

## MINUTES

Meeting of the Board of Visitors  
The College of William and Mary in Virginia

August 9-10, 2018

The Board of Visitors of The College of William and Mary in Virginia met in the second floor conference room at The Gloucester Institute Moton Conference Center in Gloucester, Virginia on Thursday, August 9, and in Davis Hall at the Virginia Institute of Marine Science on Friday, August 10, for a Board Retreat.

Those present on Thursday were:

Mirza Baig	William H. Payne II
Victor K. Branch	Lisa E. Roday
Warren W. Buck III	J.E. Lincoln Saunders
S. Douglas Bunch	Karen Kennedy Schultz
Thomas R. Frantz	Todd A. Stottlemyer, Rector
Sue H. Gerdelman	H. Thomas Watkins III
James A. Hixon	Brian P. Woolfolk
Barbara L. Johnson	W&M Faculty representative: Catherine A. Forestell
Anne Leigh Kerr	W&M Student representative: Brendan J. Boylan
John E. Littel	

Others present were:

President Katherine A. Rowe	Matthew T. Lambert
Provost Michael R. Halleran	Jeremy P. Martin
Virginia M. Ambler	Deborah A. Love
Henry J. Broaddus	Steve W. Tewksbury
Michael J. Fox	Brian W. Whitson
Samuel E. Jones	

Also present were Professor of Business Emeritus Henry E. Mallue, Jr., Mrs. Marilyn Mallue, and *Flat Hat* reporter Noah Peterson.

At 11:02 a.m., Rector John Littel convened the Board Retreat, welcomed new member Victor Branch and President Rowe, and presented a brief history of Moton and Holly Knoll, the home of Dr. Robert Russa Moton. The Rector briefly reviewed the agenda and objectives for the Retreat, and then called on President Rowe for opening remarks.

President Rowe briefly discussed her first month in office and plans for the months ahead, noting that she will be spending time learning from the community and synthesizing what she learns into important patterns. There are three critical areas to explore with the community in this phase of strategic listening: the future of knowledge, which is our educational core; the future of work and how we deliver on that education core and prepare our graduates for a rapidly changing world; and the future of service, which is our institutional heritage.

The Rector convened Session I, Finances Overview, at 1:10 p.m. following lunch. He called on Secretary of the Board Sue Gerdelman, who provided a brief update on campaign progress. Provost Michael Halleran, Senior Vice President for Finance and Administration Sam Jones and Chief Financial Officer Amy Sebring then led the presentation and discussion on levers of the current William & Mary financial model, highlighting baseline assumptions, sources of revenue and costs and trends. A general discussion ensued, concluding at 3:00 p.m.

Following the break, the Board reconvened at 3:30 p.m. for Session II, Finances Overview. After a presentation by Mr. Jones and Ms. Sebring, the Rector moved that the Board of Visitors 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. Payne and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 3:32 p.m.

The Board reconvened in open session at 4:15 p.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break, the Board reconvened for Session III, Board Discussion. The Rector moved that the Board of Visitors convene in Closed Session for the purpose of discussing personnel matters pertaining to the performance and evaluations of specific executive employees and for the purpose of discussing honorary degrees, as provided for in Section 2.2-3711.A.1. and 11., of the Code of Virginia. Motion was seconded by Mr. Hixon and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 4:40 p.m.

The Board reconvened in open session at 6:22 p.m. The Rector reviewed the topics discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

There being no further business, at 6:24 p.m. the Board recessed until Friday morning. Following dinner, Professor Graham Henshaw, Executive Director of the Entrepreneurship Center at the Mason School of Business, shared his thoughts on entrepreneurship with the Board members and senior staff.

On Friday, August 10, the Board traveled to the Virginia Institute of Marine Science. Following breakfast with VIMS faculty and staff, the Board reconvened in Davis Hall at 9:05 a.m.

Those present on Friday were:

Mirza Baig  
Victor K. Branch  
Warren W. Buck III  
S. Douglas Bunch  
Thomas R. Frantz  
Sue H. Gerdelman  
James A. Hixon  
Barbara L. Johnson  
Anne Leigh Kerr  
John E. Littel

William H. Payne II  
Lisa E. Roday  
J.E. Lincoln Saunders  
Karen Kennedy Schultz  
Todd A. Stottlemeyer, Rector  
H. Thomas Watkins III  
W&M Faculty representative: Catherine A. Forestell  
W&M Student representative: Brendan J. Boylan

Absent: Brian P. Woolfolk

Others present were:

President Katherine A. Rowe  
President Debbie L. Sydow  
Provost Michael R. Halleran  
Virginia M. Ambler  
Henry J. Broaddus  
Michael J. Fox  
J. Tyler Hart  
Samuel E. Jones

Matthew T. Lambert  
Ken LaTessa  
Jeremy P. Martin  
Deborah A. Love  
Steve W. Tewksbury  
Brian W. Whitson

Also present were Marilyn Mallue and *Flat Hat* reporter Noah Peterson.

Following brief opening remarks, the Rector convened Session IV, Initiatives and Areas of Focus. Associate Provost and Assistant to the President Jeremy Martin led the presentation on college rankings, followed by Richard Bland President Debbie Sydow, who provided an update on Richard Bland financial operations and audit compliance. The general discussion concluded at 9:55 a.m.

The Rector moved that the Board of Visitors 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. Payne and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 9:55 a.m.

The Board reconvened in open session at 10:05 a.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break, the Board reconvened for Session V, Athletics Strategic Planning. Director of Athletics Samantha Huge led the presentation on the strategic planning process she has initiated in the Department of Athletics. The general discussion concluded at 10:30 a.m.

The Rector moved that the Board of Visitors convene in Closed Session for the purpose of discussing the evaluation of the performance of departments or schools, and discussing specific recommendations related to future fundraising strategies as well as current development activities, as provided for in Section 2.2-3711.A.1. and 9., of the Code of Virginia. Motion was seconded by Ms. Gerdelman and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 10:30 a.m.

The Board reconvened in open session at 11:10 a.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break and brief remarks, the Rector moved adoption of **Resolution 1** to rescind the honorary Master of Arts degree awarded to William H. Cosby, Jr. on May 16, 1993. Motion was seconded by Mr. Hixon and approved by voice vote. (**Resolution 1** is appended.)

The Rector advised that inasmuch as the Board of Visitors is now required to do a self-evaluation to comply with the new SACSCOC Standard relating to Board Self-Evaluation (Standard 4.2), and since Richard Bland College is in the final stages of their re-accreditation process, it was important for the Board to conduct a self-assessment before the SACS on-site visit in October. To meet this standard, and in accordance with Article III.K. of the Board *Bylaws*, the Rector reported that he had developed a self-assessment survey that was distributed to all members of the Board. The survey was reviewed and a brief discussion ensued. (A copy of the survey is appended.)

The Rector moved 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 appointment, promotion or evaluation of specific public officers, appointees or employees, and for the purpose of discussing personnel matters pertaining to the performance and evaluation of specific executive employees, as provided for in Section 2.2-3711.A.1. of the Code of Virginia. Motion was seconded by Mr. Hixon and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 11:28 a.m.

The Board reconvened in open session at 12:45 p.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the

Board of Visitors  
**MINUTES – August 9-10, 2018**  
Page 5

Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

There being no further business, the Board adjourned at 12:45 p.m.

Board of Visitors

August 9, 2018

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: 17

NAYS: 0

ABSENT DURING CLOSED SESSION:

  
\_\_\_\_\_  
John E. Littel  
Rector of the College

Board of Visitors

August 9, 2018

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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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VOTE

AYES: 17

NAYS: 0

ABSENT DURING CLOSED SESSION:

  
\_\_\_\_\_  
John E. Littel  
Rector of the College

Board of Visitors

August 10, 2018

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VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:

  
\_\_\_\_\_  
John E. Littel  
Rector of the College



Board of Visitors

August 10, 2018

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VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:

  
\_\_\_\_\_  
John E. Littel  
Rector of the College

WHEREAS, at Commencement in 1993, the College of William & Mary awarded William H. Cosby, Jr. an honorary Master of Arts degree; and

WHEREAS, since that time, facts have come to light that reveal that Mr. Cosby engaged in conduct inconsistent with the values of the University, and

WHEREAS, based on this information, the President has recommended a revocation of the honorary degree awarded to Mr. Cosby, and

WHEREAS, the decision is based on a court record providing clear and convincing evidence of conduct that violates fundamental standards of decency and core values of the William & Mary community, conduct that was unknown to the Board at the time the degree was awarded; and

WHEREAS, Mr. Cosby has been criminally convicted after he was afforded due process; and

WHEREAS, William & Mary is committed to both the elimination of sexual violence and the adherence to due process. We reaffirm that commitment with our action today.

THEREFORE, BE IT RESOLVED, the Board of Visitors hereby rescinds the honorary Master of Arts degree awarded to William H. Cosby, Jr. on May 16, 1993.

Board of Visitors

August 10, 2018

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VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:

  
\_\_\_\_\_  
John E. Littel  
Rector of the College



**\* 1. Individual Board Member Responses**

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable or Do Not Have Experience
I have a clear sense of my responsibilities as a Board of Visitors (BOV) member	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The orientation I received provided the right level of information and helped me understand the BOV's processes	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
I ensure appropriate time is spent preparing for each BOV meeting, including reviewing BOV materials in advance	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
I actively participate at BOV meetings and feel there are appropriate opportunities to express my views	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
I participate in fundraising activities, including personally contributing and supporting soliciting activities	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Additional Comments

**\* 2. Board of Visitors Meetings**

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable or Do Not Have Experience
The Board's time is well spent in meetings.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Our time is appropriately spent on governance and not management.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The BOV gets the information it needs to make decisions.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board meetings have the appropriate balance of information-sharing, discussion, and decision making.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The BOV is appropriately involved in strategic planning and decision-making.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Adequate time is given to understanding the "downside" of issues and decisions.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable or Do Not Have Experience
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Every BOV member is given the opportunity to participate and their voice is heard.

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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The meetings are conducted in accordance with the requirements of the Freedom of Information Act (relating to discussion in closed session).

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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The annual goal setting for both presidents is effective, timely and demonstrates collaboration with each president.

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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Adequate time is given for the evaluations of other administrators as required in the Bylaws (e.g., the Auditor and Building Official).

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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**Additional Comments**

**\* 3. Committees**

	<b>Strongly Disagree</b>	<b>Disagree</b>	<b>Neutral</b>	<b>Agree</b>	<b>Strongly Agree</b>	<b>Not Applicable or Do Not Have Experience</b>
<b>The current committee structure is appropriate</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>The amount of time spent at BOV meetings is adequate to the issues considered</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>Presentations by staff are appropriate, timely, and succinct</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>Adequate time is given for discussion and Q&amp;A</b>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Additional Comments**

**\* 4. What do you believe are the top 2-3 strategic issues that warrant the Board of Visitors' attention over the next 12 months?**

- New Academic Offerings
- Continued Collaboration with RBC
- Athletics
- Physical Plant Development (new buildings)
- Ensuring the Success of the New President
- Completing the "For the Bold" Campaign
- Financial Sustainability
- Student Affairs
- Business Efficiency
- Faculty Productivity
- Long-Range Planning

**Other (please specify)**

**5. How might the effectiveness of the BOV be enhanced?**

**6. What issues or areas of discussion should be eliminated?**

**7. What issues or areas of discussion should be added?**



**8. On what issues or areas do you require more information?**

**9. Is there anything we can do as a Board to make our work more effective?**

**10. Any additional comments or suggestions?**