



WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETING
DRAFT MINUTES
NOVEMBER 17-18, 2022
RICHARD BLAND COLLEGE AND WILLIAM & MARY ALUMNI HOUSE

The William & Mary Board of Visitors (“the Board”) met Thursday, November 17, through Friday, November 18, 2022.

On Thursday, November 17, the Richard Bland College (RBC) Committee met from 10:00 – 11:00 a.m. in the Barn Theater at Richard Bland College in Petersburg, VA. Following the Committee meeting the full Board met.

At 11:00 a.m. Mr. Charles E. Poston, Rector, convened the full Board in the Barn Theater at RBC.

BOARD MEMBERS PRESENT FOR THE FULL BOARD MEETING AT RBC:

Hon. Charles E. Poston, Rector	Ms. Anne Leigh Kerr
Ms. Barbara L. Johnson, Vice Rector	Hon. John E. Littel
Ms. Ardine Williams, Secretary	Mr. John P. Rathbone
Mr. Kendrick F. Ashton, Jr.	Ms. Laura Keehner Rigas
Mr. S. Douglas Bunch	Mr. J.E. Lincoln Saunders
Mr. James A. Hixon	Dr. Karen Kennedy Schultz
Ms. Cynthia E. Hudson	Mr. Brian P. Woolfolk
Mr. Stephen J. Huebner	

BOARD MEMBERS ABSENT FOR THE FULL BOARD MEETING AT RBC:

Mr. C. Michael Petters

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
Ms. Lashrecse D. Aird, RBC Chief of Staff
Dr. Thom Addington, RBC Chair of the Languages & Humanities Department
Mr. Paul Edwards, RBC Chief Business Officer
Mr. Eric Kondzielawa, RBC Chief Operating Officer
Ms. Stacey Sokol, RBC Director of Compliance & Institutional Effectiveness
Mr. Jeffery Brown, RBC Director of Special Projects & Operations
Mr. Jesse E. Vaughan, Chief Communications & Marketing Officer
Mr. Terelle Robinson, Associate Director of Government
Ms. Ramona Taylor, RBC Legal Counsel
Ms. Lisa Pond, Executive Assistant to the RBC President
Dr. David McCarthy, RBC Committee Faculty Representative
Mr. Noah Wilson, RBC Committee Student Representative
Mr. Jeffery Britt, RBC Foundation Board Chairman

Ms. Michaele Shriver and Mr. Ralph Shriver, RBC Award honorees
Candace Johnson, RBC Student Athlete
Casey Hart, RBC Student Athlete
Courtney Scott, RBC Student Athlete
Mr. Kris Cravey, Chief People Office of DroneUp
Mr. Samuel Parham, Mayor of the City of Petersburg
Mr. Keith Boswell, President and CEO of Virginia's Gateway Region
Economic Development Organization
Mr. Kevin Massengill, Dinwiddie County Administrator
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. Andrew K. Cowen, President's Office Intern

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

Mr. John P. Rathbone reported for the **Richard Bland College Committee** and moved adoption of **Resolution 1**, Appointment to Fill Vacancy in the Instructional Faculty; **Resolution 2**, Approval of the Richard Bland College 2022 Workforce Planning and Development Report; and **Resolution HC-1 (appended)**, Authorizing the Granting of Easements Required for Approved Projects. **Resolutions 1, 2, and HC-1** were approved by voice vote.

Mr. Poston introduced and moved hand carry **Resolution HC-2 (appended)**, Support for Richard Bland College Transitioning to an Independent Governance Structure. Following a brief discussion the motion was seconded by Ms. Karen Kennedy Schultz and approved by voice vote. Following the vote, the Board took a 30-minute break.

At 11:37 a.m. the Board gathered for a working lunch in the Barn Theater to hear from the following guests: Mr. Jeffery Britt, RBC Foundation Board Chairman; Mrs. Michaele Shriver and Mr. Ralph Shriver, RBC Award honorees; and RBC Student Athletes Candace Johnson and Casey Hart. Mr. Britt provided an overview of the Foundation's mission, Board membership, and finances. RBC Student Athletes Candace Johnson and Casey Hart each spoke about why they chose to attend RBC, their respective degree and what sport they play. Lastly, Ms. Michaele Shriver spoke about her 35-year career at RBC and provided an overview of the work she and her husband, Mr. Ralph Shriver, continue to do for RBC through the Fellowship of Christian Athletes. Mrs. Shriver also spoke about the lasting relationships she has formed with current and former student athletes.

Following the working lunch, the Board heard from a representative from DroneUp and three regional leaders. Mr. Kris Cravey, Chief People Officer of DroneUp, provided an overview of the founding and current operations of DroneUp and its relationship with RBC. A discussion ensued regarding defense opportunities and FAA rules and regulations regarding drones.

Mr. Samuel Parham, Mayor of the City of Petersburg, spoke about his time as an RBC student and the partnership between RBC and Petersburg. He highlighted the dual-enrollment program offered

through RBC. Mr. Parham also spoke about several initiatives related to education and economic development projects underway in Petersburg.

Mr. Keith Boswell, President and CEO of Virginia’s Gateway Region (VGR), provided an overview of the founding, mission, geographical region served and current operations of VGR’s economic development efforts. Mr. Boswell then spoke of the partnership between VGR and RBC.

Mr. Kevin Massengill, Dinwiddie County Administrator, spoke about his time as an RBC student and the connections made as a student. Mr. Massengill provided a geographical and demographic overview of Dinwiddie County, gave an overview of the current operations and finances of the county, and spoke about the relationship with RBC.

There being no further business, Mr. Poston adjourned the meeting at 12:55 p.m., and Board members traveled to the William & Mary Alumni House in Williamsburg, VA.

The Committee on Academic Affairs met from 3:30 – 3:50 p.m., followed by a meeting of the Committee on Administration, Buildings and Grounds from 3:50 – 4:30 p.m. in Hunter Hall. The Executive Committee met in Leadership Hall from 4:30 – 6:30 p.m.

Later that evening the full Board convened at the Rockefeller Building in Colonial Williamsburg for dinner from 7:00 – 9:00 p.m. During dinner Dr. Katherine A. Rowe, President of William & Mary, provided an overview of the Committee on Financial Affairs agenda. The remainder of the evening was purely social and no business was conducted.

BOARD MEMBERS PRESENT FOR THURSDAY’S DINNER:

Hon. Charles E. Poston, Rector	Mr. Stephen J. Huebner
Ms. Barbara L. Johnson, Vice Rector	Hon. John E. Littel
Ms. Ardine Williams, Secretary	Mr. John P. Rathbone
Mr. Kendrick F. Ashton, Jr.	Ms. Laura Keehner Rigas
Mr. S. Douglas Bunch	Mr. J.E. Lincoln Saunders
Mr. James A. Hixon	Dr. Karen Kennedy Schultz
Ms. Cynthia E. Hudson	Mr. Brian P. Woolfolk

BOARD MEMBERS ABSENT FOR THURSDAY’S DINNER:

Ms. Anne Leigh Kerr
Mr. C. Michael Petters

Also present was William & Mary President Katherine A. Rowe.

FRIDAY, NOVEMBER 18

On Friday morning, November 18, the Committee on Audit, Risk and Compliance met from 8:30 – 9:30 a.m. in Leadership Hall, followed by a meeting of the Committee on Financial Affairs from 9:45 – 11:15 a.m. in Hunter Hall.

At 12:00 p.m. Mr. Charles E. Poston, Rector, convened the full Board.

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 (*remote via Zoom*)

Mr. James A. Hixon

Ms. Cynthia E. Hudson

Mr. Stephen J. Huebner

Hon. John E. Littel

Mr. John P. Rathbone

Ms. Laura Keehner Rigas

Mr. J.E. Lincoln Saunders

Dr. Karen Kennedy Schultz

Mr. Brian P. Woolfolk

Dr. David S. Armstrong, Faculty Representative

BOARD MEMBERS ABSENT FRIDAY FOR THE FULL BOARD MEETING:

Ms. Anne Leigh Kerr

Mr. C. Michael Petters

Mr. Marc D. Kelly, Staff Liaison

Mr. John I. Cho, Student Representative

OTHERS PRESENT FOR THE FULL BOARD MEETING:

Dr. Katherine A. Rowe, President

Dr. Peggy Agouris, Provost

Ms. Jackie Ferree, Interim Chief Operating Officer

Ms. Carrie Nee, University Counsel

Dr. D. Derek Aday, Dean of the Virginia Institute of Marine Science

Dr. Virginia M. Ambler, Vice President for Student Affairs

Dr. W. Fanchon Glover, Chief Diversity Officer

Dr. Matthew T. Lambert, Vice President for University Advancement

Dr. Jeremy P. Martin, Chief of Staff

Mr. Brian W. Whitson, Chief Communications Officer

Dr. Shannon H. White, Geospatial Analysis Certificate Coordinator

Mr. Owen Williams, Chief of Staff of the Student Assembly

Mr. Michael J. Fox, Secretary to the Board of Visitors

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

Mr. Andrew K. Cowen, President's Office Intern

Members of the President's Cabinet

W&M Staff, Faculty and Students

Mr. Poston said Mr. S. Douglas Bunch had notified him that he is unable to attend the Board meeting due to a professional matter related to his appointment to serve as a representative to the United Nations. Mr. Bunch would like to participate in the meeting electronically from Richmond, VA. Pursuant to the Virginia Freedom of Information Act and Section III.D of the Board bylaws, He moved that the Board approve this use of electronic participation. The motion was seconded by Ms. Karen Kennedy Schultz, and approved by voice vote.

Mr. Poston spoke about the tragic week for college campuses colleges across the Commonwealth of Virginia. He noted that on Thursday, November 10, William & Mary lost freshman student Alexander Gill, and three students at the University of Virginia (UVA) were murdered on Sunday, November 13. On behalf of the Board, Mr. Poston expressed deepest sympathy to the families and friends of those lost and asked for a moment of silence in remembrance of these students.

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

President Rowe also acknowledged how difficult the last ten days have been with the loss of William & Mary student Alexander Gill and the murders at UVA. She too expressed sympathy on behalf of the William & Mary community. President Rowe then recognized and thanked key members of the William & Mary community who have helped to bring care and support those most affected by these losses – Dr. Virginia M. Ambler, Vice President for Student Affairs, and her staff; Ms. Stacey Harris, Dean of Students, and her staff; Dr. Deb Cheesebro, William & Mary Police Chief, and her staff; and the staff of Health and Wellness.

President Rowe said her theme for the day is excellence and provided an overview of how that theme was intertwined into W&M's Seventh DEI Symposium held earlier in the month. She added that this theme and expectation is also found in William & Mary's Value Statement.

President Rowe acknowledged William & Mary student-athletes and coaches for their stellar fall seasons. She highlighted the recent accomplishments of various athletic teams. President Rowe also recognized William & Mary's International Genetically Engineered Machines (iGEM) team who earned a gold medal at the Grand Jamboree and took home the prize for best software and AI project.

President Rowe provided an overview of money raised for scholarships since the beginning of the *For the Bold* campaign. She said that scholarship money continues to be a major philanthropic goal. President Rowe provided an update on Pell Grant students, faculty hiring, and the William & Mary VET program.

President Rowe said William & Mary is looking ahead at challenges the university/higher education will face over the next five to ten years. She said Vision 2026 is a milestone for launch in addressing future challenges. President Rowe said to sustain excellence in teaching, learning, research, and the William & Mary community the status quo is not an option. She added that everyone from department chairs, to the administration, to elected assembly leaders are partners in evolving to excel.

President Rowe called on Dr. D. Derek Aday, Dean of the Virginia Institute of Marine Science (VIMS), to give an overview of the *One Ocean. One Canoe. One People.* lecture held at VIMS on November 16. Dr. Aday spoke about the lecture and noted that keynote speaker, Nainoa Thompson, is VIMS's first Scholar in Ocean Residency. Lastly, Dr. Aday mentioned to dedication of a new VIMS campus on October 15 in Wachapreague, VA and thanked the Board members who were able to be present.

President Rowe concluded her remarks by reiterating that in order be excellent in ways that matter at William & Mary the university depends on its people. She added that later in the day she will be sharing information on bonuses and recognitions for employees and noted that the university will be closed the week of November 21 for recognition leave. Lastly, she asked the Board to join her in recognizing their colleagues across campus.

Recognizing a quorum was present. Mr. Poston asked for a motion to approve the minutes of the September 21-23, 2022 meetings. Motion was made by Mr. James A. Hixon, seconded by Ms. Karen Kennedy Schultz, and approved by voice vote.

Mr. Poston called for the reports of the standing committees¹.

While the Committee on the Student Experience did not meet in November, the Chair of the Committee, Mr. Kendrick F. Ashton, Jr. thanked Dr. Ambler and Mr. Brian D. Mann, Director of Athletics, for their leadership. He said there has been a suggestion by Board member Mr. Stephen J. Huebner to express pride and support for the achievements of the William & Mary football program. Mr. Ashton requested that Mr. Poston send a letter on behalf of the Board expressing such support and pride for the football team.

Ms. Barbara L. 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**, Appointment to Fill Vacancies in the Instructional Faculty; **Resolution 4**, Award of Academic Tenure; **Resolution 5**, Faculty Leave of Absence; **Resolution 6**, Retirement of Peter A. Alces, Law School; and **Resolution 7** Retirement of Tun-jen Cheng, Department of Government. **Resolutions 3-7** were approved by voice vote.

Mr. Poston asked Dr. Peggy Agouris, Provost, for an update on the Faculty Productivity Study. Provost Agouris said the administration is working with the deans and schools to collect and catalog their processes to ensure that productivity is addressed.

Ms. Ardine Williams reported for the **Committee on Administration, Buildings and Grounds** and briefly reviewed the agenda. Ms. Williams moved adoption of **Resolution 8**, Authorization of Debt Issuance for Kaplan Arena Project; and **Resolution 9**, Authorization of Expense Reimbursement Associated with Kaplan Arena Project. **Resolutions 8-9** were approved as a block by voice vote.

Ms. Cynthia E. Hudson reported for the **Committee on Audit, Risk and Compliance** and briefly reviewed the agenda. On behalf of the Committee on Audit, Risk and Compliance, Ms. Hudson moved adoption of **Resolution 10**, Approval of the William & Mary and RBC 2023 Internal Audit Work Plan. **Resolution 10** was approved by voice vote.

Mr. James A. Hixon reported for the **Committee on Financial Affairs** and noted that since Board members were present at the meeting earlier in the morning, he did not have any additional updates. On behalf of the Committee on Financial Affairs, Mr. Hixon moved adoption of **Resolution 11**, Receipt of FY22 Unaudited Financial Statements; **Resolution 12** Receipt of FY22 Unaudited Athletics Financial Statements; **Resolution 13** FY24 Graduate and Professional Program Tuition; and **Resolution HC-3 (appended)** Authorization of the Execution of Predevelopment Agreement. **Resolutions 11-12 and HC-3** were approved by voice vote.

Prior to the vote on **Resolution 13** Mr. John E. Littel expressed support for the work the deans have done towards market pricing and competitiveness. He said he is especially supportive of the work done by Mr. A. Benjamin Spencer, Dean of the Law School, to operate a world class law school but expressed concern about expediting planned tuition increase this year given the likely recession and inflation. **Resolution 13** was approved by voice vote, with Mr. Littel abstaining.

Mr. Poston called for the reports from the student and faculty representatives, and staff liaison. Mr. Poston introduced Mr. Owen Williams, Chief of Staff of the Student Assembly and representative to the Committee on Financial Affairs. Mr. Williams spoke on behalf of Mr. John I. Cho, student

¹ The Committee on the Student Experience nor the Committee on Institutional Advancement met in November.

representative for the Board and President of the Student Assembly, who was unable to be present. Mr. Williams said the last few weeks have been difficult for the student community as they mourn the death of fellow student Alexander Gill, and he spoke further about Mr. Gill who he knew. Mr. Williams said students also grieve the senseless acts of violence at UVA and University of Idaho, and noted thoughts are with the families affected. Lastly, on behalf of the student body, Mr. Williams thanked the Board and campus stakeholders for their support and dedication in serving the community.

Mr. Poston introduced Dr. David S. Armstrong, faculty representative. Dr. Armstrong echoed that the faculty are shaken and saddened by the loss of William & Mary freshman Alexander Gill and the events at UVA. Dr. Armstrong provided an update on the creation of a new framework for non-eligible tenured faculty in Arts & Sciences and said the current faculty hiring “season” is underway. Lastly, he noted that all 100 and 150 COLL Curriculum classes are full for the spring semester.

Mr. Poston introduce Dr. Shannon H. White, Geospatial Analysis Certificate Coordinator and former Board of Visitors Staff Liaison. Dr. White spoke on behalf of Mr. Marc D. Kelly, staff liaison to the Board and Staff Assembly President, who was unable to be present. Dr. White said the Staff Assembly and PPFA also echo the Student Assemblies remarks regarding the death in the William & Mary community and UVA. She also thanked Dr. Ambler’s team for sending a note to the community listing resources available during this difficult time. Dr. White thanked the President for the recognition leave and thanked the Provost for moving courses online for the week of Thanksgiving. Lastly, Dr. White highlighted issues before the Staff Assembly and PPFA such as the hiring of qualified individuals and making sure employees are taking advantage of the benefits offered and mentioned the DEI Symposium earlier in the month.

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

Mr. Poston reminded Board members that the next Board meeting will be February 8-10, 2023 and the Charter Day Ceremony will be February 10.

There being no further business, Mr. Poston adjourned the meeting at 12:29 p.m.

Following the Board meeting, Board members Poston, Johnson, Williams, Schultz and Rigas attended the groundbreaking ceremony of the Martha Wren Briggs Center for Visual Arts at the Muscarelle Museum of Art at 3:00 p.m.



Richard Bland College
of WILLIAM & MARY

**RESOLUTION AUTHORIZING THE GRANTING OF EASEMENTS
REQUIRED FOR APPROVED PROJECTS**

WHEREAS, §23.1-1301 (B)(2) of the *Code of Virginia* (Virginia Code) grants the Board of Visitors of William and Mary in Virginia authority to grant easements for roads, streets, sewers, waterlines, electric and other utility lines, or other purposes on any of its property;

WHEREAS, Virginia Code §2.2-1150(C) grants Richard Bland College ("the College") the ability to convey an easement pertaining to any property the College owns or controls provided the institution meets certain provisions found in Virginia Code §23.1-1002;

WHEREAS, the College meets all requirements and provisions as outlined in in Virginia Code §23.1-1002, including to actively contribute to efforts to stimulate the economic development of the Commonwealth and the area in which the institution is located;

WHEREAS, Richard Bland College's main campus and surrounding area are real estate primarily titled in the name of the Board of Visitors of William and Mary;

WHEREAS, the College has initiated strategic partnerships in fulfillment of its educational mission as contemplated in the 2021 and 2022 Appropriations Act language, including the development of currently unused land for education, research, economic development and other uses that complement and support the mission;

WHEREAS, some of these strategic partnerships require electric and other utilities and the College's current easements with utility companies are insufficient to meet the current and expected need; and

WHEREAS, the Board of Visitors, having been presented information on the various strategic partnerships and projects and changes to the land use plan, agrees that conveying utility easements and right of ways would be beneficial and consistent with the College's various future goals and plans:

THEREFORE, BE IT RESOLVED, that subject to approval as to form needed by the Office of the Attorney General, the Board of Visitors approves and delegates authority to the College's President to grant and convey utility and other easements necessary to support approved projects, including but not limited to easements related to RBC's relationship with DroneUp; and

BE IT FURTHER RESOLVED, that this resolution shall take effect immediately upon approval by the Board.

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**SUPPORT FOR RICHARD BLAND COLLEGE TRANSITIONING
TO AN INDEPENDENT GOVERNANCE STRUCTURE**

WHEREAS, Richard Bland College was established in 1960 as one of five separate institutions, each overseen by an entity then known as the Board of Visitors of the Colleges of William and Mary;

WHEREAS, the General Assembly subsequently granted three of those institutions independent governing boards, and those institutions exist today as Old Dominion University, Virginia Commonwealth University and Christopher Newport University;

WHEREAS, as Virginia’s only junior college, Richard Bland College has responded to General Assembly directives in place since 2014 to model collaborative, innovative approaches to education that would yield improved attainment of higher education—and attendant credentials—for Virginia citizens and robust economic development for the Commonwealth;

WHEREAS, the 2022 General Assembly directed Richard Bland College to present a report by November 1, 2022 on “steps necessary to transition to an innovative model for higher education that prepares citizens for jobs in high-demand fields and in industries critical to the economic development of the Petersburg area, Virginia Gateway Region and Commonwealth of Virginia”;

WHEREAS, on November 1, 2022 a report entitled *Richard Bland College: A Model for Higher Education Innovation* was submitted to House and Senate Education and Finance Committees of the General Assembly;

WHEREAS, the report defines Richard Bland College as an innovative, hybrid model for higher education in Virginia and recommends the College have a dedicated, independent Board of Visitors; and

WHEREAS, the President of Richard Bland College has advised the Board of Visitors she plans to pursue legislation during the 2023 General Assembly session that would grant Richard Bland College a dedicated governing board without elevating its degree status;

NOW THEREFORE BE IT RESOLVED, That the Board of Visitors of the College of William & Mary in Virginia expresses its support for Richard Bland College being transitioned to an independent governance structure.

**WILLIAM & MARY
AUTHORIZATION OF THE EXECUTION
OF PREDEVELOPMENT AGREEMENT**

WHEREAS, at its April 2022 meeting the Board of Visitors endorsed the university’s Housing & Dining Comprehensive Facilities Plan and authorized the President and Chief Operating Officer to pursue alternative financing structures in the execution of the plan;

WHEREAS, at its September 2022 meeting the Board of Visitors received an update in closed session from the Chief Operating Officer on the status of the competitive procurement process being used to identify a preferred developer for Phase 1 of the Housing & Dining Comprehensive Facilities Plan (“the Project”);

WHEREAS, the Board of Visitors at its September 2022 meeting approved William & Mary’s 2022 - 2023 Capital Plan which included non-general fund support for Phase 1 projects of the Housing & Dining Comprehensive Facilities Plan;

WHEREAS, the university determined that Balfour Beatty Campus Solutions, LLC provided the proposal that best served the needs of the university for development of the Project and engaged in negotiations on the terms of a predevelopment agreement to enable the parties to pursue permitting approvals, site preparation and consideration of financing arrangements in support of the Project; and

WHEREAS, the predevelopment agreement contemplates that the parties will work together to develop definitive agreements that provide for the design, construction, financing, operation, maintenance, and management of the Project and that the definitive agreements will require further approval from the Board;

THEREFORE, BE IT RESOLVED, the President and Chief Operating Officer are hereby authorized to execute the predevelopment agreement with Balfour Beatty Campus Solutions, LLC on substantially the same terms as provided to the Board of Visitors at its November 2022 meeting.