

MINUTES
Meeting of the Board of Visitors
William & Mary

July 24-25, 2019

The Board of Visitors of William & Mary met in the Webb Conference Room of Troutman Sanders, 222 Central Park Avenue, Suite 2000, in Virginia Beach on Wednesday and Thursday, July 24-25, for a Board Retreat.

Those present on Wednesday were:

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

John E. Littel
William H. Payne II
Charles E. Poston
Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
Brian P. Woolfolk
Faculty Representative: Catherine A. Forestell
Student Representative: Kelsey J. Vita

Participating via telephone: H. Thomas Watkins III

Others present were:

Katherine A. Rowe
Peggy Agouris
Virginia M. Ambler
Henry C. Broaddus
Michael J. Fox
W. Fanchon Glover

Samantha K. Huge
Samuel E. Jones
Jeremy P. Martin
Amy S. Sebring
Brian W. Whitson

Also in attendance was University Counsel Carrie S. Nee and *Virginia Gazette* reporter SaraRose Martin.

At 10:30 a.m., Rector John E. Littel convened the Board Retreat and advised that Tom Watkins was at home in Lake Forest, Illinois, recovering from knee surgery and unable to attend this meeting but had requested to participate by phone. The Board *Bylaws* set forth the procedure to be followed if a member would like to fully participate in the meeting but cannot be present. Therefore, noting compliance with the Board *Bylaws*, the Rector moved that the Board approve the remote participation of Tom Watkins. Motion was seconded by Ms. Schultz and approved by voice vote. The Rector welcomed Mr. Watkins to the meeting.

The Rector welcomed new Board members Mari Carmen Aponte and Charles Poston, new W&M student representative Kelsey Vita, new Provost Peggy Agouris and new University Counsel Carrie Nee. He noted that new W&M staff liaison Joe Wheelless was traveling back from a conference in Atlanta and would join the meeting tomorrow.

Following introductions around the table and the room, the Rector reminded everyone the Board is meeting on a working floor of a law firm and asked that no one wander beyond the Webb Conference Room, the restrooms and the outside balcony.

The Rector briefly reviewed the agenda and objectives for the Retreat, and then called on President Rowe for opening remarks.

At 10:45 a.m., the Rector convened the Board for **Session I**, focused on preparing for strategic planning in 2019-20. Following opening remarks by the Rector, the President shared her goals for the planning process as well as the resulting plan. Chief of Staff Jeremy Martin then provided the Board with an overview of the process and anticipated timeframes for the three phases of planning in the coming year. Vice President for Student Affairs Ginger Ambler and Chief Diversity Officer Chon Glover concluded the session by leading the Board through an exercise engaging the working draft of the university's core values.

Mr. Broaddus led a discussion about the work of the Ad Hoc Committee for Organizational Sustainability and Innovation in the prior academic year and the focus of the Committee in the coming year. Particular areas of focus will be on strategic planning, capacity building, and diversity and inclusion. Capacity building will include aspects of financial sustainability and efforts to align the university's resources with its strategic priorities.

A general discussion ensued, concluding at 12:15 p.m. Following a short break, the Board reconvened at 12:30 p.m. for a working lunch and **Session II**, Financial Sustainability and Innovation. Senior Vice President for Finance and Administration Sam Jones and Vice President for Finance and Technology Amy Sebring then reviewed major funding or legislative changes since the Board's 2018 retreat, noting significant incremental state funding for tuition moderation (offsetting the need for increasing tuition for in-state undergraduate students for 2020) as well as funds to support additional data science and other high demand degrees.

William & Mary's Tech Talent proposal was reviewed. The proposal would double the number of undergraduate computer science degrees and establish an undergraduate major in data science and a professional masters in Computer Science. Under this proposal W&M would, over a 20-year period, provide almost 8% of the state's long-term goal for additional computer science degrees.

Relative to an IPPA, it was noted that W&M's proposal would address the Commonwealth's workforce and economic development needs through its Tech Talent proposal and an enhanced internship initiative.

A summary was provided of the university's operating budget, noting that unrestricted funds remain limited. Potential financial levers, and the Board's ability to control the source, were then discussed.

Following discussion, the Rector moved that the Board of Visitors convene in Closed Session for discussion of a memorandum of understanding pursuant to Virginia Code Sec. 23.1-1241 where discussion in open session would affect the bargaining position or negotiating strategy of the public body; as provided for in Section 2.2-3711.A.29., of the Code of Virginia. Motion was seconded by Ms. Roday and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 1:05 p.m.

The Board reconvened in open session at 2:10 p.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Hixon and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** will be appended in final minutes.)

Following a short break, the Board reconvened at 2:30 p.m. for **Session III**, Campaign Update and Athletics Strategic Planning.

Secretary of the Board and Campaign Chair Sue Gerdelman provided an update on the final year of the FOR THE BOLD capital campaign. A brief discussion ensued. Director of Athletics Samantha Huge led the presentation on the strategic planning process she has initiated in the Department of Athletics. The discussion concluded at 3:30 p.m.

The Rector convened **Session IV**, RBC Working Group, at 3:30 p.m. In attendance were RBC President Debbie L. Sydow, Provost Maria Dezenberg, Assistant Director for Development Lashrecse Aird, Chief Business Officer Paul Edwards, Chief Information, Strategy and Innovation Officer Ken LaTessa, and Strategic Initiatives Program Manager Stacey Sokol.

The Rector called on President Rowe and President Sydow for opening remarks. Both noted the collegial approach taken by the group while basing its work on data-driven analysis.

Following a brief discussion, the Rector moved that the Board of Visitors of William & Mary convene in Closed Session for the purpose of discussing organizational changes for Richard Bland College which discussion will require evaluation of the performance of departments where such evaluation will necessarily involve the performance of specific individuals, and for consultation with legal counsel regarding specific legal matters requiring legal advice as provided for in Section 2.2-3711.A.1. and 8., of the Code of Virginia. Motion was seconded by Mr. Bunch and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 3:45 p.m.

The Board reconvened in open session at 4:35 p.m. The Rector reviewed the topics discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** will be appended in final minutes.)

There being no further business, the Board recessed at 4:45 p.m. for hotel check-in. A mini-bus drove guests to the home of John and Marianne Littel for a reception and dinner.

On Thursday, the Board reconvened at 8:30 a.m. Those present were:

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

John E. Littel
William H. Payne II
Charles E. Poston
Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
Brian P. Woolfolk
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Others present were:

Katherine A. Rowe
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Virginia M. Ambler
Henry C. Broaddus
Michael J. Fox

W. Fanchon Glover
Samantha K. Huge
Samuel E. Jones
Jeremy P. Martin
Amy S. Sebring
Brian W. Whitson

Also in attendance were W&M Staff Liaison Joseph Wheelless IV and University Counsel Carrie S. Nee.

President Rowe took the opportunity to thank the Rector for the beautiful evening at his home and asked that he particularly thank his wife, Marianne, for the hospitality and welcome. A round of applause was offered by the attendees.

The Rector convened **Session V**, Diversity and Inclusion Initiatives. President Rowe and Chief Diversity Officer Chon Glover presented an overview that included taking stock of new initiatives since 2016 and allowed the Board to discuss and ask questions pertaining to updates and deliverables. They focused on a plan for moving forward with an institution-wide approach to D&I work. Both shared areas of priority focus: reorganization, faculty recruitment, campus climate, and diversifying the curriculum. During this robust discussion, there were several asks from the board to include: data on faculty recruitment and retention, a request for an external diversity audit to ascertain whether our current structure, resources, and direction is the best; and data on undergraduate student enrollment, and quantitative data on reasons why faculty chose not to accept our offers during the hiring process and information of why diverse faculty leave William & Mary. A general discussion ensued, ending at 9:30 a.m.

The Rector convened **Session VI**, and called on University Counsel Carrie Nee to discuss FOIA in the 21st century. Ms. Nee provided a general overview of the Freedom of Information Act as it relates to how the Board conducts its meetings. A discussion ensued, ending at 10:15 a.m.

Following a short break, and after thanking administrative staff and in particular Steve Tewksbury, the Rector convened **Session VII**, Presidential Evaluations. Noting that the Board would discuss issues related to personnel and performance, the Rector moved that the Board of Visitors of William & Mary convene in Closed Session for the purpose of discussing personnel matters pertaining to the performance and evaluations of specific executive employees, as provided for in Section 2.2-3711.A.1., of the Code of Virginia. Motion was seconded by Mr. Bunch and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 10:30 a.m.

The Board reconvened in open session at 12:50 p.m. The Rector reviewed the topics discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** will be appended in final minutes.)

The Rector advised that there were several action items, and asked for a motion to adopt **Resolution 1** to approve the salary and bonus for President Sydow. Motion was made by Ms. Johnson, seconded by Ms. Roday and approved by voice vote. (**Resolution 1** is appended.)

The Rector asked for a motion to adopt **Resolution 2**, Appointment of Board of Visitors' representatives to Real Estate Foundation Board. Motion was made by Mr. Payne, seconded by Mr. Hixon and approved by voice vote. Mr. Poston abstained. (**Resolution 2** is appended.)

The Rector asked for a motion to approve the terms discussed in Closed Session regarding President Rowe's salary and bonus. Motion was by Mr. Payne, seconded by Ms. Gerdelman and approved by voice vote.

The Rector asked for a motion to approve a one-time payment to President Rowe to hold harmless for tax consequences for a club membership. Motion was made by Mr. Payne, seconded by Ms. Gerdelman and approved by voice vote.

After a few announcements and there being no further business, the Rector adjourned the Retreat at 1:10 p.m.

Board of Visitors

July 24, 2019

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William & Mary in Virginia 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 of the College

Board of Visitors

July 24, 2019

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William & Mary in Virginia 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 of the College

Board of Visitors

July 25, 2019

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William & Mary in Virginia 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;

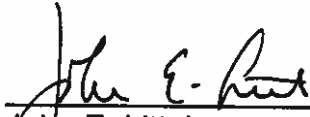
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this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

Board of Visitors

July 25, 2019

RESOLUTION 1

RESOLVED, That the Board of Visitors of The College of William & Mary in Virginia approves for the Fiscal Year 2019-2020 the salary of \$292,803 for President Debbie Sydow, and fully funds her bonus of \$50,000, in accordance with the terms of the Employment Contract, effective July 1, 2019.

Board of Visitors

July 25, 2019

RESOLUTION 2

The Real Estate Foundation (REF) Bylaws state that "...two (2) Directors shall be appointed by the Board of Visitors...". In 2016 Anita Poston was appointed to a three-year term, ending in 2019. In 2017 John Gerdelman was appointed to a three-year term, ending in 2020. John has recently stepped down from the REF Board.

THEREFORE, BE IT RESOLVED, That the Board of Visitors appoint the following individuals to represent the Board of Visitors on the Real Estate Foundation Board for the terms noted:

- Anita Poston for a three-year term beginning July 1, 2019
- Tom Frantz to complete the unexpired term of John Gerdelman (through June 30, 2020)