



**MEETING MINUTES  
UNIVERSITY OF MARY WASHINGTON  
BOARD OF VISITORS  
NOVEMBER 15-16, 2018**

All meetings were held in the Minor Board Room at the Jepson Alumni Executive Center.

**1. THURSDAY, NOVEMBER 15, 2018**

**2. 12:00 P.M., OPTIONAL LUNCH**

Members of the Board of Visitors and President Paino gathered for lunch in the Rectors Gallery prior to the Board of Visitors Audit Committee meeting. No University business was conducted.

**3. 1:00 P.M., BOARD OF VISITORS AUDIT COMMITTEE  
PROCESS FOR INTERNAL AUDITOR**

**Committee Members Present:** Rhonda S. VanLowe, Chair; Allida M. Black, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, Leopoldo J. Martínez, Heather M. Crislip '95, Rector and ex-officio

**Committee Member Absent:** Patricia G. McGinnis '69

**Other Board Member Participating:** Davis C. Rennolds '06

**Also present:** Troy D. Paino, President; Jeffrey W. McClurken '94, Chief of Staff and Clerk, Board of Visitors

**A. Call To Order:**

Chair VanLowe called the meeting of the Audit Committee to order at 1:00 p.m. in the Minor Executive Board Room. She stated that the purpose of the meeting was to engage in the interview process for an Internal Auditor.

A motion to go into closed meeting pursuant to Virginia Code Section 2.2-3711(A)(1) to discuss personnel matters related to Internal Audit was made by Dr. Black and seconded by Mr. Hontz.

All present agreed that such a session was necessary and entered closed meeting at 1:02 p.m. All Board members present remained in the closed meeting, along with President Paino and Dr. Jeffrey McClurken, Chief of Staff and Clerk of the Board of Visitors.

At the conclusion of the discussion, Mr. Hontz moved to reenter open meeting. The motion was seconded by Ms. Crislip. All members present approved the motion. The Board reentered open meeting at 5:14 p.m.

The following motion to certify the closed meeting was made by Dr. Black and seconded by Mr. Houck:

**WHEREAS**, the Board of Visitors has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

**WHEREAS**, Section 2.2-3712.D of the *Code of Virginia* requires a certification by the Board of Visitors that such closed meeting was conducted in conformity with Virginia law;

**NOW THEREFORE BE IT RESOLVED** that the Board of Visitors hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board of Visitors.

**Roll Call Vote:**

AYES: Dr. Black, Ms. Crislip, Mr. Hontz, Mr. Houck, Mr. Martínez, Mr. Rennolds, Ms. VanLowe

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Ms. McGinnis

There was no action taken by the Board of Visitors following the closed meeting.

**4. 5:30 P.M., KALNEN INN, DINNER WITH THE PRESIDENT**

**A. Informal Discussion with the President**

**Board Members Present:** Allida M. Black, Sharon S. Bulova, Heather M. Crislip '95, Devon W. Cushman '93, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, Leopoldo J. Martínez, Davis C. Rennolds '06

**Board Members Absent:** Martha G. Abbott '72, Patricia G. McGinnis '69, Deirdre Powell White '91

**Also Attending:** Troy D. Paino, President

Board members dined with President Paino to discuss topics in preparation of the November 16 Board of Visitors meeting.

**5. OPTIONAL CAMPUS EVENING EVENTS**

Board members had the opportunity to attend various public events offered on campus.

**6. FRIDAY, NOVEMBER 16, 2018**

**7. 7:45 A.M., KALNEN INN, BOARD OF VISITORS SOCIAL BREAKFAST**

**Board Members Present:** Allida M. Black, Sharon S. Bulova, Heather M. Crislip '95, Devon W. Cushman '93, R. Edward (Edd) Houck, Leopoldo J. Martínez, Rhonda S. VanLowe

**Board Members Absent:** Martha G. Abbott '72, Edward (Ted) B. Hontz, Patricia G. McGinnis '69, Davis C. Rennolds '06, Deirdre Powell White '91

Board members gathered for breakfast prior to commencement of the Board of Visitors meeting. No University business was conducted at this event.

**8. 8:30 A.M., MINOR BOARD ROOM, BOARD OF VISITORS MEETING CONVENES**

**Board Members Present:** Heather M. Crislip '95, Rector; Devon W. Cushman '93, Vice Rector; Rhonda S. VanLowe, Secretary; Allida M. Black, Sharon S. Bulova, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, At-Large Member; Leopoldo J. Martínez, Deirdre Powell White '91

**Board Member Participating by Teleconference:** Patricia G. McGinnis '69 (via teleconference, 8:49 a.m.-10:57 a.m.)

**Board Members Absent:** Martha G. Abbott '72, Davis C. Rennolds '06

**Also present:** Troy D. Paino, President; Jeffrey W. McClurken '94, Chief of Staff and Clerk, Board of Visitors; Lisa J. Bowling '89, Vice President for Advancement and University Relations; Kimberley Buster-Williams, Vice President for Enrollment Management; Sabrina C. Johnson, Vice President for Equity and Access and Chief Diversity Officer; Juliette Landphair, Vice President for Student Affairs; Nina Mikhalevsky, Provost; Lynne D. Richardson, Vice President for Administration and Finance, CFO; Jeffrey W. Rountree '91, Chief Executive Officer, UMW Foundation; Paul C. Messplay, Executive Director for Budget and Financial Analysis; Mary Beth Mathews, Professor, Religious Studies, and Faculty Athletic Representative; Michael Hall, UMW Chief of Police; Bill Gill, UMW Police Lieutenant; Matthew Borders, UMW Police Sergeant; John Wiltenmuth, Associate Vice President for Facilities Services; Malcolm Holmes, Director of University Marketing; Michael Spencer, Associate Professor and Director, Center for Historic Preservation; John Morello, Associate Provost for Academic Affairs; Kimberly Young, Executive Director for Continuing and Professional Studies; Timothy O'Donnell, Associate Provost, Academic Engagement and Student Success; Julie Smith, Assistant Vice President for Finance and Controller; Audrey Burges, Assistant Attorney General, Education Section; Beth Williams, Executive Director of Human Resources (arrival 1:00 p.m.); Pamela Lowery, President, Staff Advisory Council (arrival 3:00 p.m.); Matthew Good, President, Student Government Association (arrival 2:00 p.m.); Sarah Balenger, President, Honor Council (arrival 2:00 p.m.); Anand Rao, University Faculty Council Chair-Elect (arrival 3:00 p.m.); Zafeer Mobashar, Audio-Visual Technician; Mark Simpkins, Assistant Director of Events, Audio-Visual; Susan B. Worrell, Special Assistant to the President for University Events; Betsy J. Chinn, Deputy Clerk, Board of Visitors

**Participating via Video Stream:** Two guests: Martin Greene and Martin Wilder (8:30 a.m.-11:00 a.m.)

The Board of Visitors met as a Committee of the Whole for the duration of the meeting.

**A. Call to Order**

Rector Crislip called the November 2018 University of Mary Washington Board of Visitors meeting to order at 8:34 a.m.

**B. Welcome and Introductions**

All attendees were welcomed and asked to introduce themselves.

**C. Approval of Minutes**

Draft meeting minutes for the September 27, 2018 Board of Visitors meeting and October 25, 2018 Executive Committee meeting were brought before the Board for approval: [Approval of Meeting Minutes BOV November 2018](#).

**Action Item:**

On a motion made by Mr. Hontz, seconded by Ms. Cushman, the Board of Visitors unanimously approved meeting minutes for September 27, 2018, and October 25, 2018, as presented.

**D. Rector's Report**

Rector Crislip addressed the Board. She remarked that she recently attended meetings of the University's Foundation Board and discussed how the Foundation can help the University. Past Chair of the UMW Foundation Board, Kathy Mehfood, and current Chair, Ed Allison, have offered to meet with the Board at the February Board of Visitors meeting.

Ms. VanLowe and Dr. McClurken were acknowledged and thanked for their work with the search process for the Internal Auditor.

**E. President's Report**

President Paino introduced Professor of Religion Mary Beth Mathews to the Board. Through an internal search process, Dr. Mathews was recently selected as UMW's NCAA Faculty Athletic Representative. The Faculty Athletic Representative is responsible for working with the faculty and administration to support UMW's student athletes and to maintain a high quality athletics program. Dr. Mathews has been a full-time member of the UMW faculty since 2006 and has served in numerous leadership roles.

Vice President for Student Affairs Juliette Landphair announced that the UMW Police Department reached a milestone in the history of the UMW Police. The Department has become only the fifth campus police agency in the Commonwealth to achieve accreditation from the Virginia Law Enforcement Professional Standards Commission (VLEPSC). Out of 340 police agencies in the Commonwealth, only 100 have attained VLEPSC accreditation.

Three officers from the UMW Police Department were introduced, Police Chief Michael Hall, Lieutenant Bill Gill, and Sergeant Matthew Boarders. Chief Hall described the accreditation process and gave credit to the entire police department for their efforts in achieving this level of

professionalism. He especially wanted to acknowledge Lieutenant Gill and Sergeant Boarders, who served as accreditation manager and assistant accreditation manger, respectively. The officers were applauded for accomplishing this high distinction.

Rector Crislip paused the meeting to acknowledge Board member Patricia McGinnis who joined the meeting via teleconference at 8:49 a.m. Ms. McGinnis stated that she was participating via teleconference from Mexico City while on personal business.

President Paino updated Board members on current University activities: [President's Report\\_BOV November 2018](#). He highlighted dashboard indicators that include post-census enrollment variants and retention rates. Undergraduate enrollment figures are strong and the average freshman SAT scores have increased. The University is working with community colleges such as NOVA and Germanna to form seamless pathways to degrees at UMW. Looking forward, a new strategic enrollment management plan will provide a route to generate additional revenue needed to sustain the University in keeping with its Strategic Vision and academic reputation.

Progress toward tracking goals for the president's 2018-2019 strategic vision priorities were discussed as well as a Five-Year Maintenance Plan and major maintenance projects.

Recently, President Paino sent a message to the campus community. The president described progress being made with the Huron Consulting Group. Dr. Jeffrey McClurken will chair a Project Steering Committee that will work with Huron to complete steps leading to a new strategic enrollment management plan by the spring of 2019. This plan will build on UMW's Strategic Vision to develop a plan for enrolling, retaining, and graduating students, and will ultimately provide a path to generating the additional revenue necessary to support the University consistent with its strategic vision and academic reputation. Another important step in the process is to reexamine the university's financial management practices in order to create a system of accountability and budgeting process to allocate resources in areas of greatest need.

Director of Marketing Malcolm Holmes addressed the Board to present a summary of the marketing strategy for the Ten-Year Master Plan. Attractiveness of the campus has been a distinctive feature of the school for decades. In recent years, however, an infrastructure of aging buildings has affected prospective student perceptions. The main focus of the new marketing strategy will be on the positive impact of building and construction at the University over the past and into the next decade.

Associate Vice President for Facilities Services John Wiltenmuth provided the Board with additional information about the Five-Year Deferred Maintenance Plan. He also entertained questions from the Board about capital and pool-funded projects in progress on campus.

President Paino commented on the announcement made by Amazon that its new corporate headquarters, Amazon HQ2, will be located in Crystal City, Virginia and Long Island, New York. He indicated that this could be a great opportunity to collaborate with Germanna Community College and area high schools, as well as George Mason University and Virginia Tech.

**F. Report from Legal Counsel**

A motion to go into closed meeting pursuant to Virginia Code Section 2.2-3711(A)(8) to consult with legal counsel regarding specific legal matters requiring the provision of legal advice pertaining to audit was made by Ms. VanLowe and seconded by Ms. White.

All present agreed that such a session was necessary and entered closed meeting at 9:35 a.m. All Board members present remained in the closed meeting, along with President Paino, Dr. Jeffrey McClurken, Chief of Staff and Clerk of the Board of Visitors, and Ms. Audrey Burges, Assistant Attorney General, Education Section.

At the conclusion of the discussion, Dr. Black moved to reenter open meeting. The motion was seconded by Ms. Cushman. All members present approved the motion. The Board re-entered open meeting at 9:49 a.m.

The following motion to certify the closed meeting was made by Ms. Bulova and seconded by Ms. VanLowe:

**WHEREAS**, the Board of Visitors has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

**WHEREAS**, Section 2.2-3712.D of the *Code of Virginia* requires a certification by the Board of Visitors that such closed meeting was conducted in conformity with Virginia law;

**NOW THEREFORE BE IT RESOLVED** that the Board of Visitors hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board of Visitors.

**Roll Call Vote:**

AYES: Dr. Black, Ms. Bulova, Ms. Crislip, Ms. Cushman, Mr. Hontz, Mr. Houck, Ms. McGinnis,  
Ms. VanLowe, Ms. White

NAYS: None

ABSENT DURING VOTE: Mr. Martínez

ABSENT DURING MEETING: Ms. Abbott, Mr. Rennolds

There was no action taken by the Board of Visitors following the closed meeting.

**G. Written Informational Reports:**

Rector Crislip thanked Cabinet members and others that contributed to the informational reports for their time and effort in providing this information for the Board members to review: [Written Informational Reports BOV November 2018](#).

Cabinet members provided clarification and answered various inquiries from Board members about the reports.

## **9. BOARD COMMITTEE MEETINGS COMMENCE**

The Board of Visitors continued as a Committee of the Whole to fulfill quorum concerns.

## **10. ACADEMIC AND STUDENT AFFAIRS**

**Committee Members Present:** Allida M. Black, Deirdre Powell White '91, Heather M. Crislip '95, ex-officio

**Committee Member Participating via Teleconference:** Patricia G. McGinnis '69, Chair

**Committee Members Absent:** Martha G. Abbott '72, Davis C. Rennolds '06

**Other Board Members Present:** Sharon S. Bulova, Devon W. Cushman '93, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, Leopoldo J. Martínez, and Rhonda S. VanLowe

On behalf of committee chair Patricia McGinnis, Rector Crislip led the Academic and Student Affairs Committee meeting. The meeting commenced at 9:58 a.m.

### **A. Diversity and Inclusion Updates: Campus Environment Committee**

The Vice President for Equity and Access and Chief Diversity Officer's report is attached to the BoardDocs agenda: [VP for Equity and Access and Chief Diversity Officer Report to the BOV November 2018](#).

Vice President Johnson introduced Dr. Michael Spencer. Dr. Spencer serves as Director of the UMW Center for Historic Preservation and also chairs the Campus Environment Presidential Ad Hoc Committee. The committee was established in the fall of 2017, in response to a recommendation from the President's Task Force on Diversity and Inclusion. President Paino charged the Environment Committee to evaluate and conduct an audit of public displays on campus to ensure that UMW's physical environment reflects our student population as well as our values. The committee was also charged to set up the foundation for recommendations to bring before the Board of Visitors based on their survey and analysis.

Dr. Spencer provided a summation of survey results for over 2,000 public displays located on the Fredericksburg, Dahlgren, and Stafford campuses. It took a lot of time to move through the methodology to initially determine where the problems are to being very detailed in what the committee recommendations are. The committee will reach out in the spring to engage the community in identifying itself.

Several Board members commended Dr. Spencer and the committee membership for an impressive presentation. Ms. VanLowe expressed her appreciation for an amazing job. She remarked that, at its core, the university has a history that the committee needs to grapple with and figure out where we're going with this history to make it transparent.

**B. Terms of Agreement: Rector and Visitors Chair**

Provost Mikhalevsky presented draft guidelines for the terms and conditions of the Rector and Visitors Chair: [Terms of Agreement: Rector and Visitors Chair BOV November 2018](#)

Currently, the University of Mary Washington has six endowed chairs. The Rector and Visitors Chair fund is sufficient to endow this chair and appoint a full-time, tenured, and accomplished, member of the faculty.

Rector Crislip called for a motion to approve the donor terms of agreement for the Rector and Visitors Chair.

**Action Item:**

On a motion made by Ms. VanLowe, and seconded by Dr. Black, all Board members present unanimously approved the donor terms of agreement for the Rector and Visitors Chair, as presented.

Provost Mikhalevsky noted that the Rector and Visitors Chair will be assigned to an existing faculty member.

**C. Terms of Agreement: Board of Visitors Faculty Award**

At the Board of Visitors planning retreat held in August 2018, Board members expressed interest in the creation of an endowed faculty award that would be funded by the University of Mary Washington Board of Visitors. Provost Mikhalevsky was asked to draft terms and conditions for this endeavor. [Terms of Agreement: Board of Visitors Award for Faculty Leadership BOV November 2018](#).

Board members discussed the selection procedure and possible times that the award could be presented to the recipient. Vice President for Advancement and University Relations Lisa Bowling reminded Board members that the monetary gift must be received in full prior to a vote by the Board of Visitors to select a recipient. Rector Crislip noted that once the monetary commitment has been fulfilled, the Board will move forward.

**D. Personnel Docket**

Board members had reviewed the Personnel Docket prior to the meeting. There were no questions from the Board regarding the materials.

**Action Item:**

On a motion by Dr. Black, seconded by Ms. VanLowe, the Board of Visitors unanimously approved the personnel docket as presented.

There being no further business to come before the committee, Rector Crislip adjourned the meeting of the Academic and Student Affairs Committee and called for a brief break at 10:57 a.m.



## 11. ADMINISTRATION, ADVANCEMENT, FINANCE & FACILITIES COMMITTEE

**Committee Members Present:** R. Edward (Edd) Houck, Chair; Sharon S. Bulova, Devon W. Cushman '93, Edward (Ted) B. Hontz, Leopoldo J. Martínez, Rhonda S. VanLowe, Heather M. Crislip '95, ex-officio

**Other Board Members Present:** Allida M. Black, Deirdre Powell White '91

**Board Members Absent from Meeting:** Martha G. Abbott '72, Patricia G. McGinnis '69, Davis C. Rennolds '06

Chair Houck led this portion of the agenda. The meeting was called to order at 11:05 a.m.

### A. University Debt Management Policy

Assistant Vice President for Finance and Controller Julie Smith addressed the committee to review the debt ratio reports attached to the BoardDocs agenda: [Supporting Documents: University Debt Management Policy BOV November 2018](#).

Each year, the Board of Visitors must submit a statement certifying the institution's compliance with the University Debt Management Policy. Ms. Smith informed the committee that an audited financial statement is used for the calculations reported. The FY17 reports provided are in compliance with all metrics.

The committee engaged in discussion about how the ratios are set, how they compare to other universities, and the University's Foundation debt limits.

#### Action Item:

On a motion by Dr. Black, and seconded by Mr. Hontz, all Board members present unanimously approved the statement certifying the University's compliance with the Debt Management Policy, as presented.

Rector Crislip will sign the certification statement on behalf of the Board of Visitors.

### B. Budget Performance Report (Quarterly Update)

Executive Director for Budget and Financial Analysis Paul Messplay reviewed the budget performance report for the first quarter of FY19: [September 2018 Quarterly Budget Performance Report](#). He explained in detail how the report was organized into a series of spreadsheets detailing various campus entities.

The report shows that revenues are coming in lower than projected. Although revenues show that they are lower than the original budget plan projections, the University has taken action to ensure that expenditures stay in line with available resources now and at fiscal year-end. The budget has been adjusted accordingly for the shortfall in tuition and comprehensive fees and the downturn in housing, which includes the closure of Alvey and Arrington Halls. UMW is supporting students who were moved off of campus due to the residence hall closings.

### **C. Annual Financial Report (Unaudited Statements)**

Ms. Julie Smith, Assistant Vice President for Finance and Controller, reviewed the financial report for fiscal year ended June 30, 2018. She noted that at this time, the June 30, 2018 Financial Statements are in unaudited status: [FY18 UMW Annual Financial Report \(Unaudited\) BOV November 2018](#).

Ms. Smith highlighted various areas of the unaudited statements. She noted one area that stands out that negatively impacted the university's financial position was the addition of the Virginia Retirement System to Employee Benefits.

Each year, UMW's financials are audited by the Virginia Auditor of Public Accounts (APA). The state's audit for FY18 should be completed by May 2019. Financial Statements from 2008 to present are posted to the Finance website: <https://adminfinance.umw.edu/finance/financial-management/reporting>.

### **D. Business Practices of Institution – How We Reallocate Strategically**

As part of an ongoing discussion about various ways that the University operates, President Paino and the Board members talked about the various ways that the institution engages in strategic reallocation of resources, the ways that Auxiliary Services are budgeted and paid for, and how salary studies are used to determine salary targets for faculty and staff.

### **E. Business Practices of Institution: Auxiliary Services**

President Paino reviewed and discussed the Auxiliary Services report that is attached to the BoardDocs agenda: [Auxiliary-Revenue and Expenditure-BOV November 2018](#).

There are three areas that revenue comes from: auxiliary comprehensive fees, dining, and housing. The Bookstore RFP will be discussed at the February 2019 Board meeting.

President Paino recognized at the meeting that there will be a change in personnel by the February 2019 Board meeting. Dr. Richardson will return to her role as Dean of the College of Business effective December 25, and Mr. Paul Messplay will step into the position of Vice President for Administration and Finance and Chief Financial Officer.

Dr. Richardson was thanked for stepping into the Administration and Finance position with short notice and at a challenging time. President Paino commented that she did exceedingly well during her tenure as Vice President, however, she is returning to the job that she truly loves and where she can make the most contributions to the university.

The administration is excited to continue work with Mr. Messplay. This is an important time in the history of the university to make this change. Mr. Messplay has worked at UMW in budgeting for 11 years, and many around the Commonwealth have great respect for him.

The Administration, Advancement, Finance and Facilities Committee recessed for lunch at 11:50 a.m.

## **12. LUNCH WITH INVITED STUDENTS**

A group of UMW students and staff members traveled from Fredericksburg to Montgomery and Selma, Alabama during the October fall break to visit the Legacy Museum, the National Memorial for Peace and Justice, the Equal Justice Initiative Office, and other historic attractions.

Board members enjoyed lunch and conversation with the students about their fall break experience. [Civil Rights Trip Sparks a Mary Washington Movement](#)

## **13. BOARD OF VISITORS COMMITTEE MEETINGS RECONVENE**

Rector Crislip reconvened the Administration, Advancement, Finance and Facilities Committee meeting at 1:06 p.m.

### **F. Business Practices of Institution – How Salary Targets Are Set for Faculty and Staff**

President Paino introduced Executive Director of Human Resources Beth Williams '94 to the Board. Ms. Williams joined the UMW administration in July 2018.

Ms. Williams and Dr. Morello were asked to discuss how institutional salary targets are created for faculty and staff. For approximately a decade, there have been few pay raises funded by the state. Many positions have fallen below market within pay bands. A market study for classified employees was conducted last year to address salaries at the university. As a result of the market study, some new pay bands have been established for classified employees.

With money made available, and effective in September, many classified positions were raised up to 90% of the market minimum and administrative professional faculty were raised up to 80% of the market mid-point. This has been a great first step in addressing this issue.

Dr. Morello noted that a previous study had addressed faculty salaries. The study identified salary market mid-points and minimums within rank, based on discipline. The results were used for starting salaries for faculty out of step of what they should be for the Colleges of Education and Arts and Sciences. The AACSB formula was used for the College of Business faculty based on academic rank and salary. Provost Mikhalevsky noted that there has been a profound positive effect on faculty morale since the studies have been made.

Dr. Black thanked the administration for how this task has been addressed.

In other business, President Paino provided a snapshot of the early phase of the Huron consultant work being done on campus. A lot of data has been collected and interviews conducted with employees. Additional information about this endeavor will be provided at the February 2019 Board meeting.

Mr. Houck reminded the Members that meeting agendas are developed through the President, Clerk of the Board, and committee chairs. If there are specific items that Board members would like added to the meeting agenda, please contact the committee chairs.

There being no further business to come before the Administration, Advancement, Finance and Facilities Committee, Chair Houck adjourned the meeting at 1:30 p.m.

#### **14. AUDIT COMMITTEE**

**Committee Members Present:** Rhonda S. VanLowe, Chair; Allida M. Black, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, Heather M. Crislip '95, ex-officio

**Committee Member Absent:** Patricia G. McGinnis '69

**Other Board Members Present:** Sharon S. Bulova, Devon W. Cushman '93, Leopoldo J. Martínez Deirdre Powell White '91

**Board Members Absent from Meeting:** Martha G. Abbott '72, Davis C. Rennolds '06,

Chair VanLowe called the Audit Committee meeting to order. She entertained a motion to go into closed session.

A motion to go into closed meeting pursuant to Virginia Code Section 2.2-3711(A)(1) to discuss personnel matters regarding Internal Audit was made by Mr. Houck and seconded by Ms. White.

All present agreed that such a session was necessary and entered closed meeting at 1:32 p.m. All Board members present remained in the closed meeting, along with President Paino, Dr. Jeffrey McClurken, Chief of Staff and Clerk of the Board of Visitors, and Ms. Audrey Burges, Assistant Attorney General, Education Section.

At the conclusion of the discussion, Dr. Black moved to reenter open meeting. The motion was seconded by Ms. White. All members present approved the motion. The Board reentered open meeting at 1:52 p.m.

The following motion to certify the closed meeting was made by Ms. Bulova and seconded by Mr. Houck:

**WHEREAS**, the Board of Visitors has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

**WHEREAS**, Section 2.2-3712.D of the *Code of Virginia* requires a certification by the Board of Visitors that such closed meeting was conducted in conformity with Virginia law;

**NOW THEREFORE BE IT RESOLVED** that the Board of Visitors hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board of Visitors.

**Roll Call Vote:**

AYES: Dr. Black, Ms. Bulova, Ms. Crislip, Ms. Cushman, Mr. Hontz, Mr. Houck, Mr. Martínez, Ms. VanLowe, Ms. White

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Ms. Abbott, Ms. McGinnis, Mr. Rennolds

**Action Item:**

By consensus of the Audit Committee, the President and Clerk of the Board of Visitors were asked to take action on what was discussed during the closed meeting session.

There being no further business to come before the Audit Committee, Chair VanLowe adjourned the meeting at 1:54 p.m.

**15. NOMINATING AND GOVERNANCE COMMITTEE**

**Committee Members Present:** Sharon S. Bulova, Chair; Devon W. Cushman '93, Leopoldo J. Martínez, Deirdre Powell White '91, Heather M. Crislip '95, ex-officio

**Committee Members Absent:** Martha G. Abbott '72, Davis C. Rennolds '06

**Other Board Members Present:** Allida J. Black, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, Rhonda S. VanLowe

**Board Member Absent from Meeting:** Patricia G. McGinnis '69

Following a brief break, Chair Bulova called the Nominating and Governance Committee meeting to order at 2:14 p.m.

**A. Potential Bylaws Revisions**

There was no business to report relative to potential Bylaws revisions.

**B. Discussion of Public Comment**

The Board discussed the possibility of public comment periods. The general consensus was in support of public comment; however, structuring it would be helpful. Several suggestions were proposed. SGA President Matthew Good added that UMW students would appreciate the opportunity to speak should public comment be offered.

Chair Bulova will work with members of the Nominating and Governance Committee and the Clerk of the Board to bring a draft proposal to the Executive Committee in January for consideration. If approved, a final vote may be taken at the full Board meeting in February.

**C. SCHEV New Board Member Orientation Review**

Board members Abbott, Black, Martínez, and McGinnis attended the October 23-24, 2018 State Council of Higher Education for Virginia Board of Visitors Orientation in Richmond. Each attendee

was asked to provide their thoughts and opinions about their experience. Board members were given an opportunity to ask questions and discuss particulars of the program.

**D. Association of Governing Boards National Conference**

The National Conference on Trusteeship sponsored by the Association of Governing Boards will be held April 14-16, 2019, in Orlando, Florida. Dr. McClurken asked that Board members who have an interest in attending to please contact him as soon as possible. The early-bird deadline for registration is January 15, 2019.

<https://www.agb.org/events/2019/2019-national-conference-on-trusteeship>

**16. REPRESENTATIVE REPORTS**

**A. Faculty Representative Report**

The Faculty Representative Report is attached to the BoardDocs agenda: [Faculty Representative Report BOV November 2018](#).

Dr. Anand Rao, University Faculty Council Chair-Elect, was in attendance to discuss faculty activities and to answer any questions from the Board.

Dr. Rao provided an update on the General Education review that is in progress. He indicated that the General Education Committee is doing phenomenal work developing proposals for changes to the general education curriculum. The goal is to finalize a plan in the spring of 2019 for implementation beginning in fall 2020.

Dr. Mary Beth Mathews, Faculty Representative for Athletics, is working with the Faculty Advisory Committee for Athletics to reconstitute this committee and the Student Advisory Committee for Athletics.

Dr. Rao serves as president of the Faculty Senate of Virginia. The Faculty Senate of Virginia is making plans for Virginia Higher Education Advocacy Day. This event will be held January 10, 2019, in Richmond. Educators and students from campuses around the Commonwealth will meet with state legislators to promote the importance of higher education and the need for support from the General Assembly.

In October, Dr. Rao traveled to Texas to meet with members from other faculty senates to form the National Council of Faculty Senates. The Council will serve to inform the public about the importance of higher education and also to serve as advocates for faculty by engaging in discussion of what tenure will look like in the 21<sup>st</sup> century. Dr. Rao is excited about the discussion and hopes to hold a conference within the next year to collaborate with other higher education institutions.

## **B. Staff Advisory Council Representative Report**

The Staff Advisory Council Representative Report is attached to the BoardDocs agenda: [Staff Advisory Council Representative Report\\_BOV November 2018](#).

UMW's Staff Advisory Council (SAC) President Pam Lowery addressed the Board. She provided an update on the Council's recent activities:

- The very popular annual UMW Bake Off was held in October and proved to be another great success. Faculty and staff enjoyed gathering to sample and vote for their favorite delectable treat. Participants competed in three categories. The 2018 winners are: Pie: Linda Falden; Cake: Maie Makin; Cookies: Jean Elliott
- The Fredericksburg Food Bank has been in existence for twenty-plus years. The Bank provides over three million meals per year to those in need in the Fredericksburg and surrounding areas. The UMW community collected 3,220 pounds of food to benefit the Fredericksburg Regional Food Drive this year.
- Each year, the Staff Advisory Council sponsors the Larry Atkins Award. This award is named for the late Larry R. Atkins, Facilities Services' building coordinator for the Stafford Campus. Mr. Atkins exemplified the spirit of Mary Washington by going above and beyond every day to lend a helping hand to anyone that needed it, all the while wearing a smile and setting a positive example for others. Winners of this award are nominated by their peers and acknowledged at the annual Employee Luncheon. The 2018 recipients are: Wage: Patricia Baughman; Classified: Cheryl Dunn; A/P Faculty: Sarah Lindberg.

## **C. Student Government Association Representative Report**

The Student Government Association Representative Report is attached to the BoardDocs agenda: [Student Government Association Representative Report\\_BOV November 2018](#).

Student Government Association President Matthew Good addressed the Board. He highlighted areas of the written report submitted and also provided a few updates on SGA activity. As stated in the written report, the Student Senate recently completed a Code of Ethics that sets behavioral responsibilities for all SGA members that work for the student body. Mr. Good is proud of the work that was put into this endeavor and expressed thanks to the Senators for the good job that they are doing.

- The Ad Hoc Safety Committee is checking the blue lights on campus to ensure that they are adequately dispersed across campus.
- The UMW: Can We Talk? Town Hall series have resumed. There will be two sessions held prior to the end of the first semester.
- Lobby Day will be held January 16, 2019. Students are happy to be returning to the Capitol in Richmond to tout how great UMW is and to have the opportunity to talk about the University's needs.
- Giving Day – March 20, 2019. The SGA will be the first student group to participate. Their goal is to raise money to create a student leadership fund to support governance organizations and existing student activity distributions.

- SGA is emphasizing community relations with the City of Fredericksburg. The Student Senate leadership have attended City Council and Town and Gown meetings to ask what the SGA can do to be more engaged with the City.
- The SGA is assisting with development of a formal proposal for the University to close on Election Day to allow students, faculty, and staff to fulfill their civic duty. The campus registered 600 new voters, including current students and outside groups to make a point that there is a mission and purpose behind the Election Day request.

Mr. Good responded to questions from the Board regarding voter registration and upcoming topics for UMW: Can We Talk?

#### **D. Honor Council Representative Report**

The Honor Council Representative report is attached to the BoardDocs agenda: [Honor Council Representative Report BOV November 2018](#)

Honor Council President Sarah Balenger addressed the Board to provide highlights from the written report.

Ms. Balenger noted that cases backlogged from last spring and summer have been cleared from the case list.

As part of the Honor Council constitutional changes approved by the Board of Visitors in April 2018, the Board of Visitors approved a sanction appeal that allows students that achieve good standing with the Honor Council one year after their sanction(s) have been completed to apply to have a transcript notation removed. Ms. Balenger informed the Board that the form to apply for removal of the sanction notation is now available on the Honor Council website.

The Honor Council launched a new community service program in conjunction with the COAR Office. Students that have caused physical damage to the campus are sanctioned to restore the UMW community which was damaged by their actions. It is hoped that this is a learning opportunity for the student by connecting the sanction with the behavior. Students from other campus organizations are also welcome to participate as a community service opportunity and not as a punishment.

Ms. Balenger answered various inquiries from the Board.

Rector Crislip thanked each of the representatives for their reports.

#### **17. ADJOURNMENT**

There being no further business to come before the Board of Visitors, Rector Crislip adjourned the November 2018 meeting at 3:31 p.m.



**18. 5:30 P.M., DINNER AT BROMPTON**

Members of the Board of Visitors, President's Cabinet and their guests were invited to the home of President and Mrs. Paino for dinner. There was no University business conducted at this event.

**19. OPTIONAL CAMPUS EVENING EVENTS**

Board members had the opportunity to attend various public events offered on campus.

**MEETING MINUTES APPROVED  
UNIVERSITY OF MARY WASHINGTON  
BOARD OF VISITORS  
FEBRUARY 8, 2019**