

NUMBER: 1107

TITLE: Board of Visitors Meeting Scheduling and Procedures

APPROVED: April 11, 2003; Revised June 12, 2014; Revised September 14, 2021

SCHEDULED REVIEW DATE: September 2026

Robert's Rules of Order Newly Revised~~ed~~ the University Counsel shall attend all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of university officers, unless otherwise directed by the Attorney General in accordance with

[Va. Code](#)

[§23.1-1303.B.1.iii.](#)

The following procedures for regular meetings of the Board of Visitors shall generally be followed consistent with Article III of the Board of Visitors Bylaws.

Meeting Scheduling

Regular and Executive Committee meetings shall be scheduled one year in advance with care being taken to avoid significant events which may preclude the attendance of a large number of Board members (i.e.; national holidays, school openings and closings). The four regular meetings of the Board are scheduled quarterly, usually during the months of September, December, April and June of the academic year. Executive Committee meetings are scheduled during the months in which the full Board does not meet and may be canceled by the Rector if there is no need to meet.

Meeting Notices

In accordance with [Va. Code § 2.2-3707](#), notice of regular meetings of the Board shall be posted at least three working days prior to the meeting. Such notice shall be posted on the University's website and the State's Commonwealth Calendar, and distributed electronically to all members of the Board, the President, President's Cabinet, faculty and student representatives, staff who support the Board and its committees, media, and all others who specifically request such notice in writing to the Executive Secretary to the Board of Visitors. Meeting agendas and all supporting documents except those that are legally exempted are also made available to the public on the University's website. Notice of such meetings shall include the date, time, and location of the meeting.

Notice of special, emergency, or continued meetings, reasonable under the circumstances, shall be posted and distributed as described above at the same time such notice is provided to the members of the Board. Special meetings may be called by the Rector or the Vice Rector in his/her absence or

4. The Board may permit nonmembers to attend a closed meeting if such person is deemed necessary or their presence will reasonably aid the Board in its consideration of a topic to be discussed. The nonmembers permitted to remain in the closed meeting will be noted in the meeting minutes.
5. University Counsel shall attend all closed meetings except those where the President is being evaluated or presenting portions of his/her annual report dealing with evaluation of university officers. In these cases, a representative from the Attorney General's office will be asked to participate.
6. No resolution or motion adopted, passed, or agreed to in a closed meeting will become effective unless the Board reconvenes in an open meeting to take a vote of the membership on such resolution.

Voting

1. The authority of the Board rests in its majority, therefore, Board voting on issues or candidates for a position shall require a majority of votes cast, versus a plurality, to pass a motion or elect an officer or representative, except where otherwise specified.
2. In cases where there are more than two choices, the following shall apply. If on the first ballot, no choice receives a majority, the one receiving the smallest number of votes shall not be considered on the next ballot, provided that at least two choices remain on the ballot. This shall continue until a choice has received a majority of the required vote. Should two or more choices receive the same number of low votes and the total of these two choices when combined with any one other member's vote not constitute a majority, then the choices receiving the same number of low votes

Meeting Minutes

Minutes should record action taken, policies adopted, resolutions passed, and discussions by the Board. Minutes shall be taken at all open regular, special, working session, retreat, and committee meetings as prescribed by the Freedom of Information Act ([Title 2.2, Chapter 37 of the Code of Virginia](#)). Minutes shall include the date, time, and location of the meeting, the members of the public body recorded as present or absent, a summary on the discussion of the matters proposed, deliberated, or decided, and a record of any votes taken.

These minutes, including draft minutes, and all other records of open meetings, including audio or audio/visual records are public records and subject to the provisions of the Freedom of Information Act. Audio recordings shall be retained for three years and shall be available to the public. Minutes or audio recordings of closed meetings may be taken at the discretion of the Board by an approved motion to do so. Minutes of closed meetings, including drafts and audio or audio/visual records, are not public records and are protected by the Freedom of Information Act. . -2 (.)],

participation would violate the conditions noted in item 2 below, disapproval shall be recorded in the minutes with specificity.

ii. Such remote participation by the member shall be limited each calendar year to two meetings or 25 percent of the meetings of the public body, whichever is fewer.

B. A member notifies the Rector that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance.

The Board of Visitors is to record this fact and the remote location from which the member participated in its minutes.

2. Participation by a member of the Board of Visitors under Item 1 above shall be authorized only under the following conditions:

A. A quorum of the Board of Visitors is physically assembled at the primary or central meeting location.

B. The meeting notice identifies the primary or central meeting location and any remote location open to the public, the electronic communication means by which the member participates in the meeting and includes a telephone number that may be used to notify the primary or central meeting location of any interruption in the telephonic or video broadcast of the meeting.

C. Any interruption in the telephonic or video broadcast of the meeting will result in the suspension of action at the meeting until repairs are made and public access is restored.

D. Public access to the remote locations from which additional members of the public body participate through electronic communication means is encouraged but not required. However, if three or more members are gathered at the same location, then such remote location must be open to the public.

E. If access to remote locations is allowed, all persons attending the meeting at any of the remote locations shall be given the same opportunity to address the public body as persons attending at the primary or central location and a copy of the proposed agenda and supporting materials provided to the board shall be available at the remote location.

In the event the Governor has declared a state of emergency, the Board may meet by electronic communication means without a quorum of the public body or any member of the governing board physically assembled at one location, provided that (i) the nature of the declared emergency makes it impracticable or unsafe for the public body or governing board to assemble in a single location; (ii) the purpose of meeting is to discuss or transact the business statutorily required or necessary to continue operations of the institution and the discharge of its lawful purposes, duties, and responsibilities; (iii) a public body makes available a recording or transcript of the meeting on its website; and (iv) the board distributes minutes of meetings by the same method used to provide notice of the meeting.

Requirements for electronic meetings under an emergency declaration include the following:

1. Public notice must be given using the best available method given the nature of the emergency and must be given at the same time notice is provided to the members of the Board.
2. Arrangements for public access to the meeting through electronic means including, to the extent practicable, videoconferencing technology must be made. If the means of communication allows, opportunity for comment must also be provided to the public.
3. The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held must be stated in the meeting minutes.