



WILLIAM & MARY

CHARTERED 1693

BOARD OF VISITORS MEETING
DRAFT MINUTES
SEPTEMBER 27-29, 2023
BLOW MEMORIAL HALL

The William & Mary Board of Visitors (“the Board”) met Wednesday, September 27, through Friday, September 29, 2023.

On Wednesday, September 27, the Richard Bland College Committee met from 1:00 – 2:30 p.m., followed by a meeting of the Executive Committee from 3:30 – 4:15 p.m. in room 201 of Blow Memorial Hall. At 4:40 p.m. members of the Board, Executive Leadership, and University Advancement gathered in room 201 for the dedication and naming of the Grimsley Board Room (formerly room 201, Blow Memorial Hall). Mr. Charles E. Poston, Rector, welcomed members of the Grimsley family present (Mrs. Ann N. Grimsley (widow), Mrs. Penny Blumenthal (daughter), Mr. Ben Blumenthal (son-in-law), and Mr. Michael Blumenthal (grandson)). In his opening remarks, Mr. Poston spoke of Mr. Grimsley’s service and dedication to the university and noted that the late J. Edward “Ed” Grimsley (Class of 1951, Doctor of Humane Letters 2011, Parent 1975, Parent 1986, Grandparent 2006) served as a member of the William & Mary Board of Visitors from 1990-2001 and as Rector his last two years on the Board. Following his remarks, Mr. Poston asked Mrs. Grimsley to join him at the podium while he read the verbiage of the dedication plaque. Mrs. Grimsley said a few words about her husband and spoke of his time on the Board. Following a standing ovation and round of applause, Mr. Poston and Mrs. Grimsley unveiled the dedication plaque, a photo of Mr. Grimsley, and his Alumni Medallion and Honorary Degree. At the conclusion of the dedication, Mr. Poston asked attendees to join him and the Grimsley family in the lobby of Blow Memorial Hall for a reception.

Later that evening the full Board convened at the Rockefeller Building in Colonial Williamsburg for dinner from 6:30 – 8:30 p.m. During dinner the Board received an overview of the Board meeting agenda and an update on key position searches and ERP system. The remainder of the evening 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. S. Douglas Bunch
Mr. Stephen J. Huebner
Hon. John E. Littel

Mr. Courtney M. Malveaux
Mr. C. Michael Petters
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Mr. Brian P. Woolfolk
Hon. Thomas K. Norment, Jr.¹

¹ 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

ABSENT FROM WEDNESDAY’S DINNER:

Ms. AnnaMaria DeSalva
Mr. James A. Hixon²

Ms. Cynthia E. Hudson
Ms. Anne Leigh Kerr

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

THURSDAY, SEPTEMBER 28

On Thursday, September 28, the Committee on Academic Affairs met from 7:45 – 9:15 a.m. in the Grimsley Board Room and the Committee on Audit, Risk and Compliance met from 8:00 – 9:00 a.m. in the 3rd Floor Board Room in Blow Memorial Hall. The Committee on Administration, Buildings and Grounds met from 9:30 – 10:30 a.m., in the Grimsley Board Room. At 11:00 a.m. members of the Board were transported, by van, from Blow Memorial Hall to the Fine and Performing Arts Complex for a tour and lunch.

MEMBERS PRESENT FOR THURSDAY’S TOUR AND LUNCH:

Hon. Charles E. Poston, Rector
Ms. Barbara L. Johnson, Vice Rector
Ms. Ardine Williams, Secretary
Mr. S. Douglas Bunch
Mr. Stephen J. Huebner
Hon. John E. Littel
Mr. Courtney M. Malveaux

Mr. C. Michael Petters
Mr. John P. Rathbone
Ms. Laura Keehner Rigas
Mr. J.E. Lincoln Saunders
Mr. Brian P. Woolfolk
Ms. Sydney E. Thayer, Student Representative
Ms. Taylor V. Locks, Staff Liaison

MEMBERS ABSENT FROM THURSDAY’S TOUR AND LUNCH:

Mr. Kendrick F. Ashton, Jr.
Ms. AnnaMaria DeSalva
Mr. James A. Hixon

Ms. Cynthia E. Hudson
Ms. Anne Leigh Kerr
Dr. David S. Armstrong, Faculty Representative

OTHERS PRESENT FOR THURSDAY’S TOUR AND LUNCH:

Dr. Katherine A. Rowe, President
Dr. Peggy Agouris, Provost
Dr. Carlane J. Pittman-Hampton, Chief of Staff
Mr. Sean C. Hughes, Interim Associate Vice President for Business Affairs
Mr. Dan M. Pisaniello, University Architect
Mr. Michael J. Fox, Deputy Secretary to the Board of Visitors
Mr. Suzanne C. Clavet, Director of University News & Media
Dr. Suzanne X. Raitt, Dean of the Faculty of Arts & Sciences (lunch only)
Faculty and Students, Department of Theatre & Dance (lunch only)

The Board was given a tour of the new space by Mr. Dan Pisaniello, University Architect. Following the tour, members of the Board had lunch with faculty and students from the Department of Theatre & Dance.

² 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

At 12:40 p.m., members of the Board were transported back to Blow Memorial Hall.

The Committee on the Student Experience met from 1:00 – 2:45 p.m. in the Grimsley Board Room, followed by a meeting of the Committee on Financial Affairs from 3:00 – 3:45 p.m. and the Committee on Institutional Advancement from 4:00 – 5:30 p.m.

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

BOARD MEMBERS PRESENT THURSDAY EVENING:

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| Hon. Charles E. Poston, Rector | Mr. C. Michael Petters |
| Ms. Barbara L. Johnson, Vice Rector | Mr. John P. Rathbone |
| Ms. Ardine Williams, Secretary | Ms. Laura Keehner Rigas |
| Mr. Kendrick F. Ashton, Jr. | Mr. J.E. Lincoln Saunders |
| Mr. S. Douglas Bunch | Mr. Brian P. Woolfolk |
| Mr. Stephen J. Huebner | Dr. David S. Armstrong, Faculty Representative |
| Ms. Anne Leigh Kerr | Ms. Sydney E. Thayer, Student Representative |
| Mr. Courtney M. Malveaux | Ms. Taylor V. Locks, Staff Liaison |

BOARD MEMBERS ABSENT THURSDAY EVENING:

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| Ms. AnnaMaria DeSalva | Ms. Cynthia E. Hudson |
| Mr. James A. Hixon | Hon. John E. Littel |

OTHERS PRESENT FOR THURSDAY EVENING:

Dr. Katherine A. Rowe, President
Dr. Debbie L. Sydow, President of Richard Bland
Dr. Peggy Agouris, Provost
Mr. Michael J. Fox, Secretary to the Board of Visitors
Ms. Jessica L. Walton, Deputy Secretary to the Board of Visitors

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. Following Mr. Fulcher’s remarks, the entire Board recited the William & Mary Board of Visitors Pledge and then Mr. Poston pinned new members of the Board. After the pinning the Board members and Presidents signed the Board of Visitors membership book and had their annual group photo taken on steps inside the Wren building.

At 6:45 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 term expired on June 30, 2023.

FRIDAY, APRIL 22

On Friday morning, September 29, Mr. Poston, convened the full Board at 7:30 a.m. 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 (*via Zoom*)
Mr. James A. Hixon
Mr. Stephen J. Huebner
Ms. Anne Leigh Kerr
Hon. John E. Littel

Mr. Courtney M. Malveaux
Mr. C. Michael Petters
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

BOARD MEMBERS ABSENT THURSDAY EVENING:

Ms. Cynthia E. Hudson

OTHERS PRESENT FOR THE FULL BOARD MEETING:

Dr. Katherine A. Rowe, President
Dr. Debbie L. Sydow, RBC President
Dr. Peggy Agouris, Provost
Ms. Carrie Nee, University Counsel
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
Mr. Brian D. Mann, Director of Athletics
Dr. Jeremy P. Martin, Chief of Staff
Mr. Brian W. Whitson, Chief Communications Officer
Hon. Thomas K. Norment, Jr.
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 that Ms. AnnaMaria DeSalva had notified him that she is unable to attend the Board meeting due to last-minute travel issues. Ms. DeSalva requested to participate in the meeting electronically from New York, NY. 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 Mr. Kendrick F. Ashton, Jr., and approved by voice vote.

Mr. Poston spoke about the newly renovated Board space and called on Mr. Sean C. Hughes, Interim Associate Vice President for Business Affairs, to introduce those involved in the renovation project. Mr. Hughes recognized Mr. Jeff Herrick, Assistant Technical Director Services for Student Unions & Engagement; Ms. Amber Hall, Senior Project Manager; Mr. Clif Martin, Electrical Contract Coordinator; Mr. Jeff Beattie, Structural/Roofing Maintenance Coordinator; Mr. Jeff Jolly, Sr. Engineer/Project Manager; and Mr. Daniel Norton, Audio-Visual Design & Integration Director.

Mr. Poston called on Dr. Debbie L. Sydow, Richard Bland College (RBC or “the College”) President to make opening remarks.

President Sydow provided an update on fall student enrollment, residence hall occupancy, the number of student athletes and dual-enrollment students at RBC, strategic partnerships, RBC’s Innovation Park, and the DroneUp Academy. She noted that four unmanned aerial systems (UAS) courses are now in place at the College and a UAS micro-credential/certificate is nearing approval by SCHEV and SACSCOC. President Sydow noted that other strategic partnerships are being established through grants to support STEM education, and progress is being made towards the STEM Propulsion Lab School. She noted that the Lab School would open in the Fall of 2024 if approved by the Virginia Department of Education. President Sydow provided an overview of the results of an economic impact study conducted by UVA’s Weldon Cooper Center. Lastly, she noted the pre-reads and enclosures provided to the Board in preparation for the meeting and gave an overview of the action items approved by the Richard Bland College Committee, which met on Wednesday, September 27.

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

President Rowe began her remarks by noting the success of multiple Tribe athletics teams. She provided an update on the university’s Pell Grant commitment, noted that incoming Pell Grant eligible first-year and transfer students increased by 14%, and gave a brief overview of the growth of in-state Pell Grant eligible enrollment at William & Mary over the past decade. President Rowe spoke about internships and employment statistics, challenges facing higher education, and the decrease in students graduating from William & Mary with debt.

President Rowe provided a brief overview of construction/renovation projects underway on campus. With the completion of the new Fine and Performing Arts Complex and beginning of W&M’s Year of the Arts, she thanked the Commonwealth for its support and generosity toward the arts. President Rowe noted that the university is planning for the Historic Campus renovation that will begin in 2024, with the goal of having the project complete by January 2026.

President Rowe noted that the Board will be hearing more about accreditation and the campus planning process that accompanies it over the next two years as part of the SACSCOC process. She said this will largely be overseen by Academic Affairs and introduced by the Provost. President Rowe said the ten-year update of the Campus Master Plan will be expanded to become a comprehensive plan that will include a landscape plan and learning spaces plan for the first time.

Lastly, President Rowe provided a brief recap of the Key Performance Indicator (KPI) discussions that took place during committee meetings the day before.

Recognizing a quorum was present. Mr. Poston moved the minutes of the April 19-21, 2023, and July 25-27, 2023, meetings for approval. The motion was seconded by Ms. Ardine Williams 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:

Pursuant to Va. Code §2.2-3711.A.1 for consideration of the performance and appointment of the Presidents of William & Mary and Richard Bland College and the members of their cabinet/leadership team, which will necessarily involve discussion of specific individuals; and

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

Motion was seconded by Mr. Ashton and approved by roll call vote – 16-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors. Ms. Cynthia E. Hudson was absent from the meeting. Observers were asked to leave the room and the Board went into closed session at 7:56 a.m. with University Counsel.

The Board reconvened in open session at 8:05 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. Ashton and approved by roll call vote – 16-0 – conducted by Mr. Fox. Ms. Cynthia E. Hudson was absent from the meeting.

Mr. Poston introduced **Resolution HC-2 (appended)**, Faculty Handbook Rewrite, and gave members time to read the resolution. Mr. Poston asked for a motion. Motion was made by Mr. John E. Littel, seconded by Ms. Barbara L. Johnson, and approved by voice vote.

President Rowe said that she had talked to Dr. K. Scott Swan, President of the Faculty Assembly, and Dr. David S. Armstrong, Faculty Representation to the Board, about how to implement the charge and the path forward. She spoke about why the revision is needed and the timing of this project. President Rowe said that she will present a process agreed upon, in consultation with the Provost, Dr. Swan, Dr. Armstrong, Faculty Assembly, and the Personnel Policy Committee, to Academic Affairs at the November meeting.

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

Mr. John P. Rathbone reported for the **Richard Bland College Committee** and briefly reviewed the agenda, and noted that RBC is still seeking an independent governance structure and will know more about the process later in the year. On behalf of the Committee, Mr. Rathbone moved adoption of **Resolution 1**, RBC 2024-2023 Capital Outlay Plan; **Resolution 2**, RBC College Workforce Planning, Development and Succession Plan; and **Resolution 3**, Appointment to A Fill Vacancy in the Professional Faculty. **Resolutions 1-3** were approved as a block by voice vote.

Ms. Johnson reported for the **Committee on Academic Affairs** and briefly reviewed the agenda and noted the new members of the Committee. On behalf of the Committee, Ms. Johnson moved adoption of **Resolution 4**, Appointment to Fill Vacancies in the Instructional Faculty; **Resolution 5**, Award of Academic Tenure; **Resolution 6**, Designated Professorship; **Resolution 7**, Faculty Leaves of Absence; **Resolution 8**, Closure of the Bachelor of Arts In German Degree Program; **Resolution 9**, Rename the Department of Theatre, Speech, and Dance; **Resolution 10**, Master of Legal Studies in Law Degree; and **Resolution 11**, Virginia J. Torczon, Computer Science. **Resolutions 4-11** were approved as a block by voice vote.

Mr. Rathbone reported for the **Committee on Audit, Risk and Compliance** 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 and noted the new members of the Committee. On behalf of the Committee, Ms. Williams moved adoption of **Resolution 12**, 9c Debt Issuance-Renovate Dormitories; **Resolution 13**, 9c Reimbursement Authorization-Renovate Dormitories; **Resolution 14**, 9d Debt Issuance-Muscarelle & Athletics Complex; **Resolution 15**, 9d Reimbursement Authorization-Muscarelle & Athletics Complex; **Resolution 16**, Signature Authority; **Resolution 17**, University Succession Plan; and **Resolution 18 as amended**³, VIMS ESL Property Transfer to HRSD. **Resolutions 12-17 and 18 as amended** were approved as a block by voice vote.

Mr. Ashton reported for the **Committee on the Student Experience** and briefly reviewed the agenda and noted the new members of the Committee. There were no action items.

Mr. C. Michael Petters reported for the **Committee on Financial Affairs** and recognized the former chair of the Committee, Mr. James A. Hixon, and thanked him for his work, briefly reviewed the agenda and noted the new members of the Committee. On behalf of the Committee on Financial Affairs, Mr. Petters moved adoption of **Resolution 19**, William & Mary 2024-2023 Six-Year Plan; and **Resolution 20** Virginia Institute of Marine Science 2024-2023 Six-Year Plan. Mr. Brian P. Woolfolk asked that the resolutions be separated for the vote. **Resolutions 19** was approved by voice vote with Mr. Woolfolk voting no. **Resolution 20** 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.

Mr. Poston introduced Mr. Sydney E. Thayer, student representative for the Board and President of the Student Assembly. Ms. Thayer highlighted several items included in her written report including the excitement of students regarding the opening of the new Fine and Performing Arts Complex, upcoming Patton Oswalt shows in October, and new dining provider. Ms. Thayer noted that the Student Assembly is working to make sure students are engaged in the upcoming election and exercise their right to vote. She said Student Assembly is working to promote healthy, sustainable, and inclusive habits among students. Lastly, as President of the Student Assembly, Ms. Thayer said her main goal for the year is to promote transparency and help educate students on what Student Assembly does on a day-to-day basis, along with how student fees are used, and help students understand decisions made by the administration.

Mr. Poston introduced Dr. David S. Armstrong, faculty representative. Dr. Armstrong highlighted multiple items included in his written report including the excitement around the first performance in the new Fine and Performing Arts Complex and the construction of Phase IV of the Integrated Science Center. Dr. Armstrong spoke about the welcome increase in salaries and positive effect this has had on faculty morale, along with the hiring of new faculty. He provided an update on the implementation of the Arts & Sciences Teaching Faculty (formerly known as non-tenure eligible faculty). Dr. Armstrong expressed a few areas of concern including gun violence and safety on campus, and learning loss due to pandemic (noting incoming students seem less prepared).

³ Amends the resolution to read 60'x60' parcel, instead of 60'x50' parcel.

Mr. Poston introduced Ms. Taylor V. Locks, staff liaison to the Board and Professional & Professional Faculty Assembly (PPFA) President. Ms. Locks provided an overview of her written report and noted that an investment in students is also an investment in employees. She said there is enthusiasm among staff around the new Fine and Performing Arts Complex, Housing and Dining Plan, and new dining vendor, Aramark. Ms. Locks noted three areas of concern among staff and PPFAs: wellness, recruitment and retention, and the Chief Operating Officer and Chief Human Resources Officer vacancies.

Mr. Poston said there was no old business.

Mr. Poston made a motion to increase the salaries of the Presidents of William & Mary and Richard Bland College to reflect the increases expressly provided for in the 2023 Special Session amendments and 2023 Appropriations Act. The motion was seconded by Mr. Ashton and approved by voice vote. *NOTE: This motion replaced and clarified a motion made earlier upon the Board exiting closed session.*

Mr. Poston moved that the Board appoint Ms. Laura Keehner Rigas to serve as the Board's representative to the Centennial Initiative. The motion was seconded by Ms. Johnson and approved by voice vote.

Mr. Poston introduced and moved **Resolution HC-1 (appended)**, Recognition of 100 Years of Catholic Campus Ministry. The motion was seconded by Mr. Stephen J. Huebner and approved by voice vote.

Mr. Poston reminded Board members that Homecoming & Reunion weekend is October 19-22, 2023; the RBC Pecan Festival is October 21; and the Board will meet again on November 16-17.

There being no further business, Mr. Poston adjourned the meeting at 8:43 a.m.

RECOGNITION OF 100 YEARS OF CATHOLIC CAMPUS MINISTRY

In 1923, William & Mary students and Professor Carlos Castañeda founded the university's first recognized Catholic student organization, the Gibbons Club. Several name changes later, William & Mary's Catholic Campus Ministry (CCM) is flourishing. Students, faculty and staff come together weekly for worship, service, fellowship and learning. CCM hosts regular programs — both fun and serious — including small groups, intramural sports, socials and Sunday Suppers. Students participate in service opportunities throughout the Williamsburg community and spring break mission trips.

In 1932, a chapel was consecrated: a permanent place of spiritual development and gathering for Catholic students at the university. The chapel would become St. Bede Catholic Church and, later, the Shrine of Our Lady of Walsingham.

In November 2023, CCM celebrates its centennial anniversary with the campus community, as well as neighbors in Williamsburg, alumni and families. CCM will mark this milestone occasion with a special mass, gala, auction and the Tribe Catholic Invitational golf outing.

THEREFORE, BE IT RESOLVED, That the Board of Visitors extends William & Mary's Catholic Campus Ministry warm congratulations on 100 years of advancing this university's spiritual community;

AND BE IT FINALLY RESOLVED, That this resolution be spread upon the minutes of the Board and a copy of the same be delivered to CCM with best wishes for the club's second century of faith and service.

FACULTY HANDBOOK REWRITE

WHEREAS, pursuant to Va. Code §§2.2-1301 and 23.1-3802, the Board of Visitors is tasked with making policies concerning the institution, directing the affairs of the institution, and appointing faculty and fixing their salaries and terms of employment;

WHEREAS, Exhibit K to the university's Management Agreement with the Commonwealth designates the William & Mary Faculty Handbook as a component of the university's human resources system;

WHEREAS, consistent with the concept of shared governance, the Management Agreement includes a commitment to regularly engage employees in appropriate discussions and receive employee input as the university's human resources system is developed;

WHEREAS, §III.K of the Faculty Handbook provides a detailed process for making amendments to the Faculty Handbook which culminates in a vote by the Board of Visitors;

WHEREAS, the current iteration of the Faculty Handbook was adopted in 1996 and has been periodically amended and revised in the three intervening decades;

WHEREAS, the Board believes that a comprehensive review of the Faculty Handbook is necessary to ensure that the terms adequately meet the university's current legal obligations and provide sustainable human resources policies and practices for the instructional faculty

WHEREAS, the Board seeks to ensure that the Faculty Handbook treats each of the colleges and schools at the university in the same manner and reflects the view that the Dean of each of the several schools and colleges is responsible for the administration of that college or school and has the ultimate authority to recommend the employment of faculty members; and

WHEREAS, the Board desires to consider a rewritten draft of the Faculty Handbook at its November 2024 meeting;

NOW THEREFORE BE IT RESOLVED, That the President is hereby charged with overseeing a rewriting of the Faculty Handbook to meet the timeline set out above. The President may create a small drafting committee of faculty leaders and administrative experts to prepare component materials and drafts for consideration by the faculty, recognizing that the final authority to approve or disprove the provisions of the Faculty Handbook rests with the Board.