

## **MINUTES**

### **Meeting of the Board of Visitors William & Mary**

February 5-7, 2020

The William & Mary Board of Visitors met on the campus in Williamsburg on Wednesday, Thursday and Friday, February 5-7, 2020.

On Wednesday, February 5, the Richard Bland College Committee met in the Board Room from 2:00 to 3:55 p.m. The Executive Committee met from 4:00 to 6:15 p.m. in the Board Conference Room. That evening the full Board convened in the Reves Room of the Reves Center for International Studies from 6:30 to 9:30 p.m.

Those present on Wednesday evening were:

Mari Carmen Aponte  
Mirza Baig  
Victor K. Branch  
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  
Karen Kennedy Schultz  
H. Thomas Watkins III  
Brian P. Woolfolk

Absent: Warren W. Buck III  
Anne Leigh Kerr  
J.E. Lincoln Saunders

Also present was William & Mary President Katherine Rowe.

On Thursday morning, February 6, the Committee on Academic Affairs met from 8:22 to 9:40 a.m. in Blow Hall Room 201. In the Board Room, the Committee on Audit, Risk and Compliance met from 8:15 to 9:30 a.m. and the Committee on Administration, Buildings and Grounds met from 9:45 to 10:20 a.m.

Those present on Thursday were:

Mari Carmen Aponte  
Mirza Baig  
Victor K. Branch  
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  
Student Representatives: Kelsey Vita

Absent: Warren W. Buck III  
Anne Leigh Kerr

Others present were:

Katherine A. Rowe  
Peggy Agouris  
Virginia M. Ambler  
Henry R. Broaddus  
Samantha K. Huge  
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 Wheelless, Dean Kate Conley and other W&M faculty and staff.

At 10:25 a.m. the Rector convened the Board as a committee of the whole for the ad hoc Committee on Organizational Sustainability and Innovation. Mr. Watkins presided as chair and briefly outlined the agenda. Following opening remarks, Mr. Watkins called on Provost Peggy Agouris to provide an update on the strategic planning process. Following discussion, Jeremy Martin introduced the three subcommittee co-chairs, who outlined the work of their respective subcommittee.

Steve Hanson and Cathy Forestell reviewed the work of the Teaching and Learning subcommittee. Carl Friedrichs and Amy Sebring reviewed the work of the Research and Innovation subcommittee. Ginger Ambler and Suzanne Raitt reviewed the work of the Flourishing and Engagement subcommittee. Discussion ensued, then Provost Agouris outlined the next steps in the process.

Vice President for Strategic Initiatives and Public Affairs Henry Broaddus and Associate Provost for Enrollment and Dean of Admission Tim Wolfe provided an update on enrollment growth, including changes and challenges as well as near-term enrollment growth strategies. Discussion ensued.

There being no further business, the Board recessed at 12:10 p.m. for lunch, then moved to the Sadler Center.

The Board of Visitors' Committee on the Student Experience met jointly with the William & Mary Foundation Athletics Sub-Committee from 1:15 to 2:30 p.m. in Chesapeake Room.C.

Board members then moved to Chesapeake Rooms A and B for the annual joint meeting with the William & Mary Foundation Board of Trustees, the Alumni Association Board of Directors and the Annual Giving Board of Directors.

Board of Visitors members in attendance: Mari Carmen Aponte, Doug Bunch, Sue Gerdelman, Jim Hixon, Barbara Johnson, John Littel, Will Payne II, Charles Poston, Lisa Roday, Karen Schultz, Tom Watkins III, Brian Woolfolk, student representative Kelsey Vita, staff liaison Joe Wheelless

Foundation trustees in attendance: Janet Atwater, Louis Dudley, Terri Dungan, Maryellen Feeley, Cliff Fleet, Michael Foradas, Jody Forsyth, Melissa Friedery, Shelley Goode, Andrew Horrocks, David Kelley, Jill Lord, Jennifer Mackesy, Audra Mallow, Howard McFadden, Penelope Meredith, Kevin O'Neill, Pamela Penny, Michael Powell, Michael Sapnar, David

Stone, Chet Thaker, Christine Villa, Raelene Wagoner, Brooke Weinmann

Annual Giving Board members in attendance: Graham Albert, Christine Anderson, Don Beck, Ashley Glacel, Glenne Harding, Jillian Honig, Amanda Lutick. Davey McKissick, Johnny Mickens, Lois E. Peterson, Ally Phillips, Sherry Phillips, Lauren Schmidt, Mark Shriver, David Weaving, Christina Wilds

William & Mary Alumni Association members in attendance: Bruce Christian, George Cruser, AnnaMaria Desalva, Megan Dorward, Jewell Esposito, Carol Evans, Anna Hatfield, Jeb Jeutter, Chase Jordan, Scott Kelsey, Tina Kenny, Sue Manix, Barbara Marchbank, Pam Michael, Carla Moreland, Janet Osborn, Fred Palmore, Kirsten Quackenbush, John Cole Scott, Jordan Strong

Staff in attendance: President Katherine Rowe, Provost Peggy Agouris, Ginger Ambler, Suzie Armstrong, Mark Begly, Henry Broaddus, Kate Conley, Elizabeth Debusk Maslanka, Marie Dunlap, Kent Erdahl, Michael Fox, Dan Frezza, Chon Glover, Heather Golden, Jim Golden, Earl Granger, Steve Hanson, Roz Hargraves, Anthony Henderson, Brian Hiestand, Samantha Huge, Sam Jones, John Kane, Kirsten Kellogg, Matthew Lambert, Julie Leach, Carrie Letourneau, Jeremy Martin, Pamela Mason, Marilyn Midyette, Carrie Nee, Amy Sebring, Ann Marie Stock, Mitch Vander Vorst, Tom Ward, John Wells, Brian Whitson, Sandy Wilms, Tim Wolfe

At 3:00 p.m., Rector John Littel called the joint meeting to order, welcomed the group, and recognized Michael Powell, chair of the William & Mary Foundation, Carla Moreland, president of the Alumni Association, Ashley Glacel, chair of the Annual Giving Board, and Sue Gerdelman, Chair of the *For the Bold* Campaign.

The Rector asked for a moment of silence in honor of those who had passed away since the last meeting: John Gerdelman, Cliff Schroeder, Bee McLeod and others.

The Rector noted that this joint session is the ninth to take place and recognized the vision of the respective leaders who started it -- former Rector Jeff Trammell, Foundation chair Sue Gerdelman, and Alumni Association president Janet Atwater. He provided an overview of the meeting agenda, then introduced Vice President for Advancement Matthew Lambert.

Vice President Lambert provided a comprehensive update on the *For the Bold* campaign's three goals: alumni engagement, undergraduate alumni participation, and raising \$1 billion. Mr. Lambert explained Advancement's efforts to meet these goals, including One Tribe One Day and Tribefunding.

Mr. Lambert introduced Elizabeth Scarborough Johnson who outlined the final plans for the positioning study and brand platform work and led discussion with the group.

Following a short break, President Katherine Rowe led an exercise with the group on how to think differently about adult learning at William & Mary.

Following closing remarks by the Rector, and there being no further business, the joint meeting adjourned at 5:35 p.m.

On Friday, February 7, the Investments Subcommittee met from 7:45 to 8:40 a.m. in the Board Conference Room. The Committee on Financial Affairs met from 8:45 to 9:20 a.m. in the Board

Room.

Following a short break, the Rector convened the full Board at 9:30 a.m.

Those present on Friday were:

Mari Carmen Aponte  
Mirza Baig  
Victor K. Branch  
Warren W. Buck III (via telephone)  
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  
Karen Kennedy Schultz  
H. Thomas Watkins III  
Brian P. Woolfolk  
Faculty Representative: Catherine Forestell  
Student Representative: Kelsey Vita

Others present were:

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

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 Davison Douglas, Dean Spencer Niles, Dean Lawrence Pulley, Dean John Wells, Vice Provost Ann Marie Stock, ACE Fellow Rosalyn Hargraves, and other William & Mary faculty, students and staff.

Rector John E. Littel asked for a moment of silence in honor of former members of the Board John Gerdelman and Cliff Schroeder who passed away in January.

The Rector advised that Warren Buck was in Washington state and unable to attend this meeting. He 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 moved that the Board of Visitors approve the remote participation of Warren Buck by telephone. Motion was seconded by Ms. Roday and approved by voice vote. The Rector welcomed Mr. Buck to the meeting.

Recognizing that a quorum was present, the Rector asked for a motion to adopt the minutes of the meeting of November 20-22, 2019. Motion was made by Mr. Hixon, seconded by Ms. Johnson and approved by voice vote.

In his opening remarks, the Rector congratulated President Rowe on her one-year anniversary, thanked the administrative team for organizing a productive joint meeting, thanked the Board members for their participation during the meetings, thanked the members of the administration

for their efforts, and encouraged Board members to attend the Charter Day ceremony and weekend activities.

In her opening remarks, President Katherine A. Rowe also encouraged Board members to attend the special weekend events, and commented on the productive conversations held over the last two days with William & Mary's senior leadership boards as well as the Board of Visitors. The President thanked the Rector and the Board for their support and provided a brief review of the last year. She discussed the long-term goals for the strategic planning process underway and noted that ensuring financial sustainability is a real challenge.

The Rector reminded the Board that only one closed session would be held at the end of the meeting and reviewed the process to be followed for action items. Committee chair reports for closed session should be held until the end. If a committee had already reviewed and voted on resolutions, it was only necessary for the chair to recommend the resolution to the full Board for adoption. A second was not necessary unless the resolution had not been considered by a committee. Hearing no questions, the Rector asked for the reports of the standing committees.

Ms. Johnson reported for the **Richard Bland College Committee** and briefly reviewed the agenda.

President Debbie Sydow noted the progress by students, faculty and key consultants on several fronts, thanked Amy Sebring for her help with the budget amendments and thanked the Rector and RBC Committee chair for their visits to campus. The President advised that the RBC strategic plan was ready for approval, announced that Board member Victor Branch will be the keynote speaker at Commencement and that RBC's first Founder's Day was scheduled for April 14-18; she invited Board members to attend.

On behalf of the Committee, Ms. Johnson recommended adoption of **Resolution 1**, 2020-2025 Strategic Plan: SEIZE YOUR POTENTIAL; and **Resolution 18**, Guidelines for Richard Bland College Public Comment Period on Tuition/Fee Increases. The Rector called the vote. **Resolution 1** and **Resolution 18** were approved by voice vote.

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

Chair of the **Committee on Institutional Advancement** Sue Gerdelman thanked everyone for participating in the annual joint meeting, noting the importance of the meeting for the leadership boards.

Ms. Roday reported that the **Committee on the Student Experience** had met jointly with the W&M Foundation Athletics Sub-Committee and heard from Director of Athletics Samantha Huge and members of the Athletics staff with an update on athletics strategic planning and fundraising. 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 16**, Resolution to Approve Demolition of Hughes Hall, Munford Hall, and the Galt Houses. The Rector called the

vote. **Resolution 16** 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 of **Resolution 17**, Revision to Policy and Procedures for the Use of the Quasi-Endowment for the Muscarelle Museum of Art. The Rector called the vote. **Resolution 17** was approved by voice vote.

Mr. Baig reported for the **Investments Subcommittee** and briefly reviewed the agenda. There were no action items. The Rector thanked Mr. Baig for following up with the students regarding the resolution on fossil fuels and Mr. Baig thanked Student Assembly Chief of Staff Abhi Chadha for attending the subcommittee meeting.

Mr. Bunch reported for the **Committee on Academic Affairs** and briefly reviewed the agenda. Noting there were 14 action items, on behalf of the Committee, Mr. Bunch recommended adoption as a block of:

- **Resolution 2**, Appointments to Fill Vacancies in the Instructional Faculty
- **Resolution 3**, Designated Professorships
- **Resolution 4**, Faculty Promotions
- **Resolution 5**, Award of Academic Tenure
- **Resolution 6**, Retirement of Bruce A. Bracken, School of Education
- **Resolution 7**, Retirement of Carl E. Carlson, Department of Physics
- **Resolution 8**, Retirement of Michael F. DiPaola, School of Education
- **Resolution 9**, Retirement of Susan V. Donaldson, Department of English and American Studies Program
- **Resolution 10**, Retirement of Carl H. Hershner Jr., School of Marine Science
- **Resolution 11**, Retirement of Kenneth W. Kambis, Department of Kinesiology and Health Sciences
- **Resolution 12**, Retirement of Mary Ann Melfi, Department of English
- **Resolution 13**, Retirement of David H. Murray, Mason School of Business
- **Resolution 14**, Retirement of Gul Ozyegin, Department of Sociology and Gender, Sexuality and Women's Studies
- **Resolution 15**, Retirement of Ronald H. Rosenberg, William & Mary Law School

Mr. Bunch read the following statement regarding **Resolution 5**, Award of Tenure, and asked that it be appended to the minutes:

The Board finds that it is in the best interests of the institution for the dual employment of Peggy Agouris, as Provost, and her husband, Anthony Stefanidis, as a tenured faculty member to exist. Consistent with the provisions of Va. Code §2.2-3106.C.2., the Board directs President Rowe to ensure that neither spouse shall have sole authority to supervise, evaluate or make personnel decisions regarding the other.

The Rector called the vote. **Resolutions 2 through 15** and the statement regarding **Resolution 5** were approved by voice vote.

Mr. Watkins reported for the Ad Hoc Committee on Organizational Sustainability and reviewed the agenda and discussion. There were no action items.

Staff Liaison Joe Wheeless gave a report on the Professionals and Professional Faculty Assembly and the Staff Assembly.

Faculty representative to the Board Professor Cathy Forestell reported on the work of the Faculty Assembly.

Student representative to the Board Kelsey Vita reported on the activities of the Student Assembly.

Following discussion Warren Buck reported as the Board representative on the work of the President's Highland Commission.

Under Old Business, the Rector advised that polling for the 2020 summer retreat dates had not yet identified two dates that would permit all members to attend. Staff will continue to work on this, focusing on early August.

Under New Business, the Rector moved that the Board of Visitors confer the following honorary degrees on the individuals noted at Charter Day 2020:

- Christy Shevelle Coleman - **Doctor of Humane Letters**
- Susan Aheron Magill - **Doctor of Public Service**
- Thomas Alfred Shannon, Jr. - **Doctor of Public Service**

Motion was seconded by Mr. Buck and approved by voice vote.

The Rector announced that Tuition and Fee Public Hearings would be held as follows, and asked members to let staff know if they plan to attend:

- Richard Bland public hearing will take place on Monday, March 23, at 4:00 p.m. in the SSHE Building, Room 107
- W&M public hearing will take place on Tuesday, March 24, at 3:00 p.m. in Chesapeake Room B in the Sadler Center

The Rector announced the appointment of the Nominating Committee

Victor Branch, chair  
Charles Poston  
Karen Schultz

The Nominating Committee will report at the April meeting.

Mr. Littel called on Secretary of the Board Sue Gerdelman. 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 discuss
  - personnel matters pertaining to the performance and evaluations of specific employees;
  - the evaluation of the performance of departments or schools;
  - 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 matters involving identifiable students; 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

Motion was seconded by Ms. Roday. Observers were asked to leave the room and the Board went into closed session at 11:00 a.m.

The Board reconvened in open session at 11:40 a.m. Mr. Littel 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. Watkins and approved by roll call vote conducted by the Secretary of the Board Ms. Gerdelman. (Certification **Resolution** is appended.)

There being no further business, the Board adjourned at 11:45 a.m.



Board of Visitors

February 7, 2020

### 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;

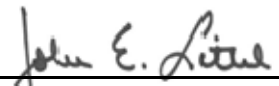
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this 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:           **17**

NAYS:           **0**

ABSENT DURING CLOSED SESSION:

  
\_\_\_\_\_  
John E. Littel  
Rector