West Piedmont
Higher Education Center

WPHEC Board of Directors' Governance Committee
Monday, November 9, 2026
2:00 p.m.

IN-PERSON
WPHEC's Baldwin Building
191 Fayette Street Martinsville, VA
Gardner Board Room (Third Floor)

Expected Attendees: Marcus Stone (Chair), Lee Prillaman, Dr. Eric Jones

AGENDA

I. Call to Order and Roll Call

II. Approval of September 10, 2025, Committee Minutes

III. Review of Recommendations for Changes to Bylaws

IV. Closed Session

V. Adjournment

New College Institute Board of Directors
Governance & Policy Committee
Wednesday, September 10, 2025, at 12:30 p.m.
Baldwin Building, 191 Fayette Street, Martinsville, VA
Conference Room 306 and via Zoom

In-Person Attendees: Delegate Wren Williams (Chair), Marcus Stone (Vice Chair), Dr. Mark Crabtree, Lee Prillaman

Virtual Attendees: Eric Jones (Board Chair)

Other Attendees: Joe Sumner (Executive Director), Christina Reed (Deputy Director), Olivia Garrett (Chief Advancement Officer)

MINUTES

Call to Order

Del. Wren Williams called the meeting to order at 12:35 p.m. Olivia Garrett called the roll, noting a quorum.

Meeting Purpose

Del. Williams stated that the meeting's purpose was for the Committee to address a FOIA policy concern that has arisen and bring it to the full Board of Directors. Dr. Crabtree stated that he reviewed the meeting packet and had concerns about it. He noted that there have been at least 17 FOIA requests that have been made or are pending. Dr. Crabtree moved to table the agenda indefinitely. Lee Prillaman seconded the motion. Mr. Stone stated that this issue has persisted, expressed concern about the impact on staff, and that the Committee does not have control over FOIA laws or requests. Del. Williams called for a vote; the motion carried unanimously. Del. Williams stated he would continue discussion with the Board Chair, Eric Jones.

Adjournment

Del. Williams motioned to adjourn, seconded by Dr. Crabtree. Motion carried. Meeting adjourned at 12:39 p.m.

DRAFT

West Piedmont Higher Education Center
Bylaws

Adopted by the Board of Directors on December 9, 2016, and amended on December 7, 2021, February 6, 2025 and June 4, 2026

I. Organization

West Piedmont Higher Education Center (the "Center") is both an educational institution and a state agency. The Code of Virginia §§ 23.1-3111- 23.1-3114 provide the statutory authority for The Center's operations.

II. Mission

The mission of the Center 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. the Center 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 Center '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. The Center shall be governed by a Board of Directors consisting of twenty (20) members. Members of the Board shall be appointed as follows: 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 contained in the Rules of the House of Delegates; two (2) members of the Senate, to be appointed by the Senate Committee on Rules; the Executive Director of the Council or his designee; the Chancellor of the System or his designee; the presidents of George Mason University, Longwood University, Radford University, Virginia Polytechnic Institute and State University, and Virginia State University or their designees; and seven (7) nonlegislative citizen members, to be appointed by the Governor, subject to confirmation by the General Assembly, five (5) of whom shall be representatives of West Piedmont public education and area business and industry, including one (1) division superintendent, one (1) public school teacher, and three (3) business and industry leaders. The president of Patrick & Henry Community College or his designee shall serve ex officio without voting privileges. At least 13 members shall be residents of 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 the Center 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 the Center .

E. The Board shall direct the development and focus of the Center'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 the Center has acquired title by gift, devise, or purchase since the commencement of the Center 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 the Center 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 the Center.

G. The Board may, on behalf of the Center, 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 the Center 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 the Center.

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 the Center between Board meetings. The Executive Committee shall also be in charge of the Annual operating and capital budgets and planning the future development of the Center. 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 the Center as well as lead the Center'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 the Center's operations, educational offerings, and community impact. The Outreach & Marketing Committee shall enhance the Center's visibility and engagement in the community. The Governance & Policy Committee shall ensure that the Center 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 the Center.

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 the Center who shall supervise and manage the Center. The Executive Director shall be authorized, with the oversight of the Board, to employ such staff and faculty as are necessary to enable the Center 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, the Center 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. the Center 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.

West Piedmont Higher Education Center

WPHEC BOARD GOVERNANCE COMMITTEE

CONSIDERATIONS FOR UPDATING BOARD COMMITTEE STRUCTURE IN THE BYLAWS

CURRENT COMMITTEE STRUCTURE

Committee	Main Priority	Current Membership	# of Meetings
Executive	Overseeing WPHEC between Board meetings, annual operating and capital budgets, future planning	Chair, Vice Chair, Secretary, Committee Chairs, one at-large (9 members)	FY27 – 1 FY26 – 0 FY25 - 5
Finance & Resource Development	Safeguard the financial health and sustainability of WPHEC; lead revenue and resource development efforts	4 members (Prillaman, Lockhart, Stone, Laine)	FY27 – 1 FY26 – 1 FY25 – 2
Academic & Workforce Training Development	Enhance and expand workforce and academic programs and partnerships	4 members (Lockhart, Laine, Lundsgaard, Srinivasan)	FY27 – 0 FY26 – 1 FY25 – 1
IT & Innovation	Leverage technology to improve operations, educational offerings, community impact	2 members (Lundsgaard, Srinivasan)	FY27 – 0 FY26 – 0 FY25 - 1
Outreach & Marketing	Enhance visibility and engagement	3 members (LeVere Bolling, Crummie, Jones)	FY27 – 0 FY26 – 1 FY25 – 1
Governance & Policy	Ensure the Center operates under highest standards of governance	3 members (Stone, Prillaman, Jones)	FY27 – 1 FY26 – 1 FY25 – 1
Other	Chairman may appoint ad hoc as necessary	n/a	n/a

Other notes on committees from the Bylaws:

- Each member shall serve on one of the Standing Committees
- Standing committee chairs serve two-year terms
- Chairman appoints all committees and chairs
- Executive Director shall be non-voting member of all committees
- Chair of Board shall be ex-officio member of all standing and ad hoc committees

EXAMPLES OF OTHER HIGHER EDUCATION CENTER BOARD COMMITTEES:

SOUTHERN VIRGINIA HIGHER EDUCATION CENTER:

The entirety of SVHEC's bylaws can be reviewed here: https://www.svhec.org/wp-content/uploads/2021/03/SVHEC-BOT-Bylaws.pdf

VII. BOARD COMMITTEES

A. The Board shall maintain the following Standing Committees: Planning and Development Committee, Programs and Partnerships Committee, and the Executive Committee. The Chairman of the Board of Trustees shall appoint and authorize any Standing or Ad-Hoc Committees as s/he deems necessary consistent with these bylaws and subject to approval by the Board. The majority of such committees shall be comprised of Board members. The Executive Director shall be an ex-officio, non- voting member of all Committees. Committees shall keep regular minutes of their proceedings and report information and action items to the Board for review and final action. Major issues are to be dealt with by each committee prior to being brought before the full Board.

B. Executive Committee - The Executive Committee shall have and exercise all of the authority of the Board in managing the Center as designated by the Board. However, the Executive Committee shall not have the authority of the Board to amend, alter or repeal the Bylaws; elect, appoint or remove any officer of the Board; amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee. The Executive Committee shall act in lieu of the full Board only when circumstances prohibit convening a full Board meeting or prohibit having a quorum of the full board represented. The Board shall ratify any action by the Executive Committee taken in lieu of the full Board. The Executive Committee shall be responsible for the functions of the other standing committees in the case in which members of those committees have not been appointed, for whatever reason. The Executive Committee shall be comprised of the Chairman and Vice-Chairman of the Board, the Standing Committee Chairmen, and two at-large Board members. The Executive Committee shall meet as called by the Chairman or two members of the committee and shall report its actions to the full Board at the Board's next meeting, regular or special.

C. Planning And Development Committee - The Planning and Development Committee shall be responsible for preparing annual operating and capital budgets, reviewing the financial performance of the Center, overseeing the operation and maintenance of physical plant and equipment and furnishings owned by the Center, reviewing financial audits of the Center, overseeing personnel policies and procedures, and working jointly with other

Committees in short and long range planning activities. All recommendations will be made to the Board for final action. The Planning and Development Committee is to be made up of seven members appointed by the Chairman.

D. Programs And Partnerships Committee - The Programs and Partnerships Committee shall have oversight for the scope of partnerships and programs of the Center and will work closely with all partners and affiliates in developing short and long range plans for non-credit, credit, and degree programs as well as other Workforce training programs to be offered at or through the Center. The Programs and Partnerships Committee shall monitor contributions of partner institutions, determine standards and policies for retaining institutional membership in the Center, and recommend membership/continued membership of institutions in the Center. All recommendations will be made to the Board for final action. The Program and Partnerships Committee shall be made up of seven members appointed by the Chairman.

SOUTHWEST VIRGINIA HIGHER EDUCATION CENTER

The entirety of SWHEC's bylaws can be found here: https://www.swcenter.edu/wp-content/uploads/2024/07/ADOPTED_Bylaws_12-12-2019.pdf

Article IV – Committees of the Board of Trustees

Section A – Executive Committee

1. There shall be an Executive Committee of the Board that shall have and exercise all of the authority of the Board in managing the Center. However, the Executive Committee shall not have the authority of the Board to amend, alter or repeal the Bylaws; elect, appoint or remove any officer of the Board; amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

2. The Executive Committee shall consist of five members of the Board. The Chair, Vice Chair, and Secretary of the Board shall be members. The Chair of the Board shall appoint two other members of the Board at-large to serve on the Executive Committee. In making such appointments, the Chair shall ensure that membership of the Executive Committee is constituted so that the Executive Committee always contains at least one higher education member, one legislative member, and one citizen member of the Board.

3. The Chair shall appoint the at-large members of the Executive Committee at the biennial organizational meeting. Members shall serve until the next biennial organization meeting, or until their successors are elected. Vacancies in the at-large membership of the Executive Committee shall by filled by the Chair for the remainder of the unexpired term.

4. The Executive Committee shall meet as needed upon call of the Chair. Additionally, any two members of the Executive Committee may call for a meeting by signing a meeting call notice and providing it to the Chair and other members of the committee. Such special meeting call notice shall include the general purpose for the meeting along with a proposed agenda.

5. All meetings of the Executive Committee shall be called by written notice provided to all committee members no less than three working days prior to the meeting date. Emergency meetings may be called with less notice, provided that reasonable and diligent efforts have been made to provide notice to all committee members.

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

7. The Executive Committee shall keep minutes and records of its proceedings and report such to the Board.

Section B – Nominating Committee

1. At the last regular meeting prior to the biennial organization meeting, the Chair of the Board shall appoint a Nominating Committee consisting of three Board members for the purpose of presenting a slate of nominees for the offices of Chair, Vice-Chair, and Secretary of the Board at the biennial organizational meeting. Those appointed to the Nominating Committee shall not be currently serving officers.

2. The Nominating Committee shall consist of one legislative member, one higher education member, and one citizen member.

3. Upon the successful election of these officers, the Nominating Committee shall be dissolved.

Section C – Other Committees

The Chair may appoint other standing or ad-hoc committees of the Board as needed to accomplish the mission, specific tasks, or projects of the Board or Center. Membership on such committees may include Board members, non-Board members, or a combination of both. Each committee shall keep minutes and records of its proceedings and report such to the Board.

West Piedmont Higher Education Center

Proposed Resolution Submitted for the October 16, 2026 Meeting of the Board of Directors

I am a new member of the Board of Directors of West Piedmont Higher Education Center. In order to better reflect the membership of the Board on the Executive Committee following the Board reorganization on July 1, 2026 and to have it take effect as soon as possible, I offer the following resolutions:

RESOLVED, that the Board recommends that section V.B.1 of the Bylaws of West Piedmont Higher Education Center be amended to delete the third sentence thereof, and to replace it with the following sentence so as to increase the number of at-large members from one to three:

> **The Executive Committee shall be composed of the officers of the Boad, Standing Committee Chairmen, and three at-large Board members.**

FURTHER RESOLVED, that following 10-days notice of the amendment to the Board of Directors and to expedite implementation of the amendment, the Board authorizes the Executive Committee to vote on the amendment on its behalf.

Respectfully submitted,

O. Randolph Rollins

Member, Board of Directors