

**Virginia Commonwealth University  
Governance and Compensation Committee of the Board of Visitors**

**Minutes**

Date: May 9, 2014  
Time: 9:20 a.m. – 10:50 a.m.  
Location: Student Commons, Richmond Salons I and II, 907 Floyd Avenue,  
Richmond, VA

Present: Mr. William Royall, Vice Rector, Chair  
Ms. Teresa Carlson, Vice-Chair  
Mr. John Luke  
Ms. Jacquelyn E. Stone  
Ms. Nancy C. Everett  
Mr. Thomas W. Farrell  
Mr. Jake Belue  
Mrs. Laurie Carter  
Staff from VCU and VCUHS

Unavailable: Mr. Alexander McMurtrie

The meeting was called to order at 9:25 a.m. and, on motion made and seconded, the Governance and Compensation Committee recommended to the full Board the approval of the following items:

- Revised Committee Charter and Calendar were changed in order to be compliant with Section 23-2.04 of the Code of Virginia. Sections I, IIIA, IIID and IV were all revised.
- BOV Revised Bylaws were changed in order to be compliant with Section 23-2.02 of the Code of Virginia and to reflect the proper name of the board support position and clarify that individual's role.

The following items were presented for information:

- Proposed Statement of Board's Role of Governance was presented by Mrs. Carter. This is a requirement of Section 23-2.04 of the Code of Virginia. The

committee discussed and this will come to the committee in September to approve for recommendation to the full board.

- Proposed Qualifications and Competencies for membership on the board of visitors were presented by Mrs. Carter. This is a requirement of Section 23-2.04 of the Code of Virginia. The committee discussed and Technology and Human Resources were both added to the list. This will come to the committee in September to approve for recommendation to the full board.
- Diversity, Equity and Inclusion and Strategic Plan was presented by Dr. Mitchell. Dr. Mitchell discussed the current issues impacting diversity, equity and inclusion here at VCU.
- Presidential Evaluation and Compensation Update was presented by Dr. Allison. Dr. Allison provided a brief update of the current status of this committee. Dr. Allison reminded the committee that this is the full review that is done every three years. A report will be brought back to the full board in September 2014.
- General Assembly Update was presented by Mr. Rubin. Mr. Rubin provided an update on current issues with the General Assembly. He reminded the committee that as of the meeting date, no budget had been agreed upon and they General Assembly has dismissed for now. They will return and hope to make a decision at that time. This is Mr. Rubin's last meeting as he is moving on to another position within VCU. The Committee thanked him for his service.
- Strategic Partnerships was presented by Dr. Allison. Dr. Allison provided an overview of where we are and what progress has been made to date. Dr. Brown

and Dr. Davis also presented on the strategic partnerships in each of their areas.

Dr. Allison will continue to keep the committee up to date on the progress of this review.

On motion and second into closed session to discuss certain personnel matters and matters relating to the appointment, promotion, performance and salaries of specific public officers, appointees, or employees of VCU, and to discuss the evaluation of performance of departments or schools of VCU where such evaluations necessarily involve discussion of the performance of specific individuals; and to consult with legal counsel pertaining to actual and probable litigation, and other specific legal matters requiring the provision of legal advice or counsel, where such consultation or briefing in open session would adversely affect the negotiating or litigating posture of VCU, as authorized by Section 2.2-3711 A(1) and A(7) of the Virginia Freedom of Information Act.

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

The Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University hereby certifies that, to the best of each member's knowledge, (in) 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 Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University.

<u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. John Luke, Chair	X	
Ms. Teresa Carlson, Vice Chair	X	
Mr. Thomas W. Farrell, II	X	
Mr. Alexander McMurtrie	absent	

Mr. John Luke	X
Ms. Jacquelyn E. Stone	X
Ms. Nancy Everett	X

Vote:

Ayes: 6

Nays: 0

ABSENT DURING MEETING: 6

ABSENT DURING VOTING: 0

The meeting was adjourned at 10:58 a.m.