

RADFORD UNIVERSITY

Board of Visitors

**ANNUAL RETREAT
JULY 24-26, 2022
THE HISTORIC CAVALIER
4200 ATLANTIC AVENUE, VIRGINIA BEACH, VIRGINIA**

**DRAFT
MINUTES**

JULY 25, 2022

BOARD MEMBERS PRESENT

Dr. Debra K. McMahon, Rector
Dr. Jay A. Brown, Vice Rector
Mr. Robert A. Archer
Ms. Jeanne S. Armentrout
Ms. Charlene Curtis
Dr. Rachel D. Fowlkes
Mrs. Jennifer Wishon Gilbert
Mr. Mark S. Lawrence
Mr. George Mendiola
Ms. Lisa W. Pompa
Mr. David A. Smith
Mr. Marquett Smith
Ms. Georgia Anne Snyder-Falkinham
Ms. Lisa Throckmorton
Mr. James C. Turk

OTHERS PRESENT

Dr. Bret Danilowicz, President
Ms. Karen Castele, Secretary to the Board of Visitors and Special Assistant to the President
Mr. Mike Melis, Senior Assistant Attorney General, Commonwealth of Virginia

WELCOME AND OVERVIEW

Dr. Debra K. McMahon, Rector, called the Retreat to order at 8:00 a.m. in the Crown Salon of The Cavalier in Virginia Beach, Virginia. Rector McMahon welcomed new members to the Board and asked everyone to introduce themselves and share their ties to the university.

Rector McMahon provided an overview of the goals of the Retreat and upcoming year and shared her excitement about the future with the new president and board members. She then introduced Ellen Chaffee, Senior Fellow with the Association of Governing Boards.

Governing from the Helicopter

Dr. Chaffee's first session focused on core concepts of university governance, including the role of the board, its purposes, fiduciary duty, and operating at a strategic level. The presentation and discussion emphasized that the Board of Visitors are expected to place the best interests of the university above all else as they make decisions, to work with the president as partners, to focus on fulfillment of the university's mission and its long-term viability, and to respect the president's authority for managerial decisions. The metaphor being the governing board members are in a helicopter above the ship or university, focusing on what matters most and on the future.

Better Meetings, Better Board

Dr. Chaffee emphasized that the board is responsible for two organizations: both the university and the board itself. Having a highly effective governing board is a great asset to a university, so continuous improvement in the direction of ever-greater board effectiveness is one of the board's responsibilities to the university. Only the board can decide whether and how it can become the president's best possible governance partner.

The roles of individual trustees revolve around three primary principles: understand governance; lead by example; and think strategically.

The board members next examined a case study on board committees and meeting practices, generating a number of ideas for improvement. Ultimately, board members decided to wait until December to consider any changes. The board discussed other case studies that focused on the appropriate role of the board or a member with respect to real-life situations.

The Cost of Tuition

President Danilowicz led a discussion on business model insights and the value of data while emphasizing the importance of staying within the responsibility of governance. The board members broke into groups and developed questions related to the cost of tuition. The board members discussed the importance of knowing the right questions and asking for the right data in order to make the appropriate decisions as a board.

Reflection

The board members shared that the sessions during the day gave them a better understanding of governance and the importance of asking the right questions for better decision making.

Recess

Rector McMahon asked for a recess until 8:30 a.m. on July 26, 2022.

Tuesday, July 26, 2022

Rector McMahon opened the meeting at 8:30 a.m. in the Crown Salon of The Cavalier in Virginia Beach, Virginia.

Follow-up on BOV Committees and Communication

Rector McMahon and President Danilowicz reviewed the lines of communication, stating that the Rector, Vice Rector or committee chair should be the first point of contact. Meeting logistics

will be coordinated with the Secretary to the Board and data requests will be coordinated through the Rector. Rector McMahon and President Danilowicz also emphasized the importance of maintaining appropriate lines of communication with the university community.

Committee Break-outs

Rector McMahon stated that it was important for the committees to begin their discussions and work together and asked for the members to divide into committees and begin creating goals and work plan for the coming year. Each committee reported on their discussions.

Closed Session

Rector McMahon requested a motion to move into closed session. Mr. Archer made the motion that the Radford University Board of Visitors convene a closed session pursuant to Section 2.2-3711 (A) Items 1 and 8 under the Virginia Freedom of Information Act for the discussion of personnel matters related to the president's employment agreement and performance plan and consultation with legal counsel related to these matters and related to training on Board legal requirements. Ms. Lisa Pompa seconded the motion. With all in favor of the motion, the Board of Visitors went into closed session at 12:02 p.m.

Reconvened Session

Following closed session, Rector McMahon called the meeting to order at 12:51 p.m. On the motion made by Mr. Archer and seconded by Dr. Fowlkes, the following resolution of certification was presented.

Resolution of Certification

BE IT RESOLVED, that the Radford University Board of Visitors certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Board.

Roll Call	Vote
Dr. Jay A. Brown, Vice Rector	Yes
Mr. Robert A. Archer	Yes
Ms. Jeanne Armentrout	Yes
Ms. Charlene Curtis	Yes
Dr. Rachel D. Fowlkes	Yes
Mrs. Jennifer Wishon Gilbert	Yes
Mr. Mark S. Lawrence	Yes
Mr. George Mendiola	Yes
Ms. Lisa Pompa	Yes
Mr. David A Smith	Yes
Mr. Marquett Smith	Yes
Ms. Georgia Anne Snyder-Falkinham	Yes
Ms. Lisa Throckmorton	Yes
Mr. James C. Turk	Yes
Dr. Debra K. McMahon, Rector	Ye

The resolution of certification was unanimously adopted.

Approval of Employment Agreement Amendment and Performance Plan

Rector McMahon asked for a motion to approve the resolution for the Employment Agreement Amendment for President Bret Danilowicz. Mr. Lawrence so moved, Ms. Pompa seconded, and the motion carried unanimously. A copy of the resolution is attached hereto as ***Attachment A*** and is made a part hereof.

Rector McMahon asked Mr. Marquett Smith to read the resolution and then asked for a motion to approve the Performance Plan for President Danilowicz. Ms. Georgia Anne Snyder-Falkinham so moved and Ms. Lisa Throckmorton seconded, and the motion carried unanimously. A copy of the resolution is attached hereto as ***Attachment B*** and is made a part hereof.

Rector McMahon led a discussion on final reflections of the retreat and stated that she looks forward to the exciting work ahead with the board members, committees and the university administration.

ADJOURNMENT

With no further business to come before the Board, Rector McMahon adjourned the Retreat at 12:56 p.m.

Respectfully submitted,

Karen Castele
Secretary to the Board of Visitors and Special Assistant to the President

**Radford University Board of Visitors
Resolution
July 26, 2022**

**Employment Agreement Amendment
President Bret Danilowicz**

Now, therefore, be it resolved that the Radford University Board of Visitors amends President Danilowicz's Employment Agreement, paragraph F.7 Automobile, to read: The University will pay the President an automobile allowance of \$1000 monthly from Other Funds. The President must use his personal vehicle for all business travel by automobile and will not be entitled to use a state or University automobile, mileage, or other reimbursement for business trips of 150 miles or less round trip. For each business trip when the President's personal automobile is utilized and the mileage for such business trip exceeds 150 miles round trip, the President shall be eligible to receive the standard mileage reimbursement rate as authorized by the IRS, and such reimbursement shall be paid from Other Funds. The President is required to cover the automobile with appropriate insurance, and the President is required to notify the insurance carrier that the automobile will be used partially for business related activities.

Approved: July 26, 2022



Debra K. McMahon, Ph.D.
Rector
Radford University Board of Visitors



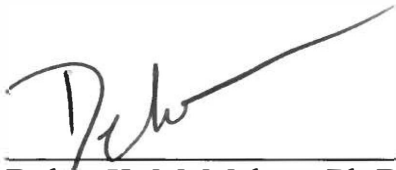
Karen Castele
Secretary to the Board of Visitors
Radford University

**Radford University Board of Visitors
Resolution
July 26, 2022**


**Performance Plan
President Bret Danilowicz**

Now, therefore, be it resolved, that the Board of Visitors hereby approves President Bret Danilowicz's Performance Plan, as discussed in closed session on July 26, 2022 and that said performance plan pursuant to Section E of the Employment Agreement of Bret S. Danilowicz, Ph.D., dated December 7, 2021 and amended July 26, 2022, is considered a personnel record.

Approved: July 26, 2022



Debra K. McMahon, Ph.D.
Rector
Radford University Board of Visitors



Karen Castele
Secretary to the Board of Visitors
Radford University

End of Board of Visitors Materials

