

# **GEORGE MASON UNIVERSITY**

## ***BOARD OF VISITORS***

### **Bylaws**

#### **ARTICLE I**

##### ***Mission Statement***

George Mason University (“University”) is a public, comprehensive research university established by the Commonwealth of Virginia in the National Capital Region. We are an innovative and inclusive academic community committed to creating a more just, free, and prosperous world.

In accomplishing this mission, the George Mason University Board of Visitors (“Board”) shall generally direct the affairs of the University in accord with the powers and duties assigned by law.

#### **ARTICLE II**

##### ***Membership***

1. Membership on the Board is established pursuant to §23.1-1300 and §23.1-1501 of the Code of Virginia, as more fully set forth in the Appendix B of the Bylaws.
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 Code of Virginia § 23.1-1304 in their first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members of the Board shall record such failure in the minutes at its next meeting and notify the Governor, and the office of such member shall be vacated. Notwithstanding the provisions of Code of Virginia § 23.1-1300.E or any other provision of law, the Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board and fill the vacancy resulting from the removal.
3. The Board shall appoint annually two University students to serve as nonvoting advisory representatives. The representatives will be selected as a result of their respective elections to the positions of president of the Student Government (undergraduate student body) and president of the Graduate and Professional Student Association (graduate student body) with terms coinciding with their elected terms in office. Such students may participate in all standing committees as well as meetings of the Board. The non-voting student representatives may be included in closed sessions

- by invitation at the discretion of the Rector. Where a representative is unable to complete the entire year term, the Board shall make an appointment to fill the unexpired term. (§23.1-1300.H.).
4. The Faculty shall elect two non-voting representatives to each standing committee of the Board except the Executive Committee and the Audit, Risk, and Compliance Committee (see below). To accomplish this representation, the Faculty Senate shall administer bi-annual faculty representative elections. The candidates will be from the faculty at-large and elected by the faculty at-large. The Faculty Senate will notify the President of the outcome and the President will forward the nominations to the Rector for appointment. A separate faculty member may be selected to serve as a non-voting faculty liaison to the Audit, Risk, and Compliance Committee. The Chair of the Audit, Risk, and Compliance Committee will solicit nominees and make the appointment. No faculty member may serve on more than one committee. Faculty may serve more than one term.
  5. The Board exercises its discretion to appoint the standing Faculty Senate Chair as the nonvoting advisory faculty representative. (§23.1-1300.G.).
  6. The Board appoints the standing Chair of the Mason Staff Senate to serve as a nonvoting advisory staff liaison to the Board. The staff liaison may participate in all full meetings of the Board and committee meetings, and may attend closed sessions by invitation at the discretion of the Rector or the respective committee chair.

### **ARTICLE III** *Officers*

1. Officers are elected pursuant to §23.1-1502 of the Code of Virginia, as more fully set forth in the Appendix B of the Bylaws.
2. The duties of the Rector shall be as follows:
  - (a) To preside over all meetings of the Board. (§23.1-1502.C.).
  - (b) To sign all diplomas, certificates or degrees issued by the University.
  - (c) To execute all deeds, contracts, agreements or other legal documents authorized by the Board except as provided by Article VII.
  - (d) To attend official functions of the University as the representative of the Board.
  - (e) To carry out such other acts and functions as the Board may from time to time direct.
3. The duties of the Vice Rector shall be as follows:
  - (a) In the absence of the Rector to preside at meetings of the Board.
  - (b) To serve in the place and stead of the Rector upon the disability of the Rector or at such other times and circumstances when directed by the Rector.
  - (c) To perform such other duties as the Board from time to time may direct.

4. The duties of the Secretary shall be as follows:
  - (a) In the absence of the Rector and Vice Rector to preside at meetings of the Board.
  - (b) To attest the signature of the Rector as otherwise delegated, to affix the seal of the University to official documents, deeds, or other instruments of the University, and to supervise its use by such other persons as the Board may approve.
  - (c) To advise the Rector when proceedings under §23.1-1300.E. of the Code of Virginia are appropriate.
  - (d) To carry out such other duties as the Board may from time to time prescribe.

#### **ARTICLE IV** ***Meetings***

1. Regular and special meetings are conducted in accord with §23.1-1502 and §2.2-3707 of the Code of Virginia, as more fully set forth in the Appendix B of the Bylaws.
2. The first regularly scheduled meeting of the Board after June 30 of every year will constitute the annual meeting. Board policies, unless adopted or readopted at the annual meeting, are voidable at the discretion of the Board.
3. Notice of the time and place of all regular meetings of the Board shall be sent to each member at least 10 days before such meeting accompanied by an agenda of those matters scheduled to be raised for their consideration and by the minutes of such Executive Committee meetings as may have been held since the Board's last previous annual or regular meeting.
4. Eight members shall constitute a quorum (§23.1-1502.B.) A vote upon any proposal (except changes to the President's employment contract) at any meeting of the Visitors shall require the affirmative vote of a majority present for approval. (§1-222.).
5. Notice of the time and place of special meetings shall be sent to each member at least 3 days in advance of such meeting. When in the judgment of the Rector, Board action is likely to be required, a call shall be issued simultaneously for both a special Board meeting and an Executive Committee meeting with notice to all members of the Board. Should a quorum of the Board fail to be present, the Executive Committee shall be convened.
6. Whenever in the judgment of the Rector an emergency exists, the Board may be convened for a special meeting upon the giving of any reasonable notice by the Rector or the Secretary to all of the members, and a quorum shall be sufficient to transact any business of the University with respect to such emergency.

7. The Rector may exclude nonvoting, advisory faculty or students from discussions of faculty grievances, faculty or staff disciplinary matters or salaries, or any other matter. (§23.1-1300.I).
8. The Board shall invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees. (§23.1-1303.B.1.).

## **ARTICLE V**

### ***Committees***

1. The Board shall at its annual meeting, upon nomination by the Rector, appoint from among its members individuals to serve on the following Standing Committees: Academic Programs, Diversity & University Community; Finance and Land Use; Audit, Risk, and Compliance; Development; and Research Committees. A majority of members or three (3) members, whichever is less, of a standing committee shall constitute a quorum at any meeting. Unless otherwise stipulated, committee members shall be appointed for one year. The Rector shall also appoint the Chair and Vice Chair of each committee and the Board shall confirm those appointments at its annual meeting. The Rector shall not serve as a chair of a standing committee. When acting as the Rector and if serving as a committee chair, the Vice Rector shall relinquish his chairmanship to the committee vice chair. The Rector shall be a member of the Executive Committee and a member *ex officio* of all other standing committees. The duties and responsibilities and terms of membership on committees of the Board shall be determined by the Board at the annual meeting.
2. **Executive Committee:**
  - (a) The Rector (and in his/her absence the Vice Rector) shall serve as Chairman of this Committee. The Committee shall consist of the Rector, the Vice Rector, the Secretary and two other members elected by the Board at the annual meeting.
  - (b) The Executive Committee shall meet at the call of the Rector with simultaneous notice provided to all Board members.
  - (c) The Executive Committee shall be empowered to transact the business of the University in the recess of the Board. (§23.1-1502.F.).
  - (d) The Executive Committee shall organize the working processes of the Board and recommend best practices for Board governance. The Committee shall discharge those duties established pursuant to §23.1-1306 of the Code of Virginia, as more fully set forth in Appendix to the bylaws:
  - (e) The Executive Committee shall report the Minutes of its meetings at the next regular meeting of the Board.
  - (f) All Board members may fully participate in Executive Committee meetings; however, voting will be limited to members of the Executive Committee.

- (g) The Executive Committee will authorize expenditures only during times of emergency or immediate need.
- (h) The Executive Committee is subject to such subsequent actions as may be exercised at any regular or special meeting of the full Board.

### 3. Standing Committees

#### (a) Academic Programs, Diversity & University Community Committee

(i) In addition to the special responsibilities, which may, from time to time, be assigned to the Committee of the Board, the Committee shall have the following specific responsibilities:

- (1) Review and recommend to the full Board all proposed new programs and degrees and monitor the conduct of existing programs.
- (2) Review policies governing the selection, appointment, compensation, tenure, rights and responsibilities, and development of the faculty.
- (3) Develop procedures governing the appointment and promotion of faculty for use by the President or Provost.
- (4) Review all proposals for the organization of the academic structure of the University.
- (5) Be advised of the hiring of all faculty and administrative faculty for announcement to the Board.

(ii) The Committee shall be responsible for making recommendations to the Board on policies and plans regarding University life that are consistent with overall University policies and plans and will ensure the achievement of the University's stated goals and objectives.

(iii) The Committee shall be responsible for assisting the Board in achieving its goal of promoting equal opportunity, fairness and diversity and shall serve to discuss, consider and initiate university policy and programs related to the university's commitment and responsibility to those goals. No less than annually, the committee shall deliver a progress report to the Board with recommendations as appropriate pertaining to University diversity issues.

#### (b) Finance and Land Use Committee:

(i) The members shall serve for a period of two years after appointment to the Committee. The chairman and vice chairman shall serve for a two-year term (in order to span the preparation and submission of the University's biennial budget request).

(ii) The Committee shall recommend fiscal policy to the Board and oversee the financial operations of the University.

(iii) The Committee shall be responsible for developing and recommending to the Board policies which implement budget guidelines received from the General Assembly, the State Council of Higher Education, and State regulatory agencies.

(iv) The Committee shall have responsibility for the in-process review and analysis of the preparation of the University's biennial budget, capital outlay budget, and other special budget requests for submission to the office of the Governor and the State Council of Higher Education. Each of these budgets shall be submitted through the Committee to the Board for approval.

(v) The Committee shall be responsible for developing and recommending to the Board policies and plans regarding all matters related to land use and physical facilities.

**(c) Audit, Risk, and Compliance Committee**

(i) The Committee shall assist the Board in fulfilling its oversight responsibilities for the financial reporting process; the system of internal controls; internal and external auditing; institutional compliance processes that monitor compliance with laws and regulations; and enterprise risk management processes that assess significant risks to the University and the steps management has taken to monitor and control such risks.

(ii) Each Committee member shall be independent as defined by the Board. At least one member shall be financially literate as defined by the Board

(iii) The Committee shall develop and adopt a charter for carrying out its responsibilities.

**(d) Development Committee**

(i) The Committee shall make recommendations to the Board on all matters regarding fundraising at the University.

**(e) Research Committee**

(i) The Committee shall advance and protect the research mission of the University.

(ii) The Committee shall review policies related to the research function and make recommendations to the Board regarding important research initiatives.

(iii) The Committee will collaborate with other standing committees on the Board to assure consistency in academic and budget policy. (v) The Committee shall provide regular reports to the Board on research performance, opportunities, and risks.

**4. Special Committees**

(a) The Rector may appoint special committees, or ad hoc committees, of the Board as required for the benefit of the Board and the University.

**ARTICLE VI**  
***Administration***

1. The affairs of the University shall be directed by the Board through its chief executive officer, who shall be the President of University. The President shall report directly to the Board. In addition, the Board shall appoint, upon recommendation of the President, such other personnel of the University as the Board may from time to time deem appropriate.
  
2. The President shall be responsible for carrying out the direction of the Board in accomplishing the mission of the University. Annually the President will prepare and present to the Board a set of goals and objectives for accomplishing the mission of the University. The achievement of the goals and objectives, as reported by the President at the final meeting of the year, along with the following standards of performance, will become the performance plan by which the Board will evaluate the President:
  - (a) The President shall establish policies and procedures (“University Policy”) for the effective and efficient operation of the University. The Board will be provided a periodic review of these policies and procedures.
  - (b) The President shall manage the financial affairs of the University to ensure all legal obligations are met.
  - (c) The President shall manage the University's personnel function so that there are sufficient faculty and staff to provide academic and administrative services needed by students to complete listed programs.
  - (d) The President shall provide a program consisting of activities where the University interacts with its external community. The primary purpose for this shall be to generate goodwill for the University.
  
3. The Board shall conduct a self-evaluation of its responsibilities and expectations at least once every two years, using a process determined by the Executive Committee and approved by the Rector.

At the annual meeting of the Board, the Board shall meet with the President, in a closed meeting pursuant to §2.2-3711(A)(1), and deliver an evaluation of the President’s performance. Any change to the President’s employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of the majority of the Board’s members. (§23.1-1303.B.8.).

**ARTICLE VII**  
***Delegation and Reservation of Authority***

1. The Board delegates to the President the general authority to manage and operate the University; to establish policies and procedures (“University Policy”); to comply with executive and statutory mandates; to execute all documents and receive, manage and expend all funds on behalf of the University consistent with guidelines and authorizations established by the budget adopted by the Board, except as limited by these bylaws.
2. The authority delegated to the President is limited to the extent that approval from the Board, or in recess the Executive Committee, shall be required in order for the University to enter into contracts and agreements to execute any of the following:
  - (a) The conveyance of real estate or the University's interest in real estate other than easements for the benefit of the University.
  - (b) Contracts, leases, or any other documents by which the University leases or acquires a leasehold interest in real estate for more than five (5) years with an annual cost exceeding \$1,000,000.
  - (c) Contracts, leases, or any other documents by which the University leases any of its real estate for more than one year with annual rental exceeding \$250,000.
  - (d) Part-time and full-time faculty or administrative faculty appointments of more than five (5) academic or calendar years.
  - (e) Contracts or other documents for capital projects in excess of 125% the approved budget.
3. Prior approval of the Board shall be required before any related private business entity that performs services of special interest to the University may be established or chartered. Following such approval, the Board delegates to the President the authority to execute those documents necessary to establish such related private business entities. Such private business entities shall have their own boards, which may or may not be interlocked with the Board as determined by the Board. Any such private business entities established under this delegation should provide the Board with the following:
  - (a) A copy of the constitution, Bylaws and/or certificates of incorporation of said private entities.
  - (b) An annual report stating the services to be supplied to the University by said private entities.
  - (c) A copy of an official annual audit of said private entities.
  - (d) Any additional information requested by the in writing.
4. The Board retains sole authority to adopt those regulations having the force and effect of law under the Virginia Register Act (§2.2-4100, *et seq.*).
5. The Board may adopt and revise from time to time such resolutions and statements of policy as necessary to further limit or delegate the authority of the Board.



6. The Board shall review and approve the budget submitted to the General Assembly for appropriations.

## **ARTICLE VIII**

### ***Delegation of Certain Other Responsibilities***

1. The Board may extend authority to the student body of the University providing for the establishment of an Honor System at the University.
2. The Board may extend authority to the student body of the University providing for the establishment of a Student Government.
3. The Board may authorize the establishment of a Faculty Senate.
4. The Board may authorize the President through representatives of the student body or the faculty, to establish or to discontinue University organizations. The Board may, upon the recommendation of the President, require the separate incorporation of any such organization.
5. The Board may provide appropriate funds of the University for the administration of the affairs of the organizations authorized pursuant to this article.
6. The Board may, from time to time, amend or withdraw any authorization issued pursuant to this article.

## **ARTICLE IX**

### ***Liability***

All members of the Board of Visitors are considered to be officials of George Mason University and the Commonwealth of Virginia. As such, they are covered by the Commonwealth's Risk Management Plan, which is promulgated by the Governor. Under the current plan, as a general rule as long as they are acting in the scope of their duties and responsibilities as Board members, and as long their conduct does not constitute gross negligence, they will be covered and defended by the commonwealth. A copy of this plan is maintained in the University's Risk Management Office.

## **ARTICLE X**

### ***Expenses***

1. The Board shall serve without compensation.
2. Members of the Board shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties from University funds (§23.1-1307).

## **ARTICLE XI**

### ***Seal***

1. The University Seal is a federally registered trademark bearing Registration Number 1,592,419 as shown in the Appendix A of the Bylaws.
2. The Secretary of the Board shall be the custodian of the seal.
3. The Board may, by resolution, vest authority in other persons to affix the seal.

## **ARTICLE XII**

### ***Records***

The Board shall provide, through the President's Office, for the keeping of all Board records.

## **ARTICLE XIII**

### ***Meeting Procedures in Accord with Robert's Rules of Order***

The Board will conduct all University meetings in accord with the Code of Virginia and these Bylaws. In the event a question arises which is not addressed in the Bylaws, the Board Secretary shall consult Robert's Rules of Order and advise the Rector on the appropriate procedures to be followed.

## **ARTICLE XIV**

### ***Adoption and Amendment of Bylaws***

These Bylaws may be amended by a majority vote of the Board at the annual meeting or at any regular or special meeting provided that the proposed amendments are conveyed to the members of the Board at least ten days in advance of the meeting in which they are to be acted upon.

APPENDIX A



## APPENDIX B

### CHAPTER 13

#### GOVERNING BOARD OF PUBLIC INSTITUTION OF HIGHER EDUCATION

##### **§ 23.1-1300. Members of governing boards; removal; terms; nonvoting, advisory representatives.**

A. Members appointed by the Governor to the governing boards of public institutions of higher education shall serve for terms of four years. Vacancies occurring other than by expiration of a term shall be filled for the unexpired term. No member appointed by the Governor to such a governing board shall serve for more than two consecutive four-year terms; however, a member appointed by the Governor to serve an unexpired term is eligible to serve two consecutive four-year terms immediately succeeding such unexpired term. Except as otherwise provided in § [23.1-2601](#), all appointments are subject to confirmation by the General Assembly. Members appointed by the Governor to the governing board of a public institution of higher education shall continue to hold office until their successors have been appointed and qualified. Ex officio members shall serve a term coincident with their term of office.

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

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

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

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

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

G. The governing board of each public institution of higher education and each local community college board may appoint one or more nonvoting, advisory faculty representatives to its respective board. In the case of local community college boards and boards of visitors, such representatives shall be chosen from individuals elected by the faculty or the institution's faculty senate or its equivalent. In the case of the State Board, such representatives shall be chosen from individuals elected by the Chancellor's Faculty Advisory Committee. Such representatives shall be appointed to serve (i) at least one term of at least 12 months, which shall be coterminous with the institution's fiscal year or (ii) for such terms as may be mutually agreed to by the State Board and the Chancellor's Faculty Advisory Committee, or by the local community college board or the board of visitors, and the institution's faculty senate or its equivalent.

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

I. Nothing in subsections G and H shall prohibit the governing board of any public institution of higher education or any local community college board from excluding such nonvoting, advisory faculty or student representatives from discussions of faculty grievances, faculty or staff disciplinary matters or salaries, or any other matter.

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

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

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

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

1. Make regulations and policies concerning the institution;
2. Manage the funds of the institution and approve an annual budget;
3. Appoint the chief executive officer of the institution;
4. Appoint professors and fix their salaries; and
5. Fix the rates charged to students for tuition, mandatory fees, and other necessary charges.

B. The governing board of each public institution of higher education or its designee may:

1. In addition to the powers set forth in Restructured Higher Education Financial and Administrative Operations Act (§ [23.1-1000](#) et seq.), lease or sell and convey its interest in any real property that it has acquired by purchase, will, or deed of gift, subject to the prior approval of the Governor and any terms and conditions of the will or deed of gift, if applicable. The proceeds shall be held, used, and administered in the same manner as all other gifts and bequests;
2. Grant easements for roads, streets, sewers, waterlines, electric and other utility lines, or other purposes on any property owned by the institution;
3. Adopt regulations or institution policies for parking and traffic on property owned, leased, maintained, or controlled by the institution;
4. Adopt regulations or institution policies for the employment and dismissal of professors, teachers, instructors, and other employees;
5. Adopt regulations or institution policies for the acceptance and assistance of students in addition to the regulations or institution policies required pursuant to § [23.1-1303](#);
6. Adopt regulations or institution policies for the conduct of students in attendance and for the rescission or restriction of financial aid, suspension, and dismissal of students who fail or refuse to abide by such regulations or policies;
7. Establish programs, in cooperation with the Council and the Office of the Attorney General, to promote (i) student compliance with state laws on the use of alcoholic beverages and (ii) the awareness and prevention of sexual crimes committed upon students;
8. Establish guidelines for the initiation or induction of students into any social fraternity or sorority in accordance with the prohibition against hazing as defined in § [18.2-56](#);
9. Assign any interest it possesses in intellectual property or in materials in which the institution claims an interest, provided such assignment is in accordance with the terms of the institution's intellectual property policies adopted pursuant to § [23.1-1303](#). The Governor's prior written approval is required for transfers of such property (i) developed wholly or predominantly through the use of state general funds, exclusive of capital assets and (ii)(a) developed by an employee of the institution acting within the scope of his assigned duties or (b) for which such transfer is made to an entity other than (1) the Innovation and Entrepreneurship Investment Authority, (2) an entity whose purpose is to manage intellectual properties on behalf of nonprofit organizations, colleges, and universities, or (3) an entity whose purpose is to benefit the respective institutions. The Governor may attach conditions to these transfers as he deems necessary. In the event the Governor does not approve such transfer, the materials shall remain the property of the respective institutions and may be used and developed in any manner permitted by law;

10. Conduct closed meetings pursuant to §§ [2.2-3711](#) and [2.2-3712](#) and conduct business as a "state public body" for purposes of subsection D of § [2.2-3708.2](#); and

11. Adopt a resolution to require the governing body of a locality that is contiguous to the institution to enforce state statutes and local ordinances with respect to offenses occurring on the property of the institution. Upon receipt of such resolution, the governing body of such locality shall enforce statutes and local ordinances with respect to offenses occurring on the property of the institution.

**§ 23.1-1303. Governing boards; duties.**

A. For purposes of this section, "intellectual property" means (i) a potentially patentable machine, article of manufacture, composition of matter, process, or improvement in any of those; (ii) an issued patent; (iii) a legal right that inheres in a patent; or (iv) anything that is copyrightable.

B. The governing board of each public institution of higher education shall:

1. Adopt and post conspicuously on its website bylaws for its own governance, including provisions that (i) establish the requirement of transparency, to the extent required by law, in all board actions; (ii) describe the board's obligations under the Virginia Freedom of Information Act (§ [2.2-3700](#) et seq.), as set forth in subdivision B 10 of § [23.1-1301](#), including the requirements that (a) the board record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection I of § [2.2-3707](#) and § [2.2-3707.1](#), (b) discussions and actions on any topic not specifically exempted by § [2.2-3711](#) be held in an open meeting, (c) the board give public notice of all meetings, in accordance with subsection C of § [2.2-3707](#), and (d) any action taken in a closed meeting be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § [2.2-3711](#); and (iii) require that the board invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees;
2. Establish regulations or institution policies for the acceptance and assistance of students that include provisions (i) that specify that individuals who have knowingly and willfully failed to meet the federal requirement to register for the selective service are not eligible to receive any state direct student assistance, (ii) that specify that the accreditation status of a public high school in the Commonwealth shall not be considered in making admissions determinations for students who have earned a diploma pursuant to the requirements established by the Board of Education, and (iii) relating to the admission of certain graduates of comprehensive community colleges as set forth in § [23.1-907](#);
3. Assist the Council in enforcing the provisions relating to eligibility for financial aid;
4. Notwithstanding any other provision of state law, establish policies and procedures requiring the notification of the parent of a dependent student when such student receives mental health treatment at the institution's student health or counseling center and such treatment becomes part of the student's educational record in accordance with the federal Health Insurance Portability and Accountability Act (42 U.S.C. § 1320d et seq.) and may be disclosed without prior consent as authorized by the federal Family Educational Rights and Privacy Act (20 U.S.C. § 1232g) and related regulations (34 C.F.R. Part 99). Such

notification shall only be required if it is determined that there exists a substantial likelihood that, as a result of mental illness the student will, in the near future, (i) cause serious physical harm to himself or others as evidenced by recent behavior or any other relevant information or (ii) suffer serious harm due to his lack of capacity to protect himself from harm or to provide for his basic human needs. However, notification may be withheld if any person licensed to diagnose and treat mental, emotional, or behavioral disorders by a health regulatory board within the Department of Health Professions who is treating the student has made a part of the student's record a written statement that, in the exercise of his professional judgment, the notification would be reasonably likely to cause substantial harm to the student or another person. No public institution of higher education or employee of a public institution of higher education making a disclosure pursuant to this subsection is civilly liable for any harm resulting from such disclosure unless such disclosure constitutes gross negligence or willful misconduct by the institution or its employees;

5. Establish policies and procedures requiring the release of the educational record of a dependent student, as defined by the federal Family Educational Rights and Privacy Act (20 U.S.C. § 1232g), to a parent at his request;

6. Establish programs to seek to ensure that all graduates have the technology skills necessary to compete in the twenty-first century and that all students matriculating in teacher-training programs receive instruction in the effective use of educational technology;

7. Establish policies for the discipline of students who participate in varsity intercollegiate athletics, including a provision requiring an annual report by the administration of the institution to the governing board regarding enforcement actions taken pursuant to such policies;

8. In addition to all meetings prescribed in Chapters 14 (§ 23.1-1400 et seq.) through 29 (§ 23.1-2900 et seq.), meet with the chief executive officer of the institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711 and deliver an evaluation of the chief executive officer's performance. Any change to the chief executive officer's employment contract during any such meeting or any other meeting of the board shall be made only by a vote of the majority of the board's members;

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

10. Submit the annual financial statements for the fiscal year ending the preceding June 30 and the accounts and status of any ongoing capital projects to the Auditor of Public Accounts for the audit of such statements pursuant to § 30-133;

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



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

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

14. Adopt policies that are supportive of the intellectual property rights of matriculated students who are not employed by such institution.

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

A. From such funds as are appropriated for such purpose, the Council shall develop, in consultation with public institutions of higher education and members of their governing boards, and annually deliver educational programs for the governing boards of such institutions. New members of such governing boards shall participate, at least once during their first two years of membership, in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education. In developing such programs, the Council may consider similar educational programs for institutional governing boards in other states. In addition, the Council shall develop educational materials for board members with more than two years of service on the governing board. Each such board member shall participate in further training on board governance at least once every two years, and the Council shall develop criteria by which such board members shall demonstrate compliance with this requirement.

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

1. Board members' primary duty to the citizens of the Commonwealth;
2. Governing board committee structure and function;
3. The duties of the executive committee set forth in § [23.1-1306](#);
4. Professional accounting and reporting standards;
5. Methods for meeting the statutory, regulatory, and fiduciary obligations of the board;
6. The requirements of the Virginia Freedom of Information Act (§ [2.2-3700](#) et seq.), developed and delivered in conjunction with the Freedom of Information Advisory Council;
7. Institutional ethics and conflicts of interest;

8. Creating and implementing regulations and institution policies;
9. Business operations, administration, budgeting, financing, financial reporting, and financial reserves, including a segment on endowment management;
10. Fixing student tuition, mandatory fees, and other necessary charges, including a review of student debt trends;
11. Overseeing planning, construction, maintenance, expansion, and renovation projects that affect the institution's consolidated infrastructure, physical facilities, and natural environment, including its lands, improvements, and capital equipment;
12. Workforce planning, strategy, and investment;
13. Institutional advancement, including philanthropic giving, fundraising initiatives, alumni programming, communications and media, government and public relations, and community affairs;
14. Student welfare issues, including academic studies; curriculum; residence life; student governance and activities; and the general physical and psychological well-being of undergraduate and graduate students;
15. Current national and state issues in higher education;
16. Future national and state issues in higher education;
17. Relations between the governing board and the chief executive officer of the institution, including perspectives from chief executive officers of public institutions of higher education;
18. Best practices for board governance, including perspectives from current board members; and
19. Any other topics that the Council, public institutions of higher education, and members of their governing boards deem necessary or appropriate.

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

***§ 23.1-1304.1 Governing boards; additional duties; policy; acceptance of terms and conditions associated with donations, gifts, and other private philanthropic support.***

The governing board of each public institution of higher education shall establish a policy for the acceptance of terms and conditions associated with any donation, gift, or other private philanthropic support. Each such policy shall include an administrative process for reviewing, accepting, and documenting terms and conditions associated with (i) gifts that direct academic decision-making and (ii) gifts of \$1,000,000 or more that impose a new obligation on the institution of higher education, excluding gifts for scholarships or other financial aid. Each public institution of higher education shall retain documentation of such terms and conditions in compliance with the Virginia Public Records Act (§ [42.1-76](#) et seq.) and such documentation shall be subject to the provisions of the Virginia Freedom of Information Act (§ [2.2-3700](#) et seq.).

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

The executive committee of the governing board of each public institution of higher education shall (i) organize the working processes of the board; (ii) recommend best practices for board governance; (iii) develop and recommend to the board a statement of governance setting out the board's role; (iv) periodically review the board's bylaws and recommend amendments; (v) provide advice to the board on committee structure, appointments, and meetings; (vi) develop an orientation and continuing education process for board members that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.); (vii) create, monitor, oversee, and review compliance with a code of ethics for board members; and (viii) develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.

***§ 23.1-1307. Governing boards; expenses of members.***

Members of the governing board of each public institution of higher education shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties. Funding for the expenses of the members shall be provided by the institution.

*CHAPTER 15*

*GEORGE MASON UNIVERSITY*

***§ 23.1-1500. Corporate name; name of the University.***

A. The board of visitors of George Mason University (the board) is a corporation under the name and style of "The Rector and Visitors of George Mason University" and has, in addition to its other powers, all the corporate powers given to corporations by the provisions of Title 13.1 except those powers that are confined to corporations created pursuant to Title 13.1. The board shall at all times be under the control of the General Assembly.

B. The institution shall be known as George Mason University (the University).

**§ 23.1-1501. Membership.**

- A. The board shall consist of 16 members appointed by the Governor. At least one member appointed each year shall be an alumnus of the University.
- B. The alumni association of the University and the board may submit to the Governor a list of at least three nominees for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The Governor may appoint a member from the list of nominees.

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

- A. The board shall meet at the University once a year and at such other times as it determines. Special meetings of the board may be called by the rector or any three members. The secretary shall provide notice of any special meeting to each member.
- B. Eight members shall constitute a quorum.
- C. Every other year, the board shall appoint from its membership a rector to preside at its meetings, a vice-rector to preside at its meetings in the absence of the rector, and a secretary to preside at its meetings in the absence of the rector and vice-rector.
- D. The board may appoint a pro tempore officer to preside at its meetings in the absence of the rector, vice-rector, and secretary.
- E. Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the unexpired term.
- F. At every regular annual meeting of the board, the board may appoint an executive committee for the transaction of business in the recess of the board, consisting of at least three and not more than five members, to serve for a period of one year or until the next regular annual meeting.

**§ 23.1-1503. Powers and duties.**

- A. The board shall appoint all teachers, staff members, and agents and fix their salaries and generally direct the affairs of the University.
- B. The board may confer degrees and, subject to the provisions of § 23.1-203, approve new academic programs and discontinue academic programs offered by the University.

**§ 23.1-1504. Establishment of branch campus in the Republic of Korea.**

- A. In recognition that global educational opportunities benefit the intellectual and economic interests of the Commonwealth, the board may create a corporation or other legal entity controlled by the University to establish and operate a branch campus of the University in

the Republic of Korea. Establishment of the branch campus is subject to Council guidelines governing the approval of branch campuses, pursuant to § 23.1-203.

B. The board has the same powers with respect to operation and governance of its branch campus in Korea as are vested in the board with respect to the University.

C. No corporation or other legal entity created for the above purpose shall be deemed a state or governmental agency, advisory agency, public body or agency, or other instrumentality.

D. No director, officer, or employee of any such corporation or other legal entity shall be deemed an officer or employee of the Commonwealth for any purpose.

E. In operating the branch campus, the board shall provide for appropriate professional opportunities for Virginia-based faculty to teach or conduct research on the Republic of Korea campus and educational opportunities for Virginia-based students to study or conduct research on the Republic of Korea campus.

F. Nothing contained in this section shall be deemed a waiver of the sovereign immunity of the Commonwealth or the University.

***Chapter 836, 2017 Acts of Assembly (“The Budget Act”)***

§4-9.02 LEVEL II AUTHORITY

c. 1. As part of a five-year pilot program, George Mason University and James Madison University are authorized, for a period of five years, to exercise additional financial and administrative authority as set out in each of the three functional areas of information technology, procurement and capital projects as set forth and subject to all the conditions in §§2.0, 3.0 and 4.0 of the second enactment of Chapter 824 and 829 of the Acts of Assembly of 2008 except that (i) any effective dates contained in Chapter 824 and 829 of the Acts of Assembly of 2008 are superseded by the provisions of this item, and the institution is not required to have a signed memorandum of understanding with the Secretary of Administration regarding participation in the nongeneral fund decentralization program as provided in subsection C of §2.2-1132 in order to be eligible for the additional capital project authority.

2. In addition, each institution shall exercise additional financial and administrative authority over financial operations as follows:

**Approved by the Board of Visitors 12/03/2020**  
***Appendix B updated July 1, 2020 in accordance with the 2020 Acts of Assembly***