

MINUTES
Meeting of the Board of Visitors
The College of William and Mary in Virginia
September 9-10, 1993

The Board of Visitors of The College of William and Mary in Virginia met in the Board Room in Blow Memorial Hall on the campus of the College of William and Mary in Williamsburg on Thursday and Friday, September 9-10, 1993. The Committees on Academic Affairs and Student Affairs met on Thursday afternoon, September 9, and the remaining committees met on Friday morning, September 10, prior to the full Board meeting.

On Thursday, September 9, Rector James W. Brinkley convened the Board at 1:15 p.m. as a committee of the whole and officially welcomed the two new Board members--Floyd D. Gottwald, Jr. and William R. Murphy--who had completed an orientation session in the morning.

Those in attendance were:

A. Marshall Acuff, Jr.	Janet Hill
James W. Brinkley, Rector	Shepard W. McKenney
Edward J. Campbell	William R. Murphy
Floyd D. Gottwald, Jr.	James B. Murray, Jr.
J. Edward Grimsley	William B. Spong, Jr.
Najeeb E. Halaby	James J. Vergara, Jr.
Audrey M. Harris	

Absent:

Frank Batten	Wallace H. Terry
Norma B. Harvey	Walter J. Zable

Others present were:

President Timothy J. Sullivan	Samuel E. Jones
President Clarence Maze, Jr.	James S. Kelly
Senior Assistant Attorney General Paul J. Forch	David J. Lutzer
Gillian T. Cell	Virginia L. McLaughlin
James B. McNeer	Jacob M. Nelson
Roger L. Gill	Michael A. Powell
W. Samuel Sadler	Dennis L. Taylor
Richard M.B. Rennolds	William N. Walker
Ray L. Betzner	Sandra J. Wilms

Also in attendance were the members of the Faculty and Student Liaison Committees for Richard Bland College and the College of William and Mary.

The Rector advised that in order to eliminate opening and closing sessions for each committee agenda, the first item of business would be a closed session in which all closed session items for the committees would be handled.

The Rector asked for a motion that the meeting go into closed session pursuant to Section 2.1-344.A.1. of the Code of Virginia, in order to discuss matters pertaining to specific personnel. The Rector reminded Board members they

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would be required to certify at the end of the session that only those items specified were discussed in closed session. Motion was made by Mr. McKenney, seconded by Mr. Vergara, and approved by vote of the Board. The observers were asked to leave the room and the Board went into closed session at 1:17 p.m.

At 1:20 p.m. the Board reconvened in open session. The Rector advised observers that the Board had discussed matters pertaining to specific personnel and called for a show of hands to adopt the Resolution certifying that the closed session was held in compliance with the Freedom of Information Act. The vote was unanimous. (Certification of Closed Session Resolution is appended).

The Rector advised that the Board would now go into a committee meeting of the whole for action on items discussed in closed session and other matters to be discussed in open session and asked each respective committee chair to preside in turn.

Mr. Acuff chaired the Committee on Academic Affairs and welcomed the members of the Liaison Committees.

Richard Bland College: Provost James B. McNeer brief remarks regarding budget cuts. Professor LeAnn Binger gave a brief report for the Faculty Liaison Committee regarding budget cuts, renovations and the upcoming faculty-staff play.

College of William and Mary: Provost Gillian T. Cell reported on new faculty, budget cuts, undertaking of a strategic planning process at the President's direction, which she hopes to be completed by the end of the current academic year, and the searches currently underway for deans of the Schools of Law and Education.

The Chair of the Faculty Liaison Committee, Professor Lynda L. Butler, advised the Board that the Committee would offer brief presentations on teaching, research and public service activities of the faculty. At this meeting the presentation focused on innovative teaching methods used in undergraduate courses. Professor Heather MacDonald, Dean of Undergraduate Studies, discussed cooperative learning. Professor Joel Schwartz, Director of the Charles Center, discussed freshman seminars and Professor Beatrice Guenther from the Modern Languages Department discussed technology utilization. Professor Roy L. Pearson reported on the faculty salary survey and discussed the relationship between state funding and faculty salaries over time.

Mr. Acuff recommended approval of Resolutions 1-11 and asked for motions. Mrs. Harris moved adoption of **Richard Bland College Resolution 1, Appointments to Fill Vacancies in the Instructional Faculty Temporary-Restricted; Resolution 2, Appointment to Fill Vacancy in the Administrative Faculty; Resolution 3, Appointment to Fill Vacancy in the Instructional Faculty Tenure Eligible; and Resolution 4, Faculty Compensation Plan and Plans for Compensation and Personnel Administration for Administrative and Professional Faculty.** Motion was seconded by Mr. Vergara. Mr. McKenney moved adoption of **College of William and Mary Resolution 5, Appointments to Fill Vacancies in the Instructional Faculty Tenured and Tenure Eligible; Resolution 6, Appointments to Fill Vacancies in the Administrative and Professional Faculty;**

Resolution 7, Appointments to the Faculty of the School of Marine Science; Resolution 8, Confirmation of Academic Tenure; Resolution 9, Faculty Promotions; Resolution 10, Retirement of Virgil Vincent McKenna Department of Psychology; and Resolution 11, Faculty Compensation Plan for the Fiscal Year 1993-94. Motion was seconded by Mr. Vergara. All present voted aye.

Following a short break, Mrs. Harris chaired the Committee on Student Affairs and welcomed Roger Gill, the new Director of Student Support Services at Richard Bland.

Richard Bland College: Mr. Gill introduced the new Director of Financial Aid, Tony Jones, and Coordinator of Student Activities, Sally Mullen. Ms. Mullen introduced the students present, including members of the Student Government Association and Sophomore representatives. Floria Turner, President of the Student Government Association, gave a brief report on student activities. Mike Hicks, Vice President of the Student Government Association, distributed recent student publications and gave a brief report.

College of William and Mary: W. Samuel Sadler, Vice President for Student Affairs, reported on the opening of session, and the status of residence life and University Center projects, advising the Board that plans were being made for the formal dedication of the University Center at the November meeting; provided an update on the Student Health Services hours and staff shortages; and reported on the Commuter Student House and program, advising that the house was closed due to safety concerns but a room in the Campus Center has been provided and a room will be provided in the University Center for the short term until a long term solution can be developed. Mr. Sadler reminded the Board of Family Weekend on September 24-26, which was combined with the Reves Center global symposium "Beyond the Nation-State: Transforming Visions of Human Society" on September 24-25, and the 100th anniversary of football celebration on September 25. Mr. Sadler advised the Board that the William and Mary alcohol awareness program, coordinated by Cynthia Burwell, won its second first place award.

Lisa Goddard, President of the Student Association, gave a brief report on the student government study and public policy initiative and introduced the new undergraduate student liaisons--Dan Rodgers, Robbin Ayers, and Robert Wone. Mr. Wone reported on student participation in the self-study and concerns to be addressed during the process; advised the Board that the Student Association had commissioned two assessments: one on inter- & multi-cultural relations and one on the academic programs. Ms. Ayers reported on the multi-cultural relations assessment that will examine the racial climate from a student perspective. Mr. Rodgers reported on the student perspective on academics. The commission has been charged with studying grading, career services, quality of instruction, the college's rank, and exams, and Mr. Rodgers invited Board members to complete a suggestion sheet in the information packet that was distributed and return it to him. Mrs. Harris advised the Board that Robert Wone was the student representative on the Self-Study Steering Committee and she was the Board of Visitors representative.

David Niebuhr, President of the Graduate and Professional Students, reported briefly on the organizational goals of the group, to enhance the role of GAPS as medium to present graduate student desires to the administration and to

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emphasize GAPS as a tool to provide a broad base of concerns for graduate students. Their major project will be an ethics conference in February. The format will be a seminar followed by a question-and-answer session.

The Rector had brief remarks: extending congratulations on reappointment to Janet Hill and Ed Grimsley; advising the Board that Frank Batten would not be able to attend due to arthroscopic surgery, Walt Zable and Norma Harvey had business conflicts, and Wally Terry was en route from delivering the opening remarks at Brown University.

A brief discussion ensued regarding funding of higher education and how the members of the Board might help present the case for William and Mary to the Governor and members of the General Assembly.

The Chairman of the ad hoc Bylaws Review Committee, James B. Murray, advised the Board that the Bylaws would be brought before them on Friday and distributed copies of the suggested revisions to review in advance.

There being no further business, the Rector recessed the committee meetings at 3:12 p.m. so that the Board could attend the College-wide Faculty Meeting at Millington Hall.

On Friday, September 10, the Rector convened the Board at 8:00 a.m. as a committee of the whole.

Those in attendance were:

James W. Brinkley, Rector
Edward J. Campbell
J. Edward Grimsley
Najeeb E. Halaby
Audrey M. Harris
Janet Hill

Shepard W. McKenney
William R. Murphy
James W. Murray, Jr.
William B. Spong, Jr.
Wallace H. Terry
James J. Vergara, Jr.

Absent:

A. Marshall Acuff, Jr.
Frank Batten
Floyd D. Gottwald, Jr.

Norma B. Harvey
Walter J. Zable

Others present were:

President Timothy J. Sullivan
President Clarence Maze, Jr.
Gillian T. Cell
Edward T. Allenby
William F. Merck
Richard M.B. Rennolds
W. Samuel Sadler
Russell E. Whitaker, Jr.
W. Barry Adams
Ray L. Betzner

Paul V. Koehly
Peter A. Mantey
Nancy H. Marshall
Karen R. Merrill
Paul H. Morris
Teresa L. Munford
Jacob M. Nelson
Michael A. Powell
Rebecca J. Raines
John H. Randolph

**Karen Coltrane
Mary deRegnier
Martha Hamilton-Phillips
Samuel E. Jones
James S. Kelly**

**Dennis Slon
Michael Stump
Dennis L. Taylor
William N. Walker
Sandra J. Wilms**

The Rector advised that in order to eliminate opening and closing sessions for each committee agenda, there would be one closed session as the first item of business in which all closed session items for these committees would be handled.

The Rector moved that the meeting go into closed session pursuant to Section 2.1-344.A.1., 7., 8., and 10., of the Code of Virginia, in order to discuss matters pertaining to specific personnel; actual or probable litigation; gifts, bequests and fund raising; and the consideration of honorary degrees. The Rector reminded Board members they would be required to certify at the end of the session that only those items specified were discussed in closed session. Motion was seconded by Mr. Murray, and approved by vote of the Board. The observers were asked to leave the room and the Board went into closed session at 8:02 a.m.

At 9:00 a.m. the Board went into Executive Session. At 9:15 a.m. the Board reconvened in open session and took a short break. At 9:18 a.m. the Board reconvened in open session and the Rector advised observers that the Board had discussed matters pertaining to specific personnel, litigation, fund raising and honorary degrees. The Rector called for a show of hands to adopt the Resolution certifying that the closed session was held in compliance with the Freedom of Information Act. The vote was unanimous. (Certification of Closed Session Resolution is appended).

The Rector advised that the Board would now go into a committee meeting of the whole for action on items discussed in closed session and other matters to be discussed in open session and asked each respective committee chair to preside in turn.

Mr. Campbell chaired the Committee on Audit. Jacob M. Nelson, Director of Internal Audit, reported on the June 30, 1993 quarterly report and briefed the Board on the upcoming Department of the State Internal Auditor quality assurance review.

Mr. Brinkley chaired the Committee on Honorary Degrees and moved the approval of the report of the Committee concerning the issuance of invitations to individuals to accept honorary degrees at future Charter Day and Commencement ceremonies as given in closed session. Mr. Terry seconded the motion and it was approved by vote of the Board.

In the absence of Mr. Batten, Mr. McKenney chaired the Committee on University Advancement.

Richard Bland College: Richard M.B. Rennolds, Director of Institutional Advancement, gave a brief report.

College of William and Mary: Edward T. Allenby, Vice President for University Advancement, announced that the campaign had officially gone over the \$150

million level but that it will continue through Homecoming. All volunteers would be recognized and the final total announced at the Busch Gardens celebration. Mr. Allenby reported on gifts and commitments, the interim gift report, and the end of fiscal year 1992-1993 report. Dennis Slon, Director of Development, reported on the homecoming/campaign celebration and presented an update on capital projects (Tercentenary Hall, Alumni House expansion, and VIMS Toxicology building). Karen Coltrane, Director of Annual Support, reported on the annual fund automation. Martha Hamilton-Phillips, Director of Tercentenary Events, distributed a packet of information, gave an overview of the tercentenary year and discussed upcoming special events for fall 1993 and Homecoming. Ms. Hamilton-Phillips also reported on tercentenary publications and mementoes.

Mr. Murray chaired the Committee on Financial Affairs.

Richard Bland College: Russell E. Whitaker, Jr., Dean of Administration and Finance, reviewed resolution on the 1994-96 Operating Budget Addenda Submission. Mr. Murray asked for a motion to adopt **Richard Bland College Resolution 12, 1994-96 Operating Budget Addenda Submission.** Motion was made by Mr. McKenney and seconded by Mr. Campbell. All those present voted aye.
College of William and Mary: Samuel E. Jones, Vice President for Budget and Planning, reported on the resolutions for the William and Mary 1994-96 Operating Budget Addenda and the Virginia Institute of Marine Science 1994-96 Operating Budget Addenda Submission. Mr. Murray asked for a motion to adopt **College of William and Mary Resolution 13, College of William and Mary 1994-96 Operating Budget Addenda;** and **Resolution 14, Virginia Institute of Marine Science 1994-96 Operating Budget Addenda Submission.** Motion was made by Mrs. Harris and seconded by Mr. Campbell. All those present voted aye.

Mr. Jones reported on the comparative analysis of faculty salaries, which was followed by a brief discussion. Mr. Campbell requested a report on an approach to an endowment for faculty salaries. Mr. Murray suggested a specific plan should be addressed at the next meeting.

William F. Merck, Vice President for Administration and Finance, advised the Board that the investment managers from Capitoline Investment Services and Lazard Freres Asset Management would be present at the November meeting to provide a full report. Mr. Merck reviewed the statement of endowment funds as of June 30, 1993; composite investment results as of June 30, 1993; and asset profile for the general endowment pool as of June 30, 1993.

Mr. Grimsley chaired the Committee on Buildings and Grounds.

Richard Bland College: Mr. Whitaker reported on capital outlay progress.
College of William and Mary: Mr. Merck reported on the resolution to establish an Auxiliary Campus Police Force. Following a brief discussion, Mr. Grimsley asked for a motion. Mr. McKenney moved the adoption of **Resolution 15, Establishment of an Auxiliary Campus Police Force,** motion was seconded by Mrs. Harris and all present voted aye. Mr. Merck reported on the progress of capital outlay projects with a slide presentation covering Tercentenary Hall, the University Center, the VIMS Toxicology Building, renovation of James Blair Hall, grounds and parking lot maintenance, tennis facility, Bookstore expansion, Crim Dell, roof repairs, and the Library renovation and expansion.

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Mr. Murray chaired the Bylaws Review Committee, reminding the Board that the former Rector, Hays Watkins, had appointed Audrey Harris and James Vergara, in addition to himself, as an ad hoc Bylaws Review Committee charged to review the current Bylaws and recommend any revisions, additions, corrections, or changes. The Committee reviewed the bylaws of other institutions and concluded that there were only minor housekeeping matters in five categories which needed to be addressed: (1) terms of office were specified; (2) revisions previously adopted but never printed were added; (3) sections for two new administrative positions were added [Vice President for Budget and Planning and Dean of University Libraries]; (4) the Code of Virginia section was updated to add new legislative language; and (5) gender references were neutralized. Following a brief discussion, Mr. Murray, noting that Mrs. Harris had identified a typographical correction to be made on page 8, moved the adoption of Resolution 16, Amendments to the Bylaws of the Board of Visitors, as corrected. Motion was seconded by Mr. Terry. All 12 members present voted aye. (Resolution 16 is appended.)

Mr. McKenney chaired the Committee on Athletic Policy and had brief remarks. John Randolph, Director of Athletics, advised that Barbara Blosser, Assistant Athletic Director, was not present because she was being inducted into the Ohio State Athletic Hall of Fame. Mr. Randolph distributed Athletic Program highlights and discussed the team reports, graduate rates report, and admissions profile. Mr. Randolph reported on facilities upgrades, new staff members, special events and gender equity initiatives.

There being no further business the Rector adjourned the committee meetings at 12:22 p.m. and the Board moved to the Dining Room for lunch with the Alumni Society Board of Directors.

Following lunch, the Rector convened the full Board meeting at 1:15 p.m.

Those in attendance were:

James W. Brinkley, Rector
Edward J. Campbell
Floyd D. Gottwald, Jr.
J. Edward Grimsley
Najeeb E. Halaby
Audrey M. Harris
Janet Hill

Shepard W. McKenney
William R. Murphy
James W. Murray, Jr.
William B. Spong, Jr.
Wallace H. Terry
James J. Vergara, Jr.

Absent:

A. Marshall Acuff, Jr.
Frank Batten

Norma B. Harvey
Walter J. Zable

Others present were:

President Timothy J. Sullivan
President Clarence Maze, Jr.
Gillian T. Cell
Edward T. Allenby

James S. Kelly
Rebecca Levi
Peter A. Mantey
Nancy H. Marshall

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**William F. Merck
Richard M.B. Rennolds
W. Samuel Sadler
Russell E. Whitaker, Jr.
Ray L. Betzner
Virginia A. Carey
Mary deRegnier
Samuel E. Jones**

**Virginia L. McLaughlin
Jacob M. Nelson
Michael A. Powell
Jean A. Scott
Michael Stump
Dennis L. Taylor
William N. Walker
Sandra J. Wilms**

The Rector welcomed everyone to the September meeting. Noting that Mr. Terry had participated in the opening session at his alma mater, Brown University, the Rector distributed a newsclipping from The Brown Daily Herald.

The Rector asked for any corrections to the minutes of the April 29-30 meeting, the May 15 Executive Committee meeting and the July 30 telephone meeting of the Board. Hearing none, the Rector declared the minutes approved as read and distributed.

The Rector called for a motion to adopt Resolutions 1 through 16, as discussed in committee. Mr. Campbell moved the adoption of the resolutions, the motion was seconded by Mrs. Harris, and approved by vote of the Board.

President Maze gave his report on Richard Bland College.

President Sullivan reported on the College of William and Mary, and formally introduced to the Board the new Director of Affirmative Action, Michael A. Powell.

Virginia A. Carey, Acting Dean of Undergraduate Admission, gave a presentation on the undergraduate admission process and the Class of 1997.

Jean A. Scott, Acting Associate Provost for Academic Administration, gave a presentation on the graduate admission process.

The Rector advised the Board that the next meeting will be held on November 18-19 and for those members of the Board who can arrive early, lunch with the students will be scheduled at the Commons on Thursday, November 18. The Rector asked Mr. Kelly for any other announcements.

There being no further business, the Board adjourned at 2:20 p.m.

Board of Visitors

September 9, 1993

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.1-344.1. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;


NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 10

NAYS: 0

ABSENT DURING CLOSED SESSION:


James W. Brinkley
Rector of the College

Board of Visitors

September 10, 1993

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors of The College of William and Mary in Virginia has convened a closed session on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, §2.1-344.1. of the Code of Virginia requires a certification by this Board of Visitors that such closed session was conducted in conformity with Virginia law;

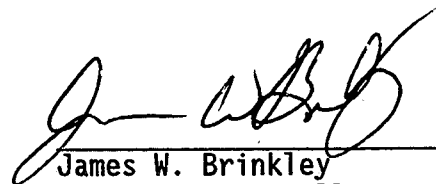
NOW, THEREFORE, BE IT RESOLVED, That the Board of Visitors, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board of Visitors.

VOTE

AYES: 10

NAYS: 0

ABSENT DURING CLOSED SESSION:


James W. Brinkley
Rector of the College

**AMENDMENTS TO THE
BYLAWS OF THE BOARD OF VISITORS**

At the November 13, 1992 meeting of the Board of Visitors the Rector, Hays Watkins, advised the Board that it was appropriate to periodically review the Bylaws. The Rector appointed James W. Murray, Audrey M. Harris and James J. Vergara, Jr. as an ad hoc Bylaws Review Committee, chaired by Mr. Murray, and asked the committee to review the current Bylaws of the Board and recommend any necessary revisions, additions, corrections, or changes.

Following extensive research on bylaws of other institutions and discussions with members of the administration, the ad hoc Bylaws Review Committee has completed a thorough review of the Bylaws of the Board of Visitors.

BE IT RESOLVED, That on the recommendation of the chairman of the Bylaws Review Committee, the Bylaws of the Board of Visitors are hereby amended, effective immediately, as noted on the following pages.

THE COLLEGE OF WILLIAM AND MARY

~~1989~~1993

BYLAWS

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Code of Virginia

Williamsburg, Virginia

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PREAMBLE

Founded in 1693, The College of William and Mary in Virginia is a highly selective co-educational, full-time residential university, with emphasis on a liberal education at the undergraduate level as well as graduate and professional programs, and in public service, located in Williamsburg, Virginia. It is a State university and at the same time is national and international in character and contribution. The College offers the Bachelor of Arts and Bachelor of Science degrees, and the Bachelor of Business Administration degree. Furthermore, it offers graduate degrees in art and sciences and marine science and graduate degrees in the professions of business, education and law. It also offers programs in adult education and community and public service.

Richard Bland College in Petersburg, Virginia, was established in 1960 as a branch college of The College of William and Mary in Virginia. It has as its primary mission the offering of transfer associate degree programs in liberal arts, business administration, and other career programs appropriate for a junior college. The College also is involved in community education, public service and cultural activities.

The Board of Visitors is the governing authority, charged with the responsibility of establishing policies and supervising the operation of the College of William and Mary and of Richard Bland College. The Board of Visitors is held accountable by the Governor of Virginia for the administrative, fiscal and program performance of the agencies for which it is held responsible.

Members of the Board of Visitors, seventeen in number, are appointed by the Governor and serve without compensation. They are empowered to select a Rector of the College, a Vice Rector of the College, a Secretary, and to appoint a President, a Faculty, and such other employees as in their judgment may be necessary or appropriate to conduct successfully the activities of each institution under the Board's jurisdiction.

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BYLAWS

Article I

Section 1. MEETINGS

The Board of Visitors shall meet in regular session four times each year on dates designated by the Rector of the College, the last meeting in the academic year being designated the regular annual meeting. Special meetings may be called by the Rector, and in his/her absence or disability, by the Vice Rector, or shall be called on request of any five members of the Board.

Members of the Board may waive notice of time, place or purpose of any regular or special meeting of the Board, except that of the annual meeting, by telephone, telegram or letter, and attendance at any such meeting shall be deemed as waiver of notice. Notice of meetings shall be provided, in accordance with the law, to all individuals who request in writing such notice.

A majority of the membership of the Board shall constitute a quorum for the transaction of business at all authorized meetings.

Minutes of all meetings of the Board shall be maintained by the Secretary to the Board and shall be available at all times to any member of the Board, the President of the College, and the President of Richard Bland College, and such others as required by law.

Section 2. OFFICERS

The officers of the Board of Visitors shall be: a Rector of the College, a Vice Rector of the College, and a Secretary of the Board, elected by the Board of Visitors.

Each officer shall hold office for a term of two years, commencing July 1 or until a successor in office shall be elected and qualified. Each officer shall be eligible for re-election to that office for one additional term.

In case of absence or inability of the Rector to discharge the duties of the office, the Vice Rector shall act as Rector.

In the absence or inability of the Rector and Vice Rector, the Secretary shall act as Rector.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Rector, who shall serve as Chairperson, the Vice Rector, the Secretary of the Board, the Chairperson of the Committee on Financial Affairs, and three members of the Board at large to be appointed by the Rector. The Executive Committee shall exercise the powers and transact the business of the Board of Visitors between meetings of the

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Board. All members of the Board shall be informed promptly of any action taken.

A simple majority of the members shall constitute a quorum.

In the event that a quorum is not present at a meeting of the Executive Committee, other Board members may be appointed to the Executive Committee on an ad hoc basis by the Chairperson in order that a quorum may be constituted for that meeting.

Vacancies on the Executive Committee shall be filled by appointment by the Rector as they occur. Members at large of the Executive Committee shall be appointed for two-year terms, and may be eligible for reappointment.

Section 4. STANDING COMMITTEES

Immediately following his/her election, the Rector shall appoint, subject to the approval of the Board, the following standing committees and such other special committees as the Board may deem necessary or advisable: (A) Committee on Financial Affairs, (B) Committee on Buildings and Grounds, (C) Committee on Academic Affairs, (D) Committee on University Advancement, (E) Committee on Student Affairs, (F) Committee on Athletic Policy, (G) Committee on Honorary Degrees, (H) Committee on Audit.

A minimum of two members of any committee shall constitute a quorum. In the event that a quorum is not present at a meeting of a committee, other Board members may be appointed to that committee on an ad hoc basis by the Rector, in order that a quorum may be constituted for that meeting. Members of standing committees shall be appointed for two-year terms and may be eligible for reappointment. The Rector shall designate the chairperson of each committee except the Committee on Honorary Degrees, of which the Rector shall serve as chairperson.

Section 5. COMMITTEE ON FINANCIAL AFFAIRS

The Committee on Financial Affairs shall consist of not less than five (5) members. It shall consider and make recommendations to the Board concerning the general direction and control of the financial affairs of the College, Richard Bland College and the Virginia Institute of Marine Science, concerning the submission and approval of any and all budgets; and concerning the administration of the financial policies and procedures established by the Board. It shall have power and authority, subject to the guidelines set by the Board of Visitors, to invest and reinvest all funds held by the Board as an endowment or in trust for the uses and purposes of the College, of Richard Bland College and of the Virginia Institute of Marine Science, and with the assistance of the President of the College and the President of Richard Bland College shall direct and control the handling of investments by an investment counsel or depository agent at any time employed by the Board of Visitors.

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Page 6 of 21**Section 6. COMMITTEE ON BUILDINGS AND GROUNDS**

The Committee on Buildings and Grounds shall consist of not less than five (5) members. It shall consider and make recommendations to the Board of Visitors on all matters relating to the buildings and grounds of the College and of Richard Bland College, including the naming of College buildings, referred to it by the Rector, the President of the College, the President of Richard Bland College, or the Board.

Section 7. COMMITTEE ON ACADEMIC AFFAIRS

The Committee on Academic Affairs shall consist of not less than five (5) members. It shall consider and make recommendations to the Board on matters affecting educational policies, faculty affairs and appointments, and academic organization of the College and of Richard Bland College, and shall advise the President of the College and the President of Richard Bland College on matters of personnel policy in regard to members of the faculty, classified personnel and others employed by the College and Richard Bland College. In order to develop those recommendations, it shall meet on a regular basis with representatives of the faculties of the College and Richard Bland College.

Section 8. COMMITTEE ON UNIVERSITY ADVANCEMENT

The Committee on University Advancement shall consist of not less than five (5) members. The Committee shall consult with the President of the College and the President of Richard Bland College concerning the ways and means of implementing the general advancement of the College and Richard Bland College and fostering the relationship between the Colleges and their alumni, friends and other constituencies and organizations. It shall consider and make recommendations to the Board on such matters as appropriate.

Section 9. COMMITTEE ON STUDENT AFFAIRS

The Committee on Student Affairs shall consist of not less than five (5) members. It shall consider and make recommendations to the Board on policies affecting student life, discipline and the organization and administration of student affairs at the College and Richard Bland College. In order to develop those recommendations, it shall meet on a regular basis with representatives of the student bodies of the College and Richard Bland College.

Section 10. COMMITTEE ON ATHLETIC POLICY

The Committee on Athletic Policy shall consist of not less than five (5) members. It shall consider and make recommendations to the Board on matters affecting intercollegiate athletic policies, appointments and intercollegiate athletic plans and organization of the College and of Richard Bland College.

Section 11. COMMITTEE ON HONORARY DEGREES

The Committee on Honorary Degrees shall consist of not less than five (5) members, including the Rector, who shall serve as Chairperson, the Vice Rector, and three others. All names submitted by the President of the

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College, by the President of Richard Bland College, by any member of the Board or by other individuals shall be referred to this committee for its recommendations for the Board's selection of candidates for honorary degrees. It shall also consider and make recommendations to the Board on criteria and standards for the awarding of honorary degrees.

Section 12. COMMITTEE ON AUDIT

The Committee on Audit shall consist of ~~four (4)~~ not less than five (5) members. The Director of Internal Audit shall be directly responsible to the Committee on Audit. The President of the College and the President of Richard Bland College may advise and consult with the Committee on any matter pertaining to internal auditing.

Section 13. COMMITTEE ON NOMINATIONS

A Committee on Nominations, composed of not less than three (3) members, shall be appointed by the Rector prior to the meeting at which officers will be elected.

The duties of the Committee on Nominations shall be to nominate officers of the Board.

Election of officers will be held biennially at the annual meeting of the Board or at any regular or special meeting that may be called prior to the annual meeting.

Election of officers may also be held as needed in case of a vacancy among the officers of the Board.

Nominations of officers also may be made from the floor.

Article II

Administration

Section 1. THE PRESIDENT OF THE COLLEGE

The President of the College, under the authority and direction of the Board of Visitors, is placed in charge of the administration and courses of instruction of The College of William and Mary in Virginia. ~~He/She~~ ~~The President~~ shall be the authorized means of communications between the Board of Visitors and faculties, the Board and the students, and the Board and the various officers of instruction and administration employed in the College. The Board of Visitors, as the governing authority, delegates to the President operating responsibility and accountability for the administrative, fiscal and program performance of the College.

The President, while remaining responsible for the overall administration of the College, shall be assisted in the performance of ~~his/her~~

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duties by a Provost, a Vice President for Administration and Finance, a Vice President for University Advancement, ~~and a Vice President for Student Affairs, and a Vice President for Budget and Planning.~~ ~~He/She~~The President shall establish, with the approval of the Board of Visitors, such faculty positions and other administrative offices as ~~he/she~~may deem necessary for carrying out the work of the College. ~~He/She~~The President shall recommend appointments of all persons to serve in ~~such~~ other administrative positions and on the faculties of the College, subject to appointment by the Board of Visitors. ~~He/She~~The President may appoint ~~such~~ committees from members of the administrative staff and, upon recommendation of the Faculty Assembly, from members of the faculties of the College as in ~~his/her~~the President's judgment may be needed.

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

It shall be the duty of the President to direct the operation of the College and to supervise the work of the faculties and staff. ~~He/She~~The President is charged particularly with responsibility for the internal order and discipline of the College, and to this end ~~he/she~~shall hold all deans and members of the faculties to the faithful and efficient discharge of their duties. ~~He/She~~The President may, when ~~he/she~~the President deems it advisable, preside over any meetings of the faculties.

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

~~He/She~~The President, with the advice of administrative officers and the Faculty Assembly, when appropriate, will formulate plans and operating policies and objectives covering all phases of operation of the College and will develop and maintain a plan of organization, through which these operating policies and objectives may be implemented, directed and controlled.

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

~~The President or Vice President for Administration and Finance shall have the authority to transact business in the name of the College of William and Mary in Virginia to include the transfer, conversion, endorsement, sale, purchase, assignment, conveyance and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, evidence of indebtedness, property, equipment, or other securities or assets now or hereafter standing in the name of or owned by the Board of Visitors of the College of William and Mary in Virginia, or any similar~~

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designation indicating ownership by the College, to make, execute and deliver, under the official seal of this body, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

The President or Vice President for Administration and Finance shall have the authority to sign corporate resolutions similar in nature to the foregoing, stating the authority of those persons authorized to conduct business on behalf of the Board of Visitors and the College.

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

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

Section 2. PROVOST

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

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

Under the direction of the President, and with the advice of the Faculty Assembly, the Provost is responsible jointly with the Vice President for Administration and Finance and the Vice President for Budget and Planning for budget planning, and for recommendations to the President regarding university resource allocation and expenditure budgets. In the discharge of their joint budgetary responsibility, the Provost, the Vice President for Administration and Finance and the Vice President for Budget and Planning constitute the Administrative Budgetary Group, chaired by the Provost.

The Provost is responsible for working directly with the Deans, and the Faculty Assembly when appropriate, on academic planning, curriculum, budgetary, personnel, and educational policy matters, for recommendation as appropriate to the President. The Provost shall, upon recommendation of the appropriate dean or administrative officer, make recommendations to the President regarding salaries, appointments, promotions of his/her staff and the faculties of the College, filling of vacancies on the faculties and establishment of new positions, subject to appropriate approval and appointment by the Board of Visitors.

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

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

Section 3. VICE PRESIDENT FOR ADMINISTRATION AND FINANCE

The Board of Visitors will, on recommendation of the President of the College, appoint a Vice President for Administration and Finance of the College. The Vice President for Administration and Finance, under the direction of the President and in accordance with policies established by the Board of Visitors, shall administer the business affairs of the College of William and Mary, and shall coordinate College activities with governmental entities. Under the direction of the President, ~~he/she~~the Vice President is responsible jointly with the Provost and the Vice President for Budget and Planning for budget planning, and for recommendations to the President regarding university resource allocation and expenditure budgets. ~~He/She~~The Vice President shall have custody of its valuable papers such as evidence of title and contracts to which the College is a party. ~~He/She~~The Vice President shall be responsible for the deposit of copies of all deeds and deeds of trust in appropriate files of the College and for the proper recording of all such deeds. ~~He/She~~The Vice President shall determine that land surveys have been made on all properties of the College to indicate the precise lines of demarcation between the properties of the College of William and Mary and other properties.

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

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

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

The President or Vice President for Administration and Finance shall have the authority to transact business in the name of the College of William and Mary in Virginia to include the transfer, conversion, endorsement, sale, purchase, assignment, conveyance and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, evidence of indebtedness, property, equipment, or other securities or assets now or hereafter standing in the name of or owned by the Board of Visitors of the College of William and Mary in Virginia, or any similar designation indicating ownership by the College, to make, execute and deliver, under the official seal of this body, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

The President or Vice President for Administration and Finance shall have the authority to sign corporate resolutions similar in nature to the foregoing, stating the authority of those persons authorized to conduct business on behalf of the Board of Visitors and the College.

Section 4. VICE PRESIDENT FOR BUDGET AND PLANNING

Under the direction of the President, the Vice President for Budget and Planning is responsible jointly with the Provost and the Vice President for Administration and Finance for budget planning, and for recommendations to the President regarding university resource allocation and expenditure budgets. The Vice President for Budget and Planning is responsible for providing analysis and recommendations to the President, Provost and Vice President for Administration and Finance regarding budget development and execution.

The Vice President for Budget and Planning is responsible for all budget development activities including the development of operating and capital budget initiatives to be submitted to the Commonwealth of Virginia and the integration of all budget development activities into the overall planning activities of the College. The Vice President provides oversight of the College's institutional research and planning functions to meet state and federal reporting requirements and support the short- and long-term academic and administrative planning efforts of the College.

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

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Section 45. VICE PRESIDENT FOR UNIVERSITY ADVANCEMENT

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

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

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

In addition, the Vice President for University Advancement shall consult and assist in the planning, implementing, coordinating and evaluating the College's communications, information, and public relations programs.

~~He/She~~ ~~The~~ Vice President for University Advancement shall, while reporting directly to the President, work with the Provost ~~and~~ the Vice President for Administration and Finance ~~and~~ the Vice President for Budget and Planning on all budgetary matters and the filling of vacancies and establishing of new positions in the Office of University Advancement, for recommendation to the President and to the Board of Visitors.

Section 56. VICE PRESIDENT FOR STUDENT AFFAIRS

The Board of Visitors, on recommendation of the President of the College, will appoint a Vice President for Student Affairs, who shall, under the direction of the President, and in accordance with policies of the Board of Visitors, administer and coordinate the student life policies of the College and programs and activities bearing on student affairs, student development, student health services, counseling, and social and recreational programs and functions. ~~He/She~~ ~~The~~ Vice President shall provide a program of academic support services; serve as liaison for student organizations;

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encourage meaningful extracurricular activities; maintain good order and discipline among students; and promote student well-being.

The Vice President for Student Affairs shall report to the President, but shall be responsible for coordinating his/her responsibilities with the Provost to ensure a close working relationship between academic and student affairs. ~~He/She~~ The Vice President for Student Affairs shall work with the Provost ~~and~~, the Vice President for Administration and Finance ~~and the Vice President for Budget and Planning~~ on all budgetary matters and the filling of vacancies and establishing of new positions in student affairs, for recommendations to the President and to the Board of Visitors.

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

Section 67. DIRECTOR OF THE VIRGINIA INSTITUTE OF MARINE SCIENCE

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

The Director, under the direction of the President, has general purview of and administrative responsibility for the affairs of the Institute, except that ~~he/she~~ the Director shall be responsible for working directly with the Provost ~~and~~, the Vice President for Administration and Finance ~~and the Vice President for Budget and Planning~~ on all financial and budgetary matters for recommendation as appropriate to the President.

Section 78. PRESIDENT AND OFFICERS OF RICHARD BLAND COLLEGE

The President of Richard Bland College of the College of William and Mary shall have the same authority and responsibility for ~~his/her college~~ Richard Bland College as the President of the College does in Article II, Section 1, and ~~he/she~~ shall be directly responsible to the Board of Visitors.

The President of Richard Bland College, while remaining responsible for the overall administration of the college, shall be assisted in the performance of his/her duties by a Provost, who shall serve as Dean of the Faculty, a Dean of Administration and Finance, and a Director of Institutional Advancement. Furthermore, the authority, reporting relationships, and responsibilities of these officers shall be comparable, except where inappropriate, to their counterparts at the College of William and Mary as described herein in Article II, Sections 2-5.

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Page 14 of 21Section ~~89~~. INTERNAL AUDITOR

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

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

Furthermore, the Director of Internal Audit shall coordinate and consult with the President of the College ~~and the President of Richard Bland College~~ in the administration and operation of the Office of Internal Audit.

Section ~~910~~. POLICIES AND REGULATIONS

Policies for the governance of the College of William and Mary and Richard Bland College as made from time to time by the Board of Visitors shall be binding on the appropriate college communities and shall be published and distributed within the College and Richard Bland College by appropriate means. In addition, the President of the College or the President of Richard Bland College may adopt such rules and regulations as ~~he/she/they~~ may deem appropriate to the proper administration of ~~the/their~~ ~~College~~ ~~or Richard Bland College~~, provided the same be not inconsistent with the policies of the Board of Visitors or the requirements of law. To this end the President of the College or Richard Bland College may define offenses against the discipline or good order of the College or Richard Bland College, prescribe penalties for the commission of the same, and establish procedures for determining guilt and penalty. ~~He/She/They~~ may similarly, with due regard to the Board of Visitors' policy on tenure rights and responsibilities, and the requirements of law, prescribe the circumstances under which faculty and staff may be dismissed, suspended, demoted or reprimanded, and establish procedures governing the same.

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

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Section 1. INTRODUCTION

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

Section 2. FACULTIES

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

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

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

Section 3. INSTRUCTIONAL OFFICERS

The Dean of the Faculty of Arts and Sciences ~~or~~ and the Deans of ~~a~~the Schools shall have general responsibility for the Faculty under ~~his/her~~their jurisdiction and for the direction of the work of ~~his/her~~the Faculty or School. ~~He/She~~The Deans shall report to the Provost, and shall be responsible for working directly with the Provost on all academic planning, curriculum, budgetary, faculty appointment and educational policy matters, for recommendations as appropriate to the President, as provided in Article III, Section 2. ~~He/She~~They shall exercise leadership in the development of educational programs within ~~his/her~~their jurisdiction, and shall preside at meetings of the Faculty over which ~~he/she~~has ~~they have~~ jurisdiction except when the President or the Provost chooses to preside.

The Dean of the Faculty of Arts and Sciences and the Dean of a School, except as otherwise provided, shall advise with the Provost in the formation

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of the Faculty, the determination of curriculum, and matters concerning all the interests under ~~his/her~~ their jurisdiction.

In ~~his/her~~ the capacity as Dean of the Faculty, the Provost of Richard Bland College shall have similar responsibility and authority, being responsible to the President of Richard Bland College.

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

Section 4. DEAN OF UNIVERSITY LIBRARIES

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

Article IV

Curricula and Degrees

Section 1. CURRICULA

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

Section 2. ADMISSION TO THE COLLEGE

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

Section 3. DEGREES IN COURSE

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

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

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

*Article VI**Chancellor*

The Board of Visitors may elect a Chancellor for The College of William and Mary in Virginia. The Chancellor's position would be honorary, without responsibility, authority or compensation. ~~The Chancellor will serve for a period of seven years.~~

*Article VII**Amendments and Repeal*

Section 1. CONSTRUCTION

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

Section 2. INCONSISTENCIES

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

Section 3. NECESSARY VOTES

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

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Section 4. SUSPENSION OF BYLAWS

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

Section 5. PARLIAMENTARY AUTHORITY

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

CODE OF VIRGINIA

Title 23, Chapter 1.1.

§23-9.9:1. FUNDS FOR GRADUATE MARINE SCIENCE CONSORTIUM.-Funds for any consortium created by the College of William and Mary, Old Dominion University, the University of Virginia and Virginia Polytechnic Institute and State University for the purpose of promoting graduate marine science education may be included in the budget request of and the appropriation to the State Council of Higher Education.

Title 23, Chapter 5.

§23-39. CORPORATE NAME.-The Board of Visitors of The College of William and Mary in Virginia shall be a corporation under the style of "The College of William and Mary in Virginia."

§23-40. PROPERTY TRANSFERRED TO COLLEGE OF WILLIAM AND MARY AND OWNED BY STATE.-All the real estate and personal property relating to the College of William and Mary in Virginia, in Williamsburg, or relating to the Richard Bland College in Petersburg now existing and standing in the name of the corporate body designated "The College of William and Mary" and all real estate and personal property standing in the name of or heretofore exclusively used by the Virginia Institute of Marine Science shall be transferred to and be known and taken as standing in the name, and to be under the control of the corporate body designated "The College of William and Mary in Virginia." Such real estate and personal property shall be the property of the Commonwealth.

§23-41. APPOINTMENT OF VISITORS GENERALLY: NUMBER AND TERMS: VACANCIES.--~~(a) The Board of Visitors is to consist of seventeen members to be appointed by the Governor, three of whom may be non residents of Virginia. The Visitors of the College of William and Mary in office on March seventh, nineteen hundred seventy five, are hereby declared to be Visitors of the College of William and Mary in Virginia, and are continued in office until their respective terms would have otherwise expired.~~

~~(b) Of the seven current terms which will expire March six, nineteen~~

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~~hundred seventy six, five successors shall be appointed for terms of four years each and two successors shall be appointed for terms of three years each; of the ten terms which will expire March six, nineteen hundred seventy eight, four successors shall be appointed for terms of four years each, four successors shall be appointed for terms of three years each, and two successors shall be appointed for terms of one year each. Thereafter, all appointments shall be for terms of four years each, except appointments to fill unexpired vacancies which shall be made by the Governor for the remainder of the unexpired terms.~~

~~(c) No person shall be eligible to serve more than two consecutive four year terms, except that a member may be appointed to a term of less than four years immediately prior to or between the four year terms.~~

~~(d) All appointments are subject to confirmation by the General Assembly if in session when such appointments are made, and if not in session, at its next succeeding session.~~

~~The board of visitors is to consist of seventeen members to be appointed by the Governor three of whom may be nonresidents of Virginia.~~

~~All appointments shall be for terms of four years each, except appointments to fill unexpired vacancies which shall be made by the Governor for the remainder of the unexpired terms. However, the terms of the members holding office on March 5, 1992, shall be extended from March 6 to June 30 of the year in which their respective terms expire. Further, the service of those members whose terms expire on June 30, 1992, shall be extended one year. The Governor may make appointments to the board for the members whose terms are so extended to June 30, 1993, as though this service extension had not been granted and the terms had expired as scheduled. If necessary, the board of visitors shall be expanded to no more than twenty-two members from June 30, 1992, to June 30, 1993. Thereafter, the membership shall revert to seventeen members. Reappointment by the Governor of any member eligible for the service extension shall be for the term of four years.~~

~~No person shall be eligible to serve more than two consecutive four-year terms, except that a member may be appointed to a term of less than four years immediately prior to or between the four-year terms. For the purpose of determining service eligibility, any term of service extended to June 30 of the respective year pursuant to this section shall be treated as a four-year term.~~

~~All appointments are subject to confirmation by the General Assembly if in session when such appointments are made, and if not in session, at its next succeeding session.~~

§23-42. APPOINTMENTS OF VISITORS FROM ALUMNI.-(a) The Governor may appoint visitors from a list of qualified persons submitted to him, before or after induction into office, by the alumni association of The College of William and Mary in Virginia, on or before the first day of December of any year next preceding a year in which the terms of any visitors will expire.

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(b) Whenever a vacancy occurs, otherwise than by expiration of term, the Governor shall certify this fact to the association and nominations may be submitted of qualified persons and the Governor may fill the vacancy, if his discretion so dictates, from among the eligible nominees of the association, whether or not alumni or alumnae.

(c) Every list shall contain at least three names for each vacancy to be filled.

(d) The Governor is not to be limited in his appointments to the persons so nominated.

§23-44. RIGHTS, POWERS AND DUTIES OF BOARD IN GENERAL.-The Board of Visitors shall be vested with all the rights and powers conferred by the provisions of this chapter and by the ancient royal charter of The College of William and Mary in Virginia, insofar as the same are not inconsistent with the provisions of this chapter and the general laws of the State.

The Board shall control and expend the funds of the colleges and any appropriations hereafter provided, and shall make all needful rules and regulations concerning the colleges, and generally direct the affairs of the colleges.

§23-45. BOARD MAY FIX TUITION, FEES, AND OTHER CHARGES.-The Board of Visitors may fix in their discretion, the rates charged the students of the colleges for tuition, fees and other necessary charges.

§23-46. CONFERRING OF DEGREES.-The Board of Visitors shall have the right to confer degrees.

§23-47. COURSES FOR EDUCATING AND TRAINING TEACHERS TO BE MAINTAINED.-The College shall maintain in connection with its courses a system of instruction and training for the purpose of educating and training teachers for the public schools of the State.

§23-49. STUDENTS.-The College shall admit properly prepared men and women to its courses, and upon completion of the requirements shall grant them degrees.

§23-49.1. CONSTITUENT COLLEGES: ADMINISTRATION, BYLAWS, TITLES, ETC.- (a) The College of William and Mary in Virginia, in Williamsburg, and the Richard Bland College, in Petersburg, shall be subject to the supervision, management and control of the Board of Visitors of The College of William and Mary in Virginia. Such colleges shall be separate from each other and each college shall report directly to the Board of Visitors through the President in the case of The College of William and Mary in Virginia, and as the Board of Visitors may direct in case of the other college.

(b) All property, property rights, duties, contracts and agreements of the several colleges are vested in the Board of Visitors of The College of William and Mary in Virginia. The chief executive officer of The College of William and Mary in Virginia shall be the president; the title of the chief executive officer of Richard Bland College shall be designated by the Board of

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Visitors. The Board of Visitors of the College of William and Mary in Virginia is charged with the care and preservation of all property belonging to the college. With respect to Richard Bland College, the Board of Visitors shall have the same powers as to fixing tuition, fees, and other charges, as to the appointment and removal of administrative officers, professors, agents and employees, and the making of rules and regulations, as are now vested in them with respect to The College of William and Mary in Virginia.

(c) Appropriations directly and indirectly from the State to the colleges shall be expended as directed by the Board of Visitors of The College of William and Mary in Virginia.

(d) The Board of Visitors of The College of William and Mary in Virginia is authorized and directed to prepare the bylaws for the colleges and to publish the same and to define the functions of the colleges, and to specify the responsibilities of the chief executive officers, all professors, teachers and agents of the colleges, as the Board may deem necessary.

(e) The Board of Visitors of The College of William and Mary in Virginia shall designate the organizational channel of coordination and supervision of Richard Bland College for administration by the Board of Visitors.

§23-49.1:1. VIRGINIA INSTITUTE OF MARINE SCIENCE SUBJECT TO BOARD OF VISITORS.-The Virginia Institute of Marine Science shall be subject to the supervision, management, and control of The College of William and Mary in Virginia. The Board of Visitors shall provide for the administration of the Institute and shall appoint and remove its administrative and professional staff.

Title 28, Section I

§28.1-195. VIRGINIA INSTITUTE OF MARINE SCIENCE CONTINUED: DUTIES.-The Virginia Institute of Marine Science, hereafter referred to as Institute, is continued within The College of William and Mary as provided in Chapter 5 of Title 23 of this Code. All references in this Code to the Virginia Institute of Marine Science hereafter shall be deemed references to the Virginia Institute of Marine Science within the College of William and Mary.

As amended by the Board of Visitors on June 23, 1989 and November 2, 1990.

changes proposed for consideration at September 1993 meeting