

**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](http://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 2.2, 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.

**H. University Employment.** Members of the board are ineligible for employment with the University for a period of two years following the expiration of their terms of service on the board. Code of Virginia § 23.1-1300.

## **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 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 representative to the board 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 or her 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 elected to a second one-year term but is not eligible to serve for more than two successive one-year terms. The term of office shall be from the date of the May graduation to the following May graduation.

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 of Virginia.
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 a planned or unplanned departure of the president, 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. Prior to approving an increase in undergraduate tuition or mandatory fees, the board shall provide students and the public a projected range of the planned increase, an explanation of the need for the increase, and minimum of 30 days' notice of the date and location of any vote on such increase. Further, prior to any such vote, the board shall schedule a time for public comment on the proposed increase in accordance with applicable law. The board shall provide an explanation of any deviation from the projected range provided. Code of Virginia § 23.1-307.

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. ; This authority is delegated to the Vice President for Administration and Finance.

4. The board has the authority to make all needful rules and regulations concerning the university, including the following:

- a. The board may adopt policies and 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 § 23.1-1309.
- d. The *Faculty Handbook* of the university is subject to approval by the board.
- e. 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. Instructional and administrative and professional 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.  
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, § 23.1-306.

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. The transition of officers shall be effective July 1.

The rector and vice rector are elected for a term of two years or until a successor is elected and qualified should either not be able to complete the two-year term. The rector and vice rector may serve in their role more than once during their tenure on the Board of Visitors, but they may serve only a maximum of one two-year term in succession. Vacancies in any office, including those occurring when an officer is not reappointed to the board, may be filled at any meeting. A board member who is elected to fill a vacancy in the role of rector or vice rector shall serve for the remainder of that term, and may also be eligible thereafter for election to a two-year term. 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.
9. The president shall recommend a university employee to the Nominating Committee to serve as secretary to the Board of Visitors.

**Article XI. MEETINGS**

All board members are expected to attend all meetings in person consistent with provisions in the board manual. Meetings of the board of visitors are of three types: the annual meeting, regular

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 occurs 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. The board will participate in a retreat annually to be scheduled at a time and location suitable to meet the goals of the retreat.

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 seven 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, §2.2-3708.2.

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. Meetings held through Electronic Communication Means

The board may hold all-virtual public meetings following all the provisions set forth in 2.2-3708.3 of the Code of Virginia. These provisions include:

- 1) The required meeting notice must indicate if the meeting is in-person or all-virtual.
- 2) Public access to the all-virtual meeting public is provided via electronic communication means and included in the public notice.
  - a. Contact information must be included to notify the university if the electronic communication means is interrupted or fails.
- 3) No more than two members of the board are together in any one remote location unless that remote location is open to the public.
- 4) The full board may convene an all-virtual public meeting (i) not more than two times per calendar year or 50 percent of the meetings held per calendar year; or (ii) not consecutively with another all-virtual public meeting.
- 5) All committees of the board may also hold all-virtual meetings in accordance with this policy and applicable law.
- 6) Requests for an all-virtual meeting shall be made to the rector, in consultation with the administration.

- a. Such requests may be for such circumstances as emergency situations, when members are separated more than 60 miles from each other/location, difficulty in having quorum if held in-person, travel difficulties, or other types of situations allowed by law and deemed appropriate by the rector.

The board shall ensure that the meeting minutes contain all of the information required by law. Section 2.2-3708.3 of the Code of Virginia allows for an individual member to participate remotely under the following provisions:

- 1) The member must request permission to participate remotely and notify the rector or committee chair that:
  - a. The member has a temporary or permanent disability or other medical condition that prevents their physical attendance; or
  - b. A medical condition of a member of the member's family requires them to provide care or the member must provide care for a person with a disability; or
  - c. The member's principal residence is more than 60 miles from the meeting location; or
  - d. The member is unable to attend due to a personal matter and must specify the nature of the matter.
    - i. The member may not use a personal matter reason to miss more than two meetings or 25 percent of the meetings held per calendar year.
- 2) These provisions regarding remote participation of individual board members apply to meetings of the full board and to each of its committees separately.

#### 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. Faculty Senate Speaker

A. The Faculty Senate Speaker or representative will attend the Full Board meetings and provide a report to the board.

#### M. Student Representative to the Board

A. The student representative to the board will attend the Full Board meetings and provide a

report to the board.

N. 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 with the exception of the Executive Committee where the Rector serves as the chair. 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 rector, vice rector, and three committee chairs selected by the rector. The rector chairs the executive committee. A past rector may serve as an ex-officio member of the Executive Committee. In the event a committee chair is unable to attend a meeting, they may appoint a designee.  
(approved 4/22/2022)
2. The executive committee evaluates the performance of the president each year and makes a report to the full board concerning his or her evaluation.
3. 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;
  - c. To take final action on any question substantially affecting the policy of the university.
4. The charter for the Executive Committee, located in Appendix B, outlines the other specific responsibilities of the Executive Committee.
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 committees: Academic Excellence; Advancement and Engagement; Athletics; Audit; Finance and Physical Development; Governance; and Student Affairs.

a. Academic Excellence Committee: provides oversight of the academic endeavors of the university, including, but not limited to academic programs; faculty hiring; satisfaction and achievements; student academic success; and national status.

b. Advancement and Engagement 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; and generates resources and stakeholder support of the university's strategic goals relative to federal, corporate, and public relations.

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

d. Audit, Risk and Compliance 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 and compliance.

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, and real estate acquisitions and recommending policies regarding all matters related to land use, physical facilities, and technology and General Assembly updates and legislative affairs.

f. Governance Committee: provides oversight of responsibilities related to board governance and policies and manages the board compliance with state requirements such as a self-evaluation, professional development opportunities and others; reviews and recommends improvements to board processes and performs regular strategic risk management and opportunity assessments to highlight key issues for the administration, executive committee and committee chairs to review.

g. Student Affairs Committee: oversees all elements of student life including discipline, co-and -extracurricular activities, the residential campus experience, and physical and behavioral health to ensure a high quality student experience.

2. In accordance with its responsibilities as outlined in its specific charter (Appendix B) 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 in conjunction with 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. (see the Nominating Committee and Nominating Process policy)

**Article XIII. ANNUAL REPORTS**

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. SELF-EVALUATION OF THE BOARD**

In accordance with the requirements of the Southern Association of College and Schools Commission on Colleges, the board shall regularly conduct a self-evaluation. SACSCOC Resource Manual for The Principles of Accreditation; CR 4.1, 4.2g Board Self-Evaluation.

**Article XV. 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 XVI. 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.

#### **COMPETENCIES AND QUALIFICATIONS FOR BOARD MEMBERS**

Recommended Qualifications and Competencies for Members of the James Madison University (JMU) Board of Visitors

- Commitment to the university's mission
- Ability to commit the time and energy required to fulfill all Board duties and responsibilities
- Success and proven leadership in the arenas of business, professional, academic, non-profit, government, and/or other civic engagement endeavors
- Knowledge and experience to help guide deliberations and decision making

- Adherence to the highest standards of professional and personal Integrity
- Respect for the concept of shared governance and the distinction between the Board's duties and the role of the president and Administration
- Respect for diversity and the role it plays in higher education
- Commitment to upholding the principles of academic freedom for the university and faculty
- Ability to challenge, support, and motivate the administration
- Familiarity with issues facing higher education in the Commonwealth of Virginia and nationally

Recommended Board composition

- A majority of the board members are James Madison University alumni
- Diversity of membership that reflects the aspirations of the University
- At least two members reside outside the Commonwealth of Virginia

## **ADMINISTRATION OF THE UNIVERSITY**

Except as may be explicitly set forth in this manual or prohibited by applicable law, 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 among 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 and administrative and professional 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.

Changes to the By-Laws:

11/19/21

4/22/22

9/16/2022

## APPENDICES

### Appendix 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**

### **§ 23.1-1600. Corporate name; name of the University.**

A. The board of visitors of James Madison University (the board) is a corporation under the name and style of "The Visitors of James Madison 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 James Madison University (the University).

C. All laws relating to Madison College or the board of visitors of Madison College shall be construed as relating to the University or the board, respectively.

1964, c. 97, § 23-164.1; 1977, cc. 296, 319; 2016, c. 588.

### **§ 23.1-1601. Membership.**

A. The board shall consist of 15 members appointed by the governor, of whom at least 13 shall be residents of the Commonwealth.

B. The alumni association of the University 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. The governor is not limited in his appointments to the individuals so nominated.

1964, c. 97, §§ 23-164.3, 23-164.4; 1977, cc. 296, 319; 1979, c. 623; 1989, c. 107; 2016, c. 588.

### **§ 23.1-1602. Powers and duties.**

A. The board shall appoint all teachers and agents and fix their salaries and generally direct the affairs of the University.

B. The board may confer degrees.

1964, c. 97, §§ 23-164.6, 23-164.8; 1977, cc. 296, 319; 2016, c. 588.

### **§ 23.1-1603. Program of instruction to educate and train teachers.**

The University shall maintain a program of instruction to educate and train teachers for the public elementary and secondary schools of the Commonwealth without excluding other programs of instruction.

1964, c. 97, § 23-164.9; 1977, cc. 296, 319; 2016, c. 588.

### **§ 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 § 2.2-3708.2; and
11. Adopt a resolution to require the governing body of a locality that is contiguous to the institution to enforce state statutes and local ordinances with respect to offenses occurring on the property of the institution. Upon receipt of such resolution, the governing body of such locality shall enforce statutes and local ordinances with respect to offenses occurring on the property of the institution.

## **Appendix B: Committee Charters**

### Academic Excellence Committee Charter

#### Purpose

The Academic Excellence Committee oversees the academic and endeavors of the university, including, but not limited to academic programs; scholarship and research; faculty hiring, student and faculty satisfaction and academic achievements; student academic success; and national competence.

#### Composition and Independence

The Committee is comprised of three or more members of the Board of Visitors. The Provost and Vice President for Academic Affairs are expected to attend. In addition to complying with the Commonwealth of Virginia's Conflict of Interest laws and any university policies, each member must be free from any financial, family or other material personal relationship that, in the opinion of the board or the committee members, would impair their independence from management and the university.

#### Responsibilities

- Review revisions to the Faculty Handbook for approval by the board
- Review all new academic programs, major, degrees, as well as discontinuation of degree programs for approval by the board
- Review nominations of honorary degrees for approval by the board
- Hear annual report from the Graduate Student Association
- Receive SACSCOC Accreditation and Quality Enhancement Plan updates
- Review international academic partnerships
- Review research strategies and policies requiring board action
- Review proposals for the organization of the academic structure of the university

#### Meetings

The committee will meet at least three times annually. Additional meetings may occur more frequently as circumstances warrant.

#### Responsibility of the Chair

The chair shall coordinate with the designated administrative liaison for their committee in establishing the agenda and organizing strategic conversations during the committee meeting.

### Advancement and Engagement Committee Charter

#### Purpose

The Advancement and Engagement 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; and generates resources and stakeholder support of the university's strategic goals relative to corporate and public relations.

#### Composition and Independence

The committee is comprised of three or more members of the Board of Visitors. The Vice President for Advancement, or their designee, is expected to attend. In addition to complying with the Commonwealth of Virginia's Conflict of Interest laws and any University policies, each member must be free from any financial, family or other material personal relationship

that, in the opinion of the board or the committee members, would impair their independence from management and the university.

#### Responsibilities

- Review quarterly fundraising report
- Hear reports on Annual Giving, Alumni Relations, Parent Relations, Institutional Branding, and Planned Giving
- Review plans and progress of campaigns
- Review naming proposals for approval by the board
- Review public relations and marketing communication strategies
- Assist with generating resources and stakeholder support for the university

#### Meetings

The committee will meet at least three times annually. Additional meetings may occur more frequently as circumstances warrant.

#### Responsibility of the Chair

The chair shall coordinate with the designated administrative liaison for their committee in establishing the agenda and organizing strategic conversations during the committee meeting.

### Athletics Committee Charter

#### Purpose

The Athletics Committee oversees the university's intercollegiate athletics program, ensuring the institution meets its expectations for academic and competitive success, quality student-athlete experiences and compliance with NCAA requirements.

#### Composition and Independence

The committee is comprised of three or more members of the Board of Visitors. The Athletic Director is expected to attend. In addition to complying with the Commonwealth of Virginia's Conflict of Interest laws and any university policies, each member must be free from any financial, family or other material personal relationship that, in the opinion of the board or the committee members, would impair their independence from management and the university.

#### Responsibilities

- Review the Strategic Plan Accountability Measures
- Review the yearly Academic Report
- Monitor the annual fund-raising strategies
- Keep current with NCAA legislation as appropriate
- Review the Student-Athlete Disciplinary Report
- Review the annual Title IX Report
- Support the mission of the Department of Athletics
- Review facility renovations and construction plans as appropriate
- Annual review of the Virginia State Auditors APA Report

#### Meetings

The committee will meet at least two times annually. Additional meetings may occur more frequently as circumstances warrant.

#### Responsibility of the Chair

The chair shall coordinate with the designated administrative liaison for their committee in establishing the agenda and organizing strategic conversations during the committee meeting.

### Audit, Risk, and Compliance Committee Charter (revision February 13, 2025)

#### Introduction

On behalf of the JMU Board of Visitors (BOV), the Audit, Risk, and Compliance Committee (ARC Committee) is charged with receiving reports on internal and external audit-related functions for all divisions of James Madison University (JMU). The committee is also responsible for receiving reports on the work of the JMU Compliance Committee and matters related to financial, technology, operational, strategic and reputational risks.

The term “external” shall refer to the representatives of, or audits by, the Auditor of Public Accounts for the Commonwealth of Virginia, Office of the State Inspector General, independent certified public accountants and auditors from organizations, governmental or other, outside the university.

#### Purpose

The ARC Committee assists the BOV in fulfilling its fiduciary responsibilities related to overseeing the:

- soundness of the university’s system of internal controls;
- integrity of the university’s financial accounting and reporting practices;
- performance of the internal and external audit functions;
- university’s compliance with applicable laws and regulations, and
- management of financial, technology, operational, strategic and reputational risks.

University management is responsible for the preparation, presentation, and integrity of the university’s financial statements. University management is also responsible for maintaining appropriate financial accounting and reporting policies, procedures and internal accounting controls. These are designed to ensure compliance with generally accepted accounting principles, applicable laws and regulations, accreditation standards and contractual obligations.

Audit and Management Services (AMS) examines and evaluates the adequacy and effectiveness of the university’s system of internal controls.

The university’s external auditor, the Auditor of Public Accounts (APA), is responsible for planning and conducting the financial statement examination in accordance with generally accepted auditing standards and issuing an opinion on the financial statements.

The JMU Compliance Committee is responsible for tracking and monitoring the university’s compliance with applicable laws and regulations, accreditation standards and contractual obligations. The chief audit executive (CAE – Director of AMS) and Compliance Coordinator serve as the chairs of the JMU Compliance Committee and report on compliance-related matters to the president and the ARC Committee.

Risk mitigation occurs across the university at many levels through policies and procedures. In addition, some personnel are charged with managing particular risks.

Responsibilities:

In performing its responsibilities, the ARC Committee shall:

#### **General**

- Adopt a formal written charter that specifies the ARC Committee's scope of responsibility. The charter should be reviewed every five years and updated as necessary.
- Maintain minutes of meetings.
- Authorize investigations into any matter within the ARC Committee's scope of responsibilities when necessary.
- Ensure that significant findings and recommendations made by the internal and external auditors are acted upon appropriately and promptly.
- Report ARC Committee actions to the board of visitors. In addition, the ARC Committee shall provide its recommendations for actions to be taken by the BOV and management in order to strengthen the institution's controls, financial reporting process, and compliance procedures.
- Meet, consistent with commonwealth law, in closed meetings with the internal or external auditors, to discuss matters that the ARC Committee or any of these groups believes should be discussed privately.

#### **Internal Controls**

- Ensure that management is setting the appropriate tone in communicating the importance of internal controls and in establishing policies and procedures to mitigate risk.
- Determine whether internal control recommendations made by internal and external auditors have been implemented by management.
- Understand the nature of any significant deficiencies and material weaknesses reported with the financial statements and reportable findings under *Government Auditing Standards*.

#### **Financial Statements**

- Meet with the external auditors to review the scope of the external audit for the year being audited. The chair or full committee should be informed of any significant changes in the audit plan or any special work scheduled.
- Review the annual financial statements with management and the external auditors.
- Review management's letter and monitor the university's compliance with its recommendations.
- Meet privately with the external auditors, if necessary.

#### **Internal Audit**

To establish, maintain, and assure that AMS has sufficient authority to fulfill its duties, the ARC Committee will:

- Ensure that the CAE has unrestricted access to and communicates and interacts directly with the ARC Committee. The CAE will meet four times per year to report on activities of AMS. The committee may meet privately with the CAE and/or the state auditors, if necessary.
- Discuss with the CAE and senior management the appropriate authority, role, responsibilities, scope, and services (assurance and/or advisory) of the internal audit function.
- Participate in discussions with the CAE and senior management about the Global Internal Audit Standards, which establish the foundation that enables an effective internal audit function.
- Approve the internal audit charter annually, which includes the internal audit mandate and the scope and types of internal audit services. Consider changes affecting the organization, such as the employment of a new CAE or changes in the type, severity, and interdependencies of risks to the organization. In addition, review JMU Policy 1601- Internal Audit Function whenever changes are made.
- Approve the risk-based internal audit plan. Review progress reports on executing the approved annual audit plan.
- Review the internal audit function's operating budget and resources.
- Provide input to senior management on the CAE's performance, remuneration, appointment and removal of the CAE, ensuring adequate competencies and qualifications and conformance with the Global Internal Audit Standards.
- Assess the effectiveness of the internal audit function, including its independence, reporting relationships, and quality assurance program.
- Receive and act upon the reports presented by the CAE.
- Make appropriate inquiries of management and the CAE to determine whether there are inappropriate scope or resource limitations. Inquire of the CAE regarding any difficulties encountered during audits, including any restrictions on the scope of work or access to required information. Review AMS staffing levels to ensure the university has the appropriate structure and staffing to carry out internal audit responsibilities effectively.
- Review the results of the quality assurance and improvement program annually.

#### **JMU Compliance Committee**

- Review the annual report on the activities of the JMU Compliance Committee. Specifically, any significant compliance risks and/or non-compliance, as well as action plans for addressing compliance risks and non-compliance should be reported to the ARC Committee.
- Ensure that the university's system for monitoring compliance with laws and regulations, accreditation and contractual obligations is effective.

#### **Risk**

- Hear reports from the CIO and ISO regarding cyber and data security. Review the GLBA Safeguards annual report.
- Monitor risk by hearing reports from university personnel regarding risks related to strategic goals, business continuity, emergency management, safety, organizational

culture, international operations, conflict of interest, or other concerns of the committee.

### **Members/ Independence**

The ARC Committee shall consist of at least four members of the BOV with one member acting as chairperson of the committee.

Each member must be free from any financial, family or other material personal relationship that, in the opinion of the board of visitors or ARC Committee members, would impair their independence from management and the university.

ARC Committee members will be appointed annually.

### **Meetings**

The ARC Committee meeting dates will coincide with the meetings of the BOV. Additional meetings should be held as needed to fulfill the ARC Committee's responsibilities to the BOV.

The suggested agenda for the regularly scheduled meetings is shown below. The agenda should allow time for discussion of other areas of concern.

#### *SEPTEMBER (First Quarter)*

- Review and approve the final audit plan.
- Review the annual report of AMS and goals and objectives for the forthcoming year.
- Review audit reports issued since the last meeting.
- Review any other matters considered appropriate by the committee.

#### *NOVEMBER (Second Quarter)*

- Review audit reports issued since the last meeting.
- Review status of management action plans.
- Review any other matters considered appropriate by the committee.
- Receive an update from the CIO and ISO regarding cyber and data security and receive the GLBA Safeguards annual report.

#### *FEBRUARY (Third Quarter)*

- Review a status report on the audit plan.
- Review the report of the JMU Compliance Committee.
- Review audit reports issued since the last meeting.
- Review the internal audit charter annually, and Policy 1601 – Auditing Program and the ARC Committee charter as necessary.
- Review any other matters considered appropriate by the committee.

#### *APRIL (Fourth Quarter)*

- Review the annual financial audit report for the university issued by APA.
- Review the annual financial audit report of WMRA (licensed to the BOV).
- Approve the preliminary operating budget for AMS for the forthcoming fiscal year,

- if available.
- Review the IIA mandatory disclosures and Quality Assurance program for internal audit.
- Review a draft of the audit plan for the forthcoming year.
- Review audit reports issued since the last meeting.
- Review any other matters considered appropriate by the committee.

### Executive Committee Charter

#### Purpose

The Executive Committee organizes the working processes of the board and 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.

#### Composition and Independence

The executive committee consists of the rector, vice rector, and three committee chairs selected by the rector. The rector chairs the executive committee. A past rector may serve as an ex-officio member of the Executive Committee. In the event a committee chair is unable to attend a meeting, they may appoint a designee. In addition to complying with the Commonwealth of Virginia's Conflict of Interest laws and any university policies, each member must be free from any financial, family or other material personal relationship that, in the opinion of the board or the committee members, would impair their independence from management and the university.

#### Responsibilities

- As appropriate, exercise the powers and transact the business of the board between scheduled meetings/when it is in recess (with exceptions) between scheduled meetings
- Conduct the annual evaluation of the president and the review of their contract and compensation
- Establish and manage the selection process for the president
  - 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
- The rector, in consultation with the president, assigns committee chairs and committee members
- Regularly review compensation strategy and structure for senior leaders and policies to ensure competitiveness and equity
- Review succession planning for the president's position

#### Meetings

The committee will meet as needed and appropriate.

Finance and Physical Development Committee Charter

Purpose

The Finance and Physical Development Committee is responsible for the fiscal policies and oversees the financial operations of the university including the review of the annual budget, tuition and fees, and real estate acquisitions and recommending policies regarding all matters related to land use, physical facilities and technology.

Composition and Independence

The committee is comprised of three or more members of the Board of Visitors. The Vice President of Administration and Finance, or their designee, is expected to attend. In addition to complying with the Commonwealth of Virginia's Conflict of Interest laws and any university policies, each member must be free from any financial, family or other material personal relationship that, in the opinion of the Board or the committee members, would impair their independence from management and the university.

Responsibilities

- Review the proposed annual budget for approval by the board
- Review the proposed tuition and fees for approval by the board
- Review proposed real estate transactions for approval by the board
- Review composite real estate holdings and strategy
- Review the Master Plan for approval by the board
- Review the annual Receivables Write-Off
- Review the university debt
- Review the annual financial audit
- Review the capital outlay and capital projects updates
- Review easements for approval by the board
- Review banking, bond and legal resolutions for approval by the board
- Review the Six-Year Plan for approval by the board
- Review the quarterly financial review
- Review workforce planning and development
- Review General Assembly updates and legislative affairs
- Review of plans and policies pertaining to emergency preparedness and campus security

Meetings

The Committee will meet at least three times annually. Additional meetings may occur more frequently as circumstances warrant.

Responsibility of the Chair

The chair shall coordinate with the designated administrative liaison for their committee in establishing the agenda and organizing strategic conversations during the committee meeting.

### Governance Committee Charter

#### Purpose

The Governance Committee oversees board compliance with state law requirements such as a self-evaluation, professional development opportunities and others; reviews and recommends improvements to board processes and performs regular strategic risk management and opportunity assessments to highlight key issues for the administration, executive committee and committee chairs to review.

#### Composition and Independence

The committee is comprised of three or more members of the Board of Visitors. In addition to complying with the Commonwealth of Virginia's Conflict of Interest laws and any university policies, each member must be free from any financial, family or other material personal relationship that, in the opinion of the board or the committee members, would impair their independence from management and the university.

#### Responsibilities

- Develop relevant processes related to the responsibilities of the board, including but not limited to:
  - The evaluation of the performance of president
  - The self-evaluation process of the Bboard of Visitors
  - The nominating process for board officers
- Assist in the planning of the annual board retreat.
- Recommend best practices for board governance
- Review and update as appropriate the board by-laws, manual and committee charters to ensure the effective functioning and efficiency of the board and the board meetings
- Develop an orientation and professional development opportunities for board members that includes training on the Virginia Freedom of Information Act
- Review compliance with a code of ethics for board members
- Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendations to the Governor
- Recommends to the rector the membership for the Nominating Committee
- Reviews strategic risks and opportunities for responsibility and assessment
- Responsible for developing and documenting board processes and addresses matters that lead to efficient and orderly conduct of business of the board

#### Meetings

The committee will meet at least three times annually. Additional meetings may occur more frequently as circumstances warrant.

- Topics for Governance Committee meetings could include, but **are** not limited to, review notes from any retreat and develop strategies for success and updates (September); Review by-laws, charters, best practices and professional development opportunities (November); strategic review of trends and long-term goals (February); and review of board self-evaluation and propose retreat topics (April).

Student Affairs Committee Charter

Purpose

The Student Life Committee oversees all elements of student affairs including health and well-being,; accessibility and belonging; career, experiential learning, and transitions, student life and involvement, and the dean of students to ensure a high-quality student experience.

Composition and Independence

The committee is comprised of three or more members of the Board of Visitors. The Vice President for Student Affairs, or their designee, is expected to attend. In addition to complying with the Commonwealth of Virginia's Conflict of Interest laws and any university policies, each member must be free from any financial, family or other material personal relationship that, in the opinion of the board or the committee members, would impair their independence from management and the university.

Responsibilities

- Gain an understanding of the student experience and the work of student affairs
- Provide advice and counsel to Student Affairs on all aspects of their efforts to create and support the student experience
- Review matters and policies relating to student rights, responsibilities, conduct and discipline
- Hear reports from the president of the Student Government Association and the student representative to the Board of Visitors
- Review topical areas of interest related to the student experience

Meetings

The committee will meet at least three times annually. Additional meetings may occur more frequently as circumstances warrant.

Responsibility of the Chair

The chair shall coordinate with the designated administrative liaison for their committee in establishing the agenda and organizing strategic conversations during the committee meeting.

**C . 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 100<sup>th</sup> birthday in 2008. After decades of successful growth and transformation, JMU's Carnegie classification was elevated in 2022 to R2, establishing the university as a Doctoral University with High Research Activity. That same year, JMU joined the FBS-level Sun Belt Conference in Division I athletics. JMU has become a national model for high-impact learning practices, service learning, civic engagement, and promoting access with programs such as Valley Scholars, and it was ranked as the "top college in Virginia for getting a job."

Presidents:

Mr. 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	2012-2024
Mr. Charles W. King	2024-