

**VCU**

## Virginia Commonwealth University Board of Visitors Meeting

### Minutes

Date: February 14, 2013

Time: 1-4 p.m.

Location: Student Commons, Richmond Salons I and II, 907 Floyd Avenue, Richmond, Va.

Present: Dr. John C. Doswell II, Rector  
Dr. Kamlesh N. Dave  
Mr. Thomas F. Farrell II  
Mr. Michael D. Fraizer  
Mr. William M. Ginther, Vice Rector  
Dr. Robert H. Holsworth  
Ms. Lillian L. Lambert  
Mr. John A. Luke Jr.  
Mr. Alexander B. McMurtrie Jr.  
Dr. W. Baxter Perkinson Jr.  
Mr. William A. Royall Jr.  
Mr. Sudhakar Shenoy  
Mr. Stuart C. Siegel  
Ms. Jacquelyn E. Stone  
Dr. Michael Rao  
Staff from VCU and VCUHS  
Members of the press

Unavailable: Mrs. Kay Coles James  
Mrs. Teresa H. Carlson

The meeting was called to order at 1 p.m. The Report of the Rector was presented. The Rector discussed the upcoming Joint Retreat. He also welcomed the two members of the press from Richmond Free Press and Richmond Times Dispatch.

The Report of the President was presented. A Quest for Distinction update was discussed with new staff additions highlighted. Barbara Boyan, the new dean of the School of Engineering, was announced. Additionally, Alexander Henson was introduced as the new Chief Information Officer effective April 1, 2013. Discussed were the details regarding the Quest Innovation Fund initiative. Discussed were the details regarding development and the progress to date and staff changes. Discussed were legislative details as they relate to VCU both locally and federally. Discussed was the continued progress with the Institute for Contemporary Art.

Discussed were the Wilder School and the upcoming proposed changes. Discussed was the Virginia Treatment Center for Children with an additional report provided by Dr. Sheldon Retchin. Also discussed was the Joint Retreat with VCUHS.

Dr. Doswell recommended to the full Board the approval of Board of Visitors Minutes of a Meeting held December 7, 2012.

Ms. Stone reported for the Academic and Health Affairs Policy Committee. The Academic and Health Affairs Policy Committee recommended to the full Board the approval of the following consent agenda action items:

- Minutes of a Meeting held December 7, 2012
- Proposal to Close the Master of Science in Athletic Training
- Proposal to Establish a Dual Degree Program with VCU, University of Messina (UNIME), and University of Cordoba (UCO)
- Proposal to Establish a Master of Science in Business with a Concentration in Global Market Management with the VCU School of Business and the University of Fudan School of Journalism

The following consent agenda items were presented for information:

- Faculty and Staff Excellence
  - Faculty Representative Report
  - Staff Senate Report
- Quest Reports
  - Quality Academic Programs
    - Report on VCU School of Nursing (Charter: A.7)
- Research Report – Update on Current Research
- Virginia Commonwealth University Health Systems Financial Statistics
- Discussion of the L. Douglas Wilder School of Government and Public Affairs
- Discussion of Diversity Issues

Dr. Dave reported for the Audit and Compliance Committee. The Audit and Compliance Committee recommended to the full Board the approval of the following consent agenda action items:

- Minutes of a Meeting held December 7, 2012

The following consent agenda items were presented for information:

- Compliance Updates
  - Conflict of Interest Processes and Reporting
  - Integrity and Compliance Culture Survey
- Enterprise Risk Management (ERM) Implementation Update
- Auditor of Public Accounts: Reports for the Fiscal Year Ended June 30, 2012
  - Required Communications
  - Report on Financial Statements
  - Report on Internal Control and Compliance
  - Report on Intercollegiate Athletics Programs

Mr. Siegel reported for the External and Alumni Relations Committee. The Committee recommended to the full Board the approval of the following consent agenda action items:

- Minutes of a Meeting held December 7, 2012

The following consent agenda items were presented for information:

- Report of the Vice President for Development and Alumni Relations
  - Development Metrics Report
  - Alumni Report
- Government Relations Report
- Public Relations and Marketing Communications Report

Mr. Farrell reported for the Finance, Investment and Property Committee. The Finance, Investment and Property Committee recommended to the full Board the approval of the following consent agenda action items:

- Minutes of a Meeting held December 3, 2012
- Approval of University Master Plan
- RFP: MCV Campus Housekeeping Services
- BOV Fund Quarterly Report and Amendment Resolution

**VIRGINIA COMMONWEALTH UNIVERSITY  
RESOLUTION REGARDING BOARD OF VISITORS FUND**

**WHEREAS**, in their efforts to support the mission of Virginia Commonwealth University from time-to-time the Board of Visitors has the need to make expenditures;

**WHEREAS**, there are currently no funds assigned directly to the Board of Visitors.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY**

**Section 1.** There is hereby established on the books of Virginia Commonwealth University a donor-advised restricted fund to be known as the “Board of Visitors Fund”.

**Section 2.** Direct contributions from members of the Board of Visitors, or friends, will provide monies for the fund. The fund will only contain monies from outside contributions.

**Section 3.** It is the express intent of the Board of Visitors that monies in this fund shall only be used for (a) scholarships, (b) faculty and staff recognitions, (c) and other projects, undertakings or expenses which the Board of Visitors deems to be in the best interest of Virginia Commonwealth University and consistent with the overall educational mission of the institution. Such withdrawals under (a), (b), and (c) may be made by upon recommendation of the Rector of the Board and approval of the Vice-Rector. However, any such withdrawals in excess of twenty-five hundred dollars (\$2,500) in any fiscal year, or which would result in a total fund balance of less than \$2,500, shall require the affirmative vote of a majority of the members of the Board of Visitors.

**Section 4.** Such withdrawal may be in increments or at one time, shall be in writing, shall be placed in the permanent records of the University and shall be provided to the other members of the Board of Visitors.

**Section 5.** The administration will provide annual reports with the materials for the Finance, Investment and Property Committee regarding an accounting of the uses and a fund balance.

**Section 6.** This resolution shall take effect immediately upon its adoption.

The following consent agenda items were presented for information:

- IT Optimization Update
- Updates
  - Revised Management Agreement with Foundations
  - RFP for Financial Services
  - CIO Business Model
- Tuition Modeling
- Capital Projects Update
- Potential Privatization Opportunities for VCU
- Summary of Governor's Amendments to the 2012-14 Biennial Budget
- Operating Pool Investment Report December 31, 2012
- Cash, Debt and Investment Monitoring as of February 8, 2013
- Glasgow Endowed Fund Quarterly Report as of December 31, 2012
- University's Financial Statements for the Year Ended June 30, 2012 including NCAA statements
- Revenue and Expense Summary as of December 31, 2012
- Foundation Annual Reports
  - MCV Foundation
  - VCU School of Business Foundation
  - VCU Intellectual Property Foundation
- VCU Health System and Financial Operations as of November 30, 2012

Mrs. Lambert reported for the Student Affairs, Athletics and International Programs Committee. The Student Affairs, Athletics and International Programs Committee recommended to the full Board the approval of the following consent agenda action items:

- Minutes of a Meeting held December 7, 2012
- Proposal to Adopt Revised Weapons and Space Regulations
- Proposal to Repeal Regulations for Parking Information, Ethics Policy on Computing and Posting Materials Policy
- Proposal to Approve the Addition of Women's Lacrosse as a Varsity Sports Program Starting in 2015

The following consent agenda items were presented for information:

- Student Engagement
  - Student Representative Report
  - Spring Enrollment Update
  - Second Year Student Retention Rates
- Report on Athletics (Theme I. Goal C)

Mr. Siegel presented the Report of the Board Nominating Committee for Rector. He reminded the Board of the members of the Committee; Mr. Siegel, Chair, Dr. Dave, Mrs. Lambert, Mr. McMurtrie, Dr. Perkinson, and Ms. Stone. The Committee recommended to the full board for approval that Mr. William Ginther be named Rector effective July 1, 2013.

Mr. Farrell presented the Governance Committee Recommendations. These recommendations included new committee structures which were briefly outlined and the approval of the resolution Request for Legislation.

**RESOLUTION  
BOARD OF VISITORS  
VIRGINIA COMMONWEALTH UNIVERSITY**

**REQUEST FOR LEGISLATION**

**Whereas**, the Commonwealth of Virginia has enacted Chapter 6.2 of Title 23 of the Code of Virginia, known as the Virginia Commonwealth University Health System Authority Act (the “Act”), to create as a public body corporate and as a political subdivision, the Virginia Commonwealth University Health System Authority (the “Authority”); and

**Whereas**, the Authority was created, *inter alia*, for the purpose of providing for the health, welfare, convenience, knowledge and benefit for the citizens of the Commonwealth; and

**Whereas**, the Authority has served the citizens well since its inception; and

**Whereas**, while the Act created a separate legal entity to operate the hospital facilities transferred to it by Virginia Commonwealth University (“University”), a fundamental principle was to protect the teaching, research and academic missions of the Schools of the Health Sciences Division of the University; therefore, to support the close relationship between the University and the Authority, the Act contains certain provisions of overlap in board governance that would benefit from clarification in terms of the process by which the vice president for health sciences of the University and the chief executive officer of the Authority is appointed; and,

**Whereas**, additional opportunities exist to further strengthen the governance structure of the Authority to make clear that the University President serves as the chairman of the Authority board and clarify the process and coordination efforts related to the appointment and removal processes for certain key management positions.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA  
COMMONWEALTH UNIVERSITY:**

That the Board of Visitors hereby resolves to pursue legislation in conjunction with VCUHS Board of Directors as outlined below:

**Section 1:** Proposed VCUHS Legislation (revised and approved by the VCUHS Board of Directors on 02/12/13)

Section 23-50.16:5 Board of Directors; appointment; officers; employees

\* \* \*

- D. The President of the University shall serve as chairman of the Board of Directors. The Board of Directors of the Authority shall elect annually a vice chairman from among its membership. The Board shall also elect a secretary and a treasurer and such assistant secretaries and assistant treasurers as the Board may authorize for terms determined by the Board, each of whom may or may not be a member of the Board. The same person may serve as both secretary and treasurer. The Board may also appoint an executive committee and other standing or special committees and prescribe their duties and powers, and any executive committee may exercise all such powers and duties of the Board under the chapter as the Board may delegate.

Section 23-50.16:7 Appointment, salary and powers of the Chief Executive Officer

- A. The Authority shall be under the immediate supervision and direction of a Chief Executive Officer, subject to the policies and direction established by the Board. The Chief Executive Officer shall be the person who holds the title of Vice-President for Health Sciences of Virginia Commonwealth University, or such other title as subsequently may be established by the Board of Visitors of the University for the chief academic and administrative officer for the Health Sciences Campus of the University, subject to the following: notwithstanding any other provision of law to the contrary, the selection and removal of the Chief Executive Officer, as well as the conditions of appointment, including salary, shall be made jointly by the Board and the Board of Visitors of the University at a joint meeting of the Board and the Board of Visitors of the University upon a vote of a majority of the members of each board, present and voting at the aforementioned joint meeting, acting separately in accordance with applicable provisions of law.
- B. In the event that a majority of the members of each board do not agree upon the removal, selection, or conditions of appointment, including salary, of the Chief Executive Officer as set forth in Paragraph A of this section, then each board shall appoint a committee of three members of its respective board to consider the matter or matters upon which the boards disagree. The selection, removal or conditions of appointment shall be made jointly by the two committees at a joint meeting of the committees upon a vote by a majority of the members of each committee, present and voting at the joint meeting. In the event that a majority of the members of each committee agree upon the removal, selection or conditions of appointment of the Chief Executive Officer, then the decision shall be reported to the Board and the Board of Visitors of the University, each of which shall be bound by the decision of the committees. In the event that a majority of the members of each committee do not agree on the removal, selection or conditions of appointment of the Chief Executive Officer within thirty days of the appointment of the committees by each board, then the President of the University shall decide upon the matter or matters upon which the committees disagreed. The President of the University shall report his decision to both boards, each of which shall be bound by the decision of the President.
- C. The Chief Executive Officer shall devote his full time to the performance of his official duties and shall not be engaged in any other profession or occupation.
- D. The Chief Executive Officer shall supervise and administer the operation of the Authority in accordance with the provisions of this chapter.

**Section 2:** Resolution to become effective immediately upon adoption.

**Note:** The VCUHS Board approved the language of the legislation with the caveat that Ms. Katherine Busser and Mr. Mark Rubin would discuss with the legislative members of the VCUHS Board whether or not it is prudent to submit the legislation to this session of the General Assembly. Three members of the General Assembly sit on the VCUHS Board, and none were able to attend either the meeting of the governance committee or the full board meeting which followed on February 12, 2013. The VCUHS Board will follow the guidance of its legislative members with respect to the issue of the timing of submission of the draft legislation to the General Assembly.

On motion made and seconded, the Consent and Priority Agenda Actions were approved.

The following priority agenda items were presented for information:

- Appointment of Board Nominating Committee for Officers and Executive Committee by Dr. Doswell. Those nominated were Mr. Siegel, Chair, Dr. Dave, Mrs. Lambert, Mr. McMurtrie, Dr. Perkinson, and Ms. Stone.

On motion made and seconded, the Board convened into closed session to discuss certain personnel matters and matters relating to the appointment, promotion, performance and salaries of identifiable employees and faculty of VCU, including the Faculty Appointments and Changes in Status and other Personnel Actions and to discuss the

evaluation of the performance of departments or schools of VCU where such evaluations necessarily involve discussion of the performance of specific individuals including Audit Reports of individually identified departments and/or schools; and to consult with legal counsel and receive briefings from staff members regarding certain legal matters and actual or probable litigation where such consultation or briefings in open session would adversely affect the negotiating or litigating position of VCU; to discuss the acquisition or use of real property for public purpose, or of the disposition of publicly held real property, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of VCU, including the acquisition of property on or adjacent to the Monroe Park Campus; and to discuss matters relating to gifts, bequests, and fund-raising activities, including consideration of the Named Funds Report and an update on the development activities; and to discuss matters relating to honorary degrees and special awards, as authorized by Section 2.2-3711 A(1), A(3), A(7), A(8) and A(10) of the Virginia Freedom of Information Act.

Following closed session, on motion made and seconded, the following resolution was approved by roll call vote:

Virginia Commonwealth University hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed session meeting were heard, discussed or considered by the Board of Visitors of Virginia Commonwealth University.

| <u>Roll Call Vote</u>          | <u>Ayes</u> | <u>Nays</u> |
|--------------------------------|-------------|-------------|
| Dr. John C. Doswell II         | X           |             |
| Mrs. Teresa H. Carlson         | absent      |             |
| Dr. Kamlesh N. Dave            | X           |             |
| Mr. Thomas F. Farrell II       | X           |             |
| Mr. Michael D. Fraizer         | X           |             |
| Mr. William M. Ginther         | X           |             |
| Dr. Robert H. Holsworth        | X           |             |
| Mrs. Kay Coles James           | X           |             |
| Ms. Lillian L. Lambert         | X           |             |
| Mr. John A. Luke, Jr.          | X           |             |
| Mr. Alexander B. McMurtrie Jr. | X           |             |
| Dr. W. Baxter Perkinson Jr.    | X           |             |
| Mr. William A. Royall Jr.      | X           |             |
| Mr. Sudhakar V. Shenoy         | X           |             |
| Mr. Stuart C. Siegel           | X           |             |
| Ms. Jacquelyn E. Stone         | X           |             |

Vote:

Ayes: 14  
Nays: 0

ABSENT DURING MEETING: 2  
ABSENT DURING VOTING: 2

On motion made and seconded, the following items were approved:

- Accepted the Report of the President
- Approved the Faculty Appointments and Changes in Status and Other Personnel Actions

- Approved the Named Funds Report
- Approved the Concurrence of The Acquisition Of Property On Or Adjacent To The Monroe Park Campus
- Accepted the recommendation of the Student Affairs, Athletic and International Programs Committee for the board of visitors award
- Accepted the Closed Session Committee Reports
- Accepted the Report of the Special Awards Committee

The meeting was adjourned at 2:47 p.m.