

VIRGINIA RESEARCH INVESTMENT COMMITTEE

VRIC Bylaws

Effective: _____

Adopted: _____

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SECTION ONE

Bylaws of the Committee

These bylaws of the Virginia Research Investment Committee, adopted on [DATE], are designed to adhere to and avoid conflict with existing law and regulation and are at all times superseded by relevant language in the Code of Virginia and the Appropriations Act.

SECTION TWO

Responsibilities of the Committee

- A. The responsibilities of the Virginia Research Investment Committee shall be those specified in the Code of Virginia and in the Appropriations Act and as assigned by the Governor and General Assembly.
 - i) The Committee shall review and select applications for grants and loans from the Virginia Research Investment Fund and other designated appropriations and shall request in writing that the State Comptroller disburse such awards. In its selection of an application, the Committee shall set the terms and conditions of that award.
 - ii) The Committee also shall consult with the State Council of Higher Education for Virginia on the establishment of guidelines, procedures and objective criteria for the application for and award of grants and loans from the Fund, as well as on the selection or creation of one or more scientific and technological advisory and review entities to evaluate applications to the Fund.
 - iii) Annually and no later than November 1, the Committee shall report details of its prior-fiscal-year awarding of grants and loans from the Fund and updates on the results of these and earlier awards to the Governor and the Chairmen of the House Appropriations Committee and the Senate Committee on Finance.

- B. Each member of the Committee shall comply with statutory prohibitions related to contracts as enumerated in the State and Local Government Conflict of Interests Act; shall make any disclosures as required to conform with the Act; shall disclose any real or potential conflict of interest vis-à-vis any grant or loan application; and shall take such actions as are necessary to avoid even the appearance of impropriety with respect to any business conducted by the Committee.

SECTION THREE

Membership of the Committee

Code of Virginia § 23.1-3132.B specifies the membership of the Virginia Research Investment Committee; § 23.1-3132.C sets the lengths of service of the Committee members. (For reference, the authorizing statutes of the Committee and the Fund appear in the Appendix).

SECTION FOUR

Officers of the Committee

- A. Code of Virginia § 23.1-3132.D designates the director of the State Council of Higher Education for Virginia as the chairman of the Virginia Research Investment Committee.

The Committee chairman shall perform duties that include:

- i) Preside at all meetings of the Committee.
- ii) Represent the Committee at official occasions.
- iii) Serve as the official spokesperson of the Committee.
- iv) Submit, with formal authorization of the Committee, written requests to the State Comptroller for disbursement of grant and loan funds.
- v) Submit, with formal authorization of the Committee, annual reports to the Governor and Chairmen of the legislative money committees.
- vi) Supervise staff assigned to the Committee.
- vii) Delegate these duties in whole or in part to other members of the Committee.

A Council director whose title is acting director or interim director shall serve as chairman of the Committee until such time as the Council hires a director.

- B. The vice chairmanship of the Committee shall be an elected office. Eligible nominees shall be the four non-legislative citizen members. Any member of the Committee may nominate a non-legislative citizen member for election to the office of vice chairman. At least two weeks in advance of said election, the public shall be notified of the nominee(s) and the date, time and place of the Committee meeting at which the vote will occur. Voting for the office of vice chairman shall occur by voice vote, paper ballot or show of hands from among the Committee members in attendance. The nominee receiving the majority of votes cast by attending members shall be elected vice chairman.

The vice chairman of the Committee shall perform duties that include:

- i) Perform those duties delegated by the chairman.
- ii) Serve as acting chairman in the chairman's absence.

The vice chairman shall serve for one year, or until a successor is duly elected, and shall be eligible for re-election for an additional one-year term.

A vacancy in the office of vice chairman shall be filled by appointment by the chairman until such time as an election can be duly conducted.

- C. At its discretion, the Committee may establish other offices to be filled from its membership. The selection processes, terms of office and duties of such other officers shall be determined by the Committee as it deems appropriate.

SECTION FIVE

Staff of the Committee

- A. By virtue of the director of the State Council of Higher Education for Virginia being the chairman of the Committee, the staff of the Council shall provide primary staff support to the Committee under the supervision of the Council director.
- B. The staffs of the ex officio members of the Committee, as determined by each ex officio member, shall serve as secondary staff to the Committee.

SECTION SIX

Meetings of the Committee

- A. The Committee shall meet at least twice per year or on the call of the chairman. A majority of the Committee may also call a meeting.
- B. Meetings of the Committee shall be open to the public and held in accordance with the Virginia Freedom of Information Act. In accordance with the Act, the Committee may withhold from public disclosure certain records containing proprietary information and may meet in closed session to discuss such records as long as all relevant statutory processes and procedures are followed.
- C. Notification of meetings of the Committee shall be provided to each member and to the public at least three days prior to the meeting date.
 - i) On behalf of the Committee and because more than two Committee members are members of the GO Virginia board, notification of meetings of the GO Virginia board also shall be provided to the public three or more days before those meetings.
 - ii) Notifications of meetings of the Committee shall acknowledge that more than two members of the GO Virginia board may be present, but that no actions will be taken on behalf of the GO Virginia board.
- D. A written agenda shall be distributed to Committee members prior to each meeting and shall be made readily available to the public. Each agenda shall include a designated opportunity for public comment.
- E. A majority of the members of the Committee serving at any one time shall constitute a quorum for the transaction of business.
- F. Voting on motions considered by the Committee shall occur by voice vote or show of hands. No proxy voting shall be allowed.

- G. Except for Committee members, only persons who make prior arrangements with the chairman and are recognized by the chairman shall be entitled to make presentations or offer public comments at meetings of the Committee. The chairman may waive this requirement at his discretion.
- H. The minutes of each meeting of the Committee shall be posted in a timely manner to the website of the Committee and/or the Council and distributed to the members prior to the next meeting.
- I. Except as prescribed in these Bylaws, all Committee meetings shall be conducted in accordance with the rules and procedures set forth in the most recent edition of Robert's Rules of Order. For interpretation of Robert's Rules of Order, a Committee meeting shall be considered a meeting of a "large" body, while any meeting of a subcommittee or other subgroup of the Committee shall be considered a meeting of a "small" body. The chair shall be the presiding officer at Committee meetings and shall enforce fairly and impartially the rules of procedure of the Committee.

SECTION SEVEN

Subcommittees of the Committee

The chairman of the Committee may appoint such standing or ad hoc subcommittees as deemed appropriate or to ensure the efficient disposition of the work of the Committee. The chairman may authorize a standing or ad hoc subcommittee to seek advice and counsel from one or more persons external to the Committee; any such person shall not be considered a member of the subcommittee for purposes of a quorum and shall be ineligible to vote on matters before the subcommittee.

- A. The chairman shall specify the purpose and duration of any subcommittee.
- B. The term of office of members of any subcommittee shall be at the pleasure of the chairman.
- C. The presence of fifty percent of subcommittee members shall constitute a quorum. For purposes of constituting a quorum of any subcommittee, the Committee chairman and/or vice chairman, when present, shall be considered members of that subcommittee, entitled to take action within that subcommittee.
- D. The act of the majority of the subcommittee members present at a subcommittee meeting at which a quorum exists shall constitute the act of the subcommittee.
- E. No subcommittee shall have authority to take binding action on behalf of the Committee except where authorized specifically by the Committee.

SECTION EIGHT

Review of Bylaws of the Committee

These Bylaws shall be reviewed and revised, as necessary, at least every four years. Any member may propose amendments to the Bylaws at any time. Proposed amendments must be presented in writing and for discussion at the meeting of the Committee prior to the one at which the amendments are to be voted upon. A majority vote of the total membership of the Committee shall be required to adopt any amendments to these Bylaws.

The attached appendix is not a formal component of the VRIC Bylaws; the information is included as reference material only.

APPENDIX

Enacting Statutes

§ 23.1-3132. Virginia Research Investment Committee established; report.

- A. There is hereby established the Virginia Research Investment Committee to evaluate and award grants and loans from the Fund pursuant to the provisions of this article.
- B. The Committee shall consist of the following members: the Director of the Council, the Secretary of Technology, the Secretary of Finance, the staff directors of the House Committee on Appropriations and the Senate Committee on Finance, one nonlegislative citizen member appointed by the Speaker of the House, one nonlegislative citizen member appointed by the Senate Committee on Rules, and two nonlegislative citizen members appointed by the Governor. If the Board exists, the nonlegislative citizen members appointed by the Speaker of the House, the Senate Committee on Rules, and the Governor shall be nonlegislative citizen members of the Board.
- C. Ex officio members shall serve terms coincident with their terms of office. If the Board does not exist, nonlegislative citizen members shall be appointed to a term of four years, and no nonlegislative citizen member shall serve more than two consecutive four-year terms. If the Board exists, nonlegislative citizen members shall serve terms coincident with their terms on the Board.
- D. The Director of the Council shall serve as the chairman of the Committee.
- E. The Committee shall report to the Governor and the Chairmen of the House Committee on Appropriations and the Senate Committee on Finance no later than November 1 of each year. The report shall include details about awards made from the Fund in the immediately preceding fiscal year and updates on the research, development, and commercialization efforts resulting from such awards.

§ 23.1-3131. Virginia Research Investment Fund.

- A. There is hereby created in the state treasury a special nonreverting revolving fund to be known as the Virginia Research Investment Fund. The Fund shall be established on the books of the Comptroller. All moneys appropriated by the General Assembly for the Fund, and from any other sources public or private, shall be paid into the state treasury and credited to the Fund. Interest and other income earned on the Fund shall be credited to the Fund. Any moneys remaining in the Fund, including interest and other income thereon, at the end of each fiscal year shall not revert to the general fund but shall remain in the Fund.

- B.1. Notwithstanding any other provision of law, the General Assembly may specifically designate that certain moneys appropriated to the Fund be invested, reinvested, and managed by the Board of the Virginia Retirement System as provided in § 51.1-124.38. The State Treasurer shall not be held liable for losses suffered by the Virginia Retirement System on investments made under the authority of this subsection.
- B.2. No more than \$4 million of moneys so invested, net of any administrative fee assessed pursuant to subsection E of § 51.1-124.38, may be awarded through grants or loans in a fiscal year for any purpose permitted by this article. At the direction of the Committee, the State Comptroller may annually request a disbursement of \$4 million from the moneys invested by the Board of the Virginia Retirement System, to be held with other moneys in the Fund not subject to such investment. At the end of each fiscal year, if less than \$4 million of such annual allocation is awarded as grants or loans in a calendar year, the Comptroller shall return the remainder of the annual \$4 million allocation to the Board of the Virginia Retirement System for reinvestment pursuant to § 51.1-124.38.
- B.3. Any loans awarded pursuant to this article shall be paid by the Comptroller from the \$4 million annual allocation set forth in subdivision 2. The recipient of a loan shall repay the loan pursuant to the terms set forth by the Committee. At the end of each fiscal year, the Comptroller shall return any repayments received from loan recipients to the Board of the Virginia Retirement System for reinvestment pursuant to § 51.1-124.38.
- C. Moneys in the Fund shall be used solely for grants and loans to (i) promote research and development excellence in the Commonwealth; (ii) foster innovative and collaborative research, development, and commercialization efforts in the Commonwealth in projects and programs with a high potential for economic development and job creation opportunities; (iii) position the Commonwealth as a national leader in science-based and technology-based research, development, and commercialization; (iv) attract and effectively recruit and retain eminent researchers to enhance research superiority at public institutions of higher education; and (v) encourage cooperation and collaboration among higher education research institutions, and with the private sector, in areas and with activities that foster economic development and job creation in the Commonwealth. Areas of focus for awards shall be those areas identified in the Commonwealth Research and Technology Strategic Roadmap, and shall include but not be limited to the biosciences, personalized medicine, cybersecurity, data analytics, and other areas designated in the general appropriation act.
- D. The disbursement of grants and loans from the Fund shall be made by the State Comptroller at the written request of the Committee.

§ 23.1-3133. Award from Virginia Research Investment Fund.

- A. The Council, in consultation with the Committee, shall establish guidelines, procedures, and objective criteria for the application for and award of grants and loans from the Fund. Such guidelines, procedures, and criteria, and any updates thereto, shall be submitted to the House Committee on Appropriations and the Senate Committee on Finance. The criteria for the award of grants and loans shall consider other grants, awards, loans, or funds awarded to the proposed program or project by the Commonwealth and shall require an applicant to indicate other applications for state grants, awards, loans, or funds currently pending at the time of the application for an award from the Fund. The criteria shall consider the potential of the program or project for which a grant or loan is sought to (i) culminate in the commercialization of research; (ii) culminate in the formation or spin-off of viable bioscience, biotechnology, cybersecurity, genomics, or similar companies; (iii) promote the build-out of scientific areas of expertise in science and technology; (iv) promote applied research and development; (v) provide modern facilities or infrastructure for research and development; (vi) result in significant capital investment and job creation; or (vii) promote collaboration among the public institutions of higher education in the Commonwealth. Such criteria shall also require that the program or project for which a grant or loan is sought be related to an area identified in the Commonwealth Research Technology Strategic Roadmap.
- B. Grants and loans may be awarded to public institutions of higher education in the Commonwealth or collaborations between public institutions of higher education in the Commonwealth and private entities. Any award from the Fund shall require a match of funds at least equal to the amount of the award.
- C. Applications for grants and loans from the Fund shall be received by the Council in accordance with the procedures developed pursuant to subsection A. Upon confirmation that an application is complete, the Council shall forward the application to an entity with recognized science and technology expertise for a review and certification of the scientific merits of the proposal, including a scoring or prioritization of applicant programs and projects deemed viable by the reviewing entity. Such entities include, but are not limited to, the Virginia Biosciences Health Research Corporation, the Innovation and Entrepreneurship Investment Authority, the Virginia Academy of Science, Engineering and Medicine, or any other entity deemed appropriate by the Council, including a scientific advisory committee created by the Council for the sole purpose of reviewing one or more applications received pursuant to this article.
- D. Any proposal receiving a favorable evaluation pursuant to subsection C shall be forwarded, along with the scoring or prioritization, to the Committee for further review and a decision whether to award the proposal a grant or loan from the Fund. The award of a grant or loan from the Fund shall be subject to any terms and conditions set forth by the Committee for the award. All decisions by the Committee shall be final and not subject to further review or appeal. The Governor may announce any award approved by the Committee.

§ 23.1-3130. Definitions.

As used in this article, unless the context requires a different meaning:

"Board" means a policy board in the executive branch of government that (i) was created by the 2016 Session of the General Assembly, (ii) has a legislatively stated purpose of promoting collaborative regional economic and workforce development opportunities and activities, and (iii) has membership consisting of members of the House of Delegates, members of the Senate, members of the Governor's Cabinet, and nonlegislative citizen appointees.

"Committee" means the Virginia Research Investment Committee established pursuant to § 23.1-3132.

"Council" means the State Council of Higher Education for Virginia.

"Fund" means the Virginia Research Investment Fund established in § 23.1-3131.