

**UNIVERSITY OF VIRGINIA
BOARD OF VISITORS
MEETING OF THE
EXECUTIVE COMMITTEE
SEPTEMBER 11, 2014**

EXECUTIVE COMMITTEE

Thursday, September 11, 2014
4:45 - 5:15 p.m.
Byrd Room, Harrison Institute

Committee Members:

George Keith Martin, Chair
William H. Goodwin Jr., Vice Chair
L.D. Britt, M.D.
Allison Cryor DiNardo
Kevin J. Fay
Victoria D. Harker
Stephen P. Long, M.D.

AGENDA

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UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: September 11, 2014

COMMITTEE: Executive

AGENDA ITEM: Board Manual Revisions

BACKGROUND: According to the *Manual of the Board of Visitors of the University of Virginia* (the Manual), the Executive Committee must review any proposed amendment to the Manual and submit the committee members' views on the amendment to the Board prior to a vote by the Board.

DISCUSSION: The proposed resolution and a redlined version of the amended Manual is attached.

ACTION REQUIRED: Review by the Executive Committee and approval by the Board of Visitors

ATTACHMENT

**RED-LINED VERSION OF BOV MANUAL
SEPTEMBER 11, 2014**

AMENDMENTS TO THE MANUAL OF THE BOARD OF VISITORS

RESOLVED, in accordance with the provisions of Section 5.9 of the *Manual of the Board of Visitors of the University of Virginia* (the Manual) and the Code of Virginia Section 23-75, and upon recommendation of the Executive Committee, Sections 3.1, 3.2, 3.28, 4.11, and 4.12 of the *Manual of the Board of Visitors of the University of Virginia* are amended, and Section 3.29 is added, as follows:

SECTION 3.1 THE EXECUTIVE COMMITTEE —At each Annual Meeting the Board shall elect from among its membership an Executive Committee composed of ~~six~~seven members. These ~~six~~seven members shall consist of the Rector, who shall serve as chair, the Vice Rector, who shall serve as vice chair, and ~~four~~five Visitors to be elected by the Board. Nominations for these ~~four~~five positions on the Executive Committee may be made by any Visitor, and if there are more than ~~four~~five nominations, a vote shall be taken, and the results shall be announced jointly by the Rector and the Secretary. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the Board and by vote if there is more than one nomination.

The Executive Committee shall meet upon the call of the Rector. It shall consider all matters referred to it by the Rector, the Vice Rector, or the President and shall, in the interim between meetings of the Board, be vested with the powers and authority of the full Board and shall take such action on all matters that may be referred to it as in its judgment is required. All such actions taken by the Executive Committee in the interim between meetings of the Board shall require a two-thirds vote of the whole number of committee members, and their actions shall be reported to the Board at the next regular meeting and shall, if confirmation is required, be confirmed and approved by the Board at that time.

In addition to the above, the Executive Committee shall organize the working processes of the Board and recommend best practices for governance to the Board. More specifically, the Executive 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;
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.

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SECTION 3.2 STANDING COMMITTEES -The standing committees of the Board of Visitors shall consist of the Finance Committee, Buildings and Grounds Committee, Student Affairs and Athletics Committee, Educational Policy Committee, Advancement and Communications Committee, Audit and Compliance Committee, Committee on The University of Virginia's College at Wise, and the Medical Center Operating Board, and the Committee on Diversity and Inclusion. The number to be appointed to each standing committee shall be determined by the Rector at the time of appointment. However, no committee shall consist of fewer than three members.

The standing committees shall be appointed by the Rector at the Annual Meeting of each year, and at the time of appointment the Rector shall designate the chair of each committee. A vacancy on any committee shall be filled by the Rector for the unexpired term, and the Rector shall have the power to change the membership of any standing committee at any time. Each standing committee shall meet at the call of the chair, the Rector, the Vice Rector, or the President and shall consider such matters as may be referred to it by these officers or by members of the committee.

The Secretary shall prepare a docket for each committee meeting and shall attend the meeting.

In addition to the duties of the standing committees as listed below, each committee shall consider such other matters as may be referred to it by the Board, the Rector, the Vice Rector, the President, or the chair and shall make its report and recommendations as required to the Board, to the President, and, upon the request of the Rector, to the Executive Committee. No standing committee has power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. In such cases, a report of final action by any committee shall be made at the

next regular meeting of the Board and, if confirmation is required, shall be confirmed and approved by the Board at that time.

On motion of any member, any grant to a committee of power or authority to commit the Board shall be reviewed by the Board, at which time it may be modified or rescinded by majority vote of the members present without complying with the requirements for amending this *Manual*.

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SECTION 3.28 THE MEDICAL CENTER OPERATING BOARD— The Medical Center Operating Board shall be the governing board of the Medical Center and the Transitional Care Hospital for Joint Commission on Accreditation of Hospital Organization purposes, responsible to oversee and direct the operations of the Medical Center and the Transitional Care Hospital as delegated by the Board of Visitors.

The Rector shall serve as a voting member, and he shall appoint ~~four~~ five other members of the Board of Visitors, including the chair, to serve as voting members of the Medical Center Operating Board; one of these members shall be the chair of the Finance Committee and one of these members shall be a physician with administrative and clinical experience in an academic medical center. The Board of Visitors may appoint no more than six public non-voting members of the Medical Center Operating Board to serve for initial terms not to exceed four years. The President of the University, the Executive Vice President and Provost of the University, the Executive Vice President and Chief Operating Officer of the University, the Executive Vice President for Health Affairs, ~~the Vice President and~~ Chief Executive Officer of the Medical Center, the Dean of the School of Medicine, the Dean of the School of Nursing, and the President of the Clinical Staff of the Medical Center shall serve as non-voting advisory members.

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SECTION 3.29 COMMITTEE ON DIVERSITY AND INCLUSION—The Committee on Diversity and Inclusion shall encourage and support an atmosphere at the University that ensures that diverse members of the University of Virginia and Charlottesville communities are treated equally and fairly. The accomplishment of this

mission is essential to creating an educational experience for students to prepare them for productive and responsible citizenship in the world beyond the University Community. The Committee defines diversity to include race and ethnicity, age, gender, disability status, sexual orientation, religious and national origin, socio-economic status, and other aspects of individual experience and identity.

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SECTION 4.11 TERMS OF OFFICE, ~~AND~~ ELECTION, AND REMOVAL - The Rector and Vice Rector shall serve terms of two years, commencing 1 July of the first year and ending 30 June of the last year. At the conclusion of the Rector's term of office, the Vice Rector shall succeed the Rector and serve for two years in that office.

At its regular meeting closest to 30 June every two years, the Board shall elect a Vice Rector from among its members to succeed the Rector, as hereinabove provided. At the election meeting, the election shall be by majority vote of the members present following nominations, and the Secretary shall serve as the presiding officer until an election is accomplished unless the Board decides to appoint another presiding officer. The Secretary shall count the votes and announce the election of the Vice Rector.

The Rector may be removed by a vote of two-thirds of the whole number of Visitors at a regular meeting, or special meeting called for this purpose.

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SECTION 4.12 POWERS AND DUTIES -The Rector shall be the presiding officer of the Board of Visitors at all of its meetings; in the Rector's absence, the Vice Rector shall serve in that capacity. The Rector shall have the power, unless otherwise directed by the Board, to fix the order of business, appoint all standing and special committees (except the Executive Committee), and require the proper preservation of a record of the Board's proceedings by the Secretary. Without diminishing the right of individual Visitors to publicly express their personal views, the Rector, unless otherwise determined by the Board or the Rector, shall act as spokesman for the Board of Visitors. The Rector and Vice Rector shall perform such additional duties as may be imposed on their offices by statute or by the direction of the Board. The Rector may delegate

specified duties to the Vice Rector.

Whenever the office of the President becomes vacant or a vacancy is impending, the Rector shall appoint a Special Committee on the Nomination of a President from among the membership of the Board to seek and recommend to the Board a person to fill the vacancy.

This special committee shall be under the chairmanship of the Rector, and the committee shall consist of no fewer than five members.