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Section I – Bylaws of the Board

These Bylaws of the Commonwealth Health Research Board, adopted May 10, 2018, and re-adopted, as revised, pursuant to a unanimous vote by a quorum of the Board at a public meeting held on March 28, 2024, are not designed to be in conflict with existing law and regulation and are superseded by relevant language in the *Code of Virginia* and the *Appropriations Act*.

Section II – Responsibilities of the Board

The responsibilities of the Commonwealth Health Research Board shall be those specified in the *Code of Virginia* and in the *Appropriations Act* and as assigned by the Governor and General Assembly. The Board shall administer and implement the Christopher Reeve Stem Cell Research Fund in accordance with the provisions of the *Code of Virginia*. The Board may assign itself additional responsibilities as necessary to carry out its statutory charge; including, but not limited to, hiring scientific consultants or other consultants, so long as the additional responsibilities are not in conflict with existing laws and regulations. **Each member of the Board shall comply with *Virginia Code* §§ 2.2-3106 and 2.2-3114, make any disclosure required in conformity with the provisions of *Virginia Code* § 2.2-3118, disclose any potential conflict of interest vis-à-vis any grant applicant, and take such actions as are necessary to avoid even the appearance of impropriety with respect to any business conducted by the Board.**

Section III – Membership of the Board

A. The membership of the Board is specified in §32.1-162.23 B. of the *Code of Virginia*. The statute provides that the Board shall be composed of seven members, of whom three shall be appointed by the Governor and four shall be appointed by the Joint Rules Committee. All appointments to the Board are subject to confirmation by the General Assembly. Appointments shall be for terms of five years. Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms. Vacancies shall be filled in the same manner as the original appointments. No member shall serve more than two consecutive five-year terms; however, a member appointed to serve an unexpired term is eligible to serve two additional consecutive five-year terms immediately succeeding such unexpired term.

B. Under Subsection, C. Members of the Board shall have substantial experience or expertise, personal or professional, in at least one of the following areas: medicine, medical or scientific research, public policy, government, business, or education. No member shall be an incumbent elected official, state official, state employee, or member of the governing board of a state agency or institution. Members of the Board need not be residents of the Commonwealth.

Section IV – Board Officers; Method of Election

- A. The Board shall annually elect a Chair and Vice Chair from its membership to serve until their successors have been elected and begin serving.
- B. Election of the Chair and Vice Chair shall be held at the final meeting of the Board at the end of each grant cycle unless there are extenuating circumstances which require an earlier election. The election of the officers shall be conducted in open session and the newly-elected officers shall begin serving their terms of office immediately.



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- C. Candidates for Chair and Vice Chair may be nominated by any member of the Board. Voting shall occur by voice vote, a show of hands, or paper ballot. The nominee for each position receiving the majority of the votes cast by the members attending the meeting shall be elected. No proxy voting shall be allowed.
- D. A vacancy in the office of Chair shall be filled by the Vice Chair. A vacancy in the office of Vice Chair shall be filled by special election for the unexpired term; such election shall be conducted according to the provisions in paragraphs B. and C. of Section IV herein above.
- E. The Board shall establish other offices to be filled from its membership as it deems necessary.
- F. The general duties of the Chair shall include:
 - 1. Presiding at all meetings of the Board;
 - 2. Representing the Board on official occasions. The Chair may designate another Board member or the Administrator to perform this duty when necessary.
- G. The authority delegated to the Chair by the Board shall include, but not be limited to, the following:
 - 1. The authority to sign grant agreements between the Grantee Institution and the CHRB;
 - 2. The authority to sign a Memorandum of Understanding between the Commonwealth Health Research Board and the Office of the Attorney General;
 - 3. The authority to sign a Memorandum of Understanding between the Commonwealth Health Research Board and the Department of Accounts;
 - 4. The authority to approve a variance of up to 10% in the total service fees reflected in the MOU between the CHRB and the DOA. A new MOU will not be required if the variance between the approved service fees and the revised service fees is within a 10% increase or decrease;
 - 5. The authority to grant or deny a request for reconsideration of a denial of an applicant's opportunity to have his or her Concept Paper or Full Proposal receive a full scientific review, after consultation with at least one scientific consultant and individually polling the other Board members;
 - 6. The authority to grant or deny a request for reconsideration of a denial of an applicant's opportunity to submit a Full Proposal, when the applicant's Concept Paper received a full scientific review but the CHRB did not request that the applicant submit a Full Proposal, after consultation with at least one scientific consultant and individually polling the other Board members.
 - 7. The authority to grant or deny a request for reconsideration of a denial of an applicant's invitation to make a presentation to the Board, after consultation with at least one scientific consultant and individually polling the other Board members;



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8. The authority to grant or deny a request for reconsideration of a grant termination or revocation of any portion thereof, for failure to comply with any CHRB's *Policies and Procedures*, any of the CHRB's *Grant Guidelines*, or any requirement or prohibition set forth in the Grant Agreement, after consultation with at least one scientific consultant and individually polling the other Board members;
9. The authority to determine whether information will be withheld from disclosure pursuant to a FOIA exemption;
10. The authority to approve or deny proposed changes or updates in the research protocols as provided by the Institutional Review Board (IRB) and/or Institutional Animal Care and Use Committee (IACUC), after consultation with at least one scientific consultant;
11. The authority to approve or deny a change in the Principal Investigator, or other identified professional members of the approved research team, including any change to the salary or percentage of professional effort allocated to any professional member of the approved research team, after consultation with at least one scientific consultant;
12. The authority to approve or deny budget reallocation requests or changes to the approved budget (the budget described in the Full Proposal and approved as part of the CHRB Grant Award), that exceed 10% of the amount budgeted for a personnel or non-personnel [supplies, animal purchase/maintenance, services and equipment] expenditure, after consultation with the CHRB Administrator and at least one scientific consultant;
13. The authority to grant or deny up to 12-month, no-cost extension requests for Grantee Institutions or Organizations and Principal Investigators, after consultation with the CHRB Administrator and at least one scientific consultant;
14. The authority to seek legal advice from the Office of the Attorney General on behalf of the Board regarding Board matters;
15. The authority to provide the information for discovery responses in the course of litigation on the Board's behalf and approve and authorize the filing of those responses by the Board's counsel after any appropriate consultation and individually polling the other Board members;
16. The authority to hire, or authorize and approve engagement by the Board's counsel of, any expert witness necessary to support the Board's position in any dispute after any appropriate consultation and individually polling the other Board members;
17. The authority to authorize and approve the settlement of claims, including but not limited to matters in litigation and resolutions of fees and costs petitions, against, or asserted on behalf of, the Board where the settlement amount does not exceed \$50,000.00 after any appropriate consultation and individually polling the other Board members;
18. The authority to authorize and approve the settlement of claims that do not involve a monetary figure and that do not require the Governor's approval under Virginia Code §2.2-514, after any appropriate consultation and individually polling the other Board members;



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19. The authority to respond to inquiries regarding the Board's application of existing law or to provide information on behalf of the Board, after appropriate consultation and/or individually polling the other Board members; and scientific consultant. The authority to perform other duties as assigned by the Board or as are necessary to carry out the statutory purpose and/or goals of the Board.
- H. The general duties of the Vice Chair shall include:
1. Performing those duties delegated to him or her by the Chair or performing the Chair's duties in the Chair's absence;
 2. Serving as Acting Chair in the Chair's absence.

Section V – Board Staff

- A. The Virginia Retirement System shall supply the necessary staff required to invest, reinvest and manage the moneys and other property comprising the Fund.
- B. The Board shall hire an Administrator to coordinate the annual CHRB grant process and administer the grant program on a daily basis. The Administrator's general duties shall include, but not be limited to, the following:

Duties Related to the Grant Application Review Process and the Administration of Grant Awards:

1. Coordinating the annual Commonwealth Health Research Board grant application review process through a three-step process: Submission of a Concept Paper, Submission of a Full Proposal, and Presentation of a Full Proposal to the Board;
2. Coordinating the submission of Concept Papers and Full Proposals from applicant institutions or organizations via the CHRB's Automated Grant Application System.
3. Coordinating with the Department of Accounts' (DOA) information technology services to ensure that the CHRB's Automated Grants Application System is updated throughout the grant process;
4. Completing an Administrative Review, including a review to determine the accuracy of fiscal information, of each individual Concept Paper and Full Proposal submission to ensure compliance with the CHRB's *Grant Guidelines and Application Instructions* and the CHRB's *Policies and Procedures*;
5. Preparing and updating a Scientific and Administrative Review Summary Sheet for each grant application and uploading the final document to the CHRB's Automated Grants Application System;
6. Coordinating a response to requests for reconsideration at the Concept Paper and Full Proposal stages of the grant application review process;
7. Updating CHRB Grant related documents to include: CHRB's *Grant Guidelines and Application Instructions*, CHRB *Policies and Procedures*, CHRB *Bylaws* and the Grant Agreement;



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8. Providing training or responding to technical questions of interested parties regarding the CHRB grant application review process in person or via electronic means;
9. Providing feedback, as a courtesy, to Applicant Institutions or Organizations and Principal Investigators that are not awarded CHRB grants;
10. Creating and maintaining personalized multi-year spreadsheets to track grant disbursements, expenses, and due dates for interim and final scientific and fiscal reports;
11. Responding, in accordance with the delegations of authority contained in these Bylaws, to inquiries from Principal Investigators who are awarded CHRB grants concerning the submission of interim and final scientific and fiscal reports, no-cost extensions, and other grant-related questions, including various requests for reconsideration submitted to the CHRB's Chair;
12. As a courtesy, notifying Grantee Institutions or Organizations and Principal Investigators of delinquencies regarding reporting requirements;

CHRB Fiscal Responsibilities

1. Coordinating with the Department of Accounts [DOA] to ensure proper distributions of CHRB Grant Award funds, to ensure proper administrative payments, and to ensure accurate information is reflected in the CARDINAL System and is provided for the Annual Comprehensive Financial Report (ACFR);
2. Working with staff at the Virginia Retirement System regarding CHRB fiscal reports, fund transfers, and investment matters as needed;
3. Assisting the Auditor of Public Accounts with audits by providing information and documentation upon request;
4. Assisting DOA with the Agency Risk Management and Internal Control Standards (ARMICS) to ensure fiscal accountability and safeguard the Commonwealth's assets.

Additional Duties Which Support the Board's Work

1. Drafting and mailing or emailing correspondence on behalf of the Board, including but not limited to, correspondence responding to inquiries from the Directors of the Offices of Sponsored Programs or Research, or other representatives, at institutions or organizations throughout Virginia regarding the grant process, no-cost extensions, payment processing, and patents;
2. Placing and receiving telephone calls on behalf of the Board;
3. Preparing Board packets/materials for the Board members' deliberative use during Board meetings, including various financial reports and spreadsheets and corresponding with members concerning the Board's business;
4. Assisting the Board's Chair with administrative and grant budgets and personnel issues and obtaining payment authorizations for grant disbursements from the Board's Chair;
5. Participating in the annual review and revision of the CHRB's *Grant Guidelines and Application Instructions*, the CHRB's *Policies and Procedures*, the CHRB's Grant Agreement, the CHRB's Bylaws and other documents related to the grant application process;



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6. Ensuring that the CHRB website is current and accurate;
 7. Ensuring the accuracy of information contained in the CHRB's Automated Grant Application System;
 8. At the direction of the Board Chair or Members, seeking legal advice from the Office of the Attorney General regarding Board matters, including but not limited to, those concerning grant agreements and submitted documentation, personnel contracts, quorum issues, FOIA issues, and issues arising throughout the grant application review process and the grants administration process;
 9. Responding to FOIA requests on behalf of the Board and distributing press releases, annual reports, and other Board information to parties interested in health research in Virginia;
 10. Serving as the official records custodian of the Board's public records and all documentation created in the ordinary course of the Board's business;
 11. Obtaining post-award evaluations in the process of producing the CHRB Annual Report;
 12. Serving as the CHRB liaison to the staff of the Office of the Governor, Senate Finance Committee or House Appropriations Committee, the Office of the Secretary of the Commonwealth, and the staff of the Joint Rules Committee to provide annual fiscal and appointments information as necessary or as requested; and to make presentations as requested;
 13. Serving as the CHRB liaison to other research related organizations of the Commonwealth;
 14. Proposing improvements and enhancements for a more efficient and effective process for administering, monitoring and evaluation of CHRB Grant Awards; and
 15. Performing other duties as assigned by the Board or its Chair.
- C. The authority delegated to the Administrator by the Board and its Chair shall include, but not be limited to, the following:
1. The authority to request additional information from a grant applicant during the administrative review of a Concept Paper or a Full Proposal;
 2. The authority to deny a full scientific review of a Concept Paper or Full Proposal submission based upon administrative noncompliance; (A Concept Paper or Full Proposal may not receive a full scientific review due to noncompliance with CHRB *Grant Guidelines and Application Instructions* or CHRB *Policies and Procedures*.)
 3. The authority to approve or deny budget reallocation requests or changes to the approved budget (the budget described in the Full Proposal and approved as part of the CHRB Grant Award), that do not exceed 10% of the amount budgeted for a personnel or non-personnel (supplies, animal purchase/maintenance, services and equipment) expenditure, after consultation with at least one scientific consultant;
 4. The authority to approve CHRB administrative expenses of \$1,500 or less;
 5. The authority to approve member travel reimbursements of \$1,500 or less;
 6. The authority to approve business meal reimbursements up to 50% over the applicable U.S. General Services Administration (GSA) guidelines with sufficient justification and the original, itemized receipt.



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7. The authority to approve business travel lodging reimbursements up to 50% over the applicable U.S. General Services Administration (GSA) guidelines with sufficient justification of the circumstances warranting the exception.
 8. The authority to approve payment to scientific consultants for services provided to the Board as long as it does not exceed the total amount specified in the MOU between the scientific consultant and the CHRB;
 9. The authority to enter into a contract with entities for meeting space, dining services and meeting insurance;
 10. The authority to perform the general duties listed in Section V.B. herein above, the authority to enter into contracts of up to \$100,000 in value on behalf of the CHRB as authorized and approved by the Board, and other duties as assigned by the Board or its Chair.
 11. The authority to travel on CHRB-related business with approval from the Chair.
- D. All agencies of the Commonwealth shall cooperate, and upon request, assist the Board in the performance of its duties and responsibilities as set forth in Virginia Code §32.1- 162.27.

Section VI – Board Meetings

- A. The Board shall meet at least three times annually or more frequently at the call of the Chair.
- B. Board meetings shall be open to the public and held in accordance with the Virginia Freedom of Information Act.
- C. A majority of the members of the Board serving at any one time shall constitute a quorum for the transaction of business.
- D. The minutes of each Board meeting shall be posted timely to the CHRB website and distributed to the members prior to the next meeting.
- E. A written agenda shall be distributed to the members prior to the next meeting.
- F. Voting on any agenda item considered by the Board shall occur by voice vote or a show of hands. No proxy voting shall be allowed.
- G. Except for Board members, only a person who makes prior arrangements with the Chair or staff and is recognized by the Chair normally shall be entitled to make a presentation at a meeting of the Board.
- H. Except as prescribed in these Bylaws, all Board meetings shall be conducted in accordance with the rules and procedures set forth in the most recent, available edition of Roberts's Rules of Order.



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Section VII – Remote Meeting Participation

Electronic Communication Meetings Policy Concerning Remote Participation by Individual Members

It is the policy of the Commonwealth Health Research Board (the “CHRB”) that individual members of the CHRB may participate in meetings of the CHRB by electronic means as permitted by §2.2-3708.3 of the Code of Virginia. This policy shall apply to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting. Whenever an individual member wishes to participate from a remote location, the law requires a quorum of the CHRB to be physically assembled at the primary or central meeting location, and there must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

When such individual participation is due to a personal matter, such participation is limited in accordance with Virginia Law that is in effect at that time.

Requests for a member to participate from a remote location shall be conveyed to the CHRB’s Administrator, who shall then relay such request to the Chair of the CHRB. The request of the member to participate from a remote location shall be recorded in the minutes of the meeting.

Individual participation from a remote location shall be approved unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act (§§2.2-3700 et seq. of the Code of Virginia). If a member’s participation from a remote location is challenged, then the CHRB shall vote on whether to allow such participation. If the CHRB votes to disapprove of the member’s participation because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity.

This policy applies to any meeting of any subcommittee of the CHRB as well as to meetings of the full CHRB.

Section VIII – All-Virtual Public Meetings

Electronic Communication Meetings Policy Concerning the CHRB’s Holding All-Virtual Public Meetings

It is the policy of the Commonwealth Health Research Board (the “CHRB”) that the CHRB may hold all-virtual public meetings as permitted by §2.2-3708.3 of the Code of Virginia. This policy shall apply to the entire membership of the Board and without regard to the identity of the member who requests that the meeting be held virtually via electronic communications means and without regard to the matters that will be considered or voted on at the meeting.



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Whenever a member of the CHRБ wants the CHRБ to hold an all-virtual public meeting, that member shall notify the CHRБ's Administrator in writing by e-mail at least 7 working days before the date on which the meeting is to be held, and the CHRБ's Administrator shall poll each member individually to determine whether there are any objections to proceeding in that fashion. If no objections are received in writing by the Administrator, the Administrator shall relay to the Chair that the request was made, note the all-virtual nature of the meeting in all notices concerning the meeting, and provide such notice to the public at least three working days before the date on which the meeting is to be held. The request that the CHRБ conduct an all-virtual public meeting shall be recorded in the minutes of the meeting. If any objection to holding the all-virtual meeting is received by the Administrator from any member of the Board, the Board shall vote on whether to allow an all-virtual meeting, and if it disapproves of holding an all-virtual meeting, because holding an all-virtual meeting would violate this policy or Virginia law, such disapproval shall be recorded in the minutes with specificity. The minutes shall include other information as required by §§2.2-3707 and 2.2-3708.3 depending on the type of all-virtual public meeting held.

This policy requires that any notice notifying the public of the method by which the CHRБ chooses to meet shall not be changed unless the CHRБ provides a new meeting notice that complies with Virginia Code §2.2-3707. This policy also requires that public access shall be provided to any all-virtual public meeting by electronic communication means such that the public will be able to hear all members of the CHRБ that are participating in the all-virtual public meeting and to see them when audio-visual technology is available. Live contact information shall be provided to the public so that the CHRБ can be alerted if the audio or video transmission of the meeting fails, and the CHRБ is required to take a recess until public access is restored if public transmission fails. This policy also requires the CHRБ to provide a copy of the proposed agenda and copies of all non-exempt material furnished to the CHRБ members to the public in electronic format at the same time that such material is provided to the CHRБ members. The public must be afforded an opportunity to provide comment electronically when public comment is customarily received, and public transmission of the all-virtual meeting must resume to the public before the CHRБ votes to certify any closed session held during the all-virtual meeting. No more than two CHRБ members can be together at the same remote location for an all-virtual meeting unless that location provides physical access to the public, as well.

Under this policy, the CHRБ can convene an all-virtual public meeting only two times per calendar year or 25% of the meetings held per calendar year rounded to the next whole number, whichever is greater, and the CHRБ cannot hold an all-virtual public meeting consecutively with another all-virtual public meeting. Minutes of all-virtual public meetings shall be taken as required by Virginia Code §2.2-3707 and state the type of electronic communication means by which the meeting was held.

This policy applies to any meeting of any subcommittee of the CHRБ as well as to meetings of the full CHRБ.

Section IX– Board Budget

The Board shall develop an annual budget for the expenses of administrative support, travel for members, the hiring of scientific consultants or other consultants to perform duties as set forth in their contracts, and other costs for which the Board may wish to budget.



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Section X - Distribution of Grant Funds

An amount not to exceed six percent of the moving average of the market value of the Fund calculated over the previous five years or since inception, whichever is shorter, on a one-year delayed basis, net of any administrative fee assessed pursuant to subsection E of *Virginia Code* § 51.1-124.36, may be expended in a calendar year for any purpose permitted by the provisions of the *Virginia Code* that establish the Commonwealth Health Research Board and govern its operations. The Board shall not be required to expend such amount in a calendar year, and any amount up to such six percent that is not expended in a calendar year may be expended in any other calendar year.

Grant funds are disbursed through an internal process established by the Board in compliance with its policies and procedures and the Commonwealth of Virginia accounting requirements.

Section XI - Review of Bylaws

These Bylaws shall be reviewed and revised, as necessary. Any member may propose amendments to the Bylaws at any time. Proposed amendments must be presented in writing and be discussed by the Board prior to being voted on. A majority vote of the total membership in attendance at the meeting at which the vote is taken shall be required to adopt any amendments to the Bylaws.