

WILLIAM & MARY

BOARD OF VISITORS
EXECUTIVE COMMITTEE
DRAFT MINUTES
SEPTEMBER 25, 2024
BOARD ROOM – SCHOOL OF EDUCATION

COMMITTEE MEMBERS PRESENT

Hon. Charles E. Poston, Chair
Ms. Barbara L. Johnson, Vice Chair
Ms. Ardine Williams, Secretary
Mr. Kendrick F. Ashton, Jr.

Mr. Stephen J. Huebner
Mr. C. Michael Petters
Mr. John P. Rathbone
Ms. Laura Keener Rigas

OTHERS PRESENT

Dr. Katherine A. Rowe, President
Dr. Peggy Agouris, Provost
Ms. Carrie S. Nee, University Counsel
Dr. Virginia M. Ambler, Senior Vice President for Student Affairs
Dr. Matthew T. Lambert, Senior Vice President for University Advancement
Mr. Brian D. Mann, Director of Athletics
Dr. Carlane Pittman-Hampton, Chief of Staff
Mr. Michael J. Todd, Executive Vice President for Finance & Administration
Mr. Michael J. Fox, Secretary to the Board of Visitors
Ms. Jessica Walton, Deputy Secretary to the Board of Visitors
Mr. Tyler R. Cattini, Office of the President Intern
Mr. Peerawut Ruangsawasdi, The Flat Hat Reporter

INTRODUCTORY REMARKS

Mr. Charles E. Poston, Rector, called the Executive Committee meeting to order at 3:30 p.m.

APPROVAL OF MINUTES

Recognizing that a quorum was present, Mr. Poston made a motion to approve the minutes of the April 24, 2024, and May 17, 2024, meetings. The motion was seconded by Ms. Ardine Williams and approved by voice vote.

GENERAL AND COMMITTEE REPORTS

Mr. Poston asked Mr. Michael J. Fox, Secretary to the Board of Visitors, to summarize the Board meeting schedule for the week.

Mr. Poston called on the Committee chairs to provide a brief overview of their respective committee's agenda for the September meeting.

Ms. Barbara L. Johnson provided an overview of the Committee on Academic Affairs agenda.

Ms. Stephen J. Huebner provided an overview of the Committee on Audit, Risk and Compliance agenda.

Mr. C. Michael Petters provided an overview of the Committee on Financial Affairs agenda.

Ms. Williams provided an overview of the Committee on Administration, Buildings and Grounds agenda.

Mr. Kendrick F. Ashton, Jr. provided an overview of the Committee on Institutional Advancement agenda.

Mr. John P. Rathbone provided an overview of the Richard Bland College (RBC) Committee agenda.

Ms. Laura Keehner Rigas provided an overview of the Committee on the Student Experience agenda.

Mr. Poston asked Ms. Carrie S. Nee, University Counsel, to provide an overview of **Resolution HC-1 (appended)**, Adoption of the 2024-2025 Policy for Participation of Board of Visitors Members in Meetings by Electronic Means of Communication. Ms. Nee highlighted changes made to the Virginia Code regarding the policy and noted that it is now a requirement for the Board to adopt this policy annually. Mr. Poston said that Resolution HC-1 had been brought before the Executive Committee for adoption in the event a Board member needed to participate electronically in any of the week's meetings. He noted that the resolution would also be brought before the full Board on Friday for adoption. Ms. Nee noted that moving forward the policy would be brought to the full Board during the annual retreat for adoption.

Mr. Poston asked for a motion to adopt **Resolution HC-1**. Motion was made by Mr. Ashton, seconded by Mr. Petters and approved by voice vote.

CLOSED SESSION

Ms. Williams moved the Executive Committee convene into closed session pursuant to Virginia Code Sections: §2.2-3711.A.1 for consideration of the performance of the President of William & Mary and the members of the cabinet/leadership teams; and §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 – 8-0 – conducted by Mr. Fox.

At that time members of the Committee, President, Provost, University Counsel, Senior Vice President for Student Affairs, Senior Vice President for University Advancement, Director of Athletics, Chief of Staff, Executive Vice President for Finance & Administration, and Secretary to the Board of Visitors entered the closed session meeting at 3:45 p.m.

RECONVENED OPEN SESSION

Following the closed session, the Committee returned to open session at 4:02 p.m. Ms. Williams 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. Huebner and approved by roll call vote – 8-0 – conducted by Mr. Fox.

YEAR OF STRATEGIC PRE-PLANNING

Dr. Katherine A. Rowe, President of William & Mary, announced that she has asked Institutional Advancement to coordinate a year of strategic planning as the university moves through its final two years of Vision 2026. She said that Project Plan FY25 (“the Project”) will lay the groundwork for socializing goals and engaging the campus in strategic planning. She provided an overview of the timeline for the Project and noted that all Board committees will be working in concert to secure national preeminence. *The handout provided to the Executive Committee is **appended**.*

CLOSED SESSION

Ms. Williams moved the Executive Committee convene into closed session pursuant to Virginia Code Sections: §2.2-3711.A.1 for consideration of the performance and terms of appointment of the Presidents of William & Mary and Richard Bland College and the members of their cabinet/leadership teams; §2.2-3711.A.1 for consideration of the appointment of individual academic administrators and for evaluation of the performance of departments within university operations where discussion will necessarily involve evaluation of the performance of specific individuals; §2.2-3711.A.8 for consultation with legal counsel regarding litigation risks and regulatory compliance; §2.2-3711.A.9 for discussion of fundraising activities to be performed by the institution; and § 2.2-3711.A.19 for discussion of plans to address specific cybersecurity threats and vulnerabilities and actions taken by IT staff to respond to such threats. Motion was seconded by Mr. Huebner and approved by roll call vote – 8-0 – conducted by Mr. Fox.

At that time members of the Committee, President, Provost, University Counsel, Senior Vice President for University Advancement, and Executive Vice President for Finance & Administration entered the closed session meeting at 4:08 p.m.

RECONVENED OPEN SESSION

Following the closed session, the Committee returned to open session at 4:52 p.m. Ms. Williams 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 Ms. Rigas and approved by roll call vote – 8-0 – conducted by Mr. Fox.

Mr. Huebner made a motion to approve and recommend what was discussed in closed session related to presidential compensation to the full Board. The motion was seconded by Ms. Johnson and approved via voice vote.

Mr. Petters made a motion that the Executive Committee establish the Subcommittee on Compensation, approve the proposed charter (**appended**) and recommend it to the full Board. The motion was seconded by Mr. Rathbone and approved via voice vote.

Mr. Poston made a motion that **Resolution 20**, Revisions to the Bylaws of the Board of Visitors, be recommended to the full Board for adoption. The motion was seconded by Ms. Johnson and approved via voice vote.

ADJOURNMENT

There being no further business, Mr. Poston adjourned the meeting at 4:59 p.m.

ADOPTION OF THE 2024 -2025 POLICY FOR PARTICIPATION OF BOARD OF VISITORS MEMBERS IN MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION

WHEREAS, in September 2022, the Board adopted the “Board of Visitor Policy for Conducting Meetings by Electronic Means of Communication” (the Electronic Meeting Policy) in accordance with the Virginia Freedom of Information Act, Va. Code §2.2-3708.3; and

WHEREAS, Chapters 610 and 617 of the 2024 Virginia Acts of Assembly adopted recommendations from the Virginia Freedom of Information Advisory Council clarifying the application of the Electronic Meeting Policy to the voting rights of Board members and to Board members with disabilities or who serve as caregivers to certain family members with disabilities; and

WHEREAS, Chapters 56 and 129 of the 2024 Virginia Acts of Assembly increased the potential number of all-virtual meetings that a public body may have in a calendar year and addressed how to treat an individual member’s loss of audio or visual access during such a meeting; and

WHEREAS, the Virginia Freedom of Information Act (Va. Code §2.2-3708.3.D) now requires that the Board review and adopt its Electronic Meeting Policy on an annual basis; and

WHEREAS, the proposed 2024-25 Board of Visitor Policy for Conducting Meetings by Electronic Means of Communication updates the Electronic Meeting Policy to reflect recent changes in applicable law.

RESOLVED, That the William & Mary Board of Visitors adopts the 2024-25 version of the Electronic Meeting Policy effective immediately.

2024 -2025 POLICY FOR PARTICIPATION OF BOARD OF VISITORS MEMBERS IN MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION

Participation by members of the Board of Visitors in meetings through electronic means of communication may occur in the following ways:

- A. The Board and any of its committees separately may conduct all-virtual public meetings in which all who participate do so remotely, provided that the following requirements are met:
 1. Designation of an all-virtual meeting and the electronic communication means by which members of the public may access the meeting are disclosed in the public notice of the meeting, as well as a statement that the method by which the Board or committee of the Board chooses to meet shall not be changed unless the Board or committee of the Board provides a new meeting notice that complies with the provisions of Va. Code § 2.2-3707.
 2. The electronic communication means used for an all-virtual meeting must allow the public to hear all members of the Board or committee participating in the meeting and, when audio-visual technology is available, to see the members of the Board or committee as well. When audio-visual technology is available, a Board member shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails.
 3. Any interruption of audio or video in the means of electronic communication shall result in a suspension of action at the meeting until repairs are made and public access is restored. The public notice of the meeting shall include a telephone number or other live contact information to alert the Board or committee if the audio or video transmission fails.
 4. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting shall be made available to the public in electronic format at the same time that such materials are provided to members of the public body.
 5. If the all-virtual meeting is a meeting in which public comments are customarily received, the public must be afforded the opportunity to comment through electronic means, including by way of written comments.
 6. The minutes of an all-virtual meeting specify that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

7. No more than two members of the Board or committee may be together in one remote location unless that remote location is open to the public to physically access it.

The Board or any individual committee may not convene an all-virtual meeting under the following conditions: i) more than two times per calendar year or 50% of the meetings held per calendar year rounded up to the next whole number, whichever is greater; or ii) consecutively with an all-virtual meeting.

- B. Additionally, and subject to the requirements below and in Section C, an individual member may participate in a Board or committee meeting by electronic communication means if a quorum of the Board is physically assembled and in advance of the meeting the member notifies the Rector or respective committee chair and the Secretary to the Board that he or she is unable to attend the meeting due to i) the member's own disability or medical condition, or the member's need to care for a family member due to the family member's medical condition; or ii) a personal matter.
 1. The Board or committee member's location need not be open to the public; however, when requesting remote participation, the member must identify with specificity the reason for not attending in person and the remote location for participation.
 2. The Rector or committee chair must approve the request to participate by electronic communication means. All requests will be assessed in accordance with the guidelines set forth herein as applied to the membership in its entirety and without regard for the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting
 3. The Board or committee shall record in its minutes the reason for not attending the meeting in person and the remote location from which the member participated. The location may be described in the minutes in general terms. If the request to participate by electronic communication means is disapproved by the Rector or relevant committee chair, such disapproval shall be recorded in the minutes with specificity.

Such remote participation by a member for a personal matter shall be limited each calendar year to two meetings or 25% of the meetings held per calendar year, rounded up to the next whole number, whichever is greater.

For purposes of determining whether a quorum of the Board is physically assembled, when individual Board members use remote participation because they are a person with a disability as defined in Va. Code §51.5-40.1 or are a caregiver as

defined in Va. Code §2.2-3701, they count toward the quorum as if they were physically present.

These provisions regarding remote participation of individual Board members apply to meetings of the full Board and to each of its committees separately.

C. Nothing in this policy prohibits or restricts any individual Board member who is participating in an all-virtual meeting or using remote participation from voting on matters before the Board or committee.

D. Provision of Electronic Access to the Public

1. The public shall be provided with real-time electronic access to witness regularly-scheduled meetings of the full Board held in the usual meeting location. "Witness" shall mean to observe or listen.
2. "Real-time electronic access" shall mean that members of the public can witness the meeting from the beginning until adjournment of any part of the meeting that is not a "closed meeting" pursuant to Va. Code § 2.2 - 3711.
3. Real-time electronic access may be provided through video or audio livestream. Live-streamed video must comply with the *Americans with Disabilities Act* (ADA) and Section 508 of the *Rehabilitation Act of 1973*.

Project Plan, W&M BOV FY25

Vision 2026 → Long Term Strategic Planning

Committee	Sep BOV	Nov BOV	Feb BOV	Apr BOV	Summer BOV July
Executive Committee <i>Governance</i>	<ul style="list-style-type: none"> Project plan FY25 Closed: Strategic alignments 2024-2027 				BOV: review work and charge to President: <ol style="list-style-type: none"> Overarching strategy claim, based on the year's work Problem statements to solve for in future strategic planning ROI and associated measures
Institutional Advancement <i>Pre-planning</i>	<ul style="list-style-type: none"> Pre-planning goals, timeline Charges to AA, FA, SA 	Strategy mapping exercise: Vision 2026	Joint BOV meeting session: share strategy map of Vision 2026, draft strategy claims	Synthesize strategy claims into overarching claims, measures, and problem statements to solve for	
Academic Affairs <i>Pre-planning</i>		Accept charge from IA, Strategy mapping	Draft strategy claims re academic ROI and measures		
Financial Affairs <i>Pre-planning</i>		Accept charge from IA, Strategy mapping	Assess alignment of strategy and financing model		
Student Affairs <i>Pre-planning</i>	Process and goals for Athletics strategic review	Accept charge from IA, Strategy mapping	Draft strategy claims re student experience ROI, and measures		
ABG <i>Vision 2026: Evolve to Excel</i>	Business modernization Campus planning H&D Reaccreditation				
Audit <i>Vision 2026: Evolve to Excel</i>	ERM Business modernization Compliance Cybersecurity Campus safety <i>As needed, send charges to other committees and management</i>				

Project Plan FY25

Continuing from our generative work at the July Retreat, the president has asked Institutional Advancement to coordinate a year of strategic pre-planning as we move through the final two years of Vision 2026. Pre-planning in FY25 will lay the groundwork for socializing goals and engaging the campus in strategic planning.

Goal: begin a shift in institutional culture and practice from near-term, limited-term planning to a longer horizon and an iterative planning mode.

The BOV will be engaged in two different streams of strategy work:

- Two committees (ABG, Audit) track and validate key initiatives under Vision 2026. This is a crucial year for institutional evolution in our business processes and campus planning.
- Four committees initiate pre-planning, as per the flowchart on reverse:
 - September: Institutional Advancement set goals for the years, convey queries and charges to AA, FA, and SA.
 - November: IA, AA, FA, and SA engage in “Strategy Mapping” exercises using Vision 2026 as a model.
 - Feb: IA engages the joint boards in similar work, sharpening strategy claims
 - April IA will synthesize inputs from February and from the other committees
 - July: the full Board will review the work and charge the president with 1) pursuing an overarching strategy claim, based on the year’s work; 2) Specific problem statements with respect to academic distinctiveness, student outcomes, and W&M’s financial model based on the year’s work.
 - These problem statements will guide management work and campus planning between 2026-2027, leading to the next W&M strategic plan
- Much additional work will happen as well in each committee through the year! This is one, critically important workflow.

Institutional Strategy Work Plan, FY24-FY27

	F 24	S 25	July 25	F 25	S 26	July 26	F 26	S 27	F 27			
VISION 2026	<i>IMPLEMENTATION</i>				<i>TRANSITION TO NEXT STRATEGY FRAMEWORK</i>							
	<i>Democracy (CC+VMA)</i>	Civics				CENTENNIAL CELEBRATIONS	VICTORY LAPS	→ Priorities migrate to future strategy and campaign				
	<i>Water (DA)</i>	2026 Events / Media										
	<i>Data (PXA)</i>	Historic Campus Renovation / Bray / Highland			Charter Day HD							
	<i>Careers (KP+EH)</i>	Batten / Homecoming CD HD: Year of Conservation		BS launched	Batten school opens							
					VIMS Campus renovation							
	Hire CDS Dean / CDS curriculum design				Computer Science school opens							
	QEP: <i>Applied Learning for All</i>					QEP 50%						
INSTITUTIONAL STRATEGY	<i>PRE-PLANNING</i>		<i>SOCIALIZATION</i>		<i>CAMPUS BUILD OUT</i>				<i>LAUNCH</i>			
	<i>National Preeminence</i>		BOV charge To Prez	ELT socializes w Vision 2026		Campus engagement across schools and units		STRAT PLAN ANNOUNCEMENT LEADS OUT CAMPAIGN				
	<i>Enrollment</i>			Athletics implementation								
	<i>Revenue</i>			Enrollment strategy implemented								
	Summer expansion planning			Summer semester expansion								
	Brand platform implementation			Marketing implementation								
REACCREDITATION	<i>PLANNING</i>			<i>ON-SITE VISIT</i>		<i>REVIEW DELIVERED</i>			Post-approval priorities			
	QEP: <i>Applied Learning for All</i>					REACCREDITATION FORMALLY COMPLETED						
	Campus Comprehensive Plan											
CAMPAIGN X	<i>LEADERSHIP PHASE</i>								<i>PUBLIC PHASE</i>			
	CDS Dean / Advancement hire		Strategy refined	Faculty PI cohorts						Campaign Launch at Homecoming		
	School Campaign Planning											

Executive Committee - Compensation Subcommittee

Subcommittee Charter

Overview

Pursuant to Article V of the Bylaws of the Board of Visitors, the Compensation Subcommittee is created as a subcommittee of the Executive Committee. The Compensation Subcommittee will propose a comprehensive process to be used for evaluating the performance of the president of each institution. As a component of the evaluation process, the Compensation Subcommittee will review the compensation of each president and recommend any changes to be approved by the Executive Committee and ratified by the Full Board. The Rector may refer matters relating to the administration of presidential employment contracts to the Compensation Subcommittee. The Compensation Subcommittee will be available to consult with the Presidents on succession planning for executive officers, their evaluation and compensation.

Annual duties

- A. Establish and review the overall evaluation and compensation policy for the president.
- B. Review and recommend approval of the goals, metrics, and objectives relevant to the compensation for each president, including annual performance objectives.
- C. Recommend the annual compensation package of the president.