MANUAL OF THE
BOARD OF VISITORS
OF
JAMES MADISON UNIVERSITY

James Madison University
Harrisonburg, Virginia

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THE BOARD MANUAL

A. Purpose of Manual: The Manual of the Board of Visitors of James Madison University is designed to serve as a guide to the rules, powers and duties of members of the university’s board of visitors. It contains the Board Bylaws, the Code of Ethics, and information concerning James Madison University. Changes to the Bylaws and Code of Ethics require Board action. Other portions of the Manual will be updated by the administration of the university as needed.

B. Copies provided: A copy of this manual shall be provided by the board secretary to each member of the board upon his/her appointment to the board, and to each member of the board upon amendment of the bylaws or any other significant changes made to the manual.

C. Website: The university maintains a website for the Board of Visitors at www.jmu.edu/visitors. The board’s bylaws, meetings, members and minutes are posted on the website, along with information on the Virginia Freedom of Information Act (Code of Virginia Title 2.02, Chapter 37, § 2.2-3700), in compliance with state law. Code of Virginia Title 23.1, Chapter 13, § 23.1-1303.

D. Expenses: Members of the Board of Visitors are entitled to receive their actual expenses, when properly itemized, incurred in the discharge of their duties in attending the meetings of the board. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1307.

E. Liability: Members of the board are covered by the Commonwealth of Virginia’s self-insurance plan established by the Division of Risk Management of the Department of the Treasury. Code of Virginia, Title 2.2, Chapter 18, § 2.2-1837.

F. Conflicts of Interest: Members of the board are subject to the provisions of the State and Local Government Conflict of Interests Act (Code of Virginia, Title 2.2, Chapter 31, § 2.2-3100). Each member must file annual reports as required by law. Code of Virginia, Title 2.2, Chapter 31, § 2.2-3114.

G. Education: The State Council of Higher Education for Virginia has developed an educational program for board members, and all new board members must participate in these programs at least once during their first two years on the board. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1304.
BYLAWS OF THE BOARD OF VISITORS

Article I. Establishment of the Institution
James Madison University is a public comprehensive university, which is part of the statewide system of public higher education of the Commonwealth of Virginia.

Article II. Establishment of the Board of Visitors
The governing body of the university is the Board of Visitors, which by statute is responsible for overseeing the effective governance of the university. Code of Virginia, Title 23.1, Chapter 16, § 23.1-1600.

Article III. Statutory Authority
The university is a public corporation established by the General Assembly of the Commonwealth of Virginia in 1977, amending an act approved by the General Assembly in 1964, changing the name of the institution from Madison College to James Madison University. Code of Virginia, Title 23.1, Chapter 16, § 23.1-1600.

Article IV. Composition
The board is composed of 15 voting members appointed by the governor. Code of Virginia, Title 23.1, Chapter 16, § 23.1-1601.

Article V. Non-Voting Representatives
In addition to the members appointed by the governor, two non-voting representatives are invited to attend all open meetings of the board and of the Education and Student Life Committee of the board, to provide information and advice as deemed appropriate by the rector or chair of the committee, without authority to vote or to make or second motions. The non-voting representatives are not authorized to attend closed sessions of the board or committees.

A. A non-voting student representative to the board is chosen annually in a manner determined by the board. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1300. The board has directed the election of the student board member to be conducted by the Student Government Association.

B. The Speaker of the JMU Faculty Senate serves in a non-voting capacity as the faculty representative to the board. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1300.

Article VI. Appointment of Voting Members
The governor may appoint board members from names submitted by the University, but the governor is not limited to names submitted by the University. Code of Virginia, Title 23.1, Chapter 16, § 23.1-1601. The Virginia Commission on Higher Education reviews potential board appointees and makes recommendations to the Governor. Code of Virginia, Title 2.2, Chapter 25, § 2.2-2518. Of the persons appointed, no more than two may be non-residents of Virginia. Code of Virginia, Title 16, § 23.1-1601. All appointments are subject to confirmation by the General Assembly. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1300.

Article VII. Terms of Appointment
Members of the board are appointed for terms of four years each. The term for a board member is from July 1 to June 30. Members shall continue to hold office until their successors have been appointed and have qualified. Vacancies occurring other than by expiration of term are filled for the unexpired term. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1300.
Members of the board are not eligible to serve for more than two successive four-year terms. A person appointed to serve an unexpired term created by a vacancy is eligible to serve two additional four-year terms. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1300.

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. Code 23.1-1300 (2017)

The non-voting student representative serves a term of one year. The student representative may be appointed to a second one-year term but is not eligible to serve for more than two successive one-year terms.

The non-voting faculty representative serves during his or her term of office as Speaker of the Faculty Senate, according to the bylaws of the Faculty Senate. https://www.jmu.edu/facultysenate/bylaws.shtml

Article VIII. Removal
The Governor may remove any board member from the board. If any board member fails to perform the duties of his or her office for one year without good cause shown, the board may, at the next meeting after the end of such year, record the fact of such failure in the minutes of their proceedings, and may certify the same to the Governor. If any board member demonstrates unfitness for service on the board, whether by malfeasance, misfeasance, incompetence, gross neglect of duty or conviction of a felony, the board may recommend dismissal to the Governor. Dismissal of a board member for cause will be pursued in accordance with state law. Code of Virginia, Title 23.1, Chapter 13, § 1300.

The student representative or the faculty representative may be removed from service on the board upon a motion by two-thirds of the voting board members.

Article IX. Rights and Powers
The board has general and specific rights and powers set out in the Code of Virginia.

A. General: The general rights and powers of the board are set out in state law. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1301.

1. The board has all the rights and powers conferred by statutory authority, insofar as the same are not inconsistent with the laws of the Commonwealth.

2. The board appoints the president, who is its chief executive officer, and fixes his or her salary.

   a. The president of the university is appointed by the board at a regular or any called meeting.

   b. The president serves under terms and conditions satisfactory to the board.

   c. In case of the president’s incapacity because of disability or death, the board of visitors will designate an acting president to serve until a new president is appointed by the board and assumes office.
d. The board meets with the president at least once annually in a closed meeting and delivers an evaluation of the president's performance. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1303.

e. 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 members. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1303.

3. The board controls and expends the funds of the university and any appropriation provided by the General Assembly.

a. Revenue and Expenditure Budgets. The board is responsible for the following actions concerning the university budget:

(1) The board approves the biennial budget for the university. The biennial budget for the university is presented by the administration to the board or its executive committee prior to submission to any other state agency. Based on the biennial budget approved by the General Assembly, the president presents to the board a budget for each fiscal year of the biennium.

(2) The board approves the rates charged the students of the university for tuition, fees and other necessary charges.

b. Capital Outlay and Real Property. The real and personal property formerly standing in the name of Madison College is vested in the name of James Madison University. Code of Virginia Title 23.1, Chapter 13, § 23.1-1310. The board is responsible for the following actions concerning capital outlay and real property of the university:

(1) The board approves capital outlay on behalf of the university. The board has delegated authority to the president to take the necessary steps to implement capital outlay items approved in the final appropriations act.

(2) The board approves the issuance of revenue bonds to finance capital projects, as approved by the Governor. Code of Virginia, Title 23.1, Chapter 11, § 23.1-1117 and Chapter 12, § 23.1-1227;

(3) The board has overall responsibility for the care and preservation of all property belonging to the university.

(4) The board approves the purchase of real estate.

(5) The board approves the sale, exchange or other disposal of all real estate. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1301.

(6) The board approves the granting of easements for road, sewers, streets, utility lines or other purposes. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1300.
4. The board has the authority to make all needful rules and regulations concerning the university, including the following:

a. The board may adopt regulations for the administration of the university. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1303.

b. The board approves the crisis and emergency management plan for the university. Code of Virginia, Title 23.1, Chapter 8, § 23.1-804.

c. The board may submit plans and recommendations for additions or changes to change the division level of its intercollegiate athletics program to the Intercollegiate Athletics Review Commission of the General Assembly. Code of Virginia, Title 30, Chapter 57, § 30-359.

d. The bylaws of the Faculty Senate are subject to approval by the board.

e. The Faculty Handbook of the university is subject to approval by the board.

f. The board has delegated its authority to the president to establish the policies and procedures governing the university in areas where the board has not adopted specific regulations or policies.

5. The board has the authority to approve the appointment of all professors, teachers and agents, and their salaries. Code of Virginia Title 23.1, Chapter 16, § 23.1-1602.

a. Instruction and administrative faculty of the university receive their appointments by appropriate university officials, and the board must give approval for such appointments.

b. The board approves the annual compensation plan for the university.

c. The board approves promotions of faculty members and administrators, approves the grant of tenure to faculty members, and approves the establishment or discontinuance of any faculty rank.

d. The board approves the grant of a leave of absence to a faculty member or administrator and is notified about the resignation, termination or dismissal of faculty members and administrators.

6. The board provides general direction for the affairs of the university through the president and the administration.

B. Degrees

1. The board has the authority to approve the conferral of degrees. Code of Virginia Title 23.1, Chapter 16, § 23.1-1602.
2. The board may from time to time confer honorary degrees in appropriate circumstances, upon recommendation from the president.

C. Academic Programs

1. The board has the authority to approve new degree programs and discontinuation of degree programs, subject to such further approval as may be required from the State Council of Higher Education for Virginia. Code of Virginia, Title 23.1, Chapter 2, § 23.1-203.

2. The board has the authority to approve the curriculum of the university, as authorized under state law. Code of Virginia, Title 23.1, Chapter 2, § 23.1-203. The board has delegated its authority to the president.

3. The board has the authority to approve articulation, dual admissions, and guaranteed admissions agreements with associate-degree-granting public institutions of higher education. Code of Virginia, Title 23.1, Chapter 9, § 23.1-907.

D. Investments of Funds

1. The board approves the transfer or surrender of registered bonds, and approves the policy for investment of funds derived from the sale of revenue bonds.

   a. The board may request the state treasurer, or the treasurer's duly appointed assistant, to execute in the proper name the certificates or other writing necessary to affect the transfer or surrender of registered bonds of the United States or other bonds or securities held by the university.

   b. The board has authorized the president to establish the policy for investment of any funds which become available for investment from construction project funds derived from the sale of revenue bonds.

E. Mission and Strategic Planning

1. The board approves the mission of the university, subject to such further approval as may be required from the State Council of Higher Education for Virginia. Code of Virginia Title 23.1, Chapter 2, § 23.1-203.

2. The board approves a strategic plan designed to meet the future needs of the university, and approves modifications to the strategic plan as appropriate. The board approves biennially and amends or affirms annually a six-year plan for the institution. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1303.

3. The board approves the master plan of the university and modifications to the plan as appropriate.

F. Building Names. The board is responsible for the naming of all buildings, streets and other major facilities on campus, on recommendations from the president.

G. Transparency. The board is responsible for transparency, to the extent required by law, in all board actions. Code of Virginia, Title 23.1, Chapter 13, § 23.1-1303. The board operates
within the provisions of the Virginia Freedom of Information Act in announcing meetings, providing materials, posting minutes, and other requirements of the statute. Code of Virginia, Title 2.2, Chapter 37, § 2.2-3707.

**Article X. OFFICERS**

The officers of the Board of Visitors consist of the rector, vice rector and secretary of the board. All are nominated and elected at the annual meeting.

Each officer is elected for one year or until a successor is elected and qualified. The rector and vice rector may serve a maximum of two one-year terms. Vacancies in any office may be filled at any meeting. The rector and vice rector are members of the board; the secretary may be an administrative employee of the university.

A. Rector, Powers and Duties

1. The rector presides over meetings of the board or, if absent or unable to preside, the vice rector presides. If the vice rector is absent or unable to preside, the rector designates another voting board member to preside.

2. With the secretary, the rector executes all papers to which it is necessary to affix the seal of the university.

3. The rector appoints all committees.

4. The rector serves as member *ex officio* on all committees of the board and as chair of the Executive Committee.

5. The rector acts as the board’s spokesperson or representative.

6. When the office of the president becomes vacant, or a vacancy is pending, the rector appoints a special committee to recommend to the board a person to fill the vacancy. The rector may chair this committee, or may appoint another board member to chair the committee.

7. The rector performs such additional duties which may be imposed upon the office by statute or by direction of the board.

B. Vice Rector, Powers and Duties

In the absence or inability of the rector to discharge the duties of office, all the duties pertaining to the office of the rector of the board devolve upon and are executed by the vice rector.

C. Secretary, Powers and Duties

1. The secretary keeps a faithful record of all proceedings and posts minutes of each open meeting on the board’s website. Code of Virginia, Title 2.2, Chapter 37, § 2.2-3707 and 2.2-3707.1.

2. The secretary conducts correspondence for the board.
3. The secretary provides the board members and the public notice of time and place for meetings. Code of Virginia Title 2.2, Chapter 37, § 2.2-3711.

4. The secretary sees that all documents entrusted in his or her care are filed and safely kept at the university.

5. The secretary makes documents in his or her care available for inspection by the board or any committee of the board.

6. The secretary surrenders documents under his or her control only to an agent or officer authorized to receive them and upon proper receipt therefor.

7. The secretary coordinates clerical and administrative support for all committees.

8. The secretary provides a copy of the Manual of the Board of Visitors and all other appropriate materials to the members of the board when they are appointed and when any significant changes are made to the manual.

Article XI. MEETINGS

Meetings of the board of visitors are of three types: the annual meeting, regular meetings and special meetings.

A. The Annual Meeting
The annual meeting of the board is held at the final regularly scheduled meeting of the university’s fiscal year. The election of officers and the transition to new officers occur at the annual meeting.

B. Regular Meetings
Three regular meetings of the board are usually held in September, November, and February, and in April the board holds its annual meeting. Dates and months may vary from year to year.

C. Special Meetings
Special meetings of the board are held whenever called by the rector.

D. Notice of Meetings
At least sixty days’ notice is required for the annual meeting and the three regular meetings of the board. The secretary of the board gives notice of each special meeting to each board member at least three days before the meeting. The secretary of the board also gives the public notice of each annual meeting, regular meeting and special meeting, as required by law. Code of Virginia Title 2.2, Chapter 37, § 2.2-3707.

E. Motions and Resolutions
A motion or resolution to be brought before the board must be sent to the secretary of the board no later than 10 days prior to any meeting of the board. The secretary will communicate the proposed motion and/or resolution to each board member no less than seven days prior to any meeting of the board; however, the introduction of a motion and/or resolution for board action may be offered at any time at the request of the president or the rector or on those occasions when 10 members of the board vote in the affirmative to suspend this rule.

F. Location of Meetings
The board meetings will normally take place on the campus of James Madison University. However, the board may hold its meetings in such place or places within or outside of the Commonwealth of Virginia as the board may determine. A member of the board may participate through electronic communication means for personal reasons as long as the Rector is notified on or before the day of the meeting, specifying the nature of the personal matter, and the remote location from which the member participates. Code of Virginia Title 2.2, Chapter 37, §2.2-3708.1.

G. Quorum
No business will be conducted by the board at any meeting without a quorum. A majority of the voting membership of the board constitutes a quorum for the transaction of business at all authorized meetings. Code of Virginia Title 23.1, Chapter 11, § 23.1-1101. The lack of a quorum will not prevent a meeting, but the board may not vote on any matters at any such meeting.

H. Electronic Meetings
The board may hold meetings through audio and/or video technology, provided a quorum is physically present in one location and providing that at least one meeting during the year is held where members in attendance at the meeting are physically assembled at one location and where no members participate by electronic communication means. The remote locations where other board members may be participating are listed in the announcement of the meeting and open to the public if three or more board members are at the same remote location. In any such audio or video meetings, electronic access to any such meeting will be provided so that the public may witness the meeting. Code of Virginia Title 2.2, Chapter 37, §2.2-3708. Any votes taken in such a meeting are conducted by roll call vote. Any interruption in the telephonic or video broadcast of the meeting shall result in the suspension of action at the meeting until repairs are made and public access restored. In case of a state of emergency announced by the Governor, the board may hold an electronic meeting without a quorum present at a single location. Code of Virginia Title 2.2, Chapter 37, §2.2-3708.

I. Meetings Open to the Public
As required under the Virginia Freedom of Information Act, all meetings of the Board of Visitors and all meetings of board committees are open to the public. Code of Virginia, Title 2.2, Chapter 37, § 2.2-3707. The board or any committee may move into a closed meeting as stipulated in the act to discuss topics exempt from the open meetings requirements. Code of Virginia Title 2.2, Chapter 37, § 2.2-3711. The board may invite specific individuals to attend a closed meeting. Discussions and actions on any topic not specifically exempted from the public meeting requirement by the statute shall be held in an open meeting. Any action of the board taken in a closed meeting shall be approved in an open meeting before it can have any force or effect. Code of Virginia Title 2.2, Chapter 37, § 2.2-3711. Members of the board will be provided with a copy of the Act by the board secretary.

J. Minutes
The secretary of the board shall record minutes of each open meeting and post the minutes on the board's website. Code of Virginia Title 2.2, Chapter 37, § 2.2-3707.

K. Attorney General Representation
A representative of the Virginia Attorney General’s Office shall receive notice of and is invited to all meetings of the board and all board committees, including the executive committee. Code of Virginia Title 23.1, Chapter 13, § 23.1-1303.
L. Roberts’ Rules of Order
The board follows Roberts’ Rules of Order for conducting its business.

Article XII. COMMITTEES

The committees of the board of visitors are of three types: the executive committee, standing committees and special committees. The secretary of the board will serve as the secretary of the executive committee and coordinate secretarial support for all other committees. The rector of the board is an ex officio member of all committees. A majority of the voting membership of a board committee constitutes a quorum for the transaction of business at a committee meeting. If the rector is present at a committee meeting, he or she will be counted as a member of the committee for the purpose of constituting a quorum. The lack of a quorum will not prevent a meeting, but the committee may not vote on any matters at any such meeting.

A. Executive Committee

1. The executive committee consists of the chairs, or their designee, of the five standing committees of the board. The rector chairs the executive committee.

2. The executive committee organizes the working processes of the board and recommends best practices for board governance. The committee is charged with making recommendations to the full board in the following areas:

   a. A statement of governance setting out the board’s role;

   b. Review of the board’s bylaws;

   c. Committee structure, appointments and meetings;

   d. Orientation and continuing education process;

   e. Compliance with the code of ethics for board members; and

   f. Qualifications and competencies for membership on the board, for recommendation to the Governor.

3. The executive committee evaluates the performance of the president each year and makes a report to the full board concerning his or her evaluation.

4. The executive committee may exercise the powers and transact the business of the full board when it is in recess, except in the following situations:

   a. To elect officers of the board;

   b. To remove or change members of the instructional faculty; or

   c. To take final action on any question radically affecting the policy of the university.
5. All actions taken by the executive committee between meetings of the board will be reported in committee minutes presented to the board at the next annual, regular or special meeting.

B. Standing Committees

1. The standing committees of the board consist of the following five committees: Advancement, Athletics, Audit, Education and Student Life, and Finance and Physical Development.

   a. Advancement Committee: oversees, advises and advocates for the effective delivery and prudent management of a comprehensive university advancement program comprised of philanthropy, information systems, brand management and constituent relations.

   b. Athletics Committee: provides oversight of the university’s intercollegiate athletics program, ensuring the institution meets expectations for academic and competitive success, quality student-athlete experiences and compliance with NCAA requirements.

   c. Audit Committee: responsible for the review of internal and external audit related functions for all divisions of the university and assists the Board in fulfilling its fiduciary responsibilities related to overseeing the soundness of the University’s system of internal controls, the integrity of the University’s financial accounting and reporting practices, and the independence and performance of the internal and external audit functions.

   d. Education and Student Life Committee: provides oversight of the academic and student life endeavors of the university including, but not limited to reviewing and recommending new academic programs.

   e. Finance and Physical Development Committee: responsible for the fiscal policies and oversight of the financial operations of the University including the review of the annual budget, tuition and fees, real estate acquisitions and recommending policies regarding all matters related to land use and physical facilities.

2. Each committee shall serve the purpose of advising the full board on specific areas of the administration of the institution, according to its assignment by the board. Each board member shall serve on two standing committees.

3. Each standing committee is composed of no fewer than three members appointed by the rector. At the time of appointment, the rector will designate the chair of each committee.

4. A vacancy on any committee will be filled by the rector for the unexpired term.

5. Each standing committee will meet at the call of the chair or the rector. Generally, the committees meet on the same day as the annual and regular meetings, but committees may meet at different times, with proper notice.
6. The secretary of the board provides an agenda for each committee meeting, notifies the members and the public of the time and place of the meeting at least three days prior to the meeting, and coordinates secretarial support for the meeting.

7. Standing committees present their reports and recommendations to the board at an annual, regular or special meeting.

C. Special Committees

1. Special committees may be constituted at any time either by action of the board or by direction of the rector.

2. Special committees will consist of no fewer than three members appointed by the rector and shall have a term not to exceed one year, unless renewed for a specific period of time by action of either the board or the rector.

3. The rector designates the chair of each special committee.

4. Special committees meet at the call of the chair or the rector. Members and the public are notified of the time and place of the meeting at least three days prior to the meeting.

5. Each special committee presents its report and recommendations to the board.

6. The Rector shall appoint the Nominating Committee at the first meeting of the spring academic semester for the purpose of presenting a slate of officers for election.

   a. The Nominating Committee shall consist of three members of the Board.

   b. When possible, one member of the Committee shall be completing an appointed term with no eligibility for reappointment, or shall have disclosed to the Rector that he or she wishes to be not reappointed to the Board.

Article XIII. ANNUAL REPORTS

A. Each year by the first day of the regular session of the General Assembly, the administration, on behalf of the board, submits to the General Assembly and the Governor an executive summary of the board’s interim activity and work, as provided in the procedures of the Division of Legislative Automated Systems. The secretary prepares the report, presents it to the executive committee for review and approval, and submits it to the appropriate state offices. Code of Virginia Title 23.1, Chapter 13, § 23.1-1303.

Article XIV. RELATED ENTITIES

The board is authorized to enter into affiliation agreements with appropriate entities related to the university’s mission. Related entities include, but are not limited to, the James Madison University Foundation, Inc.; the James Madison University Real Estate Foundation, Inc.; the James Madison University Alumni Association; James Madison University Research and Development Center, Inc.; and James Madison Innovations.
Article XV. AMENDMENTS AND SUSPENSION

A. Amendment: The bylaws of the board, except where mandated by law, may be amended at any meeting of the board with the approval of no fewer than 10 board members, provided that notice of the amendment is included in the notice of the meeting.

B. Suspension of Provisions: Any of the provisions of the bylaws of the board not mandated by law may be temporarily suspended at a meeting of the board with the approval of no fewer than 10 board members.

CODE OF ETHICS

Integrity is one of the core values of James Madison University. We pursue and embrace ethical reasoning because it is essential to meaningful citizenship, and our mission is to prepare students to be educated and enlightened citizens who lead productive and meaningful lives. As the leaders of the JMU community, the Board of Visitors is committed to ensuring lawful and ethical behavior in all of the university’s activities. At JMU, we expect that all members of the university community—our board members, employees, students, and volunteers—comply with all applicable laws, regulations, policies and ethical practices. More generally, we are committed to being honest, fair and trustworthy ourselves and to taking care that other members of the university community are held to the same standards.

We, as members of the James Madison University community, will:

1. Obey the laws, regulations and policies applicable to our university activities.
2. Protect and preserve university resources and ensure their proper use.
3. Avoid both conflicts of interest and the appearance of such conflicts.
4. Safeguard confidential information.
5. Make procurement and other resources decisions impartially and objectively.
6. Maintain effective internal controls to safeguard the regularity and integrity of our activities.
7. Treat other people with dignity and respect, and guard against discrimination and harassment.
8. Report any illegal or unethical action, so that the university or other appropriate authorities can investigate and take corrective action.
9. Conduct all board actions under the principles of transparency, to the extent required by law.

This Code of Ethics was adopted by the Board of Visitors of James Madison University on January 17, 2014.

ADMINISTRATION OF THE UNIVERSITY

The administration of the university has been delegated by the board of visitors to the president of the university, including the following general powers and duties:
1. The president submits to the board at its annual meeting a report of the fiscal and other affairs of the university. Special reports are submitted at other meetings as needed.

2. The president calls to the attention of the board all matters that, in the president's opinion, affect the interests of the total university and require consideration by the board.

3. The president may attend and participate in all meetings of the board and its committees, including closed meetings, except when there is under consideration any matter affecting the president personally; in this case, the president's attendance will be only by special invitation.

4. The president develops and maintains a plan of institutional organization. The president is in charge of administration at the university and will be the usual means of communication between the board and faculty, officers and administrative staff of the university. The president establishes the positions of and employs vice presidents and other administrative officers and delegates to them the day-to-day operation of the divisions of the university.

5. The president presides at all public meetings and general commencements of the university and confers all degrees, unless otherwise directed by the board.

6. The president convenes the general faculty when needed. The president, or his/her designee, presides at such meetings.

7. The president shall exercise the following powers and duties subject to the approval of the board:
   
   a. The president makes faculty appointments, promotions and merit increases. The president recommends to the board the appointment, promotion, tenure and dismissal of all administrative staff and instructional faculty.

   b. The president establishes new positions including faculty, staff and administrative officers.

   c. The president establishes policies concerning the general operation of the institution, including the employment of faculty and staff, benefits, the acceptance and assistance of students, and the conduct of students in accordance with state and federal policy and law.

   d. The president establishes policies concerning the general operation of the institution, in accordance with state and federal policy and law.
APPENDICES

A. Acts of General Assembly of Virginia

1. Excerpts from Original Act of 1908

For the establishment of State normal and industrial schools for women, at Harrisonburg and Fredericksburg, the sum of seventy-five thousand dollars, of which the sum of twenty-five thousand dollars shall be for the school at Fredericksburg and shall be available on and after February twenty-eighth, nineteen hundred and nine, but not before.

The said schools shall be under the supervision, management and government of the boards of trustees, which shall consist of ten members each, to be appointed by the governor, by and with the advice and consent of the senate, to hold office for the term of four years ...

Second. The said trustees shall be bodies corporate under the name and style of State Normal and Industrial School for Women at Harrisonburg and State Normal and Industrial School for Women at Fredericksburg respectively ... Said trustees shall from time to time make all needful rules and regulations for the government and management for said schools, fix the number and compensation of teachers and employees of said schools, and of said boards, and prescribe the preliminary examinations and conditions upon which students shall be received therein....

Third. The said trustees shall annually make and file with the said board of education a full report of their proceedings under this act, together with the report of the progress and condition of said schools. The trustees shall establish one of said schools within or near the corporate limits of Harrisonburg, in the county of Rockingham, Virginia, on a suitable site to be selected by said trustees, and one of said schools within or near the corporate limits of the city of Fredericksburg....

Fourth. Each county and city in the State shall be entitled to one pupil in each of said schools, who shall be nominated by the division superintendent of schools ...

Fifth. For purpose of the said schools there shall be paid out of the public treasury, from time to time, such sums as shall be appropriated to pay incidental expenses, the salaries of officers and teachers and to maintain the efficiency of the said schools ...

Sixth. The establishment of said schools near or within the corporate limits of the town of Harrisonburg, in the county of Rockingham, is conditioned upon an appropriation of not less than fifteen thousand dollars cash to be paid by the town of Harrisonburg and the county of Rockingham, upon the establishment of said school; and the guaranteeing of a suitable site connected with the water, light and sewer systems of said town, of not less than thirty acres of land for said institution at a cost not to exceed ten thousand dollars...

Seventh. The superintendent of public instruction shall render to the second auditor an annual account of the expenditures for said institutions...
2. Selected Current Acts of the General Assembly

§ 23-164.1. Corporation composed of board of visitors established; style; name of University.
The corporation composed of the board of visitors of Madison College, heretofore established by law, is continued as the board of visitors of James Madison University under the style of "The Visitors of James Madison University" hereinafter referred to in this chapter as board. The University shall be known as James Madison University. All laws relating to Madison College or the board of visitors of Madison College shall be construed as relating to James Madison University or the board. (1964, c. 97; 1977, cc. 296, 319.)

§ 23-164.2. Transfer of property.
All the real estate and personal property now existing and heretofore standing in the name of the visitors of Madison College shall be known and taken as standing in the name, and to be under the control, of the corporate body designated "The Visitors of James Madison University." Such real estate and personal property shall be the property of the Commonwealth. (1964, c. 97; 1977, cc. 296, 319.)

§ 23-164.3. Appointment of members of board of visitors generally; terms; vacancies.
The board shall consist of fifteen members who shall be appointed by the Governor.
Of the four members of the board appointed for terms beginning July 1, 1989, two members shall be appointed for initial terms of two years and two members shall be appointed for initial terms of three years. Successors to the members so appointed shall be appointed to serve for terms of four years each. Vacancies occurring other than by expiration of term shall be filled for the unexpired term. Of the persons so appointed two may be non-residents of the Commonwealth.
All appointments shall be subject to confirmation by the General Assembly. Members shall continue to hold office until their successors have been appointed and have qualified. (1964, c. 97; 1979, c. 623; 1989, c. 107.)

§ 23-164.4. Appointment of visitors from list submitted by alumni.
(a) The Governor may appoint visitors from a list of qualified persons submitted to him by the alumni association of the James Madison University, or its titular successor, on or before the first day of July of any year in which the terms of any visitors will expire.
(b) Every list shall contain at least three names for each vacancy to be filled.
(c) The Governor shall not be limited in his appointments to the persons so nominated. (1964, c.97; 1977, cc. 296, 319.)

§ 23-164.5. Eligibility to serve more than two successive terms.
No person shall be eligible to serve for or during more than two successive four-year terms. A person appointed to serve an unexpired term created by a vacancy shall be eligible to serve two additional four-year terms. (1964, c. 97; 1970, c. 601; 1979, c. 623; 1991, c. 96.)

§ 23-9.2:5. Student representatives on boards of visitors.
A. The board of visitors of any four-year state 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.
B. Nothing in this section shall prohibit any board of visitors from excluding such representatives from discussions of faculty grievances, faculty or staff disciplinary matters or salaries or other matters at the discretion of the board. (1982, c. 356; 2000, cc.699, 715.)
§ 23-164.6. Rights and powers of board generally.
The board shall be vested with all the rights and powers conferred by this chapter insofar as the same are not inconsistent with the laws of the Commonwealth. The board shall control and expend the funds of the University and any appropriation hereafter provided, and shall make all needful rules and regulations concerning the University, appoint the president, who shall be its chief executive officer, and all professors, teachers and agents, and fix their salaries and generally direct the affairs of the University. (1964, c. 97; 1977, cc. 296, 319.)

§ 23-164.7. Tuition, fees and charges.
The board may fix the rates charged the students of the University for tuition, fees and other necessary charges. (1964, c. 97; 1977, cc. 296, 319.)

The board shall have the right to confer degrees. (1964, c. 97.)

The curriculum of James Madison University shall embrace such branches of learning as related to teaching in the public free schools of Virginia, without excluding other studies in the arts and sciences. (1964, c. 97; 1977, cc. 296, 319.)

§ 23-164.10. Granting easements over, etc., property of University.
The visitors of James Madison University are authorized, subject to the approval of the Governor in writing first obtained, to convey upon such terms and conditions and for such consideration as they deem proper easements upon, over, across or under the property of James Madison University for which they serve as the governing body, to the city of Harrisonburg, the county of Rockingham, the Rockingham Memorial Hospital, or to any public utility or public service company, for the purpose of erecting or maintaining power, telephone, water, sewer or gas lines and mains; provided, that any deed or other conveyance executed hereunder shall be in form approved by the Attorney General; and provided, further, that any funds derived by the visitors in consideration of the granting of any such easement shall be paid into the State treasury to the account of James Madison University for use for capital outlay expenditures as authorized by the visitors of James Madison University. (1966, c. 646; 1977, cc. 296, 319.)
B. A Brief History of James Madison University

James Madison University was founded by a 1908 act of the Virginia General Assembly and first opened its doors to students on Sept. 28, 1909. At that time, the institution was named the State Normal and Industrial School for Women at Harrisonburg. There were 15 faculty members and a student body of 150 young women at the opening session in 1909. The academic program provided four years of high school and two years of post-high school courses. Courses were designed for future teachers and homemakers.

As the years passed, the emphasis at the institution changed. In 1914, the school's name dropped the word "Industrial" and became the State Normal School for Women at Harrisonburg. In 1919, the first bachelor of science degree was awarded and the high school program was eliminated the following year.

The name of the institution was changed to the State Teachers College at Harrisonburg in 1924 and, three years later, the college received national accreditation.

Another name change took place in 1938, when the institution became Madison College in honor of President James Madison. Enrollment exceeded 1,000 for the first time that year. In 1942, the two-year teaching diplomas were awarded for the last time. All two-year programs were eliminated by the late 1950s. The graduate program was begun at Madison in 1954, with the introduction of master's degree programs.

Men were first enrolled as day students in the regular session at Madison College in 1946. Men had enrolled in summer school at the institution since the first summer session in 1910. In 1966, Madison became fully coeducational when the General Assembly approved male students living on campus.

The school grew significantly in the 1960s and 1970s and expanded its offerings to become a comprehensive institution. The great changes at the university were symbolized on July 1, 1977, when the name of the institution was changed from Madison College to James Madison University. The university offered its first doctoral program in the 1995-96 session.

The university celebrated its 100th birthday in 2008. The university’s current enrollment is approximately 20,000. The university has been cited repeatedly in national surveys as one of America's finest undergraduate universities.

Presidents:
Julian Ashby Burruss 1908-1919
Dr. Samuel Page Duke 1919-1949
Dr. G. Tyler Miller 1949-1970
Dr. Ronald E. Carrier 1970-1998
Dr. Linwood H. Rose 1998-2012
Mr. Jonathan R. Alger 2012-
1 Code of Virginia, Title 23.1, Chapter 3, § 23.1-307.