

**BOARD OF VISITORS
GEORGE MASON UNIVERSITY**

**Special Meeting
June 20, 2019
MINUTES**

PRESENT: Rector Davis and Vice Rector Hazel; Visitors Blackman, Chimaladinne, Cumbie, Moreno, Prowitt, Reagan, Rice, Roth, Witeck and Zuccari; Faculty Representative Davis; Student Representative Layton; President Cabrera; and Secretary pro tem Cagle.

ABSENT: Secretary Purvis; Visitors Alcalde, Marquez and Petersen.

I. Rector Davis called the meeting to order at 9:10 a.m.

Rector Davis introduced the newly appointed members of the Board, Juan Carlos Iturregui and Carolyn Moss. He invited the new members to remain for Closed Session and asked for their participation. Rector Davis expressed mixed emotions at President Cabrera's departure, noting the successes of his tenure at Mason. He indicated the importance of appointing an interim President and the support of the leadership team to continue new and major initiatives that are currently underway. Rector Davis noted President Cabrera's departure was a great loss to Mason, but a great gain for Georgia Tech.

President Cabrera thanked Rector Davis and fellow Board members for their support. He expressed his admiration of the university and its mission, noting his confidence in the senior leadership team. President Cabrera spoke of the aligned fundamental interest of the Board, leadership team, and faculty in the university's goals. He noted the forthcoming President's Report and university accomplishments over the past seven years as a unique story of American higher education in terms of increasing size, diversity, quality, outcomes and research. President Cabrera thanked the Rector and Vice Rector for their encouragement and aid in his transition. He briefly spoke to the importance of the university's momentum and key initiatives that require continuity during the transition period. President Cabrera recognized the Board's important role in the national search for selecting a new President, noting that the senior leadership team is prepared for a smooth transition while the Board conducts the search.

Rector Davis thanked President Cabrera and the senior leadership team for their efforts. He introduced Camden Layton, Undergraduate Student Representative, and Shannon Davis, the Faculty Senate Chair. Rector Davis asked that they remain present for Closed Meeting.

II. Closed Session

It was **MOVED** by Vice Rector Hazel and **SECONDED** by Visitor Blackman that the Board go into a Closed Session under the provisions of Section 2.2-3711. A.1 to discuss a Personnel Matter and Section 2.2-3711. A.8 for consultation with Legal Counsel regarding specific legal matters requiring the provision of legal advice.

MOTION CARRIED UNANIMOUSLY BY VOICE VOTE

It was **MOVED** by Vice Rector Hazel and **SECONDED** by Visitor Blackman that the Board go back into public session and further moved that by ROLL CALL VOTE 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.

Roll call was taken with all present members responding in the affirmative.

As a result of the Closed Session. Vice Rector Hazel read the following Resolution authorizing the appointment of the Honorable Anne B. Holton as interim President effective August 1, 2019:

RESOLUTION OF THE BOARD OF VISITORS OF GEORGE MASON UNIVERSITY

WHEREAS, President Ángel Cabrera has accepted the position of President at another institution, and will resign his position as President of George Mason University effective July 31, 2019; and

WHEREAS, the Board of Visitors is initiating the process to conduct a national search to fill the position of President; and

WHEREAS, to ensure continuity of operations for the University, the Board of Visitors wishes to fill the position of President on an interim basis, until such time as a new President can be chosen;

BE IT THEREFORE RESOLVED that, subject to the appointee's acceptance of a contract of employment, effective August 1, 2019, the George Mason University Board of Visitors hereby appoints The Honorable Anne B. Holton as President of George Mason University, to serve at the pleasure of the Board of Visitors.

It was **MOVED** by Vice Rector Hazel and **SECONDED** by Visitor Blackman to approve the Resolution. Rector Davis opened the floor for discussion. Visitor Rice questioned whether the title in the Resolution should be 'interim President'; this inquiry was echoed by Visitor Moreno. It was clarified by Brian Walther, University Counsel, that the Faculty Handbook does not include the position of 'interim President'. He explained that the position is President, for a specific term until a new President is appointed. Hearing no further discussion Rector Davis called for a vote.

MOTION CARRIED UNANIMOUSLY BY VOICE VOTE

(Attachment 1: The Honorable Anne B. Holton Interim President Resolution)

It was **MOVED** by Visitor Hazel and **SECONDED** by Visitor Cumbie that the Board amend President Cabrera's employment agreement to reflect his resignation effective July 31, 2019, and appointment as a transition advisor from August 1 to August 31, 2019, receiving his current base salary and benefits. Rector Davis opened the floor for discussion. There was none. Rector Davis called for a vote.

MOTION CARRIED UNANIMOUSLY BY VOICE VOTE

Rector Davis welcomed remarks from President Cabrera, who thanked the Board for support of the one-month transition time. He added words of support for Anne B. Holton's appointment as interim President and noted that she would have the full support of the senior leadership team. The Rector added his vote of confidence in the university's senior leadership.

Rector Davis noted that discussion regarding the Presidential Search Committee will be conducted at the July Annual Board Meeting. He mentioned the assembly of listening sessions before July to solicit feedback from the Mason community regarding the search committee and the Presidential position description.

III. Adjournment

Having no other business to discuss, it was **MOVED** by Visitor Witeck and **SECONDED** by Vice Rector Hazel to adjourn.

MOTION CARRIED UNANIMOUSLY BY VOICE VOTE

Rector Davis adjourned the meeting at 10:15 a.m.

Respectfully submitted,



Kathy Cagle
Secretary pro tem

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Adopted June 20, 2019



Tom Davis
Rector
Board of Visitors