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**HOUSE BILL NO. 1952**

Offered January 9, 2013

Prefiled January 9, 2013

A *BILL to amend and reenact § 23-9.14:1 of the Code of Virginia and 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.*

Patrons—Landes and Kory; Senator: Deeds

Referred to Committee on Education

**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:**

**§ 23-9.14:1. 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.*

**§ 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*

59 Colleges may conduct closed meetings pursuant to § 2.2-3711 and may conduct business as a "state  
60 public body" for purposes of subsection B of § 2.2-3708.

61 **§ 23-2.02. Boards of visitors; bylaws.**

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

65 1. Establish the requirement of transparency, to the extent required by law, in all board actions;

66 2. Describe the board's obligations under the Freedom Information Act (§ 2.2-3700 et seq.), as set  
67 forth in § 23-2:1, including the requirements that:

68 a. The board shall record minutes of each open meeting and post the minutes on the board's website,  
69 in accordance with subsection I of § 2.2-3707 and § 2.2-3707.1;

70 b. Discussions and actions on any topic not specifically exempted by § 2.2-3711 shall be held in an  
71 open meeting;

72 c. The board shall give public notice of all meetings, in accordance with subsection C of § 2.2-3707;  
73 and

74 d. Any official action taken in a closed meeting shall be approved in an open meeting before it can  
75 have any force or effect, in accordance with subsection B of § 2.2-3711; and

76 3. Require a representative from the institution's legal department to be present at all open meetings  
77 of the board.

78 **§ 23-2.03. Boards of visitors; annual meeting with the president of the institution.**

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

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

86 **§ 23-2.04. Boards of visitors; executive committee.**

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

90 The committee shall:

91 1. Develop and recommend to the board a statement of governance setting out the board's role;

92 2. Periodically review the board's bylaws and recommend amendments;

93 3. Provide advice to the board on committee structure, appointments, and meetings;

94 4. Develop an orientation and continuing education process for visitors that includes training on the  
95 Virginia Freedom of Information Act (§ 2.2-3700 et seq.);

96 5. Create, monitor, oversee, and review compliance with a code of ethics for visitors; and

97 6. Develop a set of qualifications and competencies for membership on the board for approval by the  
98 board and recommendation to the Governor.

99 **§ 23-2.05. Boards of Visitors; annual executive summaries.**

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

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