



## **Richard Bland College**

### **BOARD OF VISITOR**

#### **BOARD OF VISITORS ORIENTATION AND INAUGURAL BOARD MEETING**

**27 August 2025**

#### **MEETING MINUTES**

The Richard Bland College (RBC or College) Board of Visitors (Board) held its first orientation and inaugural Board meeting on Wednesday, August 27, 2025, at the Academic Innovation Center Boardroom.

The orientation began at 10:00 a.m. with Petersburg Mayor Sam Parham '96 welcoming the new Board members to RBC and the Petersburg area. He then recognized Dr. Debbie Sydow, President of RBC, to give remarks. President Sydow reflected on the momentous occasion of welcoming the newly appointed Board members to the College campus and the inaugural Board meeting. She shared that the theme for today's meeting was "Advancing and Measuring Excellence" and then asked staff in attendance to introduce themselves.

President Sydow then introduced Mr. John Rathbone, Chair of the RBC Committee of the William & Mary Board of Visitors (2022-25). Mr. Rathbone, as an icebreaker, asked the Board members in attendance to share a word that best describes what they want to achieve for RBC students during their time on the Board and to share a story from their time as a student. Besides Mr. Rathbone, Board members in attendance were Mr. Charles Patton, Mr. Sam Parham, Ms. Bouwien Smits, Ms. Vickie Schray, and Mr. Albert Poole. President Sydow then gave a brief overview of the objectives of the day.

At 10:15 a.m., Dr. Eileen Strempele, Strategic Planning and Governance Consultant, discussed key components of the August 15, 2024, Richard Bland College Governor's Report (Report), charging the RBC Board with improving key performance indicators, including having the College explore merger and acquisition options, and in the areas of enrollment, student outcomes, and financial sustainability. She also noted the reporting deadlines that were included in the Report, with an interim report due in December 2025, and another report due in June 2026. Dr. Strempele then introduced Dr. Tiffany Birdsong, Chief of Staff, and Ms. Ashley Fuller, Data and Compliance Officer.

Dr. Birdsong provided an overview of the College, its location, and student demographics. She shared research showing the impact parental wealth and income have on college

completion and upward mobility of lower-income students. Dr. Birdsong pointed out that 40 percent of RBC students are first generation college students.

Ms. Fuller provided information about RBC enrollment and the College's dual enrollment program. She also discussed the large number of transfer partnerships RBC has with four-year colleges and universities throughout Virginia. Currently the top three transfer schools for RBC students are Virginia Commonwealth University, Old Dominion University, and Virginia State University. Ms. Fuller shared that RBC students recently also transferred to elite schools, such as Amherst College, Princeton University, and the University of North Carolina at Chapel Hill. She also pointed out how RBC the number of degrees and certificates that RBC has conferred since 2021-22 has steadily increased.

Dr. Birdsong then discussed RBC's fiscal sustainability and the parallel four-year experience that an RBC education provides students at a reduced cost. She shared that RBC's average tuition and mandatory fees is currently \$9,330 which compares favorably to the \$15,455 for the average public 4-year institution. Dr. Birdsong provided information about innovative programming that the College uses to reduce the cost of education for students, including the promise scholars and honors programs, scholarships, and institutional work study opportunities, among others.

Following a break at 11:00, orientation resumed at 11:15 with a working lunch and a presentation about higher education governance and optimizing board performance by Dr. Sandra Jordan, Chief of Staff at the Southern Association of College and Schools Commission on Colleges (SACSCOC). Dr. Jordan emphasized best practices for effective governance and highlighted five key areas, including board composition and structure, clear distinctions between governance and management, strategic planning, financial oversight and risk management, and continuous board assessment. She discussed how strategic planning should be prioritized with regular reviews of the institution's mission and informed decision-making supported by data. Dr. Jordan also encouraged ongoing board development and noted that boards should adapt to the evolving governance landscape while safeguarding the institution's mission and protecting its chief executive officer.

Nathan Moberley, RBC College Counsel from the Virginia Office of the Attorney General, provided the Board with an overview of the legal and ethical responsibility Board members have. Mr. Moberley outlined the Board's duties as defined by the Virginia Code and emphasized its governance responsibilities. He highlighted the importance of Board compliance with the Virginia Freedom of Information Act, detailing open meeting requirements, electronic participation rules, and procedures for closed sessions. Mr. Moberley discussed the members' duties under the Virginia Conflict of Interests Act and

emphasized the need for ethical conduct to maintain public trust and avoid the appearance of impropriety.

### **BOARD OF VISITORS FULL BOARD MEETING**

At 12:50 p.m. the full Board convened for the first time. The member whose last name appears first in alphabetical order was selected to oversee the discussion and vote of the Board's initial action items.

### **BOARD MEMBERS PRESENT:**

Hon. James Dyke, Jr.  
Hon. Samuel Parham  
Mr. Charles Patton  
Mr. Albert Poole  
Mr. John Rathbone, Rector  
Ms. Vickie Schray  
Ms. Bouwien Smits

### **OTHERS PRESENT:**

Dr. Debbie L. Sydow, President  
Dr. Kim Boyd, Vice President and Chief Research & Innovation Officer  
Dr. Tiffany Birdsong, Chief of Staff  
Ms. Stacey Sokol, Chief Business Officer  
Mr. Eric Kondzielawa, Chief Operations Officer  
Mr. Jesse Vaughan, Chief Marketing and Communications Officer  
Mr. Justin May, Chief Enrollment Management Officer  
Ms. Charita Johnson, Chief Information Officer  
Ms. Vicki Humphreys, Chief Development Officer  
Dr. Adam Zucconi, Chief Academic Officer  
Ms. Ashley Fuller, Data and Compliance Officer  
Dr. Evanda Watts-Martinez, Director of Counseling Services and Asst. Prof. of Education  
Mr. Terelle Robinson, Associate Director of Government Relations  
Mr. Nathan Moberley, College Counsel, Virginia Office of the Attorney General  
Dr. Eileen Stempel, Strategic Planning and Governance Consultant  
Dr. Sandra Jordan, Chief of Staff, SACSCOC  
Mr. Jeff Palmore, Principal at Capitol Square Strategies  
Mr. Shion Michael, Ellucian Junior I.T. Administrator  
Mr. Gerrit Smith, Senior Executive Administrator and Clerk to the Board of Visitors  
RBC Students & Staff

## **INTRODUCTORY REMARKS**

Mr. James Dyke called the Board meeting to order at 12:50 p.m. and recognized that a quorum was present.

## **ACTION ITEMS – RESOLUTIONS 1 - 5**

Mr. Dyke requested a motion to approve **Resolution 1**, Richard Bland College Board of Visitors. The motion was made by Mr. Sam Parham, seconded by Ms. Vickie Schray, and the Clerk to the Board, Gerrit Smith, was asked to call the roll. The motion passed 7-0.

**Resolutions 2**, Electronic Participation Policy, **Resolution 3**, Conflict of Interest Policy, and **Resolution 4**, FOIA Policy, the first three policies of the Board of Visitors (BOV 001- 003), were voted on by block. Mr. Dyke requested a motion to approve Resolutions 2 through 4. The motion was made by Mr. Albert Poole, seconded by Ms. Schray. Clerk Smith was asked to conduct the vote and the motion passed 7-0.

The Board then discussed nominations for BOV Officers. Mr. Charles Patton nominated John Rathbone to be the Rector of the Board of Visitors. The motion to nominate Mr. Rathbone was made by Mr. Poole, seconded by Ms. Schray, and approved by voice vote. Mr. Rathbone accepted the nomination.

Mr. Patton nominated Mr. Poole to be the Vice Rector of the Board of Visitors. The motion to nominate Mr. Poole was made by Mr. Rathbone, seconded by Mr. Parham, and approved by voice vote. Mr. Poole accepted the nomination.

Mr. Rathbone nominated Ms. Schray to be the Secretary of the Board of Visitors. The motion to nominate Ms. Schray was made by Mr. Patton, seconded by Mr. Poole, and approved by voice vote. Ms. Schray accepted the nomination.

Mr. Dyke requested a motion to approve **Resolution 5**, Election of 2025-26 Board Officers. The motion was made by Mr. Parham, seconded by Mr. Poole, and approved by voice vote.

Following the votes on the first five resolutions, Mr. Jesse Vaughan, Chief Marketing & Communications Officer provided an update of the College's rebranding efforts over the summer, after no longer being affiliated with William & Mary. He shared with members that one of the immediate challenges was to change the public facing logos and images that included William & Mary and marketing campaign that were rolled out. Mr. Vaughan discussed the efforts and contributions that Ms. Julia Yager, brand consultant, made over the spring and summer months in assisting the College with developing key descriptive words that will help with the College's new brand identity. He then shared the most successful video the RBC marketing team has developed with over four million views on

social media. Mr. Vaughan then introduced Mr. Justin May, Chief Enrollment Management Officer.

Mr. May provided an overview of RBC demographics, current enrollment trends and the College's enrollment strategy. He shared that 58 percent of RBC's students are students of color, 40 percent are first generation college students, and that the College has a 32 percent graduation rate. Mr. May discussed the upcoming shortage of students in high school, which will lead to less students going to college, also known as the "demographic cliff," and the targeted strategies to deal with this decrease in college-aged students.

Mr. May then introduced four RBC students: Richard Agbo, RBC Student Assembly International Representative; Lilli Brown, RBC Student Assembly President; Zuyemi Cortez-Cardenas, RBC Admissions work-study student; Kaya Pope, RBC Admissions work-study student. The students introduced themselves, shared their experiences at RBC, and talked about their plans after graduating from RBC.

Mr. May continued his presentation by discussing the different types of students that are being served by the College, including the "the comeback," "the scholar athlete," "the planner," "the fast tracker," "the explorer," and "the returner." He shared that there is a strategy in place to attract each of the different types of students.

### **ACTION ITEMS – RESOLUTIONS 6 - 8**

Following a fifteen-minute break, the Board reconvened at 2:45 p.m. Rector Rathbone requested a motion to pass **Resolution 6**, Board of Visitors Meeting Calendar 2025-26. The motion was made by Mr. Patton, seconded by Mr. Parham and approved by voice vote.

Rector Rathbone requested a motion to pass **Resolution 7**, Transfer of the James W. and Carolyn M. Sutherland Fund. The motion was made by Mr. Dyke, seconded by Mr. Patton and approved by voice vote.

### **CLOSED SESSION**

Rector Rathbone requested a motion to move the Board meeting into closed session for the purposes of Virginia Code §2.2-3711.A.1 to discuss personnel matters pertaining to President Sydow's salary adjustment. The motion was made by Mr. Dyke, seconded by Mr. Parham and approved by voice vote. The Board went into closed session at 2:50 p.m.

### **OPEN SESSION**

The Board reconvened in open session at 3:20 p.m.

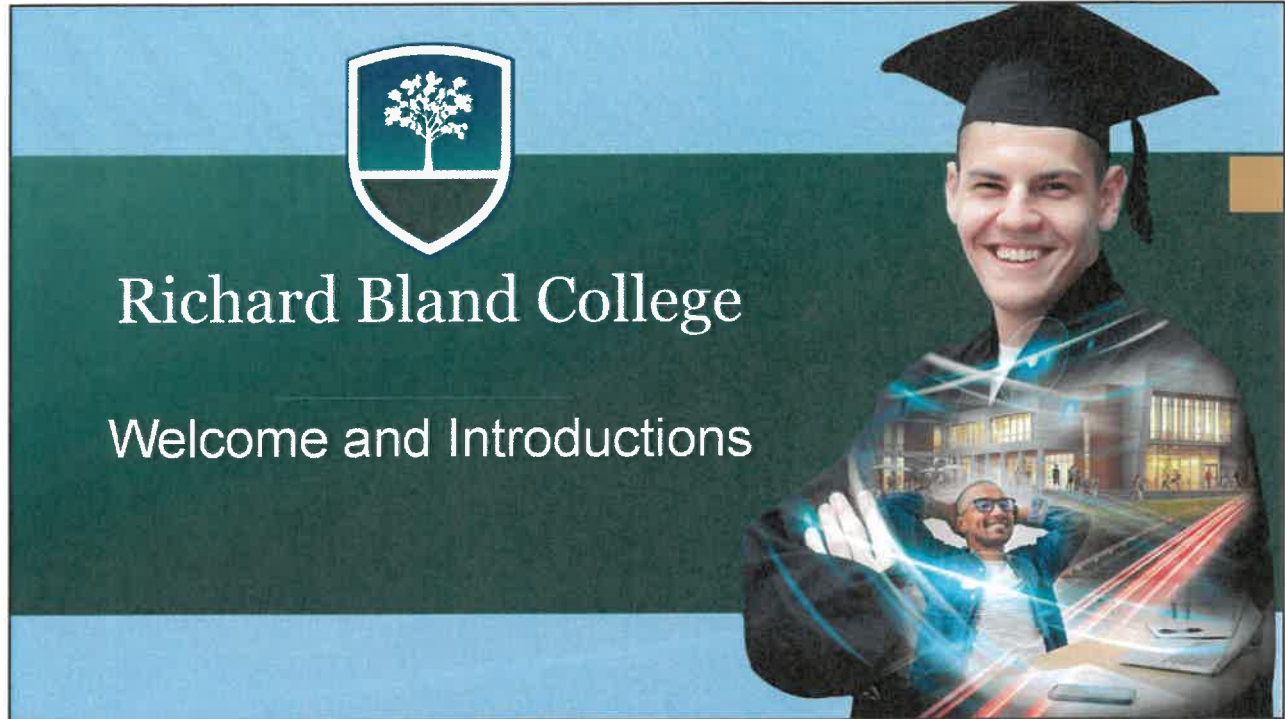
Rector Rathbone requested a motion that members of the Board certify by roll call vote that, to the best of each member's knowledge, only matters lawfully exempted from the open meeting requirements und the Virginia Freedom of Information Act were discussed, and only matters identified in the motion to have a closed session were discussed. The motion was made by Mr. Dyke, seconded by Mr. Parham, and was certified by roll call vote, 7-0 by Clerk Smith.

Rector Rathbone requested a motion to pass **Resolution 8**, Presidential Salary Adjustment. The motion was made by Mr. Patton, seconded by Mr. Parham, and passed by voice vote.

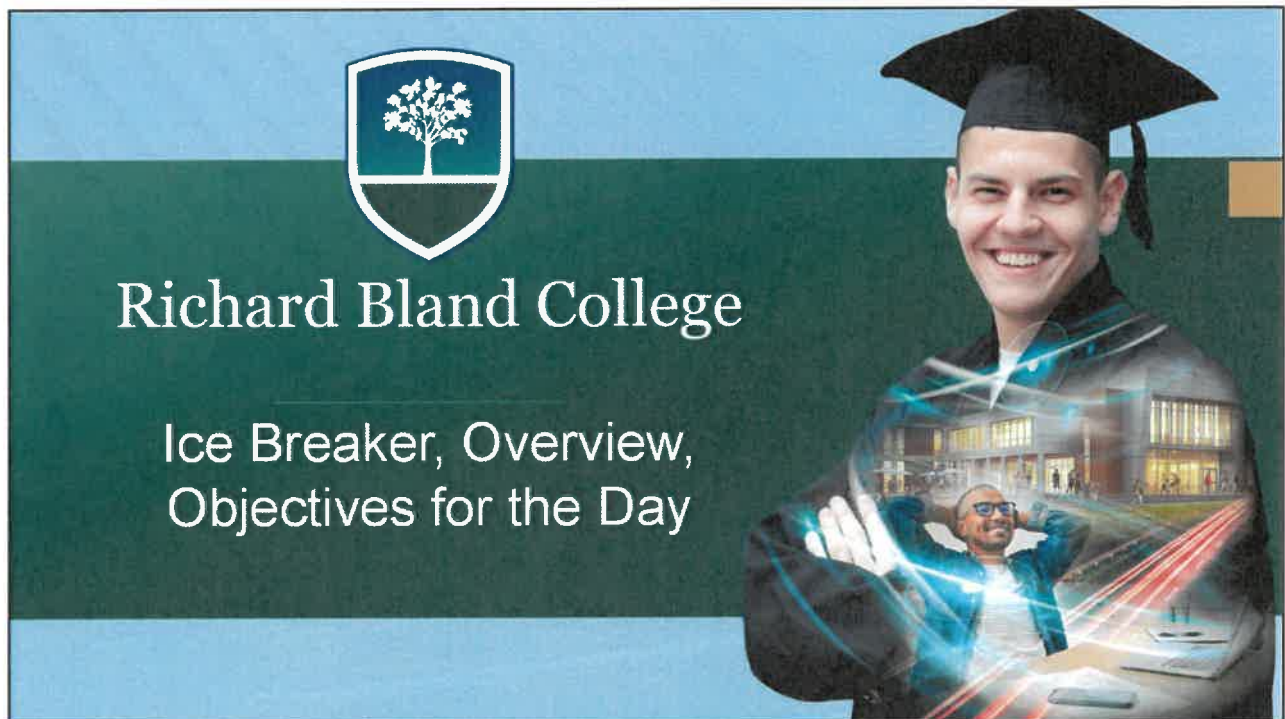
### **ADJOURNMENT**

There being no further business, Rector Rathbone adjourned the meeting at 3:25 p.m.

**Approved on September 24, 2025**



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## Key Components of the August 15, 2024 Board Charge in the Governor's Report

**Oversee Improvements  
on KPIs:**

- Enrollment**
- Student Outcomes**
- Financial Sustainability**

**Explore Merger &  
Aquisition options**

**DEADLINES:**  
Interim Dec 2025 Report  
June 2026 Report

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**Dr. Tiffany Birdsong**  
Chief of Staff



**Professor Ashley Fuller**  
Data and Compliance Officer

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## Institutional Landscape

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## Deep Dive—Richard Bland College

### Local Context and Economy

Geography: Rural

|                         | Local  | State  |
|-------------------------|--------|--------|
| Median HH income (000s) | \$50.7 | \$89.9 |
| Unemployment rate       | 6.9%   | 2.3%   |
| Poverty rate            | 21.1%  | 10.2%  |

Data source: ACS DP5Y2023 DP03 DP03\_0062E Median HH Earnings, DP03\_0128PE Poverty Rate, DP03\_0005PE Unemployment Rate



## Enrollment



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## Parental Wealth + Income MATTER

### Income Quartile College Gap

College attendance rates differ by 30 percentage points between the highest and lowest income quartiles

### Parental Wealth Influence

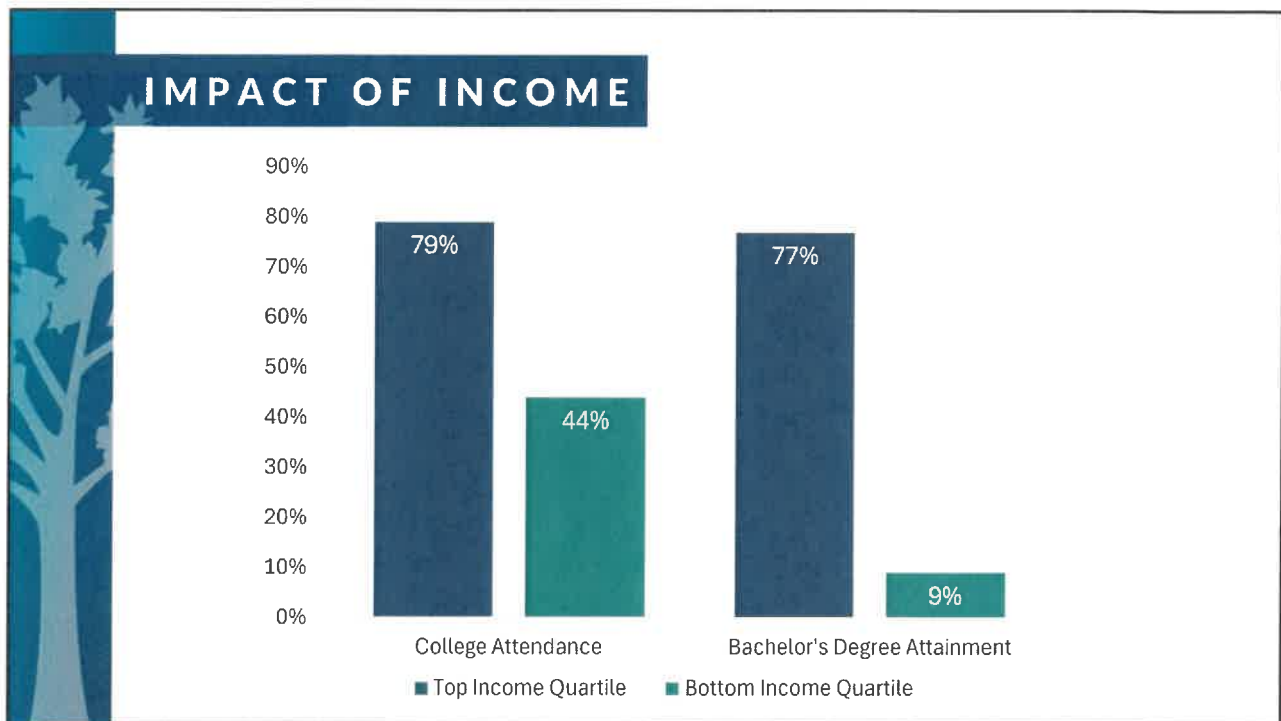
Parental wealth is a strong predictor of college completion, even after considering cognitive skills and background.

### Financial Aid Implications

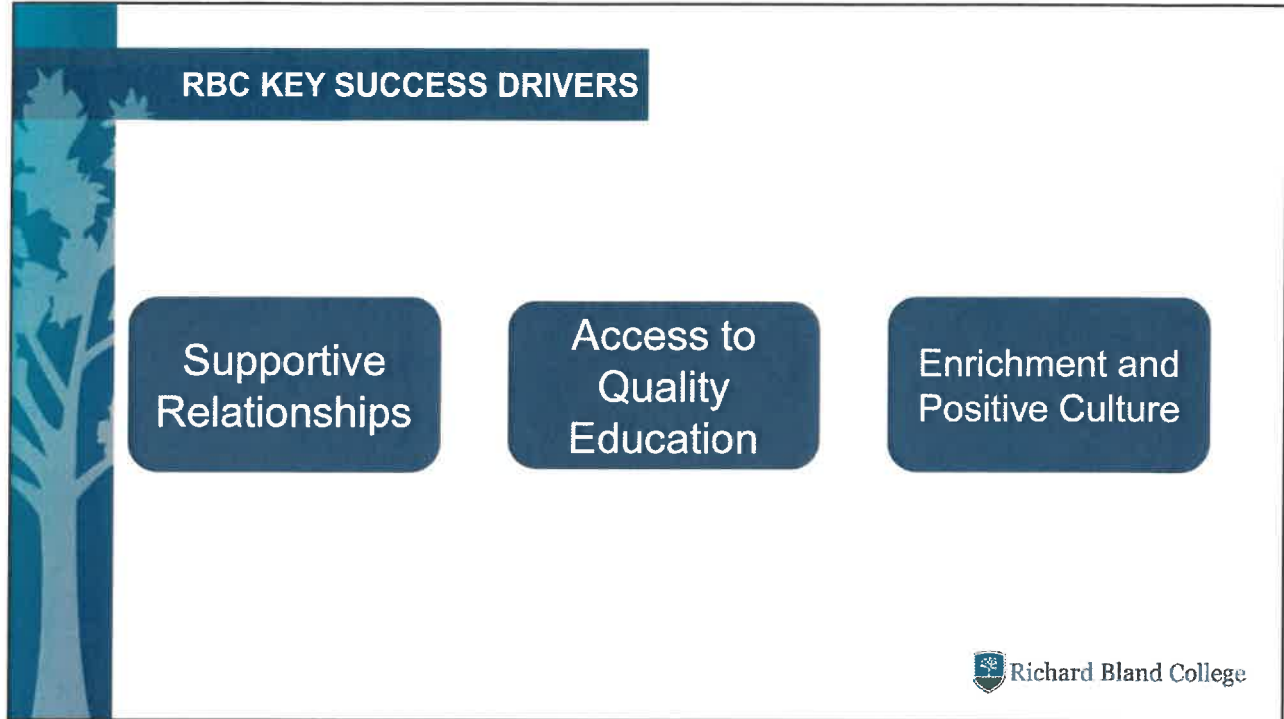
Limited financial aid increases socioeconomic disparities and restricts upward mobility for lower-income students.



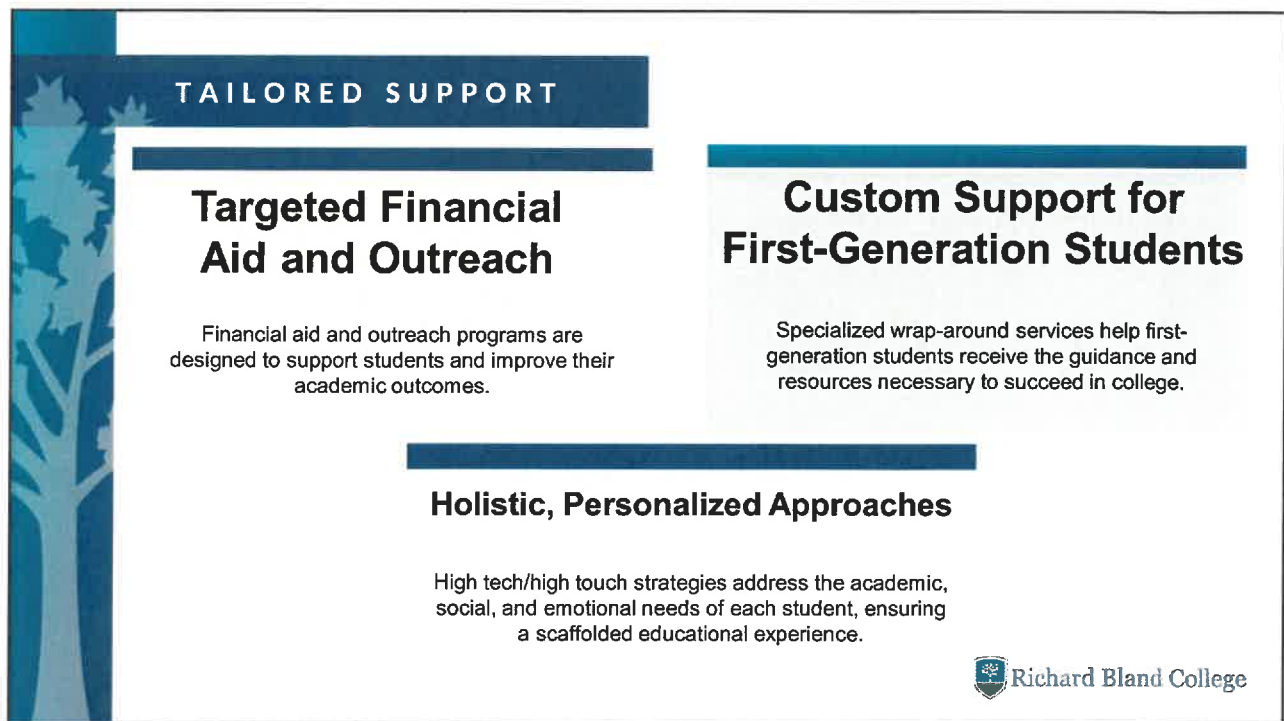
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## RBC Student Demographics




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### DEMOGRAPHICS MATTER

|                                 |                                                                  |
|---------------------------------|------------------------------------------------------------------|
| <b>2900+</b> 12-MONTH HEADCOUNT | <b>900+</b> TRADITIONAL STUDENTS<br><b>1800+</b> DUAL ENROLLMENT |
| <b>95%</b> IN-STATE             | <b>475</b> RESIDENTIAL STUDENTS                                  |
| <b>40%</b> FIRST GENERATION     | <b>4%</b> ADULT LEARNERS                                         |
| <b>&gt;50%</b> NON-WHITE        |                                                                  |



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## Enrollment and Key Performance Indicators

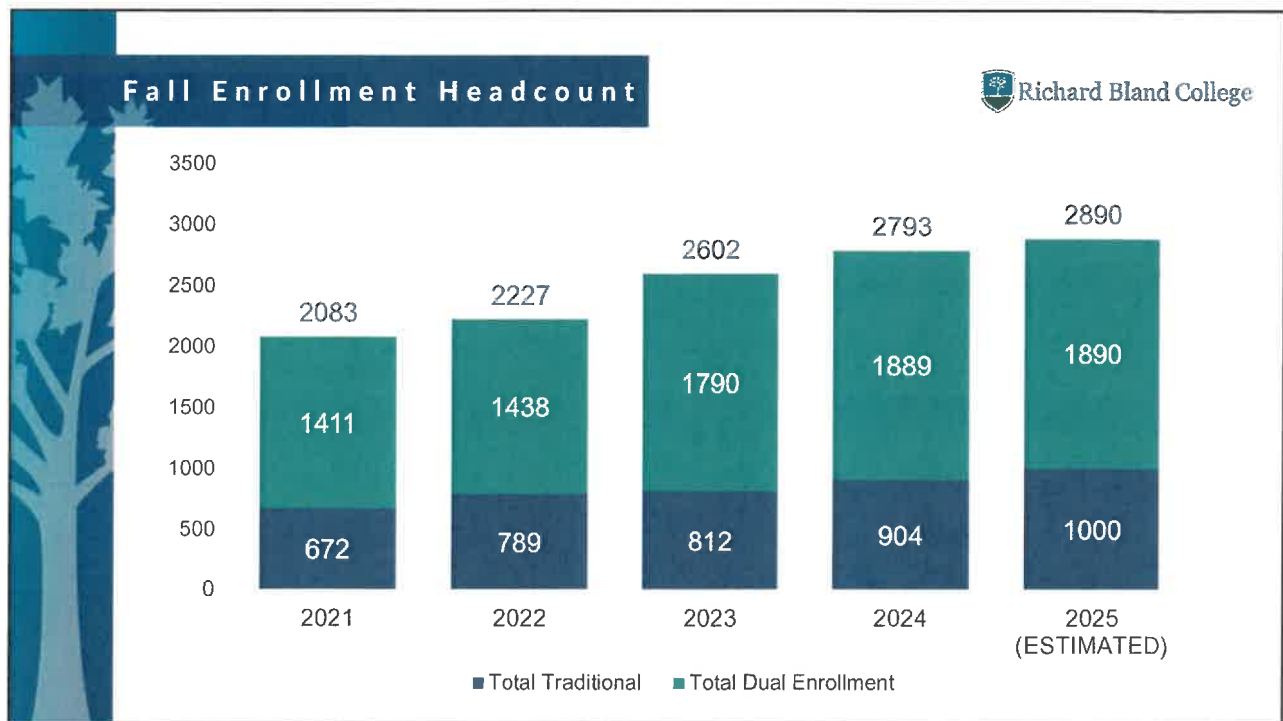
How do we measure success?



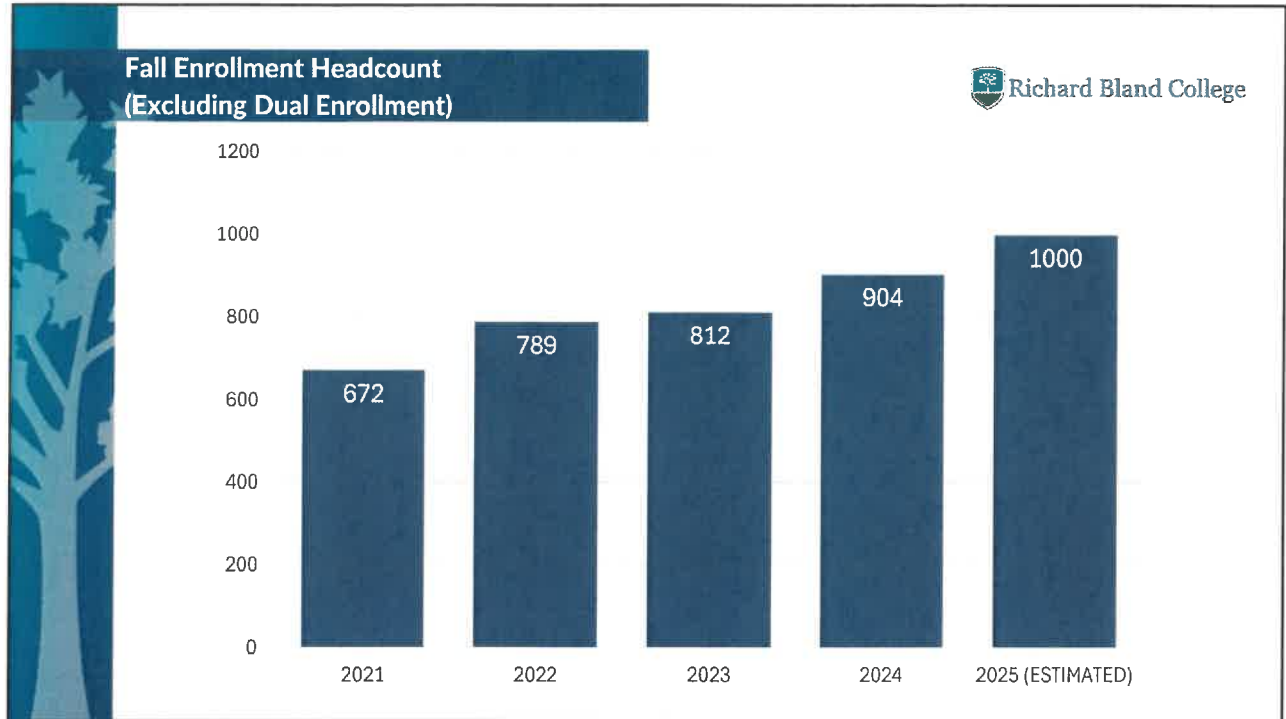
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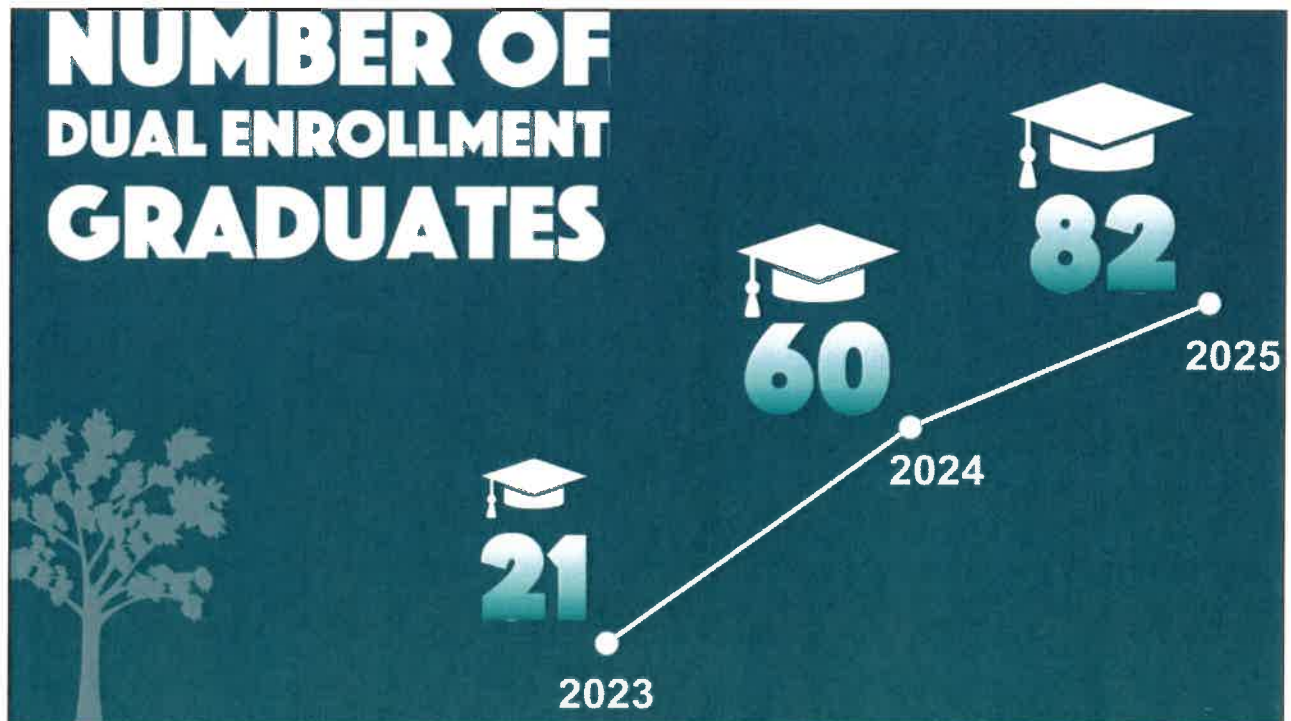
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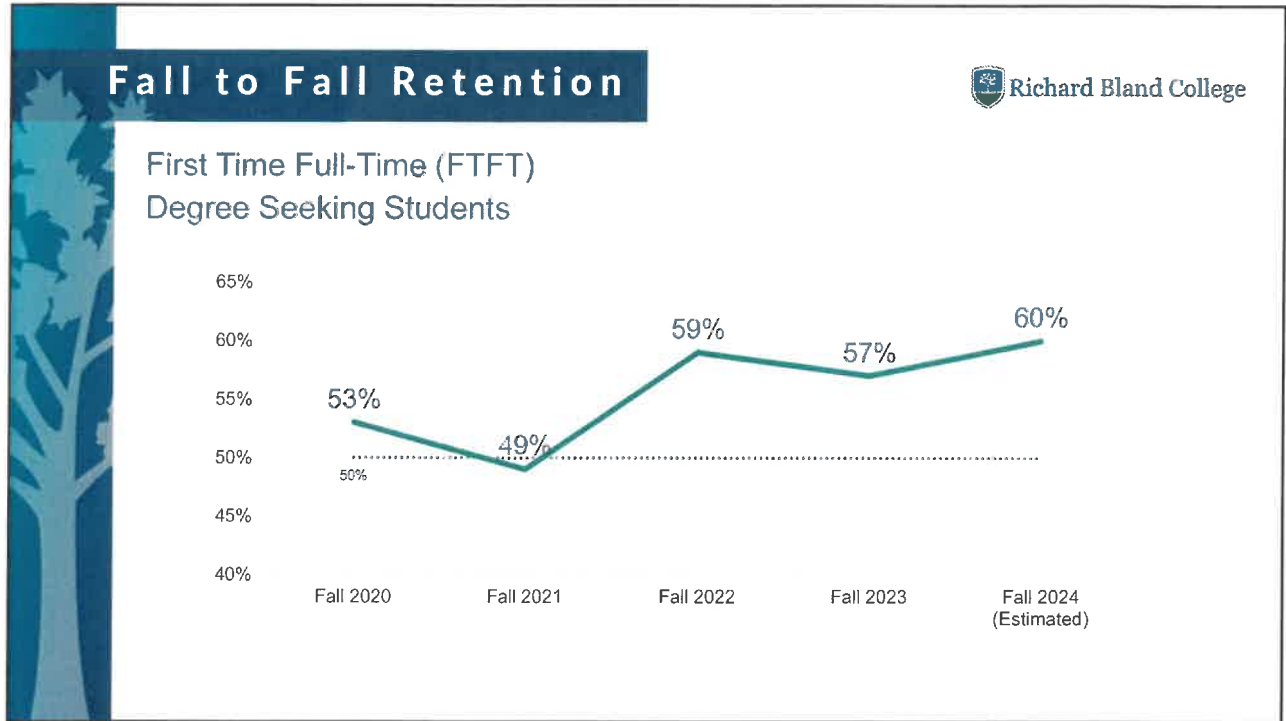


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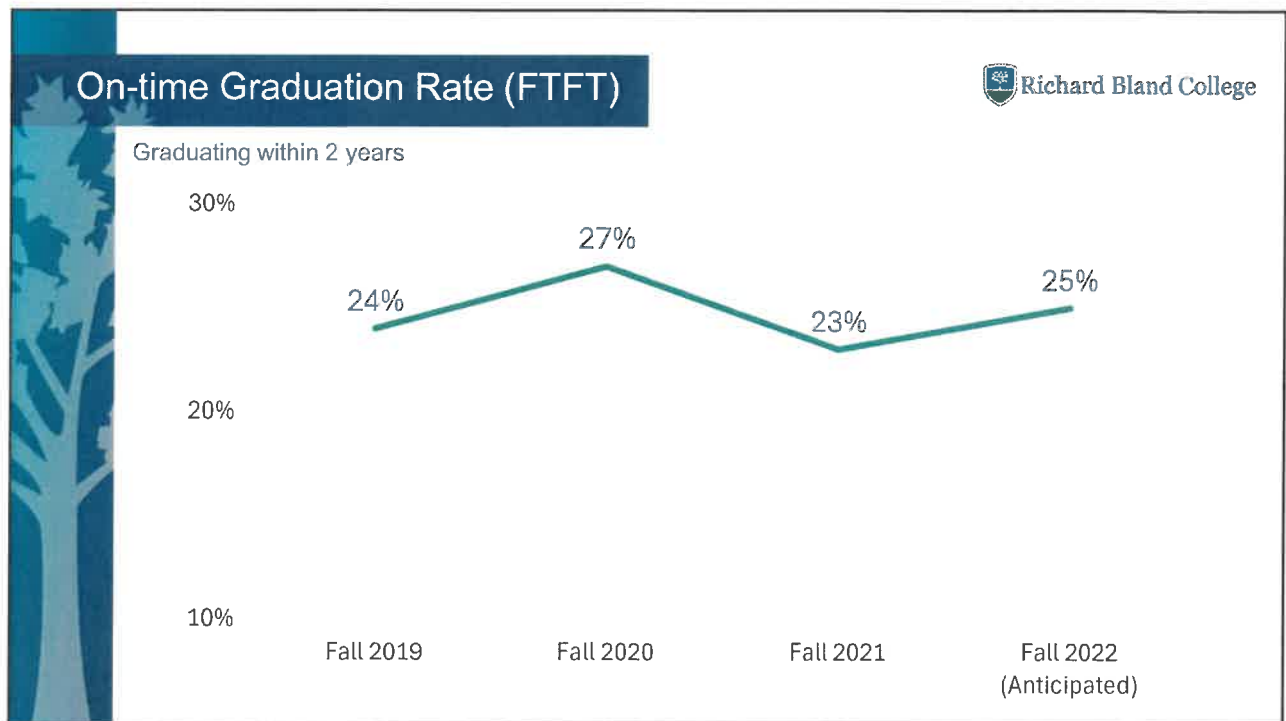


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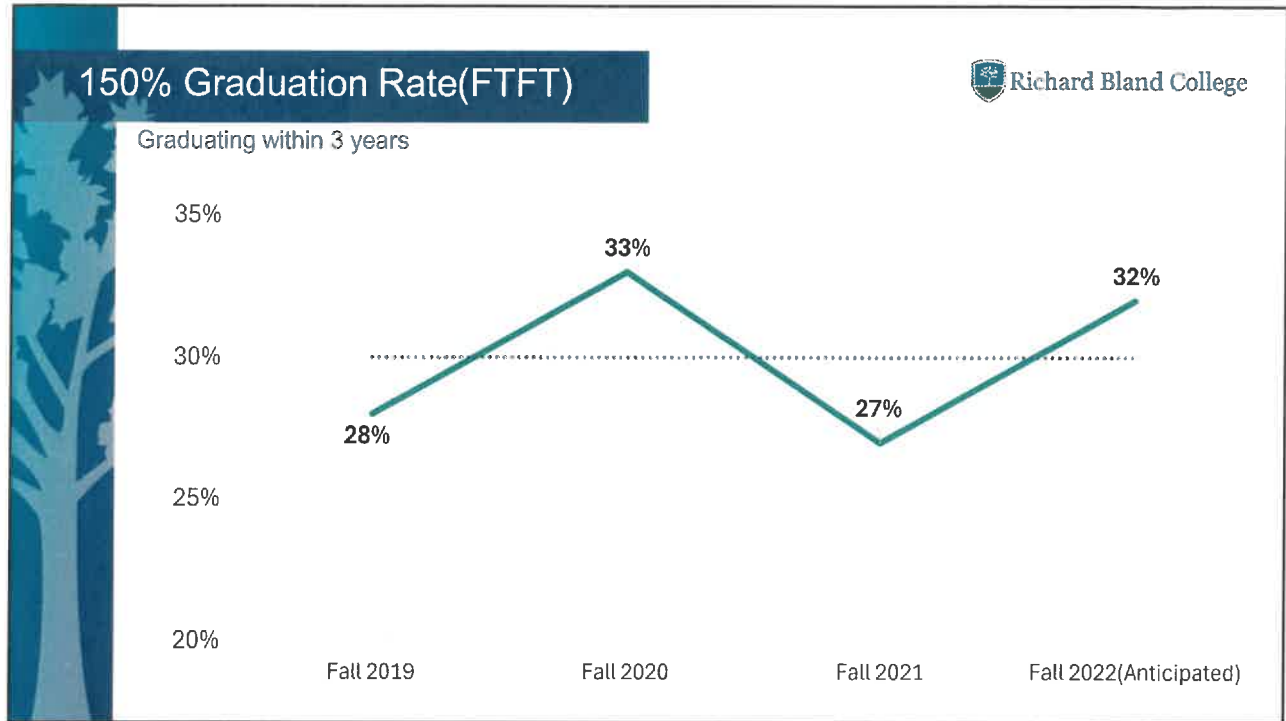




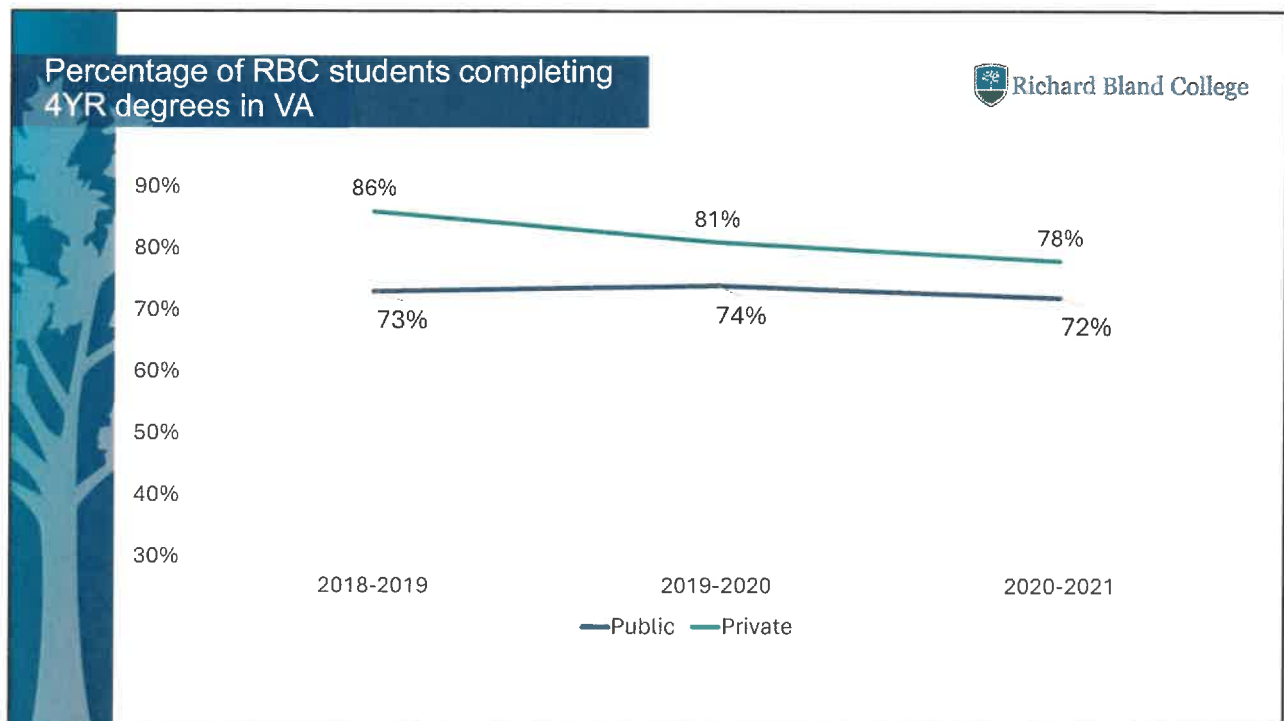
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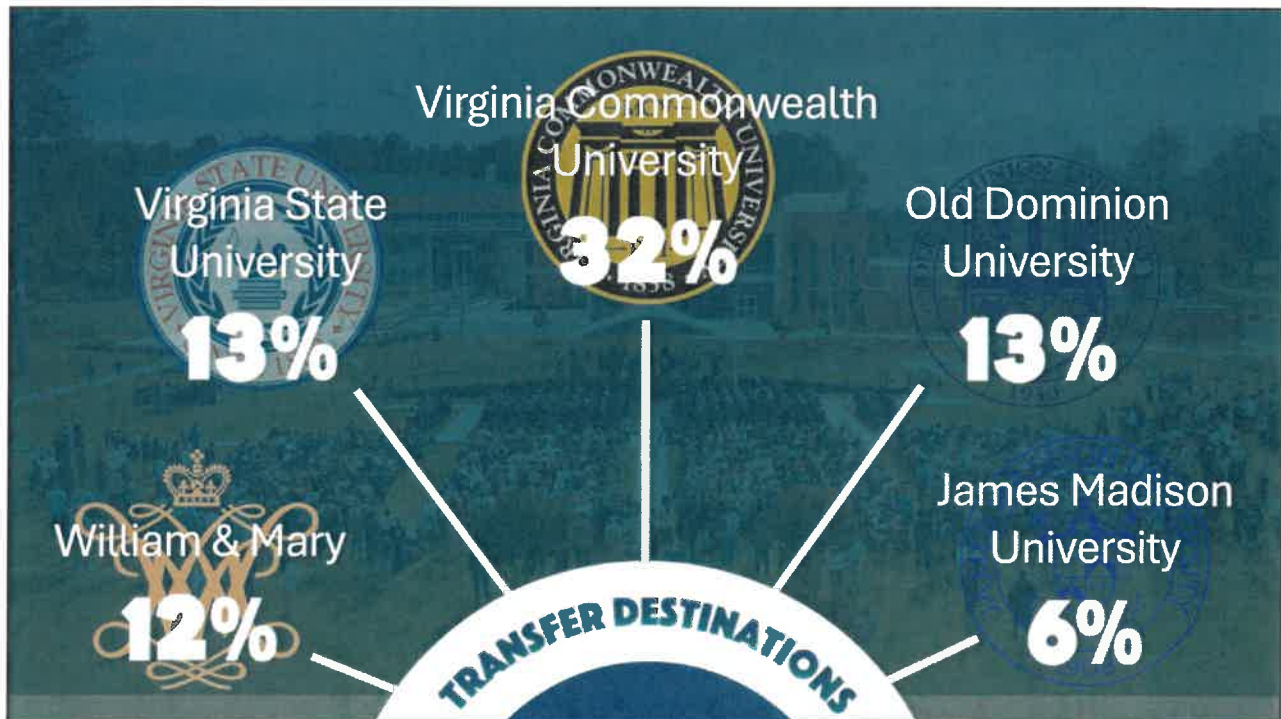
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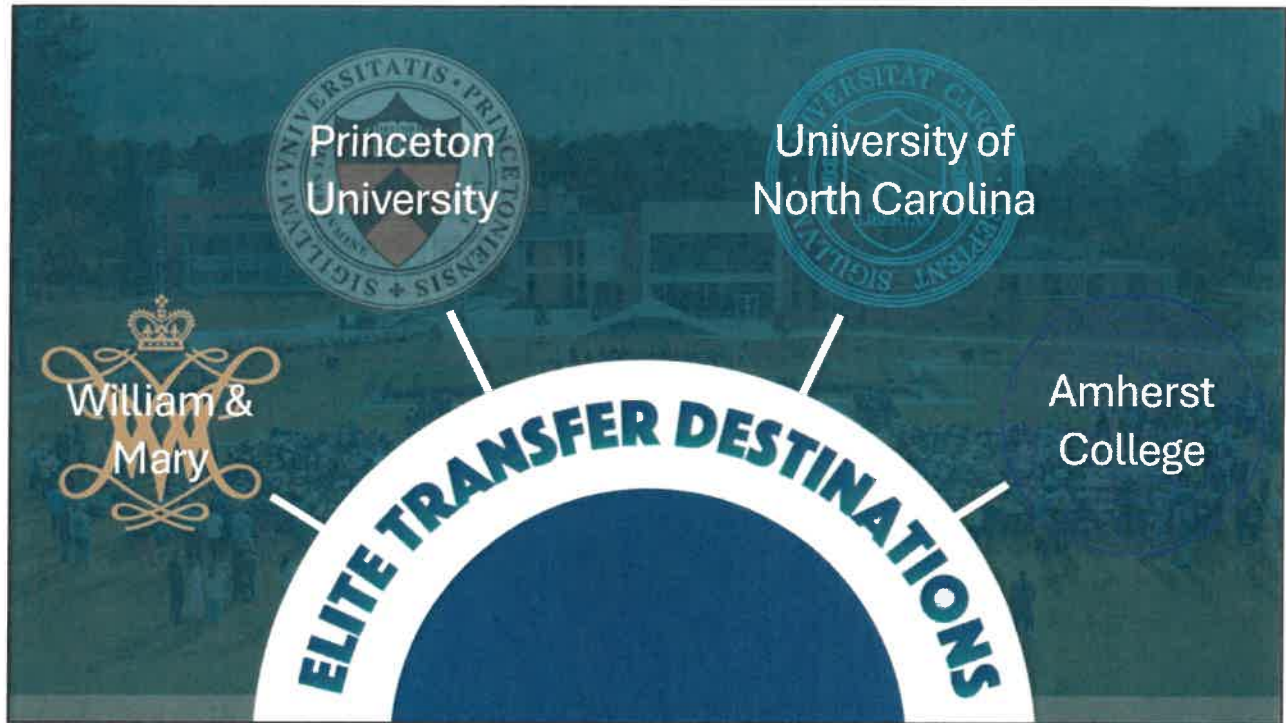
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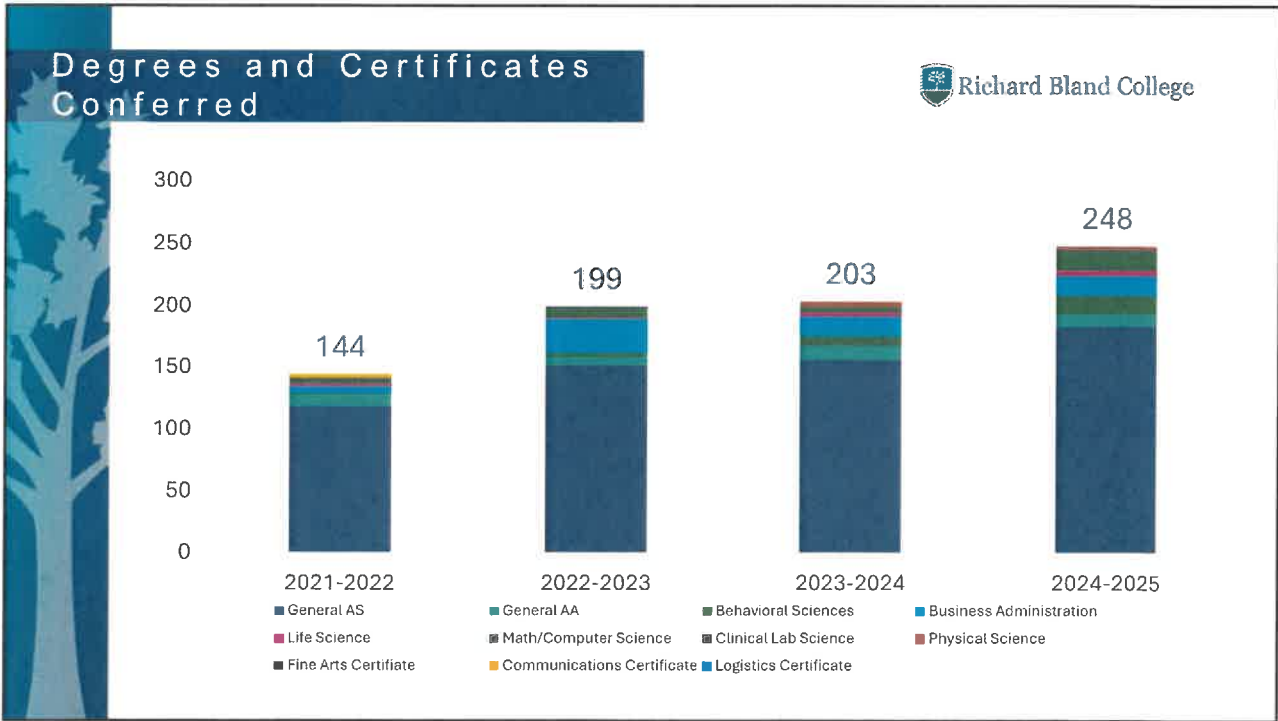
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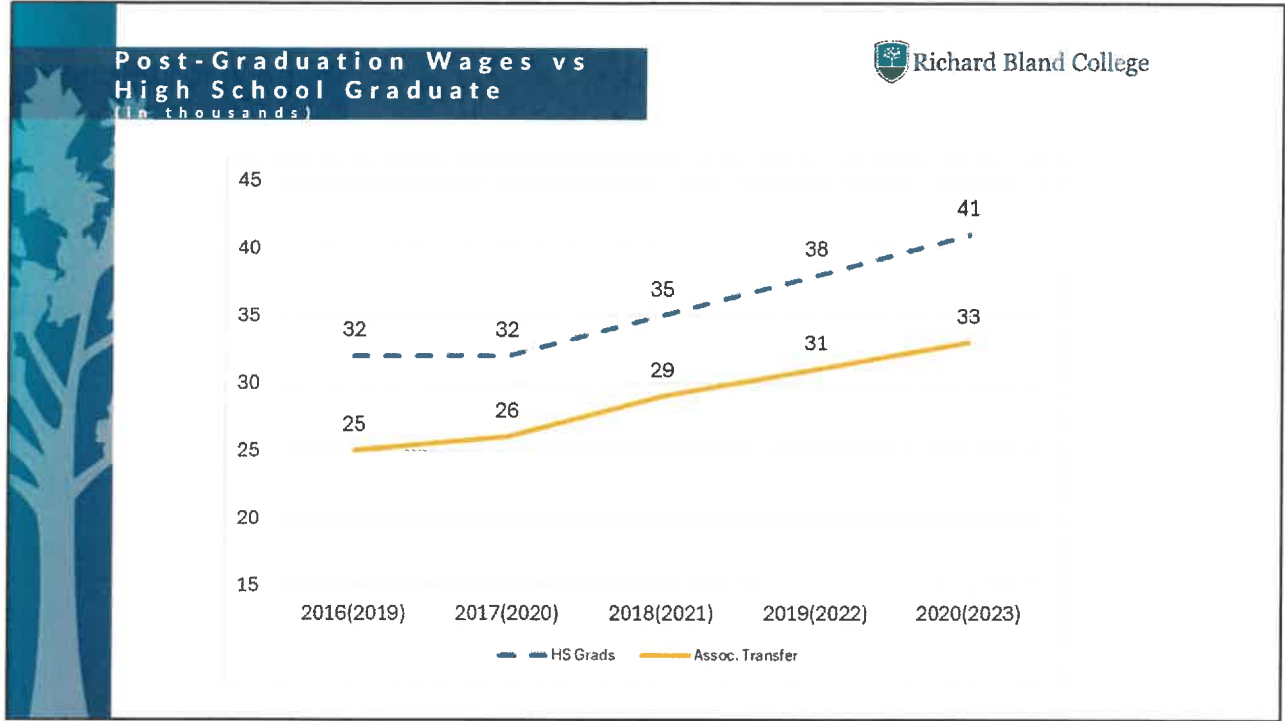
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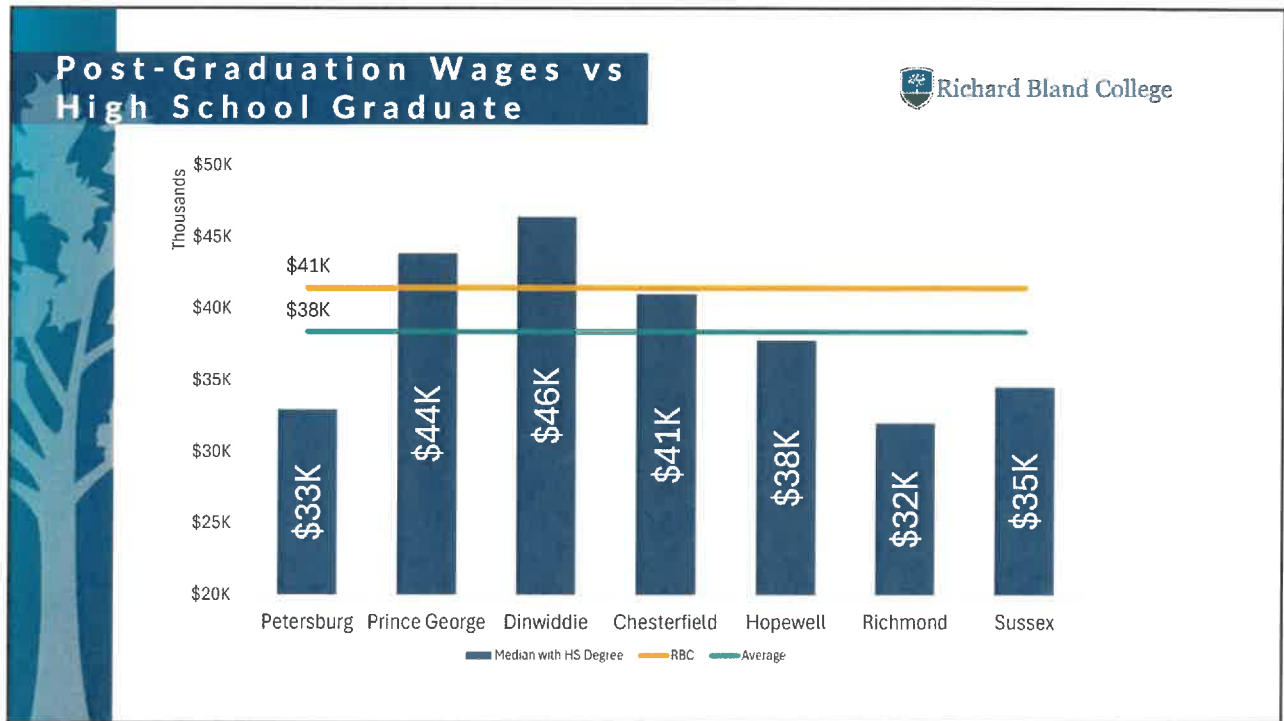
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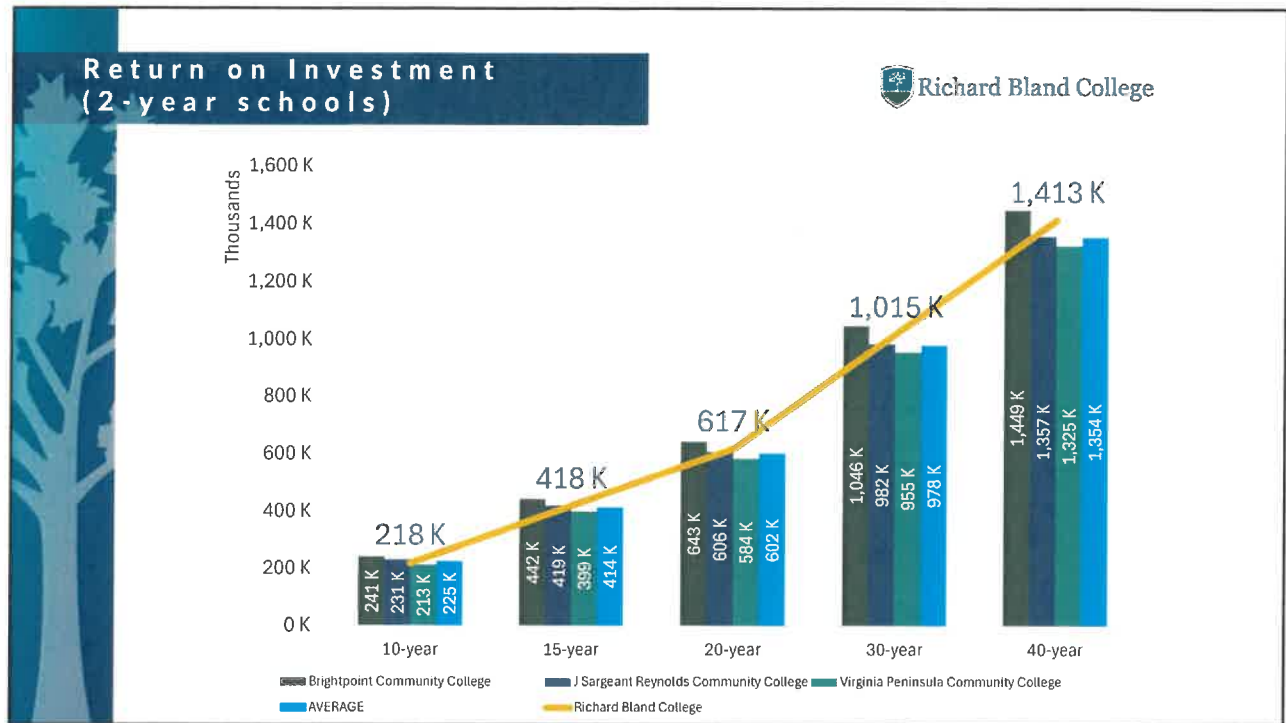


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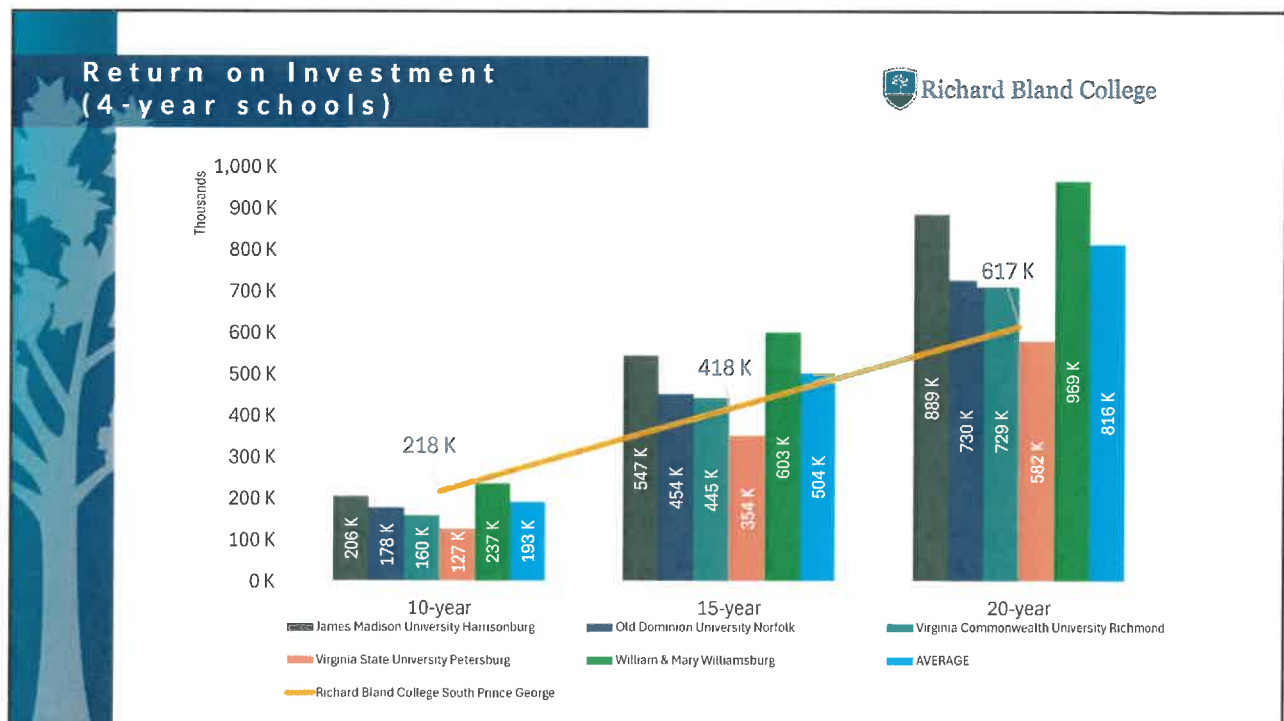


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## Fiscal Sustainability

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RBC Average Tuition & Mandatory Fees:

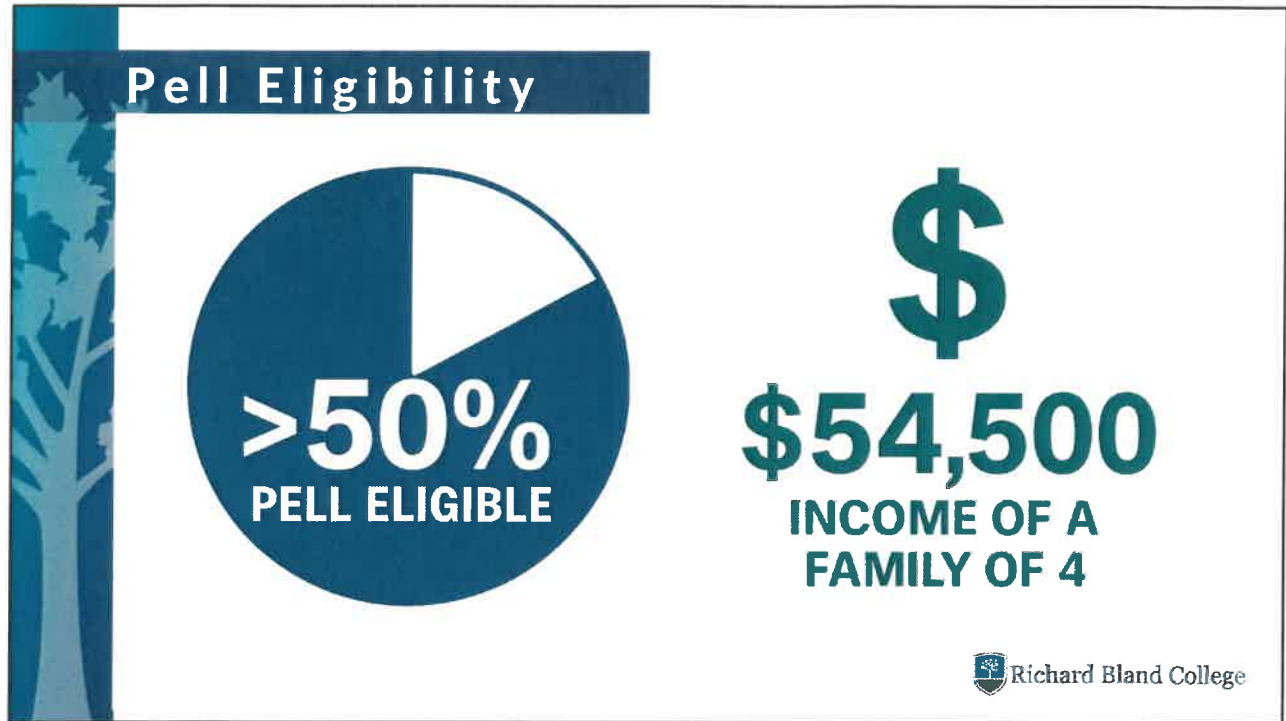
**\$9,330**

**\$15,455**

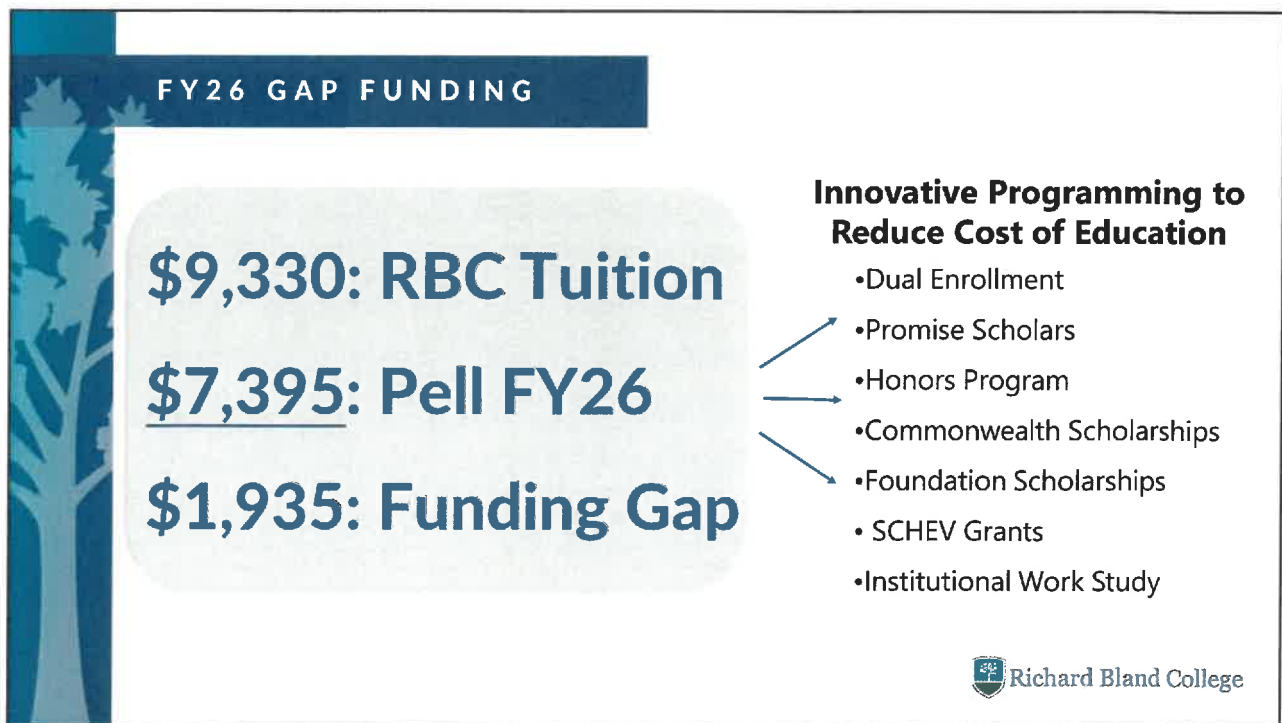
Average Public 4-Year



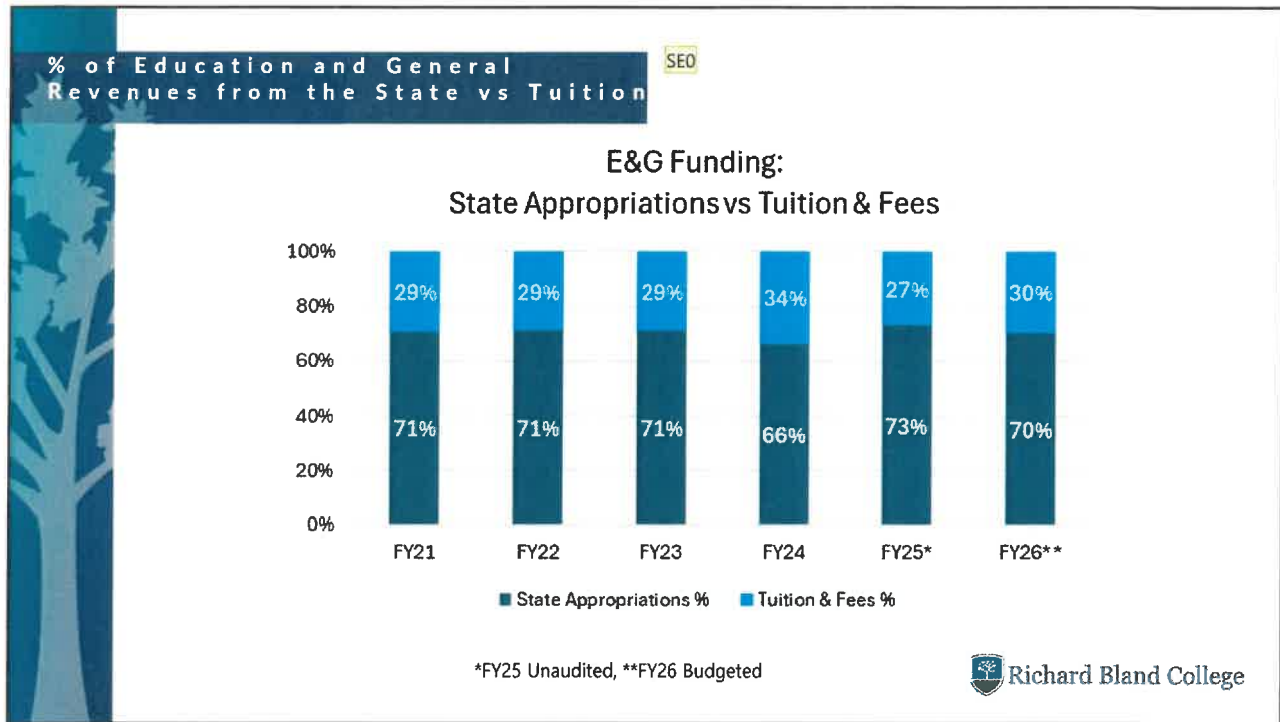
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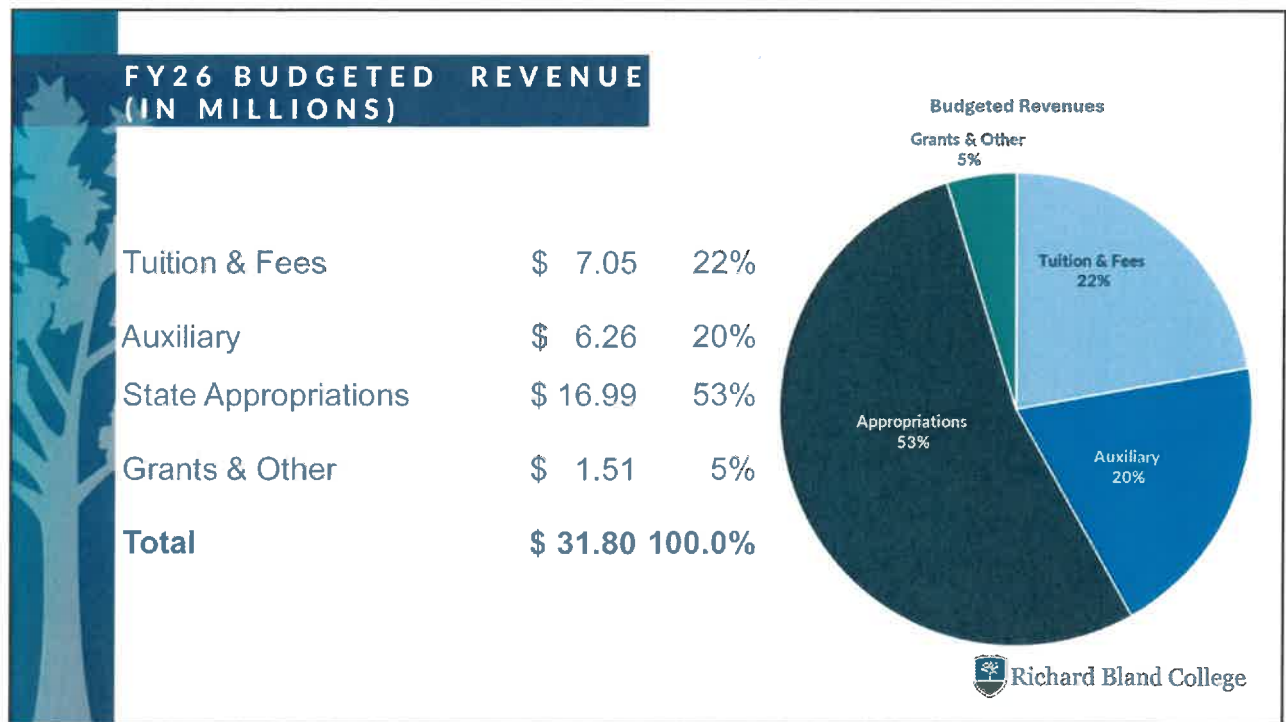
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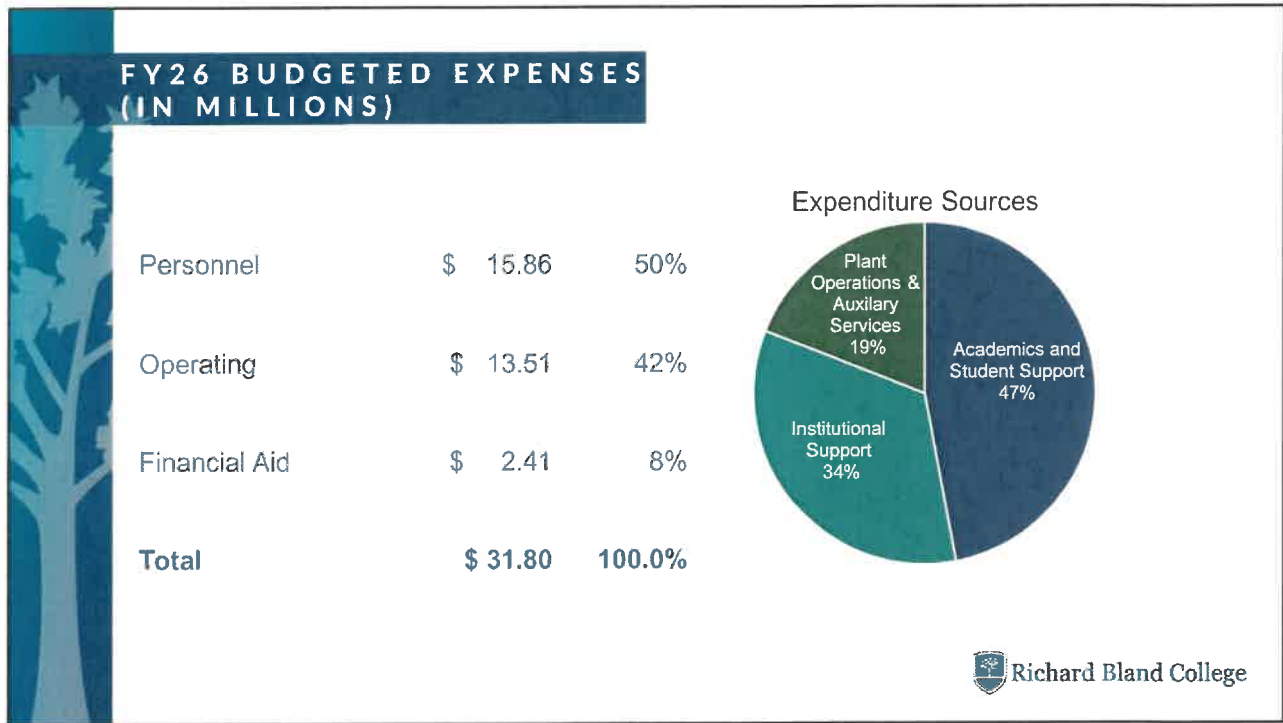
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## A Visit with Richard Bland's Board of Visitors

Sandra J. Jordan, Ph.D.  
Chief of Staff

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## Richard Bland College

University boards play a crucial role in institutional governance, and following best practices helps ensure effective oversight and strategic leadership. Here are key areas where strong practices make a significant difference:

- ❖ Composition and Structure
- ❖ Crystal Clear Roles and Boundaries
- ❖ Strategic Focus and Planning
- ❖ Financial Oversight and Risk Management
- ❖ Continuous Development and Assessment



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## Composition and Structure

The most effective university boards balance diverse expertise with appropriate size. Board members should bring complementary skills spanning academic affairs, finance, legal matters, strategic planning, and industry experience. A typical size of 12-20 members allows for meaningful discussion while avoiding unwieldiness. *SACSCOC requires at least 5 members.* Manage conflict of interests and do not allow a minority of the board members to control the board.

Consider including faculty and student representatives, where appropriate. This helps ensure the board stays connected to the institution's core constituency. Make certain bylaws help you avoid issues later.



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## Questions to ask yourself:

- ▶ What is the structure of the governing board and committees? How do you vet potential members?
- ▶ What is the relationship between the CEO and the Board?
- ▶ What evidence will you maintain to prove that the board controls the institution?
- ▶ How often do you meet? Agenda? Archiving of decisions.
- ▶ How is a quorum defined?
- ▶ What safeguards are in place to prevent control of the board by a minority of the members?
- ▶ How is the presiding officer selected? Evaluated? Removed? Committee Chairs?
- ▶ What steps will be taken to prevent conflict of interest from internal or external?
- ▶ What steps are needed to remove a board member? Steps to appeal a board dismissal?
- ▶ How does the board assess and evaluate their effectiveness in carrying out their responsibilities?



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## Measuring and archiving success

For SACSCOC accreditation, Composition and structure of the board is covered in 4.1.a-4.1.e

- ▶ Checking your compliance: check policies and discuss them at Orientations.
- ▶ Archive Board Agendas Minutes and Ex Minutes
- ▶ Keep an up-to-date Organizational Chart.
- ▶ Keep current information on your Board: names, occupations, terms of office, contractual, employment, personal, or familial financial interests.
- ▶ Send out conflict of interest forms to board members every year. Archive the signed forms every year. Set Goal at 100% return of signed forms.
- ▶ Archive enabling statute bylaws, charter, policies of the board, and make them available to others.
- ▶ Archive information to the board on ethics training. Set goal for 100% of members are trained.

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## Crystal Clear Roles and Boundaries

Successful boards maintain a clear distinction between governance and management.

The board sets policy; hires, interacts with, and evaluates the president; and provides strategic oversight, while operational management remains with the administration. In the unlikely case it is necessary to remove a CEO, that is also a Board action.

This requires ongoing communication about decision rights and regular clarification of boundaries, particularly around sensitive issues like academic freedom and personnel matters.

Boundaries are important for outside constituents as well.



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## Crystal Clear Rules and Boundaries

### Questions to ask yourself:

- ▶ Does the organizational structure reflect a distinction in lines of authority?
- ▶ Do board materials (bylaws, manuals, training handouts, etc.) reflect the distinction in roles and responsibilities? Does this distinction exist in administrative materials/handouts/guidelines?
- ▶ Do your bylaws indicate the steps to be taken if the lines between the administration and board become blurred?
- ▶ Do you have clear examples in practice of the distinction?
- ▶ Do you have clear policies for Board's responsibility to hire, evaluate, and in necessary, remove the CEO?
- ▶ Does the board have procedures to address undue outside influence upon the institution/administration.



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Clear distinction between roles and responsibilities of the Board and the administration.

This best practice is captured in 4.2.a. in Principles of Accreditation

**Checking your compliance:** Check the policies around this best practice and discuss them at Board Retreats and Orientations. Archive with agendas and minutes.

**Proof of compliance:** Board minutes that reflect practice, administrative minutes (ex. CEO's Cabinet), Faculty meeting minutes, Administrative and faculty handbooks, Board bylaws, handbooks, manuals, orientation or retreat documents that demonstrate that this distinction exists in writing and is maintained.

**Archive hiring documents:** Board's approval of CEO job description and advertisement, Board or segment of the board involved in interviews and board deliberations should be archived. Highly sensitive material can be redacted when reported to others.

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## Strategic Focus and Planning

Strong boards spend significant time on long-term strategic planning rather than getting mired in operational details. This includes regular environmental scanning, understanding demographic and technological trends affecting higher education, financial well-being, and ensuring the institution's mission remains relevant and achievable.

The board should receive information that enables strategic thinking rather than just operational reporting.



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## Strategic Focus

### Questions to Ask Yourself:

- ☐ Does the board have briefings on strategic issues being addressed by the institution (examples: how is the campus strategically integrating AI into the curriculum? What are the institutional enrollment trends and drill-down data)?
- ☐ Does the board bring in expertise beyond the campus for presentations on important topics?
- ☐ Do board retreats focus on the most significant matters?
- ☐ What are the Board's legal obligations? Are you addressing those obligations?
- ☐ Is the orientation of new board members effective?
- ☐ Is this a "learning board" with retreats or meetings that provide in-depth information for the board to make good decisions?
- ☐ Does the board take time to ask, "Are we working on the right issues?" and "Are we an effective Board?"

To make good decisions, the board needs information and the development of expertise in key areas.



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Focus on Strategic Issues  
And collect relevant  
information and data to make  
long-term plans.

This best practice is captured in 4.2.g. in Principles of Accreditation.

Governing Boards need to define its responsibilities, seek information, and regularly evaluate its effectiveness.

Survey the members to determine if the board presentations, board retreats, and board actions are appropriate to the board's work and if the board is effective. Set Goal for 100% participation.

Self (or individual) surveys of Board members are helpful to determine if training is adequate and members feel well-informed.

Archive materials related to board self-reflection.

Archive Board Minutes when constituents /consultants present information to the board on important issues.

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## Strategic Focus and Planning

The institution's board has an obligation to formally approve and periodically review the institution's mission statement.

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## Approve and Review the Mission Statement

This best practice is captured in 4.2.a. in Principles of Accreditation.

Governing Boards are required to approve of the institution's Mission and Review it periodically (minimally every 5 years). Set your review time in policy and stick with it.

Or to illustrate that review of the mission is a regular expectation of the governing board, schedule a periodic review of the mission.

Find ways to keep the Mission "Front and Center":

Boards can also call attention to the mission in Board Orientations and Board Retreats.

Some Boards open each official meeting with a reading of the mission to make certain that the Board has the mission front of mind as they conduct their work.

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## Financial Oversight and Risk Management

University boards must maintain robust financial oversight, including understanding revenue diversification, endowment management, and long-term financial sustainability.

This extends to comprehensive risk management covering everything from cybersecurity to reputation management. Board members need sufficient financial literacy to ask probing questions and understand complex financial instruments and strategies.

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## Financial Oversight

### Questions to ask

The institution's board holds in trust the ultimate well-being of the institution. One of the most important duties is to ensure that the financial resources of the institution are used to provide a sound educational program.

How are board members apprised of their fiduciary responsibilities?

Does the board receive periodic updates on the budget and finances to answer questions such as:

- ▶ Are we operating within approved budgets, and what are the variances?
- ▶ How healthy is our endowment performance relative to benchmarks and spending policies?
- ▶ What are our debt levels and debt service capacity?
- ▶ Are we maintaining adequate reserves for unexpected challenges?
- ▶ How do our tuition pricing strategies affect accessibility and enrollment?
- ▶ Are our enrollment projections realistic and sustainable?
- ▶ How resilient is our business model to economic downturns or disruptions?
- ▶ How is the board trained in risk and liability mitigation?



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## Fiduciary Responsibility

This best practice is captured in 4.1.b in Principles of Accreditation

The Board should have the data and information it needs to respond to a set of short term focused and long-term focused questions about the institution's finances.

Risk analysis and liability mitigation are also important to fiduciary responsibilities.

Set goals that address the gathering of information and data, the carrying out of responsibilities, and the effectiveness of board review of all related information including audits.

Provide board members with periodic refresher workshops on how to read a college budget and an audit.

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## Continuous Development and Assessment

The best university boards invest in their own development through orientation programs for new members, ongoing education about higher education trends, and regular board self-assessment. This includes periodic review of board effectiveness, committee structures, and individual member contributions.



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## Continuous Development and Assessment

### Questions to ask Yourself:

Do you have development of the board as a line item in the budget?

Do your board members have diverse skills, backgrounds, and abilities to allow for some expertise on the board upon which you can build?

Do you provide access to higher education journals or publications to the board?

Consider life-long learning through shared reading assignments on most significant topics.



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## Ongoing Development & Assessment

Set goals for establishing on-going development and assessing the effectiveness of the development.

Surveys may assist in determine effectiveness. Asking board what kind of refreshers may help them continue to develop.

To assess, set and measure goals related to ongoing development.

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The governance landscape for universities continues to evolve, particularly around issues of accountability, the boards need to protect the institution from unreasonable intrusion, transparency, and stakeholder engagement.

Boards that stay current with these developments while maintaining focus on their institution's unique mission and context tend to be most effective.

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Questions??



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Congratulations!

Sandra J. Jordan  
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# Richard Bland College Board of Visitors Training

## Code of Virginia, FOIA, and COIA

NATHAN MOBERLEY  
COLLEGE COUNSEL/ASSISTANT ATTORNEY GENERAL  
AUGUST 27, 2025

1

## Attorney-Client Relationship

- ▶ Counsel appointed by the Attorney General and coordinated through the OAG Education Section.
- ▶ Primary role is to advise Board, university leadership, and administration on legal issues and management of legal risk.
- ▶ OAG/UC is the sole source of legal advice.
- ▶ The institution is the client, not any individual administrator or BOV member.
- ▶ Attorney Client Privilege.

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## Richard Bland College Enabling Statute: VA. Code § 23.1-2105

- ▶ § 23.1-2105. Corporate name; name of the College.
- ▶ A. The board of visitors of Richard Bland College (the board) is a corporation under the name and style of "The Rector and Visitors of Richard Bland College" and has, in addition to its other powers, all the corporate powers given to corporations by the provisions of Title 13.1 except those powers that are confined to corporations created pursuant to Title 13.1. The board shall at all times be under the control of the General Assembly.
- ▶ B. The institution shall be known as Richard Bland College (the College).

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## Richard Bland College Enabling Statute: VA. Code § 23.1-2106

- ▶ § 23.1-2106. Membership.
- ▶ The board shall consist of nine members appointed by the Governor.

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## Richard Bland College Enabling Statute: VA. Code § 23.1-2107

- ▶ § 23.1-2107. Meetings; officers; committees.
- ▶ A. The board shall meet at the College at least once a year and at such other times as it determines. Special meetings of the board may be called by the rector or any three members. The secretary shall provide notice of any special meeting to each member.
- ▶ B. A majority of members shall constitute a quorum.
- ▶ C. At the first meeting after July 1 in every even-numbered year, the board shall elect from its membership a rector to preside at its meetings, a vice-rector to preside at its meetings in the absence of the rector, and a secretary to preside at its meetings in the absence of the rector and vice-rector.
- ▶ D. The board may appoint a pro tempore officer to preside at its meetings in the absence of the rector, vice-rector, and secretary.
- ▶ E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the unexpired term.
- ▶ F. At every regular annual meeting of the board, the board may appoint an executive committee for the transaction of business in the recess of the board, to serve for a period of one year or until the next regular annual meeting.

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## Richard Bland College Enabling Statute: VA. Code § 23.1-2108

- ▶ § 23.1-2108. Powers and duties.
- ▶ A. The board shall (i) appoint all teachers and fix their salaries; (ii) provide for the employment of other personnel as required, and (iii) generally direct the affairs of the College.
- ▶ B. The board may confer degrees and, subject to the provisions of § 23.1-303, approve new academic programs and discontinue academic programs offered by the College.
- ▶ C. All property, property rights, duties, contracts, and agreements of the College are vested in the board. The board shall care for and preserve all property belonging to the College.
- ▶ D. The board shall (i) make regulations and policies as it deems appropriate for the College; (ii) manage the funds of the College and approve the annual budget; (iii) appoint, remove, and define the responsibilities for the chief executive officer of the College; and (iv) fix the rates charged to students for tuition, mandatory fees, and other necessary charges.

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## Richard Bland College Enabling Statute: VA. Code § 23.1-2109

- ▶ § 23.1-2109. Courses of study.
- ▶ The board shall direct the development and focus of the College's curriculum on preparing students for academic and career success, including dual enrollment students, students seeking an associate degree, and students seeking job-relevant skills and credentials. In furtherance of such efforts, the board may:
  - ▶ 1. Broker agreements between and among educational, industry, and nonprofit partners and establish collaborative, innovative partnership agreements with local school divisions, public and private institutions of higher education, economic development agencies, employers, philanthropic organizations, veterans organizations, public agencies, and such other partners as necessary to strengthen and streamline educational pathways from high school to work-based learning and associate, baccalaureate, and advanced degrees that prepare students, including nontraditional students, for continuing education and entry into high-demand fields in the Commonwealth, including careers in science, technology, engineering, mathematics, and health care (STEM-H);
  - ▶ 2. Pilot and implement innovative educational approaches and technologies and promote the development, delivery, and ongoing assessment of innovative, cost-effective degree programs and stackable credentials, including industry-recognized, competency-based credentials that are aligned with and responsive to the educational and workforce development needs of traditional and nontraditional students, including veterans and military personnel, and that advance the economic development needs of employers and industries throughout the Commonwealth; and
  - ▶ 3. Identify and implement new strategies to support economic and community development in the Commonwealth and to expand opportunities for traditional and nontraditional students, including veterans and military personnel, to prepare for careers in high-demand fields.

7

## Governing Boards

- ▶ § 23.1-1300. Members of governing boards; removal; terms; nonvoting, advisory representatives; residency.
  - ▶ Appointed by the Governor to four-year terms (can serve no more than two consecutive four-year terms)
  - ▶ Can be removed by Governor for malfeasance, misfeasance, incompetence, or gross neglect of duty (as determined by Governor)
  - ▶ Members can also be removed who fail to attend (i) the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board, or (ii) the educational programs required by § 23.1-1304 in his first two years of membership without sufficient cause

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## § 23.1-1303. Governing boards; duties.

- ▶ B. The governing board of each public institution of higher education shall:
  - ▶ 1. Adopt and post conspicuously on its website bylaws for its own governance, including provisions that (i) establish the requirement of transparency, to the extent required by law, in all board actions; (ii) describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), as set forth in subdivision B 10 of § 23.1-1301, including the requirements that (a) the board record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection 1 of § 2.2-3707 and § 2.2-3707.1, (b) discussions and actions on any topic not specifically exempted by § 2.2-3711 be held in an open meeting, (c) the board give public notice of all meetings, in accordance with subsection D of § 2.2-3707, and (d) any action taken in a closed meeting be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § 2.2-3711; and (iii) require that the board invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees;
  - ▶ 2. Establish and maintain on the institution's website (i) a listing of all board members, including the name of the Governor who made each appointment and the date of each appointment; (ii) a listing of all committees created by the board and the membership of each committee; (iii) a schedule of all upcoming meetings of the full board and its committees and instructions for the public to access such meetings; (iv) an archive of agendas and supporting materials for each meeting of the governing board and its committees that was held; and (v) an email address or email addresses that allow board members to receive public communications pertaining to board business;

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## Board Education Requirement

- ▶ § 23.1-1304. Governing boards; additional duties; educational programs.
- ▶ New members of such governing boards shall participate, at least once during their first two years of membership, in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education.
- ▶ Each such board member shall participate in further training on board governance at least once every two years.
- ▶ (Education will include presentations relating to Board Member's primary duty is to the Commonwealth).

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## Virginia Freedom of Information Act Virginia Code Sec. 2.2-3700, et seq.

- ▶ Why does FOIA matter?
- ▶ Actions could be null and void and injunctions issued
- ▶ Highly scrutinized by many groups: press, public, General Assembly
- ▶ First time violations can result in civil penalties from \$500 - \$2,000
- ▶ Negative publicity for RBC, Board, and administration
- ▶ Violation of the public trust

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## Virginia Freedom of Information Act

- ▶ True or False:
- ▶ FOIA only applies to Board members' conduct and materials in conjunction with formal meetings of the Board.

13

## Virginia Freedom of Information Act

- ▶ FALSE
- ▶ FOIA's meeting requirements are triggered any time three or more board members gather (in person, telephone or over e-mail) to discuss public business.
- ▶ Public records include all documents used in the transaction of public business that are in a board member's possession regardless of where or how the records are stored – i.e., electronic format, too.

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## Meetings

- ▶ All meetings of public bodies must be open with public access permitted unless there is a specific statutory exemption
- ▶ What is a meeting?
- ▶ When three or more members are gathered, and
- ▶ Public business is discussed
- ▶ It doesn't have to be a "Meeting" to be a meeting (social events, unplanned conversation at coffee shop)

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## Virginia Freedom of Information Act Meeting Requirements

- ▶ All board meetings must be open to the public.
- ▶ No discussion of public business among three or more members outside of noticed meetings.
- ▶ "Public business" means business that is on a public body's agenda or is likely to come before the public body in the foreseeable future. *Gloss v. Wheeler* (2023)
- ▶ Notice of a meeting must be posted at least three working days in advance of the meeting, with specific requirements for the information that must be included in a notice and where it must be posted. Agenda materials must be available at the same time they become available to the board members

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## Virginia Freedom of Information Act Electronic Meetings

- ▶ Virginia Code permits electronic participation in meetings under limited, specific circumstances:
- ▶ Declared state of emergency.
- ▶ "Remote Participation":
  - Individual member has or is caretaker for family member who has disability/medical condition.
  - principal residence is > 60 miles from location.
  - personal matter limited to 2x per year or 25% of meetings
- ▶ "All-virtual": limited to 2x per calendar year or 50% of meetings (whichever is greater) and can't be consecutive.
- ▶ Limits and conditions apply. Requires policy. See BOV Bylaws.

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## Virginia Freedom of Information Act Meeting Requirements

- ▶ True or False:
- ▶ FOIA prohibits board members from attending the same social gatherings or events unrelated to board business.

18



## Virginia Freedom of Information Act Meeting Requirements

- ▶ FALSE
- ▶ Board members may attend events without triggering FOIA's meeting requirements and may engage in a one-on-one discussion with another board member about public business.
- ▶ However, three or more board members may not jointly discuss public business without creating an unlawful meeting.

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## Virginia Freedom of Information Act Open Meetings

- ▶ True or False:
- ▶ Board members' communications over email may constitute a public meeting.

20



## Virginia Freedom of Information Act Open Meetings

- ▶ TRUE
- ▶ Where use of email resembles traditional communication through ordinary mail, with a delay between receipt and response, there is no meeting under FOIA.
- ▶ If the exchange of email is akin to a discussion -- emails are sent and responded to almost simultaneously-- then such communications if between three or more members could constitute a meeting under FOIA.      AVOID REPLY ALL!

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## Virginia Freedom of Information Act Closed Meeting Exceptions

- ▶ More than 40 exceptions, including:
- ▶ Personnel – Discussion of specific employees
- ▶ Scholastic records – Discussion of specific students
- ▶ Contracts – Discussion of award of a contract using public funds where an open meeting would adversely affect the Institute's bargaining position
- ▶ Legal advice – Consultation with legal counsel for advice on specific legal matters

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## Virginia Freedom of Information Act Closed Meeting Procedures

- ▶ A detailed motion must be made to go into closed session identifying (1) the subject matter to be discussed, (2) the purpose of the meeting, and (3) the applicable FOIA exception
- ▶ Only matters identified in the motion to enter closed session may be discussed.
- ▶ The board must reconvene in open session and take a roll call vote to certify that only those matters identified in the motion to close the meeting were discussed.

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## Virginia Freedom of Information Act Closed Meeting Procedures

- ▶ True or False:
- ▶ The board may not vote in closed session.

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## Virginia Freedom of Information Act Closed Meeting Procedures

- ▶ BOTH
- ▶ Any action as a result of discussions in closed session must be taken once the board has reconvened in an open meeting. The board can take a non-binding vote, or straw-poll, to get a sense for how a public vote might go. Members are not bound to vote in open meeting as they indicated they would in the closed session.

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## What is a “FOIA Request”?

- ▶ Any request from any eligible person (Virginia citizen or certain media)
- ▶ Does not have to be a written request – oral is fine
- ▶ Need not reference “FOIA”
- ▶ Five workdays to initially respond
- ▶ Can charge reasonable fees, but this rarely covers actual costs
- ▶ Report any records request immediately to the Rector and Board staff, even if you are not certain if it is a FOIA request

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## Records: What does this mean for me?

- ▶ Be thoughtful about what you write in email, notes, memos
- ▶ Favor telephone over email
- ▶ Use your official RBC email for RBC business; or keep all RBC business communications in a separate folder if you use a personal or business account
- ▶ Do not trash or delete official messages/documents - state law requires preservation of records for certain time periods

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## Virginia Conflict of Interests Act Virginia Code Sec. 2.2-3100, et seq.

- ▶ Why does COIA matter?
- ▶ A knowing violation constitutes malfeasance subject to forfeiture of the office and may result in invalidation of contracts improperly awarded and forfeiture of anything of value improperly derived.
- ▶ The appearance of impropriety can be as damaging as a technical violation of COIA

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## Virginia Conflict of Interests Act Prohibitions, Gifts

- ▶ No board member shall solicit or accept money, service, favor, or other thing of value:
  - (1) for services performed within the scope of official duties;
  - (2) in exchange for obtaining employment, appointment or promotion of any person in any governmental agency;
  - (3) in exchange for obtaining a contract for any person or corporation with any governmental agency; or
  - (4) that reasonably tends to influence the performance of official duties;

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## Virginia Conflict of Interests Act Prohibitions, Gifts (continued)

- ▶ No board member shall:

(5) Accept a gift from a person who has interests that may be substantially affected by the performance of the member's official duties under circumstances when the timing and nature of the gift would cause a reasonable person to question the board member's impartiality.

(6) accept gifts from sources so frequently as to raise an appearance of the use of public office for private gain.

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## Virginia Conflict of Interests Act

- ▶ True or false:
- ▶ As long as you avoid soliciting or accepting money in exchange for performance of your official duties, you have satisfied the requirements of the Conflict of Interests Act.

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## Virginia Conflict of Interests Act

- ▶ False.
- ▶ COIA also prohibits board members from having a personal interest in contracts with VSU and disqualifies members from participating in actions in which they have a personal interest. COIA sets forth the minimum standards of conduct – board members should avoid the appearance of impropriety.

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## Virginia Conflict of Interests Act Personal Interests

- ▶ A “personal interest” is a financial benefit or liability accruing to a board member or a member of his immediate family, including:
- ▶ An ownership interest in a business or property that exceeds 3% of the value of the business or property or that results in income from a business or property
- ▶ A personal liability in a business
- ▶ A salary or other compensation in excess of \$5,000 annually from a business or governmental agency

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## Virginia Conflict of Interests Act Personal Interests

- ▶ If a board member has a personal interest in a matter that is the subject of action by the board, or
- ▶ if he may realize a reasonably foreseeable direct or indirect benefit or detriment as the result of action on the matter . . .

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## Virginia Conflict of Interests Act Personal Interests

- ▶ The board member must disqualify himself from the board action.
- ▶ The disqualification must be recorded in the minutes.
- ▶ The board member shall be prohibited from attending any portion of a closed meeting discussing the matter
- ▶ The board member shall not discuss the transaction with other officers or employees of the Commonwealth at any time.

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## Virginia Conflict of Interests Act Disclosure Form Filing

- ▶ Upon taking office, board members are required to file a disclosure form of their personal interests with the Secretary of the Commonwealth.
- ▶ COIA requires periodic updates to disclosure forms.

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## Virginia Conflict of Interest and Ethics Advisory Council

- ▶ For ethics opinions, email: <https://ethics.dls.virginia.gov/>

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# Questions?

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**Richard Bland College**  
**Board of Visitors**

**Resolution: No. 1 – Bylaws of the Richard Bland College Board of Visitors**  
**Date: August 27, 2025**

**WHEREAS**, Richard Bland College (the “College”) is established under the authority of the Commonwealth of Virginia and governed by the Board of Visitors pursuant to **Virginia Code §§ 23.1-2105 through 23.1-2109**, which confer upon the Board the powers and duties necessary to direct the affairs of the College, including the authority to adopt regulations and policies for its governance; and

**WHEREAS**, the Board of Visitors recognizes the importance of codifying its governance structure, responsibilities, and procedures to ensure transparency, accountability, and alignment with the College’s mission and statutory obligations; and

**WHEREAS**, the proposed Bylaws have been reviewed and reflect the Board’s commitment to ethical leadership, sound governance, and the advancement of the College’s academic and operational goals, as outlined in the document titled Board of Visitors bylaws;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Visitors of Richard Bland College hereby adopts the Bylaws as attached to this document, effective immediately, to govern its operations and responsibilities in accordance with the Code of Virginia and institutional best practices; and

**BE IT FURTHER RESOLVED**, that the Bylaws shall be published and made accessible to all members of the College community, and any future amendments shall be subject to formal review and approval by the Board; and

**BE IT FINALLY RESOLVED**, that the Secretary of the Board is directed to record this resolution in the official minutes and ensure the Bylaws are disseminated through appropriate institutional channels.

## **BYLAWS OF THE RICHARD BLAND COLLEGE BOARD OF VISITORS**

### **Article I. Name and Authority**

The governing body of Richard Bland College shall be known as **The Rector and Visitors of Richard Bland College**, established under the authority of the Commonwealth of Virginia [See Virginia Code §23.1-2105 through §23.1-2109.]

### **Article II. Membership**

- The Board shall consist of nine (9) members appointed by the Governor of Virginia and confirmed by the General Assembly.
- Members shall serve terms as defined by state law, 4 years, with eligibility for reappointment for a second term.

### **Article III. Advisory Representatives to the Board**

1. **Purpose** - To promote shared governance and ensure diverse perspectives in institutional decision-making, the Board will include nonvoting, advisory representatives from the faculty and student body.
2. **Faculty Advisory Representative:**
  - a. The Board will appoint one nonvoting, advisory faculty representative.
  - b. The president will, in consultation with faculty leadership, recommend to the rector a faculty representative on or before August 31 annually.
  - c. The term of service shall be no less than twelve months and no more than twenty-four months.
  - d. The faculty representative may be excluded from discussions involving personnel matters, including grievances, disciplinary actions, and compensation.
3. **Student Advisory Representative:**
  - a. The Board will appoint one non-voting, advisory student representative.
  - b. The president will, in consultation with student leadership, recommend to the rector a student representative on or before August 31 annually.
  - c. The term of service shall be for one academic year.

- d. The student representative may be excluded from discussions involving sensitive personnel matters or other topics deemed confidential by the Board.

#### **Article IV. Officers of the Board (Executive Committee)**

- 4. **Officers:** At the first meeting after July 1 in every even-numbered year, the Board shall elect from its membership a rector to preside at its meetings, a vice rector to preside at its meetings in the absence of the rector, and a secretary to preside at its meetings in the absence of the rector and vice-rector. The Board *may* appoint a pro tempore officer to preside at its meetings in the absence of the rector, vice-rector, and secretary. The rector or vice-rector of the governing board must be a resident of Virginia. These officers shall constitute the Executive Committee.
- 5. **Duties:**
  - a. **Rector** - Presides at meetings, appoints committees, and acts as Board leader and spokesperson.
  - b. **Vice Rector** - Assists the Rector and assumes duties of the Rector in his or her absence, including presiding at meetings.
  - c. **Secretary** - Presides at meetings in the absence of rector and vice rector. Maintains official board records and minutes of Board proceedings and ensures legal compliance with open meetings and documentation requirements.
  - d. **Pro Tempore (optional)** - Presides at meetings in the absence of the rector, vice-rector, and secretary.
- 6. **Term:** Officers may serve no more than two consecutive terms in the same role.
- 7. **Vacancies:** Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the unexpired term.
- 8. **Authority:** The Executive Committee may act on behalf of the full Board between meetings, subject to ratification by the full Board at its next meeting.

#### **Article V. Meetings**

- The Board shall meet at the College at least once a year and at such other times as it determines, including one **annual meeting** for officer elections. A schedule shall be set at the beginning of each year.



- **Special meetings** may be called by the rector or any three members. The secretary shall provide notice of any special meeting to each member; notice must be provided to all members at least 72 hours in advance.
- The Board may conduct **electronic meetings** and allow members to participate remotely in accordance with the requirements of the law governing meetings of public bodies and the Board's Policy on Conducting Meetings through Electronic Communications Means.
- A majority of members shall constitute a **quorum**.
- All actions shall require a **simple majority** vote of members present.
- All meetings shall comply with applicable Virginia Open Meetings Act requirements.
- The Board shall notify and invite the Attorney General's appointee or representative to all meetings of the Board, including committee meetings.

#### **Article VI. Committees**

- The Board shall operate as a **committee of the whole** to collectively deliberate matters related to academic programs, personnel, physical facilities, and other responsibilities assigned to the Board by Virginia Code.
- The **executive committee** is composed of the elected Board officers: the rector, vice rector and secretary.
- The rector will appoint a **finance, audit and compliance committee** to:
  - Review and approve the annual operating budget, including student tuition and fees.
  - Review and approve the Internal Audit annual plan, including scope and priorities.
  - Monitor the implementation of corrective actions.
- The rector will appoint a **nominating committee** to propose candidates for Board officers at the annual meeting.
- At the commencement of any meeting at which the rector has not yet been elected, the Visitor whose last name appears first in alphabetical order shall oversee the election of officers.

- The rector will appoint a **special ad hoc presidential search committee** of at least three Board members when the presidency is vacant or a vacancy is anticipated.
- The rector will appoint other **ad hoc committees** as deemed necessary and appropriate.
- Committees may make recommendations but shall not act on behalf of the full Board unless specifically authorized.
- In consultation with the Board, the rector may appoint such other standing committees as necessary.

#### **Article VII. Duties and Responsibilities**

The Board shall:

- Appoint and evaluate the **president** of the College, who shall serve as the chief executive and administrative officer of the College.
- Approve the College's **strategic plan, budget, and tuition and fees.**
- Ensure **compliance** with applicable state and federal laws and policies.
- Promote academic excellence, fiscal responsibility and sustainability, and institutional integrity.
- **Evaluate** the performance of its duties and responsibilities on a regular basis, but not less than every two years.

#### **Article VIII: Role of the President**

1. **Chief Executive Officer:** The President of Richard Bland College shall serve as the chief executive officer of the College and shall be responsible for the overall administration and operation of the institution, subject to the policies and oversight of the Board of Visitors.
2. **Duties and Responsibilities:** The President shall report directly to the Board of Visitors and shall:
  - a. Provide leadership in academic, administrative, financial, and strategic matters.
  - b. Prepare and submit the annual budget and six-year plan for Board approval.
  - c. Serve as the official representative of the College in external affairs.
  - d. Promote the principles of shared governance through collaboration with the board, faculty, and other stakeholders.

- e. Ensure compliance with applicable laws, regulations and accreditation standards.
- f. Implement policies of the Board of Visitors.
- g. Oversee the internal audit function and support its independence.
- h. Attend all regular and special meetings of the Board, unless excused.
- i. Provide timely reports and recommendations to the Board.

#### **Article IX. Internal Audit Function**

1. The Internal Audit function at Richard Bland College shall serve as an independent and objective assurance and advisory activity. Its purpose is to evaluate and enhance the effectiveness of governance, risk management, and internal control processes across the College.
2. Internal Audit shall report:
  - a. Functionally to the Finance, Audit and Compliance Committee of the Board of Visitors.
  - b. Administratively to the President of the College or designee.
3. Internal Audit shall have unrestricted access to the Finance, Audit and Compliance Committee Chair.

#### **Article X- Amendments**

These bylaws may be amended at any regular or special meeting of the Board by a **two-thirds (2/3)** vote of all appointed members, provided that written notice of the proposed amendment has been sent to each member at least **30 days** prior to the meeting.

#### **Article XI - Conflict of Interest**

All Board members shall disclose any actual or potential conflicts of interest and abstain from participation in related decisions. The Board shall annually review and adopt a **Conflict of Interest Policy** in compliance with Virginia ethics laws.

#### **Article XII - Removal**

The Governor may remove any Board member from office for malfeasance, misfeasance, incompetence, or gross neglect of duty. If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs required by Virginia Code § 23.1-1304 in his first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members of the Board shall record such failure in the

minutes at its next meeting and notify the Governor, and the office of such member shall be vacated.

  
John Rathbone, Rector

8/27/25  
Date

  
Vickie Schray, Secretary

8/27/2025  
Date



**Richard Bland College**  
**Board of Visitors**

**Resolution: No. 2 - Policy for Participation of Board of Visitors Members in Meetings by Electronic Means of Communication (BOV-001)**

**Date: August 27, 2025**

**WHEREAS**, Virginia law permits certain public bodies, including governing boards of institutions of higher learning, to hold all-virtual meetings in which all members participate remotely provided electronic access is made available to the public and certain conditions are met; and

**WHEREAS**, enacted legislation requires public bodies to annually adopt a policy by recorded vote at a public meeting for the conduct of all-virtual meetings and remote participation by individual Board members;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Visitors adopts BOV-001 “Policy for Participation of Board of Visitors Members in Meetings by Electronic Means of Communication” as attached to this document; and

**BE IT FURTHER RESOLVED** that in accordance with § 2.2-3708.3.D of the Virginia Code, the Board at least once annually will continue to affirm or adopt a policy for participation of Board members in meetings by electronic means of communication.



**POLICY FOR PARTICIPATION OF BOARD OF VISITORS MEMBERS IN MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION (BOV-001)**

This policy shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at a meeting.

Participation by members of the Board of Visitors in meetings through electronic means of communication may occur in the following ways:

- A. The Board and any of its committees separately may conduct all-virtual public meetings in which all who participate do so remotely, provided that the following requirements are met:
  - 1. Designation of an all-virtual meeting and the electronic communication means by which members of the public may access the meeting are disclosed in the public notice of the meeting, as well as a statement that the method by which the Board or committee of the Board chooses to meet shall not be changed unless the Board or committee of the Board provides a new meeting notice that complies with the provisions of Va. Code § 2.2-3707.
  - 2. The electronic communication means used for an all-virtual meeting must allow the public to hear all members of the Board or committee participating in the meeting and, when audio-visual technology is available, to see the members of the Board or committee as well.
  - 3. Any interruption of audio or video in the means of electronic communication shall result in a suspension of action at the meeting until repairs are made and public access is restored. The public notice of the meeting shall include a telephone number or other live contact information to alert the Board or committee if the audio or video transmission fails.
  - 4. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting shall be made available to the public in electronic format at the same time that such materials are provided to members of the public body.
  - 5. If the all-virtual meeting is a meeting in which public comments are customarily received, the public must be afforded the opportunity to comment through electronic means, including by way of written comments.

6. The minutes of an all-virtual meeting specify that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.
7. No more than two members of the Board or committee may be together in one remote location unless that remote location is open to the public to physically access it.

The Board or any individual committee may not convene an all-virtual meeting i) more than two times per calendar year or 50% of the meetings held per calendar year rounded up to the next whole number, whichever is greater; or ii) consecutively with an all-virtual meeting.

B. Additionally, and subject to the requirements below and in Section C, an individual member may participate in a Board or committee meeting by electronic communication means if in advance of the meeting the member notifies the Rector or respective committee chair and the Secretary to the Board that he or she is unable to attend the meeting due to i) the member's own disability or medical condition, or the member's need to care for a family member due to the family member's medical condition; or ii) the member's principal residence is located more than 60 miles from the meeting location; or iii) a personal matter.

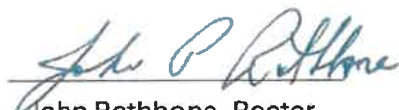
1. The Board or committee member's location need not be open to the public; however, when requesting remote participation, the member must identify with specificity the reason for not attending in person and the remote location for participation.
2. The Rector or committee chair must approve the request to participate by electronic communication means.
3. The Board or committee shall record in its minutes the reason for not attending the meeting in person and the remote location from which the member participated. The location may be described in the minutes in general terms. If participation is approved pursuant to a medical condition or to take care of a person with a disability, the Board or committee shall also include in the meeting minutes the fact that the member participated through electronic communication means due to a (i) temporary or permanent disability or other medical condition that prevented the member's physical attendance, or (ii) family member's medical condition that required the member to provide care for such family member, thereby preventing the member's physical attendance. If participation is approved because of distance from the meeting location, the Board or committee shall

include in the meeting minutes the fact that the member participated through electronic communication means due to the distance between the member's principal residence and the meeting location. If participation is approved because of a personal matter, the minutes shall specify the nature of the personal matter cited by the member. If the request to participate by electronic communication means is disapproved by the Rector or relevant committee chair, such disapproval shall be recorded in the minutes with specificity. Remote participation by a member for a personal matter shall be limited each calendar year to two meetings or 25% of the meetings held per calendar year, rounded up to the next whole number, whichever is greater.

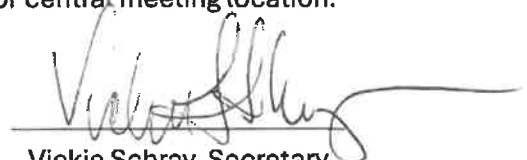
These provisions regarding remote participation of individual Board members apply to meetings of the full Board and to each of its committees separately.

C. Participation by a member of the Board of Visitors under Section B shall be authorized only under the following conditions:

1. A quorum of the Board is physically assembled at the primary or central meeting location. For purposes of determining whether a quorum is physically assembled, an individual member who is a person with a disability as defined in Va. Code § 51.5-40.1 or is a "caregiver" as defined in Va. Code § 2.2-3701 who must provide care for a person with a disability at the time the public meeting is being held and uses remote participation, counts toward the quorum as if the individual was physically present; and
2. The Board has made arrangements for the voices of the remote participants to be heard by all persons at the primary or central meeting location.

  
John Rathbone, Rector

8/27/25  
Date

  
Vickie Schray, Secretary

8/27/2025  
Date



**Richard Bland College**  
**Board of Visitors**

**Resolution: No 3 – Conflict of Interest Policy (BOV-002)**

**Date: August 27, 2025**

**WHEREAS**, the Richard Bland College Board of Visitors recognizes the importance of maintaining the highest standards of integrity and public trust in its governance and decision-making processes; and

**WHEREAS**, the Board affirms its commitment to comply with the Commonwealth of Virginia’s State and Local Government Conflict of Interest Act (Va. Code §2.2-3100 et seq.), and to avoid both actual and perceived conflicts of interest in all matters pertaining to the College; and

**WHEREAS**, the Board acknowledges that each member has a duty to act solely in the best interest of the institution and the public good, and that any direct or indirect interest that may impair or appear to impair a member’s independent judgment must be disclosed in accordance with the policy; and

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Visitors adopts BOV-002 “Conflict of Interest Policy” as attached to this document.

### **CONFLICT OF INTEREST POLICY (BOV-002)**

Members of the Richard Bland College Board of Visitors shall abide by the Commonwealth of Virginia's State and Local Government Conflict of Interest Act (Va. Code §2.2-3100, et seq.). This includes avoiding both conflicts of interest as defined by law and also the appearance of such conflicts. All decisions of the Board of Visitors are to be made solely to advance the best interest of the College and the public good. The integrity of Richard Bland College must always be protected.

- A. This policy applies to each member of the Board of Visitors, and every Visitor has the responsibility to be familiar with the terms of the policy.
- B. A Board member shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may appear to reasonably impair the member's independent, unbiased judgment in their decision-making responsibilities to the institution.
- C. It is the responsibility of each Board member to promptly report any potential or existing conflict to the Rector and College Counsel, providing details about the nature of the interest and how it might create a conflict. Board members who have declared a conflict of interest, or who have been found to have a conflict of interest, shall withdraw from any discussion or voting on the matter that gives rise to the conflict.
- D. Board members shall file their annual Financial Disclosure Statement in a timely manner, but no later than February 1 for the preceding calendar year pursuant to Va. Code § 2.2-3118.2. Members shall also complete their Conflict of Interest training offered by the Ethics Advisory Council every two years.

  
John Rathbone, Rector

8/27/25  
Date

  
Vickie Schray, Secretary

8/27/2025  
Date





**Richard Bland College**  
**Board of Visitors**

**Resolution: No 4 – FOIA Policy (BOV-003)**

**Date: August 27, 2025**

**WHEREAS**, the Richard Bland College Board of Visitors supports transparency and public access to its records as guaranteed by the Virginia Freedom of Information Act (FOIA), § 2.2-3700 et seq.; and

**WHEREAS**, the Virginia FOIA defines public records broadly and presumes access unless exempted by law, and citizens may inspect or request copies of public records; and

**NOW, THEREFORE, BE IT RESOLVED**, that the Board adopts FOIA Policy BOV-003 as attached to this document; and

**BE IT FURTHER RESOLVED**, that the Board commits to maintaining compliance with FOIA and, thereby, ensuring public trust through consistent and lawful handling of records requested.

## **FOIA POLICY (BOV-003)**

The Richard Bland College Board of Visitors embraces the principles of openness and transparency as outlined in the Commonwealth of Virginia's Freedom of Information Act (FOIA), § 2.2-3700 et seq. of the Code of Virginia. FOIA guarantees citizens of the Commonwealth access to public records held by public bodies, officials, and employees.

The Virginia FOIA broadly defines a public record to include any writing or recording, regardless of its format. This includes physical documents, electronic files, audio/video recordings that are prepared, owned, or possessed by a public body or its agents in the transaction of public business. All public records are presumed open unless a specific statutory exemption applies.

**A. The public's FOIA rights include the following:**

1. You may inspect or receive copies of public records, including Board of Visitors records.
2. You are entitled to receive an estimate in advance of any charges for the records you request (please note that most requests will not incur a charge).
3. You may file a petition in court if you believe your FOIA right have been violated.

**B. To request records from the Richard Bland College Board of Visitors, please direct your request to:**

Gerrit Smith  
Clerk to the Board of Visitors  
Richard Bland College  
11301 Johnson Road  
South Prince George, VA 23805  
Phone: (804)862-6221  
Email: [gsmith@rbc.edu](mailto:gsmith@rbc.edu) or [foia@rbc.edu](mailto:foia@rbc.edu)

**C. Your request must include the following:**

1. Identify the records sought with reasonable specificity.
2. Request existing records or documents (please note that FOIA does not require the Board of Visitors to create new records or responses to general questions).
3. You may choose to receive records electronically or in printed form, depending on how the records are maintained.

D. Richard Bland College must respond to your request within five (5) working days of receiving your request. The response may be as follows:

1. Provide the requested records.
2. Withhold all or part of the records, citing specific exemptions.
3. Inform you if more time is needed (up to twelve (12) working days total).
4. Seek a court extension for large or complex requests, after attempting to reach an agreement with you.

E. You may be charged for the actual costs of responding to your request, including staff time and copying. If estimated costs exceed \$200, a deposit may be required. You may request an advance estimate to modify your request if needed.

If you owe payment from a previous FOIA request that is more than 30 days overdue, the College may require payment before responding to new requests.

F. Common exemptions that allow Richard Bland College to withhold records include the following:

1. Personnel records.
2. Documents subject to attorney-client privilege or work product.
3. Contract negotiation records prior to award.

G. For questions about FOIA you may contact the Virginia Freedom of Information Advisory Council at (804)698-1810 or [foiacouncil@dls.virginia.gov](mailto:foiacouncil@dls.virginia.gov). The Council's website at <https://foiacouncil.dls.virginia.gov/foiacouncil.htm> provides a number of FOIA resources.

  
John Rathbone, Rector

8/22/25  
Date

  
Vickie Schray, Secretary

8/27/2025  
Date



Richard Bland College  
Board of Visitors

**Resolution: No. 5 – Election of 2025-26 Officers of the Board of Visitors**

**Date: August 27, 2025**

**WHEREAS**, Article III of the Bylaws of the Richard Bland College Board of Visitors stipulates that at the first meeting after July 1 in every even-numbered year, the Board shall elect from its membership a **Rector**, **Vice Rector**, and **Secretary**, and may appoint a **Pro Tempore Officer** as needed; and

**WHEREAS**, The Richard Bland College Board of Visitors assumed governance responsibility for the College on July 1, 2025, hence the need to elect officers for the 2025-26 inaugural year; thereafter, at the first meeting after July 1 in every even-numbered year, officers will be elected in accordance with Bylaws; and

**WHEREAS**, Elected officers shall constitute the **Executive Committee** of the Board and are empowered to act on behalf of the full Board between meetings, subject to ratification at the next full Board meeting;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Visitors of Richard Bland College hereby elects the following officers for the term beginning August 27, 2025.

- **Rector:** John Rathbone
- **Vice Rector:** Albert Poole
- **Secretary:** Vickie Schray

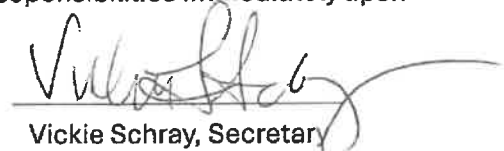
**BE IT FURTHER RESOLVED**, that officers may serve no more than **two consecutive terms** in the same role, and any **vacancies** may be filled by the Board for the unexpired term; and

**BE IT FINALLY RESOLVED**, that this resolution shall be recorded in the official minutes of the Board, and the elected officers shall assume their responsibilities immediately upon adoption.

  
John Rathbone, Rector

8/27/25

Date

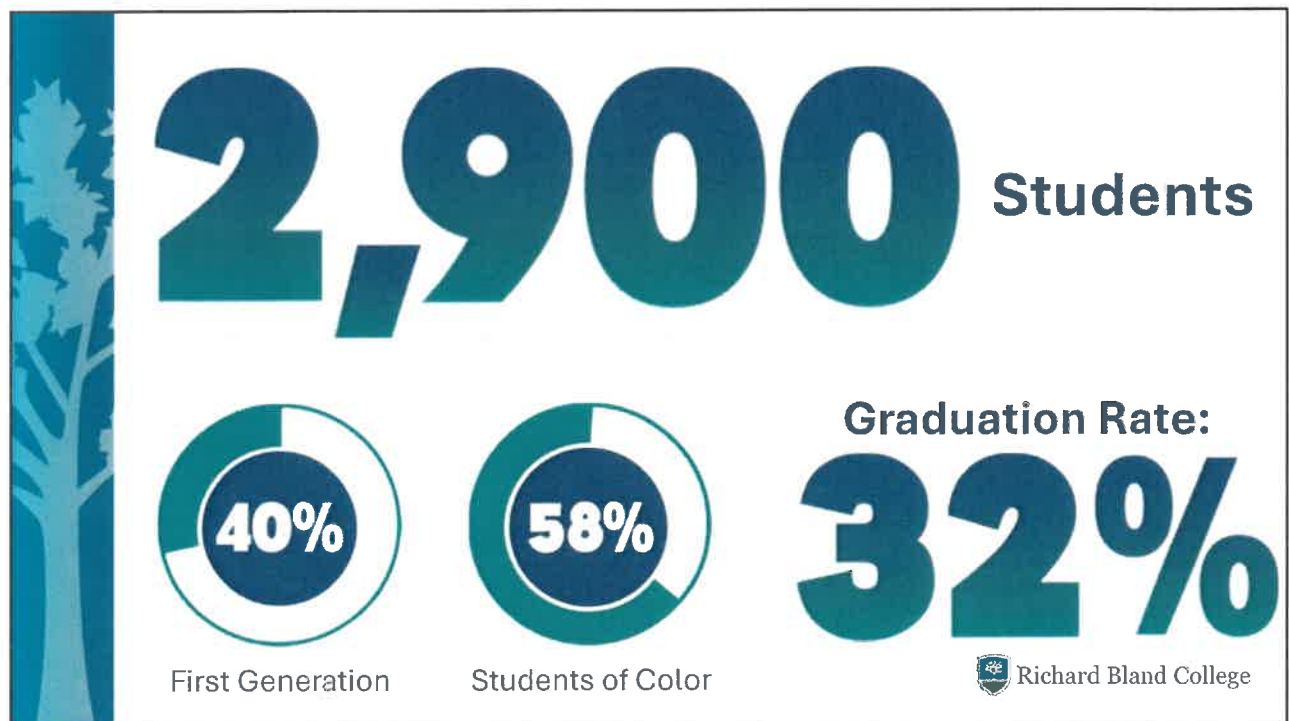
  
Vickie Schray, Secretary

8/27/2025

Date

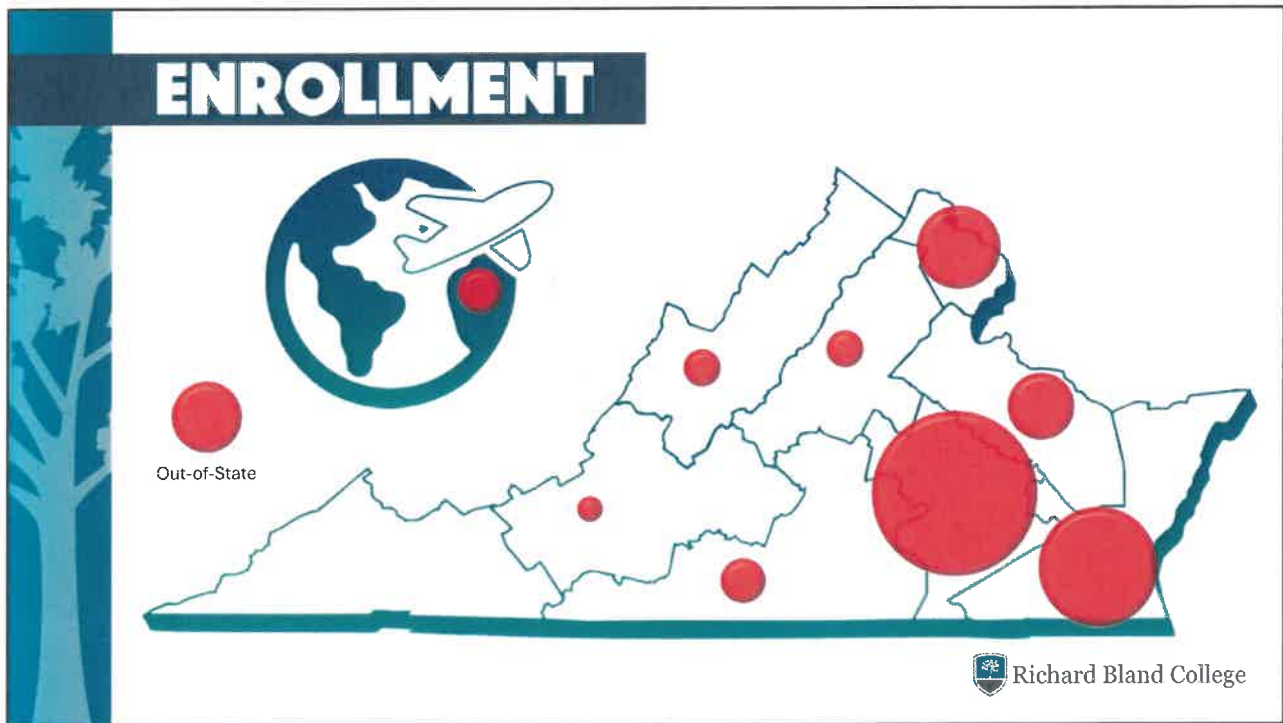


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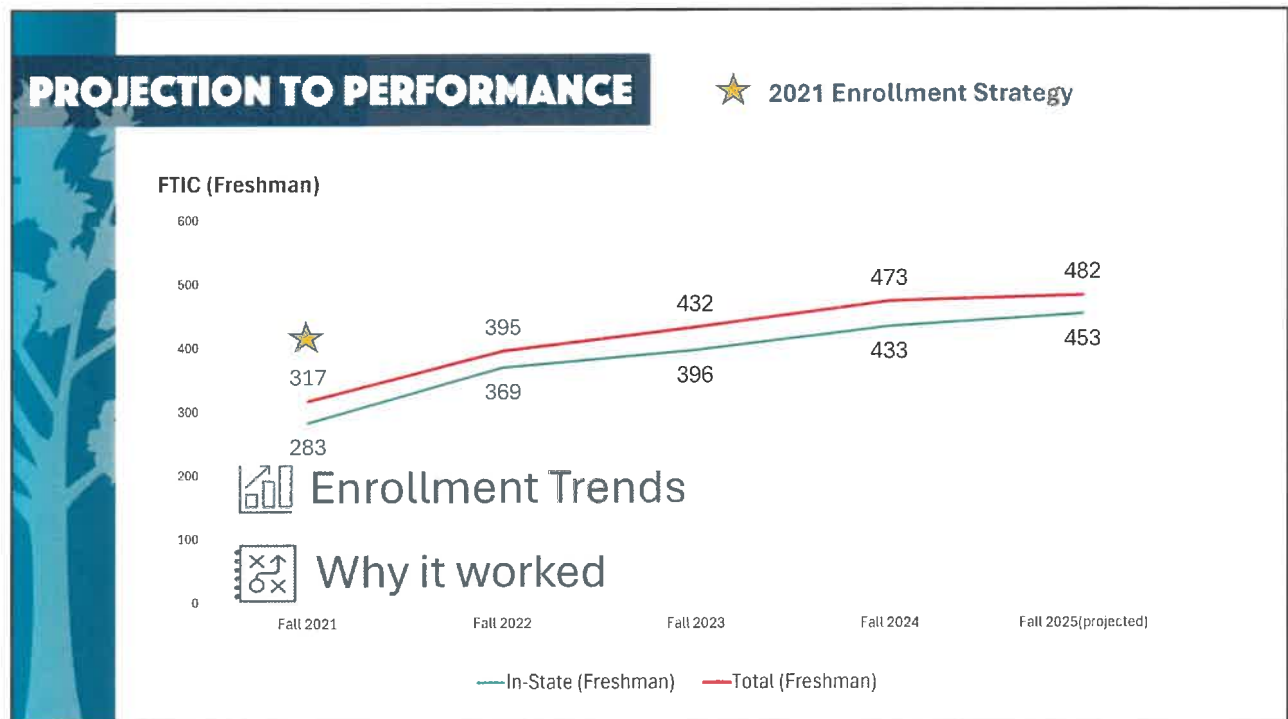


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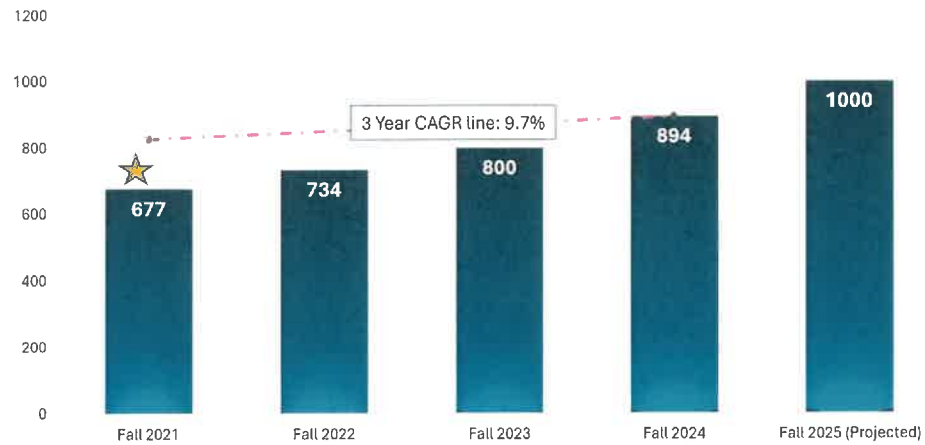
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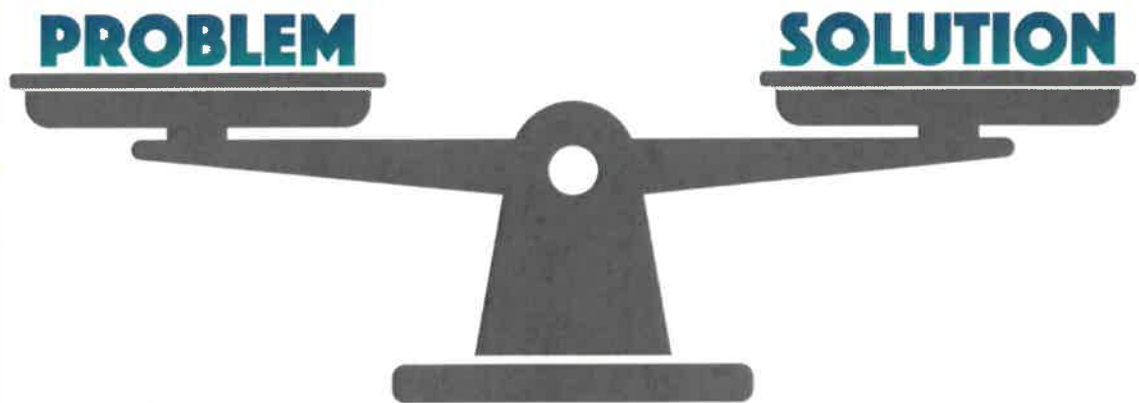
## PROJECTION TO PERFORMANCE

- ★ 2021 enrollment strategy reversed years of flat growth
- Strengthened market position

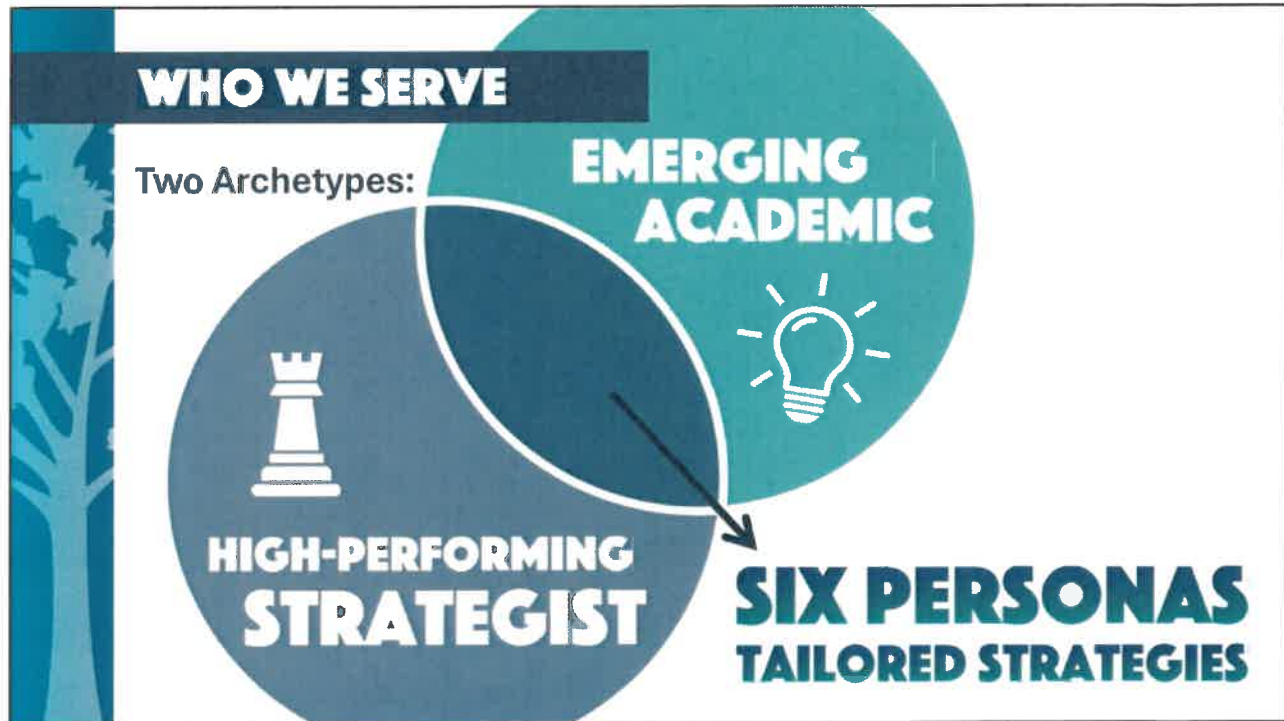


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## HEADWINDS & TARGETED STRATEGIES



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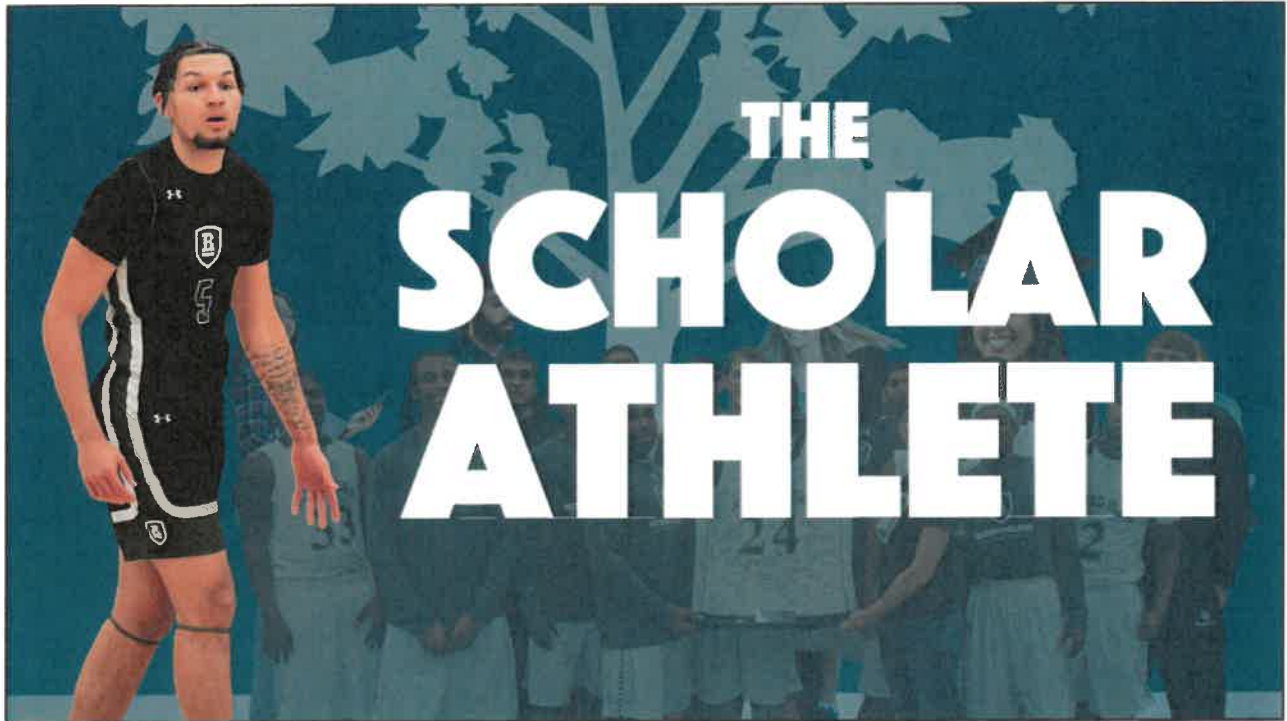




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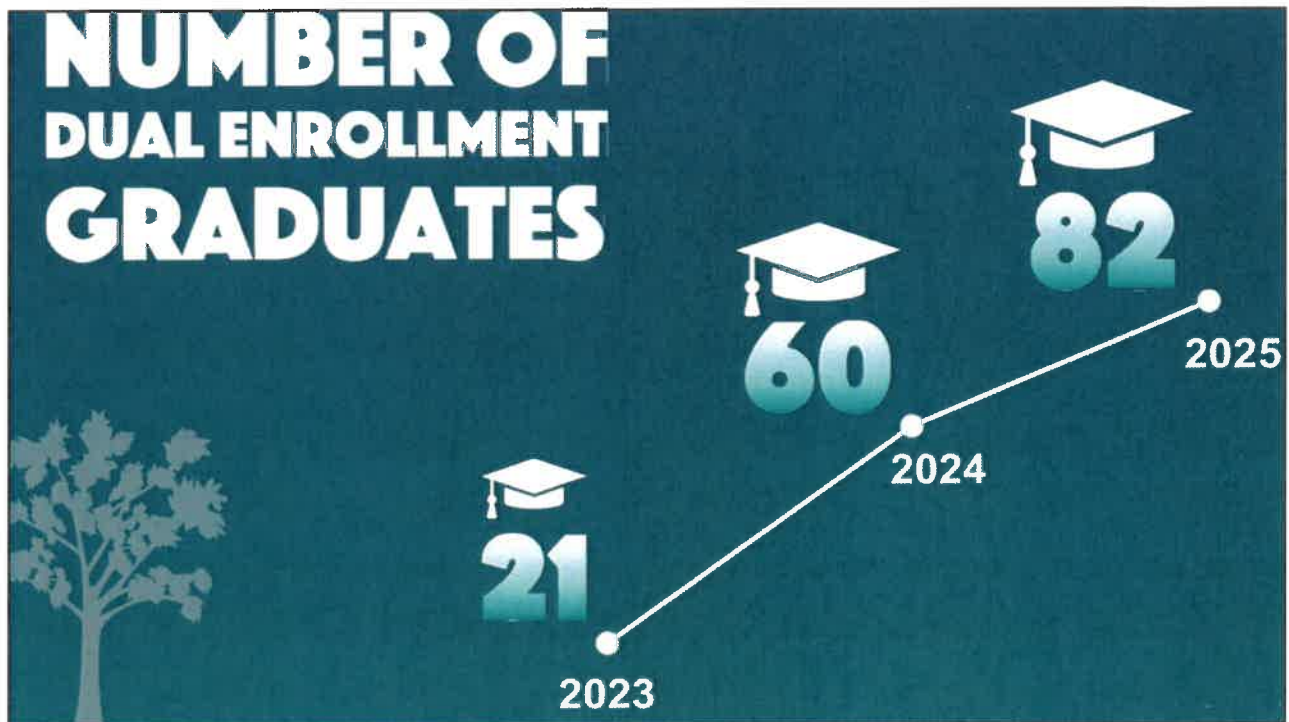


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24





1

## RBC REBRANDING

### IMMEDIATE PUBLIC FACING ISSUES

- Logo & Identity Change
- Social Media Handles & Banners
- Email Addresses, Signatures, Business Cards, and IDs
- Campus Signage
- Merchandise & Apparel

2



## MORE REBRANDING

- Marketing & PR Rollout
- Website Checklist
- Brand Guideline Package
- Admissions & Recruitment Materials
- Legal & Business Documents
- Alumni & Donor Communications
- New Media & PR Strategy



3

## Brand Consultant

**Smith College** - VP for College Relations and Communications 2021-24

**Public Radio International (PRI)** - Senior VP for Marketing, Sales, and Distribution 2000-20

- B.A. Public Policy – Duke University
- MBA – UNC Chapel Hill



Julia Yager, RBC Brand Consultant

 Richard Bland College

4

## Goals & Objectives

**Establish the Bland Brand ... independent of W&M**

**Distinguish Bland ... from its competitors**

**Express Bland's Essence ... in a way  
that resonates with stakeholders: students,  
faculty, staff, alumni, et al**



5

## Key Descriptive Words

**Supportive**

**Community**

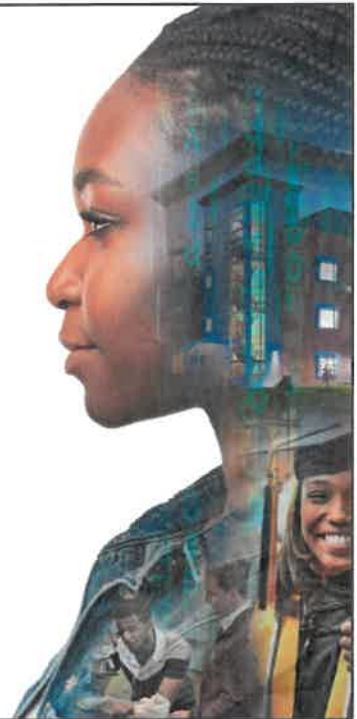
**Small Size**

**Innovative**

**Beautiful**

**Diverse**

**Serene**



6



**“Bland provides ... space, time, and resources to build the self-awareness, confidence, and courage needed to tackle ambitious goals and flourish ... this is the College's story.”**

**Debbie L. Sydow, President**



Richard Bland College

7

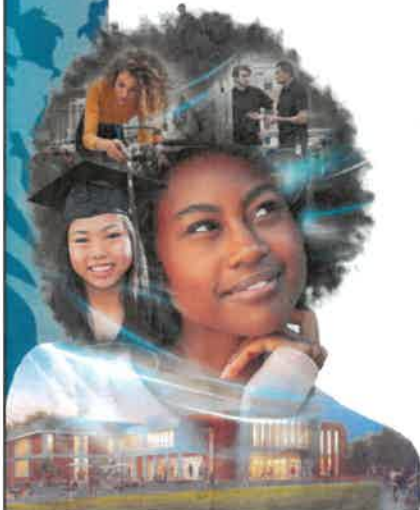
A large graphic with a dark teal background. At the top, the text "90%" is written in large, white, 3D-style font. Below it, the text "&lt; 30 Students Per Class" is written in white. The background of the graphic shows a collage of students in a classroom setting, including a man standing and talking to a group, and a woman leaning over a desk.

8



9

**Bland is ...**



***An incubator* providing  
the resources and  
support necessary to  
explore, flourish and**

**DREAM BIGGER.**

 Richard Bland College

10



11

## The Bland Promise



Bland creates the  
conditions for  
**people,**  
**communities**  
and the  
**commonwealth**  
to flourish.

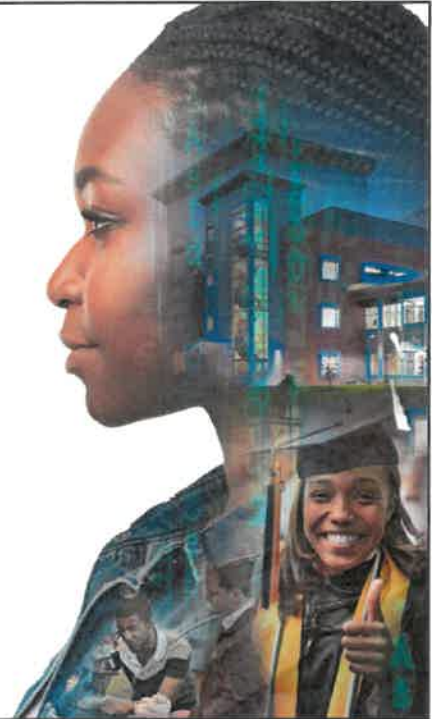


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## RBC FACULTY PROFILE

**86% Full-time Faculty**  
hold a terminal degree



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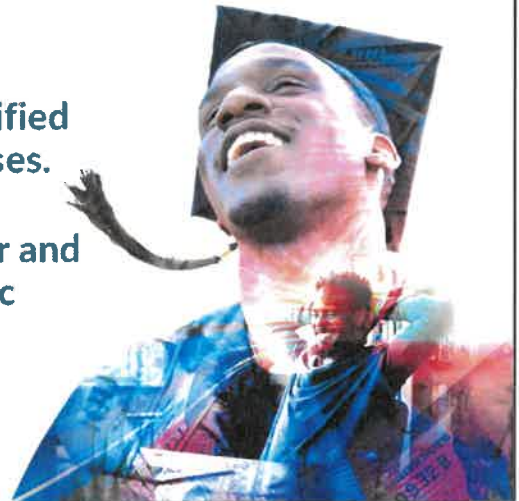
## Value Proposition

**Students** gain skills and credentials to take the next step toward success.

**Employers** have access to the qualified staff they need to grow their businesses.

The **Region** is economically stronger and more vibrant: education and economic impact.

**Virginia** is more competitive.



14



Richard Bland College

**Double the  
college experience  
at half the  
price.**



15



Richard Bland College

**Double the  
faculty  
support with  
classes  
half the size.**



16



 Richard Bland College

**Double the  
paid  
internships  
with half the  
anxiety.**

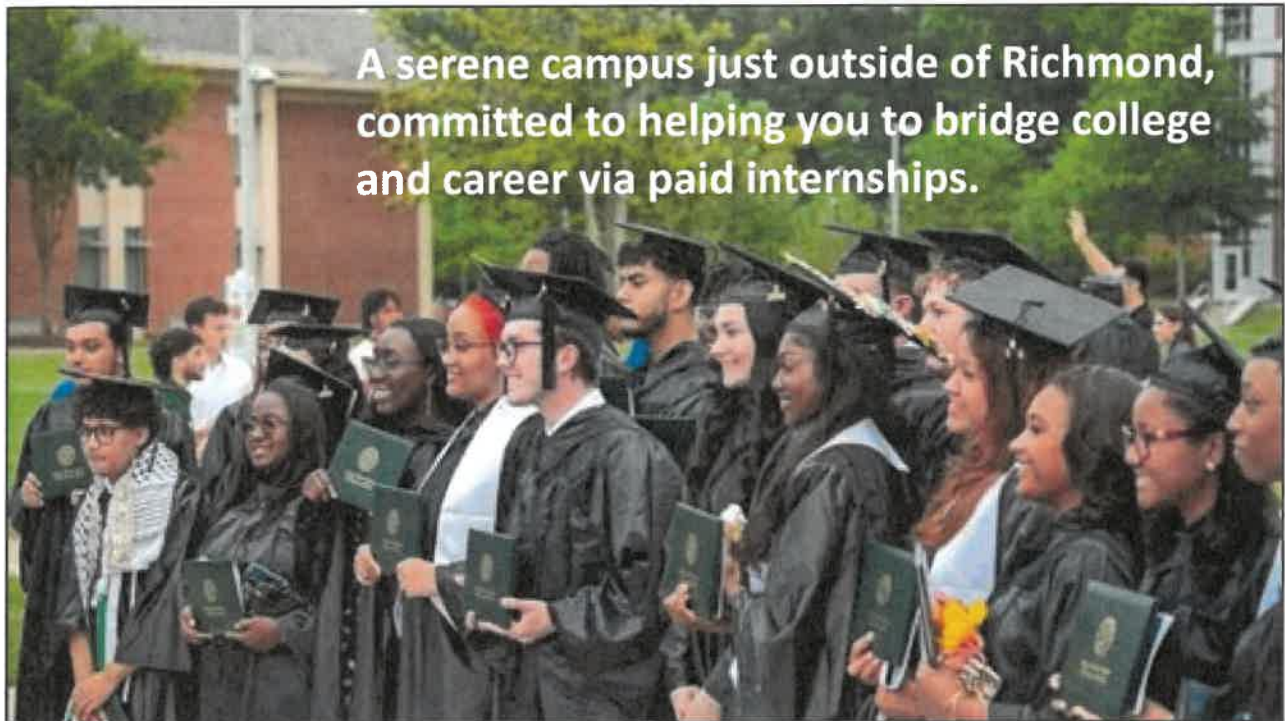


17

**A valuable four-  
year experience  
with twice as  
many paid  
internship  
opportunities.**



18



19

 Richard Bland College



**Explore.**  
**Flourish.**  
**Dream Bigger.**

20





21



22



23



Richard Bland College  
Board of Visitors

**Resolution: No. 6 –Calendar of 2025-2026 Meeting Dates**

**Date: August 27, 2025**

**WHEREAS**, Richard Bland College is governed by the Board of Visitors pursuant to the authority granted by the Commonwealth of Virginia under Virginia Code §§ 23.1-2105 through 23.1-2109; and

**WHEREAS**, the Board of Visitors is required to conduct regular meetings to fulfill its oversight responsibilities, including fiduciary, planning, academic programming, and student support; and

**WHEREAS**, the proposed calendar of meeting dates for 2025-2026 has been developed in consultation with the President and the Clerk to the Board to optimize board engagement and effectiveness;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Visitors of Richard Bland College hereby approves the following meeting dates for 2025-2026:

August 27, 2025 – Organization and Orientation  
September 24, 2025  
January 28, 2026  
April 22, 2026

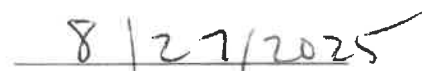
**BE IT FURTHER RESOLVED**, that board meetings shall begin in the afternoon, typically at 1:30 or 2:00 p.m., depending on the agenda, and may be preceded by college events, activities, or special programming; and

**BE IT FINALLY RESOLVED**, that the approved calendar shall be published on the Board page of the College website, and any changes to the schedule shall be communicated promptly and approved by the Board at a subsequent meeting.

  
John Rathbone, Rector

  
Date

  
Vickie Schray, Secretary

  
Date





**Richard Bland College**  
**Board of Visitors**

**Resolution: No. 7 – Transfer of the James W. and Carolyn M. Sutherland Fund to the Richard Bland College Foundation**

**Date: August 27, 2025**

**WHEREAS**, In a document dated August 31, 1980, the W&M Endowment Association set forth details related to the James W. and Carolyn M. Sutherland Fund, a quasi-endowment established in 1974 and restricted for the support of Richard Bland College; and

**WHEREAS**, The Board of Trustees of the W&M Endowment Association adopted a resolution on October 3, 1975 accepting the residuary bequest under the will of Carolyn M. Sutherland and agreeing to administer the fund in accordance with the donor's wishes; and

**WHEREAS**, Carolyn M. Sutherland's Last Will and Testament expressed her intent that, "Should Richard Bland College become an independent institution governed by its own board of visitors ... the residue of my estate shall be paid over and delivered to such board of visitors ... for such uses and purposes as they may deem appropriate or advisable;" and

**WHEREAS**, Richard Bland College became an independent institution governed by its own Board of Visitors effective July 1, 2025; and

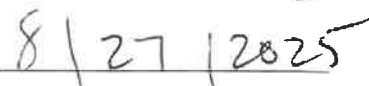
**WHEREAS**, the William & Mary Foundation's legal counsel has recommended that the College formally request the transfer of the Sutherland Fund to the Richard Bland College Foundation, which is the designated entity responsible for managing all philanthropic gifts directed to the College; and

**WHEREAS**, the Board of Visitors concurs that the management of endowed funds is not a function of the Board itself, but rather of the College's affiliated foundation;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Visitors of Richard Bland College hereby authorizes the President of the College to issue a formal letter to the William & Mary Foundation requesting the transfer of the James W. and Carolyn M. Sutherland Fund to the Richard Bland College Foundation, in accordance with the donor's intent and current institutional governance; and

**BE IT FURTHER RESOLVED**, that the Board affirms its commitment to honoring donor intent and ensuring the responsible stewardship of philanthropic assets through the College's established foundation.

  
\_\_\_\_\_  
John Rathbone, Rector  
  
  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Vickie Schray, Secretary  
  
  
\_\_\_\_\_  
Date



Richard Bland College  
Board of Visitors

**Resolution: No. 8 – Presidential Salary Adjustment**

**Date: August 27, 2025**

**WHEREAS**, the Board of Visitors of Richard Bland College is vested with the authority to appoint, remove, and evaluate the performance of the chief executive officer of the College pursuant to the Code of Virginia §23.1-2802 and §23.1-2806; and

**WHEREAS**, for the 2025-2026 fiscal year, the Appropriations Act included a 3% salary increase for state employees; and

**WHEREAS**, based upon her status as a state employee and an evaluation of her 2024-25 job performance by the W&M Board of Visitors, President Debbie Sydow is eligible to receive a 3% increase to her 2024-25 base salary of \$455,175; and

**WHEREAS**, it is the practice of the W&M Board of Visitors to act upon annual presidential salary adjustments only after the new fiscal year begins (July 1), which due to the governance change that went into effect on July 1, 2025, had the unintended consequence of leaving President Sydow's 2025-26 base salary unadjusted for the 3% increase; and

**WHEREAS**, historically, the W&M Board elected to raise President Sydow's salary in lockstep with the salary increases approved in the Appropriations Act; and

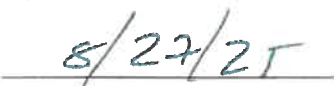
**WHEREAS**, funds are available to support a 3% salary adjustment to President Sydow's 2024-25 base salary;

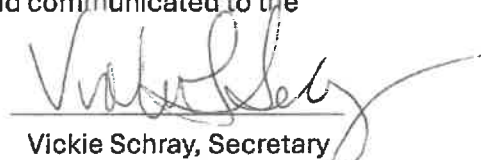
**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Visitors hereby sets President Debbie Sydow's 2025-26 base salary at \$468,830, retroactive to July 1, 2025; and

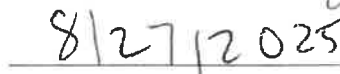
**BE IT FURTHER RESOLVED**, that deferred compensation remains at the same level as for FY25; and

**BE IT FINALLY RESOLVED**, that action taken regarding the President's salary shall be formally recorded in the minutes of the open session and communicated to the appropriate administrative offices for implementation.

  
John Rathbone, Rector

  
Date

  
Vickie Schray, Secretary

  
Date