

**UNIVERSITY OF VIRGINIA**  
**ANNUAL EXECUTIVE SUMMARY OF INTERIM ACTIVITY**  
**Sections 23-2.01 – 23-2.05**

**General Information – University of Virginia Board of Visitors**

The University of Virginia Board of Visitors met as a full Board on the following dates in 2013:

- February 21-22, 2013
- April 18, 2013
- May 20-21, 2013
- August 2-3, 2013 – Retreat
- September 19-20, 2013
- November 14-15, 2013

All actions from these meetings can be found in the public minutes located at:  
<http://www.virginia.edu/bov/publicminutes.html>.

**University of Virginia Board of Visitors Activities Relating to Chapter 577 of the 2013 Acts of Assembly**

Chapter 577 of the 2013 Acts of Assembly served to amend and reenact § 23-9.14:1 of the Code of Virginia; to amend the Code of Virginia by adding sections numbered 23-2.01 through 23-2.05; and to repeal § 23-38.95 of the Code of Virginia, relating to board of visitors governance.

**§ 23-2.01: Boards of visitors; public access to information:**

*Notwithstanding § [2.2-4342](#) and the Virginia Freedom of Information Act (§ [2.2-3700 et seq.](#)), the board of visitors of each public institution of higher education and the State Board for Community Colleges may conduct closed meetings pursuant to §§ [2.2-3711](#) and [2.2-3712](#) and may conduct business as a "state public body" for purposes of subsection B of § [2.2-3708](#).*

UVA activity: The University of Virginia complies with all laws governing open and closed sessions and telephonic meetings. The minutes of every meeting where a portion is held in closed session include certification of compliance with the requirements for a closed meeting.

**§ 23-2.02: Boards of visitors; bylaws:**

*The board of visitors of each public institution of higher education and the State Board for Community Colleges shall adopt bylaws for its own governance. This document shall be posted conspicuously on the board's website and shall include the provisions that:*

UVA activity: The University of Virginia Board of Visitors home page provides a link to the Manual of the Board of Visitors of the University of Virginia (the Manual), which contains the University's bylaws: <http://www.virginia.edu/bov/>.

1. *Establish the requirement of transparency, to the extent required by law, in all board actions.*

UVA activity: The introductory sentence in the section of the Manual on the Board of Visitors bylaws states,

The governing body of the University of Virginia is the Board of Visitors, which by statute is made responsible for seeing to the effective and transparent government of the University at Charlottesville and all other educational institutions under the governance of the Board of Visitors.

2. *Describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), as set forth in § 23-2:1, including the requirements that:*
  - a. *The board shall 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:*

UVA activity: Section 4.51 of the Manual, on the powers and duties of the Secretary, states in pertinent part, "The Secretary 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."

Section 5.4 of the Manual states, "The Minutes of the Annual, regular, and special meetings of the Board shall be open to inspection as required by law and posted on the Board's website."

Minutes are taken and posted on the Board's website for every meeting. The minutes can be found in several places on the website. The full Board minutes, containing all actions by the Board and its committees, can be found under the date in the public minutes directory [<http://www.virginia.edu/bov/publicminutes.html>]. The committee minutes can be found under the committee minutes tab, broken out by committee and date [<http://www.virginia.edu/bov/committeeminutes.html>].

Many meetings of the Board of Visitors are now streamed live from the board room. The videotapes of these meetings can be found at: <http://www.virginia.edu/bov/videos.html>.

Beginning with the September 2013 Board and committee meetings, audio recordings for each meeting can be found in the past meeting folder in the

materials section of each meeting.

[<http://www.virginia.edu/bov/meetings/13nov/index.html>]

- b. *Discussion and actions on any topic not specifically exempted by § 2.2-37111 shall be held in an open meeting.*

UVA activity: Section 2.3 of the Manual states, “Discussions and actions on any topic not specifically exempted by the Virginia Freedom of Information Act shall be held in an open meeting, which shall be open to the public. Any official action taken in Executive (closed) Session shall be approved in an open meeting before it can have any force or effect.”

- c. *The board shall give public notice of all meetings, in accordance with subsection C of § 2.2-3707.*

UVA activity: Section 2.34 of the Manual states, “Due notice in writing of the Annual Meeting and all regular meetings and of any changes in the dates, times, or places of a regular meeting shall be given by the Secretary of the Board of Visitors. Such written notice shall be sent at least ten days prior to the meeting...Public notice of meetings shall comply with the requirements of the Virginia Freedom of Information Act.”

Public notice of all meetings within the established timelines is provided via the Board of Visitors website, the Commonwealth Calendar, and through University Communications to interested press agencies.

Upcoming meetings are posted in several locations on the Board of Visitors website [<http://www.virginia.edu/bov/>]:

1) The main page lists the upcoming meeting as well as the statement, “The meetings are open to the public, but there will be no opportunity for public comment;”

2) The calendar page [<http://www.virginia.edu/bov/calendar.html>] lists all upcoming meetings and events through November 2019; and

3) Once the public notice has been issued, a meeting schedule is posted under Upcoming Meeting: <http://www.virginia.edu/bov/upmeeting.html>.

- d. *Any official action taken in a closed meeting shall be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § 2.2-3711.*

UVA activity: Section 2.3 of the Manual states, “Any official action taken in Executive (closed) Session shall be approved in an open meeting before it can have any force or effect.”

The certification by the Board of compliance with the laws governing closed session discussions appear in the minutes of every meeting where a closed session was held.

3. *Require that the board notify and invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.*

UVA activity: Section 4.62 of the Manual states, in pertinent part, "The General Counsel shall be invited to attend all meetings of the Board and its committees." The General Counsel is the Attorney General's appointee.

**§ 23-2.03: Boards of visitors; annual meeting with the president of the institution:**

- A. *In addition to all meetings prescribed in Chapters 5 (§ 23-39 et seq.) through 16 (§ 23-214 et seq.), the board of visitors of each public institution of higher education and the State Board for Community Colleges shall meet with the president of that institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711, and deliver an evaluation of the president's performance.*

UVA activity: The University of Virginia has a policy on presidential evaluation that was amended on August 2, 2013, to comply with the provisions of Chapter 577 of the 2013 Acts of Assembly. The policy on presidential evaluation requires an annual meeting in closed session to deliver the evaluation of the president. The policy is attached to this Executive Summary as **Attachment A**. The Board of Visitors met in closed session to deliver an evaluation of the president's performance on November 15, 2013.

- B. *Any change to the president's employment contract during any such meeting or any other meeting of the board shall be made only by a vote of the majority of the Board's members.*

UVA activity: Section 4.21 of the Manual was revised in November 2012 to state, "Appointment, removal, requested resignation, or amendment of the contract or terms of employment of the President may be accomplished only by vote of a majority (or, by statute, two-thirds in the case of removal) of the whole number of Visitors at a regular meeting, or special meeting called for this purpose. The President shall attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees."

**§ 23-2.04: Boards of visitors; executive committee:**

*The executive committee of the board of visitors of each public institution of higher education and the State Board for Community Colleges shall (i) organize the working processes of the board and (ii) recommend best practices for board governance. The committee shall:*

1. *Develop and recommend to the board a statement of governance setting out the board's role;*
2. *Periodically review the board's bylaws and recommend amendments;*
3. *Provide advice to the board on committee structure, appointments, and meetings;*
4. *Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.);*
5. *Create, monitor, oversee, and review compliance with a code of ethics for visitors; and*
6. *Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.*

UVA activity: All of the items listed above are contained in Section 3.1 of the Manual under Executive Committee duties. The Executive Committee met in September and November of 2013 to discuss developing a statement of governance, a code of ethics specific to the Board of Visitors, and a set of qualifications and competencies for members of the Board. Currently, the members of the Board of Visitors are must comply with the University's Code of Ethics, which was adopted by the Board of Visitors on October 2, 2004, and is attached as **Attachment B**.

With regard to training, the entire Board of Visitors received education on the Virginia Freedom of Information Act at the August 2013 retreat; the educational session was led by Maria Everett, Director of the Virginia Freedom of Information Advisory Council. Board members who were appointed July 1, 2013 also received an in-depth orientation on the University structure and Board-specific issues in August 2013, prior to their first meeting as members of the Board of Visitors.

**§ 23-2.05: Boards of visitors; annual executive summaries:**

UVA activity: This report is intended to comply with this requirement.

AMENDED POLICY ON ANNUAL PRESIDENTIAL EVALUATION

WHEREAS, the Board of Visitors in November 2011 adopted guidelines for annually evaluating the President; and

WHEREAS, the annual performance assessment is an important tool for monitoring the institutions' progress in meeting its strategic goals and for integrating leadership activities with such goals and with emerging external issues, and is intended to clarify and communicate the Board's expectations and level of satisfaction regarding the President's performance; and

WHEREAS, in order to assure that the annual evaluation is consistently conducted in an effective fashion, the Board desires to institute and adopt a systematic and formal method of conducting the evaluation of the President; and

WHEREAS, Section 23-2.03 of the Code of Virginia requires an annual meeting with the president in closed session for the purpose of delivering an evaluation of the president's performance;

RESOLVED, the Board of Visitors adopts the following process to guide its annual evaluation and potential renewal of the President's contract:

1. Annually in the fall, but no later than October 15, the Rector shall solicit the self-evaluation of the President for the fiscal year ending the previous June 30, and the President's goals for the current fiscal year. The self-evaluation shall be in the form of a narrative reviewing progress on the mutually agreed-upon goals for the previous year.
2. Concurrent with the transmittal of the self-evaluation, the President shall provide to the Rector a full accounting of all earned outside income for the previous calendar year, and all anticipated earned outside income for the current calendar year, from service on boards of directors and any other source, as required by the Commonwealth's annual budget act, and shall additionally provide any other accounting required by the Board Manual, the President's contract, or other applicable source.
3. The Executive Committee of the Board of Visitors shall serve as the Assessment Committee to evaluate the President.
4. The Rector shall distribute the President's self-evaluation and goals to every member of the Board for their review. Each Board member shall have an opportunity to provide his or her observations and counsel regarding the self-evaluation and goals of the President, in writing, to the Rector, or if preferred, another member of the Assessment Committee by completing an evaluation in a form similar to the one attached to this policy. The Assessment Committee shall then

review the Board input, develop a written evaluation, and send the draft evaluation and goals to the President and Board members. The draft evaluation and goals shall be considered part of the President's confidential personnel record.

5. At the late fall regular meeting of the Board, the Board shall meet, in closed session, to review the evaluation and goals with the President, and to gain the President's input. The Assessment Committee shall also formulate a recommendation to the full Board regarding any compensation adjustments.

6. Following the meeting with the President, the Assessment Committee shall finalize the evaluation, and a set of goals for the current fiscal year and the future that are mutually agreed on by the President and the Board, and send the final evaluation and goals to the President and Board members. The final evaluation and goals shall be considered part of the President's confidential personnel record.

7. If the Board is considering contract renewal, it may seek and consider input from key University constituencies (including faculty), in which case such input shall be considered part of the President's confidential personnel record.

Meetings of the Board and the Assessment Committee shall be coordinated through the Secretary to the Board.

**ANNUAL APPRAISAL OF THE PRESIDENT’S PERFORMANCE AND  
EFFECTIVENESS  
UNIVERSITY OF VIRGINIA**

**INSTRUCTIONS: Please rate the President on the following aspects of performance.**

**BOARD OF VISITORS RELATIONS**

- Disseminates adequate and accurate information to the BOV in a timely manner.  
 Poor       Fair       Good       Excellent       Not Observed
- Enjoys a positive overall relationship with the BOV.  
 Poor       Fair       Good       Excellent       Not Observed

**INSTITUTIONAL LEADERSHIP/MANAGEMENT**

- Has assembled a strong leadership team.  
 Poor       Fair       Good       Excellent       Not Observed
- Advances the mission of the University.  
 Poor       Fair       Good       Excellent       Not Observed
- Assures quality academic and support programs.  
 Poor       Fair       Good       Excellent       Not Observed
- Operates the University with a commitment to strategic planning, goal setting and evaluation.  
 Poor       Fair       Good       Excellent       Not Observed
- Manages resources proficiently.  
 Poor       Fair       Good       Excellent       Not Observed
- Has established a pattern of success in achieving goals.  
 Poor       Fair       Good       Excellent       Not Observed

**EXTERNAL RELATIONS**

- Effectively and enthusiastically advocates for the University.  
 Poor       Fair       Good       Excellent       Not Observed
- Effectively presents the University’s resource needs to government officials and private contributors.  
 Poor       Fair       Good       Excellent       Not Observed
- Appreciates the need for institutional accountability.  
 Poor       Fair       Good       Excellent       Not Observed
- Relates well with alumni, parents, and donors.  
 Poor       Fair       Good       Excellent       Not Observed
- Represents the University in national higher education organizations.  
 Poor       Fair       Good       Excellent       Not Observed

**RELATIONSHIPS**

- Enjoys a positive relationship with local community leaders.  
 Poor       Fair       Good       Excellent       Not Observed
- Maintains a positive relationship with the faculty and staff.  
 Poor       Fair       Good       Excellent       Not Observed
- Maintains a positive relationship with students.  
 Poor       Fair       Good       Excellent       Not Observed
- Maintains an effective relationship with legislators and their staff and with executive branch senior management.  
 Poor       Fair       Good       Excellent       Not Observed

**PERSONALITY TRAITS**

- Poised under pressure.  
 Poor       Fair       Good       Excellent       Not Observed
- Communicates effectively.  
 Poor       Fair       Good       Excellent       Not Observed
- Integrity.  
 Poor       Fair       Good       Excellent       Not Observed
- Energy.  
 Poor       Fair       Good       Excellent       Not Observed
- Forward-looking.  
 Poor       Fair       Good       Excellent       Not Observed
- Skillful in relating to others.  
 Poor       Fair       Good       Excellent       Not Observed
- Respected.  
 Poor       Fair       Good       Excellent       Not Observed
- Deliberate decision-maker.  
 Poor       Fair       Good       Excellent       Not Observed

**PLEASE COMMENT ON ANY ASPECT OF THE PRESIDENT’S PERFORMANCE AND EFFECTIVENESS:**

# University Code of Ethics

*Approved October 2, 2004 by the Board of Visitors of the University of Virginia*

1. We perform our public responsibilities, services and activities ethically, competently, efficiently and honestly, in keeping with University policy and applicable law.
2. We expect that all necessary and proper controls safeguarding public resources are in place and observed, with periodic auditing of functions and departments by the State Auditor of Public Accounts and/or the University Auditor who shall report directly to the Board of Visitors' Audit and Compliance Committee.
3. While in the service of the University, we conduct ourselves free of personal conflicts or appearances of impropriety, mindful that our exercise of authority on behalf of the University has been delegated fundamentally for the public good. Conflicting interests or influences are promptly disclosed to our superiors and appropriate steps are undertaken to promote the integrity of University business and other transactions.
4. We do not accept anything of value offered in consideration of performing our public duties, other than the compensation, benefits and reimbursement of expenses duly authorized by the University or otherwise permitted by law. We do not accept any favor, loan, service, business or professional opportunity from anyone knowing (or when it should be known) that it is offered in order to improperly influence the performance of our public duties, or when acceptance thereof may reasonably be perceived as an impropriety in violation of University policy or state law. University procurements of goods or services are undertaken only by authorized personnel and, when competitive principles apply, decisions are made impartially and objectively in accordance with established policy and state law.
5. We preserve and respect the confidentiality of University records, including patient and student records. We do not externally disclose confidential records or other nonpublic information without appropriate authorization, and any confidential record or information we access as a result of our position or duty is neither exploited for personal benefit nor misused for any unauthorized purpose.
6. We are committed to the principles of federal and state law guaranteeing equal opportunity and nondiscrimination with respect to University services, programs, activities and employment, and we support an environment that respects the rights and opinions of all people which, in the words of our founder, promote "the illimitable freedom of the human mind." Complaints of discrimination, harassment and retaliation are investigated and when warranted appropriate corrective action is taken and disciplined in accordance with University policy and applicable law.
7. Our communications on behalf of the University with all persons, including co-employees, clients, customers, patients, students, guests and vendors, are conducted professionally and with civility.
8. We do not condone dishonesty in any form by anyone, including misuse of University funds or property, fraud, theft, cheating, plagiarism or lying. We encourage and expect reporting of any form of dishonesty, and our managers and supervisors to appropriately investigate such reports. We also expect that the police and/or State Auditor of Public Accounts will be notified when circumstances reasonably indicate fraud or theft of University funds.
9. We strive for continuous improvement in our performance of public duties for the University, mindful of the public cost to our activities which must be reasonable and appropriately authorized.
10. We bring to the attention of supervisors and managers, the University auditor or other responsible University office, any violation of these principles or circumstances reasonably indicating that a violation has occurred or may occur. Such reporting in good faith in order to promote the ethical integrity of operations is expected and encouraged by the University, and retaliation by any University employee as a result against the person making such good faith report shall be subject to disciplinary action. We appropriately investigate all such reports and, when warranted by the facts, require corrective action and discipline in accordance with University policy and state law.