EXECUTIVE COMMITTEE

Thursday, June 11, 2015
5:15 - 5:45 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

• BOARD MANUAL REVISION 1
BACKGROUND: In the 2015 session, the Virginia General Assembly approved new provisions applicable to all boards of visitors of four-year public institutions on removal of members of the governing boards (HB 1791—codified as Va. Code § 23-2.06). This new law will become effective on July 1, 2015 and repeals, inter alia, § 23-73, the provision on removal specific to the University of Virginia. HB 1791 requires boards of visitors to add to their bylaws policies on removal of members pursuant to the procedure prescribed in the statute.

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

DISCUSSION: The new § 23-2.06 of the Code of Virginia requires that the prescribed procedure for removal of members of boards of visitors be included in the bylaws of all boards of four-year public institutions. The procedure states that if any member of a governing board fails to attend meetings of the board for one year without sufficient cause, as determined by a majority of the board, or fails to attend the educational programs required by § 23-9.14:1 in the first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall record such failure in the minutes at its next meeting and notify the Governor, and the office of such member shall be vacated. In addition, the law requires board bylaws to contain a reference to the Governor's power to remove members, described in § 2.2-108.

Code of Virginia § 23-2.06 also states that no person who has served two consecutive four-year terms on the board of visitors shall be eligible to serve on the same board until at least four years have passed since the end of his second consecutive four-year term.
MANUAL REVISION TO ADD SECTION ON REMOVAL OF MEMBERS OF THE BOARD OF VISITORS

WHEREAS, in the 2015 session, the General Assembly enacted a law, § 23-2.06 of the Code of Virginia, applicable to all boards of visitors of four-year public institutions, requiring the boards to adopt policies in their bylaws on removal of members of the governing boards in accordance with the requirements of the law; and

WHEREAS, the law also requires that board bylaws include a reference to the power of the Governor to remove members of the governing boards;

RESOLVED, the Manual of the Board of Visitors of the University of Virginia is amended to add a new Section 2.23 on Removal, as follows:

SECTION 2.23 REMOVAL - If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs required by Virginia Code § 23-9.14:1 in his first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members of the Board shall record such failure in the minutes at its next meeting and notify the Governor, and the office of such member shall be vacated.

Notwithstanding any provision of law to the contrary, the Governor has the authority to remove Visitors pursuant to the provisions of § 2.2-108 of the Code of Virginia.

RESOLVED FURTHER, the addition of Section 2.23 to the Manual is effective July 1, 2015.