The NCI board of directors ad hoc committee on bylaws amendment and board officer selections met Monday, November 14, 2016 at 2:00 p.m. in the Benjamin R. Gardner board room of the Building on Baldwin in Martinsville, Virginia.

MEMBERS PRESENT

Ms. Naomi Hodge-Muse, Delegate Danny Marshall, Senator Bill Stanley, and Ms. Janice Wilkins. Ms. Gracie Agnew, Chair of NCI’s Board and also an ex-officio member of this committee was present.

MEMBERS ABSENT

Dr. Leanna Blevins, Acting NCI Executive Director and ex-officio member

OTHERS PRESENT

Mr. Richard Crouse, Legislative Aide to Senator Bill Stanley, Ms. Christina Reed, NCI’s Finance Director, and Ms. Melanie Ingram, NCI’s Executive Assistant.

DISCUSSION AND ACTIONS

Chair Agnew asked the committee’s permission to present the proposed slate of officers she was prepared to recommend for approval at the board’s last meeting on October 27 before addressing any bylaws changes. In response to her request, Delegate Marshall asked that the bylaws discussion be held first, and the members agreed to do so.

Senator Stanley shared his concern for NCI’s state appropriation based on the Commonwealth’s current budget shortfalls. More input is needed from the General Assembly members as NCI’s future direction is determined.

The group then decided to review the bylaws in detail, discuss any suggested changes, and vote on each change one at a time.

The suggested changes are detailed below including a motion, second, and approval of each.

**Proposed Additions**

**Proposed Deletions**

Section V. Officers

A. The Board shall elect a chairman, vice-chairman, and secretary from among its members and may establish bylaws as necessary.

No legislative member may be elected as an officer.
On motion by Delegate Marshall, seconded by Senator Stanley, the deletion of “No legislative member may be elected as an officer.” was unanimously approved.

Section V. Officers – B. Committees

1. The Board shall have an Executive Committee which shall have and exercise all of the authority of the Board in overseeing NCI between Board meetings. The Executive Committee shall also be in charge of the Annual operating and capital budgets and planning the future development of NCI. The Executive Committee shall be comprised of the officers of the Board, Standing Committee Chairmen, two members of the General Assembly and one at-large Board member. The Chairman of the Board shall be the Chairman of the Executive Committee.

On motion by Ms. Hodge-Muse, seconded by Senator Stanley, the above insertion was unanimously approved.

Section IV. Governing Board

Insert new language in A (as typed below), therefore necessitating the renumbering of all items in Section IV.

A. The actions of the New College Institute’s board of directors, Executive Committee, and/or any standing committee or any ad hoc committees shall be subject to the governance by the United States Constitution, federal laws, Virginia Constitution, Virginia Code, the organization’s by-laws, and Robert’s Rules of Order, in that order.

On motion by Senator Stanley, seconded by Ms. Hodge-Muse, the above insertion was unanimously approved.

Section V. Officers – B. Committees

1. The Executive Director shall be an ex-officio non-voting member of all committees.

On motion by Senator Stanley, seconded by Ms. Hodge-Muse, the above change was unanimously approved.

The Chairman of the Board shall be an ex-officio non-voting member of all standing and ad hoc committees.

On motion by Senator Stanley, seconded by Ms. Wilkins, the above change was unanimously approved.
Section V. Officers – B. Committees

1. There shall be two Standing Committees, the Academic Programs Committee and the Educational Outreach Committee. The Academic Programs Committee shall oversee the academic programs offered by NCI from participating institutions and evaluate the success of the programs offered as well as the integration of technology into the programs and facilities. The Educational Outreach Committee shall oversee efforts in marketing and communications, educational special events, experiential learning, community outreach and engagement, student retention and safety and security, to increase the college-going rate in the region and to encourage residents to value education. Each member of the Board shall serve on one of the Standing Committees. Standing Committee Chairmen shall serve two-year terms.

On motion by Senator Stanley, seconded by Ms. Wilkins, these changes were unanimously approved.

Section VII. Students

A. Advising and counseling of students remains the responsibility of the institutions according to institutional policy. However, NCI will provide Knowledge Managers staff to assist with counseling, as appropriate. Knowledge Managers Staff will also work with students in the region to encourage them to academically prepare for college and to consider college as an educational option upon graduation from high school.

On motion by Ms. Wilkins, seconded by Senator Stanley, the above changes were unanimously approved.

A “marked up” copy of the proposed Bylaws changes as reflected in these minutes is attached.

The members then discussed a proposed slate of officers for presentation at NCI’s next board meeting. Chair Agnew and Dr. Leanna Blevins had discussed a slate prior to NCI’s last meeting; however, they were not presented once the board voted to appoint this ad hoc committee to study the bylaws and new officers. Chair Agnew presented the list below.

Chair: Janice Wilkins  
Vice Chair: Bob Burger  
Secretary: Naomi Hodge-Muse

Additional discussion was held concerning adding a legislator in a position of leadership. Delegate Marshall then suggested the list below.

Chair: Senator Bill Stanley  
Vice Chair: Naomi Hodge-Muse  
Secretary: Danny Marshall

No further discussion or action was taken on the issue of officers.
There being no further business to come before the committee, the meeting adjourned at 4:15 p.m.
New College Institute
Bylaws

I. Organization

New College Institute (NCI) is both an educational institution and a state agency (#938) established by the 2006 Virginia General Assembly.

II. Mission

The mission of NCI is to provide degree programs, through partnerships with public and independent degree-granting institutions of higher education, beyond the associate degree level and to increase the college-going rate in the Martinsville – Henry County area. NCI will also promote economic development, K – 12 initiatives, workforce training, and offer noncredit educational opportunities in Southside Virginia.

III. Objectives

A. Diversify the region’s economy by engaging the resources of other institutions of higher education, public and private bodies, and organizations of the region and state.

B. Serve as a catalyst for economic and community transformation by leveraging and brokering resources that support economic diversity.

C. Facilitate development of the technology and trained workforce necessary for new economic enterprises to flourish, using the resources available from collaborating educational institutions.

D. Expand educational opportunities in the region by providing access to degree-granting programs, including undergraduate, graduate, and professional programs, through partnerships with private and public institutions of higher education, the public schools, and public and private sectors.

E. Encourage and coordinate the development and delivery of degree programs and other credit and noncredit courses with a focus on statewide and regional critical shortage areas as well as the needs of industry. This shall include needed adult education and workforce training.

F. Serve as a resource and referral center by maintaining and disseminating information on existing educational programs, research, and university outreach and technology resources.
IV. Governing Board

A. The actions of the New College Institute’s board of directors, Executive Committee, and/or any standing committee or any ad hoc committees shall be subject to the governance by the United States Constitution, federal laws, Virginia Constitution, Virginia Code, the organization’s by-laws, and Robert’s Rules of Order, in that order.

B. New College shall be governed by a Board of Directors consisting of 12 members. Members of the Board shall be appointed as follows: seven nonlegislative members to be appointed by the Governor, subject to the approval of the General Assembly; three members to be appointed by the Speaker of the House of Delegates in accordance with the rules of proportional representation in the Rules of the House; and two members to be appointed by the Senate Committee on Rules. Of the 12 members, no more than two may be nonresidents of the Commonwealth.

Legislative members shall serve terms coincident with their terms of office. Beginning with the 2006 – 2007 fiscal year or for the first fiscal year of the Commonwealth in which funds are appropriated for the purposes of this chapter, whichever is later, of the Governor’s initial appointments to the Board, two shall be appointed for terms of four years, two for terms of three years, two for terms of two years, and one for a term of one year. Notwithstanding any other provision of this chapter, each of the Governor’s initial appointees may be appointed to one additional successive four-year term. After the initial staggering of terms, all nonlegislative citizen appointments shall be for terms of four years, except that appointments to fill vacancies shall be for the unexpired terms. Vacancies shall be filled in the same manner as the original appointments.

No nonlegislative citizen member of the Board shall be eligible to serve more than two successive four-year terms, but after the expiration of the remainder of a term to which appointed to fill a vacancy, two additional four-year terms may be served by such member if appointed thereto.

C. The Board of Directors shall have, in addition to its other powers, all the corporate powers given to corporations by the provisions of Title 13.1, except in those cases where, by the express terms of its provisions, the law is confined to corporations created under that title. The Board shall also have the power to accept, execute, and administer any trust in which it may have an interest under the terms of the instrument creating the trust.

D. The Board shall oversee the educational programs of New College and also have the authority to enter into and administer agreements with
institutions of higher education for them to provide continuing education, instructional programs, and degree programs at New College.

E. The Board shall direct the development and focus of New College's curriculum. The curriculum shall include appropriate degree and nondegree programs offered by other educational institutions. New College shall enroll students by the fall semester of 2007 or as soon as practicable.

F. The Board, with the approval of the Governor first obtained, is hereby authorized to lease, sell, and convey any and all real estate to which New College has acquired title by gift, devise, or purchase since the commencement of New College under any previous names, or which may hereafter be conveyed or devised to it. The proceeds derived from any such lease, sale, or conveyance shall be held by New College upon the identical trusts, and subject to the same uses, limitations, and conditions, if any, that are expressed in the original deed or will under which its title has derived; or if there be no such trusts, uses, limitations, or conditions expressed in such original deed or will, then such funds shall be applied by the Board to such purposes as it may deem best for New College.

G. The Board may, on behalf of New College, apply for, accept, and expend gifts, grants, or donations from public or private sources to enable it to carry out the purposes of this chapter.

H. Nonlegislative citizen members shall not be entitled to compensation for their services. Legislative members of the Board shall be compensated as provided in § 30-19.12, and all members of the Board shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties in the work of New College as provided in §§ 2.2-2813 and 2.2-2825. The funding for the costs of compensation and expenses of the members shall be provided by New College.

I. The Board may also request and accept the cooperation of agencies of the Commonwealth or the local governments located in Southside Virginia in the performance of its duties.

V. Officers

A. The Board shall elect a chairman, vice-chairman, and secretary from among its members and may establish bylaws as necessary.

*No legislative member may be elected as an officer.*
B. Committees

1. The Board shall have an Executive Committee which shall have and exercise all of the authority of the Board in overseeing NCI between Board meetings. The Executive Committee shall also be in charge of the Annual operating and capital budgets and planning the future development of NCI. The Executive Committee shall be comprised of the officers of the Board, Standing Committee Chairmen, two members of the General Assembly and one at-large Board member. The Chairman of the Board shall be the Chairman of the Executive Committee.

2. Public Notice shall be provided of all Executive Committee meetings. All Board members shall be invited to attend Executive Committee meetings and shall receive all materials pertaining thereto.

3. There shall be two Standing Committees, the Academic Programs Committee and the Educational Outreach Committee. The Academic Programs Committee shall oversee the academic programs offered by NCI from participating institutions and evaluate the success of the programs offered as well as the integration of technology into the programs and facilities. The Educational Outreach Committee shall oversee efforts in marketing and communications, educational special events, experiential learning, community outreach and engagement, student retention and safety and security, to increase the college-going rate in the region and to encourage residents to value education. Each member of the Board shall serve on one of the Standing Committees. Standing Committee Chairmen shall serve two-year terms.

4. Other Committees: The Chairman of the Board may appoint ad hoc committees of the Board as necessary to carry out the work of the Board and the mission of NCI.

5. The Chairman of the Board shall appoint all committees and their chairmen.

6. The Executive Director shall be an ex-officio non-voting member of all committees. The Chairman of the Board shall be ex-officio a non-voting member of all standing and ad hoc committees.

C. Board Meetings

1. The Board will hold at least two meetings per year, one of which will be an annual meeting. Election of officers will be conducted biennially.
2. Additional meetings may be called by any three members of the Board provided that each member is given appropriate notice as provided by the Code of Virginia.

3. A majority of the members of the Board shall constitute a quorum for any business meeting. Actions of the Board must be authorized by a majority vote of the members attending, providing a quorum is present.

VI. Executive Director

The Board shall appoint an Executive Director of New College who shall supervise and manage New College. The Executive Director shall be authorized, with the oversight of the Board, to employ such staff and faculty as are necessary to enable New College to perform its duties as set forth in this chapter and the bylaws established by the Board.

VII. Students

A. Prior to acceptance in any program or course, a student must comply with the requirements of the offering institution and meet the prerequisites of the program or course.

B. Advising and counseling of students remains the responsibility of the institutions according to institutional policy. However, NCI will provide Knowledge Managers staff to assist with counseling, as appropriate. Knowledge Managers Staff will also work with students in the region to encourage them to academically prepare for college and to consider college as an educational option upon graduation from high school.

C. NCI maintains and promotes equal educational opportunity without regard to race, color, sex, age, religion, disability, national origin, or other non-merit factors.

VIII. Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board present at any meeting of the Board at which a quorum is present. Notice of all Bylaw changes will be sent to Board of Directors members ten (10) days prior to the proposed action at a Board meeting.