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
Randal J. Kirk
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
A. Macdonald Caputo
Hunter E. Craig
The Hon. Alan A. Diamonstein
Victoria D. Harker

Stephen P. Long, M.D.
Vincent J. Mastracco
William H. Goodwin Jr.
Leonard W. Sandridge Jr.

FROM: Susan G. Harris

SUBJECT: Minutes of the Special Committee on Governance and Engagement Meeting on September 14, 2012

The Special Committee on Governance and Engagement of the Board of Visitors of the University of Virginia met, in Open Session, at 2:15 p.m., Friday, September 14, 2012, in the Small Auditorium of the Harrison Institute; George Keith Martin and John L. Nau III, Co-Chairs, presided.

Present were Ms. Allison Cryor DiNardo, Marvin W. Gilliam Jr., Timothy B. Robertson, Linwood H. Rose, Ms. Hillary A. Hurd, and Ms. Helen E. Dragas, Rector.
Also present were Frank B. Atkinson, A. Macdonald Caputo, Hunter E. Craig, Ms. Victoria D. Harker, Stephen P. Long, M.D., Vincent J. Mastracco Jr., William H. Goodwin Jr., and Leonard W. Sandridge Jr.


Report by the Co-Chairs

Mr. Martin reported on the actions taken since the Special Committee was formed. He explained the survey process in terms of gathering information/recommendations related to changes in governance of the Board. He stated that the co-chairs would be speaking with all Board Members, the President, current and past BOV secretaries, faculty senate representatives, and other peer institutions in terms of best practices.

Mr. Martin made a recommendation for restructuring the committees. He also recommended restructuring the Executive Committee and adding an additional member. He said quorum requirement should change from three to five, and he recommended hiring a governance consultant. He said they have looked at several candidates and still have due diligence to perform. They would like to hire someone to provide information on best practices and "coach" the Board.

Restructuring Committees

The Board currently has nine standing committees. Mr. Martin recommended that there be fewer committees. The suggested changes were:

1) Finance Committee with Buildings and Grounds and AccessUVa as subcommittees.
2) Combine Educational Policy with Student Affairs, with subcommittees of Athletics, Research, and Diversity.
3) Audit and Compliance would remain a separate committee.
4) Medical Center Operating Board would remain a separate committee.
5) External Affairs – change the name to be more suitable.
6) University of Virginia’s College at Wise would remain a separate committee.
7) Executive Committee, with a subcommittee on compensation.

It was also suggested that there be fewer people on the committees/subcommittees and concurrent meetings. Mr. Nau stated that it would probably encourage interim meetings, which he is contemplating for the External Affairs Committee. Several members would like to see Educational Policy and Student Affairs remain stand
alone committees. Mr. Robertson also voiced concern over making Buildings and Grounds a subcommittee and how that will be perceived. Mr. Martin reiterated that it was a matter of having adequate time to discuss important topics at each of these meetings and that is he was advocating for concurrent meetings. Mr. Rose suggested that we try something that allowed for fewer committee meetings to allow longer meeting times. If this doesn’t work, the Board can always change it back. Mr. Nau made the comment that the Board should be looking at this from another angle as well: is there some area within the University that doesn’t have some oversight currently – are we missing any areas? Mr. Robertson said an alternative is the same committee structure but with fewer members on each committee and have them run concurrently.

The Committee decided to table the motion to think a little longer on this item and come back to it at a later time, possibly at the October 19th meeting.

Upon motion, the meeting was adjourned at 2:45 p.m.

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