

MINUTES
TASK FORCE ON BOARD STRUCTURE AND GOVERNANCE
July 23, 2018

The Task Force on Board Structure and Governance of the Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, July 23, 2018, at 10:15 a.m. at the Hotel Roanoke and Conference Center, Brush Mountain Room, 110 Shenandoah Avenue, NW, Roanoke.

Present

Ms. Debbie Petrine (committee chair)

Ms. Greta Harris

Mr. Mehul Sanghani

Mr. Horacio Valeiras (by telephone)

Ms. Kay Heidbreder

Ms. Kim O'Rourke

Ms. Petrine convened the meeting at 10:15 a.m.

The primary purpose of the meeting was to assess the new committee structure and meeting format that was implemented in September. This review was planned when the Task Force conducted a mid-year assessment in January 2018. The Task Force considered feedback received from Board members, representatives, and members of the administration. In addition, the Task Force considered recommendations from the Governance and Administration Committee regarding the governance and selection of the student representatives.

Evaluation of New Committee Structure and Timeline:

The new committee structure and timeline are working well, generally. The use of consent agendas has been useful in enabling more time to be devoted to discussion of strategic issues. Presentations need further refinement, and each committee may need to experiment with rotating presentations rather than having standing presentations. There remains concern about the heavy agendas for the Academic, Research, and Student Affairs Committee and the Finance and Resource Management Committee.

- The Board wants to hear more about the Advancement function and is pleased that Charlie Phlegar has been providing written updates to the Finance and Resource Management Committee quarterly and speaking to that committee at its first meeting of the year. The chair of the FARM Committee would like to devote more of the committee's time to management of revenue sources, particularly advancement and research. He will place more emphasis on the fundraising campaign in his reports at the full Board meeting.
- There was discussion about the change that was made to separate Athletics from Student Affairs when the committees were restructured last year. The Task Force reaffirmed the decision, reasoning that Athletics is also a business activity, and it was appropriate to move that to Governance and Administration. The student affairs matters that fall within the scope of the ARSA Committee apply to all students, including student-athletes.

- ***Recommendation:*** *Develop a year-long calendar for each committee with a goal of developing overarching themes for each meeting (rather than having standing agenda items for presentations from specific groups) that address a strategic element of the mission. Different aspects of the theme would be explored by the respective committees, and the committee chairs would report on his/her respective committee's discussion at the full Board meeting. This approach can be piloted within the ARSA Committee in which a particular topic for a meeting can be considered from the perspectives of student affairs, faculty affairs, and research, etc. For example, perhaps ARSA could have a panel of several people present/discuss how research, graduate students, and student life fit together. Another area of interest is how student services will change with the location of medical and other VT students in Roanoke.*

Presentations:

In general, presentations are improving in terms of being more concise and focused on strategic issues, but many presentations continue to be overly detailed. Presentations should impart information, provoke discussion, and generate feedback.

- **Guidance:** When considering whether to include a presentation on the agenda of a committee or Board meeting, ask what the purpose is of the presentation. If the purpose is to impart information and there is nothing to discuss, then the information should be posted as reading material only. The Board's discussion time should be spent on matters to which the Board members can add value.
- ***Recommendation:*** *Presentations should be limited to 10 slides plus the title slide. The first and last slides should list key take-away points. The eight slides in between should cover the entire content of the presentation. An optional appendix consisting of a narrative and graphics may be loaded into the portal in case Board members want additional information after reviewing the presentation; but the appendix would not be required reading for Board members. In most cases, presentations should be limited to five to ten minutes and then allow for questions and answers. To aid presenters in developing presentations that are focused and concise, it would be helpful for the Board to be as specific as possible when describing the requested agenda topic.*

Information Sessions:

More flexibility is needed in the Sunday schedule; the typically full agenda leaves little time for discussion, and the Board would like some dedicated time for discussion. The Rector has already determined that updates about Strategic/Continuous Planning and InclusiveVT should be reported to the Governance and Administration Committee (rather than at the Information Session); at appropriate points once or twice a year, those updates can be provided to the full Board. At its last meeting, the Task Force suggested that a template be developed for indicating progress that is being made on those initiatives to facilitate regular reporting. More guidance is needed from the Board regarding topics they would like brought forward for discussion at the Information Sessions.

Governance and Selection of Student Representatives:

The chair of the Governance and Administration Committee, Mr. Sanghani, explained that at the March 2018 Board meeting, the Rector charged that committee with considering the governance and selection of the student representatives and making recommendations for changes, if any, to the Task Force on Board Structure and Governance. The committee sent a questionnaire to the 2017-18 student reps and

representatives for the previous five years and also to the Vice President for Student Affairs and Vice President for Graduate Studies. The committee met on July 19 to consider the feedback received. The committee made the following three recommendations to the Task Force, which the Task Force endorsed:

- **Recommendations:**

1. *To shift the organizational home for the student representatives to the recently created position of Vice President for Policy and Governance, who will serve in a neutral role to educate and train the students about the governance of the university, provide oversight for the students and the selection process, and assure the independence of the student representatives in their interactions and communications with the Board. Interactions between the student representatives and other student leaders and the Vice Presidents for Student Affairs and Graduate Studies should be preserved and will be facilitated and supported by the VPPG.*
2. *To charge the Governance and Administration Committee with examining the student selection process. The committee will appoint a small task force consisting of one of its members, the VP for Policy and Governance and the two student reps, which will consult with stakeholders such as the SGA, GSA, and Vice Presidents for Student Affairs and Graduate Studies. Minor changes will be implemented in March 2019. Significant changes, if any, would be implemented in March 2020.*
3. *To charge the task force also with collaborating with University Relations, Student Affairs, and the Graduate School on ways to increase the awareness of the BOV student representative positions among the student body.*

Next steps:

It was the consensus of the Task Force members that Task Force had concluded its work and should be dissolved. If the need to reconsider committee structure or function arises in the future, that work would fall within the scope of the Governance and Administration Committee.

The meeting was adjourned at 12:07 p.m.

Deborah Petrine, Chair