
**THE COMMONWEALTH OF VIRGINIA
THE VISITORS OF JAMES MADISON UNIVERSITY**

GOVERNANCE COMMITTEE

Minutes of the Meeting of September 15, 2022

The Governance Committee of the James Madison University Board of Visitors met on Thursday, September 15, 2022 in the Festival Conference and Student Center at James Madison University. Jeff Grass, chair, called the meeting to order at 4:18 pm.

PRESENT:

Falcon, Chris
Grass, Jeff, Chair
Harper, Donna, liaison

Herod, Maribeth
Tompkins Johnson, Deborah
White, Jack

ALSO PRESENT:

Alger, Jonathan, President
Knight, Jack, Legal Counsel

On motion by Chris Falcon, seconded by Maribeth Herod, approved the minutes of the April 21, 2022 meeting.

Board Retreat Takeways

The committee reviewed a summary of the main themes and topics and suggestions from the Board's April retreat. The information will be shared with the respective university administrators and board committee chairs to consider when organizing the board committee agendas.

Board Self-Evaluation Process

The committee reviewed the results of the board self-evaluation survey concluding the overall feedback was quite positive. Some areas of focus were identified such as communications and board engagement. The committee discussed considerations for changes to the next self-evaluation.

The Partners Group – 2022 College Governing Board Accountability Assessments

The committee reviewed this report looking at their feedback on transparency, accessibility and receptiveness. The committee suggests promoting full board meetings on social media; posting the full board binder on the website; and changing the wording for communication with the board to “comments and correspondence can be sent to the Rector”.

Qualifications and Competencies of Board Members

The committee confirmed the qualifications and competencies of JMU board members shared

with the board at the last meeting. The committee recommends approval with one change: amend “critical mass” to “a majority of the board members are JMU alumni.”

Revisions to the Board Manual

The committee reviewed the proposed changes to the Board Manual. On motion by Maribeth Herod, seconded by Deborah Tompkins Johnson, approved the “All-Virtual” meeting policy, the “Remote Participation” requirements and the changes from 10 days to 7 days for motions or resolutions to be sent. The committee recommends approval by the full board. The committee also discussed board attendance at meetings and proposed the following addition to Section XI: “All board members are expected to attend all meetings in person consistent with provisions in the board manual.” The committee recommends approval by the full board.

Board Retreat 2023

Mr. Grass reminded board members of the retreat scheduled for Saturday, April 22, 2023. The committee began discussion on possible themes/agenda and resources for the retreat.

With no further business, the committee adjourned at 5:48 pm..

Jeff Grass, Chair

Donna L. Harper, Secretary