provost and the Vice President for Finance in preparing for submission to the President and the Board of Visitors recommendations on budgetary matters and on the filling of vacancies and the creation of new positions in the administrative area.~~

~~The Vice President for Administration shall have the authority to transact business in the name of The College of William and Mary in Virginia, including any and all contracts for the purchase or rental of professional services, supplies and equipment, including software and hardware; the design and construction of facilities; non-disclosure and confidentiality agreements; real estate and property leases or rental agreements; capital leases; acquisition or conveyance of any other type of property interest, including easements; equipment leases or fixed asset rental agreements; use of College facilities; and any other agreements necessary to carry out and support the operations of the College, with the exception of indebtedness and those particular assignments made to the Provost or Vice President for Finance. The Vice President for Administration shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.~~

Section 4. 5. VICE PRESIDENT FOR STRATEGIC INITIATIVES

On the recommendation of the President of the College, the Board of Visitors will appoint a Vice President for Strategic Initiatives. Under the direction of the President and in accordance with Board Policies, the Vice President for Strategic Initiatives shall develop and manage programs for economic development, for public service and outreach, and for community, government, and general public relations.

The Vice President for Strategic Initiatives shall assist the President and Provost with strategic planning; identify and evaluate alternatives for financial sustainability and continued preeminence in American higher education; assist the William and Mary Real Estate Foundation, especially in its efforts to expand student access to housing as well as retail and entertainment opportunities near campus; link College programs with the private sector for their mutual benefit; develop and coordinate economic development projects to leverage William and Mary's capabilities to support the region; communicate College benefits to the region to the State Council for Higher Education in Virginia and to the public; lead and coordinate William and Mary's support of state, regional and local economic development organizations; and provide leadership and oversight of the Offices of Economic Development, Government Relations, University Relations, and Creative Services.

The Vice President for Strategic Initiatives shall work with the Provost and Senior Vice President for Finance and Administration ~~Vice President for Finance~~ in preparing for submission to the President and the Board of Visitors recommendations on budgetary matters and on the filling of vacancies and the creation of new positions in the Offices of Economic Development, Government Relations, University Relations, and Creative Services.

| Section 5. 6. VICE PRESIDENT FOR UNIVERSITY ADVANCEMENT

The Board of Visitors will, on recommendation of the President of the College, appoint a Vice President for University Advancement. A primary responsibility of the Vice President for University Advancement is to plan, implement, coordinate, and evaluate all programs and special events by which the university's voluntary private financial support -- both for current operations and capital purposes, including endowment -- will be sustained and increased. In addition, the Vice President will oversee all operations associated with university marketing, alumni engagement activities, and the relationship with the William & Mary Alumni Association. In accordance with policies and procedures established by the Board of Visitors, the Vice President shall organize and manage a comprehensive advancement program to ensure lifelong engagement with all alumni and constituents, and to seek and/or coordinate gifts and grants from alumni, parents, other individuals, corporations, foundations and other organizations.

Under the direction of the President and in accordance with the policies of the Board of Visitors, the Vice President shall coordinate the efforts of the several volunteer groups that conduct outreach and engagement activities as well as those that seek contributions in the name of or in support of the university, resolving any differences which may arise regarding the scheduling of fundraising initiatives and the potential sources of funds upon which each will concentrate.

The Vice President for University Advancement shall maintain and/or coordinate information on gifts and grants to the College and its affiliates and supporting organizations for both current operations and capital purposes of the College, from all sources including endowments, in conjunction with other appropriate offices. The Vice President shall prepare and submit reports on the status of all the engagement, university marketing, and fundraising activities of the university and its affiliated and supporting organizations when such information is requested by the Board of Visitors or the President or when it might otherwise be timely.

| The Vice President for University Advancement shall, while reporting directly to the President, work with the Provost and the Senior Vice President for Finance and Administration ~~Vice President for Finance~~ on all budgetary matters and the filling of vacancies and establishing of new positions in the Office of University Advancement, for recommendation to the President and to the Board of Visitors.

| Section 6. 7. VICE PRESIDENT FOR STUDENT AFFAIRS

The Board of Visitors, on recommendation of the President of the College, will appoint a Vice President for Student Affairs, who shall, under the direction of the President, and in accordance with policies of the Board of Visitors, administer and coordinate the student life policies of the College and programs and activities bearing on student affairs, student development, student health services, counseling, and social and recreational programs and functions. The Vice President shall provide a program of academic support services; serve as

liaison for student organizations; encourage meaningful extracurricular activities; maintain good order and discipline among students; and promote student well-being.

The Vice President for Student Affairs shall report to the President, but shall be responsible for coordinating responsibilities with the Provost to ensure a close working relationship between academic and student affairs. The Vice President for Student Affairs shall work with the Provost and the Senior Vice President for Finance and Administration ~~Vice President for Finance~~ in preparing recommendations for the Board and the President on all budgetary matters and on the filling of vacancies and establishment of new positions in student affairs.

The Vice President for Student Affairs shall work cooperatively with the Senior Vice President for Finance and Administration ~~Vice Presidents for Finance and Administration~~ to ensure the quality of all physical facilities utilized in support of student life programs, including the student residences, the Campus and University Centers, the Student Health Center, the Counseling Center and intramural and recreational sports facilities. The Vice President shall be responsible for the administration of the scheduling policies of the College, with the exception of the scheduling of academic facilities for instructional and research programs, and shall supervise the maintenance of the College calendar of events. The Vice President for Student Affairs shall be responsible for the proper administration of funds allocated in support of student activities.

Section 7.8 ~~8~~: DIRECTOR OF THE VIRGINIA INSTITUTE OF MARINE SCIENCE

The Board of Visitors will, on recommendation of the President of the College, appoint a Director of the Virginia Institute of Marine Science.

The Director, under the direction of the President, has general purview of and administrative responsibility for the affairs of the Institute, except that the Director shall work directly with the Provost and the Senior Vice President for Finance and Administration ~~Vice President for Finance~~ on all financial and budgetary matters for recommendation as appropriate to the President.

Section 8.9 ~~9~~: PRESIDENT OF RICHARD BLAND COLLEGE

The President of Richard Bland College of the College of William and Mary shall have the same authority and responsibility for Richard Bland College as the President of the College does in Article II, Section 1, with the exception of the designation of assisting offices, and shall be directly responsible to the Board of Visitors. At least annually, at a date set by the Rector of the College, the Board shall conduct an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1 of the Code of Virginia. Any change to the President's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of a majority of the Board.

The President of Richard Bland College, while remaining responsible for the overall administration of the College, shall be assisted in the performance of duties by a chief academic officer, a chief financial officer, or such other senior administrators as the President deems necessary or appropriate. The President shall set forth the authority and responsibilities of such offices, subject to the approval of the Board of Visitors.

The President shall have the authority to further delegate such authority as delegated to the President; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

| Section 9. ~~10.~~ INTERNAL AUDITOR

The Board of Visitors shall, on recommendation of the President of the College and the President of Richard Bland College, appoint a Director of Internal Audit.

The Director of Internal Audit shall report directly to the Committee on Audit and Compliance and shall be responsible to the Committee for the administration and operation in the Office of Internal Audit and for the formation of an annual Audit Plan. The budget for and authorization of positions in the Office of Internal Audit shall be reviewed and approved by the Committee on Audit and Compliance.

The Director of Internal Audit shall consult with the President of the College and the President of Richard Bland College in the administration and operation of the Office of Internal Audit.

The Director of Internal Audit shall be evaluated annually by the Committee on Audit and Compliance during the Board's annual meeting for recommendation to the full Board.

| Section 10. ~~11.~~ BUILDING OFFICIAL

The Board of Visitors shall, on recommendation of the President of the College, appoint a Building Official.

The Building Official is authorized to determine the suitability for occupancy of, and to issue certifications for building occupancy for, all capital projects undertaken at the institution and who, prior to issuing any such certification, shall ensure that the Virginia Uniform Statewide Building Code requirements are met for that capital project and that such project has been inspected by the Fire Marshal or authorized designee.

The Building Official shall report directly and exclusively to the Board of Visitors through the Committee on Administration, Buildings and Grounds and shall be certified by the Virginia Department of Housing and Community Development to perform this function.

| Section ~~11.42~~ POLICIES AND REGULATIONS

Policies for the governance of the College of William and Mary and Richard Bland College as made from time to time by the Board of Visitors shall be binding on the appropriate college communities and shall be published and distributed within the College and Richard Bland College by appropriate means. In addition, the President of the College or the President of Richard Bland College may adopt such rules and regulations as they may deem appropriate to the proper administration of their Colleges, provided they are not inconsistent with the policies of the Board of Visitors or the requirements of law. To this end the President of the College or Richard Bland College may define offenses against the discipline or good order of the College or Richard Bland College, prescribe penalties for the commission of the same, and establish procedures for determining guilt and penalty. They may similarly, with due regard to the Board of Visitors' policy on tenure rights and responsibilities and requirements of law, prescribe the conditions and procedures for dismissing, suspending, demoting, or reprimanding members of the faculty and staff.

It is intended that the President of the College and the President of Richard Bland College, in the exercise of the aforementioned rule-making authority, shall hold students, faculty and staff to those standards of personal conduct, competency and attendance to duty as are appropriate, in their judgment, to the welfare of the College and Richard Bland College and the attainment of their educational objectives, limited only by the requirements of law and directives of the Board of Visitors. No rule or regulation adopted by the President of the College or of Richard Bland College shall be deemed contrary to the policies of the Board of Visitors unless so determined by the Board itself after the promulgation of such rule or regulation.

Board of Visitors
February 4-6, 2015

Resolution 24
Page 1 of 1

**COLLEGE OF WILLIAM AND MARY
CORPORATE RESOLUTION TO TRANSACT BUSINESS AND CONFIRM
AUTHORIZED BUSINESS AGENTS FOR THE COLLEGE OF WILLIAM AND MARY**

On February 6, 2015, the Board of Visitors of The College of William and Mary in Virginia met and passed revisions to the *Bylaws* to clarify the power of certain officers of the College to transact business in the name of the College.

Article II, Section 3. of the revised *Bylaws* states:

Concurrently with the President, the Senior Vice President for Finance and Administration shall have the authority to transact business in the name of The College of William and Mary in Virginia, including: (1) the transfer, conversion, endorsement, sale, purchase, assignment, conveyance and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, and evidence of indebtedness; (2) any and all contracts for the purchase of real estate and other property, or other securities or assets now or hereafter owned by the Board of Visitors of The College of William and Mary in Virginia, or bearing any similar designation indicating ownership by the College; (3) agreements setting forth the terms for the acceptance of gifts to the College; (4) any and all contracts for the purchase or rental of professional services, supplies and equipment, including software and hardware; the design and construction of facilities; non-disclosure and confidentiality agreements; real estate and property leases or rental agreements; capital leases; acquisition or conveyance of any other type of property interest, including easements; equipment leases or fixed asset rental agreements; use of College facilities; and (5) any other agreements necessary to carry out and support the operations of the College, with the exception of those particular assignments made to the Provost. The sale of real property requires the approval of the Board of Visitors and the Commonwealth of Virginia. The Senior Vice President for Finance and Administration shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

BE IT RESOLVED, That the following statement of certification will accompany this resolution, requiring signature by the Secretary of the Board of Visitors attesting to its validity and correctness:

I, _____, Secretary of the Board of Visitors of The College of William and Mary in Virginia, do hereby certify that the foregoing is a true and correct copy of the Resolution approved by the Board of Visitors of said College at a duly constituted meeting held in the City of Williamsburg, Virginia, on the 6th day of February, 2015, at which a quorum was present and acting throughout, and that said resolution appears in the minutes of said meeting, and that the same has not been rescinded or modified and is now in full force and effect. I further certify that said organization is duly organized and existing, and has the power to take the action called for by the foregoing resolution. I further certify that W. Taylor Reveley III is President and Samuel E. Jones is Senior Vice President for Finance and Administration of The College of William and Mary in Virginia.

Given under my hand and official seal of The College of William and Mary in Virginia on the _____ day of _____.

_____, Secretary

**BOARD OF VISITORS RESOLUTION TO HONOR
ANNA B. MARTIN
VICE PRESIDENT FOR ADMINISTRATION**

Anna B. Martin joined the College of William & Mary in 2001 as the Vice President for Administration. The former Executive Director of Operations in the Office of the Under-secretary of the Smithsonian Institution, Ms. Martin earned her undergraduate degree from Lake Forest College in Lake Forest, Illinois, and a master's degree in adult and continuing education from Virginia Tech. Before joining the Smithsonian in 1990, she worked as special assistant to the general manager of the Washington Metropolitan Area Transit Authority, and worked in various public relations positions for the American Society for Training and Development, Institute of Electrical and Electronic Engineers, the U.S. Rail Association and the U.S. Department of Transportation.

As the Vice President for Administration, Ms. Martin has provided leadership, planning and coordination to the College's administrative operations to develop and maintain support for the College's mission and goals. As a member of the President's senior staff, she participated in College-wide strategic planning and worked with the Provost and Vice President for Finance to develop the College budget. She had direct oversight of the Offices of Auxiliary Services, William & Mary Police, Facilities Management, Human Resources and Procurement. In all of her roles, Ms. Martin's firm and steady hand pushed for progress, and she has been a steadfast advocate for William & Mary's staff, an ally of the faculty in its teaching and research efforts, and a highly valued colleague.

In 2009, under her leadership, William & Mary rolled out a new University Human Resources System geared to give employees – and the university – greater flexibility with benefits, compensation and training. Vice President Martin also served as chair of the W&M Emergency Management Team and has led a number of other efforts for the university such as risk management, threat assessment and energy management.

And, of course, there is campus construction. Over the past 12 years, Ms. Martin has overseen the addition or renovation of 1.3 million square feet of newly constructed or renovated space at a cost of approximately \$600 million.

Indeed, her most visible work has been in the areas of managing campus construction projects and her leadership in campus safety and security on the Emergency Management Team. As chair, she supervised a transformation in terms

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of emergency response planning, training and use of technology such as the university's mass notification system.

During her fourteen years as Vice President, Ms. Martin kept a multitude of trains running on time and with a full head of steam. Those who risked derailing their progress usually heard directly from the Vice President for Administration.

THEREFORE, BE IT RESOLVED, That the Board of Visitors recognizes and commends Anna B. Martin for her service and expresses its appreciation to her for the many contributions she has made to The College of William and Mary in Virginia and the Office of Administration; and

BE IT FURTHER RESOLVED, That upon recommendation of the President, and in recognition of Ms. Martin's service to William & Mary, the Board of Visitors of the College of William and Mary hereby renames the Emergency Operations Center the "Anna B. Martin Emergency Operations Center;" and

BE IT FINALLY RESOLVED, That this resolution be included in the minutes of the Board and a copy of the same be delivered to Ms. Martin with best wishes from a grateful College.