

October 27, 2025

**VIA EMAIL & FEDERAL EXPRESS**

Board of Trustees  
Virginia Wesleyan University  
5817 Wesleyan Drive  
Virginia Beach, Virginia 23455  
president@vwu.edu

Dear Board of Trustees:

Our firm represents a group of Virginia Wesleyan University (“VW”) alumni, organized as Saving Virginia Wesleyan, LLC, who are profoundly concerned about the Board’s decision to change the name of VW to “Batten University”, a decision made in February 2025 but not disclosed until August 2025. Our clients’ concerns reflect widespread unrest throughout the VW community created by the recent disclosure of your intent to so seriously alter the identity and values of the institution. We approach our assignment in full recognition of and respect for the service you have rendered to VW and nothing in this letter should be interpreted to diminish these sentiments. Similarly, we ask that you recognize it is only because of the depth of their love and devotion to VW that our clients sought our assistance. At the outset we note that we are initially only seeking a meeting – a request that has been denied multiple times since the decision was announced.

It is also important to note at the outset that we are working with very limited data because VW has refused to share information regarding the reasons behind the name change. Keeping that in mind and as elaborated below, we believe that the Trustees of VW may confront serious issues regarding the duties incumbent upon you, and the process you have followed to reach this point. There are a host of possible adverse consequences should the Board proceed with the name change. Moreover, while somewhat beyond the scope of our assignment, it is obvious that this proposal has unearthed deeply felt emotions and complex philosophical issues that deserve recognition, with adequate time allowed for reflection. In fact, given the multitude of legal, ethical, educational, historical and financial issues faced by the Board and with the decision only recently shared with the larger VW community (again, despite a vote in February), we suggest that the most prudent action is to table the name change while the Board involves all those parties that should have been included initially, such as the alumni, students and faculty.

On behalf of our clients, we respectfully provide you with our initial assessment of the potential obstacles you face should you proceed with the name change, as well as the possible effects and additional complications of such a course of action, subject to the limited data currently available to us.

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## **I. Potential Breaches of Fiduciary Duties and Due Diligence**

Our firm has only recently been retained by VW alumni, yet based on our brief collective investigation to date, there are reasons for the members of the Board of Trustees to have concerns about the manner in which this process has been carried out.

We are not aware – and none has been disclosed – of any due diligence performed by the Board to assess the consequences of the name change prior to the secret vote in February 2025. The Board announced the plan to completely change the name of the University and wholly eliminate any mention of “Virginia Wesleyan” just weeks ago, and failed to include many interested parties - students, faculty and alumni – or truly any other interested party that we are aware of, aside from Mrs. Batten. At least preliminarily, here are some of the problems that hasty actions by the Trustees may create:

1. The Board secretly voted to change the name of the University in February 2025 then purposefully withheld that information during the college acceptance and enrollment period from March through August. The Board allowed children making one of the biggest decisions of their lives – where to attend college – to make that decision without having all information available to them despite the vote have taken place in February 2025. On its face, it appears that the Board strategically withheld this information so as not to negatively impact any deposit and enrollment decisions by prospective students and instead to accept those funds without advising those prospective students that the University would be announcing a massive name change right before the fall semester began. As such, prospective students accepted admission offers from VW in reliance on it being called “Virginia Wesleyan”. Excited new students and their families purchased VW gear and merchandise and celebrated their new future at VW only to learn that would not be the case come 2026. In essence, the Board made a misrepresentation of a material fact (here, in the form of an omission by failing to announce the name change for six (6) months) that at least some prospective students relied on to their detriment. We also have concerns about the unknown impact of this wholesale name change on already admitted students who will now be matriculating and receiving a degree from a University with a completely different name than that to which they were admitted, which will have no name recognition and is devoid of VW’s almost 65 year history.

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2. The Board did not inform alumni and other donors of this radical change nor include them in the decision-making process. Similarly to the above factual scenario, VW solicited and accepted donations during the February to August 2025 time period without disclosing the name change. Many alumni and other donors would not have donated their time, effort and/or financial support to VW if they had known that their beloved school was about to drastically alter its name. Again, it appears that the Board made a misrepresentation of a material fact (here, in the form of an omission by failing to announce the name change for six (6) months) that at least some alumni and other donors relied on to their detriment. In addition, some donors will now incur legal and other expenses required to change their estate planning documents given VW's name change.
3. The Board did not allow **any** participation by faculty, students or alumni (other than those serving on the Board) in the decision to change the name. Given the limited number of people in each of those categories, that is a decision highly detrimental to the University. While figures vary, there appears to only be roughly 10,000 living alumni of VW. As any academic institution of a similar size knows, the alumni network is absolutely critical to the vibrant success of such a small school community. Accordingly, a vote to adopt the name change without any input from the alumni network does not appear prudent or consistent with the fiduciary duties placed in the Board. Further, almost 6000 people have signed a Petition opposing the name change. The Board's secret vote to change the name; its failure to disclose the name change for six months; and the decision to exclude anyone else's involvement in that process was not in the best interests of VW and/or its beneficiaries.
4. The Board has refused to meet with alumni and refused to produce any information or documentation supporting its decision, most specifically the purported "white paper" referenced by Mrs. Batten during her video interview. Such actions only create mistrust, suspicions, and conspiracy theories that do not benefit VW and, therefore, controvert the Board's fiduciary duties. The minimal information that has been supplied does not support the name change. Dr. Miller said it was not required and that Mrs. Batten did not request nor even want it to occur. Mrs. Batten said essentially the same thing and was adamant to point out that it "was not her idea" when the name change was finally disclosed in August 2025. Indeed, no good reason has been provided to change the name, which will cost the University

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hundreds of thousands of dollars to implement. If there are any financial concerns for the University, spending such an exorbitant amount on an unnecessary name change would be a breach of the Board's fiduciary duties. It might be a breach even if there are no financial concerns, given that no reasonable reason has been provided to change the name.

Taken in the aggregate, these actions give good cause to ask whether the Trustees have breached their fiduciary obligations to VW, and to its students, past, present and future, and alumni, and, therefore, whether the Board's decision should be enjoined or invalidated. *See, e.g., Colgate v. Disthene Group, Inc.*, 85 Va. Cir. 286, 292-294 (Cir. Ct. Buckingham County, August 30, 2012). The Virginia Nonstock Corporation Act and the common law govern the standards of conduct applicable to directors and officers of nonstock charitable corporations. Board members of a nonstock corporation owe that corporation the same fiduciary obligations as would board members in any other corporation. These fiduciary obligations include, without limitation duties of care, competence, loyalty, and good faith, as well as the duty to disclose all facts material to corporate transactions. *Dogwood Valley Citizen's Ass'n v. Miller*, 103 Va. Cir. 194, 202 (Cir. Ct. Greene County, October 3, 2019). A fiduciary must act in "utmost good faith," and must not mislead or deceive those whom she represents. *Rowland v. Kable*, 174 Va. 343, 366, 6 S.E.2d 633, 642 (1940). In some instances, a claim for breach of fiduciary duties based on the failure to disclose material information is considered equivalent to a claim of fraud. *Byelick v. Vivadelli*, 79 F.Supp.2d 610, 622, n.7 (E.D.Va. 1999). Based on the information now known, the above points raise reasonable doubts in the minds of VW's constituencies as to whether the Trustees have performed appropriate due diligence and other fiduciary obligations, measured in comparison to the best practices of similar non-stock corporations.

The Trustees also have a duty of loyalty: a "trustee shall administer the trust solely in the interests of the beneficiaries." Va. Code § 64.2-764. While this Code section is not strictly applicable, it embodies a concept that may well apply here. The Trustees have the duty to protect the beneficiaries of VW. Under the present circumstances, the Board's actions – and inactions – could appear to constitute a breach of the duty of loyalty.

At a minimum, the Trustees owe the alumni, faculty, students, and other interested parties the opportunity to work together—not independently—to seek alternatives to this draconian prospect. When Dr. Miller released his 10-year plan after becoming university president in 2015, there was no mention of a wholesale name change to the school. The Board's decision has completely blindsided the rest of the VW community and the school's actions since the

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announcement has caused considerable damage to its relationship with many alumni and others. Surely that was not the intent of the Board. While it was perplexing that the Board did not include any interested party in its decision-making process, it is outright dumbfounding why the Board will not now agree to meet and/or share any information behind such a momentous decision.

## II. Potential Breaches of Bylaws and Formative Documents

Dating back to Virginia Wesleyan College's original Charter and Articles of Incorporation, Section (e) stated:

This Corporation is organized and shall be operated not for profit. It shall have no capital stock and in carrying out the purposes of the Corporation **no part** of its net income or principal **shall inure to the benefit of any private individual**, excepting only those employees or others rendering bona fide services to the Corporation.

(Emphasis added). Article VI, Section 1 of VW's current Amended and Restated Bylaws, states that "The Board of Trustees has the ultimate responsibility for the operation and wellbeing of Virginia Wesleyan University." The "Powers of the Trustees" sections states:

The Board of Trustees of Virginia Wesleyan University shall have and exercise the corporate powers prescribed by law. Its primary function shall be policy-making and responsibility for sound resource management of the University. The Board of Trustees shall further determine the general educational and financial policies and shall have the power to carry out any other functions that are permitted by law, by these Bylaws, or by the Articles of Incorporation.

The "Board of Trustees Code of Conduct" includes that Trustees are to (i) "devote time to learn how the University functions – **its uniqueness**, strengths, and needs"; (ii) "accept the spirit of academic freedom and **shared governance** as fundamental characteristics of University governance"; (iii) "**prepare carefully for**, regularly attend, and actively participate in Board meetings and committee assignments"; (iv) vote and speak according to one's individual conviction, to **challenge the judgment of others** when necessary; ..."; and, finally, (v) "make adjustments always on the basis of what is best for the University as a whole and for the advancement of higher education **rather than to serve special interests.**" (Emphasis added).

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Again, because no information has been provided by VW and there is only little available otherwise, it is not known what drove this decision. However, it appears to largely “inure to the benefit of [a] private individual” and “serve special interests” in contradiction of the above referenced requirements. *Id.*

To the extent this decision was driven by financial desperation, that is a shortcoming of the President and the Board who are charged with ensuring financial sustainability through diversification and not single donor dependency.

### **III. Fundraising Campaigns and VW’s Endowment**

By proceeding with a name change, the Trustees are endangering the very funds needed to implement that change. The Trustees propose to use an undetermined portion of VW’s monies to fund the transformation of VW into “Batten University”, despite no good public reason provided for the name change. The Trustees must consider that the vast majority of the donations comprising VW’s funds were given in the spirit of promoting and financing a school named “Virginia Wesleyan” – unless, of course, there was a mandate by Mrs. Batten that has not been disclosed.

Virginia law is very clear that a donor may enforce the use of his or her gift for the purposes for which it was given. Virginia Code Section 57-57(N) explicitly provides that:

No person shall use or permit the use of the funds raised by a charitable solicitation for any purpose other than the solicited purpose or, **with respect to funds raised by general appeals, the general purposes of the charitable or civic organization on whose behalf the solicitation was made.**

Va. Code § 57-57(N) (emphasis added). Thus, to use donated funds for purposes other than for a school named “Virginia Wesleyan” may very well be construed by the donors as a misuse of funds. If a donor cannot cause the school to honor the original purpose of a gift, the donor may seek to recoup the gift from the school. The doctrine of equitable estoppel may also apply and protects those who reasonably rely to their detriment on the promise of another. *Tuomala v. Regent University*, 252 Va. 368, 477 S.E.2d 501 (1996). VW’s benefactors and students have incurred a financial detriment in reliance upon the promise, express or implied, that their donations and payments would be used to further causes or to obtain an education at a school named “Virginia Wesleyan.” Therefore, VW could be estopped from using those funds for any other purpose.

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#### **IV. Seeking Transparency**

Clearly, the alumni who have retained our firm, and literally thousands more VW alumni and other supporters from around the country, feel strongly that the Trustees may not have fulfilled their duties with respect to this significant change. Most respectfully, VW belongs, if to anyone, to the alumni and students who now and in the past received, and are receiving, the value of a degree from “Virginia Wesleyan” - the institution they love. You hold your trusted position to represent *them* – *not Dr. Miller nor Mrs. Batten*. This is not to say they are not enormously grateful for Mrs. Batten’s and her family’s generosity – they most certainly are but they do not want to relinquish the name of the University as the price tag. We urge you to honor these sentiments as well as the legal obligations we have suggested and ask you to meet with us to allow thoughtful considerations to preserve the treasure belonging to so many who love the school.

The heartfelt expressions of disappointment by VW alumni are set forth here to seek a greater voice in determining the future of their school. Frankly, our clients are baffled by the conflicting statements about the name change, the lack of any documentation supporting same, and the repeated rejection by VW (particularly by Dr. Miller) to meet with them to simply have a conversation. Our clients believe that, in this respect, the Board has lost its direction. As such, we respectfully request an opportunity to meet with the Board and ask that you contact me by November 13, 2025 to schedule such a meeting at a date and location convenient to both sides in the very near future.

We look forward to hearing from you and to hopefully begin the process of mending the fracture that has occurred between the University and the vast majority of its alumni.

Respectfully,



Christine A. Williams