

MINUTES
Meeting of the Board of Visitors
William & Mary
May 12, 2020

The William & Mary Board of Visitors met via online Zoom stream on Tuesday, May 12, 2020.

Attendees:

Mari Carmen Aponte	William H. Payne II
Mirza Baig	Charles E. Poston
Victor K. Branch	Lisa E. Roday
Warren W. Buck III	J.E. Lincoln Saunders
S. Douglas Bunch	Karen Kennedy Schultz
Sue H. Gerdelman	H. Thomas Watkins III
James A. Hixon	Brian P. Woolfolk
Barbara L. Johnson	Faculty representative Catherine A. Forestell
Anne Leigh Kerr	Student representative: Kelsey J. Vita
John E. Littel	

Others present:

Katherine A. Rowe	Samantha K. Huges
Debbie L. Sydow	Samuel E. Jones
Peggy Agouris	Matthew T. Lambert
Maria Dezenberg	Jeremy P. Martin
Virginia M. Ambler	Carrie S. Nee
Henry R. Broadus	Amy S. Sebring
Kent B. Erdahl	Brian W. Whitson
Michael J. Fox	Jessica L. Walton
W. Fanchon Glover	Sandra J. Wilms

Also in attendance were W&M Staff Liaison Joseph Wheelless, ACE Fellow Rosalyn Hargraves, Dean Kate Conley, Dean Carrie Cooper, Dean Davison Douglas, Dean Spencer Niles, Dean John Wells, and other W&M and RBC faculty, staff and students.

The Richard Bland College Committee met from 10:30 a.m. to Noon and the Executive Committee met from Noon to 1:00 p.m.

Following a short break, Rector John Littel called the full Board meeting to order at 1:12 p.m. and welcomed all participants via Zoom and members of the public watching through the YouTube portal. Following instructions regarding how the electronic meeting would be conducted, the Rector noted that we make history by having the first full Board meeting virtually at W&M.

This electronic meeting is permitted by the approval on April 22, 2020, of an amendment to the Budget Bill that permits governing boards to meet by electronic communication means

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without a quorum of the Board or any member of the Board physically assembled at one location when the Governor has declared a state of emergency in accordance with § 44-146.17, provided that (i) the nature of the declared emergency makes it impracticable or unsafe for the public body or governing board to assemble in a single location; and (ii) the purpose of meeting is to discuss or transact the business statutorily required or necessary to continue operations of the public body. The Governor declared a state of emergency on March 12, 2020, and it is still both impracticable and unsafe to assemble a quorum in a single location for this meeting. We are now permitted as a Board to conduct non-COVID related business on behalf of the university.

In his opening remarks, the Rector commented on the great work by the administrations of both William & Mary and Richard Bland to focus on the health and safety of students, staff and faculty.

The Rector welcomed Michael Powell, chair of the W&M Foundation, and Carla Moreland, President of the Alumni Association, and thanked them for participating in today's meeting, then called on President Rowe and President Sydow.

In her opening remarks, President Rowe expressed thanks to the College community and the leadership team for continuing to work to sustain W&M's educational mission under very difficult circumstances.

In her opening remarks, President Sydow briefly reviewed Richard Bland College's major accomplishments this year.

The Rector advised the Board that one closed session would be held at the end of the meeting and reviewed the process to be followed for approval of the action items, noting that, with the exception of the resolutions reviewed by the Richard Bland College Committee, resolutions will need both a motion and second. In addition, each motion will require a roll call vote for approval.

Hearing no questions, and recognizing that a quorum was present, the Rector asked for a motion to approve the minutes of the meeting of February 5-7, 2020. Motion was made by Ms. Gerdelman, seconded by Mr. Woolfolk and approved by roll call vote of the Board conducted by Secretary to the Board Michael Fox.

Mr. Woolfolk reported for the **Audit, Risk and Compliance Committee**, briefly reviewed the agenda, and then introduced Eric Sandridge of the Auditor of Public Accounts office.

Mr. Sandridge stated that the June 30, 2019 audit of the consolidated financial statements is nearly complete and he fully anticipates issuing an unmodified opinion. He commented that final audit procedures were completed during the stay at home order and the cooperation received from William & Mary and Richard Bland College was excellent. He commented on the challenges of auditing in this work environment. Mr. Sandridge reported that Richard Bland College has made significant progress during the year under

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examination with regard to their internal control environment. He reported no management letter findings related to finance/accounting and complimented the Richard Bland College team for their improvement. Mr. Sandridge briefly commented on accounting matters related to CARES Act, which will impact the year ended June 30, 2020. A brief discussion ensued.

Kent Erdahl, Director of Internal Audit, provided a brief overview of the VIMS IT General Control review and the President's Office audits, which were recently completed. The VIMS audit identified opportunities for VIMS to leverage William & Mary IT functions to create efficiency. The President's Office audit identified business process enhancements related to enhanced budget to actual monitoring. Mr. Erdahl provided an update on department staffing and reviewed the proposed updates to the Internal Audit department charter, which were distributed as a pre-read.

Following brief discussion, Mr. Woolfolk moved adoption of **Resolution 5**: Revision of the Office of Internal Audit Charter. Motion was seconded by Mr. Branch and approved by roll call vote of the Board conducted by Secretary to the Board Michael Fox

Pamela Mason, Chief Compliance Officer and Title IX Coordinator, provided an update on the recently released Final Regulations for Title IX issued by the Department of Education. Compliance with the new regulations is required by August 14. Ms. Mason shared third quarter data on Title IX/VAWA reports and investigations by the Office of Compliance.

Ms. Johnson reported for the **Richard Bland College Committee** and briefly reviewed highlights of the meeting, noting there were presentations from the shared services work group by Amy Sebring and Tyler Hart, the Hybrid Work College Model research project from David Cullen, Principal, EAB and Stephen Davenport, Administrative Manager, Office of the President, VCU and the RBC online education program by Stacey Sokol Program Manager, Strategic Initiatives. Chief Business Office Paul Edwards reported on the budget and tuition and fees, noting there will be an update in the fall. Provost Maria Dezenberg discussed enrollment optimization and the Committee heard from four seniors who shared their experiences at the College.

The Rector thanked Ms. Johnson for having the Committee fully engaged and commended the Chair and President Sydow on the response for the audit concerns; he also recognized the leadership of Amy Sebring, Paul Edwards and Kent Erdahl.

Ms. Johnson reviewed the four resolutions approved by the Committee:

- **Resolution 1**, Appointment to Fill Vacancy in the Professional Faculty
- **Resolution 2**, Retirement of Dannie Hudson, Associate Professor of Mathematics
- **Resolution 3**, Approval of 2020-2021 Operating Budget Proposal
- **Resolution 4**, Approval of 2020-2021 Tuition & Fees

The Rector advised that action on all resolutions would be held for approval as a block.

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Mr. Payne reported for the **Administration, Buildings and Grounds Committee** and briefly reviewed construction projects on main campus and at VIMS.

Mr. Payne reviewed the four resolutions under consideration:

- **Resolution 6**, Virginia Institute of Marine Science Resolution to Approve Easement for VIMS Oyster Hatchery Underground Facilities: Verizon South Inc.
- **Resolution 7**, Virginia Institute of Marine Science Resolution to Approve Easement for VIMS Oyster Hatchery Underground Facilities: Virginia Electric and Power Company
- **Resolution 8**, William & Mary Resolution to Approve Electrical Easement Serving Jamestown Road
- **Resolution 9**, Resolution to Update Retirement Plans 403b and 457f

Mr. Hixon briefly reviewed the agenda for the report of the **Committee on Financial Affairs**, and then called on Amy Sebring, who provided an update on the 2020 General Assembly session, including revisions to the 2020-2022 Appropriations Act, noting one exception is that funding remained for the Tech Talent pipeline. Ms. Sebring commented on the financial impact of the pandemic and the business model constraints as well as FY21 options, including no increase in tuition and mandatory fees, noting the expectation to return in the fall with an update on the budget. A brief discussion ensued.

VIMS Dean/Director John Wells provided an update on VIMS' budget in the General Assembly session and reviewed the FY21 operating budget revenue and expenditures by program, including the challenges and opportunities ahead in order to maintain our research enterprise. A brief discussion ensued.

Mr. Baig commented that the **Investment Subcommittee** continues to actively monitor events.

Mr. Hixon reviewed the three resolutions under consideration:

- **Resolution 10** FY21 Tuition and Fee Structure for Full- and Part-Time Students
- **Resolution 11**, William & Mary FY21 Operating Budget Proposal
- **Resolution 12**, Virginia Institute of Marine Science FY 2020-21 Operating Budget Proposal

Mr. Woolfolk advised that he intended to vote no on the W&M operating budget, due to his concern about James Monroe's Highland, and asked that the vote on that resolution be held separately.

Mr. Bunch reported for the **Academic Affairs Committee** and commented on how the Provost is planning for the fall, noting that the plan-ahead squad is concentrating on curricular resilience with a broader, university-wide team, looking at different scenarios for solutions, and working with the executive team. The focus is now on removing anxiety, financial sustainability, exceptions to the hiring freeze; FY 21 mission critical budget process and curriculum planning process, and includes close collaboration with other state institutions to brainstorm solutions. Communication with the faculty is a priority including

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direct communication and through deans and department heads, chairs, and the Faculty Assembly. Provost Agouris expressed her thanks to the faculty, program chairs and those on the team.

Mr. Bunch thanked the Provost for her efforts, and then reviewed the ten resolutions under consideration:

- **Resolution 13**, Executive Appointments
- **Resolution 14**, Appointments to Fill Vacancies in the Instructional Faculty
- **Resolution 15**, Designated Professorships
- **Resolution 16 REVISED**, Faculty Promotions
- **Resolution 17**, Award of Academic Tenure
- **Resolution 18**, Retirement of John F. Boschen, Mason School of Business
- **Resolution 19**, Retirement of Christy L. Burns, Department of English and Gender, Sexuality, and Women's Studies Program
- **Resolution 20**, Retirement of Katherine M. Kulick, Department of Modern Languages and Literatures
- **Resolution 21**, Retirement of Eugene Allen Roche, School of Education
- **Resolution 22**, Retirement of Robert J. Scholnick, Department of English and American Studies Program

A brief discussion ensued, and then the Rector called for the vote on the resolutions as a block, noting that Resolution 5 had already been approved, Resolution 11 would be voted on separately and Resolution 16 was revised.

Motion to adopt **Resolutions 1 through 4, 6 through 10 and 12 through 22** was made by Ms. Roday, seconded by Mr. Payne and approved by roll call vote conducted by Secretary to the Board Michael Fox. (**Resolution 16-R** will be appended in final minutes.)

Motion to adopt **Resolution 11** was made by Ms. Roday, seconded by Mr. Hixon and approved by roll call vote conducted by Secretary to the Board Michael Fox, with Mr. Woolfolk voting no.

Ms. Roday reported for the **Committee on the Student Experience** and stated that, in accordance with the Board of Visitors' operating policies, the annual report for WCWM-FM, the student-fee funded, student-run, radio station, was included in the pre-reads.

Noting that every member of the campus community has risen to the challenges placed before us by COVID-19, Ms. Roday expressed her gratitude to Vice President Ginger Ambler, Athletics Director Samantha Huge and Student Assembly President Kelsey Vita.

Ms. Roday also recognized the outgoing Student Assembly leadership and welcomed the incoming leadership. She officially welcomed Anthony "AJ" Joseph to the Board of Visitors as the student representative and noted that AJ, Vice President Kyle Vasquez and Chief of Staff Maloni Wright will continue to elevate Student Assembly.

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Ms. Roday briefly outlined a few of the ways in which Vice President Ginger Ambler and the Student Affairs team is continuing its mission critical work.

Athletics Director Samantha Huge and her team have continued to support student athletes.

Ms. Gerdelman reported for the **Committee on Institutional Advancement**, commenting on efforts to finish the ***For the Bold*** campaign on time and successfully, reviewed the three goals of the campaign, and thanked Michael Powell and Carla Moreland for their collaborative work on all three of these goals. She noted that the Government Relations update had been sent as a pre-read and advised that the annual giving One Tribe One Day has been postponed to June 23. Matthew Lambert and Henry Broaddus continue work on the brand platform and will have an update in the fall.

Mr. Watkins reported for the ad hoc **Committee on Organizational Sustainability and Innovation** and commented on the work underway on improvements to the financial model and smart enrollment growth, then introduced Vice President for Strategic Initiatives & Public Affairs Henry Broaddus, who provided an update on admission.

Mr. Broaddus reviewed the background for smart growth development and the strategic adjustments that were made in response to the pandemic to get enrollment to the next phase. He announced the decision to go test-optional under a three-year pilot program – a decision supported by the faculty Admissions Advisory Committee -- which will be announced tomorrow and reviewed after the three-year period. A brief discussion ensued.

Faculty representative to the Board Professor Cathy Forestell reported that the Faculty Assembly continues to work on COVID-related issues.

Staff Liaison Joe Wheelless reported that both the Professionals and Professional Faculty Assembly and the Staff Assembly have been active and have seen an increase in participation.

Student representative to the Board Kelsey Vita reported that the new administration took over on April 20 and have begun work on new projects, then introduced President Anthony Joseph for the report on the Student Assembly. Mr. Joseph advised that the Student Assembly is working on a new climate app to provide feedback to the administration, commented on the CARES Act funding and expressed appreciation for the upcoming the virtual Commencement and graduation events for seniors.

The Rector thanked Professor Forestell, Ms. Vita and Mr. Wheelless for their work and engagement and noted the Board will have the opportunity to honor them in September.

As the Board representative on the President's Highland Commission, Mr. Buck provided an update on Highland.

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Under Old Business, the Rector advised that the 2020 Board Retreat would be held on August 3-4 at a location in Richmond.

Under New Business, the Rector asked for the report of the **Nominating Committee**.

Chair Victor Branch commented on the process, thanked Board members for participating, then placed in nomination the names recommended by the Committee for the offices for the term of July 1, 2020 through June 30, 2022:

Rector – John Littel

Vice Rector – Will Payne

Secretary – Barbara Johnson

Mr. Branch asked for nominations from the floor. Hearing none, Mr. Branch moved that the nominations be closed. Motion was seconded by Mr. Buck and approved by roll call vote of the Board conducted by Secretary to the Board Michael Fox.

Mr. Branch then moved adoption of the slate of officers as proposed. Motion was seconded by Ms. Roday and approved by roll call vote conducted by Secretary to the Board Michael Fox. The new officers were congratulated and each had brief remarks.

The Rector thanked the members of the Nominating Committee – Victor Branch, Charles Poston and Karen Schultz – for their work. Noting that Ms. Gerdelman was ineligible to serve another term, the Rector thanked her for her work as Secretary and looked forward to serving with her for the remainder of her term on the Board.

The Rector welcomed Goody Tyler and Mark Begly to the meeting, and then asked Mr. Payne and Ms. Roday to read **Resolution 23**, Resolution to Approve Naming the Student Recreation Center in honor of Helen Elizabeth McLeod '83, M.B.A. '91. Mr. Payne moved adoption of Resolution 23. Motion was seconded by Ms. Johnson and approved by roll call vote conducted by Secretary of the Board Michael Fox. Goody Tyler expressed his thanks to the Board for the honor bestowed on his late wife.

Mr. Bunch read **Resolution 24**, A Resolution Commending Dean Katharine Conley.

Mr. Poston read **Resolution 25**, A Resolution Commending Dean Davison M. Douglas.

Ms. Schultz read **Resolution 26**, A Resolution Commending Dean Spencer G. Niles.

The Rector asked for a motion to adopt Resolutions 24, 25 and 26 as a block. Motion was made by Mr. Buck, seconded by Ms. Johnson and approved by roll call vote conducted by Secretary to the Board Michael Fox. (**Resolutions 24 through 26** will be appended in final minutes.)

President Rowe read **Resolution 27**, A Resolution Honoring Samuel E. Jones, Senior Vice President for Finance and Administration. The Rector asked for a motion to adopt Resolution 27. Motion was made by Ms. Roday, seconded by Ms. Gerdelman and

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approved by roll call vote conducted by Secretary to the Board Michael Fox. (**Resolution 27** will be appended in final minutes.)

Secretary of the Board Sue Gerdelman moved that the Board of Visitors convene in Closed Session for the following reasons:

- Pursuant to Va. Code §2.2-3711.A.1 for discussion of the following: prospective candidates for executive employment; salaries of specific officers or employees; and the performance of schools, departments or employees who report to the Board, including the President and the Auditor, where the discussion will necessarily involve evaluation of the performance of specific individuals; and
- Pursuant to Va. Code §2.2-3711.A.8 for consultation with legal counsel regarding specific contract and compliance matters requiring legal advice.

Motion was seconded by Ms. Roday and approved by roll call vote conducted by Secretary to the Board Michael Fox. The Board of Visitors moved into Closed Session at 4:24 p.m.

At 5:27 p.m., the Board reconvened in open session. Secretary Gerdelman moved that the Board certify by roll call vote that, to the best of each member's knowledge, only matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed, and only matters identified in the motion to have the closed session were discussed. Motion was seconded by Ms. Roday and approved by roll call vote of Board members conducted by Secretary to the Board Michael Fox, (Certification **Resolution** will be appended in final minutes.)

There being no further business, the Board adjourned at 5:28 p.m.

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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