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INTRODUCED

HB780

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4 **HOUSE BILL NO. 780**
5 Offered January 14, 2026
6 Prefiled January 13, 2026
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8 *A BILL to amend and reenact §§ 2.2-106, 2.2-107, 2.2-108, 2.2-406, 2.2-507, 23.1-200, as it shall become effective, 23.1-1006, 23.1-1300, 23.1-1301, 23.1-1303, 23.1-1304, 23.1-1306, 23.1-1401, 23.1-1402, 23.1-1501, 23.1-1502, 23.1-1601, 23.1-1602, 23.1-1601, 23.1-1701, 23.1-1801, 23.1-1802, 23.1-1901, 23.1-2001, 23.1-2002, 23.1-2101, 23.1-2106, 23.1-2107, 23.1-2201, 23.1-2202, 23.1-2209, 23.1-2303, 23.1-2304, 23.1-2501, 23.1-2502, 23.1-2601, 23.1-2602, 23.1-2605, 23.1-2701, 23.1-2801, and 23.1-2902 of the Code of Virginia; to amend the Code of Virginia by adding sections numbered 23.1-102.2, 23.1-1303.1, and 23.1-1303.2; and to repeal § 23.1-2504 of the Code of Virginia, relating to public institutions of higher education; governing boards; appointment and composition of members; powers and duties; legal counsel.*

13 Patron—Callsen

14 Committee Referral Pending

15 **Be it enacted by the General Assembly of Virginia:**

16 1. That §§ 2.2-106, 2.2-107, 2.2-108, 2.2-406, 2.2-507, 23.1-200, as it shall become effective, 23.1-1006, 23.1-1300, 23.1-1301, 23.1-1303, 23.1-1304, 23.1-1306, 23.1-1401, 23.1-1402, 23.1-1501, 23.1-1502, 23.1-1601, 23.1-1602, 23.1-1601, 23.1-1701, 23.1-1801, 23.1-1802, 23.1-1901, 23.1-2001, 23.1-2002, 23.1-2101, 23.1-2106, 23.1-2107, 23.1-2201, 23.1-2202, 23.1-2209, 23.1-2303, 23.1-2304, 23.1-2501, 23.1-2502, 23.1-2601, 23.1-2602, 23.1-2605, 23.1-2701, 23.1-2801, and 23.1-2902 of the Code of Virginia are amended and reenacted and that the Code of Virginia is amended by adding sections numbered 23.1-102.2, 23.1-1303.1, and 23.1-1303.2 as follows:

25 **§ 2.2-106. Appointment of agency heads; disclosure of resumes; severance.**

26 A. Notwithstanding any provision of law to the contrary, the Governor shall appoint the administrative head of each agency of the executive branch of state government except the:

- 27 1. Executive Director of the Virginia Port Authority;
- 28 2. Executive Director of the State Council of Higher Education for Virginia;
- 29 3. Executive Director of the Department of Wildlife Resources;
- 30 4. Executive Director of the Jamestown-Yorktown Foundation;
- 31 5. Executive Director of the Motor Vehicle Dealer Board;
- 32 6. Librarian of Virginia;
- 33 7. Administrator of the Commonwealth's Attorneys' Services Council;
- 34 8. Executive Director of the Virginia Housing Development Authority; and
- 35 9. Executive Director of the Board of Accountancy.

36 However, the manner of selection of those heads of agencies chosen as set forth in the Constitution of Virginia shall continue without change. Each administrative head and Secretary appointed by the Governor pursuant to this section shall (i) be subject to confirmation by the General Assembly, (ii) have the professional qualifications prescribed by law, and (iii) serve at the pleasure of the Governor.

37 B. As part of the confirmation process for each administrative head and Secretary, the Secretary of the Commonwealth shall provide copies of the resumes and statements of economic interests filed pursuant to § 2.2-3117 to the chairs of the House of Delegates and Senate Committees on Privileges and Elections. For appointments made before January 1, copies shall be provided to the chairs within 30 days of the appointment or by January 7 whichever time is earlier; and for appointments made after January 1 through the regular session of that year, copies shall be provided to the chairs within seven days of the appointment. Each appointee shall be available for interviews by the Committees on Privileges and Elections or other applicable standing committee. ~~For the purposes of this section and § 2.2-107, there shall be a joint subcommittee of the House of Delegates and Senate Committees on Privileges and Elections consisting of five members of the House Committee and three members of the Senate Committee appointed by the respective chairs of the committees to review the resumes and statements of economic interests of gubernatorial appointees. The members of the House of Delegates shall be appointed in accordance with the principles of proportional representation contained in the Rules of the House of Delegates.~~ No appointment confirmed by the General Assembly shall be subject to challenge by reason of a failure to comply with the provisions of this subsection pertaining to the confirmation process.

38 C. For the purpose of this section, "agency" includes all administrative units established by law or by executive order that are not (i) arms of the legislative or judicial branches of government; (ii) institutions of higher education as classified under §§ 22.1-346, 23.1-1100, 23.1-3210, and 23.1-3216; (iii) regional

59 planning districts, regional transportation authorities or districts, or regional sanitation districts; and (iv)
60 assigned by law to other departments or agencies, not including assignments to secretaries under Article 7
61 (§ 2.2-215 et seq.) of Chapter 2 of this title.

62 D. The resumes and applications for appointment submitted by persons who are appointed by the
63 Governor pursuant to this section shall be available to the public upon request.

64 E. Severance benefits provided to any departing agency head, whether or not appointed by the Governor,
65 shall be publicly announced by the appointing authority prior to such departure.

66 **§ 2.2-107. Appointment of members of commissions, boards, and other collegial bodies; disclosure
67 of resumes.**

68 A. Except as provided in the Constitution of Virginia, or where the manner of selection of members of
69 boards and commissions is by election by the General Assembly, or as provided in Title 3.2 or § 54.1-901,
70 but notwithstanding any other provision of law to the contrary, the Governor shall appoint all members of
71 boards, commissions, councils or other collegial bodies created by the General Assembly in the executive
72 branch of state government to terms of office as prescribed by law. Each member appointed pursuant to this
73 section shall be subject to confirmation by the General Assembly and shall have the professional
74 qualifications prescribed by law.

75 As part of the confirmation process for each gubernatorial appointee, the Secretary of the Commonwealth
76 shall provide copies of the resume and statement of economic interests filed pursuant to § 2.2-3117 or
77 2.2-3118, as appropriate, to the chairs of the House of Delegates and Senate Committees on Privileges and
78 Elections. ~~For the purposes of this section and § 2.2-106, there shall be a joint subcommittee of the House of
79 Delegates and Senate Committees on Privileges and Elections consisting of five members of the House
80 Committee and three members of the Senate Committee appointed by the respective chairs of the committees
81 to review the resumes and statements of economic interests of gubernatorial appointees. The members of the
82 House of Delegates shall be appointed in accordance with the principles of proportional representation
83 contained in the Rules of the House of Delegates. No appointment confirmed by the General Assembly shall
84 be subject to challenge by reason of a failure to comply with the provisions of this paragraph pertaining to the
85 confirmation process.~~

86 B. The resumes and applications for appointment submitted by persons who are appointed by the
87 Governor pursuant to this section shall be available to the public upon request.

88 **§ 2.2-108. Removal of members of certain boards, commissions, etc.**

89 A. Notwithstanding any provision of law to the contrary, the Governor may remove from office for
90 malfeasance, misfeasance, incompetence, misconduct, neglect of duty, absenteeism, conflict of interests,
91 failure to carry out the policies of the Commonwealth as established in the Constitution or by the General
92 Assembly, or refusal to carry out a lawful directive of the Governor any member of any board, commission,
93 council or other collegial body established by the General Assembly in the executive branch of state
94 government except those boards provided for in subsection C of § 23.1-1300, subsection A of § 23.1-3100,
95 and subsection A of § 23.1-3200 and fill the vacancy resulting from the removal subject to confirmation by
96 the General Assembly.

97 B. The Governor shall set forth in a written public statement his reasons for removing any member
98 pursuant to this section at the time the removal occurs. The Governor is the sole judge of the sufficiency of
99 the cause for removal as set forth in this section.

100 **§ 2.2-406. Secretary of Commonwealth to report list of appointments requiring confirmation; other
101 appointments; timing; limitations.**

102 A. The Secretary of the Commonwealth shall ~~periodically, once each calendar week~~ during the interim
103 between regular sessions of the General Assembly, present to the ~~chairs~~ Chairs of the Senate and House
104 Committees on Privileges and Elections ~~a list of the names~~ notice of all persons appointed by the Governor
105 that require confirmation by the General Assembly. ~~A list shall be presented by June 1, August 1, October 1,~~
106 ~~and December 1, and since the notice presented the preceding calendar week. Each such notice shall include~~
107 ~~the names~~ name of all persons each person so appointed since adjournment or since the last required report
108 notice presented the preceding calendar week, the position to which appointed, and the person whom the
109 appointee will succeed.

110 B. The Secretary of the Commonwealth shall report to the General Assembly by December 1 of each year,
111 the number of persons appointed to any state board, commission, agency or authority, categorized by race,
112 gender and national origin. Information on the race, gender and national origin of appointees shall be
113 obtained through voluntary self-identification following appointment. Such information shall be used solely
114 for the purpose of compiling the statistical information required under this section and any personally
115 identifiable information collected under this section shall be confidential and shall be exempt from disclosure
116 under the Freedom of Information Act (§ 2.2-3700 et seq.).

117 C. The appointment of any person by the Governor between February 1 and December 31 of each year
118 shall not be effective for at least 30 days after the date on which the Secretary of the Commonwealth presents
119 to the Chairs of the Senate and House Committees on Privileges and Elections notice of such appointment
120 pursuant to subsection A. No such person appointed by the Governor shall be eligible to take his oath of

121 office or be counted toward a quorum until the conclusion of such 30-day period.

122 **§ 2.2-507. Legal service in civil matters.**

123 A. All legal service in civil matters for the Commonwealth, the Governor, and every state department,
 124 institution, division, commission, board, bureau, agency, entity, official, court, or judge, including the
 125 conduct of all civil litigation in which any of them are interested, shall be rendered and performed by the
 126 Attorney General, except as provided in this chapter and except for any litigation concerning a justice or
 127 judge initiated by the Judicial Inquiry and Review Commission. No regular counsel shall be employed for or
 128 by the Governor or any state department, institution, division, commission, board, bureau, agency, entity, or
 129 official. The Attorney General may represent personally or through one or more of his assistants any number
 130 of state departments, institutions, divisions, commissions, boards, bureaus, agencies, entities, officials, courts,
 131 or judges that are parties to the same transaction or that are parties in the same civil or administrative
 132 proceeding and may represent multiple interests within the same department, institution, division,
 133 commission, board, bureau, agency, or entity. The soil and water conservation district directors or districts
 134 may request legal advice from local, public, or private sources; however, upon request of the soil and water
 135 conservation district directors or districts, the Attorney General shall provide legal service in civil matters for
 136 such district directors or districts. *The governing board of each public institution of higher education shall be
 137 responsible for all decisions relating to the employment of legal counsel for such institution, provided,
 138 however, that the Attorney General shall provide legal service for a public institution of higher education
 139 only (i) upon the request of the governing board, as defined in § 23.1-100, of such institution or (ii) in
 140 accordance with the provisions of subsection E of § 23.1-102.2. Nothing herein shall be construed to prohibit
 141 the Attorney General from, upon timely application, intervening as a separate party on behalf of the
 142 Commonwealth in any matter, subject to a showing that the Commonwealth has a separate and independent
 143 interest in the matter.*

144 B. The Attorney General may represent personally or through one of his assistants any of the following
 145 persons who are made defendant in any civil action for damages arising out of any matter connected with
 146 their official duties:

- 147 1. Members, agents, or employees of the Virginia Alcoholic Beverage Control Authority;
- 148 2. Agents inspecting or investigators appointed by the State Corporation Commission;
- 149 3. Agents, investigators, or auditors employed by the Department of Taxation;

150 4. Members, agents, or employees of the State Board of Behavioral Health and Developmental Services,
 151 the Department of Behavioral Health and Developmental Services, the State Board of Health, the State
 152 Department of Health, the Department of General Services, the State Board of Social Services, the
 153 Department of Social Services, the State Board of Local and Regional Jails, the Department of Corrections,
 154 the State Board of Juvenile Justice, the Department of Juvenile Justice, the Virginia Parole Board, or the
 155 Department of Agriculture and Consumer Services;

156 5. Persons employed by the Commonwealth Transportation Board, the Department of Transportation, or
 157 the Department of Rail and Public Transportation;

- 158 6. Persons employed by the Commissioner of Motor Vehicles;
- 159 7. Persons appointed by the Commissioner of Marine Resources;
- 160 8. Police officers appointed by the Superintendent of State Police;
- 161 9. Conservation police officers appointed by the Department of Wildlife Resources;
- 162 10. Hearing officers appointed to hear a teacher's grievance pursuant to § 22.1-311;
- 163 11. Staff members or volunteers participating in a court-appointed special advocate program pursuant to
 Article 5 (§ 9.1-151 et seq.) of Chapter 1 of Title 9.1;

164 12. Any emergency medical services agency that is a licensee of the Department of Health in any civil
 165 matter and any guardian ad litem appointed by a court in a civil matter brought against him for alleged errors
 166 or omissions in the discharge of his court-appointed duties;

- 167 13. Conservation officers of the Department of Conservation and Recreation; or

168 14. A person appointed by written order of a circuit court judge to run an existing corporation or company
 169 as the judge's representative, when that person is acting in execution of a lawful order of the court and the
 170 order specifically refers to this section and appoints such person to serve as an agent of the Commonwealth.

171 Upon request of the affected individual, the Attorney General may represent personally or through one of
 172 his assistants (i) any basic or advanced emergency medical care attendant or technician possessing a valid
 173 certificate issued by authority of the State Board of Health in any civil matter in which a defense of immunity
 174 from liability is raised pursuant to § 8.01-225 or (ii) any member of the General Assembly in any civil matter
 175 alleging that such member in his official capacity violated the Virginia Freedom of Information Act
 176 (§ 2.2-3700 et seq.) pursuant to § 2.2-3713 or 2.2-3714.

177 C. If, in the opinion of the Attorney General, it is impracticable or uneconomical for such legal service to
 178 be rendered by him or one of his assistants, he may employ special counsel for this purpose, whose
 179 compensation shall be fixed by the Attorney General. The compensation for such special counsel shall be
 180 paid out of the funds appropriated for the administration of the board, commission, division, or department
 181 being represented or whose members, officers, inspectors, investigators, or other employees are being
 182

183 represented pursuant to this section. Notwithstanding any provision of this section to the contrary, the
184 Supreme Court may employ its own counsel in any matter arising out of its official duties in which it, or any
185 justice, is a party.

186 D. Nothing herein shall limit the powers granted in § 16.1-88.03.

187 **§ 23.1-102.2. Legal counsel; office of general counsel; employment; duties and administration.**

188 A. *The governing board of each public institution of higher education shall have the authority to hire or
189 retain legal counsel for the provision of all legal services, subject to the provisions of subsection B, including
190 to (i) appear for, commence, prosecute, or defend any action, suit, matter, cause, or proceeding in any court;
191 (ii) enter into, terminate, or alter contracts on behalf of the institution; (iii) purchase and sell real estate and
192 other tangible and intellectual property on behalf of the institution; (iv) audit, supervise, and administer
193 funds appropriated to the institution by governmental and nongovernmental entities; or (v) otherwise provide
194 legal advice and counsel on questions, legal risks, and opportunities that, as determined by the governing
195 board, are related to the affairs of the institution.*

196 B. *The governing board of each public institution of higher education shall ensure that any legal counsel
197 it hires or retains using public funds is hired or retained solely for the provision of legal services for or
198 relating to the interests of the public institution of higher education served by such governing board and not
199 for the provision of legal services for or relating to the interests of any private entity, organization, or
200 venture with which such institution may have a partnership or other business relationship.*

201 C. *The governing board of each public institution of higher education shall, in consultation with the chief
202 executive officer, appoint a general counsel to serve as the chief legal officer of such institution. The chief
203 legal officer shall, under the direction of the governing board of such institution, conduct the legal affairs of
204 and provide legal advice and representation for such institution on any matter the governing board
205 determines to be in the interest of the institution. The chief legal officer shall have the authority to contract
206 for and manage outside legal services when deemed necessary and appropriate by the governing board of
207 such institution. The chief legal officer shall report solely to the governing board and chief executive officer
208 of such institution in conducting and overseeing the legal affairs and services set forth in this subsection.*

209 D. *The Attorney General may, in accordance with § 2.2-507, appear for, commence, prosecute, or defend
210 any action, suit, matter, cause, or proceeding in any court or provide legal advice on questions related to the
211 affairs of the public institution of higher education only upon (i) request of the governing board of such
212 institution or (ii) the governing board's delegation of authority pursuant to subsection E. Approval of the
213 Attorney General shall be required for any (a) legal settlement involving consideration in excess of \$5
214 million and (b) agreement with the United States Department of Education or the United States Department
215 of Justice.*

216 E. *Notwithstanding the provisions of subsections A, B, and C, the governing board of any public
217 institution of higher education with fewer than 7,500 full-time students may choose to delegate all authority
218 conferred pursuant to subsection A or C to the Attorney General in accordance with the provisions of
219 § 2.2-507. Any such governing board intending to delegate the authority conferred pursuant to subsection A
220 shall submit notice of such intention to the Council and the Chairs of the Senate Committees on Finance and
221 Appropriations and Education and Health and the House Committees on Appropriations and Education no
222 later than January 1, 2027, or by January 1 of the immediately succeeding odd-numbered year thereafter.
223 Any governing board intending thereafter to rescind a prior delegation of such authority made pursuant to
224 this subsection shall submit notice of such intention to the Council and the Chairs of the Senate Committees
225 on Finance and Appropriations and Education and Health and the House Committees on Appropriations and
226 Education no later than January 1 of the immediately succeeding odd-numbered year.*

227 F. *The governing board of each public institution of higher education shall report annually to the
228 Attorney General and the Council on such institution's use of outside legal services for or relating to the
229 interests of such institution. Any information in such report may be altered as necessary to protect the
230 privacy interests of students and faculty and to comply with the federal Family Educational Rights and
231 Privacy Act (20 U.S.C. §1232g). Such report shall include:*

- 232 1. *The name of and total financial amount paid to each individual law firm hired or retained to provide
233 legal services relating to the interests of such institution;*
- 234 2. *The types of matters handled by outside legal services;*
- 235 3. *The number of litigation matters handled by outside legal services; and*
- 236 4. *The total financial cost of outside legal services, disaggregated by the type of matter handled by any
237 such outside legal services.*

238 **§ 23.1-200. (Effective July 1, 2026) State Council of Higher Education for Virginia established;
239 purpose; membership; terms; officers.**

240 A. The State Council of Higher Education for Virginia is established to advocate for and promote the
241 development and operation of an educationally and economically sound, vigorous, progressive, and
242 coordinated system of higher education in the Commonwealth and lead state-level strategic planning and
243 policy development and implementation based on research and analysis and in accordance with § 23.1-301
244 and subsection A of § 23.1-1002. The Council shall seek to facilitate collaboration among institutions of

245 higher education that will enhance quality and create operational efficiencies and work with institutions of
 246 higher education and their governing boards on board development.

247 B. The Council shall be composed of individuals selected from the Commonwealth at large without regard
 248 to political affiliation but with due consideration of geographical representation. Nonlegislative citizen
 249 members shall have demonstrated experience, knowledge, and understanding of higher education and
 250 workforce needs. Nonlegislative citizen members shall be selected for their ability and all appointments shall
 251 be of such nature as to aid the work of the Council and inspire the highest degree of cooperation and
 252 confidence. No officer, employee, trustee, or member of the governing board of any institution of higher
 253 education, employee of the Commonwealth, member of the General Assembly, or member of the Board of
 254 Education is eligible for appointment to the Council except as specified in this section. All members of the
 255 Council are members at large who shall serve the best interests of the whole Commonwealth. No member
 256 shall act as the representative of any particular region or of any particular institution of higher education.

257 C. The Council shall consist of 13 members: 12 nonlegislative citizen members appointed by the Governor in accordance with this subsection and one ex officio member. At least The 12 nonlegislative
 258 citizen members shall be appointed as follows: (i) four members appointed by the Governor, of whom one
 259 nonlegislative citizen member shall have served as a chief executive officer of a public institution of higher
 260 education. At least, one nonlegislative citizen member shall have served as a chief executive officer of an
 261 accredited nonprofit private institution of higher education whose primary purpose is to provide collegiate,
 262 graduate, or professional education and not to provide religious training or theological education. At least,
 263 one nonlegislative citizen member shall have served as a chief executive officer of one of the
 264 Commonwealth's historically black colleges or universities as defined in § 2.2-1604. At least, and one
 265 nonlegislative citizen member shall be a division superintendent or the Superintendent of Public Instruction;
 266 (ii) four members appointed by the Senate Committee on Rules; and (iii) four members appointed by the
 267 House Committee on Rules. The President of the Virginia Economic Development Partnership Authority
 268 shall serve ex officio with voting privileges.

269 D. All terms shall begin July 1.

270 E. Nonlegislative citizen members shall serve for terms of four years. Vacancies occurring other than by
 271 expiration of a term shall be filled for the unexpired term. No nonlegislative citizen member shall serve for
 272 more than two consecutive terms; however, a nonlegislative citizen member appointed to serve an unexpired
 273 term is eligible to serve two consecutive four-year terms. No nonlegislative citizen member who has served
 274 two consecutive four-year terms is eligible to serve on the Council until at least two years have passed since
 275 the end of his second consecutive four-year term. All appointments are subject to confirmation by the General
 276 Assembly. Nonlegislative citizen members shall continue to hold office until their successors have been
 277 appointed and qualified. Ex officio members shall serve terms coincident with their terms of office.

278 F. The Council shall elect a chairman and a vice-chairman from its membership. The Council shall
 279 appoint a secretary and such other officers as it deems necessary and prescribe their duties and terms of
 280 office.

281 G. At each meeting, the Council shall involve the chief executive officer of each public institution of
 282 higher education in its agenda. The chief executive officers shall present information and comment on issues
 283 of common interest and choose presenters to the Council from among themselves who reflect the diversity of
 284 the institutions.

285 H. At each meeting, the Council may involve other groups, including the presidents of private institutions
 286 of higher education, in its agenda.

287 I. As used in this section, "chief executive officer" includes the president of any accredited nonprofit
 288 private institution of higher education whose primary purpose is to provide collegiate, graduate, or
 289 professional education and not to provide religious training or theological education.

290 **§ 23.1-1006. Management agreement; contents and scope.**

291 A. Each covered institution that complies with the requirements of this article shall have the powers set
 292 forth in this article that are expressly included in the management agreement.

293 B. Each management agreement shall include:

294 1. A copy of the governing board's resolution in support of a request for restructured operational authority;
 295 2. The institution's express agreement to reimburse the Commonwealth for any additional costs that the
 296 Commonwealth incurs to provide health or other group insurance benefits to employees and undertake any
 297 risk management program that are attributable to the institution's exercise of restructured operational
 298 authority;

299 3. The institution's undergraduate Virginia student enrollment, financial aid requirements and capabilities,
 300 and tuition policy for undergraduate Virginia students; and

301 4. A statement of the Governor's power to void the management agreement pursuant to subsection E of
 302 § 23.1-1007.

303 C. There is a presumption that restructured operational authority is not included in the management
 304 agreement, and such authority shall only be granted to a covered institution if it is expressly included in the
 305 management agreement. The only implied authority that is granted to a covered institution is that which is

307 necessary to carry out the express grant of restructured operational authority. Each covered institution shall
308 be governed and administered in the manner provided in (i) this article but subject to the expressed terms of
309 the management agreement, (ii) the general appropriation act, and (iii) the institution's enabling statutes.

310 D. Except as specifically made inapplicable under this article or the express terms of a management
311 agreement, the provisions of Title 2.2 relating generally to the operation, management, supervision,
312 regulation, and control of public institutions of higher education are applicable to covered institutions as
313 provided by the express terms of the management agreement.

314 E. In the event of a conflict between any provision of Title 2.2 and any provision of the management
315 agreement, the provisions of the management agreement control. In the event of a conflict between any
316 provision of this article and an institution's enabling statutes, the enabling statutes control.

317 F. The provisions of the State and Local Government Conflict of Interests Act (§ 2.2-3100 et seq.) that are
318 applicable to officers and employees of a state governmental agency shall continue to apply to the members
319 of the governing board and the covered employees of a covered institution.

320 G. A covered institution, its officers, directors, employees, and agents, and the members of its governing
321 board are entitled to the same sovereign immunity to which they would be entitled if the institution were not
322 governed by this article.

323 H. The Virginia Tort Claims Act (§ 8.01-195.1 et seq.) and its limitations on recoveries remain applicable
324 to covered institutions.

325 I. A management agreement with a public institution of higher education shall not grant restructured
326 operational authority to the Virginia Cooperative Extension Service and Agricultural Experiment Station
327 Division, the University of Virginia's College at Wise, the Virginia Institute of Marine Science, or an
328 affiliated entity of the institution unless the intent to grant such authority and the degree to which such
329 authority is granted is expressly included in the management agreement.

330 J. For purposes of §§ 23.1-101, 23.1-102, 23.1-103, 23.1-104, and 23.1-107, Chapter 2 (§ 23.1-200 et
331 seq.), §§ 23.1-306, 23.1-402, 23.1-403, and 23.1-404, Chapter 5 (§ 23.1-500 et seq.), Chapter 6 (§ 23.1-600 et
332 seq.), Chapter 7 (§ 23.1-700 et seq.), §§ 23.1-800, 23.1-801, 23.1-901, and 23.1-1001, Chapter 11
333 (§ 23.1-1100 et seq.), Chapter 12 (§ 23.1-1200 et seq.), subsections **G H, H I, and I J** of § 23.1-1300,
334 § 23.1-1302, and subdivision B of § 23.1-1303, each covered institution shall remain a public institution of
335 higher education following its conversion to a covered institution governed by this article and shall retain the
336 authority granted and any obligations required by such provisions.

337 K. State government-owned or operated and state-owned teaching hospitals that are a part of a covered
338 institution as of the effective date of the covered institution's initial management agreement shall continue to
339 be characterized as state government-owned or operated and state-owned teaching hospitals for purposes of
340 payments under the state plan for medical assistance services adopted pursuant to § 32.1-325, provided that
341 the covered institution commits to serve indigent and medically indigent patients. If such covered institution
342 commits to serve indigent and medically indigent patients, the Commonwealth, through the Department of
343 Medical Assistance Services, shall, subject to the appropriation in the current general appropriation act,
344 continue to reimburse the full cost of the provision of care, treatment, health-related services, and educational
345 services to indigent and medically indigent patients and continue to treat hospitals that were part of a covered
346 institution and that were Type One Hospitals prior to the effective date of the covered institution's initial
347 management agreement as Type One Hospitals for purposes of such reimbursement.

348 L. Consistent with the terms of the management agreement, the governing board of each covered
349 institution shall assume full responsibility for management of the institution, subject to the requirements and
350 conditions set forth in this article and the management agreement, and shall be fully accountable for meeting
351 the requirements of §§ 23.1-206, 23.1-306, and 23.1-310 and such other provisions as may be set forth in the
352 management agreement.

353 **§ 23.1-1300. Members of governing boards; removal; terms; faculty, staff, and student members; 354 residency.**

355 A. *Members Each governing board of a public institution of higher education shall consist of 18 members
356 appointed by the Governor. All members appointed by the Governor to the governing boards of public
357 institutions of higher education shall serve for terms of four six years, which shall begin on July 1 of the year
358 of the appointment. Vacancies occurring other than by expiration of a term shall be filled for the unexpired
359 term. No member appointed by the Governor to such a governing board shall serve for more than two
360 consecutive four-year terms one six-year term until at least two years have passed since the end of such six-
361 year term; however, a member appointed by the Governor to serve an unexpired term is eligible to serve two
362 consecutive four-year terms one six-year term immediately succeeding such unexpired term. Except as
363 otherwise provided in § 23.1-2601, all Ex officio members shall serve a term coincident with their term of
364 office. All appointments are subject to confirmation by the General Assembly and shall be made in
365 accordance with the following requirements:*

366 1. *The Governor shall submit to the Chair of the Senate Committee on Privileges and Elections by
367 January 1 of each year or, for any gubernatorial inauguration year, within three days of the Governor's
368 inauguration a list of each individual that the Governor has nominated for appointment to the governing*

369 *board of a public institution of higher education and, for each such individual, copies of the resume and*
 370 *statement of economic interests, as appropriate, pursuant to subsection A of § 2.2-107. No person appointed*
 371 *by the Governor shall be sworn in or assume a position on a governing board except upon confirmation by*
 372 *the General Assembly. Members appointed by the Governor to the governing board of a public institution of*
 373 *higher education shall continue to hold office until their successors have been appointed and qualified. Ex*
 374 *officio members shall serve a term coincident with their term of office, confirmed by the General Assembly.*
 375 *The confirmation of any member appointed by the Governor to the governing board of a public institution of*
 376 *higher education shall occur within the first 30 days of each regular session of the General Assembly;*

377 *2. In the event that the General Assembly refuses to confirm any individual nominated by the Governor for*
 378 *appointment to the governing board of any public institution of higher education pursuant to subdivision 1,*
 379 *such individual, pursuant to § 2.2-105, shall not enter upon, or continue in office after the General Assembly*
 380 *has refused to confirm his appointment and shall not be eligible for reappointment during the recess of the*
 381 *General Assembly to fill the vacancy caused by the refusal to confirm. Any vacancy caused by a refusal to*
 382 *confirm shall be filled in accordance with the provisions of subdivision 3;*

383 *3. When a vacancy occurs by reason of a refusal to confirm by the General Assembly pursuant to*
 384 *subdivision 2 while the General Assembly is convened in a regular session, the Governor shall, within 30*
 385 *days from the date of the communication or no later than adjournment sine die of the regular session,*
 386 *nominate another individual for appointment to the governing board of the applicable public institution of*
 387 *higher education. The General Assembly shall have 30 days from the date of notice of such nomination to*
 388 *take action on such appointment in accordance with the rules of each house; and*

389 *4. When a vacancy occurs by reason of the death, resignation, or removal of a member or by any reason*
 390 *other than by expiration of term at any point during which the General Assembly is not convened in a regular*
 391 *session:*

392 *a. The Governor shall, within 30 days of the death, resignation, or removal of the member or the*
 393 *occurrence of the vacancy, nominate another individual for appointment to the governing board of the*
 394 *applicable public institution of higher education;*

395 *b. If the nomination to fill such vacancy occurs at any point when the General Assembly is not in a*
 396 *regular or special session or otherwise fails to take action on such nomination within 30 days of receiving*
 397 *notice of any such nomination, the person so nominated shall be deemed eligible to take the oath of office and*
 398 *be counted toward the quorum, and his appointment shall be subject to confirmation by the General*
 399 *Assembly at its next regular session, upon which such individual shall be confirmed or rejected by the*
 400 *General Assembly in accordance with the provisions of subdivision 1; and*

401 *c. If the nomination to fill such vacancy occurs while the General Assembly is convened in a special*
 402 *session and operating under a procedural resolution for such, the Senate Committee on Privileges and*
 403 *Elections or the House Committee on Privileges and Elections shall meet within 30 days of the Governor*
 404 *making a nomination to fill a vacancy to take action on such nomination. If either committee or a*
 405 *subcommittee thereof fails to take any action on the appointment by the end of such 30-day period, the person*
 406 *so nominated shall be deemed eligible to take the oath of office and be counted toward the quorum, provided*
 407 *that his appointment shall be subject to confirmation by the General Assembly at its next regular session,*
 408 *upon which such individual shall be confirmed or rejected by the General Assembly in accordance with the*
 409 *provisions of subdivision 1. If either committee or a subcommittee thereof holds a provisional vote on such*
 410 *nominee and votes to reject such nomination by a majority vote of such body in accordance with the rules of*
 411 *its house before the end of such 30-day period, such rejection shall be deemed a refusal of the General*
 412 *Assembly to confirm such appointment pursuant to § 2.2-105. The Governor may, upon any such majority*
 413 *vote to reject a nomination to fill a vacancy, elect to nominate a new individual to fill such vacancy. Any new*
 414 *individual nominated by the Governor after withdrawal of a provisionally rejected nominee may also be*
 415 *provisionally rejected by a majority vote of the members on either committee in accordance with the*
 416 *provisions of this subdivision.*

417 *B. No member appointed by the Governor to the governing board of a public institution of higher*
 418 *education who has served ~~two consecutive four-year terms~~ one six-year term on such board is eligible to*
 419 *serve on the same board until at least ~~four~~ two years have passed since the end of his ~~second consecutive~~*
 420 *~~four-year~~ first six-year term.*

421 *C. Each member appointed by the Governor to the governing board of a public institution of higher*
 422 *education shall, as a part of his oath of office, certify that he shall comply with (i) the duties and principles of*
 423 *trusteeship set forth in applicable law, including the duties required pursuant to §§ 23.1-1303.1 and*
 424 *23.1-1303.2, and (ii) the conflict of interest standards developed by the Council.*

425 *D. Notwithstanding the provisions of subsection E F or any other provision of law, the Governor may*
 426 *remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the*
 427 *board of any public institution of higher education and fill the vacancy resulting from the removal.*

428 *D. E. The Governor shall set forth in a written public statement his reasons for removing any member*
 429 *pursuant to subsection E D at the time the removal occurs. The Governor is the sole judge of the sufficiency*
 430 *of the cause for removal as set forth in subsection E D.*

431 E. F. If any member of the governing board of a public institution of higher education fails to attend (i)
432 the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board,
433 or (ii) the educational programs required by § 23.1-1304 in his first two years of membership without
434 sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall
435 record such failure in the minutes at its next meeting and notify the Governor, and the office of such member
436 shall be vacated. No member of the board of visitors of a baccalaureate public institution of higher education
437 or the State Board for Community Colleges who fails to attend the educational programs required by
438 § 23.1-1304 during his ~~first four year~~ six-year term is eligible for reappointment to such board.

439 F. G. The governing board of each public institution of higher education shall adopt in its bylaws policies
440 (i) for removing members pursuant to subsection E F and (ii) referencing the Governor's power to remove
441 members described in subsection E D.

442 G. H. The governing board of each public institution of higher education, *the State Board*, and each local
443 community college board ~~may shall~~ appoint (i) one ~~or more nonvoting, advisory member of the institution's~~ faculty ~~representatives~~;
444 (ii) ~~one member of the institution's staff; and (iii) one student to serve as voting~~ members on its respective board. In the case of local community college boards and ~~boards of visitors~~ governing boards, ~~such representatives the governing board shall be chosen~~ select (i) the faculty member
445 from a list of individuals elected by the faculty or the institution's faculty senate or its equivalent and (ii) the
446 staff member from the list of individuals selected by the institution's staff senate or its equivalent or, if such
447 institution does not have a staff senate, by the staff of such institution in the manner deemed appropriate by
448 such staff members. In the case of the State Board, such ~~representatives~~ members shall be chosen from
449 individuals elected by the Chancellor's Faculty Advisory Committee. Such ~~representatives~~ members shall be
450 appointed to serve (i) (a) at least one term of at least 12 months, which shall be coterminous with the
451 institution's fiscal year or (ii) (b) for such terms as may be mutually agreed to by the State Board and the
452 Chancellor's Faculty Advisory Committee, or by the local community college board or the board of visitors,
453 and the institution's faculty senate or its equivalent. Any vacancy of such a member shall be filled in the same
454 manner as the original selection, whether the vacancy occurs by expiration of a term or otherwise. The
455 student member shall be appointed from a list of three students selected by such institution's student
456 governance body upon consideration of input received from the general student body in such manner as the
457 student governance body deems appropriate. Such student member shall serve for such terms as the
458 governing board of the institution shall prescribe.

459 H. The board of visitors of any baccalaureate public institution of higher education shall appoint one or
460 more students as ~~nonvoting, advisory representatives~~. Such ~~representatives~~ shall be appointed under such
461 circumstances and serve for such terms as the board of visitors of the institution shall prescribe.

462 I. Nothing in subsections G H and H I shall prohibit the The governing board of any public institution of
463 higher education or any local community college board from ~~excluding~~ shall not exclude such ~~nonvoting,~~
464 ~~advisory~~ faculty, staff, or student ~~representatives~~ members from any discussions of the board, provided,
465 however, that any such faculty, staff, or student member shall recuse himself from and not participate in any
466 discussion or vote of the governing board on any matter in which he has a personal or pecuniary interest,
467 such as discussions on matters relating to faculty grievances; or faculty or staff disciplinary matters or
468 salaries; or any other matter.

469 J. I. The president or any one of the vice presidents of the board of visitors of Virginia Military Institute,
470 the chairman or the vice-chairman of the State Board, and the rector or vice-rector of the governing board of
471 each other public institution of higher education shall be a resident of the Commonwealth.

472 K. J. No baccalaureate public institution of higher education shall employ an individual appointed by the
473 Governor to the board of visitors of such institution within two years of the expiration of his term. Such
474 prohibition shall not apply to the employment of an individual to serve as an institution president or, in the
475 case of Virginia Military Institute, the Superintendent.

476 L. Unless otherwise specially provided by law or unless the bylaws of the applicable governing board
477 require more than a quorum for certain action, (i) the governing board of any baccalaureate public
478 institution of higher education may exercise any of the powers conferred upon it pursuant to this subtitle at
479 any meeting of the governing board, regular, special, or adjourned, at which a quorum is present and (ii) the
480 executive committee of a governing board appointed pursuant to § 23.1-1306 may exercise any of the powers
481 conferred upon it pursuant to this subtitle only at any meeting of the executive committee convened during a
482 recess of the full governing board and at which a quorum of the executive committee is present, in
483 accordance with the provisions of subdivision A 9 of § 23.1-1306. A majority of the members of the governing
484 board and a majority of the members of any such executive committee shall constitute a quorum of the
485 respective board, except as otherwise provided pursuant to applicable law.

486 **§ 23.1-1301. Governing boards; powers.**

487 A. The board of visitors of each baccalaureate public institution of higher education or its designee may:
488 1. Make regulations and policies concerning the institution;
489 2. Manage the funds of the institution and approve an annual budget;
490 3. Appoint the chief executive officer of the institution;

493 4. Appoint professors and fix their salaries; and
 494 5. Fix the rates charged to students for tuition, mandatory fees, and other necessary charges.
 495 B. The governing board of each public institution of higher education or its designee may:
 496 1. In addition to the powers set forth in Restructured Higher Education Financial and Administrative
 497 Operations Act (§ 23.1-1000 et seq.), lease or sell and convey its interest in any real property that it has
 498 acquired by purchase, will, or deed of gift, subject to the prior approval of the Governor and any terms and
 499 conditions of the will or deed of gift, if applicable. The proceeds shall be held, used, and administered in the
 500 same manner as all other gifts and bequests;
 501 2. Grant easements for roads, streets, sewers, waterlines, electric and other utility lines, or other purposes
 502 on any property owned by the institution;
 503 3. Adopt regulations or institution policies for parking and traffic on property owned, leased, maintained,
 504 or controlled by the institution;
 505 4. Adopt regulations or institution policies for the employment and ~~dismissal~~ of professors, teachers,
 506 instructors, and other employees, *provided, however, that the removal of professors shall be subject to the*
 507 *provisions of subsection C;*
 508 5. Adopt regulations or institution policies for the acceptance and assistance of students in addition to the
 509 regulations or institution policies required pursuant to § 23.1-1303;
 510 6. Adopt regulations or institution policies for the conduct of students in attendance and for the rescission
 511 or restriction of financial aid, suspension, and dismissal of students who fail or refuse to abide by such
 512 regulations or policies;
 513 7. Establish programs, in cooperation with the Council and the Office of the Attorney General, to promote
 514 (i) student compliance with state laws on the use of alcoholic beverages and (ii) the awareness and prevention
 515 of sexual crimes committed upon students;
 516 8. Establish guidelines for the initiation or induction of students into any social fraternity or sorority in
 517 accordance with the prohibition against hazing as defined in § 18.2-56;
 518 9. Assign any interest it possesses in intellectual property or in materials in which the institution claims an
 519 interest, provided such assignment is in accordance with the terms of the institution's intellectual property
 520 policies adopted pursuant to § 23.1-1303. The Governor's prior written approval is required for transfers of
 521 such property (i) developed wholly or predominantly through the use of state general funds, exclusive of
 522 capital assets and (ii)(a) developed by an employee of the institution acting within the scope of his assigned
 523 duties or (b) for which such transfer is made to an entity other than (1) the Innovation and Entrepreneurship
 524 Investment Authority, (2) an entity whose purpose is to manage intellectual properties on behalf of nonprofit
 525 organizations, colleges, and universities, or (3) an entity whose purpose is to benefit the respective
 526 institutions. The Governor may attach conditions to these transfers as he deems necessary. In the event the
 527 Governor does not approve such transfer, the materials shall remain the property of the respective institutions
 528 and may be used and developed in any manner permitted by law;
 529 10. Conduct closed meetings pursuant to §§ 2.2-3711 and 2.2-3712 and conduct business through
 530 electronic communication means pursuant to § 2.2-3708.3; and
 531 11. Adopt a resolution to require the governing body of a locality that is contiguous to the institution to
 532 enforce state statutes and local ordinances with respect to offenses occurring on the property of the
 533 institution. Upon receipt of such resolution, the governing body of such locality shall enforce statutes and
 534 local ordinances with respect to offenses occurring on the property of the institution.
 535 C. *The governing board of each public institution of higher education shall adopt policies and procedures*
 536 *for the removal of any professor in accordance with the following requirements:*
 537 1. *The governing board shall be prohibited from removing any professor by unilateral action of the*
 538 *governing board, including with the assent of a majority of its members or otherwise;*
 539 2. *No professor shall be removed or recommended for removal pursuant to subdivision 3 except with*
 540 *adequate cause. Adequate cause for removal shall be directly and substantially related to the fitness of the*
 541 *professor in his professional capacity as an educator or researcher;*
 542 3. *Upon an allegation of adequate cause for removal, pursuant to subdivision 2, a faculty hearing*
 543 *committee, consisting of faculty members and such administrative officers and members of the governing*
 544 *board, as appropriate, shall be convened to consider whether there is adequate cause for such professor's*
 545 *removal and, upon finding that adequate cause exists, provide for the removal of such professor; and*
 546 4. *The faculty hearing committee shall ensure that:*
 547 a. *Appropriate records are kept and maintained of the allegation of adequate cause for removal,*
 548 *discussions of the faculty hearing committee, and any statements of the professor or other individuals;*
 549 b. *The professor is provided a reasonable opportunity to be heard by the faculty hearing committee; and*
 550 c. *The removal proceedings are not used as a means to (i) advance or promote a partisan objective, as*
 551 *that term is defined in § 23.1-1303.1 or (ii) punish any professor for exercising or restrict or limit any*
 552 *professor in the exercise of such professor's academic freedom or freedom of expression pursuant to the First*
 553 *Amendment to the United States Constitution or Article I, § 12 of the Constitution of Virginia.*

554 § 23.1-1303. Governing boards; duties.

555 A. For purposes of this section, "intellectual property" means (i) a potentially patentable machine, article
556 of manufacture, composition of matter, process, or improvement in any of those; (ii) an issued patent; (iii) a
557 legal right that inheres in a patent; or (iv) anything that is copyrightable.

558 B. The governing board of each public institution of higher education shall:

559 1. Adopt and post conspicuously on its website bylaws for its own governance, including provisions that
560 (i) establish the requirement of transparency, to the extent required by law, in all board actions; (ii) describe
561 the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), as set forth in
562 subdivision B 10 of § 23.1-1301, including the requirements that (a) the board record minutes of each open
563 meeting and post the minutes on the board's website, in accordance with subsection I of § 2.2-3707 and
564 § 2.2-3707.1, (b) discussions and actions on any topic not specifically exempted by § 2.2-3711 be held in an
565 open meeting, (c) the board give public notice of all meetings, in accordance with subsection D of
566 § 2.2-3707, and (d) any action taken in a closed meeting be approved in an open meeting before it can have
567 any force or effect, in accordance with subsection B of § 2.2-3711; and (iii) require that the board invite the
568 Attorney General's appointee or representative to all meetings of the board, executive committee, and board
569 committees;

570 2. Establish and maintain on the institution's website (i) a listing of all board members, including the name
571 of the Governor who made ~~each~~ the appointment, *if applicable*, and the date of each appointment; (ii) a listing of all committees created by the board and the membership of each committee; (iii) a schedule of all
573 upcoming meetings of the full board and its committees and instructions for the public to access such
574 meetings; (iv) an archive of agendas and supporting materials for each meeting of the governing board and its
575 committees that was held; and (v) an email address or email addresses that allow board members to receive
576 public communications pertaining to board business;

577 3. Establish regulations or institution policies for the acceptance and assistance of students that include
578 provisions (i) that specify that individuals who have knowingly and willfully failed to meet the federal
579 requirement to register for the selective service are not eligible to receive any state direct student assistance,
580 (ii) that specify that the accreditation status of a public high school in the Commonwealth shall not be
581 considered in making admissions determinations for students who have earned a diploma pursuant to the
582 requirements established by the Board of Education, and (iii) relating to the admission of certain graduates of
583 comprehensive community colleges as set forth in § 23.1-907;

584 4. Assist the Council in enforcing the provisions relating to eligibility for financial aid;

585 5. Notwithstanding any other provision of state law, establish policies and procedures requiring the
586 notification of the parent of a dependent student when such student receives mental health treatment at the
587 institution's student health or counseling center and such treatment becomes part of the student's educational
588 record in accordance with the federal Health Insurance Portability and Accountability Act (42 U.S.C. § 1320d
589 et seq.) and may be disclosed without prior consent as authorized by the federal Family Educational Rights
590 and Privacy Act (20 U.S.C. § 1232g) and related regulations (34 C.F.R. Part 99). Such notification shall only
591 be required if it is determined that there exists a substantial likelihood that, as a result of mental illness the
592 student will, in the near future, (i) cause serious physical harm to himself or others as evidenced by recent
593 behavior or any other relevant information or (ii) suffer serious harm due to his lack of capacity to protect
594 himself from harm or to provide for his basic human needs. However, notification may be withheld if any
595 person licensed to diagnose and treat mental, emotional, or behavioral disorders by a health regulatory board
596 within the Department of Health Professions who is treating the student has made a part of the student's
597 record a written statement that, in the exercise of his professional judgment, the notification would be
598 reasonably likely to cause substantial harm to the student or another person. No public institution of higher
599 education or employee of a public institution of higher education making a disclosure pursuant to this
600 subsection is civilly liable for any harm resulting from such disclosure unless such disclosure constitutes
601 gross negligence or willful misconduct by the institution or its employees;

602 6. Establish policies and procedures requiring the release of the educational record of a dependent student,
603 as defined by the federal Family Educational Rights and Privacy Act (20 U.S.C. § 1232g), to a parent at his
604 request;

605 7. Establish programs to seek to ensure that all graduates have the technology skills necessary to compete
606 in the twenty-first century and that all students matriculating in teacher-training programs receive instruction
607 in the effective use of educational technology;

608 8. Establish policies for the discipline of students who participate in varsity intercollegiate athletics,
609 including a provision requiring an annual report by the administration of the institution to the governing
610 board regarding enforcement actions taken pursuant to such policies;

611 9. In addition to all meetings prescribed in Chapters 14 (§ 23.1-1400 et seq.) through 29 (§ 23.1-2900 et
612 seq.), meet with the chief executive officer of the institution at least once annually, in a closed meeting
613 pursuant to subdivision A 1 of § 2.2-3711 and deliver an evaluation of the chief executive officer's
614 performance. Any change to the chief executive officer's employment contract during any such meeting or
615 any other meeting of the board shall be made only by a vote of the majority of the board's members;

616 10. If human research, as defined in § 32.1-162.16, is conducted at the institution, adopt regulations

617 pursuant to the Administrative Process Act (§ 2.2-4000 et seq.) to effectuate the provisions of Chapter 5.1
 618 (§ 32.1-162.16 et seq.) of Title 32.1 for human research. Such regulations shall require the human research
 619 committee to submit to the Governor, the General Assembly, and the chief executive officer of the institution
 620 or his designee at least annually a report on the human research projects reviewed and approved by the
 621 committee and require the committee to report any significant deviations from approved proposals;

622 11. Submit and make publicly available on the institution's website the annual financial statements for the
 623 fiscal year ending the preceding June 30 and the accounts and status of any ongoing capital projects to the
 624 Auditor of Public Accounts for the audit of such statements pursuant to § 30-133;

625 12. No later than December 1 of each year, report to the Council and make publicly available on the
 626 institution's website (i) the value of investments as reflected on the Statement of Net Position as of June 30 of
 627 the previous fiscal year, excluding any funds derived from endowment donations, endowment income, or
 628 other private philanthropy; (ii) the cash earnings on such balances in the previous fiscal year; and (iii) the use
 629 of the cash earnings on such balances. In the event that the commitment of any such investment earnings
 630 spans more than one fiscal year, the report shall reflect the commitments made in each future fiscal year. The
 631 reports of the Boards of Visitors of Virginia Commonwealth University and the University of Virginia shall
 632 exclude the value of and earnings on any investments held by the Virginia Commonwealth University Health
 633 System Authority and the University of Virginia Medical Center, respectively. As used in this subdivision,
 634 "investments" includes all short-term, long-term, liquid, and illiquid Statement of Net Position accounts, and
 635 subaccounts thereof, in which moneys have been invested in securities;

636 13. Submit to the General Assembly and the Governor and make publicly available on the institution's
 637 website an annual executive summary of its interim activity and work no later than the first day of each
 638 regular session of the General Assembly. The executive summary shall be submitted as provided in the
 639 procedures of the Division of Legislative Automated Systems for the processing of legislative documents and
 640 reports and shall be posted on the General Assembly's website;

641 14. Make available to any interested party upon request a copy of the portion of the most recent report of
 642 the Uniform Crime Reporting Section of the Department of State Police entitled "Crime in Virginia"
 643 pertaining to institutions of higher education;

644 15. Adopt policies or institution regulations regarding the ownership, protection, assignment, and use of
 645 intellectual property and provide a copy of such policies or institution regulations to the Governor and the
 646 Joint Commission on Technology and Science. All employees, including student employees, of public
 647 institutions of higher education are bound by the intellectual property policies or institution regulations of the
 648 institution employing them;

649 16. Adopt policies that are supportive of the intellectual property rights of matriculated students who are
 650 not employed by such institution; and

651 17. Solicit the input of representatives of the institution's faculty senate or its equivalent (i) at least twice
 652 per academic year on topics of general interest to the faculty and (ii) in advance of decisions to be made on
 653 the search for the institution's new chief executive officer; and

654 18. *Adopt policies that support and advance shared governance as essential to institutional credibility,
 655 resilience, and success, including policies that (i) ensure faculty have a key role in matters relating to
 656 curriculum, academic progress, and student assessment and (ii) provide opportunities for faculty,
 657 administration, and students to provide input and participate in decisions of institutional or strategic
 658 importance.*

659 **§ 23.1-1303.1. Governing boards; additional duties; primary duties; partnership and collaboration.**

660 A. As used in this section:

661 "Partisan objective" means any objective or goal directly relating to (i) an ideology or platform of a
 662 political party, political candidate, or individual elected to a partisan public office, as that term is defined in
 663 § 30-391; (ii) a political party; (iii) a political candidate or political campaign; or (iv) an individual holding
 664 an elective partisan public office.

665 "Political candidate" means any person who has made known an intention to seek or campaign for local
 666 or state office in a general, primary, or special election.

667 "Political party" means any party, organization, or group having as its purpose the promotion of political
 668 candidates or political campaigns.

669 B. The governing board of each public institution of higher education shall act at all times in accordance
 670 with its primary duties of advancing the interests of the institution and the interests of the people of the
 671 Commonwealth.

672 C. In accordance with the primary duties set forth in subsection B, the governing board of each public
 673 institution of higher education shall:

674 1. Exercise in its collective capacity its best judgment in carrying out the powers and duties of the
 675 governing board;

676 2. Ensure that in making any decisions or policy relating to institutional governance and in carrying out
 677 any other powers and duties of the governing board, the mission of the institution is used as the guiding
 678 principle and any ideological, partisan, or personal aims that are inconsistent with that mission are rejected;

679 3. Commit to and ensure that all decisions of the governing board reflect the primary institutional
680 objectives of:

- 681 a. The advancement of the long-term sustainability of the institution;
- 682 b. The promotion of public trust in the institution; and

683 c. The advancement of the public good through providing higher education to the residents of the
684 Commonwealth and others, supporting and advancing knowledge, research, innovation, and academic
685 pursuits in the Commonwealth, and supporting the development of an educated, responsible citizenry capable
686 of contributing to the progress of society, in accordance with the provisions of § 23.1-1303.2;

687 4. Not make any decision or exercise any of the powers and duties of the governing board (i) for the
688 purpose of advancing or promoting a partisan objective or (ii) primarily in accordance with or primarily
689 motivated by loyalty to a political party, political candidate, or individual holding elective partisan public
690 office, in violation of the primary duties set forth in subsection B; and

691 5. Collaborate with institutional leadership and administration in a manner that facilitates mutual respect
692 and emphasizes shared purpose in advancing institutional goals and promoting the mission and long-term
693 success of the institution.

694 D. In accordance with the primary duties set forth in subsection B, each member of the governing board
695 of each public institution of higher education, in his individual capacity, shall:

696 1. Ensure that, for the duration of his term, such individual is equipped to engage in high-level policy,
697 planning, and oversight, including by (i) staying informed of such institution's developments and such other
698 matters relevant to making educated decisions on institutional policy, planning, and oversight, and (ii)
699 participating in the educational programs developed pursuant to § 23.1-1304;

700 2. Exercise his own individual best judgement in carrying out the powers and duties of the governing
701 board;

702 3. Ensure that, in serving as a member of the governing board, he (i) acts as a part of a collective body
703 and not as an individual actor with separate ideological, personal, or partisan objectives and (ii)
704 collaborates with other members of the governing board as a strategic partner in advancing the mission of
705 the institution and the primary institutional objectives set forth in subdivision C 3;

706 4. Encourage open discussion and respectful disagreement in discussions of the governing board but
707 commit to publicly supporting and encouraging unified commitment to final decisions of the governing
708 board; and

709 5. Not use his individual role to:

- 710 a. Advance or promote any ideological, personal, or partisan objective;

711 b. Influence or attempt to influence or hinder or attempt to hinder any decision, policy, or position of the
712 governing board, institutional leadership, or any other entity for the primary purpose of advancing or
713 promoting any partisan objective; or

714 c. Act or make a decision primarily in accordance with or primarily motivated by loyalty to a political
715 party, political candidate, or individual holding elective partisan public office, in violation of the primary
716 duties set forth in subsection B.

717 E. Nothing in this section shall be construed to prohibit or preclude any action or decision of any member
718 of the governing board that incidentally or unintentionally impacts or has the effect of advancing or
719 promoting any partisan objective.

720 **§ 23.1-1303.2. Governing boards; additional duties; academic freedom and civic engagement.**

721 A. The governing board of each public institution of higher education shall, in advancing the primary
722 institutional objective of advancing the public good through the provision of higher education pursuant to
723 subdivision C 3 of § 23.1-1303.1, shall:

724 1. Support and facilitate the advancement of knowledge, research, innovation, and academic pursuits in
725 the Commonwealth and the nation;

726 2. Promote student academic achievement and success;

727 3. Facilitate the development of an educated, responsible citizenry capable of contributing to the progress
728 of society;

729 4. Promote the civic role of higher education in preparing students for democratic participation and civic
730 engagement;

731 5. Facilitate civil discourse on campus by ensuring that its policies:

732 a. Enable and encourage free inquiry and participation and promote inclusive, respectful dialogue across
733 differing viewpoints;

734 b. Do not restrict or censure expression on the basis of viewpoint; and

735 c. Are not used as tools for enforcing or controlling ideological conformity;

736 6. Facilitate and promote opportunities for civil discourse and engagement among students, faculty, and
737 campus administrations on matters relating to campus policies, decisions, and affairs;

738 7. Protect and promote academic freedom for students and faculty, including by respecting and protecting
739 (i) faculty stewardship of curriculum and research and (ii) the role of faculty in decisions relating to matters
740 of curriculum, measurement of academic progress, and instruction; and

741 8. *Support and protect freedom of speech as the foundation of academic freedom and democratic*
 742 *education.*

743 B. *The governing board of each public institution of higher education, in accordance with the provisions*
 744 *of subsection A, shall not:*

745 1. *Adopt any campus policies or make any decisions that would (i) have the primary effect of restricting*
 746 *or censoring expression on the basis of viewpoint or (ii) otherwise restrict, censure, control, or punish*
 747 *expression for the purpose of controlling or enforcing ideological correction or conformity or advancing or*
 748 *promoting any ideological, personal, or partisan objective, as that term is defined in § 23.1-1303.1; or*

749 2. *Punish any professor for exercising or restrict any professor in his exercise of his rights of free speech*
 750 *or academic freedom pursuant to the First Amendment to the Constitution of the United States and Article I,*
 751 *Section 12 of the Constitution of Virginia, including by taking or threatening to take any disciplinary action*
 752 *against any professor or removing or threatening to remove any professor from his position at the institution*
 753 *for exercising such rights.*

754 **§ 23.1-1304. Governing boards; additional duties; educational programs.**

755 A. *As used in this section, "partisan objective," "political candidate," and "political party" mean the same*
 756 *as those terms are defined in § 23.1-1301.1.*

757 B. *From such funds as are appropriated for such purpose, the Council shall develop, in consultation with*
 758 *public institutions of higher education and members of their governing boards, and annually deliver*
 759 *educational programs for the governing boards of such institutions. The Council shall not enter into a*
 760 *contract for or otherwise outsource the development or delivery of any educational program for or training*
 761 *of the members of governing boards by any organization or entity that (i) has not had as its primary mission*
 762 *for at least 10 years or (ii) cannot satisfactorily demonstrate a consistent, unbroken organizational*
 763 *commitment to the primary mission of the preparation of members of governing boards of postsecondary*
 764 *institutions and foundations to fulfill their duties and trusteeship responsibilities. New members of such*
 765 *governing boards shall participate, at least once during their first two years of membership, in the programs,*
 766 *which shall be designed to address the role, duties, and responsibilities of the governing boards and may*
 767 *include in-service programs on current issues in higher education. In developing such programs, the Council*
 768 *may consider similar educational programs for institutional governing boards in other states. In addition, the*
 769 *Council shall develop educational materials for board members with more than two years of service on the*
 770 *governing board. Each such board member shall participate in further training on board governance at least*
 771 *once every two years, and the Council shall develop criteria by which such board members shall demonstrate*
 772 *compliance with this requirement.*

773 B. C. *Educational programs for the governing boards of public institutions of higher education shall*
 774 *include presentations relating to:*

775 1. *Board members' primary duty to the citizens of the Commonwealth duties in accordance with*
 776 *subsection B of § 23.1-1303, subsection C of § 23.1-1303.1, and subsection D of § 23.1-1303.1, which shall*
 777 *include training and information on:*

778 a. *The duty of each governing board to ensure that no decision or action of the governing board is (i)*
 779 *made primarily for the purpose of advancing or promoting a partisan objective or (ii) motivated primarily by*
 780 *loyalty to or the influence of any political party, political candidate, or individual holding elective partisan*
 781 *public office;*

782 b. *The duty of each member of a governing board, in his individual capacity, not to use his individual role*
 783 *to (i) advance or promote any ideological, personal, or partisan objectives; (ii) influence or attempt to*
 784 *influence or hinder or attempt to hinder any decision or policy of the governing board or institutional*
 785 *leadership for the primary purpose of advancing or promoting any partisan objective; or (iii) otherwise*
 786 *prioritize or serve, in violation of the primary duties set forth in subsection B of § 23.1-1303.1, loyalty to any*
 787 *political party, political candidate, or individual holding elective partisan public office; and*

788 c. *The exercise of independent judgment and avoiding, in the exercise of the powers and duties of*
 789 *governing, improper influence by any partisan objective, political party, political campaign, or individual*
 790 *holding elective partisan public office;*

791 2. *Governing board committee structure and function;*

792 3. *The duties of the executive committee set forth in § 23.1-1306;*

793 4. *Professional accounting and reporting standards;*

794 5. *Methods for meeting the statutory, regulatory, and fiduciary obligations of the board;*

795 6. *The requirements of the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), developed and*
 796 *delivered in conjunction with the Freedom of Information Advisory Council;*

797 7. *Institutional ethics and conflicts of interest;*

798 8. *Creating and implementing regulations and institution policies;*

799 9. *Business operations, administration, budgeting, financing, financial reporting, and financial reserves,*
 800 *including a segment on endowment management;*

801 10. *Fixing student tuition, mandatory fees, and other necessary charges, including a review of student debt*
 802 *trends;*

803 11. Overseeing planning, construction, maintenance, expansion, and renovation projects that affect the
804 institution's consolidated infrastructure, physical facilities, and natural environment, including its lands,
805 improvements, and capital equipment;

806 12. Workforce planning, strategy, and investment;

807 13. Institutional advancement, including philanthropic giving, fundraising initiatives, alumni
808 programming, communications and media, government and public relations, and community affairs;

809 14. Student welfare issues, including academic studies; curriculum; residence life; student governance and
810 activities; and the general physical and psychological well-being of undergraduate and graduate students;

811 15. Current national and state issues in higher education;

812 16. Future national and state issues in higher education;

813 17. Relations between the governing board and the chief executive officer of the institution, including
814 perspectives from chief executive officers of public institutions of higher education;

815 18. Best practices for board governance, including perspectives from current board members; and

816 19. Any other topics that the Council, public institutions of higher education, and members of their
817 governing boards deem necessary or appropriate.

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

823 **§ 23.1-1306. Governing board executive committee; duties.**

824 A. A governing board of any public institution of higher education may appoint an executive committee
825 for the transaction of business in the recess of the full governing board. A majority of the members of the
826 executive committee shall constitute a quorum. The executive committee of the governing board of ~~each~~ any
827 public institution of higher education shall ~~(i)~~ organize:

828 1. Organize the working processes of the board; ~~(ii)~~ recommend

829 2. Recommend best practices for board governance; ~~(iii)~~ develop

830 3. Develop and recommend to the board a statement of governance setting out the board's role; ~~(iv)~~
831 periodically

832 4. Periodically review the board's bylaws and recommend amendments; ~~(v)~~ provide

833 5. Provide advice to the board on committee structure, appointments, and meetings; ~~(vi)~~ develop

834 6. Develop an orientation and continuing education process for board members that includes training on
835 the Virginia Freedom of Information Act (§ 2.2-3700 et seq.); ~~(vii)~~ create,

836 7. Create, monitor, oversee, and review compliance with a code of ethics for board members; and ~~(viii)~~
837 develop

838 8. Develop a set of qualifications and competencies for membership on the board for approval by the
839 board and recommendation to the Governor; and

840 9. During the recess of the full governing board, convene and exercise the full power and authority of the
841 board as may be necessary to conduct the affairs of the institution during such recess, except as otherwise
842 provided in the bylaws of the applicable governing board and in accordance with the following requirements:

843 a. The executive committee shall take action only (i) at a meeting at which a quorum of the executive
844 board is present; (ii) by a majority vote of the full executive committee; and (iii) if the full governing board
845 had a quorum at the meeting of the full governing board held immediately prior to going into recess;

846 b. The executive committee shall act at all times in accordance with the primary duties of the governing
847 board as set forth in subsection B of § 23.1-1303.1; and

848 c. The full governing board shall be notified of all actions taken by the executive committee at the next full
849 meeting of the governing board and, for any action of the executive committee that requires the confirmation
850 or ratification of the full governing board to remain in effect, shall confirm or ratify each such action at such
851 time.

852 B. The executive committee of the governing board of each public institution of higher education shall
853 ensure that the code of ethics for board members created pursuant to subdivision A 7 is consistent with the
854 duties of the governing board set forth in subsection B of § 23.1-1303 and §§ 23.1-1303.1 and 23.1-1303.2.
855 In monitoring, overseeing, and reviewing compliance with such code of ethics for board members pursuant to
856 subdivision A 7, the executive committee shall proactively address any conduct by an individual board
857 member that would undermine institutional trust in the governing board or public trust in the institution.

858 **§ 23.1-1401. Membership.**

859 The board shall consist of ~~14~~ 18 members appointed by the Governor in accordance with § 23.1-1300, of
860 whom at least ~~six~~ eight shall be alumni of the University and at least 12 shall be residents of the
861 Commonwealth.

862 **§ 23.1-1402. Meetings; officers; committees.**

863 A. The board shall meet at the University at least once a year and at such other times as it determines.
864 Special meetings of the board may be called by the rector or any three members. The secretary shall provide

865 notice of any special meeting to each member.

866 B. Seven members shall constitute a quorum. *Unless otherwise specially provided by law or unless the*
 867 *bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K of*
 868 *§ 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*
 869 *meeting of the governing board at which a quorum is present.*

870 C. The board shall elect from its membership a rector to preside at its meetings, a vice-rector to preside at
 871 its meetings in the absence of the rector, and a secretary to preside at its meetings in the absence of the rector
 872 and vice-rector.

873 D. The board may appoint a pro tempore officer to preside at its meetings in the absence of the rector,
 874 vice-rector, and secretary.

875 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the
 876 unexpired term.

877 F. The board may appoint an executive committee for the transaction of business in the recess of the
 878 board, to serve for a period of one year or until the next regular annual meeting, *subject to the provisions of*
 879 *subsection A of § 23.1-1306.*

880 **§ 23.1-1501. Membership.**

881 A. The board shall consist of ~~16~~ 18 members appointed by the Governor. *At, of whom at least one*
 882 *member appointed each year eight shall be an alumnus alumni of the University and at least 12 shall be*
 883 *residents of the Commonwealth.*

884 B. The alumni association of the University and the board may submit to the Governor a list of at least
 885 three nominees for each vacancy on the board, whether the vacancy occurs by expiration of a term or
 886 otherwise. The Governor may appoint, *subject to confirmation by the General Assembly and in accordance*
 887 *with § 23.1-1300*, a member from the list of nominees.

888 **§ 23.1-1502. Meetings; officers; committees.**

889 A. The board shall meet at the University once a year and at such other times as it determines. Special
 890 meetings of the board may be called by the rector or any three members. The secretary shall provide notice of
 891 any special meeting to each member.

892 B. Eight members shall constitute a quorum. *Unless otherwise specially provided by law or unless the*
 893 *bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K of*
 894 *§ 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*
 895 *meeting of the governing board at which a quorum is present.*

896 C. Every other year, the board shall appoint from its membership a rector to preside at its meetings, a
 897 vice-rector to preside at its meetings in the absence of the rector, and a secretary to preside at its meetings in
 898 the absence of the rector and vice-rector.

899 D. The board may appoint a pro tempore officer to preside at its meetings in the absence of the rector,
 900 vice-rector, and secretary.

901 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the
 902 unexpired term.

903 F. At every regular annual meeting of the board, the board may appoint an executive committee for the
 904 transaction of business in the recess of the board, consisting of at least three and not more than five members,
 905 to serve for a period of one year or until the next regular annual meeting, *subject to the provisions of*
 906 *subsection A of § 23.1-1306.*

907 **§ 23.1-1601. Membership; quorum; executive committee.**

908 A. The board shall consist of ~~15~~ 18 members appointed by the Governor *in accordance with § 23.1-1300*,
 909 of whom at least ~~13~~ eight shall be alumni of the University and at least 12 shall be residents of the
 910 Commonwealth.

911 B. The alumni association of the University may submit to the Governor a list of at least three nominees
 912 for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The
 913 Governor may appoint a member from the list of nominees, *subject to confirmation by the General Assembly*
 914 *and in accordance with § 23.1-1300*. The Governor is not limited in his appointments to the individuals so
 915 nominated.

916 C. *A majority of voting members shall constitute a quorum. Unless otherwise specially provided by law or*
 917 *unless the bylaws of the governing board require more than a quorum for certain action, pursuant to*
 918 *subsection K of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this*
 919 *subtitle at any meeting of the governing board at which a quorum is present.*

920 D. *The board may appoint an executive committee for the transaction of business in the recess of the*
 921 *board, to serve for a period of one year or until the next regular annual meeting, subject to the provisions of*
 922 *subsection A of § 23.1-1306.*

923 **§ 23.1-1701. Membership; quorum; executive committee.**

924 A. The board shall consist of ~~13~~ 18 members appointed by the Governor *in accordance with § 23.1-1300*,
 925 of whom at least ~~two~~ eight shall be alumni of the University and at least ~~11~~ 12 shall be residents of the
 926 Commonwealth.

927 B. The alumni association of the University may submit to the Governor a list of at least three nominees
928 for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The
929 Governor may, *subject to confirmation by the General Assembly and in accordance with § 23.1-1300*,
930 appoint a member from the list of nominees.

931 C. *A majority of the members shall constitute a quorum. Unless otherwise specially provided by law or
932 unless the bylaws of the governing board require more than a quorum for certain action, pursuant to
933 subsection K of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this
934 subtitle at any meeting of the governing board at which a quorum is present.*

935 D. *The board may appoint an executive committee for the transaction of business in the recess of the
936 board, to serve for a period of one year or until the next regular annual meeting, subject to the provisions of
937 subsection A of § 23.1-1306.*

938 **§ 23.1-1801. Membership.**

939 A. The board shall consist of ~~12~~ 18 members appointed by the Governor *in accordance with § 23.1-1300*,
940 of whom at least ~~nine~~ 12 shall be residents of the Commonwealth and at least ~~six~~ eight shall be alumni of the
941 University.

942 B. The alumni association of the University may submit to the Governor a list of at least three nominees
943 for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The
944 Governor may, *subject to confirmation by the General Assembly and in accordance with § 23.1-1300*,
945 appoint a member from the list of nominees.

946 **§ 23.1-1802. Meetings; officers; committees.**

947 A. The board shall meet at the University once a year and at such other times as it determines.

948 B. *A majority of the members shall constitute a quorum. Unless otherwise specially provided by law or
949 unless the bylaws of the governing board require more than a quorum for certain action, pursuant to
950 subsection K of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this
951 subtitle at any meeting of the governing board at which a quorum is present.*

952 C. At the first meeting after July 1 in every even-numbered year, the board shall appoint from its
953 membership a rector to preside at its meetings, a vice-rector to preside at its meetings in the absence of the
954 rector, and a secretary to preside at its meetings in the absence of the rector and vice-rector.

955 D. The board may appoint a pro tempore officer to preside at its meetings in the absence of the rector,
956 vice-rector, and secretary.

957 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the
958 unexpired term.

959 F. Special meetings of the board may be called by the rector or any three members. In either case, the
960 secretary shall give notice of the time of meetings to each member.

961 G. At every regular annual meeting of the board, it may appoint an executive committee for the
962 transaction of business in the recess of the board, consisting of at least three and not more than five members,
963 to serve for a period of one year or until the next regular annual meeting, *subject to the provisions of
964 subsection A of § 23.1-1306.*

965 **§ 23.1-1901. Membership; quorum; executive committee.**

966 A. The board of visitors shall consist of ~~13~~ 18 members appointed by the Governor *in accordance with
967 § 23.1-1300*, of whom at least ~~four~~ eight shall be alumni of the University. *Of the alumni appointed, at least
968 one and at least 12 shall be a resident residents of the Commonwealth.*

969 B. The alumni association of the University may submit to the Governor a list of four nominees for each
970 vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The Governor may,
971 *subject to confirmation by the General Assembly and in accordance with § 23.1-1300*, appoint a member
972 from the list of nominees.

973 C. *A majority of members shall constitute a quorum. Unless otherwise specially provided by law or unless
974 the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K
975 of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any
976 meeting of the governing board at which a quorum is present.*

977 D. The board may appoint at least three and not more than five of its members to an executive committee
978 *for the transaction of business in the recess of the board*, that has and may exercise such powers as the board
979 may prescribe, *subject to the provisions of subsection A of § 23.1-1306.*

980 **§ 23.1-2001. Membership.**

981 A. The board shall consist of ~~17~~ 18 members appointed by the Governor *in accordance with § 23.1-1300*,
982 of whom at least (i) ~~14~~ 12 shall be residents of the Commonwealth, (ii) four shall be physicians or other
983 medical or health professionals with administrative or clinical experience in an academic medical center,
984 *including at least one physician and one nurse*, and (iii) ~~three~~ eight shall be alumni of the University.

985 B. The alumni association of the University may submit to the Governor a list of at least three nominees
986 for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The Eastern
987 Virginia Medical School Foundation or any successor foundation may submit to the Governor a list of at least
988 three nominees for each vacancy on the board that is required to be filled by a physician or other medical or

989 health professional with administrative or clinical experience in an academic medical center pursuant to
 990 clause (ii) of subsection A. The Governor may, *subject to confirmation by the General Assembly and in*
 991 *accordance with § 23.1-1300*, appoint a member from the relevant list of nominees.

992 **§ 23.1-2002. Meetings; officers; committees.**

993 A. The board shall meet at the University once a year and at such other times as it determines. Special
 994 meetings of the board may be called by the rector or any three members. The secretary shall provide notice of
 995 any special meeting to each member.

996 B. A majority of members shall constitute a quorum. *Unless otherwise specially provided by law or unless*
 997 *the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K*
 998 *of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*
 999 *meeting of the governing board at which a quorum is present.*

1000 C. In every even-numbered year, the board shall elect from its membership a rector to preside at its
 1001 meetings, a vice-rector to preside at its meetings in the absence of the rector, and a secretary to preside at its
 1002 meetings in the absence of the rector and vice-rector. Such officers shall assume their duties on July 1 of such
 1003 year.

1004 D. The board may appoint a pro tempore officer to preside at its meetings in the absence of the rector,
 1005 vice-rector, and secretary.

1006 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the
 1007 unexpired term.

1008 F. At every regular annual meeting of the board, an executive committee for the transaction of business in
 1009 the recess of the board may be appointed, consisting of at least five members, *subject to the provisions of*
 1010 *subsection A of § 23.1-1306*. The executive committee shall consist of the officers of the board and such other
 1011 members as the rector may appoint.

1012 G. The board shall have a standing committee to serve as the board of directors of the Eastern Virginia
 1013 Health Sciences Center at the University, which shall oversee the Eastern Virginia Health Sciences Center at
 1014 the University and exercise such decision-making authority over the Eastern Virginia Health Sciences Center
 1015 at the University as the standing committee deems necessary or appropriate under the authority of and in
 1016 accordance with the bylaws of the board. The standing committee shall oversee financial management of the
 1017 Eastern Virginia Health Sciences Center at the University and approve and recommend to the board the
 1018 budget for the Eastern Virginia Health Sciences Center at the University. The standing committee shall
 1019 consist of no more than 17 members, consisting of two ex officio members and no more than 15 appointed
 1020 members who are appointed as follows: two nonlegislative citizen members appointed by the Governor; one
 1021 nonlegislative citizen member appointed by the Senate Committee on Rules; one nonlegislative citizen
 1022 member appointed by the Speaker of the House of Delegates; four members of the board appointed by the
 1023 rector of the board; and no more than seven nonlegislative citizen members appointed by the Eastern Virginia
 1024 Medical School Foundation or any successor foundation. The president of the University and the executive
 1025 vice president for health sciences at the University shall serve as ex officio nonvoting members of the
 1026 standing committee. The primary teaching hospital affiliated with the University may submit to the Governor
 1027 a list of at least three nominees for any vacancy on the standing committee that is to be filled by the
 1028 Governor. Any such nominee shall be an expert in a relevant sector of the health care industry and shall have
 1029 no business or financial relationship with the primary teaching hospital affiliated with the University in order
 1030 to be considered for appointment as a member of the standing committee by the Governor. In support of good
 1031 long-term governance, the members appointed to the standing committee by the Eastern Virginia Medical
 1032 School Foundation or any successor foundation shall file, as a condition to assuming office, a disclosure
 1033 statement of their personal interests and such other information as is required on the form prescribed by the
 1034 Virginia Conflict of Interest and Ethics Advisory Council pursuant to § 2.2-3117 and thereafter shall file such
 1035 a statement annually on or before February 1.

1036 H. The standing committee shall meet four times per year and at such other times as it determines.

1037 I. After the initial staggering of terms, members of the standing committee shall be appointed for a term of
 1038 four years.

1039 **§ 23.1-2101. Membership; quorum; executive committee.**

1040 A. The board shall consist of 15 18 members appointed by the Governor *in accordance with § 23.1-1300*,
 1041 of whom at least 14 8 shall be alumni of the university and at least 12 shall be residents of the
 1042 Commonwealth.

1043 B. The alumni association of the University may submit to the Governor a list of at least three nominees
 1044 for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The
 1045 Governor may, *subject to confirmation by the General Assembly and in accordance with § 23.1-1300*,
 1046 appoint a member from the list of nominees.

1047 C. A majority of members shall constitute a quorum. *Unless otherwise specially provided by law or unless*
 1048 *the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K*
 1049 *of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*
 1050 *meeting of the governing board at which a quorum is present.*

1051 *D. The board may appoint an executive committee for the transaction of business in the recess of the board, to serve for a period of one year or until the next regular annual meeting, subject to the provisions of subsection A of § 23.1-1306.*

1054 **§ 23.1-2106. Membership.**

1055 The board shall consist of ~~nine~~ 18 members appointed by the Governor *in accordance with § 23.1-1300, of whom at least eight shall be alumni of the University and at least 12 shall be residents of the Commonwealth.*

1058 **§ 23.1-2107. Meetings; officers; committees.**

1059 A. The board shall meet at the College at least once a year and at such other times as it determines. Special meetings of the board may be called by the rector or any three members. The secretary shall provide notice of any special meeting to each member.

1062 B. A majority of members shall constitute a quorum. *Unless otherwise specially provided by law or unless the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any meeting of the governing board at which a quorum is present.*

1066 C. At the first meeting after July 1 in every even-numbered year, the board shall elect from its membership a rector to preside at its meetings, a vice-rector to preside at its meetings in the absence of the rector, and a secretary to preside at its meetings in the absence of the rector and vice-rector.

1069 D. The board may appoint a pro tempore officer to preside at its meetings in the absence of the rector, vice-rector, and secretary.

1071 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the unexpired term.

1073 F. At every regular annual meeting of the board, the board may appoint an executive committee for the transaction of business in the recess of the board, to serve for a period of one year or until the next regular annual meeting, *subject to the provisions of subsection A of § 23.1-1306.*

1076 **§ 23.1-2201. Membership.**

1077 A. The board shall consist of ~~47~~ 18 members appointed by the Governor *in accordance with § 23.1-1300, of whom at least (i) 12 shall be appointed from residents of the Commonwealth at large, (ii) ~~42~~ eight shall be alumni of the University, and (iii) one shall be a physician with and one shall be a nurse, each of whom shall have administrative and clinical experience in an academic medical center.*

1081 B. The alumni association of the University may submit to the Governor a list of at least three nominees for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The Governor may, *subject to confirmation by the General Assembly and in accordance with § 23.1-1300, appoint members from the list of nominees.*

1085 **§ 23.1-2202. Meetings; officers; committees.**

1086 A. The board shall meet at the University at least once a year and at such other times and places as it determines. Special meetings of the board may be called by the rector or any three members. The secretary shall provide notice of any special meeting to each member.

1089 B. Five members shall constitute a quorum. *Unless otherwise specially provided by law or unless the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any meeting of the governing board at which a quorum is present.*

1093 C. The board shall appoint from its membership a rector to preside at its meetings and a vice-rector to preside at its meetings in the absence of the rector. The board may appoint a substitute pro tempore to preside in the absence of the rector and vice-rector. The rector and the vice-rector shall perform any additional duties as prescribed by the board. The terms of the rector and vice-rector shall be for two years, commencing and expiring as provided in the board's bylaws.

1098 D. The board shall appoint a secretary who shall serve a term and perform duties as prescribed by the board.

1100 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the unexpired term.

1102 F. At every annual meeting of the board, the board shall appoint an executive committee for the transaction of business in the recess of the board, consisting of at least three and not more than seven members, to serve for the period of one year or until the next regular annual meeting, *subject to the provisions of subsection A of § 23.1-1306.*

1106 **§ 23.1-2209. Powers and duties.**

1107 A. The board shall (i) care for and preserve all property belonging to the University, (ii) grant to the president of the University supreme administrative direction over all the schools, colleges, divisions, and branches of the University, and (iii) examine the progress of the students in each year and give to those who excel in any course of study such honors as it deems proper.

1111 B. The board may (i) remove the president of the University ~~or any professor~~ with the assent of two-thirds of its members, (ii) prescribe the duties of each professor and the course and mode of instruction, (iii) appoint

1113 a comptroller and proctor and employ any other agent or servant, (iv) regulate the renting of the rooms and
1114 dormitories, and (v) to enable the board to procure a supply of water and construct and maintain a system of
1115 waterworks, drainage, and sewerage for the University, acquire such springs, lands, and rights-of-way as may
1116 be necessary, according to the provisions of Title 25.1.

1117 **§ 23.1-2303. Membership.**

1118 A. The board shall consist of ~~16~~ 18 members appointed by the Governor *in accordance with § 23.1-1300,*
1119 *of whom at least eight shall be alumni of the University and at least 12 shall be residents of the*
1120 *Commonwealth.*

1121 B. Notwithstanding § 23.1-1300, members are eligible to serve for a ~~total of two four-year terms which~~
1122 ~~may be served consecutively one six-year term;~~ however, a member appointed by the Governor to serve an
1123 unexpired term is eligible to serve ~~two~~ one additional ~~four-year terms~~ six-year term.

1124 **§ 23.1-2304. Principal office; meetings; officers; committees.**

1125 A. The principal office of the board shall be located, and all meetings of the board held, as far as
1126 practicable, in the City of Richmond.

1127 B. The board shall meet at least once a year and at such other times as it determines. Notice of all
1128 meetings shall be provided to each member.

1129 C. A majority of the members shall constitute a quorum. *Unless otherwise specially provided by law or*
1130 *unless the bylaws of the governing board require more than a quorum for certain action, pursuant to*
1131 *subsection K of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this*
1132 *subtitle at any meeting of the governing board at which a quorum is present.*

1133 D. The board shall appoint from its membership a rector, a vice-rector, a secretary, and any other officers
1134 as determined by the board. The board shall prescribe their duties and term of office and fix their
1135 compensation, if any.

1136 E. The board shall determine the number of members of and appoint an executive committee *for the*
1137 *transaction of business in the recess of the board* and determine the number of members of the executive
1138 committee that shall constitute a quorum. The executive committee shall perform duties prescribed by the
1139 board, *subject to the provisions of subsection A of § 23.1-1306.*

1140 F. Reasonable expenses incurred by members shall be paid out of the funds of the University.

1141 **§ 23.1-2501. Membership.**

1142 A. The board shall consist of ~~17~~ 19 members, of whom ~~16~~ 18 shall be appointed by the Governor *in*
1143 *accordance with § 23.1-1300* and one shall be the Adjutant General, who shall serve as an ex officio
1144 nonvoting member. Of the ~~16~~ 18 members appointed by the Governor, *at least* (i) 12 shall be ~~alumni of the~~
1145 ~~Institute, of whom eight shall be residents of the Commonwealth and four shall be nonresidents,~~ and (ii) ~~four~~
1146 ~~eight shall be nonalumni residents~~ *alumni of the Commonwealth Institute.*

1147 B. *Members appointed by the Governor shall serve terms of six years and shall be subject to confirmation*
1148 *by the General Assembly.*

1149 C. The alumni association of the Institute may submit to the Governor a list of not more than three
1150 nominees for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise.
1151 The Governor may appoint a member from the list of nominees.

1152 **§ 23.1-2502. Meetings; officers; committees.**

1153 A. The board shall meet at the Institute at least once a year and at any other times and places as
1154 determined by the board, the superintendent of the Institute, or the president of the board. Special meetings
1155 may be called at any time by the superintendent of the Institute or the president of the board. Notice of the
1156 time and place of each meeting shall be provided to each member.

1157 B. Six members shall constitute a quorum. *Unless otherwise specially provided by law or unless the*
1158 *bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K of*
1159 *§ 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*
1160 *meeting of the governing board at which a quorum is present.*

1161 C. The board shall appoint from its membership a president and shall appoint a secretary to the board.

1162 D. The board may appoint a president pro tempore or secretary pro tempore to preside in the absence of
1163 the president or secretary.

1164 E. Vacancies in the offices of president and secretary may be filled by the board for the unexpired term.

1165 F. The board may appoint an executive committee for the transaction of business during the recess of the
1166 board, consisting of at least three and not more than five members, one of whom shall be the president,
1167 *subject to the provisions of subsection A of § 23.1-1306.*

1168 **§ 23.1-2601. Membership.**

1169 A. The board shall consist of ~~14~~ 19 members, of whom ~~13~~ 18 shall be appointed by the Governor *in*
1170 *accordance with § 23.1-1300* and one shall be the president of the Board of Agriculture and Consumer
1171 Services, who shall serve ex officio. Of the ~~13~~ 18 members appointed by the Governor, at least ~~10~~ 12
1172 members shall be residents of the Commonwealth and at least ~~six~~ eight members shall be alumni of the
1173 University. All appointments by the Governor are subject to confirmation by the Senate.

1174 B. *Members appointed by the Governor shall serve terms of six years.*

1175 C. The alumni association of the University may submit to the Governor a list of three nominees for each
1176 vacancy on the board, whether it occurs by expired term or otherwise. The Governor may appoint a member
1177 from the list of nominees.

1178 **§ 23.1-2602. Meetings; officers; committees.**

1179 A. The board shall meet in Blacksburg, in the County of Montgomery, at least once a year and at such
1180 other times and places as it determines. Special meetings of the board may be called by the Governor, the
1181 rector, or any three members. Notice of the time and place of each meeting shall be provided to each member.

1182 B. A majority of the board shall constitute a quorum. A majority of each committee shall constitute a
1183 quorum. *Unless otherwise specially provided by law or unless the bylaws of the governing board require*
1184 *more than a quorum for certain action, pursuant to subsection K of § 23.1-1300, the board may exercise any*
1185 *of the powers conferred upon it pursuant to this subtitle at any meeting of the governing board at which a*
1186 *quorum is present.*

1187 C. The board shall appoint from its membership a rector to preside at its meetings and a president pro
1188 tempore to preside at its meetings in the absence of the rector.

1189 D. The board shall appoint a secretary.

1190 E. The board shall also appoint from its membership an executive committee, *consisting* of at least three
1191 but not more than six members ~~that are empowered~~, *for the transaction of business* during the ~~interim~~
1192 ~~between recess of the board meetings~~, to exercise such powers of the board as the board may prescribe by
1193 resolution, *subject to the provisions of subsection A of § 23.1-1306.*

1194 F. The board may appoint special committees and prescribe their duties and powers.

1195 G. Each committee shall report its actions to the board at the board's annual meeting and at such other
1196 times as the board may require.

1197 **§ 23.1-2605. Employees.**

1198 A. The board shall appoint a treasurer of the University. The treasurer or the officer who controls the
1199 funds of the University shall give bond in the sum of \$50,000, payable to the Commonwealth, with condition
1200 for the faithful discharge of the duties of his office. The bond shall be approved by the board, entered on the
1201 board's journal, and transmitted to the Comptroller and shall remain filed in the Comptroller's office.

1202 B. The board may appoint a vice-president of the University and prescribe his authority, duties, and
1203 compensation, if any. The vice-president shall hold office at the pleasure of the board.

1204 C. The board may employ a secretary of the University, a clerk to the board, and such other agents,
1205 servants, officers, assistants, and deputies as may be necessary to conduct the business and affairs of the
1206 University.

1207 D. The board may remove any officer of the University with the assent of two-thirds of its members,
1208 subject to such human resources programs as may be established by the board pursuant to § 23.1-1021.

1209 E. The board shall prescribe the duties of professors and the course and mode of instruction. ~~The board~~
1210 ~~may remove any professor with the assent of two thirds of its members.~~

1211 **§ 23.1-2701. Membership; quorum; executive committee.**

1212 A. The board shall consist of ~~45~~ 18 members appointed by the Governor *in accordance with* § 23.1-1300,
1213 of whom at least ~~three~~ eight shall be alumni of the University and at least ~~40~~ 12 shall be residents of the
1214 Commonwealth.

1215 B. The alumni association of the University may submit to the Governor a list of three nominees for each
1216 vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The Governor may,
1217 ~~subject to confirmation by the General Assembly in accordance with~~ § 23.1-1300, appoint a member from the
1218 list of nominees.

1219 C. *A majority of members shall constitute a quorum. Unless otherwise specially provided by law or unless*
1220 *the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K*
1221 *of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*
1222 *meeting of the governing board at which a quorum is present.*

1223 D. *The board may appoint an executive committee for the transaction of business in the recess of the*
1224 *board, to serve for a period of one year or until the next regular annual meeting, subject to the provisions of*
1225 *subsection A of § 23.1-1306.*

1226 **§ 23.1-2801. Membership; quorum; executive committee.**

1227 A. The board shall consist of ~~47~~ 18 members appointed by the Governor *in accordance with* § 23.1-1300,
1228 of whom at least ~~43~~ 12 shall be residents of the Commonwealth *and at least eight shall be alumni of the*
1229 *University.*

1230 B. The alumni association of the university may submit to the Governor a list of at least three nominees
1231 for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The
1232 Governor may, ~~subject to confirmation by the General Assembly in accordance with~~ § 23.1-1300, appoint a
1233 member from the list of nominees.

1234 C. *A majority of members shall constitute a quorum. Unless otherwise specially provided by law or unless*
1235 *the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K*
1236 *of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*

1237 meeting of the governing board at which a quorum is present.

1238 D. The board may appoint an executive committee for the transaction of business in the recess of the
 1239 board, to serve for a period of one year or until the next regular annual meeting, subject to the provisions of
 1240 subsection A of § 23.1-1306.

1241 **§ 23.1-2902. State Board; membership.**

1242 A. The State Board shall consist of 15 18 nonlegislative citizen members appointed by the Governor
 1243 subject to confirmation by the General Assembly for a term of six years.

1244 B. Each member shall be a resident of the Commonwealth. No officer, employee, or member of the
 1245 governing board of any public institution of higher education or of any school subject to the control of the
 1246 State Board and no member of the Board of Education is eligible for appointment to the State Board. All
 1247 members of the State Board are members at large charged with the responsibility of serving the best interests
 1248 of the whole Commonwealth, and no member shall act as the representative of any particular region or
 1249 institution of higher education.

1250 2. That § 23.1-2504 of the Code of Virginia is repealed.

1251 3. That the unexpired term of any person serving, prior to the effective date of this act, as a member of
 1252 the State Council of Higher Education for Virginia, pursuant to § 23.1-200 of the Code of Virginia,
 1253 shall expire on the effective date of this act.

1254 4. That the initial appointment of members of the State Council of Higher Education for Virginia
 1255 pursuant to § 23.1-200 of the Code of Virginia, as amended by this act, shall be staggered as follows: (i)
 1256 one member appointed by the Governor, one member appointed by the Senate Committee on Rules,
 1257 and one member appointed by the House Committee on Rules, shall be appointed for a term of one
 1258 year; (ii) one member appointed by the Governor, one member appointed by the Senate Committee on
 1259 Rules, and one member appointed by the House Committee on Rules, shall be appointed for a term of
 1260 two years; (iii) one member appointed by the Governor, one member appointed by the Senate
 1261 Committee on Rules, and one member appointed by the House Committee on Rules, shall be appointed
 1262 for a term of three years; and (iv) one member appointed by the Governor, one member appointed by
 1263 the Senate Committee on Rules, and one member appointed by the House Committee on Rules, shall be
 1264 appointed for a term of four years. After the initial appointments of members of the State Council of
 1265 Higher Education for Virginia pursuant to this enactment, appointments shall be made in accordance
 1266 with the provisions of § 23.1-200 of the Code of Virginia, as amended by this act.

1267 5. That the unexpired term of any person serving as a member of the governing board of any public
 1268 institution of higher education, pursuant to §§ 23.1-1401, 23.1-1501, 23.1-1601, 23.1-1701, 23.1-1801,
 1269 23.1-1901, 23.1-2001, 23.1-2101, 23.1-2106, 23.1-2201, 23.1-2303, 23.1-2501, 23.1-2601, 23.1-2701, and
 1270 23.1-2801 of the Code of Virginia, prior to the effective date of this act, or as a member of the State
 1271 Board for Community Colleges, pursuant to § 23.1-2902 of the Code of Virginia, prior to the effective
 1272 date of this act, shall expire on the effective date of this act.

1273 6. That the initial appointment of members of the governing board of any public institution of higher
 1274 education appointed pursuant to §§ 23.1-1401, 23.1-1501, 23.1-1601, 23.1-1701, 23.1-1801, 23.1-1901,
 1275 23.1-2001, 23.1-2101, 23.1-2106, 23.1-2201, 23.1-2303, 23.1-2501, 23.1-2601, 23.1-2701, and 23.1-2801 of
 1276 the Code of Virginia, as amended by this act, shall be staggered as follows: (i) six members appointed
 1277 by the Governor for a term of six years; (ii) six members appointed by the Governor for a term of four
 1278 years; and (iii) six members appointed by the Governor for a term of two years. After the initial
 1279 appointments of members of the governing board of each public institution of higher education
 1280 pursuant to this enactment, appointments shall be made for terms of six years, beginning on July 1 of
 1281 the year of appointment, in accordance with the provisions of § 23.1-1300 of the Code of Virginia, as
 1282 amended by this act.

1283 7. That the initial appointment of members of the State Board for Community Colleges pursuant to
 1284 § 23.1-2902 of the Code of Virginia, as amended by this act, shall be staggered as follows: (i) six
 1285 members appointed by the Governor for a term of six years; (ii) six members appointed by the
 1286 Governor for a term of four years; and (iii) six members appointed by the Governor for a term of two
 1287 years. After the initial appointments of members of the State Board for Community Colleges pursuant
 1288 to this enactment, appointments shall be made in accordance with the provisions of § 23.1-2902 of the
 1289 Code of Virginia, as amended by this act.

1290 8. That the appointment of any member to the governing board of Richard Bland College who was an
 1291 alumni of Richard Bland College at The College of William and Mary, as it existed under the
 1292 supervision, management, and control of the governing board of The College of William and Mary
 1293 prior to the effective date of Chapter 607 of the Acts of Assembly of 2025, shall be deemed an alumni of
 1294 Richard Bland College for the purpose of satisfying the membership composition requirement set forth
 1295 in § 23.1-2106 of the Code of Virginia, as amended by this act.

1296 9. That the State Council of Higher Education for Virginia shall develop, implement, and make
 1297 available to the governing board of each public institution of higher education by January 1, 2027,
 1298 standards for determining whether a member of the governing board of any institution of higher

1299 education has a conflict of interest that would require recusal or resignation, including any conflict of
1300 interest relating to the personal employment of any such member.