

## MINUTES

January 25, 2018

The Task Force on Board Structure and Governance of the Board of Visitors of Virginia Polytechnic Institute and State University met on Thursday, January 25, 2018, at 1:00 p.m. at the Hotel Roanoke and Conference Center, Bent 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

**Members of the public present:** Mark Owczarski

Ms. Petrine convened the meeting at 1:00 p.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 new structure was first implemented. Two additional agenda items included the format for the annual BOV orientation/retreat, and a Board self-assessment.

### **Evaluation of New Committee Structure and Timeline:**

The Task Force considered feedback received from Board members, representatives, and members of the administration and also discussed proposed legislation pending before the General Assembly that would affect boards of visitors.

- Committee structure – The new committee structure and timeline are working well, generally. There is increased interaction among Board members and more transparency. Some of the committees appear to have a heavier agenda than others, but that may even out over the next few meetings as additional means of reporting are explored rather than relying on “standing” presentations. The Board’s or a committee’s role in guiding the university on strategic issues is of paramount importance; the misperception held by some that the number of voting items is an indicator of a committee’s importance needs to be discouraged. Given the change in the committee structure, it may be appropriate at times for some administrators to speak to another committee rather than to the one with which he/she has been associated with traditionally, depending on the topic. Joint meetings should continue to be held when warranted. The Board members’ active engagement in planning information session and committee agendas should be reinforced by consistently ending each meeting with a discussion of the agenda for the next meeting.

Although Virginia Tech typically ranks the lowest or among the lowest of its peers in terms of administrative expenses, some Board members would like to see a more formalized process for evaluating efficiencies and identifying ways to create greater efficiencies and savings. A report on administrative efficiencies was provided at the November meeting of the Finance and Resource

Management Committee. There was a suggestion that a subcommittee of the Strategic Planning Committee be formed to ensure that an emphasis on efficiency is integrated into the Strategic Plan. Monitoring strategies and progress toward achieving efficiencies should be added to the scope of one of the committees (e.g., Finance and Resource Management or Governance and Administration).

There was a brief discussion about how committees potentially could be realigned, but the consensus was to continue under the current structure through June 2018 and then re-evaluate.

- Consent agendas – The use of consent agendas has been useful in enabling more time to be devoted to discussion of strategic issues. The items that appear on consent agendas are not of lesser importance than other items and are reviewed thoroughly by Board members prior to the meeting. However, the Task Force recognized some members of the university community or public may perceive consent agenda items to be of lesser importance and discussed the need to be sensitive in selecting items to be placed on the consent agenda.
- 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. The Board wants strategic-level presentations that conclude with potential high-level implications to the university. Going forward, presenters will be asked to end their presentation with one slide that has a bulleted list of the three or four key points that the presenter wants the Board to take away. These take-away points should be used by the presenter to help focus his/her presentation as it is being developed.

Detailed presentations can be loaded into the portal for the Board to review prior to the meeting. However, during the meeting, the presenter should skip over most of the slides and focus on those of a strategic nature, ending with the key-take-away-points slide. In most cases, presentations should be limited to five to ten minutes.

- Information Sessions – Because the success of Beyond Boundaries is linked to InclusiveVT, the consensus of the Task Force was to continue reporting on Beyond Boundaries and InclusiveVT at every Board information session at least through June and then consider changes; however the format for reporting to the Board has not been perfected. It was suggested that a template be developed for indicating progress that is being made. The report could be loaded to the portal for the BOV to review beforehand, and the information session could then be used for questions and/or strategic discussion, if needed.

The undergraduate student representative has expressed an interest in providing a presentation once a year rather than reading a written report. The Task Force was receptive to the idea of each representative giving a presentation in place of delivering a report (with the same amount of time allotted) once each year on a rotating basis. The practice of giving a written report at the other three meetings would be continued.

Rather than reporting on the process of strategic and continuous planning during the information session, these reports could be moved to the Governance and Administration Committee.

The Task Force considered an idea that was presented to reserve 10 to 15 minutes of each Sunday Information Session for a focused workshop on fundamental areas that all Board members should understand at a detailed level in order to make informed decisions. Examples include the promotion and tenure process (timing of reviews, levels of review, criteria, etc.), capital outlay process, agency

229, the organizational structure, shared governance, etc. The Task Force recommended implementing this suggestion on a trial basis.

- Next steps – It was the consensus of the Task Force that the new committee structure should be evaluated again after the June 2018 meeting, with no changes made to the committees until that time.

**Format for Annual Board Orientation/Retreat:**

Holding the orientation/retreat prior to the first BOV meeting of the year proved very useful for new Board members and should be continued. The general consensus was that it would be preferable to hold the orientation/retreat on the Saturday preceding the August/September Board meeting. There was some discussion of holding the retreat at various Virginia Tech sites other than the main campus.

**Board Self-Assessment:**

The Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) has a new accreditation standard requiring boards to evaluate themselves periodically. Because this is a new standard, a common “best practice” among universities has not yet been established. Virginia Tech’s next site visit by SACS will occur most likely in 2021 (timeline was affected slightly by the medical school acquisition), and documentation will have to be provided to SACS in the prior year. The Association of Governing Boards (AGB) provided a proposal with several options for assisting Virginia Tech with a self-assessment. The Task Force was in general agreement with Level One, which entails AGB administering an on-line survey of the Board and President and providing a report of the results and summary of best practices. If the Board accepts the recommendation of the Task Force, Governance and Administration would be the appropriate committee to oversee this survey. The likely timeframe would be to introduce the self-assessment topic at the September 2018 orientation and then conduct the survey towards the end of the academic year, with results provided to the BOV in June 2019.

The meeting was adjourned at 3:05 p.m.

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Deborah Petrine, Chair