

CHAPTER 577

An Act to amend and reenact § 23-9.14:1 of the Code of Virginia; to amend the Code of Virginia by adding sections numbered 23-2.01 through 23-2.05; and to repeal § 23-38.95 of the Code of Virginia, relating to board of visitors governance.

[H 1952]

Approved March 20, 2013

Be it enacted by the General Assembly of Virginia:

1. That § 23-9.14:1 of the Code of Virginia is amended and reenacted and that the Code of Virginia is amended by adding sections numbered 23-2.01 through 23-2.05 as follows:

§ 23-2.01. Boards of visitors; public access to information.

Notwithstanding § 2.2-4342 and the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), the board of visitors of each public institution of higher education and the State Board for Community Colleges may conduct closed meetings pursuant to §§ 2.2-3711 and 2.2-3712 and may conduct business as a "state public body" for purposes of subsection B of § 2.2-3708.

§ 23-2.02. Boards of visitors; bylaws.

The board of visitors of each public institution of higher education and the State Board for Community Colleges shall adopt bylaws for its own governance. This document shall be posted conspicuously on the board's website and shall include provisions that:

1. Establish the requirement of transparency, to the extent required by law, in all board actions;
2. Describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), as set forth in § 23-2:1, including the requirements that:
 - a. The board shall record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection I of § 2.2-3707 and § 2.2-3707.1;
 - b. Discussions and actions on any topic not specifically exempted by § 2.2-3711 shall be held in an open meeting;
 - c. The board shall give public notice of all meetings, in accordance with subsection C of § 2.2-3707; and
 - d. Any official action taken in a closed meeting shall be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § 2.2-3711; and
3. Require that the board notify and invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.

§ 23-2.03. Boards of visitors; annual meeting with the president of the institution.

A. In addition to all meetings prescribed in Chapters 5 (§ 23-39 et seq.) through 16 (§ 23-214 et seq.), the board of visitors of each public institution of higher education and the State Board for Community Colleges shall meet with the president of that institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711, and deliver an evaluation of the president's performance.

B. Any change to the president's employment contract during any such meeting or any other meeting of the board shall be made only by a vote of the majority of the board's members.

§ 23-2.04. Boards of visitors; executive committee.

The executive committee of the board of visitors of each public institution of higher education and the State Board for Community Colleges shall (i) organize the working processes of the board and (ii) recommend best practices for board governance.

The committee shall:

1. Develop and recommend to the board a statement of governance setting out the board's role;
2. Periodically review the board's bylaws and recommend amendments;
3. Provide advice to the board on committee structure, appointments, and meetings;
4. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.);
5. Create, monitor, oversee, and review compliance with a code of ethics for visitors; and
6. Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.

§ 23-2.05. Boards of Visitors; annual executive summaries.

The board of visitors of each public institution of higher education and the State Board for Community Colleges shall submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and

shall be posted on the General Assembly's website.

§ 23-9.14:1. Educational programs for governing boards.

A. From such funds as are appropriated for such purpose, the Council shall develop, in consultation with public institutions of higher education and members of their governing boards, *and annually deliver* educational programs for the governing boards of such institutions. New members of such governing boards ~~may~~ *shall* participate, *at least once during their first two years of membership*, in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education. In developing such programs, the Council may consider similar educational programs for institutional governing boards in other states.

B. *Educational programs for the governing boards of public institutions of higher education shall include presentations related to:*

1. *Governing board committee structure and function;*
2. *The duties of the executive committee set forth in § 23-2.04;*
3. *Professional accounting and reporting standards;*
4. *Methods for meeting the statutory, regulatory, and fiduciary obligations of the board;*
5. *The requirements of the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), developed and delivered in conjunction with the Freedom of Information Advisory Council;*
6. *Institutional ethics and conflicts of interest;*
7. *Creating and implementing institution-wide rules and regulations;*
8. *Business operations, administration, budgeting, financing, financial reporting, and financial reserves, including a segment on endowment management;*
9. *Fixing student tuition and fees;*
10. *Overseeing planning, construction, maintenance, expansion, and renovation projects that impact the University's consolidated infrastructure, physical facilities, and natural environment, including its lands, improvements, and capital equipment;*
11. *Workforce planning, strategy, and investment;*
12. *Institutional advancement, including philanthropic giving, fundraising initiatives, alumni programming, communications and media, government and public relations, and community affairs;*
13. *Student welfare issues, including academic studies; curriculum; residence life; student governance and activities; and the general physical and psychological well-being of undergraduate and graduate students;*
14. *Current national and state issues in higher education;*
15. *Future national and state issues in higher education;*
16. *Relations between the board of visitors and the president of the institution, including perspectives from presidents of public institutions of higher education in the Commonwealth;*
17. *Best practices for board governance, including perspectives from current board members; and*
18. *Any other topics that the Council, public institutions of higher education, and members of their governing boards deem necessary or appropriate.*

C. *The Council shall submit to the General Assembly and the Governor an annual executive summary of the interim activity and work of the Council pursuant to this section no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and shall be posted on the General Assembly's website.*

2. That § 23-38.95 of the Code of Virginia is repealed.

3. That the provisions of this act shall not become effective unless an appropriation effectuating the purposes of this act is included in a general appropriation act passed during the 2013 Regular Session of the General Assembly that becomes law.