

# Bylaws of the Board of Visitors

## Virginia State University

Adopted by the Board November 9, 2007, Revised 9/19/08, 1/20/12, 4/20/12, 6/14/2013, 9/20/13, 4/11/2014, 2/12/2016, 9/16/2016, 09/21/2018, 02/07/2020, 11/17/2022

<b>PREAMBLE .....</b>	<b>3</b>
<b>ARTICLE I. MEETINGS .....</b>	<b>4</b>
1.1 Annual Meeting	
1.2 Regular Meetings	
1.3 Special Meetings	
1.4 Emergency and Electronic Meetings	
1.5 Conduct of Business	
1.6 Quorum	
1.7 Voting	
1.8 Communications to the Board	
1.9 Self-Evaluation	
<b>ARTICLE II. OFFICERS OF THE BOARD OF VISITORS .....</b>	<b>6</b>
2.1 Term of Office	
2.2 Removal	
2.3 Resignation	
2.4 Vacancies	
2.5 Visitors Emeriti	
2.6 Duties and Responsibilities	
2.6.1 Rector	
2.6.2 Vice Rector	
2.6.3 Secretary	
2.7 Residency	
<b>ARTICLE III. COMMITTEES.....</b>	<b>7</b>
3.1 Executive Committee	
3.1.1 Executive Committee Structure	
3.1.2 Executive Committee Meetings	
3.1.3 Executive Committee Governance	
3.1.4 Executive Committee Charter	
3.2 Personnel, Compensation & Governance Committee	
3.3 Facilities and Finance Committee	
3.4 Institutional Advancement Committee	
3.5 Academic and Student Affairs Committee	
3.6 Audit and Compliance Committee	
<b>ARTICLE IV. POWERS AND DUTIES OF THE BOARD .....</b>	<b>16</b>
<b>ARTICLE V. FINANCIAL EXIGENCY.....</b>	<b>17</b>
<b>ARTICLE VI. THE PRESIDENT .....</b>	<b>17</b>
6.1 Election	
6.2 Powers and Duties	
6.3 Evaluation of the President	

**ARTICLE VII. FACULTY ..... 18**  
**ARTICLE VIII. CONSTRUCTION ..... 18**  
**ARTICLE IX. AMENDMENTS ..... 19**  
**ARTICLE X. APPENDIX..... 19**

## **PREAMBLE**



Virginia State University was founded on March 6, 1882, when the legislature passed a bill to charter the Virginia Normal and Collegiate Institute. The bill was sponsored by Delegate Alfred W. Harris, a Black attorney with offices in Petersburg, who lived in and represented Dinwiddie County in the General Assembly. A hostile lawsuit delayed opening day for nineteen months, until October 1, 1883. In 1902, the legislature revised the charter act to curtail the collegiate program and to change the name to Virginia Normal and Industrial Institute. In 1920, the land grant program for Blacks was moved from a private school, Hampton Institute, where it had been since 1872, to Virginia Normal and Industrial Institute. In 1923, the college program was restored, and the name was changed to Virginia State College for Negroes in 1930. The two-year branch in Norfolk was added to the college in 1944; the Norfolk division became a four-year branch in 1956 and gained independence as Norfolk State College in 1969. Meanwhile, the parent school was renamed Virginia State College in 1946. Finally, the legislature enacted a law in 1979 to provide the present name, Virginia State University.

In the first academic year, 1883-84, the University had 126 students and seven faculty (all of them Black), one building, 33 acres, a 200-book library, and a \$20,000 budget.

The University is situated in Chesterfield County at Ettrick, on a bluff across the Appomattox River from the City of Petersburg. It is accessible via Interstate Highways 95 and 85, which meet in Petersburg. The University is only two and a half hours away from Washington, D.C., to the north, and the Raleigh-Durham-Chapel Hill area to the southwest; about one and a half hours away from Charlottesville to the northwest, and Virginia Beach to the southeast.

Virginia State University has a long history of outstanding faculty and administration.

## ARTICLE I.

## MEETINGS

- 1.1 Annual Meeting. The Annual Meeting of the Board shall be in April of each fiscal year unless otherwise determined by the Board of Visitors. The Board shall establish its schedule of regular meetings, elect officers, establish committee chairs, elect foundation liaisons, and complete the Board's self-evaluation at the Annual Meeting. The Board shall also approve the annual executive summary of interim activities for submission to the General Assembly and the Governor.
- 1.2 Regular Meetings. Regular meetings of the Board of Visitors shall be held at least four times each year and in accordance with the schedule of meetings approved at the Annual meeting. The Board of Visitors may vote to change the date of any regular meeting. Written notice of regular meetings shall be communicated to board members at least three calendar days prior to the meeting.

The Order of Business at regular meetings of the Board of Visitors shall, unless modified by the Rector of the Board, be as follows:

1. Roll call and quorum count
  2. Approval of minutes of the preceding meeting
  3. Rector's report
  4. President's report
  5. Report of the Executive Committee
  6. Report of Standing Committees
  7. Report of other Committees
  8. Report of Faculty and Student Representatives
  9. Report of Affiliated Foundations
  10. Old Business
  11. New Business
  12. Adjourn
- 1.3 Special Meetings. Special meetings of the Board may be called by the Governor, Rector, or, in his/her absence or disability, by the Vice Rector, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting. The Rector, under non-emergency circumstances, shall ensure that at least three working days' notice of the date, time, location, and agenda is provided for all special meetings.
- 1.4 Emergency and Electronic Meetings. The Board shall adopt and adhere to a policy on emergency and electronic meetings that is drafted in accordance with the relevant provisions of the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*<sup>1</sup>
- 1.5 Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert's Rules of Order Newly Revised*, in order of descending

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<sup>1</sup> For the full text of the policy, see Virginia State University Policies Manual, Policy 1125, "Participation in Board of Visitors Meetings by Electronic Communication," <https://www.vsu.edu/files/docs/policies/1000/1125-participation-bov-meetings-electronic-means.pdf>.

precedence. The Board shall request the presence of the University's legal representative from the Office of the Attorney General at all open and closed meetings and committee meetings. The Board will require transparency, to the extent required by law, in all board discussions and actions. In furtherance of this requirement, the Board and its associated committees will record its meetings. Minutes from these meetings will be prepared and posted on the University's website in accordance with § 2.2-3707(H) and § 2.2-3707.1 of the *Code of Virginia*.

Board meetings will be held open to the general public, except where such discussions or actions are exempted under § 2.2-3711 of the *Code of Virginia*. Meetings from which the general public, except Board members and those interested parties invited by the Board attend, is properly excluded, will be considered a "closed meeting" or "closed session." Any official action taken in a closed meeting or session shall be approved in an open meeting or session before it can have any force or effect, in accordance with § 2.2-3711(B) of the *Code of Virginia*.

- 1.6 Quorum. A quorum for the conduct of business by the Full Board shall consist of a simple majority of the voting members of the Board. A quorum for the Executive Committee and all standing and special committees of the Board shall consist of a majority of the appointed members of the committee, except that in no case shall the number be fewer than three members.
- 1.7 Voting. Votes on substantive matters shall be taken by roll-call vote, conducted by the Secretary, of all voting members supporting, opposing, or abstaining from the matter. Incidental or procedural motions (e.g., adjournment) may be carried or defeated by voice vote; however, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes. No proxies, secret, or written ballots are authorized in any board meeting.
- 1.8 Communications to the Board. All communications of an official nature directed to the Board of Visitors shall be channeled through the Office of the President or the Office of University Legal Counsel.
- 1.9 Self-Evaluation. The Board shall conduct a self-evaluation during its annual meeting. The Rector shall determine the forum and procedure for such evaluation subject to approval by the Board.

## **ARTICLE II.**

## **OFFICERS OF THE BOARD OF VISITORS**

The Board of Visitors is composed of fifteen members, appointed by the Governor and subject to confirmation by the General Assembly. Term appointments are four-year terms and shall be served in accordance with § 23.1-1300(B) of the *Code of Virginia*. The Officers of the Board of Visitors shall consist of the Rector, Vice Rector and Secretary. The Rector, Vice Rector and Secretary shall be elected from members of the Board of Visitors.

- 2.1 **Term of Office.** The Officers of the Board shall be elected at the Annual Meeting held in odd-numbered years. The Officers shall serve for a two-year term which shall commence on July 1<sup>st</sup> following the Annual Meeting or shall serve until their successors are elected.
- 2.2 **Removal.** The Board shall have the power to remove any elected officer, either with or without cause, by a simple majority vote of the Board. In addition, pursuant to Va. Code § 23.1-1300(F), if any member of the Board fails to attend the meetings of the board for one year without sufficient cause, as determined by a majority vote of the Board, or the educational programs required by Va. Code § 23.1-1304 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. No member of the Board of Visitors who fails to attend the educational programs required by Va. Code § 23.1-1304 during his first four-year term is eligible for reappointment to the Board pursuant to § 23.1-1300(E). Notwithstanding any provision of law to the contrary, the Governor may remove any Board member from office for malfeasance, misfeasance, incompetence, or gross neglect of duty and fill the vacancy resulting from the removal in accordance with Va. Code § 23.1-1300(C).
- 2.3 **Resignation.** Any elected officer may resign at any time by giving written notice to the Board, the Rector, or the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.
- 2.4 **Vacancies.** A vacancy in the office of Rector, Vice Rector, or Secretary shall be filled by the Board for the unexpired term. If the cause of the vacancy is the expiration of the officer's term as a member of the Board, the vacancy shall be filled at the first regular meeting following such expiration. If the vacancy occurs from any other cause, the vacancy shall be filled at the first regular meeting after such vacancy occurs or at a special meeting called for that purpose.
- 2.5 **Visitors Emeriti.** In recognition of the invaluable service rendered to the University during their appointment to the Board of Visitors, and the informed counsel they are capable of providing, former members of the Board may be designated Visitors Emeriti by favorable recorded majority vote by current members of the Board.
- 2.6 **Duties and Responsibilities.**
  - 2.6.1 **Rector.** The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board and shall perform such additional duties as may be required by law or the Board. The Rector shall be a member, ex officio, with vote, of all committees of the Board and shall be counted as

a member in determining a quorum. The Rector shall preside at all meetings of the Board and its Executive Committee, and shall work closely with the President in developing the agenda for Board and Executive Committee meetings. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and, though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair, if the Rector wishes to enter into the debate. The Rector is the liaison between the Board and the President who works for the entire board. The Rector shall facilitate communications between the Board, the Administration, and external agencies and constituencies. The Rector shall maintain the integrity of board procedures and facilitate a high level of interest, involvement, and activity among the Board members.

2.6.2 Vice Rector. The Vice Rector shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector.

2.6.3 Secretary. The Secretary shall be responsible for over-sight of the preparation of minutes of all meetings of the Board and the Executive Committee, and supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector, and perform such other duties as are incidental to the office or as may from time to time be assigned by the Rector. Any of the enumerated duties of the Secretary may be delegated to an appropriate staff person within the University at the discretion of the Secretary and the Board, but oversight for such duties shall remain with the Secretary.

## 2.7 Residency.

As required by Va. Code § 23.1-1300(J), the Rector or Vice Rector of the Board of Visitors shall be a resident of the Commonwealth.

## **ARTICLE III. COMMITTEES**

The committee system of the Board shall be composed of the Executive Committee, the Personnel, Compensation & Governance Committee, the Facilities and Finance Committee, the Institutional Advancement Committee, the Academic and Student Affairs Committee, the Audit and Compliance Committee, and special committees. Committee Chairs have the authority to request appropriate Vice Presidents, faculty, staff, and the President to serve in an advisory capacity to the committee. The Chairs of the Committees shall be selected by the Board at the Annual Meeting held in odd-numbered years. The Chairs shall serve for a two-year term which shall commence on July 1<sup>st</sup> following the Annual Meeting or shall serve until their successors are selected. Additionally, Vice Chairs shall be selected by their respective Committee for a two-year term which shall commence on July 1<sup>st</sup> following the Annual Meeting held in odd-numbered years or shall serve until their successors are selected.

Standing committees shall meet prior to the regular meeting of the Board. A special meeting of a standing committee to consider specific items of business may be called by the Rector or its Committee Chair, and shall be called at the request of the majority of the members thereof at such time and place and in such form and with reasonable notice, as the Rector may deem appropriate.

The Rector, with consent of the Board, shall have the authority to appoint Board members and other persons to serve the Board in advisory or *ad hoc* capacities to the Board and its committees.

Each year at the Board's discretion, a representative may be appointed by the Board, to the Board from the student body, and the Faculty, as a non-voting, advisory representative, pursuant to statutory authority. The President of the Student Government Association will serve as the student representative, and the Faculty Senate Chair will serve as the faculty representative.

### 3.1 Executive Committee.

3.1.1 Executive Committee Structure. At each Annual Meeting, the Board shall approve an Executive Committee. The Executive Committee shall consist of the Rector, who shall be the Chair; the Vice Rector; the Secretary; and the chairs of the Board's standing committees elected by the Board at the Annual Meeting. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the Board.

3.1.2 Executive Committee Meetings. The Executive Committee convenes between Board meetings, on the call of the Rector, on the call of any two members of the Executive Committee, or on the call of the President. It shall consider all governance matters and all matters referred to it by the Rector, the Vice Rector, or the President and shall, in the interim between meetings of the Board, be vested with the powers and authority of the Full Board and shall take such action on all matters that may be referred to it as in its judgment is required. All board members shall be notified of meetings and provided the agenda and any documents distributed for such meeting. Board members may attend meetings of the Executive Committee or send comments in writing prior to the meeting. The Executive Committee members will be the voting members during Executive Committee meetings. All such actions taken by the Executive Committee in the interim between meetings of the Board shall be reported to the Board at the next regular or special meeting and shall, if approval is required, be approved by the Board at that time.

3.1.3 Executive Committee Governance. The Executive Committee shall recommend and the Board shall approve Board members to all standing and special committees. The Committee, in consultation with the Rector and the President, shall recommend the Committee Chairs for each standing committee, liaisons for each of the foundations, and a slate of officers of the Board. These positions will be approved by the Board during the Annual Meeting. Vacancies arising from any cause whatsoever shall be filled in the same manner.

The Executive Committee shall be responsible for the call for nominations for officers from the Board and shall call for nominations by sending written notice to each member of the Board. Nominations shall be submitted in writing to the Vice Rector and shall be due no later than 14 days following the date of the call for nominations. Members of the Board may nominate themselves for an office. Nominees for officers must have more than one year remaining on their terms of appointment or be eligible for reappointment to a second term. The Executive Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

The Executive Committee shall meet at least 30 days prior to the election to determine the nominations to be presented to the Board. The recommendations shall be distributed with the announcement of the meeting of



the Board of Visitors in which the election of officers is to be held. At the meeting, the Vice Rector shall present one candidate for each office for election. The Rector will call for nominations from the floor prior to a vote on the candidates.

3.1.4. Executive Committee Charter. The Executive Committee may approve, upon the recommendation of the Personnel, Compensation & Governance Committee, individuals for appointment to the Board by the Governor. The responsibilities of the Executive Committee shall also include, but not be limited to, the oversight of the following areas:

Strategic Planning

Board Performance

- Board Governance and Bylaws
- Board Code of Ethics
- Board Officers
- Board Committee Structure
- Board Committee Appointments
- Board Committee Chairs
- Board Foundation Liaison Appointments
- Board Meetings and Schedules
- Board Orientation and Training
- Board Qualifications and Competencies
- Board Evaluation
- Board Member Recommendations to the Governor
- Board Annual Executive Summary

3.2 Personnel, Compensation & Governance Committee. The Executive Committee shall recommend and the Board shall approve a Personnel, Compensation & Governance Committee (formerly known as the Resources Committee; Personnel & Compensation Committee) of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Personnel, Compensation & Governance Committee Chair. The Board shall approve the Committee Chair.

The Personnel, Compensation & Governance Committee shall have oversight over all personnel and employment policies of the University. Personnel and employment policies of the University include oversight over all faculty and administrative personnel and employment policies except the Executive Employment Agreement of the President which shall be negotiated with the President by the Rector and the Chair of the Personnel, Compensation & Governance Committee. Acceptance or denial of the Executive Employment Agreement of the President requires a majority vote of all board members then in office. This committee shall recommend a successor should the President become unable to serve for any reason, and shall work with the President to develop appropriate delegations of Presidential signature authority.

The Committee shall periodically conduct an evaluation of the Board and its committee structure, including an evaluation of committee procedures and overall performance. All best practice recommendations shall be made to the Executive Committee. In the execution of these reviews, the Personnel, Compensation & Governance Committee shall seek feedback from all Board members, the President, and others as it deems appropriate. The Committee shall develop and recommend to the full Board the assessment process to be

employed, including whether an external consultant will be retained to assist with or conduct Board and committee evaluations.

The Committee shall assist the Executive Committee and the Governor in the selection of individuals to serve on the Board through the development of a set of qualifications, competencies, professional skills and expertise needed by Board members in order to maintain an effective, productive and exemplary board.

The responsibilities of the Personnel, Compensation & Governance Committee shall include, but not be limited to, the oversight of the following areas:

#### Board Evaluations

Review and Approve University Climate Surveys of Students, Faculty and Staff

#### Presidential Performance and Compensation Processes

- President's Goals
- President's Evaluation
- President's 360 Feedback
- President's Compensation
- President's Development Plan

#### Presidential Performance and Compensation Benchmarks

- Presidential Evaluations
- Presidential Compensation

#### Administration & Faculty Matters

- VP & Dean Evaluation Processes – President to review w/ committee
- VP & Dean Appointment Processes – President to review w/committee
- VP & Dean Development Plan Processes – President to review w/committee

#### Succession Planning

- Presidential Search
- Presidential Onboarding

#### University Policies

- Human Resources Policies
- Presidential Policies
- Governance Policies

3.3 Facilities and Finance Committee. The Executive Committee shall recommend and the Board shall approve a Facilities and Finance Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Facilities and Finance Committee shall have control and oversight over all facilities of the University and financial affairs. Financial affairs of the University include budgets, investments, appropriations, grants and contracts, procurement, accounting and internal systems and controls. The Facilities and Finance Committee may employ financial and management consultants as it may deem necessary or desirable. The consultants so employed shall report directly to the Committee. No material change or amendment, deviation or exception from the University's accounting and internal control procedures shall be made without the approval of the Facilities and Finance Committee or the Board, except for those required by GASB, state comptroller, state, or federal regulations.

This committee shall have control and oversight over all financial policies of the University including procurement, contracts, delegation of authority, the facilities of the University including the campus master plan, investment strategies, capital improvements, facilities utilization, computing and information technology services, campus support services, and other related matters as shall be so recognized by the Board.<sup>2</sup>

The responsibilities of the Facilities and Finance Committee shall include, but not be limited to, the oversight of the following areas:

Financial Management

- Financial Planning
- Financial Statements
- Financial Management
- Budgets
- Capital Planning & Budgeting
- Technology Planning & Budgeting
- Auxiliary Funds Management
- Debt Management
- Debt Ratios
- Fee Structures (Athletic, student, parking, etc.)

Facilities Management

- Campus Master Plan
- Campus Maintenance Plan
- Capital Project Plan
- Computing and Information Technology Services
- Facility Projects
- Property Acquisition
- Property Disposition

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<sup>2</sup> The President or the Vice President for Finance shall have the authority to execute all legal documents, after review by legal counsel, relating to the granting of easements and rights of ways for water, sewer, utility, telecommunications and electrical lines as the need arises.

- Property Leases
- Energy/Green Policies

#### Investments

- Investment Policies
- Investment Strategies

#### Benchmarks

- Peer Institution Comparisons

#### Policies

- Financial Policies
- Capital Policies
- Debt Policies
- Facilities Policies

3.4 Institutional Advancement Committee. The Executive Committee shall recommend and the Board shall approve an Institutional Advancement Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Institutional Advancement Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Institutional Advancement Committee shall have oversight and control over all fund-raising activities undertaken by the University. This includes any foundation, alumni, athletic or other association, campaign committee or other organization seeking to raise funds in the name of or for the benefit of the University and its programs. Monies raised from fund-raising activities undertaken by the University, or on behalf of the University shall be considered "University Funds." The committee shall have oversight over the budgeting and expenditure, the management, the reporting and accounting for, and the internal control of such University Funds.

The Rector, with the consent of the Board, may authorize the Institutional Advancement Committee Chair to appoint non-board members to serve one-year terms as ex-officio non-voting members of the Institutional Advancement Committee. Such appointments are limited to key members of the affiliated foundations of the University and require the approval of the full Board.

The responsibilities of the Institutional Advancement Committee shall include, but not be limited to, the oversight of the following areas:

#### Strategic Planning Processes

- Oversight of University Strategic Plan
- SCHEV Plan
- Strategic Investment Opportunities
- Strategy Offsite for the Board (Board Strategy and Board Goals)

#### Endowment

- Campaigns
- Naming
- Events

#### Economic Development & Partnerships

- Partnerships
- Joint Agreements
- Economic Development Relationships

#### External Relations & Strategies

- Community Relations
- Government Relations
- Public Relations

#### Brand & Marketing

- Campaigns & Advertising
- National Rankings
- Peer Comparisons

#### Policies

- Endowment Policy
- Foundation Policy
- Partnership Policy
- Reputation Policy

3.5 Academic and Student Affairs Committee. The Executive Committee shall recommend and the Board shall approve an Academic and Student Affairs Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Academic and Student Affairs Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Academic and Student Affairs Committee shall have control and oversight over all academic and student programs and activities. Academic and student programs and activities of the University include curriculum, land-grant, faculty appointments, promotion, tenure and compensation, recruitment, admissions and registration, residence life, health services, cultural affairs, student organizations, athletics, and such other related matters as shall be so recognized by the Board.

The responsibilities of the Academic and Student Affairs Committee shall include, but not be limited to, the oversight of the following areas:

#### Academic Matters

- Under Graduate and Graduate Programs & Degrees
- Summer & Affiliate Programs
- Accreditations

- Admission Standards & Results
- Enrollment Standards & Results
- Online & Distance Learning

#### Academic Development & Partnerships

- Affiliations
- Partnerships
- Dual Enrollment w/High Schools
- Community College Agreements

#### Student Matters

- Student Governance Structure
- Student Handbook
- Student Living
- Student Housing
- Student Food Service
- Student Resources (Textbook, Library, etc.)
- Student Orientation
- Judicial & Honor Systems

#### Faculty Matters

- Faculty Governance Structure
- Faculty Handbook
- Faculty Credentials (Tenure/Promotion/Research & Publication)
- Faculty Resignation/Retirement
- Faculty Development
- Faculty Salaries & Ratios

#### Security & Safety

- Security Protocols
- Safety Issues & Statistics
- Crime Issues & Statistics

#### Athletics

- Programs & Performance
- Intercollegiate Athletics
- NCAA

#### Policies

- Admission Policies
- Student Policies
- Faculty Policies
- Grade Policies
- Security Policies
- Athletic Policies

3.6 Audit and Compliance Committee. The Executive Committee shall recommend and the Board shall approve an Audit and Compliance Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Audit and Compliance Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Audit and Compliance Committee shall have control and oversight over all matters and policies pertaining to oversight of enterprise risk management, adherence to the audit charter, reviewing audits conducted by Internal Audit and external bodies, and providing guidance on auditing concerns to the full Board. This committee is also responsible for oversight of university compliance with all federal, state, and local laws and executive orders; and policies promulgated by academic and athletic accrediting bodies, regulatory agencies, funding agencies, and the State Council of Higher Education for Virginia. This committee conducts an annual evaluation of the Chief Audit Executive, who reports directly to the Board of Visitors through this committee.

The responsibilities of the Audit and Compliance Committee shall include, but not be limited to, the following areas:

#### Management

- Audit Plan
- Audit Results
- Hotline Management
- Public Auditor
- Risk Management
- Compliance Management
- Internal Controls

#### Governance

- Holding management responsible for the effective design and implementation of an internal control infrastructure over financial reporting, asset stewardship, regulatory compliance provision of open access to the Committee by internal and external auditors to discuss issues, concerns and scope of work
- Discussion, development (in collaboration with the Chief Audit Executive) and approval of the annual internal audit plan, based on a comprehend risk analysis and examination of the University's auditable business units
- Oversight of the progress of mitigation or remediation efforts in corrective action until satisfactory resolution
- Report and provide recommendations to full Board regarding progress and status of particular items of interest or attention

#### Policies

- Audit
- Compliance
- Enterprise Risk Management

#### **ARTICLE IV.**

#### **POWERS AND DUTIES OF THE BOARD**

As public trustees, the members of the Board have the overall responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation and development of the institution. In addition to the powers granted under Va. Code §§ 23.1-1000 through 23.1-1028 and § 23.1-1301.

Examples of the powers and responsibilities of the Board, as set forth in state statutes or as developed through tradition and practice, include, but are not limited to:

1. Election of the President of the University, who shall serve at the pleasure of the Board.
2. Establishment of fees, tuition, and other charges imposed by the University on students.
3. Approval of the University's admission standards.
4. Review and approval of the University's budgets and overview of its financial management.
5. Review and approval of proposed academic degree programs and the general overview of the academic programs of the University.
6. Review and approval of the establishment of new colleges or departments.
7. Approval of the establishment of positions reporting to the President.
8. Confirmation of appointments by the President, including all Vice Presidents, Assistant Vice Presidents, Associate Vice Presidents, Deans and the approval of all contracts of renewal for such administrators.
9. Representation of the University to citizens and officers of the Commonwealth of Virginia, especially in clarifying the purpose and mission of the University.
10. Approval and confirmation of promotions, grants of tenure, and employment of faculty and administrators.<sup>3</sup>
11. The determination of the salary ranges for all faculty ranks and the establishment of other compensation and benefits.
12. Review and approval of physical plant development of the campus.
13. Review and approval of all naming opportunities, including buildings and other University property, endowments, scholarships, professorships, and endowed chairs.
14. Review, approval, or delegation to the Administration of the power to grant rights-of-way and easements on University property.
15. Review, approval, or delegation to the Administration of the power to approve real property transactions.
16. Review and approval of personnel policies for the faculty and administrators, including the Faculty Handbook.
17. The exercise of other powers conferred on corporations by the provisions of Chapter 10 of Title 13.1 of the *Code of Virginia*.

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<sup>3</sup> In practice, the President and officers of the University make interim appointments that are confirmed by the Board.



18. The establishment of policies mandated under the provisions of Title 23.1 of the *Code of Virginia*.
19. The exercise of all powers conferred on the Board in Chapter 27 of Title 23.1 of the *Code of Virginia*.
20. Each Board member is subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as necessary and required by law.

#### **ARTICLE V.                    FINANCIAL EXIGENCY**

The Board, by vote of two-thirds majority of the Board, at any regular, special, or emergency called meeting may declare a state of financial exigency. Upon declaration of a state of financial exigency, the Board shall direct the President to prepare a revised budget. Such revised budget shall be based on general guidelines as may be provided to the President at the discretion of the Board, including program reduction, program elimination, termination of employment, leave without pay, and other actions as may be necessary to reduce anticipated expenditures. The revised budget shall be subject to approval of the Board.

#### **ARTICLE VI.                    THE PRESIDENT**

The President of the University shall be the chief executive and academic officer of the University.

- 6.1 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.
- 6.2 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 those policies and programs that 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 the internal administrative structure of the University. The administrative structure of the University shall be designed to ensure proper management of the University, adequate planning and evaluation of academic programs, and continued improvements of academic programs. The President shall have the authority to appoint all advisory officers except vice presidents, assistant vice presidents, associate vice presidents and deans. The President shall recommend vice presidential, assistant vice presidential, associate vice presidential and dean appointments to the Board for the Board's confirmation.
  5. The President shall recommend to the Board of Visitors the election and initial compensation of salaried members of the faculty holding professorial 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 be authorized, after consultation with the Provost, Dean, department head, and

other affected administrative officers, to suspend any faculty member at anytime for proper cause.

7. The President shall have primary responsibility for the establishment and maintenance of proper relationships with the alumni.
8. The President shall at all times maintain cordial relationships with the students, guarding and protecting their best interests and ensuring that they have an opportunity for a rewarding educational experience.
9. The President shall be responsible for the discipline of students with the power to impose appropriate penalties including expulsion.
10. The President shall recommend to the Board each year an annual budget and financial, operating and staffing plans for the operation of the University for the following fiscal year. The timing of this submission shall be coordinated with the state budgetary planning process and shall be based on priorities that have been previously discussed with and approved by the Board. Upon ratification and approval of the Board, the President shall submit to the Governor a biennial budget request as required by law or regulation.
11. 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.
12. The President shall perform such other duties as may be required by the Board.

6.3 Evaluation of the President. The Board is responsible for oversight of the President's performance. The President, in open or closed session, as appropriate, at the Annual Meeting of the Board, shall submit his/her annual report on objectives, specific and general, developed by the President and the Rector and agreed to by the Board for the past year. The Board shall subsequently evaluate the President's performance for the past year. Objectives for each ensuing year shall also be presented at the Annual Meeting of the Board for approval.

## **ARTICLE VII.            FACULTY**

The faculty and administrators of the University receive recommendations for appointments and renewals by appropriate University officials, and their names, titles and salaries are submitted for approval to the Board of Visitors.

Pursuant to the powers vested in the Board by Va. Code §§ 23.1-1301 through 23.1-1310, § 23.1-2700 and § 23.1-2702, or succeeding provisions, all faculty appointments and contracts are subject to board policy, rule, resolutions, orders, instruction and these bylaws.

Only the Board confers tenure and all rights associated with tenure expire with termination of employment. Tenure cannot be earned *de facto*, regardless of the number of years of service.

## **ARTICLE VIII.            CONSTRUCTION**

These bylaws shall be construed to be consistent with enactments of the General Assembly, including but not limited to Title 23.1 of the *Code of Virginia*, the Virginia Freedom of Information Act, the Virginia Public Procurement Act, and the State and Local Government Conflict of Interests Act. Nothing contained in the Bylaws should be interpreted to diminish or alter the common law or statutory powers of the Board.

**ARTICLE IX.**            **AMENDMENTS**

These amended bylaws are hereby adopted and shall be effective this 18<sup>th</sup> day of November, 2022. All former bylaws of the Board are hereby repealed. These bylaws may be changed by majority vote of the Board at any regular or special meeting of the Board.

**ARTICLE X.**            **APPENDIX**

Virginia State University Board of Visitors' Statement of Governance

Virginia State University Board of Visitors' Code of Ethics

Virginia State University Board of Visitors' Freedom of Information Rights and Responsibilities