

# NORFOLK STATE UNIVERSITY

## BOARD OF VISITORS

### BYLAWS

#### PREAMBLE

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

**A. Legal Status and Composition.** The Board of Visitors of the University is an executive branch supervisory board, and is created by Va. Code § 23.1-1900, *et seq.* Membership of the Board, method and terms of appointment, and the method of filling vacancies are provided by statute (Va. Code § 23.1-1901).

**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’s Freedom of Information Act (Code of Virginia § 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 1 of § 2.2-3707 and § 2.2-3707.1;

- b. Conduct all discussions and actions on any topic not specifically exempted by § 2.2-3511 in open meeting;
  - c. Give public notice of all meetings in accordance with subsection C of § 2.2-3707; and
  - d. Approve in open meeting any action taken in closed meeting before it can have any force and effect.
3. Notify and invite the University Counsel and other of the Attorney General's appointees or representatives to all meetings of the Board, Executive Committee, and other Board committees.
- C. Annual Executive Summary.** The Board shall 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, in accordance with the procedures of the Division of Legislative Services Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.
- 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.

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.

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

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

1. Assure financial stability of the University
2. Establish fees, tuition, and other charges imposed on students
3. Approve the University's budgets

4. Appoint and evaluate 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 real property transactions in instances where the approval has not been delegated to the President
11. Adopt rules, regulations and policies for University operations
12. Develop Statement of Board Expectations
13. Monitor academic quality and student success

### **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 three voting members of the Board. Requests for a special meeting must be submitted to the Secretary of the Board (“Secretary”), who has the ministerial responsibility for making arrangements for the special meeting.
- C. Presidential Evaluation Meeting.** The Board shall meet with the President at least once annually in closed meeting, and deliver an evaluation of the President’s performance. Any changes to the President’s contract shall be made only in open session by vote of a majority of all members of the Board.
- D. 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.
- E. Quorum and Votes.** A simple majority of the Board constitutes a quorum. All votes require a majority of the full board (seven votes) for passage. Any member may call for a roll call vote on any issue.
- F. Agenda.** The draft agenda for each full Board meeting is to be prepared by the Rector in conjunction with the President or the President’s designee. The draft agenda for each meeting of a Board Committee is to be prepared by the Committee Chair or the staff designee. Matters that any member requests to be placed on the agenda should be brought to the attention of the Rector and President as far in advance of the meeting as possible. The Rector 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 Rector's discretion or by the Board's amendment of the agenda.

## **Section 4 - Officers of the Board**

- A. Officers.** The officers of the Board are Rector, Vice Rector, and Secretary.
- B. Election and Terms.** The officers are elected by the Board for two-year terms at the annual meeting of the Board in odd-numbered years.
- 1. Slate of Nominees.** The Governance Committee develops a slate of officers to present to the full Board for consideration at the annual meeting of the Board in odd-numbered years. The Committee is to offer one nominee for each office. Nominations of the Committee are transmitted to Board members along with other advance meeting materials prior to the Annual Meeting.
  - 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. Officers may serve up to two consecutive full terms; however, there is no limitation on the number of non-consecutive terms an officer may serve. For purposes of this paragraph, service of a partial term of one year or more shall be considered a full term.
  - 4. Removal.** An officer may be removed from office for cause, after notice and opportunity to be heard.
  - 5. Vacancies.** In the case of a vacancy in an office, the position is to be filled at the next regular or special meeting of the Board.
- C. Rector.** The Rector is presiding officer and spokesperson for the Board, and is charged with promoting a high level of interest, involvement, and activity among the members of the Board; serving as liaison between the Board and President; and maintaining the integrity of Board procedures and process.

Specific responsibilities include presiding at Board meeting; appointing all committees, unless otherwise provided in the Bylaws or directed by the Board; serving as a non-voting *ex officio* member of all committees other than the Nominating Committee and any presidential search committee; serving as a voting *ex officio* member of the Nominating Committee and any presidential search committee; acting as the Board's primary spokesman 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. The Vice Rector is also responsible for developing and presenting the Board's operating budget.
- E. **Secretary.** The Secretary is responsible for preparing and preserving minutes of all meetings and keeping the records of the Board and its various committees. The Secretary also ensures that proper notice of all meetings is given as required by state law and these Bylaws. If both the Rector and Vice Rector are temporarily absent or unavailable, the Secretary presides over meetings and assumes all powers, duties, and functions of the Rector.
- F. **Vacancies in Offices.** Vacancies in offices are filled by the Board at the next regularly scheduled meeting or at a special meeting called for that purpose. The Rector may appoint a Nominating Committee but, if not, all nominations are from the floor.

## Section 5 - Advisory Representatives

- A. **Student Representative.** The President of the Student Government Association is the non-voting student representative to the Board. The Student Representative may attend, and participate fully in, all open meetings of the Board, and in closed meetings as invited.
- B. **Faculty Representative.** A non-voting Faculty Representative is chosen at the Annual Meeting by the Board from a list of three faculty members submitted to the Board by the Faculty Senate. The list must be submitted not later than 14 days prior to the Annual Meeting. The Faculty Representative serves a one-year term beginning July 1 following selection. A Faculty Representative may serve more than one term. The Faculty Representative may attend, and participate fully in, all open meetings of the Board, and in closed meetings as invited.

## Section 6 - Committees

- A. **Executive Committee.** The Executive Committee is comprised of the Rector, the Vice Rector, the Secretary, and two at large members elected by the Board for two-year terms at the annual meeting of the Board in odd-numbered years. Chairs of standing committees serve as non-voting *ex officio* members of the Executive Committee. The Rector serves as Chair of the Committee. 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. All Board members are noticed and invited to attend all Executive Committee meetings.

A simple majority of voting members constitutes a quorum. If a quorum is not present, the Rector may appoint other members of the Board to serve on an *ad hoc* basis to attain a quorum. The Executive Committee may take action only by majority vote of the full committee (three votes).

The Executive Committee meets upon call of the Rector. The Rector is to report all actions taken by the Executive Committee at the next full meeting of the Board.

- B. Standing Committees.** The chairs and members of the four standing committees are appointed by the Rector for terms of two years and serve until their successors are appointed. All Board members serve on at least two (2) standing committees. The agenda for each regular Board meeting shall include a report by each committee to the Board. Unless otherwise specifically provided by the Board, decisions/recommendations of standing committees (except decisions by the Academic and Student Affairs Committee on review of negative tenure decisions) are advisory and must be ratified and approved by the Board of Visitors.

A simple majority of the members of a committee constitutes a quorum. If a quorum is not present, the Rector, who is a non-voting *ex officio* member of all committees, may serve as a substitute voting member; or the Rector may also appoint other members of the Board to serve as substitutes on an *ad hoc* and temporary basis to attain a quorum. Standing Committees may take action only by majority vote of the full Committee.

Matters or responsibilities may be assigned to standing committees by the Rector or by the full Board. The standing committees are:

Governance Committee. The Governance Committee coordinates input into the selection of Board members based on a matrix of needs; monitors Board members' performance, behavior and compliance with the University's Code of Ethics, the Statement of Mutual Expectations and Conflicts of Interest policies; provides periodic performance assessment of Board members, including an assessment of the Rector; develops a slate of officers to present to the full Board for consideration; and works with the University Board Liaison to help facilitate governance related policies.

Strategic Finance Committee. The Strategic Finance Committee reviews proposed budgets and performance throughout the fiscal year; develops financial strategies related to Strategic Plan priorities, fundraising and alternative revenues; and coordinates issues that connect to the work and priorities of other standing committees.

Academic and Student Affairs Committee. The Academic and Student Affairs Committee focuses on student success from recruitment to graduation, including coordinating with the Strategic Finance Committee to ensure that adequate resources are budgeted for that mission; works with the Provost and Faculty leadership to ensure compliance with shared governance priorities, including faculty tenure and faculty and staff opportunity; and continually assesses the quality of student life, including identifying, in conjunction with the Strategic Finance Committee, the provision of adequate financial resources to assure a high quality student life.

Audit, Risk and Compliance Committee. The Audit, Risk and Compliance Committee oversees the effective and efficient use of funds in accordance with the University's mission; ensures the University is acting in legal and ethical compliance with all federal, state and local laws and executive orders, policies and regulations of accrediting, regulatory, and funding agencies and the State Council of Higher Education for Virginia; oversees the University's enterprise risk management program and institution of effective internal controls to identify and manage risks; maintains an effective system of internal controls over the University's fiscal process; oversees the performance of the internal audit function and the independent auditor; monitors implementation of management action plans to manage identified risks; maintains the integrity of information technology and data governance; and monitors the implementation and effectiveness of the University's compliance programs.

- D. Special Committees.** Special or *ad hoc* committees are established by the Board or the Rector for an expressed purpose and limited duration. In making appointments, the Rector should take volunteers into account. Special committees may have no fewer than five members appointed by the Rector, who serve at the pleasure of the Rector. The Rector designates the chair of special committees. Special Committees may take action only by majority vote of the full committee.
- E. Subcommittees.** Committees may establish and appoint subcommittees as required, subject to Board approval. Subcommittees are subject to the same procedural rules as the primary committee.
- F. Attendance.** Board of Visitors members are noticed of and entitled to attend all Board meeting functions, including closed meetings of all Board committees. When committees meet simultaneously, members must give priority to the committees on which they serve, unless excused by the standing committee chair and the Rector.
- G. Notice and Conduct of Meetings.** The Chair, or Vice Chair acting on behalf of the Chair, or a majority of the membership of any committee or subcommittee may call a meeting. Meetings are noticed and conducted under the same procedures and in the same manner as Board meetings.

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

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.

## **ARTICLE II – OFFICERS AND EMPLOYEES OF THE UNIVERSITY**

### **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 fundraising and development 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 President is required to submit to the Board, in writing at least 10 days prior to the Annual Meeting, a report on the condition of the University.

The Board evaluates the President annually, in closed meeting, in accordance with the specific and general objectives developed jointly by the President and the Board. A preliminary evaluation report is to be submitted by the Executive Committee, which report serves as the initial basis for the Board’s review. Objectives for the coming year will also be presented to the Board by the President at the time of the evaluation.



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

The Provost, Vice Provosts, 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, President, and Board.

## **Section 3 – University Auditor**

The University Auditor (Internal Auditor) is responsible for the University’s internal audit function, which provides independent appraisals and reviews of University operations. The Internal Auditor is administratively responsible to the President, but is functionally accountable to the Board of Visitors. The University Auditor is appointed by, removed by, and reports to the Board through the Audit, Risk and Compliance Committee. In addition to the general responsibilities of the position, the Internal Auditor performs such duties incident to the office as assigned by the Board. The budget for, and authorization of positions in, the Office of the University Auditor are reviewed by, and recommended to the Board by, the Strategic Finance Committee.

## **Section 4 – University Counsel**

University Counsel is appointed by the Attorney General. University Counsel, together with other counsel appointed by the Attorney General, provide all legal representation to the Board, the University, and the University’s officers and employees. The University Counsel, whose principal client is the institution as represented by the Board, is administratively responsible to the President but is functionally accountable to the Attorney General.

## **Section 5 – Additional Board Employees**

The Board may, upon resolution, hire one or more staff members or consultants to assist the Board in fulfilling its duties and responsibilities. These employees are separate from faculty and staff of the University and must not interfere with the responsibilities of the President.

Alternatively or additionally, the Board may request the President to appoint or designate a Clerk or Liaison to the Board to provide administrative and clerical support to the Board.

# **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. Notice of a proposed amendment of the Bylaws shall be given at least thirty days in advance of the meeting at which it will be considered.

## **Section 2 – Parliamentary Authority**

Unless otherwise specified by these Bylaws, the Rector or other presiding officer should be guided by the most current edition of *Robert's Rules of Order* in conducting all meetings.

## **Section 3 – Conflict of Interest**

Each Board member is subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as necessary. (§ 2.2-3114(B), Code of Virginia, as amended).

## **Section 4 – Liability**

To the extent they are acting in their capacity as members of the Board and within the scope of their authority, all members of the Board are considered to be officials of Norfolk State University and the Commonwealth of Virginia. Each member of the Board who is engaged in carrying out the duties and responsibilities of a Board member is covered as set forth in the Risk Management Plan, which is established by the Commonwealth's Department of the Treasury, Division of Risk Management, with the approval of the Governor. Coverage is subject to the terms and exclusions set forth in the Plan. The Commonwealth's Division of Risk Management has final responsibility for interpretation and determination of coverage under the Plan. A copy of the Risk Management Plan is maintained in the University's Risk Management Office.