

# Executive Committee

December 2025



Radford  
UNIVERSITY



Executive Committee  
8:00 a.m. \*\*  
December 5, 2025  
Dean's Conference Room  
Kyle Hall, Third Floor, Radford, VA

**DRAFT**  
**Agenda**

- **Call to Order** Mr. Tyler Lester, *Chair*
- **Approval of Agenda** Mr. Tyler Lester, *Chair*
- **Approval of Minutes** Mr. Tyler Lester, *Chair*
- **Committee Discussion** Mr. Tyler Lester, *Chair*
- **Executive Order 48 Resolution** Mr. Tyler Lester, *Chair*
- **Meeting Dates for 2027** Mr. Tyler Lester, *Chair*
- **Meeting Minutes Philosophy** Mr. Tyler Lester, *Chair*
- **By-laws Discussion** Mr. Tyler Lester, *Chair*
- **Closed Session** Mr. Tyler Lester, *Chair*  
Virginia Freedom of Information Act  
§2.2-3711(A) (1) and (8)
- **Other Business** Mr. Tyler Lester, *Chair*
- **Adjournment** Mr. Tyler Lester, *Chair*

**\*\*All start times for committees are approximate only. Meetings may begin either before or after the listed approximate start time as committee members are ready to proceed.**

**EXECUTIVE COMMITTEE**

Mr. Tyler W. Lester, Rector  
Mrs. Jennifer Wishon Gilbert, Vice Rector  
Dr. Betty Jo Foster, (AESSC)  
Mrs. Jennifer Wishon Gilbert, (EMBEC)

Ms. Jeanne Armentrout, (BAAC)  
Ms. Betsy Beamer, (EEC)  
Mr. David A. Smith, (SAAC)

# Meeting Materials



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**Radford University Board of Visitors**  
Resolution  
December 5, 2025

**WHEREAS**, Governor Youngkin has released Executive Order 48, Combatting Antisemitism and Anti-religious Bigotry in Virginia Public Schools and Institutions of Higher Education, with the stated intention to “reaffirm the Commonwealth’s commitment to safe educational environments free from discrimination and continue to act against antisemitism and anti-religious bigotry in Virginia’s public schools and institutions of higher education;” and

**WHEREAS**, Executive Order 48 directed the State Council of Higher Education for Virginia to publish a model resolution for institutions of higher education to adopt, and specified four provisions to be included in the model resolution;

**WHEREAS**, Radford University is committed to promoting and fostering an environment free of antisemitism and anti-religious bigotry;

**BE IT RESOLVED**, that the Radford University Board of Visitors adopts the following provisions and directs the president of Radford University to incorporate each provision in relevant and applicable policies of Radford University:

- i. (a) In accord with Chapter 471 of the 2023 Acts of Assembly, Radford University adopts the Working Definition of Antisemitism as adopted by the International Holocaust Remembrance Alliance on May 26, 2016, including the contemporary examples of antisemitism set forth therein. This states that antisemitism is a certain perception of Jews, which may be expressed as hatred toward Jews. Rhetorical and physical manifestations of antisemitism are directed toward Jewish or non-Jewish individuals and/or their property, toward Jewish community institutions and religious facilities.  
  
(b) The definition of antisemitism referenced in (a) above shall be incorporated into all student codes of conduct of Radford University;
- ii. Radford University shall treat harassment and discrimination that is motivated by or includes antisemitic intent, or bigotry against any religion, by any individual or as a result of school policies or programs on the school campus in the same manner as any other form of discrimination prohibited by state or federal law;
- iii. Radford University shall include in all codes of conduct prohibited conduct as it specifically relates to antisemitism and anti-religious bigotry, which shall include, but not be limited to:

1. harassment and discrimination against Jewish individuals in violation of Title VI of the Civil Rights Act of 1964, Pub. L. No. 88-352;
  2. antidiscrimination regulations provided by the United States Department of Education and the United States Department of Justice; and
  3. relevant state-level anti-discrimination laws.
- iv. In no case shall provisions i.-iii. above be implemented in any way that diminishes or infringes upon any right protected under the United States Constitution, including but not limited to the First Amendment to the Constitution, or under the Constitution of Virginia.

**FINALLY, BE IT RESOLVED** that the president shall submit a copy of this resolution to the Secretary of Education and the Executive Director of the State Council of Higher Education for Virginia no later than December 31, 2025.



## Executive Committee

The following are proposed Board of Visitors meeting dates for 2027

- March 18-19, 2027
- June 3-4, 2027
- July 18-20, 2027 (retreat)
- September 16-27, 2027
- December 2-3, 2027

# Appendix



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November 3, 2025

Mr. Tyler Lester, Rector  
c/o Radford University Office of the President  
P.O. Box 6890  
Radford, Virginia 24142

Subject: Proposed Amendments to the Board of Visitors (BOV) Bylaws

Dear Rector Tyler,

I am pleased to submit for your consideration a series of proposed amendments to the Radford University Board of Visitors Bylaws. These recommendations are designed to strengthen our governance framework, enhance operational clarity, and align Radford's practices with established standards across Virginia's public institutions of higher education.

This proposal was developed in response to Vice Rector Wishon Gilbert's request for feedback at the September 11, 2025 Board meeting. It reflects a comprehensive review of Radford's current bylaws structure, benchmarking across Virginia institutions, and content from the Association of Governing Boards of Universities and Colleges.

1. **Realign the bylaws hierarchy** to improve navigability and accessibility for stakeholders, particularly during time-sensitive decision-making.
2. **Designate the Student Government Association President** as the official student representative to the Board, reinforcing legitimacy and shared governance.
3. **Reform the Executive Committee structure** by introducing elected membership to enhance representativeness and institutional resilience.
4. **Extend the term length of the Rector and Vice Rector**, ensuring continuity of leadership and strategic alignment with institutional priorities.
5. **Establish the Secretary of the Board**, as a defined officer role to support governance continuity and documentation integrity.

Each recommendation is grounded in comparative analysis and informed by recent governance challenges and opportunities. Together, these amendments aim to elevate the Board's effectiveness, transparency, and capacity to steward RU's mission in a dynamically charged higher education governance landscape.

I welcome the Executive Committee's feedback and look forward to discussing these proposals further at the upcoming meeting.

Respectfully submitted,

A handwritten signature in blue ink, reading 'George B. Mendiola, Jr.'.

George B. Mendiola, Jr.  
Visitor  
Radford University Board of Visitors

**Attachments**

- Appendix A – Comparison Data to Support Bylaw Amendments (*best print in 11x17*)
- Appendix B – Bylaws Outline (*best print in 11x17*)
- Appendix C - RADFORD UNIVERSITY Bylaws September2024 Approved – RedLined
- Appendix D – VA Institution Bylaws

**CC:**

- President Bret Danilowicz
- Chief of Staff J. Ryan Bowyer



## Item 1 – Proposed Amendment to Realign the Bylaws Hierarchy Structure

Across nonprofit, for-profit, and public institutions, governing bodies adopt bylaws that provide a foundational framework for organizational governance. Well-structured bylaws ensure order, transparency, and consistency in how the organization conducts its mission and exercises its authority. To support clarity and operational efficiency, bylaws should be organized in a hierarchical structure that enables users to quickly locate and interpret relevant provisions without needing to review the entire document. Accordingly, aligning the RU bylaws to reflect a clear hierarchical structure – widely adopted across governing bodies – leverages established best practices and significantly improves accessibility for stakeholders who engage with the document infrequently. This ensures the document remains a practical and authoritative reference to support timely decision-making.

### Discussion

Over the past three years, the infrequent need to reference the bylaws – particularly for unanticipated governance questions – has contributed to a general perception that the bylaws' hierarchal structure is appropriate. However, when issues have arisen in areas such as electronic meetings, attendance, or quorum requirements, locating the relevant provisions has often required a full read-through of the document. This lack of navigational clarity can hinder timely decision-making and frustrate members.

To address this, a comparative assessment was conducted across five Virginia public institutions of higher education, information from the National Association of Corporate Directors, and templates for forming Virginia corporations. The review confirmed that the widely accepted structural standard for bylaws includes three hierarchical components: **Articles**, **Sections**, and **Subsections**. Table 1-1 below demonstrates a description for each element and its role for facilitating ease of reference, to enhance usability and institutional alignment with governance best practices.

**Table 1-1. Descriptions of Hierarchical Divisions**

Division	Description	Numbering Examples
<b>Articles</b>	The broadest divisions, used to group related major provisions or topics. (e.g., Article I: Name and Purpose, Article II: Membership)	Article I, Article II, etc.
<b>Sections</b>	Subdivisions within articles that detail specific rules or procedures related to the article's topic. (e.g., Section 1 - Regular Meetings, Section 2 - Officers)	Section 1, Section 2, etc.
<b>Subsections / Clauses</b>	Further breakdowns within sections, presenting more specific elements or points. (e.g., (A), (B))	1 (A), 2(B) (letters)



To further validate this model for RU, a review was conducted of the bylaws from all Virginia public institutions of higher education to assess the structural scale and complexity employed by their respective Boards of Visitors. Table 1-2, supports the analysis that, despite having a comparable page length, RU's bylaws with four headers<sup>1</sup>/articles are less structurally organized than the average institution with ten articles. Appendix B, Board of Visitors Bylaw Outline, compares RU to five Virginia institutions and identifies an opportunity to enhance navigability by adopting more consistent use of broad hierarchical elements (e.g., Articles) within the bylaws.

**Table 1-2. Comparative Review of Bylaw Structure at Virginia Public Higher Education Institutions**

<b>Institutions</b>	Virginia Military Institute	University of Mary Washington	Christopher Newport University	Longwood University	Virginia State University	Norfolk State University	Radford University (Current)	William and Mary	James Madison University	Old Dominion University	University of Virginia	Virginia Commonwealth Uni.	Virginia Tech	George Mason University	Average
<b>Structure</b>															
Headers/Articles	3	12	14	16	11	4	4	11	16	12	5	6	8	14	10
Sections	15	19	39	25	26	16	12	49	26	49	22	17	22	41	27
Sub-Sections / Paragraphs	57	23	18	4	7	25	22	43	59	51	26	39	12	39	30
Pages	15	14	7	4	19	10	10	16	16	20	15	13	13	10	13

*Data excludes UVA-Wise and Richard Bland College*

### **Recommendation**

To improve the flow and ease of reference within the bylaws, this proposal recommends restructuring select content by elevating certain sections into standalone Articles, renumbering provisions for consistency, and consolidating advisory member language under the article referencing Board Composition. The resulting changes aim to enhance navigability, support structural clarity, and align with best practices in bylaw organization.

### **Proposed Amendment**

Figure 1-1, on the following page, identifies proposed structural adjustments to improve the clarity and navigability of the bylaws. Specifically, it outlines:

- Sections recommended for elevation to standalone Articles,
- Subsections or clauses to be renumbered as full Sections, and
- The realignment of advisory representative section to remain under Article I.

In the accompanying redlined version of the bylaws, newly defined Sections should be titled with descriptive headings to clearly reflect their content and purpose.

<sup>1</sup>For consistency in cross-institutional mapping, Radford University's Board of Visitors Bylaw Preamble is treated as an Article to align with the structural conventions used by other Virginia public institutions.



**Figure 1-1. Bylaw Summary Demonstrating current structure, proposed realignment and resulting outline.**

Current	Proposed Change	Future
<b>Preamble</b>		<b>Preamble</b>
<b>Article I - The Board of Visitors</b>		<b>Article I - The Board of Visitors</b>
Section 1 - Legal Status, Compositions, and General Operation		Section 1 - Legal Status, Compositions, and General Operation
A. Legal Status and Composition		A. Legal Status and Composition
B. General Operations		B. General Operations
C. Annual Executive Summary		C. Annual Executive Summary
D. Removal of Board Members		D. Removal of Board Members
E. Resignation		E. Resignation
Section 2 - Powers and Responsibilities		Section 2 - Powers and Responsibilities
Section 3 - Meetings	Elevate to Article II	Section 3 - Advisory Representatives
A. Regular Meetings	Redefine as Section 1	A. Appointments
B. Special Meetings	Redefine as Section 2	B. Responsibilities
C. Notice	Redefine as Section 3	<b>Article II - Meetings</b>
D. Quorum and Votes	Redefine as Section 4	Section 1 - Regular Meetings
E. Individual Member(s) Participation via Electronic Communications	Redefine as Section 5	Section 2 - Special Meetings
F. All Virtual Meetings	Redefine as Section 6	Section 3 - Notice
G. Agenda	Redefine as Section 7	Section 4 - Quorum and Votes
H. Tuition Notice and Public Comment	Redefine as Section 8	Section 5 - Individual Member(s) Participation via Electronic Communications
Section 4 - Officers	Elevate to Article III	Section 6 - All Virtual Meetings
A. Officers	Redefine to Section 1	Section 7 - Agenda
B. Election and Terms	Redefine to Section 2	Section 8 - Tuition Notice and Public Comment
C. Rector	Redefine to Section 3	<b>Article III - Officers</b>
D. Vice Rector	Redefine to Section 4	Section 1 - Officers
Section 5 - Advisory Representatives	Move under Art I, Redefine as Section 3	Section 2 - Election and Terms
A. Appointments		Section 3 - Rector
B. Responsibilities		Section 4 - Vice Rector
Section 6 - Committees	Elevate to Article IV	Section 5 - Secretary <sup>1</sup>
A. Executive Committee	Redefine as Section 1	<b>Article IV - Committees</b>
B. Standing Committees	Redefine as Section 2	Section 1 - Executive Committee
C. Special Committees	Redefine as Section 3	Section 2 - Standing Committees
Section 7 - Policies & Procedures	Elevate to Article V	Section 3 - Special Committees
<b>Article II - Employees</b>	Change to Article VI	<b>Article V - Policies &amp; Procedures</b>
Section 1- President		<b>Article VI - Employees</b>
Section 2 - Provost. Vice Presidents and Direct Reports to the President		Section 1- President
Section 3 - University Auditor		Section 2 - Provost. Vice Presidents and Direct Reports to the President
<b>Article III - Miscellaneous</b>	Eliminate	Section 3 - University Auditor
Section 1 - Suspension or Amendments of Bylaws	Elevate to Article VII	<b>Article VII - Suspension or Amendments of Bylaws</b>
Section 2- Parliamentary Authority	Elevate to Article VIII	<b>Article VIII - Parliamentary Authority</b>

<sup>1</sup> Addition assumes acceptance of proposed amendment item 5.



## Item 2 – Proposed Amendment Regarding the Student Representative to the Board

One of the key principles of Board governance as highlighted by the Association of Governing Boards of Universities and Colleges (AGB) is the importance of shared governance – an element essential to institutional credibility, resilience and advancement (AGB, 2025)<sup>1</sup>. Student engagement has also proven critical in helping institutions adapt to shifting enrollment patterns and evolving academic priorities. Their insights and lived experiences offer valuable perspectives on the effectiveness and relevance of institutional strategies. To enhance that student representation to the Board to strengthen credibility and strategic alignment, this proposal recommends the appointment of the Student Government Association (SGA) President—not just any student—as the official student representative to the Board of Visitors.

### Discussion

In developing this proposal, careful consideration was given to the current selection process for a student representative, the student participation in governance observed over the past three years, and the capacity of the student representative to support meaningful engagement. More specifically, the following has been observed:

- The current student representative selection process requires the Administration to be actively involved from recruitment, finalist pre-selection, mentoring, to facilitating Board presentations.
- Student participation has primarily focused on offering feedback on topics important to the student rather than influencing or participating in substantive governance topics.
- Across the annual five Board meetings, including the retreat, student involvement has resulted in minimal governance participation, if any.
- The role has functioned more as a leadership developmental experience based on the efforts of a single person rather than being resourced by a team of volunteers and leaders, like the (SGA) whose mission is to advance the interests of students and actively participate in internal governance discussions.

To strengthen student engagement in Board governance, this proposal seeks to leverage the existing operational framework of the SGA where student leaders are already well-positioned and involved through internal governance and whom regularly meet to represent and respond as the collective voice of students.

Benchmarking across Virginia's public institutions reinforces this approach. Of the 14 institutions, including Radford University, seven appoint the SGA President or empower the SGA to designate the representative. Christopher Newport University requires Board approval of either the SGA

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<sup>1</sup> Association of Governing Boards of Universities and Colleges. (2025, July). *Models of governance in higher education: AGB principles vs. ideologically driven initiatives*. <https://AGB.org/GovernNOW>



President or another student. Larger institutions often include a second representative to reflect graduate student perspectives. Table 2-1 below illustrates the selection methods used across these institutions.

**Table 2-1 Student Representative Selection Methodology.**

Institutions	# of Students (SCHEV Fall 2024)	Student Member Selection	
		<i>Elected</i>	<i>Appointed</i>
Virginia Military Institute	1,527		Board appointed
University of Mary Washington	3,826	President of SGA	
Christopher Newport University	4,454		Board appoints the current President of SGA or another student.
Longwood University	4,612	President of Student Body	
Virginia State University	5,605	President of SGA	
Norfolk State University	6,053	President of SGA	
Radford University	7,812		Appointed from list of three submitted by the President
William and Mary	9,818		Appointed by Rector with consultation of Presidents of University and Student Assembly
James Madison University	22,879	Elected by the students, administered by SGA.	
Old Dominion University	23,743		Board appoints student under resolution (process not in Bylaws)
University of Virginia	26,470		Appointed by the Executive Committee
Virginia Commonwealth Univ.	28,831		One graduate and one undergraduate recommended by President from a selection committee (process not in Bylaws)
Virginia Tech	38,857		Board appoints one graduate and one undergraduate as recommended by a selection committee. (process not in Bylaws)
George Mason University	40,449	Two Students - President of Graduate Student Association and President of SGA.	

Data excludes UVA-Wise and Richard Bland College



### **Recommendation**

The SGA President is the most appropriate student representative for the Board. As an elected leader, they bring legitimacy, campus-wide engagement, and a direct connection to the broader student body. Backed by a structured and resourced organization of other elected student leaders, the SGA President is equipped to fulfill the non-voting role with consistency, credibility, and strategic purpose – ensuring student input contributes meaningfully to shared governance.

This approach also streamlines the selection process and capitalizes on existing student governance operating models for facilitating engagement on strategic discussions minimizing the Board's involvement.

### **Proposed Amendment**

**Amend Article 2, Section 5, Part A. Appointments, Paragraph 3 which reads as follows:**

*The student representatives are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.*

**Amendment to read as follows in alignment with language<sup>2</sup> for the Faculty representative:**

~~The student representative are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.~~ shall be the President of the Student Government Association. Should the student representative resign as President of the Student Government Association during his/her term on the Board of Visitors, the new student government president shall fill the remaining term on the Board of Visitors of the individual who resigned.

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<sup>2</sup> The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors. If the same individual shall serve more than two consecutive terms as Faculty Senate President, the faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate. Should the faculty representative resign as faculty senate president during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.





## Item 3 – Proposed Amendment to the Executive Committee Structure

The Executive Committee of a governing board plays a critical role in providing strategic leadership, facilitating decisions on urgent matters, and overseeing the broader governance functions of both the board and the institution it serves. At Virginia public institutions of higher education, this role is codified in Virginia Code § 23.1-1306, which charges the Executive Committee with:

- Organizing board operations
- Strengthening governance practices
- Supporting board member development

In practice, institutions like Radford University also delegate authority to the Executive Committee to act on behalf of the full Board in time-sensitive situations. However, the effectiveness of this governance structure depends on the legitimacy and representativeness of its membership:

- 1) When the majority of Executive Committee members<sup>1</sup> are appointed solely by the Rector,
- 2) The committee risks functioning as an extension of the Rector's leadership,
- 3) Rather than serving as a representative body accountable to the full Board of Visitors.

This dynamic can undermine the principle of shared governance and may erode trust in the committee's decisions. To strengthen alignment with governance best practices and reinforce institutional legitimacy, the Executive Committee should be constituted in partnership with the full Board of Visitors, reflecting the collective will of the body it serves. Specifically, a majority of the Executive Committee members should be elected by the Board rather than appointed by the Rector. This adjustment would reinforce the committee's accountability, enhance transparency, and strengthen its role as a steward of board governance.

### **Discussion**

In recent years, the governance of public higher education has become increasingly politicized, with heightened scrutiny on the actions—or inaction—of Boards of Visitors. This evolving landscape places greater importance on the Executive Committee as a stabilizing force, one that must be both structurally sound and sufficiently empowered to safeguard institutional integrity amid external pressures.

The need for a resilient Executive Committee becomes especially critical when the full Board is unable to meet quorum or act decisively. A notable example occurred at George Mason University, where a shortage of appointed Visitors temporarily prevented the Board from reaching quorum, thereby shifting governance responsibilities to the Executive Committee<sup>2</sup>.

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<sup>1</sup> The membership includes the Rector and Vice Rector elected by the Board. The bylaws authorizes the Rector with the appointment of Committee Chairs who serve as members of the Executive Committee.

<sup>2</sup> Jarvis, B. (2025, October 13). *GMU rector says executive committee still plans to meet without full board quorum*. Virginia Scope. <https://virginiapoliticalnewsletter.substack.com/p/gmu-rector-says-executive-committee>



This scenario underscores the importance of ensuring continuity of governance, even when external political dynamics – such as unconfirmed appointments by the Governor or legislative inaction – impede the Board’s ability to function fully.

To proactively address this risk at Radford University, it is essential that the Executive Committee be structured to reflect the collective will of the full Board, rather than serving solely at the discretion of the Rector. Electing a majority of Executive Committee members through board-wide consent reinforces legitimacy, strengthens shared governance, and ensures that the committee remains accountable to the body it represents. To inform this recommendation, table 3-1 summarizes the current composition models in place, providing a comparative foundation for evaluating reform options.

**Table 3-1 Composition of Executive Committees at Virginia Public Institutions of Higher Education**

Institutions	# of Students (SCHEV Fall 2024)	Executive Committee Membership				
		Rector	Vice Rector	Secretary	Immediate Past Rector	Other
Virginia Military Institute	1,527	X				Three Vice Presidents (BOV members), One member elected at large
University of Mary Washington	3,826	X	X	X		Two members elected by the Board
Christopher Newport University	4,454	X	X	X		Committee chairs, Two members at large and any member in attendance.
Longwood University	4,612	X	X	X	X	One member elected at large
Virginia State University	5,605	X	X	X		Chairs of Committees, elected by the Board
Norfolk State University	6,053	X	X	X		Two members elected by the Board
Radford University	7,812	X	X		X	<b>Chairs of Committee</b>
William and Mary	9,818	X	X	X		Chairs of Committees
James Madison University	22,879	X	X			Three of Seven Committee Chairs; a committee chair may appoint a designee in their absence.
Old Dominion University	23,743	X	X	X		Chairs of the Committees elected by members of the committee
University of Virginia	26,470	X	X			Five others elected by the Board
Virginia Commonwealth Univ.	28,831	X	X	X		Committee chairs, Two members at large elected by the Board
Virginia Tech	38,857	X	X		X (non-voting)	Chairs of the Committees (Chairs are limited to 3 year terms)
George Mason University	40,449	X	X	X		Two members elected by the Board

Data excludes UVA-Wise and Richard Bland College



### **Recommendation**

To strengthen the legitimacy, representativeness, and operational resilience of the Executive Committee, it is recommended that Radford University adopt a revised membership model in which **three members of the Board of Visitors are elected annually in June to serve on the Executive Committee for the upcoming year**. Furthermore, the immediate past Rector should be removed to align with nearly all other Virginia institutions of higher education. These members may include standing committee chairs but should be selected through a vote of the full Board, rather than in an ex-officio role as appointed by the Rector.

### **Proposed Amendment**

**Amend Article 1, Section 6, Subsection A. as written below:**

- A. Executive Committee.** *The Executive Committee is comprised of the Rector, the Vice Rector, and the chairs of the standing committees. The immediate past Rector serves as an ex-officio member. The Rector serves as Chair of the Committee.*

**Amendment to read as follows:**

- A. Executive Committee.** *The Executive Committee is comprised of the Rector, the Vice Rector, and ~~the chairs of the standing committees~~ three members elected at-large by the Board during the annual meeting. These members may include chairs of the standing committees. ~~The immediate past Rector serves as an ex-officio member.~~ The Rector serves as Chair of the Committee.*



## Item 4 – Proposed Amendment to the Term Length of the Rector and Vice Rector

The Rector plays a pivotal role in the effective governance of a Board of Visitors, serving as its presiding officer and strategic leader. In this capacity, the Rector facilitates board meetings, guides high-level discussions, appoints committee leadership, and acts as a primary liaison between the institution and key external stakeholders, including the Executive and Legislative branches of Virginia government. Equally important, the Rector collaborates closely with the University President to advance the Board's strategic priorities—ensuring alignment between institutional goals, governance standards, and long-term mission fulfillment. Given the scope and significance of these responsibilities, a sufficient term in office is essential to cultivate the sustained leadership, institutional insight, and strategic continuity required for success. Extending the Rector and Vice Rector's terms would provide the necessary runway for a deeper collective engagement, fostering stronger relationships, and achieve effective stewardship of the Board's fiduciary and governance obligations.

### **Discussion**

Radford University has experienced notable turnover in its Board leadership, with three different individuals serving as Rector in the past three years. While some past Rectors have served multiple consecutive terms over the last decade, their tenure coincided with periods of institutional volatility—including presidential transitions and the existential challenges of the COVID-19 pandemic. During those years, the University faced significant enrollment declines, elevated faculty and staff attrition, and low morale among those who remained.

Leadership continuity at the board level proved critical during these disruptions. The Rectors who served longer terms provided stability, strategic direction, and institutional stewardship when it was most needed. However, since President Danilowicz's appointment, the rapid turnover in the Rector position has limited the opportunity for sustained collaboration and strategic alignment between the Board and the President at a time of great uncertainty. As Radford transitions from rebuilding its institutional culture to cultivating long-term growth, consistent board leadership is essential, now more than ever. Specifically, it offers the following advantages:

- **Strategic Continuity:** A longer term allows the Rector to lead through full planning and implementation cycles, ensuring sustained progress on strategic priorities rather than fragmented leadership year-over-year.
- **Stronger Presidential Partnership:** Longer tenure enables deeper collaboration with the University President, fostering trust, alignment, and shared accountability for institutional outcomes.
- **Institutional Memory and Insight:** Extended service builds familiarity with the institution's culture, challenges, and opportunities—critical for informed decision-making and effective board stewardship.



- **Succession Planning and Leadership Development:** A predictable leadership arc allows for intentional mentoring of future board leaders, reducing disruption and strengthening governance capacity.
- **Crisis Readiness:** In times of institutional stress – such as enrollment volatility, leadership transitions, or political instability – a seasoned Rector provides steady guidance and rapid response.
- **Enhanced Board Cohesion:** A longer term supports continuity in committee appointments, board culture, and shared governance practices, reducing the churn that can accompany annual leadership changes.
- **Benchmark Alignment:** Aligns Radford with the majority of Virginia public institutions, where two-year terms are standard practice, reinforcing legitimacy and peer comparability.

To support this strategic repositioning, an analysis was done for both the Rector and Vice Rector where a two-year term practice is already in place at 9 of Virginia's 14 public institutions of higher education (see table 4-1, below). At one institution, the Vice Rector serves a two-year term and is automatically elevated to Rector, facilitating a seamless succession and leadership continuity.

**Table 4-1 Composition of Executive Committees at Virginia Public Institutions of Higher Education**

Board Officer	Institutions	Virginia Military Institute	University of Mary Washington	Christopher Newport University	Longwood University	Virginia State University	Norfolk State University	Radford University	William and Mary	James Madison University	Old Dominion University	University of Virginia	Virginia Commonwealth Univ.	Virginia Tech	George Mason University	Count
Rector	1 Year	●			● <sup>1</sup>			● <sup>1</sup>					● <sup>1</sup>	● <sup>1</sup>		5
	2 Years		● <sup>4</sup>	● <sup>2</sup>		●	● <sup>3</sup>		● <sup>1</sup>	●	● <sup>2</sup>	● <sup>5</sup>			●	9
Vice Rector	1 Year	●			● <sup>1</sup>			● <sup>1</sup>					● <sup>1</sup>	● <sup>1</sup>		5
	2 Years		● <sup>4</sup>	● <sup>2</sup>		●	● <sup>3</sup>		● <sup>1</sup>	●	● <sup>2</sup>	●			●	9

Data excludes UVA-Wise and Richard Bland College

- Footnote: <sup>1</sup> Up to two consecutive terms  
<sup>2</sup> Election Even Numbered Year  
<sup>3</sup> Election Odd Numbered Year  
<sup>4</sup> Eligible for BOV Reappointment  
<sup>5</sup> Elevated from Vice Rector



### **Recommendation**

To ensure leadership stability, deepen understanding of institutional priorities and stakeholder dynamics, and align with governance practices at the majority of Virginia's public institutions of higher education, **RU should adopt a two-year term for both the Rector and Vice Rector, beginning in even-numbered years.** This adjustment will provide board leadership with the necessary runway to engage meaningfully in strategic planning, presidential partnership, and external advocacy.

To support this transition, the **Nominating Committee's role should be revised** to focus primarily on certifying candidates for multi-year leadership, ensuring that nominees possess the interest and term eligibility to complete the two-year requirement.

### **Proposed Amendment**

#### **Amend Article 1, Section 4, Subsection B. as written below:**

**B. Election and Terms.** *The officers are elected by the Board at the annual meeting of the Board and shall serve a term of one year.*

- 1. Nominating Committee.** *The Rector will appoint a Nominating Committee and designate the Chair of the Committee. The Committee is to call for nominations from members of the Board annually, following the last regular meeting of the Board. Nominations from members are to be submitted in writing to the Chair no later than ten days after that call. The Committee will meet prior to the annual meeting to determine which nominations will be presented to the Board. The Committee may offer more than one nominee for an office.*
- 2. Nominations from the Floor.** *Nominations from the floor will be taken.*
- 3. Term.** *Newly elected officers assume office on July 1 following their election. Each officer holds office for a term of one year ending the following June 30 or until the successor is elected, whichever is later. Officers may serve up to two consecutive terms; however, there is no limitation on the number of non-consecutive terms an officer may serve. In the event the Vice Rector assumes the office of Rector for a period of 180 days or more, that period will count as a full term.*

#### **Amendment to read as follows:**

**B. Election and Terms of the Rector and Vice Rector.** *The officers are elected by the Board at the annual meeting in even number years of the Board and shall serve a term of ~~one~~ two years.*

- 1. Nominating Committee.** *The ~~Board Rector~~ will appoint a Nominating Committee and designate the Chair of the Committee. The Committee is to call for nominations from members of the Board annually in even number years, following the last regular meeting of the Board. Nominations from members are to be submitted in writing to the Chair no later than ten days after that call. The Committee will meet prior to the annual meeting to determine certify the eligibility and interest of the candidates to serve a two-year term. ~~Candidates shall which nominations will be presented to the Board. The Committee may offer more than one nominee for an office.~~*
- ~~2. Nominations from the Floor.~~** *~~Nominations from the floor will be taken.~~*



3. **Term.** Newly elected officers assume office on July 1 following their election. Each officer holds office for a term of ~~one~~ two years ending ~~the following~~ June 30 or until the successor is elected, whichever is later. Officers may serve up to two consecutive terms; however, there is no limitation on the number of non-consecutive terms an officer may serve. In the event the Vice Rector assumes the office of Rector for a period of 180 days or more, that period will count as a full term.





## Item 5 – Proposed Amendment to Establish the Secretary of the Board

The Board Secretary serves as a cornerstone of governance infrastructure across Virginia's public institutions of higher education. This officer is responsible for ensuring procedural integrity, legal compliance, and accurate documentation of board actions. In many institutions, the Secretary also certifies board resolutions and oversees adherence to the Virginia Freedom of Information Act (FOIA), reinforcing transparency and public accountability. Despite the critical nature of this role, RU remains the only Virginia public institution whose Board of Visitors bylaws do not formally recognize a Secretary or define its function as an officer of the Board. This omission presents a governance gap: without a designated Secretary, the Board lacks a formally authorized individual to certify actions, manage records, and represent the Board in matters requiring legal documentation or procedural validation. To align Radford's governance structure with institutions across the Commonwealth, while ensuring legal authority for certifying board actions, reinforcing procedural consistency and institutional accountability, and supporting leadership continuity through effective recordkeeping during transitions, a Secretary of the Board should be established in the bylaws.

### Discussion

The Code of Virginia identifies the Rector, Vice Rector, and Secretary as officers of a Board of Visitors for certain public institutions. While not all institutions are statutorily required to designate a Secretary, the majority have formally adopted this role (see Table 5-1, below) to ensure procedural integrity, legal compliance, and operational continuity.

At RU, the Secretary function has historically been performed by a member of the President's staff. However, this individual is not formally recognized in the Board's bylaws – neither in the Officers section nor in Article II – Employees. This omission presents a governance vulnerability: ***in situations requiring certification or procedural authorization by a Board officer other than the Rector or Vice Rector, the absence of a designated Secretary potentially undermines the Board's standing and may render such actions performed by a University employee procedurally invalid.***

Moreover, during periods of leadership transition – whether at the Board or presidential level – the lack of a formally empowered Secretary severs the link between governance, recordkeeping, and procedural compliance, resulting in lost institutional knowledge and diminished continuity. Codifying the Secretary's role at RU would:

- Align the Board's structure with all other institutions across the Commonwealth
- Ensure legal authority for certifying board actions
- Reinforce procedural consistency and institutional accountability
- Support leadership continuity and recordkeeping during transitions





**Table 5-1. Compilation of Virginia Public Institutions of Higher Education Secretary of the Board – Employees vs Board Members**

<b>Institutions</b>	<b>University Employee</b> <i>(All are deemed officers of the Board, except VMI)</i>	<b>Board Member</b>
Virginia Military Institute	University Employee, appointed at recommendation of Superintendent	
University of Mary Washington		Member & Officer of the Board <i>(2 years must be eligible for</i>
Christopher Newport University		Member & Officer of the Board
Longwood University		Member & Officer of the Board
Virginia State University		Member & Officer of the Board <i>(2 year term)</i>
Norfolk State University		Member & Officer of the Board <i>(2 years, elected in odd year)</i>
Radford University	N/A	N/A
William and Mary		Member & Officer of the Board <i>(2 year term, eligible for one additional</i>
James Madison University	University Employee, appointed at recommendation of President	
Old Dominion University		Member & Officer of the Board <i>(2 years, elected in even year)</i>
University of Virginia	University Employee, appointed at recommendation of President	
Virginia Commonwealth Univ.		Member & Officer of the Board
Virginia Tech	University Employee (VP of Policy & Governance), unless Board votes to elect separate Secretary	
George Mason University		Member & Officer of the Board

*Data excludes UVA-Wise and Richard Bland College*

### **Recommendation**

To close a critical governance gap and reinforce the Board's operational integrity, it is recommended that the Board of Visitors bylaws be revised to formally establish the Board Secretary as an officer, with clearly defined responsibilities for documentation, certification of board actions, and compliance with legal and procedural requirements.

Consistent with practices at other Virginia public institutions, the Secretary should be a designated University employee and appointed to a defined term of office. In this capacity, the individual would perform collateral duties in support of the Board and, as an officer, be empowered to represent the Board in matters outlined in their responsibilities



**Proposed Amendment**

**Amend the bylaw to include a new section, under Section 4 Officers to read as follows:**

***Secretary<sup>1</sup>.*** *The Secretary keeps a faithful record of all proceedings and posts minutes of each open meeting on the board's website consistent with the Code of Virginia. He or she 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.*

***A. Additional Duties.*** *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, to include the following:*

- 1. The secretary conducts correspondence for the board.*
- 2. The secretary provides the board members and the public notice of time and place for meetings. Code of Virginia Title 2.2, Chapter 37, § 2.2-3711.*
- 3. The secretary sees that all documents entrusted in his or her care are filed and safely kept at the university.*
- 4. The secretary shall maintain a historical archive of all board activities, including decisions, resolutions, motions, and votes, to preserve institutional knowledge.*
- 5. The secretary makes documents in his or her care available for inspection by the board or any committee of the board.*
- 6. The secretary surrenders documents under his or her control only to an agent or officer authorized to receive them and upon proper receipt therefor.*
- 7. The secretary coordinates clerical and administrative support for all committees.*
- 8. The secretary provides a copy of the Manual of the Board of Visitors and all other appropriate materials to the members of the board when they are appointed and when any significant changes are made to the manual.*

***B.*** *The Secretary shall be under the immediate direction of the President and perform such other duties as may be assigned to him or her by the Board, the Rector, the Vice Rector, or the President.*

***C. Election and Term<sup>2</sup>.*** *Upon the nomination of the President and the Rector in concurrence, the Board of Visitors shall elect a Secretary to serve for a term of four years or 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.*

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<sup>1</sup> Additional duties mirror those of the James Madison University bylaws. JMU is not required to have a Secretary identified. This individual is a University Employee recommended by the President.

<sup>2</sup> The election and term of office aligns with the University of Virginia. Virginia Code § 23.1-2202 defines the position as an Officer of the Board.

Appendix A - Comparison Data to Support Bylaw Amendments

	# of Students <i>(SCHEV Fall 2024)</i>	Amendment 1	Amendment 2	Amendment 3					Amendment 4		Amendment 5		
		Bylaws Structure <i>(Article vs Sections)</i>	Student Member Selection		Executive Committee Membership					Establish Officer Terms		Establish a Secretary of the Board	
			<i>Elected</i>	<i>Appointed</i>	<i>Rector</i>	<i>Vice Rector</i>	<i>Secretary</i>	<i>Immediate Past Rector</i>	<i>Other</i>	<i>Rector</i>	<i>Vice Rector</i>		
Radford University	7,812	Preamble, 3 Articles, 12 Sections, 22 Sub-sections (10 pgs)		Appointed from list of three submitted by the President	X	X		X		Chairs of Committee	1 year, up to two consecutive terms	1 year, up to two consecutive terms	N/A
Virginia Military Institute	1,527	3 Articles, 15 Sections, 57 Sub-Sections (15 pgs)		Board appointed	X					Three Vice Presidents (BOV members), One member elected at large	1 year	1 year	University Employee, apppointed at recommendation of Superintendent
University of Mary Washington	3,826	12 Sections, 19 Sub-Sections, 23 subsubsections (14 pgs)		President of SGA	X	X	X			Two members elected by the Board	2 years, must be eligible for reappointment	2 years, must be eligible for reappointment	Member & Officer of the Board <i>(2 years must be eligible for reappointment)</i>
Christopher Newport Univeristy	4,454	14 Articles, 39 Sections, 18 Sub-sections (7 pgs)		Board appoints the current President of SGA or another student.	X	X	X			Committee chairs, Two members at large and any member in attendance.	2 years, elected in even year	2 years, elected in even year	Member & Officer of the Board
Longwood University	4,612	16 Articles, 25 Sections, 4 Sub-sections (4 pgs)		President of Student Body	X	X	X	X		One member elected at large	1 year, up to two consecutive terms	1 year, up to two consecutive terms	Member & Officer of the Board
Virginia State University	5,605	Preamble, 10 Articles, 26 Sections, 7 Sub-sections (19 pgs)		President of SGA	X	X	X			Chairs of Committees, elected by the Board	2 years	2 years	Member & Officer of the Board <i>(2 year term)</i>
Norfolk State University	6,053	Preamble, 3 Articles, 16 Sections, 25 Sub-Sections (10 pgs)		President of SGA	X	X	X			Two members elected by the Board	2 years, elected in odd year	2 years, elected in odd year	Member & Officer of the Board <i>(2 years, elected in odd year)</i>
William and Mary	9,818	11 Articles, 49 Sections, 43 Sub-Sections (16 pgs)		Appointed by Rector with consultation of Presidents of University and Student Assembly	X	X	X			Chairs of the Committees	2 years, eligibe for one additional term	2 years, eligibe for one additional term	Member & Officer of the Board <i>(2 year term, eligible for one additional term)</i>
James Madison University	22,879	16 Articles, 26 Sections, 59 Sub-sections (16 pgs)		Elected by the students, administred by SGA.	X	X				Three of Seven Committee Chairs; a committee chair may appoint a designee in their absence.	2 years	2 years	University Employee, appointed at recommendation of President
Old Dominion University	23,743	Preface, 11 Articles, 49 Sections, 51 Sub-sections (20 pgs)		Board appoints student under resolution <i>(process not in Bylaws)</i>	X	X	X			Chairs of the Committees elected by members of the committee	2 years, elected in even year	2 years, elected in even year <i>(consider succession planning)</i>	Member & Officer of the Board <i>(2 years, elected in even year)</i>
University of Virginia	26,470	5 Sections, 22 Sub-sections, 26 subsubsections (15 pgs)		Appointed by the Executive Committee	X	X				Five others elected by the Board	2 years, elevated from Vice Rector	2 years	University Employee, appointed at recommendation of President
Virginia Commonwealth Univ.	28,831	6 Articles, 17 Sections, 39 SubSections (13 pgs)		One graduate and one undergraduate recommended by President from a selection committee <i>(process not in Bylaws)</i>	X	X	X			Committee chairs, Two members at large elected by the Board	1 year, up to two consecutive terms	1 year, up to two consecutive terms	Member & Officer of the Board
Virginia Tech	38,857	Preamble, 7 Articles, 22 Sections, 12 Sub-Sections (13 pgs)		Board appoints one graduate and one undergraduate as recommended by a selection committee. <i>(process not in Bylaws)</i>	X	X		X <i>(non-voting)</i>		Chairs of the Committees <i>(Chairs are limited to 3 year terms)</i>	1 year, up to two consecutive terms	1 year, up to two consecutive terms	University Employee (VP of Policy & Governance), unless Board votes to elect separate Secretary
George Mason University	40,449	14 Articles, 41 Sections, 39 Sub-sections (10 pgs)		Two Students - President of Graduate Student Association and President of SGA.	X	X	X			Two members elected by the Board	2 years, elected every other year	2 years, elected every other year	Member & Officer of the Board

Data excludes UVA-Wise and Richard Bland College

Appendix B. Board of Visitors - Bylaws Outline *(select institutions)*

Radford University <i>Sep 2024; 10 Pages</i>	Longwood University <i>Mar 2017; 5 pages</i>	Christopher Newport University <i>Feb 2024; 7 pages</i>	George Mason University <i>Jul 2020; 10 pages</i>	James Madison University <i>Jul 2025; 13 pages</i>	University of Virginia <i>Aug 2023; 15 pages</i>
<b>Preamble</b> <b>Article I - The Board of Visitors</b>  Section 1 - Legal Status, Compositions, and General Operation  A. Legal Status and Composition  B. General Operations  C. Annual Executive Summary  D. Removal of Board Members  E. Resignation Section 2 - Powers and Responsibilities Section 3 - Meetings A. Regular Meetings B. Special Meetings C. Notice Pard D. Quorum and Votes E. Individual Member(s) Participation via Electronic Communications F. All Virtual Meetings G. Agenda H. Tuition Notice and Public Comment Section 4 - Officers A. Officers B. Election and Terms C. Rector D. Vice Rector Section 5 - Advisory Representatives A. Appointments B. Responsibilities  Section 6 - Committees  A. Executive Committee B. Standing Committees C. Special Committees  Section 7 - Policies & Procedures  <b>Article II - Employees</b>  Section 1- President  Section 2 - Provost. Vice Presidents and Direct Reports to the President Section 3 - University Auditor <b>Article III - Miscellaneous</b> Section 1 - Suspension or Amendments of Bylaws  Section 2- Parliamentary Authority	<b>Article I - Corporate Name &amp; Governing Body</b> <b>Article II - Officers of the Board</b>  Section 1 - Officers  Section 2 - Election, Vacancies, Term, Residency  Section 3 - The Rector  Section 4 - The Vice Rector  Section 5 - The Secretary <b>Article III - Meetings</b> Section 1 - Annual Meeting Section 2 - Special Meeting Section 3 - Meeting Notice Section 4 - Quorum Section 5 - Parliamentary Procedures Section 6 - Meeting Open to Public  Section 7 - Attorney General Appointee or Representative  Section 8 - Votes in Open Meeting <b>Article IV - Access to the Board of Visitors</b> <b>Article V - Committees</b> Section 1 - The Executive Committee Section 2 - The Audit Committee Section 3 - Ad Hoc Committees Section 4 - Other Committees <b>Article VI - The President of the University</b> Section 1 - Board Appointment Section 2 - Personnel Actions Section 3 - Evaluation <b>Article VII - Internal Auditor</b>  Section 1 - Board Appointment <b>Article VIII - Names of Buildings</b> <b>Article IX - Real Estate</b> <b>Article X - Curriculum</b>  <b>Article XI - Admissions and Degrees</b>  Section 1 - President Recommendation  Section 2 - Delegation of Authority  Section 3 - Honorary Degrees <b>Article XII - Long Range Planning</b> Section 1 - President Preparation of Master Plan  Section 2 - Approval of the Board  <b>Article XIII - Budget and Finance</b> <b>Articles XIV - Faculty, Student, and Alumni Representative</b>  <b>Article XV - Amendments</b>  <b>Articles XVI - Removal of Board Members</b>	<b>Article I - Corporate Name &amp; Governing Body</b> <b>Article II - Composition, Appointment, Removal</b>  Section 1 - Composition of Board  Section 2 - Vacancy  Section 3 - Removal  Section 4 - Non-Voting Student Representative  Section 5 - Non-Voting Faculty Representative  <b>Article III - Powers and Duties</b> <b>Article IV - Meetings</b> Section 1 - The Annual Meeting Section 2 - Regular Meetings Section 3 - Yearly Meeting with the President Section 4 - Special Meetings Section 5 - Public Notice  Section 6 - Attorney General Representative  Section 7 - Agenda Section 8 - Quorum Section 9 - Attendance Section 10 - Minutes Section 11 - Faculty or Student Representative Attendance Section 12 - Roberts' Rules of Order Section 13 - Meeting Open to Public Section 14 - Closed Meeting <b>Article V - Officers</b> Section 1 - Election Section 2 - Powers and Duties of the Rector  Section 3 - Powers and Duties of the Vice Rector  Section 4 - Powers and Duties of the Secretary Section 5 - Absence of Officers Section 6 - Vacancy  <b>Article VI - The Executive Committee</b>  Section 1 - Membership  Section 2 - Appointed Members  Section 3 - Purpose  Section 4 - Quorum Section 5 - Function Section 6 - Compliance with Virginia Law  Section 7 - Vacancies  <b>Article VII - Standing Committees</b>  Section 1 - Standing Committees  Section 2 - Appointment of Chair, Membership Terms, Quorum  Section 3 - Duties of the Committees  <b>Article VIII - Ad hoc Committees</b> Section 1 - Authority and Composition Section 2 - Duties <b>Article IX - The President</b> Section 1 - Appointment Section 2 - Duties <b>Article X - Board Evaluation</b> <b>Article XI - Hearings</b> <b>Article XII - Amendment of By-Laws</b> <b>Article XIII - Construction of ByLaws</b> <b>Article XIV - Date of Implementation</b>	<b>Article I - Mission Statement</b> <b>Article II - Membership</b>  Section 1 - Legal Reference  Section 2 - Removal Section 3 - Non-Voting Advisory Student Representatives & Committee Participation Section 4 - Non-Voting Faculty Representatives and Committee Participation Section 5 - Board Discretion to Appoint Faculty Senate Chair  <b>Article III - Officers</b> Section 1 - Legal Reference Section 2 - Duties of the Rector Section 3 - Duties of the Vice Rector Section 4 - Duties of the Secretary <b>Article IV - Meetings</b> Section 1 - Legal Reference  Section 2 - Regular Meetings  Section 3 - Notice of Regular Meetings Section 4 - Quorum Section 5 - Notice of Special Meetings Section 6 - Special Meeting Section 7 - Personnel Matters Section 8 - Attorney General Representative <b>Article V - Committees</b> Section 1 - Committees, Membership, Terms, and Chairs. Section 2 - Executive Committee Section 3- Standing Committees Section 4 - Special Committees  <b>Article VI - Administration</b>  Section 1 - Appointment of the President Section 2 - Duties Section 3 - Evaluation  <b>Article VII - Delegation and Reservation of Authority</b>  Section 1 - Delegation of General Authotiy to the President  Section 2 - Limitation of Authority Delegated to the President.  Section 3 - Prior Approval of the Board  Section 4 - Retention of Authority Section 5 - Amendment of Delegation Section 6 - Approval of Budget <b>Article VIII - Delegation of Certain Other Responsibilities</b> Section 1 - Honor System  Section 2 - Student Government  Section 3 - Faculty Senate  Section 4 - Discontinuance of University Organizations and Incorporations Section 5 - Budget Section 6 - Amendments of this Article <b>Article IX - Liability</b> <b>Article X - Expenses</b> Section 1 - Compensation Section 2 - Reimbursements <b>Article XI - Seal</b> Section 1 - Registered Trademark Section 2 - Custodian Section 3 - Vest Authority to Affix Seal <b>Article XII - Records</b> <b>Article XIII - Meeting Procedures in Accord with Roberts' Rules of Order</b> <b>Article XIV - Adoption and Amendment of Bylaws</b>	<b>Article I - Establishment of Institution</b> <b>Article II - Establishment of the Board of Visitors</b>  <b>Article III - Statutory Authority</b>  <b>Article IV - Composition</b>  <b>Article V - Non-Voting Representatives</b>  Section A - Student Representative  Section B - Faculty Representative  <b>Article VI - Appointment of Voting Members</b> <b>Article VII - Terms of Appointment</b> <b>Article VIII - Removal</b> <b>Article IX - Rights and Powers</b> Section A - General Section B - Degrees Section C - Academic Programs  Section D - Investment of Funds  Section E - Mission and Strategic Planning Section F - Building Names Section G - Transparency <b>Article X - Officers</b> Section A - Rector, Powers and Duties Section B - Vice Rector, Powers and Duties Section C - Secretary, Powers and Duties <b>Article XI - Meetings</b> Section A - The Annual Meeting Section B - Regular Meetings Section C - Special Meetings  Section D - Notice of Meetings  Section E - Motions and Resolutions Section F - Location of Meetings Section G - Quorum Section H - Meetings held through Electronic Communications Means  Section I - Meetings Open to the Public  Section J - Minutes  Section K - Attorney General Representation  Section L - Faculty Senate Speaker Section M - Student Representative to the Board Section N - Roberts' Rules of Order  <b>Article XII - Committees</b>  Section A - Executive Committee  Section B - Standing Committees  Section C - Special Committees  <b>Article XIII - Annual Reports</b> <b>Article XIV - Related Entities</b> <b>Article XV - Amendment and Suspension</b>	<b>1 - MISSION STATEMENT</b> <b>2 - THE BOARD OF VISITORS</b>  2.1 Corporate Name and Governing Body  2.2 Composition  2.21 Student Nonvoting Member  2.22 Faculty Nonvoting Member  2.23 Visitors Emeriti 2.24 Removal 2.3 Meetings 2.31 The Annual Meeting 2.32 Regular Meetings 2.33 Special Meetings 2.34 Notice of Meetings 2.35 Quorum  2.36 Telephonic or Video Participation  2.37 Dockets 2.38 Conduct of Business 2.4 Powers and Duties <b>3 - THE COMMITTEE SYSTEM</b> 3.1 The Executive Committee 3.2 Standing Committees 3.21 Finance Committee 3.22 Buildings and Grounds Committee 3.23 Academic and Student Life Committee 3.24 Audit, Compliance, and Risk Committee 3.25 Advancement Committee 3.26 The Committee on The University of Virginia’s College at Wise 3.27 The Health System Board 3.3 Special Committees <b>4 - OFFICERS OF THE BOARD</b>  4.1 The Rector and Vice Rector of the University  4.11 Terms of Office and Election  4.12 Powers and Duties  4.13 Vacancies 4.14 Rector pro Tempore 4.2 The President of the University 4.21 Election, Appointment, and Removal  4.22 Powers and Duties 4.3 Powers and Duties of the Chief Operating Officer  4.4 Powers and Duties of the Provost  4.5 Secretary to the Board of Visitors  4.51 Powers and Duties  <b>5 - MISCELLANEOUS PROVISIONS</b> 5.1 Appeals to the Board 5.2 Retirement 5.3 Communications to the Board 5.4 Minutes of Board Meetings 5.41 Clerk of the Board 5.5 Execution of Instruments 5.6 Assignment of Securities 5.7 The Manual 5.8 Distribution of the Manual 5.9 Amendments to the Manual  5.10 Effective Date of the Manual

# **RADFORD UNIVERSITY BOARD OF VISITORS BYLAWS**

## **PREAMBLE**

The Board of Visitors of Radford University (“the Board”) adopts these Bylaws to provide for the orderly, consistent and efficient conduct of its business as the governing body of Radford University (“the University”).

As public trustees the Board has the responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation, development of evolving policies, and financial oversight of the University. Much of this authority necessarily is delegated to the President, who serves as the agent of the Board and as Chief Executive Officer of the University.

It is acknowledged and understood that the University and the Board are at all times subject to the control and legislative enactments of the General Assembly of the Commonwealth of Virginia.

## **Article I – The Board of Visitors**

### **Section 1 – Legal Status, Composition and General Operation**

**A. Legal Status and Composition.** The Board of Visitors of Radford University is created by Va. Code §23.1-2100. Membership of the Board, method and terms of appointment, and the method of filling vacancies are provided by statute (Va. Code §23.1-1300).

**B. General Operations.** The Board is required by law to, and does:

1. Strive to be transparent in its operations, and operate entirely openly to the extent required by law.
2. Comply with the Commonwealth of Virginia’s Freedom of Information Act (Code of Va. §2.2-3700, et seq.), including but not limited to the following:
  - a. Record minutes of each open meeting and post the minutes on the Board’s website in accordance with subsection I of §2.2-3707 and §2.2-3707.1;
  - b. Conduct all discussions and actions on any topic not specifically exempted by §2.2-3711 in open meeting;
  - c. Give public notice of all meetings in accordance with subsection D of §2.2-3707; and
  - d. Approve in open meeting any action taken in closed meeting before it can have any force and effect in accordance with subsection B of §2.2-3711.
3. Notify and invite the Attorney General’s appointee or representative (the legal counsel of the institution) to all meetings of the Board, Executive Committee, and other Board committees.

**C. Annual Executive Summary.** The Board is required by statute to submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. This report shall be submitted in accordance with procedures stipulated by law.

**D. Removal of Board Members.** If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs for governing boards presented by the State Council of Higher Education for Virginia, and required by Virginia Code §23.1-1304 in the member's 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 the Board's next meeting and notify the Governor, and the office of such member shall be vacated. (Virginia Code §23.1-1300(E))

In accordance with Virginia Code §23.1-1300(C), the Governor has the authority to remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board and fill the vacancy resulting from the removal. Each appointment to fill a vacancy will be subject to confirmation by the General Assembly. The Governor will set forth, in a written public statement, the Governor's reasons for removing any member pursuant to this statute at the time the removal occurs. The Governor will be the sole judge of the sufficiency of the cause for removal as set forth in this statute.

**E. Resignation.** Any Board member may resign at any time by providing notice of the date of resignation to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary for it to take effect.

## Section 2 – Powers and Responsibilities

Responsibilities of the Board include, but are not limited to, the following:

1. Control and expend funds of the University;
2. Establish fees, tuition, and other charges imposed on students;
3. Approve the University's budgets;
4. Appoint the President of the University;
5. Approve the strategic plans of the University;
6. Confer degrees;
7. Promote the purpose and mission of the University;
8. Adopt rules and regulations for governing employment and employees, and approve promotions, tenure, salaries of employees;



9. Name buildings and other major facilities;
10. Approve certain real property transactions; and
11. Adopt rules and regulations governing student conduct.

### **Section 53 -- Advisory Representatives**

**A. Appointments.** The Board is to appoint one faculty member and one student as non-voting, advisory representatives to the Board. Representatives are appointed at the annual meeting which is the last meeting of the fiscal year, and serve one-year terms commencing July 1 following their appointment and ending June 30.

The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors. If the same individual shall serve more than two consecutive terms as Faculty Senate President, the faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate. Should the faculty representative resign as faculty senate president during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.

The student representative shall be the President of the Student Government Association. Should the student representative resign as President of the Student Government Association during his/her term on the Board of Visitors, the new student government president shall fill the remaining term on the Board of Visitors of the individual who resigned. are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.

**B. Responsibilities.** Advisory representatives have the responsibility to support the best interests of the University and to work with members of the Board for the continuing operation and development of the institution as a comprehensive state university. They are expected to participate in all regular meetings of the Board. Each advisory representative will be appointed as a non-voting member of at least one standing committee, but may not chair a committee. Advisory representatives may submit agenda items for discussion and information to be considered by the Board by presenting them to the President in advance of meetings, but may not make motions or introduce new items at meetings. Advisory representatives may not attend closed meetings except by invitation of the Board.

### **Section 3 Article II – Meetings**

#### **Section 1 – A. Regular Meetings.**

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The Board meets in regular session four times each fiscal year, on dates established by the Board. The last regular meeting of each fiscal year is designated as the “annual meeting” of the Board.

**Section 2 – ~~B~~ Special Meetings.** Special meetings may be called by the Rector or upon the request of any five voting members of the Board. Requests for a special meeting must be submitted to the Secretary to the Board (“Secretary”), who has the ministerial responsibility for making arrangements for the special meeting.

**Section 3 – ~~C~~ Notice.** Notice of meetings must be published and provided to the Board and the public by the Secretary in accordance with these Bylaws and state law.

**Section 4 ~~D~~ – Quorum and Votes.** A simple majority of the Board constitutes a quorum. Unless otherwise required by statute, actions of the Board are taken by simple majority of those present and voting.

**~~E~~Section 5 – Individual Member(s) Participation via Electronic Communications.**

**1A.** An individual member may also participate in a meeting via electronic communication means from a remote location that is not opened to the public in the event of a temporary or permanent disability or other medical condition that prevents the member’s physical attendance; a medical condition of a family member that requires the board member to provide care and prevents the board member’s physical attendance; the member’s principal place of residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or, the member is unable to attend the meeting due to a personal matter in accordance with the Code of Virginia §2.2-3708.3 and provided that:

**a1.** If, on or before the day of the meeting, the member notifies the Rector that such member is unable to attend the meeting due to one of the provisions in E(1) above and, with regard to a personal matter, the member identifies with specificity the nature of the personal matter. However, a member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

**2b.** The Board shall record the reason for the member to participate from a remote location, including the specific nature of any personal matter cited by the member as a basis, together with the remote location from which the member participates in the minutes of the meeting.

**3e.** The Board shall make arrangements for the voice of the remote participant to be heard by all persons at the primary location.

**4d.** If any request for participation via electronic communication from a remote location is denied, the decision and rationale will be reflected in the minutes with specificity.

**Section 6 – ~~F~~ All-Virtual Meetings.**



- A. ~~\_\_\_\_\_~~The Board and any of its committees separately may hold all-virtual public meetings in which all who participate do so remotely, provided that the Board follows the requirements in the applicable provisions of the Virginia Code.
- B. ~~1.~~~~\_\_\_\_\_~~The required public notice of the Board meeting will indicate whether the meeting will be an in-person or all-virtual public meeting along with a statement notifying the public that the method by which the Board chooses to meet shall not be changed unless the Board provides a new meeting notice in accordance with the provisions of § 2.2-3707;
- ~~C2.~~ Public access to the all-virtual public meeting is provided via electronic communication means;
- ~~3D.~~ The electronic communication means used allows the public to hear all members of the Board participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the public body as well. When audio-visual technology is available, a member of the Board shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails;
- ~~E4.~~ A phone number or other live contact information is provided to alert the Board if the audio or video transmission of the meeting provided by the Board fails, the Board monitors such designated means of communication during the meeting, and the Board takes a recess until public access is restored if the transmission fails for the public;
- ~~F5.~~ A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting is made available to the public in electronic format at the same time that such materials are provided to members of the public body;
- ~~G6.~~ If public comment is customarily received at the meeting if it were conducted in-person, the public is afforded the opportunity to comment through electronic means;
- ~~7H.~~ No more than two members of the Board are together in any one remote location unless that remote location is open to the public to physically access it;
- ~~I8.~~ If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the Board votes to certify the closed meeting;
- ~~J9.~~ The Board does not convene an all-virtual public meeting (i) more than two times per calendar year or 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting; and
- ~~K10.~~ ~~\_\_\_\_\_~~Minutes of all-virtual public meetings held by electronic communication means are taken as required during a regular, in-person meeting and include the fact that the meeting was held by electronic communication means and the type of electronic

communication means by which the meeting was held. If a member's participation from a remote location is disapproved because such participation would violate Board Bylaws, such disapproval shall be recorded in the minutes with specificity.

~~L.H.~~        The Board will apply the Individual Member(s) Participation via Electronic Communications and All-Virtual Meetings sections of the Board Bylaws strictly and uniformly, without exception, to all Board members without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting. A record will be kept of requests to use remote participation, and the approving or denying of the requests.

~~M.~~        Before the Board uses all-virtual public meetings or allows members to use remote participation as described above, the Board shall at least once annually, by recorded vote at a public meeting, adopt Bylaws or a policy, that comply with the requirements of Virginia Code §2.2-3708.3(D).

~~Section 7 – G.~~        **Agenda.** The draft agenda for each meeting is to be prepared by the President or the President's designee, and approved by the Rector. Matters that any member requests to be placed on the agenda should be brought to the attention of the President as far in advance of the meeting as possible. The President may assign a matter to the chair of the appropriate committee of the Board for review prior to placement on the Board agenda. The agenda and other meeting materials are to be made public as required by law, and delivered to each member of the Board as far in advance of the meeting as feasible.

Matters which arise after publication of the agenda may be placed on the agenda at the President's discretion, after consultation with the Rector, or by the Board's amendment of the agenda. The first order of business at every meeting is approval of the agenda. Proposed amendments to the agenda may be considered at that time.

~~Section 8 – H.~~        **Tuition Notice and Public Comment.** In accordance with Code of Virginia, §23.1-307(D) and (E), Radford University will provide public notice at least 30 days prior to considering an increase undergraduate tuition or mandatory fees. The Radford University Board of Visitors will announce a public comment forum prior to the vote. The procedures for the Public Comment Session are approved by the Board of Visitors and maintained on the Board of Visitors website.

~~Section Article III4~~ – **Officers**

~~A.~~        **Section 1 – Officers.** The officers of the Board are Rector, ~~and~~ Vice Rector, and Secretary.

~~B.~~        **Section 2 – Election and Terms of the Rector and Vice Rector.** The officers are elected by the Board at the annual meeting in even numbered years of the Board and shall serve a term of ~~one~~ two years.

~~1.~~        **Nominating Committee.** The ~~Rector~~ Board will appoint a Nominating Committee and designate the Chair of the Committee. The Committee is to call for nominations from members of the Board ~~annually~~ in even numbered years, following the last regular meeting of the Board. Nominations from members are to be submitted in

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writing to the Chair no later than ten days after that call. The Committee will meet prior to the annual meeting to ~~determine-validate the eligibility and interest of the candidates to serve a two-year term. Candidates shall be which nominations will be~~ presented to the Board ~~at the annual meeting in even numbered years. The Committee may offer more than one nominee for an office.~~

~~A. 2. Nominations from the Floor. Nominations from the floor will be taken.~~

~~B. 3. Term. Newly elected officers assume office on July 1 following their election.~~

Each officer holds office for a term of ~~one-two years~~ ending ~~the following~~ June 30 or until the successor is elected, whichever is later. Officers may serve up to two consecutive terms; however, there is no limitation on the number of non-consecutive terms an officer may serve. In the event the Vice Rector assumes the office of Rector for a period of 180 days or more, that period will count as a full term.

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**Section 3 – C. Rector.** The Rector is charged with promoting a level of interest, involvement and activity among the members of the Board as will best contribute to (1) the establishment of proper policies, (2) wise planning, (3) intelligent and considerate observance of the rights of the faculty, administration, staff, and student body, and (4) the maintenance of the independence of the Board, all of which will enhance the future welfare of the University.

Specific responsibilities include presiding at Board meetings; appointing all committees, unless otherwise provided in the Bylaws or directed by the Board; acting as the Board's primary spokesperson or representative; and performing such other duties as are generally expected of the presiding officer or are imposed by statute, Bylaws, or action of the Board.

**Section 4 – D. Vice Rector.** If the Rector is temporarily absent or unavailable, the Vice Rector presides over meetings and assumes all powers, duties and functions of the Rector. In the event of the death, permanent disability or resignation of the Rector, or should the Rector become otherwise permanently unable to perform the duties and functions of the office, the Vice Rector will become Rector for the remainder of the term, and a new Vice Rector will be elected.

**Section 5 – Secretary.** The Secretary keeps a faithful record of all proceedings and posts minutes of each open meeting on the board's website consistent with the Code of Virginia. He or she 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.

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**A. Additional Duties.** 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, to include the following:

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1. The secretary conducts correspondence for the board.
2. The secretary provides the board members and the public notice of time and place for meetings. Code of Virginia Title 2.2, Chapter 37, § 2.2-3711.

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3. The secretary sees that all documents entrusted in his or her care are filed and safely kept at the university.
4. The secretary shall maintain a historical archive of all board activities, including decisions, resolutions, motions, and votes, to preserve institutional knowledge.
5. The secretary makes documents in his or her care available for inspection by the board or any committee of the board.
6. The secretary surrenders documents under his or her control only to an agent or officer authorized to receive them and upon proper receipt therefor.
7. The secretary coordinates clerical and administrative support for all committees.
8. The secretary provides a copy of the *Manual of the Board of Visitors* and all other appropriate materials to the members of the board when they are appointed and when any significant changes are made to the manual.

B. The Secretary shall be under the immediate direction of the President and perform such other duties as may be assigned to him or her by the Board, the Rector, the Vice Rector, or the President.

C. **Election and Term.** Upon the nomination of the President and the Rector in concurrence, the Board of Visitors shall elect a Secretary to serve for a term of four years or 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.

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## **Section 5—Advisory Representatives**

**A. Appointments.** ~~The Board is to appoint one faculty member and one student as non-voting, advisory representatives to the Board. Representatives are appointed at the annual meeting which is the last meeting of the fiscal year, and serve one-year terms commencing July 1 following their appointment and ending June 30.~~

~~The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors. If the same individual shall serve more than two consecutive terms as Faculty Senate President, the faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate. Should the faculty representative resign as faculty senate president during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.~~

~~The student representatives are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.~~

**B. Responsibilities.** ~~Advisory representatives have the responsibility to support the best interests of the University and to work with members of the Board for the continuing operation and development of the institution as a comprehensive state university. They are~~

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~~expected to participate in all regular meetings of the Board. Each advisory representative will be appointed as a non-voting member of at least one standing committee, but may not chair a committee. Advisory representatives may submit agenda items for discussion and information to be considered by the Board by presenting them to the President in advance of meetings, but may not make motions or introduce new items at meetings. Advisory representatives may not attend closed meetings except by invitation of the Board.~~

## **Section 6Article IV – Committees**

### **Section 1 – A. Executive Committee.**

**A. Composition.** The Executive Committee is comprised of the Rector, the Vice Rector, and ~~the chair~~three members elected at-large by the Board of the standing committees. ~~The immediate past Rector serves as an ex-officio member.~~ The Rector serves as Chair of the Committee.

**B. Responsibilities.** ~~4.~~—The Executive Committee is authorized and required to:

1. Organize the working processes of the Board;
2. ~~b.~~—Recommend best practices for Board governance;
3. ~~e.~~—Develop and recommend to the Board a statement of governance setting forth the Board's role;
4. ~~d.~~—Periodically review the Board's Bylaws and recommend amendments;
5. ~~e.~~—Provide advice to the Board on committee structure, appointments, and meetings;
6. ~~f.~~—Develop an orientation and continuing education process for Board members that includes training on the Virginia Freedom of Information Act;
7. ~~g.~~—Create, monitor, oversee, and review compliance by Board members with the University's Code of Ethics, adopted August 23, 2007, which Code is equally applicable to Board members as well as other members of the University community;
8. ~~h.~~—Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.
9. ~~i.~~—Conduct an annual evaluation of the President as required by these Bylaws in a closed meeting and present its findings and recommendations to the Board.

**B. Delegated Authority.** ~~2.~~—Additionally, the Executive Committee is authorized to convene and exercise the full power and authority of the Board between meetings of the Board whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct.

**C. Quorum.** —A simple majority constitutes a quorum. In the event that a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place

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of absent members on an ad hoc and temporary basis in order that a quorum may be attained.

**D. Notice to the Board.** —The Secretary to the Board is to inform promptly all members of the Board of any action taken by the Executive Committee. The Rector is to report actions taken by the Executive Committee at the next full meeting of the Board.

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**Section 2 – Standing Committees.**

**B.**

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**A. Committees.** -Annually, the Executive Committee, along with the President, will assess current standing committee structure and the alignment with strategic goals of the University and existing or emerging issues. The Executive Committee will recommend new standing committees and/or changes to the current standing committees to the full Board of Visitors for approval as the need is determined.

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**B. Composition.** —Each standing committee is comprised of the Rector and Vice Rector plus not fewer than three additional Board members appointed by the Rector during or after the annual meeting. The Rector designates the chair and vice-chair of each committee and, on recommendation of the President, appoints an administrative assistant to staff each committee.

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**C. Quorum.** —A simple majority of the members of a committee constitutes a quorum. In the event that quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an ad hoc and temporary basis in order that a quorum may be attained.

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**D.** —Matters may be referred to standing committees by the President, the President's designee, the Rector, or the full Board. In addition to the specific responsibilities provided by these Bylaws, the standing committees shall have any other duties and responsibilities assigned by the Board or the Rector.

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**Section 3 – C. Special Committees.** Special or ad hoc committees are established by the Board or the Rector for an expressed purpose and limited duration. Special committees may have no fewer than four members appointed by the Rector, who may change the membership at any time. The Rector designates the Chair of special committees.

**Section 7 Article V – Policies and Procedures.**

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Subject to state law and these Bylaws, the Board may adopt rules and regulations and may establish specific policies or procedures for the operation of the University and, to the extent not inconsistent with these Bylaws, for the Board's own governance. All such policies and procedures in existence on the date of the adoption of these Bylaws, and all policies and procedures subsequently adopted by the Board must be published and are binding on all affected university constituents. The President shall be responsible for the publication and implementation of all policies and procedures of the Board.

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**Article VI – Employees**

## Section 1 – The President

The President serves at the pleasure of the Board of Visitors or pursuant to contract with the Board. The President is the Chief Executive Officer of the University and oversees the overall operation of the University. The President is expected to provide leadership to the University community in the development of its mission and programs. The President directs the University's administration, faculty and staff, and oversees the financial affairs of the University and the use and maintenance of its physical facilities. The President supports the fund-raising and advancement efforts of public and private entities on behalf of the University and serves as the University's representative and official spokesperson. The President must act in accord with the policies and direction of the Board. The President must perform the duties and exercise the authority of the office in accordance with all applicable federal and state laws and regulations.

The President may delegate specific duties, in whole or in part, to other employees of the University. However, the President remains responsible for the performance of the delegate as to all matters within the President's authority.

The Board shall meet with the President, at least annually, in a closed meeting, and deliver an evaluation of the President's performance. A preliminary evaluation report is to be submitted by the Executive Committee to the Board, which report serves as the initial basis for the Board's review and evaluation. Objectives for the coming year will also be presented to the Board by the President at the time of the evaluation.

Any changes to the President's contract shall be made only by vote of a majority of all members of the Board.

## Section 2 – Provost, Vice Presidents and Direct Reports to the President

The Provost, Vice Presidents and all direct reports to the President are selected by the President, subject to approval by the Board, and serve at the pleasure of the President, or upon such other terms as agreed by the employee, the President, and the Board.

## Section 3 – University Auditor

The University Auditor is responsible for the University's internal audit function, which provides independent appraisals and reviews of University operations. The University Auditor is administratively responsible to the President, but is functionally accountable to the Board of Visitors. The University Auditor is appointed by, and reports to, the Board or a Board committee, as directed by the Board. In addition to the general responsibilities of the position, the University Auditor performs such duties incidental to the office as assigned by the Board or the President

### ~~Article III – Miscellaneous~~

### ~~Section Article VII – Suspension or Amendment of Bylaws~~

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These Bylaws may be suspended or amended in whole or in part at any meeting of the Board of Visitors.

**~~Section 2~~ Article VIII – Parliamentary Authority**

Unless otherwise specified by these Bylaws, all Board and committee meetings, actions, and rulings will be guided by the most current edition of Robert's Rules of Order Newly Revised (most recent edition).

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Executive Committee

The following document is submitted by Mr. Dale Ardizzone.

# **RADFORD UNIVERSITY BOARD OF VISITORS BYLAWS**

## **PREAMBLE**

The Board of Visitors of Radford University (“the Board”) adopts these Bylaws to provide for the orderly, consistent and efficient conduct of its business as the governing body of Radford University (“the University”).

As public trustees the Board has the responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation, development of evolving policies, and financial oversight of the University. Much of this authority necessarily is delegated to the President, who serves as the agent of the Board and as Chief Executive Officer of the University.

It is acknowledged and understood that the University and the Board are at all times subject to the control and legislative enactments of the General Assembly of the Commonwealth of Virginia.

## **Article I – The Board of Visitors**

### **Section 1 – Legal Status, Composition and General Operation**

**A. Legal Status and Composition.** The Board of Visitors of Radford University is created by Va. Code §23.1-2100. Membership of the Board, method and terms of appointment, and the method of filling vacancies are provided by statute (Va. Code §23.1-1300).

**B. General Operations.** The Board is required by law to, and does:

1. Strive to be transparent in its operations, and operate entirely openly to the extent required by law.
2. Comply with the Commonwealth of Virginia’s Freedom of Information Act (Code of Va. §2.2-3700, et seq.), including but not limited to the following:
  - a. Record minutes of each open meeting and post the minutes on the Board’s website in accordance with subsection I of §2.2-3707 and §2.2-3707.1;
  - b. Conduct all discussions and actions on any topic not specifically exempted by §2.2-3711 in open meeting;
  - c. Give public notice of all meetings in accordance with subsection D of §2.2-3707; and
  - d. Approve in open meeting any action taken in closed meeting before it can have any force and effect in accordance with subsection B of §2.2-3711.

3. Notify and invite the Attorney General's appointee or representative (the legal counsel of the institution) to all meetings of the Board, Executive Committee, and other Board committees.

**C. Annual Executive Summary.** The Board is required by statute to submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. This report shall be submitted in accordance with procedures stipulated by law.

**D. Removal of Board Members.** If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs for governing boards presented by the State Council of Higher Education for Virginia, and required by Virginia Code §23.1-1304 in the member's 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 the Board's next meeting and notify the Governor, and the office of such member shall be vacated. (Virginia Code §23.1-1300(E))

In accordance with Virginia Code §23.1-1300(C), the Governor has the authority to remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board and fill the vacancy resulting from the removal. Each appointment to fill a vacancy will be subject to confirmation by the General Assembly. The Governor will set forth, in a written public statement, the Governor's reasons for removing any member pursuant to this statute at the time the removal occurs. The Governor will be the sole judge of the sufficiency of the cause for removal as set forth in this statute.

**E. Resignation.** Any Board member may resign at any time by providing notice of the date of resignation to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary for it to take effect.

## **Section 2 – Powers and Responsibilities**

Responsibilities of the Board include, but are not limited to, the following:

1. Control and expend funds of the University;
2. Establish fees, tuition, and other charges imposed on students;
3. Approve the University's budgets;
4. Appoint the President of the University;
5. Approve the strategic plans of the University;
6. Confer degrees;

7. Promote and preserve the purpose and mission of the University;
8. Adopt rules and regulations for governing employment and employees, and approve promotions, tenure, salaries of employees;
9. Name buildings and other major facilities;
10. Approve certain real property transactions; and
11. Adopt rules and regulations governing student conduct.

### Section 3 – Meetings

- A. Regular Meetings.** The Board meets in regular session four times each fiscal year, on dates established by the Board. The last regular meeting of each fiscal year is designated as the “annual meeting” of the Board.
- B. Special Meetings.** Special meetings may be called by the Rector or upon the request of any five voting members of the Board. Requests for a special meeting must be submitted to the Secretary to the Board (“Secretary”), who has the ministerial responsibility for making arrangements for the special meeting.
- C. Notice.** Notice of meetings must be published and provided to the Board and the public by the Secretary in accordance with these Bylaws and state law.
- D. Quorum and Votes.** A simple majority of the Board constitutes a quorum. Unless otherwise required by statute, actions of the Board are taken by simple majority of those present and voting.

#### **E. Individual Member(s) Participation via Electronic Communications.**

1. An individual member may also participate in a meeting via electronic communication means from a remote location that is not opened to the public in the event of a temporary or permanent disability or other medical condition that prevents the member’s physical attendance; a medical condition of a family member that requires the board member to provide care and prevents the board member’s physical attendance; the member’s principal place of residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or, the member is unable to attend the meeting due to a personal matter in accordance with the Code of Virginia §2.2-3708.3 and provided that:
  - a. If, on or before the day of the meeting, the member notifies the Rector that such member is unable to attend the meeting due to one of the provisions in E(1) above and, with regard to a personal matter, the member identifies with specificity the nature of the personal matter. However, a member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater unless approved by the Rector and affirmed by the remaining board members.

- b. The Board shall record the reason for the member to participate from a remote location, including the specific nature of any personal matter cited by the member as a basis, together with the remote location from which the member participates in the minutes of the meeting.
- c. The Board shall make arrangements for the voice of the remote participant to be heard by all persons at the primary location.
- d. If any request for an exemption to the participation via electronic communication from a remote location limitation is denied, the decision and rationale will be reflected in the minutes with specificity.

#### **F. All-Virtual Meetings.**

The Board and any of its committees separately may hold all-virtual public meetings in which all who participate do so remotely, provided that the Board follows the requirements in the applicable provisions of the Virginia Code including, without limitation:-

1. The required public notice of the Board meeting will indicate whether the meeting will be an in-person or all-virtual public meeting along with a statement notifying the public that the method by which the Board chooses to meet shall not be changed unless the Board provides a new meeting notice in accordance with the provisions of § 2.2-3707;
2. Public access to the all-virtual public meeting is provided via electronic communication means;
3. The electronic communication means used allows the public to hear all members of the Board participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the public body as well. When audio-visual technology is available, a member of the Board shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails;
4. A phone number or other live contact information is provided to alert the Board if the audio or video transmission of the meeting provided by the Board fails, the Board monitors such designated means of communication during the meeting, and the Board takes a recess until public access is restored if the transmission fails for the public;
5. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting is made available to the public in electronic format at the same time that such materials are provided to members of the public body;
6. If public comment is customarily received at the meeting if it were conducted in-person, the public is afforded the opportunity to comment through electronic means;

7. No more than two members of the Board are together in any one remote location unless that remote location is open to the public to physically access it;
8. If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the Board votes to certify the closed meeting;
9. The Board does not convene an all-virtual public meeting (i) more than two times per calendar year or 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting; ~~and~~
10. Minutes of all-virtual public meetings held by electronic communication means are taken as required during a regular, in-person meeting and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held. If a member's participation from a remote location is disapproved because such participation would violate Board Bylaws, such disapproval shall be recorded in the minutes with specificity.
11. The Board ~~will~~ applies the Individual Member(s) Participation via Electronic Communications and All-Virtual Meetings sections of the Board Bylaws strictly and uniformly, without exception, to all Board members without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting. A record will be kept of requests to use remote participation, and the approving or denying of the requests.

Before the Board uses all-virtual public meetings or allows members to use remote participation as described above, the Board shall at least once annually, by recorded vote at a public meeting, adopt Bylaws or a policy, that comply with the requirements of Virginia Code §2.2-3708.3(D).

**G. Agenda.** The draft agenda for each meeting is to be prepared by the President or the President's designee, and approved by the Rector sufficiently in advance of the meeting. Matters that any member requests to be placed on the agenda should be brought to the attention of the President as far in advance of the meeting as possible. The President may assign a matter to the chair of the appropriate committee of the Board for review prior to placement on the Board agenda. The agenda and other meeting materials are to be made public as required by law, and delivered to each member of the Board as far in advance of the meeting as feasible and no less than 3 business days prior to the start of the meeting.

Matters which arise after publication of the agenda may be placed on the agenda at the President's discretion, after consultation with the Rector, or by the Board's amendment of the agenda. The first order of business at every meeting shall be the ~~is~~ approval of the agenda. Proposed amendments to the agenda may be considered at that time.

**H. Tuition Notice and Public Comment.** In accordance with Code of Virginia, §23.1-307(D) and (E), Radford University will provide public notice at least 30 days prior to considering an increase in undergraduate tuition or mandatory fees. The Radford University Board of Visitors will announce a public comment forum prior to the vote. The procedures for the Public

Comment Session ~~shall be~~ are approved by the Board of Visitors and maintained on the Board of Visitors website.

## Section 4 – Officers

**A. Officers.** The officers of the Board are Rector and Vice Rector.

**B. Election and Terms.** The officers are elected by the Board at the annual meeting of the Board and shall serve a term of one year.

**1. Nominating Committee.** The Rector will appoint a Nominating Committee and designate the Chair of the Committee. The Committee is to call for nominations from members of the Board annually, following the last regular meeting of the Board. Nominations from members are to be submitted in writing to the Chair no later than ten days after that call. The Committee will meet prior to the annual meeting to review the ~~determine which~~ nominations and formulate any recommendations, as applicable, to ~~–will be~~ presented to the Board. The Committee shall present all nominations ~~may offer more than one nominee~~ for an office to the Board.

**2. Nominations from the Floor.** Nominations from the floor will be taken during the annual meeting.

**3. Term.** Newly elected officers assume office on July 1 following their election. Each officer holds office for a term of one year ending the following June 30 or until the successor is elected, whichever is later even if that officer's term on the Board has expired and the officer is no longer a voting member of the Board. Officers may serve up to two consecutive terms; however, there is no limitation on the number of non-consecutive terms an officer may serve. In the event the Vice Rector assumes the office of Rector for a period of 180 days or more, that period will count as a full term.

**C. Rector.** The Rector is charged with promoting a level of interest, involvement and activity among the members of the Board as will best contribute to (1) the establishment of proper policies, (2) wise planning, (3) intelligent and considerate observance of the rights of the faculty, administration, staff, ~~and~~ student body and members of the Board of Visitors, and (4) the maintenance of the independence of the Board, all of which will enhance the future welfare of the University.

Specific responsibilities include presiding at Board meetings; appointing all committees, unless otherwise provided in the Bylaws or directed by the Board; acting as the Board's primary spokesperson or representative; and performing such other duties as are generally expected of the presiding officer or are imposed by statute, Bylaws, or action of the Board.

**D. Vice Rector.** If the Rector is temporarily absent or unavailable, the Vice Rector presides over meetings and assumes all powers, duties and functions of the Rector. In the event of the death, permanent disability or resignation of the Rector, or should the Rector become otherwise permanently unable to perform the duties and functions of the office, the Vice Rector will become Rector for the remainder of the term, and a new Vice Rector will be elected.

## Section 5 -- Advisory Representatives

- A. Appointments.** The Board is to appoint one faculty member and one student as non-voting, advisory representatives to the Board. Representatives are appointed at the annual meeting which is the last meeting of the fiscal year, and serve one-year terms commencing July 1 following their appointment and ending June 30.

The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors unless otherwise authorized by the Rector and affirmed by the Board. If the same individual shall serve more than two consecutive terms as Faculty Senate President but not be otherwise authorized to remain on the Board, the new faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate. Should the faculty representative resign as faculty senate president during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.

The student representatives are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.

- B. Responsibilities.** Advisory representatives have the responsibility to support the best interests of the University and to work with members of the Board for the continuing operation and development of the institution as a comprehensive state university. They are expected to participate in all regular meetings of the Board. Each advisory representative will be appointed as a non-voting member of at least one standing committee, but may not chair a committee. Advisory representatives may submit agenda items for discussion and information to be considered by the Board by presenting them to the President in advance of meetings, but may not make motions or introduce new items at meetings. Advisory representatives may not attend closed meetings except by invitation of the Board.

## Section 6 – Committees

- A. Executive Committee.** The Executive Committee is comprised of the Rector, the Vice Rector, and the chairs of the standing committees. The immediate past Rector serves as an ex-officio member. The Rector serves as Chair of the Committee.

1. The Executive Committee is authorized and required to:
  - a. Organize the working processes of the Board;
  - b. Recommend best practices for Board governance;
  - c. Develop and recommend to the Board a statement of governance setting forth the Board's role;
  - d. Periodically review the Board's Bylaws and recommend amendments;



- e. Provide advice to the Board on committee structure, appointments, and meetings;
  - f. Develop an orientation and continuing education process for Board members that includes training on the Virginia Freedom of Information Act;
  - g. Create, monitor, oversee, and review compliance by Board members with the University's Code of Ethics, adopted August 23, 2007, which Code is equally applicable to Board members as well as other members of the University community;
  - h. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.
  - i. Conduct an annual evaluation of the President as required by these Bylaws in a closed meeting and present its findings and recommendations to the Board.
2. Additionally, the Executive Committee is authorized to convene and exercise the full power and authority of the Board between meetings of the Board whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct.

A simple majority of the Executive Committee constitutes a quorum. In the event that a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an ad hoc and temporary basis in order that a quorum may be attained.

The Secretary to the Board is to inform promptly all members of the Board of any action taken by the Executive Committee. The Rector is to report actions taken by the Executive Committee at the next full meeting of the Board.

#### **B. Standing Committees.**

Annually, the Executive Committee, along with the President, will assess current standing committee structure and the ir alignment with the strategic goals of the University and existing or emerging issues. The Executive Committee will recommend new standing committees and/or changes to the current standing committees to the full Board of Visitors for approval as the need is determined.

Each standing committee is comprised of the Rector and Vice Rector plus not fewer than three additional Board members appointed by the Rector during or after the annual meeting. The Rector designates the chair and vice-chair of each committee and, on recommendation of the President, appoints an administrative assistant to staff each committee.

A simple majority of the members of a standing committee constitutes a quorum. In the event that quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an ad hoc and temporary basis in order that a quorum may be attained.

Matters may be referred to standing committees by the President, the President's designee, the Rector, or the full Board. In addition to the specific responsibilities provided by these

Bylaws, the standing committees shall have any other duties and responsibilities assigned by the Board or the Rector.

**C. Special Committees.** Special or ad hoc committees ~~are~~may be established by the Board or the Rector for an expressed purpose and limited duration. Special committees may have no fewer than four members appointed by the Rector, who may change the membership at any time. The Rector designates the Chair of special committees.

## **Section 7 – Policies and Procedures.**

Subject to Virginia state law and these Bylaws, the Board may adopt rules and regulations and may establish specific policies or procedures for the operation of the University and, to the extent not inconsistent with these Bylaws, for the Board's own governance. All such policies and procedures in existence on the date of the adoption of these Bylaws, and all policies and procedures subsequently adopted by the Board, must be published and are binding on all affected university constituents. The President shall be responsible for the publication and implementation of all policies and procedures of the Board.

## **Article II – Employees**

### **Section 1 – The President**

The President serves at the pleasure of the Board of Visitors or pursuant to contract with the Board. The President is the Chief Executive Officer of the University and oversees the overall operation of the University. The President is expected to provide leadership to the University community in the development of its mission and programs. The President directs the University's administration, faculty and staff, and oversees the financial affairs of the University and the use and maintenance of its physical facilities. The President supports the fund-raising and advancement efforts of public and private entities on behalf of the University and serves as the University's representative and official spokesperson. The President must act in accord with the policies and direction of the Board. The President must perform the duties and exercise the authority of the office in accordance with all applicable federal and state laws and regulations.

The President may delegate specific duties, in whole or in part, to other employees of the University. However, the President remains responsible for the performance of the delegate as to all matters within the President's authority.

The Board shall meet with the President, at least annually, in a closed meeting, and deliver an evaluation of the President's performance. A preliminary evaluation report is to be submitted by the Executive Committee to the Board, which report serves as the initial basis for the Board's review and evaluation. Objectives for the coming year will also be presented to the Board by the President at the time of the evaluation.

Any changes to the President's contract shall be made only by vote of a majority of all members of the Board.

## **Section 2 – Provost, Vice Presidents and Direct Reports to the President**

The Provost, Vice Presidents and all direct reports to the President are selected by the President, subject to approval by the Board, and serve at the pleasure of the President, or upon such other terms as agreed by the employee, the President, and the Board.

## **Section 3 – University Auditor**

The University Auditor is responsible for the University's internal audit function, which provides independent appraisals and reviews of University operations. The University Auditor is administratively responsible to the President, but is functionally accountable to the Board of Visitors. The University Auditor is appointed by, and reports to, the Board or a Board committee, as directed by the Board. In addition to the general responsibilities of the position, the University Auditor performs such duties incidental to the office as assigned by the Board or the President

## **Article III – Miscellaneous**

### **Section 1 – Suspension or Amendment of Bylaws**

These Bylaws may be suspended or amended in whole or in part at any meeting of the Board of Visitors.

### **Section 2 – Parliamentary Authority**

Unless otherwise specified by these Bylaws, all Board and committee meetings, actions, and rulings will be guided by the most current edition of Robert's Rules of Order Newly Revised (most recent edition).



## Executive Committee

Ms. Jennifer Wishon Gilbert proposed a discussion regarding the restriction on the faculty senate president shown below.

- A. Appointments.** The Board is to appoint one faculty member and one student as non-voting, advisory representatives to the Board. Representatives are appointed at the annual meeting which is the last meeting of the fiscal year, and serve one-year terms commencing July 1 following their appointment and ending June 30.

The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors. If the same individual shall serve more than two consecutive terms as Faculty Senate President, the faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate. Should the faculty representative resign as faculty senate president during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.

**Dr. Betty Jo Foster proposed a discussion** on the timing of electing the rector. She noted that issues in the past have occurred when appointments to the BOV were not affirmed until after July 1, which is the date that newly elected officers assume office.

# Minutes



Radford  
UNIVERSITY



Executive Committee  
8:00 a.m.  
September 12, 2025  
Dean's Conference Room  
Kyle Hall, Third Floor, Radford, VA

**Committee Members Present**

Mrs. Jennifer Wishon Gilbert, Vice Rector (EMBEC)  
Dr. Betty Jo Foster (AESSC)  
Ms. Jeanne Armentrout (BAAC)  
Ms. Betsy Beamer (EEC)  
Mr. David A. Smith (SAAC)

**Others Present**

Dr. Bret Danilowicz, President  
Ms. Karen Castele, Secretary to the Board of Visitors and Special Assistant to the President  
Ms. Susan Richardson, University Counsel  
Dr. Bethany Usher, Provost and Senior Vice President for Academic Affairs  
Ms. Mary Anne Holbrook, Board of Visitors Member  
Ms. Joanne Craig, Board of Visitors Members  
Mr. Dale Ardizzone, Board of Visitors Member  
Mr. Anthony Moore, Board of Visitors Member  
Mr. Jonathan Sweet, Board of Visitors Member

**Call to Order**

Ms. Jennifer Wishon Gilbert, Vice Rector, called the meeting to order at 7:59 a.m. in the Deans Conference Room in Kyle Hall.

**Approval of Agenda**

Vice Rector Wishon Gilbert asked for a motion to approve the September 12, 2025 meeting agenda, as published. Ms. Betsy Beamer so moved, Dr. Betty Jo Foster seconded, and the motion carried unanimously.

### **Approval of Minutes**

Vice Rector Wishon Gilbert asked for a motion to approve the June 6, 2025 minutes of the Executive Committee meeting. Ms. Jeanne Armentrout so moved, Mr. David Smith seconded, and the motion carried unanimously.

### **Committee Discussion**

Vice Rector Wishon Gilbert thanked the committee chairs for their continued work in making the meetings more productive and efficient. The committee chairs shared highlights from their respective meetings.

### **Review of Governance Documents**

Vice Rector Wishon Gilbert opened discussion by indicating a need to review by-laws. Discussion regarding soliciting feedback from Board members regarding by-laws and plan for next steps occurred.

### **Closed Session**

Vice Rector Wishon Gilbert requested a motion to move into closed session. Ms. Beamer made the motion that the Executive Committee of the Radford University Board of Visitors convene a closed session pursuant to Section 2.2-3711 Item 1 and 8 under the Virginia Freedom of Information Act for the discussion of personnel matters, more specifically related to the president's employment agreement and performance plan, and for consultation with legal counsel. This motion was seconded, and the motion carrier unanimously. The executive committee went into closed session at 8:25 a.m.

### **Reconvened Session**

Vice Rector Wishon Gilbert called the meeting back to order at 8:50 a.m. On the motion made by Ms. Beamer and seconded, the following resolution of certification was approved by a roll-call vote.

#### **Resolution of Certification**

BE IT RESOLVED, that the Executive Committee of the Radford University Board of Visitors certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only sub public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Board.

Roll Call	Vote
Mrs. Jennifer Wishon Gilbert, Vice Rector	Yes
Dr. Betty Jo Foster	Yes
Ms. Jeanne Armentrout	Yes
Ms. Betsy Beamer	Yes
Mr. David A. Smith	Yes

The resolution of certification was unanimously adopted.

**Other Business**

**Adjournment**

With no further business to come before the committee, the meeting was adjourned at 8:52 a.m.

Respectfully submitted,

Ryan Bowyer, Ed.D.  
Chief of Staff



## End of Board of Visitors Materials

