

MINUTES

Meeting of the Board of Visitors
The College of William and Mary in Virginia

September 16-17, 2004

The Board of Visitors of The College of William and Mary in Virginia met in the Board Room in Blow Memorial Hall on the campus in Williamsburg on Thursday and Friday, September 16-17, 2004.

The ad hoc Committee on Restructuring, the Committees on Academic Affairs, Development and Alumni Affairs, Buildings and Grounds, and Student Affairs met in the Board Room and Board Conference Room on Thursday, September 16. On Friday, September 17, the Richard Bland College Committee and the Committees on Audit, Honorary Degrees, Financial Affairs and Athletics met in the Rector's Office, the Board Conference Room and the Board Room, prior to the full Board meeting.

Those present on Thursday, September 16, were:

Hunter B. Andrews	Jeffrey L. McWaters
Robert A. Blair	Joseph J. Plumeri, II
Janet M. Brashear	Anita O. Poston
Thomas E. Capps	Michael K. Powell
John W. Gerdelman	Barbara B. Ukrop
Sarah I. Gore	Henry C. Wolf
R. Philip Herget III	Faculty representative: Robert B. Archibald
Susan A. Magill, Rector	Student representative Edward J. Rice
Suzann W. Matthews	

Absent: William P. Barr
Lawrence S. Eagleburger

Others present were:

Timothy J. Sullivan	Karen R. Cottrell
P. Geoffrey Feiss	Edward C. Driscoll, Jr.
Dennis W. Cross	Michael J. Fox
Stewart H. Gamage	Gary A. Kreps
Samuel E. Jones	Michael L. Stump
Anna B. Martin	William T. Walker, Jr.
W. Samuel Sadler	Richard A. Williamson
	Sandra J. Wilms

Also present were members of the William and Mary Faculty Liaison Committee.

Rector Susan Magill convened the Board in the Board Room as a committee of the whole at 10:55 a.m. for the discussion with the presidential search consultants. The Rector briefly reviewed recent actions of the Presidential Search Committee, noting that the committee

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had met twice and had hired the consulting firm of Isaacson, Miller of Boston and Washington, DC to assist in identifying qualified candidates. She noted that the Search Office was open in the Board Conference Room and a website had been set up. The Rector introduced Barbara Stevens, Vice President and Director of Isaacson, Miller; Emeritus Professor of Government Donald Baxter, who is serving as Advisor to the Committee, and Administrative Assistant to the Committee Cheryl Corvello. The Rector commented on the several meetings and forums with leadership groups, faculty, students, staff and alumni to hear their concerns, hopes and aspirations for William and Mary and the new president, and to develop a challenge statement to send to prospective candidates.

Barbara Stevens introduced her assistant, Sean Farrell, and discussed the process underway, noting that the purpose of the various meetings was to get to know the campus community. Ms. Stevens stated that the challenge statement document would cover a number of areas, including the mission and history of the College, the context of this search, challenges next president will face, the qualities would like to see in the next president. She noted that the consultants were working closely with a subcommittee of the Search Committee to put together this document, which will then be shared with the full committee. It will be a public document and will be posted on the website.

Ms. Stevens briefly outlined the various steps, providing an overview of the search time line. She noted that the goal was to find the right person and stressed that references were a very important part of the process. She stated that the challenge statement sets the strategic path for the search.

The Rector briefly discussed comments from the various groups. Noting a concern had been raised because no classified staff member was on the Search Committee, the Rector advised that one or two members of the Committee would meet with classified employees each month to keep them informed.

The meeting was opened for comments from members of the Board. The discussion was led by Ms. Stevens.

Following the comment period, the Rector reported that the Board would need to give a formal charge to the Search Committee and distributed a draft. She particularly noted the proposed deadline and the number of candidates to be brought to the Board. She advised that the charge resolution would be formally presented for action at the Board meeting on Friday. A brief discussion ensued.

At 11:50 a.m. the Board recessed to lunch. The Rector reconvened the full Board in the Board Room at 1:20 p.m.

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Those present were:

Hunter B. Andrews	Jeffrey L. McWaters
Robert A. Blair	Joseph J. Plumeri, II
Janet M. Brashear	Anita O. Poston
Thomas E. Capps	Michael K. Powell
John W. Gerdelman	Barbara B. Ukrop
Sarah I. Gore	Henry C. Wolf
R. Philip Herget III	Faculty representative: Robert B. Archibald
Susan A. Magill, Rector	Student representative Edward J. Rice
Suzann W. Matthews	

Absent: William P. Barr
Lawrence S. Eagleburger

Others present were:

Timothy J. Sullivan	Jackson Sasser
Samuel E. Jones	Michael L. Stump
W. Samuel Sadler	William T. Walker, Jr.
Frances Bradford	Richard A. Williamson
Edward C. Driscoll, Jr.	Sandra J. Wilms
Michael J. Fox	

Also present were members of the William and Mary Faculty Liaison Committee.

The Rector welcomed the three new Board members: Robert Blair, Janet Brashear and Phil Herget, and noted that two other members of the Board had recently received special honors: a portrait of Senator Hunter Andrews was hung in the State Capitol yesterday and in mid-October Joe Plumeri will be honored by the National Italian American Foundation.

In his opening remarks, President Sullivan reported on the chartered universities initiative. The President noted The Campaign for William and Mary is on track and expressed confidence that it will be successful.

The Rector moved that, pursuant to Section 2.2-3711.A. 8., of the Code of Virginia, the meeting be closed in order to discuss matters pertaining to gifts, bequests and fund raising activities. Motion was seconded by Mr. Plumeri and approved by voice vote. The observers were asked to leave the room and the Board went into closed session at 1:29 p.m.

The Board reconvened in open session at 1:55 p.m. The Rector reviewed the topics discussed and asked for a motion to adopt the **Resolution** certifying the closed session

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was held in compliance with the Freedom of Information Act. Motion was made by Ms. Ukrop, seconded by Ms. Poston and approved by roll call vote of the Board members by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

The Board moved into committees. At 3:40 p.m. the Rector convened the Board in the Board Room as a committee of the whole.

Those present were:

Robert A. Blair	Joseph J. Plumeri, II
Janet M. Brashear	Anita O. Poston
John W. Gerdelman	Michael K. Powell
Sarah I. Gore	Barbara B. Ukrop
R. Philip Herget III	Henry C. Wolf
Susan A. Magill, Rector	Faculty representative: Robert B. Archibald
Suzann W. Matthews	Student representative Edward J. Rice
Jeffrey L. McWaters	

Absent: Hunter B. Andrews	Thomas E. Capps
William P. Barr	Lawrence S. Eagleburger

Others present were:

Timothy J. Sullivan	Edward C. Driscoll, Jr.
P. Geoffrey Feiss	Michael J. Fox
Stewart H. Gamage	Michael L. Stump
Samuel E. Jones	William T. Walker, Jr.
Anna B. Martin	Sandra J. Wilms
W. Samuel Sadler	

Also present were Dean of the Faculty of Arts and Sciences Carl Strikwerda, Dean/Director of the Virginia Institute of Marine Science/School of Marine Science John T. Wells and members of the William and Mary Faculty Liaison Committee.

Chair of the Committee on Academic Affairs Michael Powell introduced Provost P. Geoffrey Feiss, who provided a brief overview on the freshman class. The Provost noted that faculty morale had improved and stated the new faculty were a distinguished group. He announced that Board member Suzann Matthews had presented a gift to support the faculty research program, noting that Vice Provost Dennis Manos has plans for a faculty research development program. The Provost welcomed the Vice Provost and the new Dean of Arts and Sciences.

Following his report, Provost Feiss introduced Jason McDevitt, Director of Technology Transfer Program in the Office of Economic Development. Mr. McDevitt reported on

technology transfer and intellectual property policy at William and Mary. A brief discussion ensued.

Mr. Powell introduced Faculty Assembly Vice President and Chair of the Faculty Liaison Committee Professor James Beers. Professor Beers reported that part one of the Faculty Survey had been discussed last fall and introduced Professor Katherine Kulick to discuss Part 2. Professor Kulick thanked the Board for addressing two of the top three priorities identified in part one of the survey. She noted that this report focused on space and technology issues and reviewed the results in detail. A brief discussion ensued.

The **Committee on Student Affairs** convened at 4:35 p.m. Ms. Matthews presided as chair.

Vice President for Student Affairs Sam Sadler reported on orientation and provided an update on the Student Health Center accreditation effort. He advised that in July the College was notified by the American Association of Ambulatory Health Centers that the Health Center was given the highest level of accreditation and was also being recognized nationally. Mr. Sadler introduced the Director of the Health Center, Dr. Gail Moses, and advised that she was asked to join the Association as one of its assessors. Mr. Sadler reported on the creation of an e-mail based web calendar of events called "Student Happenings" which will be published bi-weekly to provide current information about happenings on campus. Mr. Sadler expressed his appreciation for the budget approved in April by the Board, noting that additional support had been given to sports clubs as well as late night social programming on campus, volunteer service programs and a new initiative to expand leadership opportunities. He thanked Ms. Matthews for her generous match of that amount.

Mr. Sadler reviewed campus safety in the event of an emergency, based on a checklist developed by the Association of Governing Boards. A brief discussion ensued.

Mr. Sadler introduced Thomas Gates, Student Assembly Secretary of Public Affairs, and Board of Visitors Liaisons Allison Biggs and George Srour. Ms. Biggs and Mr. Srour provided an update on recent student activities. Ms. Matthews introduced Student Assembly Vice President Kelly Porrell.

The Board recessed at 5:12 p.m.

On Friday, September 17, 2004, the Board committees reconvened at 7:30 a.m. The Richard Bland College Committee and the Committee on Financial Affairs met in the Board Room; the Committees on Audit met in the Board Conference Room and the Committee on Honorary Degrees met in the Rector's Office.

At 10:40 a.m. the Vice Rector convened the Board in the Board Room as a committee of the whole.

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Those present were:

Hunter B. Andrews	Suzann W. Matthews
Robert A. Blair	Jeffrey L. McWaters
Janet M. Brashear	Joseph J. Plumeri, II
Thomas E. Capps	Anita O. Poston
John W. Gerdelman	Michael K. Powell
Sarah I. Gore	Henry C. Wolf
R. Philip Herget III	Student Representative Edward J. Rice
Susan A. Magill, Rector	

Absent: William P. Barr
Lawrence S. Eagleburger
Barbara B. Ukrop

Others present:

Timothy J. Sullivan	Edward C. Driscoll, Jr.
P. Geoffrey Feiss	Michael Fox
Stewart H. Gamage	Jackson N. Sasser
Samuel E. Jones	Michael L. Stump
Anna B. Martin	William T. Walker, Jr.
W. Samuel Sadler	Richard A. Williamson
Frances C. Bradford	Sandra J. Wilms
Carolyn R. Cook	

Also present were Richard Bland College President James B. McNeer, Provost Vernon R. Lindquist and Dean of Administration and Finance Russell E. Whitaker, Jr. and members of the William and Mary Faculty Liaison Committee.

Mr. Gerdelman presided as chair of the **Committee on Athletics**.

Director of Athletics Terry Driscoll recapped the 2003-2004 season and provided an update for Fall 2004. Vice President for Student Affairs Sam Sadler briefly reviewed the NCAA Certification process currently underway, noting that Mr. Gerdelman was a member of the Steering Committee. Mr. Sadler reported that the draft report would be available on the website for public comment by the end of October with the report to the NCAA expected by February. Mr. Driscoll reported on departmental projects, briefly reviewed upcoming special events and presented a short quiz on athletics facts.

There being no further business, the committee adjourned at 10:58 a.m.

Following a short break, the Rector called the meeting of the full Board to order in the Board Room at 11:10 a.m.

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Those present were:

Hunter B. Andrews	Suzann W. Matthews
Robert A. Blair	Jeffrey L. McWaters
Janet M. Brashear	Joseph J. Plumeri, II
Thomas E. Capps	Anita O. Poston
John W. Gerdelman	Michael K. Powell
Sarah I. Gore	Henry C. Wolf
R. Philip Herget III	Student Representative Edward J. Rice
Susan A. Magill, Rector	

Absent: William P. Barr
Lawrence S. Eagleburger
Barbara B. Ukrop

Others present:

Timothy J. Sullivan	Edward C. Driscoll, Jr.
P. Geoffrey Feiss	Michael Fox
Stewart H. Gamage	Jackson N. Sasser
Samuel E. Jones	Michael L. Stump
Anna B. Martin	William T. Walker, Jr.
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Also present were Richard Bland College President James B. McNeer, Provost Vernon R. Lindquist and Dean of Administration and Finance Russell E. Whitaker, Jr. and members of the William and Mary Faculty Liaison Committee.

The Rector asked for any corrections to the minutes of the annual meeting on April 29-30, 2004, and the called meeting on July 8, 2004. Hearing none, the Rector asked for a motion to approve the minutes as distributed. Motion was made by Mr. Plumeri, seconded by Ms. Gore and approved by voice vote.

The Rector suspended the agenda and called on Mr. Wolf, chair of the ad hoc **Committee on Restructuring** for a report on the chartered universities initiative.

Mr. Wolf thanked the Rector for his appointment to chair the committee, noting the charter initiative was an enormous challenge and one of great opportunities. He reported that the Committee had been briefed earlier by Provost Feiss and Vice Presidents Jones and Gamage and had reviewed the draft charter agreement. He noted that the public colleges and universities in the Commonwealth represent an enormous asset and this initiative presents an enormous opportunity. It is of critical importance to the community and the

region. William and Mary is a unique institution and it is critically important to find a vision to preserve and enhance it, which is the objective of this committee. He expressed his belief that the transformation from a public to a chartered college would be worth the efforts.

President Sullivan observed that the chartered universities initiative is vitally important to the future of all institutions of public higher education in the Commonwealth. He noted that the challenges faced by all of the institutions are the same, only to a different degree. We live in a national and global marketplace and must compete effectively in that marketplace and work cooperatively with all institutions. The President stated that this initiative would result in a different kind of public university with the ability to manage locally and plan long-term.

Provost Feiss introduced the chartered universities initiative as an effort to re-think public higher education. He reported on the College community participation and communication with the administration, staff and leadership boards, noting that a website had been set up with public documents, questions, feedback line and telephone numbers.

Vice President for Finance Sam Jones provided an overview of the charter agreements and discussed the components of the William and Mary draft charter. Vice President for Public Affairs Stewart Gamage focused on critical policy questions and a brief discussion ensued regarding how to lay the groundwork with the General Assembly. Mr. Wolf stated that it was important to mobilize everyone who has an interest in this project.

A general discussion of legislative lobbying efforts to be undertaken and a discussion of strategy ensued.

The Rector moved that, pursuant to Section 2.2-3711.A.1., 3., 7., 8. and 10., of the Code of Virginia, the meeting be closed in order to discuss matters pertaining to specific personnel, the consideration of contracts, tenure and leaves; to discuss matters pertaining to the acquisition of real property for a public purpose; consultation with legal counsel and briefings by staff members pertaining to actual or probable litigation; to discuss matters pertaining to gifts, bequests and fund raising activities; and to discuss matters pertaining to the consideration of honorary degrees. Motion was seconded by Mr. McWaters and approved by voice vote. The observers were asked to leave the room and the Board went into closed session at 12:06 p.m.

The Board reconvened in open session at 12:25 p.m. The Rector asked for a motion to adopt the **Resolution** certifying the closed session was held in compliance with the Freedom of Information Act. Motion was made by Ms. Poston, seconded by Ms. Brashear and approved by roll call vote of the Board members by Secretary to the Board Michael Fox. (Certification **Resolution** is appended.)

Mr. Powell reported for the Committee on Academic Affairs, noting that the Committee had heard a discussion of the tenure process. Mr. Powell moved as a block the adoption of **Resolution 1**, Appointments to Fill Vacancies in the Instructional Faculty; **Resolution 2**, Appointments to Fill Vacancies in the Professional Faculty; **Resolution 3**, Confirmation of Academic Tenure; **Resolution 4**, Designated Professorships, and **Resolution 5**, Faculty Leaves of Absence, as discussed in closed session. Motion was seconded by Mr. Wolf and approved by voice vote.

Mr. Powell moved adoption of **Resolution 6**, Faculty Compensation Plan for the Fiscal Year 2004-2005. Motion was seconded by Mr. McWaters and approved by voice vote.

Mr. Plumeri reported for the Committee on Development and Alumni Affairs, noting that the Committee had been brought up to date on the Campaign and had discussed ways to improve the process. The Committee heard an update on the search for the Executive Vice President of the Alumni Association, which has nine finalists, and the upcoming Leadership Assembly and Homecoming events.

Mr. Plumeri moved adoption of **Resolution 7**, Establishment of the Virginia P. Mister Walker Endowment. Motion was seconded by Mr. Wolf and approved by voice vote.

Mr. McWaters reported for the Committee on Buildings and Grounds. The Committee discussed the new construction, noting there will be a great deal of disruption but care will be taken to manage it. The administration will continue to work to keep the community informed. Mr. McWaters advised that the Committee had asked staff to begin the process to name the new dormitory, possibly as a major gift opportunity. He advised that the following members of the Committee have been asked to monitor the following areas: Ms. Ukrop will focus on Ash Lawn and continue to serve as a member of the Design Review Board; Mr. Gerdelman will focus on Project MAST and Ms. Poston will monitor the construction management process.

Mr. McWaters advised that the Committee had heard an informative report from an alumnus, Captain John H. Garrett, Jr. USN (Ret.), Class of 1940, on a proposed Memorial Garden to be located near the Wren Building. Mr. McWaters advised that the Committee would be looking into this proposal further.

Mr. McWaters asked for a motion to adopt **Resolution 8**, Resolution of the Board of Visitors of The College of William and Mary in Virginia: Pooled 9(d) Bond. Motion was made by Mr. Plumeri, seconded by Mr. Gerdelman and approved by voice vote.

In the absence of Ms. Ukrop, Ms. Matthews reported for the Richard Bland College Committee. She introduced Provost Vernon Lindquist, faculty representative Professor LeAnn Binger and student representative Michelle Thompson.

President McNeer reported that fall enrollment increased 4.84%; work continues on the Master Site plan and residential housing; looking forward to the Board on campus on November 18; College has again met all financial management standards; pleased to have new provost, unanimous recommendation by search committee.

Ms. Matthews moved adoption of **Resolution 9**, Appointment of Provost and Dean of Faculty. Motion was seconded by Ms. Gore and approved by voice vote. On behalf of the Board, Ms. Matthews officially welcome Provost Lindquist.

Ms. Matthews reviewed **Resolution 10**, Faculty Compensation Plan and Plans for Compensation and Personnel Administration for Administrative and Professional Faculty; and **Resolution 11**, Master Site Plan Revision, and asked for a motion to adopt these two resolutions as a block. Motion was made by Ms. Brashear, seconded by Mr. McWaters and approved by voice vote.

In the absence of Mr. Capps, Mr. Blair reported for the Committee on Audit. He advised that Director of Internal Audit Michael Stump had reported on projects underway and the Project MAST implementation was going very well. Mr. Blair stated that the Committee had discussed the lateness by the state of the audit reports, commenting that fifteen months was unacceptable in any corporation. Although the delay was no fault of the state and no problems were identified, the Auditor of Public Accounts should do better. It was the suggestion of the Committee that the college presidents get together to encourage the Auditor of Public Accounts to do better.

Mr. Blair asked for a motion to adopt **Resolution 12**, Office of Internal Audit Charter. Motion was made by Ms. Gore, seconded by Mr. Wolf and approved by voice vote.

Mr. Andrews reported for the Committee on Financial Affairs. He noted that the Auditor of Public Accounts had reported to the Committee this time but in the future would report to the Committee on Audit. In addition, the Auditor of Public Accounts agreed to contact Vice President Sam Jones and Chair of the Committee on Audit Tom Capps should anything come up. The delay of the audit was a lack of auditors.

Mr. Andrews reported that the investment managers from Wachovia had made a detailed presentation and Mr. Gerdelman will ask the Endowment Association for a similar presentation for informational purposes at a future meeting.

Mr. Andrews advised that the Committee had discussed operating budget amendments for both William and Mary and the Virginia Institute of Marine Science, and in order to place the amendments into consideration for the upcoming General Assembly session, the Committee recommended approval of those items.

The Rector noted that under the revised *Bylaws*, resolutions not circulated in advance of the meeting may only be considered upon recommendation of the Rector, the President or

by a two-thirds vote of the Board. The Rector approved introduction of **Resolution 14** and **Resolution 15**.

Mr. Andrews moved the adoption of **Resolution 14**, College of William and Mary 2004-06 Operating Budget Amendments. Motion was seconded by Mr. Wolf and approved by voice vote. (**Resolution 14 is appended**).

Mr. Andrews moved adoption of **Resolution 15**, Virginia Institute of Marine Science 2005 Operating Budget Amendments. Motion was seconded by Mr. Wolf and approved by voice vote. (**Resolution 15 is appended**).

Ms. Magill moved the adoption of the report of the Committee on Honorary Degrees as given in closed session. Motion was seconded by Mr. Gerdelman and approved by voice vote.

There was no old business.

Under new business, the Rector asked for a motion to adopt **Resolution 13**, Charge to the Presidential Search Committee. Motion was made by Mr. Blair, seconded by Mr. McWaters and approved by voice vote. (**Resolution 13 is appended**).

The Rector reported that Mr. McWaters had suggested the date for the meeting in April 2005 be changed in order to removed a conflict with other business matters. In addition, the Rector noted that in 2004 and 2005 the April meeting date falls on the last day of classes, which is a very busy time on campus. She proposed changing the date in 2005 to April 21-22, a week earlier to resolve both conflicts. There were no objections. Secretary to the Board Michael Fox advised that future April meetings would be scheduled during the third week of the month whenever possible. Mr. Fox reminded Board members of the dedication of Lamberson Hall at the Muscarelle Museum following lunch.

There being no further business, the Board adjourned at 12:50 p.m.