OFFICERS OF THE BOARD

The Officers of the Board of Visitors shall consist of the Rector of the University of Virginia, the Vice Rector, the President of the University, the Chief Financial Officer of the University, the General Counsel of the University, and the Secretary to the Board of Visitors.

Section 4.1 The Rector and Vice Rector of the University—The Rector of the University is especially charged with the duty of maintaining that level of interest and activity among the members of the Board of Visitors as will best contribute to the determination of broad policies, wise planning for the future, intelligent and considerate observance of the rights of the faculty and the student body, including the care and preservation of the Honor System, and maintenance of the independence of the Board from outside influences harmful to the interests of the students and faculty of the University. The Vice Rector shall act in the Rector's stead in fulfilling these obligations.

Section 4.11 Terms of office and election—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. The Board commencing at its first regular meeting after 28 February
2003 shall elect a Rector and Vice Rector from among its members to serve until 30 June 2005, at which time the Vice Rector shall succeed the Rector.

At its regular meeting closest to 30 June 2005, and at the regular meeting closest to 30 June every two years thereafter, 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 Rector.

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.

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.

Section 4.13 Vacancies—Vacancies in the offices of Rector and Vice Rector shall be filled by the Board for the unexpired terms, following the procedure set forth in Section 4.11. If the cause of the vacancies is the expiration of the Rector’s or the Vice Rector’s terms as members of the Board, the vacancies shall be filled at the first meeting called for that purpose, at which meeting a quorum shall consist of eleven Visitors.

Section 4.14 Rector pro tempore—In the absence of the Rector and Vice Rector from any meeting or in the event of their disability or of vacancy in office, the chair of the Finance Committee shall serve as Rector pro tempore. If the chair of the Finance Committee is absent or is unable to serve, the Board shall elect a Rector pro tempore for that meeting.

Section 4.2 The President of the University—The President of the University shall be the chief executive and academic officer of the University. The President shall be a member of the General Faculty and of the faculty of the College and of each of the schools of the University. The President also shall be the chief executive and academic officer of The University of Virginia’s College at Wise.

Section 4.21 Election—The President shall be elected by the Board of Visitors and may be removed
only by assent of two-thirds of the whole number of Visitors. The President shall attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees.

Section 4.22 Powers and duties—As the chief executive and academic officer of the University, the President shall have the following powers and duties:

1. The President shall have responsibility for the operation of the University in conformity with the purposes and policies determined by the Board;

2. The President shall act as adviser to the Board and shall have responsibility for recommending to it for consideration those policies and programs which in the opinion of the President will best promote the interests of the University;

3. The President shall recommend to the Board long-range educational goals and programs and the new degrees that may be best suited to attain those goals and programs;

4. The President shall have the power to establish and modify as he or she deems necessary the internal administrative structure of the University and shall appoint or provide for the appointment of all administrative officers except for the Vice Presidents and the Chancellor of The University of Virginia’s College at Wise, making a report of his or her actions thereon to the Board at the next regular meeting;

5. The President shall recommend to the Board of Visitors the election and initial compensation of salaried members of the faculty holding profes-
sorial rank or named chairs, promotions of faculty members to the ranks of associate professor, full professor, and professor emeritus, and the removal of faculty members for cause;
6 The President shall appoint instructors at the first salary step and shall reappoint lecturers after an initial election by the Board;
7 The President shall be authorized, after consultation with the Dean, department head, and other affected administrative officer to suspend any faculty member at any time for proper cause;
8 The President shall serve as President of the Faculty Senate of the University and of the Faculty Senate of The University of Virginia’s College at Wise;
9 The President shall have primary responsibility for the establishment and maintenance of proper relationships with the alumni;
10 The President shall at all times maintain cordial relationships with the students, guarding and protecting their best interests;
11 The President shall use particular efforts to preserve and foster the Honor System;
12 The President shall be responsible for the discipline of students with the power to impose appropriate penalties including expulsion;
13 The President shall submit to the Board each year an annual budget for the operation of the University for the following fiscal year and shall prepare and submit to the Governor a biennial budget request as required by law or regulation;
14 The President shall promote the development of the endowment funds of the University and shall
be authorized to accept any gift or grant subject to the approval of the Governor as required, making a report to the Board of such gifts or grants; and

15 The President shall perform such other duties as may be required by the Board.

Section 4.3 Powers and duties of the Chief Financial Officer—The Chief Financial Officer, who is elected by the Board of Visitors on the nomination of the President of the University, is an Officer of the Board. The Chief Financial Officer shall have supervision of the financial affairs of all colleges, schools, and divisions of the University and shall advise the Board of Visitors and the President, under whose immediate direction he or she shall be, on all financial matters affecting the University. Subject to the direction of the Board and the President, the Chief Financial Officer shall prescribe accounting procedures and practices for the disbursement of all funds, promulgate management policies and procedures for auxiliary services and operations, and institute budgetary policies and controls that will assure the faithful execution of the budgets. The Chief Financial Officer shall see that no expenditures are made without proper authorization. In addition, he or she shall advise the Board of Visitors and its committees on all matters relating to the duties of his or her office. The Chief Financial Officer shall perform such other duties as may be assigned to him or her by the Board or the President.

Section 4.4 Secretary to the Board of Visitors—At the first regular meeting after 28 February 1986 and every fourth year thereafter, upon the nomination of the President and the Rector in concurrence, the
Board of Visitors shall elect a Secretary to serve until 28 February of the fourth year thereafter and until his or her successor is elected.

Any vacancy in the office shall be filled for the unexpired term in the same manner as election for the full term.

Section 4.41 Powers and duties—The Secretary shall attend all meetings of the Board of Visitors and its committees and shall record the minutes of all proceedings. The Secretary shall prepare minutes of such meetings that, after approval by the Board, shall be recorded in the permanent records of the Board of Visitors. He or she shall give proper notice of all meetings of the Board, shall preserve as directed all documents or papers pertaining to the actions of the Board, and shall keep in safe custody the Seal of the University, which he or she shall affix to any instrument when authorized by the Board or persons designated by it, including the Rector, the Vice Rector, the President, or the Chief Financial Officer. In addition to the foregoing, the Secretary shall perform those functions and have those duties or responsibilities which are usual to the duties of a secretary and shall assist the Board of Visitors in the discharge of its official duties. The Secretary shall, under the immediate direction of the President, perform such other duties as may be assigned to him or her by the Board, the Vice Rector, the Rector, or the President.

Section 4.5 General Counsel of the University

Section 4.51 Election—By statute, a General Counsel of the University shall be appointed by the
Attorney General of the Commonwealth of Virginia. Thereafter, on nomination of the President, the Board of Visitors shall elect the General Counsel to serve at its pleasure.

Section 4.52 Powers and duties—As the chief legal officer of the University, the General Counsel shall advise the Board and the President, under whose immediate direction he or she shall be, on all legal matters affecting the University. The General Counsel shall perform such other duties as may be assigned to him or her by the Board or the President.