

RADFORD UNIVERSITY
BOARD OF VISITORS
GOVERNANCE AND ADMINISTRATION COMMITTEE
June 24, 2011

APPROVED

MINUTES

Committee Members Present:

Ms. Nancy H. Agee, Chair
Ms. Linda K. Whitley-Taylor, Vice Chair (participated by telephone)
Mr. Matthew B. Crisp
Mr. Stephen A. Musselwhite, Rector - Ex-Officio
Mr. Mark R. Pace, Vice Rector - Ex-Officio
Mr. Ronald R. Wesley (participated by telephone)

Board Members Present:

Mr. Darius A. Johnson (participated by telephone)

Others Present:

President Penelope W. Kyle
Ms. Kimberly H. Chiapetto, Secretary to the Board of Visitors (participated by telephone)

CALL TO ORDER

Ms. Nancy H. Agee, Chair of the Committee, formally called the meeting to order at 10:05 a.m., Friday, June 24, 2011 at the Carilion Roanoke Memorial Hospital, 1 West, Administrative Suite, 1906 Belleview Avenue, Roanoke, Virginia.

APPROVAL OF AGENDA

Ms. Linda K. Whitley-Taylor made the motion to approve the June 24, 2011 meeting agenda as published prior to the meeting. Mr. Matthew B. Crisp seconded the motion, and the motion carried unanimously.

APPROVAL OF MINUTES

Ms. Agee asked for a motion to approve the minutes of the May 5, 2011 meeting of the Governance and Administration Committee, as distributed. Mr. Stephen A. Musselwhite made the motion; Mr. Mark R. Pace seconded the motion, and the motion carried unanimously. A copy of the minutes is attached hereto as *Attachment A* and made a part hereof.

REVIEW OF THE REVISED RADFORD UNIVERSITY BY-LAWS

Ms. Agee stated that the committee will need to review and then recommend the revised By-laws of the Board of Visitors to the full Board for its approval at its next meeting. She also reminded the members of the committee that the proposed By-laws were distributed to the full Board for its review at the May 6, 2011 meeting, and to date, no suggested comments or revisions were received from any Board members.

President Kyle reported that she and Mr. Ronald C. Forehand, Senior Assistant Attorney General for the Commonwealth of Virginia had spent additional time reviewing and editing the revised By-laws since the May meeting and would continue the review throughout the summer. She shared that because the proposed By-laws were distributed at the May meeting, the only remaining requirement based on the Code of Virginia was adequate and proper notice and public posting of the proposed revised By-laws at least 30 days prior to the September Board meeting and that the September meeting agenda clearly reflect that one of the actions requested of the Board would be adoption of the revised Radford University By-laws. President Kyle asked that if any member of the committee found errors or other concerns regarding the By-laws to please notify her no later than July 1, 2011.

Ms. Agee called for a motion to recommend the proposed By-laws as amended to the Board for adoption at its September 16, 2011 meeting. Mr. Pace made the following motion and Ms. Whitley-Taylor seconded and the motion passed unanimously:

The Governance and Administration Committee recommends that the attached proposed By-laws be presented to the Board of Visitors for their review and approval at its September 16, 2011 Board meeting.

A copy of the proposed revised By-laws is attached hereto as ***Attachment B***, and made a part hereof.

CLOSED SESSION

Mr. Pace moved that the committee convene in a closed meeting, pursuant to Section 2.2-3711-A (1) of the Freedom of Information Act, for the purpose of discussion and consideration of prospective candidates for assignment or appointment as nominees of this committee to hold offices on the Radford University Board of Visitors; for the annual evaluation of the University President; and for the discussion of any related personnel matters that the committee needs to consider.

RECONVENED SESSION

Following the Closed Session, the public was invited to return to the meeting. Ms. Agee called the meeting to order and asked Mr. Pace to make the motion to return to open session. His motion was seconded by Mr. Crisp.

Certification of Executive Meeting

WHEREAS, the Radford University's Board of Visitors has convened an executive meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, that the Radford University Board of Visitors hereby certifies that, to the best of each member's knowledge, (1) only public business matters lawfully exempted from open meeting requirements under Virginia law and (2) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting by the Radford University Board of Visitors.

VOTE:	yes - Ms. Nancy H. Agee	yes - Mr. Mark R. Pace
	yes - Mr. Matthew B. Crisp	yes - Mr. Ronald R. Wesley
	yes - Mr. Stephen A. Musselwhite	yes - Ms. Linda K. Whitley-Taylor

Mr. Darius A. Johnson left the meeting during the Closed Session.

NOMINATING COMMITTEE REPORT

After discussion, Ms. Agee asked for a motion to recommend a slate of officers to the full Board for approval. Ms. Whitley-Taylor moved and Mr. Crisp seconded the motion, and the motion passed unanimously, to approve the following resolution:

Whereas the Governance and Administration Committee has been designated to act as the Nominating Committee for the Radford University Board of Visitors and has been asked to propose a Slate of Officers for the Board of Visitors for fiscal year 2011-2012;

Therefore, be it resolved that the Governance and Administration Committee recommends the following Slate of Officers to the Board of Visitors for their approval at its September 16, 2011 Board meeting:

*Mr. Stephen A. Musselwhite, Rector
Mr. Mark R. Pace, Vice Rector*

PRESIDENT'S ANNUAL REVIEW

Ms. Agee reported that the committee had met in Closed Session and reviewed, discussed and evaluated the President's goals, accomplishments and activities for the 2010-11 fiscal year. Ms. Agee stated that a detailed report would be prepared for the full Board meeting in September. She also stated that the committee planned to recommend certain areas of concentration for the President in 2011-12 and would offer additional feedback to the President during the September meeting of the Board of Visitors.

ADJOURNMENT

With no further business to come before the committee, Ms. Agee adjourned the meeting at 12:45 p.m.

Kimberly H. Chiapetto, Secretary
Radford University Board of Visitors