

LONGWOOD UNIVERSITY
BOARD OF VISITORS
September 11-13, 2014
Minutes

Thursday, September 11, 2014

On Thursday afternoon September 11, members of the Board of Visitors met with President Reveley and the University vice presidents in the Stallard Board Room at 1 p.m. for an orientation session for new Board members. Present were Katherine Busser, David Hallock, Eileen Anderson, Colleen Margiloff, and Bob Wertz.

Board members heard brief presentations from all vice presidents regarding their backgrounds and general overviews of their division. The meeting adjourned just before 3 p.m. and members of the Board assembled for Convocation. The Board convened briefly to approve by acclamation a resolution honoring Dr. James Jordan as Board of Visitors Distinguished Professor (A copy of the resolution is included as Appendix 1).

Friday, September 12, 2014

Call to Order

The Longwood University Board of Visitors met on Friday, September 12, 2014 in the Stallard Board Room in Lancaster Hall. The meeting was called to order at 9:05 a.m. by Rector Colleen Margiloff.

Members present:

Mrs. Eileen Anderson
Mrs. Katherine Busser
Mr. David Hallock
Mr. Eric Hansen
Mr. Thomas Johnson
Mrs. Colleen McCrink Margiloff
Mr. Stephen Mobley
Mrs. Marianne M. Radcliff
Mr. Brad Schwartz
Ms. Pia Trigiani
Mrs. Shelby Jones Walker
Mr. Lacy Ward, Jr.
Hon. Robert S. Wertz, Jr.

Also present:

President W. Taylor Reveley IV
Mr. Kenneth Copeland, Vice President for Administration and Finance
Dr. Kenneth Perkins, Provost and Vice President for Academic Affairs
Ms. Victoria Kindon, Vice President for Strategic Operations
Dr. Tim Pierson, Vice President for Student Affairs
Mr. Troy Austin, Director of Athletics
Ms. Brenda Atkins, Vice President for Commonwealth Relations
Mr. Richard Bratcher, Vice President for Facilities Management and Real Property
Mr. Justin Pope, Chief of Staff
Ms. Ella Maokhamphiou, Internal Auditor
Mr. Cameron O'Brion, Office of the Attorney General
Dr. Audrey Church, Faculty Representative
Mr. Joseph Gills, Student Government Association
Mr. Bart Mitchell, Longwood Foundation
Ms. Kathleen Early, Alumni Board
Ms. Kelly Rhoades, Staff Advisory Committee

Rector's Welcome

Mrs. Margiloff asked all members of the Board to introduce themselves, and formally thanked Mrs. Radcliff for her service as rector.

Approval of Minutes and Consent Agenda

Mrs. Margiloff presented to the Board for its approval a motion to approve the minutes of the previous meetings and the consent agenda, including standard edits, updates and amendments to University policy, procedure and planning, specifically regarding: ratification of the updated sexual misconduct policy; ratification of the update to the Six-Year Plan submitted to SCHEV pursuant to state law; approval of faculty candidates for emeritus status; approval of an update to the current campus master plan and approval acquire property; approval to a new articulation agreement with the Longwood University Alumni Association; and note of proposed amendments to the bylaws of the Longwood University Foundation. Mr. Schwartz moved to approve, Mrs. Radcliff seconded, and the motion was approved unanimously. (A copy of the consent agenda items is included as Appendix 2, attached hereto).

President's Report and Discussion

President Reveley reported a strong start to the year, and a strong spirit on campus and in relations with the town. He credited the university's modest 2.1 percent cost increase for the current year with helping generate good will in Richmond, record applications and the largest-ever enrollment.

Reminding the Board of the central importance of increasing compensation, President Reveley announced, based on the strength of progress on retention, that Longwood would move forward

with a new round of salary increases for faculty and staff. The increase will bring Longwood to 80-percent fulfillment of the goals set as a result of the compensation study done two years ago. The increase will be targeted, merit-based, and focused on those who have not received recent increases.

The president recognized Ken Perkins, beginning his final academic year as provost, who briefly reviewed highlights of his division report. He described the latest recruiting class of faculty and the increasingly national pool of graduate programs from which Longwood faculty are drawn. He also updated the Board on the Longwood Center for the Visual Arts becoming home to the Folk Art Society, which he said will lift the profile of both the LCVA and the University. Mr. Mobley and Ms. Atkins both spoke of the potential for the partnership to spread Longwood's name and reach a new community of potential supporters.

Mr. Perkins provided an update on final stages of the re-affirmation of accreditation process, which should be finalized in December. He expressed praise and gratitude to Virginia Kinman and other colleagues for their hard work, and announced her new title as assistant vice president for accreditation and compliance.

Ken Copeland provided an update on transitions in university accounting systems, the new environmental education center, and other matters. He also provided an update on plans for the construction of new residence halls. He informed the Board of his wish to move forward more quickly than previously planned with a resolution authorizing the Real Estate Foundation to build and manage the properties, in order to push bonds to market before the end of the year. He circulated a resolution providing that authorization.

President Reveley, Mrs. Margiloff and Mr. Pierson also noted the central importance of a strong residential community on central campus. Mrs. Busser asked for clarification of the decision to build multiple units of approximately 100 beds rather than a single larger unit. President Reveley, Mr. Copeland and Mr. Bratcher addressed some of the architectural, siting, community-building, financial, planning and sequencing considerations that had entered into that decision. Mr. Hansen asked if there was any anticipated change to the housing policy. President Reveley said the change made a year ago was working well.

Mr. Copeland addressed some details of the proposed resolution. Mrs. Margiloff presented the Board a motion to approve, Mrs. Busser moved to adopt, Mrs. Radcliff seconded, and it passed unanimously. (A copy of the resolution is included as Appendix 3)

Mr. Austin discussed recent developments regarding the NCAA. President Reveley summarized that there is a great deal of flux, but the flux is not likely in the near-term to have a significant effect on Longwood. Mr. Austin said the fall season is off to a strong start, and the teams seem to be the deepest in his tenure here.

Strategic Plan

After a short break, President Reveley addressed the strategic plan, reviewing the process of its inception and development, and summarizing its core focus on a classic liberal arts experience, with retention and graduation the fundamental mechanism for achieving institutional progress. He discussed the process of developing metrics and how progress will be measured. Among the comments during a wide-ranging and enthusiastic discussion of the plan:

-Mrs. Busser asked about the place of affordability in the strategic plan, and President Reveley responded that it is central to the retention priority.

-Mr. Schwartz recommended the use of a dashboard of metrics going forward, and also reiterated his view of the importance of how tuition is charged, and the potential for reform away from a charge-per-credit hour system.

-Ms. Trigiani suggested job skills development and placement are critically important. She noted the importance of developing job skills, and the potential of short-term programs, potentially incorporated with general education, to benefit students.

- Mr. Hansen emphasized the importance of tracking outcomes, and asked a series of questions about Longwood's capacity to research its graduates. Ms. Kindon responded that it is a difficult challenge requiring both technical infrastructure and a culture of data collection, but said Longwood is making progress.

- Mrs. Anderson expressed her appreciation for the work that went into narrowing to a single page and the development of metrics.

Mrs. Margiloff requested a motion to approve the strategic plan. Mrs. Anderson moved, Mrs. Busser seconded, and the plan was unanimously approved (A copy of the Plan is enclosed as Appendix 4).

Reports of Representatives to the Board

Joe Gills, representative from the SGA, updated the Board on matters including growing participation by students in town-related activities. He expressed concerns regarding issues of diversity and asked if the students could return to the December meeting with a proposed diversity mission statement to adopt. He updated on the My Student Body education program on sexual misconduct and assault, which he said has been successful overall. He reported some student concern with the scope and pace of construction and whether it will take away from the quality of life for students.

Audrey Church, speaking for the faculty, echoed that the opening of the year has been smooth, and presented updates on graduate studies, general education reform, with courses to be piloted in 2016-17 and full implementation the following year. She also shared findings of a survey on how faculty spent their summers.

Bart Mitchell on behalf of the University Foundation, gave an overview of the university's endowment manager, Spider Management, and expressed his high degree of confidence with the firm.

Kathleen Early of the Alumni Association updated the Board on recent activities and plans for the coming year. Kelly Rhoades provided an update on the activities and plans of the staff advisory committee.

The Board adjourned for lunch at 12 noon and reconvened at 1:15.

President Reveley introduced and recognized Ann and Boo Oppenheimer on the occasion of the signing of the agreement between the LCVA and the Folk Art Society, and announced a gift from them for \$100,000. Mrs. Oppenheimer briefly addressed the Board and expressed her excitement about the partnership ahead. She expressed her particular gratitude for the work of Johnson Bowles over 10 years on the project. President Reveley expressed his own personal gratitude to Johnson Bowles on the occasion of her final day at Longwood, and called for a round of applause.

Campus Master Plan; Cooper, Robertson & Partners

Mr. Bratcher introduced John Kirk, partner at Cooper Robertson & Partners, and the two led a discussion of the campus master planning process now underway. Mr. Kirk introduced the team, philosophy and general principles informing the plan, including the commitment to cooperation with the town and understanding the historical context of the campus, and the framework of new urbanism. He and Mr. Bratcher's joint presentation highlighted priorities including residential character, pedestrian accessibility, environmental responsibility, Longwood as a destination, and new urbanism.

There was a discussion of assorted issues related to housing and the residential character of campus, including the importance of maintaining some upper-class students on the central campus. Mr. Hallock asked several questions about the timeframe the plan would cover and Mr. Kirk described the importance of flexibility while "taking the longest view we can."

Mr. Mobley asked about the high rises, Frazier and Curry, and Mr. Bratcher said their future would indeed be a matter for consideration in the master plan.

Title IX

Cameron O'Brion gave a brief national overview of Title IX and said he believes Longwood has a strong culture of commitment to Title IX issues.

Tim Pierson introduced Jenn Fraley, the new Title IX coordinator, who gave a more detailed presentation on practices and policies in place and an overview of her work in this area. Dr. Pierson described in some detail Longwood's implementation over the summer of plans to begin educating every student and employee. He also addressed some concerns that have arisen with

the new programming, including the time it is taking some students to complete. Dr. Pierson and Ms. Fraley took Board members through a hypothetical case to illustrate the series of steps that would be taken. There was a detailed description of the investigative and hearing process, a substantial discussion regarding such issues as rights to counsel, makeup of the boards that hear Title IX cases, and standards of proof (Copies of the handouts used in their presentation are included as Appendix 5).

Mr. Hallock asked for some clarification regarding the interaction between the criminal justice system and the campus justice system, and Mr. Pierson and Ms. Fraley explained the process for referring to law enforcement.

Mrs. Radcliff asked a question concerning the requirement in some circumstances to move students on short notice, and Dr. Pierson described practices to accommodate all students with as little academic disruption as possible while meeting the requirements of the law. Mrs. Radcliff noted the importance of individuals who may have been victimized encountering a helpful and sympathetic individual when they first make a report. Ms. Fraley said faculty have used cards distributed out of her office advising them on how to respond when they have such conversations with students.

In response to questions from Mr. Wertz and Mrs. Busser, Ms. Fraley explained several possible scenarios involving the formal and informal processes that are available, and how policies on confidentiality might come into play. Mrs. Busser expressed her belief that instilling a culture of students looking out for one another is the most failsafe system.

Dr. Pierson expressed high praise for Ms. Fraley and her work in this area. Mrs. Margiloff expressed her belief in the importance that Longwood continue to address Title IX concerns seriously, and how central the issue is to the mission of developing citizen leaders.

Report of the Internal Auditor

Mrs. Margiloff introduced the new internal auditor, Ella Maokhamphiou, who addressed the Board and gave a brief overview of her first weeks on the job. She asked for preferences from Board members regarding the manner and format for receiving reports. At President Reveley's request, she gave an overview of the role of a public university auditor, with its emphasis on internal operations, as distinct from the more traditional financial accounting role played by the Auditor of Public Accounts. She explained the process of university-wide risk assessment she has taken to develop her proposed audit plan for the coming years.

Mr. Schwartz asked a series of questions about the plan, and Ms. Maokhamphiou emphasized her willingness to modify the current plan if so desired by the Board. She informed the Board of her recent hiring of an internal IT auditor.

Mr. Schwartz raised concerns broadly about the importance of network security audits for large organizations. There was discussion of the resources required and Ms. Maokhamphiou's desire for such an audit to help educate her new IT auditor, in order to be able to provide more continuous assessment going forward. Ms. Maokhamphiou suggested the Board could ask her to

work to train the new IT auditor by June 30th and provide funding to hire an outside auditor by June 30th if necessary. She suggested an outside auditor could be asked to include training of the internal auditor as part of the RFP.

Mrs. Busser requested that information relating to all calls to the Internal Audit hotline be forwarded onto the Board.

Ms. Kindon noted her Strategic Operations division was also exploring an outside firm to conduct a vulnerability assessment for IT. She said she would not want to duplicate those efforts and would work with the auditor's office to that effect. Mrs. Margiloff put forward a motion to update the internal audit schedule to include Advancement and Network Security in the current fiscal year schedule, and to instruct Strategic Operations and the auditor's office to collaborate on the audit, using an outside auditor if necessary per Ms. Maokhampiou's earlier suggestion. Mr. Hansen moved and Mrs. Busser seconded, and the motion was unanimously approved (A copy of the revised audit schedule is included as Appendix 6).

The Board adjourned for the day at 3:55 p.m. before joining Longwood University coaches and student athletes for dinner in the dining hall.

Saturday, September 13, 2014

The Board reconvened at 9:00 a.m. on Saturday morning in French Hall. All members were present except Ms. Busser and Mr. Hansen, whose schedules did not permit them to attend. Vice Presidents Perkins, Pierson and Bratcher were also present.

Mr. Wertz moved to go into closed session under Sections 2.2-3711.A.1, 3, and 8 of the Code of Virginia for discussion of personnel matters, real property considerations, and philanthropic matters. The motion was seconded by Mrs. Radcliff and approved by the Board.

In compliance with the provisions of the Freedom of Information Act, the Board returned to open session. Mr. Wertz moved and Mr. Schwartz, seconded the motion, to certify that the discussion in closed session was in accordance with the Code of Virginia. All members present voted to affirm: Ms Anderson, Mr. Hallock, Mr. Johnson, Mrs. Margiloff, Mr. Mobley, Mrs. Radcliff, Mr. Schwartz, Ms. Trigiani, Mrs. Walker, Mr. Ward and Mr. Wertz.

In open session, Mrs. Radcliff moved and Mr. Wertz seconded a motion to adopt a resolution expressing regret over the institution's actions during the civil rights era, and establishing a new "Moton Legacy" scholarship program to support equality in educational opportunity, and the Board approved unanimously. (A copy of the resolution is included as Appendix 7).

There being no further business the meeting was adjourned at approximately 11:00 a.m.

RESOLUTION HONORING
PROFESSOR JAMES JORDAN
LONGWOOD UNIVERSITY

WHEREAS, JAMES JORDAN has served with the highest distinction at Longwood University for 36 years; and

WHEREAS, he has embodied the commitment to personalized teaching and the development of citizen leaders that is the core of the University's mission; and

WHEREAS, he has taught and mentored more than 11,000 students, nurturing their intellect and character, instilling useful and noble lifelong habits of mind, inspiring them with his love of learning, and thereby fulfilling the promise of higher education to transform and enrich lives in the broadest sense, and

WHEREAS, he has taught students far beyond Longwood's classrooms, in locations around the Commonwealth including Hull Springs Farm and the Archaeology Field School that bears his name, and served the University in many other capacities, including Chief Faculty Marshal; and

WHEREAS, he has received numerous teaching awards, including Virginia Professor of the Year from the Carnegie Foundation, and the Outstanding Faculty Award from the State Council of Higher Education in Virginia, among many other honors; and

WHEREAS, the Longwood Board of Visitors Distinguished Professorship is the highest honor the governing body can bestow upon a faculty member, reserved for those of genuinely transcendent impact on our students and broader community, having been previously awarded just nine times in Longwood's 175-year history;

NOW, THEREFORE, BE IT RESOLVED that **JAMES JORDAN** shall carry the title Board of Visitors Distinguished Professor, with the gratitude of this Board and his many students for his service to Longwood.

This the 11th day of September, 2014.

Colleen M. Margiloff, *Rector*

Shelby Walker, *Secretary*



Edits, Updates, and Amendments Regarding Policy, Procedure and Planning

The items that follow concern standard edits, updates, and amendments to University policy, procedure and planning, specifically regarding: ratification of the updated university sexual misconduct policy; ratification of the update to the Six-Year Plan submitted to SCHEV pursuant to state law; approval of faculty candidates for emeritus status; approval of update to current campus master plan and approval to acquire property; approval of a new articulation agreement with the Longwood University Alumni Association; and notice of proposed amendments to the bylaws of the Longwood University Foundation.

University Sexual Misconduct Policy

The last few years have seen a growing discussion at the state and national levels regarding sexual misconduct on college campuses and the obligations of universities to respond. There have also been several iterations of guidance from the U.S. Department of Education regarding universities' obligations under the federal Title IX law.

Over recent months, the president's office, Student Affairs, Human Resources and other areas of the university, working closely with the Attorney General's office, have undertaken a careful review of Longwood's sexual misconduct policy. The Attorney General's office found that policy to be in strong shape, suggesting just a few changes to ensure full alignment with the latest relevant guidance. Those changes are incorporated in the revised policy included in the consent agenda. In addition to a few minor clarifications, the substantive changes include:

- 1) Clarification that this is now a university-wide policy, and not limited to Student Affairs.
- 2) Precise and updated information regarding how to report misconduct.
- 3) Clarification that the policy covers stalking and intimate partner violence.
- 4) Clarification regarding the time frame of investigations.
- 5) Creation of the University Hearing Board and University Appeals Board, which will ensure faculty and staff representation on boards for cases involving faculty and staff.

Notification of the new policy was included in campus-wide emails sent to students and employees on August 14, and President Reveley discussed the matter at the President's Welcome the next day. A copy of the president's email to students is included herein. The email has also been posted on the president's web page and was printed in its entirety in the Farmville Herald the following week.

The email provided detailed contact information on reporting options, and also described the president's intention to establish a presidential working group on campus climate. That group will have representation from faculty, staff and students, and will advise the president on broader issues of campus climate, Title IX training, and recommend future policy adjustments. The university is asking all employees to attend Title IX training before January 1, 2015. Nearly 500 employees participated in training over the summer, and Human Resources is in the process of scheduling further training options over the course of the semester. All new and returning students are required to complete training through the My Student Body online portal. Additionally, there was a mandatory program on sexual misconduct, consent and alcohol at New Lancer Days.

President Reveley's email to students about Title IX and sexual misconduct

August 14, 2014

Hello everyone,

As we gear up for a new academic year, I wanted to be in touch with every student about an important subject that has been much in the news nationally of late, and very much on my mind as well.

Sexual harassment and sexual assault take place on every college campus, and unfortunately Longwood is no exception. Such behavior is fundamentally incompatible with our core community values. But the issue runs deeper even than that; it's a matter of civil rights. The federal civil rights law known as Title IX, along with the Campus SAVE Act, guarantee an educational environment free from gender-based discrimination of any kind. Harassment and sexual violence are considered extreme forms of discrimination under Title IX, and thus – quite properly in my view – fall under the umbrella of the federal civil rights protections that apply to everyone who works and studies here.

What I want for Longwood is a healthy campus culture. That means a place where every member of the community understands sexual harassment and violence aren't part of our value system. It also means being a place where community members talk about these issues, and know exactly how to get help when they encounter such behavior. Such help must be prompt and effective, and every community member should be treated fairly and respectfully. I want all members of the campus community to understand their rights, as well as our policies and resources, and I hope nobody at Longwood subjected to such behavior ever feels afraid to report it.

I've taken a careful look at our policies in this area over the summer. Today I am announcing a few small changes to our previous policy, which will help ensure we respond appropriately to allegations of misconduct. We've also added language related to stalking, and made clear the misconduct policy applies to the entire university, including faculty and staff, not just students. For more information, please consult this page, which includes a link to the policy in its entirety: <http://www.longwood.edu/studentconduct/12050.htm>

But the goal of a healthy campus climate is a broader one. We need to ensure our policies work, but also that our training is effective, and that the overall atmosphere here is responsive. These are matters that go beyond the wording of our policies. So I'm also announcing today the creation of a presidential working group on campus climate. This group will include Jennifer Fraley, the university's designated Title IX coordinator, along with students, faculty and staff. Its members will be announced in the coming weeks, and they will advise me on matters related to this important issue going forward.

A word about training. ALL students, both new and returning, must complete MyStudentBody, an online prevention training program, by October 1st, and you will be receiving information via email on how to complete that training. This will also be a topic of discussion at a required session for new students during New Lancer Days. Over the coming year, the presidential

working group will help me evaluate these training programs and advise me on what else we might do, and how to improve them.

One of the most important elements of a healthy campus climate is that people who have been victimized of sexual misconduct know exactly what options they have for help and remediation. I hope that information will reach you in many forms, but let me take this opportunity to direct you to clear resources. You can find detailed reporting guidance at the link above, and within the full policy itself. Jen Fraley can be contacted directly, at 434-395-2490, fraleyjl@longwood.edu or in person at her office in Lancaster G-26. Other options include campus police, Human Resources, and other student affairs staff.

What happens when you make a report? You should know your case will be handled by a trained Title IX investigator, and Longwood will work to ensure your safety and support. On the link above, you will also find a link to "Student Rights" that will describe your rights in this process. You should also know that in addition to the on-campus process for responding to Title IX complaints, you always have the right to report potential criminal behavior to law enforcement, and the university can help you to do so. However, you should also know that the university will fulfill its obligation to investigate any such accusation, regardless of how police decide to respond.

I've spent a great deal of attention on this issue in the last few months, and I am confident Longwood is generally a safe and responsive place. When sexual misconduct is encountered, it is taken seriously, with proper attentiveness to victims and fairness to the accused. That said, studies suggest that nationally about 1 in 5 women are victims of a completed or attempted sexual assault while in college, as are about 1 in 20 men. We must treat this issue with the seriousness it warrants.

A healthy campus climate is a collective obligation. It is our obligation as an institution to be clear such behavior will not be tolerated. That starts from the top, with me. As a community we must look out for one another – to intervene when we encounter behavior that is wrong, and to help when we become aware it has happened. And ultimately, it is up to all of us as individuals to treat one another decently and respectfully.

Thank you for your attention, and for choosing Longwood. I look forward to seeing you on campus, and offer my best wishes for the coming year.

President Reveley

Longwood University Sexual Misconduct Policy

Longwood University is committed to providing a healthy living, learning and working environment; an atmosphere that emphasizes the dignity and worth of the individual, which promotes personal integrity, civility and mutual respect, and creates an environment that is free from sexual misconduct and discrimination. Sexual misconduct, sexual discrimination and sexual harassment, are incompatible with Longwood's commitment to diversity and educational equity. Educational training and prevention programs will be provided along with appropriate resources and reporting options. This policy includes all forms of sexual misconduct, including sexual discrimination, sexual harassment, sexual assault, sexual violence, intimate partner violence and stalking by employees, students, or third parties. This policy addresses any sexual misconduct that involves members of the Longwood community regardless of whether the incident occurs during working hours and regardless of whether the incident occurs on or off campus. The intent of this policy is to provide the campus community with information, common definitions, and strategies to report and manage incidents that occur.

Eligibility for Assistance

This policy applies to all Longwood students, staff and faculty in all university programs and activities regardless of location of the incident(s). This policy also applies to individuals who join our community as an affiliate or part of an affiliated program. The University will conduct investigations to the best of their ability that may lead to appropriate criminal, personnel, and Student Conduct actions. All Longwood students, staff and faculty shall be offered immediate resources which may include counseling, medical assistance and living, learning and/or appropriate working environment accommodations.

If the complainant is a Longwood student, staff or faculty member and the accused respondent has no affiliation to Longwood, the complainant shall be offered available resources as appropriate. To the extent possible, the University will address the behaviors defined below towards any member of the Longwood community by non-members, including contractors, alumni, visitors, and any others identified as non-employees or non-students of the University.

If the complainant is a Longwood student, staff or faculty member and the accused respondent is affiliated with Longwood, both the complainant and accused respondent shall be offered available resources as appropriate.

If the complainant is not a Longwood student, staff or faculty member but the accused respondent is affiliated with Longwood, the respondent shall be offered counseling, medical and other resources as appropriate.

Definitions

Sexual Misconduct is a term that encompasses any sexual behaviors that violate Longwood University's Code of Conduct and University Policies. In general, any non-consensual contact of a sexual nature may constitute Sexual Misconduct. Sexual Misconduct may vary in its severity and consists of a range of behaviors or attempted behaviors that may be grounds for student conduct action under University policy. The following policy definitions apply:

1. **Consent:** Effective consent is the basis of the analysis applied to unwelcome sexual contact. Lack of consent is the critical factor in any incident of sexual misconduct and sexual violence. Consent is informed, freely and actively given and requires clear communication between all persons involved in the sexual encounter. Consent is active, not passive. Consent can be communicated verbally or by actions. But in whatever way consent is communicated, it must be mutually understandable. Silence, in and of itself, cannot be interpreted as consent. It is the responsibility of the initiator of sexual contact to make sure they understand fully what the person with whom they are involved wants and does not want sexually. Consent to one form of sexual activity does not imply consent to other forms of sexual activity. Previous relationships or consent does not imply consent to future sexual acts.

Consent cannot be procured by use of physical force, compelling threats, intimidating behavior, or coercion. Coercion is unreasonable pressure for sexual activity. Coercive behavior differs from seductive behavior based on the type of pressure someone uses to get consent from another. Effective consent cannot be given by minors, mentally disabled individuals or persons incapacitated as a result of drugs or alcohol. If a person is mentally or physically incapacitated or impaired so that such person cannot understand the fact, nature or extent of the sexual situation or activity, there is no consent; this includes impairment or incapacitation due to voluntary alcohol or drug consumption by the alleged victim, or being asleep or unconscious. Incapacitation is a state where one cannot make a rational, reasonable decision because they lack the ability to understand the who, what, when, where, why or how of their sexual interaction. Use of alcohol or other drugs will never function to excuse behavior that violates this policy.

This policy also covers someone whose incapacity results from mental disability, sleep, involuntary physical restraint, or from the taking of a so-called "date-rape" drug. Possession, use and/or distribution of any of these substances, including Rohypnol, Ketomine, GHB, Burundanga, etc. is prohibited, and administering one of these drugs to another student for the purpose of inducing incapacity is a violation of this policy.

2. **Sexual activity:** includes intentional contact with the breasts, buttock, groin, or genitals, or touching another with any of these body parts, or making another touch oneself or themselves with or on any of these body parts; any intentional bodily contact in a sexual manner, though not involving contact with/of/by breasts, buttocks, groin, genitals, mouth or other orifice. Intercourse however slight, meaning vaginal penetration by a penis, object, tongue or finger; anal penetration by a penis, object, tongue; or finger, and oral copulation (mouth to genital contact or genital to mouth contact).
3. **Sexual Discrimination:** includes all forms of: sexual harassment, sexual assault, and sexual violence by employees, students, or third parties against employees, students, or third parties. Students, University employees, and third parties are prohibited from harassing other students and/or employees whether or not the incidents of harassment occur on the Longwood campus and whether or not the incidents occur during working hours.
4. **Unwelcome sexual contact:** includes touching either of the complainant or when the complainant is forced to touch another person's body, directly or through clothing.
5. **Coerced sexual intercourse:** includes rape, attempted rape, sodomy, or other sexual acts or misconduct; or when the complainant is incapable of consent by reason of age, mental incapacity (including unwitting consumption of drugs), or physical helplessness.

6. **Sexual Exploitation:** Sexual Exploitation occurs when a student takes non-consensual or abusive sexual advantage of another for his/her own advantage or benefit, or to benefit or advantage anyone other than the one being exploited, and that behavior does not otherwise constitute one of the other sexual misconduct offenses. Examples of sexual exploitation include, but are not limited to:
- prostituting another student;
 - non-consensual video or audio-taping of sexual activity;
 - going beyond the boundaries of consent (such as allowing friends to hide in a closet to watch you having consensual sex);
 - engaging in voyeuristic behavior;
 - knowingly transmitting an STD or HIV to another.
7. **Sexual Harassment:** Sexual harassment is unwanted sexual advances, requests for sexual favors, or visual, verbal, or physical conduct of a sexual nature when: (1) submission to such conduct is made a term or condition of employment or the educational relationship; (2) submission to or rejection of such conduct is used as a basis for employment or education decisions affecting the individual; or (3) such conduct has the effect of unreasonably interfering with a student's or employee's work performance or creating an intimidating, hostile, or offensive working, educational, or living environment. While sexual harassment encompasses a wide range of conduct, some examples of specifically prohibited conduct include:
- Promising, directly or indirectly, a student or employee a reward, if the student or employee complies with a sexually oriented request.
 - Threatening, directly or indirectly, retaliation against a student or an employee, if the student or employee refuses to comply with a sexually oriented request.
 - Denying, directly or indirectly, a student or employee an employment or education related opportunity, if the student or employee refuses to comply with a sexually oriented request. Engaging in sexually suggestive conversation or physical contact or touching another student or employee.
 - Displaying pornographic or sexually oriented materials.
 - Engaging in indecent exposure.
 - Making sexual or romantic advances toward a student or employee and persisting despite the student or employee's rejection of the advances.
 - Physical conduct such as assault, touching, or blocking normal movement.
 - Retaliation for making harassment reports or threatening to report harassment.

Sexual harassment can involve males or females being harassed by members of either sex. Although sexual harassment sometimes involves a person in a greater position of authority as the harasser, individuals in positions of lesser or equal authority also can be found responsible for engaging in prohibited harassment.

Sexual harassment can be physical and/or psychological in nature. The accumulative effect of a series of incidents can constitute sexual harassment even if one of the incidents considered separately would not rise to the level of harassment.

8. **Intimate Partner Violence:** Intimate partners are individuals in, or formerly in, an intimate relationship with each other. An intimate relationship involves physical or emotional intimacy. Physical intimacy is characterized by romantic or passionate attachment or sexual activity. Intimate partner violence is abuse or violence between partners or former partners, characterized by one or more of the following elements:

- b. Intentionally causing bodily injury;
 - c. Purposely or knowingly causing reasonable apprehension of bodily injury;
 - d. Emotional abuse creating apprehension of bodily injury or property damage;
 - e. Repeated telephonic, electronic, or other forms of communication -- anonymously or directly -- made with the intent to intimidate, terrify, harass, or threaten;
9. **Stalking:** includes repeatedly following, harassing, threatening, or intimidating another by telephone, mail, electronic communication, social media, or any other action, device or method that purposely or knowingly causes emotional distress or apprehension of bodily injury or death. Stalking is a course of conduct directed at a specific person that would cause a reasonable person to fear for her, his, or others' safety or to suffer substantial emotional distress.

Reporting Options and Filing a Sexual Misconduct Complaint:

All incidents of sexual misconduct and retaliation should be reported. Longwood University's complaint procedures provide for immediate, thorough, and objective investigation of all claims. The University will take appropriate remedial action that is commensurate with the severity of the offense. The University encourages those who have experienced these types of incidents to immediately report them to both the Title IX Coordinator and Longwood Police. An immediate report to the Longwood Police will enable the preservation of evidence necessary for a successful criminal prosecution. Complainants have the right, however, to choose whether or not to provide a statement to Longwood Police and to choose whether or not to pursue criminal prosecution after such a statement has been made.

Title IX Coordinator: Students, staff or faculty who believe they have either witnessed or been subjected to sexual discrimination, sexual harassment, sexual misconduct, intimate partner violence, stalking and retaliation should notify the University Title IX Coordinator:

Jennifer Fraley, Director of Student Conduct and Integrity and University Title IX Coordinator
Office: Lancaster G-26;
Phone (434) 395-2490;
Email: fraleyjl@longwood.edu

After the university receives notice of sexual misconduct or retaliation, it will conduct an impartial investigation. For specifics regarding investigations, see investigation procedures below. Student reporters of misconduct will not be charged with alcohol offenses or other minor violations of the Student Conduct Code disclosed during the reporting process. Minor violations are defined as those that have a minimum sanction of letter of admonition. Please see the Student Conduct Code within the Student Handbook for more information.

When the complainant and the respondent participate in the same educational opportunities, work in the same employment area and/or reside in the same University residence or in proximity to one another, the University will take immediate steps to separate the individuals and prevent contact, if appropriate. The applicable Vice President or designee will make the appropriate determination regarding alternative arrangements. Alternative arrangements may include, but are not limited to: temporary suspension (depending on the severity of the allegations), adjustment of schedule or employment, no contact orders, and/or alternative living arrangements.

The Title IX Coordinator can assist with all aspects of the process and is responsible for:

- Ensuring that both the individual filing the complaint and the individual responding are aware of the seriousness of the complaint.
- Explaining Longwood University's policy and investigation procedures.
- Exploring various means of resolving the complaint.
- Making referrals to the Counseling Center for counseling or other mental health resources, if appropriate.
- Discussing with the complainant the option of notifying the police if criminal activities are alleged.
- Conducting or arranging for an investigation of the alleged prohibited conduct.
- Arranging support services for the complainant, which could include changes in living arrangements, course schedules, assignments, or tests.
- Arranging interim services to prevent reoccurrence of the alleged prohibited conduct, which could include increased monitoring, supervision, or security at locations or activities where the misconduct occurred and no-contact orders, as necessary.
- Preparing or overseeing any reports, recommendations, or remedial action(s) that are needed or warranted to resolve any prohibited conduct and maintaining all information pertaining to an investigation or complaint in a secure file.

Longwood University strictly prohibits retaliation against any person for using this reporting process, or for reporting, providing witness, assisting or participating in any manner in any investigation or proceeding involving allegations. Any person who violates this policy will be subject to discipline, up to and including termination if they are an employee, and/or expulsion if they are a student.

Additional Options

1. **Employees:** Employees who believe they have either witnessed or been subjected to sexual discrimination, sexual harassment, sexual misconduct, intimate partner violence, stalking and retaliation notify the Chief Human Resources Officer (Deputy Title IX Coordinator for Employee Issues).

Della Wickizer, Chief Human Resources Officer

Office: Lancaster 212

Phone: (434) 395-2074

Email: wickizerdh@longwood.edu

2. Making a report with Longwood Police: Persons who wish to file a police report may contact Longwood Police at (434) 395-2091. Office: Dorrill Dining Hall, Ground Floor. Online reporting: <http://www.longwood.edu/police/reportacrime.htm>
3. Making a Limited Report: Persons who wish to report an incident and desire that the University take no action to investigate this incident, may speak to a trained Campus Advocate. This option produces a limited report, which includes no generally identifiable information about the complainant. A complainant may later choose to file a complaint with the Title IX Coordinator and thus have the incident fully investigated to the best of the University's ability. To speak to a Campus Advocate please visit the Student Conduct and Integrity website to view the list of Campus Advocates available to assist students: <http://www.longwood.edu/studentconduct>

3. Making a Confidential Report: Persons who wish to report an incident or speak to someone about what happened and desire that the details of the incident be kept confidential, they should speak with staff members of the Counseling Center, Student Health & Wellness Center, or off-campus crisis resources, who will maintain confidentiality. Campus counselors and Student Health & Wellness Center staff are available to help students free of charge. In addition, you may go off campus to speak with clergy and chaplains, who will also keep reports made to them confidential.
- Counseling Center: Office: Health and Fitness Center, Upper Level; Phone: (434) 395-2409.
 - Student Health & Wellness Center: Office Health and Fitness Center, Upper Level; Phone: (434) 395-2102.
 - Piedmont Crisis Center, Center for Violence Prevention: 24-hour hotline: (888) 819-2926.

Confidentiality

If you would like to report an incident or speak to someone about what happened and if you desire that details of the incident be kept confidential, you should speak with staff members of the Counseling Center, Student Health & Wellness Center or off-campus rape crisis resources, who will maintain confidentiality. All inquiries, complaints, and investigations are treated with utmost discretion. Information can be released as law and policy permit. However, the identity of the complainant is usually revealed to the person(s) accused of such conduct and any witnesses. A complainant can decide after s/he talks to the Title IX Coordinator/Investigators, whether or not to pursue a Title IX Complaint. In addition to the choice of whether or not to pursue a Title IX Complaint, complainants may also request confidentiality in terms of not revealing the complainant's name to a respondent. These requests are evaluated on a case by case basis by the Title IX Coordinator to determine whether that request can be honored while still providing a safe and nondiscriminatory environment for all students, including the complainant.

Many factors are weighed when determining whether or not to honor a request to withhold the complainant's name from the respondent. These factors include, but are not limited to, when there is a clear and present danger of harm to the complainant or others, when there is knowledge or suspicion of abuse or neglect of minor children or elderly persons, reporting obligations under state law and as otherwise required by law. Additionally, these factors also include circumstances that suggest there is an increased risk of the respondent committing additional acts or there is an increased risk of future acts under similar circumstances, as well as whether the University possesses other means to obtain relevant evidence.

Although a complainant's request to have his or her name withheld from the respondent may limit the University's ability to respond fully to an individual allegation of sexual violence, other means may be available to address the sexual violence. There are steps the University can take to limit the effects of the alleged sexual violence and prevent its recurrence without initiating formal action against the alleged perpetrator or revealing the identity of the complainant.

Federal Statistical Reporting Obligations

Certain campus officials (campus security officials) have a duty to report sexual misconduct for federal statistical reporting purposes. All personally identifiable information is kept private, but statistical information must be passed along to campus law enforcement regarding the type of incident and its general location (on or off-campus, in the surrounding area, but no addresses are given), for publication in the annual Campus Security Report. This report helps to provide the community with a clear picture of the extent and nature of campus crime, in order to ensure greater community safety.

Mandated federal reporters (campus security officials) include student/conduct affairs, campus law enforcement, local police, coaches, athletic directors, residence life staff, student activities staff, human resources staff, advisors to student organizations and any other official with significant responsibility for student and campus activities.

Federal Timely Warning Reporting Obligations

Victims of sexual misconduct should also be aware that University administrators must issue timely warnings for incidents reported to them that pose a substantial threat of bodily harm or danger to members of the campus community. The University will make every effort to ensure that a victim's name and other identifying information is not disclosed, while still providing enough information for community members to make safe decisions in light of the danger.

Procedures

1. The Title IX Coordinator shall provide for the adequate, reliable, and impartial investigation of all complaints:

Investigations of student versus student complaints shall be coordinated by the Director of Student Conduct and Integrity and University Title IX Coordinator and/or designee.

Investigations of student versus employee complaints shall be coordinated by the Chief Human Resources Officer (Deputy Title IX Coordinator for Employee Issues) with support from the Director of Student Conduct and Integrity and University Title IX Coordinator and/or designee.

Investigations of employee versus employee complaints shall be coordinated by the Chief Human Resources Officer (Deputy Title IX Coordinator for Employee Issues) and/or designee.

2. Complainant and/or respondent may each select an advisor to accompany them during the investigation process.
3. Only trained investigators will conduct an investigation; both parties will have the opportunity to review and provide comments to the investigator about their statements before the investigation report is finalized.
4. The University will conduct an investigation to the extent of the information available. If the University obtains independent corroborating information of the misconduct it may determine it necessary to move forward with the investigation procedures and/or remedial measures without the involvement of a complainant.
5. Criminal investigations, separate from the process outlined in this policy, shall be conducted by the Longwood Police, in parallel with the University's investigation. In cases where students are the subject of a criminal investigation, the University's investigation will commence parallel to or at the conclusion of such investigation.
6. Barring extenuating circumstances the entire process shall be completed within 60 calendar days. Complainants and respondents will be notified if the investigation cannot be completed within this timeframe.

7. Informal Procedures

Some complaints can be resolved through informal mediation between the parties. The Director of Student Conduct and Integrity and University Title IX Coordinator and/or designee may arrange for, or facilitate mediation between the involved parties and coordinate other informal problem resolution measures.

- a. Once a report has been made, informal resolution procedures shall be pursued within five business days of the initial report.
- b. Informal Resolution Procedures are optional and may be used when deemed appropriate. Informal procedures are never applied in cases involving violence or non-consensual sexual intercourse.
- c. An investigation into the report shall be conducted by the Title IX Coordinator or designee.
- d. Once the informal resolution procedure is complete, written notification of the agreed upon resolution shall be given to both parties by the Title IX Coordinator or designee.
- e. The involved parties will sign a voluntary agreement specifying the behavioral expectations resulting from the mediation. If re-occurrence takes place, those responsible for such behavior will be subject to additional action, with greater penalties, under this policy.
- f. If either party is unsatisfied with the outcome of the informal resolution procedure, the formal resolution procedure may be pursued.

8. Formal Procedures

- a. Once the university has received notice of sexual discrimination, sexual harassment, sexual misconduct, sexual assault, sexual violence, intimate partner violence, stalking and retaliation, an investigation shall commence within five business days.
- b. To ensure a prompt and thorough investigation, the complainant should provide as much of the following information as possible:
 - The name, department, and position of the person or persons allegedly committing the misconduct.
 - A description of the incident(s), including the date(s), location(s), and the presence of any witnesses.
 - The alleged effect of the incident(s) on the complainant's educational opportunities, living situation, position, salary, benefits, promotional opportunities, or other terms or conditions of employment.
 - The names of other students or employees who might have been subject to the same or similar misconduct.
 - Any steps the complainant has taken to try to stop the misconduct, if appropriate.
 - Any other information the complainant believes to be relevant to the misconduct.
- c. The investigator shall determine, by a preponderance of evidence, whether the respondent violated this policy. Preponderance of evidence means that it is more likely than not that a violation occurred. If the investigator determines that the respondent did not violate this policy, the matter will be closed.
- d. At the completion of the investigation, both the respondent and complainant will be informed within five working days, in writing, of the outcome of the investigation.
- e. If it is determined by a preponderance of the evidence that a violation did occur, the respondent may accept findings of the investigation and the sanction/measures to prevent the violation's recurrence; or challenge the findings and request a hearing.
- f. The complainant may decide, subsequent to the filing of formal charges against the respondent, to withdraw the complaint. The university will, however, still proceed based on the investigative findings.

Procedures for Hearings on Violations of the Sexual Misconduct Policy

1. The University Hearing Board will conduct hearings regarding alleged violation(s) of this policy.
2. A University Hearing Board hearing will proceed in the following manner:
 - a. Hearings conducted by the University Hearing Board are closed to the public. The only individuals allowed to be present are active participants in the hearing process: the complainant, the respondent, an advisor for each, the University Hearing Board, witnesses, and necessary university administrators. Either the complainant or the respondent may dispute the presence of individuals in the hearing room. The hearing board will make the final decision.
 - b. The hearing board members and all aforementioned participants are introduced.
 - c. Participants state any questions they have concerning rights or procedures.
 - d. The statement of charges is presented.
 - e. The respondent enters a plea of responsible, not responsible or no plea.
 - f. Testimony phase: During the testimony phase of the hearings, cross-examination will be conducted by the hearing board in the presence of the complainant, the respondent and their respective advisors. Witnesses may only be present when actively giving testimony. Advisors may be present with their respective parties for all testimony, but may not actively participate, address the hearing board, present arguments or question witnesses.
 - g. The respondent and the complainant or University, may each present an opening statement and a closing statement before the Board. The respondent and complainant/University may view each other's statements on live video feed.
 - h. The respondent and complainant or University may present evidence and witnesses. Witnesses may be cross-examined by the hearing board in opposing party's presence. The board will privately cross-examine the respondent, the complainant, and any witnesses they deem necessary. The respondent and complainant may view testimony on live video feed.
 - i. The respondent and the complainant or University may each submit a list of questions to the board's chairperson for the board to consider. The past sexual history or sexual character of a party to the complaint, complainant or respondent, with anyone other than each other, will not be admissible. Notwithstanding the above, demonstration of pattern, repeated, and/or predatory behavior by the respondent, in the form of previous findings in any University, judicial or student conduct proceeding will be admissible. The parties will be notified in advance of the hearing if any information addressed by this paragraph is deemed admissible.
 - j. After all of the evidence has been introduced, the parties will be excused from the room so that the board may deliberate.
 - k. The University Hearing Board shall determine, by a preponderance of evidence, whether the respondent violated this policy. Preponderance of evidence means that it is more likely than not that a violation occurred. If the University Hearing Board determines that the respondent did violate this policy, the complainant will be allowed to submit a statement regarding the impact that the misconduct has had on the educational, living and/or working environment of the complainant.
 - l. When the board has made a decision regarding responsibility, the parties will be invited back into the room for a reading of the decision and any sanctions.
3. Both the respondent and complainant will be informed within five working days, in writing, of the outcome of the complaint and the appeal (if an appeal is filed).

Composition of the University Hearing Board

1. A five member University Hearing Board will be appointed on a per-case basis from a pool of trained members: 6 faculty and 6 staff. The chair of the hearing board is a non-voting member, except in cases of a tie, who leads the hearings and facilitates discussion among board members. The Title IX Coordinator will serve as a non-voting advisor to the chair. All Board members are appointed annually and serve from October 1 - September 30.
2. The pool of candidates for the University Hearing Board shall be nominated by:
 - Faculty Senate, Executive Committee (faculty members).
 - Vice President for Student Affairs (staff).
3. The complainant and/or respondent can request board members to recuse themselves from the hearing for actual or perceived bias or other conflict of interest. The final decision regarding this request will be made by the Director of Student Conduct and Integrity and University Title IX Coordinator based on the information provided by the requesting party. Board members may also recuse themselves if they feel they cannot or should not hear a particular case.
4. The University Hearing Board panel will be trained by the Director of Student Conduct and Integrity and University Title IX Coordinator regarding hearing procedures, evaluation of evidence, Title IX requirements and other relevant subjects, as needed.
5. Individuals cannot serve on both the University Hearing Board panel and the University Appeals Board panel during the same academic year.

Appeals

1. Appeals will be heard by the University Appeals Board.
2. Respondents and complainants have the right to one appeal each of the University Hearing Board's decision.
3. Appeals must be filed within three working days of the University Hearing Board's decision. To file an appeal, students and employees must fill out the appeal form provided with written notice of the University Hearing Board's decision.
4. Appeals may only proceed based on one of three reasons:
 - a. Failure to follow policy procedures.
 - b. Additional evidence has come to light that was not available at the time of the University Hearing Board's hearing.
 - c. The sanction received is out of proportion with the offense.

Eligibility for an appeal hearing based on the above reasons will be determined by the Director of Student Conduct and Integrity and University Title IX Coordinator or designee.

5. The appeal hearing will be held within five working days of the receipt of the appeal. Both parties will receive notice of the time and place of the appeal hearing.
6. The appeal hearing will be non-adversarial and strict rules of evidence will not be applied.
7. Both parties will be informed in writing of the outcome of the appeal within five working days of the hearing.

Composition of the University Appeals Board

1. A three member University Appeals Board will be appointed on a per-case basis from a pool of trained members: 6 faculty and 6 staff. All Board members are appointed annually and serve from October 1 - September 30.
2. The pool of candidates for the University Appeals Board shall be nominated by:
 - The Faculty Senate, Executive Committee (faculty members).
 - Vice President for Student Affairs (staff).
3. The complainant and/or respondent can request board members to recuse themselves from the appeal hearing for actual or perceived bias or other conflict of interest. The final decision regarding this request will be made by the Director of Student Conduct and Integrity based on the information provided by the requesting party. Board members may also recuse themselves if they feel they cannot or should not hear a particular case.
4. The University Appeals Board will be trained by the Director of Student Conduct and Integrity and University Title IX Coordinator regarding hearing procedures, evaluation of evidence, Title IX requirements and other relevant subjects, as needed.
5. Individuals cannot serve on both the University Hearing Board and the University Appeals Board during the same academic year.

Rights of the Complainant

1. The right to have a support person or advisor throughout the process, who may also be legal counsel.
2. The right to remain present, either in person or via live feed, throughout the entire hearing (not including the deliberative process).
3. The right to have access to existing campus counseling and support services.
4. The right to interim services to prevent reoccurrence of the behavior.
5. The right to freedom from retaliation by the respondent (or supporters of the respondent).
6. The right to submit a statement of how the misconduct has impacted the educational, living and/or working environment of the complainant.
7. The right to know the outcome of the investigation, the outcome of the hearing, appeal and the sanctions, remedies and corrective actions taken by the University.
8. The right to be informed of the ability to request changes in academic, employment and living situations.
9. The right to request a single appeal of the outcome of the University Hearing Board's decision.

Rights of the Respondent

1. The right to a support person or advisor throughout the process, who may also be legal counsel.
2. The right to remain present during the entire hearing either in person or via live video feed.
3. The right to have access to existing campus counseling and support services.
4. The right to freedom from retaliation by the complainant (or supporters of the complainant).
5. The right to notice of allegations and the opportunity to testify.
6. The right to be presumed not responsible unless shown responsible by a preponderance of the evidence.
7. The right to a timely hearing.
8. The right to notification of the charges, the specific rule or policy violated, and the time, date and place of the scheduled hearing at least 72 hours prior to the hearing.
9. The right to request a single appeal of the outcome of the University Hearing Board's decision.

Sanctions, Remedies and Corrective Actions

Violations of this policy will be addressed through the sanctions, remedies and corrective actions listed below. The severity of sanctions, remedies or corrective action depends on the facts and circumstances of the offense and/or any history of past conduct that violates this policy. Sanctions, remedies and corrective actions could include (but are not limited to):

1. A requirement not to repeat or continue the conduct.
2. Reprimand.
3. Reassignment.
4. Suspension.
5. Termination of employment.
6. Expulsion.

Academic Freedom and Free Speech

This policy does not allow censorship of constitutionally-protected speech, which is valued in higher education and by Longwood University. In addressing all complaints and reports of alleged violations of this policy, Longwood University will take all permissible actions to ensure the safety of students and employees while ensuring free speech rights of students and employees. This policy does not in any way apply to curriculum and curriculum decisions or limit the use of particular textbooks or curricular materials.

Six-Year Plans - Part I (2013): 2014-16 through 2018-20
Longwood University
ACADEMIC AND FINANCIAL PLAN

Instructions: In the column entitled "Academic and Support Service Strategies for Six-Year Period (2014-2020)", please provide title to identify strategies (for the three biennia of this six-year period) associated with each objective of the "Preparing for the Top Jobs of the 21st Century: The Virginia Higher Education Opportunity Act of 2011." Please use this title to identify a more detailed description of the strategy in the separate Word document.

Priority Ranking	Strategies (Short Title)	ACADEMIC AND SUPPORT SERVICE STRATEGIES FOR SIX-YEAR PERIOD (2014-2020)												Strategies	Biennium 2016-2018 (7/1/16-6/30/18)	Biennium 2018-2020 (7/1/18-6/30/20)		
		Biennium 2014-2016 (7/1/14-6/30/16)						Biennium 2016-2018 (7/1/16-6/30/18)										
		T-21 Objectives	Amount	Amount With Tuition Increase	Amount	Amount With Tuition Increase	Amount	Amount With Tuition Increase	Amount	Amount With Tuition Increase	Amount	Amount With Tuition Increase	Amount				Amount With Tuition Increase	
1	Improve Retention and Graduation Rates	Incremental	\$1,000,000	\$1,000,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0			
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0			\$0
2	Enhance Student Success Program	Incremental	\$142,810	\$142,810	\$285,621	\$285,621	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue funding to support Student Success Program.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
5	Implement the Quality Enhancement Plan (QEP)	Incremental	\$0	\$0	\$200,000	\$200,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue to support Quality Enhancement Plan.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
7	Develop a RN to BSN Program	Incremental	\$124,548	\$124,548	\$124,548	\$124,548	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue RN to BSN Program.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Expand the Cyber Security Initiative	Incremental	\$104,804	\$104,804	\$104,804	\$104,804	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue funding of BS in Nursing Program positions required by student enrollment growth.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
3	Additional Faculty Positions	Incremental	\$176,952	\$176,952	\$353,904	\$353,904	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue funding of additional six faculty positions. Hire two additional positions in 2018-2020
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Implement the Center for Excellence in Environmental Education (CEE) Initiative	Incremental	\$130,000	\$130,000	\$130,000	\$130,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue funding to support the Center for Cyber Security.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Expand Undergraduate Research in the Sciences	Incremental	\$112,524	\$112,524	\$112,524	\$112,524	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue Center for Excellence in Environmental Education initiative. Implementation will begin in 2015.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Admissions Counselors	Incremental	\$353,904	\$353,904	\$353,904	\$353,904	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue support of undergraduate research in the sciences.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Explore Offering Dual Enrollment Pre-Education Courses	Incremental	\$30,264	\$30,264	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue funding of additional four faculty positions. Hire two additional faculty in 2016-18.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Develop Cooperative Agreement with SVCC	Incremental	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue support of admissions counselors.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Develop Off-Site Programs and Clinical Placements	Incremental	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Explore Offering Dual Enrollment Pre-Education Courses.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Develop a Collaborative Early Childhood Inclusive Program	Incremental	\$88,776	\$88,776	\$88,776	\$88,776	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue to support the addition of degree program offerings in underserved remote rural areas.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Develop a MS Degree in Social Work	Incremental	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue Collaborative Early Childhood Inclusive Program. Hire a second faculty member.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		
6	Initiate a Graphic Design Animation and Simulation Program	Incremental	\$186,976	\$186,976	\$186,976	\$186,976	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		Continue MS Degree in Social Work. Hire an additional faculty member.
		Reallocation:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0		

Six-Year Plans - Part I (2013): 2014-16 through 2018-20
Longwood University
ACADEMIC AND FINANCIAL PLAN

Instructions: In the column entitled "Academic and Support Service Strategies for Six-Year Period (2014-2020)", please provide title to identify strategies (or the three biennia of this six-year period) associated with each objective of the "Preparing for the Top Jobs of the 21st Century: The Virginia Higher Education Opportunity Act of 2011." Please use this title to identify a more detailed description of this strategy in the separate Word document.

Priority Ranking	Strategies (Short Title)	ACADEMIC AND SUPPORT SERVICE STRATEGIES FOR SIX-YEAR PERIOD (2014-2020)														
		Biennium 2014-2016 (7/1/14-6/30/16)				Biennium 2016-2018 (7/1/16-6/30/18)				Biennium 2018-2020 (7/1/18-6/30/20)						
		Objectives	Amount	Amount With Tuition Increases	Amount With Tuition Increases	Amount	Amount With Tuition Increases	Amount With Tuition Increases	Amount	Amount With Tuition Increases	Amount With Tuition Increases	Amount	Amount With Tuition Increases			
	Expand Faculty Resources in Therapeutic Recreation	E8	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Continue funding of additional faculty position required to expand Therapeutic Recreation Program
	Optimal Year-Round Use of Facilities and Resources	B, E3	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Expand J-Term
	Development of Instructional Resource-Sharing with Other Institutions in the Commonwealth	C, E8	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Develop a Collaborative Research Program with other institutions. A director will be hired in 2016-18 to oversee and coordinate the operation of the collaborative program.
	Increase Technology-Enhanced Instruction, Including Course Redesign, Online Instruction, and Resource Sharing Among Institutions	E10	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Continue funding distance learning initiatives.
	Increase Research, Including Regional and Public/Private Collaboration	E8	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Continue funding distance learning initiatives.
	Total 2014-2016 Costs		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
	Incremental (Included in Financial Plan Line 61)		\$2,311,770	\$2,311,770	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	\$2,420,370	
	Savings		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
	Reallocation		\$282,924	\$282,924	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	

Six-Year Financial Plan for Educational and General Programs, Incremental Operating Budget Need
2014-2016 Biennium
 (Assuming No Additional General Fund)

Items	2014-2015		2015-2016		2014-2015 (Revised)		2015-2016 (Revised)	
	Amount	Amount With Tuition Increases	Amount	Amount With Tuition Increases	Amount	Amount With Tuition Increases	Amount	Amount With Tuition Increases
Total Incremental Cost from Academic Plan¹	\$2,311,770	\$2,311,770	\$2,420,370	\$2,420,370	\$487,830	\$487,830	\$3,039,620	\$3,039,620
Increase Faculty Salaries ¹	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Faculty Salary Increase Rate ²	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Increase number of Full-Time Faculty (FTE) ³	8.00	8.00	13.00	13.00	3.00	3.00	13.00	13.00
Increase number of Administrative Professional (FTE) ⁴	3.00	3.00	7.00	7.00	1.00	1.00	5.00	5.00
Increase number of Classified Staff - Other (FTE) ⁴	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
O&M for New Facilities (FTE)	\$70,763	\$70,763	\$100,350	\$100,350	\$100,350	\$100,350	\$100,350	\$100,350
O&M for New Facilities (FTE)	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
NGF share of state authorized salary increase/bonus	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NGF share of state health insurance and retirement benefit increases	\$350,000	\$350,000	\$700,000	\$700,000	\$677,771	\$677,771	\$1,200,000	\$1,200,000
Additional In-State Student Financial Aid From Tuition Revenue (Honors)	\$80,000	\$80,000	\$80,000	\$80,000	\$80,000	\$80,000	\$80,000	\$80,000
Fixed Costs (maintenance contracts, utilities, fuel, etc.)	\$400,000	\$400,000	\$900,000	\$900,000	\$404,829	\$404,829	\$800,000	\$800,000
Faculty Equity, Retention & Promotion Pool, A/P and Classified Equity & Retention Pool ⁵	\$0	\$0	\$1,200,000	\$1,200,000	\$0	\$0	\$600,000	\$600,000
Total Additional Funding Need	\$3,021,633	\$3,021,633	\$5,306,720	\$5,306,720	\$1,650,330	\$1,650,330	\$5,825,970	\$5,825,970

Notes:
 (1) If planned, enter the cost of any institution-wide increase.
 (2) Enter planned annual faculty salary increase rate. Any salary increase entered here will be counted when calculating the gap to reach the 60th percentile in the future.
 (3) A pool of funds will be established to be used to address salary compression issues, promotion, as well as funds to retain high-quality faculty and staff who have been offered positions outside of the University. Some employees may receive no increase and others will receive varying amounts - these funds will not be given to faculty or staff across-the-board. A salary study was conducted by an outside firm in 2012. Results of this study will be utilized to determine who would be eligible for an increase. This represents the third and fourth years of a multi-year plan to address salary issues.
 (4) Position costing reflected in respective Academic strategy within the Academic and Finance Plan Section.

Approval of Candidates for Emeritus Status

ACTION REQUESTED: On behalf of the President, I move that the faculty members listed below be awarded Emeritus status.

BACKGROUND: As stated in the Faculty Policies and Procedures Manual (page 130), the honorary rank of Emeritus may be awarded to the retiring faculty members who:

- a. Have given 20 years of service to Longwood University
- b. Have attained the rank of Associate Professor or Professor
- c. Have provided a quality of performance to merit the distinction of the emeritus rank

The department involved may nominate retiring faculty for emeritus rank. The nominations are submitted through the appropriate College Dean to the Vice President for Academic Affairs, who will make the recommendation to the Board of Visitors.

RATIONALE: Bestowing this honor upon valued members of Longwood's faculty provides an opportunity to continue to draw upon their expertise while formally recognizing their distinctive service to Longwood. Emeriti faculty may attend meetings of the Faculty Senate as non-voting members, march in academic processions, when feasible be given office space and research facilities, present guest lectures on invitation, be listed in the faculty roster and university catalog as emeriti faculty, be invited where appropriate to serve on master's thesis and honors committees, and be eligible to audit one course per semester. The following faculty members are recommended for this honor.

Ms. Pamela Arkin, Associate Professor of Theatre
Mr. Mark S. Baldridge, Professor of Art
Dr. John S.J. Burke, Professor of Interior Architecture
Mr. Randall W. Edmonson, Professor of Art

Longwood University Board of Visitors

Revision 3 to Longwood University Campus Master Plan *Vision 2020*
and
Approval to Acquire Property

This item requests that the Board of Visitors take the following actions:

1. Approve Revision 3 to the Longwood University Campus Master Plan, *Vision 2020*, dated September 12, 2008. This revision changes the location of the New Admissions Office, and removes the Visitor Information Center function from the building.
2. Approve the acquisition of certain properties in order to provide the site for the New Admissions Office.
3. Approve the acquisition of 113 West Third Street, Farmville, Virginia, to support the Longwood Center for the Visual Arts.

Action Item 1: Revision 3 to Longwood University Campus Master Plan *Vision 2020*

ACTION REQUESTED: On behalf of the President, I move that the Board of Visitors approve the following revisions to Longwood's current Campus Master Plan:

1. Page 63 "Recommendations" section – add the following sentence at the end of the existing text: "Revision 3: See pages 81 and 82."
2. Change Figure 65 page 81, and Figure 66 page 82 as follows:
 - a. Change the title of project 10 to Admissions Office
 - b. Remove the Admissions Office building from the site shown at the southern end of campus
 - c. Locate a new building for the Admissions Office on the site at the intersection of High, Buffalo, and Randolph Streets

RATIONALE: The requested revision to the Campus Master Plan changes the location of the New Admissions Office from the concept shown on page 63 (a combined Admissions Office and Visitor Information Center building at a southern campus site) to an Admissions Office building at a site at the intersection of High, Buffalo, and Randolph Streets.

BACKGROUND: The architecture firm of Glave and Holmes was hired to study three potential sites for the location of a New Admissions Office. The architecture of the proposed building, regardless of the site chosen, will reflect the University's mission of academic excellence, leadership, and service. A Palladian-Jeffersonian aesthetic with civic proportions defines the central campus construction, and will be continued in the New Admissions Office.

•Site A "Main Street": The original site for the New Admissions Office, as shown in the current Campus Master Plan.

- Site B “High Street”: A site offered by the University for its historic context and proximity to Ruffner Hall.
- Site C “Iler Field”: A site offered by the Design Team for its central location on campus.

Each potential site was investigated, and one or more site configuration plans were developed for each site. The conceptual site plan configurations were used to help evaluate the pros and cons of each site from various perspectives, including prospective students, visitors, staff, maintenance personnel, and current students.

A site evaluation matrix was used to organize the various priorities and perspectives of the site selection process. The Design Team met with President Reveley, Dean McMullin, and the Building Committee to input values into the matrix and together identify the best site for the New Admissions Office.

Site B “High Street” was chosen as the preferred site for the New Admissions Office, based on the important criteria of providing a great “wow” factor to the overall visitor experience, the ease of integration with admissions tour routes, lower site costs, and the ability to provide dedicated parking. The conceptual design work to date shows the refined site plan, and proposed floor plans and elevations.

Action Item 2: Approval to Acquire Property for the New Admissions Office

ACTION REQUESTED: On behalf of the President, I move that the Board of Visitors approve Longwood University’s acquisition of the properties located at 309 Beech Street, 206 St. George Street, and 203 Randolph Street in the Town of Farmville, Prince Edward County, Virginia.

RATIONALE: Revision 3 to Longwood’s current Campus Master Plan *Vision 2020* will change the location of the New Admissions Office to the site at the intersection of High, Buffalo, and Randolph Streets. The University will need to acquire 309 Beech Street, 206 St. George Street, and 203 Randolph Street to construct the new building and parking facility.

BACKGROUND: The current Campus Master Plan designated a site at the south end of campus. As a part of the preliminary planning work, three potential sites for the location of the New Admissions Office were evaluated, Main Street, High Street, and Iler Field. Pros and cons for each site were evaluated from various perspectives, including prospective students, visitors, staff, and maintenance personnel. The Design Team met with President Reveley, Dean McMullin, and the Building Committee to input values into the matrix and together identify the ideal location. The results determined the best site location offered by the University was “High Street” for its historic context, “wow” factor to the overall visitor experience, the ease of integration with admissions tour routes, lower site costs, the ability to provide dedicated parking, and proximity to Ruffner Hall.

Action Item 3: Approval to Acquire Property for the Longwood Center for the Visual Arts

ACTION REQUESTED: On behalf of the President, I move that the Board of Visitors approve Longwood University's acquisition of the property located at 113 West Third Street, in the Town of Farmville, Prince Edward County, Virginia, from the Longwood University Real Estate Foundation.

RATIONALE: Longwood University leases 113 West Third Street, adjacent property to the Longwood Center for the Visual Arts. This property provides additional activity, office, and storage space for the visual arts center. Property acquisition will bring the property under the state property umbrella and the University's building maintenance program.

BACKGROUND: The Longwood University Real Estate Foundation purchased 113 West Third Street in 2009 from Faye R. Puddington, and entered into a lease with the Longwood University Foundation. Longwood University Foundation leased the property to Longwood University for a five year term, October 1, 2009 to June 30, 2014. At the expiration of the lease term, the Real Estate Foundation entered into a lease with the University dated July 1, 2014.

ARTICULATION AGREEMENT
Between
Longwood University
And the
Longwood University Alumni Association

THIS AGREEMENT is made this ___ day of _____, 2014, by and between The Board of Visitors of Longwood University (the "Visitors") on behalf of Longwood University (the "University"), and members of the Longwood University Alumni Board representing the Longwood University Alumni Association, a 501 (C) (3) organizations.(the "Association");

WITNESSETH:

WHEREAS, the Association was formed to promote the interest of Longwood University and to maintain among its graduates and former students a spirit of fellowship, service and loyalty; and

WHEREAS, the Visitors and the Association desire to set forth certain terms and conditions of their relationship; and

WHEREAS, the execution of this Agreement has been authorized by resolution of the Board of Visitors of Longwood University (the "Visitors") and the officers and members of the Longwood University Alumni Board (the "Association");

NOW THEREFORE, in consideration of the promises and the mutual covenants and undertakings hereinafter described, the Visitors and the Association hereby agree as follows:

1. **University Commitment.**

The University acknowledges and is grateful for the vital services performed by the Association in fostering the interests of the University and in encouraging a spirit of fellowship, service and loyalty between alumni and with the University. The Board of Visitors and officers of the University will provide a detailed overview of the University each year to include major priorities for the academic year and review policy and strategy adjustments as they occur.

2. **University Officials as Officers and Members.**

Article IV, Section 3 of the Association's Constitutions and Article 1, Section 3 of the Association's Bylaws requires that the Associate Vice President for Alumni Relations, an employee of the University, serves as Executive Secretary-Treasurer of the Alumni Association. In recognition of the benefits derived from a close working relationship between the Association and the Visitors, the Association requests, during the term of this contract, that the Rector of the Board of Visitors appoint one Visitor to attend Alumni Board meetings as the Visitors representative to the Alumni Board.

3. **Taxes.**

The Association shall not use the University taxpayer's identification number or the University's tax-exempt status in connection with purchases/sales, income or other activities by the Association.

4. **License for Use of the University's Name and Symbols.**

For the term of this contract, the University expressly grants the Association a non-exclusive right and license to use the University's name in the name of the Association. The Association agrees to use the University's name and symbols only in an appropriate manner, and in accordance with approved guidelines for the use of University's symbols or trademarks.

5. **Use of University Facilities.**

The Association shall be eligible to use University facilities subject to availability and the policies and procedures of the University applicable to such facilities.

6. **Use of University Services.**

The Association shall be eligible to use the central services provided to the University community, including those services provided by the departments of Dining Services, the Print Shop, Public Safety, Informational Technology Services and Facilities Management.

7. **Term of Agreement.**

This Agreement shall become effective as of the date first above written and shall remain in effect until terminated as provided in paragraph 8.

8. **Termination.**

Either party may terminate this Agreement, for any reason, upon at least one hundred and twenty (120) days prior written notice to the other party.

9. **Amendment.**

This Agreement may not be amended or altered without the written consent of the parties hereto.

10. **Notices.**

Any notices or other communications required or permitted to be sent under this Agreement shall be sufficient if sent by registered mail, postage prepaid, to the address set forth below or such other address as a party may specify in writing:

To the Association: President
 Longwood University Alumni Association
 201 High Street
 Farmville, VA 23909-1895

To the Board of Visitors President
And/or the University: Longwood University
 201 High Street
 Farmville, VA 23909

11. **Governing Law.**

This Agreement shall be governed by the laws of the Commonwealth of Virginia.

12. **Counterparts.**

This Agreement may be executed in several counterparts, each of which shall constitute an original, and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their authorized officers as of the date first above written.

LONGWOOD UNIVERSITY ASSOCIATION

By: _____
Kathleen Early
President

Date: _____

VISITORS OF LONGWOOD UNIVERSITY

By: _____
Colleen Margiloff
Rector

Date: _____

**AMENDED AND RESTATED BYLAWS
OF THE
LONGWOOD UNIVERSITY FOUNDATION, INC.**

PREAMBLE

WHEREAS, Longwood University has a significant history of service to the Commonwealth of Virginia and its citizens, and

WHEREAS, Longwood University seeks the support of private individuals, corporations, private foundations, and other organizations, to enhance the process of higher education, and

WHEREAS, the Longwood University Foundation, Inc., was established to support the purposes, goals and aspirations of Longwood University, and

WHEREAS, the Longwood University Foundation, Inc., was created under the laws of the Commonwealth of Virginia to serve Longwood University as an organization to foster the image of the institution and through its actions enhance the academic, social, and physical growth of the University, and

WHEREAS, the Longwood University Foundation, Inc., assists the University in the raising, investing and distributing of funds to support various University programs,

THEREFORE, BE IT RESOLVED THAT the Longwood University Foundation, Inc., as an autonomous chartered Virginia corporation, publishes these Amended and Restated Bylaws (these "Bylaws") to direct the operation and function of the organization and to ensure that all expenditures be in accordance with the objectives of the Foundation.

ARTICLE I. - OFFICE

The principal office of the Longwood University Foundation, Inc. (the "Foundation") will be located in Farmville, Prince Edward County, Virginia.

ARTICLE II. - SEAL

The Corporate Seal of the Foundation will consist of two concentric circles, around the inner edge of which will be engraved the words, "Longwood University Foundation, Inc., Farmville, Virginia," and across the center thereof the word "seal" and "1959."

ARTICLE III. - BOARD OF DIRECTORS

Section 1. General Power

The management of the Foundation and its property is vested in its Board. The Board of Directors will have full power, except as prohibited by the terms of any instrument of gift, devise, bequest, or

other transfer, at its sole discretion, to change the form of any investment and, for that or other purposes of the Foundation, to dispose of any securities or other property held by the Corporation.

Section 2. Number

The Board of Directors of the Foundation will consist of no more than thirty-seven (37) individuals, as determined from time to time by the Board of Directors, each serving as either an Ex Officio Director or a Public Director. Additional persons may be designated as "director emeritus" or "advisory director."

Section 3. Ex Officio Directors

There will be seven (7) Ex Officio Directors, five non-voting and two voting.

The non-voting Ex Officio Directors will be (i) the President of Longwood University; (ii) the Vice President for University Advancement of Longwood University; (iii) the ~~Chief Financial Officer~~ *Executive Director* of the Foundation; (iv) the President of the Longwood University Alumni Association, unless another individual is designated by the Longwood University Alumni Association to fill such Ex Officio seat; and (v) the treasurer of the Student Government Association of Longwood University, unless another individual is designated by the Student Government Association of Longwood University to fill such Ex Officio seat.

The voting Ex-Officio Directors will be (i) the Rector of the Board of Visitors of Longwood University and (ii) an additional member of the Board of Visitors appointed by the Board of Visitors as Official Liaison to the Foundation.

Section 4. Public Directors

There will be no more than thirty (30) Public Directors who will be elected to fill staggered terms. There will be three classes of Public Directors with a maximum of ten (10) Directors in each Class as provided in the Foundation's Articles of Incorporation. The Public Directors shall, at all times, include at least two (2) individuals who are alumni of Longwood University and one (1) member of the Faculty of Longwood University.

All Public Directors will be elected at meetings of the Board from nominations presented by the Nominating Committee. Public Directors may be elected at the annual meeting for a term of three (3) years or to fill a vacancy.

No Public Director shall serve more than nine (9) consecutive years or three (3) consecutive full or partial terms, whichever is fewer. After a three (3) year interruption, a Public Director will be eligible for consideration for reappointment.

Section 5. Director Emeritus

By vote of a majority of the voting members of the Board of Directors and recommendation of the Nominating Committee, any "Public Director" having served a minimum of one year as a Director, may be elected to the status of "Director Emeritus". Directors Emeritus may attend all meetings at their own expense and participate in discussions, but shall have no voting privileges. The term of a Director Emeritus will be for life.

Section 6. Advisory Director

Upon recommendation of the Executive Committee and vote of a majority of the voting members of the Board, an individual may be elected to the position of Advisory Director. Advisory Directors may attend all meetings and participate in discussions, but shall have no voting privileges. Advisory Directors will be elected to a specified term.

Section 7. Resignation or Removal of Directors

Any Director may resign at any time by giving written notice to the President or the Secretary of the Foundation. Such resignation, which may or may not be made contingent upon formal acceptance by the Board or the occurrence of any other event, shall take effect on the date of receipt or at any later time or the later occurrence of any other event specified in the notice. Any Director may be removed from the Board, with or without cause, at any time with the affirmative vote of two-thirds of the then actual number of voting members of the Board at a meeting of the Board called for the purpose of removing the Director. Notice of such meeting must state that the purpose or one of the purposes, of the meeting is to consider and vote on the removal of the Director.

Section 8. Meeting Attendance and Responsibilities of Public Directors

Absence from two regular Board of Directors and committee meetings in any consecutive two year period may be cause for removal as a Public Director. The Executive Committee will review participation records annually and take such action as it deems appropriate. The Public Directors are expected to fulfill the Commitments and Responsibilities as contained in the Foundation Manual.

Section 9. Vacancies

Any vacancy occurring among the Public Directors due to death, resignation, removal, or an increase in the authorized number of Directors, may be filled by the affirmative vote of a majority of the remaining voting Directors, even if such number constitutes less than a quorum. In the event a vacancy occurs, the Nominating Committee shall select and recommend a candidate for replacement. A Public Director elected to fill a vacancy will be elected for any unexpired portion of the term of the vacated Director.

The continuation of a vacancy in an ex-officio position or a public position will not be deemed to be a default in the terms of the Articles of Incorporation or in the terms of these Bylaws, and the Board will have full authority to continue to operate.

ARTICLE IV. - MEETINGS

Section 1. Regular Meetings

The annual meeting of the Board of Directors of the Foundation shall be held the first Friday after Memorial Day or such other date and at a time as may be approved by the President of the Foundation. A written notice of the annual meeting shall be mailed to the directors at least fourteen (14) days before the date of the meeting. The Board shall hold other regular meetings on such date and at such intervals as may be designated by the President of the Foundation or resolution of the Board. Every effort will be made to set meeting dates one year in advance. Notice stating the time and place of regular meetings will be distributed to each Director at least

fourteen (14) days prior to each meeting. Notwithstanding the foregoing, the President or the Board by a majority of voting members present may cancel or postpone a scheduled meeting with notice distributed to each Director at least two (2) days prior to such meeting.

Section 2. Special Meetings

Special meetings of the Directors may be called by the President of the Foundation or by petition submitted in writing to the President and signed by at least five (5) Directors. Directors shall be given at least ten (10) days' notice of a special meeting, stating the time and place of the meeting and the matters of business to be conducted. Business to be transacted at any special meetings of the Board shall be limited to the matters set forth in the notice of the meeting.

Section 3. Manner of Acting

The act of a majority of the voting members of the Board present at a meeting at which a quorum is present will be an act of the Board unless a greater number is required by these Bylaws or by law.

Section 4. Quorum

A majority of the voting members of the Board of Directors in office at the beginning of a meeting will constitute a quorum for the transaction of business. However, less than a majority of the members of the Board may adjourn a meeting after determination of an alternate date for a meeting of the Board and notification of the Directors.

Section 5. Informal Action

Any action that may be taken at a meeting of the Board or a Committee thereof may be taken without a meeting if the action is taken by all voting members of the Board or such Committee and such action is evidenced by one or more written consents stating the action taken, signed by each voting member either before or after the action is taken, and included in the minutes of the Board or Committee.

Section 6. Tax Exemption Status

Directors shall not exercise their powers in any manner that would disqualify the Foundation as an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986 (the "Code") exempt from federal income tax under Section 501(a) of the Code or disqualify any gift as a deductible charitable contribution in computing any federal income or transfer tax of the donor or the donor's estate.

ARTICLE V. - OFFICERS

Section 1. Officers

The officers of the Foundation shall be: a President, a Vice President, ~~an Chief Financial Officer~~ *Executive Director*, a Secretary, a Treasurer, an Assistant Treasurer, a Chief Operating Officer, a Parliamentarian, and such other executive officers and subordinate officers as may be determined necessary and appropriate by the Board of Directors. No one employed by the University may serve as President, Vice President, or ~~Chief Financial Officer~~ *Executive Director* of the Foundation. One individual may hold multiple offices, other than the office of President or Vice President.

Section 2. Term of Office

Except as otherwise provided in these Bylaws, officers shall be elected annually by the Board of Directors for a term of one (1) year. Each officer is subject to removal with or without cause by the affirmative vote of a majority of voting Directors at any meeting at which a quorum is present. Such removal will be without prejudice to any contract rights of the officer removed. The President and Vice President will be elected from the voting members of the Board every other year at the annual meeting for a term of two (2) years beginning at the conclusion of the annual meeting and will hold office until their successors are elected. The President and Vice President each are eligible to serve a maximum of four (4) years.

Section 3. Remuneration

No officer or Director may employ anyone at the expense of the Foundation without approval of at least three fourths of the voting Directors present at a regular or special meeting of the Board. The Directors will determine the remuneration to be paid to anyone so employed. Vacancies in any position already authorized may be filled, but the Directors will determine the remuneration to be paid.

Section 4. The President

It will be the duty of the President of the Foundation to preside at all meetings of the Board of Directors and the Executive Committee. The President or designee will serve as the official spokesperson for the Foundation. All officers will report directly to the President of the Foundation in all matters pertaining to the handling of the affairs of the Foundation.

Section 5. Vice President

In the absence of the President of the Foundation, the Vice President will act on the President's behalf at any meeting of the Board or of the Executive Committee. In the absence of both the President and the Vice President, the President will designate a presiding officer from the Executive Committee.

Section 6. ~~Chief Financial Officer~~ Executive Director

The ~~Chief Financial Officer~~ *Executive Director* will serve as Secretary and Treasurer of the Foundation. The ~~Chief Financial Officer~~ *Executive Director* will be responsible for all corporate and financial operations of the Foundation and will report directly to the Foundation President and the Executive Committee in all matters pertaining to the handling of the financial affairs of the Foundation. In the event of a vacancy in the position of ~~Chief Financial Officer~~ *Executive Director*, the Executive Committee may appoint an Interim Secretary/Treasurer to serve in that capacity until the position is filled.

Section 7. Secretary

The Secretary will keep the records of the Corporation and books of account. The secretary will have the custody of the seal of the Corporation, will issue, sign, and seal, together with the President or the Vice President, all instruments of writing that have been approved by the Board or appropriate committee. The Secretary will perform such other duties as may be prescribed by the Board of Directors and as are incident to the office of Secretary of a corporation operating under the laws of the Commonwealth of Virginia.

Section 8. Treasurer

The Treasurer will keep the accounts of the Foundation, prepare checks to pay all legitimate expenses of the Foundation authorized by the Board, and shall perform all acts incident to the office of Treasurer of a corporation operating under the laws of the Commonwealth of Virginia. The accounts will be subject to inspection at any time by the Directors, members of the *Finance Investment* Committee, the President of the University, or the Chief Operating Officer. At their meetings, the Treasurer will report to the Board and the Executive Committee regarding the financial condition of the Foundation. Additionally, the Treasurer will provide reports whenever requested by the Chief Operating Officer and the President of the University. The Treasurer will submit an annual financial statement to the Board of Directors. All funds of the Foundation will be deposited in institutions selected by the Directors. Checks may be signed by anyone authorized by the Board. The Treasurer, employees, and Directors involved in the handling of funds will be bonded for an amount of coverage to be reviewed annually by the Audit Committee and approved by the Board of Directors, the premium for which will be borne by the Foundation.

Section 9. Assistant Treasurer

The Assistant Treasurer will be a Public Director who is a member of the *Finance Investment* Committee of the Foundation and appointed as Assistant Treasurer by the President. The Assistant Treasurer will generally, but not necessarily, be the individual then serving as Chair of the *Finance Investment* Committee. An Assistant Treasurer will function as Treasurer in the absence of the Treasurer.

Section 10. Chief Operating Officer

The Vice-President for University Advancement of Longwood University will serve as Chief Operating Officer of the Foundation and will be responsible for fund raising activities and administrative functions associated with the Foundation.

Section 11. Parliamentarian

The Chair of the Structure Function Committee, or other designee of the Structure Function Committee, will serve as the Parliamentarian. The Parliamentarian will be responsible for seeing that all meetings are conducted strictly in accordance with the Articles of Incorporation, Bylaws, and the latest edition of *Robert's Rules of Order*.

Section 12. Vacancies

A vacancy in any elected office may be filled by a majority vote of a quorum of the Board for the unexpired term. In the event of a vacancy in the office of Chief Operating Officer, the President of Longwood University, or his designee, may undertake the rights and responsibilities of the Vice President for University Advancement set forth in these Bylaws.

Section 13. Delegation of Duties

The Board for any reason may delegate the powers or duties of any officer to any other officer or Director.

ARTICLE VI. - COMMITTEES

Section 1. Standing and Ad Hoc Committees

The Board shall maintain the following Standing Committees: (i) Executive Committee, (ii) ~~Finance~~ *Investment* Committee, (iii) Audit Committee, (iv) Nominating Committee, (v) Budget Committee, (vi) Structure Function Committee, and (vii) Stewardship Committee. The President of the Foundation will appoint annually members of the Board of Directors to serve on each Standing Committee, subject to approval by the Board. The President may authorize additional Ad Hoc Committees as deemed necessary, subject to Board approval of the duties, functions, and membership of each such Ad Hoc Committee. Except as specifically provided in these Bylaws, the President of the Foundation, the President of the University, the Chief Operating Officer, and ~~Chief Financial Officer~~ *Executive Director* of the Foundation will be ex-officio non-voting members of all Standing and Ad Hoc Committees. Voting members of each Standing and Ad Hoc Committee shall be a voting member of the Board of Directors and serve at the pleasure of the President with the approval of the Board. Each Standing and Ad Hoc Committee shall elect a Chair from among the voting members of such Committee or Subcommittee.

Section 2. Executive Committee

The Executive Committee will be the administrative body of the Foundation. The voting members of the Executive Committee will include the Chairs of the Standing Committees and one (1) additional Public Director, the President of the Foundation, the Vice President of the Foundation, and the Rector of the Board of Visitors of Longwood University (unless the Board of Visitors of Longwood University has designated another individual to serve as a Director of the Foundation, in which event such designee shall serve on the Executive Committee). The President of Longwood University, the Chief Operating Officer of the Foundation, and the ~~Chief Financial Officer~~ *Executive Director* of the Foundation will serve ex-officio on the Committee without voting rights.

The Executive Committee will be empowered to perform any administrative duties on behalf of the Board of Directors to conserve, protect, and disburse funds of the Foundation in matters requiring action of the Board before its next regular or special meeting. Any action taken at an Executive Committee meeting will be reported to the Board by the President of the Foundation within twenty-one (21) days. The ~~Chief Financial Officer~~ *Executive Director*, in the capacity as Secretary, will take all minutes of Executive Committee meetings.

Section 3. Finance Investment Committee

The ~~Finance~~ *Investment* Committee will include at least three (3) Directors serving as voting members. The Chair of the ~~Finance~~ *Investment* Committee may serve as the Assistant Treasurer and on the Gift Review Committee as necessary. The ~~Finance~~ *Investment* Committee shall assist the Board in its oversight responsibilities relating to fiscal management of the Foundation's cash and investment assets, investment policy, spending policy, and investment review. The ~~Finance~~ *Investment* Committee's responsibilities and duties are contained in its standard operating procedure, as they may be revised from time to time by the Board.

Section 3a. Gift Review Subcommittee

The Gift Review Subcommittee will consist of the Chairman of the ~~Finance~~ *Investment* Committee and two additional Public Directors. In addition, the Chief Operating Officer, and the ~~Chief Financial Officer~~ *Executive Director* of the Foundation will serve ex-officio on the Subcommittee without voting rights and one or two University representatives may be appointed by the President of Longwood University to advise the Subcommittee on a consulting, non-voting basis. The Gift Review Subcommittee shall assist the Board in evaluating proposed gift agreements, including evaluation and acceptance of non-cash gifts. The Subcommittee's responsibilities and duties are contained in the Planned Gift Policy, as such policy may be revised from time to time by the Board.

Section 4. Audit Committee

The Audit Committee will include at least three (3) Directors serving as voting members. The Audit Committee will select an independent auditor, receive the audit report, and report the findings to the Board. The Committee will review annually the amount of bond coverage of all persons involved in handling funds and will recommend the amount of coverage to be approved. The Committee's responsibilities and duties are contained in its Standard Operating Procedure, as revised from time to time by the Board.

Section 5. Nominating Committee

The voting members of the Nominating Committee will consist of the Chairs of all other Standing Committees, the Rector of Longwood University, and another member of the Board of Visitors of Longwood University serving as a voting Ex-officio Director. The Chief Operating Officer of the Foundation, the ~~Chief Financial Officer~~ *Executive Director* of the Foundation, and the President of the University shall serve as Ex-Officio non-voting members of the Committee. The Nominating Committee will nominate from the eligible Directors a President, a Vice President, and one (1) member of the Executive Committee. The Chair of the Nominating Committee will present the slate of nominees at the annual meeting of the Board for election by the Board. Additional nominations may be made from the floor.

The Nominating Committee will also select nominees for Public Directors and Directors Emeritus and present the slate at the annual meeting of the Board to be voted upon by the Board. The slate of nominees will be sent to the members of the Board at the same time as the annual meeting notice.

The Nominating Committee may bring nominations to fill vacancies at any regular or special meeting. The names of such nominees will be sent to the members of the Board at the same time as the notice of the meeting at which such nomination will be considered.

The Faculty member nominated to fill the seat on the Board to be held by a member of the Longwood University faculty shall be recommended to the Nominating Committee by the Executive Committee of the Longwood Faculty Senate.

The Nominating Committee's responsibilities and duties are contained in its Standard Operating Procedure, as revised from time to time by the Board.

Section 6. Budget Committee

The Budget Committee will include at least three (3) Directors serving as voting members. The Budget Committee will consult with University officials and recommend an annual budget to the Board. The Budget Committee periodically will review all expenditures. The Budget Committee's responsibilities and duties are contained in its Standard Operating Procedure, as revised from time to time by the Board.

Section 7. Structure Function Committee

The Structure Function Committee will include at least three (3) Directors serving as voting members. Annually, it will be the duty of the Structure Function Committee to review the Bylaws, all standing policies, and procedures of the Foundation. The Chair will serve as Parliamentarian of the Board. The Structure Function Committee responsibilities and duties are contained in its Standard Operating Procedure.

Section 8. Stewardship Committee

The Stewardship Committee will include at least three (3) Directors serving as voting members. The Stewardship Committee will develop strategies and initiatives to assist the Board in raising funds. The Stewardship Committee will develop strategies and initiatives that enable the Board to participate in stewardship work within the advancement function. The Stewardship Committee will recommend ways to honor donors who provided unrestricted funds through their wills. The Stewardship Committee's responsibilities and duties are contained in its Standard Operating Procedure, as revised from time to time by the Board.

Section 8a. Scholarship Subcommittee

The Scholarship Subcommittee will include at least three (3) Directors serving as voting members. Notwithstanding the provisions of Section 1 of this Article VI, no Longwood University official or employee shall serve on the Scholarship Subcommittee. The Scholarship Subcommittee will meet at least annually. The Scholarship Subcommittee's responsibilities and duties are contained in the Stewardship Committee Standard Operating Procedure, as revised from time to time by the Board.

Section 9. Vacancies

Any committee vacancy shall be filled for the unexpired portion of the term in the same manner in which the original appointment to such committee is made.

Section 10. Meeting, Notice and Quorum

Meetings of any committee may be called by the President of the Foundation, the Chairman of the committee, or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties except where the frequency of meetings is specified in these Bylaws. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Unless otherwise provided in a resolution of the Board designating a committee, a majority of the voting members of any committee shall constitute a quorum for the transaction of business of such committee.

Section 11. Rules

Each committee will adopt a standard operating procedure for its own management in accordance with these Bylaws and the standard operating procedures adopted by the Board. Any Committee standard operating procedure must be approved by a vote of the Board of Directors.

Section 12. Minutes

Minutes of all committee meetings will be taken and then filed with the Foundation Secretary.

Section 13. Qualifications

Non-voting Ex-officio Directors may be appointed to committees and will remain non-voting members of any committees to which they are appointed.

Section 14. Additional Consultants.

The President may invite, on an ad hoc basis, additional individuals with special expertise in relevant areas to meet with and advise any committee. Such consultants shall not be counted in determining the existence of a quorum or allowed to vote.

ARTICLE VII. - FINANCES

Section 1. Use of Income

All gifts to the Foundation or other income not otherwise designated by the donor will go into the general fund of the Foundation and will be used exclusively for the benefit of Longwood University in accordance with the general purposes of the Foundation. The Foundation may receive, manage, invest, and disburse conditional gifts only if such gifts are for the exclusive benefit of Longwood University.

The phrase "exclusive use and benefit of Longwood University" will include gifts for the benefit of any separate or independent organization which is supportive of, or affiliated with, the University or its programs and functions, provided that such organization is (a) organized exclusively for charitable, scientific, or educational purposes and for the exclusive use and benefit of Longwood University, and (b) qualified as an organization exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). The Board may from time to time provide procedures for the establishment of special or designated funds to be administered by the Board under the conditions of their creation in accordance with the Articles of Incorporation.

Section 2. Contributions and Disbursements

All contributions received by the Foundation will be deposited by the Treasurer in a special account or accounts in such banks, trust companies, or other depositories as the Board may select. All contributions to and disbursements from the Foundation will be recorded by the Treasurer, and such records will be subject to inspection at any reasonable time, upon request, by any Director.

Section 3. Budget

A statement of proposed operating income and expenditures for the following year will be prepared by the ~~Chief Financial Officer~~ *Executive Director* and submitted to the Board annually. When approved by the Board, budgeted items will be the only expenditures authorized for the

Foundation, subject to subsequent amendments by the Board and the provisions of Section 4 below.

Section 4. Administration of the Budget

The Treasurer is authorized to make commitments for budgeted operating expenses. All payments for items should be made only when a withdrawal form and expenditure verification is approved by the Chief Operating Officer or the ~~Chief Financial Officer~~ *Executive Director*.

Section 5. Checks, Drafts, and Other Financial Instruments

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation will be signed by approved officers or agents of the Foundation. Absent other direction or authorization by the Board, an instrument will be signed by the Chief Operating Officer or an Assistant Treasurer.

Section 6. The Fiscal Year

The fiscal year of the Foundation will be July 1 to June 30, but may be altered by resolution of the Board.

Section 7. Bank Accounts

Bank accounts will be opened only by authority of the Executive Committee.

ARTICLE VIII. - EXECUTION OF CONTRACTS, DEEDS, AND TRANSFERS AND REPRESENTATION WITH REFERENCE TO SECURITIES

Section 1. Execution of Contracts and Deeds

Except as otherwise provided by resolution of the Board, all contracts, deeds, mortgages, pledges, transfers, and other written instruments binding upon the Foundation and approved by the Board or appropriate committee, will be executed on behalf of the Foundation by the President or the Vice President, and the corporate seal shall will be affixed and attested by the Secretary.

Section 2. Voting Securities Owned by the Foundation

Unless otherwise provided by resolution of the Board, the President and ~~Chief Financial Officer~~ *Executive Director*, or either of them, will have full authority to attend, act, and vote on behalf of the Foundation at any meetings of stockholders, bondholders, or other security holders of any corporation, trust, or association in which the Foundation may hold securities. At any such meeting, the President and ~~Chief Financial Officer~~ *Executive Director*, or either of them, will possess all of the rights and powers incident to the ownership of such securities, which as owner the Foundation might have possessed if present, including the authority to delegate such authority to a proxy. The Board may, by resolution, confer the same authority upon any other person or persons.

ARTICLE IX. - CONFLICT OF INTEREST, REVIEW OF CERTAIN TRANSACTIONS, AND MISCELLANEOUS PROVISIONS

Section 1. Conflict of Interest

Any Director or officer must abstain from votes and discussions on any matter in which the Director or officer may have a conflict of interest. The abstention will be made on the record immediately following such motion or discussion and will be recorded in the official minutes of the meeting. The same procedures will apply to any Directors participation on any committee action or vote.

Section 2. Review of Certain Transactions

Prior to the Foundation entering into any compensation agreement, contract for goods or services, or any other transaction with any person who was, at any time during the five-year period preceding the transaction, in a position to exercise substantial influence over the affairs of the organization (a "disqualified person"), the Board of Directors will take the following precautions to ensure that the transaction is reasonable for purposes of Section 4958 of the Internal Revenue Code of 1986, as amended:

- a) The Board of Directors or committee must review and approve the transaction prior to its acceptance;
- b) The Board of Directors, or committee designated by the Board approving the transaction must be composed entirely of individuals unrelated to, and not under the control of, the disqualified person or persons involved in the transaction;
- c) The Board of Directors will obtain and rely upon a "comparability study" indicating that the proposed transaction is reasonable when compared with those of comparable organizations, goods, or services rendered, taking into account the location and the geographic availability of similar resources; and
- d) The Board of Directors will set forth in the resolution approving the transaction the basis for its determination that the compensation is reasonable. This resolution will be filed by the Secretary in the Minutes book of the Foundation.

Section 3. Procedures and Policies

The Board and any Committee may from time to time adopt, amend, revise, and replace rules of procedure or policies which shall be consistent with these Bylaws.

Section 4. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Virginia Nonstock Corporation Act, under the Articles of Incorporation of the Foundation or under these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by applicable law. All such waivers shall be filed with the corporate records, or be a part of the minutes of the relevant meeting.

ARTICLE X. - EFFECTIVE DATE

These Bylaws will become effective upon their approval by the Board or as of such later date as the Board may specify.

ARTICLE XI. - AMENDMENTS

Section 1. Notice

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by a majority of the voting Directors present at any regular or special meeting at which there is a quorum, provided at least thirty (30) days written notice is given of the intent to amend or repeal the Bylaws or to adopt new Bylaws at such meeting. Proposed amendments or changes in Bylaws must accompany the notice of intention to amend or change.

Section 2. Articles of Incorporation

No amendment may be made to avoid limitations imposed by the Articles of Incorporation.

Section 3. Board of Visitors

The Board of Visitors of Longwood University will receive at least thirty (30) days written notice of any intent to amend or repeal the Bylaws or to adopt new Bylaws at any such meeting. Proposed changes must accompany such written notice.

ARTICLE XII. - DISSOLUTION

In the event of the dissolution of the Foundation, the Board of Directors will cause the assets of the corporation to be distributed as follows:

- a) All liabilities of the Foundation will be paid or adequate provision will be made for payment;
- b) Assets held by the Foundation upon a condition which occurs by reason of the dissolution will be returned or conveyed in accordance with such requirements; and
- c) All remaining assets of the Foundation will be conveyed to the Board of Visitors of Longwood University or its successor. A successor organization will qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). If its successor does not qualify, the remaining assets will be conveyed to some other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes that qualify it as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ADOPTED - June 28, 1985

REVISED - May 16, 1986

REVISED AND ADOPTED - March 23, 1990

REVISED AND ADOPTED - September 6, 1991

REVISED AND ADOPTED - February 21, 1992

REVISED AND ADOPTED - May 14, 1993

REVISED AND ADOPTED - May 19, 1995

REVISED AND ADOPTED - November 10, 1995

REVISED AND ADOPTED - March 29, 1996

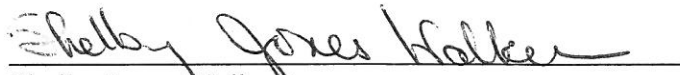
REVISED AND ADOPTED - May 17, 1996
REVISED AND ADOPTED - October 31, 1997
REVISED AND ADOPTED – February 19, 1999
REVISED AND ADOPTED – May 19, 2000
REVISED AND ADOPTED - September 21, 2001
Name change to University July 1, 2002
REVISED AND ADOPTED – May 5, 2005
REVISED AND ADOPTED – February 6, 2009
REVISED AND ADOPTED – September 17, 2010
AMENDED, RESTATED and ADOPTED – September 28, 2012

CERTIFICATE

The undersigned, being the Secretary to the Board of Visitors of Longwood University, does hereby certify:

1. That attached as Exhibit A hereto is a true and complete copy of a Resolution regarding authorizations and approvals of the Support Agreement, and a Management Agreement, each by and among Longwood University and the Longwood University Real Estate Foundation ("LUREF"), or any special purpose entity formed by LUREF, whose sole member and manager is Longwood University Real Estate Foundation, as well as assignments of such Agreements, which was adopted by the Board of Visitors of Longwood University, on September 12, 2014. Such Resolution has not been repealed, revoked, rescinded or amended, and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I set my hand this 12th day of September, 2014.



Shelby Jones Walker
Secretary to the Board of Visitors

RESOLUTION OF
THE BOARD OF VISITORS OF LONGWOOD UNIVERSITY REGARDING
SUPPORT FOR FINANCING AND REFINANCING OF
THE ARC QUAD AND RELATED STUDENT HOUSING PROJECTS

WHEREAS, the Board of Visitors of Longwood University (the "Board") is supportive and committed to the development and success of needed student housing for the students of Longwood University (the "University") by Longwood University Real Estate Foundation, a Virginia nonstock corporation (the "Foundation"), and/or its affiliates, in and around the student housing facilities known as "Longwood Village," "Midtown Landings," and "Lancer Village," together the "Longwood Student Housing Projects" all in accordance with the Master Plan of the University (the "Master Plan"); and

WHEREAS, the General Assembly authorized the University to enter into an agreement supporting the student housing activities of the Foundation, pursuant to 2005 Virginia Acts of Assembly, Chapter 951, Item C-38.07; and

WHEREAS, the Foundation financed or refinanced the Student Housing Projects through the issuance by the Industrial Development Authority of the Town of Farmville, Virginia (the "Issuer") of those certain \$41,855,000 Educational Facilities Variable Rate Demand Revenue and Refunding Bonds, Series 2007 (the "Series 2007 Bonds"); and

WHEREAS, the Foundation refinanced the indebtedness evidenced by the Series 2007 Bonds through the issuance of a series of Educational Facilities Revenue Refunding Bonds (the "Series 2012B Bonds") by the Issuer, and further financed or refinanced, as the case may be, the student housing facility known as North Campus Residential Village (the "North Campus Project") through the issuance of a separate series of Educational Facilities Revenue Bonds by the Issuer (the "Series 2012A Bonds" and, collectively with the Series 2012B Bonds, the "Series 2012 Bonds"); and

WHEREAS, the Foundation has advised that it may realize significant debt service savings with respect to the financing and operation of the North Campus Project by refunding the Series 2012A Bonds (the "2012A Plan of Refunding") with an issue of tax-exempt refunding bonds (the "2014 Refunding Bonds") with a structure that will incorporate a lower fixed rate of interest with an extended maturity date and certain termination fees and costs of issuance of the 2014 Refunding Bonds; and

WHEREAS, the University provided its limited support and management services for the North Campus Project pursuant to a Support Agreement for the Series 2012A Bonds (the "2012 Support Agreement") and a Management Agreement for the Series 2012A Bonds (the "2012 Management Agreement"), each between the University and the Borrowers identified therein, by the terms of which the University agreed, among other things, to support the Foundation's efforts to plan, design, develop, finance, acquire, construct and equip, and to manage, as applicable, the North Campus Project, and

WHEREAS, the University desires to continue provision of the limited support for the North Campus Project as described in the foregoing recital; and

WHEREAS, to facilitate the refunding of the Series 2012A Bonds, the University and the Foundation now desire to amend and restate the 2012 Support Agreement (as so amended, the "Amended and Restated 2012 Support Agreement"), and the 2012 Management Agreement (as so amended, the "Amended and Restated 2012 Management Agreement"), to provide that such agreements shall apply, and remain in full force and effect, with respect to the 2014 Refunding Bonds, which amendments are expected to be necessary to implement the 2012A Plan of Refunding by inducing Bank of America Merrill Lynch ("BAML") to underwrite or otherwise place the 2014 Refunding Bonds pursuant to the terms of a Bond Purchase Agreement between the Issuer and BAML; and

WHEREAS, in addition to the refinancing of the North Campus Project, the Foundation has determined to finance or refinance, as the case may be, and develop the new student housing facility known as ARC Quad (the "ARC Quad Project" and, together with the North Campus Project and the other Longwood Student Housing Projects, the "Projects") through a private placement of a separate issue of tax exempt bonds (the "2014 New Money Bonds") with Bank of America, N.A., or another financial institution qualified in the judgment of the Foundation to undertake the financing of the ARC Quad Project (the "Bank")(such plans are collectively referred to herein as the "2014 Plan of Finance"); and

WHEREAS, to assist the Foundation in its efforts to undertake the ARC QUAD Project, the University desires to provide assistance and support to the Foundation for the ARC Quad Project as authorized by the Virginia General Assembly pursuant to 2014 Virginia Acts of Assembly (Spec. Session I), Chapter 2, Part 2: Capital Project Expenses, Section 2(I) (the "Legislative Authorization"); and

WHEREAS, to facilitate the financing of the ARC Quad Project, the University and the Foundation desire to enter into a limited support agreement (the "2014 Support Agreement), a management agreement (the "2014 Management Agreement"), a deed of conveyance, and such other instruments, agreements or arrangements as may be contemplated or permitted by the Legislative Authorization (collectively, all such agreements, instruments or documents are referred to as the "ARC Quad Support Documents"), which ARC Quad Support Documents are expected to be necessary to implement the 2014 Plan of Finance by inducing the Bank to purchase the 2014 New Money Bonds pursuant to the terms of a Bond Purchase and Financing Agreement among the Issuer, the Foundation (or a special purpose entity formed by the Foundation, the sole member of which will be the Foundation) and the Bank; and

WHEREAS, the 2014 Support Agreement and the 2014 Management Agreement shall be in form and substance similar in all material respects to the 2012 Support Agreement and the 2012 Management Agreement; and

WHEREAS, the Board now desires to authorize and approve the 2012A Plan of Refunding and the 2014 Plan of Finance described herein, including the Amended and Restated 2012 Support Agreement and the Amended and Restated 2012 Management Agreement, to authorize the execution and delivery of the ARC Quad Support Documents, and to delegate to

certain officers of the University the authority to approve the final terms and conditions of the Amended and Restated 2012 Support Agreement, the Amended and Restated 2012 Management Agreement and all related 2014 Refunding Bond documents, as well as the final terms and conditions of the ARC Quad Support Documents and all related 2014 New Money Bond documents;

THEREFORE, BE IT RESOLVED as follows:

1. The Board confirms and reaffirms, as the case may be, its approval and support of the Projects. Each of the Amended and Restated 2012 Support Agreement and the Amended and Restated 2012 Management Agreement are approved, provided same shall be in substantially the forms of the 2012 Support Agreement and the 2012 Management Agreement, respectively, as previously submitted to the Board, with such changes, insertions, or deletions (including, without limitation changes to the dated dates of such documents) as may be approved by W. Taylor Revely, IV or P. Kenneth Copeland, Jr. (the "Authorized Representatives"), either of whom may act, and authorizes such Authorized Representatives to approve the final terms and conditions of the Amended and Restated 2012 Support Agreement, the Amended and Restated 2012 Management Agreement, the 2014 Support Agreement, the 2014 Management Agreement, the ARC Quad Support Documents, and any other certificates or documents necessary to allow the Foundation to implement the 2012A Plan of Refunding and the 2014 Plan of Finance. Such Authorized Representatives, or either of them, are hereby authorized and directed to execute and deliver the Amended and Restated 2012 Support Agreement, the 2012 Management Agreement, the 2014 Support Agreement, the 2014 Management Agreement, the ARC Quad Support Documents, and such other agreements, including without limitation an Assignment of Management Agreement and an Assignment of Support Agreement, each between the University and the Foundation or the Borrowers identified therein with respect to the Amended and Restated 2012 Management Agreement, the Amended and Restated 2012 Support Agreement, the 2014 Support Agreement and the 2104 Management Agreement, all as may be necessary and requested by the Foundation or the Borrowers, or either of them.

2. The Authorized Representatives, either of whom may act, are hereby authorized to take all such actions as may be necessary or convenient and requested by the Borrower or the Foundation in connection with the 2012A Plan of Refunding, the 2014 Plan of Finance, and the support and management of the Projects, including without limitation the ARC Quad Project. The appropriate officers of the University are hereby authorized and directed to approve, execute and deliver all certificates, documents, agreements and other instruments, at the request of the Foundation or any of its wholly-owned special purpose borrower entities, as may be necessary or desirable in connection with issuance of the Series 2014 Refunding Bonds, the Series 2014 New Money Bonds, and the implementation of the 2012A Plan of Refunding and the 2014 Plan of Finance.

3. All other acts of the officers of the University that are in conformity with the purposes and intent of this resolution and in furtherance of the plans of finance or refinance for the Projects described herein are hereby approved, ratified and confirmed.

4. The President or the Vice President for Administration and Finance shall report to

the Board at its next meeting any material changes to the 2012 Support Agreement or the 2012 Management Agreement, the 2014 Support Agreement, the 2014 Management Agreement, the ARC Quad Support Documents or to the 2012A Plan of Refunding or the 2014 Plan of Finance.



LOOKING TO OUR THIRD CENTURY
Strategic Plan 2014-2018

Our Mission: *Longwood University is an institution of higher learning dedicated to the development of citizen leaders who are prepared to make positive contributions to the common good of society. Building upon its strong foundation in the liberal arts and sciences, the University provides an environment in which exceptional teaching fosters student learning, scholarship, and achievement. As the only four-year public institution in south central Virginia, Longwood University serves as a catalyst for regional prosperity and advancement.*

Our Opportunity:

A Model for American Higher Education – few institutions in the country have Longwood’s potential to make great progress; we have kinetic energy without the entrenched views prevalent at many institutions

Our Key Principles:

Academic Enterprise at the Heart – as one of the hundred oldest U.S. colleges and universities and Virginia’s third oldest public university, we prize faculty engagement with students, our residential character, research and scholarship, and the role of a broader learning community beyond the classroom in the preparation of citizen leaders

Transforming Lives – we are at our best when helping to transform lives, by helping our students to truly realize their potential and by helping keep higher education affordable

Camaraderie – we enjoy a distinctive camaraderie, enriched by our many traditions and attention to diversity; a camaraderie that gives us a distinctive advantage when working through challenges and challenging times

Our Priorities:

Retention & Graduation – it is a moral imperative, and likewise catalytic from the standpoint of revenue and the spirit of the University; academic rigor is fundamentally part of the solution, as is affordability

Renewing General Education – we can build a powerful curriculum, building on the liberal arts and sciences for citizen leaders, our unique assets such as Hull Springs, the LCVA, and nearby Moton, and our technology

National Marketing – institution-wide endeavor and marketing collaboration will make one of the fifty oldest NCAA Division I schools as well-known as it should be

Foot Traffic by Alumni and Friends – philanthropy and public support for the University hinge on visits to campus and in-person engagement, since those who see our beautiful campus love Longwood

Prosperity of One of America’s Oldest Two-College Communities – Farmville, Prince Edward, the surrounding region, H-SC, and Longwood stand together where the Civil War ended and Civil Rights began; we will thrive together

Strengthening the University Community – faculty and staff compensation must rise substantially; opportunities for professional development must increase; diversity must be fostered; all of which will enhance retention and hiring

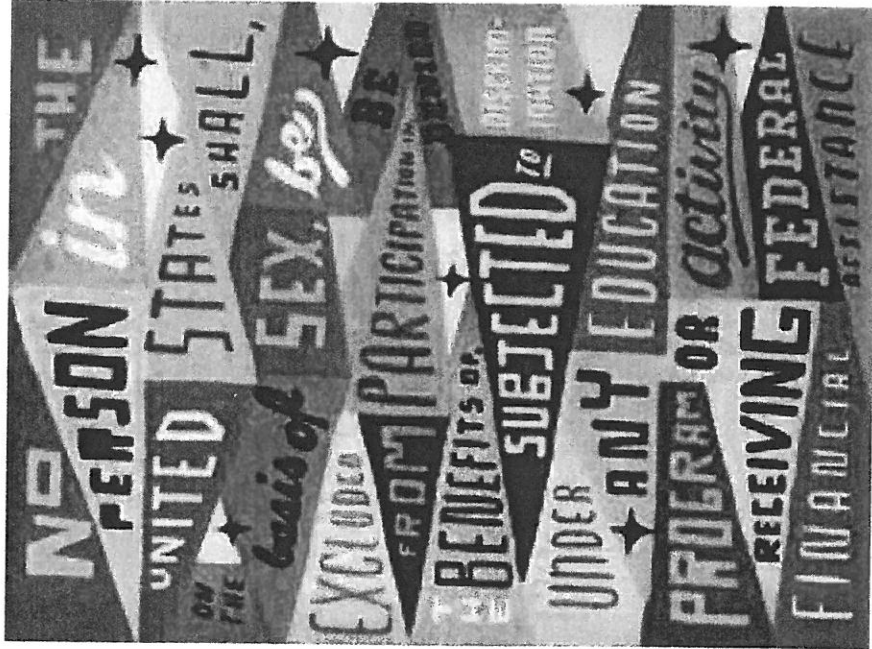
Organization, Structuring, and Governance – we must give continually fresh attention to how Longwood is structured and to our policies, practices, data methodologies, and stewardship of resources

Measuring Progress:

Each part of the University will determine how best to assess progress against these priorities in its own area; here are metrics Longwood will measure and monitor as barometers that will reflect our institution-wide progress:

- Student Progress to Graduation
- Consensus on General Education, Implementation, and Assessment
- Alumni Annual Giving Rate
- Overall Attendance at University Events (Performances, Games, Exhibits, Conferences, Lectures, etc.)
- Total Population of the Local Community
- Compensation for Faculty and Staff
- Composite Financial Index (CFI)

Title IX Federal Legislation



No person in the United States shall, on the basis of sex, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any education program or activity receiving federal financial assistance.

Statistics

20-25% of college women will be victims of rape or attempted rape
6% of male college students report being assaulted.
Over half of all sexual assaults will never be reported.
73% of perpetrators of sexual assaults were not strangers.

- 2012-2013 Academic Year
 - 2 Inquiries/Investigations
- 2013-2014 Academic Year
 - 36 Inquiries/Investigations
- 2014-2015 Academic Year
 - 11 Inquiries/Investigations (9/10/14)

Significant Events

- Dear Colleague Letter – 2011
- Subsequent Dear Colleague Letters and Federal Legislation including the reauthorization of the Violence Against Women Act (VAWA), and more recent Campus SAVE Act (Campus Sexual Violence Elimination Act)
- Campus SaVE Act intertwines Title IX and Clery Act – October 1st, 2014 Deadline
 - Sgt. Ray Ostrander, Clery Compliance Officer
- White House Task Force – January 2014
- OCR Guidelines mandate ONE Title IX Coordinator - Jennifer Fraley, Director of Student Conduct & Integrity and University Title IX Coordinator
- VA Attorney General's Office Guidance – Fall 2014

University Response

- Student Sexual Misconduct Policy – 2012-2013
 - Student Affairs Staff Trained as Responsible Employees
 - Title IX Investigators Identified and Trained
- University Sexual Misconduct Policy – 2014-2015
 - Intimate Partner Violence and Stalking
 - University Hearing Board & University Appeals Board
 - Presidential Advisory Group
- Remediation and Sanctions
 - Interim Measures, Accommodations and Sanctions
- Education and Prevention
- Students
 - MyStudentBody
 - New Lancer Days Speakers
 - Mandatory Training for Student Staff
- Faculty and Staff
 - Mandatory Training as Responsible Employees
- Available Resources
 - Reporting Options
 - On-Campus Resources
 - Off-Campus Resources

“Notice” is Received by any Responsible Employee of Longwood University

Notice is knowledge of, or in the exercise of reasonable care, should have had knowledge of, any of the following behaviors:

Sexual Misconduct, Sexual Assault, Sexual Harassment, Discrimination, Intimate Partner Violence, Stalking and Retaliation

Immediately

Immediately
and as
Necessary

Contact with LU Police Department, Dean of Students, Residential & Commuter Life, Academic Affairs, and other appropriate Offices to provide necessary protection and support, such as victim advocacy, academic support or accommodations, disability resources, health or mental health services, and changes to living environment and work or course schedules.

**Title IX Coordinator /
Deputy Title IX Coordinator(s)
Notified**

Within 5
Business
Days

**Title IX Investigator Assigned to Case
for Inquiry and Investigation**

Communication from Coordinator

Initial Inquiry

Outcome of Initial Inquiry

Inquiry Report Filed

**Investigation
Proceeds**

Communication from Coordinator

Interviews and Evidence

**Notification of Investigation Outcome
and Next Steps**

Investigation Report

When burden of proof
(More Likely Than Not)
has been met.

Sexual Misconduct Policy Process

**Non-Student /
Non-Employee
Process**

Proposed Four Year Audit Plan

The following proposed four year audit plan is based off the results of the risk assessment performed by Internal Audit. In addition to the risk based items on the plan each year, Internal Audit must perform annual audits, quarterly audits, and special projects.

- Annual audits – NCAA compliance review
- Quarterly audits – Updates of outstanding recommendations from previously issued audits
- Special reviews – Management requests or hotline calls received through the Office of the State Inspector General

The year in which each risk based audit is performed can be modified or adjusted each year based on changes within the University environment or through Management request.

FY 2016	FY 2017	FY 2018	FY 2019
<i>Risk Based Audits</i>	<i>Risk Based Audits</i>	<i>Risk Based Audits</i>	<i>Risk Based Audits</i>
Payroll	Advancement	Benefits	Student Conduct and Integrity
Lancer Card	University Police Department	Cashiering & Student Accounts	Admissions
Materiel Management	Accounts Payable	Student Health & Wellness	Budget
Facilities Administration	Facilities Operations	Library	Capital Design & Construction
Nursing	Building Security	Print Services	Athletics – Fundraising
Medicat	Lenel	Help Desk	Boss Cars
Information Security	Banner – Financial Aid	Banner – Accounts Receivable	Banner – HR
Banner – Finance	Applications and Computer Engineering	Collegenet	Kronos
Touchnet	Network Vulnerability Assessment	EZ Facility	Network Vulnerability Assessment
Marketing and Communications	Sociology, Anthropology, and Criminal Justice	Central Receiving/Warehouse	Golf Course
Athletics – Internal Operations	Alumni Relations	Athletics – External Operations	Residential & Commuter Life
<i>Annual Audits</i>	<i>Annual Audits</i>	<i>Annual Audits</i>	<i>Annual Audits</i>
NCAA Compliance Year 1	NCAA Compliance Year 2	NCAA Compliance Year 3	NCAA Compliance Year 4
Update Risk Assessment	Update Risk Assessment	Update Risk Assessment	Full Risk Assessment

FY 2016	FY 2017	FY 2018	FY 2019
<i>Quarterly Audits</i>	<i>Quarterly Audits</i>	<i>Quarterly Audits</i>	<i>Quarterly Audits</i>
Quarterly Follow-ups	Quarterly Follow-ups	Quarterly Follow-ups	Quarterly Follow-ups
<i>Special Projects</i>	<i>Special Projects</i>	<i>Special Projects</i>	<i>Special Projects</i>
Special Reviews	Special Reviews	Special Reviews	Special Reviews
Management Requests	Management Requests	Management Requests	Management Requests

LONGWOOD UNIVERSITY BOARD OF VISITORS RESOLUTION

WHEREAS, the 50th anniversary of the re-opening of the Prince Edward County public schools after five years of closure is a proper occasion for reflection, and Longwood University's mission as an institution of higher learning calls us to reckon honestly and sincerely with our own history; and

WHEREAS, during the years of "Massive Resistance" to the integration of local schools during the 1950s and 1960s, while many individual members of the Longwood community spoke and acted bravely in support of the inarguable principle of equal protection under the law and educational opportunity for all, as an institution Longwood failed to stand up publicly for these ideals, resulting in support to those who opposed desegregation, and falling short in its duty to provide strong moral leadership in the community; and

WHEREAS, in subsequent years, after passing from direct state governance to governance by an appointed Board of Visitors in 1964, Longwood caused real and lasting offense and pain to our community with its use of eminent domain to facilitate campus expansion, and acted with particular insensitivity with regard to the relocation of a house of worship; and

WHEREAS, African-Americans played a vital role in the life and development of Longwood as an institution since its founding in 1839, but were not enrolled as students until the late 1960s, and at first only in small numbers; and

WHEREAS, this history places a special obligation on Longwood to harness the influence of its scholarship and teaching to serve as a leader in the cause for equality of opportunity, and to facilitate reconciliation in the community; be it

RESOLVED that the Board of Visitors on behalf of the University expresses its profound regret for these institutional actions, and apologizes to those who have been hurt; and be it

RESOLVED FURTHER that Longwood will work in conjunction with its neighbor the Robert Russa Moton Museum and embrace the museum's mission of civil rights in education, helping share the story of the struggle for civil rights in Prince Edward County and its essential role in American history, while promoting scholarship and edifying our students about the events that took place here, in furtherance of the University's mission to develop citizen leaders; and be it

RESOLVED FURTHER that, obliged by our history and our public mission, and conscious of the critical educational importance of a student body that reflects the diversity of the Commonwealth and nation, the Board of Visitors hereby establishes the Moton Legacy Scholarship Program, to provide financial assistance for Longwood students with a demonstrated commitment to the cause of equality of opportunity in education.

ADOPTED 13 SEPTEMBER 2014

LONGWOOD UNIVERSITY BOARD OF VISITORS