MEMORANDUM

TO: The Board of Visitors:

Helen E. Dragas, Rector
Mark J. Kington, Vice Rector
A. Macdonald Caputo
Hunter E. Craig
The Hon. Alan A. Diamonstein
Allison Cryor DiNardo
W. Heywood Fralin
Marvin W. Gilliam Jr.
Robert D. Hardie
Edward D. Miller, Ex-officio

FROM: Susan G. Harris

SUBJECT: Minutes of the Special Meeting of the Full Board of Visitors on June 18-19, 2012

The Board of Visitors of the University of Virginia met, in Open Session, at 3:15 p.m., on Monday, June 18, 2012, in the Board Room of the Rotunda; Ms. Helen E. Dragas, Rector, presided.


Also present were John D. Simon, Michael Strine, Ms. Susan G. Harris, Paul J. Forch, Ms. Susan A. Carkeek, George Cohen, Ms. Barbara J. Deily, Steven T. DeKosky, M.D., Tom Faulders, Ronald C. Forehand, Ms. Patricia M. Lampkin, Marcus L. Martin, M.D., Ms. Nancy A. Rivers, Ms. Colette Sheehy, Thomas C. Skalak, Robert D. Sweeney, Ms. Carol S. Wood, and Ms. Debra D. Rinker.

Ms. Dragas brought the meeting to order.
Ms. Hillary A. Hurd made a statement expressing the extreme discontent of the student body. She said students care, and they desire a better explanation for the actions of the Board.

Ms. Dragas made a statement on behalf of the Board, reaching out to the University community. She said all members of the University community, including Board Members, share love for the University and the core values of honor, integrity, and trust. She said the Board’s actions are grounded in the best and long term interests of the University, and she expressed her concern for the confusion and anger over the decision of the Board. She said the Board has heard the concerns loud and clear, however, the Board is charged with making these decisions. She said there have been ongoing discussions with the President, and all Board members were thoughtfully and individually engaged. She said the Board has the highest aspirations for the University of Virginia; achievement is only possible through focused, strategic, and well-funded institutional direction and vision. The Board will never direct that particular programs or courses be eliminated or reduced. She said the Board wants the University to be a leader and not a follower, offering the best caliber learning experience and health care.

In closing, Ms. Dragas said the Board and the University community owe President Sullivan a great deal of gratitude. She acknowledged that the week had been exceptionally trying for all, but everyone needed to pull together to go forward and restore the foundational unity of Mr. Jefferson’s University.

After adopting the following motion, the Board went into Executive Session at 3:30 p.m.:

That the Board of Visitors go into Closed Session for the purpose of discussing the terms of employment of the President and selection of an interim President as provided for in Section 2.2-3711 (A) (1) of the Code of Virginia.

The Board resumed in Open Session at 2:30 a.m. on Tuesday, June 19, and adopted the following motion, certifying that its deliberations in Executive Session had been conducted in accord with the exemptions permitted by the Virginia Freedom of Information Act:

That we vote on and record our certification that, to the best of each Member’s knowledge only public business matters lawfully exempted from open meeting requirements and which were identified in the motion authorizing the closed session, were heard, discussed or considered in closed session.
Mark J. Kington provided remarks about the Board’s decision to appoint Carl P. Zeithaml as interim President. Mr. Zeithaml is the dean of the McIntire School of Commerce. His field of study is in strategy and he holds an M.A. in Hospital Management.

Mr. Craig commented that he saw a need for a faculty member on the Board of Visitors, volunteering to step down if this became possible. He also expressed his support for the reinstatement of President Teresa A. Sullivan.

Mr. Diamonstein expressed his support for Mr. Zeithaml and praised his work at the McIntire School of Commerce.

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A roll call vote was taken on the following resolution. The resolution was approved with twelve members voting “yes”, two, Mr. Hardie and Mr. Caputo, abstaining, and Mr. Fralin voting “no”. Ms. Key left the meeting before the vote was taken.

RESOLVED, Carl P. Zeithaml is appointed interim President effective August 15, 2012; and

RESOLVED FURTHER, the Board authorizes the Executive Committee to negotiate and execute a contract with the interim President consistent with discussion of the Board in closed session.

Ms. Dragas spoke about further steps to be taken to form a Presidential Search Committee.

On motion, the meeting was adjourned at 2:40 a.m.

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