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**SENATE BILL NO. 381**

Offered January 14, 2026

Prefiled January 13, 2026

*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, 23.1-1701, 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.*

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Referred to Committee on Education and Health

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

**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, 23.1-1701, 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:**

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

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:

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

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.

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.~~

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

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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 D 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 ~~chairmen~~ 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*

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

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

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

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

1. Members, agents, or employees of the Virginia Alcoholic Beverage Control Authority;
  2. Agents inspecting or investigators appointed by the State Corporation Commission;
  3. Agents, investigators, or auditors employed by the Department of Taxation;
  4. Members, agents, or employees of the State Board of Behavioral Health and Developmental Services, the Department of Behavioral Health and Developmental Services, the State Board of Health, the State Department of Health, the Department of General Services, the State Board of Social Services, the Department of Social Services, the State Board of Local and Regional Jails, the Department of Corrections, the State Board of Juvenile Justice, the Department of Juvenile Justice, the Virginia Parole Board, or the Department of Agriculture and Consumer Services;
  5. Persons employed by the Commonwealth Transportation Board, the Department of Transportation, or the Department of Rail and Public Transportation;
  6. Persons employed by the Commissioner of Motor Vehicles;
  7. Persons appointed by the Commissioner of Marine Resources;
  8. Police officers appointed by the Superintendent of State Police;
  9. Conservation police officers appointed by the Department of Wildlife Resources;
  10. Hearing officers appointed to hear a teacher's grievance pursuant to § 22.1-311;
  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;
  12. Any emergency medical services agency that is a licensee of the Department of Health in any civil matter and any guardian ad litem appointed by a court in a civil matter brought against him for alleged errors or omissions in the discharge of his court-appointed duties;
  13. Conservation officers of the Department of Conservation and Recreation; or
  14. A person appointed by written order of a circuit court judge to run an existing corporation or company as the judge's representative, when that person is acting in execution of a lawful order of the court and the order specifically refers to this section and appoints such person to serve as an agent of the Commonwealth.
- Upon request of the affected individual, the Attorney General may represent personally or through one of his assistants (i) any basic or advanced emergency medical care attendant or technician possessing a valid certificate issued by authority of the State Board of Health in any civil matter in which a defense of immunity from liability is raised pursuant to § 8.01-225 or (ii) any member of the General Assembly in any civil matter alleging that such member in his official capacity violated the Virginia Freedom of Information Act (§ 2.2-3700 et seq.) pursuant to § 2.2-3713 or 2.2-3714.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

D. All terms shall begin July 1.

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

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

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

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

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

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

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

B. Each management agreement shall include:

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

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

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

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

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

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

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

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

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

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

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

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 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 seq.), Chapter 7 (§ 23.1-700 et seq.), §§ 23.1-800, 23.1-801, 23.1-901, and 23.1-1001, Chapter 11 (§ 23.1-1100 et seq.), Chapter 12 (§ 23.1-1200 et seq.), subsections *G*, *H*, *I*, and *J* of § 23.1-1300, § 23.1-1302, and subdivision B of § 23.1-1303, each covered institution shall remain a public institution of higher education following its conversion to a covered institution governed by this article and shall retain the authority granted and any obligations required by such provisions.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

A. The board of visitors of each baccalaureate public institution of higher education or its designee may:

1. Make regulations and policies concerning the institution;
2. Manage the funds of the institution and approve an annual budget;
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  
572 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

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

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

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

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

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

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

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

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

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

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

**A. As used in this section:**

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

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

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

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

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

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

2. Ensure that in making any decisions or policy relating to institutional governance and in carrying out any other powers and duties of the governing board, the mission of the institution is used as the guiding 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 censor 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

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

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

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

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

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

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

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

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

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

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

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

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

*2. Governing board committee structure and function;*

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

*4. Professional accounting and reporting standards;*

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

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

*7. Institutional ethics and conflicts of interest;*

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

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

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

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

12. Workforce planning, strategy, and investment;

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

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

15. Current national and state issues in higher education;

16. Future national and state issues in higher education;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**§ 23.1-1401. Membership.**

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

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

A. The board shall meet at the University 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.

B. Seven 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.*

C. 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.

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

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

F. 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.*

**§ 23.1-1501. Membership.**

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

B. The alumni association of the University and the board 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 appoint, *subject to confirmation by the General Assembly and in accordance with § 23.1-1300*, a member from the list of nominees.

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

A. The board shall meet at the University 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.

B. Eight 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.*

C. Every other year, the board shall appoint 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.

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

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

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, consisting of at least three and not more than five members, 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.*

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

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

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 appoint a member from the list of nominees, *subject to confirmation by the General Assembly and in accordance with § 23.1-1300.* The Governor is not limited in his appointments to the individuals so nominated.

C. *A majority of voting 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.*

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.*

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

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



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

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

A. The board shall meet at the University 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.

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.*

C. 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. Such officers shall assume their duties on July 1 of such year.

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

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

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

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

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

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

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

A. The board shall consist of ~~45~~ 18 members appointed by the Governor *in accordance with § 23.1-1300*, of whom at least ~~11~~ eight shall be alumni of the university and at least 12 shall be residents of the Commonwealth.

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 a member from the list of nominees.

C. *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.*

1051 *D. The board may appoint an executive committee for the transaction of business in the recess of the*  
1052 *board, to serve for a period of one year or until the next regular annual meeting, subject to the provisions of*  
1053 *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,*  
1056 *of whom at least eight shall be alumni of the University and at least 12 shall be residents of the*  
1057 *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.  
1060 Special meetings of the board may be called by the rector or any three members. The secretary shall provide  
1061 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*  
1063 *the bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K*  
1064 *of § 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*  
1065 *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  
1067 membership a rector to preside at its meetings, a vice-rector to preside at its meetings in the absence of the  
1068 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,  
1070 vice-rector, and secretary.

1071 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the  
1072 unexpired term.

1073 F. At every regular annual meeting of the board, the board may appoint an executive committee for the  
1074 transaction of business in the recess of the board, to serve for a period of one year or until the next regular  
1075 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 ~~17~~ 18 members appointed by the Governor *in accordance with § 23.1-1300,*  
1078 *of whom at least (i) 12 shall be appointed from residents of the Commonwealth at large, (ii) 12 eight shall be*  
1079 *alumni of the University, and (iii) one shall be a physician with and one shall be a nurse, each of whom shall*  
1080 *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  
1082 for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The  
1083 Governor may, *subject to confirmation by the General Assembly and in accordance with § 23.1-1300,*  
1084 *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  
1087 determines. Special meetings of the board may be called by the rector or any three members. The secretary  
1088 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*  
1090 *bylaws of the governing board require more than a quorum for certain action, pursuant to subsection K of*  
1091 *§ 23.1-1300, the board may exercise any of the powers conferred upon it pursuant to this subtitle at any*  
1092 *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  
1094 preside at its meetings in the absence of the rector. The board may appoint a substitute pro tempore to preside  
1095 in the absence of the rector and vice-rector. The rector and the vice-rector shall perform any additional duties  
1096 as prescribed by the board. The terms of the rector and vice-rector shall be for two years, commencing and  
1097 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  
1099 board.

1100 E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the  
1101 unexpired term.

1102 F. At every annual meeting of the board, the board shall appoint an executive committee for the  
1103 transaction of business in the recess of the board, consisting of at least three and not more than seven  
1104 members, to serve for the period of one year or until the next regular annual meeting, *subject to the*  
1105 *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  
1108 president of the University supreme administrative direction over all the schools, colleges, divisions, and  
1109 branches of the University, and (iii) examine the progress of the students in each year and give to those who  
1110 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  
1112 of its members, (ii) prescribe the duties of each professor and the course and mode of instruction, (iii) appoint

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

**§ 23.1-2303. Membership.**

A. The board shall consist of ~~16~~ 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.*

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

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

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

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

C. A majority of the 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.*

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

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

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

**§ 23.1-2501. Membership.**

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

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

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

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

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

B. Six 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.*

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

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

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

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

**§ 23.1-2601. Membership.**

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

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 ~~15~~ 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 ~~10~~ 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 ~~17~~ 18 members appointed by the Governor *in accordance with § 23.1-1300,*  
 1228 *of whom at least 13 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*

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

*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.*

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

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

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

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

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

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

**5. That the unexpired term of any person serving as a member of the governing board of any public institution of higher education, pursuant to §§ 23.1-1401, 23.1-1501, 23.1-1601, 23.1-1701, 23.1-1801, 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 23.1-2801 of the Code of Virginia, prior to the effective date of this act, or as a member of the State Board for Community Colleges, pursuant to § 23.1-2902 of the Code of Virginia, prior to the effective date of this act, shall expire on the effective date of this act.**

**6. That the initial appointment of members of the governing board of any public institution of higher education appointed pursuant to §§ 23.1-1401, 23.1-1501, 23.1-1601, 23.1-1701, 23.1-1801, 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 23.1-2801 of the Code of Virginia, as amended by this act, shall be staggered as follows: (i) six members appointed by the Governor for a term of six years; (ii) six members appointed by the Governor for a term of four years; and (iii) six members appointed by the Governor for a term of two years. After the initial appointments of members of the governing board of each public institution of higher education pursuant to this enactment, appointments shall be made for terms of six years, beginning on July 1 of the year of appointment, in accordance with the provisions of § 23.1-1300 of the Code of Virginia, as amended by this act.**

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

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

**9. That the State Council of Higher Education for Virginia shall develop, implement, and make available to the governing board of each public institution of higher education by January 1, 2027, 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.