

NUMBER: 1107

TITLE: Board of Visitors Meeting Scheduling and Procedures

APPROVED: April 11, 2003; Revised June 12, 2014; Revised September 14, 2021; Revised September 16, 2022

SCHEDULED REVIEW DATE: September 2027

All meetings of the Board of Visitors shall be conducted in accordance with the *Code of Virginia*, the Board’s Bylaws, Board Policies and Procedures, and *Robert’s Rules of Order Newly Revised*, in order of descending precedence. University Counsel shall serve as Board parliamentarian for purposes of interpreting *Robert’s Rules of Order Newly Revised*. The University Counsel shall attend all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of university officers, unless otherwise directed by the Attorney General in accordance with [Va. Code §23.1-1303.B.1.iii](#).

The following procedures for regular meetings of the Board of Visitors shall generally be followed consistent with Article III of the Board of Visitors Bylaws.

Meeting 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). The four regular meetings of the Board are scheduled quarterly, usually during the months of September, December, April, and June of the academic year. Executive Committee meetings are scheduled during the months in which the full Board does not meet and may be canceled by the Rector if there is no need to meet.

Meeting Notices

In accordance with [Va. Code § 2.2-3707](#), notice of regular meetings of the Board shall be posted at least three working days prior to the meeting. Such notice shall be posted on the University’s website and the State’s Commonwealth Calendar, and distributed electronically to all members of the Board, the President, President’s Cabinet, faculty and student representatives, staff who support the Board and its committees, media, and all others who specifically request such notice in writing to the Executive Secretary to the Board of Visitors. Meeting agendas and all supporting documents except those that are legally exempted are also made available to the public on the University’s website. Notice of such meetings shall include the date, time, and location of the meeting.

Notice of special, emergency, or continued meetings, reasonable under the circumstances, shall be posted and distributed as described above at the same time such notice is provided to the members

of the Board. Special meetings may be called by the Rector or the Vice Rector in his/her absence or disability, or by any three members. In addition to the date, time and location of the meeting, the purpose of the meeting must also be stated in the notice.

Meeting Agendas

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.

1. 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.
2. Chairs of standing committees shall set their respective committee agendas with the responsible University administrator.
3. 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.
4. Supplementary agenda items originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified.
5. 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.

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
- Special Presentations (if any)
- Public Comment (if allowed)
- 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 and Freedom of Information Act Certification
Call for Unfinished Business
Call for New Business
Adjournment

Public Comment

Public comment shall be taken upon request of interested parties to an agenda issue. The request must be made in writing via the Executive Secretary to the Board to the Rector and President in accordance with the timeline provided in the meeting notice. The points at which public comment will be accepted shall be specified in the published meeting agenda.

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.

The following requirements apply to closed meetings:

1. The Board must take a recorded vote in an open meeting approving a motion that identifies the subject matter and purpose of the closed meeting and cites the applicable exemption from open meeting requirements as authorized in [Virginia Code §2.2-3711.A](#). The matters contained in such motion shall be set forth in detail in the minutes of the open meeting. A general reference to the authorized exemptions or the subject matter of the closed meeting is not sufficient to satisfy the requirement for holding a closed meeting.

This provision does not apply to closed meetings of the Board held solely for the purpose of interviewing candidates for the position of president. Prior to any such closed meeting, the Board shall announce in an open meeting that such closed meeting will be held at a disclosed or undisclosed location within 15 days thereafter.

2. The Board must restrict its discussion during the closed meeting only to those matters specifically exempted and as identified in the motion.
3. At the conclusion of the closed meeting, the board must immediately reconvene in an open meeting and take a vote certifying that to the best of their knowledge, only public business matters lawfully exempted and as were identified in the motion were heard, discussed, or considered. If a board member believes that there was a departure from these requirements,

prior to the vote he or she must state what he or she believes the substance of the departure was, which still be recorded in the meeting minutes.

4. The Board may permit nonmembers to attend a closed meeting if such person is deemed necessary or their presence will reasonably aid the Board in its consideration of a topic to be discussed. The nonmembers permitted to remain in the closed meeting will be noted in the meeting minutes.
5. University Counsel shall attend all closed meetings except those where the President is being evaluated or presenting portions of his/her annual report dealing with evaluation of university officers. In these cases, a representative from the Attorney General's office will be asked to participate.
6. No resolution or motion adopted, passed, or agreed to in a closed meeting will become effective unless the Board reconvenes in an open meeting to take a vote of the membership on such resolution.

Voting

1. 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.
2. 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.
3. Except when a roll-call vote is specifically requested by any member of the Board or as otherwise required by law, motions shall be carried or defeated by voice vote, with the Secretary noting members supporting, opposing, or abstaining from the matter. However, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes ([Va. Code §2.2-3708.2.D](#)). No proxies, secret, or written ballots are authorized in any Board meeting ([Va. Code §2.2-3710](#)). The roll-call vote shall be recorded in the minutes by the Secretary calling the roll. Should members attending the meeting be absent for the vote, their absence shall be noted in the minutes. The Student Representative to the Board of Visitors is a non-voting member, but his/her comment regarding an issue may be recorded in the minutes. Any action taken in a closed meeting must be approved in an open meeting before it can have any force or effect.

4. In accordance with *Robert's Rules of Order Newly Revised*, the Rector shall not vote on any issue except in the case of a tie. Committee chairs, however, are allowed to vote on all issues.

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](#)). Minutes shall include the date, time, and location of the meeting, the members of the public body recorded as present or absent, a summary on the discussion of the matters proposed, deliberated, or decided, and a record of any votes taken.

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. Minutes requirements for electronic communication meetings are described in the next section.

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 posted as soon as possible but no later than ten working days after the conclusion of the meeting. The Executive Secretary to the Board shall notify the Board when draft minutes have been posted. 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 errors can be forwarded to the Secretary for correction. Final approved minutes shall be posted within three working days of approval by the Board.

Participation in Board of Visitors Meetings by Electronic Means of Communication

The general policy of the Board is that unless a state of emergency has been declared by the Governor, the Board will meet in person with a quorum of Board members physically assembled to conduct the meeting of the Board or its committees. Individual board members may participate electronically only under specific conditions as provided in accordance with [Va. Code § 2.2-3708.3](#) and this policy.

1. A member of the Board of Visitors may participate in a meeting through electronic means of communication from a remote location that is not open to the public only as follows:
 - A. On or before the day of a meeting, a member notifies the Rector that he or she is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter, and the Rector approves the request to participate in the meeting from a remote location.

- i. If a member's participation from a remote location is disapproved by the Rector because such participation would violate the conditions noted in item 2 below, disapproval shall be recorded in the minutes with specificity.
 - ii. Such remote participation by the member shall be limited each calendar year to two meetings or 25 percent of the meetings of the Board, whichever is fewer.
 - B. On or before the day of the meeting, a member notifies the Rector that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition of the member or the member's family that prevents the member's physical attendance.
 - C. If a member's principal residence is more than 60 miles from the meeting location, the member may notify the Rector on or before the day of the meeting that he or she will participate in the meeting remotely.
2. Participation by a member of the Board of Visitors under Item 1 above shall be authorized only under the following conditions:
 - A. A quorum of the Board of Visitors is physically assembled at the primary or central meeting location.
 - B. The meeting notice identifies the primary or central meeting location and any remote location open to the public, as well as the electronic communication means to be utilized by the member participating virtually in the meeting.
 - C. Public access to the remote locations from which additional members of the public body participate through electronic communication means is encouraged but not required.
 - D. The meeting minutes must note which Board members were in attendance in person and which members participated electronically. The minutes must include with specificity the given reasons for remote participation as well as a general description of the remote location from which each member participated virtually.
 - E. Votes taken during the meeting must be recorded by name in roll-call fashion.
3. At the Rector's discretion, but no more than twice per year or 25 percent of the meetings held per calendar year, whichever is fewer, the Board may hold an all-virtual public meeting, pursuant to the conditions set forth in [Va. Code § 2.2-3708.3](#).

In accordance with [Virginia Code § 2.2-3708.2](#), when the Governor has declared a state of emergency, the Board may meet by electronic communication means without a quorum of the Board physically assembled at one location, provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe for the Board to assemble in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the institution or the discharge of the Board's lawful purposes, duties, and responsibilities.

Requirements for electronic meetings under an emergency declaration include the following:

1. Public notice must be given using the best available method given the nature of the emergency and must be given at the same time notice is provided to the members of the Board.
2. Arrangements for public access to the meeting through electronic means including, to the extent practicable, videoconferencing technology must be made.
3. Provide the public with the opportunity to comment at the meeting if public comment is to be received.
4. The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held must be stated in the meeting minutes.