

Virginia Tech Board of Visitors Retreat

Agenda

**Sunday, August 27, 2023
9:30 a.m. – 5:00 p.m.**

**W. E. Skelton 4-H Center
775 Hermitage Road
Smith Mountain Lake, Wirtz, Virginia 24184**

- Orientation – Legal and Regulatory Responsibilities of the Board
- Opening Remarks by Rector Baine and President Sands
- Discussion of Generative Artificial Intelligence and Implications for Higher Education and Virginia Tech
- Session I – Top 100 Global Research University
- Session II – The Virginia Tech Advantage (Access, Affordability, and Student Success)




Board Basics

KAY HEIDBREDER
UNIVERSITY LEGAL COUNSEL



VIRGINIA TECH.



Legal Framework for Public Institutions

- Article VII of the Virginia Constitution
- Enabling legislation (Va. Code § 23.1-2600 et seq.)
- Title 23.1 of the Code of Virginia
 - Statutorily assigned powers and duties
 - Coordination by State Council of Higher Education (SCHEV)
- Restructuring Act/ Management Agreement



External Regulation

■ Federal Government

- U.S. DOE laws and regulations (Title IX, Clery, FERPA)
- Financial Aid Participation Agreement
- Grants Administrations (NSF, NEA)

■ Accreditation by SACSCOC



Board Directives

The Board exercises its authority through collective action:

- Majority vote
- Open Session- Freedom of Information Act requirement
- Quorum Present



Freedom of Information Act

Government in the Sunshine



Board Meetings

FOIA Requirements:

- All meetings open to the public
- 3 members discussing institutional business constitutes a meeting
- Do not hit reply all on emails
- 3 day public notice must be provided
- Minutes must be taken
- Closed sessions allowed under very limited circumstances
- Public streaming of official meeting of full board



Board Records

- Default is that all records created by Board members in the transaction of public business are accessible under FOIA.
- Application of exemptions determined at the institutional level
 - Virginia Tech has a statutorily required FOIA officer
- Members are not required to create records, but once created, records must be maintained according to the Public Records Act
- Caution smartphone, texts, meeting notes, etc. are board records



Conflict of Interests Act

- Prevent accrual of personal financial interest of \$ 5,000 or more
 - Members are prohibited from contracting with Virginia Tech
- Avoid appearance of impropriety
- Opportunity for opinion from Ethics Advisory Council or Attorney General



Conflict of Interests Act

Compliance Requirements

- Training to be completed within 2 months of assuming office and every 2 years thereafter
- Filing of disclosure forms upon assuming office and every February 1 thereafter



Relationship with the Virginia Tech Foundation

- VTF is an independent 501C Foundation
- Mission of VTF is to support the University, but no University control
- VTF is governed by an independent Board of Directors
- While Virginia Tech has ex officio members on the Board of Directors, no other Virginia Tech control
- *Transparent GMU v. George Mason University*
Virginia Supreme Court upheld the ability of George Mason University to operate outside the bounds of FOIA



Attorney-Client Relationship

- The primary role is to advise the Board and University President on legal issues and the management of legal risk
- Reports provided under privilege in conjunction with regular meetings