

Executive Committee

September 2024



Radford
UNIVERSITY



Executive Committee
8:00 a.m. **
September 6, 2024
Dean's Conference Room
Kyle Hall, Third Floor, Radford, VA

DRAFT
Agenda

- **Call to Order** Mr. Marquett Smith, *Chair*
- **Approval of Agenda** Mr. Marquett Smith, *Chair*
- **Approval of Minutes** Mr. Marquett Smith, *Chair*
 - June 7, 2024
- **Committee Discussion** Mr. Marquett Smith, *Chair*
- **Closed Session** Mr. Marquett Smith, *Rector*
 - Virginia Freedom of Information Act
 - §2.2-3711(A) (1) and (8)
- **Other Business** Mr. Marquett Smith, *Chair*
 - Bylaws Update
- **Adjournment** Mr. Marquett Smith, *Chair*

****All start times for committees are approximate only. Meetings may begin either before or after the listed approximate start time as committee members are ready to proceed.**

EXECUTIVE COMMITTEE

Mr. Marquett Smith, Rector
Mr. Tyler W. Lester, Vice Rector
Ms. Jeanne Armentrout, (AESSC)
Mrs. Jennifer Wishon Gilbert, (EMBEC)
Dr. Betty Jo Foster, (BAAC)
Ms. Lisa W. Pompa, (EEC)
Mr. David A. Smith, (SAAC)

Meeting Materials



Radford
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**Radford University Board of Visitors
Resolution**

Amendments to the Bylaws

Now Therefore Be It Resolved, the Board of Visitors hereby amends the Radford University Board of Visitors Bylaws, as follows:

Article I – The Board of Visitors

Section 1 – Legal Status, Composition and General Operation

A. General Operations. The Board is required by law to, and does:

1. Strive to be transparent in its operations, and operate entirely openly to the extent required by law.
2. Comply with the Commonwealth of Virginia’s Freedom of Information Act (Code of Va. §2.2-3700, et seq.), including but not limited to the following:
 - a. Record minutes of each open meeting and post the minutes on the Board’s website in accordance with subsection ~~H~~ of §2.2-3707 and §2.2-3707.1;
 - b. Conduct all discussions and actions on any topic not specifically exempted by §2.2-3711 in open meeting;
 - c. Give public notice of all meetings in accordance with subsection ~~E~~ **D** of §2.2-3707; and
 - d. Approve in open meeting any action taken in closed meeting before it can have any force and effect in accordance with subsection B of §2.2-3711.

D. Removal of Board Members. If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs for governing boards presented by the State Council of Higher Education for Virginia, and required by Virginia Code §23.1-1304 in the member’s first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the Board shall record such failure in the minutes at the Board’s next meeting and notify the Governor, and the office of such member shall be vacated. (Virginia Code §23.1-1300(E))

E. Individual Member(s) Participation via Electronic Communications.

1. An individual member may also participate in a meeting via electronic communication means from a remote location that is not opened to the public in the event of a temporary

or permanent disability or other medical condition that prevents the member's physical attendance; a medical condition of a family member that requires the board member to provide care and prevents the board member's physical attendance; the member's principal place of residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or, the member is unable to attend the meeting due to a personal matter in accordance with the Code of Virginia §2.2-3708.3 and provided that:

- a. If, on or before the day of the meeting, the member notifies the Rector that such member is unable to attend the meeting due to one of the provisions in E(1) above and, with regard to a personal matter, the member identifies with specificity the nature of the personal matter. However, a member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.
- b. The Board shall record the reason for the member to participate from a remote location, including the specific nature of any personal matter cited by the member as a basis, together with the remote location from which the member participates in the minutes of the meeting.
- c. The Board shall make arrangements for the voice of the remote participant to be heard by all persons at the primary location.
- d. If any request for participation via electronic communication from a remote location is denied, the decision and rationale will be reflected in the minutes **with specificity**.

F. All-Virtual Meetings.

The Board and any of its committees separately may hold all-virtual public meetings in which all who participate do so remotely, provided that the Board follows the requirements in the applicable provisions of the Virginia Code.

1. The required public notice of the Board meeting will indicate whether the meeting will be an in-person or all-virtual public meeting along with a statement notifying the public that the method by which the Board chooses to meet shall not be changed unless the Board provides a new meeting notice in accordance with the provisions of § 2.2-3707;
2. Public access to the all-virtual public meeting is provided via electronic communication means;
3. The electronic communication means used allows the public to hear all members of the Board participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the public body as well. **When audio-visual technology is available, a member of the Board shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails;**

4. A phone number or other live contact information is provided to alert the Board if the audio or video transmission of the meeting provided by the Board fails, the Board monitors such designated means of communication during the meeting, and the Board takes a recess until public access is restored if the transmission fails for the public;
5. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting is made available to the public in electronic format at the same time that such materials are provided to members of the public body;
6. If public comment is customarily received at the meeting if it were conducted in-person, the public is afforded the opportunity to comment through electronic means;
7. No more than two members of the Board are together in any one remote location unless that remote location is open to the public to physically access it;
8. If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the Board votes to certify the closed meeting;
9. The Board does not convene an all-virtual public meeting (i) more than two times per calendar year or ~~25~~ 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting; and
10. Minutes of all-virtual public meetings held by electronic communication means are taken as required during a regular, in-person meeting and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held. If a member's participation from a remote location is disapproved because such participation would violate Board Bylaws, such disapproval shall be recorded in the minutes with specificity.
11. The Board will apply the Individual Member(s) Participation via Electronic Communications and All-Virtual Meetings sections of the Board Bylaws strictly and uniformly, without exception, to all Board members without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting. A record will be kept of requests to use remote participation, and the approving or denying of the requests.

Before the Board uses all-virtual public meetings or allows members to use remote participation as described above, the Board shall at least once annually, by recorded vote at a public meeting, adopt Bylaws or a policy, that comply with the requirements of Virginia Code §2.2-3708.3(D).

Minutes



Radford
UNIVERSITY



Executive Committee
8:00 a.m. **
June 7, 2024
Dean's Conference Room
Kyle Hall, Third Floor, Radford, VA

DRAFT
MINUTES

Committee Members Present

Dr. Debra K. McMahon, Rector
Mr. Marquett Smith, Vice Rector
Mr. Robert A. Archer, (Ex officio)
Ms. Jeanne Armentrout, (AESSC)
Mrs. Jennifer Wishon Gilbert, (EMBEC)
Mr. Tyler W. Lester, (BAAC)
Ms. Lisa W. Pompa, (EEC)
Mr. David A. Smith, (SAAC)

Others Present

Dr. Bret Danilowicz, President
Ms. Karen Castele, Secretary to the Board of Visitors and Special Assistant to the President
Ms. Susan Richardson, University Counsel
Dr. Bethany Usher, Provost and Senior Vice President for Academic Affairs
Ms. Joann S. Craig, Board Member

Call to Order

Dr. Debra K. McMahon, Rector, called the meeting to order at 8:01 a.m. in the Dean's Conference Room in Kyle Hall.

Approval of Agenda

Rector McMahon asked for a motion to approve the June 7, 2024 meeting agenda, as published. Mr. Marquett Smith so moved, Mr. David Smith seconded, and the motion carried unanimously.

Approval of Minutes

Rector McMahon asked for a motion to approve the March 22, 2024 minutes of the Executive Committee meeting. Mr. Marquett Smith so moved, Mr. Bob Archer seconded, and the motion carried unanimously.

Committee Discussion

Rector McMahon thanked committee members for their support in making her responsibilities as Rector easier. Rector McMahon applauded the work of the committee chairs and vice presidents for their collaborative work and transparency.

Closed Session

Rector McMahan requested a motion to move into closed session. Ms. Jeanne Armentrout made the motion that the Executive Committee of the Radford University Board of Visitors convene a closed session pursuant to Section 2.2-3711 (A) Item 1 and 8 under the Virginia Freedom of Information Act for the discussion of personnel matters related to the president’s performance plan and evaluation, and consultation with legal counsel related to these matters. Mr. Tyler Lester seconded, and the motion carried unanimously. The Executive Committee went into closed session at 8:09 a.m.

Reconvened Session

On the motion made by Ms. Armentrout and seconded by Mr. David Smith, the following resolution of certification was approved by a roll call vote.

Resolution of Certification

BE IT RESOLVED, that the Executive Committee of 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 |
|---------------------------------|------|
| Mr. Marquett Smith, Vice Rector | Yes |
| Mr. Robert A. Archer | Yes |
| Ms. Jeanne Armentrout | Yes |
| Mrs. Jennifer Wishon Gilbert | Yes |
| Mr. Tyler Lester | Yes |
| Ms. Lisa Pompa | Yes |
| Mr. David Smith | Yes |
| Dr. Debra K. McMahan, Rector | Yes |

The resolution of certification was unanimously adopted.

Other Business

Recommendation for Approval of Evaluation and Compensation

Rector McMahan asked for a motion to recommend to the Board of Visitors approval of the completion of the Performance Plan for 2023-2024 and compensation. Mr. Tyler Lester so moved, Mr. Marquett Smith seconded, and the motion carried unanimously. A copy of the resolution is attached hereto as **Attachment A** and is made a part hereof.

Adjournment

With no further business to come before the committee, the meeting adjourned at 8:59 a.m.

Respectfully submitted,

Ms. Karen Casteel
Secretary to the Board of Visitors and Special Assistant to the President

**Radford University Board of Visitors
Resolution**

**Performance Plan for 2023-2024
President Bret Danilowicz**

Now Therefore Be It Resolved, that the Board of Visitors hereby approves payment for the completion of President Bret Danilowicz's 2023-2024 Performance Plan, as discussed in closed session on June 7, 2024, and that said performance plan pursuant to Section E of the Employment Agreement with President Bret Danilowicz, dated December 7, 2021, is considered a personnel record. Additionally, the Board of Visitors approves a request to the Radford University Foundation to increase their portion of the President's salary by 3% to be consistent with the Commonwealth of Virginia's salary increase for state employees, effective June 10, 2024.

End of Board of Visitors Materials

