

UNIVERSITY OF MARY WASHINGTON

BOARD OF VISITORS MEETING

February 19, 2009

MINUTES

Present:

Randall R. Eley
Elizabeth F. Foster '69
Benjamin W. Hernandez '95
Martha K. Leighty '75
Princess R. Moss '83
J. William Poole
Patricia B. Revere '63, Secretary
Xavier R. Richardson
Nanalou W. Sauder '56, Rector
Daniel K. Steen '84, Vice-Rector
Maureen Stinger '94

Also present:

Judy G. Hample, President

Absent:

Russell H. Roberts

The Board of Visitors met the evening of February 19, 2009 for dinner at Brompton at 6:30 pm. Rector Sauder did not call a formal meeting to order, thus various discussions took place around the table among groups of those seated in close proximity to one another. These discussions were in a social context including the current U.S. economic crisis, Virginia and national politics and various family activities of Board members.

Following dinner, the Rector called the meeting to order and entertained a motion to go into closed session. Mrs. Revere moved, seconded by Mr. Hernandez, that the Board go into Closed Meeting pursuant to Section 2.2-3711 (A) (1) for Personnel related to the President as previously requested by Dr. Hample.

At the conclusion of the discussion, on a motion by Mrs. Revere, seconded by Ms. Moss, and agreed to by all members present, the Board of Visitors came out of Closed Meeting. In compliance with the Virginia Freedom of Information Act, Mrs. Revere made a

motion, seconded by Ms. Stinger to adopt the Certification of Closed Meeting that was read and is attached to these minutes as Appendix A. Mrs. 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.

Adjournment:

There being no further items on the evening's agenda, the Rector declared the meeting adjourned at approximately 10:30 pm.

Approved: _____
Rector

Approved: _____
Secretary

UNIVERSITY OF MARY WASHINGTON

BOARD OF VISITORS MEETING

February 20, 2009

MINUTES

Present:

Randall R. Eley
Elizabeth F. Foster '69
Benjamin W. Hernandez '95
Martha K. Leighty '75
Princess R. Moss '83
J. William Poole
Patricia B. Revere '63, Secretary
Xavier R. Richardson
Nanalou W. Sauder '56, Rector
Daniel K. Steen '84, Vice-Rector
Maureen Stinger '94

Also present:

Rosemary Barra, Vice President for Academic Affairs and Dean of the Faculty for the College of Arts and Sciences
Jake Belue, Assistant in the Attorney General's Office
Meta Braymer, Vice President for Graduate and Professional Studies and Dean of the Faculty
Mary R. Corbin, Executive Assistant to the President
Quincey Garcia, Honor Council President
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
Sean O'Brien, Student Government Association President
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

Absent:

Russell H. Roberts

On Friday, February 20, 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 noted

the slightly revised agenda that included a resolution of the Board bylaws. She then 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 Ms. Revere, and agreed to by all Board members, the consent agenda was unanimously approved.

On recommendation from the Association of Governing Boards, Rector Sauder proposed that the Audit Committee be separated from the Administration and Finance Committee. In so doing, the roles and responsibilities of the two separate committees would be realigned accordingly. Rector Sauder then entertained a motion to approve the revisions to the Bylaws. Please refer to Appendices A and B for a copy of the Bylaws with markups shown, along with the final version that was submitted for approval.

On motion by Ms. Revere, seconded by Mr. Poole, and agreed to by all Board members, the amendments to the Bylaws were unanimously approved.

Mr. Hurley introduced Dr. John Morello, Chair of the Building Committee for the Information and Technology Convergence Center. Dr. Morello provided a brief overview of the project and then introduced the architects from the Hanbury, Evans, Wright and Vlattas Company. Mr. Mike Evans described the Center as an opportunity to bring together many elements of the life of the University. Its main purpose is to connect information, technology, and library resources in a setting that is academic, social, and recreational. The project will begin in July of 2010, with completion planned for 2013.

Ms. Tera Kovanes, Director of Internal Audit, reviewed her report with the Board. Due to the revisions to the Board bylaws, Ms. Kovanes and Rector Sauder noted that text in the audit documents which referred to the Audit and Finance Committee should be edited to read the Audit Committee. The Board discussed other minor changes to the text related to this update.

On motion by Mr. Richardson, seconded by Ms. Revere, and agreed to by all Board members, the Internal Audit Charter was approved as amended.

On motion by Mr. Steen, seconded by Mr. Hernandez, and agreed to by all Board members, the Internal Audit Fraud Reporting Policy was approved as presented.

On motion by Mr. Poole, seconded by Mr. Richardson, and agreed to by all Board members, the Internal Audit Plan was approved as amended.

Following a short break, Rector Sauder invited Ms. Garcia to explain the structural changes to the Honor Council, as well as the proposed policy changes to the Honor Constitution. These proposed policy changes led to a discussion of a particular matter involving a student, and Rector Sauder entertained a motion to go into closed session.

Closed Session I

On motion by Ms. Revere, seconded by Ms. Leighty, the Board went into Closed Meeting pursuant to Section 2.2-3711 (A) (2) to discuss a disciplinary matter involving a student accused of an honor violation.

At the end of the discussion, on motion by Ms. Revere, seconded by Ms. Leighty, 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. Stinger, 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 were in agreement.

Since students at the Stafford campus had not had an opportunity to vote on the proposed changes to the Honor Constitution, the Board was unable to approve the resolution. However, the Board was able to vote on the proposed changes to Appendix A of the Honor Constitution.

On motion by Ms. Leighty, seconded by Ms. Moss, and agreed to by all Board members, Appendix A of the Honor Constitution was approved as presented and amended, and with a change in text, and is attached hereto as Appendix D.

Mr. Hurley introduced Mr. Joe Stepp and Ms. Mary Rohas from the Auditor of Public Accounts (APA). Mr. Stepp reviewed the auditing process that began in January and would be completed in April. The purpose of this report is to provide the Board with feedback concerning the University's financial statements and compliance issues.

Following the presentation by the APA representatives, Mr. Hurley led a discussion concerning the state budget cuts. He then invited Ms. Allyson Moerman to provide an update on the progress of ARMICS implementation. Following the ARMICS presentation, Mr. Hurley reviewed the financial reports and explained the annual requirement to approve the University's debt policy recertification.

On motion by Mr. Steen, seconded by Ms. Foster, and agreed to by all Board members, the Debt Policy Recertification was approved as presented.

Mr. Wiltenmuth summarized campus construction and planned projects, highlighting the reopening of Lee Hall to students next month.

At the Board meeting on January 16, the Executive Committee approved the Dahlgren Master Plan. In order to show support of the Executive Committee's decision, the full Board was asked to ratify the resolution.

On motion by Mr. Poole, seconded by Ms. Revere, and agreed to by all Board members, the Board ratified the action taken by the Executive Committee on January 16 regarding the approval of the Dahlgren Master Plan.

Closed Session II

On motion by Ms. Revere, seconded by Mr. Steen, the Board went into Closed Meeting pursuant to Section 2.2-3711 (A) (3) to discuss acquisition or use of real estate.

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. Leighty, to adopt the Certification of Closed Meeting that was read and is attached to these minutes as Appendix E. 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.

Prior to the Board breaking for lunch, Rector Sauder announced the following committee re-assignments:

- Administration and Finance – Mr. Eley (Chair), Mr. Hernandez (Vice-Chair), Ms. Leighty (Member)
- Audit Committee – Mr. Steen (Chair), Mr. Poole (Vice-Chair), Mr. Roberts (Member)

The afternoon agenda began with a presentation of the Dahlgren Building Design. Mr. Gary Hobson, Capital Outlay Program Director, introduced the projects architects from Burt Hill. The architects described the flexibility of their modular design and noted that they were currently investigating various “green” options for the building’s exterior.

Dr. Mikhalevksy summarized the progress being made by the Strategic Planning Committee and outlined the aggressive timeline they are following. She reported that the Committee aims to have a draft of a strategic plan to submit to the Board in time for the retreat in July. It would then return to the faculty for further review and comment, with the goal of getting final Board approval in November 2009.

Closed Session III

On motion by Ms. Revere, seconded by Ms. Leighty, the Board went into Closed Meeting pursuant to Section 2.2-3711 (A) (1) to discuss personnel issues. 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. Leighty, to adopt the Certification of Closed Meeting that was read and is attached to these minutes as Appendix F. 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 Mr. Steen, seconded by Ms. Stinger, and agreed to by all Board members, the Personnel Docket was approved as presented.

Adjournment

Having the time constraint of the Eagle Village groundbreaking and reception scheduled to begin at 4:30 p.m., Ms. Sauder adjourned the meeting at approximately 4:05 p.m.

Approved: _____
Rector

Approved: _____
Secretary

Attachments: Appendices A-F