

# WILLIAM & MARY

BOARD OF VISITORS  
SUBCOMMITTEE ON COMPENSATION  
**DRAFT MINUTES**  
NOVEMBER 20, 2024  
ROOM 2018-B – ALAN B. MILLER HALL

## **COMMITTEE MEMBERS PRESENT**

Mr. C. Michael Petters, Chair  
Mr. John P. Rathbone, Vice Chair

Ms. Barbara L. Johnson  
Ms. Ardine Williams

## **OTHERS PRESENT**

Dr. Katherine A. Rowe, President of William & Mary  
Dr. Debbie L. Sydow, President of Richard Bland College (*via phone*)  
Ms. Carrie S. Nee, University Counsel  
Ms. Tawanda Johnson, Chief Human Resources Officer  
Ms. Melanie T. O'Dell, Chief Financial Officer  
Dr. Carlane Pittman-Hampton, Chief of Staff  
Mr. Michael J. Fox, Clerk to the Board of Visitors  
Ms. Jessica Walton, Deputy Clerk to the Board of Visitors

## **INTRODUCTORY REMARKS**

Mr. C. Michael Petters, Chair, called the Subcommittee on Compensation to order at 3:02 p.m.

## **DISCUSSION**

Mr. Petters gave remarks regarding the charge of the Committee and spoke to the President's regarding the need for a more strategic approach to succession planning and organizational structure. He asked each President to answer the following questions and come the February meeting prepared to discuss: (1) How is your organization organized the way it is currently?; (2) Why is your organization organized this way?; and (3) How do you expect the organization to evolve over time given the future of higher education and the skill and capabilities available both internally and externally?

A discussion ensued regarding the questions posed to the Presidents and organizational structure.

Mr. Petters asked Ms. Tawanda Johnson, Chief Human Resources Officer, to provide an overview of the relationship between William & Mary and Mercer, a human resources consulting firm. A discussion ensued regarding establishing a contract with Mercer to conduct a Presidential Compensation study. The Committee requested that Mercer first identify peer institutions, before compiling any data.

Mr. Petters noted there may need to be a virtual meeting of the Subcommittee before the next regularly scheduled meeting in February to further discuss the scope of the Presidential Compensation study. He also requested that a representative from Mercer be present at the February meeting.

## **APPROVAL OF MINUTES**

Recognizing that a quorum was present, Mr. Petters asked for a motion to approve the minutes of the September 25, 2024 meeting. A motion was made by Mr. John P. Rathbone, seconded by Ms. Barbara L. Johnson, and approved by voice vote.

## **CLOSED SESSION**

Ms. Petters moved that the Subcommittee on Compensation convene into closed session pursuant to Virginia Code §2.2-3711.A.1 for consideration of the terms of appointment of the Presidents of William & Mary and Richard Bland College. Motion was seconded by Ms. Ardine Williams and approved by roll call vote – 4-0 – conducted by Mr. Michael J. Fox, Secretary to the Board of Visitors.

At that time the Members of the Committee, University Counsel, Chief Human Resources Officer, Chief Financial Officer, and Clerk to the Board of Visitors entered the closed session meeting at 3:51 p.m.

#### **RECONVENED OPEN SESSION**

Following the closed session, the Committee returned to open session at 4:02 p.m. Ms. Petters moved that the Committee certify by roll call vote that, to the best of each member's knowledge, only matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed, and only matters identified in the motion to have the closed session were discussed. Motion was seconded by Mr. Rathbone and approved by roll call vote – 4-0 – conducted by Mr. Fox.

Mr. Petters moved that the Subcommittee on Compensation recommend the Executive Committee consider and advance to the full Board the adjustments regarding the Presidential Housing Benefit discussed in closed session.

#### **ADJOURNMENT**

There being no further business, Mr. Petters adjourned the meeting at 4:04 p.m.