



**MEETING MINUTES  
UNIVERSITY OF MARY WASHINGTON  
BOARD OF VISITORS  
SEPTEMBER 14-15, 2017**

All meetings were held in the Minor Board Room of the Jepson Alumni Executive Center unless noted otherwise.

- 1. THURSDAY, SEPTEMBER 14, 2017**
- 2. 10:00 A.M.,  
ADMINISTRATION, ADVANCEMENT, FINANCE & FACILITIES COMMITTEE**

**Committee Members present:** Carlos Del Toro, Chair; Holly T. Cuellar '89, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, Rhonda S. VanLowe

**Committee Member absent:** Sharon Bulova

**Also present:** Troy D. Paino, President (arrival 11:00 a.m.); Jeffrey W. McClurken '94, Special Advisor to the President and Clerk of the Board of Visitors; Lisa J. Bowling '89, Vice President for Advancement and University Relations; Lynne D. Richardson, Interim Vice President for Administration and Finance and CFO; Paul Messplay, Executive Director for Budget and Financial Analysis; John Wiltenmuth, Associate Vice President for Facilities Services; Carrie S. Nee, Senior Assistant Attorney General, Section Chief; Mark Simpkins, Assistant Director of Events for Audio Visual; Adele Uphaus-Conner '03, Reporter, *The Free Lance Star*

Other faculty, staff, and students were also present.

Chairperson Del Toro called the committee meeting to order at 10:02 a.m., in the Rappahannock Ballroom at the Jepson Alumni Executive Center. Those attending the meeting were welcomed.

**A. Goal Setting for 2017-18**

Mr. Del Toro began the meeting by stating that the committee would brainstorm their goals for the year. He noted that the committee has four roles:

- Oversight of costs
- Tracking of costs
- To seek transparency
- Finding new sources for growth of revenue

Committee members shared their basic priorities:

Ms. Cuellar

- Address donor fatigue
- Relationship of Foundation to University
- Importance of Alumni engagement

Mr. Hontz

- Understanding the impact of finances
- Getting up to speed on finances
- UMW community should adopt goal of efficiency and stewardship
- Areas that we can manage costs

Ms. Vanlowe

- Trend analysis
- Allocation of money
- Oversight of capital projects
- Opportunities for revenue generation
- To match budget with the strategic vision

Mr. Houck raised concern about issues with cost and cost management. He inquired if the university can reallocate existing funds within the budget to meet new priorities. Ms. VanLowe added that another area helpful to look at would be the academic programs and their finances. Mr. Del Toro summarized the conversation thus far, and added that UMW is a best value school; to get that status, UMW has to have been responsible with its funds. Cabinet members Bowling and Richardson agreed with the committee's thoughts on the importance of controlling costs and are happy to provide any information needed.

Mr. Del Toro called for a break at 11:14 a.m. The meeting resumed at 11:30 a.m.

Discussion ensued about the type of information needed from Cabinet members throughout the year. Mr. Del Toro relayed that he will work with the staff and members of the Board of Visitors to obtain the appropriate mix of indicators.

The committee addressed the cost of text books for students and expressed desire on the part of the committee members to see those costs go down.

There being no further business to come before the committee, Mr. Del Toro adjourned the meeting at 11:58 a.m.

### **3. 10:00 A.M., ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

**Committee Members present:** Heather M. Crislip '95, Chair; Patricia G. McGinnis '69, Fred M. Rankin III (ex-officio)

**Committee Members absent:** Devon W. Cushman '93, Davis C. Rennolds '06, Deirdre Powell White '91

**Also present:** Troy D. Paino, President (arrival 10:30 a.m.), Juliette Landphair, Vice President for Student Affairs; Nina Mikhalevsky, Provost; Kimberley Buster-Williams, Vice President for

Enrollment Management; Carrie S. Nee, Senior Assistant Attorney General, Section Chief; Betsy J. Chinn, Deputy Clerk; and Zafeer Mobashar, Audio Visual Technician

Other faculty, staff, and students were also present.

**A. Goal Setting for 2017-18**

Chairperson Crislip called the committee meeting to order at 10:12 a.m., in the Minor Executive Board Room at the Jepson Alumni Executive Center.

Ms. Crislip noted that the purpose for the goal setting meeting for 2017-18 is to exercise efficiency with the Board's time in order to prioritize and delve deeper into topics of importance. Building a calendar of suggested topics of discussion for the academic year will be useful for staff to prepare for requests that come from the Board.

To allow for accountability, a plan for follow-ups and/or periodic reviews should be built into the committee structure in order to keep the Board abreast of university business. Written summary reports will suffice in most cases. All presentations and reports should be in the context of the President's vision and overall strategy.

The floor was open for discussion of topics that the Academic and Student Affairs Committee would like to consider. The committee also determined the time of year appropriate that data would be available to pair agenda topics to in order to allow for the best effect.

In addition to recurring items brought before the Board routinely throughout the year, a myriad of topics were considered. Among them were promotion and tenure, faculty salary best practices, the Professional and Continuing Education Program, Career Center and Disability Services updates, National Survey of Student Engagement (NSSE), Strategic Enrollment Report, and timeline for College of Business accreditation.

There being no further business to discuss, Ms. Crislip adjourned the meeting at 11:55 a.m.

**4. 12:00 p.m., RECTOR'S GALLERY, OPTIONAL LUNCH**

An optional lunch was held in the Rectors' Gallery at the Jepson Alumni Executive Center. Attending were members of the Board of Visitors, President's Cabinet, and the University College Deans. No University business was conducted at this event.

**5. 12:00 p.m., AUDIT COMMITTEE**

**Committee Members present:** Rhonda S. VanLowe, Chair; Sharon Bulova (arrival 12:38 p.m.), Heather M. Crislip '95, Fred M. Rankin III (ex-officio)

**Committee Member absent:** Devon W. Cushman '93

**Board Member Participating:** Edward (Ted) B. Hontz

**Also present:** Troy D. Paino, President; Jeffrey W. McClurken, Special Advisor to the President and Clerk of the Board of Visitors; Tera Kovanes, Internal Auditor

## **A.     Goal Setting for 2017-18**

The committee meeting was called to order by Chairperson VanLowe at 12:05 p.m., in the Kalnen Dining Room at the Jepson Alumni Executive Center. Ms. VanLowe welcomed attendees.

Internal Auditor Tera Kovanes provided an overview of internal audit responsibilities and reporting requirements. Ms. Kovanes responded to inquiries from the committee members about the relationship of the Internal Auditor with the Auditor of Public Accounts and requirements imposed by the State that the Internal Auditor must comply with.

Discussion was held regarding the auditable areas that Ms. Kovanes is responsible for. Ms. VanLowe recommended that there be a plan for audits going forward, mainly focusing on high-risk areas and areas that have not been audited within the last five years. Instructional technology audits were discussed. A review of governance procedures should also be added to the potential work plan items.

A recommendation was made that a session on internal audit be added to the new Board member orientation agenda. It would be helpful for new Board members to be apprised of this arena. Ms. Kovanes added that she is occasionally asked to provide staff training.

The audit charters were reviewed and discussed. Approval of each charter will be recommended to the Board of Visitors. President Paino suggested that committee members meet with the President's Cabinet to discuss risk factors at a future Audit Committee meeting. He also recommended that color coding for severity of threats be included on the risk assessment.

In closing, Ms. VanLowe reminded everyone that the Audit Plan is due by the November meeting.

There being no further business to discuss, the Audit Committee meeting adjourned at 1:22 p.m.

## **6.     BOARD OF VISITORS MEETING CONVENES**

**Board Members present:** Fred M. Rankin III, Rector; Heather M. Crislip '95, Vice Rector; Carlos Del Toro, Secretary; Sharon Bulova, Holly T. Cuellar '89, Edward (Ted) B. Hontz, R. Edward Houck, Patricia C. McGinnis '69, Davis C. Rennolds '06, Rhonda S. VanLowe, Deirdre Powell White '91

**Board Member absent:** Devon W. Cushman '93

**Also present:** Troy D. Paino, President; Jeffrey W. McClurken '94, Special Advisor to the President and Clerk of the Board of Visitors; Lisa J. Bowling '89, Vice President for Advancement and University Relations; Kimberley Buster-Williams, Vice President for Enrollment Management; Juliette Landphair, Vice President for Student Affairs; Nina Mikhalevsky, Provost; Lynne D. Richardson, Interim Vice President for Administration and Finance; Jeffrey W. Rountree '91, Chief Executive Officer, UMW Foundation; Peter Kelly, Dean, College of Education; Keith Mellinger, Interim Dean, College of Arts and Sciences; Ken Machande '94, Interim Dean, College of Business; Kimberley Young, Executive Director of Continuing and Professional Studies; Paul Messplay, Executive Director for Budget and Financial Analysis; John Wiltenmuth, Associate Vice President for Facilities Services; Carrie S. Nee, Senior Assistant Attorney General, Section Chief; Betsy J.

Chinn, Deputy Clerk, Board of Visitors; Susan Worrell, Special Assistant to the President for Special Events; Zafeer Mobashar, Audio Visual Technician; Adele Uphaus-Conner '03, Reporter, *The Free Lance-Star*

Other faculty, staff, and students were also present.

**A. Call to Order**

Rector Fred Rankin called the meeting to order at 1:33 p.m.

**B. Welcome and Introductions**

Board members, staff, and visitors were welcomed to the September 2017 Board of Visitors meeting. All individuals present introduced themselves.

Rector Rankin gave a brief description of the challenges and significant responsibilities facing the Board this academic year. He commented that the Board cares deeply about the university and wants it to be the best that it can be. This is the year of strategy. The Board will need to execute the president's strategic vision to position UMW for the next decade. It is an exciting responsibility that will pay dividends to the university and to the community.

**C. Approval of Minutes**

Meeting minutes reflecting work done over the summer months were brought before the Board for approval.

**Action Item:**

On a motion by Mr. Del Toro, seconded by Ms. Bulova, the Board of Visitors unanimously approved minutes for the following meetings, as presented:

- UMW Board of Visitors, May 12, 2017
- UMW Board of Visitors Executive Committee, June 13, 2017
- UMW Board of Visitors Nominating and Governance, June 13, 2017
- UMW Board of Visitors Six-Year Plan Ad Hoc Committee, June 13, 2017
- UMW Board of Visitors Diversity Ad Hoc Committee, June 13, 2017
- UMW Board of Visitors New Board Member Orientation, July 13, 2017
- UMW Board of Visitors Annual Planning Retreat, August 4-6, 2017
- UMW Board of Visitors Executive Committee, August 25, 2017

Mr. Del Toro expressed thanks to the administration and staff for their work.

**D. Approval of SCHEV Resolution Determining Sufficient Cause for Meeting Absence**

Rector Rankin provided background information for approval of the State Council of Higher Education for Virginia (SCHEV) resolution determining sufficient cause for meeting absence at the new board member orientation to be held in October 2017. The Code of Virginia mandates that all

Board members are required to attend the SCHEV orientation within the first two years of service. Due to a previous commitment, Ms. Bulova was unable to attend the SCHEV orientation last year. The Board has been informed, due to a standing governmental responsibility, that Ms. Bulova is unable to attend a portion of the 2017 orientation program.

**Action Item:**

At the recommendation of the Executive Committee, Rector Rankin moved that the SCHEV resolution determining sufficient cause for Ms. Sharon Bulova to miss the required SCHEV training be adopted as presented. The motion was seconded by Ms. VanLowe and unanimously approved by the Board of Visitors.

As a point of clarification, Ms. Bulova noted that she will miss only the opening reception on the first evening of orientation. She will be in attendance for the following full day of training.

**E. Rector's Report**

Please reference: B. Welcome and Introductions (above)

**F. President's Report**

President Paino stated that the university has seen change in leadership with the start of the new school year. Members of a newly developed leadership team were introduced:

- Dr. Peter Kelly, Dean, College of Education
- Mr. Ken Machande, Interim Dean, College of Business
- Dr. Keith Mellinger, Interim Dean, College of Arts and Sciences
- Mr. Chris Garcia, Associate Dean, College of Business (absent from meeting)
- Dr. Lynne Richardson, Interim Vice President for Administration and Finance, and CFO
- Ms. Kimberley Young, Executive Director of Continuing and Professional Studies

Work has begun on key initiatives relative to the president's strategic goals. President Paino recently formed three new advisory committees:

- The President's Council on Wellness is now engaged. The Council is comprised of UMW faculty, staff, and students. This group will focus on ways to ensure we are living active lives by evaluating current programs and services that will promote a healthy, well balanced lifestyle.
- The City of Fredericksburg announced changes in parking regulations surrounding campus that will go into effect January 2018. The Campus Parking Task Force was created to examine ways to alleviate parking hurdles that faculty, staff, and students may face.
- On the recommendation of the Diversity and Inclusion Task Force, the Campus Environment Presidential Ad Hoc Committee was created. This committee, chaired by Associate Professor and Director of the Center for Historic Preservation, Michael Spencer, is comprised of faculty, staff, and students. The committee is charged with conducting an audit of public displays of history and culture in the campus common areas, including academic and administration buildings and residence halls. The committee is also tasked to ensure that the physical environments on the university's campuses more generally reflect a

commitment to diversity and inclusion. Recommendations from the committee will be made as appropriate.

The president is working with former Board of Visitors member and active community resident Xavier Richardson to reconstitute the President's Community Advisory Committee on Diversity. This committee will serve as a bridge between the University and the community in working to promote the value of diversity in the Fredericksburg region.

Copies of President Paino's activities report for the period April 20, 2017 through September 13, 2017, were distributed.

Vice President for Enrollment Management Kimberley Buster-Williams provided an enrollment update. As of September 14, 2017, the total fall graduate/undergraduate enrollment is 4,809. Target enrollment goals for the fall were met, including an academically improved first year class. Ms. Buster-Williams added that FTE is the highest it's been since before the 2014 enrollment dip. Final fall enrollment data will be presented at the November 2017 meeting.

There has been concern on campus following incidents that occurred in Charlottesville in early August. President Paino and Dr. McClurken had the opportunity to speak with University of Virginia president Theresa Sullivan about the circumstance. The question was raised, "Are we prepared at UMW?" President Paino stated that the administration will keep the Board of Visitors abreast of how and when the university responds to issues such as this. The Student Affairs Office used every method possible to convey information that will make students aware of resources available on how to feel safe and will continue to do all that they can to protect the student body. The Threat Assessment and Crisis Communications teams are constantly working to review internal policies related to student safety as well as speech and freedom of assembly. Staff from the Attorney General's Office met with university presidents to discuss policies on this issue and how to address these events. A peaceful event was held on campus September 13. UMW students proudly showed support and commitment to social justice.

Following President Trump's recent announcement to end the Deferred Action for Childhood Arrivals Program (DACA), UMW administrators are doing what they can to monitor and support students on campus that are identified as DACA.

The "Dear Colleague" letter issued by the Office of Civil Rights under the Obama administration instructed institutions of higher education that receive federal money to use the lowest standard of proof, preponderance of evidence, in regard to sexual assault cases. There have been no changes yet under the Trump administration; however, they are anticipated. There is speculation that President Trump and Secretary of Education DeVos are moving to "clear and convincing" evidence as the new standard of proof. Tiffany Oldfield, UMW Title IX Coordinator, will continue to monitor the situation and will keep the campus informed.

President Paino's draft of presidential priorities for the 2017-18 academic year are attached to the BoardDocs agenda. Feedback was requested from Board members.

Ms. Bulova recommended that the second bullet under priority number one be changed to “*Adapting the liberal arts for the digital age.*” President Paino noted that the Strategic Vision has tactical objectives already in place.

Mr. Houck stated that priority number three in regard to “developing an organizational culture that promotes financial stability” is very important to institutionalize and inquired as to how the university might demonstrate that the organization is engaged. President Paino indicated that this statement is being taken seriously. He met with the Faculty Budget Advisory Committee and President’s Cabinet and assured the Board that everyone is informed about these institutional challenges. President Paino conveyed that there have been successful strategic reallocations over the past year. The university should reflect on what has been accomplished and staff will work to obtain clear metrics related to finances.

**Action Item:**

On a motion by Mr. Hontz, seconded by Ms. VanLowe, the Board of Visitors voted unanimously to approve the Presidential Priorities for the 2017-18 academic year as discussed.

Rector Rankin called for a break at 2:52 p.m. The meeting resumed at 3:10 p.m.

President Paino stated that the Board of Visitors will be asked to take action on the renovation of Willard Hall. Executive Director of Budget and Financial Analysis Paul Messplay and Associate Vice President for Facilities Services John Wiltenmuth were present to review specifics of the project and to answer questions. Supporting documents for the renovation of Willard Hall are attached to the BoardDocs agenda.

Mr. Wiltenmuth summarized the process for the appropriation of funds that were approved by the General Assembly for design and reconstruction of Willard Hall. Due to the historical value of the building, the Department of Historic Resources will keep UMW on a high priority list which will likely cause increased conservation costs. Other cost drivers will include the accelerated design cost and anticipated project completion date to open the building in the fall of 2019.

In light of the urgency for the Willard Hall renovation, Mr. Messplay prepared and reviewed five-year operating budget projections and identified the financial impact that additional cost drivers may bring in the next few years with the need to renovate Virginia Hall, plus construction of new locker rooms at the Battleground Athletic Complex. University staff recommends that the needed projects be funded through the sale of 9(d) pooled bonds. The bond sale will include all of the above mentioned projects.

Mr. Del Toro congratulated the staff for their efforts by providing greater detail and clarity to the process.

In closing, President Paino shared a congratulatory email from new UMW parents that were on campus for move-in day and were very impressed with the organization of the move and courtesies shown to them throughout the process. Appreciation was expressed to the UMW staff in how much they give of themselves.



**G. Report from Legal Counsel**

Ms. Carrie Nee, Senior Assistant Attorney General, Section Chief, provided a written report to the Board. Mr. Houck requested that the Board of Visitors enter a closed meeting for discussion.

A motion to enter closed meeting as permitted by Code of Virginia Sections 2.2-3711 (A)(7) to discuss actual and probable litigation and 2.2-3711 (A)(8) advice from Council was made by Mr. Houck and seconded by Ms. Crislip.

All present agreed that such a session was necessary and entered closed meeting at 4:19 p.m. All Board members present remained in the closed meeting, along with President Paino, Dr. Jeffrey McClurken, Special Advisor to the President and Clerk of the Board of Visitors, and Ms. Carrie Nee from the Office of the Attorney General.

At the conclusion of the discussion, Ms. Crislip moved to reenter open meeting. The motion was seconded by Mr. Rennolds. All members present approved the motion. The Board re-entered open meeting at 5:05 p.m.

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

**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: Ms. Bulova, Ms. Crislip, Ms. Cuellar, Mr. Del Toro, Mr. Hontz, Mr. Houck, Ms. McGinnis, Mr. Rankin, Mr. Rennolds, Ms. VanLowe, Ms. Powell White

NAYS: None

ABSENT DURING VOTE: None

ABSENT DURING MEETING: Ms. Cushman

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

## **H. Written Informational Reports**

Informational reports prepared by cabinet members are attached to the BoardDocs agenda. There were no questions from the Board of Visitors regarding the reports.

Rector Fred Rankin declared the Board of Visitors meeting in recess at 5:10 p.m.

## **7. 5:30 p.m., JAMES MONROE MUSEUM, DINNER WITH THE PRESIDENT**

Members of the Board of Visitors enjoyed a tour and dinner at the James Monroe Museum and Memorial Library located at 908 Charles Street in downtown Fredericksburg.

### **A. Informal Discussion with the President**

**Board Members present:** Fred M. Rankin III, Rector; Heather M. Crislip '95, Vice Rector; Carlos Del Toro, Secretary; Holly T. Cuellar '89, Edward (Ted) B. Hontz, R. Edward Houck, Patricia C. McGinnis '69, Davis C. Rennolds '06, Rhonda S. VanLowe, Deirdre Powell White '91

**Board Members absent:** Sharon Bulova, Devon W. Cushman '93

**Also present:** Troy D. Paino, President; Carrie S. Nee, Senior Assistant Attorney General, Section Chief

President Paino thanked Board members for the day's committee discussion and expressed appreciation for the staff's support of committee meeting work. The significance of transparency was emphasized as it applies to providing the Board with accurate information and the development of performance indicators.

There was general discussion regarding campus activity of the president and his cabinet and ongoing budget priorities and challenges. President Paino also gave a brief summary of the Foundation's operations and oversight.

No actions were taken by the Board of Visitors at this meeting. The dinner meeting recessed at 8:45 p.m.

## **8. FRIDAY, SEPTEMBER 15, 2017**

### **9. 7:15 A.M., RECTORS' GALLERY, BREAKFAST BUFFET**

Board members were invited to attend an optional breakfast prior to convening the Board of Visitors committee meetings.

## **10. DIVERSITY AD HOC COMMITTEE**

**Committee Members present:** Rhonda S. VanLowe, Chair; Holly T. Cuellar '89, Edward (Ted) B. Hontz, Patricia G. McGinnis '69 (arrival at 7:37 a.m.), Deirdre Powell White '91 (arrival at 7:37 a.m.), and Fred M. Rankin III (ex-officio)

**Committee Members absent:** None

**Other Board Members Participating:** Heather M. Crislip '95, Carlos Del Toro

**Also present:** Troy D. Paino, President, Jeffrey W. McClurken '94, Special Advisor to the President and Clerk of the Board of Visitors, Sabrina C. Johnson, Associate Vice President of Human Resources and Affirmative Action; Nina Mikhalevsky, Provost; Kimberley Buster-Williams, Vice President for Enrollment Management; Ken Tyler, Athletic Director; Dee Conway, Associate Professor, Athletics, Health, and Physical Education; Malcolm Holmes, Director of University Marketing; Joanna Raucci, Associate Director, James Farmer Multicultural Center; Carrie S. Nee, Senior Assistant Attorney General, Section Chief (arrival at 7:35 a.m.); Susan B. Worrell, Special Assistant to the President for University Events; Zafeer Mobashar, Audio Visual Technician; Betsy J. Chinn, Deputy Clerk, Board of Visitors

Other faculty, staff, and students were also present.

Chairperson VanLowe called the committee meeting to order at 7:33 a.m. in the Minor Executive Board Room at the Jepson Alumni Executive Center. Ms. VanLowe thanked everyone for attending.

### **A. Athletic and Inclusion Efforts**

Director of Athletics Ken Tyler was introduced. Mr. Tyler's written report is attached to the BoardDocs agenda.

Mr. Tyler summarized efforts made by the Athletics Department over the summer months to comply with recommendations made by the President's Task Force on Diversity and Inclusion to move the university forward with a diversity plan. The Athletics Working Committee on Diversity and Inclusion, made up of various coaches as well as faculty and staff, was formed.

The Working Committee is currently developing an action plan to serve as a model for the campus and NCAA Division III. Several training sessions have already taken place this semester including a powerful and eye opening assembly on micro-aggressions and implicit bias provided by the James Farmer Multicultural Center staff. On November 13, Dr. Rosita Lopez, an expert in leadership and diversity, will bring her message to all UMW student-athletes and staff on the topic of building inclusive environments.

The committee believes that it is important that messaging be consistent across campus, particularly if Athletics is taking the lead in creating a campus model. Provost Mikhalevesky added that the administration will look at the Statement of Community Values and will coordinate with these efforts as well.

Interim Assistant Provost for Institutional Analysis Debra Schleef developed a survey to gather accurate data on who athletes are right now. The survey response rate was very good. Moving forward, this survey will be regularly administered to students and staff. An inquiry was made on how feedback from students was addressed regarding their sense of inclusion. The Athletics Department will capture this in future surveys. Students will be asked if they would like to participate in a focus group. Focus groups will be conducted this semester to incorporate data into the Working Committee's plan and will be staffed by individuals outside of the department.

Mr. Del Toro commended the Athletics Department on their progress thus far; however, he emphasized the need to focus on the details. Ms. VanLowe added that she would like to see a more comprehensive plan with metrics in order to have something concrete to measure against. Mr. Tyler expects completion of the plan by the end of the fall 2017 semester.

## **B. Goal Setting for 2017-18**

Provost Mikhalevsky reviewed the timeline recommended by the Task Force on Diversity and Inclusion. Ms. VanLowe noted that the committee would need to identify resource costs for each item on the recommended timeline and to begin to budget for this. She also asked that committee members provide comments and/or feedback on the timeline discussion so that she will have an idea of what the committee would like to discuss at the November meeting.

Ms. VanLowe adjourned the committee meeting at 8:33 a.m.

## **11. BOARD COMMITTEE MEETINGS COMMENCE**

## **12. AUDIT COMMITTEE**

**Committee Members present:** Rhonda S. VanLowe, Chair; Heather M. Crislip '95, Fred M. Rankin III (ex-officio)

**Committee Member absent:** Sharon Bulova, Devon W. Cushman '93

**Also present:** Tera Kovanes, Internal Auditor; Eric Sandridge, Audit Director, Office of Public Accounts; Sabrina C. Johnson, Associate Vice President of Human Resources and Affirmative Action; Nina Mikhalevsky, Provost; Kimberley Buster-Williams, Vice President for Enrollment Management; Hall Cheshire, Chief Information Officer; Paul Messplay, Executive Director of Budget and Financial Analysis; Carrie S. Nee, Senior Assistant Attorney General, Section Chief; Zafeer Mobashar, Audio Visual Technician; Betsy J. Chinn, Deputy Clerk, Board of Visitors

Chairperson VanLowe called the committee meeting to order at 8:40 a.m., in the Minor Executive Board Room at the Jepson Alumni Executive Center. All present were welcomed.

## **A. Presentation of Auditor of Public Accounts (APA) Audit Report**

Mr. Eric Sandridge from the Auditor of Public Accounts presented results of the financial audit for fiscal year 2016. A copy of the final report is attached to the BoardDocs agenda. A clean audit conducted on the annual financial statements resulted in an unqualified opinion. There were a few recommendations issued on internal control that are being addressed. There were no fraudulent

transactions or illegal acts, and no controversial issues. All indications are reasonable and consistent as they should be. The committee engaged in discussion and asked questions.

Mr. Sandridge indicated that the goal for an initial meeting with the UMW audit chair for the fiscal year 2017 audit should be held in late December or early January. The final fiscal year 2017 audit report is expected to be available by April or early May 2018.

**B. Approval of Audit Committee Charter**

The Internal Audit Charter is brought before the Board of Visitors annually for approval. The charter defines the Audit Committee's purpose, authority and responsibility.

Ms. Kovanes noted a few minor changes to the Audit Committee Charter this year.

**Action Item:**

A motion was made by Ms. Crislip, seconded by Mr. Rankin that the Audit Committee recommend to the Board of Visitors adoption of the Audit Committee Charter as amended. All members present approved the motion.

**C. Approval of Internal Audit Charter**

The Internal Audit Charter is a formal document that defines the internal audit activity's purpose, authority and responsibility.

**Action Item:**

A motion was made by Ms. Crislip, seconded by Mr. Rankin that the Audit Committee recommend adoption of the Internal Audit Charter as presented. All members present approved the motion.

**D. Approval of Annual Audit Plan**

The Annual Audit Plan is a formal document that outlines planned audits and activities of Internal Audit. Regular follow-ups and progress being made will be reported on a regular basis.

**Action Item:**

A motion was made by Ms. Crislip, seconded by Mr. Rankin, that the Audit Committee recommend adoption of the Annual Audit Plan as presented. All members present approved the motion.

**E. Fraud Reporting Policy**

The Fraud Reporting Policy is reviewed by Internal Audit and presented to the Audit Committee annually. The policy requires that all cases of fraud or suspected fraud be reported to the Internal Audit Department.

Ms. Kovanes reported that there are no changes to the policy this year.

## **F. Risk Assessment Matrix**

Ms. Kovanes stated that approvals are not needed for the Risk Assessment Matrix.

Copies of the Risk Assessment Matrix 2012-present were distributed. Discussion and questions followed. The Internal Auditor will work with the committee chair to prepare a report to the committee regarding internal audit's most recent areas of investigation. Ms. VanLowe noted that she will identify areas that have already been looked at and will complete a rotational plan for audit for several years out.

There being no further business to discuss, Ms. VanLowe adjourned the committee meeting at 9:38 a.m.

## **13. NOMINATING & GOVERNANCE COMMITTEE**

**Committee Members present:** Holly T. Cuellar '89, Chair; Carlos Del Toro, Edward (Ted) B. Hontz, R. Edward (Edd) Houck, Patricia G. McGinnis '69, Davis C. Rennolds '06

**Also present:** Jeffrey W. McClurken '94, Special Advisor to the President and Clerk of the Board of Visitors; Susan B. Worrell, Special Assistant to the President for Events; Adele Uphaus-Conner '03, Reporter, *The Free Lance-Star*

Chairperson Cuellar called the committee meeting to order at 8:40 a.m. in the Rappahannock Ballroom at the Jepson Alumni Executive Center.

### **A. Retreat Evaluation/Discussion**

The Board of Visitors annual retreat was held at the Boar's Head Inn in Charlottesville, Virginia in August 2017. Consensus from the committee was that arrangements were adequate; however, availability to rooms upon check-in was somewhat difficult. The off-site joint meeting with the UMW Foundation Board at the University of Virginia Rotunda was unique and enjoyed by all.

Going forward, the 2018 Board retreat is scheduled to be held in Williamsburg, Virginia, August 3-5, in conjunction with the UMW Foundation Board. Lodging and meeting space has been secured at Kings Mill Resort and Conference Center. Committee members discussed options for an off-site evening program. The committee considered incorporating more opportunity for conversation to the agenda rather than presentation. A recommendation was made to change the order of business, particularly for the last meeting day.

A mentor program for newly appointed Board members was discussed. Ms. Cuellar suggests that in addition to the new Board member orientation session, a mentoring program throughout the first year could be helpful to new Members.

## **B. Goal Setting for 2017-2018**

The committee discussed items of importance that need to be included on the meeting agenda for the academic year:

- Election of officers to the Board: Begin having conversations early in the year and have the process established by the spring.
- Bylaws review: Include relationship with the Foundation in the Bylaws.
- Board Self-Evaluation: Board self-evaluation is performed once every three years. The last self-evaluation was completed in August 2017. Mr. Houck proposed that new appointees have the opportunity to assess their experience.
- New Member Orientation
- Board Retreat

## **C. Bylaws Review**

The committee reviewed and discussed several aspects of the Board of Visitors Bylaws.

There are new statutory changes that became effective July 1, 2017 that affect the Bylaws:

- New residential law: Rector or Vice Rector are required to be a resident of the Commonwealth
- FOIA policy change: Board members are allowed to participate in meetings remotely twice a year for a non-medical situation

The committee would like to exercise a more substantive review of the Bylaws this academic year. Further discussion on this topic will be held at the November meeting.

The Executive Committee requested that the Nominating and Governance Committee examine avenues to allow public comment at Board of Visitors meetings. Board Policy B.2.2., Communications to the Board, was reviewed and discussed. The purpose of this policy is to clarify procedure for communication with members of the UMW Board of Visitors. At this time, all communications directed to the Board of Visitors shall be channeled through the Office of the President, specifically via the Clerk of the Board. Further discussion of this topic will be taken up by the committee at a later date.

Ms. Cuellar adjourned the committee meeting at 10:15 a.m.

## **14. ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

**Committee Members present:** Heather M. Crislip '95, Chair; Patricia G. McGinnis '69, Davis C. Rennolds '06, Deirdre Powell White '91, Fred M. Rankin III, Rector and ex-officio

**Committee Member absent:** Devon W. Cushman '93

**Also present:** Jarod Kearney, Curator, James Monroe Museum; Juliette Landphair, Vice President for Student Affairs; Nina Mikhalevsky, Provost; John Morello, Associate Provost for Academic Affairs; Pamela McCullough, Director of BSN Completion Program; Kimberley Buster-Williams,

Vice President for Enrollment Management; Keith Mellinger, Interim Dean, College of Arts and Sciences; Catherine Seller, Assistant Vice President for Advancement Relations and Operations; Betsy J. Chinn, Deputy Clerk, Board of Visitors; and Zafeer Mobashar, Audio Visual Technician

Other faculty, staff, and members of the public were also present.

Chairperson Crislip called the committee meeting to order at 8:35 a.m., in the Minor Board Room. All present were asked to introduce themselves.

Ms. Crislip reviewed proposed agenda topics for the Academic and Student Affairs Committee to consider for the academic year. She emphasized that the committee needs to ensure that reports fit in with the overall strategy that President Paino has provided.

**A. James Monroe Museum Approval of Historic Properties Loan Authorization**

James Monroe Museum Curator Jarod Kearney was introduced. Ms. Crislip relayed thanks to the James Monroe Museum for hosting the Board of Visitors for dinner and tour of the Museum the evening prior.

Mr. Kearney provided background information to the committee regarding the request for approval of two historic property loan authorizations as presented in BoardDocs.

- 1) Approval of the loan of a portrait of James Monroe attributed to Bass Otis to the University of Virginia for the period: September 20, 2017 – August 31, 2018
- 2) Approval of the loan of a set of scales owned by James Monroe and a pocket watch owned by Thomas Jefferson to the Disney Imagineering Hall of Presidents for the period: November 27, 2017-November 27, 2019

**Action Item:**

A motion was made by Mr. Rennolds, seconded by Ms. Powell White, that the Academic and Student Affairs Committee recommend to the Board of Visitors approval of the two proposed historic properties loans as presented. All members present approved the motion.

**B. Approval of Revisions to the Policy on Sexual and Gender Based Harassment and Other Forms of Interpersonal Violence**

Tiffany Oldfield, Title IX Coordinator, presented the proposed revisions to this policy. She stated that an annual review of the policy is required under OCR guidelines. A red-lined version of the policy is attached to the BoardDocs agenda indicating recent changes made. When determining changes to the policy, Ms. Oldfield noted that the Title IX Office checks to make sure procedures are clear to the employees and students. They also explore trends in Title IX and consult with the Attorney General's Office to ensure compliance with the Clery act.



**Action Item:**

A motion was made by Ms. McGinnis, seconded by Ms. Powell White, that the Academic and Student Affairs Committee recommend to the Board of Visitors approval of the revisions to the Policy on Sexual and Gender Based Harassment and Other Forms of Interpersonal Violence as presented. All members present approved the motion.

**C. Master of Science in Nursing (MSN) Program**

A proposal delineating the new Master of Science in Nursing Program is attached to the BoardDocs agenda. Provost Nina Mikhalevsky and Associate Provost for Academic Affairs John Morello led discussion about the high demand for family practice providers in the local area to manage care. An increase in the number of MSN-educated nurses would benefit greatly by decreasing costs, wait times, and length of hospital stays. The Master of Science in Nursing is the second fastest growing field at this time.

Mary Washington Healthcare has committed funds to support program start-up costs and will also offer scholarship/loan support over the first five years of the program for nurses in the Mary Washington Healthcare system who enroll. This program links with the strategic plan as it provides an opportunity for professional development in our region and builds strong community relationships. The addition of this program will also offer a more diverse population. Director of the BSN program, Pamela McCullough, added that the BSN program has attracted a diverse population of students ranging between thirty-five and forty percent.

Dr. Morello explained the proposal process for submission to the State Council of Higher Education for Virginia (SCHEV). A preliminary proposal was submitted to SCHEV in August 2017 for feedback. Formal approval of the program by the Board of Visitors is required in order that the final proposal may be submitted to SCHEV. The final proposal will be sent to SCHEV by October 1, 2017 for review. The review/approval process takes approximately six-to-nine months. UMW anticipates enrolling students in the program by spring of 2019.

Director McCullough and Associate Provost Morello were commended for pulling together the financial study and academics for the proposal.

**Action Item:**

On a motion by Mr. Rennolds, seconded by Ms. McGinnis, that the Academic and Student Affairs Committee recommend to the Board of Visitors:

- 1) Approval of the Master of Science in Nursing Program as presented.
- 2) Approval of the differential tuition and fee rate for the Master of Science in Nursing Program as presented.

All members present approved the motion.

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

Provost Mikhalevsky addressed the committee regarding the endowed Rector and Visitors Chair. In 1987, the Rector and Visitors Chair was created through the Board of Visitors acceptance of an anonymous donor's challenge to raise funds to establish a professorship. Dr. William B. Crawley, Jr., was the first recipient of this honor. The Chair has not been re-awarded since Dr. Crawley's retirement from the University in 2010.

The Provost drafted a description of terms (attached to BoardDocs) consistent with the original letter of solicitation for the purpose of reviving the endowed chair for selection of an outstanding faculty member to fill the post. Committee members suggested that the Provost come back to them at the November 2017 meeting with ideas regarding criteria that follow the same logic as the donor terms of agreement.

**E. Prince B. Woodard Chair in Historic Preservation – Selection Process**

A call for applications for the Prince B. Woodard Chair in Historic Preservation has been issued by the Provost Office. The University Sabbaticals, Fellowships, and Faculty Awards Committee will review the applications and make recommendations to the provost, who will, in turn, make recommendations to the president and to the Board of Visitors. The provost sought recommendation from the Board as to how they wish to execute the approval process for the selection. Committee members suggested that the provost come back to them at the November 2017 meeting with a special resolution for the Board of Visitors to approve.

**F. Personnel Docket**

**Action Item:**

By consensus, the committee determined that there was no need to hold a closed meeting to discuss the personnel docket. Therefore, a motion was made by Mr. Rankin, seconded by Ms. Powell White, that the Academic and Student Affairs Committee recommend to the Board of Visitors approval of the Personnel Docket, as presented. All committee members present approved the motion.

Ms. Crislip adjourned the Academic and Student Affairs Committee meeting at 11:49 a.m.

**15. ADMINISTRATION, ADVANCEMENT, FINANCE & FACILITIES COMMITTEE**

**Committee Members present:** Carlos Del Toro, Chair; Holly T. Cuellar '89; Edward (Ted) B. Hontz, R. Edward Houck, and Rhonda S. VanLowe

**Committee Members absent:** Sharon Bulova

**Also present:** Troy D. Paino, President; Jeffrey W. McClurken '94, Special Advisor to the President and Clerk of the Board of Visitors; Lynne D. Richardson, Interim Vice President for Administration and Finance and CFO; Jeffrey W. Rountree '91, Paul Messplay, Executive Director for Budget Financial Analysis; John Wiltenmuth, Associate Vice President for Facilities Services; Carrie S. Nee, Senior Assistant Attorney General, Section Chief; Susan Worrell, Special Assistant

to the President for University Events and Conferencing; and Mark Simpkins, Audio Visual Technician

Other faculty, staff, and members of the public were also present.

Chairperson Del Toro called the committee meeting to order at 10:24 a.m., in the Rappahannock Ballroom at the Jepson Alumni Executive Center. All present introduced themselves.

**A. Stafford County Public Schools Program at Stafford Campus**

Special Advisor to the President Jeffrey McClurken '94 brought before the committee a request for approval for recommendation to the Board of Visitors. Stafford County Public Schools have entered into an agreement for lease of space in the Gates-Hudson Building at the UMW Stafford Campus. Renewal of the lease is contingent upon General Assembly approval which the university is seeking under the Appropriations Act.

**Action Item:**

On a motion by Mr. Hontz, seconded by Ms. VanLowe, the committee voted to recommend to the Board of Visitors approval of the university's seeking of General Assembly approval of renewal of leased space for the Stafford County Public Schools Program at the Stafford Campus via the Appropriations Act as presented. All members present approved the motion.

**B. Resolutions for Donor Terms of Agreement**

Vice President for Advancement and University Relations Lisa Bowling presented resolutions for the following endowments, which have been funded by an initial gift of \$25,000 or more and will be permanently endowed in the UMW Foundation. According to the established policies of the UMW Foundation and the University of Mary Washington, the criteria for each endowment is specified in individual "terms of agreement" which are attached to BoardDocs. The resolutions are:

- Dennis Belcher Scholarship
- Department of Psychological Science Endowment
- Eastman-Mullins Scholarship in Theatre
- Susan B. Leavitt '83 Scholarship and Leavitt Collaboration Space
- Effie E. Robinson '45 Study Abroad Scholarship
- Vicky Nichols Wilder '80 and Florence Overley Ridderhof '50 Scholarship in Dance

**Action Item:**

On a motion by Mr. Hontz, seconded by Ms. VanLowe, the committee voted to recommend to the Board of Visitors approval of the donor resolutions as presented. All members present approved the motion.

Mr. Del Toro commented that the wonderful contributions of the donors and those being recognized by these donors makes a strong statement in favor of the university.

**C. 2017 Six-Year Plan**

The Higher Education Opportunity Act of 2011(TJ21) requires Virginia public institutions to prepare and submit six-year plans. Executive Director for Budget and Financial Planning Paul Messplay brought before the committee a request for approval of the 2017 Six-Year Plan for recommendation to the Board of Visitors. The governing board of each public institution is required to adopt biennially and amend or affirm annually a six-year plan for the institution.

Mr. Houck provided historical context relative to the OP6 group. Upon request, Mr. Messplay relayed additional detail to the committee regarding the OP6 review committee's comments.

**Action Item:**

On a motion by Ms. VanLowe, seconded by Ms. Cuellar, the committee voted to recommend to the Board of Visitors approval of the 2017 Six-Year Plan resolution as presented. All members present approved the motion.

Mr. Del Toro commended the staff for the information shared about the Six-Year Plan.

**D. State Funding Requests for the 2018-20 Biennium**

The committee reviewed and discussed the various requests listed on the Summary of Potential New Initiative Funding Requests for 2018-20. This document is attached to the BoardDocs agenda.

In recent years, funding requests for new initiatives were limited to those items identified in an institution's six-year plan. Mr. Messplay commented that, at this time, the Department of Budget has not issued request guidance. Assuming this requirement will remain in place, the university will submit its funding request consistent with the new initiatives identified in its 2017 six-year plan.

**E. Renovation of Willard Hall**

Two resolutions relative to the renovation of Willard Hall were brought before the committee for recommendation to the Board of Visitors:

- 1) Willard Hall Financing Authorization Resolution (for the purpose of bond purchase)
- 2) Resolution Declaring the Intention to Reimburse the Cost of Certain Expenditures

**Action Item:**

On a motion by Ms. VanLowe, seconded by Mr. Houck, the committee voted to recommend to the Board of Visitors approval of the Willard Hall Financing Authorization Resolution as presented. All Board members present approved the motion.

**Action Item:**

On a motion by Mr. Houck, seconded by Mr. Hontz, the committee voted to recommend to the Board of Visitors approval of the Resolution Declaring the Intention to Reimburse the Cost of Certain Expenditures as presented. All Board members present approved the motion.

## **F. Five-Year Operating Budget**

In light of the immediate need to renovate Willard Hall and the potential impact that this renovation may cause on tuition and fees, the Board of Visitors requested that the UMW staff prepare a five-year operating budget projections report. The projections report is attached to the BoardDocs agenda. Executive Director of Budget and Financial Analysis Paul Messplay reviewed the document with committee members. There were no questions from the committee regarding the plan.

## **G. Campus Construction Update**

Associate Vice President for Facilities Services John Wiltenmuth presented a summary of the university's ongoing major and minor capital projects on campus. The Summary of Capital Projects document is attached to the BoardDocs agenda.

Following discussion, Mr. Del Toro requested a report on deferred maintenance needed, to include cost. Further, Ms. VanLowe inquired about the process for identifying the maintenance needs.

In addition to recurring topics currently on the yearly meeting agendas, the committee members indicated that they wanted to see an advancement plan and five-year budget projections each year.

There being no further business before the committee, Mr. Del Toro adjourned the committee meeting at 12:03 p.m.

## **16. RECTORS' GALLERY, LUNCH BUFFET**

## **17. BOARD OF VISITORS MEETING RECONVENES**

**Board Members present:** Fred M. Rankin III, Rector; Heather M. Crislip '95, Vice Rector; Carlos Del Toro; Secretary, Holly T. Cuellar '89, Devon Cushman '93 (arrived 1:50 p.m.), Edward (Ted) B. Hontz, R. Edward Houck, Patricia G. McGinnis '69, Davis C. Rennolds '06, Rhonda S. VanLowe, Deirdre Powell White '91

**Board Members absent:** Sharon Bulova

**Also present:** Troy D. Paino, President; Jeffrey W. McClurken '94, Special Advisor to the President and Clerk of the Board of Visitors; Lisa J. Bowling '89, Vice President for Advancement and University Relations; Kimberley Buster-Williams, Vice President for Enrollment Management; Sabrina V. Johnson, Associate Vice President of Human Resources and Affirmative Action; Juliette Landphair, Vice President for Student Affairs; Nina Mikhalevsky, Provost; Lynne D. Richardson, Interim Vice President for Administration and Finance, CFO; Paul Messplay, Executive Director for Budget Management; Marcel Rotter, University Faculty Council Representative; Sarah Karwowski, Student Government Association President; Joshua Hunt, Honor Council President; Elizabeth Griffin, Assistant Attorney General, Section Chief; Susan Worrell, Special Assistant to the President for Special Events; Zafeer Mobashar, Audio Visual Technician; Betsy J. Chinn, Deputy Clerk, Board of Visitors; Adele Uphaus-Conner '03, Reporter, *The Free Lance-Star*

Other faculty, staff, and students were also present.

Rector Fred Rankin reconvened the meeting of the Board of Visitors at 1:33 p.m. He asked everyone present to introduce themselves. The Rector acknowledged three new representatives at the conference table this year. Namely, the University Faculty Council representative, Honor Council representative, and the SGA representative.

## **18. FACULTY AND STUDENT REPORTS**

### **A. Faculty Representative Report**

Dr. Marcel Rotter, Chair of the University Faculty Council (UFC) and faculty representative to the Board of Visitors, provided a written report, which is attached to the BoardDocs agenda. Dr. Rotter indicated that the UFC has begun to solicit input on the President's Vision Statement. Forums to discuss the Statement are scheduled for October 18 and October 24.

Rector Rankin thanked Dr. Rotter for his report and also indicated that the Executive Committee will look forward to meeting with the UFC representatives in October for a more in depth conversation.

### **B. Student Government Association Report**

Student Government Association (SGA) president Sarah Karwowski was introduced. Ms. Karwowski stated that the SGA written report to the Board of Visitors is attached to the BoardDocs agenda. She reviewed highlights of the written report and answered various questions from members of the Board of Visitors.

Rector Rankin inquired about student safety on campus in light of the Charlottesville incident. Ms. Karwowski indicated that student safety will be a long-term focus this year. Some students still feel unsafe. A swastika was found on campus recently that caused some students to feel uncomfortable.

### **C. Honor Council Report**

President of the Honor Council Joshua Hunt noted that the Honor Council's written report is attached to the BoardDocs agenda. There are no new cases to report for this semester. There are fifteen cases remaining from the summer and those unresolved from last year still to complete. Honor constitution revisions are projected for this year to allow student remediation for accused.

The Honor Council office recently moved from Lee Hall to the basement of Combs Hall. The Council members are enjoying the new expanded space.

## **19. COMMITTEE REPORTS AND BOARD ACTIONS**

### **A. Diversity Ad Hoc Committee**

#### **I. Report from Chairperson VanLowe**

Ms. VanLowe, committee chair, reported that Athletic Director Ken Tyler gave a presentation on where the department stands with its diversity and inclusion initiatives. The committee will continue to meet with Mr. Tyler to monitor progress.

Recommendations from the Diversity Task Force Committee were discussed. There is still work to be done in this arena. Ms. VanLowe asked that ideas for topics for future meetings be shared with her. Mr. Rankin commented that a very thoughtful and comprehensive report came out of the enormous amount of data gathered, thus obtaining the cultural climate of the campus. Ms. VanLowe was thanked for her leadership.

There were no actions items to bring before the Board of Visitors.

### **B. Audit Committee**

#### **I. Report from Chairperson VanLowe**

Ms. VanLowe noted that the Audit Committee had the opportunity to meet twice to consider an overview of internal audit and its functions. The internal auditor presented a grid of several different areas at the university where she can perform audits. Priorities will be set going forward. The objective of the Audit Committee this year is to make this a robust committee.

The external audit report for 2016 resulted in a clean opinion. There were some deficiencies identified primarily in the instructional technology area. Chief Information Officer Hall Cheshire reported that there is a plan in place to correct these deficiencies. The Internal Auditor will follow up to ensure that the deficiencies are resolved.

The following action items came forward from the Audit Committee:

#### **II. Approval of Audit Committee Charter**

##### **Action Item: Approve the Audit Committee Charter**

On behalf of the Committee, Ms. VanLowe moved approval of the Audit Committee Charter as amended. All Board members present approved the motion.

#### **III. Approval of Internal Audit Charter**

##### **Action Item: Approve the Internal Audit Charter**

On behalf of the Committee, Ms. Van Lowe moved approval of the Internal Audit Charter as presented. All Board members present approved the motion.

#### **IV. Approval of the Annual Audit Plan**

##### **Action Item: Approve the Annual Audit Plan**

On behalf of the Committee, Ms. VanLowe moved approval of the Annual Audit Plan as presented. All Board members present approved the motion.

#### **C. Nominating and Governance Committee**

##### **I. Report from Chairperson Cuellar**

Ms. Cuellar reported that the committee was pleased with the work done at the Board retreat in August. Discussion was substantive and the facility received good reviews. The Board of Visitors will meet at Kingsmill Resort in August 2018, and will partner with the UMW Foundation Board. The Nominating and Governance Committee will continue planning the meeting agenda and other retreat activities in the spring.

In setting goals for 2017-18, the committee reviewed the responsibilities of the Nominating and Governance Committee in the Board's Bylaws. Next year, all Executive Committee officer positions will be up for election. The process for selection of officers was discussed. Feedback from members of the Board of Visitors is welcomed.

Two statutory changes became effective July 1, 2017:

- 1) The Rector or Vice Rector must be a resident of Virginia.
- 2) Participation in Board meetings by electronic means when participating from a remote location has changed to two meetings per calendar year.

The Nominating and Governance Committee will begin the process for Bylaw revisions at the November 2017 meeting.

A charge was given from the Executive Committee to explore the possibility of allowing public comment at Board meetings. At this time, communication with the Board of Visitors comes solely through the Office of the President. The Committee will do further research on this topic and will bring a recommendation to the Board of Visitors at a later date.

There were no action items to bring before the Board of Visitors.

#### **D. Academic and Student Affairs Committee**

##### **I. Report from Chairperson Crislip**

Ms. Crislip, committee chair, provided a summary of the committee meetings held over the past two days. The committee set up a more purposeful agenda for new items to be discussed at future meetings, valuing accountability and follow up.

The following action items came forward from the committee:



## **II. Approval of Historic Properties Loan Authorization**

### **Action Item:**

On behalf of the Committee, Ms. Crislip made a motion for approval of the following requests from the James Monroe Museum:

- Loan of a portrait of James Monroe attributed to Bass Otis to the University of Virginia for the period: September 20, 2017-August 31, 2018
- Loan of a set of scales owned by James Monroe and a pocket watch owned by Thomas Jefferson to the Disney Imagineering Hall of Presidents for the period: November 27, 2017-November 27, 2019

All Board members present approved the motion.

## **III. Approval of Revisions to the Policy on Sexual and Gender Based Harassment and Other Forms of Interpersonal Violence**

Following an annual review of the Policy, updates were made to reflect changes to OCR requirements. Proposals were made largely to be as transparent as possible and to tighten definitions to match the Virginia statute.

### **Action Item:**

On behalf of the Committee, Ms. Crislip made a motion to approve changes made to the Policy on Sexual and Gender Based Harassment and Other Forms of Interpersonal Violence as presented. All Board members present approved the motion.

## **IV. Approval of the Master of Science in Nursing Program Approval of Differential Tuition and Fee Rate for the Master of Science in Nursing Program**

### **Action Item:**

On behalf of the Committee, Ms. Crislip made a motion for approval of the following:

- 1) Adoption of the Master of Science in Nursing Program as presented
- 2) Differential tuition and fee rate for the Master of Science in Nursing Program as presented

All Board members present approved the motion.

## **V. Approval of Personnel Docket for Teaching and Instructional Faculty**

### **Action Item:**

On behalf of the Committee, Ms. Crislip made a motion for approval of the Personnel Docket for Teaching and Instructional Faculty, as presented. All Board members present approved the motion.

**E. Administration, Advancement, Finance and Facilities Committee**

**I. Report from Chairperson Del Toro**

Mr. Del Toro, committee chair, provided a recap of the committee meeting held earlier in the day.

The following action items came forward from the committee:

**II. Approval of Stafford County Public Schools Program at Stafford Campus**

The University and Stafford County have entered into a lease agreement for space in the Gates-Hudson Building at the Stafford campus. Renewal of the lease is contingent upon General Assembly approval, which the university seeks under the Appropriations Act.

**Action Item:**

On behalf of the Committee, Mr. Del Toro made a motion for approval of the university's seeking of General Assembly approval of renewal of leased space for the Stafford County Public Schools Program at the Stafford Campus via the Appropriations Act, as presented. All Board members present approved the motion.

**III. Approval of Resolutions for Donor Terms of Agreement:**

Vice President for Advancement and University Relations Lisa Bowling provided a brief description of each donor and those being honored.

**Action Item:**

On behalf of the Committee, Mr. Del Toro made a motion to approve the following donor terms of agreement:

- Dennis Belcher Scholarship
- Department of Psychological Science Endowment
- Eastman-Mullins Scholarship in Theatre
- Susan B. Leavitt '83 Scholarship and Leavitt Collaboration Space
- Effie E. Robinson '45 Study Abroad Scholarship
- Vicky Nichols Wilder '80 and Florence Overley Ridderhof '50 Scholarship in Dance

All Board members present approved the motion.

Ms. Bowling added that there are multiple steps involved in stewardship recognition. UMW is grateful to the donors for their generosity.

**IV. Approval of Six-Year Plan**

**Action Item:**

On behalf of the Committee, Mr. Del Toro made a motion to approve the Six-Year Plan resolution as presented. All Board members present approved the motion.

## **V. Approval of Renovation of Willard Hall**

Mr. Del Toro called upon Executive Director of Budget and Financial Analysis Paul Messplay to describe the two resolutions coming before the Board in relation to the Willard Hall renovation project. Mr. Messplay relayed that the first resolution provides for purchase of 9(d) pooled bonds through the Commonwealth's Treasury Board. The second resolution allows the university the ability to reimburse itself for expenses incurred for the project prior to the availability of bond proceeds.

### **Action Item:**

On behalf of the Committee, Mr. Del Toro made a motion to approve the following two resolutions for the renovation of Willard Hall as presented:

- 1) Willard Hall Financing Authorization Resolution
- 2) Resolution Declaring the Intention to Reimburse the Cost of Certain Expenditures in Connection with the Renovation of Willard Hall

All Board members present approved the motion.

## **20. MEETING ADJOURNMENT**

Rector Rankin provided closing remarks. He relayed that he was humbled by the energy and commitment to work with the president to resolve matters in an honest and ethical way.

There being no further business to come before the Board, Rector Rankin adjourned the Board of Visitors meeting at 4:16 p.m.

## **21. 5:30 P.M., BROMPTON, OPENING FACULTY RECEPTION**

Members of the Board of Visitors, President's Cabinet, faculty and invited guests gathered on the lawn at Brompton, home of the UMW President, to celebrate the opening of the academic year.

## **22. 7:30 P.M., OPTIONAL EVENT – CAPITOL STEPS PERFORMANCE**

Ticket purchase required.

## **23. SATURDAY, SEPTEMBER 26, 2017**

### **A. Optional UMW Family Weekend Activities**

All members of the Board of Visitors were invited to attend scheduled activities posted to the UMW Events website: [www.umw.edu/familyweekend](http://www.umw.edu/familyweekend).

**MEETING MINUTES APPROVED  
UNIVERSITY OF MARY WASHINGTON  
BOARD OF VISITORS  
NOVEMBER 16, 2017**

