

RADFORD UNIVERSITY

Board of Visitors

EXECUTIVE COMMITTEE

8 A.M.

SEPTEMBER 10, 2021

DEAN'S CONFERENCE ROOM

KYLE HALL, THIRD FLOOR, RADFORD, VA

DRAFT MINUTES

COMMITTEE MEMBERS PRESENT

Mr. Robert A. Archer, Rector
Dr. Jay A. Brown, Vice Rector
Dr. Thomas Brewster
Mr. Mark S. Lawrence, Ex officio
Dr. Debra K. McMahon
Mr. David A. Smith
Ms. Lisa Throckmorton

COMMITTEE MEMBERS ABSENT

Ms. Krishna Chachra

OTHERS PRESENT

Dr. Carolyn R. Lepre, Interim President
Ms. Karen Castele, Secretary to the Board of Visitors and Special Assistant to the President
Dr. Angela Joyner, Interim Chief of Staff
Ms. Deb Love, Senior Assistant Attorney General, Education Section Chief

CALL TO ORDER

Mr. Robert A. Archer, Rector, called the Executive Committee meeting to order at 8:07 a.m. in the Dean's Conference Room in Kyle Hall. Rector Archer welcomed everyone to the meeting and expressed his appreciation to the Committee members for their continued work on behalf of Radford University.

APPROVAL OF AGENDA

Rector Archer asked for a motion to approve the September 10, 2021 meeting agenda, as published. Dr. Debra K. McMahon so moved, Mr. David A. Smith seconded, and the motion carried unanimously.

APPROVAL OF MINUTES

Rector Archer asked for a motion to approve the April 23, 2021 and August 10, 2021 minutes of the Executive Committee meetings. Ms. Lisa Throckmorton so moved, Mr. Mark S. Lawrence seconded, and the motion carried unanimously.

PRESIDENT'S COMMENTS

Interim President Carolyn R. Lepre, Ph.D. shared an update on the Fall 2021 Operation Plan and updates on the ongoing COVID-19 response. Interim President Lepre stated that the COVID-19 Work Group continues to closely monitor guidance from the Centers for Disease Control, Virginia Department of Health, the Commonwealth of Virginia and other agencies to develop recommendations related to COVID-19 protocols and safety measures and will continue to meet weekly this semester. As a follow-up to the discussion of the Code of Ethics held during the Retreat, Interim President Lepre provided the historical background of the creation of the Code of Ethics which was approved in 2007 and stated that the Vision, Mission, and Core Values would be reviewed again during the process of developing the next strategic plan for the University. Interim President closed by sharing several initiatives that she will be focusing on in the coming months.

COMMITTEE UPDATES

Rector Archer asked the Committee chairs to share any information that they felt significant or may wait until the full Board meeting. Dr. McMahon reported that the Business Affairs and Audit Committee would be bringing forward four action items to the full Board for approval and expressed her appreciation for the level of engagement during the Student Success Committee. The other Committee chairs deferred their reports until the full Board meeting.

Rector Archer commented on the extended time added to the Business Affairs and Audit Committee to allow time for additional background information and added that he felt it was useful and that the Executive Committee should continue to explore ways to increase the Board members' understanding of the critical functions of the University.

OTHER BUSINESS

Bylaws Review Update

Rector Archer stated that as a result of the subcommittee he formed at the Retreat, there had been a review of the Bylaws for any updates. All Executive Committee members were also asked to review the Bylaws and provide any suggested changes. Rector Archer asked members to see the following suggested changes. 1) The deletion on page 4 reflects Al Wilson's review and that the language is no longer applicable. 2) The addition on page 3 provides additional language in the Code section referenced and clarity for reasons Board members may participate remotely, a recommendation by Deb Love. 3) The addition on page 5 under Executive Committee reflects the language of the responsibilities for the Executive Committee in the Code of Virginia and currently not in the Bylaws, as pointed out at the Retreat. Rector Archer asked for a motion to recommend to the full Board approval of the amendments to the Bylaws. Dr. McMahon made the motion, Dr. Thomas Brewster seconded, and the motion carried unanimously. A copy of the Bylaws is attached hereto as *Attachment A* and is made a part hereof.

ADJOURNMENT

With no further business to come before the Executive Committee, Rector Archer adjourned the meeting at 8:55 a.m.

Respectfully submitted,

Ms. Karen Castele
Secretary to the Board of Visitors and Special Assistant to the President

**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 1 of §2.2-3707 and §2.2-3707.1;
 - b. Conduct all discussions and actions on any topic not specifically exempted by §2.2-3711 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 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. ~~However, no member serving as of January 1, 2015 shall be removed for failing to attend the educational programs required by Virginia Code § 23-9.14:1 in the members first two years of membership if the member attends such training by January 1, 2016.~~

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 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. Member(s) Participation via Electronic Communications.

1. A member may also participate via electronic communication means from a remote location that is not opened to the public in the event of an emergency, personal matter, **a family member's medical condition that requires the member to provide care for such family member**, or medical condition that prevents the member from attending in person, in accordance with the Code of Virginia §2.2-3708.2 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 an emergency, personal matter, **a family member's medical condition that requires the member to provide care for such family member**, or medical condition that prevents the member’s physical presence, and the member identifies with specificity the nature of the emergency or personal matter.
 - b. The Board shall record the reason for the member to participate from a remote location together with the remote location from which the member participates in the minutes of the meeting.
 - c. There must be a quorum of the Board physically assemble at the primary location of the meeting.
 - d. The Board shall make arrangements for the voice of the remote participant to be heard by all persons at the primary location.
 - e. If any request for participation via electronic communication from a remote location is denied, the decision and rationale will be reflected in the minutes.
2. The Board of Visitors may hold meetings through electronic communication in accordance with other parts of §2.2-3708.2.

F. 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.

G. 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 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 Governance, Administration and Athletics Committee acts as the Nominating Committee for officers of the Board. 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.

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.

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. 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 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 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. 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 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.

The standing committees are:

1. **Business Affairs and Audit.** This committee is generally responsible for reviewing and recommending action to the Board regarding the financial and business affairs of the University, including but not limited to, capital projects, grants, contracts, and the naming of facilities. This committee is responsible for reviewing recommendations and offering motions to the Board on matters and policies pertinent to information technology, including implementation of new technologies and systems affecting the University's computer systems, websites and telephone systems. This committee also oversees the internal audit function of the University; receives the annual financial audit report of the Auditor of Public Accounts; and performs studies of financial matters as directed by the Board.
2. **Student Success.** This committee is generally responsible for reviewing and recommending action to the Board on matters pertaining to students, including but not limited to, student retention, student support services and activities, student health and safety, student conduct and disciplinary standards, residential life, student organizations and activities, and the general quality of student life.

3. **Academic Excellence and Research.** The committee provides guidance to the Board on matters essential to academic quality. This committee is generally responsible for reviewing and recommending action to the Board on matters regarding the University's academic mission, purpose, plans, and programs, including, but not limited to the creation or elimination of academic programs and of colleges and schools and academic departments within the University; faculty appointments, and the policies and procedures governing the award of tenure; academic standards and policies for student admissions, progression and graduation; and the conferring of meritorious awards and honorary degrees.
4. **Governance, Administration, and Athletics.** This committee is generally responsible for considering and recommending action to the Board on policy matters pertaining to the administrative operations of the University, including personnel matters, and shall advise and consult with the President of the University on matters of human resources policy in regard to classified employees, university staff and other non-instructional faculty members employed by the University.

This committee is responsible for considering and recommending actions that cultivate and foster strategic partnerships, increase and strengthen the talent pipeline, and inspire and encourage innovative solutions, which ultimately provide greater opportunities for students and position Radford University as a leader of economic development in the region, Commonwealth of Virginia and beyond.

This committee is also responsible for reviewing recommendations and offering motions to the Board on matters pertaining to all aspects of University intercollegiate athletics including, but not limited to, recruitment of personnel, development of new athletic programs, and maintenance and/or construction of athletic facilities.

5. **Advancement, University Relations and Enrollment Management.** This committee is generally responsible for oversight of programs that promote private donations for, and alumni support of, the University, including related activities undertaken by the University directly and by affiliated foundations on the University's behalf. It also oversees the University's public and community relations programs, which are designed to enhance the University's stature and reputation, and its efforts to publicly disseminate news about the University. This committee is also responsible for reviewing recommendations and offering motions to the Board on matters and policies pertinent to the university's enrollment management strategy.

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 – 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 – 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)*.

End of Board of Visitors Materials

