



WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETING
DRAFT MINUTES
NOVEMBER 16-17, 2023
RICHARD BLAND COLLEGE AND WILLIAM & MARY ALUMNI HOUSE

The William & Mary Board of Visitors (“the Board”) met Thursday, November 16, through Friday, November 17, 2023.

On Thursday, November 16, the Richard Bland College (RBC) Committee met from 9:15 – 10:25 a.m. in McNeer Hall at Richard Bland College in Petersburg, VA. Following the Committee meeting the full Board met.

At 10:26 a.m. Mr. Charles E. Poston, Rector, convened the full Board in McNeer Hall at RBC.

BOARD MEMBERS PRESENT FOR THE FULL BOARD MEETING AT RBC:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. S. Douglas Bunch
Ms. AnnaMaria DeSalva
Ms. Cynthia E. Hudson
Mr. Stephen J. Huebner
Ms. Anne Leigh Kerr

Hon. John E. Littel
Mr. Courtney M. Malveaux
Mr. C. Michael Petters (*via Zoom*)
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Mr. Brian P. Woolfolk

BOARD MEMBERS ABSENT FROM THE FULL BOARD MEETING AT RBC:

Mr. Kendrick F. Ashton, Jr.

Mr. James A. Hixon

OTHERS PRESENT FOR THE FULL BOARD MEETING AT RBC:

Dr. Debbie L. Sydow, RBC President
Dr. Kim Boyd, RBC Vice President
Dr. Tiffany Birdsong, RBC Chief Academic Officer
Mr. Justin May, RBC Chief Enrollment Management Officer
Ms. Stacey Sokol, RBC Chief Business Officer
Mr. Eric Kondzielawa, RBC Chief Operating Officer
Mr. Jeffery Brown, Chief Development Officer
Mr. Terelle Robinson, Associate Director of Government Relations & Students Life
Mr. Gerrit Smith, Executive Assistant to the RBC President & Chief FOIA Officer
Dr. Daniel Franke, RBC Committee Faculty Representative
Ms. Kylie McCoy, RBC Committee Student Representative
Mr. Jeffery Britt, RBC Foundation Board Chairman
Ms. Carrie Nee, W&M University Counsel
Mr. Kent Erdahl, W&M Director of Internal Audit
Mr. Michael J. Fox, Secretary to the Board of Visitors

Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors

Mr. Poston noted that Mr. C. Michael Petters had notified him that he is unable to attend the full Board meeting at Richard Bland College due to an illness in the family. Mr. Petters has asked to participate in the meeting electronically from Newport News, Virginia, pursuant to the Virginia Freedom of Information Act and Section III.D of the Board bylaws. Mr. Poston moved that the Board approve this use of electronic participation. The motion was seconded by Ms. Ardine Williams, and approved by voice vote.

Mr. Poston called for the report of the Richard Bland College Committee.

Mr. John P. Rathbone, Chair of the **Richard Bland College Committee**, reported for the Committee and moved adoption of **Resolution 1**, Use of James W. and Carolyn M. Sutherland Fund in Support of Richard Bland College. **Resolutions 1** was approved by voice vote.

Mr. Poston introduced **Resolution 2**, Support for Richard Bland College to Transition to an Independent Governance Structure, and asked Dr. Debbie L. Sydow, President of RBC, to provide an overview of the resolution. President Sydow provided an overview of the resolution and reviewed the work that has taken place since the November 2022 meeting of the Board to establish an independent governance structure. **Resolution 2** was moved by Mr. Poston, seconded by Mr. Rathbone, and approved by voice vote with all members voting to approve, except for Mr. John E. Littel who voted present. Mr. Littel voted present because he is a member of Governor Glenn Youngkin's administration and is engaged in discussions regarding RBC's request to transition to an independent governance structure.

There being no further business, Mr. Poston adjourned the meeting at 10:32 a.m.

Following the meeting of the full Board, members were given a tour of the Academic Innovation Center, participated in a Campus Crawl, where the Board was divided into three groups and visited classes in progress, and concluded with boxed lunches in Parsons Café. After lunch Board members traveled to Blow Memorial Hall on the William & Mary campus in Williamsburg, VA.

Once in Williamsburg, the Executive Committee met in the Grimsley Board Room from 2:15 – 2:45 p.m. The Committees on Institutional Advancement and Administration, Buildings and Grounds met from 3:15 – 4:00 p.m. in the Grimsley Board Room and from 3:10 – 3:50 p.m. in room 302, respectively. The Committee on Academic Affairs met in the Grimsley Board Room from 4:30 – 5:10 p.m.

Later that evening the full Board convened in room 302 of Blow Memorial Hall for dinner from 7:00 – 8:45 p.m. During dinner Mr. Poston gave an overview of the meetings he had with faculty, staff and students in October and Dr. Katherine A. Rowe, President, spoke about the establishment of a new school. The remainder of the evening was purely social, and no business was conducted.

PRESENT FOR THURSDAY’S DINNER:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. James A. Hixon¹
Ms. Cynthia E. Hudson
Mr. Stephen J. Huebner
Ms. Anne Leigh Kerr
Hon. John E. Littel
Mr. Courtney M. Malveaux

Mr. Kendrick F. Ashton, Jr.
Mr. S. Douglas Bunch
Ms. AnnaMaria DeSalva
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Mr. Brian P. Woolfolk
Hon. Thomas K. Norment, Jr.²

ABSENT FROM THURSDAY’S DINNER:

Mr. C. Michael Petters

Also present was William & Mary’s President Katherine A. Rowe and Provost Peggy Agouris

FRIDAY, NOVEMBER 17

On Friday morning, November 17, the Committee on Audit, Risk and Compliance met from 8:00 – 9:50 a.m., followed by a meeting of the Committee on Financial Affairs from 9:55 – 10:45 a.m. in the Grimsley Board Room.

At 11:00 a.m., Mr. Charles E. Poston, convened the full Board in the Grimsley Board 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
Mr. Kendrick F. Ashton, Jr.
Mr. S. Douglas Bunch
Ms. AnnaMaria DeSalva
Mr. James A. Hixon
Ms. Cynthia E. Hudson
Mr. Stephen J. Huebner
Ms. Anne Leigh Kerr

Hon. John E. Littel
Mr. Courtney M. Malveaux
Mr. C. Michael Petters (*via Zoom*)
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Mr. Brian P. Woolfolk
Dr. David S. Armstrong, Faculty Representative
Ms. Sydney E. Thayer, Student Representative
Ms. Taylor V. Locks, Staff Liaison

OTHERS PRESENT FOR THE FULL BOARD MEETING:

Dr. Katherine A. Rowe, President
Mr. W. Taylor Reveley III, President Emeritus
Dr. Peggy Agouris, Provost
Ms. Carrie Nee, University Counsel
Dr. Virginia M. Ambler, Vice President for Student Affairs

¹ Term was scheduled to expire June 30, 2023, but will continue to serve as a member of the Board of Visitors until Thomas K. Norment, Jr. assumes his seat on the Board

² Appointed to the Board on July 1, 2023, but not an official member of the Board until the conclusion of his State Senate term. Attended as a guest of the Rector

Mr. Brian D. Mann, Director of Athletics
Dr. Jeremy P. Martin, Vice President for Strategy & Innovation
Dr. Carlane Pittman-Hampton, Chief of Staff
Mr. Brian W. Whitson, Chief Communications Officer
Hon. Thomas K. Norment, Jr.
Dr. Davison M. Douglas, John Stewart Bryan Professor of Jurisprudence
Mr. Michael J. Fox, Secretary to the Board of Visitors
Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors
Mr. Tyler R. Cattini, President's Office Intern
Members of the President's Cabinet
W&M Staff, Faculty and Students

Mr. Poston noted Mr. C. Michael Petters had notified him that he is unable to attend the full Board meeting due to an illness in the family. Mr. Petters requested to participate in the meeting electronically from Newport News, Virginia, pursuant to the Virginia Freedom of Information Act and Section III.D of the Board bylaws. Mr. Poston moved that the Board approve this use of electronic participation. The motion was seconded by Ms. Ardine Williams and approved by voice vote.

Mr. Poston made opening remarks regarding the events in the Middle East, noted the effects the events have had on those in the William & Mary community, and mentioned recent correspondence he had with an alumna regarding William & Mary's stance in condemning bias in all forms and all acts of violence.

Mr. Poston said that the Committee on Academic Affairs had met the day before and voted to approve and forward to the full Board a resolution that will establish a new school for data, computer and applied science. He then spoke about the benefits this new school will have for students and the future of William & Mary.

Mr. Poston recognized Mr. James A. Hixon and thanked him for his service to the university and Board, and noted that this would be his last meeting as a members of the Board.

Lastly, Mr. Poston recognized Dr. Peggy Agouris, Provost, who was celebrating a birthday.

Mr. Poston called on Dr. Katherine A. Rowe, William & Mary President to make opening remarks.

President Rowe began her opening remarks by providing an update on the progress toward the goals of Vision 2026. She also spoke about the action before the Board to establish a new school for data, computer and applied science and highlighted how this new school will help William & Mary "lead the nation in the evolution of liberal arts and sciences for the 21st century." President Rowe spoke about the importance of thinking critically with data using computational tools; how data science is part of a liberal arts education; and how the new school will bring together existing strengths in computer science, data science and applied science in physics to build capacity in high demand areas. She noted that the new school is not a start up but rather an opportunity to optimize existing strengths by reorganizing and aligning with key developments in the region. President Rowe said that the new school already has a home (physical structure – Integrated Science Center IV (ISC IV)), being constructed on campus, and thanked the Commonwealth for the capital funding of the building. She said the Commonwealth is prioritizing talent pipelines in high demand fields; and noted the expected

\$300-\$500M investment by both federal and Commonwealth resources for the new High Performance Data Facility at Jefferson Lab. She thanked all those involved in the process of establishing a new school, from the original idea brought forth in 2021, by faculty as part of the planning for Vision 2026, to the inclusive process led by the Provost, to the action before the Board. President Rowe said that after the Board's approval the next steps for the new school include review by SCHEV in the spring of 2024; hire a new dean; and open ISC IV in 2025. She concluded her remarks by speaking about the importance of maintaining William & Mary's position of strength among prospective students as a national university and public ivy; providing a personal learning experience and examining what that means from a strategy perspective; the use of Key Performance Indicators to determine strategy for personal learning; and the importance of coming together during conflict.

Mr. Poston called on Ms. Barbara L. Johnson to read **Resolution 10**, Retirement of Davison M. Douglas, William & Mary Law School, in its entirety.

**RETIREMENT OF DAVISON M. DOUGLAS
WILLIAM & MARY LAW SCHOOL**

Davison M. Douglas, the John Stewart Bryan Professor of Jurisprudence, has served William & Mary with extraordinary distinction for over three decades, including eleven years as Dean of the Law School. Dean Douglas has taught and mentored thousands of law students with wisdom and enthusiasm; he has produced exceptional scholarship that has advanced our understanding of American legal history and constitutional law; and he has captained the Law School successfully through a turbulent era in legal education while positioning the Law School for continued success. With Dean Douglas's retirement this year, the Law School loses a brilliant and generous colleague, a devoted leader, and an extraordinarily talented educator.

Dean Douglas's contributions to the Law School have been profound. He co-founded and directed the Law School's Election Law Program and served for seven years as Director of the Institute of Bill of Rights Law. During his tenure as dean, he transformed the Law School by recruiting dozens of outstanding faculty and staff. He worked tirelessly to expand outreach to alumni, and he oversaw major renovations to the Law School building, including completion of the 12,000-square-foot Hixon Center, with its magnificent Penny Commons.

Dean Douglas concludes his career as one of the most celebrated educators in the Law School's history. Between 1993 and 2006, he won the prestigious Walter Williams Teaching Award five times. In 2002, the Commonwealth of Virginia recognized him with the Outstanding Faculty Award, bestowed annually on approximately a dozen faculty members among all of Virginia's public and private colleges and universities. He has also received the College's prestigious Plumeri Award for Faculty Excellence and the Phi Beta Kappa Award for the Advancement of Scholarship.

A celebrated legal scholar, Dean Douglas has published eight books and dozens of scholarly articles and essays in leading academic journals. His research has illuminated the constitutional history and theory of school desegregation, voting rights, and the death penalty. His passion for legal history was a tremendous asset during his service as Dean

of the Law School. Dean Douglas spoke often and with characteristic eloquence about those who contributed to the founding of the Law School, including George Wythe, St. George Tucker, Thomas Jefferson, and John Marshall. By sharing their accomplishments, Dean Douglas inspired members of the Law School community to envision themselves as fellow “citizen-lawyers” and heirs to a noble profession filled with meaning and purpose.

In sum, Dean Douglas’s service to the Law School and to the broader legal profession has been exemplary, meriting William & Mary’s highest honors.

BE IT RESOLVED, THEREFORE, *That the Board of Visitors acknowledges the retirement of Davison Douglas; expresses its deep appreciation to him for the many contributions he has made to the Law School and William & Mary during his decades of devoted service; and approves a change in status from John Stewart Bryan Professor of Jurisprudence to Dean and John Stewart Bryan Professor of Jurisprudence, Emeritus.*

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

Upon the motion of **Resolution 10** by Ms. Johnson, Mr. Poston asked that all those in favor stand. All Board members stood, the resolution was unanimously approved, and Mr Douglas received a standing ovation.

Mr. Poston called on President Rowe, who introduced Mr. W. Taylor Reveley III, President Emeritus, to make remarks. Mr. Reveley provided a brief history of the creation of the Law School at William & Mary in 1779 and said Dean Emeritus Douglas stands among the most valued members in the history of the Law School. He also spoke briefly about Dean Emeritus Douglas’s character and leadership style and history at the university.

Ms. Johnson expressed her appreciation to Dean Emeritus Douglas and remarked on the legacy he will leave.

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 4**, Establishment of A New School at William & Mary, which was approved by voice vote. Mr. Poston commented on the historic moment of the establishment of a new school, he noted this is the first new school established at William & Mary in fifty years, and concluded by saying this will support a liberal arts education in a variety of ways. Following Mr. Poston’s remark there was a standing ovation for the establishment of the new school. Mr. John E. Little congratulated the Provost for an inclusive, thoughtful and professional approach to this over the past few years.

Ms. Johnson continued and moved adoption of **Resolution 5**, Appointments to Fill Vacancies in the Instructional Faculty; Award of Academic Tenure; **Resolution 6**, Modify the Bylaws of the Virginia Institute of Marine Science/School of Marine Science. **Resolutions 5 and 6** were approved individually by voice vote.

Ms. Johson moved **Resolution 7**, Approval of a Bachelor of Science (BS) in Health Sciences Degree Program; **Resolution 8**, Approval of a Bachelor of Arts/ Bachelor of Science (BS) in Public Health Degree Program; and **Resolution 9**, Closure of the Bachelor of Arts/Bachelor of Science in Kinesiology Program. **Resolutions 7-9** were approved as a block by voice vote.

Recognizing a quorum was present. Mr. Poston moved the minutes of the September 27-29, 2023, meeting for approval. The motion was seconded by Ms. Ardine Williams and approved by voice vote.

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

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 3**, Revision of Executive Employment Policy. **Resolutions 3** was approved by voice vote.

Mr. S. Douglas Bunch reported for the **Committee on Institutional Advancement** and briefly reviewed the agenda and noted the new members of the Committee. There were no action items.

Ms. Cynthia E. Hudson reported for the **Committee on Audit, Risk and Compliance** and briefly reviewed the agenda. On behalf of the Committee, Ms. Williams moved adoption of **Resolution 11**, Approval of 2024 Internal Audit Work Plan. **Resolution 11** 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 12**, Receipt of the Consolidated Financial Report of William & Mary, Virginia Institute of Marine Science, and Richard Bland College for Fiscal Year Ended June 30, 2023; and **Resolution 13**, Receipt of the Financial Report of the Intercollegiate Athletic Department for the Fiscal Year Ended June 30, 2023. **Resolutions 12-13** were approved by voice vote.

Mr. Petters then moved **Resolution 14**, FY 2025 Graduate and Professional Program Tuition. **Resolution 14** was approved by voice vote. Mr. Littel voted no because he did not support the increase in tuition for the Law School, Ms. Laura Keehner Rigas and Ms. Williams voted present.

Mr. Poston introduced Ms. Sydney E. Thayer, student representative to the Board and President of the Student Assembly. Ms. Thayer spoke about the impact of the events in the Middle East on students, the passion of student advocacy efforts, and the desire of the Student Assembly to support students during difficult times. She said the Student Assembly continues to work towards the goal of transparency among the student body, and highlighted efforts being made to accomplish this goal. Ms. Thayer spoke further about student advocacy and highlighted a few efforts by several groups on campus. Lastly, Ms. Thayer provided an overview of recent events held on campus for students.

Mr. Poston introduced Dr. David S. Armstrong, faculty representative to the Board. Dr. Armstrong thanked Dr. Virginia M. Ambler, Vice President for Student Affairs, and President Rowe for their messages regarding the importance of freedom of speech, reasoned debate, and the need to treat each other equitably. He thanked the board for their support in establishing a new school and he thanked Provost Agouris for her work in engaging the faculty in the process. On behalf of the faculty of Arts & Sciences Dr. Armstrong noted there is some concern that resources will be shifted from areas of Arts & Sciences that will not transition into the new school to departments in the new school

and provided a brief overview of the process for the Faculty Handbook rewrite; and noted faculty will be working with the Provost on Phase II of the Faculty Productivity Study and what will be presented to the Board in the spring.

Mr. Poston introduced Dr. Taylor V. Locks, staff liaison to the Board and President of the Professionals & Professional Faculty Assembly. Dr. Locks provided an overview of activities that took place since the last Board meeting in September. She said that faculty and staff have appreciated the opportunity to interact with the Board and leadership and highlighted several of those interactions with Mr. Poston and President Rowe. Dr. Locks spoke about safety on campus as it relates to the rise in use of e-bikes and e-scooters, and she concluded her remarks by expressing gratitude on behalf of Staff Assembly and PPFA for the approval of the new school.

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

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:

Pursuant to Va. Code §2.2-3711.A.1 to consider the performance and terms of appointment for the Presidents of William & Mary and Richard Bland College and the academic deans at W&M;

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 performance of specific individuals;

Va. Code §2.2-3711.A.7 and A.8 for consultation with legal counsel regarding pending and anticipated litigation, contract and compliance matters; and

Va. Code § 2.2-3711.A.19 for discussion of plans related to the security of campus facilities and the persons using them.

Motion was seconded by Mr. Rathbone and approved by roll call vote – 17-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors. Observers were asked to leave the room and the Board went into closed session at 11:50 a.m. with University Counsel.

The Board reconvened in open session at 12:00 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. James A. Hixon and approved by roll call vote – 17-0 – conducted by Mr. Fox.

Mr. Poston made a motion that the Board clarify that the Presidents of William & Mary and RBC will receive the 2% salary increase provided to all state employees effective December 10, 2023, as applied to their current base salaries. The motion was seconded by Ms. Williams and approved via voice vote.

Mr. Poston announced the next meeting of the Board will be February 7-9, 2024, with the Charter Day Ceremony on February 9.

There being no further business, Mr. Poston adjourned the meeting at 12:02 p.m.