

**BOARD OF VISITORS  
GEORGE MASON UNIVERSITY**

**Continuing Education Session  
Tuesday, April 2, 2024  
Merten Hall, Hazel Conference Room (1201)**

**MINUTES**

**PRESENT:** Rector Horace Blackman, Visitors Armand Alacbay, Reginald Brown, Lindsey Burke, Dolly Oberoi, Bob Pence and Charles Stimson.

**ABSENT:** Vice Rector Jon Peterson, Secretary Michael Meese, Visitors Anjan Chimaladinne, James Hazel, Wendy Marquez, Nancy Prowitt, Jeffrey Rosen, Farnaz Thompson and Robert Witeck.

**ALSO, PRESENT:** Gregory Washington, President; Anne Gentry, University Counsel and Sarah Hanbury, Secretary pro tem.

**I. Call to Order**

Rector Blackman called this session to order at 12:39 p.m. Rector Blackman noted that the purpose of this session is to provide an additional opportunity to meet the State Council of Higher Education for Virginia's (SCHEV) continuing education requirement under § 23.1-1304. He stated that this continuing education session has been designed specifically for Mason's Board with the assistance of the Association of Governing Boards (AGB), and in consultation with SCHEV.

Rector Blackman introduced AGB representative, Dr. Carlton Brown, adding that he will present on two topics and after each, discussion will follow. Rector Blackman noted that he looked forward to robust conversation on these topics.

**II. AGB Presentations and Discussion**

Dr. Brown began by noting he is pleased to have the opportunity to work with the Board of Visitors and that he has been a longtime observer of the University. He expressed his impression of the moves it has made over the years. The AGB believes that periodically all board members should undergo a refresh on governance, fiduciary responsibilities, and the distinction between governance and management, as well as the various roles of the board. AGB believes that new members should receive a more intense exposure.

He then provided information about himself; he is currently a board member at San Francisco Bay University, and a Senior Consultant and Senior Executive Search Consultant at the AGB. Previously, he was the President of Savannah State University, President of Clark Atlanta University, Special Assistant to the Chancellor for System-Wide Projects for the University System of Georgia, a Board Member of the Georgia Research Alliance, and Chair of the University Consortium for Liberia.

**A. Governance vs. Operations/Management**

- What does it mean to be a “strategic” board?
  - The board is pictured in his slide as the helicopter which exercises oversight and fiduciary responsibility.
  - The president is at the helm of the ship and runs the institution.
  - The ship is the institution.
- Principles of Trusteeship, AGB 2021:
  - Understand Governance:
    1. Respect the difference between the board's role and the administration's role.
    2. Be an ambassador for your institution and higher education.

- Think Strategically:
  1. Learn your institution's mission, constituents, culture, and context which requires some study and dedication.
- Lead by Example:
  1. Champion justice, equity, and diversity. He is aware of issues in Virginia regarding this and clarified the AGB's meaning, which is broken down into three strategies:
    1. Developing and applying an equity lens in the board's governance structures and processes. This involves ensuring fairness in engagement with members and considering the larger internal community's equity.
    2. Applying a justice, equity, and inclusion lens throughout the institution, which Mason is actively doing to great benefit.
    3. Contributing to social justice and equity within the communities that the institution serves. Again, he sees evidence that Mason is actively engaged in this type of work.
- Fiduciary Duties:
  - Under state statutory and common law, board members of corporations—including nonprofit corporations (such as institutionally related foundations) and public bodies that operate colleges and universities—must act in accordance with the fiduciary duties of care, loyalty, and obedience.
- Duty of Care:
  - Requires board members to execute their responsibilities in good faith, with the care that an ordinarily prudent person in a similar position would exercise under comparable circumstances.
  - Board members should take their work seriously and do their homework, participating effectively in community assignments.
  - It's important for board members to be knowledgeable about policies, the strategic plan, various campuses, and all the sites and programs an institution works with.
- Duty of Loyalty:
  - Loyalty lies with the institution, while acknowledging that personal beliefs and external loyalties are not left at the boardroom door.
  - The job entails focusing on the institution's objectives while leveraging individual strengths and perspectives to contribute effectively to its goals.
  - Visitor Brown inquired about the AGB's definition of loyalty compared to that of the Attorney General. Significant conversation ensued; please refer to the video for specifics: <https://vimeo.com/showcase/8557205/video/930320778>.
- Ten Key Responsibilities of the Board:
  - Establish, disseminate, and keep current the mission of the institution.
  - Select and support the president of the institution.
  - Periodically assess the presidents' performance and review their compensation.
  - Charge the president with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress. Significant conversation ensued; please refer to the video for specifics; <https://vimeo.com/showcase/8557205/video/930320778>.
  - Ensuring the quality of education provided by the institution.
  - Safeguard both the autonomy of the institution and the related tradition of academic freedom. Significant conversation ensued; please refer to the video for specifics: <https://vimeo.com/showcase/8557205/video/930320778>.
  - Engage regularly with the institution's major constituencies. Significant conversation ensued; please refer to the video for specifics: <https://vimeo.com/showcase/8557205/video/930320778>.
- The Goals of Shared Governance:
  - Shared governance is not the board or president relinquishing decision-making duties to anybody. It's about engaging your constituent groups in understanding certain things, gathering input, and participating in strategic planning.

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- Components of Shard Governance as a System for Aligning Priorities:
  - Aligning doesn't happen in a crisis; it happens over time.
- Common Areas Needing Clarification:
  - What to do when I am presented a problem by a constituent member. Tell them thank you, we hear you, and bring this to the attention of the president and BOV. Never share your view.
  - How to handle pressure for certain policies or postures from appointing authority. Other points of Power.
  - Can I visit the campus independently and if so, what is my posture and responsibilities? The president should always know when you are on campus.
  - How to avail the university of key expertise that I have or can provide.
  - What does my fund-raising role entail?
    1. Give
    2. Find
    3. Connect

Rector Blackman called for a break and announced that the continuing education session would reconvene at 2:10 p.m. He mentioned having a prior engagement and appointed Visitor Brown to chair the session following the break.

Visitor Brown reconvened the continuing education session at 2:12 p.m.

### B. Charting the Future of Higher Education

Dr. Brown began his second segment by highlighting the following items:

- Strategic Direction:
  - Upon examining Mason's strategic direction and its growth within its first 50 years, it's been meteoric.
- Not Immune to History:
  - Higher education is not immune to the historical events that have shaped other industries, and change is imminent.
  - The following industries have undergone significant changes.
    - Publishing
    - Automotive
    - Music
    - Health Care
- Asked the BOV to pre-read AGB-developed and published the *Principles of Trusteeship*—a set of nine principles designed to enhance the effectiveness of individual board members.
  - The four main issues received from AGB boards were:
    - Leadership Succession and Support
    - Board Independence and Leadership
    - Student Success, Student Experience and Campus Inclusion
    - Business Model Innovation and Digital Transformation
- Undeniable Macro Trends:
  - Technology:
    - Technology Migration
    - Increased Number of Players
    - Pandemic Boost
    - AI and AR
      - There is some reason for concern, but ultimately, it will be a part of our paradigm going forward.

- Transfer:
  - Most Students Attend Two or Three Institutions
  - People with Some Credits and No Degree
- Degrees and Credentials:
  - Reduced Reliance on the Degree:
    - Some companies have stopped requiring degrees to be employed by them.
  - Ubiquity of Credentials, Badges, Certifications
  - International Comparisons of Academic Achievement:
    - The United States ranks very low academically internationally, especially in math and science.
    - Historically our degrees have been too focused so when a field changes, we can't change with it.
- Unbundling the Degree:
  - Need for fewer general education courses due to dual enrollment and CLEP / DANTES.
  - Institutions that have assessed the quality of the general education program have concluded that they don't have an impact.
  - Significant conversation ensued during this segment, please refer to the video for specifics: <https://vimeo.com/showcase/8557205/video/930326168>.
- Issues to be Addressed:
  - Student Success and Outcome Accountability:
    - This has to be a conversation across the institution on how to make this happen.
  - Workforce Connectivity and Relevance:
    - More and more people are demanding that institutions build programs that lead to employment or additional graduate work.
  - Student Institutional Culture and Mental Health:
    - Mental health is currently a significant issue. Institutions that are actively addressing it are faring better and those that are not are experiencing additional problems.
  - New Institutional Configurations
  - AI:
    - AI are computing systems that are able to engage in human-like processes such as learning, adapting, synthesizing, self-correction, and deal with data or complex processing issues.
    - AI is becoming increasingly adept at assessment and grading, leading to concerns among some faculty about potential replacement. However, others are exploring ways to integrate AI into their work. Dr. Washington has emphasized to faculty that AI won't replace them, but faculty who incorporate AI into their practices may see enhanced effectiveness.
- Thornier Issues to be Addressed:
  - Faculty Aging, Faculty Tenure, Traditional Faculty:
    - Everyone's faculty is aging, and they will age out relatively quickly. Unfortunately, we aren't effectively building a pipeline to replace them. The question then becomes: Who are the future faculty, and how do we identify and cultivate them?
  - Diversity, Equity and Inclusion
  - Financing Higher Education and Cost to Consumer and Society
  - Innovations vs. Institutional Stability
    - Both are needed.
  - Board Independence, Leadership and Undue Influence
  - Academic Freedom and Freedom of Speech
- Recognizing the need for new strategies in higher education boards is crucial for effective governance:
  - Expertise in understanding macro trends (new regulations, technology, the global environment, a changing workforce, and funding) redefine how higher education creates and maintains value.

- Rethinking the Change Paradigm:
  - Most Institutions Do:
    - Form a committee.
    - Have representatives from all areas.
    - Select a popular person to lead the committee.
    - Generate a lengthy report.
    - Produce recommendations as outcomes.
    - Have a leadership team that waits for recommendation.
  - More Institutions Should:
    - Have a bias towards action.
    - Use key implementation members who will be accountable.
    - Be led by or co-led by a cabinet/leadership member.
    - Define specific outcomes, resources, resource needs, and timelines.
- Keys to Future Positioning:
  - Move from Anchor to Impact Lead, which Mason has accomplished.
  - Constant Re-Assessment
  - Continue to Focus on Building Community
  - Be What you Advocate
  - Keep Looking for Blue Oceans
  - Controlling Influencer Responsibility

Dr. Brown concluded the presentation portion of his second segment and Visitor Brown opened the floor for discussion and questions. Significant conversation ensued during this segment, please refer to the video for specifics: <https://vimeo.com/showcase/8557205/video/930326168>.

### **III. Adjournment**

Visitor Brown called for any additional business to come before the board. Hearing none, he adjourned the session at 3:19 p.m.

Prepared by:

Sarah Hanbury  
Secretary pro tem