NCI Board of Directors' Executive Committee Meeting
New College Institute
191 Fayette Street, Martinsville, VA 24112
Gardner Board Room (Third Floor)
Thursday, April 24, 2025, 12:00 p.m.

In-Person Attendees: Eric Jones (Chair), Ashley Lockhart (Vice Chair), Valerie Crummie Johnson (Secretary), Michael Lundsgaard

Virtual Attendees: Lee Prillaman, Del. Wren Williams, Del. Destiny LeVere Bolling

Other Attendees: Joe Sumner (Executive Director), Christina Reed (Deputy Director), Olivia Garrett (Chief Advancement Officer), Adam Kane (Office of the Attorney General)

Minutes

Call to Order

Chair Eric Jones called the meeting to order at 12:06 p.m., welcoming members and noting the meeting would serve as a working lunch. Roll call was conducted by Olivia Garrett, noting the presence of a quorum.

Approval of December 11, 2024, Executive Committee Minutes

The minutes from the Executive Committee meeting on December 11, 2024, were presented for approval. Ashley Lockhart motioned to approve, and Valerie Crummie Johnson seconded. No discussion, motion passed unanimously by voice vote.

Feedback on committee schedule and meetings

The Executive Committee discussed the first full board committee day. Overall, the feedback was positive. Members appreciated the efficiency of combining committee meetings with board meetings as well as the flexibility for adjusting committee meeting times if necessary. Adam Kane from the Office of the Attorney General explained the Virtual Meeting Policy. Each committee and the full board are treated separately under Virginia's virtual meeting rules. Committees cannot have two consecutive fully virtual meetings. A physical quorum must be present for hybrid meetings. Individual virtual attendance is allowed with board approval if a quorum is physically present. Committee chairs and staff will track meeting formats to ensure compliance.

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Review of Executive Committee Responsibilities

The Executive Committee reviewed the draft of the committee's purpose and responsibilities as outlined in the Committee Plan. Key edits and discussion points included:

- Adding explicit reference to NCI's governing Virginia Code sections to the committee purpose.
- Clarifying that staff develops the strategic plan; the board reviews, refines, and approves it.
- Updating the language to differentiate between engaging individuals and strategic organizations.
- Annually assessing NCI's progress based on performance metrics gathered from individual board committees.
- Emphasizing transparency and flexibility for third-party evaluation of NCI's progress when feasible.

Other discussion included the Executive Director's performance evaluation under Virginia Department of Human Resource Management (DHRM) systems. The Executive Director is in an appointed position and not subject to the new statewide employee evaluation system. The Board remains responsible for evaluating the Executive Director using the established Employee Work Profile (EWP).

Action Items:

- The Executive Committee will review Joe's EWP
- Decide whether an update to the EWP is needed before the next evaluation
- Target evaluation timeframe will align with the state's move to a calendar year system (January-December)

Performance metrics and emergency protocols were discussed as well. Staff will consolidate sections for clarity in the Committee Plan. Staff will revise emergency protocol language to clarify:

- Immediate notification of the Executive Committee by the Chair in case of a governance crisis
- Reasonable timeframe for meeting after notification
- Emergency responses should align with NCI's Continuity of Operation Plan
- Tabletop exercises for crisis scenarios will be incorporated with the Executive Committee responsible for scheduling.

The Executive Committee discussed meeting frequency and will meet quarterly in conjunction with board meetings or at the call of the Chair.

Current and Future Strategic Planning

The Executive Committee discussed the need to develop an updated strategic planning process. Options such as hiring an external third-party consultant to create

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a strategic plan and seeking funding from community partners rather than through state procurement were discussed. Staff will research strategic plans from peer organizations and develop an outline of desired deliverables. Staff will also investigate potential costs – expecting the range to be from $150,000 to $250,000. The Executive Committee will finalize an approach following the release of the Governor's final budget decisions in early May 2025.

Closed Session

Ashley Lockhart moved that the Executive Committee of the Board of Directors convene in closed section pursuant to Virginia Code Section 2.2-3711(A)(1) for the discussion and consideration of the assignment, performance, and salary, of specific employees of NCI; and pursuant to 2.2-3711 (A)(8) for consultation with legal counsel regarding the same.

Non-executive board members (Mr. Kevin Laine) as well as staff member (Christina Reed) were requested to stay. Mr. Kane remained present as well.

The motion was seconded by Valerie Crummie Johnson and approved unanimously. Closed session began at 1:00 p.m.

Ashley Lockhart moved to come out of the closed session,

> *"Whereas, the Executive Committee of the Board of Directors of the New College Institute convened in closed session on April 24, 2025, pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and;*
>
> *Whereas, Virginia Code Section 2.2-3712 requires a certification by this Executive Committee of the Board of Directors that such closed meeting was conducted in conformity with Virginia law;*
>
> *NOW, BE IT RESOLVED that the Executive Committee of the Board of Directors hereby certifies that, to the best of each member's knowledge:*
>
> *Only public business matters lawfully exempted from open meeting requirements under Virginia law; and*
>
> *Only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed, or considered in the closed meeting of the Executive Committee of the Board of Directors."*

Olivia Garrett called the roll, noting the approval of the closed meeting certification. The meeting was out of closed session.

Other business

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No other business was discussed.

Adjournment

Valerie Crummie Johnson motion to adjourn. Seconded by Michael Lundsgaard. Motion carried unanimously. The Executive Committee adjourned at 1:19 p.m.

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