

Ad-Hoc Bylaws Committee
Board of Visitors Conference Room
Friday, November 14, 2008
10:00 a.m.

Minutes

Committee Members Present:

Mrs. Viola M. Madison, Chair
Ms. Virginia M. Board

Staff Present:

Pamela F. Boston, University Counsel
April T. Allbritton, Office Manager/Board Liaison

Mrs. Madison established that a quorum was present and called the meeting to order at approximately 10:15 a.m.

Ms. Boston provided handouts for the meeting. She stated that the first item for discussion is the provision under the 2008 Freedom of Information Act (FOIA) that allows electronic meetings for Closed Session. She stated that should the Board vote in favor of having electronic meetings for Closed Session, the Bylaws **would not require modification**. She added that the Bylaws currently provide for this provision under Section 3.06 – Closed Meetings which states: *“The conduct of closed meetings by the Board shall be governed by the provisions of the Freedom of Information Act found in Title 2.2, Chapter 37, Code of Virginia.*

Ms. Boston stated that should the Board vote not to have electronic meetings for Closed Session then the Bylaws would have to be amended.

Mrs. Madison and Ms. Board discussed the pros and cons of this item. The consensus was that Board members would be conscientious of the rules of closing the door to the off-site office or conference room, as well as not allowing any staff interruptions, etc., during the time of the Closed Session to ensure information is not inadvertently being disclosed. Mrs. Madison and Ms. Board both agreed it would be beneficial to allow this provision.

The Ad-Hoc Bylaws Committee recommends to the full Board that electronic meetings for Closed Session should be allowed.

Ms. Boston stated that the second item for discussion is whether the Rector should be allowed to appoint Board members temporarily to Committees in order to establish a quorum when Committee members are absent. Ms. Board asked if the Bylaws allow the Rector to make substitutes? Ms. Boston stated Section 4.02 of the Bylaws on Standing Committees, **does not contain** language that allows the Rector to make temporary appointment to Committees. She stated that the Bylaws of other universities that she looked at only allowed the Rector to appoint a member of the Board of Visitors to serve as a substitute member of the **Executive Committee** for a particular meeting. She added that substitutes are not allowed for any other Standing Committee.

Mrs. Madison and Ms. Board discussed this item. The following was stated:

- A Board member appointed temporarily to a Committee may not be knowledgeable enough or feel comfortable enough to vote in favor of an action item(s) that is being put forth, or it could happen that the absent Committee member is the member that is opposed to the action item(s) or who is the one that is most knowledgeable about the item.
- Even though Committees puts forth recommendations, action items still require full Board approval so in essence it is the decision of the Board and not the Committees.

Mrs. Madison asked Ms. Boston if she knew the Rector's preference. She stated no but she would touch base with him. After some discussion, Mrs. Madison and Ms. Board were in favor of the Rector appointing a substitute for the Executive Committee; however, the decision was split on whether the Rector should be allowed to appoint substitutes to other Standing Committees. Ms. Board stated that she is in favor of substitutes for Standing Committees while Mrs. Madison stated that she is opposed to it.

The following recommendations were made:

The Ad-Hoc Bylaws Committee recommends to the full Board that the Rector be allowed to appoint substitutes for the Executive Committee of the Board.

Members of the Ad-Hoc Bylaws Committee agreed not to put forth a recommendation for the substitutes for the Standing Committees. Instead, the Bylaws Committee recommends that the full Board discuss this matter further at a future meeting.

ADJOURNMENT

There being no further business the meeting was adjourned at 11:20 a.m.

Respectfully submitted:

April T. Allbritton
Board Liaison