

**RESOLUTION FOR REVISIONS TO THE BY-LAWS OF  
THE BOARD OF VISITORS**

**Whereas**, on April 6, 2003, the Board of Visitors authorized the Rector to appoint an ad hoc committee to evaluate whether the Board's guidelines stipulating the review period for Board Resolutions might be strengthened and to report to the Board no later than August 10, 2003; and

**Whereas**, the Rector thereupon appointed John Lawson, T. Rodman Layman, Jacob Lutz, and Brian Montgomery to serve on the ad hoc committee and named Mr. Layman as the chairman; and

**Whereas**, the ad hoc committee during its review discovered that portions of the By-laws of the Board of Visitors were no longer accurate, and the Rector subsequently broadened the scope of the committee's charge to include proposals to clarify or update the By-laws to conform with statutory changes and prior Board resolutions that had not been incorporated in the document; and

**Whereas**, on June 2, 2003, the chairman of the ad hoc committee presented the committee's report and recommendations for By-laws revisions to the Board of Visitors in order to allow ample time for review prior to action being taken at the August 25, 2003, Board meeting; and

**Whereas**, further recommendations suggested by members of the Board have been incorporated into this proposal;

**Now, therefore, be it resolved** that the Board of Visitors hereby adopts the recommendations of the ad hoc committee as attached, dealing with resolutions, ex officio members, closed sessions, constituent representatives, removal of board members, and conflicts of interest, and directs that these changes be implemented immediately.

**Recommendation:**

That the above resolution adopting changes to the By-laws of the Board of Visitors be approved and implemented immediately.

**Proposed Changes to the By-laws of the Board of Visitors**

**Resolutions (add new section 4A. to Art. I)**

In order to permit mature consideration and to facilitate preparation of agendas and dissemination to all members of the Board, all proposed resolutions of the Board of Visitors shall be presented to the Secretary to the Board at least fifteen (15) days prior to the meeting at which they are proposed to be considered, with mailing to the members and constituent representatives to occur ten (10) or more days prior to the meeting. Any amendments or additions to or deletions from the agenda must be presented to the Board Secretary in sufficient time to enable the changes to be distributed to the Board members and constituent representatives at least three (3) working days prior to the meeting. An emergency may be declared by a two-thirds (2/3) majority of the members present at the meeting to permit consideration of a proposal not adhering to this time requirement. Except in emergency situations, all action items and resolutions should come to the full Board from one of its standing or special committees or from the President of the University.

**Ex officio Member (clarification of Art. 1, Sec. 1)**

The term of the ex officio member of the Board of Visitors begins immediately upon his or her election as President of the Board of the Virginia Department of Agriculture and Consumer Services and continues for the duration of his or her service as president. (Section 23-115, *Code of Virginia*, as amended)

**Closed Sessions (amend Art. 1, Sec. 2)**

Change all occurrences of “executive session” to “closed session” to be consistent with the Freedom of Information Act. Also, amend the following sentences to update the *Code* section as follows: “~~Executive~~ Closed sessions may be held for specific matters. These matters are enumerated in Section 2.2-3711, *Code of Virginia*, as amended.”

**Constituent Representatives (add a new Sec. 2 to Art. I, adjust subsequent section numbers in Art. I accordingly.)**

Representatives are appointed by the Board to the Board from the Undergraduate student body and the Graduate student body as non-voting, advisory representatives, pursuant to statutory authority (section 23-9.2:5, *Code of Virginia*, as amended). The term of appointment is for one year commencing July 1. Such representatives shall be welcomed at all open meetings of the Board and may be appointed to standing or special committees of the Board.

The President of the Faculty Senate shall also be welcomed to sit with the Board in open session and participate in discussion, without authority to vote or make or second motions. Similarly, this representative shall also be welcomed to attend meetings of the Board’s committees in open session and to provide information and advice as deemed appropriate by the chair of that committee.

*[Wording adapted from BOV resolution of January 18, 1988]*

**Related Corporations (replace first paragraph of Art. III, Sec. 1)**

A number of corporations are intricately tied with the university by virtue of affiliation agreements that they have entered into with the university and that comply with the format for affiliation agreements that the Board of Visitors has approved. Each corporation has its own board. The boards of these corporations focus on areas of special interest to the University. A listing of these affiliated corporations and their affiliation agreements shall at all times be kept on file with the Secretary of the Board of Visitors.

**Related Corporations (delete existing Art. III, Sec. 2)**

*Rationale only – Language NOT to be included in By-laws: As the needs of the university evolve, new affiliated corporations may be formed or existing affiliated corporations may cease to exist. Because the Board has approved a format for affiliation agreements, all affiliation agreements are reviewed by the Board in accordance with a specified schedule, and the Board must approve all renewals of affiliation agreements, it is no longer necessary to enumerate the related corporations in the Board’s By-laws document. Further, it would be cumbersome to revise the Board’s By-laws each time there was a change to an affiliated corporation. Therefore, deletion of this Section 2 is proposed.*

**Removal of Board Members (restate Art. VII, Section 2)**

If any Visitor fails to perform the duties of his office for one year without good cause shown to the Board, the Board shall, at the next meeting after the end of such year, cause the fact of such failure to be recorded in the minutes of their proceedings, and certify the same to the Governor, and the office of such Visitor shall thereupon be vacant. (Section 23-120, *Code of Virginia*, as amended)

**Conflict of Interest (restate Art. VII, Section 3)**

Each Board member is subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as necessary. (Section 2.2-3114(B), *Code of Virginia*, as amended)