

MINUTES

Annual Meeting of the Board of Visitors
The College of William and Mary in Virginia

April 18-20, 2018
Blow Memorial Hall - College of William and Mary

The Board of Visitors of The College of William and Mary in Virginia met on the campus in Williamsburg on Wednesday, Thursday and Friday, April 18-20, 2018.

On Wednesday, April 18, the Richard Bland College Committee met in the Board Room from 1:30 to 4:35 p.m. The Investments Subcommittee met from 3:30 to 4:20 p.m. and the Executive Committee met from 4:40 to 6:12 p.m. in the Board Conference Room. That evening the full Board convened for dinner in Plumeri House.

Those present on Wednesday evening were:

Mirza Baig
Warren W. Buck III
S. Douglas Bunch
Sue H. Gerdelman
James A. Hixon
Anne Leigh Kerr
John E. Littel
Christopher M. Little

William H. Payne II
Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
Todd A. Stottlemyer
H. Thomas Watkins III
Brian P. Woolfolk

Absent: Thomas R. Frantz
Barbara L. Johnson

Also present was William and Mary President W. Taylor Reveley III.

At 8:15 p.m. the Rector convened the full Board and asked for a motion that the Board of Visitors of the College of William and Mary convene in Executive Session for the purpose of discussing personnel matters pertaining to specific personnel and the performance and evaluations of specific executive employees, as provided for in Section 2.2-3711.A. 1., of the Code of Virginia. Motion was made by Ms. Gerdelman, seconded by Ms. Roday and approved by voice vote. The observers were asked to leave the room and the Board went into closed session at 8:15 p.m.

The Board reconvened in open session at 9:20 p.m. Mr. Stottlemyer reviewed the topic discussed during closed session for the benefit of the observers, then asked for a motion to adopt the Resolution certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was made by Ms. Gerdelman, seconded by Ms. Roday and approved by roll call vote of the Committee members conducted by Secretary of the Board Sue Gerdelman. (Certification **Resolution** is appended.)

There being no further business, the Board adjourned at 9:20 p.m.

Board of Visitors
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On Thursday, April 19, the Committee on Audit and Compliance, the Committee on University Advancement, the Committee on Administration, Buildings and Grounds, the Committee on Student Affairs and the Committee on Athletics met in the Board Room, while the Committee on Nominations met in the Board Conference Room and the Committee on Academic Affairs met in Blow Hall Room 201.

Those present on Thursday morning were:

Warren W. Buck III
S. Douglas Bunch
Sue H. Gerdelman
James A. Hixon
Anne Leigh Kerr
John E. Littel
Christopher M. Little
William H. Payne II

Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
Todd A. Stottlemeyer
H. Thomas Watkins III
Brian P. Woolfolk
Faculty Representatives: Eric D. Chason
Student Representative: Elijah S. Levine

Absent: Mirza Baig
Thomas R. Frantz
Barbara L. Johnson

Others present were:

W. Taylor Reveley
Michael R. Halleran
Virginia M. Ambler
Kiersten L. Boyce
Henry R. Broaddus
Samantha K. Huges
Samuel E. Jones
Kent B. Erdahl
Michael J. Fox

W. Fanchon Glover
James R. Golden
Matthew T. Lambert
Jeremy P. Martin
John M. Poma
Amy S. Sebring
Brian W. Whitson
Sandra J. Wilms

Also in attendance were Staff Liaison Terry A. Fassanella, University Counsel Deborah Love, Dean Carrie Cooper and other William & Mary faculty and staff.

The Committee on Nominations met from 7:30 to 8:15 a.m. and from 4:35 to 5:10 p.m. The Committee on Audit and Compliance met from 7:32 to 9:49 a.m. The Committee on Academic Affairs met from 9:30 to 10:15 a.m. The Committee on University Advancement met from 10:32 to 11:16 a.m. The Committee on Administration, Buildings and Grounds met from 11:20 to 11:43 a.m.

At 11:45 a.m., the Board walked to the Wren Building to participate in the dedication of two plaques commemorating the 50th anniversary of African American students in residence and 100 years of coeducation. Following the ceremony, the Board traveled to Swem Library for lunch in the Special Collections Reading Room and a tour of the Special Collections Research Center from 1:00 to 2:40 p.m.

At 3:00 p.m., the Board reconvened in the Board Room as a committee of the whole for the Provost's Report and Faculty Presentation. Academic Affairs Committee Chair Karen Kennedy Schultz called on Provost Michael Halleran. The Provost reported on faculty salaries and faculty salary distribution. A brief discussion ensued.

Dean of University Libraries Carrie Cooper and Karin Wulf, Director of the Omohundro Institute of Early American History and Culture, discussed the Georgian Papers Programme. The Institute and Swem are working with the Royal Archives and Royal Library at Windsor Castle on the project to enrich public historical understanding of Britain, George III, the British monarchy and a crucial period in British and world history. A brief discussion ensued.

Professor Dan Cristol, Chancellor Professor of Biology and Director of the 1693 Scholars Program, discussed undergraduate research. A brief discussion ensued, concluding at 3:48 p.m.

Following a short break, at 3:53 p.m. the Board convened as a committee of the whole for the **Committee on Student Affairs**. Ms. Roday presided as chair. In her opening remarks, Ms. Roday thanked the student representatives to the Board, Kayla Zanders and Elijah Levine, and student liaisons Nicole Ng and Conor Rooney, for their work with the Committee. Mr. Levine thanked the Board for the opportunity to serve the College and introduced the incoming Student Assembly President Brendan Boylan, incoming Student Assembly Vice President Samir Tawalare and the incoming Student Assembly Chief of Staff Rachel Becker.

Vice President for Student Affairs Ginger Ambler reported that the radio station report, which is required to be provided annually, was detailed in Enclosure I, and commented on the need to pay close attention to the renovations taking place at Phi Beta Kappa Hall in fiscal year 2019 as the station transmitter and booster reside on top of the building. It is not yet clear if there will be any impact as a result of the renovation but we are in close contact with Facilities Management and will need to continue to pay attention to aging infrastructure. Next year, WCWM will begin the process of renewing their license with the FCC prior to the October 1, 2019 expiration of the current license.

Ms. Ambler briefly reviewed the Student Affairs divisional organization structure, and then introduced Dean of Student Marjorie Thomas, who discussed the programs that support student success. Director of Academic Enrichment Programs Nancy Everson discussed the services in her department and provided an overview of the range of services offered in the Tribe TutorZone and the Aspire Program.

Student liaisons Nicole Ng and Conor Rooney led a panel discussion between Board members and students Amy Squire and Rachel Hern, who served as tutors, and Gabrielle Concepcion, who participated in the program as a tutee.

Ms. Roday then introduced Richard Bland student representative Kayla Zanders, who discussed student enrichment opportunities at Richard Bland, including two experiential learning experiences – West Virginia Eco Stream Assessment and Alternative Spring Break. Ms. Zanders introduce Rishan Steele to comment on the programs and a brief discussion ensued, concluding at 4:40 p.m.

The Committee on Athletics met from 4:50 to 5:17 p.m.

There being no further business, the Board recessed at 5:18 p.m. for the annual photograph and then attended the Provost and Board of Visitors Faculty Reception and Picnic Dinner at the Wren Building.

On Friday, April 20, the Board reconvened at 7:45 a.m. The Committee on Strategic Initiatives and New Ventures and the Committee on Financial Affairs met in the Board Room prior to the full Board meeting.

Those present on Friday morning were:

Warren W. Buck III
S. Douglas Bunch
Thomas R. Frantz
Sue H. Gerdelman
James A. Hixon
Anne Leigh Kerr
John E. Littel
Christopher M. Little

William H. Payne II
Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
Todd A. Stottlemeyer
H. Thomas Watkins III
Brian P. Woolfolk
Faculty Representatives: Eric D. Chason

Absent: Mirza Baig
Barbara L. Johnson

Others present were:

W. Taylor Reveley
Michael R. Halleran
Virginia M. Ambler
Kiersten L. Boyce
Henry R. Broaddus
Samantha K. Huge
Samuel E. Jones
Kent B. Erdahl
Michael J. Fox

W. Fanchon Glover
James R. Golden
Matthew T. Lambert
Jeremy P. Martin
John M. Poma
Amy S. Sebring
Brian W. Whitson
Sandra J. Wilms
Timothy A. Wolfe

Also in attendance were Staff Liaison Terry A. Fassanella, University Counsel Deborah Love, Dean Kate Conley, Dean John Wells and other William & Mary and VIMS staff.

Mr. Frantz convened the Board at 7:48 a.m. as a committee of the whole for the **Committee on Strategic Initiatives and New Ventures**. He presided as chair and briefly commented on regional opportunities for William & Mary, noting that the business world realizes the evolving role of universities in statewide and national success. Mr. Broaddus briefly reviewed the dashboard, detailed in Enclosure J. A brief discussion ensued.

Mr. Frantz then moved that the Committee on Strategic Initiatives and New Ventures convene in Closed Session to discuss the evaluation of the performance of departments or schools, as provided for in Section 2.2-3711.A. 1., of the Code of Virginia. Motion was seconded by Mr. Littel and approved by voice vote. The observers were asked to leave the room and the Committee went into closed session at 8:02 a.m.

The Committee reconvened in open session at 8:57 a.m. Mr. Frantz reviewed the topic discussed during closed session, then moved to adopt the Resolution certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Ms. Gerdelman and approved by roll call vote of the Board members conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

There being no further business, the Committee adjourned at 8:58 a.m.

The Committee on Financial Affairs met from 9:00 to 10:05 a.m.

Following a short break, the Rector convened the annual meeting of the full Board at 10:20 a.m.

Those present were:

Warren W. Buck III
S. Douglas Bunch
Thomas R. Frantz
Sue H. Gerdelman
James A. Hixon
Anne Leigh Kerr
John E. Littel
Christopher M. Little
William H. Payne II

Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
Todd A. Stottlemeyer
H. Thomas Watkins III
Brian P. Woolfolk
Faculty Representatives: Eric D. Chason
Student Representative: Elijah S. Levine

Absent: Mirza Baig
Barbara L. Johnson

Others present were:

W. Taylor Reveley
Debbie L. Sydow
Michael R. Halleran
Virginia M. Ambler
Kiersten L. Boyce
Henry R. Broaddus
Samantha K. Huges
Samuel E. Jones
Kent B. Erdahl

Michael J. Fox
W. Fanchon Glover
Matthew T. Lambert
Jeremy P. Martin
John M. Poma
Amy S. Sebring
Brian W. Whitson
Sandra J. Wilms
Timothy A. Wolfe

Also in attendance were Staff Liaison Terry A. Fassanella, University Counsel Deborah Love, College Counsel Cindy Norwood, Dean Kate Conley, Dean John Wells, other William & Mary staff, W&M Foundation Chair Michael Foradas, DPB Higher Education Budget and Policy Analyst Scott Sandridge, and Senior Assistant Attorney General Carrie S. Nee.

Recognizing that a quorum was present, the Rector asked for a motion to adopt the minutes of the meeting of February 7-10, 2018, and the called meeting of February 20, 2018. Motion was made by Mr. Littel, seconded by Ms. Roday and approved by voice vote.

In his opening remarks, Rector Stottlemeyer reflected on his term as Rector, noting it was an honor to be elected and it has been a great privilege to lead the Board for the last five years. He expressed his pride in what the Board has accomplished during his terms, including the William & Mary Promise, a substantial increase in in-state financial aid to make a W&M education more affordable for Virginia students with need, the exciting COLL Curriculum, the beautiful master plan for the campus, the "For the Bold Campaign" to raise \$1 billion to invest in William & Mary's future, the strategic plan for athletics, the William & Mary-Richard Bland "Promise Scholars", a unanimous vote to hire the 28th president, and many other accomplishments. While progress has also been made in better addressing mental health issues, ensuring that our campus is a safe place for all, and making our campus more diverse, inclusive and welcoming to all, more work remains. Important strides have been made in our governance as a Board, putting in place an annual and robust evaluation and goal-setting process for our President and the Board, ensuring that the leadership of the university is focused and moving in the same direction. We prepared for and executed an outstanding search process resulting in the election of a great leader in our 28th president. The Rector particularly thanked Tom Watkins for serving as Vice Rector and leading the presidential search.

Mr. Stottlemeyer concluded his remarks with his thanks to everyone with whom he has worked over the past five years, administrators, faculty, staff and students, and in particular President Taylor Reveley and the members of the Board and the officers with whom he served during his term as Rector.

In his opening remarks, President Reveley followed up on the Rector's comments regarding servant leadership, noting that Mr. Stottlemeyer has been a great leader as well as a great partner, and called on the members of the Board to keep making progress and help the university keep evolving. Noting that he always felt supported by the Board, the President reviewed the four goals of his presidency: pursue excellence in all areas; set audacious goals even if they seem beyond reach; make the strategic planning process a living process and include it in the budget cycle; and realize that William & Mary's financial future hinges largely on our own efforts, with each part of the family contributing. The President concluded with a request that the Board be as good to President-elect Rowe as they have been to him in order to keep moving William & Mary forward.

Mr. Stottlemeyer moved that the Board of Visitors of the College of William and Mary convene in Closed Session for the purpose of approving personnel actions involving specific employees pertaining to the appointments, promotions, tenure, leaves and retirements of specific instructional faculty; discussing specific personnel matters; discussing the evaluation of the performance of departments or schools; discussing internal investigations involving identifiable students and/or employees; discussing investment matters relating to the investment of public funds; and discussing specific recommendations related to fundraising initiatives, priorities and strategies, as provided for in Section 2.2-3711.A.1., 2., 6. and 9. of the Code of Virginia. Motion was seconded by Ms. Roday and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 10:45 a.m.

The Board reconvened in open session at 10:49 a.m. Mr. Stottlemeyer 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. Gerdelman and approved by roll call vote of the Board members conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

The Rector called for the reports of the standing committees.

Mr. Littel reported for the **Richard Bland College Committee**, briefly reviewed the agenda and asked President Sydow for her report.

President Sydow gave a brief report, summarizing the 2017-18 academic year. She applauded the extraordinary efforts of academic leaders over several years that have culminated in a strong course and program level assessment function that enabled the College to be officially released from monitoring by the SACS Commission in

December. In addition, the Compliance Certification Report was completed and submitted on time and the off-site review is currently underway. The on-site review is scheduled for October 15-18 and more details will be provided regarding desired Board participation.

The President also commented on the elevation of the student profile and admissions standards, leading to the strongest incoming class in the College's history. The Honors program is thriving and the Promise Scholars initiative has been launched successfully.

President Sydow also noted that the APA's first independent audit of Richard Bland in FY2016 revealed multiple areas of non-compliance and material weakness. The FY2017 audit was slightly better, but the College still does not yet have the resources required to operate an efficient and effective finance operation. The President expressed gratitude to William & Mary and especially to Sam Jones, Amy Sebring and Kent Erdahl, for their partnership, assistance and technical expertise, noting that work will begin shortly on building and implementing a Corrective Action Plan in response to the DOA Quality Assurance Audit and the FY2017 APA audit.

The President concluded her remarks with appreciation to the Board for their continued support of the College and encouraged their attendance for the 2018 Commencement ceremony on May 12, where Governor Ralph Northam will be the keynote speaker and Robert Jones will represent his classmates as the student speaker.

Mr. Littel advised that **Resolution 1** had been withdrawn, then moved adoption as a block of **Resolution 2 REVISED**, Appointments to Fill Vacancies in the Professionals and Professional Faculty; **Resolution 3**, Approval of Academic Promotion; **Resolution 28**, Faculty Leaves of Absence; **Resolution 4**, Resolution of Appreciation for Chuck Moore, Director of Athletics and Head Men's Basketball Coach; **Resolution 5**, Retirement of Lois S. Wray, Registrar; **Resolution 6**, Retirement of Gregory J. Taylor, Custodian; **Resolution 7**, Resolution to Approve the Proposed Revisions to the Regulation Regarding Weapons on Campus; **Resolution 8**, Resolution to Approve the Proposed Regulation Regarding Open Flames on Campus; **Resolution 9 REVISED**, Approval of FY 2018-2019 Tuition and Fees, **Resolution 10 REVISED**, Approval of 2018-2019 Operating Budget Proposal; and **HANDOUT Resolution 30**, Approval of Honorary Degree. Motion was seconded by Mr. Payne and approved by voice vote. (**Resolution 2(R)**, **Resolution 9(R)**, **Resolution 10(R)** and **Handout Resolution 30** are appended.)

Mr. Littel thanked Professor Matt Smith for his service as faculty representative and Kayla Zanders for her service as the student representative from Richard Bland.

Mr. Little reported for the Committee on Audit and Compliance and briefly reviewed the agenda. There were no action items. The Rector recognized Mr. Little for his service as Chair of Audit, thanked him for his service as a member of the Board and advised that he will continue to stay involved.

Ms. Gerdelman reported for the **Committee on University Advancement**, noting there were no action items. She welcomed the Chair of the William & Mary Foundation Mike Foradas.

Mr. Payne reported for the **Committee on Administration, Buildings and Grounds**, and briefly reviewed the agenda.

Mr. Payne moved adoption of **Resolution 22**, Resolution to Approve Final Regulation Regarding Weapons on Campus; and **Resolution 23**, Resolution to Approve Proposed Regulation Regarding Open Flames on Campus. Motion was seconded by Mr. Hixon and approved by voice vote.

Ms. Roday reported for the **Committee on Student Affairs**, and briefly reviewed the agenda. There were no action items. She thanked members of the Board for participating in the student panel discussion on academic enrichment programs and noted this was the first time the Committee had heard from the Richard Bland student representative. Ms. Roday thanked Ms. Zanders for coming and Richard Bland for allowing her to do so. She also thanked Elijah Levine for his service as well as all members of his cabinet for working to bring student voices to the Board. Ms. Roday noted that she looked forward to working with the new Student Assembly administration.

Ms. Gerdelman reported for the **Committee on Athletics**, and briefly reviewed the agenda. There were no action items.

Mr. Frantz reported for the **Committee on Strategic Initiatives and New Ventures**, and briefly reviewed the agenda. There were no action items.

Mr. Watkins reported for the **Committee on Financial Affairs**, and briefly reviewed the agenda.

Mr. Watkins moved adoption of **Resolution 24**, William and Mary FY 2018-19 Operating Budget Proposal; **Resolution 25**, FY 2018-19 Tuition and Fee Structure for Full- and Part-Time Students, and **Resolution 26**, Virginia Institute of Marine Science FY 2018-19 Operating Budget Proposal. Motion was seconded by Mr. Littel and approved by voice vote.

Mr. Hixon reported for the **Investments Subcommittee**, and briefly reviewed the agenda, noting that the Subcommittee had added a new fund and approved a new fee structure.

Ms. Schultz reported for the **Committee on Academic Affairs**, and briefly reviewed the agenda. She thanked Mr. Levine for his service as the student committee representative and Professor Chason for his insight as the faculty committee representative. Mr. Levine commented that he appreciated the insight his service had given him. Ms. Schultz also thanked Faculty Liaison Committee chair Professor Jack Martin for his service.

Ms. Schultz moved adoption as a block of **Resolution 11**, Appointments to Fill Vacancies in the Instructional Faculty; **Resolution 12**, Designated Professorships; **Resolution 13**, Faculty Leaves of Absence; **Resolution 14**, Faculty Promotions, **Resolution 15**, Award of Academic Tenure; and **Resolution 16**, Retirement of Patricia Kelly Charles, Department of Kinesiology and Health Sciences; **Resolution 17**, Retirement of Randall G. Drake, Department of Kinesiology and Health Sciences; **Resolution 18**, Retirement of James R. Haltiner, Mason School of Business; **Resolution 19**, Retirement of Kenneth A. Moore, School of Marine Science; **Resolution 20**, Retirement of Phillip B. Shane, Mason School of Business; and **Resolution 21**, Retirement of Kim P. Whitley, Department of Kinesiology and Health Sciences. Motion was seconded by Mr. Littel and approved by voice vote.

Ms. Schultz moved adoption of **HANDOUT Resolution 29**, Executive Appointment. Motion was seconded by Mr. Littel and approved by voice vote. (**Handout Resolution 29** is appended.)

Mr. Stottlemeyer moved that the Board of Visitors confer the following honorary degrees on the individuals noted for Commencement 2018:

Lynn F. Briley - **Doctor of Humane Letters (L.H.D.)**
Karen O. Ely - **Doctor of Humane Letters (L.H.D.)**
Janet Brown Strafer - **Doctor of Humane Letters (L.H.D.)**
Katherine G. Johnson - **Doctor of Science (Sci.D.)**

Motion was seconded by Mr. Hixon and approved by voice vote.

Mr. Little reported on the Monroe Legacy Working Group.

Ms. Roday report on the Race Relations Implementation Team and introduced Chief Diversity Officer Chon Glover.

Ms. Glover thanked President Reveley for establishing the Task Force and appointing the Implementation Team, and then recognized those members present. Ms. Glover reviewed the final report, commented on next steps and expressed her thanks to the President, Provost, members of the Board, Ms. Roday and all members of the Implementation Team. Ms. Roday had concluding remarks, noting that the formal work was done but the Board will continue to express its commitment to diversity. The President thanked Ms. Roday for her work with the Task Force and Implementation Team.

Under Old Business, the Rector reported that revisions to the Bylaws had been circulated to the Board as required. He noted that Mr. Littel suggested an amendment to Article II, Section B., paragraph 4., regarding the Faculty Representative of Richard Bland College in order to mirror the William & Mary appointment and be more consistent with shared governance. Mr. Littel read his amendment and moved its adoption. Motion was seconded by Ms. Roday and approved by voice vote.

The Rector then asked for a motion to adopt **Resolution 27**, Revisions to the Bylaws of the Board of Visitors, **as revised**. Motion was made by Mr. Littel, seconded by Mr. Hixon and approved by voice vote. (**Resolution 27(R)** is appended.)

Under New Business, the Rector asked for a motion to adopt **HANDOUT Resolution 31**, Resolution Commending Jacquelyn Y. McLendon as Chair of the 50TH Anniversary of the first African American Students in Residence. Motion was seconded by Mr. Buck and approved by voice vote. (**Handout Resolution 31** is appended.)

The Rector asked for a motion to adopt **HANDOUT Resolution 32**, Resolution Accepting a Gift of a Badge and Chain of Office for the President of The College of William & Mary in Virginia. Motion was seconded by Ms. Roday and approved by voice vote. (**Handout Resolution 32** is appended.)

The Rector asked Vice Rector Tom Watkins to read **HANDOUT Resolution 33**, A Resolution in Honor of Helen Bond Reveley and W. Taylor Reveley III. Mr. Watkins read the resolution, and then moved its adoption. Motion was seconded by Ms. Roday and approved by voice vote. (**Handout Resolution 33** is appended.)

The Rector asked President Reveley to read **HANDOUT Resolution 34**, A Journey of Reconciliation: Apology for William & Mary's Part in Slavery and Segregation. The President stated his support for the resolution and thanked Ms. Roday and Mr. Woolfolk for their help. Mr. Woolfolk moved its adoption. Motion was seconded by Ms. Roday and approved by voice vote. (**Handout Resolution 34** is appended.)

Mr. Stottlemeyer reported for the **Committee on Nominations** and thanked Mr. Bunch and Ms. Schultz for their service on the Committee.

Noting that the Committee had met three times, Mr. Stottlemeyer briefly outlined the process the Committee had followed. Mr. Bunch and Ms. Schultz briefly commented on their experience, and then on behalf of the Committee, Mr. Stottlemeyer nominated the following individuals to serve in the offices noted for the term July 1, 2018, through June 30, 2020:

Rector – John E. Littel
Vice Rector – William H. Payne II
Secretary – Sue H. Gerdelman

Mr. Stottlemeyer asked for nominations from the floor. Hearing none, Mr. Buck moved to close the nominations. Motion was seconded by Mr. Hixon and approved by voice vote.

Mr Stottlemeyer moved adoption of the slate as presented. Motion was seconded by Mr. Hixon and approved by voice vote, followed by a round of applause.

Mr. Littel, Mr. Payne and Ms. Gerdelman each offered thanks to the Committee and the members of the Board for the opportunity to serve. Mr. Stottlemeyer and Mr. Watkins each offered their congratulations.

The Rector thanked Terry Fassanella for serving as the staff liaison from William and Mary, thanked Elijah Levine and Kayla Zanders for serving as the student representatives from William and Mary and Richard Bland, and also thanked Eric Chason and Matt Smith for serving as faculty representatives from William and Mary and Richard Bland, noting that Professor Chason has served two terms and Professor Smith is eligible for another one-year term.

The Rector advised that all retiring members would be honored at the September Board meeting dinner.

Mr. Stottlemeyer then moved that the Board of Visitors of the College of William and Mary convene in Executive Session for the purpose of discussing personnel matters pertaining to the performance and evaluations of specific executive employees; and for consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation; and for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel, as provided for in Section 2.2-3711.A.1., 7. and 8., of the Code of Virginia. Motion was seconded by Ms. Gerdelman and approved by voice vote. Observers were asked to leave the room and the Board went into Executive Session at 12:10 p.m.

The Board reconvened in open session at 12:46 p.m. Mr. Stottlemeyer 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. Gerdelman and approved by roll call vote conducted by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

The Rector called on Mr. Littel, who read the following statement and asked that it be included in the minutes:

It is our intent to extend the contract for President Debbie Sydow, currently expiring on June 30, 2019, and we request the Rector to negotiate this extension, which will be subject to approval by the full Board.

Mr. Littel then moved the adoption of a resolution, designated **Resolution 36**, to formally approve the FY2018-2019 salary for President Debbie Sydow, in accordance with the Employment Contract. Motion was seconded by Ms. Schultz and approved by voice vote. (**Resolution 36** is appended.)

The Rector moved adoption of **Resolution 35**, Amendment to the Deferred Compensation Agreement for W. Taylor Reveley III, subject to review by counsel. Motion was seconded by Ms. Gerdelman and approved by voice vote. (**Resolution 35** is appended.)

The Rector moved that the Board of Visitors approve awarding an additional honorary degree of **Doctor of Laws (LL.D.)** on W. Taylor Reveley III at Commencement 2018. Motion was seconded by Mr. Little and approved by voice vote.

Following brief closing remarks by the Rector, and there being no future business, the meeting adjourned at 12:50 p.m.

Board of Visitors

April 18, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

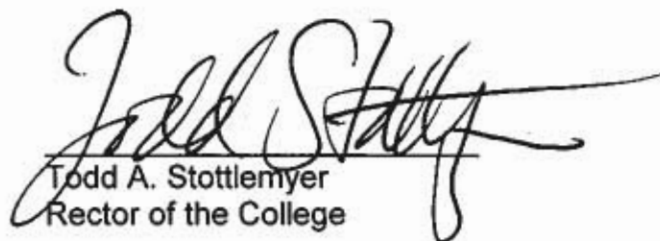
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 15

NAYS: 0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlemeyer
Rector of the College

April 20, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors Committee on Strategic Initiatives and New Ventures 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 Strategic Initiatives and New Ventures, 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 Financial Affairs.

VOTE

AYES: 15

NAYS: 0

ABSENT DURING CLOSED SESSION:



Thomas R. Frantz

Chair

Committee on Strategic Initiatives and
New Ventures

Board of Visitors

April 20, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;


NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 15

NAYS: 0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlemeyer
Rector of the College

**RICHARD BLAND COLLEGE
APPOINTMENT TO FILL VACANCIES IN THE
PROFESSIONALS AND PROFESSIONAL FACULTY**

Vacancies in the Professionals and Professional Faculty of Richard Bland College of the College of William and Mary have resulted because of a retirement, a vacancy, or a newly created position.

BE IT RESOLVED, That upon recommendation of the President, the Board of Visitors of the College of William and Mary approves the appointment of the following individual to fill these positions:

GIOVANKA OBERMULLER, Director of Records and Retention, effective February 25, 2018:

M.B.A., Human Resource Management, Averett University, 2016

B.S., Business, Medgar Evers College, 1993

A.A.S., Secretarial Science, Medgar Evers College, 1992

Richard Bland College:

Associate Registrar, 2006 – 2018

Virginia State Police:

Program Support Technician, 2004 – 2006

Office Services Specialist, 1999 – 2000

Fayetteville Technical Community College:

Admissions Evaluator, 2001 – 2003

Interfaith Medical Center, School of Nursing:

Admissions/Finance Officer, 1994 – 1998

Medgar Evers College:

College Assistant, 1992 – 1994

J. TYLER HART, Chief Development Officer, effective July 1, 2018:

Ph.D., Community College Leadership, Old Dominion University, 2016

M.B.A., Business Administration, Averett University, 2010

B.S., Business Administration, Longwood University, 2003

Richard Bland College:

Acting Chief Development Officer, 2017 – present

Dean of Enrollment Services, 2015 – 2017

Dean of Program Development & Strategic Initiatives, 2014

Director of Institutional Effectiveness & Strategic Initiatives, 2013 – 2014

Interim Director of Academic & Institutional Effectiveness, 2012 – 2013

Director of Financial/Institutional Research, 2011 – 2012

Director of Financial Aid, 2008 – 2011

Gregg & Bailey CPA's PC:

Senior Accountant, 2004 – 2008

RICHARD BLAND COLLEGE
APPROVAL OF
FY 2018 - 2019 TUITION AND FEES

The following Tuition and Fees are recommended by the administration to meet the 2018–2019 funding requirements for academic programs, student support services, and auxiliary services. The funding enables the College to continue to advance its mission and the 2014-2019 strategic plan (RBC-19) goals. This represents a pricing strategy that is intended to optimize affordability and educational excellence for students.

The proposed FY 2019 Tuition and Mandatory E&G Fees per credit hour rate of \$200 constitutes a 3.6% increase over current levels and remains one of the lowest in the Commonwealth.

For FY 2019, it is recommended that mandatory Auxiliary fees for in-state and out-of-state students increase by \$2 per credit hour, or less than 3%.

For FY 2019, pricing for most residential rooms will be held to current levels, or slightly reduced. Approximately 70 new beds will come on line in Fall 2018, and all residents will be required to purchase a meal plan. The meal plan cost will increase by 3.7% to meet increases in food and labor costs.

A proposed FY 2019 tuition and fee summary sheet is attached.

RBC's goal remains to deliver high quality educational programming, high-value university pathways and innovative education models to students while minimizing student cost.

THEREFORE, BE IT RESOLVED, That upon recommendation of the President, the Board of Visitors of The College of William & Mary in Virginia approves the FY 2018 - 2019 Tuition and Fee Summary as presented for Richard Bland College.

**RICHARD BLAND COLLEGE
FY 2018-19 TUITION AND FEE SUMMARY**

IN-STATE ***	<u>ACTUAL FY 2017-18</u>	<u>PROPOSED FY 2018-19</u>	<u>PERCENT CHANGE</u>	<u>DOLLAR CHANGE</u>
Per Credit Hour Taken:				
Tuition	\$ 187	\$ 193		
E&G Technology Fee	6	7		
Total Tuition and E& G Fees	\$ 193	\$ 200	3.63%	\$ 7
Auxiliary Comprehensive Fee	\$ 68	\$ 70		\$ 2
Total In State Tuition & Fees	\$ 261	\$ 270	3.45%	
OUT-OF-STATE***				
Per Credit Hour Taken:				
Tuition	\$ 650	\$ 650		
E&G Technology Fee	6	7		
Total Tuition and Fees	\$ 656	\$ 657	0.2%	\$ 1
Auxiliary Comprehensive Fee	\$ 68	\$ 70		\$ 2
Total Out-of-State Tuition & Fees	\$ 724	\$ 727	0.4%	
		\$ 21,810		
OTHER FEES:				
* Application Fee	\$ 50	\$ 50	0.0%	\$ -
Blended Room Average	8,203	7,799	-4.9%	(404)
Room Change Fee	50	50	0.0%	-
Room Damage Deposit	150	150	0.0%	-
** Basic Residential Meal Plan annual	2,160	2,240	3.7%	80
Co-Enrollment Fee	1,000	1,000	0.0%	-
Transcript Fee	7	7	0.0%	-
Late Fee	50	50	0.0%	-
Returned Check Fee	50	50	0.0%	-
Parking (Per Violation)	30	30	0.0%	-
Lab Material Fee (Science)	-	48	100.0%	48
Art Fee	-	35	100.0%	35
Math Lab Fee (ALEKS)	75	75	0.0%	-
Distance Education Fee (per credit hr)	-	25	100.0%	25

* One-Time Fee (Mandatory Non-E&G ** Mandatory for all residential students. Includes dining dollars

***apply to on campus, off campus, online, intercession and summer courses.

RICHARD BLAND COLLEGE

**APPROVAL OF
2018-2019 PRELIMINARY OPERATING BUDGET PROPOSAL**

Richard Bland College has developed a preliminary operating budget for FY 2019 pending final action by the 2018 Special Session of the General Assembly.

THEREFORE, BE IT RESOLVED, That upon recommendation of the President, the Board of Visitors of The College of William & Mary in Virginia approves a preliminary FY2019 operating budget for Richard Bland College as displayed herein pending final actions of the 2018 Special Session of the General Assembly.

BE IT FURTHER RESOLVED, That the Board of Visitors will receive revisions to the FY2019 operating budget for the College for consideration and additional action, if necessary, at its next regularly scheduled meeting.



**Proposed Budget
Fiscal Year 2019**

REVENUES	FY18 BUDGET	FY19 BUDGET
Student Tuition & Fees	4,269,750	4,800,000
(less allowance for doubtful collection)		(300,000)
Unfunded Scholarships		(375,000)
Housing		2,888,906
Meal Plan		946,832
Auxiliary Comp Fee		1,680,000
Auxiliary Charges (Comp Fee, Housing, Meal Plans)	5,483,148	5,515,738
Other Revenue		
State Appropriations	6,831,135	6,831,135
Total Revenues	16,303,010	16,471,873
EXPENDITURES	FY18 BUDGET	FY19 BUDGET
Salaries & Wages	8,744,593	8,594,593
Employee Benefits	2,808,538	2,753,038
Capital Lease Residence Halls	1,293,690	1,618,690
Deferred Maintenance		200,000
Information Technology	949,049	949,049
Utilities/Maintenance/Operating	1,350,000	1,360,000
Dining Service Supplies	250,000	396,000
Athletics	250,000	250,000
Employee Training/Con't Education	100,000	100,000
Capital Project Recoveries		
Miscellaneous Expenses/ RBC share of benefit increases	200,000	222,698
Total Expenditures	15,945,870	16,444,068
Potential Reserve Accrual	357,140	27,805

RICHARD BLAND COLLEGE
APPROVAL OF HONORARY DEGREE

Richard Bland College seeks to honor meritorious and outstanding service to the College and the community at large, and to recognize persons whose lives serve as examples of the College's aspirations for its students by awarding the honorary Associate degree.

The Honorable Ralph S. Northam was sworn in as the 73rd Governor of the Commonwealth of Virginia on January 13, 2018.

Before he was inaugurated, Ralph Northam served as an Army doctor, pediatric neurologist, business owner, state Senator and Lieutenant Governor. After graduating with distinction from Virginia Military Institute, he served eight years of active duty and rose to the rank of major in the U.S. Army. He attended Eastern Virginia Medical School, did his residency at the Walter Reed Army Medical Center, and served as chief neurological resident at Johns Hopkins Hospital. As an Army doctor, he served in Germany, treating soldiers wounded in Operation Desert Storm.

Governor Northam began practicing pediatric neurology at Children's Hospital of the King's Daughters in Norfolk. He established Children's Specialty Group, his current medical practice, to provide expert pediatric care for patients. Governor Northam also served as an Assistant Professor of Neurology at Eastern Virginia Medical School, where he taught medicine and ethics.

Governor Northam volunteered as medical director for the Edmarc Hospice for Children in Portsmouth, where he spent 18 years caring for terminally ill children.

Governor Northam approaches public service with the same passion he brought to his military and medical service. He is committed to working with leaders from both parties to build a Virginia that works better for every family, no matter who they are or where they live.

THEREFORE, BE IT RESOLVED, That in recognition of Governor Ralph S. Northam's extraordinary public service, professional achievements, distinguished career, and commitment to higher education in the Commonwealth of Virginia, he receive the highest form of recognition offered by Richard Bland College to persons of exceptional distinction.

BE IT FURTHER RESOLVED, That upon recommendation of the President, the Board of Visitors of The College of William & Mary in Virginia, hereby approves the awarding of the honorary Associate of Science degree to Governor Northam at the Richard Bland College Commencement Ceremony on May 12, 2018, when the Governor will offer the Commencement address.

WILLIAM & MARY
EXECUTIVE APPOINTMENT

BE IT RESOLVED, That upon recommendation of the President, the Board of Visitors of William & Mary approves the appointment of the following individual to fill the position indicated:

AMY SEBRING, Vice President for Finance and Chief Financial Officer, effective April 20, 2018

B.A., Duke University, 1993
M.P.P., William & Mary, 1995

William & Mary
Chief Financial Officer, 2015-2018

Virginia Commonwealth University
Senior Associate Dean for Finance and Administration, School of Medicine, and Executive Director and Chief Operating Officer, Medical Center, 2013-2015
Senior Associate Dean for Finance and Administration, 2010-2013
Associate Dean for Finance and Administration, 2008-2010
Assistant Dean for Finance and Administration, 2006-2008

Virginia General Assembly
Legislative Fiscal Analyst, Senate Finance Committee, 2002-2006

State Council of Higher Education for Virginia
Finance Policy Director, 2000-2002

Virginia Department of Planning and Budget
Budget Analyst, 1997-2000

Education Commission of the States
Research Associate, 1995-1997

**REVISIONS TO THE BYLAWS OF
THE BOARD OF VISITORS**

Revisions to the *Bylaws of the Board of Visitors* have been proposed in order to reflect those changes necessitated by the recodification of Title 23 of the Code of Virginia by the 2016 General Assembly, the approval in April 2016 of the honorary degree policy for Richard Bland College, the addition of a student representative on some Board committees approved in September 2017; and to establish a formal Board evaluation process, as well as a few technical/operational changes.

The changes made, shown in redline/highlight format on the following pages, are in:

1. Article II, Section B. (page 1) and B. 4 (page 2)
2. Article II, Section D.2.: change 23-9.14:1 to 23.1-1304 and 23-2.06 to 23.1-1300.E. (page 3).
3. Article III, Sections A., D., G, H., add new Section K: Board Evaluation (pages 3-5)
4. Article V, Section A.3: change Title 23, Chapter 1, § 23-2.04 to Title 23.1, § 23.1-1306 (page 6).; Section B. add new Section 6: Student representative members of committees (pages 7 and 8; *approved at September 15, 2017 meeting*); Section D. insert appointment of student committee representatives (page 8); Section E., insert appointment of student committee representatives and Design Review Board (page 9); Sections G. and I. insert appointment of student committee representatives (pages 9-10); Section J. correct title of Vice President for Strategic Initiatives and Public Affairs (page 10)
5. Article IX (page 13)
6. Article X, Section C.: correct title for Vice President for Strategic Initiatives and Public Affairs (pages 15-16)
7. Article XI, Section A: add new item 4. The President, in consultation with the Rector, recommends to the Board candidates for honorary associate degrees. Add to renumbered item 5. Confers all properly authorized degrees, with the exception of honorary degrees, which are bestowed by the President and the Rector of the College, or someone designated by the Rector. Renumber items 6. and 7. (page 18).

BE IT RESOLVED, That on the recommendation of the President, the *Bylaws of the Board of Visitors* are hereby amended, effective immediately, as shown on the following pages.

BYLAWS OF THE BOARD OF VISITORS

ARTICLE I

I. **Board Authority**

- A. The Board of Visitors (Board) of The College of William and Mary in Virginia (the University or William & Mary) is the corporate body established by the Royal Charter and the Code of Virginia to govern William & Mary (including the Virginia Institute of Marine Science). The Board is also established by the Code of Virginia to govern Richard Bland College (the College or RBC).
- B. The Board has the powers and duties conferred upon it by the Royal Charter, the Code of Virginia, and the Management Agreement with the Commonwealth of Virginia.
- C. The Board has adopted these Bylaws to set forth the workings of the Board, the University and the College, and to fulfill its obligations under the law. The Board adopted codes of ethics for the University and the College that apply to all members of the institutional community – board members, employees, students, and volunteers (see Section XII. A. and B.). The Board strives to preserve the ideals and traditions of the institutions under its jurisdiction, including the student-administered Honor System that originated in the earliest years of the University.

ARTICLE II

II. **Membership**

- A. **Board of Visitors Members:** The Board consists of seventeen members appointed by the Governor of Virginia and confirmed by the General Assembly of Virginia.
- B. **Advisory representatives:** The Board is assisted by various non-voting advisory representatives who may attend committee meetings and the full meetings of the Board and any closed sessions of Board committees as **determined by the respective committee chair** or the full Board as determined by the Rector. In the event an advisory representative is unable to complete the term, the Rector will, in consultation with the President of William & Mary or the President of RBC, as appropriate, appoint a replacement representative to complete the term, with no effect on eligibility to serve a full term. The representatives will be appointed by the Rector annually, as follows:

1. **Student Representative of William & Mary:** The President of the Student Assembly for a one-year term.
2. **Student Representative of Richard Bland:** A student nominated by the President of RBC for a one-year term.
3. **Faculty Representative of William & Mary:** A faculty member selected, in consultation with the chair of the Committee on Academic Affairs and recommended by the President and Provost, from among the former presidents of the William & Mary Faculty Assembly, for no more than two consecutive one-year terms.
4. **Faculty Representative of Richard Bland College:** A faculty member **nominated recommended** by the President of RBC **in consultation with the chair of the RBC Faculty Assembly**, for no more than two consecutive one-year terms.
5. **Staff Liaison of William & Mary:** The President of the professional or operational/classified staff Assembly for a one-year term. Such appointments alternate each year between the professional and operational/classified staffs.

C. Terms of Board members

1. Members of the Board of Visitors have such terms as provided by law.
2. The terms of student and faculty advisory representatives begin on the day following Commencement at each institution and continue through Commencement the following year.
3. The term of the staff liaison begins on July 1 and continues until June 30 of the following year.

D. Removal of Board members

1. If any member of the Board fails to perform the duties of the office for one year without written justification to the Rector, the Rector may, after notifying that member, report such failure to the Governor and may request that the Governor exercise the authority under § 2.2-108 of the Code of Virginia to remove the member from the Board. Such action must be recorded in the minutes of the next meeting.

The Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board of

Visitors, and fill the resulting vacancy, subject to confirmation by the General Assembly.

2. If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs required by § ~~23-9.14.1~~ 23.1-1304 of the Code of Virginia during the first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members will record such failure in the minutes of the next meeting, and the Rector will notify the Governor. Pursuant to § ~~23-2.06~~ 23.1-1300.E of the Code of Virginia, the member's office is vacated upon such notification.

ARTICLE III

III. Meetings

- A. **Regular meetings:** The Board meets regularly ~~up to~~ at least four times each year on dates selected by the Rector. The last meeting of the academic year is the annual meeting.
- B. **Special meetings:** Special meetings, including emergency meetings and annual retreats, may be called by the Rector, or in the Rector's absence or inability, by the Vice Rector, or at the request of five members of the Board.
- C. **Electronic meetings:** Members may participate in meetings of the Board electronically under the requirements of the law.
- D. **Remote location participation:** Pursuant to § 2.2-3708.1 of the Code of Virginia, ~~the~~ The Rector may authorize members to participate in meetings of the Board from a remote location, provided:
 1. The member discloses to the Rector on or before the date of the meeting that the member is unable to attend due to a specified emergency or personal matter, as well as the remote location from which the member will participate;
 2. The member discloses to the Rector on or before the date of the meeting that the member is unable to attend due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance, as well as the remote location from which the member will participate;

3. Such participation by the member shall be limited each calendar year to two meetings.

Assuming all other legal requirements for the member's participation would be met, the Board will determine by majority vote whether the member has offered an adequate justification for remote participation. Any disapproval of a member's remote participation will be described in the minutes.

If a member's participation is not approved, the member may continue to monitor the meeting from the remote location, but may not participate in the proceeding and may not be counted as present at the meeting.

Committees or subcommittees of the Board, or those committee or subcommittees appointed by the Board or the Rector to perform a delegated function or to advise the Board, are authorized to allow members to participate remotely, subject to the same requirements as the Board has imposed on itself.

- E. **Notice of meetings:** Notice of meetings is provided in accordance with relevant provisions of the Virginia Freedom of Information Act, Chapter 37 of Title 2.2. The appointee or representative of the Virginia Attorney General is notified and may attend meetings of the Board and all Board committees.
- F. **Quorum:** A simple majority of the voting members of the Board (or of a committee, in the case of a committee meeting) serving at any time constitutes a quorum. The Rector is a member of each Board committee for purposes of a quorum. The Rector may appoint members to a committee on an ad-hoc basis in the event a quorum is needed for a specific meeting.
- G. **Resolutions of the Board:** All proposed resolutions of the Board are presented to the Board-appointed Secretary to the Board prior to the meeting at which they are to be considered, with mailing to the members and non-voting advisory representatives at least six calendar days prior to the meeting, except that the introduction of a motion and/or resolution for Board action may be offered at any time at the request of the Rector, **the President of the University** or the **President of the College**, or on those occasions when a two-thirds majority of the members present at the meeting vote in the affirmative to suspend this rule. At the same time such resolutions and all materials are furnished to members of the Board, they are made available for review by members of the public.
- H. **Public and closed meetings:** The discussions of the Board and any actions taken by it are conducted in open meeting, unless a closed or executive session is

authorized by law. Any ~~official~~ action taken in a closed meeting must be **officially** approved in open meeting before it has effect. Attendance at meetings of the Board during closed or executive sessions is determined by the Rector in consultation with the **President of the University or the President of the College and in coordination with the Secretary to the Board**. Attendance at committee meetings during closed or executive sessions is determined by the committee chair in consultation with the Rector, **and may be more comprehensively detailed with an addendum to these Bylaws**.

- I. **Minutes:** The Board-appointed Secretary to the Board maintains minutes of all open meetings of the Board. The Secretary ensures that minutes are posted on the Board's website and made available as required by law.
- J. **Annual Executive Summary:** The Board submits to the General Assembly and the Governor an annual executive summary of its work no later than the first day of each regular session of the General Assembly, in accordance with procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.
- K. **Board Evaluation:** **The Board shall conduct a self-evaluation biennially during the Board Retreat with a process discussed by the Executive Committee and approved by the Rector. The Board may occasionally have a formal evaluation of its processes and procedures conducted by an external evaluator at the discretion of the Executive Committee.**

ARTICLE IV

IV. **Officers of the Board**

A. The officers of the Board are:

- I. **Rector of the College:** The Rector presides over all meetings of the Board and determines the order of its business. The Rector serves as the spokesperson for the Board and its designated representative. The Rector performs other duties as prescribed by law or these Bylaws, or as expressly authorized by the Board, including the appointment of members to all committees of the Board, special committees, and ad hoc committees.

2. **Vice Rector of the College:** The Vice Rector performs the duties of the Rector when the Rector is absent or unable to discharge the duties of the office.
 3. **Secretary of the Board (elected):** The Secretary performs the duties of the Rector when neither the Rector nor the Vice Rector is present or able to discharge such duties.
- B. **Election of officers:** Prior to the annual meeting in every even year, the Rector appoints a committee of at least three members of the Board to nominate candidates for the offices of Rector, Vice Rector, and Secretary. Nominations will also be accepted from the floor. The Board elects officers from any members nominated at the annual meeting.
- C. **Term of office:** Each officer serves a two-year term beginning July 1 following the annual meeting. Officers are eligible for re-election for one additional term.
- D. **Vacancy of office:** Should an office be vacated prior to the conclusion of an elected term, the Rector, or officer pursuant to IV.A.2. and 3., appoints a committee of at least three members of the Board to nominate a candidate to stand for election at the next meeting of the Board to complete the unexpired portion of such term.

ARTICLE V

V. Organization of the Board

A. Executive committee:

1. **Membership:** The Executive Committee consists of: (1) the Rector, who serves as chair; (2) the Vice Rector; (3) the Secretary of the Board; (4) the chair of the Committee on Financial Affairs; and (5) three members of the Board at large appointed by the Rector.
2. **Delegation of the authority of the Board:** Except as provided otherwise by law or these Bylaws, the Executive Committee exercises the powers and transacts the business of the Board of Visitors between meetings of the full Board as needed. All members of the Board will be informed promptly of any action taken.
3. **Responsibilities:** The Executive Committee organizes the working processes of the Board and recommends best practices for Board governance, consistent with relevant provisions of ~~Title 23, Chapter 1, § 23-2.04~~ Title 23.1, § 23.1-1306, of the Code of Virginia.

4. **Staffing:** The Board-appointed Secretary to the Board staffs the Committee.

B. Standing committees

1. **Designation:** The Board has the following standing committees with members appointed by the Rector:
 - a) Committee on Academic Affairs
 - b) Committee on Administration, Buildings and Grounds
 - c) Committee on Athletics
 - d) Committee on Audit and Compliance
 - e) Committee on Financial Affairs
 - f) Richard Bland College Committee

The Board has the following committees of the whole:

- a) Committee on Strategic Initiatives and New Ventures
 - b) Committee on Student Affairs
 - c) Committee on University Advancement
2. **Membership:**
 - a) The Rector appoints one or more members of the Board to chair each committee, and may appoint one or more Board members to serve as vice chair(s) of each committee.
 - b) The Rector appoints at least three members of the Board to each standing committee, and may designate committees of the whole.
 - c) The Rector may replace chairs as necessary and remove members from committees or fill committee vacancies as necessary.
 3. **Subcommittees:** Upon approval of the Rector, committees may appoint subcommittees of not less than three voting Board members from within their memberships to consider such specific matters as will facilitate the business of the committee. All subcommittee action is subject to ratification by the committee.
 4. **Meetings of committees:** The chair, or vice chair acting when the chair is absent or unable to perform the duties of the chair, or a majority of the

membership of the committee or subcommittee, may call meetings after consultation and approval by the Rector. Notice of meetings of committees and subcommittees is published as required by law.

5. **Faculty representative members of committees:** Annually, the Rector in consultation with the President, Provost, and chair of the Academic Affairs Committee appoints a faculty member from those nominated by the William & Mary Faculty Assembly Executive Committee, to the positions of non-voting faculty representative to each of the Committees on Administration, Buildings and Grounds, Athletics, and Financial Affairs. No faculty member may serve on more than one committee.
 6. **Student representative members of committees:** Annually, the Rector in consultation with the W&M President, Vice President for Student Affairs and Student Assembly President, shall appoint one W&M student from among the Student Assembly President, Vice President of the Student Assembly and the two student liaisons to the Board, to the position of non-voting student representative to each of the Committees on Academic Affairs, Administration, Buildings and Grounds, Athletics and Financial Affairs, with the understanding that such student shall serve for a term of one academic year.
- C. **Richard Bland College Committee:** The Richard Bland College Committee considers and makes recommendations on matters affecting educational policies, instructional faculty affairs and appointments, including academic tenure, executive appointments, and the academic organization of the College, and advises the President of the College on matters of personnel policy in regard to members of the instructional faculty and other employees. The Committee serves as the Board contact with faculty and student liaisons. The Committee considers and makes recommendations concerning the financial affairs of the College, which includes the submission and approval of any and all budgets and the administration of the financial policies and procedures established by the Board. The Committee considers and makes recommendations on all matters relating to the buildings and grounds of Richard Bland College, including the naming of buildings; the administrative operations of the College, including human resources policy in regard to classified employees and other non-instructional faculty members; information technology; procurement; and any other matters referred to it by the Rector or the President. The Committee consults with the President concerning the ways and means of promoting Richard Bland's

advancement and fostering the relationship between the College and its communities and friends. The Committee considers and makes recommendations on policies fostering fundraising, lifelong relationships and connections between Richard Bland and its alumni. The Committee performs an annual evaluation of the President of Richard Bland College during the Board's annual meeting for recommendation to the full Board. The nonvoting, advisory student and faculty representatives from the College serve as ex officio members of the Committee. The President of the College staffs the Committee.

- D. **Committee on Academic Affairs:** The Committee on Academic Affairs considers and makes recommendations on matters affecting educational policies, instructional faculty affairs and appointments, including academic tenure, executive appointments, and the academic organization of William & Mary, and advises the President of the University on matters of personnel policy in regard to members of the instructional faculty and other employees. The Committee meets on a regular basis with representatives of the faculties. The William & Mary faculty representative to the Board may serve as a non-voting advisory member of the Committee. **The Rector may appoint a student, as detailed in Section V.B.6. to the position of non-voting student committee representative.** The Provost staffs the Committee.
- E. **Committee on Administration, Buildings and Grounds:** The Committee on Administration, Buildings and Grounds considers and makes recommendations on all matters relating to the buildings and grounds of William & Mary, including the naming of buildings; the administrative operations of the University, including human resources policy in regard to classified employees, university employees and other non-instructional faculty members; information technology; procurement; and any other matters referred to it by the Rector or the President particularly regarding authority granted under The Restructured Higher Education Financial and Administrative Operations Act. The Rector may appoint a faculty member **and student**, as detailed in Section V.B.5. **and 6.**, to the positions of non-voting faculty **and student** committee representatives. The Senior Vice President for Finance and Administration staffs the Committee.

The Chair and Vice Chair of the Committee serve on the College Design Review Board, of which the Committee Chair serves as chair. The Design Review Board is advisory to the President of William & Mary.

- F. **Committee on University Advancement:** The Committee on University Advancement consults with the President concerning the ways and means of promoting William & Mary's advancement and fostering the relationship between

the University and its communities and friends. The Committee considers and makes recommendations on policies fostering fundraising, lifelong relationships and connections between William & Mary and its alumni, as well as its career assistance for graduates. The Committee may meet during Board meetings with a representative of the Alumni Association Board of Directors and a representative of the College of William & Mary Foundation. The Vice President for University Advancement staffs the Committee.

- G. **Committee on Athletics:** The Committee on Athletics considers and makes recommendations on matters affecting the University's intercollegiate athletic policies, plans, and personnel. The Rector may appoint a faculty member **and student**, as detailed in Section V.B.5. **and 6.**, to the positions of non-voting faculty **and student** committee representatives. The Director of Athletics staffs the Committee.
- H. **Committee on Audit and Compliance:** The Committee on Audit and Compliance oversees the Director of Internal Audit, who is charged with auditing William & Mary and Richard Bland. The Committee reviews and approves the annual Audit Plan recommended by the Director of Internal Audit. The Committee considers and makes recommendations on policy matters pertaining to compliance, campus safety and security, and risk management. The Committee provides oversight of the compliance program. The Presidents of the University and of the College may advise and consult with the Committee on any matter pertaining to internal auditing. The Committee performs an annual evaluation of the Director of Internal Audit during the Board's annual meeting for recommendation to the full Board. The Director of Internal Audit, the Chief Compliance Officer, the Senior Vice President for Finance and Administration, and the RBC President or designee staff the Committee.
- I. **Committee on Financial Affairs:** The Committee on Financial Affairs considers and makes recommendations concerning the financial affairs of William & Mary and the Virginia Institute of Marine Science, which includes the submission and approval of any and all budgets and the administration of the financial policies and procedures established by the Board. The Committee has power and authority, subject to the guidelines set by the Board, to invest and reinvest all funds held by the Board as an endowment or in trust for the uses and purposes of William & Mary, the Virginia Institute of Marine Science, and Richard Bland, with the assistance of the Presidents; and the Committee directs and controls the handling of investments by an investment counsel or depository agent at any time employed by the Board. The Rector may appoint a faculty member **and student**,

as detailed in Section V.B.5. and 6., to the positions of non-voting faculty and student committee representatives. The Senior Vice President for Finance and Administration staffs the Committee.

- J. **Committee on Strategic Initiatives and New Ventures:** The Committee on Strategic Initiatives and New Ventures considers and makes recommendations on matters concerning strategic planning, new ventures, federal and state relations, the ways and means of promoting economic development and sustainability, public service and outreach, and fostering the relationship between the University, its constituencies and all responsible governing bodies. The Vice President for Strategic Initiatives and Public Affairs staffs the Committee.
- K. **Committee on Student Affairs:** The Committee on Student Affairs considers and makes recommendations on policies concerning student life, discipline and the organization and administration of student affairs at the University. The Committee meets on a regular basis with representatives of the students of the University appointed by the President of the Student Assembly. The Vice President for Student Affairs staffs the Committee.
- L. **Special or ad hoc committees:** The Rector may appoint special or ad hoc committees of the Board as needed for the benefit of the Board and/or the University or the College.

ARTICLE VI

VI. Executive positions reporting to the Board of Visitors

- A. **President of William & Mary:** The Board elects the President of the University, who serves at its pleasure, and pursuant to a contract with the Board. Any change to the President's employment contract is made only by a vote of a majority of the Board. The duties and responsibilities of the President are prescribed by law, these Bylaws, and such employment contract.
 - 1. The President may attend all meetings of the Board of Visitors or its committees, except as otherwise directed by the Board or committee. The President brings to the attention of the Rector and the Board such matters as require the attention or action of the Board, and may participate in the discussions of the Board or its committees.
 - 2. In case of the incapacitation, death or resignation of the President, the Board of Visitors designates as promptly as possible an Interim President to serve until a President is elected by the Board and assumes office.

3. At least annually, on a date set by the Rector of the College, the Board conducts an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1. of the Code of Virginia.

B. President of Richard Bland College: The Board elects the President of Richard Bland College, who serves at its pleasure, or pursuant to a contract with the Board. Any change to the President's employment contract is made only by a vote of a majority of the Board. The duties and responsibilities of the President are prescribed by law, these Bylaws, and such employment contract.

1. The President may attend all meetings of the Board of Visitors or its committees, except as otherwise directed by the Board or committee. The President brings to the attention of the Rector and the Chair of the Richard Bland College Committee such matters as require the attention or action of the Board, and may participate in the discussions of the Board or its committees.
2. In case of the incapacitation, death or resignation of the President, the Board of Visitors designates as promptly as possible an Interim President to serve until a President is elected by the Board and assumes office.
3. At least annually, on a date set by the Rector of the College, the Board conducts an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1. of the Code of Virginia.

ARTICLE VII

VII. Administrative positions reporting to the Board of Visitors

- A. **Director of Internal Audit:** On recommendation of the President of the University, the Board appoints a Director of Internal Audit. The Director is responsible for the formation of an annual Audit Plan and for the administration and operation in the Office of Internal Audit. The Director consults with the President of William & Mary and the President of Richard Bland in the administration and operation of the Office of Internal Audit. The Director reports to the Committee on Audit and Compliance, and is evaluated annually by the Committee during the Board's annual meeting for review with full Board.

- B. **Building Official:** On recommendation of the President of the University, the Board appoints a Building Official certified by the Virginia Department of Housing and Community Development. The Building Official is authorized to determine the suitability for occupancy of, and to issue certifications for building occupancy for, all capital projects undertaken at William & Mary. Prior to issuing any such certification, the Building Official ensures that the Virginia Uniform Statewide Building Code requirements are met for that capital project and that such project has been inspected by the Fire Marshal or authorized designee. The Building Official reports directly and exclusively to the Board of Visitors through the Committee on Administration, Buildings and Grounds, and is evaluated annually by the Committee during the Board's annual meeting for review with the full Board.

ARTICLE VIII

VIII. **Administrative positions of the Board of Visitors**

- A. **University Counsel:** The Attorney General of Virginia, in consultation with the President of the University, appoints an Assistant Attorney General and Special Counsel from the Office of the Attorney General as counsel to the Board, the University and the College to provide necessary legal services on both routine matters and special projects.
- B. **Secretary to the Board:** The Board-appointed Secretary to the Board provides assistance to the Rector and members of the Board of Visitors, maintains minutes of all meetings of the Board and makes them available to any member of the Board, the Presidents of the University and College, and such others as required by law, with the authority to provide certification to the minutes of the meetings of the Board when necessary. On recommendation of the President of the University, the appointment of the Secretary to the Board is approved by resolution of the Board of Visitors.

ARTICLE IX

IX. **Chancellor**

Upon recommendation of the President, the Board of Visitors may elect a Chancellor of ~~for~~ the University. The Chancellor's position is honorary, without responsibility, authority or compensation except for those duties and responsibilities specifically assigned to that position by the Board of Visitors. The Chancellor serves

for seven years, and is eligible for re-election for additional terms upon recommendation of the President.

ARTICLE X

X. Responsibilities of the President and Other Senior Officers of William & Mary

A. The President is the chief executive officer of the University, oversees its overall operation under the direction of the Board and in accordance with its policies, and is accountable to the Board for its performance. The President may adopt such rules and regulations as appropriate to the proper administration of the University, provided they are not inconsistent with the policies of the Board of Visitors or the requirements of law. The President is assisted in the performance of duties by a chief academic officer, a chief financial officer, and such other senior officers as the President deems necessary or appropriate. The President recommends the appointment of such officers, subject to the approval of the Board of Visitors.

Among other duties as the University's chief executive officer, the President:

1. Approves the salaries, appointments, promotions, and dismissals of members of the staff and faculties of the University.
2. Oversees the admission of students, seeing to their well-being and administering a student disciplinary and Honor Code.
3. Oversees the financial, budgetary, transactional and strategic activities of the University, as well as the use and maintenance of its physical facilities.
4. The President, in consultation with the Rector, recommends to the Board candidates for honorary degrees.
5. Confers all properly authorized degrees, with the exception of honorary degrees, which are conferred by the Rector or the Chancellor or their designee.
6. Has the authority to transact business in the name of the University.
7. Has the authority to further delegate such authority as has been conferred to the President, subject to guidelines for its exercise, and the President remains responsible for the delegated function.

B. On recommendation of the President, the Board of Visitors appoints the Provost, who serves as the chief academic officer and senior administrative officer of the

University, and has general purview over all its educational programs, activities, personnel and policies. The Provost administers the affairs of the University during the temporary absence or disability of the President, except as otherwise directed by the Board.

The Provost is responsible jointly with the Senior Vice President for Finance and Administration for budgetary planning, and for submitting recommendations to the President regarding allocation of the University's resources and expenditure of its funds.

The Provost is responsible for working directly with the Deans, and the Faculty Assembly when appropriate, on academic planning, and on curricular, budgetary, personnel, and educational policy matters, for recommendation as appropriate to the President. In accordance with the provisions of the Faculty Handbook and the Code of Virginia and upon recommendation of the appropriate dean or administrative officer, the Provost submits to the President recommendations regarding salaries, appointments, promotions and dismissals of members of the staff and faculties of the University, and the establishment of new positions.

The Provost serves as the accreditation officer of William & Mary.

The Provost recommends to the President the calendar of the University, the curriculum of the faculties of the University, and the inauguration of new programs, the latter being subject to approval by the Board of Visitors. Such recommendations are formulated with due regard to the roles of the respective faculties, the Faculty Assembly, the educational mission of the University in the Virginia system of higher education, and budgetary and administrative feasibility.

Concurrently with the President, the Provost has the authority to transact business in the name of the University, with the exception of indebtedness and those particular assignments made to the Senior Vice President for Finance and Administration. The Provost has the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for its exercise.

- C. The Provost and other senior officers of the University report to the President. Such senior officers may include the Senior Vice President for Administration and Finance; the Vice Presidents for Strategic Initiatives and Public Affairs,

Student Affairs, University Advancement, the Athletic Director, the Chief Diversity Officer, the Chief Compliance Officer, and such other senior officers as the President deems necessary or appropriate.

- I. The Senior Vice President for Finance and Administration administers the business affairs of the University. Under the direction of the President, the Senior Vice President is responsible jointly with the Provost for budget planning, and for recommendations to the President regarding University resource allocation and expenditure budgets.

It is the Senior Vice President's responsibility to assure that private funds under the custody of the Board are properly invested with the approval of the President and the Committee on Financial Affairs.

The Senior Vice President has custody of the University's key documents.

The Senior Vice President is responsible for the effective operation of the physical plant, the auxiliary enterprises, the general purchasing and supply system, human resources, campus security, and the buildings and grounds of the University.

Concurrently with the President, the Senior Vice President for Finance and Administration has the authority to transact business in the name of the University, including: (1) the transfer, conversion, endorsement, sale, purchase, assignment, conveyance and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, and evidence of indebtedness; (2) any and all contracts for the purchase of real estate and other property, or other securities or assets now or hereafter owned by the Board, or bearing any similar designation indicating ownership by the University; (3) agreements setting forth the terms for the acceptance of gifts to the University; (4) any and all contracts for the purchase or rental of professional services, supplies and equipment, including software and hardware; the design and construction of facilities; non-disclosure and confidentiality agreements; real estate and property leases or rental agreements; capital leases; acquisition or conveyance of any other type of property interest, including easements; equipment leases or fixed asset rental agreements; use of University facilities; and (5) any other agreements necessary to carry out and support

the operations of the University, with the exception of those particular assignments made to the Provost. The sale of real property requires the approval of the Board and the Commonwealth of Virginia. The Senior Vice President for Finance and Administration has the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

2. The Vice President for Strategic Initiatives and Public Affairs develops and manages programs for economic development, for public service and outreach, for community, government, general public relations, and university communications. The Vice President assists the President and Provost with strategic planning; identifies and evaluates alternatives for financial sustainability and continued preeminence in American higher education; leads and coordinates William & Mary's support of state, regional and local economic development organizations; and provides leadership and oversight of the offices of Creative Services, Economic Development, Government Relations, Sustainability, and University Relations.
3. The Vice President for University Advancement plans, implements, coordinates, and evaluates all programs and events by which the University's voluntary private financial support both for current operations and capital purposes, including endowment will be sustained and increased. In addition, the Vice President coordinates operations associated with marketing, alumni engagement activities, and the relationship with the William & Mary Alumni Association. In accordance with policies and procedures established by the Board, the Vice President organizes and manages a comprehensive advancement program to ensure lifelong engagement with all alumni and constituents, and seeks and/or coordinates gifts from alumni, parents, individuals, corporations, foundations and other organizations.
4. The Vice President for Student Affairs administers and coordinates the student life policies of the University and programs and activities bearing on student affairs, student development, student health services, counseling, and social, recreational and residential programs and functions. The Vice President works cooperatively with the Senior Vice

President to ensure the quality of all physical facilities used to support student life programs, including the student residences, the Sadler and Campus Centers, the Student Health Center, the Counseling Center and intramural and recreational sports facilities. The Vice President is responsible for the administration of the scheduling policies of the University, with the exception of the scheduling of academic facilities for instructional and research programs.

5. The Director of Athletics, under the direction of the President, has general purview of and administrative responsibility for the intercollegiate athletic policies, plans and personnel of the University.
6. The Chief Diversity Officer has primary responsibility for oversight of institutional diversity efforts.
7. The Chief Compliance Officer has overall responsibility for the University's compliance and ethics program. This program, founded upon William & Mary's Code of Ethics, coordinates the many things the University does to prevent, detect, and remediate misconduct – illegal or unethical conduct.

- D. On recommendation of the President, the Board of Visitors appoints the Dean of the Faculty of Arts and Sciences and the Deans of the Schools of Business Administration, Education, Law, and Marine Science. The Deans have general responsibility for the Faculties under their jurisdiction and for the direction of the work of the Faculty or School. The Deans report to the Provost.

The Dean of the Faculty of Arts and Sciences and the Dean of the appropriate School, except as otherwise provided, advises the Provost in the formation of the Faculty and the determination of curriculum.

Subject to the legal obligations of the University, and except as these Bylaws otherwise provide, actual instruction, including such matters as curriculum and degree requirements, is discharged by the respective faculties of the University and the College.

- E. On recommendation of the President, the Board of Visitors appoints the Dean of University Libraries. The Dean of University Libraries, under the direction of the Provost, has general purview over and administrative responsibility for the Earl

Gregg Swem Library and those professional and departmental libraries of the University responsible to Swem Library, not including the Wolf Law Library.

- F. On recommendation of the President, the Board of Visitors appoints the Dean of the School of Marine Science as the Director of the Virginia Institute of Marine Science. The Dean/Director, under the direction of the President, has general purview of and administrative responsibility for the affairs of the Institute. Recognizing the integration of activities and on-going support provided to the Institute by William & Mary, the Dean/Director works in close collaboration with the Provost and Senior Vice President for Finance and Administration on financial and budgetary matters.

ARTICLE XI

XI. **Responsibilities of the President and Other Senior Officers of Richard Bland College**

- A. The President is the chief executive officer of the College, oversees its overall operation under the direction of the Richard Bland College Committee and the Board and in accordance with its policies, and is accountable to the Richard Bland College Committee and the Board for its performance. The President may adopt such rules and regulations as may be deemed appropriate to the proper administration of the College, provided they are not inconsistent with the policies of the Board of Visitors or the requirements of law.

Among the duties as the College's chief executive officer, the President:

1. Upon the recommendation of appropriate academic officers, appoints members of the faculty.
2. Oversees the admission of students, seeing to their well-being and administering a student disciplinary and Honor Code.
3. Oversees the financial, budgetary, transactional and strategic activities of the University, as well as the use and maintenance of its physical facilities.
4. **The President, in consultation with the Rector, recommends to the Board candidates for honorary associate degrees.**
5. **Confers all properly authorized degrees, with the exception of honorary degrees, which are bestowed by the President and the Rector of the College, or someone designated by the Rector.**
6. Has the authority to transact business in the name of Richard Bland College.

7. Has the authority to further delegate such authority as has been conferred to the President. Such delegation must remain subject to guidelines for the exercise thereof, and the President remains responsible for the delegated function.
- B. The President, while remaining responsible for the overall administration of the College, is assisted in the performance of duties by a chief academic officer, a chief financial officer, or such other senior officers as the President deems necessary or appropriate. The President recommends the appointment of such officers, subject to the approval of the Board of Visitors.

ARTICLE XII

XII. Policies and Regulations

Policies for the governance of William & Mary and Richard Bland as made from time to time by the Board of Visitors are binding on the appropriate communities and published within the University and College by appropriate means.

No rule or regulation adopted by the Presidents of the University or RBC is deemed contrary to the policies of the Board of Visitors unless so determined by the Board itself after the promulgation of such rule or regulation.

A. Code of Ethics of William & Mary

The Board adopted this Code of Ethics for William & Mary, including the Virginia Institute of Marine Science, on April 17, 2009:

Integrity is one of the core values of the College of William & Mary. Thus, we are committed to lawful and ethical behavior in all of the University's activities. At William & Mary, we insist that all members of the University community – our board members, employees, students, and volunteers – comply with all laws, regulations, policies and ethical norms applicable to them. More generally, we are to be honest, fair, and trustworthy ourselves and to take care that other members of the University community are also.

We, as members of the William & Mary community, will:

1. Obey the laws, regulations, and policies applicable to our university activities.

2. Protect and preserve university resources and ensure their proper use.
3. Avoid both conflicts of interest and the appearance of such conflicts.
4. Safeguard confidential information.
5. Make procurement decisions impartially and objectively.
6. Maintain effective internal controls to safeguard the regularity and integrity of our activities.
7. Treat other people with dignity and respect, ensuring there is no discrimination or harassment at William & Mary.
8. Report any illegal or unethical action that comes to our attention, so the University can investigate and take corrective steps.

B. Code of Ethics of Richard Bland College

The Board adopted this Code of Ethics for Richard Bland College on April 17, 2009:

Richard Bland College is committed to an environment of uncompromising integrity and ethical conduct. As such, the College's ethical standards are the foundation for both strategic and day-to-day action and activity. The College's faculty and staff are responsible for establishing and maintaining ethical standards, recognizing that their decisions and actions reflect not only on their individual reputations but also on the reputation of the college. Consistent with this responsibility for maintaining the highest ethical standards as well as personal and institutional integrity, the following Code of Ethics provides the framework for conducting College business.

1. We are committed to conducting College business in compliance with all applicable state and federal laws and regulations as well as College policies.
2. We will promote the integrity of all College business and transactions by avoiding direct or indirect actions that are inconsistent with the State and Local Government Conflict of Interests Act or the Rules for Procurement of Goods, Services, Insurance, and Construction.
3. We make business decisions in the best interest of the College and avoid any conflicts of interest or commitment. As a result, we do not accept gifts, gratuities or favors of monetary value, or engage in private business or professional activities that may appear to affect

professional judgment. College employees are in a position of public trust and, therefore, cannot accept gifts, gratuities or favors from bidders, vendors, contractors, or customers for any services they perform in connection with their positions or which are intended to create favorable business treatment.

4. We do not tolerate fraud, theft, waste or abuse of state, College, or College-related funds, property, or other resources and will immediately report suspected irregularities to our supervisor, the Richard Bland College Police Department, or the Office of Internal Audit. Employees also may report suspected irregularities through the Commonwealth of Virginia's Fraud, Waste, and Abuse Hotline.
5. We will not use College funds, property, equipment, services, systems, information, or our position for personal gain. We will protect the College's assets and resources, including intellectual properties, and ensure their proper use.
6. We will not use College funds, property, equipment, services, systems, or information to aid political parties or candidates for public office.
7. We will maintain the confidentiality and security of information entrusted to us by the College and its customers, except when disclosure is authorized or legally mandated. College records are its property and may only be used for job-related purposes. We will comply with the College's Acceptable use Policy for information technology.
8. We will adhere to the principle that the public's business should be conducted in the public view by observing and following both the letter and the spirit of the Virginia Freedom of Information Act.
9. The College is a workplace where all employees, students, and visitors are treated with dignity and respect. Therefore, we do not tolerate harassment or discrimination of any kind against another person. This includes—but is not limited to—discrimination on the basis of race, sex, handicap, age, veteran status, national origin, religion, sexual orientation or political affiliation. College administrators, managers and supervisors are responsible for creating a work environment free of discrimination or harassment. Administrators or supervisors have a legal obligation to act whenever they learn, directly or indirectly, about discrimination or harassment.

10. The College is committed to ensuring the safety and security of employees, students, and visitors. Employees are responsible for compliance with environmental, health and safety laws and regulations and should make every effort to maintain a safe and healthy work environment.

MISCELLANEOUS

Adoption and Amendment of Bylaws. All Bylaws of the Board previously adopted are hereby superseded. All bylaws of the Faculties and other organizations of the University or the College must be consistent with the Bylaws of the Board. The Board charges the President of William & Mary or the President of RBC, as appropriate, with the responsibility to recommend to the Board amendments to the bylaws of the Faculties and other organizations that are determined to be changes of significance.

The Bylaws of the Board may be amended or superseded at any regular meeting of the Board with thirty days prior written notice, or at a special meeting called for the purpose, provided that every such amendment or repeal must receive not less than nine affirmative votes.

Suspension of Bylaws. These Bylaws or any one of them may be temporarily suspended at any meeting of the Board by a three-fourths affirmative vote of all members present provided that no rule may be suspended until at least nine vote affirmatively therefore.

Parliamentary Authority. Meetings are conducted and minutes taken in accordance with the current edition of Robert's "Rules of Order Newly Revised."

Changes/revisions proposed for April 2018 meeting.

**RESOLUTION COMMENDING JACQUELYN Y. McLENDON
AS CHAIR OF THE 50TH ANNIVERSARY OF THE
FIRST AFRICAN AMERICAN STUDENTS IN RESIDENCE**

Dr. Jacquelyn Y. McLendon, Professor of English, Emerita, has served as the Academic Coordinator for the 50th anniversary of the first African American students in residence at William & Mary – Lynn Briley, Janet Brown and Karen Ely, members of the Class of 1971 – and has led the 50th Anniversary Committee in commemorating the anniversary with a year-long series of special events, guest speakers and performances, beginning with Convocation weekend in August 2017, and continuing through Commencement in May 2018.

The 50th anniversary commemoration, "Building on the Legacy," not only recognizes the university's first three African American students in residence but also celebrates the contributions and achievements of all African Americans at William & Mary throughout its history.

Dr. McLendon began her career at the university as an Associate Professor in 1992 and retired in 2013. From the beginning of her career, Dr. McLendon was instrumental in helping to modernize and update the English Department curriculum, and she did so by designing and teaching an impressively large number of survey and special topics courses in African American literature.

Dr. McLendon was also a central figure in the evolution of the Black Studies Program, which she directed from the program's inception in 1997 until 2007, and she continued to be an important force in the program after it was reconfigured as Africana Studies. Professor McLendon was also central to the expansion of the American Studies graduate curriculum. The College's African American Studies program emerged as one of the primary strengths of the American Studies Graduate Program and helped establish the program's national standing.

The Board of Visitors of The College of William & Mary in Virginia joins with the entire university community in acknowledging the leadership role that Dr. McLendon exercised during the year-long 50th Anniversary commemoration.

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors acknowledges the leadership of Jacquelyn Y. McLendon as Chair of the 50th Anniversary Committee and expresses its appreciation to her for the countless hours and efforts she devoted to the process; and

BE IT FURTHER RESOLVED, That the Board of Visitors also acknowledges the service of Dawn Lambert, Administrative Assistant to the 50th Anniversary Committee, and expresses its appreciation for her efforts in assisting the Committee with professionalism and a positive attitude; and

BE IT FURTHER RESOLVED, That the Board of Visitors of the College of William & Mary commends the individual members of the 50th Anniversary Steering Committee and expresses its appreciation for their efforts; and

BE IT FINALLY RESOLVED, That this resolution be spread upon the minutes of the Board and a copy of the same be delivered to Dr. McLendon, to Ms. Lambert and to each member of the 50th Anniversary Committee with gratitude and best wishes for continuing creative work in the years ahead.

**RESOLUTION ACCEPTING A GIFT OF A BADGE AND CHAIN OF OFFICE
FOR THE PRESIDENT OF THE COLLEGE OF WILLIAM & MARY IN VIRGINIA**

WHEREAS, in 1986 the Board of Visitors accepted a historic gift of a sterling silver and enamel badge of office and chain to be worn by the Chancellor of the College at all official occasions; and

WHEREAS, in 1987 the Board of Visitors accepted a historic gift of a sterling silver and gold gilt badge and chain of office to be worn by the Rector of the College at all official occasions; and

WHEREAS, there has been no official badge and chain of office for the President, although a silver cipher made and donated by Charles E. (Mik) Stousland, Jr., class of 1941, has at times been worn by the President since 1978; and

WHEREAS, former Executive Director of the Historic Campus Louise Kale, HON 2009, first suggested that the President's position should be represented by a similar badge and chain of office. Author and historian Wilford Kale, class of 1966, worked with President Reveley in developing and securing the badge and chain since he provided the same service when the badges and chains of office were crafted for the Chancellor and Rector; and

WHEREAS, the badge is of a style similar to the previous two badges and is crafted of silver and gold. The central element of the badge is an enameled depiction of the coat-of-arms of William & Mary, issued in 1694 by the College of Arms (heraldry) in London as specified in the Royal Charter. The chain of office carries the names of William & Mary's 27 presidents along with the Seal of the Commonwealth of Virginia and the arms of the colonial London Company. The badge and chain were designed and hand crafted by the silversmiths of Thomas Fattorini Ltd. in Birmingham, England, who also designed and fabricated the badges and chains for the Chancellor and Rector; and

WHEREAS, the badge and chain of office are a gift from President W. Taylor Reveley III to the University in memory and honor of those William & Mary presidents who preceded him, and will succeed him;

THEREFORE, BE IT RESOLVED, That the Board of Visitors of The College of William & Mary in Virginia hereby accepts this most generous, highly appropriate and historic gift of a sterling silver and gold badge of office and chain to be used hereafter as the official badge and chain of office for the President; and

BE IT FURTHER RESOLVED, That the badge and chain of office be added to the official regalia for the President and shall be worn at all official University programs, occasions, convocations and inaugurations at which the President represents William & Mary and when it is not worn be held in perpetuity in the custody of the Special Collections Research Center in Swem Library where security is assured.

**A RESOLUTION IN HONOR
OF
HELEN BOND REVELEY and W. TAYLOR REVELEY III**

W. Taylor Reveley III was sworn in as the 27th president of William & Mary on September 5, 2008, after serving as interim president since February 2008. Before assuming his current post, he served as dean of William & Mary Law School for almost a decade, starting in August 1998. He is the John Stewart Bryan Professor of Jurisprudence.

A Phi Beta Kappa graduate of Princeton University and the University of Virginia School of Law, Taylor clerked for Justice William Brennan of the U.S. Supreme Court and taught at the University of Alabama School of Law before moving into professional practice.

Taylor's accomplishments as President of William & Mary are well known. He provided stability in 2008 when it was badly needed, and over the last ten years, he can point to a number of accomplishments: approval and implementation of the W&M Promise; leadership of a \$1 billion campaign; a building boom on campus and purchase of key properties such as Tribe Square, One Tribe Place (formerly Hospitality House) and purchase of the former Days Inn; greater diversity on campus and among the student body, etc.

Beyond William & Mary, much of Taylor's time over the years has gone to non-profit organizations. He has served on many educational and cultural boards, including those of Princeton University (where he is a trustee emeritus), Union Theological Seminary in Virginia, St. Christopher's School, the Andrew W. Mellon Foundation, JSTOR, the Carnegie Endowment for International Peace, the Virginia Museum of Fine Arts, the Virginia Historical Society, the Virginia Foundation for the Humanities, the Richmond Symphony, and the Presbyterian Church (USA) Foundation.

Helen Bond Reveley grew up in Lynchburg, where she went to public high school. After graduation, she took a gap year and traveled to Lugano, Switzerland, where she graduated from the American School and studied at the University of Salzburg, Austria. She returned to Virginia to major in history at Randolph-Macon Woman's College, where she was president of her class, and received her A.B. in history. Helen Reveley went back to Switzerland to teach for a year as a member of the staff of Franklin College and the Institute for European Studies.

Taylor and Helen were married in December 1971, and have four children: Taylor, Everett, Nelson and Helen Lanier, daughters-in-law, Margaret Louise (married to Taylor), Anne Randolph (married to Everett) and Jessica (married to Nelson), and four grandchildren.

Helen Reveley has graciously served as the first lady of the College during her husband's term as the 27th President, welcoming alumni, students, staff, friends, members of the Williamsburg community and the world to the President's House.

At Commencement in 2018, the William & Mary Alumni Association will ensure that both Taylor and Helen always belong to the William & Mary family when they are inducted as Honorary Alumni in recognition for their distinguished record of service, support, advocacy and commitment on behalf of the College of William & Mary.

THEREFORE, BE IT RESOLVED, That the Board of Visitors of The College of William & Mary in Virginia acknowledges with deepest appreciation the service of Helen and Taylor Reveley and, in recognition of their leadership and friendship, bestows upon W. Taylor Reveley III the title of President Emeritus of The College of William & Mary in Virginia and upon Helen Bond Reveley the title of First Lady Emerita of The College of William & Mary in Virginia.

BE IT FURTHER RESOLVED, That this resolution be spread upon the minutes of the Board and a copy of the same be delivered to Helen and Taylor Reveley with best wishes for continuing and creative work together in the years ahead.

A JOURNEY OF RECONCILIATION: APOLOGY FOR WILLIAM & MARY'S
PART IN SLAVERY AND SEGREGATION

Whereas, in April 2009, the Board of Visitors adopted Resolution 21, acknowledging William & Mary's role in slavery and Jim Crow and establishing "The Lemon Project: A Journey of Reconciliation"; and

Whereas, over the past nine years, William & Mary's Lemon Project has greatly deepened our understanding of William & Mary's history during the eras of slavery and segregation through research, courses and symposia; and

Whereas, The Lemon Project has expanded our engagement and reconciliation with the Williamsburg community through porch talks, public talks, articles and social media; and

Whereas, The Lemon Project has included the work of many students, faculty, staff, community members, and alumni; and

Whereas, The Lemon Project has established itself as a leader among universities examining their past treatment of African Americans; and

Whereas, through The Lemon Project, we will launch a process to design, fund and construct a memorial on campus to those enslaved by William & Mary; and

Whereas, over the past academic year, William & Mary has commemorated and celebrated the 50th anniversary of the first three African American students in residence on campus with performances, lectures, symposia, panels and other commemorative events; and

Whereas, the Race and Race Relations Task Force, established by President Reveley in 2015 and chaired by Dr. W. Fanchon Glover, identified ways to improve the campus racial climate; and

Whereas, President Reveley created an Implementation Team to comprehensively review the steps urged by the Race and Race Relations Task Force, and the Implementation Team presented its final report in April 2018, describing progress made to date; and

Whereas, the Board of Visitors applauds this progress and thanks both the Race and Race Relations Task Force and the Implementation Team; and

Whereas, the Board of Visitors recognizes a continuing need to examine and learn from William & Mary's role in slavery, secession and segregation, both through the ongoing work of The Lemon Project and other research, dialogue and reflection;

THEREFORE, BE IT RESOLVED, That the Board of Visitors salutes the foundational scholarship of the late Robert F. Engs and the work of The Lemon Project and its director, Jody Lynn Allen;

BE IT FURTHER RESOLVED, That the Board of Visitors acknowledges that William & Mary enslaved people, exploited them and their labor, and perpetuated the legacies of racial discrimination. The Board profoundly regrets these activities, apologizes for them, expresses its deep appreciation for the contributions made by the African American members of its community to the vitality of William & Mary then, now, and for all time coming, and commits to continue our efforts to remedy the lingering effects of past injustices; and

BE IT FINALLY RESOLVED, That this resolution be spread upon the minutes of the Board and a copy of the same be delivered to Professor Jody Allen with gratitude and best wishes for her continued leadership of The Lemon Project.

Board of Visitors

April 20, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 15

NAYS: 0

ABSENT DURING CLOSED SESSION:


Todd A. Stottlemyer
Rector of the College

Board of Visitors

April 20, 2018

RESOLUTION 36

RESOLVED, That, in accordance with the terms of the Employment Contract, the Board of Visitors of The College of William & Mary in Virginia approves for the Fiscal Year 2018-2019 the salary of \$284,275 for President Debbie Sydow, and should there be a salary increase or bonus awarded to state employees during the 2018-2019 fiscal year, the Board authorizes the increase or bonus for President Sydow.

**AMENDMENT TO THE DEFERRED COMPENSATION AGREEMENT
FOR W. TAYLOR REVELEY, III**

WHEREAS, the College of William and Mary Foundation (Foundation) entered into a Deferred Compensation Agreement (Agreement) with President W. Taylor Reveley, III effective July 1, 2008, and

WHEREAS, Section 12 of the Agreement generally provides that it may be amended in whole or in part at any time by mutual written agreement of Mr. Reveley and the Foundation, in consultation with the Board of Visitors of The College of William and Mary in Virginia ("College" or "Board", as applicable); and

WHEREAS, Sections 4(a) and (b) (1) of the Agreement contemplate a shorter vesting period than otherwise provided under Section 4(a) under certain circumstances if specified in an Exhibit; and

WHEREAS, the Board and the Foundation believe that Mr. Reveley's contemplated June 30, 2018, retirement after ten (10) years of service as President of the College clearly justify such action; and

WHEREAS, the College and the Foundation have concerns regarding the effective date and application of recently enacted Internal Revenue Code Section 4960; and

WHEREAS, the Foundation and the Board desire to adopt an Addendum (Exhibit A) to the Agreement that provides that any unvested Deferred Benefits accrued under the Agreement, as of June 30, 2018, as adjusted for subsequent gains and losses, vest on January 1, 2019, provided that Mr. Reveley remain in the service of the College as President through June 30, 2018, and provides the additional uncompensated services described in Exhibit A below for the period July 1, 2018, through December 31, 2018; and

WHEREAS, Mr. Reveley agrees to the adoption of Exhibit A to the Agreement;

NOW, THEREFORE, the Agreement is hereby amended, effective January 1, 2018, to add Exhibit A as follows:

**EXHIBIT A TO THE W. TAYLOR REVELEY, III
DEFERRED COMPENSATION AGREEMENT**

Notwithstanding anything in the Agreement to the contrary, Mr. Reveley shall be fully vested in any unvested Deferred Benefits accrued under the Agreement, as of June 30, 2018, as adjusted for subsequent gains and losses, on January 1, 2019, so long as Mr. Reveley has been continuously employed by the College through June 30, 2018, and provides the following uncompensated services during the period July 1, 2018 through December 31, 2018: (1) reviewing and preparing his

presidential papers for placement in the Swem Library archives, and (2) providing reasonable consulting and other services to President-elect Katherine Rowe as she may request.

Further, any unvested Deferred Benefits accrued under the Agreement, as of June 30, 2018, as adjusted for subsequent gains and losses, shall fully vest upon Mr. Reveley's Disability or death after June 30, 2018, and before January 1, 2019, notwithstanding the fact that the College does not employ Mr. Reveley on such date.

For purposes of this Exhibit A, except as otherwise specifically provided, all defined terms used herein shall have the same meanings as used in the W. Taylor Reveley, III Deferred Compensation Agreement, dated December 10, 2008, effective July 1, 2008, by and between The William and Mary Foundation and W. Taylor Reveley, III.

In all other respects, the provisions of the Agreement, to the extent not inconsistent with this Exhibit A, shall continue in effect.

THE WILLIAM AND MARY FOUNDATION

By: _____
Michael P. Foradas, Chair

Date: _____

W. TAYLOR REVELEY, III

By: _____
President

Date: _____

APPROVED:

By: _____
Todd A. Stottlemyer, Rector
The College of William & Mary in Virginia

Date: _____

MINUTES

Meeting of the Board of Visitors
The College of William and Mary in Virginia

August 9-10, 2018

The Board of Visitors of The College of William and Mary in Virginia met in the second floor conference room at The Gloucester Institute Moton Conference Center in Gloucester, Virginia on Thursday, August 9, and in Davis Hall at the Virginia Institute of Marine Science on Friday, August 10, for a Board Retreat.

Those present on Thursday were:

Mirza Baig	William H. Payne II
Victor K. Branch	Lisa E. Roday
Warren W. Buck III	J.E. Lincoln Saunders
S. Douglas Bunch	Karen Kennedy Schultz
Thomas R. Frantz	Todd A. Stottlemyer, Rector
Sue H. Gerdelman	H. Thomas Watkins III
James A. Hixon	Brian P. Woolfolk
Barbara L. Johnson	W&M Faculty representative: Catherine A. Forestell
Anne Leigh Kerr	W&M Student representative: Brendan J. Boylan
John E. Littel	

Others present were:

President Katherine A. Rowe	Matthew T. Lambert
Provost Michael R. Halleran	Jeremy P. Martin
Virginia M. Ambler	Deborah A. Love
Henry J. Broaddus	Steve W. Tewksbury
Michael J. Fox	Brian W. Whitson
Samuel E. Jones	

Also present were Professor of Business Emeritus Henry E. Mallue, Jr., Mrs. Marilyn Mallue, and *Flat Hat* reporter Noah Peterson.

At 11:02 a.m., Rector John Littel convened the Board Retreat, welcomed new member Victor Branch and President Rowe, and presented a brief history of Moton and Holly Knoll, the home of Dr. Robert Russa Moton. The Rector briefly reviewed the agenda and objectives for the Retreat, and then called on President Rowe for opening remarks.

President Rowe briefly discussed her first month in office and plans for the months ahead, noting that she will be spending time learning from the community and synthesizing what she learns into important patterns. There are three critical areas to explore with the community in this phase of strategic listening: the future of knowledge, which is our educational core; the future of work and how we deliver on that education core and prepare our graduates for a rapidly changing world; and the future of service, which is our institutional heritage.

The Rector convened Session I, Finances Overview, at 1:10 p.m. following lunch. He called on Secretary of the Board Sue Gerdelman, who provided a brief update on campaign progress. Provost Michael Halleran, Senior Vice President for Finance and Administration Sam Jones and Chief Financial Officer Amy Sebring then led the presentation and discussion on levers of the current William & Mary financial model, highlighting baseline assumptions, sources of revenue and costs and trends. A general discussion ensued, concluding at 3:00 p.m.

Following the break, the Board reconvened at 3:30 p.m. for Session II, Finances Overview. After a presentation by Mr. Jones and Ms. Sebring, the Rector moved that the Board of Visitors convene in Closed Session for the purpose of discussing the evaluation of the performance of departments or schools; as provided for in Section 2.2-3711.A.1., of the Code of Virginia.. Motion was seconded by Mr. Payne and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 3:32 p.m.

The Board reconvened in open session at 4:15 p.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break, the Board reconvened for Session III, Board Discussion. The Rector moved that the Board of Visitors convene in Closed Session for the purpose of discussing personnel matters pertaining to the performance and evaluations of specific executive employees and for the purpose of discussing honorary degrees, as provided for in Section 2.2-3711.A.1. and 11., of the Code of Virginia. Motion was seconded by Mr. Hixon and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 4:40 p.m.

The Board reconvened in open session at 6:22 p.m. The Rector reviewed the topics discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

There being no further business, at 6:24 p.m. the Board recessed until Friday morning. Following dinner, Professor Graham Henshaw, Executive Director of the Entrepreneurship Center at the Mason School of Business, shared his thoughts on entrepreneurship with the Board members and senior staff.

On Friday, August 10, the Board traveled to the Virginia Institute of Marine Science. Following breakfast with VIMS faculty and staff, the Board reconvened in Davis Hall at 9:05 a.m.

Those present on Friday were:

Mirza Baig
Victor K. Branch
Warren W. Buck III
S. Douglas Bunch
Thomas R. Frantz
Sue H. Gerdelman
James A. Hixon
Barbara L. Johnson
Anne Leigh Kerr
John E. Littel

William H. Payne II
Lisa E. Roday
J.E. Lincoln Saunders
Karen Kennedy Schultz
Todd A. Stottlmyer, Rector
H. Thomas Watkins III
W&M Faculty representative: Catherine A. Forestell
W&M Student representative: Brendan J. Boylan

Absent: Brian P. Woolfolk

Others present were:

President Katherine A. Rowe
President Debbie L. Sydow
Provost Michael R. Halleran
Virginia M. Ambler
Henry J. Broaddus
Michael J. Fox
J. Tyler Hart
Samuel E. Jones

Matthew T. Lambert
Ken LaTessa
Jeremy P. Martin
Deborah A. Love
Steve W. Tewksbury
Brian W. Whitson

Also present were Marilyn Mallue and *Flat Hat* reporter Noah Peterson.

Following brief opening remarks, the Rector convened Session IV, Initiatives and Areas of Focus. Associate Provost and Assistant to the President Jeremy Martin led the presentation on college rankings, followed by Richard Bland President Debbie Sydow, who provided an update on Richard Bland financial operations and audit compliance. The general discussion concluded at 9:55 a.m.

The Rector moved that the Board of Visitors convene in Closed Session for the purpose of discussing the evaluation of the performance of departments or schools; as provided for in Section 2.2-3711.A.1., of the Code of Virginia.. Motion was seconded by Mr. Payne and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 9:55 a.m.

The Board reconvened in open session at 10:05 a.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break, the Board reconvened for Session V, Athletics Strategic Planning. Director of Athletics Samantha Huge led the presentation on the strategic planning process she has initiated in the Department of Athletics. The general discussion concluded at 10:30 a.m.

The Rector moved that the Board of Visitors convene in Closed Session for the purpose of discussing the evaluation of the performance of departments or schools, and discussing specific recommendations related to future fundraising strategies as well as current development activities, as provided for in Section 2.2-3711.A.1. and 9., of the Code of Virginia. Motion was seconded by Ms. Gerdelman and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 10:30 a.m.

The Board reconvened in open session at 11:10 a.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Following a short break and brief remarks, the Rector moved adoption of **Resolution 1** to rescind the honorary Master of Arts degree awarded to William H. Cosby, Jr. on May 16, 1993. Motion was seconded by Mr. Hixon and approved by voice vote. (**Resolution 1** is appended.)

The Rector advised that inasmuch as the Board of Visitors is now required to do a self-evaluation to comply with the new SACSCOC Standard relating to Board Self-Evaluation (Standard 4.2), and since Richard Bland College is in the final stages of their re-accreditation process, it was important for the Board to conduct a self-assessment before the SACS on-site visit in October. To meet this standard, and in accordance with Article III.K. of the Board *Bylaws*, the Rector reported that he had developed a self-assessment survey that was distributed to all members of the Board. The survey was reviewed and a brief discussion ensued. (A copy of the survey is appended.)

The Rector moved that the Board of Visitors of the College of William and Mary convene in Executive Session for the purpose of discussing personnel matters pertaining to the appointment, promotion or evaluation of specific public officers, appointees or employees, and for the purpose of discussing personnel matters pertaining to the performance and evaluation of specific executive employees, as provided for in Section 2.2-3711.A.1. of the Code of Virginia. Motion was seconded by Mr. Hixon and approved by voice vote. Observers were asked to leave the room and the Board went into closed session at 11:28 a.m.

The Board reconvened in open session at 12:45 p.m. The Rector reviewed the topic discussed in closed session for the benefit of observers and moved the adoption of the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was seconded by Mr. Payne and approved by roll call vote of the

Board of Visitors
MINUTES – August 9-10, 2018
Page 5

Board conducted by the Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

There being no further business, the Board adjourned at 12:45 p.m.

Board of Visitors

August 9, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 17

NAYS: 0

ABSENT DURING CLOSED SESSION:



John E. Littel
Rector of the College

Board of Visitors

August 9, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 17

NAYS: 0

ABSENT DURING CLOSED SESSION:



John E. Littel
Rector of the College

Board of Visitors

August 10, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:



John E. Littel
Rector of the College

Board of Visitors

August 10, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:



John E. Littel
Rector of the College

WHEREAS, at Commencement in 1993, the College of William & Mary awarded William H. Cosby, Jr. an honorary Master of Arts degree; and

WHEREAS, since that time, facts have come to light that reveal that Mr. Cosby engaged in conduct inconsistent with the values of the University, and

WHEREAS, based on this information, the President has recommended a revocation of the honorary degree awarded to Mr. Cosby, and

WHEREAS, the decision is based on a court record providing clear and convincing evidence of conduct that violates fundamental standards of decency and core values of the William & Mary community, conduct that was unknown to the Board at the time the degree was awarded; and

WHEREAS, Mr. Cosby has been criminally convicted after he was afforded due process; and

WHEREAS, William & Mary is committed to both the elimination of sexual violence and the adherence to due process. We reaffirm that commitment with our action today.

THEREFORE, BE IT RESOLVED, the Board of Visitors hereby rescinds the honorary Master of Arts degree awarded to William H. Cosby, Jr. on May 16, 1993.

Board of Visitors

August 10, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.2-3712.D. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 16

NAYS: 0

ABSENT DURING CLOSED SESSION:



John E. Littel
Rector of the College



*** 1. Individual Board Member Responses**

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable or Do Not Have Experience
I have a clear sense of my responsibilities as a Board of Visitors (BOV) member	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The orientation I received provided the right level of information and helped me understand the BOV's processes	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
I ensure appropriate time is spent preparing for each BOV meeting, including reviewing BOV materials in advance	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
I actively participate at BOV meetings and feel there are appropriate opportunities to express my views	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
I participate in fundraising activities, including personally contributing and supporting soliciting activities	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Additional Comments

*** 2. Board of Visitors Meetings**

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable or Do Not Have Experience
The Board's time is well spent in meetings.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Our time is appropriately spent on governance and not management.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The BOV gets the information it needs to make decisions.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board meetings have the appropriate balance of information-sharing, discussion, and decision making.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The BOV is appropriately involved in strategic planning and decision-making.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Adequate time is given to understanding the "downside" of issues and decisions.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable or Do Not Have Experience
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Every BOV member is given the opportunity to participate and their voice is heard.

The meetings are conducted in accordance with the requirements of the Freedom of Information Act (relating to discussion in closed session).

The annual goal setting for both presidents is effective, timely and demonstrates collaboration with each president.

Adequate time is given for the evaluations of other administrators as required in the Bylaws (e.g., the Auditor and Building Official).

Additional Comments

*** 3. Committees**

	Strongly Disagree	Disagree	Neutral	Agree	Strongly Agree	Not Applicable or Do Not Have Experience
The current committee structure is appropriate	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The amount of time spent at BOV meetings is adequate to the issues considered	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Presentations by staff are appropriate, timely, and succinct	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Adequate time is given for discussion and Q&A	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Additional Comments

*** 4. What do you believe are the top 2-3 strategic issues that warrant the Board of Visitors' attention over the next 12 months?**

- New Academic Offerings
- Continued Collaboration with RBC
- Athletics
- Physical Plant Development (new buildings)
- Ensuring the Success of the New President
- Completing the "For the Bold" Campaign
- Financial Sustainability
- Student Affairs
- Business Efficiency
- Faculty Productivity
- Long-Range Planning

Other (please specify)

5. How might the effectiveness of the BOV be enhanced?

6. What issues or areas of discussion should be eliminated?

7. What issues or areas of discussion should be added?

8. On what issues or areas do you require more information?

9. Is there anything we can do as a Board to make our work more effective?

10. Any additional comments or suggestions?