

**UNIVERSITY OF THE VIRGIN ISLANDS
RESOLUTION OF THE BOARD OF TRUSTEES**

**A RESOLUTION TO AMEND ARTICLE III, §4; ARTICLE IV, §2(f), AND ARTICLE VI, § 3(b) OF THE
UNIVERSITY BYLAWS REGARDING THE QUORUM REQUIREMENTS FOR BOARD MEETINGS; THE
STRUCTURE OF BOARD COMMITTEES; AND PROVIDING FOR OTHER MATTERS PROPERLY
RELATING THERETO.**

WHEREAS, the Governance Committee of the Board of Trustees met on February 6, 2017 to consider a proposed change to Article III, Section 4 of the Bylaws for the University of the Virgin Islands with respect to the quorum requirement for board meeting and to consider changes to the Bylaws of the University of the Virgin Islands with respect to the term for non-trustee members on standing and special committees of the Board; establish the term for non-trustee members serving on all committees of the Board, and to limit the Board Chairman's power of appointment as to the members, chair and vice chair of the Audit Committee in accordance with Article VI, Section 2(h) of the Bylaws; and

WHEREAS, in considering the challenges of convening meetings of the Board of Trustees during times where the membership on the Board is reduced below the full statutory complement of seventeen members but the quorum requirement is a fixed number of nine trustees, the Governance Committee recommended the establishment of a quorum requirement which is a function of the majority plus one of the then presently constituted membership of the Board; and

WHEREAS, at the February 6, 2017 meeting, the Governance Committee voted to recommend to the full Board of Trustees a change to Article III, Section 4 of the UVI Bylaws to read as follows:

Section 4 – Quorum: A quorum shall consist of a majority of the members of the Board of Trustees

WHEREAS, the Governance Committee, without making any recommendations for changes to Article IV Section 2(f) and Article VI, Section 3(b) of the Bylaws, referred the matter for consultation between the Chair of the Governance Committee, the Vice-Chair of the Board of Trustees, and Legal Counsel; and

WHEREAS, in the best interests of the University and in keeping with best practices for governance in higher education, it is determined that a change to the structure of the University Bylaws to address the term of membership by non-trustee members on Committees of the Board of Trustees and to address the power of the Chair of the Board to appoint the members and chairs of all standing and special committees, and in the case of the Audit Committee, also the vice-chair, is necessary;

NOW THEREFORE BE IT RESOLVED:

1. The Board of Trustees approves a change to Article III, Section 4 of the UVI Bylaws to delete the requirement of a fixed number of nine trustees necessary to establish a quorum of the Board and to establish a quorum requirement based on a majority plus one of the members of the Board. Article III, Section 4 shall hereafter read as follows:

Section 4 – Quorum: A quorum shall consist of a majority of the trustees.

2. The Board of Trustees approves a change in Article IV, Section 2(f) of the Bylaws to address the Board Chairman's power of appointment to limit the power of appointment as to the members, chair, and vice chair of the Audit Committee in accordance with Article VI, Section 2(h) of the Bylaws. Article IV, Section 2(f) shall be modified to hereafter read as follows:

(f) **Appoint Committee Chairs:** To appoint the members of the standing committees of the Board and designate the chairs and vice-chair thereof, the vice chair in the case of the Audit Committee. Notwithstanding the Board Chair's power of appointment herein, with respect to the Audit Committee, the members, chair, and vice-chair thereof shall be qualified and appointed in conformity with Article VI, Section 1(h) hereof;

3. The Board of Trustees approves a change in Article VI, Section 3(b), of the Bylaws to establish the term for non-trustee members serving on all committees of the Board. Article VI, Section 3(b) shall be modified to hereafter read as follows:

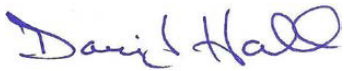
(b) **Committee Members:** In addition to one or more trustees, the standing and special committees of the Board, may include one or more members who are not trustees, provided, however, that a majority of any committee shall be constituted by members of the Board. Persons who serve on the standing and special committees of the Board in an ex-officio capacity shall serve for the duration of their tenure in such capacity. Non-Trustee members who serve on a committee shall serve for a term of three (3) years, unless earlier removed, with or without cause, by a majority of the members of the Board of Trustees.

4. Notwithstanding Section 3 above, the current non-trustee members of the standing committees shall not be considered to being automatically granted a term of three years upon the adoption of the amendments of the Bylaws specified above. The Governance Committee of the Board shall review the service to date of the non-trustee members on the respective committees, and, within six months of the adoption of this resolution, the Governance Committee shall make a recommendation to Chair of the Board on their appointment for a term of three (3) years.

5. The Secretary of the Board shall take all steps necessary and proper to give effect to the University Bylaw changes approved herein.

CERTIFICATION

The undersigned hereby certifies that the foregoing is a true and exact copy of a resolution approved by the Board of Trustees of the University of the Virgin Islands at a meeting on Saturday, March 4, 2017, as recorded in the minutes of that meeting.



March 4, 2017

Secretary of the Board

Date