



WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS RETREAT MINUTES

JULY 27-29, 2021

MOTON CONFERENCE CENTER AND VIRGINIA INSTITUTE OF MARINE SCIENCE

The William & Mary Board of Visitors held their annual retreat in Gloucester, VA, meeting at the Moton Conference Center on Tuesday, July 27, and Wednesday, July 28, 2021. The Board met Thursday, July 29, at the Virginia Institute of Marine Science (VIMS).

TUESDAY, JULY 27

The Board gathered at 6:30 p.m. on Tuesday, July 27 for a social event at the Moton Conference Center where they prepared and ate dinner together. This was a social event for Board members to connect and get to know one another, no business was discussed. The event concluded at 9:00 p.m.

BOARD MEMBERS PRESENT TUESDAY EVENING:

Mr. John E. Littel, Rector

Mr. William H. Payne II, Vice Rector

Ms. Barbara L. Johnson, Secretary

Hon. Mari Carmen Aponte

Mr. S. Douglas Bunch

Ms. Sue H. Gerdelman

Ms. Cynthia E. Hudson

Hon. Charles E. Poston

Mr. John P. Rathbone

Ms. Lisa E. Roday

Dr. Karen Kennedy Schultz

Ms. Ardine Williams

BOARD MEMBERS ABSENT:

Mr. Victor K. Branch

Mr. James A. Hixon

Ms. Anne Leigh Kerr

Mr. J.E. Lincoln Saunders

Mr. Brian P. Woolfolk

Also present was William & Mary President Katherine A. Rowe.

WEDNESDAY, JULY 28

On Wednesday morning, July 28, Mr. John E. Littel, Rector, convened the full Board at 9:18 a.m., for Session I: Evaluation Discussions / Goals for the Year, in the Moton Conference Center classroom.

BOARD MEMBERS PRESENT WEDNESDAY FOR SESSIONS I AND II:

Mr. John E. Littel, Rector

Mr. William H. Payne II, Vice Rector

Ms. Barbara L. Johnson, Secretary

Hon. Mari Carmen Aponte

Mr. S. Douglas Bunch

Ms. Sue H. Gerdelman

Ms. Cynthia E. Hudson

Ms. Anne Leigh Kerr

Hon. Charles E. Poston

Mr. John P. Rathbone

Ms. Lisa E. Roday

Mr. J.E. Lincoln Saunders

Dr. Karen Kennedy Schultz

Ms. Ardine Williams

Mr. Brian P. Woolfolk

BOARD MEMBERS ABSENT:

Mr. Victor K. Branch

Mr. James A. Hixon

OTHERS PRESENT:

Dr. Katherine A. Rowe, President

Dr. Debbie L. Sydow, RBC President

Ms. Carrie Nee, University Counsel

Mr. Michael J. Fox, Secretary to the Board of Visitors

Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors

Mr. Littel welcomed all attendees and thanked Ms. Lisa E. Roday for organizing the Tuesday night dinner. He then recognized the newly appointed Board members, Mr. John P. Rathbone and Ms. Ardine Williams.

The Moton Conference Center sits on the property of the home of the late Dr. Robert Russa Moton. Mr. Littel shared a brief bio of Dr. Moton, an early 20th century civil rights leader, and the role he and his home played in addressing racial injustice. He also noted the Moton is the home of The Gloucester Institute, a leadership institute for African American students.

Mr. Littel asked each attendee to share something that they have done since the Board last met in April. Board members shared personal stories of travel, and family projects or milestones. President Katherine A. Rowe spoke about seeing people in person again at the six Commencement Ceremonies and Employee Convocation.

Mr. Littel also spoke about Commencement for the Class of 2021 and said there will be a Commencement Ceremony for the Class of 2020 in October 2021.

Mr. Littel announced the Board would go into a closed session to discuss presidential evaluations and annual goals. He also stated that while Board members, Mr. Victor K. Branch and Mr. James A. Hixon were not present, they did participate in the evaluation process.

Ms. Johnson moved the William & Mary Board of Visitors convene into closed session for the following reasons:

Pursuant to Va. Code §2.2-3711.A.1 for evaluation of the performance of the Presidents of William & Mary and RBC.

Motion was seconded by Ms. Roday and approved by roll call vote – 15-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors. Mr. Branch and Mr. Hixon were absent from the meeting. The Board went into closed session at 9:45 a.m. with the W&M President and University Counsel.

President Rowe exited the closed session at 10:29 a.m. and RBC President Debbie L. Sydow joined the closed session at 10:37 a.m.

The Board reconvened in open session at 11:11 a.m. Ms. Johnson 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 Mr. Payne and approved by roll call vote – 15-0 – conducted by Mr. Fox. Mr. Branch and Mr. Hixon were absent from the meeting.

The Board took a ten-minute break and reconvened at 11:20 a.m. for Session II: Board Self-Assessment and Goal Setting.

Mr. Littel provided an overview of what would be discussed in Session II. He began talking about the Board's current meeting structure and how meetings were shortened from three-day meetings, pre-COVID-19, to two-day meetings since the pandemic began. A discussion ensued regarding members preference of a two- or three-day meeting, and the pros and cons of format were discussed.

Mr. Littel then talked about committee interests and assignments. He said that information gathered from Board members indicated a desire for more leadership development roles, succession planning, and more specific goals for committees. Mr. Littel gave an overview on his thought process behind proposed committee assignments for the year.

A discussion ensued regarding the role of the Committee on Audit, Risk and Compliance and Title IX; and swapping the chair and vice-chair on some committees versus giving other Board members an opportunity to lead a committee.

The Board also discussed their likes and dislikes of pre-read materials and the Board material software platform.

Mr. Littel reviewed training and filing requirements of Board members. He noted newly appointed Board members must attend SCHEV New Board Member Orientation within their first two years. University Counsel, Ms. Carrie Nee, discussed SCHEV's new continuing education training requirement (details of which were on the handout provided to the Board – **appended**). Mr. Littel also noted Conflict of Interest training is required bi-annually, and Financial Disclosures are to be filed annually. Deputy Secretary of the Board, Jessica Walton, will remind members of the requirements and deadlines.

The Board recessed for lunch at 12:02 p.m. Boxed lunches were served onsite.

The Board reconvened at 12:58 p.m. for Session III: W&M Updates.

BOARD MEMBERS PRESENT WEDNESDAY FOR SESSION III:

Mr. John E. Littel, Rector

Mr. William H. Payne II, Vice Rector

Ms. Barbara L. Johnson, Secretary

Hon. Mari Carmen Aponte

Mr. S. Douglas Bunch

Ms. Sue H. Gerdelman

Ms. Cynthia E. Hudson

Ms. Anne Leigh Kerr

BOARD MEMBERS PRESENT WEDNESDAY FOR SESSION III (CONT.):

Hon. Charles E. Poston

Ms. Ardine Williams

Mr. John P. Rathbone

Mr. Brian P. Woolfolk

Ms. Lisa E. Roday

Mr. J.E. Lincoln Saunders

Ms. Shannon H. White, Staff Liaison

Dr. Karen Kennedy Schultz

BOARD MEMBERS ABSENT:

Mr. Victor K. Branch

Dr. Thomas J. Ward, Faculty Representative

Mr. James A. Hixon

Ms. Meghana Boojala, Student Representative

OTHERS PRESENT:

Dr. Katherine A. Rowe, President

Dr. Peggy Agouris, Provost

Ms. Amy S. Sebring, Chief Operating Officer

Ms. Carrie Nee, University Counsel

Dr. Virginia M. Ambler, Vice President for Student Affairs

Mr. Henry R. Broaddus, Vice President for Strategic Initiatives & Public Affairs

Dr. W. Fanchon Glover, Chief Diversity Officer

Dr. Matthew T. Lambert, Vice President for University Advancement

Dr. Jeremy P. Martin, Chief of Staff and Interim Athletics Director

Mr. Brian Whitson, Chief Communications Officer

Ms. Zenobia Goodman, Student Assembly Vice President

Mr. Michael J. Fox, Secretary to the Board of Visitors

Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors

Mr. Littel welcomed the 2021-2022 Board of Visitors Staff Liaison, Ms. Shannon H. White, and Student Assembly Vice President, Zenobia Goodman. Ms. Goodman was attending on behalf on Student Assembly President and 2021-2022 Board of Visitors Student Representative, Meghana Boojala. He then asked the Executive Leadership Team to introduce themselves.

President Rowe provided an overview what was to be discussed in Session III. She then called on Chief Operating Officer, Ms. Amy S. Sebring to present.

Ms. Sebring highlighted key actions the Board will consider this fall, including the State Six-Year Plan, Strategic Action Plan, and Affiliated Investment Plan. She then provided an update on FY21 finances. She talked about actions taken by the university to navigate budget shortfalls, improve cash balances and how these actions helped to preserve bond proceeds for strategic investments.

A discussion ensued regarding deferred expenses, especially those related to facility maintenance.

Ms. Sebring talked about the continued focus on long range financial sustainability. She noted fiscal challenges require ongoing management; student affordability remains a concern; implications for FY22; and implications beyond FY22.

Ms. Sebring provided a COVID-19 update. She noted that as of July 28, 2021 67% of students and 74% of employees are reported to be fully vaccinated. Ms. Sebring said the vaccination rates had improved over the past few days and the Public Health Advisory Team would continue to monitor data and science.

President Rowe said the goal is to keep the community safe and healthy, and doing so in a manner that the rules apply to everyone. President Rowe said that given the current data and Delta variant it makes sense to accelerate the vaccine mandate.

A discussion ensued regarding the data used to make the decision whether to mandate the vaccine. Ms. Sebring was then asked to review the current COVID-19 vaccination policy.

Further discussion ensued regarding the implementation of campus wide protocols and the modeling the university has been reviewing to make its decision to mandate vaccinations.

President Rowe introduced **Resolution HC-1: Resolution to Clarify Presidential Authorization for Vaccine Policy and Compliance**. Mr. Littel gave the Board a few minutes to read the resolution. A discussion ensued regarding wording and content of the resolution. Mr. S. Douglas Bunch requested that the word “to” be added to the second paragraph on the second page between “to subject employees” and “personnel policies.” **Resolution HC-1 (appended)** was moved by Ms. Sue H. Gerdelman, seconded by Ms. Roday, and unanimously approved, as amended, by voice vote.

President Rowe called on Dr. W. Fanchon Glover, Chief Diversity Officer, to provide an update on diversity, equity and inclusion (DEI) findings from the Ivy Group Study, an outside consultant.

Dr. Glover provided an overview of the timeline and process of the DEI study. She then shared the preliminary findings: leadership is creating a strong DEI culture; procedural changes to avoid gaps in steps along the pathway; accountability from Cabinet-level down will be the success factor; and underrepresented groups experience the university differently. Dr. Glover then presented high-level next steps since the report is not yet finalized. These include interweaving key actions into the Strategic Plan; setting ambitious hiring goals; integrating alignment with Inclusive Excellence Plan Framework to be accountable to the Commonwealth; implementing annual assessments for all Cabinet members; and activating D&I Leadership Council.

A discussion ensued regarding an annual assessment, when the final report will be available, and the structure of the D&I Leadership Council.

Mr. Littel asked Dr. Glover to report back to the Board how different aspects of the findings will fit under different committees.

President Rowe asked Mr. Henry R. Broaddus, Vice President for Strategic Initiatives & Public Affairs, to provide a brief review of admissions and specifically about enrollment. Mr. Broaddus noted the Fall 2021 Enrollment Updated presentation he had provided as pre-read document. He highlighted the freshman applicant pool increased 23% over the previous year and the university is enrolling 170 more freshman this fall.

A discussion ensued regarding housing, test scores and the testing optional pilot.

President Rowe called on Dr. Matthew T. Lambert, Vice President for University Advancement, to provide an update on Advancement. Dr. Lambert noted that in the last 12-month W&M Advancement had raised \$61 million and there are several ongoing capital projects.

The Board concluded Session III at 2:03 p.m. and took a break.

The Board reconvened at 2:35 p.m. for Session IV: RBC Strategic Planning.

BOARD MEMBERS PRESENT WEDNESDAY FOR SESSION IV:

Mr. John E. Littel, Rector

Mr. William H. Payne II, Vice Rector

Ms. Barbara L. Johnson, Secretary

Hon. Mari Carmen Aponte

Mr. S. Douglas Bunch

Ms. Sue H. Gerdelman

Ms. Cynthia E. Hudson

Ms. Anne Leigh Kerr

Hon. Charles E. Poston

Mr. John P. Rathbone

Ms. Lisa E. Roday

Mr. J.E. Lincoln Saunders

Dr. Karen Kennedy Schultz

Ms. Ardine Williams

Mr. Brian P. Woolfolk

Ms. Shannon H. White, Staff Liaison

BOARD MEMBERS ABSENT:

Mr. Victor K. Branch

Mr. James A. Hixon

Dr. Thomas J. Ward, Faculty Representative

Ms. Meghana Boojala, Student Representative

OTHERS PRESENT:

Dr. Katherine A. Rowe, President

Dr. Debbie L. Sydow, RBC President

Dr. Peggy Agouris, Provost

Ms. Amy S. Sebring, Chief Operating Officer

Ms. Carrie Nee, University Counsel

Mr. Henry R. Broaddus, Vice President for Strategic Initiatives & Public Affairs

Dr. J. Tyler Hart, RBC Provost

Mr. Jeffrey Brown, RBC Director of Special Projects & Operations

Mr. Jesse E. Vaughan, RBC Chief Communications & Marketing Officer

Mr. Paul Edwards, RBC Chief Business Officer

Mr. Justin May, RBC Director of Admissions

Mr. Eric Kondzielawa, RBC Director of Operations & Capital Assets

Ms. Lashrecse D. Aird, RBC Chief of Staff

Ms. Ramona Taylor, RBC Legal Counsel

Mr. Michael J. Fox, Secretary to the Board of Visitors

Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors

Mr. Littel asked all attendees to introduce themselves. He said Session IV was to hear about Richard Bland College's (RBC) strategic plan and what they plan to do in the coming year. He then called on President Sydow.

President Sydow reminded the Board that RBC has been working with Huron, an external consulting firm, to refine RBC's future state vision and identify avenues for growth and execution of the vision. She then called on Dr. J. Tyler Hart, RBC Provost, to review the findings from Huron.

Dr. Hart provided an overview of how RBC can offer degrees and professional credentials in fields using innovative learning modalities. He highlighted that in order to increase and grow enrollment, RBC will explore the following three areas.

1. Core: Strengthen relationships with local high schools
2. Adjacent: Forge partnerships with virtual high schools
3. Transformative: Establish 4-year bachelor's degree programs and create programming for professional credentialing

President Sydow noted that RBC has had success with dual enrollment and that seems to be a logical path moving forward. A discussion ensued as to why students choose RBC for dual enrollment.

Dr. Hart presented a chart showing potential pathways in and out of RBC in 2025. He reiterated the possibility of building a baccalaureate program. He also mentioned the potential of combining technical and baccalaureate pathways.

Dr. Hart drilled down further on the core opportunity of strengthening traditional high school partnerships and provided a prospective pathway to RBC for a traditional high school student. He also presented a prospective pathway for the adjacent opportunity with virtual high schools and the transformative opportunity and RBC serving as a "Lifelong Education and Career Advisor."

A discussion ensued regarding cohort setup and structure, the goal to increase corporate partnerships, and adjust as needs change.

Dr. Hart continued his presentation on the transformative opportunity and job growth in Virginia. He noted the median wage for the technical jobs, experiencing the most growth in Virginia, is \$50,000 annually. Mr. Littel asked Dr. Hart to provide a salary range for each job instead of the median.

Dr. Hart then presented a table illustrating educational opportunities, in Virginia, associated with these jobs. He continued by differentiating between what RBC is trying to do versus what community colleges are currently doing regarding offering flexible and innovative credit models for in-demand programs. Dr. Hart then presented examples of other Virginia institutions offering unique delivery models and/or flexible pathways forward.

Dr. Hart highlighted how RBC aims to grow its portfolio of offerings, partnerships, and delivery models. Noting that in order to meet this goal RBC will need to build out infrastructure, invest in

faculty and grow staff. In closing, Dr. Hart said that the core, adjacent and transformative strategies will increase competitiveness, grow enrollment, and meet life learning and career support needs of a diverse set of students.

A discussion ensued regarding how these strategies will affect RBC's financial sustainability; structure of partnerships; and resources. Dr. Hart said a business plan must still be put together which will address many of these questions.

Mr. Littel said the presentation was consistent with the strategic plan already approved by the Board and no further Board action was needed at this time. He did advise that RBC needs to be able to scale and make sure students don't leave with substantial debt.

Ms. Ramona Taylor, RBC Legal Counsel, provided a historical overview of Norris V. SCHEV, a 1971 case that has precluded RBC from becoming a four-year college. Ms. Taylor said she shared this information so the Board could operate from a point of knowledge and historical awareness. A discussion ensued on how to go about lifting the injunction.

Mr. Justin May, RBC Director of Admissions, provided an RBC enrollment update and noted the RBC administration is actively working on a strategic plan for the coming year.

A discussion ensued regarding RBC's athletic enrollment.

There being no further business, Mr. Littel recessed the Board at 4:15 p.m.

The Board gathered at 6:00 p.m. with members of W&M and RBC leadership on the lawn of the Moton Conference Center for dinner.

THURSDAY, JULY 29

On Thursday morning, July 29, the Board gathered at 8:00 a.m. in William J. Hargis Jr. Library in Waterman's Hall at VIMS for breakfast with the W&M Executive Leadership Team, VIMS Faculty and Staff, and W&M Deans. Mr. Littel presented Dean Wells with a framed resolution the Board approved during its April 2021 meeting.

Mr. Littel reconvened the Board at 9:08 a.m., for Session V: W&M Strategic Planning, in the boardroom of Davis Hall.

BOARD MEMBERS PRESENT THURSDAY FOR SESSION V:

Mr. John E. Littel, Rector

Mr. William H. Payne II, Vice Rector

Ms. Barbara L. Johnson, Secretary

Hon. Mari Carmen Aponte

Mr. S. Douglas Bunch

Ms. Sue H. Gerdelman

Ms. Cynthia E. Hudson

Ms. Anne Leigh Kerr

Hon. Charles E. Poston

Mr. John P. Rathbone

BOARD MEMBERS PRESENT THURSDAY FOR SESSION V (CONT.):

Ms. Lisa E. Roday

Ms. Ardine Williams

Mr. J.E. Lincoln Saunders

Mr. Brian P. Woolfolk

Dr. Karen Kennedy Schultz

BOARD MEMBERS PRESENT THURSDAY FOR SESSIONS V:

Dr. Thomas J. Ward, Faculty Representative

Ms. Shannon H. White, Staff Liaison

BOARD MEMBERS ABSENT:

Mr. Victor K. Branch

Ms. Meghana Boojala, Student Representative

Mr. James A. Hixon

OTHERS PRESENT:

Dr. Katherine A. Rowe, President

Dr. Peggy Agouris, Provost

Ms. Amy S. Sebring, Chief Operating Officer

Ms. Carrie Nee, University Counsel

Dr. Virginia M. Ambler, Vice President for Student Affairs

Mr. Henry R. Broaddus, Vice President for Strategic Initiatives & Public Affairs

Dr. W. Fanchon Glover, Chief Diversity Officer

Dr. Matthew T. Lambert, Vice President for University Advancement

Dr. Jeremy P. Martin, Chief of Staff and Interim Athletics Director

Mr. Brian Whitson, Chief Communications Officer

Dr. Larry B. Pulley, Dean of the Raymond A. Mason School of Business

Dr. Maria Donoghue Velleca, Dean of the Faculty of Arts & Sciences

Dr. Robert C. Knoepfel, Dean of the School of Education

Dr. John T. Wells, Dean & Director of VIMS

Ms. Carrie Cooper, Dean of University Libraries

Ms. Laura A. Heymann, Chancellor Professor of Law and Kelly Professor of Excellence in Teaching

Ms. Zenobia Goodman, Student Assembly Vice President

Mr. Michael J. Fox, Secretary to the Board of Visitors

Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors

Mr. Littel welcomed all attendees, recognized the Deans present, and Board of Visitors Faculty Representative, Dr. Tom Ward. Mr. Littel then asked for a moment of silence for Jim Kelly '51. Mr. Kelly served for 24 years as Secretary to the Board of Visitors and passed away on Thursday, July 22.

Mr. Littel provided a recap of what the Board discussed the day before and said the focus of the day would be on W&M's strategic plan and what to expect for the academic year. He then called on President Rowe.

President Rowe provided a preview of the action items that will be brought before the Board in September: State Six-Year Plan, W&M Strategic Plan and Affiliated Investment Plan. She then reminded the Board of the goals laid out in 2019, provided a strategic planning update, and noted that the timeframe has been shortened to 2026, a target five-year plan.

President Rowe identified four planning themes: clarity, urgency, capacity, and data. She then provided an overview of the strategic planning timeline. President Rowe said the administration will require departments to come up with their own plans to implement high level priorities. President Rowe said the high-level priorities/objectives are to educate for impact, expand W&M's reach, and evolve for excellence. She specifically highlighted modeling democratic ideals for service and civil discourse expanding W&M's reach and setting the national standard for DEI under evolve for excellence.

Mr. Littel asked the Deans to provide their perspective on the strategic plan. Dean Wells said this is a great opportunity because W&M and VIMS both have strategic plans moving forward simultaneously which creates an alignment. Dean Donoghue Velleca said this plan resonates with faculty. She said expanding W&M's reach can expand research. Dean Pulley said the plan aligns well with the School of Business's plan that was updated last year. Dean Knoepfel noted that educating for impact is already a part of the School of Education's plan. Ms. Laura A. Heymann, Chancellor Professor of Law and Kelly Professor of Excellence in Teaching, participating on behalf of Law School Dean, Ben Spencer, said the Law School is in the process of developing a strategic plan and this too aligns well with their plan.

A discussion ensued regarding the Law School's target audience for online learning and how the Washington Center can be used to further the strategic plan.

The discussion continued about evolving for excellence, what that means, and who defines excellence. The group also discussed the order of the priorities/objectives and how they should be listed.

President Rowe asked Ms. Sebring to discuss the quasi-endowment. Ms. Sebring said that as FY21 ended it became clear that the university would not need to use the bond proceeds. She said she and her team have been working with the Optimal Services Group to think about how much cash may be needed in the short-term and what can be invested. Ms. Sebring said it might be possible to use the bond proceed to advance the strategic plan. She is working to identify an income stream that will help cover the debt service and create a future income stream.

The Board took a break at 9:56 a.m. and reconvened at 10:09 a.m.

President Rowe told the Board that the second half of Session V would be how to demonstrate how the university, from an operational standpoint, works to align curriculum with strategy and resources. She then called on Dr. Peggy Agouris, Provost.

Provost Agouris presented on the case for sustainable curriculum, objectives and methodology, outcomes and next steps. She then shared a snapshot of data of the most popular degrees for W&M students admitted and enrolled, and admitted but not enrolled in 2011 and 2020. She said there has

been an evolution over ten-years and popular majors in 2011 were no longer ranked in the top 20 of majors in 2020. Provost Agouris then showed how this trend has affected faculty numbers.

Provost Agouris showed the Board that over a period of ten years undergraduate credit hours in the Humanities has dropped, while Natural Science has increased, and Social Science and Interdisciplinary Studies have remained relatively flat. She then presented the division trend in majors by head count. Humanities fell 37.3% over ten years while Natural Sciences increases 46.4%

Provost Agouris shared the objectives of sustainable curriculum. She said the university is looking to identify new programs, working on existing programs, recognizing synergies across schools, and determining how to respond to the fiscal environment.

Provost Agouris discussed what has been done so far to pursue a sustainable curriculum. She said data is showing where to look and where to drilldown further. Factors are being addresses by schools and areas of strength and opportunity are being identified. Provost Agouris said numerical and quantitative data are being used by deans and program chairs to identify opportunities.

A discussion ensued that included why there had been declines in the humanities; are departments working to steer students to underrepresented majors; tenure and how it may affect new programs; reverse engineering where the jobs are and what majors to offer; offering a binary environment of STEM and NON-STEM; opportunities for students to take classes outside their major; synergies to allow dual majors or minors; new resources and reallocating current resources; online partners; and DEI involving new hires.

Provost Agouris concluded her presentation by reviewing next steps.

Mr. Littel said the Board is supportive of W&M's strategic plan. He said seeing data and projections is helpful. He said there is an expectation of excellence in research, teaching and scholarship. Mr. Littel also said it is imperative that best practices of DEI be incorporated throughout the university, particularly with the recruitment and hiring of faculty and advising. In addition, he said there is also an imperative for enhanced and expanded productivity for every part of the organization.

Mr. Littel said that almost everyone on the Board was part of the presidential search process. He said President Rowe made an impression during her interview process job when she spoke to the Board about the importance and relevance of a liberal arts education for the 21st century.

Ms. Roday added that President Rowe has consistently messaged whole institution thinking and it is coming to fruition.

The Board took a break at 11:08 a.m. and reconvened at 11:17 a.m.

Ms. Johnson moved the William & Mary Board of Visitors convene into closed session for the following reasons:

Pursuant to Va. Codes §2.2-3711.A.1 for discussion of the performance and appointment of the president and members of cabinet; and

§2.2-3711.A.7 and A.8 for consultation with legal counsel regarding Title IX compliance and contract matters.

Motion was seconded by Ms. Gerdelman and approved by roll call vote – 14-0 – conducted by Mr. Fox. Mr. Saunders was not present at the time of vote, and Mr. Branch and Mr. Hixon were absent from the meeting. The Board went into closed session at 11:19 a.m. with the W&M President, Chief Operating Officer, University Counsel, and Vice President for University Advancement.

The Board reconvened in open session at 12:18 p.m. Ms. Johnson 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 Mr. Poston and approved by roll call vote – 15-0 – conducted by Mr. Fox. Mr. Branch and Mr. Hixon were absent from the meeting.

Mr. Littel moved **Resolution 1**: William & Mary Appointment to Fill Vacancies in the Executive Faculty. **Resolution 1** was seconded by Ms. Aponte and approved unanimously by voice vote.

Mr. Littel moved that based on the Board's July 2021 evaluation of the performance of President Katherine A. Rowe for FY21 that she be awarded the maximum bonus permitted under her contract. The motion was seconded by Ms. Aponte and approved unanimously by voice vote.

Mr. Littel made the following announcements to the Board:

- Wednesday, September 1 is the first day of classes and Convocation will take place at 5:15 p.m.
- The Board will meet September 23-24, 2021 in the Alumni House
- Homecoming will take place the weekend of October 8-10
- Commencement ceremonies for the Class of 2020 will be held Sunday, October 10

There being no further business, Mr. Littel adjourned the meeting at 12:22 p.m.



WILLIAM & MARY

CHARTERED 1693

ONGOING TRAINING REQUIREMENTS FOR HIGHER EDUCATION BOARD MEMBERS

MEMBERS APPOINTED WITHIN THE LAST TWO YEARS

- Attend SCHEV Boards of Visitors Orientation within two years of appointment. The 2021 SCHEV Orientation is October 19-20, 2021.

ALL MEMBERS ANNUAL REQUIREMENT

Financial Disclosure Filing: Filing Deadline February 1, 2022

- The Conflict of Interests Act requires the annual completion of a Financial Disclosure Statement by each Board member. New members of the Board must complete this statement upon appointment and again in February 2022.
- The W&M Deputy Secretary will send an email reminder to the Board in early December reminding of this requirement.
- Board members will receive an email from the Virginia Conflict of Interest and Ethics Advisory Council prompting them to file online.

ALL MEMBERS BIENNIAL REQUIREMENTS

Conflict of Interest Training: Filing Deadline Based on Last Training

- Board members are required to complete COI Training upon appointment and every other year after that while a sitting Board member.
- The W&M Deputy Secretary will notify you by email that you are due to complete training.
- Please register on the Virginia Conflict of Interest and Ethics Advisory Council website. You will register for the training by providing your name, title, email address, role (“State Officer or Employee”), and agency (“The College of William and Mary”).
- Be sure to view the approximately 60-minute video to the end, without fast-forwarding through any content, to receive credit for completing the training.
- Please notify the Secretary and Deputy Secretary of the Board once you have completed the training.

MEMBERS WITH MORE THAN 2 YEARS OF SERVICE: BIENNIAL REQUIREMENTS

SCHEV Continuing Education: W&M Must Report to SCHEV by July 1, 2022

- Effective July 1, 2021 Board members with two years of service or more are required to complete continuing education training.
- Additional details are attached. The W&M Deputy Secretary will be in contact to ensure the completion of this requirement.



STATE COUNCIL OF HIGHER EDUCATION FOR VIRGINIA

Additional training for Boards of Visitors members with more than two years of services.

The State Council of Higher Education for Virginia, in fulfilling the requirements under § [23.1-1304](#), shall develop educational materials for board members with more than two years of service on the governing board. Each such board member shall participate in further training on board governance at least once every two years, and the Council shall develop criteria by which such board members shall demonstrate compliance with this requirement.

To that end, SCHEV has provided several options for Board Professionals to offer to their Boards of Visitors, which will fulfill this obligation under the Code of Virginia. Members need only complete one of the following options in order to be in compliance, and SCHEV leaves it to the discretion of the institutions' Board Professionals to choose the option that best fits their Board and/or its individual members.

Options for fulfilling the requirement:

- Attend an Association of Governing Boards of Universities and Colleges (AGB) annual conference.
- Attend SCHEV Boards of Visitors Orientation, October 19-20, 2021.
- Participate as an invited panelist or guest speaker at a SCHEV led conference.
- Attend four AGB webinars (from Board Fundamentals) or other online modules from SCHEV or higher education organizations and approved by your rector.
<https://agb.org/knowledge-center/board-fundamentals/orientation/>
- Attend a board retreat with agenda items coordinated with SCHEV.
- Any other professional activity approved by the rector and the director of SCHEV.

Reporting:

It is the responsibility of the Board Professionals to maintain these records and report them to SCHEV on an annual basis or upon request from SCHEV. Please use the following link to access the reporting form: <https://forms.gle/fYBwntNt4ePkl4id8>

A certificate will be emailed to you once we receive a completed form. This guideline shall be effective for board members who have completed two years of service as of July 1, 2021 and their compliance shall be reported to SCHEV by July 1, 2022. Completion of the continuing education requirement shall be reported to SCHEV by July 1 every year thereafter for all members reaching the two-year threshold by July 1 of the previous year.

**RESOLUTION TO CLARIFY PRESIDENTIAL AUTHORIZATION FOR
VACCINE POLICY AND COMPLIANCE**

WHEREAS, the spread of the novel coronavirus, COVID-19, during 2020 and 2021 has required an unprecedented global public health response and the federal State of Emergency has been renewed by HHS as of July 20, 2021;

WHEREAS, the COVID-19 pandemic has required institutions to implement a variety of administrative and operational measures to prioritize public health and safety in order to deliver on their educational mission;

WHEREAS, guidance from federal and state officials continues to evolve as more information becomes available about the COVID-19 virus and how to mitigate its spread;

WHEREAS, each institution of higher education in the Commonwealth has been called on to determine how best to function at each stage of the pandemic, taking into account the institution's resources and structure and the needs of their students and employees;

WHEREAS, in the absence of vaccines, the faculty and staff of both William & Mary and Richard Bland made heroic efforts during the 2020-21 academic year to offer educational and support programs in multiple modes and to run a public health operation with extensive testing, quarantine and isolation housing, case management and other public health support that is not sustainable for the 2021-22 academic year;

WHEREAS, on May 11, 2021, the Board authorized the presidents of William & Mary and Richard Bland College to require vaccines as a condition of in-person attendance and that authorization continues;

WHEREAS, going into AY22, the current data indicates that the rates of vaccination among William & Mary faculty, staff and students is significantly lower than spring surveys had indicated;

WHEREAS, the emergence of variants and a phasing out of widespread mitigation practices has led to a resurgence of COVID-19 cases in the country;

WHEREAS, the William & Mary President has determined that the conditions may require adoption of a policy mandating COVID-19 vaccinations as a condition of in-person participation for the Fall 2021 semester and seeks to ensure that all members of the William & Mary community subject to the vaccine policy are treated consistently;

July 27-29, 2021

Page 2 of 2

WHEREAS, Va. Code §23.1-1301 vests the Board with statutory authority to make regulations and policies concerning the institutions generally and specifically for the employment of professors, teachers, instructors and other employees and the acceptance and conduct of students in attendance;

WHEREAS, the Restructured Higher Education Financial and Administrative Operations Act and Exhibit K of William & Mary's 2005 Management Agreement further authorizes the Board of Visitors to establish a human resources program for William & Mary employees and to subject employees to personnel policies adopted by the Board;

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Visitors of William & Mary is very mindful of the on-going risks to the health and safety of all in the William & Mary and RBC communities and the disruption and stress that the pandemic has created in institutional operations and the professional and personal lives of students and employees;

AND BE IT FURTHER RESOLVED THAT the Board of William & Mary hereby authorizes each institution's president to promulgate processes and procedures specific to enforcing as a condition of employment or attendance compliance with an institution-wide policy requiring vaccinations and other mitigation strategies during the 2021-22 academic year;

AND BE IT FURTHER RESOLVED THAT any processes and procedures for the enforcement of each institution's vaccine policy may include the use of leave without pay and other measures up to and including termination and shall ensure that all employees are provided notice and the opportunity to respond prior to suffering any employment action for violation of that policy;

AND BE IT FURTHER RESOLVED THAT any processes and procedures for the enforcement of the institution-wide vaccine policy shall comply with the requirements for non-academic student codes of conduct outlined in Va. Code §23.1-412 if applicable;

AND BE IT FURTHER RESOLVED THAT in order to expedite institutional responses consistent with the severity of pandemic conditions, any provisions outlined in existing personnel policies, including but not limited to the Faculty Handbook, or student codes of conduct pertaining to processes and procedures for policy violations shall not apply to violations of the vaccine policy; and

BE IT FURTHER RESOLVED THAT the vaccine policy and related policy and procedures promulgated pursuant to this authority shall expire on June 30, 2022 unless further action is taken by the Board to continue their application.