

September 8, 2025

Rachel Sheridan
Rector
Board of Visitors
University of Virginia

Dear Ms. Sheridan:

As Rector of the Board of Visitors of the University of Virginia (BOV), you have a legal and fiduciary responsibility for identifying the BOV's appropriate members, keeping them informed of relevant matters, and, along with legal counsel, ensuring that the BOV is complying with the laws of the Commonwealth, the orders of the courts, and the BOV's own bylaws.

We write to make you aware that the BOV as constituted is currently violating the Virginia statute that governs its membership. Importantly, any BOV action taken while non-compliant with Virginia law is arguably invalid.

First, the Board of Visitors as currently constituted does not meet the requirements of VA Stat. § 23.1-2201. The statute states that *[t]he board shall consist of 17 members appointed by the Governor, of whom at least (i) 12 shall be appointed from the Commonwealth at large, (ii) 12 shall be alumni of the University, and (iii) one shall be a physician with administrative and clinical experience in an academic medical center.*

As of August 4, 2025, when the Board appointed Paul Mahoney as the interim president of the University, the Board consisted of 16 members, only 11 of whom were Virginia residents. According to their official BOV profiles, Porter Wilkinson, John Nau, David Okonkwo, Calvert Saunders Moore, and H. Eugene Lockhart are not residents of the Commonwealth of Virginia.

The current BOV falls well short of the statutory membership requirements as well. As of August 28, 2025, the four most recent gubernatorial appointees were rejected by the General Assembly, leaving the BOV with 12 members, short of the 17 required. Only 9 members are residents of the Commonwealth and only 9 members are alumni. According to their official BOV profiles, Paul Harris, Stephen Long, and Paul Manning are not alumni of the University.

Second, and relatedly, it is our understanding that Judge Frieden's July 29, 2025, order in *L. Louise Lucas, et al. v. Charles Stimson, et al.*, requires that disqualified members of the BOV not be permitted to sit on the University's presidential search committee. On August 28, the General Assembly rejected the appointments of James Donovan and John Harris, who are also members of the search committee. By the terms of Judge Frieden's order, Donovan and Harris should, if they have not already, be removed from the search committee.

Virginia law requires that the BOV be properly constituted. The residency and alumni requirements in VA Stat. § 23.1-2201 ensure that Board members will be suitably identified with the University and the Commonwealth and not be outsiders to either. These are not technical deficiencies; they go to the heart of the propriety of board actions undertaken while non-

compliant with Virginia law and they expose all subsequent actions by the Board and University leadership to the charge of being *ultra vires*. That would include any decisions related to the recently initiated presidential search process; it is questionable whether an invalidly constituted Board can authorize the creation of a search committee or enter into a contract with a future president.

Just as important, these deficiencies undermine the legitimacy of the Board's actions in the eyes of the University community and reaffirm in particular that the current presidential search is on uncertain legal footing. Potential candidates for the UVA presidency or any other BOV approved executive office should be rightly concerned that any actions taken by this Board while non-compliant with Virginia law may be invalid, including its hiring decisions. Moreover, it would seem to be *per se* malfeasance for Board members cognizant of the current BOV's illegality to undertake actions that purport to bind the University. Actions undertaken by senior administrators without authorization from a properly constituted BOV would presumably fall into the same category.

We have previously questioned the rush to appoint a new president in light of the lack of confidence in this BOV. (Letter to search committee members dated August 19, 2025) That this BOV as constituted is currently illegal under Virginia law is not reassuring.

We have urged the BOV to act expeditiously to repair the breach of trust between it and the University community. We now ask it to comply with Virginia law or suspend its activities until the BOV's deficiencies are rectified and it is brought into compliance.

Sincerely,

Chris Ford (Engineering '87) & Ann Brown (College '74, Law '77), Co-Chairs
Wahoos4UVA

cc:

Scott Ballenger, Secretary to the BOV
Cliff Iler, General Counsel, UVA
Catherine Lindqvist, Executive Search
John Isaacson, Isaacson, Miller
Members of the Board of Visitors
Members of the Presidential Search Committee
Paul Mahoney, Interim President
Brie Gertler, Acting Provost
Deans of the Schools, UVA
Jeri Seidman, Faculty Senate
Senator Scott Surovell
Senator Creigh Deeds