

**UNIVERSITY OF MARY WASHINGTON**

**BOARD OF VISITORS MEETING**

**NOVEMBER 13-14, 2008**

**MINUTES**

**Present:**

Randall R. Eley, Friday only  
Elizabeth F. Foster '69  
Benjamin W. Hernandez '95  
Martha K. Leighty '75  
Princess R. Moss '83  
J. William Poole  
Patricia B. Revere '63  
Xavier R. Richardson  
Russell H. Roberts  
Nanalou W. Sauder '56  
Daniel K. Steen '84, Friday only  
C. Maureen Stinger '94

**Also Present:**

Rosemary Barra, Vice President for Academic Affairs and Dean of the Faculty for the  
College of Arts and Sciences  
Meta Braymer, Vice President for Graduate and Professional Studies and Dean of the  
Faculty  
Bernard M. Chirico, Vice President for Student Affairs and Dean of the Students  
Mary R. Corbin, Executive Assistant to the President  
Ronald C. Forehand, Senior Assistant Attorney General  
Judy G. Hample, President  
F. Douglas Holcombe, CGPS Faculty Representative to the Board  
Richard V. Hurley, Executive Vice President  
Nina Mikhalevsky, Acting Provost and Vice President for Strategy and Policy  
Mary Rigsby, CAS Faculty Representative to the Board  
Jeffrey W. Rountree, Vice President for Advancement and CEO, UMWF  
Amy Andersen Taft, Clerk of the Board  
Martin A. Wilder, Vice President for Enrollment and Communications  
John P. Wiltenmuth, Associate Vice President for Facilities Services  
Khalil Yazdi, CIO and Vice President for Information Technology and Institutional  
Research

On Thursday, November 13, the Rector and Board of Visitors dined at Brompton, after which President Hample previewed her goals for the current academic year. On Friday, November 14, Rector Sauder convened the meeting of the Board of Visitors in the Minor Board Room of the Jepson Alumni Executive Center at 8:45 a.m. She asked the Board if anyone had questions or concerns about the consent agenda. Hearing none, she entertained a motion to approve the consent agenda.

On motion by Ms. Foster, seconded by Mr. Roberts, and agreed to by all Board members, the consent agenda was unanimously approved.

Mr. Hurley introduced Dr. Stephen Fuller from the Center for Regional Analysis at George Mason University's School for Public Policy. Dr. Fuller summarized the key results of the economic impact study conducted last year to determine the economic contribution made by the University to the City of Fredericksburg and surrounding region. Results from this study show that the combined operation and capital outlays by UMW contributed \$115.2 million to the Fredericksburg area's economy in 2007.

President Hample reminded the Board that she would be presenting her vision for the University on Monday, November 17, at 4 p.m. in Dodd Auditorium, after which the strategic planning process will commence. The strategic planning steering committee will be chaired by Acting Provost Mikhalevsky, be as broadly representative of campus constituencies as possible, and be populated largely by faculty, some elected by their respective governing bodies. This group will elicit input from the University community, draft a plan based on that input, then present Phase One to the Board at their planning retreat in July 2009. Working parallel to and simultaneously with the steering committee will be standing committees, to include the two existing advisory committees on diversity, which will be merged; interdisciplinary studies; student life enhancement; and business administration and education programs that will bring faculty on both campuses together with consultants. The University web site will be used heavily to advertise these meetings and post information throughout the strategic planning process.

Following Dr. Hample's report, Mr. Rountree requested a closed meeting to discuss UMW Foundation issues.

### **Closed Session I**

On motion by Ms. Revere, seconded by Mr. Hernandez, the Board went into Closed Meeting pursuant to Section 2.2-3711 (A) (3) for acquisition or use of real estate at Eagle Village and Section 2.2-3711 (A) (8) for a pending gift to the University.

At the end of the discussion, on motion by Ms. Revere, seconded by Ms. Foster, and agreed to by all members, the Board came out of Closed Meeting. In compliance with the Virginia Freedom of Information Act, Ms. Revere made a motion, seconded by Ms. Moss, to adopt the Certification of Closed Meeting that was read and is attached to these minutes as Appendix A. Ms. Revere called the roll to ascertain whether each member was in agreement with the certification that the purpose of the closed meeting had been strictly adhered to. All members were in agreement.

On motion by Ms. Leighty, seconded by Mr. Richardson, and agreed to by all Board members, the following resolution that was initially approved by the Executive Committee of the Board was ratified by the full Board:

WHEREAS, the Executive Committee of the Board of Visitors (the Board) of The University of Mary Washington (the University) is supportive and committed to the development and success of needed student housing for the students of the University provided by the University of Mary Washington Foundation (the Foundation), or its affiliates, including Eagle Housing, LLC (the Company); and

WHEREAS, there have been described to the Board the plans of the Company whose sole member is the Foundation (a) to finance the Project, as defined and described below, which will be owned by the Company, and (b) to advance refund Housing Facility Revenue Bonds (MWC Apartments Project) Series 2003 (the Series 2003 Bonds) the proceeds of which financed the University Apartments, a student housing facility of approximately 350 beds located at 1106 William Street in the City of Fredericksburg, Virginia, currently owned by the Foundation and to be transferred to the Company; and

WHEREAS, the Project will consist of the acquisition, development, construction and equipping of an approximately 600 bed apartment style student housing facility with related parking and retail/office space and a pedestrian bridge to be located at 1143 Jefferson Davis Highway in the City of Fredericksburg, Virginia (the Project); and

WHEREAS, the Project is to be financed and the University Apartments are to be refinanced with the proceeds of one or more series of the Student Housing Facility Revenue and Refunding Bonds (the Bonds) in an amount now estimated at \$106,000,000 to be issued by the Economic Development Authority of the City of Fredericksburg, Virginia (the Issuer); and

WHEREAS, the University Apartments provide, and the Project will provide, housing for the students of the University, offer housing options to students, and therefore will promote the University's educational purposes; and

WHEREAS, the General Assembly of the Commonwealth of Virginia has authorized the University to enter into written agreements to support student housing facilities, and such support may include agreements to: (i) include the student housing facilities in the University's student housing inventory; (ii) manage the operation and maintenance of the facilities, including collection of rental fees as if those students occupied University-owned housing; (iii) assign students to the facilities in preference to other University-owned facilities; (iv) seek to obtain police power over the student housing as provided by law; and (v) otherwise support the student housing facilities consistent with law and other University obligations; and

WHEREAS, the Board desires to enter into such an agreement with the Company (the Support Agreement) in support of the Project and the University Apartments; and

WHEREAS, the Support Agreement in substantially final form has been presented at this meeting;

THEREFORE, BE IT RESOLVED as follows:

1. The Board affirms its approval and support of the University Apartments and the Project and authorizes the President and any Vice President of the University, any of whom may act, consistent with applicable laws and policies of the Commonwealth, to approve or authorize the terms and conditions of the Support Agreement and any other agreement between the University and the Foundation or the Company relating to the Bonds, the University Apartments or the Project, including any management agreement with respect to the operation and maintenance thereof, and further including the authority to consent to the assignment and delegation by the Foundation to the Company of any rights and duties in the existing management or other agreements between the Foundation and the University related to the University Apartments. Such officers of the University are each authorized and directed to execute and deliver the Support Agreement in substantially the form presented at this meeting, which is hereby approved, with such changes as may be approved by the officer of the University executing the Support Agreement, such execution constituting conclusive evidence of such approval. The rights of the Company under the Support Agreement, and the rights of the University under any management agreement with respect to the University Apartments and/or the Project, may be assigned to the Bond Trustee with respect to the Bonds and any financial institution providing credit support and/or liquidity support as security for the payment of the Bonds.
2. The appropriate officers and employees of the University, any of whom may act, are hereby authorized to take all such actions as may be necessary or convenient in connection with the issuance and sale of the Bonds, but only to the extent authorized by applicable laws and policies of the Commonwealth. The appropriate officers and employees of the University, any of whom may act, are hereby authorized and directed to approve, execute and deliver all certificates, documents, agreements and other instruments as they may consider necessary or desirable in connection with the issuance and sale of the Bonds and the execution and delivery of the Support Agreement and any management agreement, but only to the extent authorized by applicable laws and policies of the Commonwealth.
3. All other acts of the officers and employees of the University that are in conformity with the purposes and intent of this resolution and in furtherance of the plan of refinance and finance described herein are hereby approved, ratified, confirmed and authorized.
4. The President or any Vice President of the University shall report to the Board at its next meeting any material changes to the Support Agreement or the plan of refinance and finance described herein.

-----  
Mr. John Wiltenmuth, Associate Vice President for Facilities Services, presented his report on campus construction projects and answered questions related to the Woodard Campus Center deck, the Dahlgren property, and residence hall renovation. Mr. Hurley noted that the Dahlgren

space will be flexible enough to accommodate tenants and future tenants, and that the University's role is to manage and coordinate use of the space, and deliver courses by request.

Ms. Shannon Williams, Assistant Controller, reviewed the unaudited annual financial statements and debt schedule, noting that the Foundations provide their own audited information. Mr. Hurley then highlighted several items from the October 31 financial report and shared student feedback from a recent Student Government Association (SGA) campus safety walk.

Mr. Hurley concluded his presentation with the proposed budget reduction plan and requested the Board's approval of the plan. On motion by Mr. Roberts, seconded by Ms. Revere, and agreed to by all Board members, the following resolution was unanimously approved:

**RESOLVED** by the Rector and Visitors of the University of Mary Washington, that the budget reduction plan for FY2008-09 is hereby approved as presented.

Following the introduction of the new internal auditor, Ms. Tera Kovanes, Rector Sauder announced that the Board committee appointments in 2006-7 would remain in effect for 2007-8, with the exception of Mr. Poole and herself, who would trade assignments.

After a break for lunch, Dr. Mikhalevsky described the UMW Institutional Performance Standards Education-Related Measures (IPEDS) submitted to SCHEV in October, and the resulting targets and expectations developed by the University. She explained that the targets are based on many factors, including the University's mission, resources, and six-year plan and the State's strategic goals and expectations for higher education.

Rector Sauder invited Mr. Forehand to speak to the Board about the Freedom of Information Act (FOIA) and its implications for all Board members.

### **Closed Session II**

On motion by Ms. Revere, seconded by Ms. Foster, the Board went into Closed Meeting pursuant to Section 2.2-3711 (A) (7) for legal advice related to FOIA.

At the end of the discussion, on motion by Ms. Revere, seconded by Mr. Hernandez, and agreed to by all members, the Board came out of Closed Meeting. In compliance with the Virginia Freedom of Information Act, Ms. Revere made a motion, seconded by Ms. Moss, to adopt the Certification of Closed Meeting that was read and is attached to these minutes as Appendix B. Ms. Revere called the roll to ascertain whether each member was in agreement with the certification that the purpose of the closed meeting had been strictly adhered to. All members were in agreement.

Dr. Hample highlighted her activities the first three months of the semester, which have been focused on meeting the University's many constituencies, including five open forums with faculty and staff, individual faculty department meetings, visits with State legislators and local officials, and alumni gatherings from Richmond to Boston. Dr. Hample emphasized her vision of "Students First," and described some recent actions that eliminated student fees, gave access to the pool and recreation field, and increased Internet access in the residence halls.

Following reports by the faculty and student representatives, the vice presidents summarized their written reports and entertained questions from the Board.

On motion by Ms. Leighty, seconded by Ms. Revere, and agreed to by all Board members, the following resolution was unanimously approved:

**RESOLVED** by the Rector and Visitors of the University of Mary Washington, that the follow faculty be appointed Jepson Fellows for the 2009-2010 Academic Year.

- **Robert Barr, Assistant Professor, Department of Political Science and International Affairs, College of Arts and Sciences**
- **Antonio Barrenechea, Assistant Professor, Department of English, Linguistics, and Communication, College of Arts and Sciences**
- **Stephen Davies, Assistant Professor, Department of Computer Science, College of Arts and Sciences**
- **Steven E. Harris, Assistant Professor, Department of History and American Studies, College of Arts and Sciences**
- **H. Nicole Myers, Associate Professor of Education, College of Graduate and Professional Studies**
- **Holly Schiffrin, Assistant Professor, Department of Psychology, College of Arts and Sciences**

### **Closed Session III**

On motion by Ms. Revere, seconded by Mr. Roberts, the Board went into Closed Meeting pursuant to Section 2.2-3711 (A) (1) to discuss the personnel dockets and the President's performance measures.

At the end of the discussion, on motion by Ms. Stinger, seconded by Ms. Revere, and agreed to by all members who were present, the Board came out of Closed Meeting. In compliance with the Virginia Freedom of Information Act, Ms. Revere made a motion, seconded by Mr. Steen, to adopt the Certification of Closed Meeting that was read and is attached to these minutes as Appendix C. Ms. Revere called the roll to ascertain whether each member was in agreement with the certification that the purpose of the closed meeting had been strictly adhered to. All members who were present were in agreement. Mr. Eley, Mr. Poole, and Mr. Richardson were absent during this vote and for part or all of the closed session. Ms. Leighty was also absent for part of this closed session.

**Adjournment**

Having no further business to discuss, Ms. Sauder adjourned the meeting at approximately 5:25 p.m.

Approved: \_\_\_\_\_  
Rector

Approved: \_\_\_\_\_  
Secretary

Attachments: Appendices A-C