



WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETING
DRAFT MINUTES
NOVEMBER 20-22, 2024
WILLIAM & MARY AND RICHARD BLAND COLLEGE

The William & Mary Board of Visitors (“the Board”) met Wednesday, November 20, through Friday, November 22, 2024.

On Wednesday, November 20, the Subcommittee on Compensation met from 3:00 – 4:00 p.m. in room 2018-B of Alan B. Miller Hall (“Miller Hall”), followed by a meeting of the Executive Committee from 4:10 – 4:45 p.m.

Later that evening the Board gathered for dinner at Taste Studio located in Colonial Williamsburg. The gathering was purely social, and no business was conducted.

PRESENT FOR WEDNESDAY’S DINNER:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. Kendrick F. Ashton, Jr.
Mr. John L. Brownlee
Mr. Stephen J. Huebner

Ms. Jennifer Tepper Mackesy
Mr. Courtney M. Malveaux
Mr. C. Michael Petters
Mr. John P. Rathbone
Hon. Jill Holtzman Vogel

ABSENT FROM WEDNESDAY’S DINNER:

Ms. AnnaMaria DeSalva
Mr. Robey W. Estes, Jr.
Mr. W. Taylor Franklin

Hon. Thomas K. Norment, Jr.
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders

OTHERS PRESENT FOR WEDNESDAY’S DINNER:

Dr. Katherine A. Rowe, President
Mr. Bruce Jacobson, First Gentleman

Dr. Peggy Agouris, Provost
Dr. Anthony Stefanidis, Professor of Computer Science

THURSDAY, NOVEMBER 21

On Thursday, November 21, the Richard Bland College (RBC) Committee met from 9:10 – 10:45 a.m. in the Academic Innovation Center on the campus of RBC.

At 10:43 a.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
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary

Mr. Kendrick F. Ashton, Jr.
Mr. John L. Brownlee
Mr. W. Taylor Franklin

Mr. Stephen J. Huebner
Ms. Jennifer Tepper Mackesy
Mr. Courtney M. Malveaux
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:

Ms. AnnaMaria DeSalva
Mr. Robey W. Estes, Jr.
Hon. Thomas K. Norment, Jr.
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. Kent B. Erdahl, W&M Director of Internal Audit
Dr. Daniel Franke, RBC Faculty Representative to the Board of Visitors
Mr. Nathan Moberly, RBC Legal Counsel
Ms. Carrie S. Nee, W&M University Counsel
Mr. Jeff Palmore, Principal at Capitol Square Strategies
Mr. Sergio Perez, RBC Student Representative to the Board of Visitors
Mr. Gerrit Smith, Executive Assistant to the President of RBC
Mr. Michael J. Fox, Clerk to the Board of Visitors
Ms. Jessica Walton, Deputy Clerk to the Board of Visitors
RBC Administrators
RBC Faculty and Students

Mr. Poston gave brief opening remarks and then recognized Mr. John P. Rathbone, Chair of the **Richard Bland College Committee**. On behalf of the Committee, Mr. Rathbone moved adoption of **Resolution 1**, Support for Richard Bland College to Transition to an Independent Governance Structure. **Resolution 1** was approved unanimously by voice vote.

Mr. Poston called on Dr. Debbie L. Sydow, President of RBC to give remarks. President Sydow welcomed members present and provided an overview of the activities to immediately follow the meeting.

There being no further business, Mr. Poston recessed the meeting of the full Board at 10:49 a.m.

Following the full Board meeting members of the Board were given a tour of the RBC campus, followed by a lunch with RBC Promise Scholars.

The Committee on Institutional Advancement met from 2:30 – 4:10 p.m. in room 2025-B of Miller Hall, followed by a meeting of the Committee on the Student Experience from 4:20 – 5:35 p.m.

The Committee on Administration, Buildings and Grounds met from 4:20 – 4:55 p.m. in room 2025-A of Miller Hall.

At 5:30 p.m. the Board hosted members of the Whole of Government, Military & Veteran Affairs Staff, ROTC Program Staff, and graduate student veterans for a reception in the Atrium of Miller Hall. The reception was purely social and no business was conducted.

FRIDAY, NOVEMBER 22

On Friday, November 22, the Committee on Audit, Risk and Compliance met from 7:35 – 9:00 a.m. in room 2025-A of Miller Hall, followed by a meeting of the Committee on Financial Affairs from 9:05 – 10:30 a.m.

The Committee on Academic Affairs met from 9:00 – 10:30 a.m. in room 2025-B of Miller Hall.

At 10:46 a.m., Mr. Poston reconvened the full Board in room 2025-B of Miller Hall.

BOARD MEMBERS PRESENT FRIDAY FOR THE FULL BOARD MEETING:

Hon. Charles E. Poston, Rector	Mr. Courtney M. Malveaux
Ms. Barbara L. Johnson, Vice Rector	Hon. Thomas K. Norment, Jr.
Ms. Ardine Williams, Secretary	Mr. C. Michael Petters
Mr. Kendrick F. Ashton, Jr.	Mr. John P. Rathbone
Mr. John L. Brownlee	Ms. Laura Keehner Rigas
Ms. AnnaMaria DeSalva (<i>remote via Zoom</i>)	Mr. J.E. Lincoln Saunders
Mr. Robey W. Estes, Jr.	Hon. Jill Holtzman Vogel
Mr. W. Taylor Franklin	Ms. Terra Sloane, Student Representative
Mr. Stephen J. Huebner	Dr. K. Scott Swan, Faculty Representative
Ms. Jennifer Tepper Mackesy	Ms. Candice Vinson, Staff Liaison

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. Michael J. Todd, Executive Vice President for Finance & Administration
Mr. Brian W. Whitson, Chief Communications Officer
Mr. Michael J. Fox, Clerk to the Board of Visitors
Ms. Jessica L. Walton, Deputy Clerk to the Board of Visitors
Members of the President's Cabinet
W&M Faculty, Students and Staff

Upon convening the full Board Mr. Poston noted that Ms. AnnaMaria DeSalva had notified him that she was unable to attend the full Board meeting due to a professional conflict. She asked to participate in the meeting electronically from Greenwich, CT. This request conforms with the Board's electronic meeting policy.

Mr. Poston gave opening remarks where he noted the Board convened the day before on the campus of Richard Bland College to conduct business associated with that institution. He also highlighted major milestones the Board has recently been a part of, including the creation of the School of Computing, Data Sciences & Physics and establishment of the Batten School of Coastal & Marine Sciences. Mention of these milestones led Mr. Poston to speak about the proposed changes to the Faculty Handbook, an action item before the Board, and the year-long revision process that had been requested by the Board. Mr. Poston thanked Mr. Adam Gershowitz, Professor of Law, for chairing the Faculty Handbook Working Group.

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

President Rowe began her remarks by thanking members of the Board for participating in discussions throughout the meeting regarding long-term institutional strategy. She also thanked the committee chairs for leading these discussions, particularly Mr. Kendrick F. Ashton, Chair of the Committee on Institutional Advancement, and Mr. Poston who are directing a year-long strategy planning effort.

President Rowe highlighted multiple activities that took place during the fall semester and thanked those who organized and participated in these various events. Of the events mentioned, the most notable was the opening of the Bray School on Friday, November 1. President Rowe acknowledged and thanked Dr. Maureen Elgersman Lee, W&M Bray School Lab Director, and Dr. Ann Marie Stock, Presidential Liaison, for their work on this historic project.

President Rowe noted that the Board recognized Dr. Kelly Crace, Associate Vice President for Health & Wellness and Director of the Center for Mindfulness and Authentic Excellence, at Thursday's meeting of the Committee on Institutional Advancement. After twenty years of service to William & Mary, Dr. Crace will begin his new role as the Executive Director at the University of Virginia's Contemplative Sciences Center on January 8, 2025.

President Rowe continued her remarks by noting that William & Mary was recently recognized as one of the 22 institutions nationwide named the "Most Promising Place to Work in Student Affairs" by *Diverse Issues in Higher Education* and the American College Personnel Association. The university will also receive a \$150K grant from the State Council of Higher Education for Virginia (SCHEV) to expand participation in internships and work-based learning opportunities. This initiative is the result of a collaborative effort among the Office of Career Development & Professional Engagement, Charles Center, and Sponsored Programs. Furthermore, William & Mary earned a spot on the Princeton Review Honor Roll as a top public institution for internships and was ranked #1 in Study Abroad for the 11th time in the last 16 years.

President Rowe gave a brief preview of upcoming events for the winter. She announced that 2025 will be the Year of the Environment, with Dr. Derek Aday chairing a university-wide committee that will lead the planning efforts. The official launch will take place in January, with a major celebration scheduled for Charter Day to mark the university's 332nd anniversary.

President Rowe noted that in recognition of hardworking faculty and staff the university will be closed for the week of Thanksgiving. In closing she recognized and thanked faculty and staff involved in the following: Fall Food Drive, Workday Implementation Process, Faculty Handbook Review Committee, and Year of the Arts Committee.

Recognizing a quorum was present. Mr. Poston moved the minutes of the September 25-27, 2024, meetings, as amended¹, 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.

Ms. Kendrick F. Ashton, Jr. reported for the **Committee on Institutional Advancement** and briefly reviewed the agenda. There were no action items.

Ms. Laura Keehner Rigas reported for the **Committee on the Student Experience** and briefly reviewed the agenda. There were no action items.

Ms. Williams reported for the **Committee on Administration, Buildings and Grounds** and briefly reviewed the agenda. In addition, Ms. Williams noted that following Mr. Poston's directive at the September meeting, staff has initiated a deeper review into the use and preservation of the 1732 President's House. To ensure access to the appropriate resources and expertise, staff consulted with the Chief of Technical Preservation Standards at the Smithsonian. After several detailed discussions, it was determined that William & Mary already had access to national leaders in preservation through existing contract relationships. Staff has since engaged a team of these experts, who are preparing a proposal for review. The proposal will assess previous building interventions and develop a facility condition assessment, with the goal of determining a use profile that balances preservation, stewardship, and the building's use. Staff aims to present the findings and recommendations to the Board by the April 2025 meeting.

On behalf of the Committee on Administration, Buildings and Grounds, Ms. Williams moved adoption of **Resolution 2**, Expansion of the Memorial Garden; and **Resolution 3**, Batten School of Coastal & Marine Sciences Infrastructure Project. **Resolutions 2** was approved by voice vote and **Resolution 3** was approved by voice vote.

Mr. Stephen J. Huebner reported for the **Committee on Audit, Risk and Compliance** and briefly reviewed the agenda. On behalf of the Committee, Mr. Huebner moved adoption of **Resolution 4**, 2025 Audit Work Plan. **Resolution 4** was approved by voice vote.

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 5**, FY26 Graduate and Professional Programs Tuition. **Resolution 5** was approved by voice vote.

Mr. Petters also reported for the **Subcommittee on Compensation** and briefly reviewed the agenda.

¹ Mr. John L. Brownlee was marked as absent from the September 26, 2024 full Board meeting regarding business of Richard Bland College when he was actually present.

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 6**, Executive Appointment; **Resolution 7**, Award of Academic Tenure; **Resolution 8**, Confer Emerti Status Upon Retirement; **Resolution 9**, Modify the Bylaws of the School of Law; **Resolution 10**, Create a Department of Data Science; and **Resolution 11**, Modify the Faculty Handbook. **Resolutions 6, 7 and 8** were approved as a block by voice vote. **Resolution 10** was approved by voice vote. **Resolution 11** was approved by voice vote. **Resolution 9** was approved by voice vote.

Mr. Poston noted that the Modified Bylaws of the School of Law complies with the Modified Faculty Handbook that will take effect July 1, 2025. Ms. Johnson confirmed that any additional modifications to the bylaws of the remaining schools, to be compliant with the newly approved Faculty Handbook, will be brought before the Board no later than the April 2025 meeting. A brief discussion ensued regarding the proposed changes.

Mr. Poston spoke about the process of revising the Faculty Handbook and commended those involved in the process.

Mr. Poston called on Ms. Terra M. Sloane, Student Representative to the Board and President of the Student Assembly, for her report. Ms. Sloane summarized her written report and added that a current student was recently elected to Williamsburg City Council.

Mr. Poston called on Ms. Candice Vinson, Staff Liaison to the Board, for her report. Ms. Vinson summarized her written report. In addition, she announced that the Fall Food drive collected 1,465 lbs. of food, the goal was 600 lbs.

Mr. Poston called on Dr. K. Scott Swan, Faculty Representative to the Board, for his report. Dr. Swan summarized his written report.

Mr. Poston said there was no old or new business.

Mr. Poston recessed the Board for ten minutes so he and other members of the Board could personally thank William & Mary faculty and staff present for their work on projects mentioned during the week's meetings.

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 terms of appointment and the performance of the Presidents of William & Mary and Richard Bland College and certain administrative officers;

Va. Code §2.2-3711.A.1 to evaluate the performance of the following Departments or Offices at William & Mary: Athletics, Advancement, IT, Facilities, Finance & Administration, Compliance & Equity, Admissions, Campus Security, Residence Life, Facilities Management, Dean of Students, Arts & Sciences, Auxiliary Services and Internal Audit where such discussion will necessary involve discussion of the performance of specific individuals;

Va. Code §2.2-3711.A.3 for discussion of the acquisition of real property for use by VIMS where discussion in open session would adversely impact the university's negotiating strategy;

Va. Code §2.2-3711.A.7 for consultation with legal counsel and briefing by staff members regarding probable litigation;

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

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

Motion was seconded by Mr. Huebner and approved by roll call vote – 17-0 – conducted by Mr. Michael J. Fox, Clerk to the Board of Visitors.

Observers were asked to leave the room and the Board went into closed session at 11:56 a.m. with the President, Provost, University Counsel, Dean and Director of the Virginia Institute of Marine Science, Executive Vice President for Finance & Administration, and Director of Internal Audit

The Board reconvened in open session at 12:16 p.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. Huebner and approved by roll call vote – 16-0 – conducted by Mr. Fox. Ms. Jennifer Tepper Mackesy had to depart the meeting before the end of the closed session.

Mr. Petters brought forth and moved **Resolution HC-1 (appended)**, William & Mary Presidential Housing Benefit. The motion was seconded by Mr. John P. Rathbone, and approved by voice vote.

Mr. Poston announced the next meeting of the Board will be February 5-7, 2025, with the Charter Day Ceremony on February 7.

There being no further business, Mr. Poston adjourned the meeting at 12:17 p.m.

November 20-22, 2024

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WILLIAM & MARY PRESIDENTIAL HOUSING BENEFIT

WHEREAS, the Board requires, as a condition of employment, that the president of the university reside in housing provided by the university for the sole benefit and convenience of the university in having the functions of the Office of President efficiently discharged;

WHEREAS, the residence and related services must be considered as compensation for purposes of assessing personal income taxes;

WHEREAS, consistent with guidelines of the Internal Revenue Service, the actual value of the residence and services are re-evaluated each year to determine the amount of taxable compensation provided by the university;

WHEREAS, in November 2020, the Board established procedures whereby the taxable impact of the inclusion of the value of the residence as compensation is assessed annually and paid to the president through normal payroll distribution over the course of the year; and

WHEREAS, the Board's 2020 authorization of the payment of the taxable impact was capped at \$20,000;

NOW THEREFORE BE IT RESOLVED, That the Board authorizes payment in full of the taxable impact of the inclusion of the value of the residence and related services as calculated in accordance with IRS guidelines. The taxable impact for the next calendar year shall be reported to the Board each November.