NUMBER: 1107

TITLE: Board of Visitors Meeting Scheduling and Procedures

APPROVED: April 11, 2003; Revised June 12, 2014

1. It is the Policy of the Board of Visitors that the following regular meeting scheduling and procedures shall be followed consistent with the Board of Visitors Bylaws.

2. Scheduling. Regular and Executive Committee meetings shall be scheduled one year in advance with care being taken to avoid significant events which may preclude the attendance of a large number of Board members (i.e.; national holidays, school openings and closings).

3. Order of Business. The order of business shall be as follows, unless modified by the Rector with the approval of the Board.

   Convene Meeting
   Approval of Minutes of Previous Meeting
   Rector's Report
   President's Report
   Reports of Standing Committees
   Reports of Special Committees
   Reports of Invited Representatives, if any
   Motion for Closed Session, if any
   Reconvene in Open Session
   Call for Unfinished Business
   Call for New Business
   Adjournment

4. Agenda Process. Matters to be placed on the Board's regular and special meeting agenda and requests for public comment shall be brought to the attention of the Rector or the President in writing at least 15 days in advance of the meeting at which the issue is to be addressed or public comment accepted. The purpose of the agenda process is to ensure that: only relevant issues requiring Board action are identified; that items brought before the Board have been fully analyzed and briefed; and that issues requiring Board action contain alternative recommended courses of action, if possible, to be considered for approval.

   a. As part of this process, the Rector shall consult with his/her active committee chairs, Board representatives, and staff, and consider written requests of interested parties. The President shall consult with his/her principal staff, other appropriate parties, and consider written requests. Based on these consultations, the Rector and President shall then set the agenda.

   b. Chairs of standing committees shall set their respective committee agendas with the Vice President responsible.

c. Reports of invited representatives and anticipated issues or resolutions requiring Board decisions under unfinished and new business and the point or points during the meeting where public comment will be accepted will be specified in the published pre-meeting agenda. Such agenda shall be distributed to all Board members at least seven days prior to each regularly scheduled Board meeting.

d. Supplementary agenda items originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified.

e. The Rector shall confer with all active committee chairs at least 15 calendar days before an Executive Committee meeting to determine if there are agenda items to be considered at that meeting before canceling such meeting.

5. Public Comment. Public comment shall be taken upon request of interested parties to an agenda issue. The request must be justified in writing via the President to the Rector and submitted at least 15 calendar days before the meeting at which at which the issue is to be addressed or public comment accepted. The points at which public comment will be accepted shall be specified in the published meeting agenda.

6. Closed Meetings. While convened in closed meetings, board members must be confident that they may engage in full and open discussion of legitimate closed meeting topics without fear or concern that comments or statements made therein will be revealed or disclosed outside the presence of the convened body. All board members and invited guests present during closed meetings should be mindful that the confidentiality of discussions is dependent on informed recognition of the confidential and potentially sensitive nature of such dialogue. Disclosure of information or documents including "working papers," revealed or discussed in closed meetings represents a breach of the confidentiality on which board members are legitimately entitled to rely. Additionally, unauthorized disclosures of closed meeting information could have the effect of inhibiting subsequent closed meetings.

7. Voting.

a. The authority of the Board rests in its majority, therefore, Board voting on issues or candidates for a position shall require a majority of votes cast, versus a plurality, to pass a motion or elect an officer or representative, except where otherwise specified.

b. In cases where there are more than two choices, the following shall apply. If on the first ballot, no choice receives a majority, the one receiving the smallest number of votes shall not be considered on the next ballot, provided that at least two choices remain on the ballot. This shall continue until a choice has received a majority of the required vote. Should two or more choices receive the same number of low votes and the total of these two choices when combined with any one other member's vote not constitute a majority, then the choices receiving the same number of low votes shall be eliminated. Should the total of the same number of low votes received by two or more choices when combined with any one other member's vote constitute a majority, then no member shall be eliminated and the balloting shall continue. Should more than one ballot be required, the

proponent of each choice shall be allowed one minute to address the membership before the next ballot.

c. The Virginia Freedom of Information Act (Title 2.2, Chapter 37 *of the Code of Virginia*) precludes voting by secret ballot. However, voting procedures, using paper ballots for considering more than two alternatives, can include written responses provided such written responses are legibly signed by the voting member of the Board and duly recorded in the Board minutes so that they may not be considered secret ballots.

8. Meeting Minutes. Minutes should record action taken, policies adopted, resolutions passed, and discussions by the Board. Minutes shall be taken at all open regular, special, working session, retreat, and committee meetings as prescribed by the Freedom of Information Act (Title 2.2, Chapter 37 *of the Code of Virginia*). These minutes, including draft minutes, and all other records of open meetings, including audio or audio/visual records are public records and subject to the provisions of the Freedom of Information Act. Audio recordings shall be retained for three years and shall be available to the public. Minutes or audio recordings of closed meetings may be taken at the discretion of the Board by an approved motion to do so. Minutes of closed meetings, including drafts and audio or audio/visual records, are not public records and are protected by the Freedom of Information Act. Additionally, the Board shall make audio recordings of all electronic communication meetings.

9. Draft Minutes. Draft minutes are considered public documents under the Freedom of Information Act. Since they are papers designed to produce a finished document and may be incomplete or incorrect, they shall be clearly marked as drafts, handled with care, and destroyed when the minutes are approved. Draft minutes shall be circulated to all board members within fifteen working days of the meeting. Exceptions to the foregoing rule due to lengthy or complex meetings may be considered on a case-by-case basis by the Rector. If there are substantive errors, the draft minutes may be corrected by members by making a motion to correct the minutes on the agenda for the next regular meeting of the Board. Typographical type errors can be forwarded to the Secretary for correction.