

EXECUTIVE COMMITTEE
September 26, 2018
4:00 – 6:30 p.m.
Board Conference Room - Blow Memorial Hall

John E. Littel, Chair
William H. Payne II, Vice Chair
Sue H. Gerdelman, Secretary

- I. Introductory Remarks – Mr. Littel
- II. Approval of Minutes - April 18, 2018
- III. Closed Session (if necessary)
- IV. Action Items
 - A. Revisions to the *Bylaws* of the Board of Visitors. **Resolution 15**.
 - B. Appointment of Chancellor of the College. **Resolution 16**.
- V. Adjourn

MINUTES
Executive Committee
April 18, 2018
Board Conference Room – Blow Memorial Hall

Attendees: Todd A. Stottlemeyer, Chair; H. Thomas Watkins III, Vice Chair; Sue H. Gerdelman, William H. Payne II, Lisa E. Roday and Karen Kennedy Schultz. Other Board members attending: John E. Littel. Others in attendance: President W. Taylor Reveley III, Michael J. Fox, Deborah A. Love and Amy S. Sebring.

Chair Todd A. Stottlemeyer called the meeting to order at 4:40 p.m.

Recognizing that a quorum was present, Mr. Stottlemeyer moved approval of the minutes of the meeting of February 7, 2018. Motion was seconded by Ms. Gerdelman and approved by voice vote of the Committee.

In his opening remarks, Mr. Stottlemeyer welcomed members of the Committee and asked Secretary to the Board Michael Fox to briefly review the Board schedule for the next few days. A brief discussion ensued.

President Reveley commented on plans for Commencement, which will be held in Zable Stadium at 9:00 a.m. on Saturday, May 12. A brief discussion ensued.

At Mr. Stottlemeyer's request, Ms. Gerdelman moved that the Executive Committee of the Board of Visitors of the College of William and Mary convene in Closed Session for the purpose of discussing personnel matters regarding specific personnel, the performance and evaluations of specific executive employees; the evaluation of the performance of departments or schools; consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation; consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel, and to discuss specific recommendations related to future fundraising strategies as well as current development activities, as provided for in Section 2.2-3711.A.1., 7., 8. and 9. of the Code of Virginia.. Motion was seconded by Mr. Watkins and approved by voice vote of the Committee. The observers were asked to leave the room and the Committee went into closed session at 4:45 p.m.

The Executive Committee reconvened in open session at 6:12 p.m. Mr. Stottlemeyer reviewed the topics discussed during closed session, then asked for a motion to adopt the **Resolution** certifying that the closed session was held in compliance with the Freedom of Information Act. Motion was made by Ms. Gerdelman, seconded by Ms. Schultz and approved by roll call vote of the Committee members conducted by Secretary of the Board Sue Gerdelman. (Certification **Resolution** will be appended in final minutes.)

There being no further business, the Committee adjourned at 6:12 p.m.

April 18, 2018

CERTIFICATION OF CLOSED SESSION

WHEREAS, the Board of Visitors Executive Committee 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, §2.2-3712.D. of the Code of Virginia requires a certification by this Committee that such closed session was conducted in conformity with Virginia law;

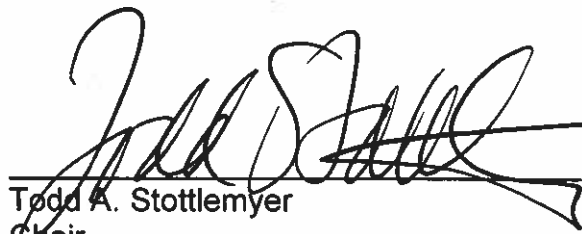
NOW, THEREFORE, BE IT RESOLVED, That the Executive Committee, reconvening in open session, hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session to which this 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 Executive Committee.

VOTE

AYES: 6

NAYS: 0

ABSENT DURING CLOSED SESSION:



Todd A. Stottlemeyer
Chair
Executive Committee

**REVISIONS TO THE BYLAWS OF
THE BOARD OF VISITORS**

Amendments and revisions to the *Bylaws of the Board of Visitors* have been proposed in order to (1) streamline the Board's committee structure and focus; (2) give flexibility to the new President of William & Mary to implement organizational changes; and (3) clean up typographical errors.

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

BYLAWS OF THE BOARD OF VISITORS

ARTICLE I

I. Board Authority

- A. The Board of Visitors (Board) of The College of William and Mary in Virginia (the University or William & Mary) is the corporate body established by the Royal Charter and the Code of Virginia to govern William & Mary (including the Virginia Institute of Marine Science). The Board is also established by the Code of Virginia to govern Richard Bland College (the College or RBC).
- B. The Board has the powers and duties conferred upon it by the Royal Charter, the Code of Virginia, and the Management Agreement with the Commonwealth of Virginia.
- C. The Board has adopted these Bylaws to set forth the workings of the Board, the University and the College, and to fulfill its obligations under the law. The Board adopted codes of ethics for the University and the College that apply to all members of the institutional community – board members, employees, students, and volunteers (see Section XII. A. and B.). The Board strives to preserve the ideals and traditions of the institutions under its jurisdiction, including the student-administered Honor System that originated in the earliest years of the University.

ARTICLE II

II. Membership

- A. **Board of Visitors Members:** The Board consists of seventeen members appointed by the Governor of Virginia and confirmed by the General Assembly of Virginia.
- B. **Advisory representatives:** The Board is assisted by various non-voting advisory representatives who may attend committee meetings and the full meetings of the Board and any closed sessions of Board committees, as determined by the respective committee chair or the full Board, as determined by the Rector. In the event an advisory representative is unable to complete the term, the Rector will, in consultation with the President of William & Mary or the President of RBC, as appropriate, appoint a replacement representative to complete the term, with no effect on eligibility to serve a full term. The representatives will be appointed by the Rector annually, as follows:

1. **Student Representative of William & Mary:** The President of the Student Assembly for a one-year term.
2. **Student Representative of Richard Bland:** A student nominated by the President of RBC for a one-year term.
3. **Faculty Representative of William & Mary:** A faculty member selected, in consultation with the chair of the Committee on Academic Affairs and recommended by the President and Provost, from among the former presidents of the William & Mary Faculty Assembly, for no more than two consecutive one-year terms.
4. **Faculty Representative of Richard Bland College:** A faculty member recommended by the President of RBC, in consultation with the chair of the RBC Faculty Assembly, for no more than two consecutive one-year terms.
5. **Staff Liaison of William & Mary:** The President of the professional or operational/classified staff Assembly for a one-year term. Such appointments alternate each year between the professional and operational/classified staffs.

C. Terms of Board members

1. Members of the Board of Visitors have such terms as provided by law.
2. The terms of student and faculty advisory representatives begin on the day following Commencement at each institution and continue through Commencement the following year.
3. The term of the staff liaison begins on July 1 and continues until June 30 of the following year.

D. Removal of Board members

1. If any member of the Board fails to perform the duties of the office for one year without written justification to the Rector, the Rector may, after notifying that member, report such failure to the Governor and may request that the Governor exercise the authority under § 2.2-108 of the Code of Virginia to remove the member from the Board. Such action must be recorded in the minutes of the next meeting.

The Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board of

Visitors, and fill the resulting vacancy, subject to confirmation by the General Assembly.

- 2. If any member of the Board 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 of the Code of Virginia during the first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members will record such failure in the minutes of the next meeting, and the Rector will notify the Governor. Pursuant to § 23.1-1300.E of the Code of Virginia, the member’s office is vacated upon such notification.

ARTICLE III

III. Meetings

- A. **Regular meetings:** The Board meets regularly at least four times each year on dates selected by the Rector. The last meeting of the academic year is the annual meeting.
- B. **Special meetings:** Special meetings, including emergency meetings and annual retreats, may be called by the Rector, or in the Rector’s absence or inability, by the Vice Rector, or at the request of five members of the Board.
- C. **Electronic meetings:** The Board may conduct meetings electronically in accordance with the requirements of the law.
- D. **Remote location participation:** Pursuant to § 2.2-3708.2 of the Code of Virginia, a member who is unable to attend a meeting of the Board may participate from a remote location, as follows:
 - 1. The member must disclose to the Rector on or before the date of the meeting that the member is unable to attend due to:
 - a. a personal matter, the nature of shall be identified with specificity. A member’s remote participation due to a personal matter is limited to two meetings per calendar year; or
 - b. a temporary or permanent disability or other medical condition that prevents the member’s physical attendance;
 - 2. The Board will determine by majority vote whether the member has satisfied that the requirements for remote participation.

3. If the Board approves the member's participation, the Board shall arrange for the voice of the remote participant to be heard by all persons at the Board's meeting location. The minutes of the meeting shall note the remote location from which the member participated. If the member was unable to attend the meeting due to a temporary or permanent disability or other medical condition, the minutes shall note this. If the member was unable to attend due to a personal matter, the minutes shall note the specific nature of the personal matter.
 4. If the Board disapproves the member's participation, such disapproval shall be recorded in the minutes with specificity. If a member's participation is not approved, the member may continue to monitor the meeting from the remote location, but may not participate in the proceeding and may not be counted as present at the meeting.
 5. Committees or subcommittees of the Board, or those committee or subcommittees appointed by the Board or the Rector to perform a delegated function or to advise the Board, are authorized to allow members to participate remotely, subject to the same requirements as the Board has imposed on itself.
- E. **Notice of meetings:** Notice of meetings is provided in accordance with relevant provisions of the Virginia Freedom of Information Act, Chapter 37 of Title 2.2. The appointee or representative of the Virginia Attorney General is notified and may attend meetings of the Board and all Board committees.
- F. **Quorum:** A simple majority of the voting members of the Board (or of a committee, in the case of a committee meeting) serving at any time constitutes a quorum. The Rector is a member of each Board committee for purposes of a quorum. The Rector may appoint members to a committee on an ad-hoc basis in the event a quorum is needed for a specific meeting.
- G. **Resolutions of the Board:** All proposed resolutions of the Board are presented to the Board-appointed Secretary to the Board prior to the meeting at which they are to be considered, with mailing to the members and non-voting advisory representatives at least six calendar days prior to the meeting, except that the introduction of a motion and/or resolution for Board action may be offered at any time at the request of the Rector, the President of the University or the President of the College, or on those occasions when a two-thirds majority of the members present at the meeting vote in the affirmative to suspend this rule. At the same time such resolutions and all materials are furnished to members of the Board, they are made available for review by members of the public.

- H. **Public and closed meetings:** The discussions of the Board and any actions taken by it are conducted in open meeting, unless a closed or executive session is authorized by law. Any action taken in a closed meeting must be officially approved in open meeting before it has effect. Attendance at meetings of the Board during closed or executive sessions is determined by the Rector in consultation with the President of the University or the President of the College and in coordination with the Secretary to the Board. Attendance at committee meetings during closed or executive sessions is determined by the committee chair in consultation with the Rector.
- I. **Minutes:** The Board-appointed Secretary to the Board maintains minutes of all open meetings of the Board. The Secretary ensures that minutes are posted on the Board's website and made available as required by law.
- J. **Annual Executive Summary:** The Board submits to the General Assembly and the Governor an annual executive summary of its work no later than the first day of each regular session of the General Assembly, in accordance with procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.
- K. **Board Evaluation:** The Board shall conduct a self-evaluation biennially during the Board Retreat with a process discussed by the Executive Committee and approved by the Rector. The Board may occasionally have a formal evaluation of its processes and procedures conducted by an external evaluator at the discretion of the Executive Committee.

ARTICLE IV

IV. Officers of the Board

A. The officers of the Board are:

1. **Rector of the College:** The Rector presides over all meetings of the Board and determines the order of its business. The Rector serves as the spokesperson for the Board and its designated representative. The Rector performs other duties as prescribed by law or these Bylaws, or as expressly authorized by the Board, including the appointment of members to all committees of the Board, special committees, and ad hoc committees.

2. **Vice Rector of the College:** The Vice Rector performs the duties of the Rector when the Rector is absent or unable to discharge the duties of the office.
 3. **Secretary of the Board (elected):** The Secretary performs the duties of the Rector when neither the Rector nor the Vice Rector is present or able to discharge such duties.
- B. **Election of officers:** Prior to the annual meeting in every even year, the Rector appoints a committee of at least three members of the Board to nominate candidates for the offices of Rector, Vice Rector, and Secretary. Nominations will also be accepted from the floor. The Board elects officers from any members nominated at the annual meeting. By statute, either the Rector or the Vice Rector must be a resident of Virginia (§23.1-1300).
- C. **Term of office:** Each officer serves a two-year term beginning July 1 following the annual meeting. Officers are eligible for re-election for one additional term.
- D. **Vacancy of office:** Should an office be vacated prior to the conclusion of an elected term, the Rector, or officer pursuant to IV.A.2. and 3., appoints a committee of at least three members of the Board to nominate a candidate to stand for election at the next meeting of the Board to complete the unexpired portion of such term.

ARTICLE V

V. Organization of the Board

A. Executive committee:

1. **Membership:** The Executive Committee consists of: (1) the Rector, who serves as chair; (2) the Vice Rector; (3) the Secretary of the Board; (4) the chair of the Committee on Financial Affairs; and (5) three members of the Board at large appointed by the Rector.
2. **Delegation of the authority of the Board:** Except as provided otherwise by law or these Bylaws, the Executive Committee exercises the powers and transacts the business of the Board of Visitors between meetings of the full Board as needed. All members of the Board will be informed promptly of any action taken.
3. **Responsibilities:** The Executive Committee organizes the working processes of the Board and recommends best practices for Board

governance, consistent with relevant provisions of Title 23.1, § 23.1-1306, of the Code of Virginia.

4. **Staffing:** The Board-appointed Secretary to the Board staffs the Committee.

B. **Standing committees**

1. **Designation:** The Board has the following standing committees with members appointed by the Rector:
 - a) Committee on Academic Affairs
 - b) Committee on Administration, Buildings and Grounds
 - c) Committee on Athletics and Student Affairs
 - d) Committee on Audit, Risk and Compliance
 - e) Committee on Financial Affairs
 - f) Committee on Institutional Advancement
 - g) Richard Bland College Committee
2. **Membership:**
 - a) The Rector appoints one or more members of the Board to chair each committee, and may appoint one or more Board members to serve as vice chair(s) of each committee.
 - b) The Rector appoints at least three members of the Board to each standing committee, and may designate committees of the whole.
 - c) The Rector may replace chairs as necessary and remove members from committees or fill committee vacancies as necessary.
3. **Subcommittees:** Upon approval of the Rector, committees may appoint subcommittees of not less than three voting Board members from within their memberships to consider such specific matters as will facilitate the business of the committee. All subcommittee action is subject to ratification by the committee.
4. **Meetings of committees:** The chair, or vice chair acting when the chair is absent or unable to perform the duties of the chair, or a majority of the membership of the committee or subcommittee, may call meetings after consultation and approval by the Rector. Notice of meetings of committees and subcommittees is published as required by law.

5. **Faculty representative members of committees:** Annually, the Rector in consultation with the President, Provost, and chair of the Academic Affairs Committee appoints a faculty member from those nominated by the William & Mary Faculty Assembly Executive Committee, to the positions of non-voting faculty representative to each of the Committees on Administration, Buildings and Grounds, Athletics and Student Affairs, and Financial Affairs. No faculty member may serve on more than one committee. The William & Mary faculty representative to the Board (Section II.B.3.) serves as a non-voting advisory member of the Committee on Academic Affairs.
 6. **Student representative members of committees:** Annually, the Rector in consultation with the W&M President, Vice President for Student Affairs and Student Assembly President, shall appoint one W&M student from among the Student Assembly President, Vice President of the Student Assembly and the two student liaisons to the Board to the position of non-voting student representative to each of the Committees on Academic Affairs, Administration, Buildings and Grounds, Athletics and Student Affairs and Financial Affairs, with the understanding that such student shall serve for a term of one academic year.
- C. **Committee on Academic Affairs:** The Committee on Academic Affairs considers and makes recommendations on matters affecting educational policies and new degrees or programs, instructional faculty affairs, including academic tenure, and the academic organization of William & Mary, and advises the President of the University on matters of personnel policy in regard to members of the instructional faculty. The Committee meets on a regular basis with representatives of the faculties. The William & Mary faculty representative to the Board serves as a non-voting advisory member of the Committee. The Rector may appoint a student, as detailed in Section V.B.6., to the position of non-voting student committee representative. The Provost staffs the Committee.
- D. **Committee on Administration, Buildings and Grounds:** The Committee on Administration, Buildings and Grounds considers and makes recommendations on all matters relating to the administrative operations of the University, including human resources policy in regard to classified employees, university employees and other non-instructional faculty members; the buildings and grounds of William & Mary, including the naming of buildings; information technology; procurement; and any other matters referred to it by the Rector or the President particularly regarding authority granted under The Restructured Higher Education

Financial and Administrative Operations Act (Title 23.1 Chapter 10). The Rector may appoint a faculty member and student, as detailed in Section V.B.5. and 6., to the positions of non-voting faculty and student committee representatives. The Senior Vice President for Finance and Administration staffs the Committee.

The Chair and Vice Chair of the Committee serve on the Design Review Board, of which the Committee Chair serves as chair. The Design Review Board is advisory to the President of William & Mary.

- E. **Committee on Athletics and Student Affairs:** The Committee on Athletics and Student Affairs considers and makes recommendations on matters affecting the University's intercollegiate and recreational athletic policies, plans, and personnel, as well as student life, discipline, extracurricular activities and physical and behavioral health. The Rector may appoint a faculty member and student, as detailed in Section V.B.5. and 6., to the positions of non-voting faculty and student committee representatives. The Committee meets on a regular basis with student representatives of the University designated by the President of the Student Assembly. The Director of Athletics and the Vice President for Student Affairs staff the Committee.
- F. **Committee on Audit, Risk and Compliance:** The Committee considers and makes recommendations on policy matters pertaining to compliance, campus safety and security, and enterprise risk management, including financial, operational and reputational risks. The Committee on Audit, Risk and Compliance supervises the Director of Internal Audit, who is charged with auditing William & Mary and Richard Bland. The Committee reviews and approves the annual Audit Plan recommended by the Director of Internal Audit. The Committee performs an annual evaluation of the Director of Internal Audit during the Board's annual meeting for recommendation to the full Board. The Committee provides oversight of the compliance program and approves the Compliance Charter. The Presidents of the University and of the College may advise and consult with the Committee on any matter pertaining to internal auditing. The Director of Internal Audit, the Chief Compliance Officer, the Senior Vice President for Finance and Administration, and the RBC President or designee staff the Committee.
- G. **Committee on Financial Affairs:** The Committee on Financial Affairs considers and makes recommendations concerning the financial affairs of William & Mary and the Virginia Institute of Marine Science, which includes the submission and approval of all budgets and the administration of the financial policies and procedures established by the Board. The Committee has power and authority, subject to the guidelines set by the Board, to invest and reinvest all funds held by

the Board as an endowment or in trust for the uses and purposes of William & Mary, the Virginia Institute of Marine Science, and Richard Bland, with the assistance of the Presidents; and the Committee directs and controls the handling of investments by an investment counsel or depository agent at any time employed by the Board. The Rector may appoint a faculty member and student, as detailed in Section V.B.5. and 6., to the positions of non-voting faculty and student committee representatives. The Senior Vice President for Finance and Administration and the Vice President for Finance and Chief Financial Officer staff the Committee.

- H. **Committee on Institutional Advancement:** The Committee on Institutional Advancement consults with the President to promote William & Mary and foster the relationship between the University and its communities and friends. The Committee considers and makes recommendations on policies fostering lifelong relationships and connections between William & Mary and its alumni and fundraising, as well as legislative affairs, branding and communications. A representative of the Alumni Association and a representative of the William & Mary Foundation may meet with the Committee during Board meetings. The Vice President for University Advancement and the Vice President for Strategic Initiatives & Public Affairs staff the Committee.
- I. **Richard Bland College Committee:** The Richard Bland College Committee considers and makes recommendations on matters affecting educational and faculty policies, new degrees or programs, instructional faculty affairs and appointments, including academic tenure, executive appointments, and the academic organization of the College, and advises the President of the College on matters of personnel policy in regard to all classes of employees. The Committee considers and makes recommendations concerning the financial affairs of the College, which includes the submission and approval of all budgets and the administration of the financial policies and procedures established by the Board, as well as internal audits and compliance. The Committee considers and makes recommendations on all matters relating to the buildings and grounds of Richard Bland College, including the naming of buildings; the administrative operations of the College; information technology; procurement; and any other matters referred to it by the Rector or the President. The Committee consults with the President to promote Richard Bland's advancement and foster the relationship between the College and its communities and friends. The Committee considers and makes recommendations on policies fostering lifelong relationships and connections between Richard Bland and its alumni and fundraising. The Committee performs an annual evaluation of the President of Richard Bland

College during the Board's annual meeting for recommendation to the full Board. The Richard Bland student and faculty representatives serve as non-voting advisory members of the Committee. The President of the College staffs the Committee.

- J. **Special or ad hoc committees:** The Rector may appoint special or ad hoc committees of the Board as needed for the benefit of the Board and/or the University or the College.

ARTICLE VI

VI. Executive positions reporting to the Board of Visitors

- A. **President of William & Mary:** The Board elects the President of the University, who serves at its pleasure and pursuant to a contract with the Board. Any change to the President's employment contract is made only by a vote of a majority of the Board. The duties and responsibilities of the President are prescribed by law, these Bylaws, and such employment contract.

1. The President may attend all meetings of the Board of Visitors or its committees, except as otherwise directed by the Board or committee. The President brings to the attention of the Rector and the Board such matters as require the attention or action of the Board, and may participate in the discussions of the Board or its committees.
2. In case of the incapacitation, death or resignation of the President, the Board of Visitors designates as promptly as possible an Interim President to serve until a President is elected by the Board and assumes office.
3. At least annually, on a date set by the Rector of the College, the Board conducts an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1. of the Code of Virginia.

- B. **President of Richard Bland College:** The Board elects the President of Richard Bland College, who serves at its pleasure and pursuant to a contract with the Board. Any change to the President's employment contract is made only by a vote of a majority of the Board. The duties and responsibilities of the President are prescribed by law, these Bylaws, and such employment contract.

1. The President may attend all meetings of the Board of Visitors or its committees, except as otherwise directed by the Board or committee. The

President brings to the attention of the Rector and the Chair of the Richard Bland College Committee such matters as require the attention or action of the Board, and may participate in the discussions of the Board or its committees.

2. In case of the incapacitation, death or resignation of the President, the Board of Visitors designates as promptly as possible an Interim President to serve until a President is elected by the Board and assumes office.
3. At least annually, on a date set by the Rector of the College, the Board conducts an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1. of the Code of Virginia.

ARTICLE VII

VII. **Administrative positions reporting to the Board of Visitors**

- A. **Director of Internal Audit:** On recommendation of the President of the University, the Board appoints a Director of Internal Audit. The Director is responsible for the formation of an annual Audit Plan and for the administration and operation in the Office of Internal Audit. The Director consults with the President of William & Mary and the President of Richard Bland in the administration and operation of the Office of Internal Audit. The Director reports to the Committee on Audit, Risk and Compliance, and is evaluated annually by the Committee during the Board's annual meeting for review with full Board.
- B. **Building Official:** On recommendation of the President of the University, the Board appoints a Building Official certified by the Virginia Department of Housing and Community Development. The Building Official is authorized to determine the suitability for occupancy of, and to issue certifications for building occupancy for, all capital projects undertaken at William & Mary. Prior to issuing any such certification, the Building Official ensures that the Virginia Uniform Statewide Building Code requirements are met for that capital project and that such project has been inspected by the Fire Marshal or authorized designee. The Building Official reports directly and exclusively to the Board of Visitors through the Committee on Administration, Buildings and Grounds, and is evaluated annually by the Committee during the Board's annual meeting for review with the full Board.

ARTICLE VIII

VIII. Administrative positions of the Board of Visitors

- A. **University Counsel:** The Attorney General of Virginia, in consultation with the President of the University, appoints an Assistant Attorney General and Special Counsel from the Office of the Attorney General as counsel to the Board, the University and the College to provide necessary legal services on both routine matters and special projects.
- B. **Secretary to the Board:** The Board-appointed Secretary to the Board provides assistance to the Rector and members of the Board of Visitors, maintains minutes of all meetings of the Board and makes them available to any member of the Board, the Presidents of the University and College, and such others as required by law, with the authority to provide certification to the minutes of the meetings of the Board when necessary. On recommendation of the President of the University, the appointment of the Secretary to the Board is approved by resolution of the Board of Visitors.

ARTICLE IX

IX. Chancellor

Upon recommendation of the President, the Board of Visitors may elect a Chancellor of the University. The Chancellor's position is honorary, without responsibility, authority or compensation except for those duties and responsibilities specifically assigned to that position by the Board of Visitors. The Chancellor serves for seven years, and is eligible for re-election for additional terms upon recommendation of the President.

ARTICLE X

X. Responsibilities of the President and Officers of William & Mary

- A. The President is the chief executive officer of the University, oversees its overall operation under the direction of the Board and in accordance with its policies, and is accountable to the Board for its performance. The President may adopt such rules and regulations as appropriate to the proper administration of the University, provided they are not inconsistent with the policies of the Board of Visitors or the requirements of law. The President is assisted in the performance of duties by

officers as defined under Article X. B. The President recommends the appointment of such officers of the University, subject to the approval of the Board of Visitors.

Among other duties as the University's chief executive officer, the President:

1. Approves the salaries, appointments, promotions, and dismissals of members of the staff and faculties of the University.
 2. Oversees the admission of students, seeing to their well-being and administering a student disciplinary and Honor Code.
 3. Oversees the financial, budgetary, transactional and strategic activities of the University, as well as the use and maintenance of its physical facilities.
 4. The President, in consultation with the Rector, recommends to the Board candidates for honorary degrees.
 5. Confers all properly authorized degrees, with the exception of honorary degrees, which are conferred by the Rector or the Chancellor or their designee.
 6. Has the authority to transact business in the name of the University.
 7. Has the authority to further delegate such authority as has been conferred to the President, subject to guidelines for its exercise, and the President remains responsible for the delegated function.
- B. The Provost and other senior officers of the University report to the President. Such senior officers may include the Senior Vice President for Administration and Finance and the Vice Presidents for Strategic Initiatives and Public Affairs, Student Affairs, University Advancement, and the Director of Athletics.
1. The Provost serves as the chief academic officer and senior administrative officer of the University, and has general purview over all its educational programs, activities, personnel and policies. The Provost administers the affairs of the University during the temporary absence or disability of the President, except as otherwise directed by the Board.

The Provost is responsible jointly with the Senior Vice President for Finance and Administration for budgetary planning, and for submitting recommendations to the President regarding allocation of the University's resources and expenditure of its funds.

The Provost is responsible for working directly with the Deans, and the Faculty Assembly when appropriate, on academic planning, and on curricular, budgetary, personnel, and educational policy matters, for recommendation as appropriate to the President. In accordance with the provisions of the Faculty Handbook and the Code of Virginia and upon recommendation of the appropriate dean or administrative officer, the Provost submits to the President recommendations regarding salaries, appointments, promotions and dismissals of members of the staff and faculties of the University, and the establishment of new positions.

The Provost serves as the accreditation officer of William & Mary.

The Provost recommends to the President the calendar of the University, the curriculum of the faculties of the University, and the inauguration of new degrees or programs, the latter being subject to approval by the Board of Visitors. Such recommendations are formulated with due regard to the roles of the respective faculties, the Faculty Assembly, the educational mission of the University in the Virginia system of higher education, and budgetary and administrative feasibility.

Concurrently with the President, the Provost has the authority to transact business in the name of the University, with the exception of indebtedness and those particular assignments made to the Senior Vice President for Finance and Administration. The Provost has the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for its exercise.

2. The Senior Vice President for Finance and Administration administers the business affairs of the University. Under the direction of the President, the Senior Vice President is responsible jointly with the Provost for budget planning, and for recommendations to the President regarding University resource allocation and expenditure budgets.

It is the Senior Vice President's responsibility to assure that private funds under the custody of the Board are properly invested with the approval of the President and the Committee on Financial Affairs.

The Senior Vice President has custody of the University's key documents.

The Senior Vice President is responsible for the effective operation of the physical plant, the auxiliary enterprises, the general purchasing and supply system, human resources, campus security, and the buildings and grounds of the University.

Concurrently with the President, the Senior Vice President for Finance and Administration has the authority to transact business in the name of the University, including: (1) the transfer, conversion, endorsement, sale, purchase, assignment, conveyance and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, and evidence of indebtedness; (2) any and all contracts for the purchase of real estate and other property, or other securities or assets now or hereafter owned by the Board, or bearing any similar designation indicating ownership by the University; (3) agreements setting forth the terms for the acceptance of gifts to the University; (4) any and all contracts for the purchase or rental of professional services, supplies and equipment, including software and hardware; the design and construction of facilities; non-disclosure and confidentiality agreements; real estate and property leases or rental agreements; capital leases; acquisition or conveyance of any other type of property interest, including easements; equipment leases or fixed asset rental agreements; use of University facilities; and (5) any other agreements necessary to carry out and support the operations of the University, with the exception of those particular assignments made to the Provost. The sale of real property requires the approval of the Board and the Commonwealth of Virginia. The Senior Vice President for Finance and Administration has the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

- C. On recommendation of the President, the Board of Visitors appoints the Dean of the Faculty of Arts and Sciences and the Deans of the Schools of Business Administration, Education, Law, and Marine Science. The Deans have general responsibility for the Faculties under their jurisdiction and for the direction of the work of the Faculty or School. The Deans report to the Provost.

The Dean of the Faculty of Arts and Sciences and the Dean of the appropriate School, except as otherwise provided, advises the Provost in the formation of the Faculty and the determination of curriculum.

Subject to the legal obligations of the University, 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 University and the College.

- D. On recommendation of the President, the Board of Visitors appoints the 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 Swem Library, not including the Wolf Law Library.
- E. On recommendation of the President, the Board of Visitors appoints the Dean of the School of Marine Science as the Director of the Virginia Institute of Marine Science. The Dean/Director, under the direction of the President, has general purview of and administrative responsibility for the affairs of the Institute. Recognizing the integration of activities and on-going support provided to the Institute by William & Mary, the Dean/Director works in close collaboration with the Provost and Senior Vice President for Finance and Administration on financial and budgetary matters.

ARTICLE XI

XI. **Responsibilities of the President and Other Senior Officers of Richard Bland College**

- A. The President is the chief executive officer of the College, oversees its overall operation under the direction of the Richard Bland College Committee and the Board and in accordance with its policies, and is accountable to the Richard Bland College Committee and the Board for its performance. The President may adopt such rules and regulations as may be deemed appropriate to the proper administration of the College, provided they are not inconsistent with the policies of the Board of Visitors or the requirements of law.

Among the duties as the College's chief executive officer, the President:

1. Upon the recommendation of appropriate academic officers, appoints members of the faculty.
2. Oversees the admission of students, seeing to their well-being and administering a student disciplinary and Honor Code.
3. Oversees the financial, budgetary, transactional and strategic activities of the University, as well as the use and maintenance of its physical facilities.

- 4. The President, in consultation with the Rector, recommends to the Board candidates for honorary associate degrees.
 - 5. Confers all properly authorized degrees, with the exception of honorary degrees, which are bestowed by the President and the Rector of the College, or someone designated by the Rector.
 - 6. Has the authority to transact business in the name of Richard Bland College.
 - 7. Has the authority to further delegate such authority as has been conferred to the President. Such delegation must remain subject to guidelines for the exercise thereof, and the President remains responsible for the delegated function.
- B. The President, while remaining responsible for the overall administration of the College, is assisted in the performance of duties by a chief academic officer, a chief financial officer, or such other senior officers as the President deems necessary or appropriate. The President recommends the appointment of such officers of the College, subject to the approval of the Board of Visitors.

ARTICLE XII

XII. Policies and Regulations

Policies for the governance of William & Mary and Richard Bland as made from time to time by the Board of Visitors are binding on the appropriate communities and published within the University and the College by appropriate means.

No rule or regulation adopted by the Presidents of the University or RBC is 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.

A. Code of Ethics of William & Mary

The Board adopted this Code of Ethics for William & Mary, including the Virginia Institute of Marine Science, on April 17, 2009:

Integrity is one of the core values of the College of William & Mary. Thus, we are committed to lawful and ethical behavior in all of the University's activities. At William & Mary, we insist that all members of the University community – our board members, employees, students, and volunteers – comply with all laws, regulations, policies and ethical norms applicable to

them. More generally, we are to be honest, fair, and trustworthy ourselves and to take care that other members of the University community are also.

We, as members of the William & Mary community, will:

1. Obey the laws, regulations, and policies applicable to our university activities.
2. Protect and preserve university resources and ensure their proper use.
3. Avoid both conflicts of interest and the appearance of such conflicts.
4. Safeguard confidential information.
5. Make procurement decisions impartially and objectively.
6. Maintain effective internal controls to safeguard the regularity and integrity of our activities.
7. Treat other people with dignity and respect, ensuring there is no discrimination or harassment at William & Mary.
8. Report any illegal or unethical action that comes to our attention, so the University can investigate and take corrective steps.

B. Code of Ethics of Richard Bland College

The Board adopted this Code of Ethics for Richard Bland College on April 17, 2009:

Richard Bland College is committed to an environment of uncompromising integrity and ethical conduct. As such, the College's ethical standards are the foundation for both strategic and day-to-day action and activity. The College's faculty and staff are responsible for establishing and maintaining ethical standards, recognizing that their decisions and actions reflect not only on their individual reputations but also on the reputation of the college. Consistent with this responsibility for maintaining the highest ethical standards as well as personal and institutional integrity, the following Code of Ethics provides the framework for conducting College business.

1. We are committed to conducting College business in compliance with all applicable state and federal laws and regulations as well as College policies.
2. We will promote the integrity of all College business and transactions by avoiding direct or indirect actions that are inconsistent with the

State and Local Government Conflict of Interests Act or the Rules for Procurement of Goods, Services, Insurance, and Construction.

3. We make business decisions in the best interest of the College and avoid any conflicts of interest or commitment. As a result, we do not accept gifts, gratuities or favors of monetary value, or engage in private business or professional activities that may appear to affect professional judgment. College employees are in a position of public trust and, therefore, cannot accept gifts, gratuities or favors from bidders, vendors, contractors, or customers for any services they perform in connection with their positions or which are intended to create favorable business treatment.
4. We do not tolerate fraud, theft, waste or abuse of state, College, or College-related funds, property, or other resources and will immediately report suspected irregularities to our supervisor, the Richard Bland College Police Department, or the Office of Internal Audit. Employees also may report suspected irregularities through the Commonwealth of Virginia's Fraud, Waste, and Abuse Hotline.
5. We will not use College funds, property, equipment, services, systems, information, or our position for personal gain. We will protect the College's assets and resources, including intellectual properties, and ensure their proper use.
6. We will not use College funds, property, equipment, services, systems, or information to aid political parties or candidates for public office.
7. We will maintain the confidentiality and security of information entrusted to us by the College and its customers, except when disclosure is authorized or legally mandated. College records are its property and may only be used for job-related purposes. We will comply with the College's Acceptable use Policy for information technology.
8. We will adhere to the principle that the public's business should be conducted in the public view by observing and following both the letter and the spirit of the Virginia Freedom of Information Act.
9. The College is a workplace where all employees, students, and visitors are treated with dignity and respect. Therefore, we do not tolerate harassment or discrimination of any kind against another person. This includes—but is not limited to—discrimination on the basis of race, sex,

handicap, age, veteran status, national origin, religion, sexual orientation or political affiliation. College administrators, managers and supervisors are responsible for creating a work environment free of discrimination or harassment. Administrators or supervisors have a legal obligation to act whenever they learn, directly or indirectly, about discrimination or harassment.

10. The College is committed to ensuring the safety and security of employees, students, and visitors. Employees are responsible for compliance with environmental, health and safety laws and regulations and should make every effort to maintain a safe and healthy work environment.

MISCELLANEOUS

Adoption and Amendment of Bylaws. All Bylaws of the Board previously adopted are hereby superseded. All bylaws of the Faculties and other organizations of the University or the College must be consistent with the Bylaws of the Board. The Board charges the President of William & Mary or the President of RBC, as appropriate, with the responsibility to recommend to the Board amendments to the bylaws of the Faculties and other organizations that are determined to be changes of significance.

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

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 may be suspended until at least nine vote affirmatively therefore.

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

As amended by the Board of Visitors on September 28, 2018.

WILLIAM & MARY
APPOINTMENT OF CHANCELLOR OF THE COLLEGE

The Honorable Robert M. Gates '65, L.H.D. '98 has served as the twenty-fourth Chancellor of The College of William & Mary in Virginia since his investiture at Charter Day on February 3, 2012. Chancellor Gates' seven-year term expires in 2019.

Robert M. Gates '65, L.H.D. '98 has demonstrated distinguished service to his alma mater and his country, during a career in public service that began soon after he graduated from William & Mary in 1965. In 1966, he joined the Central Intelligence Agency and spent nearly 27 years as an intelligence professional, serving six presidents. During that period, he spent nearly nine years at the National Security Council. Dr. Gates served as Deputy Director of the CIA from 1986 to 1989, Assistant to the President and Deputy National Security Adviser at the White House from 1989 to 1991, and Director of the CIA from 1991 to 1993. On December 18, 2006, Dr. Gates took office as the nation's 22nd Secretary of Defense under President George W. Bush, and continued in that position under President Barack Obama until his retirement on June 30, 2011. He is the only person ever to serve as Secretary of Defense under two presidents of different political parties, and, in total, Dr. Gates served eight presidents.

After retiring from the CIA, Dr. Gates lectured at some of America's most prominent institutions, including Harvard, Yale, Johns Hopkins, Georgetown, Vanderbilt, and, of course, his alma mater. From 2002 to 2006, he was president of Texas A&M University after previously serving as the university's interim Dean of the Bush School of Government and Public Service from 1999 to 2001. He is the author of three books. *From the Shadows: The Ultimate Insider's Story of Five Presidents and How They Won the Cold War*, was published in 1996. His second book, *Duty: Memoirs of a Secretary at War*, published in 2014, was described as "one of the best Washington memoirs ever" in the New York Times and topped its list of best-selling non-fiction books for five consecutive weeks. His third book, *A Passion for Leadership: Lessons on Change and Reform from Fifty Years of Public Service*, was published in 2016.

Dr. Gates has been awarded the National Security Medal, the Presidential Citizens Medal, and has received the National Intelligence Distinguished Service Medal twice. He has been awarded the CIA's highest award, the Distinguished Intelligence Medal, three times. Upon his retirement, President Obama awarded him the Presidential Medal of Freedom, the highest honor a president can bestow on a civilian. In 1998, the College awarded him the honorary degree of Doctor of

Humane Letters, and in 2000 Dr. Gates received the Alumni Medallion from the Alumni Association.

William & Mary has benefited greatly from Dr. Gates long connection to the university, particularly so during his time as Chancellor. Given his distinguished service to the nation, extensive leadership experience, and devotion to his alma mater, Chancellor Gates is an invaluable representative of the university.

THEREFORE, BE IT RESOLVED, That, upon recommendation of the President, the Board of Visitors of the College of William & Mary elects The Honorable Robert M. Gates '65, L.H.D. '98 to a second term as the twenty-fourth Chancellor of The College of William & Mary in Virginia, for a period of seven years commencing July 1, 2019.

BE IT FURTHER RESOLVED, That a public re-investiture shall be made at an appropriate time.