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HOUSE BILL NO. 1952

House Amendments in [] — January 23, 2013

A BILL 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.

Patron Prior to Engrossment—Delegate Landes

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 Colleges may conduct closed meetings pursuant to §§ 2.2-3711 [and 2.2-3712] and may conduct

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59 business as a "state public body" for purposes of subsection B of § 2.2-3708.

60 **§ 23-2.02. Boards of visitors; bylaws.**

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

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

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

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

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

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

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

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

77 **§ 23-2.03. Boards of visitors; annual meeting with the president of the institution.**

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

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

85 **§ 23-2.04. Boards of visitors; executive committee.**

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

89 The committee shall:

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

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

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

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

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

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

98 **§ 23-2.05. Boards of Visitors; annual executive summaries.**

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

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