

**DRAFT MEETING MINUTES
UNIVERSITY OF MARY WASHINGTON
BOARD OF VISITORS
NOMINATING AND GOVERNANCE COMMITTEE
TUESDAY, JULY 10, 2012**

Nominating Committee Members Present:

Xavier R. Richardson, Chair

Mary J. Berry

Dorcas R. Hardy

B. Judson Honaker

Committee Member Participating via Remote Teleconference:

Pamela J. White '74

Also Present:

Martin A. Wilder, Jr., Chief of Staff

Betsy J. Chinn, Deputy Clerk of the Board

A. Call to Order

Mr. Richardson called the meeting to order at 12:30 p.m.

B. President's Annual Appraisal and Review – Closed Meeting

On a motion by Ms. Berry, seconded by Ms. Hardy, with unanimous consent, the Nominating and Governance Committee voted to enter into closed meeting pursuant to Section 2.2-3711 (A) (1) of the *Code of Virginia* to discuss personnel matters. The Nominating and Governance Committee entered into closed meeting at 12:35 p.m. Judge White participated in the closed meeting via telephone.

At 12:46 p.m., on a motion by Ms. Berry, seconded by Mr. Honaker, and with unanimous consent, the Nominating and Governance Committee reentered open meeting.

The following motion to certify the closed meeting was made by Ms. Berry, and seconded by Mr. Honaker:

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. Berry, Ms. Hardy, Mr. Honaker, Mr. Richardson, Judge White

NAYS: None

Following the closed meeting, Mr. Richardson noted that the Nominating and Governance Committee had discussed the matter of the president's annual appraisal and review. Further discussion will take place in closed session at the annual meeting of the Board of Visitors.

C. Nominations for Executive Committee 2012-13

The Board at its first regular meeting after the beginning of the fiscal year (July 1) of each even calendar year shall elect a Rector, Vice Rector, and Secretary for a two-year term. Annually, the Board shall elect two at-large members to the Executive Committee to serve for a one-year term.

Mr. Richardson distributed a list of candidates suggested to the committee to serve on the Executive Committee of the Board of Visitors for the 2012-13 academic and fiscal year.

Nominations received:

Rector: Judge Pamela J. White '74

Vice Rector: Holly T. Cueller '89

Secretary: Xavier R. Richardson

At Large Members: Mary J. Berry

Joseph W. Grzeika '83

Daniel K. Steen '84

Joseph R. Wilson

Suggested candidates for officers of the Board were discussed.

A motion was made by Ms. Berry, seconded by Mr. Richardson, to nominate Judge White for the position of Rector. Judge White recused herself from the vote. All Members present approved the motion.

A motion was made by Ms. Berry, seconded by Judge White, to nominate Ms. Cuellar for the position of Vice Rector. All Members present approved the motion.

A motion was made by Ms. Berry, seconded by Ms. Hardy, to nominate Mr. Richardson for the position of Secretary. Mr. Richardson recused himself from the vote. All Members present approved the motion.

Discussion of suggested candidates to serve as At-Large members of the Board followed. Ms. Berry recused herself from the meeting during discussion and motion to nominate.

A motion was made by Judge White, seconded by Mr. Honaker, to nominate Mr. Steen and Mr. Wilson to serve as at-large members of the Executive Committee.

Roll Call Vote:

AYES: Mr. Honaker, Mr. Richardson, Judge White

NAYS: Ms. Hardy

ABSENT: Ms. Berry

The following will be nominated by the Nominating and Governance Committee to serve on the Executive Committee of the Board of Visitors at the Annual Meeting:

For Rector – Judge Pamela J. White '74 for a two-year term

For Vice Rector – Ms. Holly T. Cuellar '89 for a two-year term

For Secretary – Mr. Xavier R. Richardson for a two-year term

For Executive Committee – Mr. Daniel K. Steen '84 for a one-year term

For Executive Committee – Mr. Joseph R. Wilson for a one-year term

D. Other Business

The agenda for the Board of Visitors Annual Meeting was discussed. Mr. Richardson asked if there were any suggestions for the New Board Member Orientation or any other Board sessions. A request was made to include a brief refresher and discussion of FOIA by the full Board. Dr. Wilder stated that he will present this suggested agenda item to the Rector for consideration.

There being no further business to discuss, a motion was made by Ms. Berry, seconded by Ms. Hardy that the meeting of the Nominating and Governance Committee be adjourned. All Members present approved the motion.

The meeting was adjourned at 1:23 p.m.