

MINUTES OF A REGULAR MEETING OF THE
BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY
May 20, 1994

A regular meeting of the Board of Visitors of Virginia Commonwealth University was held on Friday, May 20, 1994, at 9 a.m. in the University Meeting Center.

Present were Messrs. Whitworth (Rector), Arenstein, Meador, Siegel, Townes and Weinberg; Drs. Berenguer, Dombalis, Holland, Johnson, and Peay; and Mesdames Epps and Vaughan. Mr. Framme, Dr. Gilmer and Ms. Teig were absent. Also present were Drs. Trani, Dewey, Harris, Jones, Rhone and Schexnider; Messrs. Bruegman, Gehring, Ross and Wyeth; and Mesdames Messmer, Perry-Johnson and Price.

Mr. Whitworth called the meeting to order. The President's Report followed:

Dr. Trani introduced Dr. Diane Cook-Tench and nine VCU students. The VCU students recently won the regionals in the American Advertising Federation's World Series of Advertising competition held in Myrtle Beach. This year, universities from Virginia, North Carolina and South Carolina developed advertising plans and creative work for Kodak Corporation. Presentations were made to the head of Kodak World Wide Communications and a panel of professionals from New York, Atlanta and Minneapolis. VCU students will be sent to Houston on June 10, to compete for the national title. The team, members are: Matthew Anderson, Gretchen Carswell, Eric Eisele, Constance Lindholm, Judith Moore, Amy Owen, David Hindelang, Vicky Hindelang and Alanna Jennings.

Mr. H. Stephen Moore, Assistant Vice President for Human Resources, and VCU have won the 1994 Excellence in Human Resource Management Award given by the Southern Region of the College and University Personnel Association

(CUPA). The award was presented to Mr. Moore at the Southern Region meeting on April 20, 1994, in Norfolk, and recognizes the importance of the human resources function within the organizational structure of the institution. Selection criteria for the award focused on how the head of the human resources department demonstrates a style of administrative leadership that generates support of the human resources function from the administration, faculty, and staff and uses innovative approaches to facilitate the development of progressive human resource programs. Innovative and creative approaches have been developed on behalf of the University and VCU's constituents through such programs as Service Awards, Work and Family Resources, and Savings Bonds; training and quality initiatives; and employee relations strategies. Dr. Trani noted that Mr. Moore will be retiring on October 1 after almost 25 years of service to VCU.

Mr. Meador reported for the Academic Policy Committee. A proposal to discontinue the Bachelor of Science in Rehabilitation Services was presented. The Bachelor of Science in Rehabilitation Services is included in the programs cited for "diminution" in Strategic Directive Number 4.a.4. Recent modifications to State certification requirements for rehabilitation counselors state that counselors must hold a Master's degree in Rehabilitation Services. As a result, an undergraduate degree no longer meets the academic and professional needs of students wishing to pursue a career in Rehabilitation Services.

The Reorganization of the School of Community and Public Affairs was presented. Strategic Direction Number 9.d. specifically calls for the School of Community and Public Affairs to be dissolved in the School's current form. Recommendations for the future of the programs housed in the School are contained in several strategic directions. Additionally, the Strategic Plan highlights the importance of fulfilling the University's urban affairs and public policy missions. Provost Harris reviewed the plan for dissolving the School and relocating programs currently housed in the school to other units of the University. Programmatic offerings will be

strengthened and some cost-savings in personnel and reduction of course duplication will result from the restructuring.

The Bylaws of the University Council were presented. Item b. of Section 1. in Article X of the University Council Bylaws of Virginia Commonwealth University calls for a review of the Bylaws at least once every five years. As the last review and revision of the Bylaws occurred on May 1, 1986, President Trani commissioned a University Council Bylaws Revision Committee to review the most recent version of the Bylaws and recommend revisions. The revised Bylaws were approved at the University Council meeting of April 6, 1994. While the review committee's recommendations generally called for new language to reflect current University Council practice, most significant of the changes will be the inclusion of classified staff on the Council and a clearer delineation of the function and responsibilities of the University Council.

The Report on Off-Campus Planning was presented for information. Through off-campus offerings, the University seeks to enhance VCU's visibility in the greater community, serve the continuing education needs of diverse constituencies, and build partnerships with other educational and cultural institutions. Since 1992, off-campus enrollment has increased significantly. Through the continued and combined efforts of the Division of Continuing Studies and Public Service and the academic programs, the number and variety of offerings have increased dramatically. Many new initiatives for the 1994-95 academic year are planned.

The Report on Grants, Contracts, and Intellectual Properties was presented for information. The 1994 report on Sponsored Programs Awards Received by Faculty of Virginia Commonwealth University reflects activity

well above the national average. However, Dr. Dewey noted the national decline in research funded grants by the federal government.

Mr. Arenstein reported for the Advancement Committee. Communication with various community organizations continues. At the April 26 meeting of the Community Advisory Board, issues relating to parking, the Convocation/Recreation Center, athletic and student activities, and the proposed sites of the School of Engineering were discussed. Negotiations were responsive to both the needs of the community and the expansion issues of the University. Two members of the Carver Community will serve on the Building Committee of the Convocation/Recreation Center. The plans for the State Library are pending the approval of the Virginia Public Buildings Board. A luncheon will be scheduled for the outgoing and the new Richmond City Council as the University continues to strengthen ties with the local city government.

Dr. Peay reported for the Finance and Investment Committee. The Quarterly Budget Report ending March 31, 1994, was presented. Revenues continue to be lower than expected due to lower full-time equivalent enrollments. A tuition revenue shortfall of 3%, or \$1.9 million, is projected. Contingency funds have been set aside to cover the loss of revenue. The budget is expected to end the fiscal year in balance.

Dr. Johnson reported for the Health Affairs Committee. The Hospital Finances were presented for information. For the nine month period ending March 31, 1994, there is an excess from operations of \$14.2 million compared to a revised budget of \$14.6 million. Non-operating income increases the total excess revenue over expense to \$15.3 million, compared to a budget of \$15.7 million.

The Value Improvement Study contract was presented for information. The Hospitals have contracted with Mercer Management Consulting to provide the Phase I analysis of the initiative. The start date of the engagement was April 25, 1994, and the completion is scheduled for July 22, 1994. Total fees will not exceed \$630,000 for Phase I. Options to engage for Phases 2, 3 and 4 have been negotiated and will be subject to review at the end of Phase I.

The Medical Records Coding contract was presented for information. The Hospitals has contracted with LexiCode Corporation to provide the full range of services (abstracting and coding) to ensure the requirements of the Medical Records department are fulfilled. The coding firm will replace existing in-house medical records coding resources. By ensuring consistent productivity, medical records will be coded within 72 hours of the patient's discharge, which will allow for timely billing and translates to a multi-million dollar improvement to the accounts receivable status. Total commitment to the firm during the one year contract period shall not exceed \$374,000. The contract has four one-year renewal options.

The contract for Liquid Oxygen was presented for information. The Hospitals has entered into a five year contract with Air Products and Chemicals for \$697,800 for the purchase of liquid oxygen and includes installation and maintenance of contractor-owned bulk liquid oxygen storage equipment.

Mr. Townes reported for the Property Committee. The following leases were presented: 401 East Main Street; 301 West Franklin Street; and 700-32 West Broad Street and 701-27 West Marshall Street. The following Architect/Engineer Selections were presented: Architectural Guidelines: Dewberry & Davis; Life, Health and Code Renovations: Systech Group;

Open-End Contract: 19 architectural firms and 18 engineering firms; State Library Building: Einhorn Yaffee Prescott; MCV Campus Visitors' Parking Deck Repairs, Phase II: Rawlings Wilson & Associates; Convocation and Recreation Center: Marcellus Wright Cox & Smith; Academic Campus Parking Deck II: Glave Newman Anderson; and MCV Hospitals' Renovations to the Emergency Room/Radiology Department: Wisnewski Blair and Associates.

Mr. Arenstein reported for the Student Affairs Committee. The Report on University Counseling Services was presented for information. One of the most active programs in the Division of Student Affairs as a training and service center, Counseling Services has responded well to the changing nature of problems for which students seek counseling. There also has been a greater emphasis on utilizing an interdisciplinary approach in an effort to serve better the changing needs of student clients. The service is used heavily by students. Additional staffing could be utilized, but the program is running well with the inclusion of interns.

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

Board of Visitors

Minutes of a Meeting held March 17, 1994

Minutes of a Special Meeting held April 22, 1994

Academic Policy Committee

Minutes of a Meeting held March 16, 1994

Discontinuation of Program: Bachelor of Science in
Rehabilitation Services

Request for Name Change - From Ph.D. Program
in Social Policy and Social Work to Ph.D. Program
in Social Work, School of Social Work

Reorganization of School of Community and Public
Affairs

Bylaws of the University Council

Advancement Committee

Minutes of a Meeting held March 16, 1994

Audit Committee

Minutes of a Meeting held March 17, 1994

Finance and Investment Committee

Minutes of a Meeting held March 16, 1994
 Health Affairs Committee
 Minutes of a Special Meeting held March 16, 1994
 Minutes of a Meeting held March 16, 1994
 Presidential Evaluation Committee
 Minutes of a Meeting held April 21, 1994
 Property Committee
 Minutes of a Meeting held March 16, 1994
 Lease of Space at 401 East Main Street
 Lease of Space of 301 West Franklin Street
 Lease of Space at 700-32 West Broad Street
 and 701-27 West Marshall Street
 Architect Selection for Architectural Guidelines
 Architect Selection for Life, Health and Code
 Renovations
 Architect/Engineer Selection for Open-End
 Contract
 Architect Selection for State Library Building
 Architect Selection for MCV Campus Visitors'
 Parking Deck Repairs, Phase II
 Architect Selection for Convocation and Recreation
 Center
 Architect Selection for Academic Campus Parking
 Deck II
 Architect Selection for MCV Hospital Renovations -
 Emergency Room/Radiology Department
 Student Affairs Committee
 Minutes of a Meeting held March 16, 1994

On motion made and seconded, the items from the Consent
 Agenda - Information were approved.

A Resolution Authorizing Certain University Officers and
 Employees to Execute Contracts and other Documents was present-
 ed. On motion made and seconded, the Resolution was approved.

The Sexual Misconduct Policy was presented. The Student Af-
 fairs Committee recommended to the Board the approval of the pro-
 posed policy with the deletion of the wording "including inabilities
 induced by alcohol or other drugs" - the last eight words of the
 first paragraph under "Definition." The Committee agreed that
 examples of mental or physical ability were not necessary in the
 policy but should be discussed in the educational training programs.

On motion made and seconded, the Sexual Misconduct Policy was approved.

Mr. Whitworth appointed the Board Nominating Committee for the Rector. Mr. Arenstein was asked to serve as Chair with Messrs. Meador and Townes serving as members.

On motion made and seconded, Mr. Clarence L. Townes was appointed to serve on the VCU Real Estate Foundation Board.

On motion made and seconded, the Board convened into executive session to discuss certain personnel matters involving the performance of identifiable employees or faculty of VCU, and to discuss the evaluation of performance of departments or schools of VCU where such matters regarding such individuals might be affected by such evaluation including the Report of the Presidential Evaluation Committee, the Faculty Appointments and Changes in Status and Other Personnel Actions, Full and Consultative Hospital Privileges, the JCAHO Accreditation Report and the Reappointment of Medical Staff, Continuing Faculty Salaries, Executive Salaries, Proposed Faculty Compensation Plan, Proposed School of Dentistry Private Practice Scale, Resolution on Faculty Salaries for the School of Medicine and Basic Health Sciences, Promotion and Tenure Recommendations, and to discuss the condition, acquisition and use of real property for public purpose, or of the disposition of publicly held property, or of plans for the future of a state institution of higher education which could affect the value of property owned or desirable for ownership by such institution including the Transfer of Property from the VCU Foundation to the VCU Real Estate Foundation, the summary of transactions for the Virginia Biotechnology Research

Park, Phase One, and to discuss the investing of public funds including a Report by Investment Managers on Annual Performance, and to discuss legal matters and probable litigation with its attorney relating to the aforementioned Audit Reports as may be necessary and a discussion and/or consideration of contractual or other legal relationships involving MCV Hospitals, and to discuss matters relating to gifts, bequests, and fundraising activities including the Development Report with a review of a top prospect list and the approval of the Named Funds Report as authorized by Section 2.1-344 (a)1, (a)3, a(6), a(7) and a(8) of the Virginia Freedom of Information Act.

Following executive 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 executive session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the executive 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>
Mr. F. Dixon Whitworth, Jr., Rector	X	
Mr. Richard A. Arenstein	X	
Dr. Thomas J. Berenguer	X	
Rev. Constantine N. Dombalis	X	
Mrs. Rozanne G. Epps	X	
Mr. Lawrence W. Framme, III	Absent	
Dr. Robert D. Gilmer	Absent	
Dr. William E. Holland	X	
Dr. Harry I. Johnson, Jr.	X	
Mr. Richard L. Meador	X	
Dr. Clifton L. Peay	X	
Mr. Stuart C. Siegel	X	
Ms. Eva S. Teig	Absent	
Mr. Clarence L. Townes, Jr.	X	
Ms. Sandra Adair Vaughan	X	
Mr. Jay M. Weinberg	X	

VOTE:

AYES: 13

Nays: 0

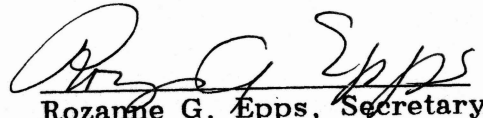
ABSENT DURING MEETING: 3

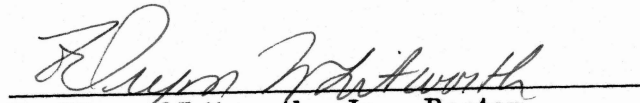
ABSENT DURING VOTING: 3

On motion made and seconded, the Board accepted the Report of the President; approved Executive Salaries; accepted the Report of the Presidential Evaluation Committee; approved the Faculty Appointments and Changes in Status and other Personnel Actions including addendum items, the Full and Consultative Hospital Privileges, the Continuing Faculty Salaries, the Proposed Faculty Compensation Plan, the Proposed School of Dentistry Private Practice Scale; adopted the Resolution Regarding Faculty Salaries for the School of Medicine and Basic Health Sciences; approved the Named Funds Report; accepted the Promotion and Tenure Recommendations; approved the transfer of property from the VCU Foundation to the VCU Real Estate Foundation; accepted the JCAHO Accreditation Report; accepted the Report of the General Counsel; accepted the report of the Audit Committee regarding the meeting held May 20, 1994; accepted the Executive Committee Reports; approved the appointments of Joyce W. Dodd, Sue Ann Messmer and James M. Alessio; and approved the Virginia Biotechnology Research Park Transactions authorizing the President to negotiate, execute and deliver the necessary legal documents so long as these transactions are carried out in accordance with the terms presented.

Mr. Whitworth appointed the following individuals to serve on a Special Advisory Committee for the Board of Visitors: Drs. Berenguer, Johnson and Peay; Messrs. Weinberg and Whitworth; and Ms. Teig.

The meeting was adjourned at 12:45 p.m.


Rozamie G. Epps, Secretary


F. Dixon Whitworth, Jr., Rector