MEMORANDUM

TO: The Special Committee on Governance and Engagement:
   George Keith Martin, Co-Chair
   John L. Nau III, Co-Chair
   Allison Cryor DiNardo
   Marvin W. Gilliam Jr.
   Bobbie G. Kilberg
   Edward D. Miller, M.D.
   Timothy B. Robertson
   Linwood H. Rose
   Hillary A. Hurd
   Helen E. Dragas, Ex Officio

   and

   The Remaining Members of the Board and Senior Advisors:
   Frank B. Atkinson
   Victoria D. Harker
   A. Macdonald Caputo
   Stephen P. Long, M.D.
   Hunter E. Craig
   Vincent J. Mastracco Jr.
The Hon. Alan A. Diamonstein
   William H. Goodwin Jr.
   Leonard W. Sandridge Jr.

FROM: Susan G. Harris

SUBJECT: Minutes of the Special Committee on Governance and Engagement Meeting on October 19, 2012

The Special Committee on Governance and Engagement of the Board of Visitors of the University of Virginia met, in Open Session, at 11:15 a.m., Friday, October 19, 2012, in the Board Room of the Rotunda; George Keith Martin and John L. Nau III, Co-Chairs, presided.

Present were Ms. Allison Cryor DiNardo, Marvin W. Gilliam Jr., Ms. Bobbie G. Kilberg, Timothy B. Robertson, Linwood H. Rose, and Ms. Helen E. Dragas, Rector.
Also present were Frank B. Atkinson, Hunter E. Craig, Vincent J. Mastracco Jr., and William H. Goodwin Jr.

A. Macdonald Caputo participated by telephone.

Present as well were Ms. Teresa A. Sullivan, Ms. Susan G. Harris, Paul J. Forch, Ms. Susan A. Carkeek, Ms. Patricia M. Lampkin, Robert S. Kemp, and Ms. Debra D. Rinker.

Report by the Co-Chairs

Mr. Martin said the Governance and Engagement committee is considering engaging a consultant to work with the Board on governance structure and issues. He introduced Dr. Richard Chait, who spoke by telephone. Dr. Chait is Professor Emeritus of Higher Education at the Harvard Graduate School of Education and a nationally recognized expert on higher education governance. He has consulted for a number of colleges and universities, including Dartmouth, Duke, Johns Hopkins, Lehigh, and many others.

Dr. Chait said in his work as a consultant he focuses on three areas: governance, board structure, and culture. There are four phases of work: diagnostic, action, creating a social compact, and follow-up and refinement. The diagnostic phase includes a review of documents, direct observation of board interactions, and interviews. The action phase focuses on tangible, immediate and useful results. The third phase is the creation of a written statement of expectations of board members with each other. The final phase is the continuing work that must be done to maintain best practices. Through all, the board develops shared expectations of governance.

Dr. Chait said less effective boards are susceptible to radical changes in leadership because they have not institutionalized within the board guidelines for working together. He said he is a coach, not a facilitator, however, as a coach the client must be enthusiastic about the process; it is a waste of resources to ask an outside person to come in to persuade the board that self-evaluation is a virtuous activity. He said there are very few universities with the stature of the University of Virginia, and when the best suffer setbacks it hurts everyone in higher education.

Mr. Martin thanked Dr. Chait for his comments and Dr. Chait rang off. Mr. Martin proceeded to review some proposed changes to the Manual of the Board of Visitors and other governance changes:

1. Mr. Martin recommended that any action contemplated by the executive committee should require a supermajority of the full committee to approve. The committee agreed to send this forward for consideration by the executive committee.
2. Mr. Martin recommended increasing the number of members of a committee who would constitute a quorum. The committee agreed to table this recommendation and take it up again at a later meeting.

3. Mr. Martin said that in order to allow members other than the rector and vice rector to interact with the president, a group should be formed to meet with the president on a quarterly basis to review her progress, particularly as it related to strategic planning and implementation. The committee agreed to send to the executive committee a recommendation that this group be comprised of the chairs of Educational Policy, External Affairs, and Finance committees, and the vice rector.

4. Mr. Nau recommended that the name of the External Affairs Committee be changed to the Advancement and Communications Committee.

5. Mr. Nau recommended that the standing committees have vice chairs. The committee agreed to recommend that the committee chair appoint the vice chair in consultation with the rector.

6. Mr. Nau suggested that a faculty member should be added as a consultant to each of the standing committees. The committee agreed that the president and the rector should jointly designate the faculty to serve in this role.

7. A recommendation to have concurrent committee meetings with fewer members on each committee was tabled for further discussion.

8. Mr. Martin said the Manual requires adherence to Robert’s Rules of Order on parliamentary matters. He would prefer that the language state that Robert’s Rules of Order will be used as a guide.

9. The committee decided to recommend to the executive committee negotiating the retention of a consultant or coach to assist the Board on governance matters. They agreed a facilitator would not meet the needs of the Board.

10. Tim Robertson asked to be able to make a recommendation. He said the provision on removal of the president in the Manual should be amended to require a meeting to discuss, and supermajority vote of the full Board to accept, the resignation of the president, as well as the removal of the president.

Mr. Nau said the Council of Foundations has created a committee to study governance issues and make recommendations to the Board of Visitors.
Upon motion, the meeting was adjourned at 12:30 p.m.

SGH:lah
These minutes have been posted to the University of Virginia’s Board of Visitors website.
http://www.virginia.edu/bov/specialcommminutes.html