



VCU

VIRGINIA COMMONWEALTH UNIVERSITY

**BOARD OF VISITORS
1:00 P.M.
MARCH 22, 2018
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311
RICHMOND, VIRGINIA**

MINUTES

BOARD MEMBERS PRESENT

Ms. Phoebe Hall, Rector
Mr. John A. Luke Jr., Vice Rector
Dr. Carol Shapiro, Secretary
Mr. H. Benson Dendy III
Mr. William M. Ginther
Mr. Todd Haymore
Dr. Robert Holsworth
Mr. Edward McCoy
Mr. Ron McFarlane
Mr. Keith Parker
Ms. Jacquelyn Stone
Mr. G. Richard Wagoner, Jr.

BOARD MEMBERS ABSENT

Ms. Colette W. McEachin
Mr. Alexander B. McMurtrie, Jr.
Reverend Tyrone E. Nelson
Dr. Shantaram Talegaonkar

OTHERS PRESENT

President Michael Rao, Ph.D.
Michele N. Schumacher, J.D., Assistant to the President and Board Liaison
Mr. Jacob Belue, Interim University Counsel
Faculty and Staff from VCU
Members of the Media

CALL TO ORDER

Ms. Phoebe Hall, Rector, called the meeting of the Board of Visitors of Virginia Commonwealth University to order at 1:00 p.m. in the James Cabell Library, 901 Park Avenue, Room 311,

Richmond, Virginia.

APPROVAL OF AGENDA

Ms. Hall asked for a motion to approve the Agenda as published. After motion duly made and seconded the Agenda as published was unanimously adopted.

APPROVAL OF MINUTES

Ms. Hall asked for a motion to approve the minutes of the December 8, 2017 meetings of the Virginia Commonwealth University Board of Visitors, as published. After motion duly made and seconded the Minutes of the December 8, 2017 meetings of the Board of Visitors were unanimously approved. A copy of the minutes can be found on the VCU website at the following webpage <http://www.president.vcu.edu/board/minutes.html>.

PRESIDENT'S REPORT

President Michael Rao, began his remarks by welcoming Mr. Todd Haymore to the Board of Visitors who began his term on the Board in January. He then provided an oral report on activities and accomplishments at the University since the December 2017 Board of Visitors meeting. He provided updates on the vision and priorities of the University, noting that the priorities are aligned with the two strategic plans, the university's Quest 2025-Together We Transform and the health system's Vision by Design. President Rao articulated that these priorities, (i) the undergraduate experience, (ii) research focus and profile, and (iii) Vision by Design, are geared to achieve a vision to stand among our tier 3 peers as a nationally preeminent national urban public research university and academic health center. President Rao also noted that the state budget had not yet been decided, which leaves uncertainty in both university and VCU Health System budgets.

President Rao also honored Dr. Grace E. Harris who died last month. He noted that Dr. Harris was someone who truly was a transformative figure in VCU's history, and she left an amazing legacy of contributions over her pioneering 48-year career at VCU.

REPORT FROM THE ACADEMIC AND HEALTH AFFAIRS COMMITTEE

The Committee Chair, Dr. Carol S. Shapiro, gave the Academic and Health Affairs Committee report, and noted that the Committee heard the following reports and updates:

- An update from Dr. Gail Hackett, Provost and Vice President for Academic Affairs, on the Committee's dashboard;
- A strategic planning update from Dr. Gail Hackett and Dr. Shapiro on the progress toward the new strategic plan Quest 2025:Together we Transform. It was noted that the committee reviewed a revised mission and vision statement. Dr. Shapiro also reminded the Board that both she and Ms. Jacquelyn Stone serve as Board representative s on the strategic planning committee.

- A report from the faculty representative, Ms. Holly Alford;
- A report from the staff representative, Ms. Lauren Katchuck.
- A report from the student representatives to the Board, Ms. Katie Pumphrey and Ms. Sarah Izabel.

Dr. Shapiro also noted that there were several action items for Board approval. Dr. Shapiro moved on behalf of the Committee that the Board approve the following proposals:

- (a) to modify the Criminal Justice, M.S.
- (b) to offer a Graduate Certificate in Sustainability
- (c) to modify the M.Ed. in Counselor Education
- (d) to change the degree designation of the Master of Education (M.Ed.) in Sport Leadership to the Master of Sport Leadership (M.S.L.) in Sport Leadership
- (e) to create a new Post-Baccalaureate Certificate in Cybersecurity
- (f) to create a new Post-Baccalaureate Certificate in Data Science

After a second duly made, and discussion the Board approved the motion (a) to modify the Criminal Justice, M.S.; (b) to offer a new Graduate Certificate in Sustainability; (c) to modify the M.Ed. in Counselor Education; (d) to change the degree designation of the Master of Education (M.Ed.) in Sport Leadership to the Master of Sport Leadership (M.S.L.) in Sport Leadership; (e) to create a new Post-Baccalaureate Certificate in Cybersecurity; (f) to create a new Post-Baccalaureate Certificate in Data Science; and authorized the President and/or his designee, in connection with said proposals set forth in the motion to file any and all necessary paperwork with the State Council of Higher Education for Virginia (SCHEV) and/or the accrediting agency for the University, SACS, as may be required.

REPORT FROM THE AUDIT, INTEGRITY AND COMPLIANCE COMMITTEE

The Committee Chair, Mr. Keith Parker, presented the Audit, Integrity and Compliance Committee report and noted that the Committee heard the following reports and updates:

- An update on the Committee dashboard from Mr. Alex Henson, the Chief Information Officer;
- An update on the university's sexual harassment prevention education/training from Ms. Laura Rugless, Director for Equity and Access Services;
- Mr. William Cole, Executive Director of Audit and Compliance Services, provided the Conflict of Interest Update for Commonwealth reporting requirements noting that all Board members and employees required to report completed this requirement by the deadline. Mr. Cole also provided an audit plan;
- Ms. Jacqueline Kniska, Integrity and Compliance Officer, provided a policy status update;
- An update on the ERM Steering Committee Progress from Mr. Thomas Briggs, Assistant Vice President for Safety and Risk Management.

REPORT FROM THE FINANCE, BUDGET AND INVESTMENT COMMITTEE

The Committee Chair, Mr. William Ginther, presented the Finance, Budget and Investment

Committee Report and noted that the Committee heard the following reports and updates:

- o A report from Dr. Meredith Weiss, Vice President for Administration, that included an analysis of the university's facilities and recommendations on proper investments in capital outlay to address deferred maintenance and critical issues on both campuses. Dr. Weiss also reported that a contract has been awarded to Woodland Construction for renovations on the 8th floor of West Hospital;
- o A report from Ms. Karol Kain Gray, Vice President for Finance and Budget, that provided updates on (i) the new procure-to-pay system being developed with Jaggaer, and (ii) the university's debt. Ms. Gray also presented the Treasurer's Report.

Mr. Ginther also reported that the Committee received several informational reports including the Sources and Uses funding for FY18, the Revenue and Expense Quarterly Summary, VCU Intercollegiate Athletics Programs year end report; the VCU Health System and Financial Operations; Capital Projects Update; the Finance, Budget & Investment Committee Dashboards, and, the campaign pledges to date from the Development Office

Mr. Ginther also stated that the Committee had several action items requiring Board approval. He then moved on behalf of the Committee approval of the Resolution for Authorization of Line of Credit for Engineering Research Building. After a second and discussion the Resolution was unanimously adopted.

Mr. Ginther then moved on behalf of the Committee that the Board approve the following architect/engineer and/or project plans:

- i. **A/E Selection D Deck Renovations** – This project consists of the application of a corrosion inhibitor, addition of a traffic bearing membrane and miscellaneous concrete repairs totaling \$4.5 million. Dunbar Milby Pittman and Vaughn is the selected architect for the project.
- ii. **A/E Selection Trani Life Sciences Building Roof Repair and Replacement** - This project will replace the rooftop mechanical system and the roof membrane on the Eugene P. and Lois E. Trani Center for Life Sciences totaling \$6 million. DJG, Inc. is the selected architect for the project. Mr. Ginther noted that the Committee is also recommending in connection with this selection that the university's six-year capital outlay plan also be amended to include this project.
- iii. **A/E Selection West Hospital Department of Transplant Renovation** - This project is to consolidate and modernize facilities to accommodate the School of Medicine's Department of Transplant Surgery on the 8th and 15th floor of West Hospital totaling

\$2.275 million. KOP architect is the selected firm.

- iv. **Project Plans – West Main Street Deck Restorations** - This project consist of repairing spalling concrete, cracks in concrete columns, girders and beams, and replacement of deteriorated expansion joints. Repair of the stairs towers and replacement of the elevators and lighting are also included in this \$5.8 million project with funding from Parking Revenues and University Debt.

After motion being seconded and discussion, the Board approved the amendment to the six-year capital out lay plan and the selection of the architects/engineers and project plans as set forth in the motion.

REPORT FROM THE GOVERNANCE AND COMPENSATION COMMITTEE

The Governance and Compensation Committee Report was provided by the Committee Chair, Mr. John Luke, who reported that the Committee reviewed for approval two university wide policies. First, Dr. Charles Klink reviewed the Revised Policy on Alcohol and Other Drugs with Committee, and noted that additional definitions and a new section regarding accessing support and treatment had been added, and updated resources for assistance. All VCU, VCU Health System Faculty and all students are affected by this policy. The second policy was presented by Dr. Francis Macrina who reviewed the Intellectual Property Policy. This policy has been completely rewritten to clarify the Institution’s stance on Intellectual Property and to better define the types of intellectual property and their handling. In addition this policy will generally have minimal impact on most VCU employees or students, except for those who develop intellectual property.

Mr. Luke then moved on behalf of the Committee that the Board approve the Revised Policy on Alcohol and Other Drugs and the Intellectual Property Policy which can be found in your board books. After the motion being seconded and discussion, the Board unanimously approved the Revised Policy on Alcohol and Other Drugs as well as the Intellectual Property Policy

REPORT FROM UNIVERSITY RESOURCES COMMITTEE

The Committee Chair, Mr. G. Richard Wagoner, Jr., presented the University Resources Committee report and stated that the Committee heard the following reports and updates:

- o Mr. Matthew Conrad, Executive Director of Government Relations, and Ms. Karah Gunther, Executive Director Government Relations and Health Policy, provided the government relations report on the activities and results of the 2018 Session of the General Assembly;
- o Ms. Pamela D. Lepley, Vice President for University Relations provided a summary of communication highlights since the December 2017 meeting.
- o Mr. Jay Davenport, Vice President for Development and Alumni Relations provided a summary of fundraising activities and highlights since December 2017.

REPORT FROM THE NOMINATING COMMITTEE

The Rector excused herself during the report of the Nominating Committee. Dr. Carol Shapiro stated that the nominating committee had met and she moves on behalf of the Committee that Ms. Phoebe Hall be elected to serve as Rector for a second term, commencing July 1, 2018. After the motion being seconded and discussion, the Board voted to elect Ms. Phoebe Hall as Rector for a second term by a vote of 11 in favor with Ms. Hall abstaining from the vote.

CLOSED SESSION

Ms. Hall , moved that the Board of Visitors go into Closed Session pursuant to Sections 2.2-3711(A)(1), (2), (3), (7), (8), (9), (11), and (29) of the Freedom of Information Act, that the Virginia Commonwealth University Board of Visitors go into “Closed Session” for the discussion of personnel matters, more specifically relating to the performance compensation / contract of the President of Virginia Commonwealth University and to various faculty members, and the evaluation of performance of certain departments of Virginia Commonwealth University which will require performance evaluations of specific individuals in those departments;, and relating to a review of faculty appointments and changes in status including tenure; discussion or consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body specifically related to the acquisition of real property; legal advice pertaining to potential litigation and legal advice concerning contractual issues; discussion and consideration of honorary degrees and special awards specifically special awards for Spring Commencement 2018; and for the discussion of gifts and fundraising including named funds and spaces report.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Ms. Hall called the meeting to order. On motion duly made and seconded, the following resolution of certification was approved by a roll call vote:

Resolution of Certification

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

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Ms. Phoebe Hall	X	
Mr. John A. Luke, Jr., Vice	X	
Dr. Carol S. Shapiro, Secretary	X	
Mr. H. Benson Dendy III	X	
Mr. William M. Ginther	X	
Dr. Robert D. Holsworth	X	
Mr. Ed McCoy	X	
Mr. Ron McFarlane	X	
Mr. Keith Parker	X	
Ms. Jacquelyn Stone	X	
Mr. G. Richard Wagoner, Jr.	X	

Mr. Todd Haymore left the meeting during the closed session. All remaining members responding affirmatively, the resolution of certification was unanimously adopted.

On motion made and seconded the Board of Visitors unanimously approved the following (1) the recipient of the BOV Scholarship and the award to the two runners up; (2) the faculty appointments and changes in status and other personnel actions as discussed in closed session; (3) the funds eligible for naming and the funds eligible for naming under \$50,000 as discussed in closed session; and (4) the two real estate items as discussed in closed session.

Mr. Luke then moved that the Board of Visitors authorize the Rector and the Chair of the Governance and Compensation Committee to finalize with the president and the VCUHS Authority the contract language consistent with the contract changes discussed in closed session. After a second the motion was unanimously adopted.

ADJOURNMENT

With no further business to come before the Board, Ms. Phoebe Hall, Rector adjourned the meeting at 4:00 p.m.