



New College Institute
Board of Directors
Governance & Policy Committee
Thursday, April 24 at 9:00 a.m.
Baldwin Building, 191 Fayette Street, Martinsville, VA
Room B-105

OR

Join Zoom Meeting

<https://newcollegeinstitute-org.zoom.us/j/98123214578?pwd=lpFwt6DmobtziQFDP5gviDrwQbjafi.1>

Meeting ID: 981 2321 4578

Passcode: 201822

Expected Attendees: Delegate Wren Williams (Chair), Marcus Stone (Vice Chair), Lee Prillaman, Dr. Mark Crabtree, Eric Jones (Board Chair), Christina Reed (Deputy Director)

AGENDA

- Welcome and Introductions (Chair)
- Call to Order
- Review of Committee Plan
 - Responsibilities
 - Performance Metrics
 - Emergency Protocols
- NCI Code Presentation – Roles & Responsibilities
- Review of Bylaws and other board policies
- Discussion of possible governance improvements
- Board development and training needs
- Other business
- Adjournment

Governance and Policy Committee

Purpose

The Governance and Policy Committee ensures that NCI operates under the highest standards of governance and adheres to relevant legal and regulatory requirements. This committee is responsible for reviewing NCI's bylaws, policies, and board performance to ensure effective and ethical governance.

Responsibilities

- Regularly review and update NCI's bylaws, governance policies, and board procedures to ensure compliance with best practices and legal requirements.
- Assess the performance of the board and its committees, providing recommendations for improvements in governance.
- Ensure that board members receive regular training and development opportunities to enhance their ability to govern effectively.
- Monitor and ensure compliance with all state and federal regulations that affect NCI's governance, including Virginia FOIA and Conflicts of Interest Act.
- Provide oversight of board nominations, elections, and succession planning to ensure a diverse and effective board.

Performance Metrics

- Percentage of governance policies and bylaws reviewed and updated annually.
- Number of training or development sessions conducted for board members.
- Percentage of board members who report increased knowledge or skills after training.
- Board performance evaluation results and improvement in governance metrics.
- Timeliness and compliance with regulatory and legal requirements.

Emergency Protocols

- **Type(s) of Crises:** Governance failures, conflicts of interest, or legal non-compliance issues
- **Immediate Governance Review:** Upon identifying governance issues, the committee should convene to address non-compliance, review policies, and ensure corrective actions are taken. This might include legal consultation or revising policies.
- **Conflict of Interest Resolution:** If a conflict of interest arises, the committee must act swiftly to resolve the issue transparently and legally, ensuring that no further governance lapses occur.
- **Stakeholder Communication:** The committee chair will immediately communicate with the executive committee and board chair.
- **Response Time:** Within 24 hours of identifying the crisis
- **Post-Crisis Evaluation:** Once a crisis has been managed, the committee should conduct a review to identify what worked, what didn't, and how the

response could be improved for the future. This should be reported to the board during annual committee reviews.

Recommended Meeting Frequency

Quarterly to review governance documents, compliance matters, and board performance.

Engagement Strategy

Engage board members with legal, regulatory, and governance expertise to ensure that NCI's board operates efficiently and transparently.

Staff Liaison

Executive Director and Deputy Director

Code of Virginia

Title 23.1. Institutions of Higher Education; Other Educational and Cultural Institutions

Subtitle V. Other Educational and Cultural Institutions

Chapter 31. Educational Authorities, Centers, Committees, Funds, Institutes, and Partnerships

Article 4. New College Institute

§ 23.1-3111. New College Institute established; duties

A. New College Institute (New College) is established as an educational institution of the Commonwealth in the area of Henry County and the City of Martinsville.

B. New College shall:

1. Seek to 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 Commonwealth;
2. Serve as a catalyst for economic and community transformation by leveraging and brokering resources that support economic diversity;
3. Facilitate development of the technology and trained workforce necessary for new economic enterprises to flourish, using the resources available from collaborating educational institutions;
4. Expand educational opportunities in the region by providing access to degree-granting programs, including undergraduate, graduate, and professional programs, through partnerships with private institutions of higher education and public institutions of higher education, the public schools, and the public and private sectors;
5. 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 and the needs of industry. Such programs and courses shall include needed adult education and workforce training; and
6. Serve as a resource and referral center by maintaining and disseminating information on existing educational programs, research, and university outreach and technology resources.

2006, cc. [808](#), [842](#), § 23-231.30; 2016, c. [588](#).

The chapters of the acts of assembly referenced in the historical citation at the end of this section(s) may not constitute a comprehensive list of such chapters and may exclude chapters whose provisions have expired.

§ 23.1-3112. Board of directors

A. New College shall be governed by a 15-member board of directors (the board) that shall consist of five legislative members and 10 nonlegislative citizen members. Members shall be appointed as follows: three members of the House of Delegates, to be appointed by the Speaker of the House of Delegates in accordance with the rules of proportional representation contained in the Rules of the House of Delegates; two members of the Senate, to be appointed by the Senate Committee on Rules; and 10 nonlegislative citizen members, three of whom shall be representatives of business and industry from the Commonwealth, to be appointed by the Governor, subject to confirmation by the General Assembly. At least 13 members shall be residents of the Commonwealth.

Legislative members shall serve terms coincident with their terms of office.

B. Nonlegislative citizen members shall be appointed for terms of four years. Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms. Vacancies shall be filled in the same manner as the original appointments. All members may be reappointed.

No nonlegislative citizen member is eligible to serve more than two consecutive four-year terms; however, a member appointed to serve an unexpired term is eligible to serve two consecutive four-year terms immediately succeeding such unexpired term.

C. The board shall elect a chairman and vice-chairman from among its membership and may establish bylaws as necessary. The meetings of the board shall be held at the call of the chairman or whenever the majority of the members so request.

D. Nonlegislative citizen members are not entitled to compensation for their services. Legislative members of the board shall be compensated as provided in § 30-19.12. All members 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.

2006, cc. 808, 842, § 23-231.31; 2016, c. 588; 2020, c. 878.

The chapters of the acts of assembly referenced in the historical citation at the end of this section(s) may not constitute a comprehensive list of such chapters and may exclude chapters whose provisions have expired.

§ 23.1-3113. Powers and duties of the board

A. The board has, 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 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.

B. The board shall oversee the educational programs of New College and may enter into and administer agreements with institutions of higher education for such institutions to provide continuing education, instructional programs, and degree programs at New College. The board shall seek opportunities to collaborate with local comprehensive community colleges to meet specialized noncredit workforce training needs identified by industry. However, if local comprehensive community colleges are unable to meet identified industry needs, then the board may seek to collaborate with other education providers or other public and private organizations to provide or itself may provide specialized noncredit workforce training independent of local comprehensive community colleges.

C. The board, with the prior approval of the Governor, may lease, sell, and convey any and all real estate to which New College has acquired title by gift, devise, or purchase. 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. If no such trusts, uses, limitations, or conditions are 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.

D. 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 article.

E. The board may request and accept the cooperation of agencies of the Commonwealth or the local governing bodies in Southside Virginia, or the agencies of the Commonwealth or such local governing bodies in the performance of its duties.

F. The board shall direct the development and focus of New College's curriculum to include appropriate degree and nondegree programs offered by other educational institutions.

2006, cc. [808](#), [842](#), §§ 23-231.32, 23-231.33, 23-231.34, 23-231.36; 2016, c. [588](#); 2018, c. [754](#); 2022, c. [658](#).

The chapters of the acts of assembly referenced in the historical citation at the end of this section(s) may not constitute a comprehensive list of such chapters and may exclude chapters whose provisions have expired.

Code of Virginia

Title 23.1. Institutions of Higher Education; Other Educational and Cultural Institutions

Subtitle V. Other Educational and Cultural Institutions

Chapter 31. Educational Authorities, Centers, Committees, Funds, Institutes, and Partnerships

Article 4. New College Institute

§ 23.1-3114. Executive director

The board shall appoint an executive director of New College who shall supervise and manage New College. The executive director may, with the oversight of the board, employ such staff and faculty as are necessary to enable New College to perform its duties as set forth in this article and the bylaws established by the board.

2006, cc. [808](#), [842](#), § 23-231.35; 2016, c. [588](#).

The chapters of the acts of assembly referenced in the historical citation at the end of this section(s) may not constitute a comprehensive list of such chapters and may exclude chapters whose provisions have expired.

New College Institute

Bylaws

Adopted by the Board of Directors on December 9, 2016, and amended on December 7, 2021 and February 6, 2025.

I. Organization

New College Institute (NCI) is both an educational institution and a state agency (#938) established by the 2006 Virginia General Assembly. §§ 23.1-3111- 23.1-3114 of the Code of Virginia (Virginia Code) provides the statutory authority for NCI's operations.

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 encourage and coordinate the delivery of 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 Commonwealth.
- 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. Such programs and courses 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 fifteen (15) members. Members of the Board shall be appointed as follows: ten (10) nonlegislative members to be appointed by the Governor, subject to the confirmation of the General Assembly; three (3) members of the House of Delegates, 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 (2) members of the Senate, to be appointed by the Senate Committee on Rules. Of the fifteen (15) members, at least thirteen (13) shall be residents of the the Commonwealth.

Legislative members shall serve terms coincident with their terms of office. 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. All members may be reappointed.

No nonlegislative citizen member of the Board shall be eligible to serve more than two successive four-year terms; however, a member appointed to serve an unexpired term is eligible to serve two (2) consecutive four (4) year terms immediately following such unexpired term.

- C. The Board of Directors shall have, in addition to its other powers enumerated in Title 23.1, all the corporate powers given to corporations by the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, 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 non-

degree programs offered by other educational institutions.

- 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. Non-legislative citizen members shall not be entitled to compensation for their services. Legislative members of the Board shall be compensated as provided in Virginia Code § 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 Virginia Code §§ 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.
- 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, 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, in accordance with Virginia Code §§ 2.2-3707 and 2.2-3707.1. All Board members shall be invited to attend Executive Committee meetings and shall receive all materials pertaining thereto.
3. There shall be five Standing Committees: The Finance & Resource Development, Academic & Workforce Training Development, IT & Innovation, Outreach & Marketing, and Governance & Policy Committees. The Finance & Resource Development Committee shall safeguard the financial health and sustainability of NCI as well as lead NCI's revenue and resource development efforts. The Academic & Workforce Training Development Committee shall enhance and expand workforce programs and academic partnerships and programs. The IT & Innovation Committee shall leverage technology to improve NCI's operations, educational offerings, and community impact. The Outreach & Marketing Committee shall enhance NCI's visibility and engagement in the community. The Governance & Policy Committee shall ensure that NCI operates under the highest standards of governance. 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 a non-voting member of all committees. The Chairman of the Board shall be an ex-officio member of all standing and ad hoc committees.

C. Board Meetings

1. Meetings of the Board shall be held at the call of the Chairman or whenever a majority of the members so request.
2. The Board will hold at least two (2) meetings per year, one of which will be an annual meeting. Election of officers will be conducted biennially.
3. Additional meetings may be called by any three members of the Board provided that such meetings are properly noticed in accordance with Virginia Code §§ 2.2-3707 and 2.2-3707.1.

4. A majority of the current 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 staff to assist as appropriate. 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, pregnancy, childbirth or related medical conditions, marital status, 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 the Board of Directors members ten (10) days prior to the proposed action at a Board meeting.

**ALL VIRTUAL BOARD MEETINGS AND
ELECTRONIC PARTICIPATION IN BOARD MEETINGS
GENERAL POLICY¹**

I. PURPOSE

The purpose of this policy is to establish a written policy, in accordance with §§ 2.2-3708.2 and -3708.3 of the Code of Virginia (Virginia Code) to allow for and govern participation of **New College Institute (Institute)** membership meetings by the means of electronic communication, including, all virtual meetings, and to specify the requirements for remote participation by members.

II. AUTHORITY

The membership of the Institute's Board of Directors (Board) interprets this policy and this policy applies to the full Board, its designated subcommittees, and ad hoc committees.

This policy must be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

III. POLICY

A. Member Electronic Participation

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for the participation of members of its body who cannot physically attend meetings for which public business will be conducted.

1. Prior to a scheduled Board meeting, a member must (1) notify the Chair or Board Liaison that he or she is unable to attend the meeting due to (a) a temporary or permanent disability or other medical condition that prevents physical attendance, (b) a family member's medical condition that requires the member to provide care for such family member thereby

¹ This Policy was revised and updated September 2024 due to change in the law regarding all virtual meetings.

preventing the member's physical attendance, (c) a member's residence is more than sixty (60) miles from the meeting location identified in the notice, and (d) a personal matter that prevents physical attendance.

- a. in the case of a personal matter, the member must identify with specificity the nature of the personal matter.
 - b. Participation by a member pursuant to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.
2. A quorum of the Board members must be physically assembled at the primary or central meeting location for the Board to consider the participation of a remote member. A member with a disability as defined in Code of Virginia § 51.5-40.1 and uses remote participation counts toward the quorum as if the individual was physically present. Additionally, a member who is a caregiver for a person with a disability as defined in Code of Virginia § 51.5-40.1 and uses remote participation counts toward the quorum as if the individual was physically present.
3. The Chair, or in the Chair's absence, the Vice Chair, shall recommend approval or disapproval of the participation to the Board member. If the Board approves the participation by majority vote, it must record in its meeting minutes
 - a. the fact of the remote participation;
 - b. the location of the remote participation (and the remote location need not be open to the public);
 - c. whether the remote participation is because of:
 - (a) a temporary or permanent disability or other medical condition, or
 - (b) a personal matter; and
 - (c) in the case of a personal matter, the specific nature of personal matter.
4. This policy must be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.
5. The Board may deny participation for personal matters only if participation would violate this policy. If a member's participation is disapproved, the disapproval and the reason for the disapproval shall be recorded in the minutes with specificity.

6. The Board must plan for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
7. Should the requirements of this policy not be met, the Board member will be allowed to listen into the proceedings through an electronic means, if available.
8. The Board will provide the public access to observe any meeting at which a member is permitted to participate by remote means. The Board will state in the notice for the meeting whether public comment will be taken at the meeting and will provide a means for submitting written comments.

In the event that multiple members opt to participate electronically impacting the ability to obtain a physical quorum, the Board members should consider compliance with the all virtual meeting requirements pursuant to the Board's policy as subscribed in Section III.B.

B. All Virtual Meetings

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for participation of members of its body when the intent is that all members participate electronically and for such time public business will be conducted.

1. Upon the decision by the Chair or Majority of the Board membership that a Board meeting will be held in an all-virtual format, the public body will issue a required meeting notice and include a statement notifying the public that the all-virtual meeting format will be used.
 - a. This notice should include a statement that should the meeting format change, that subsequent notice will be issued and in accordance with Virginia Code 2.2-3707.
2. The public body will provide for the general public to observe the all virtual meeting via electronic communications which allow the public to hear the Board members' deliberations, other than for any portion of the meeting that is closed pursuant to Virginia Code § 2.2-3711.
 - a. If audio-visual technology is used, the electronic communication means should allow the public to also see the public body.
 - b. The Board will provide the public access to observe all-virtual meetings. The Board will state in the notice for the meeting whether public comment will be taken at the meeting or provide a means for submitting written comments.

3. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to the members of the public body for a meeting shall be made available to the public in electronic format at the same time that the materials are provide to the members of the public body.
4. No more than two members of the public body can be together or present in any one of the remote locations used during the all-virtual meeting unless that remote location is open to the public and physically accessible to the public.
5. The Board is limited in convening meetings in the all-virtual format to two meetings or 50 percent of the meetings held each calendar year rounded up to the next whole number, whichever is greater.
6. The public body is prohibited from holding meetings in the all-virtual format consecutively with another all-virtual public meeting.
7. The public body will provide a phone number or other live contact information so the public can alert the public body of the audio or video transmission issues that interfere with their access, participation or viewing of the public bodies meeting.
 - a. The public body will monitor such designated means of communication during the meeting.
 - b. Should access fail, the public body shall take a recess until public access is restored (subject to reasonable time limitations).
8. In the event the public body convenes a closed session during the all-virtual public meeting, transmission of the meeting to the public must resume before the public body votes to certify the closed meeting as required by subsection D of Virginia Code § [2.2-3712](#).
9. Minutes of all-virtual public meetings held by electronic communication means are taken as required by Virginia Code § [2.2-3707](#) and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

STATE OF EMERGENCY DECLARATIONS

This policy shall be effective during ordinary times during which the Governor has not declared an emergency pursuant to Virginia Code § 44-146.17 or where the locality in which

the body is located has declared a local state of emergency pursuant to Virginia Code § 44-146.21.

When an emergency has been declared, other provisions of law or declarations of Governor or the locality may prevail. In such cases, the Board must affirm that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the public body or the discharge of its lawful purposes, duties, and responsibilities.

In such cases, a physical quorum is not required for the conduct of public business.

In cases of emergency, the Board will:

- A. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the public body conducting the meeting;
- B. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the public body;
- C. Provide the public with the opportunity to comment at those meetings of the public body when public comment is customarily received; and
- D. Follow other mandates of this policy and law.

EDUCATION AND COMPLIANCE

Members of the Board shall be made aware of this and any other Board policies as part of the new Board member orientation process. Any changes to this policy shall be communicated to the Board by the Chair or Board Liaison no later than the Board's next scheduled meeting. The Board Chair shall be responsible for ensuring annual compliance with the provisions of this policy.

REFERENCES

§ 2.2-3708.2. Meetings held through electronic communication means (virginia.gov)

§ 2.2-3708.3. Meetings held through electronic communication means; situations other than declared emergency(virginia.gov)

[FOIA Electronic Meetings Guide \(2023\)](#)

[§ 44-146.17. \(Effective July 1, 2023\) Powers and duties of Governor \(virginia.gov\)](#)

[§ 44-146.21. Declaration of local emergency \(virginia.gov\)](#)



New College Institute

Code of Ethics Policy

Policy Title: CODE of ETHICS POLICY

Date of Current Revision or Creation: April 2019

A. PURPOSE

The purpose of this New College Institute (NCI) policy statement/policy is to comply with the requirement for an ethics policy to be written by all agencies of the Commonwealth. This requirement is part of the Agency Risk Management and Internal Control Standards (ARMICS) implemented by the Commonwealth of Virginia Department of Accounts Agency.

NCI desires to promote the highest standards of ethical practice and professional behavior in the recruitment and admission of students into institutions of higher education. NCI is based upon certain core values, including; accountability, honor, integrity, leadership, mutual respect, responsible citizenship, and service. These values form the basis of this Code of Ethics.

ARMICS was established by the Commonwealth in response to the US Congress law passed in 2002 referred to as the Sarbanes-Oxley Act (SOX) to restore trust in publicly traded companies when the requirements from SOX is a requirement that all corporations have a code of ethics. The code of ethics must include:

- Honest and ethical conduct
- Ethical handling of actual or apparent conflicts of interest
- Full, fair, accurate, timely, and understandable disclosure in periodic reports
- Compliance with applicable governmental rules and regulations.

SOX does not apply to government entities but the Commonwealth through the adoption of the ARMICS standard has applied the same requirements of state agencies.

B. AUTHORITY

Virginia Code Section 23-231.32-35 grants authority to NCI's Board of Directors to establish rules and regulations for the institution. Section VI of NCI's Bylaws grants authority to the Executive Director to supervise and manage NCI.



The policies of NCI fall within the following framework and hierarchy and, therefore, is subject to compliance with laws and regulations instituted by higher levels of authority:

1. Federal laws and regulations
2. State laws and regulations
3. Board of Director policies
- 4. NCI policies**

In the event of a conflict between different levels in 1 through 4 above, the lower numerical heading shall take precedence over higher numerical heading.

C. DEFINITIONS

Agency Risk Management and Internal Controls Standards (ARMICS) – a Commonwealth of Virginia standard that mandates and assesses an Agency’s level risks and significant fiscal processes at the transaction level. If significant weaknesses are identified, the Agency submits a corrective action plan with the certification.

D. SCOPE

The scope of this policy extends to all members of NCI staff and Board, full-time and part-time as well as contractual. NCI expects its partners and students to adhere to the Code of Ethics as stated here.

E. POLICY STATEMENT

All NCI departments are committed to helping other educational partners and other departments at NCI to be a premier center of learning that provides access to academic degrees, credentials and professional learning experiences in high-quality learning environments to prepare students for regional and statewide career opportunities and participation in collaborative, positive community change, promoting regional economic prosperity and community transformation.

All NCI staff shall provide superior customer service while ensuring proper internal control and maintaining compliance with NCI, and Federal laws and policies. All NCI staff and Board members shall conduct their affairs and administer NCI’s financial records to meet public transparency and prudent fiscal stewardship.



The adopted values and work accomplished by all of NCI staff and Board members are based on high ethical standards that focus on behavioral choices made in the execution of duties and responsibilities. The professional ethics for all include:

TRUST

Rely on others to uphold their covenants, believe in their ability and willingness to do so, rely on and be confident in the character, ability, strength, and truth of others.

HONESTY

Be fair and straight-forward in conduct, refuse to harbor hidden agenda, commit to objective decision making, where each individual, unit, or department is treated fairly in an environment free from bias or favoritism.

INTEGRITY

Adhere to NCI's values and make decisions based on the greater good of NCI and not to the individual. Avoid conflicts of interest by meeting NCI's Conflict of Interest Policy.

RESPECT

Believe that all members of the NCI community are worthy of high regard and should be treated with civility, consideration and professionalism.

RELIABILITY

Provide full, fair, and accurate, timely and understandable work. Take responsibility for the work and services performed. Be responsive to the needs of the NCI community and address their concerns timely and completely.

DUE CARE

Exercise/due professional care in the performance of our work. Treat confidential information as such, adhere to good data stewardship, and take all reasonable measures to safeguard confidential information, including using secure communication channels, password protection, and secure storage solutions. Except as required by law, the disclosure of confidential or



proprietary information is strictly prohibited. Ensure that there is compliance with NCI, Commonwealth, and Federal laws/ regulations.

CONTINUING EDUCATION

Continue to enhance our professional competencies by participating in professional development opportunities. The continuing education of NCI staff should be monitored and promoted.

Procedures are not a part of the policy document. They are maintained separately.

POLICY HISTORY



Board Adopted at Board Meeting on

6/27/2019

Date of presentation and approval of the Board of Directors:

6/27/2019
Date