THE COMMONWEALTH OF VIRGINIA

THE VISITORS OF JAMES MADISON UNIVERSITY

**AD HOC GOVERNANCE COMMITTEE**

**Minutes of the Meeting of August 24, 2021**

The Ad Hoc Governance Committee of the James Madison University Board of Visitors met on Tuesday, August 24, 2021 at Northrop Grumman Corporate Office, 2980 Fairview Park Drive, Falls Church, Virginia. Jeff Grass, chair, called the meeting to order at 8:16 am.

**PRESENT:**

Falcon, Chris

Grass, Jeff, Chair

Harper, Donna, liaison (virtual)

Herod, Maribeth (virtual)

Major, Lara, ex officio

Warden, Kathy

Jeff shared the goal/purpose of the Ad Hoc Governance Committee to review the structure, role and responsibilities of a possible Governance Committee, the Board of Visitors bylaws and the current Executive Committee of the board. After considerable discussion, the Ad Hoc Governance Committee proposed the following for consideration by the Executive Committee and the administration:

Restructure of the current committees and their responsibilities:

* Academic Excellence
  + Oversight of the academic endeavors of the university, including, but not limited to academic programs; faculty hiring, satisfaction and achievements; student academic success; national status
* Audit and Athletics alternate every other meeting
  + Audit: Review of internal and external audit functions to assist the Board in its fiduciary responsibilities; integrity of the University’s financial accounting reporting practices; and compliance
  + Athletics: Oversight of the intercollegiate athletic program, ensuring the institution meets its expectation for academic and competitive success, quality student-athlete experiences and compliance with NCAA requirements.
* Advancement, Engagement, and Resourcing
  + Oversees the effective delivery and prudent management of a comprehensive advancement program comprised of philanthropy, information systems, brand management and constituent relations; and generates resources and stakeholder support of the University’s strategic goals including government relations and public relations.
* Finance and Physical Development
  + Responsible for the fiscal policies and oversight of the financial operations including the annual budget, tuition and fees, and real estate acquisitions; and recommends policies regarding all matters related to land use and physical facilities including technology.
* Governance
  + Manages the board compliance with state law such as a self-evaluation, professional development opportunities and others; reviews and recommends improvements to board processes and performs regular strategic risk management and opportunity assessments to highlight key issues for the administration, executive committee and committee chairs to review.
* Student Life
  + Oversees all elements of student life including discipline, co- and -extracurricular activities, the residential campus experience, and physical and behavioral health.

The committee then proposed the responsibilities for the new Governance Committee and refined and reaffirmed the role of the Executive Committee.

Role of the Governance Committee

* Review and update as appropriate the board by-laws/manual ensuring the effective functioning and efficiency of the board and the board meetings
* Develop and review Committee Charters
* Review and manage the board self-evaluation process
* Recommend professional development opportunities for the board
* Participate in the planning of the board retreat
* Develop board member qualifications and competencies to provide guidance to the Governor on board appointments
* Participate in the planning of the board retreat
* Select the Nominating Committee for board officers and review the nomination process
* Reviews strategic risks and opportunities for responsibility and assessment
* Addresses all matters that lead to efficient and orderly conduct of business of the board.

Role of the Executive Committee

* Establishes the process for the selection of the president
* Conducts the annual evaluation of the president and the review of their contract and compensation
* Exercise the powers and transact the business of the full board when it is in recess (with exceptions)
* Review compensation for senior leaders to ensure competitiveness and equity
* Succession planning for the president’s position

The committee also proposed the possible topics for each of the Governance Committee meetings:

September – Review notes from any retreat and develop strategies for success and updates

November – Review by-laws, committee charters, best practices and professional development opportunities

February – Strategic review of trends and long-term goals

April – Review of board self-evaluation and propose retreat topics

The plan for review and implementation was also outlined. These recommendations will be shared with the Executive Committee and the administration for feedback. The Ad Hoc Governance Committee will review the feedback at the September board meeting and draft proposed by-law changes, committee charters and other adaptations for review and approval by the full board at the November meeting.

The committee adjourned at 11:07 am.

Respectfully submitted,

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Jeff Grass, Chair  
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Donna L. Harper, Secretary