

MINUTES

Meeting of the Board of Visitors William & Mary

November 20-22, 2019

The William & Mary Board of Visitors met on the campus in Williamsburg on Wednesday, Thursday and Friday, November 20-22, 2019.

On Wednesday, November 20, the Executive Committee met from 4:00 to 5:50 p.m. in the Board Conference Room. That evening the full Board convened in the Mason School of Business Executive Dining Room from 6:30 to 9:30 p.m.

Those present on Wednesday evening were:

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

William H. Payne II
Charles E. Poston
Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
H. Thomas Watkins III
Brian P. Woolfolk

Absent: Mari Carmen Aponte
Anne Leigh Kerr

Also present was William & Mary President Katherine Rowe.

On Thursday morning, November 21, the Richard Bland College Committee met from 8:15 to 9:45 a.m. and the Committee on Audit, Risk and Compliance met from 9:45 to 11:00 a.m. in the Board Room. The Investments Subcommittee met from 8:30 to 9:30 a.m. in the Board Conference Room. The Committee on Academic Affairs met from 9:45 to 11:00 a.m. in Blow Hall Room 201

Those present on Thursday were:

Mirza Baig
Victor K. Branch
Warren W. Buck III
S. Douglas Bunch
Sue H. Gerdelman
James A. Hixon
Barbara L. Johnson
John E. Littel
William H. Payne II
Charles E. Poston

Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
H. Thomas Watkins III
Brian P. Woolfolk
Faculty Representatives: Catherine Forestell
Tiffany Birdsong
Student Representatives: Kelsey Vita
Solomon Asare

Absent: Mari Carmen Aponte
Anne Leigh Kerr

Board of Visitors
MINUTES
Page 2

Others present were:

Katherine A. Rowe
Debbie L. Sydow
Peggy Agouris
Virginia M. Ambler
Henry R. Broaddus
Samantha K. Huge
Samuel E. Jones
Matthew T. Lambert

Amy S. Sebring
Kent B. Erdahl
Michael J. Fox
W. Fanchon Glover
Jeremy P. Martin
Brian W. Whitson
Sandra J. Wilms

Also in attendance were W&M Staff Liaison Joseph Wheeless, University Counsel Carrie Nee and other W&M and RBC faculty and staff.

At 11:15 a.m., the Board traveled to the Muscarelle Museum of Art for a tour of the exhibit and lunch with members of the museum staff, before returning to the Board Room at 1:15 p.m.

From 1:30 to 2:30 p.m. the Committee on Institutional Advancement met in the Board Room while the Committee on Administration, Buildings and Grounds met in Blow Hall Room 201. The Committee on the Student Experience met from 2:40 to 3:30 p.m. in the Board Room.

At 3:45 p.m. the members of the Board walked to Tribe Square.

At 3:50 p.m., the Rector convened the Board as a committee of the whole in the Entrepreneurship Hub for the **ad hoc Committee on Organizational Sustainability and Innovation** and introduced Graham Henshaw, Executive Director of the Entrepreneurship Center, who gave a tour of the Hub. At 4:20 p.m. Mr. Watkins called the committee meeting to order and called on Vice President for Strategic Initiatives and Public Affairs Henry Broaddus who briefly reviewed the agenda.

Co-Chair of the Strategic Planning Steering Committee Jeremy Martin provided an update on the strategic planning initiative, and the Vision, Mission and Values Statement was read by members of the Planning Committee. Chief Diversity Officer Chon Glover provided an update on the diversity and inclusion initiative. Senior Vice President Sam Jones, Mr. Broaddus and Associate Vice Provost for Enrollment and Admission Tim Wolfe presented an update on financial capacity building. A discussion ensued.

There being no further business, the Board recessed at 6:00 p.m.

On Friday, November 22, the Rector convened the full Board at 10:00 a.m., welcomed everyone and thanked David Brashear, Graham Henshaw and Samantha Huge and the Athletics team for hosting the Board over the last two days.

Board of Visitors

MINUTES

Page 3

Those present on Friday were:

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

William H. Payne II
Charles E. Poston
Lisa E. Roday
J.E. Lincoln Saunders – via phone
Karen Kennedy Schultz
H. Thomas Watkins III
Brian P. Woolfolk
Faculty Representatives: Catherine Forestell
Student Representative: Kelsey Vita

Absent: Mari Carmen Aponte

Others present were:

Katherine A. Rowe
Debbie L. Sydow
Peggy Agouris
Virginia M. Ambler
Henry R. Broaddus
Samantha K. Huges
Samuel E. Jones
Matthew T. Lambert

Amy S. Sebring
Kent B. Erdahl
Michael J. Fox
W. Fanchon Glover
Jeremy P. Martin
Brian W. Whitson
Sandra J. Wilms

Also in attendance were Staff Liaison Joseph Wheelless, University Counsel Carrie Nee, Dean Kate Conley, Dean John Wells, Vice Provost Ann Marie Stock, ACE Fellow Roz Hargraves, and other William & Mary faculty, students and staff.

The Rector advised that Lincoln Saunders had pressing personal business and had requested to participate by phone. The Board *Bylaws* set forth the procedure to be followed if a member would like to fully participate in the meeting but cannot be present. Therefore, noting compliance with the *Bylaws*, the Rector asked for a motion that the Board of Visitors approve the remote participation of Lincoln Saunders by telephone. Motion was made by Ms. Gerdelman, seconded by Ms. Kerr and approved by voice vote. The Rector welcomed Mr. Saunders to the meeting.

Recognizing that a quorum was present, the Rector asked for a motion to adopt the minutes of the meeting of September 25-27, 2019. Motion was made by Ms. Roday, seconded by Mr. Hixon and approved by voice vote.

In his opening Remarks, the Rector reminded Board members that students, faculty and staff leaders would be joining the Board for lunch in Room 201 at the conclusion of the meeting.

He recognized and thank Jacqui McLendon for signing and sharing a copy of her book *Building on the Legacy*, a history of African Americans at W&M, with members of the Board. Professor McLendon commented briefly on the history of the book project and advised that the Tribute Garden planned next to Ewell Circle had been approved by the Design Review Board.

The Rector thanked Chief Diversity Officer Chon Glover for copies of the Claude Steele book, *Whistling Vivaldi: How Stereotypes Affect Us and What We Can Do*.

On behalf of the Board, Rector Littel recognized Chief Cheesebro and the William & Mary Police Department for their accreditation by the Virginia Law Enforcement Standards Commission of the Department of Criminal Justice Service. The W&M Police Department obtained this status with a perfect rating with no findings for minor or major violations. The assessment team audited 190 standards, which included 762 proofs of compliance. Chief Cheesebro introduced James City County Chief of Police Brad Rinehimer, a member of the Standards Commission, who briefly commented on the process and goals, then presented the certificate of accreditation to Chief Cheesebro, followed by a round of applause from the Board.

In her opening remarks, President Rowe commented on completion of phase I of the Strategic Plan and thanked Ginger Ambler and Chon Glover for leading the drafting groups for the revised Vision, Mission and Values Statement that will be used to guide the next phases of the strategic planning process, as well as the success of the For the Bold campaign to date.

The President also commented on the work underway for the diversity and inclusion initiative, noting it is a whole institution approach. She also commented on plans underway with financial sustainability and the strategic restructuring of Information Technology.

Rector Littel advised that in order to streamline the full Board meetings, only one closed session will be held at the end of the meeting.

The Rector called for the reports of the standing committees, reminding Committee chairs that if the committee has already reviewed and voted on the resolutions, it is only necessary for the chair to recommend the resolution to the full Board for adoption. A second is not necessary unless the resolution has not been considered by a committee.

Ms. Johnson reported for the **Richard Bland College Committee** and briefly reviewed the agenda. President Sydow reported on the increase in communication among all RBC campus groups, noted that a guaranteed transfer agreement with Virginia State University had been signed earlier this month, and advised that RBC had secured a GO Virginia planning grant that will enable RBC to partner with Dinwiddie Airport Authority, Dinwiddie Schools and area businesses to develop an Unmanned Aerial Systems program.

Ms. Johnson noted that **Resolution 6**, Receipt of the Consolidated Financial Report of William & Mary, Virginia Institute of Marine Science, and Richard Bland College for the Fiscal Year Ended June 30, 2019, was joint with William & Mary and deferred action to the Financial Affairs Committee.

Mr. Woolfolk reported for the **Committee on Audit, Risk and Compliance** and briefly reviewed the agenda, noting that the Committee had discussed the 2020 Internal Audit Work Plan and approved it.

On behalf of the Committee, Mr. Woolfolk recommended adoption of **HANDOUT Resolution 9**, Approval of 2020 Internal Audit Work Plan. The Rector called the vote. Resolution 9 was approved by voice vote (**Resolution 9** is appended.)

Ms. Gerdelman reported for the **Committee on Institutional Advancement** and briefly reviewed the agenda. There were no action items.

Ms. Roday reported for the **Committee on the Student Experience** and briefly reviewed the agenda. There were no action items.

Mr. Payne reported for the **Committee on Administration, Buildings and Grounds** and briefly reviewed the agenda.

On behalf of the Committee, Mr. Payne recommended adoption of **Resolution 4**, Resolution to Approve Electrical Easement Serving Monticello Avenue. The Rector called the vote. Resolution 4 was approved by voice vote.

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

On behalf of the Committee, Mr. Hixon recommended adoption as a block of **Resolution 5**, Fiscal Year 2021 (FY21) Tuition for In-State Undergraduate Students; **Resolution 6**, Receipt of the Consolidated Financial Report of William & Mary, Virginia Institute of Marine Science, and Richard Bland College for the Fiscal Year Ended June 30, 2019 and **Resolution 7**, Receipt of the Financial Report on the Intercollegiate Athletics Department for the Fiscal Year Ended June 30, 2019. The Rector called the vote. **Resolutions 5, 6 and 7** were approved by voice vote.

Mr. Baig reported for the **Investments Subcommittee** and briefly reviewed the agenda. There were no action items.

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

On behalf of the Committee, Mr. Bunch recommended adoption as a block of **Resolution 1**, Appointment to Fill a Vacancy in the Instructional Faculty; **Resolution 2**, Faculty Leave of Absence; **Resolution 3**, Resolution to Approve a Master of Science in Marketing Program. The Rector called the vote. **Resolutions 1, 2, and 3** were approved by voice vote.

Mr. Watkins reported for the **Ad Hoc Committee on Organizational Sustainability**, noting the committee had a tour of the Entrepreneurship Hub, heard an update on the Strategic Plan and the Diversity and Inclusion initiatives, as well as a presentation on financial sustainability. There were no action items.

Faculty representative to the Board Professor Cathy Forestell gave an update on the activities of the Faculty Assembly. Staff Liaison Joe Wheeless gave a report on the involvement of the Professionals and Professional Faculty Assembly and the Staff Assembly in the strategic planning process. In the absence of Student representative to the Board Kelsey Vita, Student Assembly Chief of Staff Abhi Chadha reported on the activities of the Student Assembly, and the three areas of focus on wellness/mental health, academic affairs/data literacy and campus safety. A discussion ensued.

Warren Buck reported as the Board representative on the President's Highland Commission. He provided an update on the reorganization of Highland and the Mellon grant award. A brief discussion ensued.

There was no Old Business.

Under New Business, the Rector commended Ginger Ambler, Chon Glover and Jeremy Martin for their work on the Vision, Mission and Values Statement and asked for a motion to adopt **Resolution 8**, Adoption of the William & Mary Vision, Mission and Values Statement. Motion

was made by Ms. Roday, seconded by Ms. Schultz and approved by voice vote. A video was shown, followed by a round of applause by the Board.

The Rector advised that polling for the 2020 summer retreat dates will be done soon.

The Rector called on the Secretary of the Board. Ms. Gerdelman moved that the Board of Visitors convene in Closed Session for the following reasons:

- Pursuant to Virginia Code §2.2-3711.A.1
 - to approve personnel actions pertaining to the appointments and leaves of specific instructional faculty;
 - to discuss personnel matters pertaining to the performance and evaluations of specific executive employees;
 - to discuss the evaluation of the performance of departments or schools;
 - to discuss the evaluation of departments exercising restructured authority where such discussion will necessarily involve identifiable university employees; and
- Pursuant to Virginia Code §2.2-3711.A.2. to discuss internal investigations involving identifiable students and/or employees; and
- Pursuant to Virginia Code §2.2-3711.A.3., for consideration of the acquisition and disposition of real property where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body; and
- Pursuant to Virginia Code §2.2-3711.A.7., for consultation with legal counsel and briefings by staff members pertaining to actual or probable litigation, and A.8., for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice, and
- Pursuant to Virginia Code §2.2-3711.A.9., to discuss gifts, bequests and fund-raising activities; and
- Pursuant to Virginia Code §2.2-3711.A.19., to discuss reports or plans related to the security of any governmental facility, building or structure or the safety of persons using such facility, building or structure.

Motion was seconded by Ms. Roday and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 11:40 a.m.

The Board reconvened in open session at 12:44 p.m. Ms. Gerdelman reviewed the topics discussed during closed session for the benefit of the observers, and then moved adoption of the Resolution certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Buck and approved by roll call vote conducted by the Secretary of the Board Ms. Gerdelman. (Certification **Resolution** is appended.)

The Rector moved that the Board, using other funds, supplement President Rowe's 2019 salary by \$9,500 to accommodate changes in tax treatment of certain benefits. Motion was seconded by Mr. Watkins and approved by voice vote.

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

WILLIAM & MARY and RICHARD BLAND COLLEGE
APPROVAL OF 2020 INTERNAL AUDIT WORK PLAN

As provided in the Office of Internal Audit Charter, the Director is responsible for preparing an annual work plan.

The proposed 2020 Work Plan for the Office of Internal Audit includes the following audits:

- W&M IT Data Center physical security audit
- VIMS IT security and general control audit
- RBC IT security audit
- Bursar's Office cashiering system and internal control review
- Minors and volunteers on campus audit
- Athletic Ticket Office audit
- Highland internal control review
- President's Office audit
- Admission audit

Recurring Audit Activities:

- Small purchase charge card monitoring
- Commonwealth Fraud, Waste and Abuse Hotline Investigations

The 2020 Work Plan has been reviewed by the Committee on Audit, Risk and Compliance and management of William & Mary and Richard Bland College, and is hereby recommended to the Board of Visitors.

THEREFORE, BE IT RESOLVED, That the 2020 Work Plan for the Office of Internal Audit is approved by the Board of Visitors.

Board of Visitors

November 22, 2019

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of William & Mary 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:



John E. Littel
Rector