

PRELIMINARY MEETING OF THE BOARD

Thursday, September 10, 2009

1:00 - 1:45 p.m.

Board Room, The Rotunda

OPEN SESSION

- A. Pledge of Allegiance (Ms. Dragas)
- B. Approval of the Minutes of the June 11-12, and July 10-11, 2009 Meeting of the Board of Visitors (The Rector)
- C. Comments by the Rector
  - 1. On the Election of the Executive Committee and the appointment of Standing Committees
  - 2. Extension of the Special Committee on Diversity, Foundations, and Planning
  - 3. Setting the Date of the 2010 Annual Meeting of the Board
  - 4. Setting the Dates of the 2011 and 2012 Board Meetings
- D. Resolution for Addition(s) to the Agenda (The Rector)
- E. Miller Center Bylaws (The Rector)
- F. NCAA Orientation (Mr. Abramson will introduce Mr. Steve Flippen, Director of Compliance, who will conduct the orientation)
- G. Report by the President
  - Gifts and Grants

EXTENSION OF THE SPECIAL COMMITTEES ON DIVERSITY,  
FOUNDATIONS, AND PLANNING

WHEREAS, the Manual of the Board of Visitors specifies that Special Committees of the Board be extended each year at the Annual Meeting;

RESOLVED, the Special Committee on Diversity, the Special Committee on Foundations, and the Special Committee on Planning are extended to the Annual meeting of 2010.

SETTING OF THE DATE OF THE 2010 ANNUAL MEETING  
OF THE BOARD

RESOLVED, the first meeting of the Board of Visitors in the Fall of 2010 will be designated the 2010 Annual Meeting of the Board.

SETTING THE DATES OF THE 2011 AND 2012 BOARD  
MEETINGS

RESOLVED, the following dates for the 2011 and 2012 Board meetings are approved:

Thursday and Friday  
February 24 & 25, 2011

Thursday and Friday  
June 9 & 10, 2011

Friday and Saturday  
July 15 & 16, 2011 - Retreat

Thursday and Friday  
September 15 & 16, 2011

Thursday and Friday  
November 10 & 11, 2011

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Thursday and Friday  
February 23 & 24, 2012

Thursday and Friday  
June 7 & 8, 2012

Friday and Saturday  
July 13 & 14, 2012 - Retreat

Thursday and Friday  
September 13 & 14, 2012

Thursday and Friday  
November 8 & 9, 2012

### RESOLUTION TO APPROVE ADDITIONAL ACTION ITEMS

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

### APPROVAL OF REVISIONS TO THE MILLER CENTER GOVERNING COUNCIL BYLAWS

The Governing Council of the Miller Center of Public Affairs voted unanimously at its April 2009 meeting to amend its Bylaws. Amendments must be approved by the Board of Visitors. Most of the proposed revisions clarify or conform the Bylaws to customary practice. Several revisions are new additions, including a conflict of interest provision. The addition of the office of Vice Chair is proposed, as well as prospective term limits for service on the Governing Council, applicable to members elected at its next meeting or subsequent to its next meeting.

A standing nominating committee is also proposed to formalize the nominating process. As set forth in the current Bylaws, pursuant to agreements between the University and the founding donor Burkett Miller, the Board of Visitors, under the revised Governing Council Bylaws, would continue to elect members of the Governing Council on nomination by the Council.

Revising and updating the Bylaws to reflect current practice in corporate governance will be beneficial in attracting new members to the Governing Council, as the Miller Center continues to build its national reputation.

The President will propose the adoption of the following resolution:

WHEREAS, the Miller Center of Public Affairs of the University and its Governing Council has certain rights and responsibilities concerning the Center; and

WHEREAS, since the Center's founding in 1975, its Governing Council has operated under Bylaws approved by the Board of Visitors, which have been amended from time to time; and

WHEREAS, the Center's Governing Council at its April 17, 2009 meeting, approved by unanimous vote among those present certain clarifying and procedural amendments to its Bylaws; and

WHEREAS, by the terms of the Bylaws of the Center's Governing Council (Article XII, Section 2), the Board of Visitors must approve any amendments to the Bylaws;

RESOLVED, the amendments to the Bylaws of the Governing Council of the Miller Center of Public Affairs, shown below, are approved.

## Miller Center Governing Council

### Bylaws

#### Article I – Name

Section 1. The name of the organization is to be WHITE BURKETT MILLER CENTER OF PUBLIC AFFAIRS.

#### Article II – Purpose

Section 1. The purpose of the Center is to conduct studies and investigations of problems at the national level of a political, legal, economic or social nature.

## Article III – Policy Guidelines

Section 1. The function of the Center will be to contribute to the solution of major problems at the national level of a political, legal, economic or social nature. It will engage in comprehensive and intensive research into problems such as the role of the Presidency within the federal system and the Administration of Justice. Research projects of this nature should be limited in number and should be long-range. Short-term and transitory projects should be avoided. Projects undertaken should be brought into relationship to the on-going educational process at the University through participation of University faculty and students. It should be a major objective of each project to engage the attention of the public and the national government and thereby to strengthen the possibility of contributing to the solution of the particular problem involved.

Section 2. The Center is to provide a non-political forum at which recognized authorities may assemble, consider and discuss matters of national importance and provide facilities for research, teaching and dissemination of knowledge.

## Article IV – Relationship to University of Virginia

Section 1. The Center is to be an integral part of the University of Virginia but with maximum autonomy within the University system.

Section 2. The rector and the president of the University, or their designees, are to be ex officio members of the governing body of the Center. The University is to participate in the selection of its other members and of its director as hereinafter specified.

Section 3. The director of the Center ~~is to receive from the and~~ University ~~before each officials shall, in connection with the annual meeting and at other times upon request (a) a statement of budget process, consult as needed concerning the~~ assets and liabilities of the Center, ~~(b) an estimate of and~~ the income of the Center for the ensuing year and ~~(c) a detailed statement of receipts and disbursements of the Center funds for the preceding fiscal year and (d) projections of receipts and disbursements for the current year~~ expenses of the Center.

Section 4. The Fiscal year of the Center is to be the same as that of the University, namely from July 1<sup>st</sup> to June 30<sup>th</sup> of each year.

Section 5. Retirement requirements of employees of the Center are to be in accordance with the established policy of the University for its own employees of comparable status, provided that association with the Center does not assure the employee of tenure. Nor shall a tenured faculty member of the University lose tenure because of employment by the Center.

#### Article V – Funding of Operations

Section 1. The Center is to be supported by endowment funds received from the late Burkett Miller and other sources, as well as by such annual grants as may be received.

Section 2. Endowment funds are to become a part of the endowment funds of the University but with principal and income separately identified and available only to the Center for a period of at least one hundred years.

Section 3. There is to be no encroachment upon or borrowing against existing assets or future income of the endowment for any purpose during the first one hundred years of its existence.

Section 4. Current funds allocated to the Center from its endowment or other source are to be channeled through the fiscal offices of the University and all disbursements of Center funds are to be similarly handled in accordance with directions of the Council.

Section 5. The University is to provide, equip, maintain and service for the Center offices and other facilities compatible with the prestige that it must enjoy in order to perform the functions to which it is dedicated.

#### Article VI – The Council

Section 1. The governing body of the Center is to be a Council composed as hereinafter set out.

Section 2. The maximum membership of the Council is to be ~~seventeen notnineteen~~ including the rector and president of the University, or their designees, during their respective incumbencies.

Section 3. ~~Life members Linwood Holton shall be a life member of the Council are Linwood Helton.~~ Other members elected in 2009 and after may serve up to two consecutive three year terms.

Section 4. ~~Otherwise, members~~ Members of 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.

Section 5. The vote of a majority of all members of the Council is to be required for action on its part. Action may be taken without a meeting if a consent in writing setting ~~fort~~ forth the action so taken is signed or otherwise executed by all members. The secretary will place such writing in the minute book and promptly mail copies thereof to all members.

Section 6. ~~On recommendation of its director the~~The Council will ~~determine and assume full responsibility exercise oversight~~ for the studies ~~to be~~ undertaken by the Center in carrying out the purpose for which it has been formed.

Section 7. The annual meeting of the Council is to be held at the principal office of the Center in the spring. One other regular meeting is to be held each year in the fall. A special meeting may be called by the chairman or by the director upon the written request of three members. At least five days written notice of the time and place of any such meeting will be given by the secretary.

Section 8. Members of the Council shall notify the Council of any material conflict of interest they may have in any business or programmatic matter concerning the Center, and shall not participate in deliberations or decisions concerning that matter.

## Article VII - ~~Executive Committee~~Committees

Section 1. The Executive Committee of the Council will perform all duties and exercise all powers of the Council other than amendment of the By-Laws when that body is not in session.

Section 2. The Committee is to be composed of the chairman~~chair~~ of the Council, the vice-chair of the Council, and the president of the University ~~and one other member of the Council elected by it at the preceding annual meeting, or designee.~~

Section 3. The secretary of the Council is to record the minutes of Committee meetings and promptly furnish copies thereof to other members of the Council.

Section 4. Action may be taken by the committee without a meeting if a consent in writing setting forth the action so taken is signed by all its members. The secretary will place such writing in the minute book of Council and promptly mail copies thereof to all its members.

Section 5. The Nominating Committee shall be responsible for nominating qualified individuals for service on the Governing Council. In making nominations, the Committee shall identify and consider candidates meeting the standards set forth in Article VI Section 4 above.

Section 6. The Council may establish such other committees as it deems appropriate and shall prescribe the authority of any such committee and the period of its existence.

## Article VIII – Officers

Section 1. The officers of the Council are to be a chairman~~chair~~, vice-chair and secretary, all to be elected by the Council. The two former are to serve ~~for four~~ years~~three year terms~~. The secretary, who need not be a member of the Council, is to serve at its pleasure.

Section 2. The chairmanchair is to preside at all meetings of the Council and of the Executive Committee. ~~He will and to~~ perform the customary duties of that office. The vice-chair shall preside at meetings in the absence of the chair. The secretary will record the minutes of ~~the meetings of these two bodies~~ and perform the customary duties of that office.

#### Article IX – Beginning and End of Terms

Section 1. Except as hereby provided or otherwise ordered by Council the terms of officers and of the members of Council and of the Executive Committee are to begin on their election by the Board of Visitors and terminate on the election of their successor.

#### Article X – Director of Center

Section 1. On nomination by the president of the University with the concurrence of its Board of Visitors the Council will elect a director of the Center to serve at its pleasure, provided that the Council is not obliged to accept the nomination.

Section 2. The duties and authority of the director are to be determined by the Council.

Section 3. The director is to make reports at least quarterly to the members of Council on the progress of studies undertaken by it, together with a summary of receipts and disbursements preliminary to the detailed statements at the end of the fiscal year.

#### Article XI – Amendment

Section 1. Subject to the approval of the Board of Visitors of the University as hereinafter provided these bylaws may be amended at anytime by unanimous vote of all members of the Council and by a majority vote at any meeting of the Council if notice of the proposed amendment has been given in the call for the meeting.

## Article XII – Approval by Board of Visitors

Section 1. These bylaws are adopted under the broad powers granted to the Council by the University's Board of Visitors pursuant to agreements between Burkett Miller and the University. It will be assumed for all purposes that the provisions hereof are in conformity with such authority unless and until modified or nullified by the Board within six months after a receipt of a copy hereof.

Section 2. Amendments to these bylaws will be subject to approval in the same manner by the Board of Visitors, provided that in the rector's capacity as an ex officio member of the Council the rector will have sole responsibility for bringing any such amendment to the attention of the Board.