



**RADFORD UNIVERSITY**  
**BOARD OF VISITORS MEETING**

**9:00 a.m.**

**Tuesday, January 29, 2013**

**2<sup>nd</sup> Floor, Room 2-G**

**One James Center**

**Richmond, Virginia**

**APPROVED**

**MINUTES**

**MEMBERS PRESENT**

Ms. Linda K. Whitley-Taylor, Rector  
Ms. Nancy E. Artis  
Mr. Anthony R. Bedell  
Honorable J. Brandon Bell  
Ms. Mary W. Campbell  
Mr. Matthew B. Crisp  
Mr. Darius A. Johnson  
Ms. Ruby W. Rogers (*left meeting at 11:50 a.m.*)  
Ms. Georgia Anne Snyder-Falkinham  
Ms. Wendy S. Tepper  
Mr. Michael A. Wray  
Dr. Laura J. Jacobsen, Faculty Representative (non-voting, advisory member)  
Ms. Emily V. Redd, Student Representative (non-voting, advisory member)

**MEMBERS ABSENT**

Mr. Stephan Q. Cassaday  
Ms. Sandra C. Davis  
Dr. Kevin R. Dye  
Mr. Milton C. Johns, Vice Rector

**OTHERS PRESENT**

President Penelope W. Kyle  
Mr. Richard S. Alvarez, Chief Financial Officer and Vice President for Finance and Administration  
Mr. Danny Kemp, Vice President for Information Technology  
Dr. Sam Minner, Provost and Vice President for Academic Affairs  
Dr. Deborah J. Robinson, Vice President for University Advancement  
Ms. Lisa H. Ridpath, Associate Vice President for Finance and Administration  
Mr. Ronald C. Forehand, Senior Assistant Attorney General, Commonwealth of Virginia  
Mr. James Noel, Assistant Attorney General, Commonwealth of Virginia  
Ms. Elizabeth Robertson, Assistant Attorney General, Commonwealth of Virginia

Mr. Peter Eckel, Vice President for Governance and Leadership Programs, Association of Governing Boards of Universities and Colleges  
Dr. Rodney A. Smolla, President of Furman University and Consultant to Faculty Senate  
Ms. Kimberly Chiapetto, Assistant Secretary to Board of Visitors  
Ms. Michele Nieroda Schumacher, J.D., Secretary to Board of Visitors

### **CALL TO ORDER**

Ms. Linda K. Whitley-Taylor, Rector of the Board, called the meeting to order at 9:00 a.m., on Tuesday, January 29, 2013, in Room 2-G, One James Center, 2<sup>nd</sup> Floor, Richmond, Virginia.

### **APPROVAL OF AGENDA**

Ms. Whitley-Taylor asked for a motion to approve the January 29, 2013, meeting agenda, as published prior to the meeting. Mr. Michael Wray made the motion, the Honorable J. Brandon Bell seconded, and the motion carried unanimously.

### **APPROVAL OF MINUTES**

Ms. Whitley-Taylor asked for a motion to approve the minutes from the November 9, 2102, meeting as distributed. Mr. Matthew B. Crisp made the motion, Ms. Campbell seconded. Ms. Whitley-Taylor asked if there were any corrections to the minutes as presented. Ms. Artis indicated that she had one correction to the University Advancement & Alumni Committee report and would like to have the verbatim statement made by Mr. Stephan Q. Cassaday included in the minutes. After discussion, the minutes were unanimously approved, as amended. A copy of the minutes are attached hereto as ***Attachment A*** and made a part hereof.

### **REPORT FROM CONSULTANT TO THE FACULTY SENATE REGARDING RADFORD UNIVERSITY'S INTERNAL GOVERNANCE STRUCTURE**

Ms. Whitley-Taylor then asked Rodney A. Smolla, President of Furman University and Consultant to the Faculty Senate, to provide his report on the internal governance structure at Radford University.

Dr. Smolla indicated that all of the Board members should have received his report and as such he would present a brief overview of how he came to the conclusions in his report, a copy of which is attached hereto as ***Attachment B*** and made a part hereof. First, he provided the Board with a brief synopsis of his background, indicating that he had been involved in higher education for over 30 years, as a law professor, dean, and now as president of a university. He noted that during that time he learned first-hand how universities govern themselves. Dr. Smolla remarked that at American universities, as with any business organization, the ultimate power rests with university's board of visitors. That power is then delegated by the board to the university's chief executive officer (a President or Chancellor), with regard to all administrative operations of the university, and to both the chief executive officer and the university faculty, with regard to the academic mission of the university. He also observed that the internal governance structure at Radford is consistent with this American higher education tradition.

He went on to reiterate that the governance functions that he was retained to review are those that are related to the academic mission of the university. Dr. Smolla explained the approach he used in

reaching the conclusions and recommendations in his written report, included holding open forums and one-on-one meetings on the Radford University campus with administrative leaders, faculty, staff and students, and reviewing the history and current environment of internal governance at Radford. Dr. Smolla informed the Board that in his opinion the biggest issue with the internal governance structure at Radford University is the fifty plus committees that have been created and that evolved over a twenty year period. He noted that Radford has a history of inclusion of faculty, staff and students in the internal governance of the university; however, this has led to a large number of committees, some of which are duplicative. Dr. Smolla then referred the Board to his written report which sets forth his recommendations and a timeline for addressing those recommendations. He reiterated that the timeline is very aggressive, but he felt that there was a consensus within the campus community to tackle the internal governance structure and to make the required changes. He indicated that he is available should the faculty senate and the internal governance task force have any questions or need further assistance.

Following Dr. Smolla's presentation, a discussion ensued concerning the report and the recommendations made by Dr. Smolla. The Board concluded that the best course of action would be to allow the Internal Governance Task Force to continue to complete its work and that Dr. Laura Jacobsen should provide an update on the Task Force's progress at the May 2013 meeting.

Ms. Whitley-Taylor thanked Dr. Smolla for his report and the work he has done to date.

### **OVERVIEW OF ASSOCIATION OF GOVERNING BOARD AND UNIVERSITIES**

Ms. Whitley-Taylor then introduced Peter Eckel, Ph.D. who is the Vice President for Governance and Leadership Programs at the Association of Governing Board of Universities and Colleges (AGB). Ms. Whitley-Taylor noted that Radford University is a member of AGB and that over the winter break she and President Kyle traveled to Washington, DC and met with Mr. Richard D. Legon, the president of the AGB and discussed how Radford could benefit from its membership and the services they offered. She concluded by stating that Radford University hopes to utilize the services of AGB on a more regular basis, and as such she felt it would be beneficial for the Board to hear first-hand what the AGB has to offer.

Mr. Eckel then gave a brief history of the AGB noting that it was founded in 1921 and is the only national association that serves the interests and needs of governing boards of institutions of higher education. He remarked that AGB has more than 1,250 member institutions--colleges and universities of all types (independent and public, four-year and two-year, and general and specialized) plus public college and university foundation boards, and tries to assist the over 50,000 trustees who sit on the boards of colleges and universities to understand how governance works. Mr. Eckel then reviewed with the Board various governance matters that are pertinent to all public institutions, including board responsibilities for institutional governance. He also detailed some of the services and materials that AGB provides boards to enable them to fulfill their responsibilities including conducting research, holding workshops both general and focused in nature, and the numerous written materials found on the AGB website, as well as, publication of *Trusteeship*, a bimonthly magazine sent to member institutions and their boards.

Ms. Whitley-Taylor thanked Mr. Eckel for his presentation.

### **REPORT TO THE BOARD OF VISITORS FROM THE FACULTY REPRESENTATIVE**

Dr. Laura J. Jacobsen, faculty representative (non-voting, advisory member) reported on issues of concern and interest to the faculty, including internal governance reform (response to Dr. Smolla's report), the faculty job satisfaction survey administered by the Collaborative on Academic Careers in Higher Education (COACHE) at Harvard University, and faculty salaries.

A copy of Dr. Jacobsen's report is attached hereto as *Attachment C* and made a part hereof.

Ms. Whitley-Taylor thanked Dr. Jacobsen for her report.

### **REPORT TO THE BOARD OF VISITORS FROM THE STUDENT REPRESENTATIVE**

Ms. Emily V. Redd, student representative (non-voting, advisory member) reported to the Board on the various activities and special accomplishments of the Student Government Associations (SGA) at Radford University since the November 9, 2012, Board meeting. She indicated that SGA continues to work on the student input regarding the core curriculum and the creation of a list of the changes the students have suggested be made to the core curriculum. This semester, Ms. Redd, noted she will be focusing on student housing issues, both on campus and off campus. Ms. Redd indicated that her goals regarding housing are to make sure that there is sufficient housing for sophomores who want to live on campus, that for those students living off campus they are happy with their housing options and are not forced into situations where they are uncomfortable, and finally to educate the students about housing options and to ensure they fully understand the documents they are signing for off campus housing. She concluded her presentation by informing the Board that the SGA has revitalized the ring ceremony, which is to take place on March 23, 2013, at 7:00 p.m., and the SGA continues to work on various promotions to encourage students to attend and support Radford University athletic events.

Ms. Whitley-Taylor thanked Ms. Redd for her report.

### **REPORT FROM THE BUSINESS AFFAIRS AND MARKETING COMMITTEE**

Mr. Darius A. Johnson, Chair of the Business Affairs and Marketing Committee, reported that the Committee met on Monday, January 28, 2013. He reported that the Committee received an oral report from Karen Helderman, Information Systems Development Specialty Team Director and Radford Audit Project Manager, with the office of the Auditor of Public Accounts concerning the upcoming audit. This was followed by a report from Margaret D. McManus, Radford University's internal auditor. He also informed the Board that Ms. Lisa H. Ridpath, Associate Vice President for Finance and Administration, gave a report on the Governor's proposed Executive Budget Amendments and also provided an update on the 2013 General Assembly Legislation. He noted that the Committee also heard an update regarding current capital projects from Richard S. Alvarez, Chief Financial Officer and Vice President for Finance and Administration. Mr. Johnson stated that Mr. Alvarez also provided the Committee with an overview of the decisions that must be made at the spring Board meeting regarding tuition and fees.

Mr. Johnson informed the Board that there was one action item from the Committee concerning the annual certification required in the University's Debt Management Policy. He recommended, on behalf of the Committee, that the following Resolution be approved:

***Certification of Compliance with the Radford University Debt Management Policy***

Ms. Nancy E. Artis seconded the motion. After discussion the Resolution was unanimously approved. A copy of the Resolution is attached hereto as ***Attachment D*** and made a part hereof.

Ms. Whitley-Taylor thanked Mr. Johnson for his report.

**REPORT FROM THE ACADEMIC AFFAIRS COMMITTEE**

The Honorable J. Brandon Bell, Chair of the Academic Affairs Committee, reported that the Committee met on Monday, January 28, 2013. Mr. Bell noted that the Committee received a report from Dr. Laura Jacobsen, faculty representative (non-voting advisory member). In addition, he also stated that the Committee heard a report from Dr. Sam Minner, Provost and Vice President for Academic Affairs, on differential tuition and noted that there were no recommendations being made at this time concerning the use of differential tuition at the undergraduate level at Radford University. Mr. Bell also indicated that Dr. Minner provided a report that student enrollment for fall 2013 is on pace with last year.

Finally, he noted that there were several action items that needed to be approved by the Board. Mr. Bell reported that the first item was the approval of faculty professional development leave, and he recommended, on behalf of the Committee, that the following Resolution be approved:

***Approval of Faculty Professional Development Leave***

Mr. Johnson seconded the motion. After discussion, the Resolution was adopted unanimously. A copy of the Resolution is attached hereto as ***Attachment E*** and is made a part hereof.

Mr. Bell stated that the remaining actions item dealt with amendments to the Teaching and Research Faculty Handbook namely (1) the deletion of Section 3.1, Other Radford University Employment, (2) amendment to Sections 1.8.5 and 1.8.6, Appeals Procedures and Committee Procedures to require that the procedures for initiating an appeal be posted on the Faculty Senate website and that the requirement to contact the Faculty Chair of the Faculty Appeals Committee for the procedures be deleted, and (3) amendment to Sections 1.9.6 and 1.9.7, Grievance Procedures and Committee Procedures to require that the procedures for filing a grievance be posted on the Faculty Senate website and the requirement to contact the Faculty Chair of the Grievance Committee for the procedures be deleted. Mr. Bell recommended, on behalf of the Committee, that the following Resolution be approved:

**Approval of the Resolution for Revisions to the Teaching and Research Faculty Handbook**

The motion was seconded by Ms. Ruby W. Rogers. After discussion, the Resolution was unanimously adopted. A copy of the Resolution is attached hereto as ***Attachment F*** and made a part hereof.

Ms. Whitley-Taylor thanked Mr. Bell for his report.

### **REPORT FROM THE UNIVERSITY ADVANCEMENT AND ALUMNI RELATIONS COMMITTEE**

Ms. Whitley-Taylor reported that neither the Chair nor Vice-Chair were in attendance for the Committee meeting and that a quorum was not present. She stated that she would provide the report and indicated that the Board would need to approve the minutes from the November 8, 2012 meeting of the University Advancement and Alumni Relations Committee. Mr. Michael A. Wray made the motion to approve the minutes and Ms. Georgia Anne Snyder-Falkinham seconded the motion. After discussion the minutes were unanimously approved.

Ms. Whitley-Taylor also informed the Board that the Committee heard a report from Dr. Deborah J. Robinson, Vice President for University Advancement which included a review of the 2<sup>nd</sup> quarter of 2012-2013 results, a review of Advancement Activities and Initiatives for the 3<sup>rd</sup> and 4<sup>th</sup> quarter of 2012-2013, and a review of the results of an alumni survey. Ms. Whitley-Taylor noted that University Advancement raised \$2.1 million through the second quarter, approximately \$1 million less than the same period last year. She reminded the Board that University Advancement has a goal of \$6 million, and that while progress is being made there is still a long way to go.

Ms. Whitley-Taylor also informed the Board that the alumni survey indicated that although our alumni view Radford favorably we are not one of their top philanthropic priorities. She also noted there is a relatively low participation in alumni activities and that we must continue our alumni engagement efforts.

### **REPORT ON THE RADFORD UNIVERSITY FOUNDATION**

Ms. Georgia Anne Snyder-Falkinham, liaison to the Radford University Foundation Board, reported that the Foundation purchased 715 Downey Street and that the Foundation hopes to close on the sale of this property to the University very soon. She reported that due to the age and condition of Fairfax Hall the Foundation made a decision to demolish the building noting that the stained glass windows and bell were saved and would be returned to the First Presbyterian Church that had originally owned Fairfax Hall. In addition she reported that the Foundation owns 903 Tyler Avenue and that the Radford University Catholic Ministry has entered into a 2 year lease and has moved into that building.

She reported that Foundation staff has mailed accounting summaries to endowment donors. Ms. Snyder-Falkinham also informed the Board that as of December 31, 2012, the Foundation had \$67 million in total assets, which includes all real estate holdings and that approximately \$43 million of cash assets are being managed by Spider Management Company.

Ms. Whitley-Taylor thanked Ms. Snyder-Falkinham for her report.

### **PRESIDENT'S REPORT**

President Penelope W. Kyle indicated she would highlight some important activities for both Radford University and the Board of Visitors. She reiterated that as the Board had heard earlier Radford University is a member of the AGB and will be working with the AGB to focus on governance specifically related to the Board of Visitors. President Kyle reminded the Board that

there will be a Board retreat on July 17-18, 2013 at The Mason Inn at George Mason University and noted that the agenda for the retreat is currently under development.

President Kyle informed the Board that Radford University had been selected to host the 2013 Virginia Boys State. She explained that Boys State is a week-long "leadership action program" for boys who have finished their junior year of high school. She went on to say that Radford is very excited about hosting this event and it is a great opportunity to educate future college applicants about Radford and what Radford has to offer its students.

President Kyle also advised the Board that Mr. Joe Carpenter has been selected as Radford University's Vice President for University Relations and Chief Communications Officer, and that his official starting date is February 1, 2013.

President Kyle also updated the Board on the search for an advancement consultant as requested by the Board at its November 2012 meeting and reported that she has met with two potential candidates and has meetings scheduled with two more. She stated that her goal is to have the consultant selected within the next few weeks so that they can attend the May Board meeting.

Ms. Whitley-Taylor thanked President Kyle for her report.

The Board took a brief recess for lunch at 12:10 p.m. and reconvened at 12:45 p.m.

### **CLOSED SESSION**

Mr. Crisp moved, pursuant to Section 2.2-3711(A)(1) of the Freedom of Information Act, that the Radford University Board of Visitors go into "Closed Session" for the discussion of personnel matters, more specifically relating to the performance evaluation, compensation, resignation and/or appointment of specific university employees. Ms. Artis seconded the motion. The motion was unanimously approved. Ms. Whitley-Taylor requested that President Kyle attend the closed session. All guest and non-voting Board members left the meeting at this point. President Kyle left the closed session at approximately 1:15 p.m.

### **RECONVENED SESSION**

Following the closed session, the public was invited to return to the meeting. Rector Whitley-Taylor called the meeting to order and asked Mr. Crisp to make the motion to return to open session. Mr. Crisp made the following motion:

#### **Certification of Executive Meeting**

WHEREAS, the Radford University Board of Visitors has convened an executive 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 of the Code of Virginia requires a certification by this Board that such executive meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Radford University Board of Visitors hereby certifies that, to the best of each member's knowledge, (1) only public business matters lawfully exempted from open meeting requirements under Virginia law and (2) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting by the Radford University Board of Visitors.

A roll call vote was taken:

Vote: yes	Ms. Linda K. Whitley-Taylor	yes	Mr. Matthew B. Crisp
yes	Ms. Nancy E. Artis	yes	Mr. Darius A. Johnson
yes	Mr. Anthony R. Bedell	yes	Ms. Georgia Anne Snyder-Falkinham
yes	Honorable J. Brandon Bell	yes	Mr. Michael A. Wray
yes	Ms. Mary W. Campbell		

As a result of the closed session one action item was brought to the open meeting, Ms. Artis made a motion that the Board of Visitors continue the relationship with Mr. Jim Burke and/or Ms. Linda Pierce or an equivalent consulting group to provide continued support for Radford University, and further that the Board of Visitors delegates to the Rector, Ms. Linda Whitley-Taylor, any and all authority to negotiate a contract to continue said relationship. Ms. Campbell seconded the motion. Ms. Whitley-Taylor asked for a vote on the motion, with 8 in favor and 1 opposed the motion carried.

### **OTHER BUSINESS**

Ms. Michele N. Schumacher, Secretary to the Board of Visitors, reminded the Board of the requirement to complete a Conflict of Interest Training course every two years, and stated that the board members would be receiving information the first week of February concerning the on-line conflict of interest training.

Ms. Whitley-Taylor noted that the next Board of Visitors meetings will occur on May 9-10, 2013. She reminded the Board to mark their calendars for the July 17-18, 2013, Board retreat.

### **ADJOURNMENT**

With no further business to come before the Board, Ms. Whitley-Taylor, Rector, adjourned the meeting at 2:00 p.m.

Respectfully submitted,

Michele Nieroda Schumacher, JD  
Secretary to the Radford University Board of Visitors