

**MINUTES**  
Meeting of the Board of Visitors  
William & Mary  
June 16, 2020

The William & Mary Board of Visitors met online via Zoom on Tuesday, June 16, 2020.

**Attendees:**

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

William H. Payne II  
Charles E. Poston  
Lisa E. Roday  
Karen Kennedy Schultz  
H. Thomas Watkins III  
Brian P. Woolfolk  
Faculty representative: Catherine A. Forestell  
Student representative: Anthony M. Joseph

**Absent:**

Anne Leigh Kerr  
J.E. Lincoln Saunders

**Others present:**

Katherine A. Rowe  
Debbie L. Sydow  
Peggy Agouris  
Virginia M. Ambler  
Henry R. Broaddus  
Kent B. Erdahl  
Michael J. Fox  
W. Fanchon Glover  
Samantha K. Huger

Samuel E. Jones  
Matthew T. Lambert  
Jeremy P. Martin  
Carrie S. Nee  
Amy S. Sebring  
Brian W. Whitson  
Jessica L. Walton  
Sandra J. Wilms

Also in attendance were incoming Board member Cynthia E. Hudson, W&M Staff Liaison Joseph W. Wheelless, ACE Fellow Rosalyn Hargraves, Dean Carrie Cooper, incoming Dean Maria Donoghue Velleca, Dean Spencer Niles, and other W&M and RBC faculty, staff and students.

Rector John E. Littel called the Board meeting to order at 2:33 p.m. and welcomed Board members, the administration of Richard Bland College and William & Mary, all other participants via Zoom and members of the public watching through the YouTube portal.

The Rector recognized Cynthia Hudson, incoming Board member, and Jessica Walton, new deputy secretary to the Board, and Dr. Maria Donoghue Velleca, incoming Dean of Arts & Sciences.

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The Rector noted this was the second Board meeting held virtually in accordance with item 4-0.01.g of the 2020 Amendment to the 2019 Appropriation Act, which provides governing boards the ability to hold meetings electronically without a quorum present in one location while the Commonwealth is under a State of Emergency.

In his opening remarks, Rector Littel reported that the focus of the Board has been on closing out the academic year safely in response to the pandemic and more recently ensuring the safe reopening of both Richard Bland College and William & Mary.

The Rector said the university and the Board stood with students, alumni, staff, and faculty following what he called the senseless murder of George Floyd in condemning racism and hatred in any form, and affirmed Black Lives Matter.

In her opening remarks, Richard Bland College President Debbie Sydow gave a brief recap of what Richard Bland has done to address the effects of COVID-19 and prepare for the upcoming academic year. President Sydow reported on the creation of an RBC Reopening Tiger Team. Based on their research, the team recommended moving forward with reopening campus while instituting mitigation strategies. Chief Emergency Manager Jeff Brown will continue to review information as it becomes available and make adjustments as needed. President Sydow announced that the College is suspending all athletic events for the 2020-2021 academic year, due to the inability to socially distance athletes and lack of health care resources on campus.

President Sydow provided an update on the formation of the Richard Bland College Task Force on Racial Justice, noting that invitations have been extended to a diverse group of College and community stakeholders. The Task Force is charged with conducting an honest assessment of the College's historical record as it pertains to racial inequality in Virginia higher education.

In her opening remarks, William & Mary President Katherine Rowe provided an update on plans for the fall and the university's response to the transformative national events of recent weeks. President Rowe reminded the Board that the university has been working on flattening the financial curve, and advised that COVID-19 planning will likely continue for an estimated 18 months. On July 1, 2020, Samuel E. Jones, current Senior Vice President for Finance and Administration, will assume the role of COVID-19 Response Director, and Amy Sebring, current Vice President for Finance and Technology, will assume the role of Chief Operating Officer.

President Rowe raised the issue of what she called the painful awakening the country has seen in recent weeks, and the urgency of anti-racist work. She stated that William & Mary's leadership is committed to accelerating the university's efforts to eliminate systemic bias and discrimination from the university community. She said the university has a special obligation to lead in this effort because of its history as a former slave-holding institution.

President Rowe noted Police Chief Deb Cheesebro met with more than a dozen student organizations last week to express her commitment to reviewing campus safety practices and her specific commitment to protecting the rights and safety of the university's African

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American students, faculty, and staff. A comprehensive plan will be developed and shared in August and will include monthly community meetings to continue receiving feedback from students and others. President Rowe noted that the focus of the university's annual day of giving, One Tribe One Day, will be diversity and inclusion, and will highlight support for the Center for Student Diversity, the Diversity and Inclusion fund, the Lemon Project, and the Memorial to the Enslaved.

President Rowe provided a brief update on the Memorial to the Enslaved which she said will be a powerful physical statement honoring those whose labor was stolen, and create a space for reflection and reconciliation. President Rowe thanked Dr. Warren Buck for serving on the Design Review Board, which advises the President on such projects, and announced that Dr. Buck has agreed to serve as Special Advisor to the President for Equity in the 21<sup>st</sup> Century, in a voluntary capacity, for the 2020-2021 academic year, when his term on the Board ends July 1.

The Rector reminded the Board of its commitment last year to match the contribution for the Memorial to the Enslaved from Board of Visitors' unrestricted funds.

Chief Diversity Officer Chon Glover reported how the university fared over the past few weeks while continuing to operate under a pandemic and wrestle with the reminders of racism and injustice. Consistent with the President's emphasis on university-wide thinking, her office is partnering with senior leadership and leaders of the assemblies to elevate and accelerate the work of equity and wellness for this coming academic year.

Dr. Glover thanked the Provost, Deans, and Faculty Assembly for engaging with the faculty hiring proposal that was presented to the Board at its February meeting. She said William & Mary is committed to being innovative and better preparing search committees and departments on the importance of fair and equitable searches with better and stronger training to expand the applicant pool. Dr. Glover also thanked Chief Cheesebro and her staff for being proactive and intentional by working to put into place policies that seek to ensure the safety of all students, especially African American students, as the result of recent events. She also thanked Matthew Lambert and the Advancement team for redirecting the focus of the One Tribe One Day fundraising efforts to elevate diversity, equity, and inclusion work. She continued by thanking her colleagues in senior leadership for modeling the way towards inclusive excellence and the leadership of the Faculty, Staff, Professional Faculty, and Student Assemblies for their partnership as the university navigates challenges and opportunities. Finally, Dr. Glover thanked President Rowe and the Board for their support of diversity, equity, and inclusion efforts.

Student representative to the Board Anthony Joseph announced that the Student Assembly would host a Town Hall on June 19 (Juneteenth) to discuss combating systemic injustice. It will provide an opportunity for students to discuss their ideas, concerns, and policy ideas. Addressing recent events, Mr. Joseph noted that as the second oldest institution in the country, William & Mary, has many obligations but the university's highest obligation should be to remind the nation from which it originated and reconcile with its past. Mr. Joseph called on the university to create a vetting process for naming buildings and departments on campus and elevate those that are true pioneers of equality and equity in education.

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A discussion ensued regarding diversity efforts and the proposed diversity audit that will begin in August as part of the Diversity, Equity, and Inclusion strategic plan.

Rector Littell noted that significant work has been done by The Lemon Project and the Task Force on Race & Race Relations. The Rector requested that President Rowe provide a status report on the recommendations from both to the Board.

Senior Vice President for Finance and Administration Sam Jones provided an update on the plans for campus reopening this fall. He discussed the parameters for how students will return in the fall, noting that the approach has been and continues to be safety-based. He identified steps the university will take should someone show signs of COVID-19 and/or receive a positive diagnosis. A general discussion ensued.

Faculty representative to the Board Cathy Forestell reported that the Faculty Assembly has been involved in the Plan Ahead process.

Staff Liaison Joe Wheeless reported that the Staff Assembly has a newly elected President, Arielle Newby. The Assembly has been doing town hall or water cooler talks for staff and have released a statement on Black Lives Matter.

Vice President for Finance and Technology Amy Sebring provided an update on how FY20 is ending. Early estimates predicted a loss of revenue between \$13-32 million. Revised estimates predict a loss of \$9.9 million.

Several questions remain regarding estimated revenues for FY21. Student enrollment numbers currently look promising. Ms. Sebring noted the Governor will announce on July 10 how the state ended the fiscal year. A special session of the General Assembly may be called in late August. A discussion ensued regarding the impact on international students and the incoming class.

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: assignment, appointment, performance and salaries of specific officers or employees, including the presidents and Executive Leadership Team; and the performance of schools and departments where the discussion will necessarily involve evaluation of the performance of specific individuals; and
- Pursuant to Va. Code §2.2-3711.A.6 for discussion of investing public funds where competition is involved and the financial interest of the university is affected.
- Pursuant to Va. Code §2.2-3711.A.8 for consultation with legal counsel regarding specific personnel 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 3:59 p.m.

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At 6:06 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 conducted by Secretary to the Board Michael Fox, (Certification **Resolution** will be appended in final minutes.)

At the Rector's request, President Rowe reviewed **Resolution 1**, Resolution to Authorize President to Take Temporary Personnel Actions if Warranted. A brief discussion ensued. Ms. Aponte moved that the Resolution be amended to change the reporting requirement to monthly. This was accepted as a friendly amendment.

Hearing no further discussion, the Rector moved adoption of **Resolution 1**, as amended. Motion was seconded by Ms. Roday and approved by roll call vote conducted by Secretary to the Board Michael Fox.

Rector Littell reviewed **Resolution 2**, Resolution to Appoint the Rector or Designee to Serve as an Ex Officio Trustee of the William & Mary Foundation

Following brief discussion, the Rector called for a motion to adopt Resolution 2. Motion was made by Mr. Payne, seconded by Ms. Gerdelman and approved by roll call vote conducted by Secretary to the Board Michael Fox.

Mr. Bunch reviewed the three resolutions under consideration for academic affairs:

- **Resolution 3**, Appointments to Fill Vacancies in the Executive Faculty
- **Resolution 4**, Appointment to Fill a Vacancy in the Instructional Faculty
- **Resolution 5**, Designated Professorship

Mr. Bunch moved adoption of Resolutions 3, 4, and 5 as a block. Motion was seconded by Ms. Aponte and approved by roll call vote conducted by Secretary to the Board Michael Fox.

Noting that this was the last meeting for Board member Warren Buck, the Rector thanked him for his service to the Board and the university.

Dr. Buck thanked the Rector for his comments, and noted that he arrived at William & Mary 52 years ago as a graduate student. He said it has been a great pleasure working with the Board and staff, and it has been a memorable experience for him.

The Rector reminded the Board that there will be an Executive Committee meeting on July 15, and all Board members are welcome to join. He noted that the Board Retreat is currently planned for August 3-4 in Williamsburg. Details will be forthcoming.

There being no further business, the Board adjourned at 6:30 p.m.

Board of Visitors

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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;

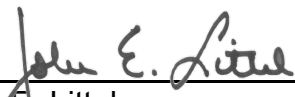
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this 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: 15

NAYS: 0

ABSENT DURING CLOSED SESSION: 2

  
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John E. Littel  
Rector