As the Board of Visitors of the University of Virginia, we are earnestly committed to exemplary governance. Toward that end, we have established some basic norms and mutual expectations that we regard as preferable, appropriate, and conducive to effective governance. We do not want to rigidly codify Board behavior and straitjacket Visitors’ discretion. On the other hand, we do not define as good governance whatever a Visitor chooses to do. We believe this document enables better governance and strikes a proper balance. Collectively we pledge, without any exceptions or exemptions, compliance with the letter and spirit of this Statement.

We should be clear about the end result we seek: an engaged and effective Board of Visitors that adds even greater value to the University of Virginia. We believe we can achieve this aim through a Board culture characterized by diligence, mutual respect, shared expectations, and performance accountability. That is why we have chosen to adopt and support this Statement.

**Commitment**

As Visitors, we have one overriding responsibility: to serve the best interests of the University so that the University, in turn, can serve the best interests of the Commonwealth of Virginia. The fiduciary duty of all Visitors and the Board requires paramount loyalty to the University as a whole—not to any particular parts, not to any personal interests, not to any political agendas. At the heart of the fiduciary responsibilities of Visitors and the Board is a commitment to fulfilling the stated purposes of the University and doing so in balance with the broader public interest.

The Board of Visitors strives to function as a cohesive entity. We govern collectively not individually or as subgroups other than committees as assigned. The voices and votes of Board members count equally. No Visitor is or should be a free agent.

**Attendance**

Visitors are expected to attend all Board meetings and, as assigned, all meetings of BOV committees and University-related Foundations. When a Visitor cannot attend, the individual shall notify the Rector, chair of the relevant committee, or the Secretary. In the event that a Visitor fails to faithfully attend Board and committee meetings, the matter shall be referred to the Governance Committee.

**Preparation**

To be effective visitors must prepare diligently and be sufficiently familiar with Board and committee materials to engage in considered conversation. Specifically, Visitors must:

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1 Portions of this document have been adapted from the Statement of Expectations approved by The Ohio State Board of Regents, 2007.
Carefully read and review all relevant materials.
Thoughtfully prepare for all BOV and committee meetings.
Expend the time and effort to understand the issues at hand.
Participate in programs to educate and update university trustees.
Accept and complete assignments from the Rector or the chair or vice chair of a committee on which the Visitor serves as a member.

Information

We expect the leaders of the University to present timely, relevant information. Committee chairs and Board officers may request information necessary to discharge the BOV’s responsibilities. Such requests should always be respectful of lines of authority and demands on administrators’ time.

Requests by individual Visitors for institutional data should be rare and pertinent to the work of the committees as assigned. On occasions when a Visitor does want additional information the request should be channeled through the relevant committee chair, the Rector, or the President as appropriate. Visitors should not contact staff independently. We adopt this procedure not to deny access to information or to create bottlenecks, but rather to ensure committee chairs and members are apprised of one another’s concerns and to respect lines of organizational authority and the demands on management’s time.

Comportment

The Board of Visitors has specific expectations about Board behavior. Every Visitor may expect from and should accord civility and respect to every other Board member as well as all members of the University community.

- Extending good will to one another.
- Listening attentively and taking seriously the comments of all Visitors.
- Remaining open to alternative points of view.
- Encouraging healthy debate, and seeking no reprisals for dissent.
- Refraining from disparaging fellow Visitors or impugning their motives.
- Avoiding “multi-tasking” (e.g. via cell phones, tablets) on matters unrelated to BOV business.
- Avoiding extended absences during Board and committee meetings.

The University, including the Board, conducts its affairs transparently, consistent with the letter and spirit of the Virginia Freedom of Information Act. Visitors, however, have an inviolable responsibility to maintain confidentiality on matters protected by FOIA. Any protected information, written or oral, whatever the source, that the Board receives or discusses in confidence must remain in confidence. To ensure candor and trust, it is expected that no Visitor, at any time or for any reason, will disclose points of view privately or confidentially expressed by Board members or officers of the University. Disclosure of confidential information to any person for any reason without the express consent of the Rector or the University President violates the public trust placed in the Board collectively and the trust Visitors extend to each other.
Discussion and Dissent

We value and encourage deliberations marked by pertinent questions, constructive dissent, and candid concerns in partnership with the President. When a Visitor substantially disagrees with management’s proposal or plans to recommend a notably different course of action, the Visitor should provide as much advance notice as possible to the Rector, the relevant committee chair, the President, or senior officer as appropriate.

After robust discussion of an issue, we strive to reach a consensus on the merits. In the end, each Visitor should vote one’s conscience, mindful of the University’s best interests, confident that minority views will be respected. Once decisions are reached, however, Visitors bear a collective responsibility to ensure, as much as possible, that the Board’s actions and decisions are successfully implemented.

Partnership with the President

The Board recognizes the President as the University’s Chief Executive Officer. In general, the Board delegates management of the University to the President and, by extension, to Senior Staff, and holds the President accountable for the institution’s performance, progress, and reputation.

The President reports to and serves at the pleasure of the Board. Performance-related concerns about the President should be conveyed to the Rector. Publicly, trustees should be supportive and respectful of the President. In executive sessions, trustees should be candid and, as warranted, constructively critical.

All Visitors should seek to develop a comfortable working relationship with the President, but none should ever usurp the role of Rector to offer the President a performance review or to ensure a particular outcome to a matter under consideration.

Board members and the President are encouraged to have one-on-one conversations with one another to share information, insights, concerns, and advice. However, because the board only acts collectively, Visitors must not explicitly or implicitly direct the President to reach a particular conclusion or take a particular course of action. Suggestions and observations from Board members are always welcome; directives are never appropriate.

Relationships with Internal Constituencies

With faculty, students, and staff, Visitors should be neither distant nor entwined in daily operations. The Board sets and oversees mission, policy, and strategy; we do not manage the University. We do not individually instruct employees. Mindful of that critical distinction, we encourage Visitors to interact with the University community always careful not to speak on behalf of the Board, prescribe or direct a course of action, elicit personnel evaluations, or seek personal favors. Visitors should be open and receptive to two-way communication but also be very judicious about any representations on

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2 In a separate document the Board of Visitors will specify the criteria and process for presidential performance reviews.
the Board’s behalf.

**Relationships with External Constituencies**

The Board speaks publicly as a single entity through the Rector or the Rector’s designee. Visitors are encouraged to express their opinions in board and committee meetings. If Visitors wish to address a board matter outside of the boardroom, they should make clear that they are speaking in their capacity as an individual board member and not on behalf of the Board or the University.

**Summary of Expectations**

We are accountable to one another to honor the standards, practices, and norms described in this document. Therefore, we charge the Governance Committee to monitor compliance by the Board as a whole and by individual Board members. Concerns about the comportment of a fellow Board member should be directed to the Chair of the Governance Committee or the Rector. If the Governance Committee determines that there has been substantial noncompliance, the Committee will meet with the Visitor in question to discuss corrective action and reiterate the importance of adherence to expectations. Should noncompliance persist, the Governance Committee may recommend that the Rector convene the Executive Committee to meet with the individual under review to resolve matters and, as deemed appropriate, to impose specific actions or sanctions such as termination of committee memberships or a formal reprimand by vote of the Board. If noncompliance continues, the Rector shall ask the full Board to determine by majority vote whether to pursue, under applicable provisions, the Visitor’s removal.