MEMORANDUM

TO: The Executive Committee of the Board:

Helen E. Dragas, Chair
George Keith Martin, Vice Rector
Marvin W. Gilliam Jr.
Victoria D. Harker
John L. Nau III
Timothy B. Robertson

and

The Remaining Members of the Board and Senior Advisor:

Frank B. Atkinson       Bobbie G. Kilberg
A. Macdonald Caputo    Stephen P. Long, M.D.
Hunter E. Craig         Vincent J. Mastracco Jr.
The Hon. Alan A. Diamonstein Edward D. Miller, M.D.
Allison Cryor DiNardo   Linwood H. Rose
William H. Goodwin Jr.  Hillary A. Hurd
Leonard W. Sandridge Jr.

FROM: Susan G. Harris

SUBJECT: Minutes of the Executive Committee Meeting on May 20, 2013

The Executive Committee of the Board of Visitors of the University of Virginia met, in Open Session, at 3:00 p.m., on Monday, May 20, 2013 in the Board Room of the Rotunda. Helen E. Dragas, Chair, presided.

The following Committee members were present for the meeting: George Keith Martin, Marvin W. Gilliam Jr., Victoria D. Harker, John L. Nau III, and Timothy B. Robertson.

Present as well were: Teresa A. Sullivan, John D. Simon, Patrick D. Hogan, Susan G. Harris, Paul J. Forch, Susan A. Carkeek, Steven T. DeKosky, M.D., Donna Price Henry, James L. Hilton, R. Edward Howell, Patricia M. Lampkin, Marcus L. Martin, M.D., Nancy A. Rivers, Colette Sheehy, Anthony de Bruyn, Ronald C. Forehand, McGregor McCance, and Debra D. Rinker.

Action Item: Board of Visitors Manual Changes

Rector Dragas stated the proposed changes to the Board Manual are to comply with new legislation passed by the General Assembly in this session, as well as minor technical corrections, and a revision to the reporting requirement of the general counsel that would remove him as an officer of the Board of Visitors, clarifying that he reports on legal matters to the Attorney General. There was discussion on whether removing this position as an officer of the Board also takes away the right to vote on who the Board would want to represent them as legal counsel. The committee decided to convene in executive session to discuss this as a legal matter.

At 3:10 p.m., after adopting the following motion, the committee convened in Executive Session:

That the Board of Visitors go into closed session for the purpose of discussing and consulting with legal counsel on legal matters including amending the Board of Visitors Manual, as provided for in Section 2.2-3711 (A)(7) of the Code of Virginia.

The Committee resumed in Open Session at 3:25 p.m. 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 Board member’s knowledge, only public business matters lawfully exempted from open meeting requirements and which were identified in the motion(s) authorizing the closed session, were heard, discussed or considered in closed session.

After leaving Executive Session, the committee concluded that all Manual changes would be deferred until the Special Committee on Governance had a chance to review them.

On motion, the meeting was adjourned at 3:30 p.m.

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