

# WILLIAM & MARY

# Board of Visitors

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SEPTEMBER 2020 BOARD BOOK

COMMITTEE MEETINGS  
SEPTEMBER 24-25, 2020 | ALUMNI HOUSE

# WILLIAM & MARY

BOARD OF VISITORS  
SEPTEMBER 24-25, 2020

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# WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETINGS  
SEPTEMBER 24-25, 2020  
ALUMNI HOUSE

**THURSDAY, SEPTEMBER 24**

<b>11:00 a.m. – 12:30 p.m.</b>	<b>Executive Committee</b> (Leadership Hall)
<b>12:30 – 1:00 p.m.</b>	<b>Lunch</b> (Hunter Hall)
<b>1:00 – 2:00 p.m.</b>	<b>Committee on Administration, Buildings and Grounds</b> (Hunter Hall)
<b>1:00 – 1:45 p.m.</b>	<b>Committee on Student Experience</b> (Leadership Hall)
<b>2:00 – 2:45 p.m.</b>	<b>Committee on Institutional Advancement</b> (Hunter Hall)
<b>3:00 – 4:15 p.m.</b>	<b>AD HOC Committee on Organizational Sustainability &amp; Innovation</b> (Hunter Hall)
<b>4:15 - 5:30 p.m.</b>	<b>Committee on Academic Affairs</b> (Hunter Hall)
<b>4:15 – 5:30 p.m.</b>	<b>Committee on Audit, Risk and Compliance</b> (Leadership Hall)
<b>6:30 p.m.</b>	<b>Dinner</b> (Alumni House)
<b><u>FRIDAY, SEPTEMBER 25</u></b>	
<b>8:00 – 8:30 a.m.</b>	<b>Coffee available</b>
<b>8:30 – 11:30 a.m.</b>	<b>Full Board Meeting</b> (Hunter Hall)
<b>11:30 a.m.</b>	<b>Lunch</b>

# WILLIAM & MARY

BOARD OF VISITORS  
OFFICERS AND COMMITTEES  
2020-2021

## STANDING COMMITTEES

### **EXECUTIVE COMMITTEE**

John E. Littel, Chair  
William H. Payne II, Vice Chair  
Barbara L. Johnson, Secretary  
S. Douglas Bunch  
Sue H. Gerdelman  
James A. Hixon  
Lisa E. Roday  
H. Thomas Watkins III  
Brian P. Woolfolk  
*Michael J. Fox*  
*Samantha K. Huge*  
*Carrie S. Nee*

### **COMMITTEE ON ACADEMIC AFFAIRS**

Karen Kennedy Schultz, Chair  
S. Douglas Bunch, Vice Chair  
Mari Carmen Aponte  
Mirza Baig  
Victor K. Branch  
Anne Leigh Kerr  
Catherine A. Forestell, faculty representative  
Alexandra Byrne, student representative  
*Peggy Agouris*

### **COMMITTEE ON ADMINISTRATION, BUILDINGS AND GROUNDS**

William H. Payne II, Chair  
J.E. Lincoln Saunders, Vice Chair  
Sue H. Gerdelman, Vice Chair  
James A. Hixon  
Barbara L. Johnson  
Christopher J. Abelt, faculty representative  
Loni Wright, student representative  
*Amy S. Sebring*

(Design Review Board – William H. Payne II and Sue H. Gerdelman)

Board of Visitors

Officers and Committees – 2020-2021

**COMMITTEE ON THE STUDENT EXPERIENCE**

Lisa E. Roday, Chair  
Mari Carmen Aponte, Vice Chair  
S. Douglas Bunch  
Sue H. Gerdelman  
Cynthia E. Hudson  
Karen Kennedy Schultz  
Molly Swetnam-Burland, faculty representative  
Graham Pfeiffer, student representative  
*Virginia M. Ambler*

**COMMITTEE ON AUDIT, RISK AND COMPLIANCE**

Brian P. Woolfolk, Chair  
Charles E. Poston, Vice Chair  
Cynthia E. Hudson  
William H. Payne II  
J.E. Lincoln Saunders  
*Kent B. Erdahl*  
*Pamela H. Mason*  
*Amy S. Sebring*

**COMMITTEE ON FINANCIAL AFFAIRS**

James A. Hixon, Chair  
Mirza Baig, Vice Chair  
Anne Leigh Kerr  
Charles E. Poston  
H. Thomas Watkins III  
Thomas J. Ward, faculty representative  
Anthony Joseph, student representative  
*Amy S. Sebring*

Investments Subcommittee:

Mirza Baig, Chair  
H. Thomas Watkins III, Vice Chair  
James A. Hixon

Board of Visitors

Officers and Committees – 2020-2021

**COMMITTEE ON INSTITUTIONAL ADVANCEMENT**

Sue H. Gerdelman, Chair  
Anne Leigh Kerr, Vice Chair  
Mari Carmen Aponte  
Victor K. Branch  
J.E. Lincoln Saunders  
David S. Armstrong, faculty representative  
Kyle Vasquez, student representative  
*Henry R. Broaddus*  
*Matthew T. Lambert*

**RICHARD BLAND COLLEGE COMMITTEE**

Victor K. Branch, Chair  
Barbara L. Johnson, Vice Chair  
Cynthia E. Hudson  
Charles E. Poston  
Lisa E. Roday  
Karen Kennedy Schultz  
Brian P. Woolfolk  
Tiffany R. Birdsong, faculty representative  
Sarah Moncure, student representative  
*Debbie L. Sydow*

***COMMITTEE OF THE WHOLE:***

**COMMITTEE ON ORGANIZATIONAL SUSTAINABILITY & INNOVATION**

Mirza Baig, Co-Chair  
Barbara L. Johnson, Co-Chair  
H. Thomas Watkins III, Co-Chair  
*Peggy Agouris*  
*Henry R. Broaddus*  
*Amy S. Sebring*  
*Chon Glover*

# WILLIAM & MARY

EXECUTIVE COMMITTEE

THURSDAY, SEPTEMBER 24

11:00 A.M. – 12:30 P.M.

ALUMNI HOUSE – HUNTER HALL

JOHN E. LITTEL, CHAIR

WILLIAM H. PAYNE II, VICE CHAIR

BARBARA L. JOHNSON, SECRETARY

I.	Introductory Remarks	Mr. Littel
II.	Approval of Minutes	
	A. May 12, 2020, Electronic Meeting	
	B. July 15, 2020, Electronic Meeting	
III.	Closed Session (if necessary)	
IV.	Discussion	
V.	Adjourn	

**MINUTES**  
**Executive Committee**  
**May 12, 2020**  
**Via Zoom stream**

Committee members participating: John E. Littel, Chair; William H. Payne II, Vice Chair; Sue H. Gerdelman, James A. Hixon, Lisa E. Roday, Karen Kennedy Schultz and Brian P. Woolfolk

Other Board members participating: Mari Carmen Aponte, Mirza Baig, Victor K. Branch, Warren W. Buck III, S. Douglas Bunch, Barbara L. Johnson, Anne Leigh Kerr, Charles E. Poston, J. Lincoln Saunders, H. Thomas Watkins III, Faculty representative Cathy A. Forestell and Student representative Kelsey Vita.

Attendees. Others in attendance: President Katherine A. Rowe, University Counsel Carrie S. Nee, Kent B. Erdahl, Michael J. Fox, Samuel E. Jones, Amy Sebring, W&M Staff Liaison Joseph W. Wheeless IV, Jessica L. Walton, Sandra J. Wilms and other W&M faculty, staff and students.

Chair John E. Littel called the meeting to order at 12:00 p.m. and thanked all participants for being available. He expressed appreciation for the work done to arrange the meeting, noting that 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 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.

Recognizing that a quorum was present, Mr. Littel asked for a motion to approve the minutes of the meeting of February 3, 2020, and the electronic meetings of March 30, 2020 and April 23, 2020. Motion was made by Ms. Gerdelman, seconded by Ms. Roday and approved by roll call vote of the Committee conducted by Secretary to the Board Michael Fox.

Mr. Littel asked for a brief update on emergency planning efforts and highlights from the committee chairs. Secretary to the Board Michael Fox advised that all votes on action items would be conducted by roll call.

Following the discussion, Mr. Littel called on Secretary to the Board Michael Fox to read the reasons for moving into Closed Session:

- 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

Executive Committee  
Minutes  
May 12, 2020

- Pursuant to Va. Code §2.2-3711.A.8 for consultation with legal counsel regarding specific contract and compliance matters requiring legal advice.

Motion to convene in Closed Session was made by Mr Littel, seconded by Mr. Hixon and approved by roll call vote of the Executive Committee conducted by Secretary to the Board Michael Fox. The Executive Committee moved into closed session at 12:14 p.m.

At 1:03 p.m. the Executive Committee reconvened in open session. Secretary to the Board Sue Gerdelman moved adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Ms. Roday and approved by roll call vote of the Executive Committee members conducted by Secretary to the Board Michael Fox. (Certification **Resolution** appended)

There being no further business, the Committee adjourned at 1:04 p.m.

Executive Committee

**Resolution EC-1**

May 12, 2020

### CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors Executive Committee 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 Committee that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Executive Committee, 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 Executive Committee.

### VOTE

AYES: **7**

NAYS: **0**

### ABSENT DURING CLOSED SESSION:

  
John E. Littel  
Chair  
Executive Committee

**MINUTES**  
Executive Committee Meeting  
William & Mary Board of Visitors  
July 15, 2020

The William & Mary Board of Visitors Executive Committee met online via Zoom on Wednesday, July 15, 2020.

Committee Members Present:

James A. Hixon  
Barbara L. Johnson, Secretary  
John E. Littel, Rector  
William H. Payne II, Vice Rector

Lisa E. Roday  
Karen Kennedy Schultz  
Brian P. Woolfolk

Other Board Members Present:

Mari Carmen Aponte  
Victor K. Branch  
S. Douglas Bunch  
Sue H. Gerdelman  
Cynthia E. Hudson  
Anne Leigh Kerr

Charles E. Poston  
J.E. Lincoln Saunders  
H. Thomas Watkins III  
Faculty Representative: Thomas J. Ward  
Student Representative: Anthony M. Joseph

Others present:

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

Samuel E. Jones  
Matthew T. Lambert  
Carrie S. Nee  
Amy S. Sebring  
Brian W. Whitson  
Jessica L. Walton

Also in attendance were W&M Staff Liaison Arielle S. Newby, RBC Legal Counsel Ramona Taylor, Dean A. Benjamin Spencer, Dean Larry Pulley, Dean Maria Donoghue Velleca, and other W&M faculty, staff and students.

Rector John E. Littel called the Executive Committee meeting to order at 2:02 p.m. and welcomed all participants and those watching on through the YouTube portal.

Mr. Littel noted the Executive Committee was meeting held virtually in accordance with Item 4-0.01.g of the 2020 Appropriation Act, which provides governing boards with the ability to hold meetings electronically without a quorum present while the Commonwealth is under a State of Emergency.

Mr. Littel welcomed new Board member Cynthia E. Hudson. He also congratulated Barbara L. Johnson on becoming the Secretary of the Board on July 1, 2020. He continued by

## MINUTES

Executive Committee Meeting – July 15, 2020

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recognizing new W&M faculty representative Tom Ward, staff representative Arielle Newby, and student representative Anthony “AJ” Joseph.

Mr. Littel stated that while most Board members are present the meeting is an Executive Committee meeting. While awaiting approval of the updated Bylaws, permitting an expanded Committee, the Committee will continue the 2019-2020 membership except for the inclusion of new Secretary Barbara Johnson for Sue Gerdelman.

In his opening remarks, Mr. Littel said that since the last meeting of the Board in June there has been much work done on the For the Bold Campaign which was triumphantly concluded. He said a special thanks and congratulations go to Matthew Lambert, Mark Begley, the entire Advancement team, Sue Gerdelman and the Steering Committee, and Presidents Reveley and Rowe. The successful completion of the For the Bold Campaign was also a goal of the Board.

Mr. Littel said W&M also conducted a successful One Tribe, One Day with a focus on several diversity and inclusion initiatives. Funds are to be dispersed to the Diversity and Inclusion Fund, the Lemon Project, the Scholarships Impact Fund, and construction of the Memorial to the Enslaved. He reminded the Board that all construction funds for the Memorial to the Enslaved will be matched by the Board of Visitors. Mr. Littel thanked everyone that contributed to One Tribe, One Day.

Mr. Littel noted that the Principles for Naming and Renaming (PNR) Working Group, chaired by former Board member Dr. Warren Buck, has met several times and is on schedule. He also thanked AJ for serving on the Working Group.

Mr. Littel acknowledged the work conducted by administrators, faculty, staff, coaches, facilities workers and beyond to ensure the campus remains safe. Every part of the W&M community needs to be engaged in a healthy reopening.

Mr. Littel shared that in the past few weeks he has interacted with administrative assistants, athletics staff, housekeepers, grounds crew, and student affairs staff. He said he is impressed with the attention to detail that is occurring throughout campus.

Mr. Littel said the Board appreciates the outpouring of support and comments the Board has received in the past few months both those with suggestions and criticisms from parents, students, faculty, alumni, and others. There has been a wide range of topics from COVID-19 related issues, the opportunity to address racism, and international study. While the Board may not respond to all comments, the Board does read them and utilize them as they deliberate on next steps. As the Board charts the course forward it is helpful to consider a wide range of perspectives. The goal of the Board has been to make decisions that protect and advance W&M students, staff, and faculty; to ensure the mission continues and flourishes.

Mr. Littel concluded his opening remarks by stating the Board is fortunate to have a thoughtful, deliberate, and competent leaders at both W&M and Richard Bland College.

## MINUTES

Executive Committee Meeting – July 15, 2020

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He noted in particular the work of President Rowe. Her leadership, collaborative skills, and the functional team she has built have been and will continue to be a great strength.

In her opening remarks, William & Mary President Katherine Rowe stated that the goal for the Executive Committee meeting is to share updates on three mission critical areas (1) W&M's fall planning, (2) financial position, and (3) efforts to increase diversity and inclusion.

President Rowe stated that the national picture for reopening this fall is increasingly grim. W&M's decision-making process will continue to be based on scientific indicators. Two leading indicators, the effective reproduction number and positivity rates, have been recently trending in a negative direction. The university is facing similar decisions as it did in March, but facing them under different conditions and with better information. On the positive side there is a better understanding of how the virus spreads, effective ways to mitigate risks, effective treatment protocols, and testing is improving. W&M has the capacity along with its partnership with peers to deploy testing and other protocols. On the negative side the nation has not successfully provided the infrastructure needed to protect those who's health and livelihood is most vulnerable.

President Rowe said the priorities under pandemic remain to safeguard the health of staff, students, faculty, families, and neighbors; and meet the mission, keep teaching, pursuing knowledge; and make sure students maintain the momentum to their degree.

With the priorities in mind the President explained why the university has been striving to return in person. After reviewing lessons from the spring, it is clear that for many students isolation and personal environments hinder their ability to focus. Being on campus neutralizes many of these conditions.

Knowing the benefit of being on campus while knowing the date related to COVID is trending in the wrong direction the university is continuing to plan in a phased way and adjust as conditions change. William & Mary is working to build the infrastructure that could allow students on campus while protecting vulnerable employees. The university along with its peers is working to build an infrastructure that has not been built nationally. Federal and state guidance and guidelines are being exceeded.

William & Mary is developing criteria if it needs to change course in the near term, and what would cause the university the quarantine broadly or send students home. The President said she would share that criteria by early August and continue to be as transparent as possible while the university tracks changing public health conditions.

Faculty instructional staff and staff that support the educational mission have worked to declare the preferred mode of delivery for their respective fall classes. William & Mary is setup for maximum curricular flexibility. Those that have set their teaching preferences have provided a very healthy ratio of in person, blended, and online courses, and the ability to shift.

The President provided a financial update saying there is enormous uncertainty under pandemic. The university continues to plan prudently to continue to mitigate financial impact for families and employees. Due to efforts this past spring to reduce spending FY20 ended

## MINUTES

Executive Committee Meeting – July 15, 2020

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better than expected.

The President said the For the Bold Campaign closed successfully on June 30. She acknowledged the work by Matthew Lambert, the entire Advancement team, and all the partners (i.e. donors, friends, neighbors). She said it was fitting the university closed the campaign with a sustained focus on diversity and inclusion for One Tribe One Day. That day brought support for areas of campus best positioned to accelerate the progress of equity and inclusion.

The Campaign has focused on access and inclusion. It has created more than 500 new scholarships, with over \$300 million in funds. That is a more than a third of the historical scholarships that exist at William & Mary in a single campaign.

The President said there were four transformative gifts in the past year. Each, in different ways, has a core focus on diversity and inclusion. (1) An Institute of Integrated Conservation is to be established with a \$19 million gift. A key focus of this gift and initiative is to create a pipeline of underrepresented professionals in conservation. (2) The \$1 million Mellon Foundation grant for the Lemon Project and Highland that is accelerating William & Mary's study of its history of slavery. (3) A gift of art from Sybil Shainwald, with over one hundred works collected by women artists and about women. (4) \$10 million gift to establish the Veteran-to-Executive Transition program. Combine the gifts total \$30 million that advance diversity, equity, and inclusion, and address injustice.

The President said the university is also continuing to finalize fundraising for the Memorial to the Enslaved with plans to start construction late this year. The President said there is more to do to delivery on the university's values of belonging and inclusion.

The President reported the Rector charged her with establishing a working group on campus naming and renaming. The intent for this group is to identify and refine the principles the Board could use naming and potentially renaming buildings and structures on campus to create a more equitable and inclusive experience. The President expressed her gratitude to Dr. Warren Buck for chairing the working group and the speed for which they are moving ahead, their thoughtfulness, and engagement. The first update from the group is due in early August.

The President said that this fall the university will be focusing on improving pathways to and through William & Mary for undocumented students, first generation students, indigenous and low-income students. Also Vice Provost Steve Hanson is to work supporting the global community of international students. The President is looking for new programing that can be implemented this year.

The President said xenophobia, othering, us versus them thinking will not be tolerated. She expressed gratitude to the community for its awareness of these risks, bringing them forward and elevating them, and the dedication for standing against them.

Mr. Littel asked Sam Jones for an update on reopening. Mr. Jones said that however no

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Executive Committee Meeting – July 15, 2020

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matter whether students are back in the fall or not William & Mary will operate differently. He said that the primary goal of the COVID-19 Response Team is to support teaching and learning in an environment that mitigates risk to the health of student and employees through education, prevention, testing and tracing, and treatment, quarantine and isolation. Mr. Jones said there will be significant in-person instruction.

He also said co-curricular activities will occur, but at a different pace and scale. Drew Stelljes, of Student Affairs, and his team have set guidelines for co-curricular organizations to function. A fundamental guideline is each organization will be required to have their own COVID Response Plan.

Mr. Jones said the university continues to promote telework. He said the fall will be different from the spring in that there were very few people on campus in the spring whereas in the fall students will be back, faculty will be teaching in person, and the public facing nature of many services for the students, faculty, and staff will have to be in person. Mr. Jones said at the cabinet level they have reviewed all the functions and activities the university does to determine the flexibility to continue to telework or alter schedules where it makes sense and the nature of the work allows for it. He said they plan to provide guidance to staff in the next week on this topic.

A brief discussion ensued on how the COVID Response Team is working with Compliance and Equity on ADA related issues and communications.

Mr. Jones stated there will be robust testing protocols. The university is exceeding guidelines set by the CDC. William & Mary is working closely with other Virginia public institutions that have medical centers and offer prevalent knowledge around COVID.

Mr. Littel expressed his gratitude on behalf of the Board for all those that have been working on committees related to COVID planning. He also thanked Mr. Jones for moving into the role of COVID-19 Response Director. The Rector asked Mr. Jones to provide criteria in August for which the university would make the decision to change course. Mr. Jones responded by saying the university is data driven and a dashboard that will show the trends on campus as well as in surrounding areas is under development.

Mr. Littel called on Amy Sebring to provide a financial update. FY20 ended better than anticipated. The university generated over \$7 million net in savings during the fourth quarter by reducing spending and only hiring for essential positions. The state shortfall was also better than anticipated.

While FY20 ended better than expected FY21 still remains uncertain. Ms. Sebring said there are revenue risks and the university will be operating in a more costly environment. The university is continuing to monitor what its options are to meet challenges. Ms. Sebring stated the business model is complex for higher education and the university will need a multifaceted approach in terms of solutions for the coming year. Ms. Sebring said the university continues to work diligently on mitigating strategies for FY21.

Ms. Sebring said the university will begin to see final fall enrollment, and housing and dining

## MINUTES

Executive Committee Meeting – July 15, 2020

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numbers in early August. She also said there will likely be a special session of the General Assembly in late August. Ms. Sebring said that in early fall the university will be paying attention to the Virginia Treasury Board and Virginia College Board Authority meeting dates. Depending on the decisions the university makes around debt, the university may return to the Board with a resolution that will allow flexibility in using debt moving forward. She said that depending on what tool the university decides to use it may need to seek Virginia Treasury Board and Virginia College Board Authority approval.

A brief discussion ensued on how Sodexo will approach food service and follow VDH and CDC guidelines in the fall, and whether Ms. Sebring is hearing anything surprising or different regarding the magnitude of shortfalls for FY21 from her counterparts at other schools, and if the numbers are proportional.

Mr. Littel called on Financial Affairs Committee chair, Jim Hixon, to address a matter from the Board's May meeting. Mr. Hixon said that in Resolution 10 the Board adopted at the May meeting was approved at level funding. However, there was an error involving the St. Andrews Joint Degree Program which will need to be corrected.

Mr. Hixon called on Amy Sebring to explain the error in Resolution 10. Ms. Sebring stated that it was the Board's intention to hold tuition flat across the board but the Board materials did not reflect this request for the Joint Degree Program. The Resolution in May showed a slight increase from \$40,990 to \$42,220. Ms. Sebring said that in order for the Board to correct that they need to take action today recognizing that error and the intention to keep tuition flat.

Mr. Hixon made the following motion:

In reviewing the Board's actions in May, it has come to my attention that although the intent was to hold tuition flat for FY21 across all programs for all students, the schedule included in the board materials and approved by the Board in Resolution 10 inadvertently showed an increase for students participating in the joint degree program with the University of St. Andrews. I move the Board reverse the approved increase so that students in that program see no increase in tuition for the 2020-2021 academic year.

Motion was seconded by Secretary Barbara Johnson and approved by roll call vote conducted by Secretary to the Board Michael Fox. (**May 2020 Resolution – 10R appended**)

A brief discussion ensued about fees and whether they will be adjusted based on certain scenarios, and if some Federal funds have been reserved for student assistance this fall.

Mr. Littel called on Chon Glover to give an update on the activities of the Principles of Naming and Renaming (PNR) Working Group. Dr. Glover stated the Group is led by Dr. Warren Buck and is a committee of faculty, staff, students, and alumni who have the domain knowledge to deal with this complex issue. The Group is working intentionally and with deliberate speed, meeting twice a week, reviewing The Lemon Project Report and other documents.

Dr. Glover said that PNR has created a website with a comments portal for people to provide

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Executive Committee Meeting – July 15, 2020

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input and comments. PNR has also scheduled six Zoom Listening Sessions in the coming weeks. Dr. Glover said the Group hosted its first student Listening Session this past week and the next session will be July 20. The second session is for faculty and staff and will be held July 16, and another session for this constituency will be held July 22. The two remaining sessions are for Alumni and Friends and will be July 23 and 27. Dr. Glover stated the Listening Sessions were focusing on the first part of the PNRs charge of naming and renaming buildings, spaces and structures, and developing commemorative explanatory markers throughout campus.

Dr. Glover stated the Working Group's deliverables to the Board in the coming weeks include providing sound guiding principles and a process. The principles will allow the Board to move quickly, and as it has asked to, with respect to the remaining names. Dr. Glover said that while naming is important it is just the first step. Moving forward the Group wants to look at the systemic issues that exist on campus and examine them to make William & Mary a more hospitable and welcoming place for all. Dr. Glover said more will be shared at the Board Retreat.

A discussion ensued about the charges given to the PNR Working Group, what "landscape" means on campus (i.e. building names, department names, etc.), how Board members should engage, and structure of the Listening Sessions.

Faculty representative to the Board Tom Ward reported the Faculty Assembly held a Town Hall the day before the Board meeting with over 450 participants. Three takeaways from the Town Hall were (1) the faculty are seeking specifics in what the thresholds/criteria would be to transition the university back to remote learning, (2) how will the university manage compliance with regulations are in place, and (3) great concern for care for vulnerable populations. Mr. Ward thanked Sam Jones, Amy Sebring, and Chris Lee for participating in the Town Hall.

Staff Liaison, Arielle Newby, reported that the PPFA is currently in transition and will meet on July 20 to conduct officer elections. Mariellynn Maurer is the new President of PPFA. The Staff Assembly has hosted multiple virtual Water Cooler sessions which allows for engagement with staff. The first session focused on race and race relations, and current events surrounding race. The second session focused on how we move together, together. The third focused on COVID anxieties in returning to campus. Ms. Newby said the Staff Assembly recently held a retreat to discuss the events of last year and conduct a SWOT analysis. She also said the Assembly also continues to focus on outreach with Facilities Management.

Student representative to the Board Anthony Joseph reported that the Student Assembly has named representatives to Board Committees. Kyle Vasquez will serve on Institutional Advancement, Loni Wright will serve Administration, Buildings and Grounds, Graham Pfeiffer will serve on Student Experience, and Mr. Joseph said he will serve on Financial Affairs. There remains the selection of the Academic Affairs representative.

Mr. Joseph provided an update on student concerns regarding diversity and inclusion, and the pandemic. He stated that some concerns included transparency and clarity in

## MINUTES

Executive Committee Meeting – July 15, 2020

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communication; reoccurring diversity, equity and inclusion training for staff; support for the Diversity and Inclusion Office; standardize diversity, equity and inclusion practices across academic departments; staff equity and protection against discrimination and racism across campus; and strain between student body and surrounding police departments.

Mr. Joseph stated that concerns regarding the fall semester include (1) William & Mary community responsibility and enforcement of wearing masks, (2) off campus student life under COVID regulations, (3) balancing William & Mary academic rigor during the pandemic, (4) the possibility of an outbreak on campus, (5) vulnerability immunocompromised students, faculty and staff, specifically custodial and facilities management, and (6) anticipation for higher need of mental health resources for all students.

Mr. Littel said that he and Ms. Johnson recently met with several students and discussed their concerns and answered questions about the Board, he then called on Ms. Johnson to take the Board into closed session.

Secretary of the Board Barbara Johnson 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 assignment, appointment, performance and salaries of specific officers or employees, including the President, the Executive Leadership Team and the Department of Athletics; and
- Pursuant to Va. Code §2.2-3711.A.8 for consultation with legal counsel regarding specific personnel matters requiring legal advice.

Motion was seconded by Mr. Payne and approved by roll call vote conducted by Secretary to the Board Michael Fox. The Board of Visitors moved into Closed Session at 3:26 p.m.

At 4:16 p.m., the Board reconvened in open session. Secretary 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 Ms. Roday and approved by roll call vote conducted by Secretary to the Board Michael Fox, (Certification **Resolution** is appended)

Mr. Littel announced that there will be an Investment Subcommittee Meeting on July 24 via Zoom. He also stated that prior to the Retreat the Board will receive two emails: Presidents self-appraisals and goals, and a Board evaluation survey. He noted the Board Retreat will be in person in Williamsburg August 3-4. The Rector said he would be speaking to each of the members about the arrangement for the Retreat.

Mr. Littel said that there may be an additional Executive Committee meeting in August should anything need to be addressed prior to students returning to campus. The next regularly scheduled Board meeting is September 24-25. Fall Board meetings will be streamlined and made shorter.

**MINUTES**

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There being no further business, the Board adjourned at 4:19 p.m.

**WILLIAM & MARY**  
**FY21 TUITION AND FEE STRUCTURE**  
**FOR FULL- AND PART-TIME STUDENTS**

Consistent with tuition and fee authority granted to William & Mary in the Code of Virginia, the attached schedules for undergraduate, graduate, first professional, and special program tuition, student fees, and room and board are recommended for approval by the Board of Visitors.

The attached tuition and fee schedules recommend no increase to tuition or mandatory fees for all continuing students, regardless of academic program, degree level, or domicile status and include no increase for new, incoming students entering in Fall 2020.

The proposed tuition and fees are a departure from recent actions of the Board of Visitors, including the six-year plan adopted in September 2019 and the resolution adopted in November 2019 to increase in-state, undergraduate tuition by three percent for FY21. The recommendation to maintain tuition and fees at current level reflects the challenging economic conditions faced by students and their families as the state, nation, and world respond to the public health crisis created by the novel coronavirus (COVID-19) pandemic. Given the high level of uncertainty, the proposed tuition rates reflect recommendations for the upcoming academic year with the intention that the Board revisit future tuition recommendations in advance of the 2021-22 academic year.

The proposed rates for room and board reflect the expected maximum averages pending final evaluation of the university's housing and meal plan operations for the upcoming academic year.

WHEREAS, that the Board of Visitors of The College of William & Mary in Virginia, on the recommendation of the President, recognizes the significant financial impact many William & Mary students and their families face as a result of the unparalleled economic disruption caused by the COVID-19 pandemic,

WHEREAS, maintaining FY21 tuition and mandatory fees at current FY20 levels will result in no increase in these charges for the university's returning or incoming students;

BE IT RESOLVED, That the Board of Visitors of The College of William and Mary in Virginia approves the Tuition and Fees outlined in Tables 1-8 for FY21.

BE IT FURTHER RESOLVED, That Pursuant to Section 23.1-1301 A.5., Code of Virginia, the Board further delegates authority to the Provost and the Chief Operating Officer to establish: 1) average room and board rates at levels not to exceed the amounts specified herein, 2) course fees as needed to offset materials, supplies or additional course-specific costs not covered by general tuition and fees, and 3) special program fees for study abroad programs, online programs, certificate or other professional programs.

BE IT FURTHER RESOLVED, that this resolution supersedes Resolution 5 adopted by the Board of Visitors of The College of William & Mary in Virginia on November 22, 2019.

**TABLE 1. TUITION AND FEE SUMMARY  
UNDERGRADUATE PROGRAMS, BY RESIDENCY**

<b>UNDERGRADUATE, FULL-TIME</b>						
	<b>FY 2020</b>		<b>Proposed FY 2021</b>		<b>Dollar Change</b>	
	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>
<b>Tuition</b>						
Seniors	\$16,370	\$40,089	\$16,370	\$40,089	\$0	\$0
Juniors	17,434	40,089	17,434	40,089	0	0
Sophomores	17,434	40,089	17,434	40,089	0	0
New Students	N/A	40,089	17,434	40,089	N/A	0
<b>Standard Fees<sup>1</sup></b>						
General Fee (See Table 6 Detail)	4,619	4,619	4,619	4,619	0	0
Facility Fee (See Table 7 Detail)	1,439	1,439	1,439	1,439	0	0
Technology Fee	100	100	100	100	0	0
Student Faculty Fee	5	5	5	5	0	0
HEETF Fee	31	62	31	62	0	0
State Building Fee	N/A	540	N/A	540	N/A	0
<b>Subtotal, Standard Fees</b>	<b>6,194</b>	<b>6,765</b>	<b>6,194</b>	<b>6,765</b>	<b>0</b>	<b>0</b>
<b>Room and Board</b>						
Room, Wtd. Avg.	8,008	8,008	8,238	8,238	230	230
Board (19 meals)	4,968	4,968	5,118	5,118	150	150
<b>Subtotal, Room and Board<sup>2</sup></b>	<b>12,976</b>	<b>12,976</b>	<b>13,356</b>	<b>13,356</b>	<b>380</b>	<b>380</b>
<b>Total Cost</b>						
Seniors	<b>35,540</b>	<b>59,830</b>	<b>35,920</b>	<b>60,210</b>	<b>380</b>	<b>380</b>
Juniors	<b>36,604</b>	<b>59,830</b>	<b>36,984</b>	<b>60,210</b>	<b>380</b>	<b>380</b>
Sophomores	<b>36,604</b>	<b>59,830</b>	<b>36,984</b>	<b>60,210</b>	<b>380</b>	<b>380</b>
New Students	N/A	59,830	36,984	60,210	N/A	380
<b>UNDERGRADUATE, PART-TIME INCLUDING SUMMER SESSION(S)<sup>3</sup></b>						
<b>Tuition Per Credit Hour</b>						
<b>All Undergraduates, Part-Time</b>	<b>\$425</b>	<b>\$1,278</b>	<b>\$425</b>	<b>\$1,278</b>	<b>\$0</b>	<b>\$0</b>

**Notes:**

<sup>1</sup> Course specific or program specific fees may also apply.

<sup>2</sup> Room and Board rates represent maximum expected averages. These rates will be evaluated as we solidify housing options and meal plan rates for the fall.

<sup>3</sup> FY 2021 part-time and summer session tuition rates are effective August 16, 2020 unless otherwise noted.

**TABLE 2. TUITION AND FEE SUMMARY  
GRADUATE PROGRAMS, BY RESIDENCY**

<b>GRADUATE (M.A., M.S., M.Ed., Ph.D., Ed.D), FULL-TIME</b>						
	<b>FY 2020</b>		<b>Proposed FY 2021</b>		<b>Dollar Change</b>	
	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>
<b><i>Tuition</i></b>						
Arts & Science/Education/VIMS	\$10,516	\$28,305	\$10,516	\$28,305	\$0	\$0
Master of Public Policy (M.P.P.)	22,000	32,000	22,000	32,000	0	0
<b><i>Standard Fees<sup>1</sup></i></b>						
General Fee (See Table 6 Detail)	4,619	4,619	4,619	4,619	0	0
Technology Fee	100	100	100	100	0	0
Student Faculty Fee	5	5	5	5	0	0
HEETF Fee	31	62	31	62	0	0
State Building Fee	N/A	540	N/A	540	N/A	0
<b>Subtotal, Standard Fees</b>	<b>4,755</b>	<b>5,326</b>	<b>4,755</b>	<b>5,326</b>	<b>0</b>	<b>0</b>
<b><i>Graduate Program Fees</i></b>						
Arts & Sciences/Education/VIMS						
Facility Fee	1,169	1,169	1,169	1,169	0	0
<b><i>Total Tuition and Fees, By Program</i></b>						
Arts & Sciences/Education/VIMS (M.A., M.S., M.Ed., Ph.D., Ed.D)	16,440	34,800	16,440	34,800	0	0
Master of Public Policy (M.P.P.)	27,924	38,495	27,924	38,495	0	0
<b><i>GRADUATE, PART-TIME INCLUDING SUMMER SESSION(S)<sup>2</sup></i></b>						
<b><i>Tuition, Per Credit Hour</i></b>						
Graduate, Part-Time in Arts & Sciences/Education/VIMS	\$585	\$1,383	\$585	\$1,383	\$0	\$0

<sup>1</sup> Course specific or program specific fees may also apply.

<sup>2</sup> FY 2021 part-time and summer session tuition rates are effective August 16, 2020 unless otherwise noted.

**TABLE 3. TUITION AND FEE SUMMARY - TRADITIONAL PROGRAMS  
SCHOOL OF LAW, BY RESIDENCY**

<b>LAW (J.D., LL.M.,S.J.D.), FULL-TIME</b>						
	<b>FY 2020</b>		<b>Proposed FY 2021</b>		<b>Dollar Change</b>	
	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>
<b><i>Tuition</i></b>						
Juris Doctor (J.D.)	\$28,723	\$37,152	\$28,723	\$37,152	\$0	\$0
Master of Law (LL.M.)	28,723	37,152	28,723	37,152	0	0
Doctor of Juridical Science (S.J.D.)	28,723	37,152	28,723	37,152	0	0
<b><i>Standard Fees</i><sup>1</sup></b>						
General Fee (See Table 6 Detail)	4,619	4,619	4,619	4,619	0	0
Technology Fee	100	100	100	100	0	0
Student Faculty Fee	5	5	5	5	0	0
HEETF Fee	31	62	31	62	0	0
State Building Fee	N/A	540	N/A	540	N/A	0
<b>Subtotal, Standard Fees</b>	<b>4,755</b>	<b>5,326</b>	<b>4,755</b>	<b>5,326</b>	<b>0</b>	<b>0</b>
<b><i>Law School Fees</i></b>						
Law Facility Fee	922	922	922	922	0	0
Law North Wing Building Fee	230	230	230	230	0	0
Law Library Building Fee	340	340	340	340	0	0
Law Printing/Activity Fee	30	30	30	30	0	0
<b><i>Total Tuition and Fees, by Program</i></b>						
Juris Doctor (J.D.)	35,000	44,000	35,000	44,000	0	0
Master of Law (LL.M.)	35,000	44,000	35,000	44,000	0	0
Doctor of Juridical Science (S.J.D.)	35,000	44,000	35,000	44,000	0	0
<b><i>LAW, PART-TIME INCLUDING SUMMER SESSION(S)<sup>2</sup></i></b>						
<b><i>Tuition, Per Credit Hour</i></b>						
<b>Law, Part-Time</b>	<b>\$847</b>	<b>\$1,251</b>	<b>\$847</b>	<b>\$1,251</b>	<b>\$0</b>	<b>\$0</b>

<sup>1</sup> Course specific or program specific fees may also apply.

<sup>2</sup> FY 2021 part-time and summer session tuition rates are effective August 16, 2020 unless otherwise noted.

**TABLE 4. TUITION AND FEE SUMMARY**  
**SCHOOL OF BUSINESS, BY RESIDENCY**

<b>BUSINESS (MAcc, MBA, MSBA), FULL-TIME</b>						
	<b>FY 2020</b>		<b>Proposed FY 2021</b>		<b>Dollar Change</b>	
	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>	<b>In-State</b>	<b>Out-of-State</b>
<b><i>Tuition</i></b>						
Master of Accountancy (MAcc)	\$28,200	\$38,600	\$28,200	\$38,600	\$0	\$0
Master of Business Administration (MBA)	28,100	38,520	28,100	38,520	0	0
Master of Science in Business Analytics	36,000	42,700	36,000	42,700	0	0
<b><i>Standard Fees<sup>1</sup></i></b>						
General Fee	4,619	4,619	4,619	4,619	0	0
Technology Fee	100	100	100	100	0	0
Student Faculty Fee	5	5	5	5	0	0
HEETF Fee	31	62	31	62	0	0
State Building Fee	N/A	540	N/A	540	N/A	0
<b>Subtotal, Standard Fees</b>	<b>4,755</b>	<b>5,326</b>	<b>4,755</b>	<b>5,326</b>	<b>0</b>	<b>0</b>
<b><i>Business School Fees</i></b>						
Business Facility Fee	1,192	1,192	1,192	1,192	0	0
Business Printing Fee	100	100	100	100	0	0
Business Program/Support Fee	601	600	601	600	0	0
<b><i>Total, Tuition and Fees, by Program</i></b>						
Master of Accountancy (MAcc)	34,848	45,818	34,848	45,818	0	0
Master of Business Administration (MBA)	34,748	45,738	34,748	45,738	0	0
Master of Science in Business Analytics (MSBA)	42,648	49,918	42,648	49,918	0	0
<b><i>GRADUATE AND PROFESSIONAL, PART-TIME INCLUDING SUMMER SESSION(S)<sup>2</sup></i></b>						
<b><i>Tuition, Per Credit Hour</i></b>						
<b>Business, Flex MBA</b>	<b>\$875</b>	<b>\$1,275</b>	<b>\$875</b>	<b>\$1,275</b>	<b>\$0</b>	<b>\$0</b>

<sup>1</sup> Course specific or program specific fees may also apply.

<sup>2</sup> FY 2021 part-time and summer session tuition rates are effective August 16, 2020 unless otherwise noted.

**TABLE 5. TUITION AND FEE SUMMARY - SPECIAL RATE PROGRAMS**

<b>TOTAL PROGRAM COST INCLUDING TUITION AND FEES</b>				
	Description	<b>FY 2020</b>	<b>Proposed FY 2021</b>	<b>Dollar Change</b>
Business - Executive Master of Business Administration (EMBA)	Five Semester Cohort Program	\$98,900	\$98,900	\$0
Business - Military Master of Business Administration (MGJW)	14 Month Cohort Program	42,000	42,000	0
Global Business Minor Program	Undergraduate Summer Program	17,990	17,990	0
St. Andrews Joint Degree Program (Bachelor of Arts) <sup>1</sup>	Four-Year Undergraduate Dual Degree Program	40,990	40,990	0
<b>TOTAL PROGRAM TUITION ONLY</b>				
Arts & Sciences - Classical Studies (CLST)	13 Credit Hour Certificate Program Per Semester Cost (In-state)	3,000	3,000	0
	Per Semester Cost (out-of-state)	6,000	6,000	0
Study Abroad Programs (Eight credit hours or less) <sup>3</sup>	Short programs offered typically during the Summer terms, awarding W&M credit	1,200	1,200	0
Study Abroad Programs (More than eight credit hours) <sup>3</sup>	Longer programs typically offered during the Fall or Spring semesters, awarding W&M credit	2,200	2,200	0
<b>PER CREDIT HOUR TUITION</b>				
Business - On-line Master of Business Administration (OMBA)	49 credit hours required over two years	1,300	1,300	0
Business - On-line Master of Science in Business Analytics (MSBA)	Pre-requisite courses	800	800	0
Business - On-line Master of Science in Business Analytics (MSBA)	Core Program courses	1,300	1,300	0
Business - On-line Master in Marketing	Core Program courses	0	1,125	1,125
Arts & Sciences - Geospatial Information Systems (GIS) Post-Baccalaureate Program	15 credit hour Certificate Program	560	560	0
Education - Online MEd in Counseling	60 credit hour Program	665	665	0
Education - Executive Doctorate of Education (E-EdD)	48 credit hours required over two and a half years	950	950	0

**Notes:**

<sup>1</sup> W&M students pay \$40,990 per academic year in tuition regardless of domicile status. Fees are assessed based on the home institution regardless of where the student is studying that year. The location of the student's first year of study is the home institution.

<sup>2</sup> Prior year DC Summer program was at regular per credit rates, will be flat program fee moving forward.

<sup>3</sup> Does not include program-specific costs related to non-educational aspects of the program for any study abroad program.

**TABLE 6. GENERAL FEE COMPONENTS**

	FY 2020	Proposed FY 2021	Dollar Change
<b>AUXILIARY SERVICES</b>			
Health & Wellness	612	612	\$0
Integrative Wellness Center	37	37	0
Bus Service/Transportation	66	66	0
Student Unions	387	387	0
Kaplan Arena Operations	365	365	0
General Auxiliary	235	235	0
Telecom/Networking	293	293	0
PC Maintenance	46	46	0
Intercollegiate Athletics	2,002	2,002	0
Tennis Center	22	22	0
ID Office	34	34	0
<b><i>Subtotal, Auxiliary Services</i></b>	<b><i>4,099</i></b>	<b><i>4,099</i></b>	<b><i>0</i></b>
<b>STUDENT ACTIVITIES</b>			
Green Fee	43	43	\$0
Cultural Fee	48	48	0
Student Activities	98	98	0
Student Affairs	22	22	0
Campus Recreation	173	173	0
Recreational Center	136	136	0
<b><i>Subtotal, Student Activities</i></b>	<b><i>520</i></b>	<b><i>520</i></b>	<b><i>0</i></b>
<b><i>TOTAL GENERAL FEE</i></b>	<b><i>4,619</i></b>	<b><i>4,619</i></b>	<b><i>0</i></b>

**TABLE 7. UNDERGRADUATE FACILITY FEE**

	<b>FY 2020</b>	<b>Proposed FY 2021</b>	<b>Dollar Change</b>
Athletic Facilities 1	\$42	\$42	\$0
Athletic Facilities 2	21	21	0
Cooling Tower 1	120	120	0
Cooling Tower 2	117	117	0
Integrated Science Center <sup>1</sup>	220	86	(134)
Integrative Wellness Center	120	120	0
Kaplan Hall 2	16	16	0
Laycock Center	22	22	0
Sadler West	164	304	140
School of Business	270	265	(5)
School of Ed	27	26	(1)
Student Rec Ctr	123	123	0
Utility Improvements	49	49	0
West Utilities	128	128	0
<b>TOTAL FACILITY FEE</b>	<b>\$1,439</b>	<b>\$1,439</b>	<b>\$0</b>

<sup>1</sup> ISC facility fee decreased to offset Sadler West increase. The fund supporting this debt service has enough cash to manage this decrease for one year to keep fees flat. Fee will need to increase back to current levels in FY 22.

**TABLE 8. MISCELLANEOUS STUDENT FEES**

	<b>FY 2020</b>	<b>Proposed FY 2021</b>	<b>Dollar Change</b>
Undergraduate Application Fee	\$75	\$75	\$0
Graduate Continuous Enrollment Fee (Per Semester)	150	150	0
Graduation Fee	145	145	0
New Students & Family Program Fee	349	349	0
Summer Comprehensive Fee	55	55	0
Summer Registration Fee	25	25	0
International Student Orientation Fee	130	130	0
International Student Service Fee	65	65	0
International Visiting Scholar Fee	300	300	0
Applied Music Fee (per credit hour)	425	425	0
Study Abroad Registration Fee	75	75	0
Study Abroad Registration Fee - Exchange & Third Party	375	375	0
Non-W&M NIAHD Program Fee	750	750	0
<b><i>Arts &amp; Sciences</i></b>			
Graduate Application Fee	50	50	0
CLAST Certificate Application Fee	70	70	0
GIS Certificate Application Fee	75	75	0
Master of Public Policy Student Activity Fee	400	400	0
<b><i>Law School</i></b>			
Application Fee	50	50	0
Intense American Law Summer Course Fee	2,450	2,450	0
Intense ESL Summer Course Fee	2,450	2,450	0
<b><i>School of Education</i></b>			
Application Fee	50	50	0
Live Text Fee	115	115	0
<b><i>School of Business</i></b>			
Application Fee	100	100	0
Application Fee - Global Business Minor	75	75	0
Undergraduate Business Major Fee (per year)	5,000	5,000	0
Undergraduate Business Minor Fee (per year)	2,500	2,500	0
Flex MBA Orientation Fee	300	300	0
MAcc Orientation Fee (in-state)	450	450	0
MAcc Orientation Fee (out-of-state)	450	450	0
MBA Orientation Fee	550	550	0
MSBA Orientation Fee (in-state)	200	200	0
MSBA Orientation Fee (out-of-state)	200	200	0
Pre-MBA Accounting Boot Camp Fee	225	225	0
Pre-MBA Quantitative Tools Boot Camp Fee	225	225	0
MAcc Pre-Requisites (in-State per credit hour)	875	875	0
MAcc Pre-Requisites (out-of-State per credit hour)	1,275	1,275	0
MSBA Pre-Requisites (in-state per credit hour)	250	250	0
MSBA Pre-Requisites (out-of-state per credit hour)	250	250	0
OMBA Residency Fee	600	600	0
<b><i>DC Center</i></b>			
DC Semester Program Fee	500	500	0
DC Summer Institute Fee	250	250	0
DC Summer Prequel Course Fee	250	150	(100)
DC Winter Institute Program Fee	2,500	2,500	0

Board of Visitors

July 15, 2020

**Resolution EC - 1**

**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;

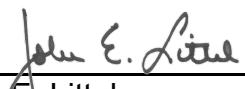
**NOW, THEREFORE, BE IT RESOLVED**, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this 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: 7

NAYS: 0

**ABSENT DURING CLOSED SESSION:**

  
John E. Littel  
Chair  
Executive Committee

# WILLIAM & MARY

COMMITTEE ON ADMINISTRATION, BUILDINGS AND GROUNDS  
SEPTEMBER 24, 2020  
1:00 – 2:00 P.M.  
ALUMNI HOUSE – LEADERSHIP HALL

WILLIAM H. PAYNE II, CHAIR  
J.E. LINCOLN SAUNDERS, VICE CHAIR  
SUE H. GERDELMAN, VICE CHAIR

I.	Introductory Remarks	Mr. Payne
II.	Approval of Minutes	
	A. February 6, 2020	
III.	University's Building Official Report – <i>pre-read</i>	David W. Rudloff
IV.	Virginia Institute of Marine Science Report	John T. Wells
V.	Chief Operating Officer Report and Introduction of the Interim Chief Facilities Officer	Amy S. Sebring
VI.	Action Items	
	A. Designation of the Building Official	<b>Resolution <u>5</u></b>
	B. Declaring the Intention to Reimburse the Cost of Certain Expenditures	<b>Resolution <u>6</u></b>
	C. 2020 9(c) Revenue Bond Program Participation	<b>Resolution <u>7</u></b>
VII.	Closed Session (if necessary)	
VIII.	Discussion	
IX.	Adjourn	

**MINUTES**  
**Committee on Administration, Buildings and Grounds**  
**February 6, 2020**  
**Board Room – Blow Memorial Hall**

Attendees: William H. Payne II, Chair; Warren W. Buck III, Vice Chair (via telephone); James A Hixon; Barbara L. Johnson; J.E. Lincoln Saunders, faculty committee representative Chris Abelt, and student representative Jeremy Simmons. Board members present: Rector John E. Littel, Victor Branch, S. Douglas Bunch, Charles E. Poston, Lisa E. Roday, Karen Kennedy Schultz, faculty representative Catherine A. Forestell. Others in attendance: President Katherine Rowe, Virginia Ambler, Kent Erdahl, Michael Fox, Samantha Huge, David Rudloff, Sam Jones, Jeremy Martin, Sarah Melchior, Carrie Nee, Amy Sebring, Dean Kate Conley, Dean John Wells, staff liaison Joseph W. Wheeless IV, Brian Whitson, Sandra Wilms and other university staff.

Mr. Payne called the meeting to order at 9:45 a.m. He advised that Warren Buck was in Washington state and unable to attend this meeting. He requested to participate by phone. The Board *Bylaws* set forth the procedure to be followed if a member would like to fully participate in the meeting but cannot be present. Therefore, noting compliance with the *Bylaws*, Mr. Payne asked for a motion that the Committee on Administration, Buildings and Grounds approve the remote participation of Warren Buck by telephone. Motion was made by Mr. Hixon, seconded by Ms. Johnson, and approved by voice vote of the Committee. Mr. Payne welcomed Mr. Buck to the meeting.

Mr. Payne briefly reviewed the agenda and noted the Committee had only one resolution to consider – approval of an electrical easement along Monticello Avenue.

Recognizing that a quorum was present, Mr. Payne asked for a motion to approve the minutes from the meeting of November 21, 2019. Motion was made by Mr. Hixon, seconded by Ms. Johnson and approved by voice vote of the Committee.

Mr. Payne noted that the Building Official report and capital outlay progress reports for William & Mary and VIMS were provided to the Committee as pre-reads. Mr. Payne called on Dean John Wells for a VIMS update. Dean/Director Wells provided an update of the Governor's 2020-2022 capital budget recommendations for VIMS.

The Chair called on Senior Vice President for Finance and Administration Sam Jones. Mr. Jones provided an update of the Governor's 2020-2022 capital budget recommendations for William & Mary.

Following discussion, Mr. Jones reviewed **Resolution 16**, Resolution to Approve Demolition of Hughes Hall, Munford Hall, and the Galt Houses. After discussion. Mr. Payne asked for a motion to approve **Resolution 16**. Motion was made by Mr. Hixon, seconded by Mr. Buck and approved by voice vote of the Committee.

There being no further business, the Committee adjourned at 10:20 a.m.

**WILLIAM & MARY  
DESIGNATION OF THE BUILDING OFFICIAL**

**WHEREAS**, Under Section VII of Exhibit G of the university's 2006 Management Agreement with the Commonwealth of Virginia as amended in 2009 and 2013 requires that the university designate a building official responsible for code compliance and permits the university to either use the services of the Department of General Services, Division of Engineering and Buildings (DEB) to perform that function or to hire an individual to serve as the College Building Official overseeing a review unit of licensed professional staff; and

**WHEREAS**, DEB serves as the Building Official for construction on state property throughout the Commonwealth and is fully staffed to readily accommodate the ebbs and flows of design and construction; and

**WHEREAS**, in September 2019, the Senior Vice President for Finance and Administration recommended that the university evaluate whether there would be efficiencies and economies of scale created by using the services of DEB to perform code compliance for university construction projects; and

**WHEREAS**, the Board of Visitors adopted Resolution 25 on September 27, 2019 authorizing the university to use DEB as the university's Building Official on certain construction projects to assess current turnaround times using that operation; and

**WHEREAS**, in a comparison of average turnaround times for review of preliminary design and working drawings, the DEB typical review was 50% faster than the turnaround times the university experiences under in-house review; and

**WHEREAS**, based on the annual report of the Chief Operating Officer, the Board of Visitors acknowledges that use of DEB will streamline the building design and construction process, ultimately reducing costs related to capital renovation and construction;

**NOW, THEREFORE BE IT RESOLVED**, That the Board of Visitors authorizes the President of the University to designate the Division of Engineering and Buildings as the Building Official for the university.

**RESOLUTION OF THE BOARD OF VISITORS OF  
THE COLLEGE OF WILLIAM AND MARY IN VIRGINIA  
DECLARING THE INTENTION TO REIMBURSE  
THE COST OF CERTAIN EXPENDITURES**

**WHEREAS**, THE COLLEGE OF WILLIAM AND MARY IN VIRGINIA (the “Institution”) has undertaken the construction of its RENOVATE DORMITORIES, 204-18218 (the “Project”); and

**WHEREAS**, The Institution has made or will make expenditures (the “Expenditures”) in connection with the Project; and

**WHEREAS**, The Institution may determine that the funds advanced and to be advanced to pay Expenditures will be reimbursed to the Institution from the proceeds of one or more obligations to be issued by or on behalf of the Institution (the “Indebtedness”).

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF  
VISITORS OF THE INSTITUTION:**

1. The Board of Visitors of the Institution hereby adopts this declaration of official intent under Treasury Regulations Section 1.150-2 and declares that the Institution intends to reimburse itself, in accordance with such Section 1.150-2, with the proceeds of Indebtedness for Expenditures made on, after or within 60 days prior to the date of the adoption of this Resolution with respect to the Project, except that Expenditures made more than 60 days prior to the date hereof may be reimbursed as to certain *de minimis* or preliminary expenditures described in Treasury Regulations Section 1.150-2(f) and as to other expenditures permitted under applicable Treasury Regulations.
2. The maximum principal amount of Indebtedness expected to be issued for the Project is \$ 9,000,000 for this authorization (plus \$2,500,000 authorized in 2019 and a remaining authorization balance of \$2,850,000 to be used in the future).
3. This Resolution shall take effect immediately upon its adoption.

Adopted: \_\_\_\_\_

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Barbara L. Johnson  
Secretary of the Board of Visitors

**RESOLUTION OF THE BOARD OF VISITORS OF  
THE COLLEGE OF WILLIAM AND MARY IN VIRGINIA  
2020 9(c) REVENUE BOND PROGRAM PARTICIPATION**

**WHEREAS**, there have been passed by the General Assembly of Virginia and signed by the Governor acts entitled “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2020” (the “2020 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2019” (the “2019 Act”) “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2018” (the “2018 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2017” (the “2017 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2016” (the “2016 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2015” (the “2015 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2014” (the “2014 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2013” (the “2013 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2012” (the “2012 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2011” (the “2011 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2010” (the “2010 Act”), “Commonwealth of Virginia Parking Facilities Bond Act of 2009” (the “2009 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2009” (the “2009 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2008” (the “2008 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2007” (the “2007 Act”), and “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2006” (the “2006 Act” and, together with the 2007 Act, 2008 Act, 2009 Acts, 2010 Act, 2011 Act, 2012 Act, 2013 Act, 2014 Act, 2015 Act, 2016 Act, 2017 Act, 2018 Act, 2019 Act and the 2020 Act, the “Acts”);

**WHEREAS**, pursuant to the Acts, the Treasury Board of the Commonwealth of Virginia (the “Treasury Board”) is authorized, by and with the consent of the Governor, to sell and issue bonds or bond anticipation notes of the Commonwealth of Virginia (the “Commonwealth”) for the purpose of providing funds, together with other available funds, for paying the cost of acquiring, constructing, renovating, enlarging, improving and equipping certain revenue-producing capital projects at certain institutions of higher learning of the Commonwealth and for paying issuance costs, reserve funds and other financing expenses (the “Financing Expenses”), all in accordance with the provisions of Section 9(c) of Article X of the Constitution of Virginia;

**WHEREAS**, for The College of William and Mary in Virginia (the “Institution”), such revenue-producing capital projects include **Renovate Dormitories (project code 204-18100) and Renovate Dormitories (project code 204-18218)** (each individually, a “Project” and, collectively, the “Projects”); and

**WHEREAS**, the Treasury Board is proposing to sell and issue bonds or bond anticipation notes pursuant to the Acts for such revenue-producing capital projects, in one or more series;

**NOW, THEREFORE, BE IT RESOLVED** BY THE RECTOR AND VISITORS OF THE COLLEGE OF WILLIAM AND MARY IN VIRGINIA:

Section 1. The Board of Visitors of the Institution (the “Board”) requests the Treasury Board to sell and issue bonds (the “Bonds”) or bond anticipation notes (“BANs”) in an aggregate principal amount not to exceed § 20,000,000 to finance all or a portion of the costs of each Project plus Financing Expenses (for each individual Project, the “Individual Project Bonds” or “Individual Project Notes” and, collectively, the “Individual Project Borrowing” and for all Projects, the “Project Bonds” or “Project Notes” and, collectively, the “Project Borrowings”). The Individual Project Borrowings will be identified by amount by the State Treasurer upon issuance of any Bonds or BANs.

Section 2. With respect to each Project, the Board (a) covenants to fix, revise, charge and collect a room rent fee and other rates, fees and charges, for or in connection with the use, occupation and services of such Project and (b) pledges such rates, fees and charges remaining after payment of (i) the expenses of operating such Project and (ii) the expenses related to all other activities funded by the room rent fee (“Individual Project Net Revenues”) to the payment of the principal of, premium, if any, and interest on the Individual Project Borrowing relating thereto. The Board further covenants that it will fix, revise, charge and collect such rates, fees and charges in such amounts so that Individual Project Net Revenues will at all times be sufficient to pay, when due, the principal of, premium, if any, and interest on the related Individual Project Borrowing and on any other obligations secured by such Individual Project Net Revenues (such payments collectively the “Required Payments”). Each Individual Project Borrowing shall be secured on a parity with other obligations secured by the Individual Project Net Revenues relating to such Individual Project Borrowing (other than any obligations secured by a prior right in Individual Project Net Revenues). Any Individual Project Net Revenues pledged herein in excess of the Required Payments for an Individual Project Borrowing may be used by the Institution for any other lawful purpose.

Section 3. It is hereby found, determined and declared that, based upon responsible

engineering and economic estimates and advice of appropriate officials of the Institution, as shown on the Financial Feasibility Studies attached hereto as Exhibits A and B, with respect to each Project, the anticipated Individual Project Net Revenues pledged herein will be sufficient to pay the Required Payments for such Project so long as the aggregate amount of net debt service on the Individual Project Borrowing for such Project actually payable in any bond year does not exceed the amounts assumed in the Financial Feasibility Study relating thereto.

Section 4. The Board covenants that the Institution will furnish the Treasury Board its general purpose financial statements, within 30 days of their issuance and receipt, audited by a firm of certified public accountants or the Auditor of Public Accounts which shall include a schedule of revenues and expenditures for auxiliary enterprise systems. If Individual Project Net Revenues for any Project are insufficient to pay Required Payments for such Project during such period, the Institution shall provide evidence of a plan to generate Individual Project Net Revenues for such Project sufficient to make such Required Payments in the future.

Section 5. The Board covenants that so long as any of the Project Notes are outstanding, the Institution will pay to the State Treasurer, not less than 30 days before each interest payment date, an amount estimated by the State Treasurer to be due and payable on such date as interest on the Project Notes. The Board covenants that so long as any of the Project Bonds are outstanding, the Institution will pay to the State Treasurer, not less than 30 days before each interest or principal payment date, the amount certified by the State Treasurer to be due and payable on such date as principal of, premium, if any, and interest on the Project Bonds.

Section 6. The Board covenants that the Institution will pay from time to time its proportionate share of all expenses incurred in connection with the sale and issuance of any series of Bonds that includes Project Bonds or Project Notes and all expenses thereafter incurred in connection

with the Bonds, including without limitation the expense of calculating any rebate to the United States of the earnings derived from the investment of gross proceeds of the Bonds, all as certified by the State Treasurer to the Institution.

Section 7. The Board covenants that the Institution will not take or omit to take any action the taking or omission of which will cause the Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, including regulations issued pursuant thereto (the “Code”), or otherwise cause interest on the Bonds to be includable in the gross income of the owners thereof for federal income tax purposes under existing laws. Without limiting the generality of the foregoing, the Institution will pay from time to time its proportional share of any rebate to the United States of the earnings derived from the investment of the gross proceeds of the Bonds.

Section 8. The Board covenants that the Institution will proceed with due diligence to undertake and complete the Projects and that the Institution will spend all of the available proceeds derived from the sale of the Project Borrowings for costs associated with the Projects and appropriated for the Projects by the General Assembly.

Section 9. The Board covenants that the Institution will not permit the proceeds of each Individual Project Borrowing to be used in any manner that would result in (a) 5% or more of such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds being used with respect to any output facility within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any persons other than a governmental unit, as provided in Section 141(c) of the Code. The Institution need not comply with such covenants if the Institution obtains the written approval of the State Treasurer and an opinion of

nationally recognized bond counsel acceptable to the Treasury Board that such covenants need not be complied with to prevent the interest on the Bonds from being includable in the gross income of the owners thereof for federal income tax purposes.

Section 10. The Board covenants that for so long as any of the Bonds are outstanding the Institution will not enter into any operating lease, management contract or similar agreement with any person or entity, other than a state or local governmental unit, for all or any portion of any of the Projects without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that entering into such agreement will not cause the interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 11. The Board covenants that for so long as any of the Bonds are outstanding, the Institution will not sell or dispose of all or any part of any of the Projects without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such sale or disposition will not cause interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 12. The officers of the Institution are authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the sale and issuance of the Bonds.

Section 13. The Board acknowledges that the Treasury Board will rely on the representations and covenants set forth herein in issuing the Bonds, that such covenants are critical to the security for the Bonds and the exclusion of the interest on the Bonds from the gross income of the owners thereof for federal income tax purposes, that the Board will not repeal, revoke, rescind or amend any of such covenants without first obtaining the written approval of the Treasury Board, and that such covenants

Board of Visitors

Resolution 7

September 24-25, 2020

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will be binding upon the Board so long as any of the Bonds are outstanding.

Section 14. This resolution shall take effect immediately.

The undersigned Secretary of the Board of Visitors of THE COLLEGE OF WILLIAM AND MARY IN VIRGINIA does hereby certify that the foregoing is a true and correct copy of a resolution adopted at a meeting of the Board of Visitors of THE COLLEGE OF WILLIAM AND MARY IN VIRGINIA duly convened and held on September 24-25, 2020 at which a quorum was present and voting, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of \_\_\_\_\_

the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

Secretary, Board of Visitors of The College of  
William & Mary in Virginia

**Exhibit A**  
**18100 Financial Feasibility Study – 11.4.19**

Financial Feasibility Study - Part II									
Spreadsheet 1 - Cost Components									
William & Mary (204)									
Improvements: Renovate dormitories (18100)									
	Debt Service	Principal	Interest	Reserve Fund Payment	Reserve Fund Balance	Total Debt Service	Annual Expenses	Non Recurring Initial Outlays	Total Cost
2020									0
1 2021	780,194	402,080	378,114	78,019	78,019	858,213	0	0	858,213
2 2022	780,194	415,630	364,564	78,019	157,599	858,213	0	0	858,213
3 2023	780,194	429,636	350,557	78,019	238,770	858,213	0	0	858,213
4 2024	780,194	444,115	336,078	78,019	321,565	858,213	0	0	858,213
5 2025	780,194	459,082	321,112	78,019	406,016	858,213	0	0	858,213
6 2026	780,194	474,553	305,641	78,019	492,156	858,213	0	0	858,213
7 2027	780,194	490,545	289,648	78,019	580,018	858,213	0	0	858,213
8 2028	780,194	507,077	273,117	78,019	669,638	858,213	0	0	858,213
9 2029	780,194	524,165	256,028	78,019	761,050	858,213	0	0	858,213
10 2030	780,194	541,830	238,364	78,019	854,290	858,213	0	0	858,213
11 2031	780,194	560,089	220,104	78,019	949,395	858,213	0	0	858,213
12 2032	780,194	578,964	201,229	78,019	1,046,403	858,213	0	0	858,213
13 2033	780,194	598,475	181,718	75,597	1,122,000	855,791	0	0	855,791
14 2034	780,194	618,644	161,550	0	1,122,000	780,194	0	0	780,194
15 2035	780,194	639,492	140,701	0	1,122,000	780,194	0	0	780,194
16 2036	780,194	661,043	119,150	0	1,122,000	780,194	0	0	780,194
17 2037	780,194	683,320	96,873	0	1,122,000	780,194	0	0	780,194
18 2038	780,194	706,348	73,845	0	1,122,000	780,194	0	0	780,194
19 2039	780,194	730,152	50,041	0	1,122,000	780,194	0	0	780,194
20 2040	780,194	754,758	25,435	0	1,122,000	780,194	0	0	780,194
21 2041	0	0	0	0	0	0	0	0	0
22 2042	0	0	0	0	0	0	0	0	0
23 2043	0	0	0	0	0	0	0	0	0
24 2044	0	0	0	0	0	0	0	0	0
25 2045	0	0	0	0	0	0	0	0	0
26 2046	0	0	0	0	0	0	0	0	0
27 2047	0	0	0	0	0	0	0	0	0
28 2048	0	0	0	0	0	0	0	0	0
29 2049	0	0	0	0	0	0	0	0	0
30 2050	0	0	0	0	0	0	0	0	0
	15,603,873	11,220,000	4,383,873	1,011,830		16,615,702	0	0	16,615,702
PV @3.37%	11,220,000			808,862		12,028,862	0	0	12,028,862
<b>(1) DEBT INFORMATION</b>									
Borrowing Year		2020							
Amount Borrowed		11,220,000	Includes cost of issuance						
Borrowing Rate		3.37%							
Term (Years)		20							
Reinvestment Rate		2.00%							
Reserve Fund Target		1,122,000							
<b>(2) ANNUAL OPERATING EXPENSES</b>									
Personal Services							0		
Contractual Services							0		
Supplies and Materials							0		
Indirect Cost							0		
Utilities							0		
Equipment							0		
Other							0		
Total Annual Expenses							0		
*Renovations - no impact to annual operating expenses									

Financial Feasibility Study - Part II Spreadsheet 2 - Revenue Components William & Mary (204) Improvements: Renovate dormitories (18100)																																													
	Part Time User Fees	Other Student Fees	Indirect Cost Recoveries	Revenue From Operations	Institutional Reserves	Retirement of Existing Debt	Other	Total Revenues																																					
2020																																													
2021	782,750	0	0	0	0	0	0	782,750																																					
2022	782,750	0	0	0	0	0	0	782,750																																					
2023	782,750	0	0	0	0	0	0	782,750																																					
2024	782,750	0	0	0	0	0	0	782,750																																					
2025	782,750	0	0	0	0	0	0	782,750																																					
2026	782,750	0	0	0	0	0	0	782,750																																					
2027	782,750	0	0	0	0	0	0	782,750																																					
2028	782,750	0	0	0	0	0	0	782,750																																					
2029	782,750	0	0	0	0	0	0	782,750																																					
2030	782,750	0	0	0	0	0	0	782,750																																					
2031	782,750	0	0	0	0	0	0	782,750																																					
2032	782,750	0	0	0	0	0	0	782,750																																					
2033	782,750	0	0	0	0	0	0	782,750																																					
2034	782,750	0	0	0	0	0	0	782,750																																					
2035	782,750	0	0	0	0	0	0	782,750																																					
2036	782,750	0	0	0	0	0	0	782,750																																					
2037	782,750	0	0	0	0	0	0	782,750																																					
2038	782,750	0	0	0	0	0	0	782,750																																					
2039	782,750	0	0	0	0	0	0	782,750																																					
2040	782,750	0	0	0	0	0	0	782,750																																					
2041	0	0	0	0	0	0	0	0																																					
2042	0	0	0	0	0	0	0	0																																					
2043	0	0	0	0	0	0	0	0																																					
2044	0	0	0	0	0	0	0	0																																					
2045	0	0	0	0	0	0	0	0																																					
2046	0	0	0	0	0	0	0	0																																					
2047	0	0	0	0	0	0	0	0																																					
2048	0	0	0	0	0	0	0	0																																					
2049	0	0	0	0	0	0	0	0																																					
2050	0	0	0	0	0	0	0	0																																					
	15,655,000	0	0	0	0	0	0	15,655,000																																					
PV @3.37%	11,256,763	0	0	0	0	0	0	11,256,763																																					
<b>USER FEE INFO</b> <table border="1"> <tr> <td># of Units</td> <td>5,050</td> <td>NET REVENUES FROM OPERATIONS</td> </tr> <tr> <td>Session Fee</td> <td>155</td> <td>Net Sales</td> </tr> <tr> <td>Rate increase years 1-4</td> <td>0.000%</td> <td>Cost</td> </tr> <tr> <td>Rate increase years 5+</td> <td>0.000%</td> <td>Profit</td> <td>0</td> </tr> <tr> <td colspan="2"><b>SUMMER/PARTIME USER FEES</b></td><td>Operating Expenses</td> </tr> <tr> <td># of Units</td> <td>0</td> <td>Selling</td> </tr> <tr> <td>Session Fee</td> <td>0</td> <td>General Administrative</td> </tr> <tr> <td>Rate increase years 1-4</td> <td>0.000%</td> <td>Lease Payment</td> </tr> <tr> <td>Rate increase years 5+</td> <td>0.000%</td> <td>Gross Operating Income</td> <td>0</td> </tr> <tr> <td></td> <td></td> <td>Rate increase years 1-4</td> <td>0.000%</td> </tr> <tr> <td></td> <td></td> <td>Rate increase years 5+</td> <td>0.000%</td> </tr> </table>									# of Units	5,050	NET REVENUES FROM OPERATIONS	Session Fee	155	Net Sales	Rate increase years 1-4	0.000%	Cost	Rate increase years 5+	0.000%	Profit	0	<b>SUMMER/PARTIME USER FEES</b>		Operating Expenses	# of Units	0	Selling	Session Fee	0	General Administrative	Rate increase years 1-4	0.000%	Lease Payment	Rate increase years 5+	0.000%	Gross Operating Income	0			Rate increase years 1-4	0.000%			Rate increase years 5+	0.000%
# of Units	5,050	NET REVENUES FROM OPERATIONS																																											
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# of Units	0	Selling																																											
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Rate increase years 5+	0.000%	Gross Operating Income	0																																										
		Rate increase years 1-4	0.000%																																										
		Rate increase years 5+	0.000%																																										

Financial Feasibility Study - Part II  
 Spreadsheet 3 - Net Revenues/Coverage  
 William & Mary (204)  
 Improvements: Renovate dormitories (18100)

	Total Cost	Reserve Fund Payment	Adjusted Total Cost	Total Revenues	Net Revenues	Coverage Percent
2020	0					
2021	858,213	78,019	780,194	782,750	2,556	100.33%
2022	858,213	78,019	780,194	782,750	2,556	100.33%
2023	858,213	78,019	780,194	782,750	2,556	100.33%
2024	858,213	78,019	780,194	782,750	2,556	100.33%
2025	858,213	78,019	780,194	782,750	2,556	100.33%
2026	858,213	78,019	780,194	782,750	2,556	100.33%
2027	858,213	78,019	780,194	782,750	2,556	100.33%
2028	858,213	78,019	780,194	782,750	2,556	100.33%
2029	858,213	78,019	780,194	782,750	2,556	100.33%
2030	858,213	78,019	780,194	782,750	2,556	100.33%
2031	858,213	78,019	780,194	782,750	2,556	100.33%
2032	858,213	78,019	780,194	782,750	2,556	100.33%
2033	855,791	75,597	780,194	782,750	2,556	100.33%
2034	780,194	0	780,194	782,750	2,556	100.33%
2035	780,194	0	780,194	782,750	2,556	100.33%
2036	780,194	0	780,194	782,750	2,556	100.33%
2037	780,194	0	780,194	782,750	2,556	100.33%
2038	780,194	0	780,194	782,750	2,556	100.33%
2039	780,194	0	780,194	782,750	2,556	100.33%
2040	780,194	0	780,194	782,750	2,556	100.33%
2041	0	0	0	0	0	0.00%
2042	0	0	0	0	0	0.00%
2043	0	0	0	0	0	0.00%
2044	0	0	0	0	0	0.00%
2045	0	0	0	0	0	0.00%
2046	0	0	0	0	0	0.00%
2047	0	0	0	0	0	0.00%
2048	0	0	0	0	0	0.00%
2049	0	0	0	0	0	0.00%
2050	0	0	0	0	0	0.00%
	16,615,702	1,011,830	15,603,873	15,655,000	51,127	

**Exhibit B**  
**18218 Financial Feasibility Study – 11.4.19\***

Financial Feasibility Study - Part II									
Spreadsheet 1 - Cost Components									
William & Mary (204)									
Improvements: Renovate dormitories (18218)									
	Debt Service	Principal	Interest	Reserve Fund Payment	Reserve Fund Balance	Total Debt Service	Annual Expenses	Non Recurring Initial Outlays	Total Cost
2020									0
1 2021	840,481	433,149	407,332	84,048	84,048	924,529	0	0	924,529
2 2022	840,481	447,747	392,735	84,048	169,777	924,529	0		924,529
3 2023	840,481	462,836	377,646	84,048	257,221	924,529	0		924,529
4 2024	840,481	478,433	362,048	84,048	346,413	924,529	0		924,529
5 2025	840,481	494,556	345,925	84,048	437,390	924,529	0		924,529
6 2026	840,481	511,223	329,258	84,048	530,186	924,529	0		924,529
7 2027	840,481	528,451	312,030	84,048	624,838	924,529	0		924,529
8 2028	840,481	546,260	294,221	84,048	721,383	924,529	0		924,529
9 2029	840,481	564,669	275,812	84,048	819,858	924,529	0		924,529
10 2030	840,481	583,698	256,783	84,048	920,304	924,529	0		924,529
11 2031	840,481	603,369	237,112	84,048	1,022,758	924,529	0		924,529
12 2032	840,481	623,702	216,779	84,048	1,127,261	924,529	0		924,529
13 2033	840,481	644,721	195,760	81,439	1,208,700	921,920	0		921,920
14 2034	840,481	666,448	174,033	0	1,208,700	840,481	0		840,481
15 2035	840,481	688,908	151,574	0	1,208,700	840,481	0		840,481
16 2036	840,481	712,124	128,358	0	1,208,700	840,481	0		840,481
17 2037	840,481	736,122	104,359	0	1,208,700	840,481	0		840,481
18 2038	840,481	760,930	79,552	0	1,208,700	840,481	0		840,481
19 2039	840,481	786,573	53,908	0	1,208,700	840,481	0		840,481
20 2040	840,481	813,081	27,401	0	1,208,700	840,481	0		840,481
21 2041	0	0	0	0	0	0	0		0
22 2042	0	0	0	0	0	0	0		0
23 2043	0	0	0	0	0	0	0		0
24 2044	0	0	0	0	0	0	0		0
25 2045	0	0	0	0	0	0	0		0
26 2046	0	0	0	0	0	0	0		0
27 2047	0	0	0	0	0	0	0		0
28 2048	0	0	0	0	0	0	0		0
29 2049	0	0	0	0	0	0	0		0
30 2050	0	0	0	0	0	0	0		0
	16,809,627	12,087,000	4,722,627	1,090,016		17,899,643	0	0	17,899,643
PV @3.37%	12,087,000			871,365		12,958,365	0	0	12,958,365
<b>(1) DEBT INFORMATION</b>									
Borrowing Year		2020							
Amount Borrowed	12,087,000		Includes cost of issuance						
Borrowing Rate	3.37%								
Term (Years)	20								
Reinvestment Rate	2.00%								
Reserve Fund Target		1,208,700							
<b>(2) ANNUAL OPERATING EXPENSES</b>									
Personal Services							0		
Contractual Services							0		
Supplies and Materials							0		
Indirect Cost							0		
Utilities							0		
Equipment							0		
Other							0		
Total Annual Expenses							0		
*Renovations - no impact to annual operating expenses									

\*Note – Financial Feasibility Study includes analysis of entire amount of debt authorized by the Commonwealth for this project. William & Mary does not intend to borrow the full amount for the 2020 financing.

\*Renovations - no impact to annual operating expenses

Financial Feasibility Study - Part II Spreadsheet 2 - Revenue Components William & Mary (204) Improvements: Renovate dormitories (18218)								
	User Fees	Part Time User Fees	Other Student Fees	Indirect Cost Recoveries	Revenue From Operations	Institutional Reserves	Retirement of Existing Debt	Total Revenues
2020								
2021	843,350	0	0	0	0	0	0	843,350
2022	843,350	0	0	0	0	0	0	843,350
2023	843,350	0	0	0	0	0	0	843,350
2024	843,350	0	0	0	0	0	0	843,350
2025	843,350	0	0	0	0	0	0	843,350
2026	843,350	0	0	0	0	0	0	843,350
2027	843,350	0	0	0	0	0	0	843,350
2028	843,350	0	0	0	0	0	0	843,350
2029	843,350	0	0	0	0	0	0	843,350
2030	843,350	0	0	0	0	0	0	843,350
2031	843,350	0	0	0	0	0	0	843,350
2032	843,350	0	0	0	0	0	0	843,350
2033	843,350	0	0	0	0	0	0	843,350
2034	843,350	0	0	0	0	0	0	843,350
2035	843,350	0	0	0	0	0	0	843,350
2036	843,350	0	0	0	0	0	0	843,350
2037	843,350	0	0	0	0	0	0	843,350
2038	843,350	0	0	0	0	0	0	843,350
2039	843,350	0	0	0	0	0	0	843,350
2040	843,350	0	0	0	0	0	0	843,350
2041	0	0	0	0	0	0	0	0
2042	0	0	0	0	0	0	0	0
2043	0	0	0	0	0	0	0	0
2044	0	0	0	0	0	0	0	0
2045	0	0	0	0	0	0	0	0
2046	0	0	0	0	0	0	0	0
2047	0	0	0	0	0	0	0	0
2048	0	0	0	0	0	0	0	0
2049	0	0	0	0	0	0	0	0
2050	0	0	0	0	0	0	0	0
<hr/>								
	16,867,000	0	0	0	0	0	0	16,867,000
PV @3.37%	12,128,255	0	0	0	0	0	0	12,128,255
<hr/>								
<b>USER FEE INFO</b>		<b>NET REVENUES FROM OPERATIONS</b>						
# of Units	5,050	Net Sales						
Session Fee	167	Cost						
Rate increase years 1-4	0.000%	Profit						
Rate increase years 5+	0.000%	Operating Expenses						
<b>SUMMER/PARTIME USER FEES</b>								
# of Units	0	Selling						
Session Fee	0	General Administrative						
Rate increase years 1-4	0.000%	Lease Payment						
Rate increase years 5+	0.000%	Gross Operating Income						
		0						
		Rate increase years 1-4						
		0.000%						
		Rate increase years 5+						
		0.000%						

Financial Feasibility Study - Part II  
 Spreadsheet 3 - Net Revenues/Coverage  
 William & Mary (204)  
 Improvements: Renovate dormitories (18218)

	Total Cost	Reserve Fund Payment	Adjusted Total Cost	Total Revenues	Net Revenues	Coverage Percent
2020	0					
2021	924,529	84,048	840,481	843,350	2,869	100.34%
2022	924,529	84,048	840,481	843,350	2,869	100.34%
2023	924,529	84,048	840,481	843,350	2,869	100.34%
2024	924,529	84,048	840,481	843,350	2,869	100.34%
2025	924,529	84,048	840,481	843,350	2,869	100.34%
2026	924,529	84,048	840,481	843,350	2,869	100.34%
2027	924,529	84,048	840,481	843,350	2,869	100.34%
2028	924,529	84,048	840,481	843,350	2,869	100.34%
2029	924,529	84,048	840,481	843,350	2,869	100.34%
2030	924,529	84,048	840,481	843,350	2,869	100.34%
2031	924,529	84,048	840,481	843,350	2,869	100.34%
2032	924,529	84,048	840,481	843,350	2,869	100.34%
2033	921,920	81,439	840,481	843,350	2,869	100.34%
2034	840,481	0	840,481	843,350	2,869	100.34%
2035	840,481	0	840,481	843,350	2,869	100.34%
2036	840,481	0	840,481	843,350	2,869	100.34%
2037	840,481	0	840,481	843,350	2,869	100.34%
2038	840,481	0	840,481	843,350	2,869	100.34%
2039	840,481	0	840,481	843,350	2,869	100.34%
2040	840,481	0	840,481	843,350	2,869	100.34%
2041	0	0	0	0	0	0.00%
2042	0	0	0	0	0	0.00%
2043	0	0	0	0	0	0.00%
2044	0	0	0	0	0	0.00%
2045	0	0	0	0	0	0.00%
2046	0	0	0	0	0	0.00%
2047	0	0	0	0	0	0.00%
2048	0	0	0	0	0	0.00%
2049	0	0	0	0	0	0.00%
2050	0	0	0	0	0	0.00%
	17,899,643	1,090,016	16,809,627	16,867,000	57,373	

# WILLIAM & MARY

COMMITTEE ON THE STUDENT EXPERIENCE  
THURSDAY, SEPTEMBER 24  
1:00 – 1:45 P.M.  
ALUMNI HOUSE – LEADERSHIP HALL

LISA E. RODAY, CHAIR  
MARI CARMEN APONTE, VICE CHAIR

I.	Introductory Remarks	Ms. Roday
II.	Approval of Minutes	
	A. February 6, 2020	
III.	Student Affairs Update	Virginia M. Ambler
IV.	COVID Innovations: Supporting a Vibrant Student Experience	
V.	Closed Session (if necessary)	
VI.	Discussion	
VII.	Adjourn	

**MINUTES**  
**Committee on the Student Experience**  
**February 6, 2020**  
**Chesapeake C – Sadler Center**

Board of Visitors' Student Experience Committee members present: Lisa E. Roday, Chair; H. Thomas Watkins III, Vice Chair, Mari Carmen Aponte, S. Douglas Bunch, Sue H. Gerdelman, Karen Kennedy Schultz, student committee representative Shreya Mandava.

Other Board members present: Victor Branch, Jim Hixon, Barbara Johnson, Rector John Littel, Will Payne, Charles Poston, Lincoln Saunders and Brian Woolfolk, faculty representative Cathy Forestell, student representative Kelsey Vita and staff liaison Joe Wheless.

W&M Foundation Athletics Sub-committee members present: David Kelley, Chair; Maryellen Feeley, Cliff Fleet, Melissa Friedery, Andrew Horrocks, Jen Mackesy, Audra Mallow, Mike Sapnar.

Others present: President Katherine Rowe, Al Albert, Virginia Ambler, Henry Broaddus, Aimee Clark, Elizabeth Debusk-Maslanka, Marie Dunlap, Kent Erdahl, Michael Fox, Chon Glover, Heather Golden, Jim Golden, ACE Fellow Rosalyn Hargraves, Anthony Henderson, Samantha Huge, Sam Jones, Matthew Lambert, Julie Leach, Jeremy Martin, Sarah Melchior, Carrie Nee, Amy Sebring, Thomas Ward, Brian Whitson, Sandra Wilms and other College staff.

Chair Lisa Roday called the meeting to order at 1:15 p.m.

Noting that this was the annual joint meeting of the Board of Visitors' Committee on the Student Experience and the W&M Foundation Athletics Sub-Committee, Ms. Roday welcomed the members of the Foundation Sub-Committee and W&M staff members in attendance.

Foundation Athletics Sub-Committee Chair David Kelley had brief opening remarks and moved adoption of the minutes of the Foundation Athletics Sub-Committee meeting of October 17, 2019.

Recognizing that a quorum was present, Ms. Roday asked for a motion to adopt the minutes of the meeting of the Committee on the Student Experience from November 21, 2019. Motion was made by Ms. Gerdelman, seconded by Mr. Bunch and approved by voice vote of the Committee on Student Experience members.

Following brief opening remarks and review of the agenda, Ms. Roday introduced Director of Athletics Samantha Huge. Ms. Huge provided an update on the 2019 – 2020 Sports Season.

Senior Associate Athletics Director for Student-Athlete High Performance Erik Korem provided a report on the Athletics partnership with the Business School and Arts & Sciences on Data Analytics. A discussion ensued.

Ms. Huge provided a quick review of the highlights of the Tribe 2020 Strategic Plan and the plans for renovation of Kaplan Arena and the Sports Performance Complex. The project schedule and priorities were reviewed and discussed with the committees.

Committee on the Student Experience

MINUTES

Page 2

Anthony D. Henderson, Senior Associate Athletics Director for Advancement, provided an update on Program offerings and options and discussed the Kaplan Arena revitalization estimated budget and expenditures. Mr. Henderson provided a progress report on the closing of the *For the Bold* Athletics Goal.

Following discussion, and there being no further business, the joint committees adjourned at 2:30 p.m.

# WILLIAM & MARY

COMMITTEE ON INSTITUTIONAL ADVANCEMENT  
SEPTEMBER 24, 2020  
2:00 – 2:45 P.M.  
ALUMNI HOUSE – LEADERSHIP HALL

SUE H. GERDELMAN, CHAIR  
ANNE LEIGH KERR, VICE CHAIR

I.	Opening Remarks	Ms. Gerdelman
II.	Campaign Celebration	Matthew T. Lambert
III.	Closed Session (if necessary)	
IV.	Discussion	
V.	Adjourn	

# WILLIAM & MARY

AD HOC COMMITTEE ON ORGANIZATIONAL SUSTAINABILITY & INNOVATION

SEPTEMBER 24, 2020

3:00 – 4:15 P.M.

ALUMNI HOUSE – HUNTER HALL

MIRZA BAIG, Co-CHAIR

BARBARA L. JOHNSON, Co-CHAIR

H. THOMAS WATKINS III, Co-CHAIR

## I. Introductory Remarks

Mr. Baig  
Ms. Johnson  
Mr. Watkins

## II. Advancing Diversity, Equity and Inclusion

## III. Enrollment Update

## IV. Closed Session (if necessary)

## V. Discussion

## VI. Adjourn

# WILLIAM & MARY

COMMITTEE ON ACADEMIC AFFAIRS  
SEPTEMBER 24, 2020  
4:15 – 5:30 P.M.  
ALUMNI HOUSE – HUNTER HALL

KAREN KENNEDY SCHULTZ, CHAIR  
S. DOUGLAS BUNCH, VICE CHAIR

I.	Introductory Remarks	Dr. Schultz
II.	Approval of Minutes	
	A. February 6, 2020	
III.	Provost's Report	Peggy Agouris
IV.	Phi Beta Kappa Celebration - <i>enclosure</i>	George Greenia
V.	Faculty Liaison Committee Report	Mark Brush
VI.	Institutional Accreditation and Effectiveness Report	Susan Bosworth
VII.	Closed Session (if necessary)	
VIII.	Action Materials	Ms. Agouris
	A. Appointments to Fill Vacancies in the Instructional Faculty	<b>Resolution <u>8</u></b>
	B. Designated Professorships	<b>Resolution <u>9</u></b>
	C. Faculty Leaves of Absence	<b>Resolution <u>10</u></b>
	D. Award of Academic Tenure	<b>Resolution <u>11</u></b>
	E. Faculty Promotions	<b>Resolution <u>12</u></b>
	F. Resolution to Modify the Bylaws of the Faculty Arts & Sciences	<b>Resolution <u>13</u></b>
	G. Resolution to Approve a Master of Science in Finance Program	<b>Resolution <u>14</u></b>
	H. Retirement of John Charles, Department of Kinesiology & Health Sciences	<b>Resolution <u>15</u></b>
IX.	Discussion	
X.	Adjourn	

**MINUTES**  
**Committee on Academic Affairs**  
**February 6, 2020**  
**Room 201 – Blow Memorial Hall**

Attendees: S. Douglas Bunch, Chair; Karen Kennedy Schultz, Vice Chair; Mari Carmen Aponte, Warren W. Buck III (by telephone), faculty representative Catherine Forestell and student representative Ellie Thomas. Board member present: Sue Gerdelman. Others attending: Provost Peggy Agouris, Virginia Ambler, Michael Fox, W. Fanchon Glover, ACE Fellow Rosalyn Hargraves, Christopher Lee, Jeremy Martin, Sarah Melchior, David Armstrong, Tom Ward, Kate Conley, Ann Marie Stock, staff liaison Joseph W. Wheless IV, Dean John Wells, Brian W. Whitson, Tim Wolfe, Janice Zeman and other university faculty and staff.

Chair S. Douglas Bunch called the Committee to order at 8:22 a.m. and welcomed everyone.

Mr. Bunch advised that Warren Buck was in Washington state and unable to attend this meeting. He has requested to participate by phone. The Board *Bylaws* set forth the procedure to be followed if a member would like to fully participate in the meeting but cannot be present. Therefore, noting compliance with the *Bylaws*, Mr. Bunch asked for a motion that the Committee on Academic Affairs approve the remote participation of Warren Buck by telephone. Motion was made by Ms. Aponte, seconded by Ms. Schulz, and approved by voice vote of the Committee. Mr. Bunch welcomed Mr. Buck to the meeting.

Recognizing that a quorum was present, Mr. Bunch asked for a motion to adopt the minutes of the meeting of November 21, 2019. Motion was made by Ms. Schultz, seconded by Ms. Aponte and approved by voice vote of the Committee.

Provost Peggy Agouris provided an update on transparency, engagement and gaining trust, provided an update on the strategic planning process as well as an update on the dean searches. A discussion ensued.

Student committee representative Ellie Thomas provided an update on Student Assembly initiatives. A discussion ensued.

Faculty Liaison Committee Chair Professor David Armstrong introduced VIMS Associate Professor Chris Hein. Professor Hein discussed the mission of the VIMS Coastal Geology Lab with the Committee.

Chief Diversity Officer Chon Glover reported on the Faculty Diversity Hiring Initiative and implementation plan. A discussion ensued.

Assistant Vice President for Student Affairs, Student Engagement & Leadership Drew Stelljes discussed the work of the Office of Community Engagement and Leadership.

Following the discussion, Mr. Bunch moved that the Committee on Academic Affairs convene in Closed Session for the purpose of discussing and/or approving personnel actions pertaining to the appointments and leaves of instructional faculty, as provided for in Section 2.2-3711.A.1., of the Code of Virginia.. Motion was seconded by Ms. Schultz and approved by voice vote of the Committee. The Committee went into closed session at 9:25 a.m.

Committee on Academic Affairs  
MINUTES  
Page 2

The Committee reconvened in open session at 9:35 a.m. Mr. Bunch reviewed the topics discussed during closed session, and then moved to adopt the **Resolution** certifying the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Ms. Schultz and approved by roll call vote of the Committee members conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Mr. Bunch asked for a motion to approve as a block **Resolutions 2 through 15** as a block:

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

Motion was made by Ms. Aponte, seconded by Ms. Schultz and approved by voice vote of the Committee.

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

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

Following closing comments, and there being no further business, the Committee adjourned at 9:40 a.m.

Committee on Academic Affairs

**Resolution AA-1**

February 6, 2020

**CERTIFICATION OF CLOSED SESSION**

WHEREAS, the Board of Visitors Committee on Academic Affairs 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 Committee that such closed session was conducted in conformity with Virginia law;

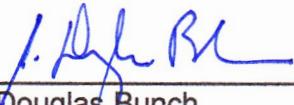
NOW, THEREFORE, BE IT RESOLVED, That the Committee on Academic Affairs, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to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

**VOTE**

AYES: 4

NAYS: 0

**ABSENT DURING CLOSED SESSION:**

  
\_\_\_\_\_  
S. Douglas Bunch  
Chair  
Committee on Academic Affairs

## PHI BETA KAPPA

College of William and Mary

Williamsburg, Virginia 23187



September 18, 2020

### Briefing Paper

### 2025-2026 QUARTER MILLENNIAL CELEBRATIONS

#### EXECUTIVE SUMMARY

In 2026 Phi Beta Kappa and the United States both mark 250 years from their founding in 1776. William & Mary students began PBK's Alpha Chapter in the Apollo Room of the Raleigh Tavern in colonial-era Williamsburg on December 5, 1776. This was only a few months after and a few steps distant from the front steps of the Courthouse of 1770 where the Declaration of Independence was proclaimed in July of that year. Members of the PBK Society were leaders in the Revolutionary War, the Continental Congress and in drafting the Constitution of the United States.

During 2025-2026 a partnership among the Phi Beta Kappa Society headquartered in Washington, DC., Alpha Chapter of Virginia, William & Mary, the city of Williamsburg, the Colonial Williamsburg Foundation, The Let Freedom Ring Foundation, the Jamestown/Yorktown Foundation, and the Commonwealth of Virginia will host a marquee series of events in Williamsburg, in Washington, DC. and locally tailored celebrations on the 290 PBK-chartered campuses around the nation to highlight the Liberal Arts & Sciences as the foundations for democracy itself.

**Preliminary highlights and notes**

- As the oldest, largest and most distinguished national Honorary Society in our nation's history, **Phi Beta Kappa** counts among its key holders seventeen American Presidents, numerous Supreme Court Judges, countless winners of Noble and Pulitzer Prizes and giants in every field of the humanities, social sciences and exact sciences.
- Allied with William & Mary, the nation's second oldest College and oldest University, Phi Beta Kappa enjoys a convening power authority unrivaled on the national scene.
- William & Mary and Phi Beta Kappa are among the foremost champions of higher education in America before Congress and the American public.
- PBK took a leading role in the creation by Act of Congress in the establishment of the National Endowment for the Arts (NEA) and National Endowment for the Humanities (NEH). Its continuous national programming advocates for education as the core of democratic values.
- Preliminary planning has already started within Alpha Chapter at William & Mary, with university President Katherine Rowe, and with Dr. Fred Lawrence, Secretary and CEO of the Phi Beta Kappa Society.
- We need to formally establish a Planning Commission among principal stakeholders:
  - Alpha Chapter of PBK officers and core faculty/staff membership, our key-holder alumni base and supporters
  - PBK's national office through Dr. Fred Lawrence and assigned staff
  - University administration, especially budget planners and General Assembly liaisons, and staff at the Wm & Mary Washington Center, Muscarelle Museum, Marshall Wythe Law School, School of Education, University Advancement, etc.
  - Williamsburg City Council, Mayor Doug Pons and City Manager Andrew Trivette
  - Colonial Williamsburg Foundation through its President Cliff Fleet
  - Partner on other Virginia campuses and among potential allied research institutions, such as the **Jamestown-Yorktown Foundation, State Council on Higher Education in Virginia (SCHEV)**
  - Potential local partners such as Connie Matthews Harshaw, President of the **"Let Freedom Ring" Foundation**

September 24-25, 2020

Page 3 of 3

**Proposed programming**

Marquee events to be staged in the historic settings of Williamsburg may include:

- Formal conferences
- Public celebrations in the performing and plastic arts
- Visits by national figures in the Liberal & Arts and Sciences and American democratic life

Satellite events may be staged at any of the nearly 300 chapters of Phi Beta Kappa on prestige campuses throughout the US

DRAFT

**WILLIAM & MARY  
APPOINTMENTS TO FILL VACANCIES IN THE  
INSTRUCTIONAL FACULTY**

Vacancies in the Instructional Faculty of William & Mary have resulted because of resignations, terminations or the approval of additional positions.

**BE IT RESOLVED**, That upon recommendation of the President, the Board of Visitors of William & Mary approves the appointment of the following to fill the positions effective with the dates listed below.

LUIS BALDOMERO-QUINTANA, Assistant Professor of Economics, effective August 10, 2020

B.A., Tecnologico de Monterrey, Mexico, 2010  
M.A. (2016) and Ph.D. (2020), University of Michigan

University of Michigan  
Teaching Assistant, 2014-2019

DIYA BOSE, Assistant Professor of Sociology and Gender, Sexuality, and Women's Studies, effective August 10, 2020

B.A., North Central College, 2005  
M.A., American University, 2009  
M.A. (2012) and Ph.D. (2020), University of California, Los Angeles

University of California, Los Angeles  
Instructor, 2013-2019

PAMELA S. GALLUCH, Clinical Associate Professor of Business, effective August 10, 2020

B.B.A., University of Kentucky, 2003  
M.S., Middle Tennessee State University, 2005  
Ph.D., Clemson University, 2009

Roanoke College  
Associate Professor, 2015-2020  
Assistant Professor, 2009-2015

PAMELA HARRIS, Clinical Assistant Professor of Education, effective August 10, 2020

B.S. (2002) and M.S. (2006), Old Dominion University  
M.F.A., Fairleigh Dickinson University, 2012  
Ph.D., William & Mary, 2016

William & Mary  
Adjunct Faculty, 2020

University of the Cumberlands  
Assistant Professor, 2019-2020

University of North Carolina at Greensboro  
Assistant Professor, 2016-2020

JAD HOWELL, Clinical Assistant Professor of Business, effective August 25, 2020

B.A., University of Utah, 2003  
MAcc., William & Mary, 2005

USAA Real Estate Company  
Executive Director, 2014-2020

Property Reserve, Inc.  
Portfolio/Asset Manager, 2010-2014

Castle Arch Real Estate Company, LLC  
Controller, 2005-2010

Deloitte  
Audit Associate, 2005

ROBERT C. KNOEPPEL, Professor of Education, without tenure, effective July 15, 2020

B.A., University of North Carolina at Chapel Hill, 1988  
M.Ed. (1992) and Ph.D. (2001), University of Virginia

University of South Florida  
Professor and Dean, College of Education, 2018-2020

Clemson University  
Professor, 2015-2018  
Associate Professor, 2010-2015  
Assistant Professor, 2008-2010

University of Kentucky  
Assistant Professor, 2004-2008

George Mason University  
Adjunct Professor, 2007-2009

Monticello High School  
Director of Guidance, 2003-2004

University of Virginia  
Adjunct Professor, 2002-2004

Woodbridge Middle School  
Director of Guidance and Counseling Services, 1999-2003

JIAJIA LI, Assistant Professor of Computer Science, effective August 10, 2020

B.S., Dalian University of Technology, 2008  
Eng.D., University of Chinese Academy of Sciences, 2013  
Ph.D., Georgia Institute of Technology, 2018

Pacific Northwest National Laboratory  
Research Scientist, 2018-2020

JON DEREK LOFTIS, Research Assistant Professor of Marine Science,  
effective June 10, 2020

B.S. (2007) and M.S. (2009), Christopher Newport University  
Ph.D., William & Mary, 2014

Virginia Institute of Marine Science  
Assistant Research Scientist, 2016-2020  
Post-Doctoral Research Associate, 2014-2016

JOHN MANULI, Clinical Associate Professor of Business, effective August 10, 2020

B.S., Fordham University, 1975  
M.B.A., New York University, 1979

James Madison University  
Lecturer, 2017-2020

Applied Thinking LLC  
Principal/Owner, 2002-2005 and 2010-2020

Marketing Management Analytics  
Senior Vice President, 2006-2009

Cadbury Schweppes Beverages  
Director, Marketplace Analytics, 2005-2006

Applied Information for Marketing  
Chief Development Officer, 1992-2002

Nielsen Marketing Research  
Vice President, 1988-1992

Information Resources, Inc.  
Vice President, 1984-1988

Management Science Associates  
Account Manager, 1982-1984

Diagnostic Research (currently Added Value/WPP)  
Account Manager, 1981-1982

NPD Research  
Project Director, 1979-1981

JESSICA L. MARTIN, Clinical Assistant Professor of Education, effective August 10, 2020

B.S., East Carolina University, 2005  
M.S., Winston-Salem State University, 2008  
Ph.D., University of Central Florida, 2015

Lamar University  
Clinical Mental Health Program Coordinator, 2018-2020  
Assistant Professor, 2017-2020

Winston-Salem State University  
Project Manager, 2016-2020

Wake Forest University  
Adjunct Assistant Professor, January-May 2017

University of Central Florida  
Post-Doctoral Associate, 2015-2016  
Clinical Supervisor and Counselor, 2012-2015

MOLLY M. MITCHELL, Research Assistant Professor of Marine Science, effective June 10, 2020

B.S. (1999), M.S. (2003) and Ph.D. (2018), William & Mary

Virginia Institute of Marine Science  
Assistant Research Faculty, 2020  
Marine Scientist Supervisor, 2008-2020

ELIZABETH MORÁN, Associate Professor of Art & Art History, without tenure, effective August 10, 2020

B.A., Hunter College, 1993  
M.Phil. (2003) and Ph.D. (2007), The City University of New York

Christopher Newport University  
Associate Professor, 2007-2020

BRIANNA NOFIL, Assistant Professor of History, effective August 10, 2020

B.A., Duke University  
M.A. (2015), M.Phil. (2016) and Ph.D. (2020), Columbia University

Columbia University  
Graduate Advising, 2018-2020

YIFAN SUN, Assistant Professor of Computer Science, effective August 10, 2020

B.A., Wuhan University, 2011  
B.S., Huazhong University of Science and Technology, 2011  
M.S., University of Buffalo, 2013  
Ph.D., Northeastern University, 2020

Northeastern University  
Co-Instructor, Fall 2019

PHILLIP WAGNER, Clinical Assistant Professor of Business, effective August 10, 2020

B.S. (2010) and M.A. (2012), Liberty University  
Ph.D., University of Kansas, 2015

University of South Florida  
Assistant Vice Chancellor of Academic Affairs, 2015-2020

University of Kansas  
Assistant Basic Course Director, 2013-2015

**WILLIAM & MARY  
DESIGNATED PROFESSORSHIPS**

The following members of the Instructional Faculty of William & Mary have been recommended for designated professorships.

**BE IT RESOLVED**, That upon recommendation of the President, the Board of Visitors of William & Mary approves the designated professorships for the following members of the Faculty, effective with the 2020-21 academic year:

JEFFREY W. BELLIN, Mills E. Godwin, Jr. Professor of Law

MAGALI C. COMPAN, Class of 2023 Associate Professor of French & Francophone Studies

CHRISTOPHER D. GRASSO, William E. Pullen Professor of History

ELIZABETH MORÁN, Jane Williams Mahoney Associate Professor of Art & Art History

RANDI RASHKOVER, Sophia & Nathan A. Gumenick Associate Professor of Judaic Studies and Religious Studies

**WILLIAM & MARY**  
**FACULTY LEAVES OF ABSENCE**

The following faculty members have requested a leave of absence without pay or with partial pay.

**BE IT RESOLVED**, That upon recommendation of the President, the Board of Visitors of William & Mary approves these leaves of absence:

ERIC B. ARIAS, Assistant Professor of Government

ANNE K. RASMUSSEN, Dr. William and Annie Bickers Professor of Middle Eastern Studies and Professor of Music, to accept an ACLS fellowship during the Spring 2021 semester.

STEPHEN SHEEHI, Sultan Qaboos bin Said Professor of Middle East Studies and Professor of Modern Languages and Literatures, to accept the position of Mary L. Cornille Distinguished Visiting Professor in the Humanities at the Newhouse Center for the Humanities, Wellesley College during the 2021-22 academic year.

JAMES Y. STERN, Professor of Law, to serve in the General Counsel's Office at the United States Department of Treasury during the Fall 2020 semester.

ROBERT TRENT VINSON, Frances L. and Edwin L. Cummings Associate Professor of Africana Studies and History, to accept a position at the University of Virginia during the 2020-21 academic year.

**WILLIAM & MARY  
AWARD OF ACADEMIC TENURE**

The following members of the Instructional Faculty at William & Mary have been recommended for the award of academic tenure by the appropriate departmental committees and chairs, the appropriate deans, and by the President.

**BE IT RESOLVED**, That upon recommendation of the President, the Board of Visitors of William & Mary approves the following members of the Faculty be awarded academic tenure, effective with the beginning of the 2020-21 academic year:

CRAIG CASHWELL, School of Education

MARIA DONOGHUE VELLECA, Professor of Biology

ELIZABETH MORÁN, Associate Professor of Art & Art History

RANDI LYNN RASHKOVER, Associate Professor of Religious Studies

A. BENJAMIN SPENCER, Professor of Law

## **WILLIAM & MARY FACULTY PROMOTIONS**

The following members of the Instructional Faculty of William & Mary have been recommended for promotion in academic rank by the appropriate departmental committees and chairs, the appropriate deans, and by the Provost and President.

**BE IT RESOLVED**, That upon recommendation of the President, the Board of Visitors of William & Mary approves the academic promotion of the following members of the Faculty of the university, effective with the beginning of the 2020-21 academic year:

### **LECTURER TO SENIOR LECTURER**

DAVID CAMPBELL, Department of Art & Art History

JORDAN WALK, Department of Chemistry

RUI PEREIRA, Department of Economics

SARAH MENEFEE, Department of Kinesiology and Health Sciences

MONA ZAKI, Department of Modern Languages and Literatures

DANIELLE MORETTI-LANGHOLTZ, Department of Anthropology

TANYA STADELmann, Film & Media Studies Program

**WILLIAM & MARY  
RESOLUTION TO MODIFY  
THE BYLAWS OF THE FACULTY OF ARTS & SCIENCES**

**WHEREAS**, the Faculty of Arts & Sciences has reviewed carefully the Bylaws of the Faculty of Arts & Sciences and made corrections and changes; and

**WHEREAS**, the Faculty of Arts & Sciences approved these changes at their meeting on April 7, 2020;

**THEREFORE, BE IT RESOLVED**, That the proposed changes are made, effective immediately, and the Bylaws of the Faculty of Arts & Sciences is now amended as per the attached document.

*\*Clean version attached, redline sent as a pre-read*

## **BYLAWS**

### **Faculty of Arts & Sciences**

**William & Mary**

April 3, 2012

as amended April 7, 2020

### **Article I**

#### **Definition of the Faculty of Arts & Sciences**

Section 1. The Faculty of Arts and Sciences (or the Faculty, Arts & Sciences, A&S) is one of the constituent faculties of the College of William and Mary in Virginia (or William & Mary). All persons holding full-time teaching or research appointments as professors, associate professors, assistant professors, instructors, or lecturers in Arts & Sciences are members of the Faculty and are entitled to vote in Arts & Sciences meetings. Faculty members shall retain voting privileges on becoming faculty emeriti/ae. All persons holding appointments as research associates or post-doctoral fellows are non-voting members of the Faculty.

Section 2. The President and Provost of William & Mary, the Dean of University Libraries, the Dean of the Faculty of Arts & Sciences (hereinafter referred to as the Dean), the Dean of Undergraduate Studies, the Dean for Interdisciplinary Studies, the Dean for Educational Policy, and the Dean of Graduate Studies & Research, are members *ex officio* of the Faculty.

Section 3. For certain organizational purposes, Arts & Sciences departments are grouped into three areas:

1. Area I - Art & Art History, Classical Studies, English Language & Literature, Modern Languages & Literatures, Music, Philosophy, Religious Studies, Theater, Speech & Dance;
2. Area II - Anthropology, Economics, Government, History, Kinesiology & Health Sciences, Military Science, Psychological Sciences, Sociology;
3. Area III - Applied Science, Biology, Chemistry, Computer Science, Geology, Mathematics, Physics.

## **Article II**

### **Officers of the Faculty**

Section 1. The Dean, appointed by the Board of Visitors on the recommendation of the President of the university, is the chief administrative officer of Arts & Sciences.

Section 2. The Dean shall preside at Arts & Sciences faculty meetings. The Dean may appoint a Parliamentarian to assist with the meeting. In the absence of the Dean, the Faculty may elect a temporary presiding officer or accept the Dean's designee.

Section 3. A Secretary of the Faculty shall be elected from among the members of the Faculty for a term of three years. The Secretary shall record the minutes of each meeting and post them on the A&S website as soon as possible thereafter. Electronic copies shall be provided for the University archives Opportunity shall be given at each meeting of the Faculty to correct the minutes of the previous meeting.

## **Article III**

### **Meetings of the Faculty**

Section 1. The Dean shall hold monthly Arts & Sciences faculty meetings from September through May excepting January. Notice of these meetings shall be given at least seventy-two hours in advance.

Section 2. Special meetings of the Faculty may be called

1. by the President, the Provost, or the Dean;
2. upon the request of an elected or standing committee of the Faculty or upon the written petition of at least twenty-five members of the Faculty.

Section 3. Forty members of the Faculty shall constitute a quorum.

Section 4. No resolution affecting the educational policy of the university shall be voted on in a meeting unless it shall have been submitted in writing to the Dean and the Faculty Affairs Committee and the text thereof transmitted by the Faculty Affairs Committee to all members of the Faculty at least one week prior to the date of the meeting. This provision may be waived by unanimous consent of those present.

Section 5. Arts & Sciences faculty meetings are open to attendance by all members of the university community. However, the Faculty may move into executive session by a majority vote of faculty members present.

Section 6. The rules contained in the current edition of *Robert's Rules of Order* shall govern the meetings of the Faculty in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Faculty may adopt.

Section 7. The Faculty will conduct votes electronically for the purpose of electing committee members. After the written version of the proposed slate for committees has gone out in accordance with Article V, Section 2.1 below, at the subsequent meeting of the Faculty, the Committee on Nominations & Elections will present the slate for committee elections and take nominations from the floor. Within one day of that meeting, electronic balloting for committee slots will be open for a period of one week.

## **Article IV**

### **Responsibilities of the Faculty**

Section 1. As one of the constituent bodies of the university, the Faculty of Arts & Sciences shares in the general responsibility to develop and maintain an educational program of high quality. The Faculty has exclusive responsibility for specific parts of this program and shares with other faculties and administrative officers' responsibility and concern for all aspects of the operation of the university which bear upon the educational program as a whole or upon any of its parts.

Section 2. The Faculty of Arts & Sciences shall determine the academic requirements for the earned degrees of Bachelor of Arts, Bachelor of Science, Master of Arts, Master of Science, Doctor of Philosophy, and such other earned academic degrees as may be assigned to its jurisdiction by the Board of Visitors.

1. With respect to these degrees, the Faculty shall:
  - a. certify the names of those students who have fulfilled the academic requirements for those degrees;
  - b. determine the academic prerequisites for admission of students to courses and to candidacy for degrees;
  - c. determine the policy governing the evaluation of credits transferred from other institutions;
  - d. determine the conditions defining "undergraduate," "graduate," and "residence" credit;
  - e. determine academic standards for continuation in residence, for academic classification, and for status as a student in the university;
  - f. determine the system of grading to be employed;
  - g. determine policy regarding final examinations; and
  - h. determine the regulations governing attendance of students in classes.

2. The Faculty may delegate the administration of its policies to its duly constituted officers and committees.

Section 3. The Faculty may make recommendations to the Provost and to the President regarding any matter affecting the educational program of the university.

Section 4. Through adequate representation on university committees and councils, Arts & Sciences faculty members shall participate in the establishment and administration of policies on matters affecting the educational program such as (but not limited to) admissions, the university calendar, academic record-keeping, the development and use of the libraries, research and publication, conditions of student life, extra-curricular events, nominations for honorary degrees, the selection of major administrative officials, and the determination of institutional priorities and the allocation of resources.

## **Article V**

### **Elected Committees of the Faculty**

Section 1. All elected committees shall have balanced representation from each of the three areas provided in Article I, Section 3. All committees shall report regularly to the Faculty.

Section 2. There shall be a Committee on Nominations & Elections consisting of six members elected for terms of three years, two terms expiring annually. The Committee on Nominations & Elections shall elect its chair annually after the election of new members.

1. The Committee on Nominations & Elections shall actively seek out and nominate appropriate candidates for the office of Secretary and for all elective committee chairs and memberships of the Faculty, except as otherwise specified in these Bylaws. In seeking out candidates, the Committee shall take positive steps to secure the fullest and most representative participation of all members of the Faculty in governance, limited only by the availability, interests, and capabilities of individuals. At least one week in advance of elections, the Committee on Nominations & Elections shall provide to the Faculty written nominations for vacant elective positions. It shall keep a record of all offices of the Faculty and shall inform the Faculty and its appropriate officers when vacancies in these offices occur by reason of expiration of terms.
  
2. Candidates for vacancies on the Committee on Nominations & Elections shall be nominated by the Faculty Affairs Committee.

3. Any member of the Faculty may suggest to the Committee on Nominations & Elections a candidate for nomination to any office, and nothing in the provisions of these Bylaws shall be construed as abridging the right of any member of the Faculty to make nominations from the floor, provided the nominee is of the appropriate area and accepts the nomination in person or in writing before the Faculty votes.
4. Elections shall be held for the Committee on Nominations & Elections in September and tenure shall commence upon election. Terms of all other elected committees shall commence at the beginning of the academic year following election except when the election is being held to fill a replacement for a faculty member who is on leave or has vacated the position early. In these instances tenure shall commence upon election. Elections shall be completed within one week of the meetings at which nominations are made.

Section 3. There shall be a Faculty Affairs Committee (FAC) consisting of the Dean *ex officio* and six tenured members of the Faculty elected for terms of three years, two terms expiring annually. The FAC shall elect its chair from among its members.

1. The FAC shall inform itself on current developments of any sort which may affect the educational function of the university or the welfare of the Faculty, review and assess these, and bring them to the attention of the President, the Provost, the Faculty, and committees of the Faculty, as may be appropriate, together with its recommendations for further study or action.
2. The FAC shall coordinate the work of all other committees of Arts & Sciences and, in consultation with their chairs, shall schedule their reports to the Faculty so as to ensure their timely and adequate consideration. This provision shall not be construed to prevent any member of the Faculty from requesting a committee report at any faculty meeting.
3. The FAC shall advise the Dean on faculty appointments to committees, strategic planning, advancement, personnel, and policy matters (particularly those involving interpretation of the Faculty Handbook).
4. The FAC shall ensure that contact deans are reviewed in consultation with faculty prior to reappointment as a part of their professional development.

5. The FAC shall regularly review the structure, composition, and jurisdiction of Faculty committees.
6. When the university is not in session the FAC shall continue to serve its designated functions and may at its discretion act on behalf of the Faculty, provided a majority of the committee is available.

Section 4. There shall be an Educational Policy Committee (EPC). Its voting members shall consist of nine members from the Faculty of Arts & Sciences, one representative each from the schools of Education and Business, three students, and the Dean for Educational Policy *ex officio*; non-voting advisory members shall include the Registrar, the Director of Academic Advising, and a representative of the Dean of University Libraries. Arts & Sciences faculty members shall be elected for terms of three years, three terms expiring annually. The students shall be selected by an agency designated by the student body and must be certified by the Dean. The EPC shall elect its chair from among its members annually after the election of new members; that chair will be a member of the Faculty of Arts & Sciences. A quorum composed of six voting members from the Faculty of Arts & Sciences shall be necessary when deciding upon recommendations regarding educational policy. There shall be at least one member from each area.

1. The EPC shall conduct a continuing study of the undergraduate educational program, regularly reviewing the educational policies and procedures of the Faculty. It shall review all recommendations and requests for changes in the undergraduate curriculum. It shall bring proposals involving changes in educational policy before the Faculty, together with its recommendations for action, but shall have authority to approve or disapprove any changes in the curriculum which do not alter existing policy.
2. In performing its duties the EPC shall be empowered to call upon any member or group of the Faculty for advice and assistance.

Section 5. There shall be a Committee on Degrees consisting of the Dean of Undergraduate Studies as chair, and four faculty members elected for terms of four years, one term expiring annually. The Dean of Undergraduate Studies shall vote on policies and petitions only in the case of a tie among the elected committee members. Representatives of the University Registrar's Office, the Office of Academic Advising, and the Dean of Students Office may participate in committee proceedings in an advisory (non-voting) capacity.

1. The Committee on Degrees shall:
  - a. evaluate academic credits transferred from other institutions for credit toward an undergraduate degree

- b. in consultation with the Office of the University Registrar, determine which students have completed the requirements for earned undergraduate degrees and certify their names to the Board of Visitors.
2. In the exercise of its duties, the Committee on Degrees shall be empowered to waive the literal application of degree requirements whenever, in its judgment, special circumstances exist which justify such actions.

Section 6. There shall be a Committee on Academic Status consisting of six elected faculty members, the Dean of Students, the Dean of Undergraduate Studies, and the University Registrar. The elected members shall be elected for terms of three years, two terms expiring annually. After the election of new members, the Committee on Academic Status shall elect its chair from among the elected members. Representatives of the Registrar's Office, the Office of Academic Advising, and the Office of the Dean of Students may participate in committee proceedings in an advisory (non-voting) capacity. The Committee on Academic Status has three functions:

1. hearing individual student requests for exception to academic rules and regulations not directly related to fulfillment of degree requirements, grade changes, and transfer credits;
2. reviewing, at the end of each semester, the academic progress of students in academic difficulty and making continuance determinations;
3. occasionally recommending changes in academic policy, based upon considerations prompted by individual requests.

Section 7. There shall be an Advisory Committee on Retention, Promotion, & Tenure (RPT) consisting of six full professors elected for terms of three years, two terms expiring annually. The Committee shall elect its chair from among its members annually after the election of new members. A committee member shall recuse him/herself from any decision affecting a member of his/her own department. A committee member shall reveal if he or she does not have an arm's-length relationship, or if there is a potential conflict of interest; the committee shall then decide whether recusal is warranted. In all such cases, a former member of the Committee from the same Area will serve as a substitute. The RPT committee shall review all recommendations made by departments in Arts & Sciences concerning the retention, promotion, or tenure of members of these departments. The comments resulting from such review shall be forwarded to the Dean.

Section 8. There shall be a Committee on Faculty Awards, Prizes, & Professorships (CFAPP) consisting of six tenured members of the Faculty elected for terms of three years, two expiring annually. In addition, one representative from the Office of the Dean will be selected by the Dean to serve on the committee in an advisory (non-voting) capacity.

1. The CFAPP, in cooperation with the Dean, will review and suggest revisions to solicitations for awards, prizes, and professorships, and will suggest methods of advertising solicitations to reach as many faculty as possible. The CFAPP will monitor and review the procedures for solicitation, nomination, and selection of awards, prizes, and professorships and will recommend changes with the goal of improving efficiency, transparency, participation, and fairness.
2. By September 1 each year, the Office of the Dean should provide a list to CFAPP of all Arts & Sciences faculty who have current awards, prizes, and professorships and are expected to serve on review committees in the upcoming academic year. At the same time, the Dean's office should provide a list of all likely awards, prizes, and professorship solicitations for the upcoming academic year. The CFAPP will then make recommendations to the Dean for membership on review committees. Except for awards, prizes, and professorships with existing committee structures, at least one CFAPP faculty member will be part of each review committee for awards, prizes, and professorships in Arts & Sciences.
3. The Dean will make available to CFAPP an ongoing annual record of all nominees and awardees for all awards, prizes, and professorships. Using this record, the CFAPP will attempt to identify inequities in the nominations for, and selection and distribution of, awards, prizes, and professorships within Arts & Sciences, and make recommendations to the Dean to remedy these.
4. The CFAPP will report once per year to the Faculty Affairs Committee and the Faculty of Arts & Sciences, including numbers of nominees; numbers of awards, professorships, and prizes; and names of faculty members to whom awards were given. The CFAPP will serve as a contact for A&S faculty with questions about the selection of awards, prizes, and professorships.
5. CFAPP members are eligible for all awards, prizes, and professorships during their tenure on the committee. CFAPP members who hold awards, professorships, or prizes are exempt from serving on review committees, as their service on CFAPP is considered to fulfill that requirement.

Section 9. There shall be an International Studies Advisory Committee (ISAC) consisting of six members elected for three years, two expiring annually. Up to two students may serve on the committee for one year by nomination from the student assembly or the committee. Additional non-voting members shall include the Director of the Charles Center or his/her appointed representative, the Director of Global Education or his/her appointed representative, and either the Dean for Educational Policy or the Dean of Undergraduate Studies. The ISAC is advisory to the Dean and the Faculty Affairs Committee. It shall provide support and guidance to A&S faculty initiatives in international studies by encouraging faculty efforts to internationalize the curriculum, promoting prudent risk-management practices, and exercising oversight of A&S study-abroad programs administered by the Reves Center.

Section 10. There shall be a Committee on Diversity, Equity and Inclusion (CDEI) . The committee shall consist of: three elected tenure-eligible faculty members, one from each area, and one lecturer, senior lecturer or instructor, from any area, each elected for three year terms; one Arts and Sciences graduate student, nominated by the Dean of Graduate Studies and Research, one Arts and Sciences undergraduate student, nominated by the Vice President for Student Affairs, each student for a one year term, and one Arts and Sciences Staff member, appointed by the Dean, in consultation with the Associate Dean for Diversity and Inclusion and the chair of the committee, for a three year term. The committee will elect a chair annually from among the four faculty members; the chair will become the Arts and Sciences Faculty Fellow for Diversity. The Associate Dean for Diversity and Inclusion will serve on the committee as a voting *ex officio* member.

1. The CDEI serves to promote and support efforts by the Faculty of Arts & Sciences to create a diverse, equitable, and inclusive community in all facets of work and life at William & Mary. A “diverse, equitable, and inclusive” community here is interpreted broadly to encompass increased representation of historically marginalized and underrepresented groups, increased cultural diversity, an expanding variety of perspectives in curricula and programs, and abiding respect for and consideration of all reasoned ideas and viewpoints. Arts & Sciences recognizes that diversity and inclusion is instrumental to the success of decision-making by allowing an infusion of new ideas and perspectives into deliberative processes, and also that diverse voices are demanding of respect in and for themselves.
  
2. The CDEI shall meet at least monthly during the academic year. Quorum shall be a majority of the members.

3. The CDEI shall report annually to the Faculty Affairs Committee and to the Faculty of Arts and Sciences. The report should include data on progress on diversity in the hiring of faculty, improvements suggested for departmental diversity plans, and should summarize concerns brought to the committee's attention by faculty.

## Article VI

### Other Committees of the Faculty

Section 1. Subject to the approval of the President, the Faculty may establish such standing committees as it deems necessary to exercise its responsibilities. The size and composition of such committees, which must have representation as is proper and adequate to their functions, of teaching members of the Faculty, administrative officers, and students shall be determined by the Dean with the advice of the Faculty Affairs Committee unless otherwise specified below.

Section 2. There shall be a standing Committee on Graduate Studies (COGS) consisting of faculty members who have been designated as the Director of Graduate Studies for each department or program. It shall be chaired by the Dean of Graduate Studies and Research. The Committee on Graduate Studies shall make recommendations to the Faculty regarding policy, and carry out established policy, with respect to admissions, curricula, degree requirements, and academic standards in programs leading to the degrees of Master of Arts, Master of Science, Doctor of Philosophy, and such other earned post-baccalaureate degrees as may fall within the jurisdiction of the Faculty; and, concurrently with other faculties of the university, for all programs in which members of the Faculty of Arts & Sciences participate substantially.

Section 3. There shall be a standing Committee on Honors & Interdisciplinary Studies (CHIS), which will consist of six faculty members (appointed for terms of three years in consultation with the Dean of Interdisciplinary Studies), one undergraduate student, and one graduate student. It will be chaired by the Dean for Interdisciplinary Studies. The CHIS serves as the advisory committee to the Charles Center. In this capacity, CHIS serves as the supervisory committee for honors programs, and as the curriculum committee for all majors and minors administered through the Charles Center.

Section 4. There shall be a standing Council of Chairs & Program Directors (CCPD) that meets regularly to discuss matters affecting the general welfare of academic departments and programs in Arts & Sciences. The co-chairs are elected by its members in the fall to serve for a calendar year.

Section 5. The Dean, with the advice of the Faculty Affairs Committee, shall recommend to Faculty Assembly those members of the Faculty of Arts & Sciences to serve on standing committees of the university as a whole.

Section 6. The Dean, with the advice of the Faculty Affairs Committee, may establish such *ad hoc* committees of the Faculty as he/she deems necessary and appoint their members.

## **Article VII**

### **The Faculty Assembly**

Section 1. Representatives to the Faculty Assembly from Arts & Sciences shall comprise no fewer than three members from the Faculty Affairs Committee, one from each area, who shall be elected as provided elsewhere in these Bylaws. Additional representatives will be elected by the Faculty so that the total number of representatives in each Area (see Article I, Section 3) shall equal the number allocated by the Constitution of the Faculty Assembly. Members of the Faculty will be nominated as follows:

1. The Committee on Nominations & Elections shall nominate at least two candidates for each available position in the Faculty Assembly allocated to Arts & Sciences other than those held by elected members of the Faculty Affairs Committee.
2. Candidates for these positions may also be nominated from the floor of the Faculty, provided the nominee is of the appropriate area and accepts the nomination in person or in writing before the faculty votes.

Section 2. The representatives of the Faculty Assembly shall designate one of their number to report at each regular Arts & Sciences meeting on the discussions and actions of the Faculty Assembly.

Section 3. The chair of the Faculty Affairs Committee shall be on the Executive Committee of the Faculty Assembly whenever possible.

## **Article VIII**

### **Amendments and Effective Date**

Section 1. These Bylaws may be amended by a two-thirds vote at any Arts & Sciences meeting, provided that a copy of the proposed amendment is sent to every member of the Faculty at least one week in advance.

Section 2. These Bylaws and any amendments shall become effective upon approval by the President and the Board of Visitors.

**WILLIAM & MARY  
RESOLUTION TO APPROVE A MASTER OF SCIENCE IN FINANCE PROGRAM**

**WHEREAS**, the William & Mary Faculty of Raymond A. Mason School of Business proposes to offer a graduate program that will confer a Master of Science Finance degree starting in August 2021; and

**WHEREAS**, this graduate program has been developed by faculty members in the School of Business and is supported by the Business School's senior administration; and

**WHEREAS**, the proposal has received approval from the School of Business Faculty on September 11, 2020; and

**WHEREAS**, the program will provide students with a conceptual understanding and technical skills necessary for near and long-term success in corporate finance, investment management, real estate finance, commercial banking, consulting, and more. Graduates will be knowledgeable and serve as today's finance leaders. Graduates will have a strong understanding of principled value creation, the ability to create value while adhering to the laws and the ethical morals of the era. The students will possess strong financial modeling, analysis, and decision making to be able to construct and analyze sophisticated financial models to identify value creation opportunities, assess risk, and make well-informed decisions that balance benefits versus costs. The students will learn how to leverage global strategic thinking using theories and conceptual frameworks to navigate challenges in an ever-changing global environment with effective communication competencies; and

**WHEREAS**, this program will utilize the core competencies of the faculty of the Business School who have the expertise to teach and shepherd this program successfully,

**THEREFORE, BE IT RESOLVED**, that upon recommendation of the President and the Provost, the Board of Visitors approves the creation of a Master of Science in the Finance program, which will be taught and administered by the Faculty of the Business School.

**BE IT FURTHER RESOLVED**, that the university will create this new program in compliance with all requirements of the State Council of Higher Education for Virginia and the Southern Association of Colleges and Schools Commission on Colleges.

**RETIREMENT OF JOHN CHARLES  
DEPARTMENT OF KINESIOLOGY & HEALTH SCIENCES**

John Charles received his Teacher's Certificate from Westminster College in Oxford, England in 1969. After moving to the U.S., he earned his Master of Science degree in Education from Henderson State College in 1974, and his doctorate in Education from the University of Oregon in 1978. He then accepted an Assistant Professor position at Wellesley College, which he kept until assuming a faculty position at William & Mary in 1980. At William & Mary, he was promoted to Associate Professor in 1983, and to Professor in 2009.

The respect that Professor Charles earned during his tenure at William & Mary is evidenced by the six years he served as the Director of Academic Advising for Arts & Sciences, as well as the six years during which he served as Chair of the Department of Kinesiology & Health Sciences. Professor Charles also earned respect in his field beyond the campus of William & Mary. He was named a Fellow of the National Association of Kinesiology in Higher Education, delivering the Distinguished Lecturer speech for that organization in 2013. In the previous year, Professor Charles received the Distinguished Scholar Award from the National Association of Kinesiology.

In addition to those honors, Professor Charles was an active scholar, having published nearly 20 articles in well-respected journals such as "Quest" and "Strategies" while also publishing three textbooks on the topics of *Health Ethics*, *Contemporary Kinesiology*, and *A Guide to Philosophy in Action*.

Among his proudest moments were the roles he played in the planning of major campus events such as Charter Day, Commencement and the inauguration of William & Mary presidents and the investiture of William & Mary chancellors in his role as Faculty Marshal and ultimately as Chief Faculty Marshal.

Throughout his career, Professor Charles has always maintained his focus on teaching undergraduate students and shaping their futures and significantly contributing to campus activities and ceremonies. There are simply too many students to count who have benefitted from their associations with John Charles along with members of the entire campus community; his presence will be missed.

**THEREFORE, BE IT RESOLVED**, That the Board of Visitors acknowledges the retirement of John Charles; expresses its appreciation for his many contributions to William & Mary; and approves, with deep gratitude for his 40 years of service, a change in status from Professor of Kinesiology & Health Sciences to Professor of Kinesiology & Health Sciences, Emeritus.

**BE IT FURTHER RESOLVED**, That this resolution be spread upon the minutes of the Board and a copy of the same be delivered to John Charles with best wishes from a grateful Board for his years of dedicated service to William & Mary.

# WILLIAM & MARY

COMMITTEE ON AUDIT, RISK AND COMPLIANCE  
SEPTEMBER 24, 2020  
4:15 – 5:30 P.M.  
ALUMNI HOUSE – LEADERSHIP HALL

BRIAN P. WOOLFOLK, CHAIR  
CHARLES E. POSTON, VICE CHAIR

I.	Introductory Remarks	Mr. Woolfolk
II.	Approval of Minutes	
	A. February 6, 2020	
III.	Report from Director of Internal Audit	Kent B. Erdahl
IV.	Report from Chief Compliance Officer	Pamela H. Mason
V.	Closed Session (if necessary)	
VI.	Discussion	
VII.	Adjourn	

**MINUTES**  
**Committee on Audit, Risk and Compliance**  
**February 6, 2020**  
**Board Room—Blow Memorial Hall**

Attendees: Brian P. Woolfolk, Chair; Barbara L. Johnson, Vice Chair; Victor K. Branch, William H. Payne II (via telephone), Charles E. Poston, J.E. Lincoln Saunders. Others present: Rector John E. Littel, Katherine A. Rowe, Henry Broaddus, Deborah Cheesebro, Kent B. Erdahl, Paul Edwards, Melanie O'Dell, Pamela H. Mason, Amy Sebring, Carrie S. Nee, Brian W. Whitson; Eric Sandridge of the Auditor of Public Accounts and others.

Mr. Woolfolk called the meeting to order at 8:15 a.m.

Mr. Woolfolk advised that Will Payne was in Richmond at a meeting this morning and has requested to participate by phone during his drive to Williamsburg. The Board *Bylaws* set forth the procedure to be followed if a member would like to fully participate in the meeting but cannot be present. Therefore, noting compliance with the *Bylaws*, Mr. Woolfolk moved that the Committee on Audit, Risk and Compliance approve the remote participation of Will Payne by telephone. Motion was seconded by Mr. Poston and approved by voice vote of the Committee. Mr. Woolfolk welcomed Mr. Payne to the meeting.

Mr. Woolfolk briefly reviewed the agenda, then welcomed Eric Sandridge of the Auditor of Public Accounts (APA) office and asked for his report. Mr. Sandridge advised that the fiscal year 2019 APA audit is underway. He reported that the audit objectives are to provide an opinion on the consolidated financial statements and to provide a review report for Richard Bland College's financial statements. The APA will also provide a report on internal controls that will include findings or recommendations identified as a result of the audit. He reported that management is responsible for internal controls. Mr. Sandridge communicated that Richard Bland College is treated as a separate component but is consolidated with William & Mary. Mr. Sandridge anticipates completing the audit by the April Board of Visitors meeting. Mr. Woolfolk inquired about accounting trends or emerging issues. Mr. Sandridge indicated that W&M is appropriately positioned and prepared to respond to any accounting guidance changes.

Mr. Woolfolk asked the Chief Compliance Officer Pamela Mason for her report.

Ms. Mason presented the Title IX report and investigation data for the second quarter of FY2020. While the number of reports received and the types of alleged misconduct are consistent with past years' second quarter data, the number of investigations declined significantly in the past two years. The Office of Compliance & Equity plans to gather self-reported information from reporting parties who choose no investigation to assess potential causes for the falloff. The Coordinating Committee will review results and address any recurring concerns about the process with recommended improvements. The OCE also plans to incorporate more targeted questions in the next campus-wide Spring 2021 survey to gather more comprehensive data. Ms. Mason announced that Department of Education final regulations are anticipated by the end of the month.

Committee on Audit, Risk and Compliance  
MINUTES  
Page 2

Mr. Woolfolk asked Director of Internal Audit Kent Erdahl for his report. Mr. Erdahl provided a recap of 2019 Internal Audit activity. The 2019 committee approved audit work plan included ten audits or projects; seven are complete, one is in-progress, and two have been deferred to the 2020 work plan. During the year five audits were added and Mr. Erdahl explained the rationale for adding during the year.

Mr. Erdahl provided a brief overview of two recently issued audit reports.

Mr. Erdahl reported that a member of the Internal Audit department resigned and has left the university. A student intern has been engaged to help bridge the staffing gap while a search for the replacement of the permanent staff member is conducted.

Mr. Woolfolk asked Brian Whitson, Chief Communications Officer, for his report. Mr. Whitson explained the role of communications to protect W&M's reputation. He explained both crisis communication, which involves responding to an active event, and issue management, which includes anticipating and preparing for a possible event. Mr. Whitson explained monitoring procedures and protocols to prepare for and respond to different types of media events. He explained the value of proactive media monitoring. A brief discussion ensued.

Recognizing that a quorum was present, Mr. Woolfolk asked for a motion to approve the minutes of the meeting of November 21, 2019. Motion was made by Mr. Payne, seconded by Mr. Saunders and approved by voice vote of the Committee.

At the request of the Rector, Mr. Woolfolk asked for a motion that the Committee on Audit, Risk and Compliance convene in closed session pursuant to Virginia Code §2.2-3711.A.2. to discuss matters involving identifiable students; Motion was made by Ms. Johnson, seconded by Mr. Branch and approved by voice vote of the Committee. Observers were asked to leave the room and the Committee went into closed session at 9:19 a.m.

The Committee reconvened in open session at 9:30 a.m. Mr. Woolfolk reviewed the topic discussed in closed session and moved the adoption of the **Resolution** certifying that the closed session was held in accordance with the Freedom of Information Act. Motion was seconded by Mr. Saunders and approved by roll call vote conducted by Executive Liaison to the Board Sandra Wilms. (Certification **Resolution** is appended.)

There being no further business, the Committee adjourned at 9:30 a.m.

Committee on Audit, Risk and Compliance

**Resolution AR&C-1**

February 6, 2020

**CERTIFICATION OF CLOSED SESSION**

WHEREAS, the Board of Visitors Committee on Audit, Risk and Compliance 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 Committee that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Committee on Audit, Risk and Compliance, 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 Committee on Audit, Risk and Compliance.

**VOTE**

AYES: **6**

NAYS: **0**

**ABSENT DURING CLOSED SESSION:**



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Brian P. Woolfolk  
Chair  
Committee on Audit, Risk and Compliance

# WILLIAM & MARY

BOARD OF VISITORS

SEPTEMBER 25, 2020

8:30 – 11:30 A.M.

ALUMNI HOUSE – HUNTER HALL

JOHN E. LITTEL, RECTOR  
WILLIAM H. PAYNE II, VICE RECTOR  
BARBARA L. JOHNSON, SECRETARY

I. Call to Order	John E. Littel
II. Approval of Minutes	
A. August 3, 2020	
B. August 25, 2020	
III. Introductory Remarks	Mr. Littel Katherine A. Rowe Debbie L. Sydow
IV. Reports of Standing Committee Chairs	
A. Committee on Academic Affairs	Karen Kennedy Schultz
i. <b>Resolution 8:</b>	Appointments to Fill Vacancies in the Instructional Faculty
ii. <b>Resolution 9:</b>	Designated Professorships
iii. <b>Resolution 10:</b>	Faculty Leaves of Absence
iv. <b>Resolution 11:</b>	Award of Academic Tenure
v. <b>Resolution 12:</b>	Faculty Promotions
vi. <b>Resolution 13:</b>	Resolution to Modify the Bylaws of the Faculty Arts & Science
vii. <b>Resolution 14:</b>	Resolution to Approve a Master of Science in Finance Program
viii. <b>Resolution 15:</b>	Retirement of John Charles, Department of Kinesiology & Health Sciences
a. Monroe Legacy Working Group	Sara Bon-Harper
B. Richard Bland College Committee	Victor K. Branch
i. <b>Resolution 1:</b>	Resolution to Approve Sexual and Gender-Based Harassment and Interpersonal Violence Policy
ii. <b>Resolution 2:</b>	Resolution to Approve Revisions to the Discrimination, Harassment and Retaliation Policy
iii. <b>Resolution 3:</b>	Resolution to Approve the College Workforce Planning and Development Report
iv. <b>Resolution 4:</b>	Retirement of Irene M. Handy, Access & Technical Support Librarian

C.	Committee on Administration Buildings and Grounds	William H. Payne II
i.	<b>Resolution 5:</b> Designation of the Building Official	
ii.	<b>Resolution 6:</b> Declaring the Intention to Reimburse the Cost of Certain Expenditures	
iii.	<b>Resolution 7:</b> 2020 9(c) Revenue Bond Program Participation	
D.	Committee on the Student Experience	Lisa E. Roday
E.	Committee on Institutional Advancement	Sue H. Gerdelman
F.	AD HOC Committee on Organizational Sustainability & Innovation	Mirza Baig Barbara L. Johnson H. Thomas Watkins III
G.	Committee on Audit, Risk and Compliance	Brian P. Woolfolk
H.	Committee on Financial Affairs	James A. Hixon
V.	<b>Resolution 16:</b> Gift Acceptance Policy	Matthew T. Lambert Carrie S. Nee
VI.	General Reports	
A.	Report from Student Representative	Anthony M. Joseph
B.	Report from Faculty Representative	Thomas J. Ward
C.	Report from Staff Liaison	Arielle S. Newby
VII.	Old Business	
A.	COVID Response	Samuel E. Jones
B.	Memorial to the Enslaved	W. Fanchon Glover
VIII.	New Business	Mr. Littel
IX.	Closed Session (if necessary)	Mr. Littel
X.	Adjournment	



# WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS RETREAT  
ELECTRONIC MEETING  
AUGUST 3, 2020  
1:00 P.M.

## MINUTES

### **BOARD MEMBERS PRESENT ELECTRONICALLY**

Mr. John E. Littel, Rector	Ms. Cynthia E. Hudson
Mr. William H. Payne II, Vice Rector	Ms. Anne Leigh Kerr
Ms. Barbara L. Johnson, Secretary	Hon. Charles E. Poston
Hon. Mari Carmen Aponte	Ms. Lisa E. Roday
Mr. Mirza Baig	Mr. J.E. Lincoln Saunders
Mr. Victor K. Branch	Ms. Karen Shultz Kennedy
Mr. S. Douglas Bunch	Mr. H. Thomas Watkins III
Ms. Sue H. Gerdelman	Mr. Brian P. Woolfolk
Mr. James A. Hixon	

### **OTHERS PRESENT ELECTRONICALLY**

President Katherine A. Rowe  
Ms. Peggy Agouris, Provost  
Dr. Warren W. Buck III, Chair of the Principles for Naming and Renaming Working Group (presenter)  
Ms. Christy S. Coleman, Executive Director of the Jamestown-Yorktown Foundation (presenter)  
Ms. Carla Moreland, President of the Alumni Association  
Ms. Carrie Nee, University Counsel  
Ms. Amy Sebring, Chief Operations Officer  
Mr. Michael J. Fox, Secretary to the Board of Visitors  
Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors  
Members of the President's Cabinet  
Staff Liaison  
W&M students, faculty and staff, and members of the public via YouTube livestream

### **CALL TO ORDER**

Mr. John E. Littel, Rector called the meeting to order at 1:01 p.m. The Rector welcomed Carla Moreland, President of the Alumni Association. He also recognized speakers Christy Coleman, Executive Director for the Jamestown-Yorktown Foundation, and former BOV member Dr. Warren Buck, chair of the Principles for Naming and Renaming Working Group and Special Advisor to the President for Equity in the 21<sup>st</sup> Century. The Rector also recognized guests of Mr. Will Payne, Vice Rector, watching on the YouTube link, George Monroe Jr. and Jennifer Stacy, members of Highland's Descendant Advisory Panel.

The meeting was held in accordance with Item 4-0.01.g of the 2020 Appropriation Act, which provides governing boards with the ability to hold meetings electronically without a quorum present while the Commonwealth is under a State of Emergency.

**FALL RE-OPENING UPDATE**

President Katherine A. Rowe noted that since there is another Board meeting later in the month, she would keep her update brief to allow the invited speakers more time.

President Rowe announced that due to the track of Hurricane Isaias the EMT and Provost have decided to close campus August 4.

Providing an update on fall reopening, she said an announcement was sent Friday, July 31 adjusting the pace of return to campus to a lower density while watching the ongoing trends in the public health environment. Adjustments will continue to be made based on the public health environment.

President Rowe announced there would be a Town Hall focused on reopening Wednesday, August 5. Town Hall goals: (1) planning for fall and how decisions will be made; (2) how public health data is being used; (3) what are testing protocols at present; and (4) what are rules regarding masks and social distancing on and off campus.

She then gave a brief update on the Memorial to the Enslaved. The design is almost finalized. There have been multiple site walks recently and the construction work will be visible this fall to those on campus. The President anticipates a final design in early September. Fundraising is also expected to be completed this fall. She will have additional information at the next Board meeting.

The President shared the university is moving forward as planned with new faculty hiring guidelines. Diversifying faculty and expanding inclusion in the classroom are top priorities.

**"RESEARCH, TEACHING, AND NARRATIVE CORRECTION"**

Ms. Christy S. Coleman, Executive Director of the Jamestown-Yorktown Foundation, began by discussing the power of narrative and how it impacts communities; putting forward curated content on the public landscape designed to put forth a particular narrative, that is deliberately exclusive, is harmful.

Ms. Coleman stated there is the conventional wisdom if we don't know our history, we are doomed to repeat it. She said the real issue is that we do not know much history at all. Instead there is a confluence between history, heritage, and culture which is different. This develops more nostalgia building versus historical understanding.

History is documentable. History is the study of us right now, it is always evolving. History doesn't change but the questions that are asked of a certain time are. Memory is entirely different. It is the interaction had with a person or place. Memory is often flawed and singular.

Viewing history from a single point of view is the mistake that we, as a nation have continued to make. There needs to be a collective heritage. There needs to be a way to build community based on the voices of varying players in that historical past.

Ms. Coleman said that with the partnership and work of William & Mary, it is her desire to help accelerate the process of how information goes from scholarship to the public. She said there is a need to take a far less conservative (fast or slow) approach to help William & Mary become less risk averse, be a community resource on divisive issues that also have the capability to pull people together. Such issues can force the finding of a common humanity and empathy, and force us to recognize that if you say something you have to mean it and you have to act.

There has been significant work done under the Lemon Project over the last decade that has unveiled key historical facts and records around the university. This work is also impacting the city of Williamsburg and its residents. With the partnerships available it is important to create and correct the narrative we share so we can move forward together. While it may be uncomfortable, we will not be right with each other until we get the history right.

A discussion ensued between Ms. Coleman and the Board.

Ms. Coleman further said identifying the research work William & Mary is undertaking regarding understanding African American and indigenous communities that were brought to campus over time is important. It is critical how it is disseminated to campus and shared with the community. People should feel like a partner not a guest. You want to see and hear what the community is asking and see the impact of the work or the lack thereof. Relationships and partnerships are key to the success.

Ms. Coleman concluded her time with another brief discussion with the Board.

#### **PRINCIPLES OF NAMING AND RENAMING**

Dr. Warren W. Buck III, Chair of the Principles for Naming and Renaming (“PNR”) Working Group, reported on the activities and findings to date of PNR. PNR had its first meeting on June 30 and has met 17 hours to date; not including email exchanges and six Listening Sessions conducted with students, faculty and staff, and alumni. PNR also has a webpage that contains a comment section for members of the William & Mary community and the public to provide input on the charges assigned to PNR. Dr Buck highlighted several comments ranging from change all names to change no names.

PNR has deliberated with all comments in mind and thus far arrived at the following three mission imperatives: (1) the campus landscape should teach; (2) the campus landscape should affirm and bear witness to complexity; and (3) the campus landscape should promote fearless and level-headed self-examination of the history and present state of the university.

President Rowe shared the current timeline of PNR with the Board. After review with President Rowe, PNR recommends draft Mission Imperatives now and draft principles for community feedback in mid-August. Based on feedback, principles will then be presented to the President who will in turn bring them to the Board. In addition to the principles, PNR will present a short list of suggested buildings and/or spaces to be initially considered for renaming, and a Land Acknowledgement which formalizes

and acknowledges those that inhabited the land where William & Mary was built. The university is working with Tribal leaders to ensure the language is correct for the Acknowledgement.

President Rowe presented the three Mission Imperatives to the Board suggesting they be incorporated into the work of the Board's committee on Administration, Buildings and Grounds, and the Design Review Board.

A discussion ensued, led by the Rector. The Board ultimately decided not to adopt the Mission Imperatives but allow additional time to review what was presented and take under consideration at the next Board meeting.

#### **ACTION ITEMS**

Mr. Littel brought forth **Resolution 1: Revisions to the Bylaws of the Board of Visitors** for consideration by the Board. He noted that there were four additional amendments added from the redline version of the Bylaws provided to the Board on July 2. Three are technical and the fourth is a substantive change to Article V, section V.A.1 that would permit the Rector to appoint a larger Executive Committee.

The Rector requested a motion to move the amendments as a block, Mr. Watkins so moved, and Ms. Aponte seconded. The Rector asked for any discussion. Ms. Kerr suggested the change to Article V, section V.A.1. be removed and explained her reasons for opposing. The Rector then reviewed his arguments for the draft amendment. Further discussion ensued to include a sunset provision of one year. The Rector then requested a substitute motion to move the amendment to Article V, section V.A.1. which included a one year sunset provision – June 30, 2021, Mr. Hixon so moved, and Ms. Aponte seconded. The amendment was approved by roll call vote conducted by Mr. Fox, Secretary to the Board of Visitors, by a vote of 12-4. Mr. Baig, Ms. Kerr, Mr. Saunders, and Mr. Woolfolk opposed the motion. Ms. Hudson was absent.

The Rector requested a motion to move the three remaining technical amendments. Ms. Johnson so moved, and Ms. Roday seconded. The amendments were approved by roll call vote conducted by Mr. Fox.

Hearing no further discussion, the adoption of Resolution 1, as amended, was moved by Mr. Hixon. Motion was seconded by Ms. Schultz and adopted by roll call vote conducted by Mr. Fox.

Mr. Littel brought forth **Resolution 2: Corporate Resolution to Transact Business and Confirm Authorized Business Agents for William & Mary**. Mr. Watkins moved adoption of Resolution 2. The motion was seconded by Mr. Hixon and approved by roll call vote conducted by Mr. Fox.

#### **CLOSED SESSION**

Ms. Johnson moved the William & Mary Board of Visitors convene into closed session 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 President 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 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. Schultz and approved by roll call vote conducted by Mr. Fox

The Board members and multiple members of the ELT entered the closed session at 3:52 p.m.

**RECONVENED SESSION**

Following the closed session, Board members and ELT members returned to the open session at 4:18 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. Payne and approved by roll call vote conducted by Mr. Fox. (Certification **Resolution** appended)

**ANNOUNCEMENTS**

Mr. Littel confirmed there will be a Board meeting on August 25, with a possible Richard Bland Committee meeting that morning. He reminded the Board of the regularly scheduled Board meeting on September 24-25.

**ADJOURNMENT**

There being no further business, Rector Littel adjourned the meeting at 4:21 p.m.

**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



# WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETING  
AUGUST 25, 2020  
1:00 P.M.

## MINUTES

### **BOARD MEMBERS PRESENT**

Mr. John E. Littel, Rector	Hon. Charles E. Poston
Mr. William H. Payne II, Vice Rector	Ms. Lisa E. Roday
Ms. Barbara L. Johnson, Secretary	Mr. J.E. Lincoln Saunders
Hon. Mari Carmen Aponte (via phone)	Dr. Karen Shultz Kennedy
Mr. Mirza Baig	Mr. H. Thomas Watkins III (via phone)
Mr. Victor K. Branch (via phone)	Mr. Brian P. Woolfolk (via phone)
Mr. S. Douglas Bunch	Dr. Thomas J. Ward, Faculty Representative
Ms. Sue H. Gerdelman	Mr. Anthony Joseph, Student Representative
Mr. James A. Hixon	Ms. Arielle S. Newby, Staff Liaison
Ms. Cynthia E. Hudson	
Ms. Anne Leigh Kerr (via phone)	

### **OTHERS PRESENT**

President Katherine A. Rowe  
Dr. Debbie L. Sydow, President of Richard Bland College (via phone)  
Dr. Peggy Agouris, Provost  
Dr. Virginia M. Ambler, Vice President of Student Affairs  
Dr. Warren W. Buck III, Chair of the Principles for Naming and Renaming Working Group (presenter)  
Dr. W. Fanchon Glover, Chief Diversity Officer  
Mr. Samuel E. Jones, Special Assistant to the President (via phone)  
Ms. Marilyn Midyette, Chief Executive Officer of the Alumni Association  
Ms. Carrie Nee, University Counsel  
Ms. Amy Sebring, Chief Operations Officer  
Mr. Michael J. Fox, Secretary to the Board of Visitors  
Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors  
Members of the Executive Leadership Team  
W&M Staff and Faculty

### **WELCOMING AND OPENING REMARKS**

Mr. John E. Littel, Rector, called the meeting to order at 1:03 p.m. Mr. Littel welcomed all Board members both present and via phone. He then did a brief roll call confirming those participating via phone were on the line.

Mr. Littel thanked the special events and health center staff for checking in participants and making sure they followed the Healthy Together rules. He also thanked community members present at the meeting and by phone for their attendance.

Mr. Littel asked that all Board members identify themselves when speaking so that those listening remotely know who is speaking and to use the push-to-talk microphones at each table.

Mr. Littel noted that the Board was joined by Dr. Warren W. Buck III, Chair of the Principles for Naming and Renaming (PNR) Working Group and Special Advisor for Equity in the 21<sup>st</sup> Century. He then recognized Ms. Marilyn Midyette, Chief Executive Officer of the Alumni Association.

Ms. Midyette welcomed the Board and guests to the Alumni House. She said the Alumni House expansion has been a little over four years in the making, and she was delighted that the Board of Visitors was the first to use the new space.

Mr. Littel officially welcomed the new deans and Chief Information Officer: Maria Donoghue Velleca, Dean of Arts & Sciences; Benjamin Spencer, Dean of the School of Law; Robert Knoeppel, Dean of the School of Education; and Ed Aractingi, Chief Information Officer. He also recognized Jessica Walton, Deputy Secretary to the Board of Visitors, and noted this was her first in person meeting.

Mr. Littel, on behalf of his fellow Board members, recognized the amount of thought and work that went into preparing William & Mary to reopen safely. He said that the dedication and commitment from housekeeping, grounds crew, Student Affairs team, faculty, staff, students, Student Assembly, and others to those the university serves has been remarkable.

President Katherine A. Rowe noted that undergraduate classes started virtually last week and that it is wonderful to have students back on campus.

President Rowe had three updates for the Board. She began with the phased reopening. Students will be offered remote or on campus learning to allow for maximum flexibility to meet student needs while creating a remote environment that fosters community and a campus environment that safeguards health to the best of the university's ability. President Rowe reminded everyone that the aforementioned is being done because for the majority of students it is in their best interest to be able to choose which method of learning works best for them. The university learned in the spring that remote learning presented barriers for many students, especially low-income and first-generation students, and students of black and brown communities. The university recognized the ethical imperative to make on campus learning possible in a way that will preserve equity, a level playing field for learning, and minimizing health risks.

The university is continuing to take a phased and de-densified approach to reopening. A benefit of the slower return is scale. William & Mary's smaller size, density, and focus on flexibility – about 25% of students will be off campus for the semester – allows students to move back in phases in a way that will establish shared norms such as masking and socializing in a positive way.

Phased reopening has also given the university time to refine its testing protocol and complete a round of prevalence testing. It also allows time to understand how effective the social norms and physical distancing behaviors are now that they have been put in place. She said the university is

seeing high levels of commitment from students, staff, and the local community.

Reporting of violations has been consistent and follow up has been immediate. It is important to be concrete not ambiguous on what conduct is expected, and what counts as exposure. Socialization should take place in groups of no more than ten, while wearing masks, and ensuring good air circulation.

Upperclassmen who started the year remotely will be in phased return through Labor Day weekend.

President Rowe gave an update on diversity and inclusion with a focus on structural work the university's leadership team has committed to along with Faculty Assembly, PPFA, Student Assembly and Staff Assembly. President Rowe said that she will be sharing updated numbers on the refined D&I dashboard with the Board in September and expanding some categories by school to give each of the Deans additional data.

A key focus for the year is the university's efforts to accelerate the diversification of the faculty. This is a top priority that is identified by every constituency of the university. During the last four fiscal years the university has increased faculty of color by 21%. Overall scholars of color comprise 15% of the university's faculty. The mean for Virginia publics is 18% and 22% for the U.S. News World & Report Top 100. There is still work to do.

There are good research-based strategies that can help reduce this gap. This fall William & Mary is launching a new faculty hiring pilot that will run for three years to develop a common set of guidelines across the five schools. The university will test, and refine, during this time frame along and allow for the additional training of search chairs and Deans. The Provost, Deans, and Faculty Assembly have been charged with moving this effort forward. Even though the university is in a hiring freeze this is a good time to start this program. There will still be a small number of mission critical hires which will allow all involved to work together and learn.

Guidelines for the pilot include holding the bar high for excellence. The university seeks 100% of those hired to teach at William & Mary bring an expertise in creating inclusive learning environments. The second is using evidence-based approaches, and third is using iteration and refinement. The fourth and final guideline is student participation.

President Rowe shared two presidential actions she has recently taken. She established two named directorships for The Lemon Project and American Indian Resource Center. President Rowe appointed Dr. Jody Allen to the Robert Francis Engs Directorship of The Lemon Project and Dr. Danielle Moretti-Langholtz to The Thomasina E. Jordan Directorship of the American Indian Resource Center. These Directorships recognize pioneering work of their namesakes and of Dr's Allen and Moretti-Langholtz. Their research has uncovered a fuller more powerful account of William & Mary's history. President Rowe said that as the university seeks to advance equity and inclusion their work will be paramount.

The second action the President took was to approve a land acknowledgement for William & Mary which recognizes the indigenous peoples of the region whose ancestral lands the campus is located on.

*William & Mary acknowledges the Indigenous peoples who are the original inhabitants of the lands our campus is on today – the Cheroenhaka (Nottoway), Chickahominy, Eastern Chickahominy, Mattaponi, Monacan, Nansemond, Nottoway, Pamunkey, Patawomeck, Upper Mattaponi, and Rappahannock tribes – and pay our respect to their tribal members past and present.*

Prior to approving the acknowledgement the university consulted with the leadership of the Virginia tribes.

President Rowe said it is the university's aim to be as transparent as possible regarding finances especially given the many uncertainties. There are key dates and information that will give a better picture of the university's financial situation. This includes final fall enrollment figures, housing contracts, and a special session of the General Assembly which convened on August 18. The university expects to face a budget shortfall of at least \$30M based on what is known at the time of this meeting. This number could grow significantly if public health conditions deteriorate and the university has to change course.

#### **APPROVAL OF MINUTES**

Recognizing that a quorum was present, the Rector asked for a motion to adopt the minutes of the meetings of May 12, 2020 and June 16, 2020. Motion was made by Ms. Roday, seconded by Mr. Hixon. Mr. Woolfolk offered an amendment to the minutes that stated the May 12, 2020 minutes should reflect voting no on Resolution 11, William & Mary FY21 Operating Budget Proposal was due to his concern regarding James Monroe's Highland. The Rector accepted the amendment and the minutes were unanimously adopted, with the amendment, by roll call vote conducted by Mr. Fox.

#### **FALL RE-OPENING**

Provost Peggy Agouris provided a data-based update on fall academics. At the time of the meeting the current undergraduate and graduate head count for the fall semester is 8,538 with the majority of the students - 67%, selecting the blended option of having both classes on campus and remotely. Of the remaining student population 26% will be remote, 6% will be on campus, and 1% have not yet specified their preferred method of learning.

Of the 6,369 undergraduates, 76% have chosen to participate in fall courses via the blended option. Twenty-two percent will be remote, with 1% on campus, and 1% unspecified. Graduate student participation method varies from school to school. The School of Arts & Science has the most students committed to being on campus at 43% and the School of Law has the most students participating solely remotely for the semester at 61%. VIMS has the largest blended commitment with 76% of their students participating both on campus and remotely. The Schools of Education and Business have a mixture of on campus, blended, and remote participation.

Dr. Virginia M. Ambler, Vice President of Student Affairs, reported on student experience and reopening. Dr. Ambler stated that the university has successfully welcomed back through a de-densified move-in, 1,917 students. Touchless check-in was offered to students for the first time, and

found to be efficient and will continue to be used.

Students are also required to have a negative COVID test before being allowed to move into a campus residence. Some COVID results were not available when students were ready to move back so the university worked in a case management style with each student and his/her family to ensure the student was able to move in back as quickly as possible.

Orientation has been completed for freshman and transfer students, and most of the graduate students. Orientation has been offered in person and online, so remote students also feel welcomed and have the ability to connect with one another.

The university's approach to accountability has garnered much attention both on and off campus. Through the Healthy Together Commitment there has been required training on what it means to live safely on campus together. PPE has been distributed for all staff, faculty, and students, and there is a robust testing plan in place. Creating these shared norms has been important in being accountable to one another.

The university has found it needs to take a stronger stance on non-compliant behavior, and student support has been strong. Student Affairs is providing activities for students that allow both for proper social distancing and interaction.

Ms. Amy S. Sebring, Chief Operating Officer, provided an update on testing. The university made the decision mid-summer to be aggressive with testing. Measures are above and beyond what VDH and CDC require to help mitigate the spread of COVID. Ms. Sebring reiterated the fact students have to be tested prior to returning to campus. In consultation with VCU Health the university identified an entity it could work with for testing. To date the university has tested over 5,000 individuals (students and employees) with 17 testing positive. There is another round of testing taking place in the coming weeks as the remainder of students return to campus. The university's focus now shifts to the prevalence testing.

Mr. Samuel E. Jones, head of the COVID Response Team (CRT), provided an updated from CRT. The Team is especially focused at this time on identifying gaps in the university's response in order to address those gaps immediately. The other focus is on emerging issues and remaining flexible. CRT is using technology as much as it can to gather and provide information.

The university has a partnership with the City of Williamsburg. The City Council signed onto the Healthy Together Community Commitment. This has challenged the local community to join William & Mary in the efforts to minimize the spread of the virus.

Mr. Jones shared the William & Mary COVID-19 Testing Results dashboard with the Board. The dashboard includes testing data related to university students and employees, and provides regional test results as well.

A brief discussion ensued regarding additional options related to COVID-19 precautions.

Mr. Jones continued his comments by addressing contact tracing. He said the university is in negotiations with VDH and the Peninsula Health District in order to get dedicated resources for

William & Mary to conduct required contact tracing as cases occur. Negotiations should conclude in the coming days.

A discussion ensued regarding COVID-19 testing at the university.

Dr. Ambler gave an update on modifications made to mental health services. During spring 2020 the university began supporting mental health via a virtual environment. This took place through the creation of a virtual wellness website, which became a national model. Therapists and physicians were trained on how to offer medicine and therapy through technology. Promoting optimal mental health on campus is multi-dimensional. A focus on compliance is important as it has been shown students flourish when they feel they are in a supportive environment.

#### **REPORTS**

Student representative, Anthony “AJ” Joseph, reported that overall students have reacted positively to the phased student return. Mr. Joseph thanked the Facilities Management staff for their work in ensuring the campus is compliant with COVID guidelines. New student orientation was a success. Mr. Joseph noted there are some emerging issues with compliance. The Student Assembly will continue to work with Dr. Ambler, Police Chief Deb Cheesebro, and Dean Marjorie Thomas to think about enforcement mechanisms while maintaining a balance between positive and negative reinforcement. The Student Assembly is also working with Student Affairs to provide safe options for students to engage, and work with Mr. Jones and the CRT to devise more ways to get messages out to students about compliance, contract tracing, exposure, and other messages regarding safe student life.

Mr. Joseph said the Student Assembly recently released a plan to tackle systemic racial injustice at William & Mary. The Assembly has organized into multiple teams to look at avenues to address academic diversity, student/police engagement, and community inclusion. Applications for students to be involved in these efforts will be released soon and SA will work with the administration to achieve identified goals. Mr. Joseph said he hopes to have further updates at the September meeting.

Ms. Areille S. Newby, Staff Liaison to the Board, reported communication with staff is still a concern at both high and low levels. There is a need for more detail for staff to make better decisions on how best to support their respective office. She said there is an increase in empowerment among staff to play a role in the decision-making process, however there is still concern about transparency and whether the return to campus is receiving enough thought. The Staff Assembly is identifying areas where staff need support. There is also a need for more timely and efficient communication.

Staff are working together during these challenging times and helping one another. This time has also allowed some to examine internal processes.

Faculty Representative, Thomas J. Ward, reported the faculty is trying to find the rhythm of the semester. It has been difficult planning for remote and in person classes, and switching between the two. The faculty worked hard through the summer and were involved in the plan ahead teams. Members of the Faculty Assembly met weekly with President Rowe and presidents of the other assemblies. The faculty re-envisioned classes for multiple possibilities, and are ready to continue the partnership with the administration on any emerging issues. The Faculty Assembly is looking forward to collaborating on the faculty pilot hiring study. Faculty are concerned about the learning experience

for students. In addition, they are looking at the health and safety of all on campus.

A discussion ensued about what the Board can do to assist the campus community during these challenging times.

Board member Lisa Roday brought forth a hand carry resolution entitled **Resolution Recognizing William & Mary Staff and Faculty**.

*WHEREAS, beginning in early March 2020 and continuously since then the staff and faculty of William & Mary have been operating under the unprecedented circumstances of a global pandemic known as COVID-19. The pandemic has unleashed an astonishing series of unforeseen consequences and placed an enormous strain on the selfless men and women who serve the William & Mary community. They have served, nearly without pause, even as the pandemic persists, with the goal of continuing to provide education, teaching and learning for our community, ensuring the safety and well-being of our community, and making decisions that reflect a thoughtful response to a rapidly evolving and constantly changing situation, and*

*WHEREAS, these efforts are often made quietly, with resolve for the greater purpose of keeping our community safe. The character of each member of the William & Mary staff and faculty has been sorely tested since the onset of the pandemic and will continue to be tested in the uncertain days, weeks, and months ahead and*

*WHEREAS, it does not do justice to the service provided by our staff and faculty to simply say, "thank you," although we do, indeed thank them. The commitments that each has made, the remarkable gifts of time and talent they have each given and will continue to give in the face of the exceptional ambiguity they face, must be recognized with our sincerest appreciation. The names of the thousands of individuals who have acted surely, consistently and without hesitation cannot all be named here, but all are recognized by this resolution.*

**THEREFORE, BE IT RESOLVED** That the Board of Visitors of William & Mary hereby lauds the staff and faculty of the university with our gratitude and praise.

Mr. Littel asked for a second to Ms. Roday's motion, which was offered by Ms. Johnson. Mr. Littel asked if there was any discussion at which time President Rowe offered a friendly amendment making November 30, 2020 a paid day of leave for employees. Ms. Roday welcomed the amendment and expanded on the friendly amendment offering November 30, 2020 be named "Healthy Together Recognition Day." Hearing no further discussion, **Resolution 3: Resolution Recognizing William & Mary Staff and Faculty**, as amended, was unanimously adopted by roll call vote conducted by Mr. Fox. (The resolution is attached)

#### **FINANCIAL AFFAIRS COMMITTEE**

Mr. James A. Hixon, Chair of the Committee on Financial Affairs, reported that prior to the Board meeting the Committee met. Ms. Sebring provided an update during the meeting as to where the

university stands in regards to the current FY21 budget, as well as the debt financing proposal.

Ms. Sebring provided a brief overview of her report to the Committee on what the budget presently looks like. Based on the information currently available the university is facing a budget shortfall of just over \$30M due to revenue shortfalls, increased expenditures related to COVID-19. Mitigation actions taken thus far include cost containment measures, a hiring freeze, voluntary personal action, reassignment of employees, and proposed debt restructuring. Should the public health conditions require a change of course it is possible for the budget shortfall to reach \$100M for FY21.

Mr. Hixon brought forth **Resolution 1(R): William & Mary Authorization of 2020 Bond Package**, on behalf of the Committee on Financial Affairs, for the Boards consideration. Given this was brought for by the Committee a second is not needed. Hearing no discussion, the resolution was unanimously adopted by roll call vote conducted by Mr. Fox.

#### **RICHARD BLAND COLLEGE COMMITTEE**

Mr. Victor K. Branch, Chair of the Richard Bland College (RBC) Committee, reported the Committee met August 18 and all Committee members were present. An update was provided by President Debbie Sydow, who was on the phone, and her cabinet on reopening plans, fall enrollment, student experience, and the diversity and inclusion equity review, a new initiative currently underway at RBC. The reopening plan, RBC Statesman Safe & Secure, closely follows VDH guidelines and has been certified by SCHEV. Students returned to campus last week and classes are officially underway.

#### **OLD BUSINESS**

President Rowe reported that all funds to proceed with the final stages of planning for the Memorial to the Enslaved, to be known as Hearth, have been secured. Ninety percent of funds were raised between One Tribe One Day on June 23 and August 25. Just over \$1M in private gifts have been committed which the Board will match to complete the \$2M project. Board members Mr. Hixon and Ms. Gerdelman were lead donors. Three alumni, and their spouses, completed the fund-raising goal by providing six-figure gifts. These alumni included Todd and Elaine Stottlemyer, Cliff Fleet, Fran Zemmel, and Rob and Jean Estes.

The Memorial will be the first of its kind on a campus in the United States and will position William & Mary to lead national conversation around the legacies of slavery and the history of the United States.

Dr. W. Fanchon Glover, Chief Diversity Officer, reported on the Memorial's design. In the process of refining the design the university recognized the Memorial site would reimagine the Jamestown Road entrance to campus both symbolically and actually. The new pathway into campus will invite all into the learning, reflecting, honoring, and acknowledging of a more inclusive history. The new university values adopted last year have guided much of the work that has been done, especially belonging.

It is the hope that the Memorial will allow W&M to stand together and accelerate the university's work on equity and inclusion.

President Rowe noted the Memorial to the Enslaved is under design by Baskerville. The design process will be complete in September and ready for the Design Review Board to see. Kjellstrom and Lee will

be in charge of construction. They are expected to break ground in winter of 2021 and be complete in fall of 2021 in time for Homecoming.

President Rowe gave an update on PNR. She reminded the Board that the first draft of the principles were published for comment and there was a robust and thorough response from many in the community. It was clear PNR needed more time to achieve the aspiration of broad participation from multiple stakeholders.

Dr. Buck provided an update on PNR's progress. PNR solicited public feedback from the community via an online comment form in August. There has been participation from faculty, alumni, student, and the community. Dr. Buck said PNR has to reach beyond the scholarly language and engage the broader community. Comments submitted included concerns that the principles would in some way ruin the aesthetics of the campus and/or erase history. PNR has decided to expand its data collection by reaching out to more groups. PNR is reviewing all submissions and re-write the draft principles and then submit to President Rowe in time for the September Board meeting.

Mr. Joseph stated that when PNR reviewed the data and feedback given it was very Alumni focused. Mr. Joseph and the Student Assembly are going to meet with BIPOC student organizations on campus to solicit feedback from them. He is also going to email the Hulon Willis Association for feedback.

A discussion ensued about PNR's methodology in making decisions and recognizing the unique role William & Mary occupies in this space due to its history.

Mr. Littel noted that over the last decade the university and Board has been dedicated to equity and inclusion. The Lemon Project has spawned research and understanding of William & Mary's history as well as positive changes for the present and future. There is a genuine commitment to reconciliation. The 50<sup>th</sup> anniversary of African American students in residence on campus and the 100<sup>th</sup> anniversary of women students was a time of self-examination and reflection, and advancement. When issues have been identified to be inconsistent with the university's values the university has acted. William & Mary has expunged things found to be offensive. The university has begun and is committed to contextualizing those that are commemorated in the spirit of American historian and honorary William & Mary doctorate recipient Annette Gordon-Reed, to "take the good with the bitter." The university strives to more fully tell the narrative of those that started William & Mary. However, William & Mary is at heart a Colonial institution that is central to and interwoven in the founding of this nation. The Founding Fathers, and Mother, should be fully contextualized. However, it is important to recognize there would be no William & Mary or United States of America without these individuals.

Mr. Woolfolk expressed discomfort with the idea of taking the good with the bitter. He said that is not acceptable and finds it offensive. Mr. Woolfolk wanted to know who should accept the bitter and why they should accept it.

#### **CLOSED SESSION**

Ms. Johnson moved the William & Mary Board of Visitors convene in closed session pursuant to Va. Code §2.2-3711.A.1 for discussion of the assignment, appointment, performance and salaries of specific officers or employees, including the President of William & Mary, the Executive Leadership

Team and the Department of Athletics and the President of Richard Bland College; and Va. Code §2.2-3711.A.8 for consultation with legal counsel regarding specific personnel matters requiring legal advice. Motion was seconded by Ms. Gerdelman and approved by roll call vote conducted by Mr. Fox

At that time the Board members, President, Provost, COO and University Counsel entered the closed session meeting at 3:15 p.m.

**RECONVENED OPEN SESSION**

Following the closed session, the board members and ELT members returned to the open session at 5:01 p.m. Mr. Littel called the meeting to order. 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 conducted by Mr. Fox.

(Certification **Resolution** is appended)

**Resolution 2: William & Mary Approval of the Salary of the President of Richard Bland College (appended)**, which keeps President's Sydow's salary at the FY20 level, was moved by Mr. Littel, seconded by Ms. Roday, and approved 16-0 by roll call vote conducted by Mr. Fox. Ms. Hudson was absent from the vote.

Mr. Littel noted that President Rowe had requested that the Board temporarily lower her salary, which remains at the FY20 level, by 15% through the remainder of the calendar year. Mr. Littel made a motion to that effect, which was seconded by Ms. Roday. The motion was approved 16-0 by roll call vote conducted by Mr. Fox. Ms. Hudson was absent from the vote.

**CLOSING REMARKS**

Mr. Littel confirmed the Board has a regularly scheduled Board meeting on September 24-25.

**ADJOURNMENT**

There being no further business, Rector Littel adjourned the meeting at 5:06 p.m.

Board of Visitors

Resolution 2

August 25, 2020

Page 1 of 1

**WILLIAM & MARY**  
**APPROVAL OF THE SALARY OF THE**  
**PRESIDENT OF RICHARD BLAND COLLEGE**

RESOLVED, That the Board of Visitors of William & Mary approves for the Fiscal Year 2020-2021 the salary of \$292,803 for Debbie Sydow, President of Richard Bland College.

**RESOLUTION RECOGNIZING  
WILLIAM & MARY STAFF AND FACULTY**

WHEREAS, beginning in early March 2020 and continuously since then the staff and faculty of William & Mary have been operating under the unprecedeted circumstances of a global pandemic known as COVID-19. The pandemic has unleashed an astonishing series of unforeseen consequences and placed an enormous strain on the selfless men and women who serve the William & Mary community. They have served, nearly without pause, even as the pandemic persists, with the goal of continuing to provide education, teaching and learning for our community, ensuring the safety and well-being of our community, and making decisions that reflect a thoughtful response to a rapidly evolving and constantly changing situation, and

WHEREAS, these efforts are often made quietly, with resolve for the greater purpose of keeping our community safe. The character of each member of the William & Mary staff and faculty has been sorely tested since the onset of the pandemic and will continue to be tested in the uncertain days, weeks, and months ahead and

WHEREAS, it does not do justice to the service provided by our staff and faculty to simply say, "thank you," although we do, indeed thank them. The commitments that each has made, the remarkable gifts of time and talent they have each given and will continue to give in the face of the exceptional ambiguity they face, must be recognized with our sincerest appreciation. The names of the thousands of individuals who have acted surely, consistently and without hesitation cannot all be named here, but all are recognized by this resolution.

**THEREFORE, BE IT RESOLVED** That the Board of Visitors of William & Mary hereby lauds the staff and faculty of the university with our gratitude and praise; and

**BE IT FURTHER RESOLVED**, That the Board of Visitors hereby supports the decision by President Katherine Rowe to make November 30, 2020 "Healthy Together Employee Recognition Day" that includes a paid day off.

August 25, 2020

**Resolution BOV-1**

**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;

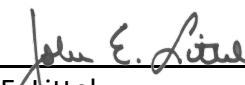
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this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

**WILLIAM & MARY**  
**ADOPTION OF THE GIFT ACCEPTANCE POLICY**

**WHEREAS**, Va. Code §23.1-1304.1, enacted during the 2020 General Assembly legislative session, requires the governing board of each public institution of higher education to establish a policy for the acceptance of terms and conditions associated with any donation, gift or other private philanthropic support.

**WHEREAS**, the proposed gift acceptance policy satisfies the requirements of Va. Code §23.1-1304.1 and aligns with the gift policy used by the W&M Foundation.

**BE IT RESOLVED**, that the W&M Board of Visitors adopts the **Gift Acceptance Policy**, as attached, to govern the terms and conditions associated with any donation, gift or other philanthropic support.

**William & Mary**  
**Gift Acceptance Policy**

**Purpose of Policy**

The purpose of this policy is to provide uniform guidelines and standards governing the acceptance of gifts and guidance to staff who may be involved in the acceptance of gifts to the College of William and Mary (“William & Mary or the “university”) as well as its affiliates, prospective donors, and their professional advisors in completing gifts to the university. This policy is intended to protect donors, further the university’s mission, and serve as a resource and guide for the university’s Board of Visitors, employees, and donors.

**General**

The university is a tax-exempt organization under Internal Revenue Code section 170(c)(1). Under federal tax laws, gifts to the university are generally tax deductible if the donor does not retain control over the gift or receive personal benefit.

**Professional Advice**

The university does not provide legal, accounting, tax, or other professional service advice to prospective donors. Each prospective donor is urged to seek the advice of independent legal, financial, or tax counsel in the gift process. The university shall seek qualified professional advice and counsel advice to assist with gifts as appropriate.

**Guiding Principles**

**Principle 1:** The university shall not accept a gift unless there is a reasonable expectation that acceptance of the gift will advance the mission of the university and complies with applicable federal and state law.

**Principle 2:** The university reserves the right to refuse a gift if (a) such acceptance imposes overly burdensome administrative, financial, or other risk, including reputational risk, on the university or, (b) the gift does not further the university’s mission or purposes or is contrary to university policy.

**Principle 3:** Donors should be actively encouraged both in written proposals or financial illustrations, as well as in person, to consult their own financial and/or legal advisors when contemplating a gift. University staff should not portray themselves as financial or legal advisors to a prospective donor. A disclaimer clause to this effect shall be incorporated in proposals and illustrations as appropriate. No university staff should knowingly accept or encourage a gift if, in his or her professional opinion, the making of the gift is not in the donor's best interest.

### **Gift Acceptance Committee**

The President shall designate a Gift Acceptance Committee, which shall review gifts of certain types of property or subject to certain types of restrictions before acceptance of such gifts. The Gift Acceptance Committee will convene periodically to review for acceptance the terms and conditions associated with any conditional gifts and gifts of real estate or tangible personal property. The Gift Acceptance Committee may develop procedures to permit acceptance of gifts by the university's Vice President for University Advancement, Chief Operating Officer, or their designees.

### **Anonymous Gifts**

Donors may request their gift to be noted as anonymous and excluded from donor lists and reports and may also decline any publicity regarding their gifts or pledges committed. Totally anonymous gifts are not accepted. The university shall honor such requests to the extent they are not in conflict with federal, state or local laws and/or regulatory obligations. Virginia Code §2.2- 3705.4.A.7 requires that the request for anonymity be made in connection with or as a condition of making a pledge or donation and prohibits anonymity if the pledge or donation imposes terms or conditions directing academic decision-making.

### **Types of Gifts**

The following criteria will govern the acceptance of each gift type:

**Cash and cash equivalents.** The university accepts cash and cash equivalents in any form. Any officer, Trustee, or staff member is authorized to accept on behalf of the university an unrestricted gift of cash. **Checks shall be made payable to William & Mary.** In no event shall a check be made payable to an individual who represents the university. For tax purposes, the date of receipt of a gift

shall be determined in accordance with applicable federal tax laws. It is a violation of the university's policy to falsify a written letter of acknowledgement in any way that would violate U.S. Generally Accepted Accounting Principles (GAAP), the Revenue Reconciliation Act of 1993, or Internal Revenue Code section 170 and the regulations underlying that section.

**Tangible Personal Property.** The university may accept certain types of gifts-in-kind if the contributed property or its proceeds can be used to complement the core mission of the university in the areas of teaching, research, creative endeavors, outreach programs, or a combination thereof. The use and need of the property should be clearly documented and approved by the Gift Acceptance Committee or in accordance with procedures established by the Gift Acceptance Committee. Tangible personal property includes, but is not limited to, vehicles, jewelry, artwork, furniture, equipment, and any other personal item owned by a donor. Any such contributed property shall be unencumbered and with clear and proper documentation of the donor's ownership of such property. The university staff and, where appropriate, the university's Gift Acceptance Committee shall give appropriate consideration to the maintenance, storage, and other costs associated with a gift-in-kind. It is the university's policy that donors shall pay any transportation costs associated with delivery of the property to the university.

The university does not accept gifts of marine vessels, aircraft, fixtures, or equipment where the insurance costs of operation may be prohibitively expensive. The university does not accept gifts of livestock.

In order to be tax deductible, the IRS requires the donor of a gift valued at more than \$5,000 to obtain a qualified appraisal and file an IRS Form 8283 completed by the qualified appraiser and signed by an officer of the university; however, it is the responsibility of the donor to obtain the appraisal and the Form 8283. Donors of personal property will be provided with an acknowledgement from the university for the donation; however, no stated dollar value will be included in the acknowledgement/receipt for any gifts of personal property. It is against university policy to accept personal property on an on-loan basis.

The university reserves the right to sell or otherwise dispose of any gift of tangible property. If the university sells or otherwise disposes of an item of personal property within three years of the date of receipt of the gift, it must file with the IRS and provide a copy of the Form 8282 to the donor indicating, among other things, the date of sale or other disposition of the item and the sale price if a Form 8283 was required because the value of the gift was more than \$5,000.

The Internal Revenue Code and underlying regulations limit a donor's deduction for a gift of tangible personal property to the donor's basis if the property's intended use is not related to the university's tax-exempt purpose. In the case of gifts of tangible personal property unrelated to the university's tax-exempt purpose, the university's normal practice shall be to sell such tangible personal property as promptly as possible. The university will inform every donor of these rules and the university's policy and recommend that the donor seek outside tax advice regarding the amount of the donor's income tax charitable deduction for the gift.

**Intellectual Property.** The university may accept gifts of intellectual property that can be used in furtherance of the university's purposes or provide a source of funds to the university to further its purposes. Intellectual property, which is not tangible, but consists of certain rights or privileges, includes, but is not limited to, inventions, patents, copyrights, and trademarks. After review of a potential gift of intellectual property, the university will determine if the property would be retained for use by the university, sold, or otherwise monetized through a shared licensing or other arrangement for the benefit of the university. The university's intention to obtain value for the property and use the proceeds to further its charitable and educational purposes shall be communicated to the donor in writing at the time of the gift.

**Securities.** Any officer, Trustee, or staff member of the university may accept gifts of marketable securities, such as publicly traded stock, on behalf of the university. Gifts of marketable securities may be made by electronic transfer to the university account or may be made by stock certificate, in which case the stock certificate should be either duly endorsed or accompanied by a stock power and in each circumstance accompanied by an appropriate signature guarantee. It is the policy of the university that all readily marketable securities are sold immediately upon receipt. For the university's internal gift crediting and accounting purposes, the value of the securities is the average of the high and low on the effective date of the completed transfer to the university. Gains or losses on the sale of securities, brokerage fees, or other expenses associated with the sale will not affect the reported value of the gift. Gift acknowledgements for publicly traded securities will include a description/name (type) of gift (security), the number of shares received, and the date received.

The university may accept non-publicly traded securities, including S corporation stock, sole proprietorships, closely held or restricted securities, membership interests in limited liability companies, partnership interests, or real

estate investment trusts, only after review and approval by the Gift Acceptance Committee. Before acceptance of non-publicly traded securities, the Gift Acceptance Committee shall consider methods of liquidation for the securities through redemption or sale. A representative of the university shall try to contact the entity to determine an estimate of fair market value and any restrictions on transfer. The Gift Acceptance Committee may decline a gift of such securities if it deems them to be difficult to value or not easily marketable. In evaluating a gift proposal of such assets, the Gift Acceptance Committee may consider the probability of conversion to a liquid asset within a reasonable period of time, projected income that will be available for distribution and administration fees, the nature of the business represented by the securities, and whether or not ownership of the securities will subject the university to unrelated business income tax. The Gift Acceptance Committee must approve a gift of securities that makes the University a principal in a joint venture or other business activity where the university would bear a risk of loss or have liability for the conduct of the business that exceeds its interest in the business (i.e., as a general partner, principal in a joint venture, or owner of a working interest).

Gift acknowledgements for non-publicly traded securities will include a description/name (type) of gift/securities, the number of shares received and the date received. No stated dollar value will be included on the acknowledgement letter for gifts of closely held securities. In case of non-publicly traded securities valued at more than

\$5,000, the donor must obtain a qualified appraisal as required by the federal income tax laws to substantiate the amount of the federal income tax charitable deduction. The donor must complete an IRS Form 8283 completed by the qualified appraiser and signed by an officer of the university; however, it is the responsibility of the donor to obtain the appraisal and the Form 8283. If the university sells the non-publicly traded securities within three years of the date of the contribution, it must file the required Form 8282 with the IRS and send a copy to the donor.

**Real Estate.** Gifts of real estate may include developed property, undeveloped property, or gifts subject to a prior life interest. All outright gifts of real estate must be reviewed and recommended by the Gift Acceptance Committee and approved by the Board of Visitors before acceptance. Due to the expenses associated with gifts of real estate, only gifts valued in excess of \$25,000 will be considered. A proposed gift of real estate valued under that amount will be evaluated individually. The university does not accept gifts of time share interests.

Where appropriate, a title binder shall be obtained by the university in

advance of the acceptance of the real property gift. The cost of this title binder shall generally be an expense of the donor. The donor is responsible for obtaining the required qualified appraisal for any property valued at more than \$5,000. A copy of the donor's qualified appraisal must also be provided to the university. Before presentation to the Gift Acceptance Committee, a member of the staff must conduct a visual inspection of the property. If the property is located in an area that is deemed impracticable for inspection by staff, a local real estate broker can substitute for a member of the staff in conducting the visual inspection.

Before presentation to the Gift Acceptance Committee, the donor must provide, at least, the following documents:

- Real estate tax bill;
- Current plot or survey;
- Current owner's title policy or title commitment;
- Substantiation of zoning status;
- Appraisal;
- A Phase I Environmental Site Assessment addressed to the university reflecting the current environmental condition of the real estate; and
- A Phase II Environmental Site Assessment, if appropriate.

The Gift Acceptance Committee shall consider the following factors before acceptance of the real property:

- Is the property useful for the purposes of the university?
- Is the property marketable?
- Should a second appraisal be required? Should it be paid for by the university?
- Are there any restrictions, reservations, easements, or other limitations associated with the property?
- Are there carrying costs, which may include insurance, property taxes, mortgages, or notes, etc. associated with the property?
- Does the environmental audit reflect that the property is not damaged?

Depending on the value and desirability of the gift and other factors, the donor may be asked to pay for all or a portion of the following:

- Costs of environmental remediation;
- Maintenance costs;

- Real estate taxes;
- Insurance;
- Title insurance premiums;
- Survey costs;
- Real estate broker's commission and other costs of sale; and
- Appraisal costs.

In the event the Board of Visitors decides to accept the real estate, for the university internal gift crediting and accounting purposes, the value of the gift will be the appraised value of the real estate. In the case of gifts of real estate valued at more than \$5,000, the donor must obtain a qualified appraisal to substantiate the amount of the federal income tax charitable deduction. The donor must complete an IRS Form 8283 completed by the qualified appraiser and signed by an officer of the university; however, it is the responsibility of the donor to obtain the appraisal and the Form 8283. In general, the university's policy is to dispose of all gifts of real estate as expeditiously as possible. This policy will be communicated to the donor when the university receives notice of the donor's intent to contribute real property to the university. If the university sells or otherwise disposes of the donated property within three years of the date of the contribution, the university must file the required Form 8282 with the IRS and send a copy to the donor.

**Remainder Interests in Property.** The university may accept a remainder interest (with a retained life interest) in a personal residence, farm, or vacation home or property subject to the provisions of the above section on real estate. The donor or other occupants may continue to occupy the real property for the duration of the stated life. At the death of the life tenant, the university may use the property or reduce it to cash. Where the university receives a gift of the remainder interest, expenses for maintenance, real estate taxes, and any property indebtedness are to be paid by the donor or primary beneficiary and should be addressed in a separate agreement with the donor. All gifts of such remainder interests shall be made only in accordance with the acceptance procedures set forth above for gifts of real estate.

**Oil, Gas, and Mineral Interests.** Although the university does not normally accept oil, gas, and mineral interests, the university may accept such, where appropriate and in accordance with university policies. Prior to acceptance of an oil, gas, or mineral interest, the gift must be approved by the Gift Acceptance Committee, and if necessary, by university Counsel and in accordance with the acceptance procedures set forth above for gifts of real estate and in this section. Criteria for acceptance of the property shall include:

- Gifts of surface rights shall have a value of \$20,000 or greater.
- Gifts of oil, gas, and mineral interests should generate at least \$3,000 per year in royalties or other income (as determined by the average of the three years prior to the gift).
- The property should not have extended liabilities or other considerations that make receipt of the gift inappropriate.
- If the interest is a working interest, the Trustees should determine the impact on the university so that it may develop a plan to minimize that impact if accepted.
- The property should undergo an environmental review to ensure that the university has no current or potential exposure to environmental liability.

**Bargain Sales.** The university may enter into a bargain sale arrangement in instances in which the bargain sale furthers the mission and purposes of the university. All bargain sales must be reviewed and recommended by the Gift Acceptance Committee and approved by the Board of Visitors. In addition to the procedures set forth generally in the procedure for the type of property being purchased, factors used in determining the appropriateness of the transaction include:

- The university must obtain an independent appraisal substantiating the value of the property (in addition to any required appraisal that must be obtained by the donor to substantiate the donor's federal income tax charitable deduction).
- If the university assumes debt with the property, the debt ratio must be less than 50 percent of the appraised market value.
- The university must determine that it will use the property, or that there is a market for the sale of the property, allowing sale within 12 months of receipt.
- The university must calculate the costs to safeguard, insure, and expense the property (including property tax, if applicable) during the holding period.

**Life Insurance.** The university will accept gifts of life insurance in appropriate circumstances where the university is named as a beneficiary.

**Charitable Remainder Trusts.** The university will not accept appointment as trustee of a charitable remainder trust (CRT), but can be named as a beneficiary of a charitable remainder trust.

**Charitable Lead Trusts.** Income produced by a charitable lead trust (CLT) for the benefit of the university may be restricted by the donor and designated in

accordance with policies established for any other contribution. The university does not serve as trustee of CLTs. Any exception to this policy must be approved by the Gift Acceptance Committee.

**Bequests and Retirement Plan Assets.** The university accepts charitable bequests and retirement plan designations and will abide by donor designations indicated in the related documents, assuming such designations are applicable to current programs within the university do not violate university policy or federal, state or local laws. If the intended use falls outside of the law, the university will adhere to the laws and regulations of the Commonwealth of Virginia regarding such matters. Assets transferred through bequests that have immediate value to the university or can be readily liquidated are encouraged. If the university receives artwork or related materials through a testamentary transfer, these items shall be transferred to the Muscarelle Museum of Art or its affiliated Foundation. Gifts that appear to require more cost than benefit shall be discouraged or declined. The university will not accept appointment as executor for an estate. Donors and supporters of the university shall be encouraged to name the university as beneficiary of their retirement plans.

### **Execution of Documents Evidencing Gift Acceptance**

All documents evidencing gift acceptance, such as endowment agreements, deeds of gift, grant agreements from foundation, etc., must be signed by an authorized officer of the university. The authorized individuals to execute documents evidencing gift acceptance including, but not limited to, endowment agreements, grant agreements from foundations, etc. for the university, include the university's Chief Operating Officer.

### **Letters of Commitment (LOC) and Letters of Designation (LOD)**

A LOC outlines the details of a pledge for a donor(s) to give a specific dollar amount to the university to support one or more priorities of the university according to a fixed time schedule. If monies have already been received but documentation is needed to confirm donor intent, a LOD may be used. Generally, pledges should not exceed five years.

- Only the entity with legal control over the assets to be given can make a pledge. Therefore, an individual cannot make a pledge that includes anticipated matching contributions from an employer or some other source. Nor can an individual commit funds that may come from a donor advised fund or community foundation.
- The university must be clearly identified as the entity to whom the pledge is being

made.

- Changes to original pledges/LOCs (e.g., pledge amount, payment schedule or changes in the designation of a pledge) must be documented in writing and approved by the university.

### **Endowment Agreements and Gift Agreements**

A fund for restricted gifts for a specific purpose will be established for commitments that meet the minimum funding thresholds and if the restriction has been vetted and approved by the university's staff under procedures and standards approved by the Gift Acceptance Committee. The university or its designee is responsible for drafting endowment and gift agreements.

### **Special Situations**

**Conditional Gifts.** Conditional gifts are those gifts that, because of some qualifier or restriction, are considered non-routine. Conditional gifts may commit the university to act within a specified time or use a gift for a specific purpose. Any gift of \$1,000,000 or more that imposes a new obligation on the university shall be considered a conditional gift. The university shall document the terms and conditions governing conditional gifts in a record that is compliant with the Virginia Public Records Act and subject to the provisions of the Virginia Freedom of Information Act. Gift acceptance agreements should specify a time period for meeting the conditions for the gift and should also indicate what will happen to the gift if the conditions are not met.

The university shall ensure that conditional gifts that are not completed gifts for federal tax purposes are appropriately documented in the university's financial statements and shall not provide to the donor any written acknowledgement of the gift for federal income tax purposes until the gift is complete.

**Limits on Conditional and Restricted Gifts.** The university shall not accept any gift that is restricted in any manner that would:

- Interfere with or influence the university's academic freedom or its capacity to fully control the management, operations, and direction of its affairs, including admission procedures, faculty selection and promotion, and academic programs and their integrity;
- Result in unlawful discrimination on the basis of race, creed, color, citizenship, national origin, religion, sexual orientation, gender identity, gender expression,

age, marital or partnership status, military status, or disability;

- Presume or require a particular result or conclusion from scholarly work;
- Impede the free inquiry and scholarly activity of a faculty member, fellowship holder, or student;
- Be for purposes inconsistent with the university's missions related to education, research, and service;
- Convey a benefit to the donor or other private individuals rather than serving the public benefit;
- Afford the donor influence over the hiring or continued employment of specific personnel; or
- Impair the university's ability to define and pursue its mission, require illegal or unethical acts, hinder governance or administration, or compromise the university's accreditation.

**Group Gifts.** Donors (graduating classes, alumni groups, friends and family of athletic programs or an academic discipline, etc.) who wish to establish a new fund collectively as a group must meet the following criteria:

- When soliciting a group of donors for new endowments the discussion and determination of the agency that will hold the account and how the monies will be used must first be established and explained and agreed upon with the donors.
- It is important that the donors are aware and agree upon the intent and use of the account at the time of solicitation.
- The university has final approval for the establishment of endowments held by the university.

### **Third Party Gifts**

**Donor Advised Funds.** Generally, a donor advised fund (DAF) is a separately identified fund or account that is maintained and operated by an external section 501(c)(3) organization, which is also known as a *sponsoring organization*. Each account is composed of contributions made by individual or other donors. Once the donor makes the contribution, the DAF has legal control over it. However, the donor, or the donor's representative, retains advisory privileges with respect to the distribution of funds and the investment of assets in the account.

- When a grant is received through a DAF, the legal donor is the DAF making the contribution, and the person advising is known as the adviser.
- Advisers may not receive any impermissible benefit (e.g., tuition, membership fees with more than incidental benefits, dues, admission to charitable or other event, goods bought at auction, etc.) from the university as a result of receiving a grant from a DAF. Examples of permissible benefits include benefits that are not more than incidental, such as token logo-bearing key chains, caps, T-shirts, and calendars.
- The grant does not entitle the adviser or any other person to an income tax charitable deduction, because they were eligible to take a deduction at the time of the contribution(s) to the DAF.

**Corporate Matching Gifts.** Donors may only pledge their own personal monies and may not commit those of another entity. A matching gift may not fulfill all or a portion of a donor's pledge to the university.

### **Confidentiality**

All financial information obtained from or about donors and prospective donors shall be held in the strictest confidence by the university and its Board of Visitors, employees, and volunteers.

### **Receipts and Substantiation**

The university's staff shall see that prompt acknowledgements, thank you letters, where appropriate, and other documentation are sent to all donors in such form and containing such information as may be required or suggested from time to time under the federal income tax laws, the IRS, and the university's auditors.

## **CLOSED MEETINGS**

The Board of Visitors may consider in closed session certain matters, including those listed below. The Code is very specific as to how these matters will be described in public session and in closing the meeting the motion must be specific as to the matters to be considered in closed session. There may be no discussion in closed session of matters not identified in the original motion.

I move that the \_\_\_\_\_ Committee convene in Closed Session for the purpose of discussing \_\_\_\_\_, as provided for in Section 2.2-3711.A., \_\_\_\_.

<u>Code Section</u>	<u>Topic</u>
2.2-3711.A.1.	Personnel matters involving identifiable college employees (i.e., appointments, performance evaluations, leaves, etc.) or discussion or interviews of prospective candidates for employment.
2.2-3711.A.2.	Matters concerning any identifiable student
2.2-3711.A.3.	Acquisition of real property for a public purpose or disposition of publicly held real property
2.2-3711.A.4.	Protection of individual privacy in personal matters not related to public business
2.2-3711.A.6.	Investment of public funds where bargaining or competition is involved
2.2-3711.A.7.	Consultation with legal counsel and briefings by staff members pertaining to <u>actual or probable litigation</u>
2.2-3711.A.8.	Consultation with legal counsel employed by a public body regarding specific legal matters requiring <u>legal advice by such counsel</u>
2.2-3711.A.9.	Gifts, bequests and fund-raising activities, or grants and contracts for services or work to be performed by the College
2.2-3711.A.11.	Honorary degrees or special awards
2.2-3711.A.19.	Reports or plans related to security of any College facility, building or structure, or safety of persons using such facility, building or structure
2.2-3711.A.29.	Public contracts involving the expenditure of public funds

§2.2-3712.D. - At the conclusion of any closed meeting, the Board of Visitors shall immediately reconvene in open meeting and shall take a roll call or other recorded vote to be included in the minutes, certifying that to the best of each member's knowledge (i) only public business matters lawfully exempted from open meeting requirements under this chapter and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting by the public body. Any member of the public body who believes that there was a departure from the requirements of clauses (i) and (ii), shall so state prior to the vote, indicating the substance of the departure that, in his judgment, has taken place. The statement shall be recorded in the minutes of the public body.