



WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETING DRAFT MINUTES SEPTEMBER 25-27, 2024 SCHOOL OF EDUCATION

The William & Mary Board of Visitors (“the Board”) met Wednesday, September 25, through Friday, September 27, 2024.

On Wednesday, September 25, the Subcommittee on Compensation held their inaugural meeting from 1:30 – 3:00 p.m., followed by a meeting of the Executive Committee from 3:30 - 5:00 p.m. in the Board Room of the School of Education.

Later that evening the Board gathered for dinner at the private residence of Ms. Ardine Williams. The gathering was purely social, and no business was discussed or conducted.

PRESENT FOR WEDNESDAY’S DINNER:

- | | |
|-------------------------------------|-----------------------------|
| Hon. Charles E. Poston, Rector | Ms. Jennifer Tepper Mackesy |
| Ms. Barbara L. Johnson, Vice Rector | Mr. Courtney M. Malveaux |
| Ms. Ardine Williams, Secretary | Hon. Thomas K. Norment, Jr. |
| Mr. Kendrick F. Ashton, Jr. | Mr. C. Michael Petters |
| Mr. John L. Brownlee | Mr. John P. Rathbone |
| Mr. Robey W. Estes, Jr. | Ms. Laura Keehner Rigas |
| Mr. Stephen J. Huebner | Hon. Jill Holtzman Vogel |

ABSENT FROM WEDNESDAY’S DINNER:

- | | |
|------------------------|---------------------------|
| Ms. AnnaMaria DeSalva | |
| Mr. W. Taylor Franklin | Mr. J.E. Lincoln Saunders |

Also present was Dr. Katherine A. Rowe, President of William & Mary.

THURSDAY, SEPTEMBER 26

On Thursday, September 26, the Committee on Financial Affairs met from 8:30 – 10:00 a.m. in Matoaka Woods and the Committee on Academic Affairs met from 8:30 – 10:00 a.m. in the Dogwood Room in the School of Education. The Richard Bland College (RBC) Committee met from 10:20 – 11:40 a.m. in Matoaka Woods.

At 12:01 p.m. Mr. Charles E. Poston, Rector, convened the full Board to conduct business solely related to that of RBC.

BOARD MEMBERS PRESENT FOR THURSDAY’S FULL BOARD:

- | | |
|-------------------------------------|-----------------------------|
| Hon. Charles E. Poston, Rector | Mr. Kendrick F. Ashton, Jr. |
| Ms. Barbara L. Johnson, Vice Rector | Ms. AnnaMaria DeSalva |
| Ms. Ardine Williams, Secretary | Mr. Robey W. Estes, Jr. |

Mr. W. Taylor Franklin
Mr. Stephen J. Huebner
Ms. Jennifer Tepper Mackesy
Mr. Courtney M. Malveaux
Hon. Thomas K. Norment, Jr.

Mr. John P. Rathbone
Mr. J.E. Lincoln Saunders
Hon. Jill Holtzman Vogel
Ms. Terra Sloane, Student Representative

BOARD MEMBERS ABSENT FOR THURSDAY’S FULL BOARD:

Mr. John L. Brownlee
Mr. C. Michael Petters
Ms. Laura Keehner Rigas
Dr. K. Scott Swan, Faculty Representative
Ms. Candice Vinson, Staff Liaison

OTHERS PRESENT FOR THURSDAY’S FULL BOARD:

Dr. Debbie L. Sydow, President of RBC
Mr. Nathan Moberly, RBC Legal Counsel
Ms. Carrie S. Nee, W&M University Counsel
Mr. Jeff Palmore, Principal at Capitol Square Strategies
Mr. Gerrit Smith, Executive Assistant to the President of RBC
Mr. Michael J. Fox, Secretary to the Board of Visitors
Ms. Jessica Walton, Deputy Secretary to the Board of Visitors

Upon convening the full Board Mr. Poston spoke about his visit to RBC on September 19. He said that he and Mr. John P. Rathbone, Chair of the RBC Committee, met with multiple constituencies on campus and attended the ribbon cutting of the Academic Innovation Center. Mr. Poston noted that the William & Mary Board of Visitors serves as both the governing body of William & Mary and Richard Bland College.

Mr. Poston called on Dr. Debbie L. Sydow, President of Richard Bland College (RBC or “the College”) to make opening remarks. President Sydow noted that since most Board members were present at the RBC Committee meeting she would not offer opening remarks, however she did provide a brief overview of action items before the Board.

Mr. Poston recognized Mr. Rathbone who reported for the **Richard Bland College Committee** and briefly reviewed the agenda. On behalf of the Committee Mr. Rathbone moved adoption of **Resolution 8**, Appointment to Fill Vacancies in the Instructional Faculty; **Resolution 9**, Approving Submission of the RBC 2024 Workforce Plan to DHRM; **Resolution 10**, Approval of the College Emergency Operation Plan; **Resolution 11**, Approval of Revisions to the RBC 2024-2030 Six-Year Plan; **Resolution 12**, Retirement of Elizabeth D. Rescher – Professor of English; and **Resolution 13**, Retirement of Laura Camp – Instructor of Biology and Lab Coordinator. **Resolutions 8 – 13** were approved as a block by voice vote. There being no further business, Mr. Poston recessed the meeting of the full Board at 12:09 p.m.

The Committee on the Student Experience met from 1:30 – 2:45 p.m. in Matoaka Woods, followed by a meeting of the Committee on Institutional Advancement from 3:15 – 4:30 p.m.

The Committee on Administration, Building and Grounds met from 1:30 – 2:45 p.m. in the Dogwood Room, followed by a meeting of the Committee on Audit, Risk and Compliance from 3:15 – 4:30 p.m.

Following the committee meetings the Board met in the Blue Room of the Sir Christopher Wren building (“the Wren Building”) at 6:00 p.m.

BOARD MEMBERS PRESENT THURSDAY EVENING:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. Kendrick F. Ashton, Jr.
Mr. John L. Brownlee
Ms. AnnaMaria DeSalva
Mr. Robey W. Estes, Jr.
Mr. Stephen J. Huebner
Ms. Jennifer Tepper Mackesy
Mr. Courtney M. Malveaux

Hon. Thomas K. Norment, Jr.
Mr. C. Michael Petters
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Hon. Jill Holtzman Vogel
Ms. Terra Sloane, Student Representative
Dr. K. Scott Swan, Faculty Representative
Ms. Candice Vinson, Staff Liaison

BOARD MEMBERS ABSENT THURSDAY EVENING:

Mr. W. Taylor Franklin

OTHERS PRESENT FOR THURSDAY EVENING:

Dr. Katherine A. Rowe, President
Mr. Charles E. Fulcher, Jr., Director of Wren Operations and Events. Following
Ms. Allie Mercer, W&M Student and Member of the Spotswood Society
Mr. Michael J. Fox, Secretary to the Board of Visitors
Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors
Mr. Tyler Cattini, Office of the President Intern
Mr. Peerawut Ruangsawasdi, Flat Hat Reporter
W&M Students

Attendees received a brief history of the Blue Room and the Wren Building from Mr. Charles E. Fulcher, Jr., Director of Wren Operations and Events, and Ms. Allie Mercer, W&M Student and Member of the Spotswood Society. Following the remarks of Mr. Fulcher and Ms. Mercer, the entire Board recited the William & Mary Board of Visitors Pledge and then Mr. Poston pinned new members of the Board. After the pinning, members of the Board and President of William & Mary had their annual group photo taken and signed the Board of Visitors membership book.

At 6:30 p.m. members of the Board joined guests and members of the Cabinet on the Portico of the Wren Building for a reception, followed by dinner in the Great Hall to recognize and honor Board members whose terms expired on June 30, 2024.

FRIDAY, SEPTEMBER 27

On Friday morning, September 27, Mr. Poston, reconvened the full Board at 9:01 a.m. in the Matoaka Woods Room.

BOARD MEMBERS PRESENT FRIDAY FOR THE FULL BOARD MEETING:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector

Ms. Ardine Williams, Secretary
Ms. AnnaMaria DeSalva

Mr. Robey W. Estes, Jr.
Mr. W. Taylor Franklin
Mr. Stephen J. Huebner
Ms. Jennifer Tepper Mackesy
Mr. Courtney M. Malveaux
Hon. Thomas K. Norment, Jr.
Mr. C. Michael Petters

Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Hon. Jill Holtzman Vogel
Ms. Terra Sloane, Student Representative
Dr. K. Scott Swan, Faculty Representative
Ms. Candice Vinson, Staff Liaison

BOARD MEMBERS ABSENT THURSDAY EVENING:

Mr. Kendrick F. Ashton, Jr.

Mr. John L. Brownlee

OTHERS PRESENT FOR THE FULL BOARD MEETING:

Dr. Katherine A. Rowe, President
Dr. Peggy Agouris, Provost
Ms. Carrie Nee, University Counsel
Dr. Derek Aday, Dean & Director of the Virginia Institute of Marine Science
Dr. Virginia M. Ambler, Senior Vice President for Student Affairs
Dr. W. Fanchon Glover, Chief Diversity Officer
Ms. Tawanda Johnson, Chief Human Resources Officer
Dr. Robert C. Knoepfel, Dean of the School of Education
Dr. Matthew T. Lambert, Senior Vice President for University Advancement
Mr. Brian D. Mann, Director of Athletics
Dr. Todd Mooradian, Dean of the School of Business
Dr. Carlane Pittman-Hampton, Chief of Staff
Dr. Suzanne Raitt, Dean of the Faculty of Arts & Sciences
Mr. A. Benjamin Spencer, Dean of the Law School
Mr. Brian W. Whitson, Chief Communications Officer
Mr. Michael J. Fox, Secretary to the Board of Visitors
Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors
Members of the President's Cabinet
W&M Faculty, Students and Staff

Mr. Poston recognized the Board representatives and staff liaison for the year: Ms. Candice Vinson, Staff Liaison and Program Manager for Research Initiatives at the Global Research Institute; Ms. Terra Sloane, Student Representative and President of the Student Assembly; and Dr. K. Scott Swan, Faculty Representation and David Peebles Professor of Business.

Mr. Poston asked Mr. W. Taylor Franklin¹ to join him at the front of the room to receive his Board pin.

Mr. Poston provided a brief overview of the week's meetings and noted that strategic planning will be taking place throughout the academic year. Mr. Poston thanked Dr. Katherine A. Rowe, President of William & Mary, for including the Board in the planning process. He highlighted events taking place

¹ Mr. Franklin was unable to attend the event the night prior where all other newly appointed members received their pin due to a scheduling conflict.

in the coming year, most notably the development of the School of Computing, Data Sciences, and Physics.

Mr. Poston called on President Rowe to make opening remarks.

President Rowe began her remarks by providing a brief overview of activities that have taken place since the beginning of the semester. She reflected on the work of the Board and administration over the last few months to begin to imagine and plan the next chapter of William & Mary, the Alma Mater of the Nation. She noted that during the Board Retreat in July two key ideas were identified: (1) William & Mary's reputation and preeminent national reach; and (2) William & Mary's distinctive role in U.S. history. Building on these two concepts, President Rowe gave a brief overview of the demographics of the Class of 2028, noted the need to imagine how William & Mary can expand its reach beyond Virginia, and determine how the current and future William & Mary fits into the context of history. She said that William & Mary is the place where early ideals of the republic were cultivated and established and noted that these ideals continue to be examined under the Democracy Initiative. She highlighted several events/workshops related to the Better Arguments Initiative that took place during the summer and this month. President Rowe thanked the leadership of Student Assembly, Faculty Assembly, Professionals & Professional Faculty Assembly, and Staff Assembly for helping to expand the Better Arguments initiative university wide. In addition to the leadership of these groups she also thanked and recognized the following individuals for their help organizing, facilitating and presenting at Better Arguments related events/workshops: Candice Benjes-Small, Carlane Pittman-Hampton, Betty Dale, Emily Gerst, Tawanda Johnson, Claire McKinney, Steve Tewksbury, Cortney Will, Peter Atwater, Ginger Ambler, Carrie Cooper, Brian Mann, Don Butler, Joselia Souza, Anna Sease, and Jajuan Johnson.

Lastly, President Rowe said the administration is beginning to look beyond the goals of Vision 2026. She said that while Vision 2026 has been successful in leading the university out of pandemic it is time to think more long-term. President Rowe announced that she has asked the Committee on Institutional Advancement to coordinate a year of strategic planning as the university moves through its final two years of Vision 2026. She said that Project Plan FY25 ("the Project") will lay the groundwork for socializing goals and engaging the campus in long-term strategic planning. She provided an overview of the timeline for the Project and noted that all Board committees will be working in concert with the ultimate goal of achieving national preeminence. *The handouts provided to the full Board are **appended**.*

Recognizing a quorum was present. Mr. Poston moved the minutes of the April 24-26, 2024, and July 23-25, 2024, meetings for approval. The motion was seconded by Ms. Ardine Williams and approved by voice vote.

Mr. Poston called for the reports of the standing committees.

Mr. C. Michael Petters reported for the **Committee on Financial Affairs** and briefly reviewed the agenda. On behalf of the Committee on Financial Affairs, Mr. Petters moved adoption of **Resolution 1**, Approval of Revisions to William & Mary's 2024-2030 Six-Year Plan; and **Resolution 2**, Approval of Revisions to the Virginia Institute of Marine Science's 2024-2030 Six-Year Plan. **Resolutions 1 and 2** were approved as a block by voice vote.

Ms. Johnson reported for the **Committee on Academic Affairs** and briefly reviewed the agenda. On behalf of the Committee, Ms. Johnson moved adoption of **Resolution 3**, Appointments to Fill Vacancies in Instructional Faculty; **Resolution 4**, Designated Professorships; **Resolution 5**, Faculty Leave of Absence; **Resolution 6**, Retirement of Tracy L. Cross – School of Education; and **Resolution 7**, Retirement of Linda C. Schaffner – School of Marine Science. **Resolutions 3 and 4** were approved as a block by voice vote. **Resolution 5** was approved by voice vote. **Resolutions 6 and 7** were approved as a block by voice vote.

Ms. Laura Keehner Rigas reported for the **Committee on the Student Experience** and briefly reviewed the agenda. There were no action items. Ms. Rigas concluded her remarks by noting several athletic competitions taking place during Family Weekend (September 27-29, 2024).

Mr. Poston paused reports of the standing committees to recognize Dr. Jeremy P. Martin. Dr. Martin left William & Mary in July 2024 after serving the institution for 16 years, to become the President of Florida Southern College. While Mr. Poston spoke about Dr. Martin's service to William & Mary, President Rowe phoned Dr. Martin and placed him on speaker at which time Ms. Williams introduced, at the request of the President, **Resolution HC-2**, Recognition of Jeremy Paul Martin Ph.D. '12, M.B.A. '17 – Former Vice President For Strategy & Innovation. Ms. Williams read the resolution in its entirety.

**RECOGNITION OF JEREMY PAUL MARTIN Ph.D. '12, M.B.A. '17
FORMER VICE PRESIDENT FOR STRATEGY & INNOVATION**

Jeremy P. Martin arrived at William & Mary as a talented, ambitious graduate student. He parlayed one graduate assistantship into another. Eventually, a four-year doctoral program evolved into a 15-year career. Building on experiences in the Office of the President, the Office of the Provost, and William & Mary Athletics, Dr. Martin became vice president for strategy and innovation in 2022.

William & Mary can take great pride in counting Dr. Martin among the university's most distinguished alumni, twice over. He earned his Ph.D. in Education, Policy, Planning, and Leadership from William & Mary in 2012 and his M.B.A. in 2017. Before these laurels, he earned a bachelor's degree from Houghton College and a master's from Georgia State University.

While Dr. Martin worked as a graduate fellow in the Office of the President, President W. Taylor Reveley III LL.D. '18, HON '18 recognized this rough gem and singled him out for glamor. Dr. Martin officially joined the provost's office and president's office in 2012. In 2018, immediately recognizing his sharp situational awareness, President Katherine A. Rowe named him her chief of staff.

From his early days playing and coaching basketball, Dr. Martin learned to keep his eye on the ball and set up plays down court. He brought that strategic acumen to higher education. His data visualizations beguiled William & Mary skeptics for more than a

decade. Humane as well as numerate, his analyses garnered support for military and veteran students and underwrote the university's Vision 2026 strategic plan.

In 2020, Dr. Martin became Interim Director of Athletics at a time of intense uncertainty. Forthright and compassionate, he restored trust among student-athletes, staff, families, and alumni. Next, Dr. Martin crafted an equitable and sustainable path forward for the department. Following that, he supported the university's successful All In campaign for William & Mary Athletics, which raised \$57.2 million. William & Mary recognized his dedication with the prestigious Shirley Aceto Award in 2021.

As vice president for strategy and innovation, Dr. Martin led university marketing, communication, and admission. He elevated William & Mary's distinctive position as the Alma Mater of the Nation while doubling down on access and affordability. He created a guarantee to cover full tuition and fees for all Pell Grant-eligible undergraduates from Virginia. He also established the innovative Commonwealth Impact Partnership Program to recruit high-achieving, limited-income students.

His impact at William & Mary is evident across campus. This fall, the university saw a 28% increase in the number of enrolling first-year Pell grant recipients. William & Mary reached a major access milestone: 20% of incoming first-year in-state students this year are Pell Grant recipients.

On Aug. 1, 2024, Dr. Martin became the 18th president of Florida Southern College. We applaud Florida's oldest private college for selecting a trustworthy, mission-driven leader to guide this next chapter of the college's history. Colleagues, friends, and family celebrated Dr. Martin on July 15 in the Great Hall of the Sir Christopher Wren Building.

For a decade and a half, Dr. Martin made William & Mary his home. He raised his young family here. He remains a close friend to many alumni. Martin loyalists at William & Mary are legion, including the chancellor, the Honorable Robert M. Gates '65, L.H.D. '98. We miss Dr. Martin daily, and we are grateful that he will always be part of the William & Mary family. We look forward to welcoming President Martin back as a member of the Tribe as often as he can visit.

THEREFORE, BE IT RESOLVED, *That the Board of Visitors applauds Jeremy P. Martin's innovative and ethical leadership that positioned William & Mary to flourish for generations to come;*

BE IT FURTHER RESOLVED, *That the Board of Visitors hereby extends sincerest congratulations to Dr. Martin, his wife, Tia, and their two children, Gianna and Joey, as they begin this new chapter in the Sunshine State;*

BE IT FURTHER RESOLVED, That the Board of Visitors expresses great confidence that Dr. Martin's William & Mary education and leadership experience have prepared him to take the helm at Florida Southern College;

BE IT FINALLY RESOLVED, That this resolution be spread upon the minutes of the Board and a copy of the same be delivered to Jeremy Paul Martin Ph.D. '12, M.B.A. '17 with best wishes from a grateful Board for his dedicated service to William & Mary.

The motion was seconded by Ms. Rigas and approved unanimously by voice vote. Following a round of applause President Martin expressed his appreciation for the honor and his time at William & Mary.

Ms. Williams reported for the **Committee on Administration, Buildings and Grounds** and briefly reviewed the agenda. On behalf of the Committee, Ms. Williams moved adoption of **Resolution 14**, 9d Debt Issuance – Improve Auxiliary Facilities; **Resolution 15**, 9d Reimbursement Authorization – Improve Auxiliary Facilities; **Resolution 16**, Amend the Optional Retirement Plan; **Resolution 17**, Approve the Submission of the William & Mary 2024 Workforce Plan to DHRM; **Resolution 18**, VIMS: Approve the Demolition of Multiple Structures at the Gloucester Point Campus; and **Resolution 19**, VIMS: Approve the Property Acquisition of Washington Street. **Resolutions 14 and 15** were approved as a block by voice vote. **Resolutions 16 and 17** were approved as a block by voice vote. **Resolutions 18 and 19** were approved as a block by voice vote.

Ms. AnnaMaria DeSalva reported for the **Committee on Institutional Advancement** and briefly reviewed the agenda. There were no action items.

Mr. Stephen J. Huebner reported for the **Committee on Audit, Risk and Compliance** and briefly reviewed the agenda. There were no action items.

Mr. Poston called on Ms. Sloane for her report. Ms. Sloane highlighted multiple student activities that have taken place since the beginning of the semester. She noted that the goals of the Student Assembly this year are as follows: make student governance relevant to the entire student body, make student leadership and student assembly accessible to the student population and Board, and encourage decision-making for the long-term not just for the year the student is in office. Ms. Sloane noted that the student representatives to Board Committees chosen this year are student leaders outside Student Assembly. Lastly, she highlighted student engagement on campus and in the local community, and recent and upcoming campus events.

Mr. Poston called on Dr. Swan for his report. Dr. Swan spoke briefly about his service at William & Mary. He noted that the faculty have found a good partner in the Board and President and are appreciative for having been included in multiple decision-making processes. Dr. Swan added that the faculty would like to continue to be involved in strategic planning. He closed by thanking the Board for their leadership.

Mr. Poston called on Ms. Vinson for her report. Ms. Vinson provided an overview of the staff outlook entering the new academic year. She highlighted the success of the inaugural Professional Development Days and Better Arguments Workshops. Ms. Vinson noted that while staff have concerns about parking, construction and health and well-being, they are overall optimistic about the

ongoing campus initiatives and hopeful they will lead to improvements campus wide.

Mr. Poston said there was no old business.

Mr. Poston brought forth **Resolution 20**, Revisions to the Bylaws of the Board of Visitors, and asked Ms. Williams to highlight the revisions. Ms. Williams reported that there were no substantive changes but rather revisions to capture administrative changes, reflect changes in the Code of Virginia, and remove the requirement for Board approval of new faculty hires. A discussion ensued regarding the selection process of the Student Representative and Staff Liaison to the Board.

Mr. Poston said that following a conversation with Dr. Debbie L. Sydow, President of RBC, he recommended the Board incorporate changes to the Bylaws that would remove the requirement that the Board approve newly hired RBC faculty members. He said this amendment would treat RBC the same as William & Mary. Mr. Poston asked for a motion to approve **Resolution 20 as amended**. The motion was seconded by Ms. Rigas and approved by voice vote.

Mr. Poston called on Mr. Petters who made a motion to approve the draft charter of the Subcommittee on Compensation of the Executive Committee and noted the Executive Committee had approved the draft charter during its September 25 meeting (**appended**). The motion was seconded by Mr. Rathbone and approved by voice vote.

Mr. Poston called on Ms. Carrie Nee, University Counsel, to provide an overview of **Resolution HC-1 (appended)**, Adoption of the 2024-2025 Policy for Participation of Board of Visitors Members in Meetings by Electronic Means of Communication. Ms. Nee noted that the policy captures changes in legislation and the Virginia Code, and that the policy is now required to be adopted annually. Mr. Poston noted that the Executive Committee adopted the policy during its September 25 meeting just in case a Board member needed to participate the week's meetings via electronic means before the full Board met. Mr. Poston asked for a motion to move Resolution HC-1. **Resolution HC-1** was moved by Ms. Jill Holtzman Vogel, seconded by Ms. Rigas and approved by voice vote.

Mr. Poston asked Ms. Williams to take the Board into closed session. Ms. Williams moved that the William & Mary Board of Visitors convene into closed session for the following reasons:

Va. Code §2.2-3711.A.1 for consideration of the performance and terms of appointment of the Presidents of William & Mary and Richard Bland College and the members of their cabinet/leadership teams;

Va. Code §2.2-3711.A.1 for consideration of the appointment of individual academic administrators and for evaluation of the performance of departments within university operations where discussion will necessarily involve evaluation of the performance of specific individuals;

Va. Code §2.2-3711.A.8 for consultation with legal counsel regarding litigation risks and regulatory compliance;

Va. Code §2.2-3711.A.9 for discussion of fundraising activities to be performed by the institution;

Va. Code §2.2-3711.A.19 to discuss plans to protect public safety related to the security of any governmental facility or the safety of persons using such facilities specifically for 2024-25 academic year; and

Va. Code § 2.2-3711.A.19 for discussion of plans to address specific cybersecurity threats and vulnerabilities and actions taken by IT staff to respond to such threats.

Motion was seconded by Mr. Huebner and approved by roll call vote – 15-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors. Mr. Kendrick F. Ashton and Mr. John L. Brownlee were absent from the meeting. Observers were asked to leave the room and the Board went into closed session at 10:24 p.m. with the President, Provost, University Counsel, Senior Vice President for University Advancement, and Executive Vice President for Finance & Administration.

The Board reconvened in open session at 11:24 a.m. Ms. Williams moved that the Board certify by roll call vote that, to the best of each member’s knowledge, only matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed, and only matters identified in the motion to have the closed session were discussed. Motion was seconded by Mr. Rathbone and approved by roll call vote – 14-0 – conducted by Mr. Fox. Ms. Vogel had to depart the meeting before the end of the closed session and Mr. Kendrick F. Ashton, Jr. and Mr. John L. Brownlee were absent from the meeting.

Mr. Petters said that following a diligent performance evaluation process and based on the recommendations of the Compensation Subcommittee, he moved that the Board approve a 5% increase in the base salary of President’s Rowe and Sydow effective July 1, 2024, and award President Rowe a one-time incentive compensation payment of 20% of her FY 2024 base salary in accordance with the terms of her contract. The motion was seconded by Ms. DeSalva and approved by voice vote.

Mr. Poston reminded Board members that Family weekend is this upcoming weekend; Homecoming & Reunion weekend is October 18-20; Rector’s Day is October 21-23; and the Board will meet again on November 21-22 on the campuses of RBC and William & Mary.

There being no further business, Mr. Poston adjourned the meeting at 11:29 p.m.

Project Plan, W&M BOV FY25

Vision 2026 → Long Term Strategic Planning

Committee	Sep BOV	Nov BOV	Feb BOV	Apr BOV	Summer BOV July
Executive Committee <i>Governance</i>	<ul style="list-style-type: none"> Project plan FY25 Closed: Strategic alignments 2024-2027 				BOV: review work and charge to President: <ol style="list-style-type: none"> Overarching strategy claim, based on the year's work Problem statements to solve for in future strategic planning ROI and associated measures
Institutional Advancement <i>Pre-planning</i>	<ul style="list-style-type: none"> Pre-planning goals, timeline Charges to AA, FA, SA 	Strategy mapping exercise: Vision 2026	Joint BOV meeting session: share strategy map of Vision 2026, draft strategy claims	Synthesize strategy claims into overarching claims, measures, and problem statements to solve for	
Academic Affairs <i>Pre-planning</i>		Accept charge from IA, Strategy mapping	Draft strategy claims re academic ROI and measures		
Financial Affairs <i>Pre-planning</i>		Accept charge from IA, Strategy mapping	Assess alignment of strategy and financing model		
Student Affairs <i>Pre-planning</i>	Process and goals for Athletics strategic review	Accept charge from IA, Strategy mapping	Draft strategy claims re student experience ROI, and measures		
ABG <i>Vision 2026: Evolve to Excel</i>	Business modernization Campus planning H&D Reaccreditation				
Audit <i>Vision 2026: Evolve to Excel</i>	ERM Business modernization Compliance Cybersecurity Campus safety <i>As needed, send charges to other committees and management</i>				

Project Plan FY25

Continuing from our generative work at the July Retreat, the president has asked Institutional Advancement to coordinate a year of strategic pre-planning as we move through the final two years of Vision 2026. Pre-planning in FY25 will lay the groundwork for socializing goals and engaging the campus in strategic planning.

Goal: begin a shift in institutional culture and practice from near-term, limited-term planning to a longer horizon and an iterative planning mode.

The BOV will be engaged in two different streams of strategy work:

- Two committees (ABG, Audit) track and validate key initiatives under Vision 2026. This is a crucial year for institutional evolution in our business processes and campus planning.
- Four committees initiate pre-planning, as per the flowchart on reverse:
 - September: Institutional Advancement set goals for the years, convey queries and charges to AA, FA, and SA.
 - November: IA, AA, FA, and SA engage in “Strategy Mapping” exercises using Vision 2026 as a model.
 - Feb: IA engages the joint boards in similar work, sharpening strategy claims
 - April IA will synthesize inputs from February and from the other committees
 - July: the full Board will review the work and charge the president with 1) pursuing an overarching strategy claim, based on the year’s work; 2) Specific problem statements with respect to academic distinctiveness, student outcomes, and W&M’s financial model based on the year’s work.
 - These problem statements will guide management work and campus planning between 2026-2027, leading to the next W&M strategic plan
- Much additional work will happen as well in each committee through the year! This is one, critically important workflow.

Institutional Strategy Work Plan, FY24-FY27

	F 24	S 25	July 25	F 25	S 26	July 26	F 26	S 27	F 27	
VISION 2026	<i>IMPLEMENTATION</i>				<i>TRANSITION TO NEXT STRATEGY FRAMEWORK</i>					
	<i>Democracy (CC+VMA)</i>	Civics				CENTENNIAL CELEBRATIONS	VICTORY LAPS	→ Priorities migrate to future strategy and campaign		
	<i>Water (DA)</i>	2026 Events / Media								
	<i>Data (PXA)</i>	Historic Campus Renovation / Bray / Highland			Charter Day HD					
	<i>Careers (KP+EH)</i>	Batten / Homecoming CD HD: Year of Conservation		BS launched	Batten school opens					
				VIMS Campus renovation						
	Hire CDS Dean / CDS curriculum design			Computer Science school opens						
	QEP: <i>Applied Learning for All</i>					QEP 50%				
INSTITUTIONAL STRATEGY	<i>PRE-PLANNING</i>		<i>SOCIALIZATION</i>		<i>CAMPUS BUILD OUT</i>				<i>LAUNCH</i>	
	<i>National Preeminence</i>		BOV charge To Prez	ELT socializes w Vision 2026		Campus engagement across schools and units		STRAT PLAN ANNOUNCEMENT LEADS OUT CAMPAIGN		
	<i>Enrollment</i>			Athletics implementation						
	<i>Revenue</i>			Enrollment strategy implemented						
	Summer expansion planning			Summer semester expansion						
	Brand platform implementation			Marketing implementation						
REACCREDITATION	<i>PLANNING</i>			<i>ON-SITE VISIT</i>		<i>REVIEW DELIVERED</i>		Post-approval priorities		
	QEP: <i>Applied Learning for All</i>					REACCREDITATION FORMALLY COMPLETED				
	Campus Comprehensive Plan									
CAMPAIGN X	<i>LEADERSHIP PHASE</i>								<i>PUBLIC PHASE</i>	
	CDS Dean / Advancement hire		Strategy refined	Faculty PI cohorts				Campaign Launch at Homecoming		
	School Campaign Planning									

Executive Committee - Compensation Subcommittee

Subcommittee Charter

Overview

Pursuant to Article V of the Bylaws of the Board of Visitors, the Compensation Subcommittee is created as a subcommittee of the Executive Committee. The Compensation Subcommittee will propose a comprehensive process to be used for evaluating the performance of the president of each institution. As a component of the evaluation process, the Compensation Subcommittee will review the compensation of each president and recommend any changes to be approved by the Executive Committee and ratified by the Full Board. The Rector may refer matters relating to the administration of presidential employment contracts to the Compensation Subcommittee. The Compensation Subcommittee will be available to consult with the Presidents on succession planning for executive officers, their evaluation and compensation.

Annual duties

- A. Establish and review the overall evaluation and compensation policy for the president.
- B. Review and recommend approval of the goals, metrics, and objectives relevant to the compensation for each president, including annual performance objectives.
- C. Recommend the annual compensation package of the president.

Approved by the William & Mary Board of Visitors on September 27, 2024

ADOPTION OF THE 2024 -2025 POLICY FOR PARTICIPATION OF BOARD OF VISITORS MEMBERS IN MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION

WHEREAS, in September 2022, the Board adopted the “Board of Visitor Policy for Conducting Meetings by Electronic Means of Communication” (the Electronic Meeting Policy) in accordance with the Virginia Freedom of Information Act, Va. Code §2.2-3708.3; and

WHEREAS, Chapters 610 and 617 of the 2024 Virginia Acts of Assembly adopted recommendations from the Virginia Freedom of Information Advisory Council clarifying the application of the Electronic Meeting Policy to the voting rights of Board members and to Board members with disabilities or who serve as caregivers to certain family members with disabilities; and

WHEREAS, Chapters 56 and 129 of the 2024 Virginia Acts of Assembly increased the potential number of all-virtual meetings that a public body may have in a calendar year and addressed how to treat an individual member’s loss of audio or visual access during such a meeting; and

WHEREAS, the Virginia Freedom of Information Act (Va. Code §2.2-3708.3.D) now requires that the Board review and adopt its Electronic Meeting Policy on an annual basis; and

WHEREAS, the proposed 2024-25 Board of Visitor Policy for Conducting Meetings by Electronic Means of Communication updates the Electronic Meeting Policy to reflect recent changes in applicable law.

RESOLVED, That the William & Mary Board of Visitors adopts the 2024-25 version of the Electronic Meeting Policy effective immediately.

2024 -2025 POLICY FOR PARTICIPATION OF BOARD OF VISITORS MEMBERS IN MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION

Participation by members of the Board of Visitors in meetings through electronic means of communication may occur in the following ways:

- A. The Board and any of its committees separately may conduct all-virtual public meetings in which all who participate do so remotely, provided that the following requirements are met:
 1. Designation of an all-virtual meeting and the electronic communication means by which members of the public may access the meeting are disclosed in the public notice of the meeting, as well as a statement that the method by which the Board or committee of the Board chooses to meet shall not be changed unless the Board or committee of the Board provides a new meeting notice that complies with the provisions of Va. Code § 2.2-3707.
 2. The electronic communication means used for an all-virtual meeting must allow the public to hear all members of the Board or committee participating in the meeting and, when audio-visual technology is available, to see the members of the Board or committee as well. When audio-visual technology is available, a Board member shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails.
 3. Any interruption of audio or video in the means of electronic communication shall result in a suspension of action at the meeting until repairs are made and public access is restored. The public notice of the meeting shall include a telephone number or other live contact information to alert the Board or committee if the audio or video transmission fails.
 4. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting shall be made available to the public in electronic format at the same time that such materials are provided to members of the public body.
 5. If the all-virtual meeting is a meeting in which public comments are customarily received, the public must be afforded the opportunity to comment through electronic means, including by way of written comments.
 6. The minutes of an all-virtual meeting specify that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

7. No more than two members of the Board or committee may be together in one remote location unless that remote location is open to the public to physically access it.

The Board or any individual committee may not convene an all-virtual meeting under the following conditions: i) more than two times per calendar year or 50% of the meetings held per calendar year rounded up to the next whole number, whichever is greater; or ii) consecutively with an all-virtual meeting.

- B. Additionally, and subject to the requirements below and in Section C, an individual member may participate in a Board or committee meeting by electronic communication means if a quorum of the Board is physically assembled and in advance of the meeting the member notifies the Rector or respective committee chair and the Secretary to the Board that he or she is unable to attend the meeting due to i) the member's own disability or medical condition, or the member's need to care for a family member due to the family member's medical condition; or ii) a personal matter.
 1. The Board or committee member's location need not be open to the public; however, when requesting remote participation, the member must identify with specificity the reason for not attending in person and the remote location for participation.
 2. The Rector or committee chair must approve the request to participate by electronic communication means. All requests will be assessed in accordance with the guidelines set forth herein as applied to the membership in its entirety and without regard for the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting
 3. The Board or committee shall record in its minutes the reason for not attending the meeting in person and the remote location from which the member participated. The location may be described in the minutes in general terms. If the request to participate by electronic communication means is disapproved by the Rector or relevant committee chair, such disapproval shall be recorded in the minutes with specificity.

Such remote participation by a member for a personal matter shall be limited each calendar year to two meetings or 25% of the meetings held per calendar year, rounded up to the next whole number, whichever is greater.

For purposes of determining whether a quorum of the Board is physically assembled, when individual Board members use remote participation because they are a person with a disability as defined in Va. Code §51.5-40.1 or are a caregiver as

defined in Va. Code §2.2-3701, they count toward the quorum as if they were physically present.

These provisions regarding remote participation of individual Board members apply to meetings of the full Board and to each of its committees separately.

C. Nothing in this policy prohibits or restricts any individual Board member who is participating in an all-virtual meeting or using remote participation from voting on matters before the Board or committee.

D. Provision of Electronic Access to the Public

1. The public shall be provided with real-time electronic access to witness regularly-scheduled meetings of the full Board held in the usual meeting location. "Witness" shall mean to observe or listen.
2. "Real-time electronic access" shall mean that members of the public can witness the meeting from the beginning until adjournment of any part of the meeting that is not a "closed meeting" pursuant to Va. Code § 2.2 - 3711.
3. Real-time electronic access may be provided through video or audio livestream. Live-streamed video must comply with the *Americans with Disabilities Act* (ADA) and Section 508 of the *Rehabilitation Act of 1973*.