

# RADFORD UNIVERSITY

Board of Visitors

**EXECUTIVE COMMITTEE  
AUGUST 9, 2021  
THE HOTEL ROANOKE & CONFERENCE CENTER  
ROANOKE, VIRGINIA**

**DRAFT  
MINUTES**

**COMMITTEE MEMBERS PRESENT**

Mr. Robert A. Archer, Rector  
Dr. Jay A. Brown, Vice Rector  
Dr. Thomas Brewster  
Ms. Krisha Chachra  
Mr. Mark S. Lawrence  
Dr. Debra K. McMahon  
Mr. David A. Smith  
Ms. Lisa Throckmorton

**OTHERS PRESENT**

Dr. Carolyn R. Lepre, Interim President  
Ms. Karen Castele, Secretary to the Board of Visitors and Special Assistant to the President  
Dr. Angela M. Joyner, Interim Chief of Staff  
Ms. Heather Miano, Executive Director of Administration  
Mr. Allen T. Wilson, Assistant Attorney General, Commonwealth of Virginia

**CALL TO ORDER**

Mr. Robert A. Archer, Rector, called the meeting to order at 7:32 a.m. in the Blue Ridge Room of The Hotel Roanoke & Conference Center in Roanoke, Virginia. Rector Archer welcomed everyone and thanked Committee members for devoting their valuable time to the Retreat.

**APPROVAL OF AGENDA**

Rector Archer asked for a motion to approve the agenda. Dr. Debra K. McMahon so moved, Dr. Jay Brown seconded, and the agenda was unanimously approved.

**RECTOR'S COMMENTS**

Rector Archer began by thanking the members of the Executive Committee for their continued support and willingness to take leadership roles within the Board of Visitors. Rector Archer thanked Dr. Susan Wheeler Johnston and Dr. Jay A Brown for their leadership of the Presidential Search Committee and the other Board of Visitors members who are serving on the Search Committee. Rector Archer continued by stating he looks forward to the engagement of the three new Board of Visitors members, who began their service on July 1.

## **PRESIDENT'S COMMENTS**

Interim President Carolyn R. Lepre, Ph.D. shared that she was pleased to be attending her first meeting in her current role and thanked the Committee members for their service and commitment to the University and support of her. Dr. Lepre stated that the University had a strong leadership team and looks forward to many accomplishments in the future. Dr. Lepre continued by sharing recent University highlights, including COVID-19 updates.

## **COMMITTEES**

Rector Archer stated that the Retreat was an opportunity to reflect, to learn, to evaluate, to plan and to move forward, together. Rector Archer continued by sharing the Bylaws provides guidance as to the responsibilities of the Executive Committee and all other Board Committees. In addition, the Code of Virginia also provides specific responsibilities and duties, and it is critical that the Bylaws always accurately reflect the Code of Virginia and the Board's practices. Rector Archer asked Committee members to please see the Handout 1, pages 5 and 6 of the current Board of Visitors Bylaws, listing the Executive Committee's duties. Item 1.a. requires the Executive Committee "to develop and recommend to the Board a statement of governance setting forth the Board's role." Rector Archer referred the Committee members to Handout 2, a copy of the current Statement on Governance with a suggested addition and a suggested edit. Rector Archer continued by stating the addition of "continuing education" reflects legislation passed in 2020. The previous legislation required all new members to receive training within their first two years. The updated legislation requires Board members with more than two years of service to receive training, as defined by the State Council of Higher Education for Virginia, every two years. Rector Archer added that the August 9-10, 2021 Retreat Agenda received approval as meeting the continuing education requirement for the next two years. Rector Archer shared that the edit to the document was for clarification. After discussion, Rector Archer asked for a motion to present the updated Statement on Governance to the full Board for approval. Dr. Debra K. McMahan so moved, Mr. David A. Smith seconded, and the motion carried unanimously.

Rector Archer continued by stating the Executive Committee periodically reviews the Bylaws and recommends any amendments. Rector Archer asked all members of the Executive Committee to review the Bylaws within the next two weeks and send any suggestions and/or changes to Mr. David Smith, as the Chair of the Governance, Administration and Athletics Committee. A subcommittee, including Mr. Smith, Mr. Al Wilson, Ms. Karen Castele and Rector Archer, will compile the suggestions and prepare a draft to bring forward at the September meeting.

Rector Archer continued by stating that item 1.e. speaks to the Code of Ethics that the Board approved in 2007, a copy is provided as Handout 3. Following discussion, Rector Archer asked for a motion to recommend to the full Board the reaffirmation of the Code of Ethics. Ms. Lisa Throckmorton so moved, Dr. McMahan seconded, and the motion carried unanimously.

Rector Archer shared a copy of Code of Virginia, Section 23.1-1306 that list the duties of the Executive Committee, as Handout 4, and asked Committee members to note that items "i" and "ii" are not currently included in the Bylaws and would be a consideration as amendments are drafted.

Rector Archer continued by discussing Board committee membership and structure, Handout 5. Rector Archer added that much of the work of the Board flows through our committee structure and it is critical that we work hand-in-hand with the President, Vice Presidents and others who support the committees' work. Copies of the handouts are attached hereto as *Attachment A* and is made a part hereof.

**ADJOURNMENT**

With no further business to come before the Executive Committee, Rector Archer adjourned the meeting at 8:28 a.m.

Respectfully submitted,

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

## Section 5 -- Advisory Representatives

**A. Appointments.** The Board is to appoint one faculty member and one student as non-voting, advisory representatives to the Board. Representatives are appointed at the annual meeting which is the last meeting of the fiscal year, and serve one-year terms commencing July 1 following their appointment and ending June 30.

The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors. If the same individual shall serve more than two consecutive terms as Faculty Senate President, the faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate. Should the faculty representative resign as faculty senate president during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.

The student representatives are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.

**B. Responsibilities.** Advisory representatives have the responsibility to support the best interests of the University and to work with members of the Board for the continuing operation and development of the institution as a comprehensive state university. They are expected to participate in all regular meetings of the Board. Each advisory representative will be appointed as a non-voting member of at least one standing committee, but may not chair a committee. Advisory representatives may submit agenda items for discussion and information to be considered by the Board by presenting them to the President in advance of meetings, but may not make motions or introduce new items at meetings. Advisory representatives may not attend closed meetings except by invitation of the Board.

## Section 6 – Committees

**A. Executive Committee.** The Executive Committee is comprised of the Rector, the Vice Rector, and the chairs of the standing committees. The immediate past Rector serves as an ex-officio member. The Rector serves as Chair of the Committee.

1. The Executive Committee is authorized and required to:
  - a. Develop and recommend to the Board a statement of governance setting forth the Board's role;
  - b. Periodically review the Board's Bylaws and recommend amendments;
  - c. Provide advice to the Board on committee structure, appointments, and meetings;
  - d. Develop an orientation and continuing education process for Board members that includes training on the Virginia Freedom of Information Act;
  - e. Create, monitor, oversee, and review compliance by Board members with the University's Code of Ethics, adopted August 23, 2007, which Code is equally applicable to Board members as well as other members of the University community;

- f. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.
  - g. Conduct an annual evaluation of the President as required by these Bylaws in a closed meeting and present its findings and recommendations to the Board.
2. Additionally, the Executive Committee is authorized to convene and exercise the full power and authority of the Board between meetings of the Board whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct.

A simple majority constitutes a quorum. In the event that a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum may be attained.

The Secretary to the Board is to inform promptly all members of the Board of any action taken by the Executive Committee. The Rector is to report actions taken by the Executive Committee at the next full meeting of the Board.

**B. Standing Committees.** Each standing committee is comprised of the Rector and Vice Rector plus not fewer than three additional Board members appointed by the Rector during or after the annual meeting. The Rector designates the chair and vice-chair of each committee and, on recommendation of the President, appoints an administrative assistant to staff each committee.

A simple majority of the members of a committee constitutes a quorum. In the event that quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum may be attained.

Matters may be referred to standing committees by the President, the President's designee, the Rector, or the full Board. In addition to the specific responsibilities provided by these Bylaws, the standing committees shall have any other duties and responsibilities assigned by the Board or the Rector.

The standing committees are:

1. **Business Affairs and Audit.** This committee is generally responsible for reviewing and recommending action to the Board regarding the financial and business affairs of the University, including but not limited to, capital projects, grants, contracts, and the naming of facilities. This committee is responsible for reviewing recommendations and offering motions to the Board on matters and policies pertinent to information technology, including implementation of new technologies and systems affecting the University's computer systems, websites and telephone systems. This committee also oversees the internal audit function of the University; receives the annual financial audit report of the Auditor of Public Accounts; and performs studies of financial matters as directed by the Board.
2. **Student Success.** This committee is generally responsible for reviewing and recommending action to the Board on matters pertaining to students, including but not limited to, student retention, student support services and activities, student health and safety, student conduct and disciplinary standards, residential life, student organizations and activities, and the general quality of student life.
3. **Academic Excellence and Research.** The committee provides guidance to the Board on matters essential to academic quality. This committee is generally responsible for reviewing and recommending action to the Board on matters regarding the University's academic mission, purpose, plans, and programs, including, but not limited to the creation or elimination

## RADFORD UNIVERSITY BOARD OF VISITORS

### STATEMENT ON GOVERNANCE

The Radford University Board of Visitors (“the Board”) is composed of 15 voting members appointed by the Governor of the Commonwealth of Virginia, subject to confirmation by the General Assembly. Each member serves a term of four years. In addition, each year the Board selects a student and a faculty member to serve as non-voting advisory representatives on the Board of Visitors.

As public trustees the Board has the responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation, development of evolving policies, and financial oversight of Radford University (“the University”). The Board appoints a President to serve as Chief Executive Officer of the University.

The Board and the University are at all times subject to the control and legislative enactments of the General Assembly of the Commonwealth of Virginia.

The Board in executing their duties has adopted the [Radford University Board of Visitors Bylaws](#) to provide for the orderly, consistent, and efficient conduct of its business as the governing body of Radford University.

In carrying out its responsibilities, the following expectations are attendant to service on the Radford University Board of Visitors:

- Board members have a fiduciary responsibility to the University and are expected to act in the best overall interest of the University;
- Board members are expected to become familiar with key aspects of the University including, but not limited to, its mission, governance, financing, strategic plans and performance measures;
- Board members are expected to devote the necessary time, attention and preparation to Board activities to function effectively and to enable the Board as a whole to function effectively, including new Board of Visitor orientation, **continuing education**, committee meetings, board retreats and public meetings;
- Board members are expected to understand the Virginia Freedom of Information Act and act accordingly;
- Board members are expected to defer to the Board ~~chair~~ **Rector** for public comment on matters before the Board, or to make clear that any opinions expressed are expressed as an individual rather than on behalf of the Board as a whole; and
- Board members are expected to maintain a tradition of exemplifying the highest standards of ethical behavior, and to comply with the University’s Code of Ethics, and to comply with Federal, State and local laws and comply with all regulations and policies applicable to Board of Visitors of public colleges and universities in the Commonwealth of Virginia.



## Code of Ethics

Radford University is committed to maintaining the highest ethical standards and to upholding the public's trust. We recognize that our behavior affects not only our own individual reputation, but also that of Radford University. Accordingly, this Code of Ethics forms the ethical principles that will guide all members of the university community in all decisions and activities. These principles are:

**Respect:** We will nurture a climate of care, concern, fairness, and civility toward others while recognizing and embracing each individual's dignity, freedom, and diversity even in the face of disagreement.

**Honesty and Integrity:** We will act and communicate truthfully and candidly. We will uphold the university's values and make decisions based on the greater good, conducting ourselves free of personal conflicts or appearances of impropriety and self-dealing.

**Communication:** We will openly share information with stakeholders regarding the processes used in developing policies and making decisions for the university.

**Stewardship:** We will use university resources in a wise and prudent manner in order to achieve our educational mission and strategic objectives. We will not use university resources for personal benefit or gain.

**Excellence:** We will conduct all university affairs diligently, exercising due professional care and striving to meet the high expectations we have set for ourselves as well as the expectations of those we serve.

**Responsibility and Accountability:** We will be trustworthy and answerable for our conduct, decisions and obligations and will comply with all applicable laws, regulations, policies and procedures. We recognize our obligation to report unethical conduct to appropriate authorities.

*Approved by Board of Visitors  
August 23, 2007*

*Reviewed by President's Cabinet  
October 19, 2020*

Code of Virginia

Title 23.1. Institutions of Higher Education; Other Educational and Cultural Institutions

Subtitle IV. Public Institutions of Higher Education

Chapter 13. Governing Boards of Public Institutions of Higher Education

## § 23.1-1306. Governing board executive committee; duties

The executive committee of the governing board of each public institution of higher education shall (i) **organize the working processes of the board;** (ii) **recommend best practices for board governance;** (iii) develop and recommend to the board a statement of governance setting out the board's role; (iv) periodically review the board's bylaws and recommend amendments; (v) provide advice to the board on committee structure, appointments, and meetings; (vi) develop an orientation and continuing education process for board members that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.); (vii) create, monitor, oversee, and review compliance with a code of ethics for board members; and (viii) develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.

2013, c. 577, § 23-2.04; 2016, c. 588.

The chapters of the acts of assembly referenced in the historical citation at the end of this section(s) may not constitute a comprehensive list of such chapters and may exclude chapters whose provisions have expired.



# RADFORD UNIVERSITY

Board of Visitors

## STANDING COMMITTEES 2021-2022

### **Executive Committee**

Mr. Robert A. Archer, Chair  
 Dr. Jay A. Brown, Vice Chair  
 Dr. Thomas Brewster, (AERC)  
 Ms. Krisha Chachra , (SSC)  
 Mr. Mark S. Lawrence, (Ex officio)\*\*  
 Dr. Debra K. McMahon, (BAAC)  
 Mr. David A. Smith, (GAAC)  
 Ms. Lisa Throckmorton, (AUREM)

### **Academic Excellence and Research Committee\***

Dr. Thomas Brewster, Chair  
 Ms. Georgia Anne Snyder-Falkinham, Vice Chair  
 Ms. Charlene A. Curtis  
 Dr. Rachel D. Fowlkes  
 Mr. David A. Smith  
 Dr. Katie Hilden (Non-Voting Faculty Advisory Representative)

### **Business Affairs and Audit Committee\***

Dr. Debra K. McMahon, Chair  
 Mr. Mark S. Lawrence, Vice Chair  
 Dr. Susan Whealler Johnston  
 Mr. Marquett Smith  
 Ms. Nancy Angland Rice

### **Governance, Administration and Athletics Committee\***

Mr. David A. Smith, Chair  
 Ms. Nancy Angland Rice, Vice Chair  
 Dr. Thomas Brewster  
 Ms. Charlene A. Curtis  
 Dr. Susan Whealler Johnston

### **Student Success Committee\***

Ms. Krisha Chachra, Chair  
 Dr. Debra K. McMahon, Vice Chair  
 Ms. Lisa W. Pompa  
 Mr. Marquett Smith  
 Ms. Lisa Throckmorton  
 Ms. Grace Hurst (Non-Voting Student Advisory Member)

### **Advancement, University Relations and Enrollment Management Committee\***

Ms. Lisa Throckmorton, Chair  
 Dr. Rachel Fowlkes, Vice Chair  
 Ms. Krisha Chachra  
 Mr. Mark S. Lawrence  
 Ms. Lisa W. Pompa  
 Ms. Georgia Anne Snyder-Falkinham

**BOV liaison to the Radford University Foundation: Dr. Rachel Fowlkes**

**\*The Rector and Vice Rector serve as ex officio members of all standing committees.**

**\*\*The immediate past Rector serves as an ex officio member.**

End of Board of Visitors Materials

