

Dear Members of the Faculty:

In July, J.J. Davis, Brie Gertler, Porter Wilkinson, and I addressed the Executive Committee of the Faculty Senate and later a special meeting of the full Faculty Senate. In both meetings, we explained that legal counsel for the University had instructed all of us, in the strongest possible terms, that we could say very little about the ongoing negotiations with the Department of Justice and related events. We had also offered to provide a full briefing—including all of the details in this letter—to Faculty Senate Chair Jeri Seidman in the spirit of shared governance, but she asked to know only whatever more limited set of facts could be shared with the entire Faculty Senate. Now that there is an agreement with the Department of Justice that suspends the pending investigations, I have more latitude to share what I know. I hope that doing so will dispel some of the rumors and misinformation that have been circulating, and help the community move forward.

Throughout the U.S. Presidential transition and the early months of 2025, Trump Administration officials made clear their belief that many universities had engaged in widespread defiance of the Supreme Court's 2023 decision in *Students for Fair Admissions v. Harvard*. The Administration also made clear that the government would use every tool at its disposal to force universities to fully comply with their understanding of federal law—including cutting off federal research funding, student financial aid, health care reimbursements, and visas for foreign students.

Partly in an effort to stay ahead of that danger, the Board of Visitors, under Rector Robert Hardie's leadership, unanimously directed the University in March to discontinue any programs that did not comply with *Students for Fair Admissions* and to conduct an institution-wide review to ensure full compliance with federal law. Letters from the Department of Justice accusing the University of noncompliance began to arrive in April and steadily escalated. Those letters made clear that the DOJ believed that they had significant evidence of noncompliance at the University, and that they were very skeptical about President Ryan's willingness to implement changes.

The University's response was coordinated and handled by two partners at the McGuireWoods law firm, Farnaz Farkish Thompson and Jack L. White, who were hired by University Counsel after consultation with President Ryan and approval by the Attorney General's office. All communications with the DOJ were handled by McGuireWoods, which worked on compiling information and preparing response letters based on information provided by the University administration.

In late May, counsel requested that someone in University leadership join them in a meeting with the DOJ to discuss directly a specific investigation into alleged antisemitism at the University. I was asked but declined to do so because I viewed such direct interaction with the DOJ as inappropriate for my role as a member of the Board. Instead, J.J. Davis and Police Chief Tim Longo along with counsel met with the DOJ regarding this particular investigation.

In early June, the DOJ indicated to counsel that it wished to have a meeting to convey its broader views on the University's lack of compliance with civil rights laws directly to UVA leadership rather than just to counsel. Neither Rector Hardie nor President Ryan wanted to attend the meeting, and President Ryan requested that I attend the meeting along with Ms. Wilkinson, in our capacities as Chair and Vice Chair of the Audit, Risk, and Compliance Committee of the Board.

President Ryan encouraged Ms. Wilkinson and me to engage with the Department, indicating that he believed it was critical for the University to gain a clear understanding of the Department's demands and position. Because President Ryan specifically asked if Ms. Wilkinson and I would participate in a conversation with the prosecutors at the Department leading the investigations, we reluctantly agreed.

That meeting occurred on June 3. Counsel for the University led the discussion. Ms. Wilkinson and I were present only to satisfy the Department's request to speak directly with representatives from leadership, to hear the Department's position, and to convey that position to President Ryan, Rector Hardie, and others on the Board. Neither of us had any interactions with the Department beyond what is described in this letter. After the meeting, President Ryan, senior administrators, and the full Board were fully briefed on what had transpired. I also spoke individually with President Ryan at length in advance of the early June Board meetings to discuss the substance of the DOJ meeting.

The DOJ's message was direct and unequivocal: they regarded the University as insufficiently responsive to the federal government's concerns and out of compliance not only with *Students for Fair Admissions* but also more broadly with what the Department believed federal law required. They highlighted that leaders of other peer universities had proactively come to the DOJ to discuss issues in person months before our meeting. They indicated that the DOJ lacked confidence in President Ryan to make the changes that the Trump Administration believed were necessary to ensure compliance. They also made clear that if the University did not chart a different course, the DOJ could and would expand its investigations into additional issues, subject other personnel to scrutiny, and pursue the cutoff of federal funding.

Associate Attorney General for Civil Rights Harmeet Dhillon later said publicly that "I did express to leaders at UVA that we significantly lacked confidence at the Department of Justice, that Jim Ryan, given his public statements and his ongoing public statements, and his participation in groups talking about suing the Trump Administration to avoid having to do exactly what we were requiring them to do. I don't have any confidence that he was going to be willing to preside over the dismantling of DEI."

That was the DOJ's position that I conveyed to President Ryan, his senior leadership team, and the full Board. By that point the Trump Administration had already frozen \$2.2B in research grants to Harvard, announced that it would halt new research grants to Harvard, and begun to explore revoking Harvard's tax-exempt status and its ability to enroll any foreign students. Between that context, the five letters already received from the DOJ, and

the DOJ's statements at the June 3 meeting, the gravity of the situation was apparent to everyone in UVA leadership.

The DOJ sent additional letters on June 16 and 17, 2025. The June 16 letter noted that the DOJ had "received complaints that President Ryan ...[had] been actively engaged in attempts to defy and evade federal anti-discrimination laws." The June 17 letter expressed frustration with what the DOJ described as UVA's defiance of the Administration's directives and implied that the investigation of the University could expand to include other federal agencies. The letter stated: "Time is running short, and the Department's patience is wearing thin. The Department must insist that the University of Virginia, through its Rector and Visitors, take immediate corrective action to bring the entire institution within compliance of governing federal anti-discrimination laws." For the first time, those letters were addressed to me, perhaps based on the mistaken belief that I had become Rector after the announcement of my election on June 6. In fact, Mr. Hardie continued to serve as Rector until June 30. Rector Hardie held the power and responsibility to call Board meetings, set the agenda for those meetings, and update the Board on all the relevant developments through the end of his term on June 30th. As Rector Hardie told the full Board in June: "The Rector runs the board meetings, sets the agendas, and has the authority to manage the meetings accordingly."

Rector Hardie had scheduled a special meeting of the Board on June 18 to continue business that was incomplete in its prior meeting. As a result of disputes around the composition of the Board, however, Rector Hardie cancelled the meeting. The Board did not meet again during Rector Hardie's term, leaving all communications and decisions to his discretion from June 9 through June 30. Aside from calls I had with Rector Hardie, I do not know whether Rector Hardie was communicating with other individual Board members about these events.

As President Ryan later stated in his departure letter, he was planning to leave by the end of the 2025-2026 academic year. The week of June 16, I received a call from fellow Board member Paul Manning, who informed me that he had met with President Ryan and that President Ryan had confidentially indicated that he was contemplating announcing that he would resign the Presidency sooner than he had previously planned. On Friday, June 20, Mr. Manning convened a call with President Ryan and me in which President Ryan indicated that he had accomplished his goals as President and that he was still thinking through the timing and consequences of such an announcement. During that conversation, Mr. Manning and I suggested that a lawyer speak with President Ryan about the terms of his potential separation, as well as the implications of his resignation, both for him and for other members of his leadership team, rather than discussing those matters directly with the two of us. President Ryan was open to having that discussion and spoke to a counsel retained for that purpose on Monday, June 23.

Following the conversation, President Ryan called Mr. Manning to discuss the call and his potential resignation, and asked Mr. Manning to call the DOJ to confirm explicitly what Department officials had previously implied: that they did not trust President Ryan to

faithfully implement any resolution of the pending investigations. Mr. Manning agreed to place that call but asked that counsel for the University and I join him. The call with the Department took place the next day, June 24. DOJ official Gregory Brown reiterated the Department's view. Mr. Manning and I reported the content of that call to President Ryan later that day, and within 24 hours updated Rector Hardie on both the request from President Ryan and the content of the DOJ call.

Throughout this time, Mr. Manning and I told President Ryan multiple times that we would not be supportive of any potential efforts by the Board to remove him. I also understand that President Ryan sought advice from and discussed strategy with several individuals, including Rector Hardie, former Rector Rusty Conner, and Mr. Manning. I understand that this culminated in an in-person meeting with at least Rector Hardie, former Rector Connor, and President Ryan. Late in the afternoon of June 25, Rector Hardie called to tell me about their meeting with President Ryan and that, as a result of that conversation, President Ryan had decided to imminently announce his planned resignation. Later that evening, President Ryan called Mr. Manning and me together and confirmed his intention to announce his resignation that summer effective at the end of the 2025-26 academic year.

Mr. Manning and I made clear that we supported President Ryan's decision to remain as President until the end of 2025-26 academic year. President Ryan requested that Mr. Manning and I inform the DOJ about his plans and ask if it would improve the University's position in the ongoing investigations. In particular, President Ryan requested that we, along with counsel, ask the DOJ if his plan to announce his resignation effective at the end of the 2025-26 academic year would give UVA more "time and not disruption" to respond to DOJ scrutiny. Mr. Manning and I strongly counseled President Ryan against that approach, emphasizing that he would be unnecessarily "calling the question" and that he and the University would have little to no recourse to any negative response by the DOJ. We noted that given that he had arrived at a decision and seemed certain in his choice, it would be much better to announce his resignation on his own terms. President Ryan nonetheless wanted us to brief the DOJ on his plans and pose his question, so we did so.

Counsel for the University scheduled a call with their primary contact at the DOJ, Gregory Brown, as President Ryan requested, for the morning of June 26. The discussion was brief. Counsel posed the question as President Ryan had instructed, and Mr. Brown responded in definitive terms that President Ryan's resignation would not improve the University's posture unless it took effect more immediately. Counsel promptly conveyed the content of the discussion to President Ryan, who indicated that he understood the DOJ's position and appreciated our effort to engage in the discussion per his request. During that videocall together, President Ryan was shaken by the DOJ's response, as was I.

I am unsure whom President Ryan subsequently spoke to or what advice he received from others. After outreach from several of us, President Ryan spoke with each Mr. Manning and me once more later in the day on June 26, and each of discussed with him the pros and cons of his leaving sooner than he planned. As President Ryan explained to the UVA community, he made the decision to resign. He stated in his community

announcement that the Department's animus toward him was imperiling the University, and that if he were to insist on serving for another year as he originally intended, the University and its personnel would suffer.

On the same day, the *New York Times* published an online article entitled "Trump Justice Dept. Pressuring University of Virginia President to Resign." The article cited anonymous sources stating that the DOJ made a demand to UVA officials that President Ryan step down to help resolve the DOJ's investigations of the University. DOJ officials expressed to counsel for the University their anger and surprise at the disclosure. Their strong reaction to that story is among the reasons that counsel subsequently concluded that further public disclosures about discussions with the Department would be very detrimental to the University's interests.

At the end of the day on June 26, President Ryan sent a letter of resignation to Rector Hardie, which read: "I had hoped to make next year my final year, and to announce my planned resignation in late July or early August, effective at the end of the next academic year. I believed stepping down at the end of the next academic year made sense given the completion of our capital campaign and the extraordinary progress we have made in implementing the major initiatives in the strategic plan. It seemed to me an appropriate and natural time for a transition, so that the next President could begin to think about and plan for the next 5-7 years. I also believed, and continue to do so, that this would allow for an orderly transition to the next administration, avoid the disruption that comes from a fairly sudden departure, and would be in keeping with traditional practices of universities, including ours. Given the current circumstances and today's conversations, along with the consent of you and the incoming Rector, I am, with deep sadness, tendering my resignation today, effective no later than August 15, 2025." He then sent a separate message to Mr. Manning and me that thanked us for helping him navigate the situation.

The original communications plan established with Rector Hardie and conveyed in a series of phone calls to the members of the Board was for the resignation to be announced on July 15, so that the University and President Ryan had time to thoughtfully prepare. Early on the morning of June 27, however, the *New York Times* ran another story front-running the planned announcement, which led to President Ryan's need to announce sooner than he and Rector Hardie had anticipated.

On June 27, President Ryan shared the news of his resignation with the community and he further explained that he had made the decision that his departure was in the best interests of the University. Fighting the Department of Justice, he stated:

would not only be quixotic but appear selfish and self-centered to the hundreds of employees who would lose their jobs, the researchers who would lose their funding, and the hundreds of students who could lose financial aid or have their visas withheld. This is especially true because I had decided that next year would be my last, for reasons entirely separate from this

episode – including the fact that we concluded our capital campaign and have implemented nearly all of the major initiatives in our strategic plan.

Contrary to inaccurate narratives that have been circulated, President Ryan’s resignation was not accompanied by any assurance from the government that it would immediately end its scrutiny of the University. On June 27, after President Ryan announced his resignation to the community, counsel to the University exchanged emails with Mr. Brown. Mr. Brown stated that the DOJ would suspend its inquiries into UVA’s compliance with federal anti-discrimination laws, and that it would not open new investigations, suspend the University’s funding, or revoke its eligibility for grants or funding, “while negotiating a final voluntary resolution agreement and as part of a final voluntary resolution agreement.” As far as I am aware, it was always clear that a resolution agreement would have to be negotiated, and that it would be subject to approval by others above Mr. Brown in the Administration. If the DOJ ever offered to give UVA “blanket immunity” or to terminate “all current and possible future DOJ investigations” merely as a result of President Ryan’s resignation, as Senator Deeds recently claimed, that was never communicated to Mr. Manning, Ms. Wilkinson, or me.

The community’s reaction to these events has been influenced by a widespread belief that the University has always been in full compliance with *Students for Fair Admission* and federal civil rights law, and that the DOJ’s investigations therefore must be entirely baseless. In fact, those issues were quite complex. The DOJ’s letters identified a variety of concerns. Since then the University has identified hundreds of policies and websites that have needed changes to ensure that they correctly and clearly conform to the law. The *Students for Fair Admissions* decision two years ago was a very dramatic change in the law as all of us understood it for pretty much 50 years. And making the changes the decision compelled have required institutional diligence, including a methodical and systematic review of the kind commensurate with such a significant change in the law. Those good faith efforts have been central to President Mahoney’s ability to close the files with the DOJ on two of its letters and eventually to conclude the recent agreement to suspend the remaining investigations.

It is false that members of the Board prevented President Ryan from providing documentation to the DOJ that would have fully addressed the DOJ’s concerns. In fact, at the time of his resignation, President Ryan’s team was still gathering certain information responsive to the DOJ’s inquiries. Even once DOJ subsequently reviewed the University’s fulsome responses, it concluded that the information justified closing only two of the investigations—but, pointedly, not the other five. And throughout this period McGuireWoods took the lead on all decisions about the University’s document productions and responses.

To be perfectly clear, again, I had exactly three total interactions with the DOJ (attending one meeting and two brief phone calls), all of them are described in this letter, and all of them were with President Ryan’s knowledge and at his request. I never negotiated with the Department of Justice and was never in charge of communicating with the DOJ. I

have no relationship whatsoever with former Deputy Associate Attorney General for Civil Rights Gregory Brown, Associate Attorney General for Civil Rights Harmeet Dhillon, or anyone else in the Administration involved in these investigations. I had no conversations about these matters with anyone in or associated with the Trump Administration, beyond the three DOJ interactions described in this letter. I am also not aware of any such conversations by anyone else on the Board.

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While it was not up to me, I support the decision that President Ryan made. The situation was terrible and unfair. But the University we all love was in grave peril. It was clear that the Department of Justice had focused on the University and lacked confidence in President Ryan's ability to bring the University into a state of compliance, that their investigations would continue to escalate, and that they were prepared to deploy all of the leverage they had. President Ryan had decided to resign this academic year, and hoped that by advancing those plans, he could prevent what he foresaw would be catastrophic harm to the University and to hundreds or thousands of individual members of our community. That was a selfless and pragmatic decision. The past few months have been deeply painful, but the University has been able to pursue its mission of teaching, learning, and research without even greater disruption. Acting President Davis and now Interim President Mahoney have steered a wise and steady course. And the agreement that Interim President Mahoney reached with the Department of Justice recently keeps the University firmly in control of its own ongoing efforts to verify and demonstrate full compliance with federal law (including as set forth in our own guidance established during Mr. Ryan's tenure) and secures a written commitment that the federal government will not interfere with academic freedom.

I know that many believe that the Board should have refused to accept President Ryan's resignation and essentially dared the Department of Justice to pursue enforcement actions. The outcome of that fight would have been highly uncertain, and no legal process or even victory in court could have protected the University from much of the resulting harm. If it follows appropriate procedures, the DOJ has the power to terminate federal funding and the University would have to sue to get it back. In the interim (even assuming an ultimate victory in court), there would have been tangible damage that would have fallen on countless individual students, faculty, staff, and their families, who are entirely innocent and would have had no say in the profound disruption of their lives and careers.

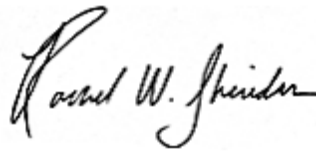
Some have held up Harvard's pursuit of litigation as the model for the University to follow. But litigation has not resolved Harvard's issues; notably, even Harvard is now openly signaling a desire to settle with the Administration. And on a purely practical level it matters enormously that the leadership at the University of Virginia (unlike Harvard) does not control its own lawyers and cannot decide for itself whether, for example, to seek an injunction against federal action that we might think is illegal or unconstitutional. As a matter of Virginia law, the University can only be represented in court by the Office of the Attorney General or a lawyer acting with their consent.

I also want to urge you to consider demands about the University's independence in a realistic spirit. At the federal level we are regulated by numerous agencies, including the Departments of Justice, Education, and Health and Human Services that are charged with the responsibility to enforce federal law and entitled under that law to threaten enforcement actions if they believe we are not complying. It is perfectly legitimate to have serious concerns about *how* those powers are being exercised right now. I share many of those concerns. It is not realistic or helpful to pretend that the University exists in a bubble here in Charlottesville, that we have a guaranteed entitlement to federal funding, or that litigation could fully protect us from a federal administration determined to punish the University for perceived noncompliance with the law.

This has been an extraordinarily turbulent time for many universities, including ours. The Board has sought to navigate these challenges with a single aim: to preserve and protect the interests of the University and to place it in the best position for success over the long term. Our actions reflect a faithful commitment to that guiding principle.

As we work together to advance UVA's mission of providing world-class teaching, research, and clinical care, we call on the Faculty Senate to collaborate with University leadership in uniting our campus and our community. The Board has worked constructively with the past three leaders of the Faculty Senate, who favored responsible engagement and civil dialogue even in the face of serious tension and disagreement. For example, the dialogue led by Mr. Kennedy just last year helped focus the Board on the crisis in the health system, opening the door for positive and necessary change. As we join together to protect our independence, our principles, and our mission, it is more important than ever before that we be able to work together and not at cross purposes. I hope that knowing more of the facts will allow the Faculty Senate to exercise its leadership in a manner that is best for all faculty and the University. The Board looks forward to it.

Sincerely,

A handwritten signature in black ink, reading "Rachel W. Sheridan". The signature is fluid and cursive, with the first name "Rachel" being the most prominent part.

Rachel Sheridan, Rector