MEETING OF THE FULL BOARD

Wednesday, March 25, 2015
10:00 - 10:45 a.m.
Auditorium of the Albert & Shirley Small Special Collections Library, Harrison Institute

OPEN SESSION

A. Pledge of Allegiance (Mr. Genovese)

B. Approval of the Full Board Minutes for November 13-14, 2014, November 25, 2014, and December 19, 2014 Meeting of the Board of Visitors (The Rector)

C. Resolution for Addition(s) to the Agenda (The Rector)

D. Approval of Bylaw Changes for the Sorensen Institute for Political Leadership (see Attachment A for Bylaws)

E. Appointment of Ann Compton to the Miller Center Governing Council (see Attachment B for Compton Biography)

F. Comments by the Rector, including report on Executive Committee actions on February 19, 2015

G. Comments by the Student Member (Ms. Gould)

H. Comments by the Faculty Senate Chair (Mr. Garofalo)

I. Report by the President
APPROVAL OF ADDITIONAL AGENDA ITEMS

RESOLVED, the Board of Visitors approves the consideration of addenda to the published Agenda.

SORENSON INSTITUTE FOR POLITICAL LEADERSHIP BYLAWS REVISIONS

WHEREAS, the bylaws of the Sorenson Institute for Political Leadership specify that the Board of Visitors must ratify any amendments to the Institute’s bylaws; and

WHEREAS, After 11 years without making any change to its bylaws, the Sorensen Institute for Political Leadership State Advisory Board amended the bylaws to clarify the status of several ex-officio members of its Board of Directors, to allow staggered terms on the Board, to recognize co-founders Leigh Middleditch and Michael Bills as life-long ex-officio members, and to facilitate the use of telephonic or video meetings of the Board;

RESOLVED, the amendments to the bylaws of the Sorenson Institute for Political Leadership, adopted by the State Advisory Board on November 19, 2014, are approved.

APPOINTMENT OF ANN COMPTION TO THE WHITE BURKETT MILLER CENTER OF PUBLIC AFFAIRS GOVERNING COUNCIL

WHEREAS, Article VI, Section 4 of the bylaws of the White Burkett Miller Center of Public Affairs (the Miller Center) states, “Members of the Council are to be elected by the Board of Visitors of the University with due regard to geographical representation and national prominence on nomination of Council for staggered terms, provided that a majority of Council be not officially connected with the University”; and

WHEREAS, the Governing Council of the Miller Center has nominated Ann Compton, a former news reporter and a distinguished and highly respected 40-year veteran of the White House press corps, for election to the Governing Council;

RESOLVED, the election of Ann Compton to the White Burkett Miller Center of Public Affairs Governing Council is approved.
BYLAWS OF
THE THOMAS C. SORENSEN INSTITUTE FOR POLITICAL LEADERSHIP AT
THE UNIVERSITY OF VIRGINIA

ARTICLE I
The name of this organization shall be the Thomas C. Sorensen Institute for Political Leadership at the University of Virginia. All of the powers and responsibilities set forth herein shall be subject to the Institute’s relationship with the University of Virginia.

ARTICLE II
Mission
The Thomas C. Sorensen Institute for Political Leadership seeks to improve political leadership in Virginia, thereby strengthening the quality of governance at all levels of government.

Goals
The Institute prepares the Commonwealth’s emerging leaders for public service as candidates for office, government officials and citizen activists in the affairs of their communities, the Commonwealth of Virginia, and the nation. This is accomplished through educational programs designed around ethics, public policy, and practical politics.

Principles
The Institute is nondiscriminatory and nonpartisan.

The Institute:

- does not participate in any manner in political campaigns and does not take positions for or against issues, causes or proposals;
- does not endorse, support or oppose any candidate for office;
- does not review, express an opinion, or take a position with respect to the propriety of campaign literature or campaign material, and the use of the Sorensen name in campaign literature or material does not imply that the candidate, the literature, or the material has been endorsed, approved, or disapproved by the Institute; and does not mediate disputes between or among candidates or political parties.
ARTICLE III
Board of Directors

Section 1. The Board of Directors shall be the governing body of the Thomas C. Sorensen Institute for Political Leadership at the University of Virginia. The Board of Directors serves in an advisory capacity to the University of Virginia and shall comply with the agreement signed on September 13, 1996 by the University of Virginia, the Virginia Institute for Political Leadership and Thomas C. Sorensen.

ARTICLE IV
Board Membership

Section 1. The membership of the Board of Directors shall be no more than 30 members, exclusive of ex-officio members listed in Section 7.

Section 2. Members of the Board, other than the executive committee members described in Section 5 below, shall be elected for three-year terms, with one third of the board elected each year on or before the spring meeting each calendar year. Each board member may serve two consecutive terms. At the end of two consecutive terms, board members are eligible for board membership again after one year off the board. The Chairman1 and Vice Chairmen may serve an additional one-year term at the end of their tenure as. To establish staggered terms, the Chairman and Vice Chairmen shall assign one-, two- or three-year terms to current board members, each of whom may serve a second term at the end of this term.

Section 3. Any member desiring to resign from the Board shall submit his or her resignation in writing to the Chairman of the Board of Directors. Any vacancies caused by the resignation of a Board member shall be filled at the next meeting of the Board. Members appointed at the fall meeting shall serve in an interim position until the spring meeting of the following year, where they shall be eligible for a full three-year term, and have the possibility of reelection upon completion of that term.

Section 4. The Chairman shall appoint a Nominating Committee of three members of the board to nominate new members and officers of the Board. The Committee shall make its report prior to the annual meeting.

Section 5. The Institute shall have an Executive Committee of no more than ten Board members. The Executive Committee shall include the board’s officers: Chairman, the Vice Chairmen, Treasurer and immediate past Chairman and, as per the 1996 agreement between Thomas C. Sorensen and The University of Virginia, the Executive Committee shall include the Thomas C. Sorensen Professor of Political and Social Thought at the University of Virginia; a descendant of Thomas C. Sorensen, and the Provost of the University of Virginia or a provost’s designee. The descendant of Thomas C. Sorensen

1 Use of the terms Chairman and Chairmen in this document are intended to be gender-neutral and indicate Chairman/Chairwoman and Chairmen/Chairwomen in all cases.
shall select his or her successor, and each successor shall do likewise. If such successor has not been selected in the letter of resignation, the Board shall designate a successor from among the descendants of Thomas C. Sorensen.

Section 6. Any member of the Board of Directors may be removed for cause by the affirmative vote of two-thirds of all of the remaining members of the Board. The question of whether a Board member is to be removed for cause shall be considered at either a special or a regular meeting of the Board, at which the Board member whose removal is being considered shall be given an opportunity to appear, produce evidence, and be heard. Written notice, which shall include a general description of the issue or issues to be considered, shall be given to each member of the Board at least thirty days in advance of the meeting at which the removal of a Board member is to be considered. The notice, which may be sent by U.S. Mail, by electronic mail, or by any other reputable and reliable mail delivery service, shall be sent to each member of the Board at his or her last known address.

Section 7: All living and past Chairmen, as well as the co-founders of the Institute, Leigh B. Middleditch and Michael D. Bills, shall be life-long ex-officio members of the Board when they are not on the Board in a voting capacity. Further, the Thomas C. Sorensen Professor of Political and Social Thought at the University of Virginia; a descendant of Thomas C. Sorensen, the Provost of the University of Virginia or a provost’s designee, the Executive Director of the Institute and the director of the Weldon Cooper Center for Public Service shall be ex-officio members.

ARTICLE V
Officers

Section 1. The officers of the Board shall be a Chairman, one or more Vice Chairmen, the immediate past Chairman, and a Treasurer. The officers shall be elected annually by the Board of Directors. The Executive Director, an ex-officio board member, will act as secretary, recording and maintaining the minutes and bylaws. The Board can appoint other officers, as it deems appropriate.

Section 2. The Chairman of the Board of Directors shall call and preside at all meetings of the Board of Directors and Executive Committee. The Chairman shall appoint committees, and may serve as a member of all committees. The Chairman shall have such other authority and perform such other duties as the Directors shall designate.

Section 3. A Vice Chairman of the Board of Directors shall preside at all meetings of the Board in the absence of the Chairman of the Board of Directors and he or she shall assist the Chairman in carrying out his or her duties. The Vice Chairmen shall have such other authority and perform such other duties, as the Directors shall designate.

Section 4. The officers shall be elected at the Annual Meeting to serve for one year, their term of office to begin at the close of the Annual Meeting at which they are elected, and may be re-elected for five consecutive years.
Section 5. The Board shall recommend the appointment of an Executive Director to the Provost of the University of Virginia; selection of an Executive Director shall be confirmed by the President of the University of Virginia, the Rector and the University of Virginia Board of Visitors.

Section 6. Subject to the direction of the Board of Directors and Provost, the Executive Director shall supervise and control all of the business and affairs of the Institute. He or she shall sign contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Institute, or shall be required by law to be otherwise signed or executed. He or she shall perform all duties incident to the office of the Executive Director to accomplish the goals of the organization.

ARTICLE VI
Advisory Boards and Advisory Council

Section 1. The Institute may have Regional Advisory Boards of no more than 13 members each. The Regional Boards shall coincide with the regions of the state as defined by the Board of Directors. Members of the Regional Advisory Boards shall each elect their own Chairman.

Section 2. An Advisory Council, if any is appointed, shall consist of the Chairmen of the Regional Advisory Boards of the Institute. The advisory council shall serve as a liaison between the regional boards and the statewide board. Members of the Advisory Council shall elect their own Chairman.

ARTICLE VII
Meetings

Section 1. Meetings of the Board shall be held at the call of the Chairman twice a year or, as necessary, for pressing issues. The first meeting in each calendar year will be considered the annual meeting.

Section 2. Notice of all meetings of the Board of Directors or Committees of the Board shall be given on 30 days written notice (which includes e-mail) to the last known address for each person receiving such notice. A simple majority of the Board shall constitute a quorum. The vote of a simple majority of those present shall conduct the business of the Institute.

Section 3. Telephonic or video meetings of Board of Directors may be held as long as proper and timely public notification of the meeting has been given and there is a quorum. Arrangements for telephonic or video meetings must be coordinated with the Secretary and shall comply with the requirements of the Virginia Freedom of Information Act.
ARTICLE VIII
Parliamentary Authority

Section 1. The rules contained in the current edition of Robert’s Rules of Order shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rule of order the Board may adopt.

ARTICLE IX
Indemnification

Section 1. The Directors and Officers of the Institute shall be entitled to indemnification to the full extent as provided by the laws of the State of Virginia.

ARTICLE XI
Fiscal Year

Section 1. The fiscal year of the Institute shall be July 1 through June 30.

ARTICLE XII
Amendments Of Bylaws

Section 1. These Bylaws can be amended by a two-thirds majority vote of the Board members present at a duly called meeting with a quorum of members. Proposed bylaw changes must be mailed or e-mailed to all board members 30 days prior to the meeting in which the bylaw changes will be considered. Any such amendments to the bylaws shall be signed by the Chairman. Any such amendments shall be subject to the agreement signed by the University of Virginia, the Institute and Thomas C. Sorensen on September 13, 1996. Changes to the Bylaws are subject to the approval of the University of Virginia.
ADOPTED AND SIGNED

Adopted by the Board of Directors of the Thomas C. Sorensen Institute of Political Leadership on May 21, 2003.

_______________________________
William H. Wood       Date
Executive Director and
Secretary to the Board

_______________________________
John H. Hager            Date
Chairman of the Board of Directors

AMENDED

As amended by the Board of Directors of the Thomas C. Sorensen Institute of Political Leadership on November 19, 2014.

_______________________________
Robert R. Gibson       Date
Executive Director and
Secretary to the Board

_______________________________
John H. Hager            Date
Chairman of the Board of Directors
Biography: Ann Compton

Ann Compton is a former news reporter and White House correspondent for ABC News. A distinguished and highly respected 40-year veteran of the White House press corps, her tenure stretched across seven presidents as well as innumerable globe-altering events, including the end of the Cold War.

Ms. Compton began her broadcasting career in Virginia, where an internship at Hollins College (now University) led to a full-time job reporting for WDBJ TV, a CBS affiliate in Roanoke. She established a State Capitol Bureau in Richmond for the station. ABC News hired her in 1973, and she reported from New York until December 1974, when she became the first woman assigned to cover the White House on a full-time basis, just weeks after the Watergate scandal came to an end.

Twice during presidential campaigns, Ms. Compton was invited to serve as a panelist for presidential debates (1988 and 1992), and she was assigned as a floor reporter at the 1976 Republican and Democratic National Conventions.

In 2000, she became chief Washington correspondent for ABCNews.com, where she wrote and anchored a daily political column, "On Background."

On Sept. 11, 2001, Ms. Compton was the only broadcast reporter allowed to remain aboard Air Force One during the dramatic hours when President Bush was unable to return to Washington. She was part of the team that was awarded the prestigious Silver Baton Alfred I. duPont Columbia University Award for the network's coverage of Sept. 11, and her coverage of events was also recognized in ABC News' Emmy and Peabody Awards.

Before retiring, Ms. Compton served as president of the White House Correspondents' Association, coordinating coverage and access issues with the White House staff. She was inducted to the Museum of Broadcasting's Radio Hall of Fame in 2005 and in 2000 into the Journalism Hall of Fame by the Society of Professional Journalists. She was chairman of the governing board of the Radio Television Correspondents Association in 1987-88, and served on the advisory board of the Freedom Forum Media Studies Center in New York.