

**GEORGE MASON UNIVERSITY
BOARD OF VISITORS MEETING**

**ANNUAL MEETING
August 1, 2025**

**Hazel Conference Room
Merten Hall 1201**

AGENDA

- | | |
|--------------------------------|---|
| 8:30 a.m. – 9:00 a.m. | <i>Continental Breakfast</i> |
| 9:00 a.m. | I. Call to Order |
| 9:00 a.m. | II. Approval of the Minutes
A. Full Board Meeting on May 1, 2025 (ACTION ITEM) |
| 9:00 a.m. – 9:15 a.m. | III. Electronic Meeting Policy (ACTION ITEM) |
| 9:15 a.m. – 9:45 a.m. | IV. Rector's Report
A. View from the Bridge
B. Approval of Bylaws (ACTION ITEM)
C. Election of Committee Appointments
i. Election of Members-at-Large to the Executive Committee (2)
(ACTION ITEM)
ii. Committee Chair and Vice Chair Appointments (ACTION ITEM)
iii. Committee Appointments (ACTION ITEM)
iv. Appointment of Board Liaisons
D. DEI Resolution (ACTION ITEM) |
| 9:45 a.m. – 10:30 a.m. | V. Annual President's Report |
| 10:30 a.m. – 10:45 a.m. | VI. Board Orientation
A. Code of Ethics – Annual Review and Certification
B. Classified Information Access (ACTION ITEM)
C. Student Referrals/Admissions
D. Document and Records Request Policy Review |
| 10:45 a.m. – 10:55 a.m. | VII. New Business
A. Academic Affairs
i. Faculty Actions
1. Election of New Tenured Faculty (ACTION ITEM)
B. Finance and Land Use
i. Financial Matters
1. Deficit Authorization Annual Notice
C. Law School Foundation Resolution (ACTION ITEM) |
| 10:55 a.m. – 11:50 a.m. | VIII. Closed Session
A. Personnel Matter to discuss the performance goals of the President (Code of VA: §2.2-3711.A.1)
B. Consultation with Legal Counsel regarding FOIA and COIA for Board Members and the aforementioned items (Code of VA: §2.2-3711.A.8)
C. Consultation with Legal Counsel pertaining to actual or probable litigation (Code of VA: §2.2-3711.A.7) |

D. Consultation with Legal Counsel regarding the aforementioned items (Code of VA: §2.2-3711.A.8)

11:50 a.m.

IX. Adjournment

11:50 a.m.

Lunch

The August 1, 2025 Meeting of the Board of Visitors will be in-person. Members of the public are welcome to observe in person or may view the meeting live at the following link: <https://bov.gmu.edu/live/>. Overflow gallery seating is located in Merten 1204. Please be aware that the full board agenda timing is for planning purposes only, the formal meeting could conclude before or after the time noted so participants should plan accordingly.

Written comments will be accepted until the full board meeting adjourns on August 1, 2025. To submit a written public comment, please complete the form at the following link: <https://forms.office.com/r/p1yy7AmGxe>. Written comments will be entered into the public record of this meeting.

No oral public comment will be taken at this meeting.

**BOARD OF VISITORS
GEORGE MASON UNIVERSITY**

**Full Board Meeting
Thursday May 1, 2025
Merten Hall, Hazel Conference Room (1201), Fairfax Campus**

MINUTES

PRESENT: Rector Cully Stimson, Vice Rector Mike Meese, Secretary Armand Alacbay, Visitors Horace Blackman, Reginald Brown, Lindsey Burke, Anjan Chimaladinne, Charles Cooper (virtual), William Hansen (virtual), Maureen Ohlhausen, Bob Pence, Jon Peterson, Nancy Prowitt, and Jeff Rosen.

ABSENT: Visitors Caren Merrick and Dolly Oberoi.

ALSO PRESENT: Solon Simmons, Faculty Representative; Carolyn Faith Hoffman, Graduate Student Representative; Maria Cuesta, Undergraduate Student Representative; Rachel Spence, Staff Liaison; Gregory Washington, President; James Anthony, Provost and Executive Vice President; Anne Gentry, University Counsel; and Scott Nichols, Interim Secretary pro tem.

I. Call to Order

Rector Stimson called the meeting to order at 11:00 a.m.

Rector Stimson informed the Board that two board members requested to participate remotely:

- Visitor Cooper due to a personal matter, specifically for personal travel in Switzerland.
- Visitor Hansen due to a personal matter, specifically out of town for work travel in Georgia.

Citing the board's Electronic Meeting Participation policy, Rector Stimson **MOVED** to approve Visitor Cooper and Visitor Hansen's electronic participation in the meeting. The motion was **SECONDED** by Vice Rector Meese. The **MOTION CARRIED BY VOICE VOTE**.

II. Recognitions

A. Honorary Degree Presentation

Rector Stimson introduced Carolyn Peterson to the board as one of George Mason University's founding mothers. A recipient of the Mason Medal with her husband in 2008, her family has funded schools, colleges, scholarships and buildings at the university. She has served on the George Mason Foundation Board of Trustees and is best known for her support of the arts with active roles on the Mason Arts Board and with *ARTS by George!*.

On behalf of the board of Visitors, Rector Stimson conferred upon Mrs. Peterson the Honorary Doctor of Humane Letters. Mrs. Peterson thanked the board and highlighted her time working with every university president and president's wife, remarking at how the university has grown from a single building to what it is today.

B. Appreciation Plaque Presentations to Outgoing Representatives

Rector Stimson recognized the 2024-2025 BOV student representatives, Carolyn Faith Hoffman and Maria A. Romero Cuesta. He presented Ms. Hoffman with a plaque and invited her to introduce her successor.

Ms. Hoffman expressed gratitude to the board, the advisors in the College of Public Health who supported her in her graduate student representative role, and to Maria and the students for their support. Ms. Hoffman then introduced Nilima Mow who will serve as the 2025-2026 President for the Graduate and Professional Student Association (GAPSA) and has been a representative in their general assembly during the past year.

Rector Stimson thanked Ms. Hoffman and invited Ms. Cuesta to receive her plaque and introduce her successor.

Ms. Cuesta extended her gratitude to the board and for her time working alongside Carolyn. She then introduced Isaiah Grays who will serve as the Student Body President for the 2025-2026 academic year. Mr. Grays will be a sophomore studying government international politics.

Rector Stimson also congratulated Solon Simmons for being reelected to a second term as the President of the Faculty Senate.

C. Recognition of Early Identification (EIP) Graduating Students

Rector Stimson recognized the 2025 graduating class of the Early Identification Program (EIP), and directed the board to the history of the program and the names of the graduates located in the board materials. Rector Stimson introduced Dr. Mia Hines, Interim Executive Director of EIP, who thanked the board and President Washington for their support of EIP and for recognizing their graduating seniors.

Dr. Hines proceeded to introduce Meeha Bhuiyan as this year's student speaker. A first-generation Bengali-American and first to pursue higher education in her family, Ms. Bhuiyan is an honors student, majoring in biology with a minor in public health and plans to pursue a Master's of Science in management in the Costello School of Management through the Bachelor's Accelerated Master's program after graduation. Her long-term goal is to attend medical school and become a pediatrician, hoping to open her own clinic and serve minority communities like the one where she grew up.

Ms. Bhuiyan expressed gratitude for the foundation and support of the EIP program. She explained that the EIP program provided her academic and personal support for college and career preparation programming beginning in 8th grade and continuing through 12th grade. After graduating from high school, the EIP program provided a full tuition scholarship to George Mason University and also provided life skills: confidence, patience, and friendship. She thanked the EIP family, Dr. Khaseem Davis, Dr. Mia Hines, Ms. Jasmine Osborne, Ms. Bailey Highsmith, Ms. Gabby Rodriguez, Mr. Bob Lavelle, Erin Muss, and her college mentors. In closing, she added that education is often called the key to unlocking the future, but it is not about unlocking doors but for building a bridge for her community for generations to come.

The Board and members of the gallery recognized the graduates with a standing ovation.

D. Jack Wood Awards Presentation

Rector Stimson noted that the stories for each Jack Wood Award recipient is included in the board materials and in a program placed at their seats. He then introduced Traci Kendall, the Executive Director of Operations and Community and Local Government Relations, to present this year's Jack Wood Awards. Ms. Kendall explained that the award is named after former Fairfax Mayor, John C. "Jack" Wood. Mr. Wood's son joined this segment and assisted with presenting each award alongside President Washington. Ms. Kendall offered congratulatory remarks for the following recipients of the six award categories:

- Community Category:
 - DeShane Jones, BA '18, is this year's recipient and was in attendance to accept his award.
- Student Category:
 - Food Recovery Network (FRN) is this year's recipient and Camila Rosales, President, was in attendance to accept their award.
- Faculty/Staff Category:

- Matt Rice, faculty member in the Department of Geography and Geoinformation Science is this year's recipient and was in attendance to accept his award.
- Government Category:
 - Takis Karantonis, Arlington County Board Chair, is this year's recipient and was in attendance to accept his award.
- Partnership Category:
 - Prince William County Community Services Board and George Mason's College of Public Health partnered to create the Peer Support Specialist Workforce Pipeline and are this year's recipients. Members from both organizations came forward to accept the award.
- Legacy Award:
 - Padmanabhan "Padhu" Seshaiyer, professor and director in the Mathematical Sciences Department, is this year's recipient and was in attendance to accept his award.

Rector Stimson invited all honorees to join the board for lunch and recessed the meeting at 11:43 a.m.

Lunch Recess

Meeting Reconvene

PRESENT: Rector Cully Stimson, Vice Rector Mike Meese, Secretary Armand Alacbay, Visitors Horace Blackman, Reginald Brown, Lindsey Burke, Anjan Chimaladinne, Charles Cooper (virtual), William Hansen (virtual), Maureen Ohlhausen, Bob Pence, Jon Peterson, Nancy Prowitt, and Jeff Rosen.

ABSENT: Visitors Caren Merrick and Dolly Oberoi.

ALSO, PRESENT: Solon Simmons, Faculty Representative; Maria Cuesta, Undergraduate Student Representative; Rachel Spence, Staff Liaison; Gregory Washington, President; James Anthony, Provost and Executive Vice President; Anne Gentry, University Counsel; Dan Stephens, Interim Senior Vice President and Chief Financial Officer; David Burge, Vice President for Enrollment Management; Sharnnia Artis, Vice President of Access, Compliance and Community; Marvin Lewis, Assistant Vice President and Director of Intercollegiate Athletics; Malcolm Grace, Deputy Athletic Director, Compliance and NCAA Guidance; and Scott Nichols, Interim Secretary pro tem.

III. Approval of the Minutes

Rector Stimson reconvened the meeting at 12:45 p.m.

Rector Stimson called for any corrections to the Full Board Meeting Minutes for February 27, 2025; Full Board Meeting Minutes for April 1, 2025; or the Special Full Board Minutes for April 17, 2025 that were provided for review in the board meeting materials. Hearing no corrections, the meeting minutes stood **APPROVED AS WRITTEN**.

IV. Rector's Report

A. View from the Bridge

Rector Stimson began his report by describing the active engagement of the board, to include:

- April 10 Finance and Land Use Committee meeting on tuition, fees, and land use.
- Visitor Caren Merrick was appointed by Governor Youngkin to the board.
- April 17 Academic Programs, Diversity & University Community Committee meeting that began the discussion of whether to consider a proposal to prohibit race and other protected classes against discrimination in order to comply with a recent executive order along with the Education Department

Dear Colleague letter, directives from Richmond, and compliance with federal law. The board will continue the discussion at this meeting by hearing from university management on the changes to programs, policies, offices, scholarships, etc. that brings the university into compliance with the law.

- Timeline of the board's DEI review:

- September 2023: creation of an ad hoc DEI Committee, formed under the leadership of Rector Blackman and co-chaired by Visitors Meese and Witeck. The committee held 10 meetings, several one-on-one conversations with professors, and met with students on April 17, 2024 for a two-hour listening session.
- April 2, 2024: the public comment session of the full board meeting included oral and written comments on DEI.
- March 27, 2024: board members attended the Braver Angels/ACTA debate and discussion with students related to DEI.
- May 2024: the full board heard a report from the DEI Committee, *The Mason Way*, making recommendations on the assessment of positions and offices, a campus climate survey, and more.
- November 23, 2024: the campus climate survey on DEI had 311 responses. Members of the DEI committee met with faculty, staff, and students involved in DEI and related offices.
- Board members had other interactions with students on DEI, including the SciTech campus opening, a meeting with graduate students led by Ms. Hoffman, and a more than two-hour meeting with a dozen students led by Ms. Cuesta. Visitor Blackman met with students on April 22, Visitor Alacbay met with students on April 25, and Visitor Brown met with students on April 26.

Rector Stimson personally thanked outgoing Visitors Blackman, Chimaladinne, Oberoi, and Prowitt for their service to the board as their terms expire on July 1, 2025. They will be honored at the October 15 annual BOV recognition event.

Rector Stimson restated his announcement at the Executive Committee meeting of the appointment of Vice Rector Mike Meese and Secretary Armand Alacbay to work with university administration and legal counsel to review and revise the board bylaws, with proposed revisions provided to the board at least 10 days for review and feedback prior to the August 1 annual meeting when they will be put forward for approval.

Rector Stimson concluded with reminding the board that the OSCAR Celebration of Student Scholarship and Impact is on May 6, 2025; Commencement is on Thursday, May 15, 2025 at EagleBank Arena; a private musicale is on May 27; the Annual Planning Conference is Thursday, July 31; and the Annual Meeting is on Friday, August 1, 2025.

B. Board of Visitors Meeting Schedule for 2025-2026 (ACTION ITEM)

C. Board of Visitors Meeting Schedule for 2026-2027 (ACTION ITEM)

Rector Stimson reminded the board that the meeting schedules for 2025-2027 were proposed at the February 27, 2025 meeting and are included in today's meeting materials. No requests were made to consider alternative dates. Rector Stimson then **MOVED** that the Board approve the Board of Visitors Meeting Schedule for 2025-2026 and the Meeting Schedule for 2026-2027 as they are provided in the meeting materials. The motion was **SECONDED** by Visitor Prowitt. The **MOTION CARRIED BY VOICE VOTE**.

V. President's Report

Rector Stimson recognized President Washington who reported the following:

Overview of year-to-date performance:

- A stellar start to the academic year has faced challenges. Presidential Performance metrics, with 25% of the fiscal year remaining:
 - Most metrics are succeeding; there is a slight decline in graduate enrollment of 1.1%, largely due to executive orders. Graduate research expenditures have not risen as hoped due to the research environment nationally. School rankings are mixed.
- Carnegie Classification of Institutions of Higher Education added a new classification to include outcomes (measured by student earnings 8 years after graduation) and access (how easy it is to get into the institution). Mason classified as High Access and High Outcomes, the only public R1 institution in the state to achieve this placement. Only 13 of the “large” or “very large” R1 universities (96) in the country are classified High Access and High Outcomes, and only 5 “very large” R1 universities achieve this classification.

Strategic issues:

- Executive Order update
 - There are about 30 executive orders that could possibly impact George Mason. The orders are subdivided into 3 categories:
 - DEI:
 - George Mason eliminated, amended, reduced, renamed or paused (while under review) programs to move DEI infrastructure into compliance with current federal directives.
 - Country of origin (to include immigration status and foreign aid support):
 - Dramatic changes to graduate enrollments are being managed.
 - The university developed a process to support current graduate students who are affected by updated visa revocation and deportation policies. Fourteen (14) students had their visas revoked; all visas were restored, but 8 did not return to the university.
 - Government agency restructure
 - Thirty-eight (38) current research projects have been paused or terminated. The university developed a process to manage those affected along with an initiative to appeal projects that potentially were terminated in error. The situation changes rapidly, one week prior there were 28 projects with a loss of \$13 million that were paused or terminated, now there are 38 projects with a loss of \$16 million.
 - Mason Career Academy: George Mason is supporting graduating students by offering free access to Coursera to get credentials that are in high need from regional employers. The significant drop in opportunities to work with the government and government contractors are impacting student employment. Students will be able to supplement their degree to match the workforce that is available to them. Displaced federal workers will also have access to these courses for a fee.
- Fiscal Realities update
 - The effect of federal executive orders and recent policy changes at the federal and state level are having a significant fiscal impact on the university’s academic and administrative programs. This fiscal impact, coupled with the net effect of unfunded mandates, create fiscal uncertainty for the upcoming fiscal year and reinforce the need for a tuition increase.
 - Three areas of uncertainty:
 - Reductions in research expenditures and awards (up to \$16M, \$3M in indirect cost).
 - Reductions in graduate student tuition due to visa denials (up to \$12M). There are about 4,000 foreign graduate students who pay full tuition; 45% of foreign graduate students come from India, their visas are being denied by their home country.

- Unfunded mandates (about \$23M) have cost the university about \$122M since FY20. Mason must cut programs every year or increase enrollments to cover the expense.
 - Virginia Military Survivors and Dependents Education Program (VMSDEP) provides tuition benefits at Virginia public colleges and universities to the spouses and children of military service members who were killed, missing in action, taken prisoner, or who became at least 90% disabled due to military service.
 - Unfunded compensation stems from the fact that the Commonwealth only covers about 50% of an employee's state-mandated raise. The institution is required to provide the remainder.
- Budget mitigation is achieved through:
 - Revenue enhancements: Patriot Investment Fund, Masonvale ground lease termination, and Vernon Smith Hall acquisition. Every additional student gives us net marginal resources.
 - Cost savings/cost avoidance: reduced positions, retirement incentive program, Vernon Smith Hall rent expense elimination, Freedom Aquatic & Fitness Center renegotiation, savings from parking, janitorial, and library services, and energy efficiency improvements.
- Mason tuition increases are not impacting the number of applications, noting that applications grew 17% while tuition increased by 11% over a 5-year period.
 - President Washington is sensitive to the cost of tuition, as he paid his college tuition, then received an ROTC scholarship. Every other Virginia peer institution has raised or is expected to raise tuition.
- Strategic Plan update:
 - The university is in year 3 of 5 of implementation, and is doing very well with 73% aligned action initiatives in progress, 14% completed, 5% not yet started, and 9% deferred. More details are in the meeting materials.
- 6-Year Planning Process this summer:
 - Two-year review of a six-year process to be completed in time for the August meeting.
 - State reviewers, OP-Six, provided feedback on Mason's plan:
 - The tuition discount rate for out-of-state students has reached 40%. The out-of-state tuition rate is three times the in-state tuition rate. Even with the discounted rate, the cost to out-of-state tuition is higher than in-state tuition so those students' aid is an institutional investment with a net positive return.
 - Auxiliary fund balances: Mason has a large reserve and has been spending down the fund with the acquisition of Vernon Smith Hall.
 - The two-year plan for budget reductions worked exceedingly well with the critical vacancy process and vacant position eliminations.

Discussion ensued:

- Visitor Brown asked what Coursera will cost the university. President Washington responded that the range would be \$400,000-700,000 annually. Credentials are paid for by Mason, not the student.
- Ms. Hoffman emphasized the value of the Mason Career Academy, as it is a direct need for her as a graduating student whose job opportunity is no longer available. This is very much needed by graduate students now. President Washington stated the academy will be available in a few weeks. This problem did not exist a month ago, so the university is coming together on this initiative quickly.
- Visitor Rosen asked about the plan for increasing state funding, gifts, and fundraising so that funding comes from other sources instead of students. University fundraising is at 77% of its goal. Typically, the biggest donations come in the summer. Later this spring, he will make a fundraising trip to

California. Dr. Washington added that he believes in the fundraising goal – if they reach the fundraising goal – 5 of the 6 highest fundraising years for the university have been in the past 5 years.

- Visitor Brown praised the president's report and would appreciate having it in advance to read thoroughly and process it. He then asked about how many degree programs have been cut in the past 4 years. President Washington responded that George Mason has established more and cancelled more programs than our R1 peers combined. The provost's new budget model will give units the incentive to take a critical look at their programs.
- Visitor Blackman is concerned that the university has an income statement problem. He noted increasing costs, including additional costs from the state. He remarked how lean the operations were at Mason and advocated that the priority is doing what it takes to deliver a quality education.

VI. University Policy 4030 (ACTION ITEM)

A. Name, Image & Likeness Intercollegiate Athletics (Code of VA: §23.1-408.1)

Rector Stimson recognized Marvin Lewis, Assistant Vice President and Director of Intercollegiate Athletics, and Malcolm Grace, Deputy Athletic Director, Compliance and NCAA Governance, to provide insights on University Policy 4030 specific to Name, Image & Likeness (NIL) for Intercollegiate Athletics.

Mr. Lewis and Mr. Grace presented a proposal to align George Mason University's NIL policy with the new state framework (enacted April 2024) along with the anticipated NCAA settlement. They stressed the need for policy approval to allow preparation time post-House v. NCAA developments. Mr. Grace clarified NIL arrangements must be approved by the Director of Athletics and managed through a clearinghouse system.

Summary of Policy Statement:

- University may provide permissible benefits to a student-athlete (SA) or prospective student athlete (PSA) for the use of their NIL.
- University may directly enter NIL agreements with current and prospective student-athletes.
- The University shall not enter an agreement with a SA or PSA for "pay for play."
- SAs are not considered employees based on their status as student-athletes.

Discussion ensued:

- Visitor Blackman warned that opting into the NCAA agreement is essential for maintaining an athletics program, costing \$8 million a year. He cited the \$700 million historical revenue impact from the 2006 Final Four. Opting in could bring in revenue from Atlantic-10 television revenue sharing.
- President Washington noted direct "pay to play" is prohibited and emphasized uncertainty regarding final outcomes of the House settlement. Mr. Lewis responded that the policy allows flexibility to provide NIL benefits without direct pay.
- Vice Rector Meese asked if the policy was coordinated with counsel's office and state law. Mr. Lewis confirmed alignment.
- Visitor Brown advocated for greater board oversight than existing athletic liaisons. President Washington proposed creating an athletics committee to deal with the changing landscape of athletics. Secretary Alabay recommended the University of Maryland model as best practice. Several visitors, including Visitors Brown, Meese, and Alabay supported the committee proposal. Visitor Meese will include this as part of the bylaw review this summer.
- Visitor Brown expressed concern about protecting student-athletes from exploitation while protecting the university from liability as it seeks to support students who do not have an agent or financial advice support. He recommended the university consult a sports lawyer to provide best-in-class advice to address the issue.

- Visitor Pence recommended against approving the policy immediately, citing unresolved financial commitments for next year's budget and the unsettled situation of the *House v. NCAA* case in terms of restoring students cut from athletic programs. Mr. Lewis clarified the university does not intend to allocate \$10 million immediately for NIL deals, nor use student fees, only generated revenues would cover this expense.
- Visitor Cooper sought clarification on the "no pay to play" principle. Mr. Grace explained "pay for play" prohibits compensating athletes for roster membership and limits NIL to endorsement or licensing deals.
- Visitor Rosen described the policy as a flexible response to a challenging situation and inquired about broader university sentiment from faculty and students. Dr. Simmons noted minimal faculty discussion, which was surprising.
- Secretary Alacbay inquired about A-10 peers' decisions in regards to the framework. Mr. Lewis stated that 13 of 14 institutions have notified their intention to opt into the framework.
- Rector Stimson expressed concern about potentially losing recruits, as some contracts contain clauses tied to policy approval. Rector summarized two options:
 - Table the policy for further legal consultation, risking potential athlete losses.
 - Approve the policy and revisit as circumstances evolve.

Rector Stimson **MOVED** that the Board approve University Policy 4030 on Name, Image & Likeness Intercollegiate Athletics as they were provided in the meeting materials. The motion was **SECONDED** by Visitor Prowitt. **MOTION CARRIED BY VOICE VOTE.**

VII. Committee Reports

A. Research Committee

Visitor Prowitt reported on the Research Committee meeting, providing a summary of the presentation received by Andre Marshall, Vice President for Research, Innovation, and Economic Impact. Visitor Prowitt, in her farewell to the board, thanked the members and highlighted her involvement in selecting President Washington and the friendships she has gained across political lines. She concluded by thanking the students for being resilient and inspiring.

B. Audit, Risk, and Compliance Committee

Secretary Alacbay reported on the Audit, Risk, and Compliance Committee meeting, providing a summary of the presentations received by Zachary Borgerding, Auditor of Public Accounts; Chris DiTresi and Melissa Perez, Office of Research Integrity and Assurance; Derek Butler, Deputy University Auditor; Aurali Dade, Interim Vice President and Chief Risk Officer; Vincent Lacovara, Associate Vice President, Institutional Compliance; and Charmaine Madison, Vice President and Chief Information Officer.

Secretary Alacbay thanked Chair Oberoi for her leadership and restated Visitor Oberoi's farewell to the committee, thanking the George Mason community, faculty, staff, students, Dr. Washington, and fellow board members.

C. Development Committee

Visitor Peterson reported on the April 17 Development Committee meeting, providing a summary of the presentations received by Trishana Bowden, Vice President, Advancement and Alumni Relations; Sumeet Shrivastava, Chair, GMU Foundation; Cheryl Druehl, Senior Associate Dean for Faculty Affairs and Research; Rebecca Howick, Director of Operations and Engagement; and David Tarter, Executive Director, Center for Real Estate Entrepreneurship.

D. Finance and Land Use Committee

1. Financial Matters

a. **FY 2026 University Operating Budget, Tuition and Fees (ACTION ITEM)**

2. Capital Matters

a. **Six-Year Capital Plan (ACTION ITEM)**

b. **Land Use Certification (ACTION ITEM)**

c. **SciTech Dominion Transmission Easement (ACTION ITEM)**

Visitor Pence provided a summary of the Finance & Land Use Committee meeting on April 10, providing a summary of the presentations given by Dan Stephens, Interim Vice President for Finance and Chief Financial Officer, and Alex Iszard, Assistant Vice President of Planning, Design and Construction.

Chair Pence noted that the committee voted bring the following action items to the full board:

- A budget with no increase in tuition and a 2.5% increase in student fees.
- George Mason's Six-Year Capital Plan, which authorizes projects due for initiation in FY26 that only utilize Mason funding, as well as those being submitted to the Commonwealth for funding approval.
- The annual Land Use Certification submission to the Commonwealth, with significant changes from the last report being three easements on our campuses.
- A new Dominion Transmission Easement on the SciTech campus.

Visitor Pence then **MOVED** that the Board approve the FY26 University Budget within the scenario ranges detailed in the Board Book, but with a 0% increase for in-state FY26 Tuition and a 2.5% increase in the Mandatory Student Fee. The motion was **SECONDED** by Visitor Brown. (Original motion)

Visitor Peterson proposed to **AMEND VISITOR PENCE'S MOTION**, that the Board approve the FY26 University Budget within the scenario ranges detailed in the Board Book, with a 2.5% increase to in-state and out-of-state tuition and the Mandatory Student Fee. The amendment was **SECONDED** by Visitor Blackman. (Second Motion and the staff recommendation)

Visitor Burke proposed to **AMEND VISITOR PENCE'S MOTION**, that the Board approve the FY26 University Budget within the scenario ranges detailed in the Board Book, but with a 0% increase for in-state and out-of-state tuition and a 2.5% increase in the Mandatory Student Fee. The amendment was **SECONDED** by Visitor Pence.

Discussion ensued:

- Visitor Blackman urged immediate action, emphasizing the impacts of unfunded mandates and rising market-driven costs.
- Visitor Brown opposed the increase, arguing it places financial burden on students amid broader economic hardship for families, job losses, and tariffs. He stressed focusing on cost containment rather than tuition hikes.
- Visitor Burke proposed her amendment, stating the university has a spending problem and not a revenue problem.
- Ms. Cuesta supported fair wages for faculty but warned that any tuition increase would result in students working more jobs, facing food insecurity, and increased financial strain – potentially impacting student enrollment.
- Visitor Rosen noted potential record levels of state support and suggested more aggressive fundraising and cost-cutting rather than increasing student costs which impacts affordability and access.
- Ms. Hoffman countered, noting Mason is chronically underfunded and must act pragmatically, arguing that 2.5% is a modest increase aimed at protecting the institution's long-term stability.
- Vice Rector Meese entered undecided, acknowledging that either decision would, in different ways, support students.

- Ms. Spence referenced Carnegie's report, emphasizing Mason's brand is centered on access and outcomes, not being inexpensive.
- Dr. Washington reminded the board that students who make \$80,000 or less pay no tuition and out-of-state students pay a substantially discounted rate. A small increase would not put them in a difficult financial situation.

Following the discussion, Rector Stimson called for the **VOTE ON VISITOR PETERSON'S AMENDMENT.**

The **MOTION FAILED BY MAJORITY ROLL CALL VOTE.**

Yes: 6

No: 8

Absent: Visitors Merrick and Oberoi

Rector Stimson asked Visitor Burke to restate her amendment for clarity and called for any discussion. Visitor Brown stated that a 0% tuition for in-state students was his priority. Rector Stimson then called for the **VOTE ON VISITOR BURKE'S AMENDMENT.**

The **MOTION FAILED BY MAJORITY ROLL CALL VOTE.**

Yes: 6

No: 7

Abstain: Secretary Alacbay

Absent: Visitors Merrick and Oberoi

Visitor Pence then **WITHDREW HIS ORIGINAL MOTION.**

Visitor Brown **MOVED** that the Board approve the FY26 University Budget within the Scenario ranges detailed in the Board Book, but with a 0% increase for in-state tuition, an increase in out-of-state undergraduate tuition of \$528, an increase in out-of-state graduate tuition of \$720, an increase in out-of-state non-JD law tuition of \$1,022, and a 2.5% increase in the Mandatory Student Fee. The motion was **SECONDED** by Visitor Alacbay.

Rector Stimson then asked if there was any discussion.

Visitor Rosen restated his opposition to the motion, as it once again put the burden on students without much financial benefit. Dr. Washington, with further details provided by David Burge, Vice President for Enrollment, responded that there are 8,000 out-of-state students, 4,000 of them are graduate students, so the tuition increase from that segment alone would yield approximately \$2.8 million.

The **MOTION CARRIED BY MAJORITY ROLL CALL VOTE.**

Yes: 10

No: 4

Absent: Visitors Merrick and Oberoi

Visitor Pence then **MOVED** that the Board approve the Six-Year Capital Plan and the Land Use Certification as detailed in the Board Book. The motion was **SECONDED** by Visitor Brown.

The **MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE.**

Yes: 14

Absent: Visitors Merrick and Oberoi

Visitor Pence then **MOVED** that the Board approve the SciTech Dominion Transmission Easement as detailed in the Board Book. The motion was **SECONDED** by Vice Rector Meese.

The **MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE.**

Yes: 13

Abstain: Visitor Peterson

Absent: Visitors Merrick and Oberoi

E. Academic Programs, Diversity and University Community Committee

Visitor Burke reported on the activities of the April 17 APDUC Committee meeting, providing a summary of the presentations from Provost Antony and Solon Simmons, Faculty Senate President. Visitor Burke then **MOVED** that the board approve the following action items, en bloc, as they are provided in the meeting materials:

- Proposed Changes to the Faculty Handbook
- Faculty Actions
 - Promotion and/or Tenure
 - Conferral of Emeritus/Emerita Status
 - Elections of New Tenured Faculty
 - Special Rank Change

The motion was **SECONDED** by Visitor Pence. **MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE.**

Yes: 14

Absent: Visitors Merrick and Oberoi

Visitor Burke continued her report, sharing that the APDUC Committee discussed a proposed resolution on Diversity, Equity, and Inclusion (DEI). Sharnnia Artis, Vice President of Access, Compliance, and Community, provided an overview of the steps the university has already taken to align its practices with current legal guidance. The committee chair decided to table the resolution for now and invited Dr. Artis to present to the board.

Dr. Artis provided the timeline of the university's actions and changes on DEI as they were accomplished in three phases:

Phase 1 Review of Diversity, Equity, and Inclusion (August 2023 – May 2024):

- Formation of two committees with board and university staff.
- *The Mason Way* report released revisiting Mason's approach to DEI within legal constraints.
- Interim Provost Walsh paused proposed Just Societies curriculum requirements.

Phase 2 June 2024 – December 2024, after *The Mason Way* Report:

- Overall, Mason eliminated 5 positions, amended 11 positions, realigned 3 DEI related positions for compliance and student support, and updated our nondiscrimination policy.
- Office for Diversity, Equity, and Inclusion Office Program Changes:
 - Eliminated 2 out of 19 positions, and realigned 3 position descriptions and job titles.
 - Dissolved the Office for Diversity, Equity, and Inclusion.
 - Ended two initiatives: Anti-Racism and Inclusive Excellence (ARIE) Initiative and Inclusive Excellence Plans.
- Academic Units and Provost Office Personnel Changes:
 - Realigned 4 position descriptions and titles.
 - Ended the Chief DEI Officer Executive Certificate in Costello College of Business.
 - Expanded initiatives focusing on accessibility, mental health, and dialogue programming.
- University Life:
 - Eliminated 3 positions and realigned 4.

- Formed the Center for Leadership and Intercultural Engagement (CLIE). This center partners with the Office for Access, Compliance, and Community to respond to bias incidents. It also highlights the Black Male Success Initiative.
- Focused new programming on interfaith development, constructive dialogues, and anti-Semitism learning communities, including the Braver Angels debates.

Phase 3 January 2025-April 2025:

- January: external SCHEV review of DEI, student populations, and compliance.
- February 27: Passed antisemitism resolution.
- Dissolved Office of Diversity, Equity, and Inclusion; formed Office for Access, Compliance, and Community (OACC).
- Dissolved or Eliminated promotion of race-conscious third-party opportunities, partnership with The PhD Project, use of Affirmative Action Plans for Women and Minorities, use of diversity statements in hiring and promotion, and the Director of Supplier Diversity position.
- Paused 112 GMU Foundation scholarships for review and the Black Male Success Initiative (BMSI), the only program related to race which helps with retention.
- Reviewed or realigned institutionally funded scholarships and grants, the Hampton Summer Immersion Program, employee resource and affinity groups, trainings and professional development, all student life programs, and digital platforms for legal compliance.
- Six research grants have been terminated that seem to have a gender diversity, equity and inclusion-related research focus.

Dr. Artis concluded her presentation stating that the university will continuously review programs to ensure that there is a welcoming environment, free from unfair and illegal preferences, and open to all. The university wants to ensure students have the tools they need to be successful at George Mason and when they graduate.

Discussion ensued:

- Visitor Brown raised 3 questions and concerns:
 1. The need for third-party review for objectivity in compliance certification. Dr. Artis has been in conversation with University Counsel about working with a third party on compliance certification and that McGuire Woods is reviewing the paused 112 scholarships externally. Dr. Washington and Visitor Cooper concurred on a third-party review.
 2. Asked about changes over scope of prohibitions (race, gender, orientation, etc.): Dr. Artis confirmed Mason's long-standing protections for all protected classes. Dr. Washington clarified that most changes are in alignment with executive orders which have primarily focused on race. After review of university programs, almost everything was in compliance so very little had to change. Dr. Artis added that diversity statements were broad but are now gone so no one uses any diversity statements for any identities.
 3. Asked about what has changed in bias incident reporting: Dr. Artis described how Mason's approach is not punitive, so when students submit any type of bias, the university connects with them to understand their concerns and provide a referral and offer resources. It serves as a climate gauge, and remains unchanged.
- Several participants commended the board leadership's measured, deliberate approach on this topic, including Visitor Blackman and Dr. Simmons.
- Dr. Simmons expressed concerns about how to address legacies of discrimination while complying with law. He also asked if it would be acceptable for a faculty member to include a lived experience in their cover letter as part of their application materials. Visitor Brown suggested the use of a third party to determine compliance. Vice Rector Meese added that academic units are prohibited from using

diversity statements but applicants may choose to include a personal narrative if they believe that will help their application.

- Rector Stimson queried decisions around ending the ARIE initiative and the selection of Dr. Nolan Cabrera, a keynote speaker with partisan DEI critiques, highlighting that it was funded by Mason and outside sponsors. Dr. Artis stated that the ARIE initiative ended because it was designed to exist for only three years. A committee of faculty, staff, and students selected Dr. Cabrera to speak, with over 100 presenters overall. Rector Stimson asked who represented opposing viewpoints, highlighting that Mason is a public institution with certain obligations to free speech. Dr. Simmons requested clarity that faculty would still be allowed to express those views or organize conferences. Rector Stimson and Visitor Blackman stated that diverse viewpoints must be represented to some degree if it is sponsored by a public institution. President Washington reaffirmed Mason's academic freedom and hosting a wide-range of viewpoints.
- Ms. Hoffman voiced disappointment over time spent on debates on matters where the university is primarily compliant, believing that time could be better spent discussing student needs like tuition, employment, and support services.
- Visitor Cooper requested data on terminated positions and eliminated DEI programs' cost savings. Dr. Artis replied over \$600,000 savings from eliminated positions, either from incumbents being released or leaving vacancies unfilled. Visitor Cooper requested more details on position, programming, and research grant terminations and specifics on the Hampton Program's legal review.
- Visitor Rosen emphasized the importance of maintaining an inclusive environment for all while ensuring legal compliance. He warned against misinterpreting the desire for DEI compliance as opposition to inclusion itself. Secretary Alacbay noted that recent student listening sessions yielded identified areas of common ground.

VIII. Closed Session

- A. Acquisition of Real Property (Code of VA: §2.2-3711.A.3)
- B. Discussion of the award of public contracts (Code of VA: §2.2-3711.A.29)
- C. Personnel Matter to discuss the performance goals of the President (Code of VA: §2.2-3711.A.1)
- D. Consultation with Legal Counsel pertaining to actual or probable litigation (Code of VA: §2.2-3711.A.7)
- E. Consultation with Legal Counsel regarding the aforementioned items (Code of VA: §2.2-3711.A.8)

Vice Rector Meese **MOVED** that the board go into Closed Session under the provisions of

- Section 2.2-3711.A.3 for the discussion of potential acquisition of certain real property to further the mission of the University where discussion in open session would adversely affect the university's bargaining position and negotiating strategy, specifically related to real property to be used for housing;
- Section 2.2-3711.A.29 for Discussion of the award of public contracts involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contracts, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body;
- Section 2.2-3711.A.1 for a Personnel Matter to discuss the performance goals of the President;
- Section 2.2-3711.A.7 for Consultation with legal counsel pertaining to actual or probable litigation including briefings on:

- Akerman v. GMU
- Morrison v. GMU et al.
- de Raspede Ross v. Mason
- Zahabi v. George Mason University et al.
- Section 2.2-3711.A.8 for consultation with legal counsel regarding the aforementioned items and university compliance with applicable Executive Orders.

The motion was **SECONDED** by Secretary Alacabay. **MOTION CARRIED BY VOICE VOTE.**

Following closed session, Vice Rector Meese **MOVED** that the board go back into public session and further moved that by roll call vote the board affirm that only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were heard, discussed or considered in the closed meeting, and that only such business matters that were identified in the motion to go into a closed meeting were heard, discussed or considered in the closed meeting. Any member of the board who believes that there was a departure from the requirements as stated, shall so state prior to taking the roll call, indicating the substance of the departure that, in his or her judgment, has taken place. **ALL PRESENT BOARD MEMBERS RESPONDED IN THE AFFIRMATIVE BY ROLL CALL VOTE.**

Absent: Visitors Brown, Burke, Chimaladinne, Merrick, Oberoi, and Ohlhausen.

Rector Stimson then **MOVED** that the board adopt the following resolution:

WHEREAS, Chapter 15, Title 23.1 of the Code of Virginia of 1950, as amended (the "Virginia Code"), establishes a public corporation under the name and style of The Rector and Visitors of George Mason University (the "University") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

WHEREAS, by Article 4, Chapter 10, Title 23.1 of the Code of Virginia of 1950, the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapters 76 and 77 of the Acts of Assembly of 2021 (Special Session I) which, classifies the University as a public institution of higher education and empowers the University with the authority to undertake and implement major capital projects, including the acquisition of any interest in land;

WHEREAS, on May 1, 2025, the Board approved the submission of the University's Six-Year Capital Plan which included Faculty Staff Housing ("Capital Plan") and

WHEREAS, the Board deems it desirable and in the best interests of the University to acquire that certain real property discussed in Closed Session on this date (the "Property").

NOW THEREFORE, BE IT RESOLVED:

1. The University is authorized to acquire the Property with Non-General Funds at the agreed upon price and upon such other terms and conditions as the President or others authorized to act on his behalf may, in their discretion, deem advisable;
2. The Board hereby authorizes, directs and empowers the President or the Executive Vice President for Strategic Initiatives and Chief of Staff to execute, for and on behalf of the University and in its name, any and all documents required in connection with the acquisition of the Property,

3. Any actions by the aforementioned officers or those delegated to act on their behalf within the authority conferred hereby, taken prior to the date of this resolution, are hereby ratified, confirmed and approved as the acts and deeds of the University; and

4. That this resolution is effective immediately.

The motion was **SECONDED** by Vice Rector Meese. The **MOTION CARRIED UNANIMOUSLY BY ROLL CALL VOTE. (Attachment 1).**

Yes: 10

Absent: Visitors Brown, Burke, Chimaladinne, Merrick, Oberoi, and Ohlhausen.

Rector Stimson asked if there was any additional business. Visitor Blackman, noting that it is likely his last board meeting, provided farewell remarks, expressing his gratitude and that he was honored to be on the board for eight years. He added that President Cabrera said serving on the board would be the greatest thing he could do and he was right.

Rector Stimson thanked Visitor Blackman for his service on the board. He then adjourned the meeting at 5:08 p.m.

Scott Nichols
Interim Secretary pro tem

Attachment 1: Real Estate Resolution May 1, 2025.

Attachment 2: Public Comments (35 pages)

**THE RECTOR AND BOARD OF VISITORS
OF GEORGE MASON UNIVERSITY
POLICY GOVERNING ALL VIRTUAL BOARD MEETINGS AND
ELECTRONIC PARTICIPATION IN BOARD MEETINGS**

I. PURPOSE

The purpose of this policy is to establish a written policy, in accordance with §§ 2.2-3708.2 and 3708.3 of the Code of Virginia (Virginia Code) to allow for and govern participation of The Rector and Board of Visitors of George Mason University (Board) meetings by the means of electronic communication, including, all virtual meetings, and to specify the requirements for remote participation by members. This policy shall not prohibit or restrict any individual member who is participating in an all-virtual meeting or who is using remote participation from voting on matters before the Board or its committees.

II. AUTHORITY

The membership of the Board interprets this policy, and this policy applies to the full Board and its committees, subcommittees or other entity of the Board authorized to perform delegated function of the Board or to advise the Board. This policy must be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

III. POLICY

A. Individual Member Electronic Participation

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for the participation of individual members of its body who cannot physically attend meetings for which public business will be conducted.

1. Prior to a scheduled meeting, a member must (1) notify the Chair or Board Secretary Pro-Tem that he or she is unable to attend the meeting due to

(a) a temporary or permanent disability or other medical condition that prevents physical attendance,

(b) a family member's medical condition that requires the member to provide care for such family member thereby presenting the member's physical attendance;

(c) being a caregiver as defined in § 2.2-3701 who must provide care for a person with a disability at the time the public meeting is being held thereby prevent the member's physical attendance.;

(d) the member's principal residence is more than 60 miles from the meeting location identified in the required notice for such a meeting; or

(e) a personal matter that prevents physical attendance.

i. in the case of a personal matter, the member must identify with specificity the nature of the personal matter.

ii. Participation by a member pursuant to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

2. A quorum of the Board members must be physically assembled at the primary or central meeting location for the Board to consider the participation of a remote member. For purposes of determining whether a quorum is physically assembled, a member who is a person with a disability as defined in § 51.5-40.1 or a caregiver for a person with a disability, and uses remote participation counts toward the quorum as if the member were physically present.

3. The Chair shall recommend approval or disapproval of the participation to the Board member. If the Board approves the participation by majority vote, it must record in its meeting minutes;

a. the fact of the remote participation;

b. the location of the remote participation (and the remote location need not be open to the public);

c. whether the remote participation is because of

(a) a temporary or permanent disability or other medical condition, or

(b) a personal matter; and

(c) in the case of a personal matter, the specific nature thereof.

4. This policy must be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.
5. The Board may deny participation for personal matters only if participation would violate this policy. If a member's participation is disapproved, the disapproval and the reason for the disapproval shall be recorded in the minutes with specificity.
6. The Board must plan for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
7. Should the requirements of this policy not be met, the Board member will be allowed to listen into the proceedings through an electronic means, if available.
8. The Board will provide the public access to observe any meeting at which a member is permitted to participate by remote means. The Board will state in the notice for the meeting whether public comment will be taken at the meeting and will provide a means for submitting written comments.

In the event that multiple members opt to participate electronically impacting the ability to obtain a physical quorum, the Board members should consider compliance with the all virtual meeting requirements pursuant to the Board's policy as subscribed in Section III.B.

B. All Virtual Meetings

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for participation of members of its body when the intent is that all members participate electronically and for such time public business will be conducted.

1. Upon the decision by the Chair or Majority of the Board membership that a Board meeting will be held in an all-virtual format, the public body will issue a required meeting notice and include a statement notifying the public that the all-virtual meeting format will be used.
 - a. This notice should include a statement that should the meeting format change, that subsequent notice will be issued and in accordance with Virginia Code 2.2-3707.
2. The public body will provide for the general public to observe the all virtual meeting via electronic communications which allow the public to hear the Board members' deliberations, other than for any portion of the meeting that is closed pursuant to Virginia Code § 2.2-3711.

- a. If audio-visual technology is used, the electronic communication means should allow the public to also see the public body.
 - b. The Board will provide the public access to observe all-virtual meetings. The Board will state in the notice for the meeting whether public comment will be taken at the meeting or provide a means for submitting written comments.
3. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to the members of the public body for a meeting shall be made available to the public in electronic format at the same time that the materials are provide to the members of the public body.
4. No more than two members of the public body can be together or present in any one of the remote locations used during the all-virtual meeting unless that remote location is open to the public and physically accessible to the public.
5. The Board is limited in convening meetings in the all-virtual format to two meetings or 50 percent of the meetings held each calendar year rounded up to the next whole number, whichever is greater.
6. The public body is prohibited from holding meetings in the all-virtual format consecutively with another all-virtual public meeting.
7. The public body will provide a phone number or other live contact information so the public can alert the public body of the audio or video transmission issues that interfere with their access, participation or viewing of the public bodies meeting.
 - a. The public body will monitor such designated means of communication during the meeting.
 - b. When audio-visual technology is available, a member of the Board shall, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the member is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails.
 - c. Should access fail, the public body shall take a recess until public access is restored (subject to reasonable time limitations).
8. In the event the public body convenes a closed session during the all-virtual public meeting, transmission of the meeting to the public must resume before the public body votes to certify the closed meeting as required by subsection D of Virginia Code § [2.2-3712](#).

9. Minutes of all-virtual public meetings held by electronic communication means are taken as required by Virginia Code § [2.2-3707](#) and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

STATE OF EMERGENCY DECLARATIONS

This policy shall be effective during ordinary times during which the Governor has not declared an emergency pursuant to Virginia Code § 44-146.17 or where the locality in which the body is located has declared a local state of emergency pursuant to Virginia Code § 44-146.21.

When an emergency has been declared, other provisions of law or declarations of Governor or the locality may prevail. In such cases, the Board must affirm that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the public body or the discharge of its lawful purposes, duties, and responsibilities.

In such cases, a physical quorum is not required for the conduct of public business.

In cases of emergency, the Board will:

- A. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the public body conducting the meeting;
- B. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the public body;
- C. Provide the public with the opportunity to comment at those meetings of the public body when public comment is customarily received; and
- D. Follow other mandates of this policy and law.

EDUCATION AND COMPLIANCE

Members of the Board shall be made aware of this and any other Board policies as part of the new Board member orientation process. This policy must be adopted at least once annually by the Board by recorded vote. The Rector shall be responsible for ensuring annual compliance with the provisions of this policy.

Jeffrey T. Dinwoodie
jdinwoodie@cravath.com
T+1-202-869-7744
Washington, D.C.

August 1, 2025

Dear Rector Stimson,

I am pleased to serve on the George Mason University Board of Visitors (the “Board”). I am writing in accordance with the internal policies of Cravath, Swaine & Moore LLP (“Cravath”), to confirm the following regarding my service on the Board.

1. I will not request nor accept payment for my Board service.
2. I will not perform legal work or provide legal advice to the Board or George Mason University.
3. In serving on the Board, I will act in my individual capacity and not as an attorney or other representative of Cravath.

Very truly yours,



Jeffrey T. Dinwoodie

Rector Charles Stimson
Board of Visitors, George Mason University
4400 University Drive, MSN 3A1
Fairfax, VA 22030

NEW YORK

Two Manhattan West
375 Ninth Avenue
New York, NY 10001
T+1-212-474-1000
F+1-212-474-3700

LONDON

100 Cheapside
London, EC2V 6DT
T+44-20-7453-1000
F+44-20-7860-1150

WASHINGTON, D.C.

1601 K Street NW
Washington, D.C. 20006
T+1-202-869-7700
F+1-202-869-7600

CRAVATH, SWAINE & MOORE LLP

ITEM NUMBER IV.B:

Approval of Bylaws.

PURPOSE OF ITEM:

This Action Item is required to approve the proposed revisions of the George Mason University Board of Visitors Bylaws.

BRIEF NARRATIVE:

At the May 1, 2025 Executive Committee meeting, Rector Stimson appointed Vice Rector Meese and Secretary Alacbay to work with University administration and legal counsel to review and revise the Board's bylaws. Two substantive changes have been made:

1. The Academic Programs, Diversity & University Community Committee has been renamed to the **Academic Affairs Committee** (page 5).

2. An **Athletics Committee** has been added. The description of the Athletics Committee (pages 6-7) is based on examining other board bylaws in the Commonwealth, Conference, and others. The language was tailored to fit GMU and be consistent with other committee descriptions.

Other revisions include incorporating current Virginia law into Appendix B and other minor language was updated to reflect current practices of the Board.

STAFF RECOMMENDATION:

Staff recommends Board approval

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 President of the Faculty Senate 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 Affairs; Finance and Land Use; Audit, Risk, and Compliance; Development; Research; and Athletics 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/her role as chair 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. A vacancy on any committee may be filled at any meeting upon nomination by the Rector and confirmation by the Board.
2. **Executive Committee**
 - (a) The Rector (and in his/her absence the Vice Rector) shall serve as Chair 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 B 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 attend Executive Committee meetings; however, participation and voting shall 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 Affairs 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.

(b) Finance and Land Use Committee

(i) The members shall serve for a period of two years after appointment to the Committee. The chair and vice chair 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.

(iv) The Committee shall provide regular reports to the Board on research performance, opportunities, and risks.

f) Athletics Committee

(i) The Committee shall assist the Board in fulfilling its oversight responsibilities of the University's intercollegiate athletics program, consider issues associated with intercollegiate athletics and student-athlete health and welfare concerns and the need for further or changed university policy requirements.

(ii) The Committee's areas of focus shall include but not limited to the following areas: Student-athlete health and safety; admissions and academic policies for student-athletes including academic progress and integrity; institutional compliance with applicable rules and regulations, including those of the National Collegiate Athletic Association (NCAA) and applicable athletic conferences; athletics personnel; financial status of the athletics program, including budgeting, expenditures, contractual buyout terms, and fund balances; and athletic facilities, including capital expenditures and debt.

(iii) The Committee shall monitor developments in intercollegiate athletics nationally, including with the NCAA, athletic conferences, and Federal and State legislation, rulemaking and other forms of national accountability, and assess implications for the University, and shall keep the full Board apprised of developments and implications.

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; residency.

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 through electronic communication means pursuant to § [2.2-3708.3](#); 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.

§ 23.1-1302. Governing boards; additional powers; voluntary early retirement.

A. The governing board of each public institution of higher education may establish a compensation plan designed to provide incentives for voluntary early retirement of teaching and research staff employed in nonclassified, faculty positions. Participation in such compensation plan is voluntary for eligible employees and no employee shall be penalized in any way for not participating.

B. In order to qualify for participation in such compensation plan, an eligible faculty employee shall (i) be at least 60 years old; (ii) have completed at least 10 years of full-time service at the institution offering the plan; (iii) have been awarded tenure or have a contractual right to continued employment; (iv) agree to withdraw from active membership in the Virginia Retirement System; and (v) comply with any additional criteria established by the governing board of the institution.

C. Any compensation plan established pursuant to this section shall include the institutional needs and objectives to be served, the kind of incentives to be offered, the sources of available funding for implementation, and any additional qualifications required of eligible faculty employees established by the governing board. Any such compensation plan shall explicitly reserve to the governing board the authority to modify, amend, or repeal the plan. However, no such amendment, modification, or repeal is effective as to any individual who retires under the plan prior to the effective date of the amendment, modification, or repeal.

D. The cash payments offered under any such compensation plan shall not exceed 150 percent of the employee's base annual salary reflected in the Personnel Management Information System at the time of election to participate. Any such payment shall be allocated over at least two years. Such compensation may include payment of insurance benefits by the institution until the participant reaches the age of 65. The total cost in any fiscal year for any compensation plan established under this section shall not exceed one percent of the institution's corresponding fiscal year state general fund appropriation for faculty salaries and associated benefits.

E. The Governor may establish, with the assistance of the Council, uniform criteria for such compensation plans. Prior to the adoption, modification, amendment, or repeal of any such compensation plan, the governing board shall obtain the Governor's approval. The Governor shall provide a copy of each approved plan to the Chairmen of the House Committee on Appropriations and the Senate Committee on Finance and Appropriations.

All compensation plans shall be reviewed for legal sufficiency by the Office of the Attorney General prior to adoption, modification, amendment, or repeal.

F. The Administrative Process Act (§ 2.2-4000 et seq.) does not apply to the establishment of such compensation plans or any implementing regulations or criteria.

§ 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 and maintain on the institution's website (i) a listing of all board members, including the name of the Governor who made each appointment and the date of each appointment; (ii) a listing of all committees created by the board and the membership of each committee; (iii) a schedule of all upcoming meetings of the full board and its committees and instructions for the public to access such meetings; (iv) an archive of agendas and supporting materials for each meeting of the governing board and its committees that was held; and (v) an email address or email addresses that allow board members to receive public communications pertaining to board business;

3. 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;

4. Assist the Council in enforcing the provisions relating to eligibility for financial aid;

5. 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;
6. 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;
7. 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;
8. 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;
9. 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;
10. 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;

11. Submit and make publicly available on the institution's website 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;

12. No later than December 1 of each year, report to the Council and make publicly available on the institution's website (i) the value of investments as reflected on the Statement of Net Position as of June 30 of the previous fiscal year, excluding any funds derived from endowment donations, endowment income, or other private philanthropy; (ii) the cash earnings on such balances in the previous fiscal year; and (iii) the use of the cash earnings on such balances. In the event that the commitment of any such investment earnings spans more than one fiscal year, the report shall reflect the commitments made in each future fiscal year. The reports of the Boards of Visitors of Virginia Commonwealth University and the University of Virginia shall exclude the value of and earnings on any investments held by the Virginia Commonwealth University Health System Authority and the University of Virginia Medical Center, respectively. As used in this subdivision, "investments" includes all short-term, long-term, liquid, and illiquid Statement of Net Position accounts, and subaccounts thereof, in which moneys have been invested in securities;

13. Submit to the General Assembly and the Governor and make publicly available on the institution's website 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;

14. 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;

15. 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;

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

17. Solicit the input of representatives of the institution's faculty senate or its equivalent (i) at least twice per academic year on topics of general interest to the faculty and (ii) in advance of decisions to be made on the search for the institution's new chief executive officer.

§ 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.

§ 23.1-1308. Governing board procedures; textbook sales and bookstores; open educational resources.

A. No employee of a public institution of higher education shall demand or receive any payment, loan, subscription, advance, deposit of money, services, or anything, present or promised, as an inducement for requiring students to purchase a specific textbook required for coursework or instruction. However, such employee may receive (i) sample copies, instructor's copies, or instructional material not to be sold and (ii) royalties or other compensation from sales of textbooks that include such instructor's own writing or work.

B. The governing board of each public institution of higher education shall implement procedures for making available to students in a central location and in a standard format on the relevant institutional website listings of textbooks required or assigned for particular courses at the institution. The lists of those required or assigned textbooks for each particular course shall include the International Standard Book Number (ISBN) along with other relevant information.

C. Public institutions of higher education maintaining a bookstore supported by auxiliary services or operated by a private contractor shall post the listing of such textbooks when the relevant instructor or academic department identifies the required textbooks for order and subsequent student purchase.

D. The governing board of each public institution of higher education shall implement policies, procedures, and guidelines that encourage efforts to minimize the cost of textbooks for students while maintaining the quality of education and academic freedom. The guidelines shall ensure that:

1. Faculty textbook adoptions are made with sufficient lead time to university-managed or contract-managed bookstores so as to confirm availability of the requested materials and, when possible, ensure maximum availability of used textbooks;

2. In the textbook adoption process, the intent to use all items ordered, particularly each individual item sold as part of a bundled package, is affirmatively confirmed by the faculty member before the adoption is finalized. If the faculty member does not intend to use each item in the bundled package, he shall notify the bookstore, and the bookstore shall order the individualized items when their procurement is cost effective for both the institution and students and such items are made available by the publisher;

3. Faculty members affirmatively acknowledge the bookstore's quoted retail price of textbooks selected for use in each course;

4. Faculty members are encouraged to limit their use of new edition textbooks when previous editions do not significantly differ in a substantive way as determined by the appropriate faculty member; and

5. Provisions address the availability of required textbooks to students otherwise unable to afford the cost.

E. The governing board of each public institution of higher education shall implement guidelines for the adoption and use of low-cost and no-cost open educational resources in courses offered at such institution. Such guidelines may include provisions for low-cost commercially published materials.

F. The registrar or another appropriate employee of each public institution of higher education shall identify conspicuously in the online course catalogue or registration system, as soon as practicable after the necessary information becomes available, each course for which the instructor exclusively uses no-cost course materials or low-cost course materials.

G. No funds provided for financial aid from university bookstore revenue shall be counted in the calculation for state appropriations for student financial aid.

§ 23.1-1309. Boards of visitors; baccalaureate public institutions of higher education; intercollegiate athletics programs.

A. As used in this section:

"Athletics revenue" means the total revenue received by an institution that is generated by any of the institution's intercollegiate athletics programs. "Athletics revenue" includes contributions; game guarantees; income received from endowments and investments; income received from the sale of food, game programs, novelties, and other concessions at an intercollegiate athletics contest; income received from intercollegiate athletics

conferences for participation in bowl games, tournaments, and other intercollegiate athletics contests; income received from the provision of parking at intercollegiate athletics contests or other events associated with intercollegiate athletics; rights and licensing; school funds; student fees; support from third parties guaranteed by the institution, such as income received from athletics camps, income received from television, and housing allowances; and all other income from any other source generated by the institution's intercollegiate athletics programs.

"Contributions" means any income received directly from individuals, corporations, associations, foundations, clubs, or other donors for the operation of an institution's intercollegiate athletics programs. "Contributions" includes amounts paid in excess of the face value of an admissions ticket to an intercollegiate athletics contest or any other event associated with intercollegiate athletics; cash; marketable securities; income generated from preferential seating arrangements at intercollegiate athletics contests or other events associated with intercollegiate athletics; and in-kind contributions such as cars provided to an intercollegiate athletics program by car dealers at no cost and apparel and sports drink products provided to intercollegiate athletes and coaches at no cost.

"Generated revenue" means all athletics revenue with the exception of the subsidy.

"Institution" means a baccalaureate public institution of higher education.

"Intercollegiate athletics program" means any athletics program for a particular sport that is operated by an institution and governed by the National Collegiate Athletic Association (NCAA).

"Rights and licensing" includes income from radio and television broadcasts; Internet and e-commerce rights resulting from institution-negotiated contracts; revenue-sharing agreements with the NCAA or an intercollegiate athletics conference; licensing; the sale of advertisements, trademarks, or royalties; corporate sponsorships; and the value of in-kind contributions of products and services provided to an intercollegiate athletics program at no cost as part of such corporate sponsorship, such as equipment, apparel, isotonic sports drinks, other sports drink products, or water.

"School funds" means the direct and indirect financial support provided by the institution to any of its intercollegiate athletics programs. "School funds" includes state funds, tuition, tuition waivers, federal work awards for student athletes, administrative costs, facilities and grounds maintenance, security, risk management, utilities, and depreciation and debt services.

"Student fees" means any fees assessed by an institution against a student that are used to support any of the institution's intercollegiate athletics programs.

"Subsidy" means the sum of school funds and student fees.

"Subsidy percentage" means the subsidy divided by the athletics revenue, provided that revenues allocated to (i) support spirit groups associated with any intercollegiate athletics

program, (ii) meet any indirect cost policy requirements, or (iii) debt service for previously approved intercollegiate athletics capital outlay projects may be excluded from the subsidy for the purposes of such calculation.

"Ticket sales" means the sale of the right to gain admission to an intercollegiate athletics contest or any other event associated with intercollegiate athletics. "Ticket sales" includes sums received from any associated shipping and handling charges and includes sales to the public, faculty, and students. "Ticket sales" does not include (i) amounts paid in excess of the face value of an admissions ticket to an intercollegiate athletics contest or any other event associated with intercollegiate athletics such as preferential seating arrangements or (ii) pass-through sales transactions such as sales for admission tickets to bowl games and conference and national tournaments.

B. The Auditor of Public Accounts, in collaboration with the Council, State Comptroller, Department of Planning and Budget, and each institution, shall develop and implement a standardized reporting format for each institution to annually report its intercollegiate athletics revenue and expenses to the Auditor of Public Accounts that shall include treatment of student fees and classification of specific intercollegiate athletics programs and shall require expenses for spirit groups, indirect cost policy requirements, and debt service for previously approved intercollegiate athletics capital outlay projects and other intercollegiate athletics capital outlay projects to be reported on separate lines.

C. The subsidy percentage shall not exceed:

1. 20 percent for NCAA Division I-A institutions affiliated with the Atlantic Coast Conference, Big Ten Conference, Big 12 Conference, Pac-12 Conference, or Southeastern Conference;
2. 55 percent for NCAA Division I-A institutions affiliated with conferences other than the Atlantic Coast Conference, Big Ten Conference, Big 12 Conference, Pac-12 Conference, or Southeastern Conference;
3. 70 percent for NCAA Division I-AA institutions;
4. 78 percent for NCAA Division I-AAA institutions;
5. 81 percent for NCAA Division II institutions that operate intercollegiate football programs;
6. 85 percent for NCAA Division II institutions that do not operate intercollegiate football programs;
7. 89 percent for NCAA Division III institutions that operate intercollegiate football programs; and

8. 92 percent for NCAA Division III institutions that do not operate intercollegiate football programs.

D. Each fiscal year, any percentage increase in the subsidy at an institution that complies with subsection C shall be matched by a like percentage increase in generated revenue, except that each such institution shall utilize a rolling average of the change in generated revenue and student fees over the immediately preceding five years for the purposes of such calculation.

E. When necessary, each institution shall submit to the Governor and the General Assembly for approval a plan that reduces the subsidy in accordance with targets outlined in the plan over a five-year period until the subsidy percentage complies with the requirements of subsection C.

F. The Auditor of Public Accounts shall annually review each institution's progress towards meeting the requirements of each plan approved pursuant to subsection E as part of his annual audit pursuant to § [30-133](#).

G. Failure to meet the progress requirements of each plan approved pursuant to subsection E for one year, as determined by the Auditor of Public Accounts, shall result in such reduction of the financial and administrative operations authority granted to the institution pursuant to the Restructured Higher Education Financial and Administrative Operations Act (§ [23.1-1000](#) et seq.) as the Governor or General Assembly determines.

H. Failure to meet the progress requirements of each plan approved pursuant to subsection E for two consecutive years, as determined by the Auditor of Public Accounts, shall result in revocation of all financial and administrative operations authority granted to the institution pursuant to the Restructured Higher Education Financial and Administrative Operations Act (§ [23.1-1000](#) et seq.).

I. The board of visitors of any institution that seeks to add a major intercollegiate athletics program such as football or basketball or change the division level of any of its existing intercollegiate athletics programs shall first submit to the Intercollegiate Athletics Review Commission (Commission) established pursuant to Chapter 57 (§ [30-359](#) et seq.) of Title 30 a plan and recommendations for financing the addition or change. The institution shall not in any way undertake any such addition or agree or commit to any such change until it has received the findings and recommendations of the Commission pursuant to § [30-360](#). Any such addition or change is subject to the approval of the General Assembly expressed in the general appropriation act. The board of visitors of any institution that adds a non-major intercollegiate athletics program shall report such decision within 15 days of the board's action.

§ 23.1-1310. Boards of visitors; baccalaureate public institutions of higher education; property of predecessor institutions.

All real estate and personal property standing in the name of any predecessor institution of a baccalaureate public institution of higher education shall be transferred to, known and taken as standing in the name of, and controlled by the board of visitors of such public institution of higher education. All such real estate and personal property is the property of the Commonwealth.

***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.

Approved by the Board of Visitors _____

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 President of the 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 Affairs~~; Finance and Land Use; Audit, Risk, and Compliance; Development; ~~and Research; and Athletics~~ 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~~/her role as chair 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. A vacancy on any committee may be filled at any meeting upon nomination by the Rector and confirmation by the Board.
2. **Executive Committee:**
 - (a) The Rector (and in his/her absence the Vice Rector) shall serve as ~~Chairman~~Chair 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 B 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 attend Executive Committee meetings; however, participation and voting shall 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 Affairs~~ 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~~chair and vice ~~chairman~~chair 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. (↔)

~~(iii)~~(iv) The Committee shall provide regular reports to the Board on research performance, opportunities, and risks.

f) Athletics Committee

(i) The Committee shall assist the Board in fulfilling its oversight responsibilities of the University's intercollegiate athletics program, consider issues associated with intercollegiate athletics and student-athlete health and welfare concerns and the need for further or changed university policy requirements.

(ii) The Committee's areas of focus shall include but not limited to the following areas: Student-athlete health and safety; admissions and academic policies for student-athletes including academic progress and integrity; institutional compliance with applicable rules and regulations, including those of the National Collegiate Athletic Association (NCAA) and applicable athletic conferences; athletics personnel; financial status of the athletics program, including budgeting, expenditures, contractual buyout terms, and fund balances; and athletic facilities, including capital expenditures and debt.

(iii) The Committee shall monitor developments in intercollegiate athletics nationally, including with the NCAA, athletic conferences, and Federal and State legislation, rulemaking and other forms of national accountability, and assess implications for the University, and shall keep the full Board apprised of developments and implications.

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

~~Theses~~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; residency.

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 [through electronic communication means pursuant to § 2.2-3708.23](#); 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.

§ 23.1-1302. Governing boards; additional powers; voluntary early retirement.

A. The governing board of each public institution of higher education may establish a compensation plan designed to provide incentives for voluntary early retirement of teaching and research staff employed in nonclassified, faculty positions. Participation in such compensation plan is voluntary for eligible employees and no employee shall be penalized in any way for not participating.

B. In order to qualify for participation in such compensation plan, an eligible faculty employee shall (i) be at least 60 years old; (ii) have completed at least 10 years of full-time service at the institution offering the plan; (iii) have been awarded tenure or have a contractual right to continued employment; (iv) agree to withdraw from active membership in the Virginia Retirement System; and (v) comply with any additional criteria established by the governing board of the institution.

C. Any compensation plan established pursuant to this section shall include the institutional needs and objectives to be served, the kind of incentives to be offered, the sources of available funding for implementation, and any additional qualifications required of eligible faculty employees established by the governing board. Any such compensation plan shall explicitly reserve to the governing board the authority to modify, amend, or repeal the plan. However, no such amendment, modification, or repeal is effective as to any individual who retires under the plan prior to the effective date of the amendment, modification, or repeal.

D. The cash payments offered under any such compensation plan shall not exceed 150 percent of the employee's base annual salary reflected in the Personnel Management Information System at the time of election to participate. Any such payment shall be allocated over at least two years. Such compensation may include payment of insurance benefits by the institution until the participant reaches the age of 65. The total cost in any fiscal year for any compensation plan established under this section shall not exceed one percent of the institution's corresponding fiscal year state general fund appropriation for faculty salaries and associated benefits.

E. The Governor may establish, with the assistance of the Council, uniform criteria for such compensation plans. Prior to the adoption, modification, amendment, or repeal of any such

compensation plan, the governing board shall obtain the Governor's approval. The Governor shall provide a copy of each approved plan to the Chairmen of the House Committee on Appropriations and the Senate Committee on Finance and Appropriations. All compensation plans shall be reviewed for legal sufficiency by the Office of the Attorney General prior to adoption, modification, amendment, or repeal.

F. The Administrative Process Act (§ 2.2-4000 et seq.) does not apply to the establishment of such compensation plans or any implementing regulations or criteria.

§ 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 and maintain on the institution's website (i) a listing of all board members, including the name of the Governor who made each appointment and the date of each appointment; (ii) a listing of all committees created by the board and the membership of each committee; (iii) a schedule of all upcoming meetings of the full board and its committees and instructions for the public to access such meetings; (iv) an archive of agendas and supporting materials for each meeting of the governing board and its committees that was held; and (v) an email address or email addresses that allow board members to receive public communications pertaining to board business;

3. 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

4. Assist the Council in enforcing the provisions relating to eligibility for financial aid;

45. 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;

56. 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;

67. 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;

78. 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;

89. 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

10. 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~~

11. Submit and make publicly available on the institution's website 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~~

12. No later than December 1 of each year, report to the Council and make publicly available on the institution's website (i) the value of investments as reflected on the Statement of Net Position as of June 30 of the previous fiscal year, excluding any funds derived from endowment donations, endowment income, or other private philanthropy; (ii) the cash earnings on such balances in the previous fiscal year; and (iii) the use of the cash earnings on such balances. In the event that the commitment of any such investment earnings spans more than one fiscal year, the report shall reflect the commitments made in each future fiscal year. The reports of the Boards of Visitors of Virginia Commonwealth University and the University of Virginia shall exclude the value of and earnings on any investments held by the Virginia Commonwealth University Health System Authority and the University of Virginia Medical Center, respectively. As used in this subdivision, "investments" includes all short-term, long-term, liquid, and illiquid Statement of Net Position accounts, and subaccounts thereof, in which moneys have been invested in securities;

13. Submit to the General Assembly and the Governor and make publicly available on the institution's website 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~~14. 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~~15. 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~~16. Adopt policies that are supportive of the intellectual property rights of matriculated students who are not employed by such institution-; and

17. Solicit the input of representatives of the institution's faculty senate or its equivalent (i) at least twice per academic year on topics of general interest to the faculty and (ii) in advance of decisions to be made on the search for the institution's new chief executive officer.

§ 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.

§ 23.1-1308. Governing board procedures; textbook sales and bookstores; open educational resources.

A. No employee of a public institution of higher education shall demand or receive any payment, loan, subscription, advance, deposit of money, services, or anything, present or promised, as an inducement for requiring students to purchase a specific textbook required for coursework or instruction. However, such employee may receive (i) sample copies, instructor's copies, or instructional material not to be sold and (ii) royalties or other compensation from sales of textbooks that include such instructor's own writing or work.

B. The governing board of each public institution of higher education shall implement procedures for making available to students in a central location and in a standard format on the relevant institutional website listings of textbooks required or assigned for particular courses at the institution. The lists of those required or assigned textbooks for each particular course shall include the International Standard Book Number (ISBN) along with other relevant information.

C. Public institutions of higher education maintaining a bookstore supported by auxiliary services or operated by a private contractor shall post the listing of such textbooks when the relevant instructor or academic department identifies the required textbooks for order and subsequent student purchase.

D. The governing board of each public institution of higher education shall implement policies, procedures, and guidelines that encourage efforts to minimize the cost of textbooks for students while maintaining the quality of education and academic freedom. The guidelines shall ensure that:

1. Faculty textbook adoptions are made with sufficient lead time to university-managed or contract-managed bookstores so as to confirm availability of the requested materials and, when possible, ensure maximum availability of used textbooks;

2. In the textbook adoption process, the intent to use all items ordered, particularly each individual item sold as part of a bundled package, is affirmatively confirmed by the faculty member before the adoption is finalized. If the faculty member does not intend to use each item in the bundled package, he shall notify the bookstore, and the bookstore shall order the individualized items when their procurement is cost effective for both the institution and students and such items are made available by the publisher;

3. Faculty members affirmatively acknowledge the bookstore's quoted retail price of textbooks selected for use in each course;

4. Faculty members are encouraged to limit their use of new edition textbooks when previous editions do not significantly differ in a substantive way as determined by the appropriate faculty member; and

5. Provisions address the availability of required textbooks to students otherwise unable to afford the cost.

E. The governing board of each public institution of higher education shall implement guidelines for the adoption and use of low-cost and no-cost open educational resources in courses offered at such institution. Such guidelines may include provisions for low-cost commercially published materials.

F. The registrar or another appropriate employee of each public institution of higher education shall identify conspicuously in the online course catalogue or registration system, as soon as practicable after the necessary information becomes available, each course for which the instructor exclusively uses no-cost course materials or low-cost course materials.

G. No funds provided for financial aid from university bookstore revenue shall be counted in the calculation for state appropriations for student financial aid.

§ 23.1-1309. Boards of visitors; baccalaureate public institutions of higher education; intercollegiate athletics programs.

A. As used in this section:

"Athletics revenue" means the total revenue received by an institution that is generated by any of the institution's intercollegiate athletics programs. "Athletics revenue" includes contributions; game guarantees; income received from endowments and investments; income received from the sale of food, game programs, novelties, and other concessions at an intercollegiate athletics contest; income received from intercollegiate athletics conferences for participation in bowl games, tournaments, and other intercollegiate athletics contests; income received from the provision of parking at intercollegiate athletics contests or other events associated with intercollegiate athletics; rights and licensing; school funds; student fees; support from third parties guaranteed by the institution, such as income received from athletics camps, income received from television, and housing allowances; and all other income from any other source generated by the institution's intercollegiate athletics programs.

"Contributions" means any income received directly from individuals, corporations, associations, foundations, clubs, or other donors for the operation of an institution's intercollegiate athletics programs. "Contributions" includes amounts paid in excess of the face value of an admissions ticket to an intercollegiate athletics contest or any other event associated with intercollegiate athletics; cash; marketable securities; income generated from preferential seating arrangements at intercollegiate athletics contests or other events associated with intercollegiate athletics; and in-kind contributions such as cars provided to an intercollegiate athletics program by car dealers at no cost and apparel and sports drink products provided to intercollegiate athletes and coaches at no cost.

"Generated revenue" means all athletics revenue with the exception of the subsidy.

"Institution" means a baccalaureate public institution of higher education.

"Intercollegiate athletics program" means any athletics program for a particular sport that is operated by an institution and governed by the National Collegiate Athletic Association (NCAA).

"Rights and licensing" includes income from radio and television broadcasts; Internet and e-commerce rights resulting from institution-negotiated contracts; revenue-sharing agreements with the NCAA or an intercollegiate athletics conference; licensing; the sale of advertisements, trademarks, or royalties; corporate sponsorships; and the value of in-kind contributions of products and services provided to an intercollegiate athletics program at no cost as part of such corporate sponsorship, such as equipment, apparel, isotonic sports drinks, other sports drink products, or water.

"School funds" means the direct and indirect financial support provided by the institution to any of its intercollegiate athletics programs. "School funds" includes state funds, tuition, tuition waivers, federal work awards for student athletes, administrative costs, facilities and

grounds maintenance, security, risk management, utilities, and depreciation and debt services.

"Student fees" means any fees assessed by an institution against a student that are used to support any of the institution's intercollegiate athletics programs.

"Subsidy" means the sum of school funds and student fees.

"Subsidy percentage" means the subsidy divided by the athletics revenue, provided that revenues allocated to (i) support spirit groups associated with any intercollegiate athletics program, (ii) meet any indirect cost policy requirements, or (iii) debt service for previously approved intercollegiate athletics capital outlay projects may be excluded from the subsidy for the purposes of such calculation.

"Ticket sales" means the sale of the right to gain admission to an intercollegiate athletics contest or any other event associated with intercollegiate athletics. "Ticket sales" includes sums received from any associated shipping and handling charges and includes sales to the public, faculty, and students. "Ticket sales" does not include (i) amounts paid in excess of the face value of an admissions ticket to an intercollegiate athletics contest or any other event associated with intercollegiate athletics such as preferential seating arrangements or (ii) pass-through sales transactions such as sales for admission tickets to bowl games and conference and national tournaments.

B. The Auditor of Public Accounts, in collaboration with the Council, State Comptroller, Department of Planning and Budget, and each institution, shall develop and implement a standardized reporting format for each institution to annually report its intercollegiate athletics revenue and expenses to the Auditor of Public Accounts that shall include treatment of student fees and classification of specific intercollegiate athletics programs and shall require expenses for spirit groups, indirect cost policy requirements, and debt service for previously approved intercollegiate athletics capital outlay projects and other intercollegiate athletics capital outlay projects to be reported on separate lines.

C. The subsidy percentage shall not exceed:

1. 20 percent for NCAA Division I-A institutions affiliated with the Atlantic Coast Conference, Big Ten Conference, Big 12 Conference, Pac-12 Conference, or Southeastern Conference;

2. 55 percent for NCAA Division I-A institutions affiliated with conferences other than the Atlantic Coast Conference, Big Ten Conference, Big 12 Conference, Pac-12 Conference, or Southeastern Conference;

3. 70 percent for NCAA Division I-AA institutions;

4. 78 percent for NCAA Division I-AAA institutions;

5. 81 percent for NCAA Division II institutions that operate intercollegiate football programs;

6. 85 percent for NCAA Division II institutions that do not operate intercollegiate football programs;

7. 89 percent for NCAA Division III institutions that operate intercollegiate football programs; and

8. 92 percent for NCAA Division III institutions that do not operate intercollegiate football programs.

D. Each fiscal year, any percentage increase in the subsidy at an institution that complies with subsection C shall be matched by a like percentage increase in generated revenue, except that each such institution shall utilize a rolling average of the change in generated revenue and student fees over the immediately preceding five years for the purposes of such calculation.

E. When necessary, each institution shall submit to the Governor and the General Assembly for approval a plan that reduces the subsidy in accordance with targets outlined in the plan over a five-year period until the subsidy percentage complies with the requirements of subsection C.

F. The Auditor of Public Accounts shall annually review each institution's progress towards meeting the requirements of each plan approved pursuant to subsection E as part of his annual audit pursuant to § 30-133.

G. Failure to meet the progress requirements of each plan approved pursuant to subsection E for one year, as determined by the Auditor of Public Accounts, shall result in such reduction of the financial and administrative operations authority granted to the institution pursuant to the Restructured Higher Education Financial and Administrative Operations Act (§ 23.1-1000 et seq.) as the Governor or General Assembly determines.

H. Failure to meet the progress requirements of each plan approved pursuant to subsection E for two consecutive years, as determined by the Auditor of Public Accounts, shall result in revocation of all financial and administrative operations authority granted to the institution pursuant to the Restructured Higher Education Financial and Administrative Operations Act (§ 23.1-1000 et seq.).

I. The board of visitors of any institution that seeks to add a major intercollegiate athletics program such as football or basketball or change the division level of any of its existing intercollegiate athletics programs shall first submit to the Intercollegiate Athletics Review Commission (Commission) established pursuant to Chapter 57 (§ 30-359 et seq.) of Title 30 a plan and recommendations for financing the addition or change. The institution shall not in any way undertake any such addition or agree or commit to any such change until it has received the findings and recommendations of the Commission pursuant to § 30-360. Any such addition or change is subject to the approval of the General Assembly expressed

in the general appropriation act. The board of visitors of any institution that adds a non-major intercollegiate athletics program shall report such decision within 15 days of the board's action.

§ 23.1-1310. Boards of visitors; baccalaureate public institutions of higher education; property of predecessor institutions.

All real estate and personal property standing in the name of any predecessor institution of a baccalaureate public institution of higher education shall be transferred to, known and taken as standing in the name of, and controlled by the board of visitors of such public institution of higher education. All such real estate and personal property is the property of the Commonwealth.

**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.

Approved by the Board of Visitors ~~12/3/2020~~
~~Appendix B updated February 7, 2022~~ _____

Board of Visitors		
2025-2026 Committee Appointments		
<u>EXECUTIVE COMMITTEE</u>	<u>ATHLETICS</u>	<u>DEVELOPMENT</u>
Cully Stimson, Rector Mike Meese, Vice Rector Armand Alacbay, Secretary Jeff Rosen, Member-At-Large Bob Pence, Member-At-Large	Bob Pence, Chair Jon Peterson, Vice Chair Jeffrey Dinwoodie William Moschella Harold Pyon	Jon Peterson, Chair Bobbie Kilberg, Vice Chair Jeffrey Dinwoodie Bob Pence Sarah Parshall Perry
<u>BOARD LIAISONS</u>	<i>Staff Senate Chair:</i> Rachel Spence	<i>Staff Senate Chair:</i> Rachel Spence
Athletic Liaisons: Bob Pence & Jon Peterson	<i>Faculty Senate Chair:</i> Solon Simmons	<i>Faculty Senate Chair:</i> Solon Simmons
Legislative Liaisons: Jon Peterson & Bill Hansen	<i>Student Representatives:</i> Isaiah Grays / Nilima Mow	<i>Student Representatives:</i> Isaiah Grays / Nilima Mow
Faculty Senate Liaison: Armand Alacbay	<i>Faculty Representatives:</i> Vacant	<i>Faculty Representatives:</i> Bijan Jabbari (2/2) Niki Vlastara (1/2)
Law School Liaison: Jeff Rosen & Maureen Ohlhausen	Vacant	
<u>ACADEMIC AFFAIRS</u>	<i>Staff Representative:</i> Marvin Lewis, AVP of ICA	<i>Staff Representative:</i> Trishana Bowden, VP of Advancement
Armand Alacbay, Chair Jeff Rosen, Vice Chair Preston Cooper Mike Meese William Moschella Sarah Parshall Perry	<i>Staff Assistant:</i> Jay Highsmith, (703) 993-3256	<i>Staff Assistant:</i> Nicole Pozinsky, (703) 993-8756
	<u>AUDIT, RISK, & COMPLIANCE</u>	<u>FINANCE AND LAND USE</u>
	Mike Meese, Chair Harold Pyon, Vice Chair Preston Cooper Bobbie Kilberg Sarah Parshall Perry	Jeff Rosen, Chair (2/2) Jeff Dinwoodie, Vice Chair Armand Alacbay (2/2) Preston Cooper (1/2) William Moschella (1/2) Jon Peterson (2/2)
<i>Staff Senate Chair:</i> Rachel Spence	<i>Staff Senate Chair:</i> Rachel Spence	<i>Staff Senate Chair:</i> Rachel Spence
<i>Faculty Senate Chair:</i> Solon Simmons	<i>Faculty Senate Chair:</i> Solon Simmons	<i>Faculty Senate Chair:</i> Solon Simmons
<i>Student Representatives:</i> Isaiah Grays / Nilima Mow	<i>Student Representatives:</i> Isaiah Grays / Nilima Mow	<i>Student Representatives:</i> Isaiah Grays / Nilima Mow
<i>Faculty Representatives:</i> Melissa A. Broeckelman-Post (2/2) Tim Gibson (1/2)	<i>Faculty Liaison:</i> Vacant	<i>Faculty Representatives:</i> Debra Lattanzi Shutika (2/2) Maggie Daniels (1/2)
<i>Staff Representative:</i> Jim Antony, Provost & Executive VP	<i>Staff Representative:</i> Ed Dittmeier, VP and Chief Audit & Compliance Officer, (732) 616-6779	<i>Staff Representative:</i> Dan Stephens, VP Finance
<i>Staff Assistant:</i> Sarah Parnell, (703) 993-5399		<i>Staff Assistant:</i> Jessica Holtzman, (703) 993-3123
<i>Additional Participants:</i> Rose Pascarell, VP of University Life Sharnnia Artis, VP of OACC	<i>Additional Participants:</i> Derek Butler, Deputy Auditor Vin Lacovara, Inst. Compliance Leader Aurali Dade, VP Enterprise Risk Mgmt. Dan Stephens, VP Finance & CFO	
		<u>RESEARCH</u>
		Mike Meese, Chair Armand Alacbay, Vice Chair Bobbie Kilberg Harold Pyon Jeff Rosen
		<i>Staff Senate Chair:</i> Rachel Spence
		<i>Faculty Senate Chair:</i> Solon Simmons
		<i>Student Representatives:</i> Isaiah Grays / Nilima Mow
		<i>Faculty Representatives:</i> Igor Mazin (2/2) Anna Pollack (1/2)
		<i>Staff Representative:</i> Andre Marshall, VP of Research
		<i>Staff Assistant:</i> Yellia Seanor, (703) 993-6926

**RESOLUTION OF GEORGE MASON UNIVERSITY REGARDING
MERIT-BASED EXCELLENCE, STUDENT OPPORTUNITY AND
FREEDOM FROM DISCRIMINATION**

WHEREAS, George Mason University, as the largest university in Virginia and as the most successful at making higher education attainable for first generation college students, seeks to provide all applicants, students, and employees with the opportunity to learn, grow, and succeed according to the highest standard of excellence and integrity which is crucial to the success of our mission of teaching, learning, and research. And those provisions are key to advancing the common goods of public higher education: an informed citizenship, economic vitality, a commitment to truth, the growth of knowledge in the marketplace of ideas, the pursuit of justice, and wise governance; and

WHEREAS, George Mason University highly values the full scope of scientific and scholarly experience, thought, talent, and expertise, and cultivates an environment of belonging, seeking to ensure access and opportunity for all who come here; and

WHEREAS, George Mason University admits students, hires faculty and staff, and acts otherwise based on principles of merit and excellence; and

WHEREAS, the Code of Virginia § 23.1-1002, specifies that the mission of public universities is to ensure “access to higher education for all citizens throughout the Commonwealth”; and

WHEREAS, George Mason University in furtherance of these missions has an abiding commitment to providing every student with an education that is free of discrimination and every employee a workplace that is similarly free of discrimination; and

WHEREAS, George Mason University is accountable for ensuring that it continually strives to be a campus free of discrimination of all kinds, in full compliance with Title VI of the Civil Rights Act of 1964, the Equal Protection Clause of the U.S. Constitution, and other state and federal laws; and

WHEREAS, upholding the rule of law and abiding by the Constitutions of

the United States and Virginia are matters of obligation and deeply rooted at George Mason University, to which it is dedicated to safeguarding; and

WHEREAS, George Mason University highly values individual merit, diversity of thought and experience, and fosters a strongly inclusive environment, encouraging a culture of opportunity for all, which immensely enriches our campuses; and

WHEREAS, George Mason University is committed to providing every student with an education that is free from discrimination and grounded in merit; and

WHEREAS, the George Mason University's mission statement includes a commitment to "creating a more just, free, and prosperous world;" and

WHEREAS, on January 21, 2025, the President of the United States signed the Executive Order titled "Ending Illegal Discrimination and Restoring Merit-Based Opportunity;" and

WHEREAS, the U.S. Department of Education issued a Dear Colleague Letter on February 14, 2025, to clarify and affirm that existing legal requirements under Title VI of the Civil Rights Act of 1964, the Equal Protection Clause of the U.S. Constitution, and other federal civil rights laws prohibit educational institutions receiving federal funds "from using race in decisions pertaining to admissions, hiring, promotion, compensation, financial aid, scholarships, prizes, administrative support, discipline, housing, graduation ceremonies, and all other aspects of student, academic, and campus life," and further that "treating students differently on the basis of race to achieve nebulous goals such as diversity, racial balancing, social justice, or equity is illegal under controlling Supreme Court precedent"; and

WHEREAS, the U.S. Department of Education's Office of Civil Rights publicly announced on July 10, 2025, that it had opened an investigation into George Mason University, alleging that "it appears [the University's] hiring and promotion policies and practices from 2020 to the present, implemented under the guise of so-called 'Diversity, Equity, and Inclusion,' not only allow but champion illegal racial preferencing in violation of Title VI of the Civil Rights Act of 1964;" and

WHEREAS, the state law obligations of Commonwealth of Virginia agencies do not require a standalone office of Diversity, Equity, and Inclusion (DEI) or dedicated DEI officers, nor do they require an infrastructure, strategic

plan, or any elements that do not comply with Title VI of the Civil Rights Act of 1964, the Equal Protection Clause of the U.S. Constitution, and other federal civil rights laws; and

WHEREAS, both George Mason University's Board of Visitors and its administration are committed to complying with the law, including the Equal Protection Clause of the U.S. Constitution, Title VI of the Civil Rights Act of 1964, and other federal civil rights laws, informed by guidance provided in the January 21, 2025 Executive Order and the Dear Colleague Letter; and

WHEREAS, the University's Office of Diversity, Equity and Inclusion (DEI) has been replaced with an Office of Access, Compliance, and Community (OACC), whose mission will be to ensure full compliance with federal and state civil rights laws, to ensure that George Mason community members are fully valued for their skills, knowledge, experiences, and personhood regardless of their race, and that George Mason remains a national example of educational excellence in an inclusive and supportive environment;

WHEREAS, George Mason University established a University Committee on DEI, including two members of the Board of Visitors, that examined DEI issues in Spring 2024, leading to a report which recommended a comprehensive review and adjustment of "resource allocations, current roles, responsibilities, and unit names to ensure alignment with the "Mason Way" of inclusive excellence and the Commonwealth of Virginia Diversity Opportunity and Inclusion plan."

BE IT THEREFORE RESOLVED that the Board of Visitors affirms its commitment to a merit-based approach to advancing the success of all students before and after the attainment of their degrees and to a merit-based excellence approach to the hiring, promotion, and compensation of its faculty and staff; and

RESOLVED FURTHER that the University will take the following actions:

1. Ensure that all students, faculty, staff, and other people at George Mason University are treated as the unique and valued individuals that they are, and are provided with an inclusive and welcoming environment;
2. Ensure that all University programs, policies, practices, and actions in every regard comply with the Equal Protection Clause of the U.S. Constitution, Title VI of the Civil Rights Act of 1964, and other federal civil rights law, as informed by the guidance in the February 14, 2025,

- Dear Colleague Letter. This includes, but is not limited to, the consideration of race, color, or national origin in admissions, hiring, promotion, compensation, financial aid, scholarships, prizes, administrative support, discipline, housing, graduation ceremonies, and all other aspects of student, academic, and campus life;
3. Ensure there are no efforts by the University or any of its departments, colleges, or employees to circumvent prohibitions on the use of race, color, or national origin by relying on proxies or other indirect means to accomplish such ends;
 4. Ensure there are no third-party contractors, clearinghouses, or aggregators are engaged by the University or any of its departments, colleges, or employees in an effort to circumvent prohibited uses of race, color, or national origin;
 5. Cooperate fully with the investigations opened under Title VI of the Civil Rights Act of 1964 by the U.S. Department of Education's Office of Civil Rights on July 10, 2025, and the investigations opened under Title VII of the Civil Rights Act of 1964 by the U.S. Department of Justice's Civil Rights Division on July 17, 2025 and under Title VI of the Civil Rights Act of 1964 by the U.S. Department of Justice's Civil Rights Division on July 21, 2025; and

RESOLVED FURTHER that George Mason University will continue to apply principles of individual merit and genuine excellence in its admissions, hiring, promotion, compensation, financial aid, scholarships, prizes, administrative support, discipline, housing, graduation ceremonies, and all other aspects of student, academic, and campus life;

RESOLVED FURTHER, the University's Office of Access, Compliance, and Community (OACC) is hereby directed to eliminate all programs, trainings, processes not specifically required for federal or state law or University Policy compliance, and if necessary, eliminate staff positions, within 30 days of the date of this Resolution; and

RESOLVED FURTHER, the Access to Research and Inclusive Excellence (ARIE) program is hereby dissolved and any and all conferences on "anti-racism," implicit bias, and inclusive excellence that are inconsistent with federal law are prohibited; and

RESOLVED FURTHER, the University shall immediately prohibit any and all departments, colleges, or employees of George Mason University from

requiring diversity statements for any potential employee, for promotion of current employees, for faculty tenure considerations, or for any other purpose; and

RESOLVED FURTHER, the University shall continue to review ongoing guidance from the U.S. Department of Education and the U.S. Department of Justice and make appropriate and timely changes to comply fully with the Equal Protection Clause of the U.S. Constitution, Title VI of the Civil Rights Act of 1964, and other federal civil rights laws; and

RESOLVED FURTHER, the President shall update the Board of Visitors on legal compliance with this Resolution at its next regularly scheduled meeting.

Presentation Forthcoming

**George Mason University
Board of Visitors
Code of Ethics**

It is important that members of the Board of Visitors of George Mason University and all George Mason University employees conduct themselves with the highest degree of honor and integrity and understand that public service is a public trust. Ethical conduct in our relationships with each other, members of the public, our students, other state agencies, and private entities is of critical importance during service to the public through serving George Mason University.

1. The Board will uphold the University's Mission, Vision, and Values and will always act in the best interests of the University.

2. The Board shall adhere to all applicable state and federal laws and regulations and Board Policies and Bylaws.

(a) The Board shall comply with the Commonwealth of Virginia's State and Local Government Conflict of Interests Act, Virginia Code §2.2-3100 *et.seq.*, avoiding conflicts of interest as defined by law, and shall report promptly to the Rector any potential conflicts. This includes the timely filing of the annual financial disclosure statement and any other required documents.

i. Visitors shall not have a personal interest in a contract or transaction with the University which would appear to influence the performance of their official duties. A personal interest includes an interest of an immediate family member. Visitors shall not request special consideration or personal prerogative for admissions, employment, or contracts for business.

ii. Visitors shall not seek or accept gifts or business or professional opportunities which would appear to influence the performance of their official duties.

(b) The Board shall adhere to the requirements of the Virginia Freedom of Information Act.

(c) Visitors have a duty to report their own potential or actual violations of the Code of Ethics or those of other Visitors to the Rector immediately upon realization or discovery. If the Rector is personally faced with such a conflict, he or she shall report it to the Vice Rector, who will act in his or her place.

(d) Visitors shall participate in all training required by law.

3. Visitors shall certify that they have read and understand this Code of Ethics by signing the Code annually. Potential or actual violations of the Board Code of Ethics shall be reviewed in the following manner:

(a) The Rector will consult with the Visitor in question and attempt to resolve the potential or actual noncompliance. If that consultation fails to resolve the matter, then

(b) The Rector shall convene the Executive Committee to meet with the Visitor in question and attempt to resolve the potential or actual noncompliance. If that consultation fails to resolve the matter, then

(c) The Rector shall convene the full Board to determine corrective action, as appropriate. The Executive Committee shall report to the Governor in writing any instances of breach of ethical conduct, and the corrective action the Board has elected to take. Upon sufficient cause, the Board may determine by majority vote of the membership to recommend to the Governor that a member be removed as provided for in § 2.2-108 of the Code of Virginia.

Approved May 7, 2014

I certify that I have read and understand this Code of Ethics.

Signature: _____ Printed Name: _____ Date: _____



Exclusion Resolution for the Board of Visitors



August 1, 2025

Are all KMPs required to have a security clearance?

- No. Only the FSO, the ITPSO, and the SMO are required to be cleared in connection with the facility clearance.

How can BOV members maintain oversight without a security?

- The oversight of classified work by an uncleared BOV is possible because contractual documentation associated with classified work is unclassified, as are the statements of work, subcontract agreements, and financial information.
- These unclassified documents enable oversight of contract and subcontractor performance, to include assertions of breach of contract, improper payments, or false claims and can be viewed by individuals who do not hold a security clearance, including BOV members.

Why is the Exclusion Resolution necessary?

- As a cleared facility, George Mason University must comply with the National Industrial Security Program Operating Manual (NISPOM) to remain eligible for classified contracts.
- The Defense Counterintelligence and Security Agency (DCSA) requires Key Management Personnel (KMPs) who are not cleared to sign an Exclusion Resolution.

Who are considered KMPs?

- The KMPs are the Facility Security Officer (FSO), the Insider Threat Program Senior Official (ITPSO), the Senior Management Official (SMO), and officers with authority over management or operations of a cleared facility (which includes BOV members).

Who made this decision and why?

- DCSA, as the Cognizant Security Agency for the university's facility clearance, informed George Mason that BOV members are excluded from the requirement to hold a clearance.
- DCSA's decision to exclude George Mason's BOV members appears to be consistent with their determination regarding other cleared universities.
- DCSA believes that KMPs can effectively provide adequate oversight without being cleared.
- DCSA informed George Mason that several universities across the country hold facility clearances, and each has an exclusion resolution for board members.



FAQs

What happens after the resolution is approved?

- Once approved by the BOV, the Facility Security Officer must submit the resolution to DCSA to maintain compliance with the NISPOM.

Who can BOV members contact with questions?

Andre Marshall

Vice President for Research, Innovation and Economic Impact

awmarsh@gmu.edu

Frequently Asked Questions (FAQ)

Exclusion Resolution for the George Mason University Board of Visitors

Q. Why is the Exclusion Resolution necessary?

As a cleared facility, George Mason University must comply with the National Industrial Security Program Operating Manual (NISPOM) to remain eligible for classified contracts. The Defense Counterintelligence and Security Agency (DCSA) requires Key Management Personnel (KMPs) who are not cleared to sign an Exclusion Resolution.

Q. Who are considered Key Management Personnel (KMPs)?

The KMPs are the Facility Security Officer (FSO), the Insider Threat Program Senior Official (ITPSO), the Senior Management Official (SMO), and officers with authority over management or operations of a cleared facility (which includes BOV members).

Q. Are all KMPs required to have a security clearance?

No. Only the FSO, the ITPSO, and the SMO are required to be cleared in connection with the facility clearance.

Q. How can BOV members maintain oversight without a security clearance?

The oversight of classified work by an uncleared BOV is possible because contractual documentation associated with classified work is unclassified, as are the statements of work, subcontract agreements, and financial information. These unclassified documents enable oversight of contract and subcontractor performance, to include assertions of breach of contract, improper payments, or false claims and can be viewed by individuals who do not hold a security clearance, including BOV members.

Q- Who made this decision and why?

DCSA, as the Cognizant Security Agency for the university's facility clearance, informed George Mason that BOV members are excluded from the requirement to hold a clearance. DCSA's decision to exclude George Mason's BOV members appears to be consistent with their determination regarding other cleared universities. DCSA believes that KMPs can effectively provide adequate oversight without being cleared. DCSA informed George Mason that several universities across the country hold facility clearances, and each has an exclusion resolution for board members.

Q. What happens after the resolution is approved?

Once approved by the BOV, the Facility Security Officer must submit the resolution to DCSA to maintain compliance with the NISPOM.

Q. Who can BOV members contact with questions?

For questions, contact:

Andre Marshall

Vice President for Research, Innovation and Economic Impact

awmarsh@gmu.edu

ITEM NUMBER VI.B:

Exclusion of the Board of Visitors from the National Industrial Security Program Operating Manual (NISPOM) Key Management Personnel (KMP) security clearance requirement.

PURPOSE OF ITEM:

The Defense Counterintelligence and Security Agency (DCSA) requires Key Management Personnel (KMPs) who are not cleared to sign an Exclusion Resolution.

BRIEF NARRATIVE:

As a cleared facility with a Top Secret Facility Clearance (FCL), the University must comply with the National Industrial Security Program Operating Manual (NISPOM) to remain eligible for classified contracts. The “Cognizant Security Agency” (CSA), Defense Counterintelligence and Security Agency (DCSA), requires Key Management Personnel (KMPs) to be granted personnel security clearances or be excluded by formal resolution. The KMPs are the Facility Security Officer (FSO), the Insider Threat Program Senior Official (ITPSO), the Senior Management Official (SMO), and officers with authority over management or operations of a cleared facility (which includes BOV members). DCSA has determined that the Board of Visitors shall be effectively excluded from all classified information disclosed to the organization. This exclusion must be made a matter of record by the University’s executive body. This is a recurring exclusion that must be executed whenever a change to membership of the Board of Visitors occurs. The wording of the exclusion is the wording provided by our CSA and has been updated to reflect the current exclusion language provided in NISPOM, *Table 1 to Paragraph (c)(2)—Exclusion Resolution*.

STAFF RECOMMENDATION:

Staff recommends Board approval

Resolution to Exclude the George Mason University Board of Visitors from Clearance Requirements

WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Senior Management Official, Facility Security Officer, and Insider Threat Program Senior Official meet the requirements for eligibility for access to classified information established for a contractor facility clearance; and

WHEREAS, said Department of Defense Regulations permit the exclusion from the requirements for access to classified information of certain members of the Board of Directors and other officers, provided that this action is recorded in the corporate minutes.

NOW THEREFORE BE IT DECLARED that the Senior Management Official, Facility Security Officer, and Insider Threat Program Senior Official at the present time do possess the required eligibility for access to classified information; and

BE IT RESOLVED that in the future, when any individual enters upon any duties as Senior Management Official, Facility Security Officer, or Insider Threat Program Senior Official, such individual shall, if they do not already possess such, immediately make application for the required eligibility for access to classified information; and

BE IT RESOLVED AND DIRECTED that the following members of the Board of Directors and other officers shall not require, shall not have, and can be effectively and formally excluded from access to all CLASSIFIED information disclosed to the University and shall not occupy a position that would enable them to adversely affect University policies or practices in the performance of classified contracts for the Department of Defense or the Government contracting activities (User Agencies) of the National Industrial Security Program.

Board Officers:

Charles Stimson - Rector
Armand Alacbay - Secretary

Michael Meese – Vice Rector

Board Members:

Charles J. Cooper	Preston Cooper	Jeffrey T. Dinwoodie	William Hansen
Bobbie Kilberg	Caren Merrick	William Moschella	Maureen Ohlhausen
Robert Pence	Sarah Parshall Perry	Jon M. Peterson	Harold Pyon
Jeffrey Rosen			

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of George Mason University, this day of 1 August 2025

Armand Alacbay - Secretary



MEMORANDUM

Office of the President

4400 University Drive, MS 3A1, Fairfax, Virginia 22030
Phone: 703-993-8704; Fax: 703-993-8880

To: Board of Visitors
From: Gregory Washington, President
Date: July 26, 2024
Subject: Requests for Admissions Assistance

We understand that with your position as a George Mason University Board of Visitor member you will probably be approached by colleagues, friends, etc., seeking assistance. One of the most common requests is for admissions assistance. The following are some guidelines and background to help you manage these requests.

We welcome Board of Visitor members to offer the following assistance to potential applicants:

- Write letters of recommendation to the Dean of Admissions on the behalf of a specific applicant.
- Request a visit/campus tour for family/friends that are interested in Mason.
- Refer a prospective student/applicant to the Office of Admissions for personal follow up with a counselor.

Also, we ask that you refrain from the following:

- Requesting/obtaining specific information on applicants such as admissions decisions.
- Requesting that an admission decision be made on any specific applicant.
- Making any promises to an applicant regarding admissions or special treatment.

Your service to and representation of George Mason University is appreciated, and we look forward to another successful and productive year of collaboration to move the university forward.

Thank you.

GEORGE MASON UNIVERSITY

BOARD OF VISITORS

DOCUMENT AND RECORDS REQUEST POLICY

In order to facilitate the orderly transaction of business, to promote transparency and to make the most efficient use of administrative staff, it is the policy of this Board that all requests by individual members for University documents and records, subject to review by counsel for disclosability, shall be directed to the Secretary of the Board of Visitors or to the Secretary pro tem in the absence of the Secretary of the Board of Visitors.

Furthermore, these requests, and the University's responses, will be shared by the Secretary (or Secretary pro tem) with all members of the Board of Visitors as soon as practicable, and if possible, within 48 hours of receipt. It is the expectation of the board that responses be handled as expeditiously as possible.

This policy shall remain in effect until or unless amended or repealed by BOV decision.

Adopted by the Board of Visitors on February 22, 2024.



Michael J. Meese
Secretary
Board of Visitors

ACTION ITEMS

Academic Programs, Diversity, and University Community Committee

August 1, 2025

ELECTIONS OF NEW TENURED FACULTY

<u>LAST NAME</u>	<u>FIRST NAME</u>	<u>EFFECTIVE DATE</u>
Karolyi	Stephen	8/25/2025

Title: Associate Professor

Rank: Associate Professor without Term

Classification: Tenured (without term) - Instructional

Local Academic Unit: Costello College of Business

Luo	Liang	8/25/2025
------------	--------------	-----------

Title: Professor

Rank: Professor without Term

Classification: Tenured (without term) - Instructional

Local Academic Unit: Modern and Classical Languages (CHSS)

Note(s): Additional Title: Department Chair, Modern and Classical Languages

McLean	Mengxin Z.	8/25/2025
---------------	-------------------	-----------

Title: Associate Professor

Rank: Associate Professor without Term

Classification: Tenured (without term) - Instructional

Local Academic Unit: Costello College of Business

Shin	Sunny H.	8/25/2025
-------------	-----------------	-----------

Title: Professor without Term

Rank: Professor without Term

Classification: Tenured (without term) - Instructional

Local Academic Unit: Social Work (CPH)

Sprintson	Alexander	8/1/2025
------------------	------------------	----------

Title: Professor

Rank: Professor without Term

Classification: Tenured (without term) - Instructional

Local Academic Unit: Electrical and Computer Engineering (CEC)

Note(s): Additional Title: Department Chair, Electrical and Computer Engineering



OFFICE OF THE PROVOST
ALAN AND SALLY MERTEN HALL
4400 University Drive, MSN 3A2, Fairfax, Virginia 22030
Phone: 703-993-8770; Website: provost.gmu.edu

Procedural Checklist for New Faculty Being appointed to Tenured (Without Term) Positions

This form must be submitted in Interfolio as part of the Tenured upon Hire case at the Dean's recommendation step.

Dr. Stephen Karolyi

Faculty Member's Name and Title

Costello College of Business, Finance Area

Local Academic Unit



Verification of Hiring and Trainings:

I verify that all hiring requirements, including reference checks, for the candidate has been completed and the candidate has been informed of all training that need to be completed within the first few weeks of the start of their appointment (including but not limited to DEI trainings: Title IX Overview and Sexual Harassment Prevention, Equal Opportunity: A Fair Shake and Ethics).

One-half page justification for appointment, to include a description of the benefit of this hire for the department, school, etc., as well as the rationale for selecting this candidate over others.

The appointment of Dr. Stephen Karolyi to Associate Professor without term will be an outstanding addition to our faculty. He has a stellar research portfolio, experience in policy, and excellent teaching. His experience at the Department of Treasury gives a practical significance to his research, suggesting a strong understanding of policy and access to data and relationships that could further enhance his research portfolio and broader contributions to the College. While other candidates are highly qualified, the combination of his research portfolio and experience in practice and with PhD students will have an immediate impact on the College.

Dean

6/4/2025

Date

Stephen Karolyi
August 1, 2025

Stephen Karolyi, PhD is a candidate for Tenure upon Hire to Associate Professor without Term in the Costello College of Business (CCB). Professor Karolyi received his PhD (2014) and MA and MPhil (2012) in Financial Economics from Yale University. He also received his BA in Finance and Statistics from Carnegie Mellon University (2009).

Currently, Professor Karolyi holds an administrative appointment as the Senior Economic Advisor in the Office of the Comptroller of Currency, for the U.S. Department of Treasury. Prior to that, he held an appointment as an Assistant Professor of Finance and Accounting at the Tepper School of Business, Carnegie Mellon University (2014-2021).

Professor Karolyi's tenure dossier demonstrates that he has established an exceptionally strong record of research, teaching, and service. His case is strongly supported by all of the CCB review committees and the Dean of the College. He will be a valued member of our university community and, in my view, is deserving of appointment to the rank of Associate Professor without Term.

Consistent with the unanimous recommendation of the CCB review committees and the Dean of the College, I recommend that Professor Karolyi be granted appointment to the rank of Associate Professor without Term in the Costello College of Business, effective August 25, 2025.



OFFICE OF THE PROVOST
ALAN AND SALLY MERTEN HALL
4400 University Drive, MSN 3A2, Fairfax, Virginia 22030
Phone: 703-993-8770; Website: provost.gmu.edu

Procedural Checklist for New Faculty Being appointed to Tenured (Without Term) Positions

This form must be submitted in Interfolio as part of the Tenured upon Hire case at the Dean's recommendation step.

Liang Luo, Chair and Professor

Faculty Member's Name and Title

Modern and Classical Languages, CHSS

Local Academic Unit



Verification of Hiring and Trainings:

I verify that all hiring requirements, including reference checks, for the candidate has been completed and the candidate has been informed of all training that need to be completed within the first few weeks of the start of their appointment (including but not limited to DEI trainings: Title IX Overview and Sexual Harassment Prevention, Equal Opportunity: A Fair Shake and Ethics).

One-half page justification for appointment, to include a description of the benefit of this hire for the department, school, etc., as well as the rationale for selecting this candidate over others.

A national search for a chair of the department of Modern and Classical Languages was staged in AY24-25 after a failed internal search in AY23-24. Candidate was the top-ranked finalist for this position at the conclusion very thorough and a highly competitive search. She brings to this academic unit leadership role an excellent record of program-building and collaboration across disciplines and academic units at a public research university. She also brings to this role a strategic vision, including fund-raising and grant writing, for world language education and scholarship in national and global contexts.

6/16/2025

Dean

Date

Liang Luo
August 1, 2025

Liang Luo, PhD is a candidate for Tenure upon Hire to Professor without Term in the Department of Modern and Classical Languages within the College of Humanities and Social Sciences (CHSS) and was also selected to serve as the Department Chair for Modern and Classical Languages that begins in August 2025. Professor Luo received her PhD in East Asian Languages and Civilizations (2006) from Harvard University. She also received her MA (1999) in Comparative Literature and World Literature and a BA (1997) in Chinese Language and Literature from Beijing Normal University.

Professor Luo began her Tenure-Track Assistant Professor of Chinese Studies appointment in 2008 at the University of Kentucky. She then receive Promotion and Tenure to Associate Professor in 2014 and received a promotion to Full Professor in 2021. Prior to her academic appointment, she was a Lecturer at the University of Michigan and Brandeis University. She also served in a variety of roles at Harvard University as a Head Teaching Fellow, Assistant Head Tutor, and Senior Thesis Advisor.

Professor Luo's tenure dossier demonstrates that she has established an exceptionally strong record of research, teaching, and service. Her case is strongly supported by all of the CHSS review committees, the Interim Chair, and the Dean of the College. She will be a valued member of our university community and, in my view, is deserving of appointment to the rank of Professor without Term.

Consistent with the unanimous recommendation of the CHSS review committees, the Interim Chair, and the Dean of the College, I recommend that Professor Luo be granted appointment to the rank of Professor without Term in the Department of Modern and Classical Languages within the College of Humanities and Social Sciences, effective August 25, 2025.



OFFICE OF THE PROVOST
ALAN AND SALLY MERTEN HALL
4400 University Drive, MSN 3A2, Fairfax, Virginia
22030 Phone: 703-993-8770; Website:
provost.gmu.edu

**Procedural Checklist for New Faculty
Being appointed to Tenured (Without Term) Positions**

This form must be submitted in Interfolio as part of the Tenured upon Hire case at the Dean's recommendation step.

Dr. Mengxin Zhao McLean

Faculty Member's Name and Title

Costello College of Business, Finance Area

Local Academic Unit



Verification of Hiring and Trainings:

I verify that all hiring requirements, including reference checks, for the candidate has been completed and the candidate has been informed of all training that need to be completed within the first few weeks of the start of their appointment (including but not limited to DEI trainings: Title IX Overview and Sexual Harassment Prevention, Equal Opportunity: A Fair Shake and Ethics).

One-half page justification for appointment, to include a description of the benefit of this hire for the department, school, etc., as well as the rationale for selecting this candidate over others.

The appointment of Dr. Mengxin Zhao McLean to Associate Professor without Term will benefit our College and Finance Area. She has a broad research portfolio, deep experience at the U.S. Securities and Exchange Commission, and very high citations of her work. Her citations indicate strong impact of her work, bringing reputational benefits to the College. While other candidates are highly qualified, her impactful research portfolio and experience in practice will have an immediate impact on the College.

Dean

6/4/2025

Date

Mengxin McLean
August 1, 2025

Mengxin McLean, PhD is a candidate for Tenure upon Hire to Associate Professor without Term in the Costello College of Business (CCB). Professor McLean received her PhD and MBA in Finance from the University of Pittsburgh. She also received her MA from the State University of New York and BA from Beijing University in Economics.

Currently, Professor McLean holds an administrative appointment as a Senior Financial Economist with the U.S. Securities and Exchange Commission. Prior to that, she held an academic appointment as an Assistant Professor of Finance with the University of Alberta in 2010 and was then Promoted to a Tenured Associate Professor in 2014. She also held a variety position as an Assistant Professor at Bentley University from 2003-2008 and had a variety of visiting professor and scholar appointments at the University of Alberta, DePaul University, Boston University and the Chinese University of Hong Kong. Professor McLean was also a Visiting economic with the Development Bank of Japan and the Assistant Vice President, Market Risk Analyst for PNC Capital Markets.

Professor McLean's tenure dossier demonstrates that she has established an exceptionally strong record of research, teaching, and service. Her case is strongly supported by all of the CCB review committees and the Dean of the College. She will be a valued member of our university community and, in my view, is deserving of appointment to the rank of Associate Professor without Term.

Consistent with the unanimous recommendation of the CCB review committees and the Dean of the College, I recommend that Professor McLean be granted appointment to the rank of Associate Professor without Term in the Costello College of Business, effective August 25, 2025.



OFFICE OF THE PROVOST
ALAN AND SALLY MERTEN HALL
4400 University Drive, MSN 3A2, Fairfax, Virginia 22030
Phone: 703-993-8770; Website: provost.gmu.edu

Procedural Checklist for New Faculty Being appointed to Tenured (Without Term) Positions

This form must be submitted in Interfolio as part of the Tenured upon Hire case at the Dean's recommendation step.

Sunny Shin, Professor without Term

Faculty Member's Name and Title

Department of Social Work, CPH

Local Academic Unit



Verification of Hiring and Trainings:

I verify that all hiring requirements, including reference checks, for the candidate has been completed and the candidate has been informed of all training that need to be completed within the first few weeks of the start of their appointment (including but not limited to DEI trainings: Title IX Overview and Sexual Harassment Prevention, Equal Opportunity: A Fair Shake and Ethics).

One-half page justification for appointment, to include a description of the benefit of this hire for the department, school, etc., as well as the rationale for selecting this candidate over others.

Dr. Shin is an exceptional candidate whose distinguished record of scholarship, teaching excellence, and dedicated service will be a significant asset to the Department of Social Work, the College of Public Health, and the broader University community. Awarding him tenure at the rank of full professor will bring a highly accomplished academic leader to the University whose expertise and impact will elevate our academic mission. Dr. Shin was the most qualified and had the most experienced compared to the other candidates who applied and were interviewed.

Dean

June 6, 2025

Date

Sunny Shin
August 1, 2025

Sunny Shin, PhD is a candidate for Tenure upon Hire to Professor without Term in the Department of Social Work within the College of Public Health (CPH). Professor Shin received his PhD in 2002 and MSSW in 1998 from the School of Social Work at the University of Illinois at Urbana-Champaign. He also received his BA (1996) in Social Work at Soongsil University in Korea.

Professor Shin currently holds an academic appointment at Virginia Commonwealth University that began in 2013 as an Associate Professor. He was then promoted to Full Professor in 2023 and also serves as Director for Innovation in Child and Family Wellness Research and Director of Rise Above: Building Life Skills to Overcome and Thrive. Prior to that, Professor Shin held an Assistant Professor appointment at Boston University (2002-2013) where he also served as the Director of Dual Degree Program and Instructor appointment (2001-2002) and Research associate appointment (1999-2002) at the University of Illinois.

Professor Shin's tenure dossier demonstrates that he has established an exceptionally strong record of research, teaching, and service. His case is strongly supported by all of the CPH review committees, the Chair, and the Dean of the College. He will be a valued member of our university community and, in my view, is deserving of appointment to the rank of Professor without Term.

Consistent with the unanimous recommendation of the CPH review committees, the Chair, and the Dean of the College, I recommend that Professor Shin be granted appointment to the rank of Professor without Term in the Department of Social Work within the College of Public Health, effective August 25, 2025.



Office of the Provost
4400 University Drive, MSN 3A2
Fairfax, Virginia 22030
Phone: 703.993.8770; Fax: 703.993.8871

Procedural Checklist for New Faculty Being appointed to Tenured (Without Term) Positions

This form must be submitted in Interfolio as part of the Tenured upon Hire case at the Dean's recommendation step.

Alex Sprintson, Professor and Chair

Faculty Member's Name and Title

Electrical and Computer Engineering (ECE)

Local Academic Unit



Verification of Hiring and Trainings:

I verify that all hiring requirements, including reference checks, for the candidate has been completed and the candidate has been informed of all training that need to be completed within the first few weeks of the start of their appointment (including but not limited to DEI trainings: Title IX Overview and Sexual Harassment Prevention, Equal Opportunity: A Fair Shake and Ethics).

One-half page justification for appointment, to include a description of the benefit of this hire for the department, school, etc., as well as the rationale for selecting this candidate over others.

Dr. Alex Sprintson was hired as the Chair of the Electrical and Computer Engineering Department following an extensive competitive search. Dr. Sprintson received his Ph.D. in Electrical Engineering in 2003 from the Technion - Israel Institute of Technology. He joined Texas A&M University as an Assistant Professor in 2005, and rose to the rank of Professor in 2016. He served as a Program Director in the Directorate for Computer and Information Science and Engineering at the National Science Foundation (NSF) from 2018-2022. Dr. Sprintson's research focuses on data and computation security and privacy, network coding, wireless communications, and software-defined networking. He is widely recognized as a global leader and as a pioneer in laying the information-theoretic foundations of physical-layer network coding. He has published a total of 45 journal papers, 145 conference papers, 3 book chapters, and an edited book. He has graduated nine Ph.D. students and currently supervises one Ph.D. candidate. He has secured nearly \$10M in externally funded research awards either as PI or as Co-PI, including the prestigious NSF CAREER Award. Dr. Sprintson has an outstanding record of service to his university, and to his profession. He is an elected Fellow of IEEE. Dr. Sprintson will bring important leadership to our educational and research programs in electrical and computer engineering.

Kenneth S. Ball

Dean

6.4. 2025

Date

Alexander Sprintson
August 1, 2025

Alexander Sprintson, PhD is a candidate for Tenure upon Hire to Professor without Term in the Department of Electrical and Computer Engineering within the College of Engineering and Computing (CEC) and was also selected to serve as the Department Chair for Electrical and Computer Engineering which began June 2025. Professor Sprintson received his PhD (2003) and MS (2000) in Electrical Engineering at the Israel Institute of Technology. He also received a BS in Mechanical Engineering in 1997 and a BS in Computer Engineering in 1995.

Prior to Professor Sprintson joining George Mason University, he held an academic appointment at Texas A& M University which began in 2005 as an Assistant Professor. He was then promoted to Associate Professor in 2011 and to Full Professor in 2016. He also served in an administrative role from 2018-2022 as the Program Director of the National Science Foundation as well as a Directorate for a variety of Computer and Engineering Science and Engineering Programs. Professor Sprintson also served as a Postdoctoral Research Fellow at the California Institute of Technology and the Israel Institute of Technology.

Professor Sprintson's tenure dossier demonstrates that he has established an exceptionally strong record of research, teaching, and service. His case is strongly supported by all of the CEC review committees, the Interim Chair, and the Dean of the College. He will be a valued member of our university community and, in my view, is deserving of appointment to the rank of Professor without Term.

Consistent with the unanimous recommendation of the CEC review committees, the Interim Chair, and the Dean of the College, I recommend that Professor Sprintson be granted appointment to the rank of Professor without Term in the Department of Electrical and Computer Engineering within the College of Engineering and Computing, effective August 1, 2025.

Elections of New Tenured Faculty

**Stephen
Karolyi**



*Costello College
of Business*

**Liang
Luo**



*College of
Humanities and
Social Sciences*

**Mengxin
McLean**



*Costello College
of Business*

**Sunny
Shin**



*College of
Public Health*

**Alexander
Sprintson**



*College of
Engineering and
Computing*

ITEM NUMBER VII.B.i.1:

**Annual Notice - Deficit Authorization
Section 4-3.01 Requirements**

PURPOSE OF ITEM:

This item provides a copy of Section 4-3.01 to members of the Board of Visitors.

BRIEF NARRATIVE:

Section 4-3.01 prohibits agencies from obligating or expending general fund amounts in excess of appropriations or obligating or expending at a rate that would result in expenditures in excess of non-general fund revenue collections and appropriations, without prior approval by the Governor.

Consistent with this provision, the agency head is directed to acknowledge the receipt of this notification

The heads of agencies with governing boards must also provide each board member with a copy of this notice - §4-3.01.

STAFF RECOMMENDATION:

For Board information only.

§ 4-3.00 DEFICIT AUTHORIZATION AND TREASURY LOANS

§ 4-3.01 DEFICITS

a. GENERAL:

1. Except as provided in this section no state agency shall incur a deficit. No state agency receiving general fund appropriations under the provisions of this act shall obligate or expend moneys in excess of its general fund appropriations, nor shall it obligate or expend moneys in excess of nongeneral fund revenues that are collected and appropriated.

2. The Governor is authorized to approve deficit funding for a state agency under the following conditions:

- a) an unanticipated federal or judicial mandate has been imposed,
- b) insufficient moneys are available in the first year of the biennium for start-up of General Assembly-approved action, or
- c) delay pending action by the General Assembly at its next legislative Session will result in the curtailment of services required by statute or those required by federal mandate or will produce a threat to life, safety, health or property.
- d) Such approval by the Governor shall be in writing under the conditions described in § 4-3.02 a Authorized Deficit Loans of this act and shall be promptly communicated to the Chairmen of the House Appropriations and Senate Finance Committees within five calendar days of deficit approval.

3. Deficits shall not be authorized for capital projects.

4. The Department of Transportation may obligate funds in excess of the current biennium appropriation for projects of a capital nature not covered by § 4-4.00 Capital Projects, of this act provided such projects 1) are delineated in the Virginia Transportation Six-Year Improvement Program, as approved by the Commonwealth Transportation Board; and 2) have sufficient cash allocated to each such project to cover projected costs in each year of the Program; and provided that 3) sufficient revenues are projected to meet all cash obligations for such projects as well as all other commitments and appropriations approved by the General Assembly in the biennial budget.

b. UNAUTHORIZED DEFICITS: If any agency contravenes any of the prohibitions stated above, thereby incurring an unauthorized deficit, the Governor is hereby directed to withhold approval of such excess obligation or expenditure. Further, there shall be no reimbursement of said excess, nor shall there be any liability or obligation upon the state to make any appropriation hereafter to meet such unauthorized deficit. Further, those members of the governing board of any such agency who shall have voted therefore, or its head if there be no governing board, making any such excess obligation or expenditure shall be personally liable for the full amount of such unauthorized deficit and, at the discretion of the Governor, shall be deemed guilty of neglect of official duty and be subject to removal therefore. Further, the State Comptroller is hereby directed to make public any such unauthorized deficit, and the Director, Department of Planning and Budget, is hereby directed to set out such unauthorized deficits in the next biennium budget. In addition, the Governor is directed to bring this provision of this act to the attention of the members of the governing board of each state agency, or its head if there be no governing board, within two weeks of the date that this act becomes effective. The governing board or the agency head shall execute and return to the Governor a signed acknowledgment of such notification.

c. TOTAL AUTHORIZED DEFICITS: The amount which the Governor may authorize, under the provisions of this section during the current biennium, to be expended from loans repayable out of the general fund of the state treasury, for all state agencies, or other agencies combined, in excess of general fund appropriations for the current biennium, shall not exceed one and one-half percent (1 1/2%) of the revenues collected and paid into the general fund of the state treasury as defined under § 4-2.02 b of this act during the last year of the previous biennium and the first year of the current biennium.

d. The Governor shall report any such authorized and unauthorized deficits to the Chairmen of the House Appropriations and Senate Finance Committees within five calendar days of deficit approval. By August 15 of each year, the Governor shall provide a comprehensive report to the Chairmen of the House Appropriations and Senate Finance Committees detailing all such deficits.

**RESOLUTION OF THE BOARD OF VISITORS OF GEORGE MASON UNIVERSITY
REGARDING
A FOUNDATION TO SUPPORT THE LAW SCHOOL**

WHEREAS, the Board has been advised of potential interest by alumni and donors to further support the Antonin Scalia Law School at George Mason University (“Scalia Law School”); and

WHEREAS, the other public law schools affiliated with universities of the Commonwealth of Virginia (the University of Virginia School of Law, and the Marshall-Wythe School of Law at William & Mary) are supported by affiliated foundations separate from other foundations supporting such universities; and

WHEREAS, the Scalia Law School is among George Mason’s highest ranked programs in outside evaluations, and has been the recipient of some of the largest private donations in support of any GMU program; and

WHEREAS, it would be both efficient for administration and incentivizing for supporters and donors to have a university affiliation with a separate foundation supporting the law school; and

WHEREAS, Article VII, section 3 of the bylaws of the Board of Visitors provides that prior approval of the Board shall be required before any related private entity that performs services of special interest to the University may be established or chartered;

NOW, THEREFORE, IT IS RESOLVED THAT:

1. The Board approves the establishment of a foundation created by private parties for the purpose of supporting the Scalia Law School (“Law Foundation”);
2. The Dean of the Scalia Law School is authorized to negotiate an Affiliation Agreement with the Law Foundation;
3. Any such Affiliation Agreement shall provide for communicating to the Law Foundation the Scalia Law School’s priorities, strategic and long-term plans; appointments to any joint roles or space utilization; the allocation and deployment of any gift resources provided to the Scalia Law School;
4. Any such Affiliation Agreement shall have an initial term of at least five years, with renewal provisions available as well;

5. Any such Affiliation Agreement shall be approved the Executive Committee *in advance* of it becoming final and effective; and

6. This resolution shall take effect immediately upon its adoption.

Approved by the Board of Visitors on August 1, 2025.

Armand Alacbay
Secretary of the Board of Visitors

**GEORGE MASON UNIVERSITY
BOARD OF VISITORS**

**EXECUTIVE SUMMARY
May 1, 2025 BOV Meeting**

Full Board Meeting

Highlights:

- Recognitions:
 - Honorary degree conferred on Carolyn Peterson.
 - Appreciation Plaque Presentations to Outgoing Student Representatives
 - Recognition of Early Identification Program (EIP) Graduating Students
 - Jack Wood Awards Presentation
- Rector's Report:
 - Rector Stimson provided an update on the board's engagement and review of Mason's Diversity, Equity, and Inclusion (DEI) programs, policies, offices, scholarships, etc. that brings the university into compliance with the law.
 - Vice Rector Mike Meese and Secretary Armand Alacbay were selected to work with university administration and legal counsel to review and revise the board's bylaws.
 - Rector Stimson extended appreciation to Visitors Blackman, Chimaladinne, Oberoi, and Prowitt for their board service as their terms expire on July 1, 2025.
- President's Report:
 - Most metrics of the 2024-2025 Presidential goals are succeeding, with significant challenges primarily due to changes in federal policy and funding.
 - Mason is one of only 5 large R1 universities nationwide to be classified as *High Access* and *High Outcomes* by the Carnegie Classification of Institutions of Higher Education and the only one with that classification in Virginia.
 - Challenges due to federal policy shifts: graduate enrollment declined by 1.1% due to country-of-origin issues, \$16M in research funding lost from 38 canceled or paused projects.
 - Mason Career Academy launched to offer job-relevant certifications.
 - Tuition increases proposed in response to reductions in research expenditures, reductions in graduate student tuition due to visa denials, and unfunded mandates.
- Name, Image & Likeness (NIL) Policy (University Policy 4030):
 - Policy aligning Mason with state law and the anticipated NCAA settlement was approved.
 - The board agreed to the addition of an Athletics Committee to provide relevant updates to the changing landscape of athletics and impact to student athletes and the university.
- FY 2026 University Operating Budget, Tuition and Fees
 - After extended debate, FY26 budget approved with a 0% increase for in-state tuition, an increase in out-of-state undergraduate tuition of \$528, an increase in out-of-state graduate tuition of \$720, an increase in out-of-state non-JD law tuition of \$1,022, and a 2.5% increase in the Mandatory Student Fee.
- DEI Report from University Leadership
 - Sharnnia Artis, Vice President of Access, Compliance, and Community, provided an overview of the steps the university has already taken to align its practices with current legal guidance. The committee chair tabled the resolution and invited Dr. Artis to present to the board.
 - Rector Stimson, Dr. Washington, and several board members agreed to a third-party review of Mason's compliance with current executive orders and relevant laws.

ACTION ITEMS

The Board voted and approved the following Actions:

Approval of the Minutes:

1. Full Board Meeting on February 27, 2025
2. Full Board Meeting on April 1, 2025
3. Special Full Board Meeting on April 17, 2025

Board of Visitors Meeting Schedule for:

1. 2025-2026
2. 2026-2027

Board of Visitors Meeting Schedule for 2025-2026:

1. Thursday, February 26, 2026 - Full Board Meeting (amended approved date)

University Policy 4030: Name, Image & Likeness Intercollegiate Athletics

Finance and Land Use Committee:

1. Financial Matters:
 - a. FY 2026 University Operating Budget, Tuition and Fees
2. Capital Matters:
 - a. Six-Year Capital Plan
 - b. Land Use Certification
 - c. SciTech Dominion Transmission Easement

Academic Programs, Diversity and University Community Committee:

1. Faculty Senate Update and Proposed Revisions to the Faculty Handbook
2. Faculty Actions
 - a. Promotion and/or Tenure
 - b. Conferral of Emeritus/Emerita Status
 - c. Elections of New Tenured Faculty
 - d. Special Rank Change