

**RESOLUTION TO REVISE THE BY-LAWS OF
THE VIRGINIA TECH BOARD OF VISITORS**

WHEREAS, legislation passed by the 2018 Virginia General Assembly and signed into law by Governor Northam (§2.2-3708.2 *Code of Virginia, as amended*) makes significant changes to the Freedom of Information Act with respect to meetings held through electronic means by public bodies, and said changes apply to Virginia Tech's Board of Visitors; and

WHEREAS, the university's accrediting body, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), has instituted a new standard for accreditation requiring that an institution's governing board regularly conduct a self-evaluation of its responsibilities and expectations, effective January 1, 2018; and

WHEREAS, the position of Vice President for Policy and Governance was created in 2017, and the incumbent will serve as Secretary to the Board of Visitors unless the Board votes to elect a separate Secretary;

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia Polytechnic Institute and State University hereby approves the proposed revisions to the "By-laws of the Board of Visitors of Virginia Polytechnic Institute and State University," as stated in the attached addendum, effective immediately.

RECOMMENDATION:

That the proposed revisions to the By-laws of the Virginia Tech Board of Visitors be approved, effective immediately.

August 27, 2018

**ADDENDUM TO THE
RESOLUTION TO REVISE THE BY-LAWS OF
THE VIRGINIA TECH BOARD OF VISITORS**

August 27, 2018

The Board of Visitors Bylaws

Article I

Section 3a. Electronic Meetings

Current:

In accordance with the Freedom of Information Act, the Board may employ audio and/or video technology to conduct meetings of the Board or any of its committees, but only if a quorum is physically present in one location and the physical locations of other Board members who are participating electronically are disclosed in the public notice of the meeting. Any votes taken must be conducted by roll call vote.

Proposed:

In accordance with the Freedom of Information Act, the Board may employ ~~audio and/or video technology~~ **electronic communication means** to conduct meetings of the Board or any of its committees, but only if a quorum is physically present in one location **and the electronic communication means by which members of the public may witness the meeting is disclosed in the public notice of the meeting.** ~~and the physical locations of other Board members who are participating electronically are disclosed in the public notice of the meeting.~~ Any votes taken must be conducted by roll call vote **and recorded by name in the minutes.** Any interruption in the means of electronic communication shall result in a suspension of action at the meeting until repairs are made and public access is restored. Members of the public must be provided a substantially equivalent electronic communication means through which to observe or listen to the meeting.

Additionally, providing that a quorum is physically present in one location, electronic communication means may be employed if on or before the day of a meeting, a Board member notifies the Rector or respective committee chair and Board Secretary that the Board member is unable to attend the meeting due to either (a) a disability or medical condition or (b) a personal matter. The minutes must include the remote location of the Board member and the reason that the Board member was unable to attend; if the reason is a personal matter, the specific nature of the personal matter must be cited in the minutes. If a Board member's request to participate remotely due to a personal matter is disapproved, such disapproval shall be recorded in the minutes with specificity. A Board member may participate remotely due to a personal matter no more than twice in a calendar year.

At least one meeting must be held annually at which no members participate through electronic communication means. (*§2.2-3708.2 Code of Virginia, as amended*)

Article I

Section 4. Officers

Current:

The Board elects annually from among its members a Rector to preside at meetings and a Vice Rector to serve as President pro tempore in the absence of the Rector. By statute (§23.1-1300 *Code of Virginia*, as amended), either the Rector or the Vice Rector must be a Virginia resident. The Board appoints a Secretary to the Board, who shall also serve as a resource on questions of parliamentary procedure. The University legal counsel serves as the counsel to the Board.

The Rector and Vice Rector may serve a maximum of two one-year terms. The terms of the Rector, Vice Rector, and Secretary take effect July 1. The Vice Rector will also serve as the chair of one of the standing committees.

Proposed:

The Board elects annually from among its members a Rector to preside at meetings and a Vice Rector to serve as President pro tempore in the absence of the Rector. By statute (§23.1-1300 *Code of Virginia*, as amended), either the Rector or the Vice Rector must be a Virginia resident. ~~The Board appoints a Secretary to the Board, who shall also serve~~ The Vice President for Policy and Governance serves as Secretary to the Board and as a resource on questions of parliamentary procedure unless the Board votes to elect a separate Secretary ~~as a resource on questions of parliamentary procedure~~. The University legal counsel serves as the counsel to the Board.

The Rector and Vice Rector may serve a maximum of two one-year terms. The terms of the Rector, ~~and Vice Rector,~~ and Vice Rector, ~~and Secretary~~ take effect July 1. The Vice Rector will also serve as the chair of one of the standing committees.

Article I

Section 6f. Governance and Administration Committee

Current:

This committee is responsible for Board engagement, the Board's protocols, by-laws, and annual self-evaluation. This committee is also responsible for oversight of various administrative functions and non-academic areas of the university, including but not limited to human resources, communications and marketing, administrative computing, and athletics.

In addition, this committee is responsible for reviewing new or revised charters of all committees prior to their adoption (refer to Section 6).

Proposed:

This committee is responsible for Board engagement, the Board's protocols, by-laws, and ~~annual~~ ~~periodic~~ self-evaluation. This committee is also responsible for oversight of various administrative functions and non-academic areas of the university, including but not limited to human resources, communications and marketing, administrative computing, and athletics.

In addition, this committee is responsible for reviewing new or revised charters of all committees prior to their adoption (refer to Section 6).

Article VI. Miscellaneous Provisions

Section 6. Board Self-Evaluation (new)

Proposed:

The Board periodically should conduct a formal evaluation of its committee structure, processes, procedures, and performance. Candid feedback should be sought from the Board members themselves, constituent representatives to the Board, the University President, and others as deemed appropriate by the Board, which may include the Board Secretary, Legal Counsel, and/or the administrators who serve as liaisons to the Board's committees. The Governance and Administration Committee is responsible for developing and recommending to the full Board the evaluation procedure to be employed, including whether to retain an external consultant to conduct the evaluation, and for developing a plan to address any issues identified by the evaluation.