

**BOARD OF VISITORS  
GEORGE MASON UNIVERSITY**

**Meeting of  
Friday, July 26, 2024  
Merten Hall, Hazel Conference Room (1201)**

**MINUTES**

**PRESENT:** Rector Horace Blackman (virtual), Secretary Mike Meese, Visitors Armand Alacbay, Reginald Brown, Lindsey Burke, Anjan Chimaladinne, Ken Marcus, Dolly Oberoi, Bob Pence, Nancy Prowitt, Nina Rees, Jeff Rosen, Marc Short, Cully Stimson and Farnaz Thompson.

**ABSENT:** Vice Rector Jon Peterson.

**ALSO, PRESENT:** Solon Simmons, Faculty Representative; Maria Cuesta, Undergraduate Student Representative; Carolyn Faith Hoffman, Graduate Student Representative; Gregory Washington, President; Ken Walsh, Vice President for Strategic Initiatives and Chief of Staff; Jim Antony, Provost and Executive Vice President; Deb Dickenson, Senior Vice President for Administration and Finance; Anne Gentry, University Counsel; Andre Marshall, Vice President for Research, Innovation, and Economic Impact; and Sarah Hanbury, Secretary pro tem.

**I. Call to Order**

Secretary Meese called the meeting to order at 9:00 a.m.

Secretary Meese informed the Board that Rector Blackman requested to participate remotely due to a personal matter and directed the Secretary to serve in his stead for this meeting. In accordance with the Electronic Meeting Policy, Secretary Meese approved Rector Blackman's request for remote participation, necessitated by his need to be in Canada for work-related matters.

Secretary Meese introduced Ken Marcus, Nina Rees ('93), and Marc Short as the newest members of the BOV. He congratulated Vice Rector Peterson on his reappointment.

Secretary Meese welcomed Maria Cuesta and Carolyn Faith Hoffman as the new student representatives on the board, and Solon Simmons as the new Faculty Senate President and faculty representative.

Secretary Meese also welcomed back Will Gautney as the Staff Senate Chair and staff liaison to the board.

**II. Approval of Minutes**

**A. Full Board Meeting Minutes for May 2, 2024 (ACTION ITEM)**

Secretary Meese called for any corrections to the Full Board Meeting Minutes for May 2, 2024 that were provided for review in the board meeting materials. Hearing no corrections, Secretary Meese **MOVED** to approve the minutes as written. The motion was **SECONDED** by Visitor Prowitt. **MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE.**

Yes – 15

Absent – 1 – Vice Rector Peterson

**III. Election of Officers and Committee Appointments**

**A. Election of Rector (ACTION ITEM)**

**B. Election of Vice Rector (ACTION ITEM)**

**C. Election of Secretary (ACTION ITEM)**

**D. Election of Members-at-Large to the Executive Committee (2) (ACTION ITEM)**

Secretary Meese explained that the Executive Committee comprises the Rector, Vice Rector, Secretary, and two at-large members. As per the bylaws, the officers are elected by the Board at the annual meeting every other year, and the at-large members each serve a one-year term. He then called on Visitor Burke for a motion. Visitor Burke moved to elect the following:

- Rector – Cully Stimson
- Vice Rector – Mike Meese
- Secretary – Armand Alacbay
- At-Large – Bob Pence
- At-Large – Farnaz Thompson

The motion was **SECONDED** by Visitor Brown. **MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE.**

Yes – 15

Absent – 1 – Vice Rector Peterson

Vice Rector Meese congratulated the incoming members of the executive committee and expressed gratitude to Visitors Burke and Prowitt for their contributions. He then handed the floor over to Rector Stimson.

Rector Stimson expressed his gratitude to the Board for entrusting him with his new role and acknowledged the responsibility and legacy of past rectors at George Mason University. He emphasized his intention to consult with them regularly and follow in their successful footsteps, expressing humility and appreciation for the support from the board.

He extended special thanks to Visitor Blackman, acknowledging his dedication to the board despite his demanding personal commitments. Rector Stimson highlighted Visitor Blackman's significant contributions, including late nights and weekends, and noted Visitor Blackman's ongoing involvement with the university through his son, an incoming freshman and All-American wrestler.

Rector Stimson thanked Mike Meese and Jon Peterson for their service as Vice Rector and Secretary, respectively. He noted their dedication and loyalty to the university's mission, which has significantly benefited the board and the university.

Visitor Peterson has been appointed to chair the Development Committee, supported by his family's longstanding generosity to the university.

Rector Stimson shared his deep connections with George Mason University, including his education at the law school, teaching roles, and family ties through his sister's previous role within the Athletic Department.

He detailed his extensive service background, including his business leadership, charitable efforts through the U.S. Soccer Foundation, and military service in the U.S. Navy, emphasizing his commitment to justice and fairness.

Rector Stimson spoke about the unique strengths of George Mason University, including its diversity, academic excellence, and critical contributions to national security and regional workforce development.

He reiterated his commitment to continuing the strategic mission and focus of the university, emphasizing the importance of board loyalty to the Commonwealth and the university's interests.

He stressed the importance of 100% board philanthropic giving, highlighting its impact on the university's eligibility for grants and other programs. Rector Stimson demonstrated this commitment by making a voluntary contribution.

Rector Stimson concluded with a commitment to direct honest communication with the university leadership and the board, aiming to propel George Mason University to greater heights.

**E. Committee Chair and Vice Chair Appointments (ACTION ITEM)**

**F. Committee Appointments (ACTION ITEM)**

Rector Stimson directed the board's attention to the committee appointments in their meeting materials and announced that as part of these appointments, he is naming the following individuals as chairs and vice-chairs of the standing committees (**ATTACHMENT 1**):

- Academic Programs, Diversity, and University Community Committee:
  - Chair – Lindsey Burke
  - Vice Chair – Nancy Prowitt
- Audit, Risk, and Compliance Committee:
  - Chair – Dolly Oberoi
  - Vice Chair – Armand Alacbay
- Development Committee:
  - Chair – Jon Peterson
  - Vice Chair – Anjan Chimaladinne
- Finance and Land Use Committee:
  - Chair – Bob Pence
  - Vice Chair – Jeff Rosen
- Research Committee:
  - Chair – Nancy Prowitt
  - Vice Chair – Horace Blackman

Visitor Pence **MOVED** to approve the proposed appointments. The motion was **SECONDED** by Visitor Burke.  
**MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE.**

Yes – 15

Absent – 1 – Visitor Peterson

**G. Appointment of Board Liaisons**

Rector Stimson announced that the following visitors have agreed to serve in the following liaison roles:

- Legislative Liaisons – Jon Peterson and Marc Short
- Faculty Liaison – Armand Alacbay
- Law School Liaisons – Reg Brown and Jeff Rosen
- Athletic Liaisons – Horace Blackman and Bob Pence

Rector Stimson thanked them for their services in these roles.

#### **IV. Rector's Report**

**A. 2024-2025 Board Assessment Update**

Rector Stimson reported the following self-evaluation information:

- In accordance with the bylaws, it was noted that the Board must conduct a self-evaluation of its responsibilities and expectations at least once every two years. This evaluation uses a process determined by the Executive Committee and approved by the Rector.
- As part of the requirements from the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), the Executive Committee approved the continued use of a survey for the self-evaluation process, during their September 29, 2022 meeting.
- The survey results were presented during the full board meeting on February 23, 2023. Previous Rector Blackman indicated that actions would be taken to address some of the feedback. A BOV Assessment Update was provided in the materials for this meeting in preparation for the Board's upcoming evaluation year.
- During the upcoming September 26, 2024 meeting, the Executive Committee will be tasked with reviewing the survey and determining the evaluation process for the current academic year.
- Rector Stimson then inquired if Visitor Blackman would like to provide any additional information or speak to any of the commitments that were made.
- Visitor Blackman provided the following information:
  - Engagement Initiatives: There was a noted desire among several board members for increased involvement across the campus. Steps have been taken to ensure that availability and engagement levels at events align with this goal. Significant improvements in attendance and engagement have been observed.
  - Survey Feedback: Feedback from the most recent survey highlighted areas for improvement in communications. Actions have been taken to address these points, resulting in notable progress.
  - Evaluating Progress: The next board evaluation will review previous feedback to measure improvements. Board members are encouraged to assess these advancements based on past and current feedback.

Rector Stimson thanked Visitor Blackman for the helpful information and asked the board if there were any comments or questions. Seeing none, he recognized President Washington to give his report.

## **V. Annual President's Report**

### **A. Presentation of FY 2025 Goals – Dr. Washington (ACTION ITEM)**

Dr. Washington provided an abbreviated version of what was discussed at the Annual Planning Conference, the day prior, relative to the goals for the upcoming year:

- Highlights included managing the budget, improving rankings, supporting students and faculty, and addressing mental health issues. Additionally, a proposal for a Student Bill of Rights was discussed.
- Emphasis was placed on free speech, reducing the cost of degrees, and focusing on grand challenges such as self-harm rates and gun deaths.
- There was a discussion about potential development on the West Campus to expand dorm capacity and provide housing for faculty and staff.

At the conclusion of his report, President Washington opened the floor for questions and comments. It was highlighted that engaging with and partnering with the community is crucial. There was a question about whether the Board of Visitors would support the proposed Bill of Rights for students, and another request for legal clarification on whether the Bill of Rights would create enforceable rights, with concerns about potential legal implications. Praise was given to George Mason for its achievements, particularly its equitable graduation rates and support for first-generation students. More information was sought on the university's approach to free speech. Commendations were made about the university's growth, with inquiries about the factors contributing to its success. Concerns were raised about maintaining parking availability amidst campus development. A question

was also posed about the focus on maintaining rather than increasing graduate and law school enrollment. Assurance was given that stakeholders' voices would be heard during campus development discussions, and there was an acknowledgment of the need for ongoing discussions regarding the presented goals in closed session.

## **VI. Board Orientation**

### **A. Legal Overview**

1. FOIA and COIA for BOV Members
2. Electronic Meeting Policy Update (**ACTION ITEM**) (**ATTACHMENT 2**)

Anne Gentry, University Legal Counsel provided the following legal overview:

- Virginia Conflict of Interest Act (COIA):
  - The Act prevents financial interests with stakes of \$5,000 or more and aims to avoid the appearance of impropriety.
  - Assistant Attorney Generals have a duty to report violations, and members were advised to contact the Chief of Staff for formal or informal ethics opinions.
  - The Ethics Advisory Council and the Office of the Attorney General are also available for guidance.
  - Members were reminded that they are required to complete the training within two months of taking office. The training address was provided for online completion, which takes approximately 15 minutes.
  - Members must also file their disclosure form before joining the board and will receive a reminder at the beginning of each year, as it is an annual requirement.
- Freedom of Information Act (FOIA):
  - FOIA guarantees public access to meetings and board matters, with the presumption that every record created is a public record unless an exemption applies.
  - Members were advised to segregate public records from nonpublic records and to use a dedicated board email account for easier management.
  - FOIA requests must be responded to within five business days, with an additional seven days allowed for fulfillment.
- Public Records:
  - Members were advised to avoid conducting public business via text to prevent issues with records retention.
  - The Library of Virginia has a Records Retention Act, and members were encouraged to have "call me" texts to avoid substantive conversations via text.
- Public Meeting:
  - Public meetings must be accessible to the public, open sessions live-streamed, with proper notice given.
  - In full board meetings, a quorum must be present, and discussions must be in open session unless discussing specific topics allowed in closed session.
  - Closed session topics include personnel matters, legal advice, and other specific examples.
  - No board actions can be taken in closed session, and a roll call vote is required to certify the discussion of those matters.
- Electronic Participation:
  - Electronic participation by members was discussed, including new requirements as of July 1.
  - The board must annually approve an electronic meeting policy.
  - Individual Member Electronic Participation:
    - Members can participate electronically for personal matters, limited to two meetings per calendar year or 25% of meetings, whichever is greater.
    - Must ensure public access, and a quorum must be present at a centralized location.

- Changes to electronic participation rules for caregivers of individuals with disabilities were highlighted.
- All Virtual Meetings:
  - Maximum of two or 50% of meetings held in a calendar year.
  - Cannot be consecutive.
  - No more than two voting members at the same location unless open to the public.
  - The public must be able to hear all members, and if audio/visual, see all members.

Vice Rector Meese **MOVED** to approve the Electronic Meeting Policy Update as provided in the meeting materials. The motion was **SECONDED** by Secretary Alacbay. Rector Stimson opened the floor for discussion. Visitor Brown asked whether the updated policy fully leveraged the new requirements and sought clarification on the approval process. Ms. Gentry confirmed that the policy indeed takes full advantage of the new requirements and, once approved, is valid for one year. She noted that, moving forward, the practice will likely be to review and approve the policy every year at the annual meeting. **MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE.**

Yes – 15

Absent – 1 – Visitor Peterson

#### **B. Code of Ethics – Annual Review and Certification**

Ken Walsh, Vice President for Strategic Initiatives and Chief of Staff provided the following code of ethics overview:

- This is an annual review and certification of the BOV Code of Ethics.
- The conflict of interest state statute applies to board members and their immediate family members.
- If a board member has or believes there is a conflict of interest, the state statute requires that they recuse themselves from the discussion on the conflict of interest matter.

Rector Stimson expressed acknowledgment and gratitude to Dr. Walsh for stepping out of his role as Chief of Staff to serve as Acting Provost. The Board recognized his efforts and contributions, and Ken was given a round of applause.

#### **C. Student Referrals/Admissions**

Rector Stimson requested that the board note the memo from Dr. Washington in the meeting materials which addresses requests for admission assistance.

#### **D. Classified Information Access (ACTION ITEM)**

Andre Marshall, Vice President for Research, Innovation, and Economic Impact presented the classified information access item:

- Mason holds a facilities security clearance. This allows the university to perform work on classified contracts and to initiate security clearances for individuals who support those contracts.
- To maintain the facilities clearance, certain individuals, such as President Washington and members of the Board of Visitors, are considered Key Management Personnel (KMP) and are required to be cleared or excluded from clearance requirements.
- The Defense Counterintelligence and Security Agency (DCSA) determines these clearance requirements and has informed Mason that unless BOV members need access to classified information, they are excluded from the requirement to hold a clearance.

- The DCSA suggests limiting administrative clearances, consistent with practices at other universities holding clearances for classified research.
- The proposed resolution excludes the Board of Visitors from the requirement to obtain and maintain security clearances.

At the conclusion of the presentation discussion ensued regarding the practicality and necessity of having at least one board member with a clearance for governance purposes. There was a suggestion to survey current members to determine who already holds security clearances. The importance of having a board member with clearance for oversight was emphasized, with suggestions that the Rector could maintain this role. It was acknowledged that the DCSA ultimately decides clearance requirements, but having a board member with clearance could provide valuable oversight and governance.

Due to the complexity of the language and the need for clarity, it was proposed to table the resolution for further discussion and refinement. No objections were raised to this proposal.

Additionally, it was suggested to include the level of clearances in the survey to better understand the board members' clearance capabilities. The importance of ensuring that at least one board member could be read into classified information if needed was reiterated.

The resolution will be revisited and brought back for discussion and a vote later in the meeting.

#### **E. Document and Records Request Policy Review**

Rector Stimson requested that the board note the memo from Dr. Washington in the meeting materials which addresses requests for admission assistance.

### **VII. New Business**

#### **A. Academic Programs, Diversity, and University Community**

Ken Walsh, Vice President for Strategic Initiatives and Chief of Staff, presented the following faculty actions information as the previous interim provost and because the new provost is among the candidates. Five individuals joining Mason at the rank of professor or associate without term were presented to grant them tenure upon their arrival.

##### **1. Faculty Actions**

##### **a. Election of New Tenured Faculty (ACTION ITEM)**

Visitor Brown **MOVED** to approve the Election of New Tenured Faculty. The motion was **SECONDED** by Visitor Thompson. Rector Stimson opened the floor for further discussion:

- Visitor Marcus noted his support of Provost Antony's candidacy.
- Vice Rector Meese relayed that this action is the culmination of various steps within the academic procedures, ensuring thorough evaluation before recommendations are presented for approval. This thorough process allows the board to confidently approve these recommendations.

#### **MOTION CARRIED BY ROLL CALL VOTE.**

Yes – 14

Abstain – 1 – Visitor Rosen

Absent – 1 – Visitor Peterson

#### **B. Finance and Land Use**

1. Financial Matters

a. Deficit Authorization Annual Notice

Rector Stimson noted that the annual acknowledgement and notification of Mason's deficit authorization requirements under the Commonwealth Appropriations Act can be found in the board materials.

**VIII. Closed Session**

- A. Honorary Degrees and Special Awards (Code of VA: §2.2-3711.A.11)
- B. Consultation with Legal Counsel pertaining to actual or probable litigation (Code of VA: §2.2-3711.A.7)
- C. Consultation with Legal Counsel regarding specific legal matters requiring the provision of legal advice (Code of VA: §2.2-3711.A.8)
- D. Personnel Matter (Code of VA: §2.2-3711.A.1)

Vice Rector Meese **MOVED** that the board go into Closed Session under the provisions of Section 2.2-3711.A.11, for Honorary Degrees and Special Awards; Section 2.2-3711.A.7, for Consultation with legal counsel pertaining to actual or probable litigation including briefings on:

Ganley and Surber v. GMU et al.  
Jeong v. GMU  
Morrison v. GMU et al.  
Wright v. GMU et al.  
Zahabi v. GMU et al.

Section 2.2-3711.A1 for a Personnel Matter, to discuss President Washington's evaluation and to discuss the performance of specific university personnel, and Section 2.2-3711.A.8 for Consultation with Legal Counsel regarding specific legal matters requiring the provision of legal advice concerning the aforementioned items. The motion was **SECONDED** by Visitor Thompson. Rector Stimson opened the floor for further discussion. There was none. **MOTION CARRIED BY ROLL CALL VOTE.**

Yes – 15

Absent – 1 – Visitor Peterson

Following closed session, Vice Rector Meese **MOVED** that the board go back into public session and further moved that by roll call vote the board affirm that only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were heard, discussed or considered in the closed meeting, and that only such business matters that were identified in the motion to go into a closed meeting were heard, discussed or considered in the closed meeting. Any member of the committee who believes that there was a departure from the requirements as stated, shall so state prior to taking the roll call, indicating the substance of the departure that, in his or her judgment, has taken place. **ALL PRESENT BOARD MEMBERS RESPONDED IN THE AFFIRMATIVE BY ROLL CALL VOTE.**

Recused – 1 – Visitor Brown, yes with the understanding that he was recused from one portion of the closed session.

Absent – 5 – Visitors Blackman, Chimaladinne, Oberoi, Peterson, and Prowitt.

Rector Stimson relayed that an amended classified information access resolution was physically provided to all board members. He then called for a motion to approve the amended resolution. (**ATTACHMENT 3**)

Visitor Burke **MOVED** to approve the amended classified information access resolution. The motion was **SECONDED** by Vice Rector Meese. Rector Stimson opened the floor to discussion. There was none. **MOTION CARRIED UNANIMOUSLY BY VOICE VOTE.**



Rector Stimson **MOVED** to approve the following two items en bloc and will table the 2024-2025 Presidential Goals:

- The written performance bonus for President Washington (**ATTACHMENT 4**)
- The written resolution of the Board of Visitors of George Mason University authorizing an increase in base salary for President Washington. (**ATTACHMENT 5**)

The motion was **SECONDED** by Vice Rector Meese. Rector Stimson opened the floor for discussion. There was none. **MOTION CARRIED BY VOICE VOTE**, with Visitors Marcus, Rees, and Thompson abstaining. Absent – 5 – Visitors Blackman, Chimaladinne, Oberoi, Peterson, and Prowitt.

### **IX. Adjournment**

Rector Stimson called for any additional business to come before the board. Hearing none, he adjourned the meeting at 1:32 p.m.

Prepared by:  
Sarah Hanbury  
Secretary pro tem

Revised by:  
Scott Nichols  
Secretary pro tem

Attachment 1: Board of Visitors Committee Roster (1 page)  
Attachment 2: Electronic Meeting Policy Update (6 pages)  
Attachment 3: Resolution: Classified Information Access (1 page)  
Attachment 4: Resolution: Performance Bonus for President Washington (1 page)  
Attachment 5: Resolution: Increase in Base Salary for President Washington (1 page)

**BOARD OF VISITORS**  
**2024 - 2025 Committee Appointments**

*Members-At-Large, Committee Chairs and Vice Chairs Approved on July 26, 2024*

<b><u>EXECUTIVE COMMITTEE</u></b>	<b><u>AUDIT, RISK, &amp; COMPLIANCE</u></b>
Pending Election 7/26, Rector	Dolly Oberoi, Chair
Pending Election 7/26, Vice Rector	Armand Alacbay, Vice Chair
Pending Election 7/26, Secretary	Horace Blackman
Pending Election 7/26, Member-At-Large	Reg Brown
Pending Election 7/26, Member-At-Large	Ken Marcus
	Mike Meese
<b><u>ACADEMIC PROGRAMS, DIVERSITY &amp; UNIVERSITY COMMUNITY</u></b>	<b><u>FINANCE AND LAND USE (Term Year)</u></b>
Lindsey Burke, Chair	Bob Pence, Chair (2/2)
Nancy Prowitt, Vice Chair	Jeff Rosen, Vice Chair (2/2)
Ken Marcus	Armand Alacbay (1/2)
Mike Meese	Jon Peterson (2/2)
Nina Rees	Nina Rees (1/2)
Jeff Rosen	Marc Short (1/2)
Marc Short	Farnaz Thompson (2/2)
<b><u>RESEARCH</u></b>	<b><u>DEVELOPMENT</u></b>
Nancy Prowitt, Chair	Jon Peterson, Chair
Horace Blackman, Vice Chair	Anjan Chimaladinne, Vice Chair
Lindsey Burke	Reg Brown
Anjan Chimaladinne	Dolly Oberoi
Farnaz Thompson	Bob Pence

**THE RECTOR AND BOARD OF VISITORS  
OF GEORGE MASON UNIVERSITY  
POLICY GOVERNING ALL VIRTUAL BOARD MEETINGS AND  
ELECTRONIC PARTICIPATION IN BOARD MEETINGS**

**I. PURPOSE**

The purpose of this policy is to establish a written policy, in accordance with §§ 2.2-3708.2 and 3708.3 of the Code of Virginia (Virginia Code) to allow for and govern participation of The Rector and Board of Visitors of George Mason University (Board) meetings by the means of electronic communication, including, all virtual meetings, and to specify the requirements for remote participation by members. This policy shall not prohibit or restrict any individual member who is participating in an all-virtual meeting or who is using remote participation from voting on matters before the Board or its committees.

**II. AUTHORITY**

The membership of the Board interprets this policy, and this policy applies to the full Board and its committees, subcommittees or other entity of the Board authorized to perform delegated function of the Board or to advise the Board. This policy must 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 the meeting.

**III. POLICY**

**A. Individual Member Electronic Participation**

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for the participation of individual members of its body who cannot physically attend meetings for which public business will be conducted.

1. Prior to a scheduled meeting, a member must (1) notify the Chair or Board Secretary Pro-Tem that he or she is unable to attend the meeting due to

(a) a temporary or permanent disability or other medical condition that prevents physical attendance,

(b) a family member's medical condition that requires the member to provide care for such family member thereby presenting the member's physical attendance;

(c) being a caregiver as defined in § 2.2-3701 who must provide care for a person with a disability at the time the public meeting is being held thereby prevent the member's physical attendance.;

(d) the member's principal residence is more than 60 miles from the meeting location identified in the required notice for such a meeting; or

(e) a personal matter that prevents physical attendance.

i. in the case of a personal matter, the member must identify with specificity the nature of the personal matter.

ii. Participation by a member pursuant to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

2. A quorum of the Board members must be physically assembled at the primary or central meeting location for the Board to consider the participation of a remote member. For purposes of determining whether a quorum is physically assembled, a member who is a person with a disability as defined in § 51.5-40.1 or a caregiver for a person with a disability, and uses remote participation counts toward the quorum as if the member were physically present.

3. The Chair shall recommend approval or disapproval of the participation to the Board member. If the Board approves the participation by majority vote, it must record in its meeting minutes;

a. the fact of the remote participation;

b. the location of the remote participation (and the remote location need not be open to the public);

c. whether the remote participation is because of

(a) a temporary or permanent disability or other medical condition, or

(b) a personal matter; and

(c) in the case of a personal matter, the specific nature thereof.

4. This policy must 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 the meeting.
5. The Board may deny participation for personal matters only if participation would violate this policy. If a member's participation is disapproved, the disapproval and the reason for the disapproval shall be recorded in the minutes with specificity.
6. The Board must plan for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
7. Should the requirements of this policy not be met, the Board member will be allowed to listen into the proceedings through an electronic means, if available.
8. The Board will provide the public access to observe any meeting at which a member is permitted to participate by remote means. The Board will state in the notice for the meeting whether public comment will be taken at the meeting and will provide a means for submitting written comments.

*In the event that multiple members opt to participate electronically impacting the ability to obtain a physical quorum, the Board members should consider compliance with the all virtual meeting requirements pursuant to the Board's policy as subscribed in Section III.B.*

#### **B. All Virtual Meetings**

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for participation of members of its body when the intent is that all members participate electronically and for such time public business will be conducted.

1. Upon the decision by the Chair or Majority of the Board membership that a Board meeting will be held in an all-virtual format, the public body will issue a required meeting notice and include a statement notifying the public that the all-virtual meeting format will be used.
  - a. This notice should include a statement that should the meeting format change, that subsequent notice will be issued and in accordance with Virginia Code 2.2-3707.
2. The public body will provide for the general public to observe the all virtual meeting via electronic communications which allow the public to hear the Board members' deliberations, other than for any portion of the meeting that is closed pursuant to Virginia Code § 2.2-3711.

- a. If audio-visual technology is used, the electronic communication means should allow the public to also see the public body.
  - b. The Board will provide the public access to observe all-virtual meetings. The Board will state in the notice for the meeting whether public comment will be taken at the meeting or provide a means for submitting written comments.
3. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to the members of the public body for a meeting shall be made available to the public in electronic format at the same time that the materials are provide to the members of the public body.
4. No more than two members of the public body can be together or present in any one of the remote locations used during the all-virtual meeting unless that remote location is open to the public and physically accessible to the public.
5. The Board is limited in convening meetings in the all-virtual format to two meetings or 50 percent of the meetings held each calendar year rounded up to the next whole number, whichever is greater.
6. The public body is prohibited from holding meetings in the all-virtual format consecutively with another all-virtual public meeting.
7. The public body will provide a phone number or other live contact information so the public can alert the public body of the audio or video transmission issues that interfere with their access, participation or viewing of the public bodies meeting.
  - a. The public body will monitor such designated means of communication during the meeting.
  - b. When audio-visual technology is available, a member of the Board shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails.
  - c. Should access fail, the public body shall take a recess until public access is restored (subject to reasonable time limitations).
8. In the event the public body convenes a closed session during the all-virtual public meeting, transmission of the meeting to the public must resume before the public body votes to certify the closed meeting as required by subsection D of Virginia Code § 2.2-3712.

9. Minutes of all-virtual public meetings held by electronic communication means are taken as required by Virginia Code § 2.2-3707 and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

## **STATE OF EMERGENCY DECLARATIONS**

This policy shall be effective during ordinary times during which the Governor has not declared an emergency pursuant to Virginia Code § 44-146.17 or where the locality in which the body is located has declared a local state of emergency pursuant to Virginia Code § 44-146.21.

When an emergency has been declared, other provisions of law or declarations of Governor or the locality may prevail. In such cases, the Board must affirm that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the public body or the discharge of its lawful purposes, duties, and responsibilities.

In such cases, a physical quorum is not required for the conduct of public business.

In cases of emergency, the Board will:

- A. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the public body conducting the meeting;
- B. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the public body;
- C. Provide the public with the opportunity to comment at those meetings of the public body when public comment is customarily received; and
- D. Follow other mandates of this policy and law.

## **EDUCATION AND COMPLIANCE**

Members of the Board shall be made aware of this and any other Board policies as part of the new Board member orientation process. This policy must be adopted at least once annually by the Board by recorded vote. The Rector shall be responsible for ensuring annual compliance with the provisions of this policy.

Adopted by the Board of Visitors on July 26, 2024.

A handwritten signature in black ink, appearing to read "Armand B. Alacbay", with a horizontal line underneath.

Armand Alacbay  
Secretary  
Board of Visitors



**GEORGE MASON UNIVERSITY  
BOARD OF VISITORS  
2024 - 2025 Committee Appointments**

***Members-At-Large, Committee Chairs and Vice Chairs Approved on July 26, 2024***

<b><u>EXECUTIVE COMMITTEE</u></b>	<b><u>AUDIT, RISK, &amp; COMPLIANCE</u></b>
Cully Stimson, Rector	Dolly Oberoi, Chair
Mike Meese, Vice Rector	Armand Alacbay, Vice Chair
Armand Alacbay, Secretary	Horace Blackman
Bob Pence, Member-At-Large	Reg Brown
Farnaz Thompson, Member-At-Large	Ken Marcus
	Mike Meese
<b><u>ACADEMIC PROGRAMS, DIVERSITY &amp; UNIVERSITY COMMUNITY</u></b>	<b><u>FINANCE AND LAND USE (Term Year)</u></b>
Lindsey Burke, Chair	Bob Pence, Chair (2/2)
Nancy Prowitt, Vice Chair	Jeff Rosen, Vice Chair (2/2)
Ken Marcus	Armand Alacbay (1/2)
Mike Meese	Jon Peterson (2/2)
Nina Rees	Nina Rees (1/2)
Jeff Rosen	Marc Short (1/2)
Marc Short	Farnaz Thompson (2/2)
<b><u>RESEARCH</u></b>	<b><u>DEVELOPMENT</u></b>
Nancy Prowitt, Chair	Jon Peterson, Chair
Horace Blackman, Vice Chair	Anjan Chimaladinne, Vice Chair
Lindsey Burke	Reg Brown
Anjan Chimaladinne	Dolly Oberoi
Farnaz Thompson	Bob Pence

**THE RECTOR AND BOARD OF VISITORS  
OF GEORGE MASON UNIVERSITY  
POLICY GOVERNING ALL VIRTUAL BOARD MEETINGS AND  
ELECTRONIC PARTICIPATION IN BOARD MEETINGS**

**I. PURPOSE**

The purpose of this policy is to establish a written policy, in accordance with §§ 2.2-3708.2 and 3708.3 of the Code of Virginia (Virginia Code) to allow for and govern participation of The Rector and Board of Visitors of George Mason University (Board) meetings by the means of electronic communication, including, all virtual meetings, and to specify the requirements for remote participation by members. This policy shall not prohibit or restrict any individual member who is participating in an all-virtual meeting or who is using remote participation from voting on matters before the Board or its committees.

**II. AUTHORITY**

The membership of the Board interprets this policy, and this policy applies to the full Board and its committees, subcommittees or other entity of the Board authorized to perform delegated function of the Board or to advise the Board. This policy must 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 the meeting.

**III. POLICY**

**A. Individual Member Electronic Participation**

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for the participation of individual members of its body who cannot physically attend meetings for which public business will be conducted.

1. Prior to a scheduled meeting, a member must (1) notify the Chair or Board Secretary Pro-Tem that he or she is unable to attend the meeting due to

- (a) a temporary or permanent disability or other medical condition that prevents physical attendance,
  - (b) a family member's medical condition that requires the member to provide care for such family member thereby presenting the member's physical attendance;
  - (c) being a caregiver as defined in § 2.2-3701 who must provide care for a person with a disability at the time the public meeting is being held thereby prevent the member's physical attendance.;
  - (d) the member's principal residence is more than 60 miles from the meeting location identified in the required notice for such a meeting; or
  - (e) a personal matter that prevents physical attendance.
    - i. in the case of a personal matter, the member must identify with specificity the nature of the personal matter.
    - ii. Participation by a member pursuant to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.
2. A quorum of the Board members must be physically assembled at the primary or central meeting location for the Board to consider the participation of a remote member. For purposes of determining whether a quorum is physically assembled, a member who is a person with a disability as defined in § 51.5-40.1 or a caregiver for a person with a disability, and uses remote participation counts toward the quorum as if the member were physically present.
  3. The Chair shall recommend approval or disapproval of the participation to the Board member. If the Board approves the participation by majority vote, it must record in its meeting minutes;
    - a. the fact of the remote participation;
    - b. the location of the remote participation (and the remote location need not be open to the public);
    - c. whether the remote participation is because of
      - (a) a temporary or permanent disability or other medical condition, or
      - (b) a personal matter; and
      - (c) in the case of a personal matter, the specific nature thereof.

4. This policy must 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 the meeting.
5. The Board may deny participation for personal matters only if participation would violate this policy. If a member's participation is disapproved, the disapproval and the reason for the disapproval shall be recorded in the minutes with specificity.
6. The Board must plan for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
7. Should the requirements of this policy not be met, the Board member will be allowed to listen into the proceedings through an electronic means, if available.
8. The Board will provide the public access to observe any meeting at which a member is permitted to participate by remote means. The Board will state in the notice for the meeting whether public comment will be taken at the meeting and will provide a means for submitting written comments.

*In the event that multiple members opt to participate electronically impacting the ability to obtain a physical quorum, the Board members should consider compliance with the all virtual meeting requirements pursuant to the Board's policy as subscribed in Section III.B.*

#### **B. All Virtual Meetings**

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for participation of members of its body when the intent is that all members participate electronically and for such time public business will be conducted.

1. Upon the decision by the Chair or Majority of the Board membership that a Board meeting will be held in an all-virtual format, the public body will issue a required meeting notice and include a statement notifying the public that the all-virtual meeting format will be used.
  - a. This notice should include a statement that should the meeting format change, that subsequent notice will be issued and in accordance with Virginia Code 2.2-3707.
2. The public body will provide for the general public to observe the all virtual meeting via electronic communications which allow the public to hear the Board members' deliberations, other than for any portion of the meeting that is closed pursuant to Virginia Code § 2.2-3711.

- a. If audio-visual technology is used, the electronic communication means should allow the public to also see the public body.
  - b. The Board will provide the public access to observe all-virtual meetings. The Board will state in the notice for the meeting whether public comment will be taken at the meeting or provide a means for submitting written comments.
3. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to the members of the public body for a meeting shall be made available to the public in electronic format at the same time that the materials are provide to the members of the public body.
4. No more than two members of the public body can be together or present in any one of the remote locations used during the all-virtual meeting unless that remote location is open to the public and physically accessible to the public.
5. The Board is limited in convening meetings in the all-virtual format to two meetings or 50 percent of the meetings held each calendar year rounded up to the next whole number, whichever is greater.
6. The public body is prohibited from holding meetings in the all-virtual format consecutively with another all-virtual public meeting.
7. The public body will provide a phone number or other live contact information so the public can alert the public body of the audio or video transmission issues that interfere with their access, participation or viewing of the public bodies meeting.
  - a. The public body will monitor such designated means of communication during the meeting.
  - b. When audio-visual technology is available, a member of the Board shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails.
  - c. Should access fail, the public body shall take a recess until public access is restored (subject to reasonable time limitations).
8. In the event the public body convenes a closed session during the all-virtual public meeting, transmission of the meeting to the public must resume before the public body votes to certify the closed meeting as required by subsection D of Virginia Code § 2.2-3712.

9. Minutes of all-virtual public meetings held by electronic communication means are taken as required by Virginia Code § 2.2-3707 and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

## **STATE OF EMERGENCY DECLARATIONS**

This policy shall be effective during ordinary times during which the Governor has not declared an emergency pursuant to Virginia Code § 44-146.17 or where the locality in which the body is located has declared a local state of emergency pursuant to Virginia Code § 44-146.21.

When an emergency has been declared, other provisions of law or declarations of Governor or the locality may prevail. In such cases, the Board must affirm that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the public body or the discharge of its lawful purposes, duties, and responsibilities.

In such cases, a physical quorum is not required for the conduct of public business.

In cases of emergency, the Board will:

- A. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the public body conducting the meeting;
- B. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the public body;
- C. Provide the public with the opportunity to comment at those meetings of the public body when public comment is customarily received; and
- D. Follow other mandates of this policy and law.

## **EDUCATION AND COMPLIANCE**

Members of the Board shall be made aware of this and any other Board policies as part of the new Board member orientation process. This policy must be adopted at least once annually by the Board by recorded vote. The Rector shall be responsible for ensuring annual compliance with the provisions of this policy.

Adopted by the Board of Visitors on July 26, 2024.

A handwritten signature in black ink, appearing to read "Armand B. Alacbay", written over a horizontal line.

Armand Alacbay  
Secretary  
Board of Visitors

## Resolution to Exclude the George Mason University Board of Visitors from Clearance Requirements

**WHEREAS**, current Department of Defense Regulations contain a provision making it mandatory that the Senior Management Official and Facility Security Officer meet the requirements for eligibility for access to classified information established for a contractor facility clearance; and

**WHEREAS**, said Department of Defense Regulations permit the exclusion from the requirements for access to classified information of certain members of the Board of Directors (“Board Members”) and other officers, provided that this action is recorded in the corporate minutes.

**NOW THEREFORE BE IT DECLARED** that the Senior Management Official and Facility Security Officer at the present time do possess the required eligibility for access to classified information; and

**BE IT RESOLVED AND DIRECTED** that the Board Members listed below and other officers shall not require access to all CLASSIFIED information disclosed to the University and shall not affect adversely University policies or practices in the performance of classified contracts for the Department of Defense or the Government contracting activities (User Agencies) of the National Industrial Security Program; and

**BE IT FURTHER RESOLVED AND DIRECTED**, that the Board Members listed below, unless the member possesses the required eligibility for access to classified information and such possession or access is necessary to fulfill the member’s duty as a member of the Board of Directors, shall not have, and can be effectively and formally excluded from access to all CLASSIFIED information disclosed to the University and shall not affect adversely University policies or practices in the performance of classified contracts for the Department of Defense or the Government contracting activities (User Agencies) of the National Industrial Security Program.

**Board Officers:**

Rector, Charles Stimson	Vice Rector, Michael J. Meese	Secretary, Armand Alacbay
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**Board Members:**

Horace L. Blackman	Reginald Brown	Lindsey Burke	Anjan Chimaladinne
Kenneth L. Marcus	Michael J. Meese	Dolly Oberoi	Jon M. Peterson
Nancy G. Prowitt	Nina S. Reese	Jeffrey A. Rosen	Marc Short
Farnaz F. Thompson			

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of George Mason University, this day of 26 July 2024

  
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 Armand Alacbay - Secretary



**Performance Bonus – President Gregory Washington**

In accordance with Section D.2 of President Washington's Employment Agreement and following evaluation of President Washington's performance for the previous academic year, the Board of Visitors is authorizing ~~the maximum~~ performance bonus of ~~\$125,000.00~~ after meeting and/or exceeding his performance expectations as measured per his Employment Agreement as outlined in Section E.

Approved by the Board of Visitors on July 26, 2024.

\$112,500

Armand B. Alacbay

Signature

Armand Alacbay

Secretary of the Board of Visitors

**RESOLUTION OF THE BOARD OF VISITORS OF GEORGE MASON UNIVERSITY  
AUTHORIZING INCREASE IN BASE SALARY FOR PRESIDENT WASHINGTON**

WHEREAS, President Dr. Gregory Washington entered into an employment agreement with George Mason University ("University") first dated March 3, 2020, as amended ("Employment Agreement"), and has served as University president since July 1, 2020;

WHEREAS, in accordance with Section D.1. of the Employment Agreement, any increase in Base Salary requires approval by the Board of Visitors;

NOW, THEREFORE, BE IT RESOLVED:

Effective June 10, 2024, the Board of Visitors approves a performance-based merit increase of 3% to President Washington's annualized Base Salary to \$811,283.18, to be paid from State and Other Funds as specified in Section D.1 of the Employment Agreement.

Approved by the Board of Visitors on July 26, 2024.



Signature  
Armand Alacbay  
Secretary of the Board of Visitors