



BOARD OF VISITORS BYLAWS

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PREAMBLE

Chapter 30 of Title 23.1 of the Code of Virginia establishes Eastern Virginia Medical School (EVMS) as a public instrumentality, public body politic and corporate, and political subdivision of the Commonwealth. The Code stipulates that EVMS shall be governed by a Board of Visitors, which shall generally direct the affairs of EVMS and adopt such regulations and bylaws for its own government and procedures as it shall determine.

The Board adopts the following bylaws to ensure the orderly and efficient conduct of its meetings and the business of EVMS. No person, regardless of position or title, has the authority to speak or act for the Board except to the extent the Board delegated such authority in these Bylaws or by other action of the Board.

ARTICLE I THE BOARD OF VISITORS

Section 1. General Powers. In accordance with Virginia Code §23.1-3000 et. seq., the Board of Visitors shall govern and generally direct the affairs of EVMS.

Section 2. Board Appointments. The Board is composed of seventeen nonlegislative citizen members appointed as follows:

Two members are appointed by the Governor;
Two members are appointed by the Senate Committee on Rules;
Three members are appointed by the Speaker of the House of Delegates;
Six members are appointed by the Eastern Virginia Medical School Foundation;
Two members are appointed by the City Council of Norfolk;
One member is appointed by the City Council of Virginia Beach;
One member is appointed by city councils of Chesapeake, Hampton, Portsmouth, Suffolk, and Newport News, in a rotating manner.

Section 3. Terms. Appointments are made for three year terms, commencing on July 1 of the appointment year. A member may not serve more than two consecutive three-year terms except that (i) a member appointed to serve an unexpired term is eligible to serve two consecutive three-year terms immediately succeeding such unexpired term and (ii) an officer is eligible to serve up to three additional one-year terms. A member is eligible to serve additional terms after one year has lapsed from the conclusion of cessation of service.

Section 4. Oath of Office; Expenses. Members shall take the appropriate oath of office prior to the discharge of any duties and shall continue to hold office until their successors have been appointed and qualified. Members shall receive no salary, but shall be entitled to receive reimbursement for necessary traveling and other expenses incurred while engaged in the performance of their duties.

Section 5. Member Removal; Vacancies. Any member may be removed by the Board upon majority vote whenever (i) a member fails to attend four consecutive meeting of the Board without reasonable cause as determined by the Board, (ii) fails to complete any required education or other board member duties after reasonable notice and opportunity to comply or (iii) the Board, in its judgment, determines the best interest of EVMS will be served thereby. Each appointing authority has the right to remove any member it appointed for malfeasance, misfeasance, incompetence, or gross neglect of duty. Vacancies occurring in the Board other than by expiration of a term shall be filled by the original appointing authority for the unexpired term.

Section 6. Conflict of Interest and Annual Disclosure. Any member shall be considered to have a conflict of interest if such member has existing or potential financial or other interest that may impair or reasonably appear to impair such member's independent, unbiased judgment in the discharge of responsibilities to EVMS. A conflict of interest shall also be deemed to exist if such member is aware that a member of his family is an officer, director, employee, member, partner, trustee or controlling stockholder and has such existing or potential financial or other interest. All members shall disclose to the Board any possible conflict of interest at the earliest practical time and shall complete an annual conflict of interest disclosure statement. Further, each member shall absent themselves from discussions of and abstain from voting on such matters under consideration by the Board or its committees.

Section 7. General Liability Insurance. EVMS shall maintain in full force and effect comprehensive general liability insurance coverage and directors and officers liability insurance, and such other insurance policies as the Board or President and Provost deem prudent. Such insurance policies shall be issued in amounts, terms, and conditions as the Board shall from time to time authorize on the recommendation of the Finance Committee. The Finance Committee shall review and report to the Board at least annually on the current status and provisions of such policies.

Section 8. Indemnification. EVMS shall provide its current and former members and officers with legal defense in connection with any threatened or pending actions, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which they are made parties by reason of being or having been a representative of EVMS and shall indemnify such member or officer for judgments, damages, settlements, and costs reasonably incurred in such proceedings, so long as such matters are not the result of the member or officer's gross negligence or willful misconduct.

ARTICLE II OFFICERS OF THE BOARD

Section 1. Board Officers. The Board shall annually elect a Rector, Vice-Rector, Treasurer, and Secretary from among its membership and may elect assistant secretaries

and treasurers who are not required to be members. The same member may serve as both Secretary and Treasurer.

Section 2. Election; Term of Office. At the Annual Meeting of the Board, the Board shall elect the officers by majority vote of the members present following nominations presented by the Governance Committee. The officers of the Board shall each serve for a term of one year. All Board officers shall hold office until their successors are elected and take office, unless earlier terminated by death, resignation, or removal.

Section 3. Officer Removal, Vacancies. Any Board officer or assistant may be removed by the Board upon a majority vote, whenever, in its judgment, the best interest of EVMS will be served thereby. Vacancies occurring in an office may be filled by the Board for the unexpired portion of the term.

Section 4. Rector. The Rector shall, when present, preside at all meetings of the Board. The Rector shall perform all duties incident to the office of Rector and such other duties as may be prescribed by the Board from time to time. With support from the Governance Committee, the Rector shall complete a formal evaluation of the President and Provost at least every three years. The Rector shall sign all instruments and obligations of EVMS that the Board has authorized to be executed, except in cases where signatory authority has been delegated by the Board by these Bylaws or otherwise to some other officer or agent of EVMS, or shall be required by law to be otherwise signed or executed.

Section 5. Vice Rector. In the absence of the Rector or when authorized by the resolution of the Board, the Vice Rector shall perform the duties of the Rector and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Rector. The Vice Rector shall perform such other duties as from time to time may be assigned to the office of Vice Rector by the Rector or by the Board.

Section 6. Secretary. The Secretary shall cause all the minutes to the proceedings of the Board to be kept in a journal maintained for that purpose and all votes to be recorded. The Secretary shall cause all notices to be duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall have constructive custody of the records and the seal of EVMS and ascertain that the seal of EVMS is affixed to all documents when the execution of such documents on behalf of EVMS under its seal is duly authorized. The Secretary shall perform all duties incident to the Office of Secretary and such other administrative duties as from time to time may be assigned to the Secretary by the Board, Rector, or President and Provost of EVMS.

Section 7. Treasurer. The Treasurer shall have oversight of the financial affairs of EVMS and shall cause at regular intervals, and as otherwise required by the Board, a statement of the accounts to be rendered by the staff of EVMS. The Treasurer shall perform all the duties incident to the office of the Treasurer and such other administrative duties as from time to time may be assigned to the Treasurer by the Board, Rector, or President and Provost of EVMS.

Section 8. Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers, in general, shall perform such administrative duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the Board, Rector, or President and Provost of EVMS.

ARTICLE III EXECUTIVE AND ADMINISTRATIVE OFFICERS

Section 1. Office of the President and Provost. The Board shall appoint a President and Provost of EVMS. The President and Provost is the Chief Executive Officer and Chief Academic Officer of EVMS and reports to the Board. The President and Provost shall have the following powers and duties:

- a. The President and Provost shall have responsibility for the operations of EVMS in accordance with §23.1-3000 et. seq., the bylaws, and policies and resolutions of the Board;
- b. The President and Provost shall act as an advisor to the Board and shall recommend the policies and programs that will best promote the interests of EVMS to the Board for consideration;
- c. The President shall assure the financial integrity of EVMS and develop and recommend to the Board an annual financial plan and budget;
- d. The President and Provost shall assure that EVMS maintains current strategic, financial, and operational plans, and establishes policies and procedures that support those plans;
- e. The President and Provost shall have the power to establish and modify the internal administrative structure of EVMS;
- f. The President and Provost shall manage EVMS academic services in accordance with policies of EVMS and the Board;
- g. The President and Provost shall appoint a Dean for each school division, subject to the approval of the Board, and all Vice Presidents and Vice Provosts;
- h. The President and Provost shall appoint or provide for the appointment of other administrative and academic officers and such professors, teachers, staff members, agents, and other personnel as necessary and according to the processes adopted by the Board;
- i. The President and Provost shall serve as an ex-officio, non-voting, member of all committees of the Board;
- j. The President and Provost shall control the fundraising activities of EVMS.
- k. The President and Provost shall be responsible for approving all clinical or academic contracts, and for approving all proposals/requests for proposals for clinical or academic services, negotiations with outside parties, and other business proposals of EVMS faculty;
- l. The President and Provost shall design, implement, manage, and recommend final approval to the Board all faculty promotion and tenure, compensation and incentive plans;

- m. The President and Provost shall prepare and administer the academic plan for EVMS, which meets all requirements for accreditation and the service needs to the public;
- n. The President and Provost shall oversee all academic and student affairs;
- o. The President and Provost shall develop, coordinate and oversee the basic, clinical and research programs of EVMS; and,
- p. The President and Provost shall have such other powers and perform such other duties as given, assigned or delegated by the Board; and,
- q. The President and Provost may designate another EVMS officer or employee to exercise, in whole or in part, the authority of the President and Provost, provided that the President and Provost shall be responsible to the Board for the actions of his designee.

Nothing in the above powers and duties of the President and Provost shall be construed to grant the President and Provost the authority to perform any act or enter into any agreement or arrangement that would modify a written policy of the Board, unless the written policy of the Board or the Board specifically gives him the authority to do so. In addition, the President and Provost shall not have the authority to enter into any agreement or arrangement that involves non-grant expenditure by EVMS in excess of 3 million dollars, unless the expenditure was otherwise approved as part of the annual budget.

Section 2. Other Executive, Administrative and Academic Officers and Employees. Vice Presidents, Vice Provosts, and Deans of a school division shall report to and be responsible to the President and Provost and shall be responsible for the coordination, supervision and direction of those activities assigned by the President and Provost. Upon appointment of other executive, administrative and academic officers and employees, the President and Provost shall prescribe their duties and responsibilities and the terms of their employment. The compensation established for executives, officials, faculty, or other employees shall be in conformity with the approved budget and the terms of employment shall be in conformity with EVMS personnel policies.

ARTICLE III MEETINGS OF THE BOARD

Section 1. Regular Meetings. Regular meetings of the Board shall be held with notice at least four times a year at such times and dates as scheduled by the Rector. When circumstances require, the regular meeting date may be changed by the Rector, or in his/her absence, by the Vice Rector, by giving at least three days' notice of such fact to each member and to the public as required by the Virginia Freedom of Information Act.

Section 2. Notice. The notice of regular meetings shall be provided at least three days prior to the meeting and shall specify the date, time, and location in accordance with the Virginia Freedom of Information Act.

Section 3. Annual Meeting. The regular June meeting of the Board shall be the annual meeting. The following matters will be included on the agenda for the annual meeting:

- a. Announcement of new Board members taking office on the ensuing July 1;
- b. Election of officers to take office on the ensuing July 1;
- c. Review and approval of the proposed operating budget for the ensuing fiscal year;
and
- d. Annual Reports of the Rector and the President and Provost.

Section 4. Special or Emergency Meetings. Special or emergency meetings of the Board may be held upon the call by the Rector or Vice Rector or by any three members. Notice, reasonable under the circumstances, shall be given to the public contemporaneously with that to the Board members in accordance with the Virginia Freedom of Information Act.

Section 5. Place of Meeting. The Board will hold its meetings on the EVMS campus in the City of Norfolk or at such other convenient place as may be specified in the notice.

Section 6. Rector Pro Tem. In the absence of both the Rector and the Vice Rector at a duly held regular or special meeting of the Board, the Secretary or Treasurer shall serve as Rector Pro Tem, or if unavailable to serve, the Board shall elect a Rector Pro Tem to preside over the meeting.

Section 7. Quorum. At all meetings of the Board, a majority of the members then appointed shall constitute a quorum for the purpose of transacting business, but any number less than a quorum at a meeting may adjourn the meeting from time to time until a quorum is present. When a quorum is present, action may be taken by the Board upon a vote of the majority of the members present.

Section 8. Resolutions and Proposals for Actions. To ensure appropriate consideration of all matters to be acted upon by the Board, resolutions and action proposals shall be presented to the members by each standing committee and as a part of the reports of the Executive Officers, including the report of the President and Provost, or by the Rector. Informational reports from any special committees established by the Board and from entities or groups organizationally affiliated as a part of EVMS, shall be heard by the Board. Reports from such special committees or affiliated organizations requiring official action by the Board shall be presented to the Board by the appropriate standing or special committee or by the President and Provost or Rector as a part of their reports. All resolutions to be adopted by the Board shall be made a part of the minutes.

Section 9. Manner of Voting. Voting on matters acted on by the Board shall be by call vote and the "ayes" and "nays" shall be entered into the minutes of each meeting unless the vote of the members present is unanimous, in which case the minutes shall be so indicated.

Section 10. Rules of Order. The principles of procedure set forth in Robert's *Rules of Order* shall provide guidance for the conduct of meetings.

ARTICLE IV
SPECIAL AND STANDING COMMITTEES OF THE BOARD

Section 1. Standing Committees. There shall be four standing committees of the Board, which are the Finance Committee, the Academic and Student Affairs Committee, the Audit and Compliance Committee, and the Governance Committee. In addition to the duties listed below, each committee will consider other matters as may be referred to it by the Board, the Rector, or the President and Provost. No standing committee has the power or authority to commit the Board to any policy or action unless such power or authority is granted herein or by other Board action.

Section 2. The Finance Committee. The Finance Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general, and will consider all issues of current and future financial operations. The Finance Committee's responsibilities include: annual and long-term financial planning; operating and capital budgets; financial monitoring and reporting systems; human resources and benefits management; financial liaison with affiliates; financial services; information technology; risk management; physical facilities; parking; materials management; auxiliary services (housing, bookstore, security); and records and contract maintenance. The CEO of the EVMS Medical Group will report the activities of the Medical Group to the Finance Committee. The Finance Committee will be composed of the Rector (or designee), the Treasurer, Board members, a faculty member recommended by the Faculty Senate, the President and Provost (non-voting), and the Chief Executive Officer of EVMS Medical Group (non-voting).

Section 3. The Academic and Student Affairs Committee. The Academic and Student Affairs Committee supports the Board's responsibility to advance the provision of quality education offered by EVMS and advises the Board on policies and plans regarding student affairs and the environment for student learning and student life consistent with EVMS' stated goals and objectives. The Academic and Student Affairs Committee's responsibilities include: academic program planning, approval and evaluation; academic policy and program development; academic program affiliations; academic affairs; regular degree approval; faculty appointments and promotions; faculty recruitment and retention issues; reviewing policies governing students, including the admission and retention of students and student rights, responsibilities, conduct, and discipline; reviewing and overseeing matters relating to student government, appropriate student participation in EVMS governance, and student organizations and extracurricular activities; and reviewing and overseeing matters relating to financial aid, housing services, counseling, student health, and other student services. The Academic and Student Affairs Committee will be composed of the Rector (or designee), Board members, a faculty member recommended by the Faculty Senate, and two student representatives (non-voting).

Section 4. The Audit and Compliance Committee. The Audit and Compliance Committee supports the Board's financial oversight and compliance responsibilities. The Audit and Compliance Committee's responsibilities include: oversight of financial reporting and

financial statement matters and any critical accounting and reporting issues; selecting an external auditing firm; annually reviewing and accepting the audited financial statements and management letter from the external auditors; determining that the administration has been open and has acted in good faith in connection with the audit; oversight of the internal audit function, including receiving reports and approval of the annual audit plan and special audits; research audits; operating policy audits; and, overseeing legal and regulatory compliance and the compliance management system. Members of the Audit and Compliance Committee may serve on the Finance Committee. The Audit and Compliance Committee will be composed of the Rector (or designee), Board members, and the President and Provost (non-voting).

Section 5. The Governance Committee. The Governance Committee supports the working processes and governance of the Board. The Governance Committee's responsibilities include: identifying and cultivating member prospects to assist appointing bodies; Board member education; arranging nomination process for Board officers; evaluating the responsibilities and expectations of the Board; assessing Board performance and effectiveness; determining Board needs; periodically reviewing the Board's bylaws and recommending amendments; liaising with affiliated Boards or entities; and supporting the Rector with the formal evaluation of the President and Provost, including review and acceptance of the Rector's written evaluation of the President and Provost. The Board may retain one or more outside consultants to undertake a comprehensive evaluation of the President and Provost and the related standing of the institution and the consultant shall work with the Governance committee. The Governance Committee will be composed the Rector, Vice Rector, the respective Chairs of the other standing committees, additional Board members and the President and Provost (non-voting).

Section 6. Special Committees. The Board may create special committees, describe its functions and purposes, and prescribe its duties and responsibilities.

Section 7. Appointment of Members and Chairs. The Rector shall appoint the Chairs and members of standing and special committees of the Board for a term of one year, without limitation on their terms of service. Only Board members shall be eligible to serve as Chair. The Rector or his designee shall be an ex-officio member of every standing and special committee. The President and Provost shall be an ex-officio, non-voting member of every standing and special committee, but may be excused from the Governance Committee during performance and evaluation discussions. The Treasurer shall serve as an ex-officio member of the Finance Committee.

Section 8. Attendance; Voting; Quorum. The Rector may attend and vote at any standing or special committee meeting. Any other member of the Board may attend any standing or special committee meeting, but shall not vote except on the standing or special committees to which he or she has been appointed. Any standing or special committee shall be authorized to act or make recommendations to the Board when a majority of the committee members are present and a majority of those present approve the action or recommendation. The standing and special committees shall determine upon

recommendation of the President and Provost what additional staff and assistants shall attend meetings of the committees.

Section 9. Minutes of Meetings. A copy of the minutes of all meetings of standing and special committees, when approved by the respective committees, shall be delivered to the Board.

ARTICLE V EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Rector, Vice Rector, Secretary, Treasurer, and one additional member recommended by the Rector from the Chairs of the Finance, Academic and Student Affairs, and Audit and Compliance Committees, all of whom shall be voting members of the Committee. The President and Provost shall be an ex-officio, non-voting member. The Executive Committee may be held upon the call of the Rector, and is authorized to act for the Board between regular meetings except that it may not: (1) elect Board Officers, (2) make changes in the mission and purposes of the institution, or (3) adopt amendments to the bylaws. All actions taken by the Executive Committee in the interim between meetings shall require the vote of four members of the committee and the action shall be reported to the Board at the next regular meeting and confirmed, if required.

ARTICLE VI OPERATING POLICIES AND PROCEDURES

The Board shall adopt appropriate policies and procedures that pertain to the overall operations, maintenance, and development of its various missions.

ARTICLE VII RELATED ORGANIZATIONS

The Board is responsible for assuring that activities of other organizations with which EVMS operates are consistent with the mission, priorities, and goals of EVMS. The Board may adopt appropriate guidelines defining the relationships between EVMS and related entities or foundations, which shall be presented to the Board for adoption by the standing committee or special committee responsible for EVMS' relationship to such entity or by the Rector or President and Provost.

ARTICLE VIII AMENDMENTS

The Bylaws shall be subject to amendment or repeal upon a vote of not less than twelve (12) members at any duly called regular or special meeting, provided such call gives notice in writing of the proposed amendment to be acted upon at such regular or special meeting.