

Board Basics

Carrie Nee
University Counsel

Ramona Taylor
College Counsel



WILLIAM & MARY

CHARTERED 1693



Richard Bland College

of WILLIAM & MARY

Attorney-Client Relationship

- Counsel appointed by the Attorney General and coordinated through the Education Section
- Primary role is to advise Board and leaders on legal issues and management of legal risk

Legal Framework for Public Institutions

- Article VIII of the Virginia Constitution
- Enabling legislation (Va. Code §23.1-2800 et seq.)
- Title 23.1 of the Code of Virginia
 - Statutorily assigned powers and duties
 - Coordination by State Council of Higher Education (SCHEV)
- Restructuring Act/Management Agreement

External Regulation

- Federal Government
 - U.S. DOE laws and regulations (Title IX, Clery, FERPA)
 - Financial Aid Participation Agreement
 - Grants Administration (NSF, NEA)
- Accreditation by SACSCOC

Board Classifications

- Advisory Board: liaises with the public
- Policy Board: sets public policy
- Supervisory Board: responsible for operation of public entity

Va. Code §2.2-2100

One Board, Two Institutions

- W&M and RBC are separately established, separately accredited and operate under different tiers of the Restructuring Act
- Shared board created in 1960 and intended to be a temporary governance structure

Board Directives

The Board exercises its authority through collective action:

- Majority vote
- Open Session
- Quorum Present

Board Meetings

- Attendance is an affirmative duty
- FOIA Requirements:
 - 3 members discussing institutional business constitutes a meeting
 - 3 day notice must be provided
 - Minutes must be taken
 - Closed sessions allowed under limited circumstances

Meeting by Electronic Means

- All-virtual meetings will soon be permissible
- Flexibility provided for individual member participation from remote locations not accessible to the public
- Limited to 2 times per calendar year

Board Records

- Default is that all records created by Board members in the transaction of public business are accessible under FOIA
- Application of exemptions determined at the institutional level
- Members are not required to create records, but once created, records must be maintained according to the Public Records Act

Conflict of Interests Act

- Prevents accrual of personal *financial* interests of \$5000 or more
 - Members prohibited from contracting with W&M or RBC
 - Members prohibited from benefitting from transactions involving W&M or RBC
- Avoids appearance of impropriety
- Opportunity for opinion from Ethics Advisory Council or Attorney General

Conflict of Interests Act

- Compliance Requirements
 - Training to be completed within 2 months of assuming office and every 2 years thereafter
 - Filing of disclosure forms upon assuming office and every February 1 thereafter

Litigation

- Written reports provided under privilege in conjunction with regular meetings
- By statute, settlement authority is vested with the President, the AG and the Governor
- Division of Risk Management covers institution and officers acting in their official capacities