



CHARTERED 1693

THE COLLEGE OF WILLIAM AND MARY

OFFICE OF THE BOARD OF VISITORS
P.O. BOX 8795
WILLIAMSBURG, VIRGINIA 23187-8795

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January 8, 2014

TO THE GOVERNOR AND GENERAL ASSEMBLY

As stated in §23-2.05 (Chapter 577) of the *Code of Virginia*, the Board of Visitors of The College of William and Mary in Virginia is required 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. Further, specific duties of the Board are codified in §23-2.01 (public access to information); §23-2.02 (adopting bylaws); §23-2.03 (BOV annual meeting with the president), and §23-2.04 (duties of the executive committee).

In 2013, the Board of Visitors held regularly scheduled meetings in February, April, September and November. A Board retreat was held in August. Board agendas and minutes are posted on the Board of Visitors web page on the William & Mary web site at:

<http://www.wm.edu/about/administration/bov/index.php>).

The narrative summary for the College of William and Mary is attached and details how the William & Mary Board of Visitors complied with the *Code* sections shown above.

Should you have any questions, please let me know. My contact information is shown below.

Sincerely,

A handwritten signature in blue ink that reads "Michael J. Fox".

Michael J. Fox
Secretary to the Board of Visitors
Phone: 757-221-1346
Email: mjfox1@wm.edu

cc: Rector Todd A. Stottlemeyer

EXECUTIVE SUMMARY FOR THE BOARD OF VISITORS OF THE COLLEGE OF WILLIAM AND MARY IN VIRGINIA

2013

§23-2.01 (public access to information)

- Board agendas and minutes are posted on the Board of Visitors web page on the William & Mary web site at (<http://www.wm.edu/about/administration/bov/index.php>).
- Specific reference to FOIA rules was added to Article I, Section 1 (Meetings) in the Board of Visitors Bylaws (see Appendix B, page 3)

§23-2.02 (adopting bylaws)

- The Bylaws of the Board of Visitors were revised on September 27, 2013, with the adoption of Resolution 21 (Appendix C) to incorporate requirements of legislation (Appendix A)
- A new paragraph was added to the Preamble of the Bylaws regarding the transparency of Board actions (see Appendix B, page 1). In addition, language was added to affirm the Board's expectations for William & Mary, Richard Bland and the Virginia Institute of Marine Science relating to the William & Mary and Richard Bland Codes of Ethics, both of which were adopted by the Board of Visitors in 2009.
- A final paragraph was added to the Preamble of the Bylaws regarding the requirement for an annual executive summary (see Appendix B, page 2)
- The Bylaws are posted on the Board of Visitors web page on the William & Mary web site

§23-2.03 (BOV annual meeting with the president)

- In accordance with the Bylaws, evaluations of the presidents of William & Mary and Richard Bland College take place annually (see Appendix B, pages 7 and 13). The evaluations are based on specific goals articulated by each President in consultation with the Rector in the case of the William & Mary President and the chair of the Board's Richard Bland College Committee in the case of the President of Richard Bland.

§23-2.04 (duties of the executive committee)

- Specific language was added to Bylaws Article I, Section 3. (Executive Committee) regarding organizing the working processes of the Board and recommending best practices for board governance, including the specific requirements of the Executive Committee required by the new legislation (see Appendix B, page 4)

Appendix A – House Bill 1952, Approved March 20, 2013, Chapter 577, Acts of Assembly 2013 Session

Appendix B – 2013 Bylaws of the Board of Visitors amended September 27, 2013

Appendix C – Resolution 21, Revisions to the Bylaws of the Board of Visitors of the College of William and Mary, adopted at the September 27, 2013, Board of Visitors Meeting

APPENDIX A
VIRGINIA ACTS OF ASSEMBLY -- 2013 SESSION

REPRINT

CHAPTER 577

An Act 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.

[H 1952]

Approved March 20, 2013

Be it enacted by the General Assembly of Virginia:

1. That § 23-9.14:1 of the Code of Virginia is amended and reenacted and that the Code of Virginia is amended by adding sections numbered 23-2.01 through 23-2.05 as follows:

§ 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.

§ 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 provisions that:

- 1. Establish the requirement of transparency, to the extent required by law, in all board actions;*
- 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 1 of § 2.2-3707 and § 2.2-3707.1;*
 - b. Discussions and actions on any topic not specifically exempted by § 2.2-3711 shall be held in an open meeting;*
 - c. The board shall give public notice of all meetings, in accordance with subsection C of § 2.2-3707; and*
 - 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; and**
- 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.*

§ 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.

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.

§ 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.*

§ 23-2.05. Boards of Visitors; annual executive summaries.

The board of visitors of each public institution of higher education and the State Board for Community Colleges 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. The executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and

shall be posted on the General Assembly's website.

§ 23-9.14:1. Educational programs for governing boards.

A. From such funds as are appropriated for such purpose, the Council shall develop, in consultation with public institutions of higher education and members of their governing boards, *and annually deliver* educational programs for the governing boards of such institutions. New members of such governing boards ~~may~~ *shall* participate, *at least once during their first two years of membership*, in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education. In developing such programs, the Council may consider similar educational programs for institutional governing boards in other states.

B. *Educational programs for the governing boards of public institutions of higher education shall include presentations related to:*

1. *Governing board committee structure and function;*
2. *The duties of the executive committee set forth in § 23-2.04;*
3. *Professional accounting and reporting standards;*
4. *Methods for meeting the statutory, regulatory, and fiduciary obligations of the board;*
5. *The requirements of the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), developed and delivered in conjunction with the Freedom of Information Advisory Council;*
6. *Institutional ethics and conflicts of interest;*
7. *Creating and implementing institution-wide rules and regulations;*
8. *Business operations, administration, budgeting, financing, financial reporting, and financial reserves, including a segment on endowment management;*
9. *Fixing student tuition and fees;*
10. *Overseeing planning, construction, maintenance, expansion, and renovation projects that impact the University's consolidated infrastructure, physical facilities, and natural environment, including its lands, improvements, and capital equipment;*
11. *Workforce planning, strategy, and investment;*
12. *Institutional advancement, including philanthropic giving, fundraising initiatives, alumni programming, communications and media, government and public relations, and community affairs;*
13. *Student welfare issues, including academic studies; curriculum; residence life; student governance and activities; and the general physical and psychological well-being of undergraduate and graduate students;*
14. *Current national and state issues in higher education;*
15. *Future national and state issues in higher education;*
16. *Relations between the board of visitors and the president of the institution, including perspectives from presidents of public institutions of higher education in the Commonwealth;*
17. *Best practices for board governance, including perspectives from current board members; and*
18. *Any other topics that the Council, public institutions of higher education, and members of their governing boards deem necessary or appropriate.*

C. *The Council shall submit to the General Assembly and the Governor an annual executive summary of the interim activity and work of the Council pursuant to this section no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and shall be posted on the General Assembly's website.*

2. That § 23-38.95 of the Code of Virginia is repealed.

3. That the provisions of this act shall not become effective unless an appropriation effectuating the purposes of this act is included in a general appropriation act passed during the 2013 Regular Session of the General Assembly that becomes law.



WILLIAM
& MARY

2013

BYLAWS

*Board of Visitors
Code of Virginia*

Williamsburg, Virginia

PREAMBLE

The Board of Visitors is the governing authority of the College of William and Mary, including the Virginia Institute of Marine Science and Richard Bland College. In executing its duties, the Board will be guided by the laws and policies of the Commonwealth of Virginia. It will strive to preserve the ideals and traditions of the institutions under its jurisdiction, including the student-administered Honor System that originated in the earliest years of the College of William and Mary.

As a public entity, the Board is transparent in its actions to the extent required by law. In addition, in 2009 the Board adopted codes of ethics for the College of William and Mary, the Virginia Institute of Marine Science, and for Richard Bland College. Through these codes, the Board affirms its expectations of: (1) compliance with applicable laws, regulations, and policies; (2) avoidance of both conflicts of interests and the appearance of such conflicts; (3) the protection and proper use of institution resources; (4) the safeguarding of confidential information; and (5) the treatment of all people with dignity and respect, free from unlawful discrimination or harassment.

From its membership the Board elects a Rector of the College, a Vice Rector of the College, and a Secretary of the Board. The Board appoints Presidents for both the College of William and Mary and Richard Bland College; and it appoints academic officers, faculties, and other employees essential to the effective operation of all the institutions under its control.

Appointed by and accountable to the Governor, the seventeen members of the Board of Visitors serve for terms of four years each. If any member of the Board fails to perform the duties of the office for one year without justification to the Board, the Rector may, after notifying that member, report such failure to the Governor.

Annually the Rector shall appoint the President of the Student Assembly of the College of William and Mary to the position of a non-voting, advisory representative on the Board of Visitors. Annually the Rector, in consultation with the Committee on Academic Affairs, shall appoint a full-time faculty member from among the former presidents of the William and Mary Faculty Assembly to the position of a non-voting, advisory representative on the Board of Visitors. Annually the Rector shall appoint a student and full-time faculty member from Richard Bland College nominated by the College President to the position of non-voting, advisory representatives. Faculty members from the College of William and Mary and Richard Bland College shall be eligible to serve two consecutive one-year terms.

The terms of office of each non-voting, advisory representative shall begin on the day following Commencement at each institution and will extend through the following year's Commencement. Each non-voting, advisory representative will sit with the Board of Visitors during the open sessions of those committee meetings and full meetings of the Board which deal with matters pertaining to the College of William and Mary or Richard Bland College, respectively. In the event a student or faculty representative is not able to complete the term, the Rector, acting in concert with the appropriate institution's President, will appoint a replacement.

Annually the Rector shall appoint a College of William and Mary Staff Liaison to serve as a non-voting liaison to bring a staff perspective to the Board. In selecting the Staff Liaison,

the Rector shall alternate each year between the professional and operational staff. The term of office of the Staff Liaison shall begin on the day following Commencement and will extend through the following year's Commencement. In the event the Staff Liaison is unable to complete the term, the Rector will appoint a replacement.

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 procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.

BYLAWS

Article I

Section 1. MEETINGS

The Board of Visitors shall meet regularly four times each year on dates selected by the Rector of the College, the last session in the academic year being designated the regular annual meeting. Special meetings may be called by the Rector, and in the Rector's absence or disability, by the Vice Rector, or must be convened on request of any five members of the Board. Notice of meetings shall be provided in accordance with the relevant provisions of the Virginia Freedom of Information Act, Chapter 37 of Title 2.2 of the Code of Virginia, including § 2.2-3703.C.

The Board shall notify and invite the Attorney General's appointee or representative to all meetings of the Board, the Executive Committee, and other Board committees.

A simple majority of the membership of the Board shall constitute a quorum for the transaction of business.

In order to permit thorough consideration and to facilitate preparation of agendas and dissemination to all members of the Board, all proposed resolutions of the Board of Visitors shall be presented to the Secretary to the Board at least ten (10) days prior to the meeting at which they are proposed to be considered, with mailing to the members and constituent representatives to occur at least six (6) days prior to the meeting, except that the introduction of a motion and/or resolution for Board action may be offered at any time at the request of the Rector or the Presidents, or on those occasions when a two-thirds (2/3) majority of the members present at the meeting vote in the affirmative to suspend this rule.

The discussions of the Board and any actions taken by the Board shall be conducted in open meeting, unless the topic is specifically exempted under § 2.2-3711 of the Code of Virginia, or other provision of applicable law. Any official action taken in a closed meeting of the Board shall be approved in an open meeting before it can have any force or effect.

The Secretary to the Board shall maintain minutes of all open meetings of the Board and shall make them available at all reasonable times to any member of the Board, the President of the College, the President of Richard Bland College, and such others as required by law. In addition, such minutes shall be posted on the Board's website, in accordance with the § 2.2-3707(1) and § 2.2-3707.1 of the Code of Virginia.

Section 2. OFFICERS

Prior to the annual meeting of every odd year, the Rector shall appoint a committee of at least three members of the Board to nominate candidates for the offices of Rector, Vice Rector, and Secretary. Nominations will also be accepted from the floor. The Board will proceed to elect officers from any members nominated at the annual meeting.

Each officer shall serve a two-year term commencing July 1 following the annual meeting, and each shall be eligible for re-election for one additional term.

The Rector shall preside over all meetings of the Board and, unless otherwise directed by the Board, determine the order of its business. The Rector shall perform other duties that may be prescribed by law or by the Board. When the Rector is absent or unable to discharge the duties of the office, the Vice Rector shall act as Rector. The Secretary shall act as Rector if neither the Rector nor the Vice Rector is available or able to perform the duties of that office.

Should a vacancy in an office occur prior to the conclusion of an elected term, the Rector shall appoint a committee of at least three members of the Board to nominate a candidate to stand for election at the next meeting of the Board to complete the unexpired portion of such term.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Rector, who shall serve as Chairperson, the Vice Rector, the Secretary of the Board, the Chairperson of the Committee on Financial Affairs, and three members of the Board at large to be appointed by the Rector for two-year terms. The Executive Committee shall exercise the powers and transact the business of the Board of Visitors between meetings of the full Board as needed. All members of the Board shall be informed promptly of any action taken.

The Executive Committee shall organize the working processes of the Board, and recommend best practices for Board governance. In addition, the Executive Committee is authorized and required to:

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. Monitor, oversee and review compliance by members of the Board with the College's Code of Ethics; and
6. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.

The Executive Committee shall also recommend candidates for honorary degrees for selection by the Board of Visitors. All names submitted by the President of the College, by the President of Richard Bland College, by any member of the Board or by other individuals as candidates for honorary degrees shall be referred to the Executive Committee. It may also review and make recommendations on criteria and standards for the awarding of honorary degrees.

A simple majority of the members shall constitute a quorum.

In the event that a quorum is not present at a meeting of the Executive Committee, the Chairperson may appoint other Board members to the Executive Committee on an ad hoc basis to create a quorum for that meeting.

Section 4. STANDING COMMITTEES

Immediately following the election of officers, the Rector shall appoint one member of the Board to chair each of the following standing committees and such other special committees as the Board may deem necessary or advisable: Richard Bland College Committee; Committee on Financial Affairs; Committee on Administration, Buildings and Grounds; Committee on Academic Affairs; Committee on Development; Committee on Alumni Relations; Committee on Strategic Initiatives and New Ventures; Committee on Student Affairs; Committee on Athletics; and Committee on Audit and Compliance. The Rector shall also serve as an ex officio member of all committees. All committees may also function as committees of the whole.

If the Board elects to conduct its business as a committee of the whole, all members of the Board will be deemed to be members of the committee and a quorum shall consist of a majority of the members of the Board. If the Board chooses to use individual standing committees, the Rector shall appoint at least three members of the Board to each committee. The Rector may appoint vice chairs for all committees, including committees of the whole. A majority of the committee members shall constitute a quorum. As an ex officio member, the Rector may be counted towards a quorum. The Rector may replace chairs as necessary and remove members from committees or fill committee vacancies as necessary.

Section 5. RICHARD BLAND COLLEGE COMMITTEE

The Richard Bland College Committee shall be composed of no fewer than five Board members. It shall consider and make recommendations concerning the financial and academic affairs of Richard Bland College, review the submission and approval of any and all budgets and the administration of the academic and financial policies and procedures of Richard Bland College. The Committee shall serve as the Board contact with faculty and student liaison committees and make recommendations on resolutions submitted by Richard Bland College for consideration by the Board of Visitors. The non-voting, advisory student and faculty representatives from Richard Bland College shall also serve as members of this Committee.

Section 6. COMMITTEE ON FINANCIAL AFFAIRS

The Committee on Financial Affairs shall consider and make recommendations concerning the general direction and control of the financial affairs of the College, and the Virginia Institute of Marine Science, concerning the submission and approval of any and all budgets; and concerning the administration of the financial policies and procedures established by the Board. It shall have power and authority, subject to the guidelines set by the Board of Visitors, to invest and reinvest all funds held by the Board as an endowment or in trust for the uses and purposes of the College, of Richard Bland College and of the Virginia Institute of Marine Science, and with the assistance of the President of the College and the President of Richard Bland College shall direct and control the handling of investments by an investment counsel or depository agent at any time employed by the Board of Visitors.

Section 7. COMMITTEE ON ADMINISTRATION, BUILDINGS AND GROUNDS

The Committee on Administration, Buildings and Grounds shall consider and make recommendations on all matters relating to: the buildings and grounds of the College, including the naming of College buildings; the administrative operations of the College, including human resources policy in regard to classified employees, university employees and other non-instructional faculty members employed by the College; information technology; procurement; and any other matters referred to it by the Rector or the President of the College, particularly in relationship to the Authorities granted under The Restructured Higher Education Financial and Administrative Operations Act.

Section 8. COMMITTEE ON ACADEMIC AFFAIRS

The Committee on Academic Affairs shall consider and make recommendations on matters affecting educational policies, faculty affairs and appointments, and academic organization of the College, and shall advise the President of the College on matters of personnel policy in regard to members of the faculty, classified personnel and others employed by the College. The Committee shall meet on a regular basis with representatives of the faculties of the College.

Section 9. COMMITTEE ON DEVELOPMENT

The Committee on Development shall consult with the President of the College concerning the ways and means of promoting the general advancement of the College and fostering the relationship between the College and its communities and friends. It shall consider and make recommendations on such matters as appropriate.

Section 10. COMMITTEE ON ALUMNI RELATIONS

The Committee on Alumni Relations shall consider and make recommendations on policies fostering lifelong relationships and connections between the College and its alumni, as well as the College's career assistance for alumni, and on such matters as appropriate. The Committee shall meet on a regular basis with a representative of the Alumni Board of Directors.

Section 11. COMMITTEE ON STRATEGIC INITIATIVES AND NEW VENTURES

The Committee on Strategic Initiatives and New Ventures shall consider and make recommendations on matters concerning strategic planning, new ventures, the ways and means of promoting economic development, public service and outreach, and fostering the relationship between the College, its constituencies and all responsible governing bodies.

Section 12. COMMITTEE ON STUDENT AFFAIRS

The Committee on Student Affairs shall consider and make recommendations on policies concerning student life, discipline and the organization and administration of student

affairs at the College. The Committee shall meet on a regular basis with representatives of the student bodies of the College.

Section 13. COMMITTEE ON ATHLETICS

The Committee on Athletics shall consider and make recommendations on matters affecting intercollegiate athletic policies, plans and personnel of the College.

Section 14. COMMITTEE ON AUDIT AND COMPLIANCE

The Committee on Audit and Compliance shall oversee the Office of Internal Audit, which is charged with the responsibility of auditing the College of William and Mary and Richard Bland College, and shall consider and make recommendations on policy matters pertaining to campus safety and security and risk management. The Director of Internal Audit shall be directly responsible to the Committee on Audit in the formation of an annual Audit Plan. The President of the College and the President of Richard Bland College may advise and consult with the Committee on any matter pertaining to internal auditing. The Committee shall perform an annual evaluation of the Director of Internal Audit during the Board's annual meeting for recommendation to the full Board.

Article II

Administration

Section 1. THE PRESIDENT OF THE COLLEGE

Under the authority and direction of the Board of Visitors, the President of the College is responsible for the administration and courses of instruction of The College of William and Mary in Virginia. The President shall be the authorized means of communications between the Board of Visitors and faculties, the Board and the students, and the Board and the various officers of instruction and administration employed in the College. The President is accountable to the Board for the administrative, fiscal and program performance of the College. At least annually, at a date set by the Rector of the College, the Board shall conduct an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1 of the Code of Virginia. 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 a majority of the Board.

The President shall be assisted by a Provost, a Vice President for Development, a Vice President for Student Affairs, a Vice President for Finance, a Vice President for Administration and a Vice President for Strategic Initiatives. The President shall establish, with the approval of the Board of Visitors, such faculty positions and other administrative offices that may be needed to carry out the work of the College. The President shall recommend to the Board appointments to all administrative and faculty positions. The President may appoint committees from members of the administrative staff and, upon recommendation of the Faculty Assembly, from members of the faculties of the College as in the President's judgment may be needed.

The President shall represent the College on public occasions and shall confer all properly authorized degrees, with the exception of honorary degrees, which shall be conferred by the Rector of the College or the Rector's duly authorized agent.

The President shall direct the operation of the College, supervise the work of the faculties and staff, and maintain the internal order and discipline of the College, and to this end shall hold all deans and members of the faculties to the faithful and efficient discharge of their duties. The President may exercise the right to preside over any meetings of the faculties.

As the chief administrative officer of the College, the President may attend all meetings of the Board of Visitors or any committee meetings of the Board, except as otherwise designated by the Board, and participate in the discussions of such committees, and submit recommendations on matters falling within the purview of such committees as may be appropriate.

The President, with the appropriate advice of administrative officers and the Faculty Assembly will formulate plans and operating policies and objectives for all phases of operation of the College and will develop and maintain an organizational plan through which these policies and objectives may be implemented, directed and controlled.

The President shall cause reports of the fiscal and other affairs of the College to be prepared and submitted to the Board of Visitors and to its committees and shall be responsible for planning, implementing, coordinating and evaluating the College's communications, information, community relations and public service programs.

The President shall have the authority to transact business in the name of the College of William and Mary in Virginia, and shall have concurrent authority with the Provost, the Vice President for Finance, and the Vice President for Administration in the exercise of their delegated authority to transact business in the name of the College. The President shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

It is the duty of the President to bring to the attention of the Rector and the Board of Visitors all matters within the President's knowledge that in the President's opinion are in the interest of the College and require consideration by the Board.

In case of the death or resignation of the President, the Board of Visitors shall designate as promptly as possible an Interim President to serve until a President shall have been elected by the Board and shall have assumed office.

Section 2. PROVOST

The Board of Visitors will, on recommendation of the President of the College, appoint a Provost who shall serve as the senior administrative and chief academic officer of the College under the President. The Provost shall administer the affairs of the College during the temporary absence or disability of the President, except as otherwise directed by the Board.

The Provost, under the direction of the President and in accordance with policies established by the Board of Visitors, has general purview over all educational programs, activities, personnel and policies of the College.

With the advice of the Faculty Assembly, the Provost is responsible jointly with the Vice President for Finance for budgetary planning, and for submitting recommendations to the President regarding allocation of the College's resources and expenditure of its funds. In the discharge of their joint budgetary responsibility, the Provost, the Vice President for Finance and the Vice President for Administration constitute the Administrative Budget Group, chaired by the Provost.

The Provost is responsible for working directly with the Deans, and the Faculty Assembly when appropriate, on academic planning, and on curricular, budgetary, personnel, and educational policy matters, for recommendation as appropriate to the President. In accordance with the provisions of the Faculty Handbook and the Code of Virginia and upon recommendation of the appropriate dean or administrative officer, the Provost shall submit to the President recommendations regarding salaries, appointments, promotions and dismissals of members of the staff and faculties of the College, and the establishment of new positions. Whenever feasible, the administration will provide the Board with relevant information about prospective appointees at least 30 days before the Board is scheduled to act on their appointments.

The Provost shall serve as the accreditation officer of the College. The Provost shall establish, under the direction of the President, and in consultation with the appropriate deans, Vice Presidents, and the Faculty Assembly, priorities regarding the College's needs for new financial resources for educational purposes.

The Provost shall recommend to the President of the College the calendar of the College, the curriculum of the faculties of the College, and the inauguration of new programs, the latter being subject to approval by the Board of Visitors. Such recommendation shall be formulated with due regard to the roles of the respective faculties, the Faculty Assembly, the educational mission of the College in the Virginia system of higher education, and budgetary and administrative feasibility.

Concurrently with the President, the Provost shall have the authority to transact business in the name of The College of William and Mary in Virginia, including any and all contracts for employment, sponsored projects, intellectual property rights, student or faculty exchange agreements, financial aid agreements, articulation agreements, and any other contracts or agreements necessary to carry out and support the operations of the College, with the exception of indebtedness and those particular assignments made to the Vice President for Finance and the Vice President for Administration. The Provost shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

Section 3. VICE PRESIDENT FOR FINANCE

The Board of Visitors will, on recommendation of the President of the College, appoint a Vice President for Finance of the College. Under the direction of the President and in accordance with policies established by the Board of Visitors, the Vice President for Finance shall administer the business affairs of the College of William and Mary, and shall coordinate College activities with governmental entities. Under the direction of the President, the Vice President is responsible jointly with the Provost for budget planning, and for recommendations to the President regarding university resource allocation and expenditure budgets.

The Vice President for Finance is responsible for providing analysis and recommendations to the President and Provost regarding budget development and execution.

The Vice President for Finance is responsible for all budget development activities including the development of operating and capital budget initiatives to be submitted to the Commonwealth of Virginia and the integration of all budget development activities into the overall planning activities of the College.

The Vice President coordinates and/or conducts studies of College programs to enable evaluation of the effective and efficient use of resources to meet the highest priorities of the university. Evaluation may include consideration of alternative organization structures, delivery systems, or funding sources. The Vice President is responsible for budget execution activities including the allocation of resources available to the College, regardless of source; oversight of expenditures within College programs; and the availability of incremental revenue to meet College needs.

The Vice President for Finance shall be responsible for payrolls, financial contracts, and for annual fiscal reports. It shall be the Vice President's responsibility to assure that private funds under the custody of the Board of Visitors of the College of William and Mary are properly invested with the approval of the President and the Committee on Financial Affairs of the Board of Visitors.

All reports prepared by the Vice President for Finance will be submitted to the President and, where appropriate, transmitted by the President to the Board of Visitors.

Concurrently with the President, the Vice President for Finance shall have the authority to transact business in the name of The College of William and Mary in Virginia, including: (1) the transfer, conversion, endorsement, sale, purchase, assignment, conveyance and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, and evidence of indebtedness; (2) any and all contracts for the purchase of real estate and other property, or other securities or assets now or hereafter owned by the Board of Visitors of the College of William and Mary in Virginia, or bearing any similar designation indicating ownership by the College; (3) agreements setting forth the terms for the acceptance of gifts to the College; and (4) any other agreements necessary to carry out and support the operations of the College, with the exception of those particular assignments made to the Provost or the Vice President for Administration. The sale of real property requires the approval of the Board of Visitors and the Commonwealth of Virginia. The Vice President for Finance shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

Section 4. VICE PRESIDENT FOR ADMINISTRATION

The Board of Visitors will, on recommendation of the President of the College, appoint a Vice President for Administration of the College. Under the direction of the President and in accordance with policies established by the Board of Visitors, the Vice President for Administration shall provide administrative and support services to the College.

The Vice President shall have custody of the College's valuable papers, such as evidence of title and contracts to which the College is a party. The Vice President shall be responsible for the deposit of copies of all deeds and deeds of trust in appropriate files of the College and for the proper recording of all such deeds. The Vice President shall determine that land surveys have been made on all properties of the College to indicate the precise lines of demarcation between the properties of the College of William and Mary and other properties.

The Vice President for Administration shall be responsible for the effective operation of the plant, the auxiliary enterprises, the general purchasing and supply system, human resources, campus security, and the buildings and grounds of the College. The Vice President shall take appropriate action to ensure that the property and all materials in the College under the Vice President's cognizance are properly safeguarded and in good condition and that appropriate maintenance, safety and security procedures are established and sustained by those who are authorized to utilize the materials and property of the College.

All reports prepared by the Vice President for Administration will be submitted to the President and, where appropriate, transmitted by the President to the Board of Visitors.

The Vice President for Administration shall work with the Provost and the Vice President for Finance in preparing for submission to the President and the Board of Visitors recommendations on budgetary matters and on the filling of vacancies and the creation of new positions in the administrative area.

The Vice President for Administration shall have the authority to transact business in the name of The College of William and Mary in Virginia, including any and all contracts for the purchase or rental of professional services, supplies and equipment, including software and hardware; the design and construction of facilities; non-disclosure and confidentiality agreements; real estate and property leases or rental agreements; capital leases; acquisition or conveyance of any other type of property interest, including easements; equipment leases or fixed asset rental agreements; use of College facilities; and any other agreements necessary to carry out and support the operations of the College, with the exception of indebtedness and those particular assignments made to the Provost or Vice President for Finance. The Vice President for Administration shall have the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

Section 5. VICE PRESIDENT FOR STRATEGIC INITIATIVES

On the recommendation of the President of the College, the Board of Visitors will appoint a Vice President for Strategic Initiatives. Under the direction of the President and in accordance with Board Policies, the Vice President for Strategic Initiatives shall develop and manage programs for economic development, for public service and outreach, and for community, government, and general public relations.

The Vice President for Strategic Initiatives shall assist the President and Provost with strategic planning; identify and evaluate alternatives for financial sustainability and continued preeminence in American higher education; assist the William and Mary Real Estate Foundation, especially in its efforts to expand student access to housing as well as retail and entertainment opportunities near campus; link College programs with the private sector for

their mutual benefit; develop and coordinate economic development projects to leverage William and Mary's capabilities to support the region; communicate College benefits to the region to the State Council for Higher Education in Virginia and to the public; lead and coordinate William and Mary's support of state, regional and local economic development organizations; and provide leadership and oversight of the Offices of Economic Development, Government Relations, University Relations, and Creative Services.

The Vice President for Strategic Initiatives shall work with the Provost and Vice President for Finance in preparing for submission to the President and the Board of Visitors recommendations on budgetary matters and on the filling of vacancies and the creation of new positions in the Offices of Economic Development, Government Relations, University Relations, and Creative Services.

Section 6. VICE PRESIDENT FOR DEVELOPMENT

The Board of Visitors will, on recommendation of the President of the College, appoint a Vice President for Development. A primary responsibility of the Vice President for Development is to plan, implement, coordinate, and evaluate all programs and special events by which the university's voluntary private financial support--both for current operations and capital purposes, including endowment--will be sustained and increased. In accordance with policies and procedures established by the Board of Visitors, the Vice President shall organize and manage a comprehensive development program to seek and/or coordinate gifts and grants from alumni, parents, other individuals, corporations, foundations and other organizations.

Under the direction of the President and in accordance with the policies of the Board of Visitors, the Vice President shall coordinate the efforts of the several volunteer groups which seek contributions in the name of or in support of the university, resolving any differences which may arise regarding the scheduling of fundraising initiatives and the potential sources of funds upon which each will concentrate.

The Vice President for Development shall maintain and/or coordinate information on gifts and grants to the College and its affiliates and supporting organizations for both current operations and capital purposes of the College, from all sources including endowments, in conjunction with other appropriate offices. The Vice President shall prepare and submit reports on the status of all the fundraising activities of the university and its affiliated and supporting organizations when such information is requested by the Board of Visitors or the President or when it might otherwise be timely.

The Vice President for Development shall, while reporting directly to the President, work with the Provost and the Vice President for Finance on all budgetary matters and the filling of vacancies and establishing of new positions in the Office of Development, for recommendation to the President and to the Board of Visitors.

Section 7. VICE PRESIDENT FOR STUDENT AFFAIRS

The Board of Visitors, on recommendation of the President of the College, will appoint a Vice President for Student Affairs, who shall, under the direction of the President, and in accordance with policies of the Board of Visitors, administer and coordinate the student life

policies of the College and programs and activities bearing on student affairs, student development, student health services, counseling, and social and recreational programs and functions. The Vice President shall provide a program of academic support services; serve as liaison for student organizations; encourage meaningful extracurricular activities; maintain good order and discipline among students; and promote student well-being.

The Vice President for Student Affairs shall report to the President, but shall be responsible for coordinating responsibilities with the Provost to ensure a close working relationship between academic and student affairs. The Vice President for Student Affairs shall work with the Provost and the Vice President for Finance in preparing recommendations for the Board and the President on all budgetary matters and on the filling of vacancies and establishment of new positions in student affairs.

The Vice President for Student Affairs shall work cooperatively with the Vice Presidents for Finance and Administration to ensure the quality of all physical facilities utilized in support of student life programs, including the student residences, the Campus and University Centers, the Student Health Center, the Counseling Center and intramural and recreational sports facilities. The Vice President shall be responsible for the administration of the scheduling policies of the College, with the exception of the scheduling of academic facilities for instructional and research programs, and shall supervise the maintenance of the College calendar of events. The Vice President for Student Affairs shall be responsible for the proper administration of funds allocated in support of student activities.

Section 8. DIRECTOR OF THE VIRGINIA INSTITUTE OF MARINE SCIENCE

The Board of Visitors will, on recommendation of the President of the College, appoint a Director of the Virginia Institute of Marine Science.

The Director, under the direction of the President, has general purview of and administrative responsibility for the affairs of the Institute, except that the Director shall work directly with the Provost and the Vice President for Finance on all financial and budgetary matters for recommendation as appropriate to the President.

Section 9. PRESIDENT OF RICHARD BLAND COLLEGE

The President of Richard Bland College of the College of William and Mary shall have the same authority and responsibility for Richard Bland College as the President of the College does in Article II, Section 1, with the exception of the designation of assisting offices, and shall be directly responsible to the Board of Visitors. At least annually, at a date set by the Rector of the College, the Board shall conduct an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1 of the Code of Virginia. 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 a majority of the Board.

The President of Richard Bland College, while remaining responsible for the overall administration of the College, shall be assisted in the performance of duties by a chief academic officer, a chief financial officer, or such other senior administrators as the President deems necessary or appropriate. The President shall set forth the authority and

responsibilities of such offices, subject to the approval of the Board of Visitors.

The President shall have the authority to further delegate such authority as delegated to the President; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

Section 10. INTERNAL AUDITOR

The Board of Visitors shall, on recommendation of the President of the College and the President of Richard Bland College, appoint a Director of Internal Audit.

The Director of Internal Audit shall report directly to the Committee on Audit and Compliance and shall be responsible to the Committee for the administration and operation in the Office of Internal Audit and for the formation of an annual Audit Plan. The budget for and authorization of positions in the Office of Internal Audit shall be reviewed and approved by the Committee on Audit and Compliance.

The Director of Internal Audit shall consult with the President of the College and the President of Richard Bland College in the administration and operation of the Office of Internal Audit.

The Director of Internal Audit shall be evaluated annually by the Committee on Audit and Compliance during the Board's annual meeting for recommendation to the full Board.

Section 11. BUILDING OFFICIAL

The Board of Visitors shall, on recommendation of the President of the College, appoint a Building Official.

The Building Official is authorized to determine the suitability for occupancy of, and to issue certifications for building occupancy for, all capital projects undertaken at the institution and who, prior to issuing any such certification, shall ensure that the Virginia Uniform Statewide Building Code requirements are met for that capital project and that such project has been inspected by the Fire Marshal or authorized designee.

The Building Official shall report directly and exclusively to the Board of Visitors through the Committee on Administration, Buildings and Grounds and shall be certified by the Virginia Department of Housing and Community Development to perform this function.

Section 12. POLICIES AND REGULATIONS

Policies for the governance of the College of William and Mary and Richard Bland College as made from time to time by the Board of Visitors shall be binding on the appropriate college communities and shall be published and distributed within the College and Richard Bland College by appropriate means. In addition, the President of the College or the President of Richard Bland College may adopt such rules and regulations as they may deem appropriate to the proper administration of their Colleges, provided they are not inconsistent with the policies of the Board of Visitors or the requirements of law. To this end the President of the

College or Richard Bland College may define offenses against the discipline or good order of the College or Richard Bland College, prescribe penalties for the commission of the same, and establish procedures for determining guilt and penalty. They may similarly, with due regard to the Board of Visitors' policy on tenure rights and responsibilities and requirements of law, prescribe the conditions and procedures for dismissing, suspending, demoting, or reprimanding members of the faculty and staff.

It is intended that the President of the College and the President of Richard Bland College, in the exercise of the aforementioned rule-making authority, shall hold students, faculty and staff to those standards of personal conduct, competency and attendance to duty as are appropriate, in their judgment, to the welfare of the College and Richard Bland College and the attainment of their educational objectives, limited only by the requirements of law and directives of the Board of Visitors. No rule or regulation adopted by the President of the College or of Richard Bland College shall be deemed contrary to the policies of the Board of Visitors unless so determined by the Board itself after the promulgation of such rule or regulation.

Article III

Instruction

Section 1. INTRODUCTION

Subject to the legal obligations of The College of William and Mary in Virginia and to the approval of its Board of Visitors, and except as these Bylaws otherwise provide, actual instruction, including such matters as curriculum and degree requirements, is discharged by the respective faculties of The College of William and Mary in Virginia and of Richard Bland College.

Section 2. FACULTIES

Responsibility for instruction within the College of William and Mary and Richard Bland College shall be vested in the faculties of the college under the direction of the President except as otherwise provided herein. The faculties of the College of William and Mary shall include the President, Provost, academic deans, professors, associate professors, assistant professors, instructors, lecturers and persons of such other rank or title as the President may recommend.

The faculty of Richard Bland College shall include its President, deans, professors, associate professors, assistant professors, instructors, and persons of such other rank or title as the President may designate.

The Bylaws of the respective faculties of the College and of the faculties of Richard Bland College, subject to being consistent with the Bylaws of the Board of Visitors, govern the organization, jurisdiction, and manner of operation thereof, and are approved and granted by the Board of Visitors. Such Bylaws may be amended by the Board on its own motion or by Board approval of amendments suggested by the respective faculties and recommended by the appropriate President.

Section 3. INSTRUCTIONAL OFFICERS

The Dean of the Faculty of Arts and Sciences and the Deans of the Schools of Business Administration, Education, Law and Marine Science shall have general responsibility for the Faculty under their jurisdiction and for the direction of the work of the Faculty or School. The Deans shall report to the Provost, and shall be responsible for working directly with the Provost on academic planning, on personnel matters and actions relating to faculty and on curricular, budgetary, and educational policy matters for recommendations as appropriate to the President, as provided in Article III, Section 2. They shall exercise leadership in the development of educational programs within their jurisdictions, and shall preside at meetings of the Faculty over which they have jurisdiction except when the President or the Provost chooses to preside.

The Dean of the Faculty of Arts and Sciences and the Dean of a School, except as otherwise provided, shall advise with the Provost in the formation of the Faculty, the determination of curriculum, and matters concerning all the interests under their jurisdiction.

All members of the faculties of The College of William and Mary in Virginia and of Richard Bland College shall be appointed and their salaries fixed annually by the Board of Visitors under recommendation of the President of the College or the President of Richard Bland College, who shall have conferred regarding such recommendations with the Provost, except as otherwise provided.

Section 4. DEAN OF UNIVERSITY LIBRARIES

The Board of Visitors on the recommendation of the President shall appoint a Dean of University Libraries. The Dean of University Libraries, under the direction of the Provost, has general purview over and administrative responsibility for the Earl Gregg Swem Library and those professional and departmental libraries of the university responsible to the Earl Gregg Swem Library.

Section 5. DEAN OF INTERNATIONAL AFFAIRS

The Board of Visitors on the recommendation of the President shall appoint a Dean of International Affairs. The Dean of International Affairs, under the direction of the Provost, has general purview over and administrative responsibility for the Emery and Wendy Reves Center for International Studies and works in collaboration with the other academic deans to develop and enhance the College's international programs.

Article IV

Curricula and Degrees

Section 1. CURRICULA

Courses of study in The College of William and Mary in Virginia and in Richard Bland College shall be developed by the respective faculties, with due regard to intra-institutional relationships, the mission of the colleges, the role of the colleges in the Virginia System of Higher Education, and the fiscal capabilities of the colleges, and when approved by the President on advice of the Provost except as otherwise provided, they shall be published as the academic curricula of the colleges.

Section 2. ADMISSION TO THE COLLEGE

The Board of Visitors shall determine the general policies for admission to The College of William and Mary in Virginia and to Richard Bland College.

Section 3. DEGREES IN COURSE

Degrees in course as authorized shall be conferred upon students who have completed satisfactorily the course of study prescribed for such degrees, who are recommended by the appropriate faculty, and who are approved for such degrees by the Board of Visitors or the appropriate President as its agent.

Article V

Faculty and Student Committees

Committees of the individual faculties of the College of William and Mary and of Richard Bland College, as well as student committees, may be invited by the Rector from time to time to attend a meeting of the Board or of an appropriate committee for the purpose of presenting matters in the interest and welfare of the faculty or students concerned.

Such committees shall be invited through the President of the College of William and Mary or the President of Richard Bland College.

Article VI

Chancellor

The Board of Visitors may elect a Chancellor for The College of William and Mary in Virginia. The Chancellor's position is honorary, without responsibility, authority or

compensation except for those duties and responsibilities specifically assigned to that position by the Board of Visitors. The Chancellor will serve for a period of seven years.

Article VII

Amendments and Repeal

Section 1. CONSTRUCTION

These Bylaws shall be construed consistently with the provisions of the ancient Royal Charter of The College of William and Mary in Virginia, and the laws of the Commonwealth of Virginia, and nothing contained herein shall affect or diminish the rights and powers thereby invested in the Board.

Section 2. INCONSISTENCIES

All Bylaws of the Board previously adopted are hereby superseded. All Bylaws of the faculties and other organizations of the College and Richard Bland College must be consistent with the Bylaws of the Board.

Section 3. NECESSARY VOTES

These Bylaws may be amended or superseded at any regular meeting of the Board with 30 days prior written notice, or at a special meeting duly called for the purpose, provided that every such amendment or repeal must receive not less than nine (9) affirmative votes.

Section 4. SUSPENSION OF BYLAWS

These Bylaws or any one of them may be temporarily suspended at any meeting of the Board by a three-fourths affirmative vote of all members present provided that no rule shall be suspended until at least nine (9) members vote affirmatively therefor.

Section 5. PARLIAMENTARY AUTHORITY

Meetings shall be conducted and minutes shall be taken in accordance with the current edition of Robert's "Rules of Order Newly Revised."

As amended by the Board of Visitors on September 27, 2013.

APPENDIX C

Board of Visitors

Resolution 21

September 25-27, 2013

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REVISIONS TO THE BYLAWS OF THE BOARD OF VISITORS OF THE COLLEGE OF WILLIAM AND MARY

Revisions to the *Bylaws of the Board of Visitors* have been proposed in order to reflect those changes that are necessitated by the 2013 legislation contained in House Bill 1952 (Acts of Assembly 2013, Chapter 577), which deals with a variety of requirements involving the governance of boards of visitors. These requirements are effective July 1, 2013. The changes made in response to the legislation, shown in redline format on the following pages, are:

1. Added reference to the Code of Ethics for the College of William and Mary, the Virginia Institute of Marine Science and Richard Bland College and the requirement for submission of an annual executive summary (pages 1 and 2).
2. Added language specifying that meetings are conducted in accordance with the Freedom of Information Act (page 3).
3. Added specific language regarding the duties of the Executive Committee (page 4).
4. Added language regarding annual evaluations of the President of William and Mary and the President of Richard Bland to the relevant sections (page 7 and page 13).

BE IT RESOLVED, That on the recommendation of the Rector of the College and officials at both William and Mary and Richard Bland College, the *Bylaws* of the Board of Visitors are hereby amended, effective immediately, as shown on the following pages.