

**MINUTES OF A SPECIAL MEETING OF THE
BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY
July 25, 1996**

A Special Meeting of the Board of Visitors of Virginia Commonwealth University was held on Thursday, July 25, 1996, at 9 a.m. in the University Meeting Center.

Present were Messrs. Siegel (Rector), DeRusha, Flippen, Marcus, Markel, Rigsby, Smith, Townes and Weinberg; Drs. Perkinson, Smith, Vaughan and White; and Mrs. Powell. Ms. Vaughan and Dr. Wootton were absent. Also present were Drs. Trani, Dewey, Harris, Jones, Kennedy, Kontos, Rhone, Toscan and Wnek; Messrs. Bunce, Fischer, Gehring, Hekman, Ross, Timmreck and Wyeth; and Mesdames Balmer, Burnside, Chinnici, Harber and Messmer. Mr. Fred Cox from Marcellus Wright Cox & Smith Architects, PC was also present.

Mr. Siegel called the meeting to order and introduced members of the press. Mr. Siegel welcomed the new Board members. Present were Dr. Perkinson and Messrs. Marcus, Rigsby and Smith.

The report of the President followed:

The President presented an update on Student Enrollment. The highlights are:

Over the past 10 years, enrollment at VCU has increased nine percent. There were 19,641 students enrolled in Fall 1986 and 21,349 students enrolled in Fall 1995, an increase of 1,708.

VCU is anticipating approximately 22,035 students for Fall 1996, the first overall enrollment increase in four years.

After a steady decline in the size of the freshman class in the late 1980s, the size of the incoming Fall 1996 freshman class is expected to increase for the fifth year in a row. After modest increases over the last three years, the Fall 1996 freshman class size is expected to increase by 200 students to approximately 1,896 students, making the freshman class the largest since Fall 1987.

After declines among on-campus undergraduate enrollments in the early 1990s due largely to smaller freshman classes from the previous years, enrollments are anticipated to increase for Fall 1996 and continue to increase through the remainder of the decade and into the next decade. Larger freshman classes and enhanced efforts to increase undergraduate retention are expected to increase the level of undergraduate enrollments in the future.

On-campus graduate students enrollments have increased from 2,843 students in the fall 1986 to 3,649 students in Fall 1995, an increase of 806 students, or 28 percent.

While on-campus special graduate students (non-degree seeking) have remained fairly constant at 825 students, special undergraduate student enrollments have declined steadily for eight years. Over ten years, special undergraduate enrollments decreased from 2,674 in Fall 1986 to 1,749 students in Fall 1995, a decline of 925 students (35 percent). Rising tuition has been a major factor in the decline, as have diminishing corporate and agency tuition reimbursements for employees. Competition from other universities and training programs has also been another factor in the decrease in special undergraduates.

Off-campus enrollments have increased from 945 students in the Fall 1986 to 1,663 students in Fall 1995, a 76 percent increase.

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

Resolution - Transfer of General Obligation Bond Funds from Tompkins-McCaw to West Hospital:

WHEREAS Chapters 894 and 896 of the 1992 Virginia Acts of Assembly (the "Act") authorize the issuance of general obligation bonds pursuant to Section 9(b) of Article X of the Constitution of Virginia (the "Bonds"), which Act became effective upon an affirmative vote of a majority of voters thereon November 3, 1992; and

WHEREAS Section 2 of the Act provides that the proceeds of the Bonds shall be used for certain projects for Virginia Commonwealth University, including projects entitled "Improvements: Tompkins-McCaw Library Addition (14775)" in the amount of \$1,592,900 and "Improvements: West Hospital Renovations (14034)" in the amount of \$2,457,700; and

WHEREAS the project budget for the West Hospital Renovations project is insufficient for the anticipated scope of improvements and the Tompkins-McCaw Library Addition project has been delayed pending occupancy of the Old State Library and Archives Building; and

WHEREAS Section 2 of the Act permits the governing board of an institution to request that the Governor or his designee increase or decrease allocation to any capital project for such institution, within the total amount allocated for such institution; and

WHEREAS Executive Order Number Sixty (92), executed by the Governor December 21, 1992, delegates to the Director of the Department of Planning and Budget the powers and duties conferred to the Governor pursuant to Sections 2 and 9 of the Acts;

NOW, THEREFORE, BE IT RESOLVED by the Board of Visitors of Virginia Commonwealth University that the President of the University is empowered to request the Director of the Department of Planning and Budget to transfer the remaining general obligation bond allocation, totaling \$1,553,104, from the Tompkins-McCaw Library Addition project (14775) to the West Hospital Renovations project (14034), pursuant to Section 2 of the Act.

Resolution - For the Conveyance of Real Estate by Virginia Commonwealth University to the Virginia Commonwealth University School of Engineering Foundation

WHEREAS, the Board of Visitors of Virginia Commonwealth University (the "University") recognizes the multiple benefits accruing to the Commonwealth of Virginia and to the University resulting from the establishment of the Virginia Commonwealth University School of Engineering (the "Project") and desires to facilitate the construction of the Project on the Academic Campus of the University on the block in the City of Richmond bounded on the north by West Main Street, on the South by West Cary Street, on the east by South Belvidere Street and on the west by South Pine Street (the "Site"); and

WHEREAS, the University owns the majority of the northern half of the Site (designated as 601-621 West Main Street and 1-9 South Pine Street), and a portion of the southern half of the Site (designated as 11-15 South Pine Street) (collectively, the "VCU Parcel"); and

WHEREAS, the Virginia Commonwealth University Real Estate Foundation (the "Real Estate Foundation") owns the majority of the southern half of the Site (designated as 600-620 West Cary Street, 10-14 South Belvidere Street and 17-29 South Pine Street); and

WHEREAS, in order to expedite the construction of the Project, the 1996 General Assembly authorized the University to enter into a written agreement with the Virginia Commonwealth University School of Engineering Foundation (the "Engineering Foundation") to design, construct and finance the Project; and

WHEREAS, the Engineering Foundation is willing to undertake the responsibility for the construction of the Project and, in conjunction therewith, to assume responsibility for all construction costs and debt issuances expenses in excess of the proceeds of a \$23,890,000 general revenue pledge bond issue (the "Series 1996 Bonds") to be undertaken by the University to finance the Project plus the costs for the "clean room" paid by the Commonwealth and, in that context, to reimburse the University for debt service on the Series 1996 Bonds issued to finance the Project; and

WHEREAS, in order to take advantage of the benefits offered by having the Engineering Foundation serve as developer of the Project, including the expedited construction advantages and assumption of the obligations to pay both construction costs and debt service on the Series 1996 Bonds, the Board of Visitors of the University desires to transfer the VCU Parcel to the Engineering Foundation; and

WHEREAS, the Real Estate Foundation similarly is prepared to transfer title to the remainder of the Site owned by the Real Estate Foundation to the Engineering Foundation.

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Board of Visitors of the University that the University is hereby authorized and directed, when and as approved by the President, to:

- (a) Transfer and convey the VCU Parcel to the Engineering Foundation (upon receipt of the Governor's approval) and upon the completion of the Project, lease the entire Project from the Engineering Foundation pursuant to terms to be agreed by the President; and
- (b) Enter into a project development and financing agreement to provide the Engineering Foundation with the responsibility for construction of the Project and requiring the Engineering Foundation to pay both debt service and cost overruns for the Project and to provide for the use of the Project as the VCU School of Engineering; and

BE IT FURTHER RESOLVED, that the President of the University is hereby authorized and empowered to: (a) seek approval from the Governor of the Commonwealth of Virginia for the transfer to the Engineering Foundation of the portion of the Site owned by the University, and (b) execute all contracts, agreements, deeds, bills of sale, leases, affidavits, certificates and settlement documents that the President (upon the advice of counsel) deems appropriate in order to consummate the transactions authorized by this resolution; and

BE IT FURTHER RESOLVED, that the University hereby concurs with the decision of the Board of Directors of the Real Estate Foundation to sell and transfer the portions of the Site owned by the Real Estate Foundation to the Engineering Foundation.

Also approved was the Request for Proposals for a Human Resources Information System for MCVH

The Master Site Plan was presented. Through the Master Site Plan process, Virginia Commonwealth University has articulated solutions linking planning visions of the City of Richmond and the Commonwealth along the Broad Street Corridor.

The primary goal of the 1996 Master Site Plan has been to clearly capture and project the essence of the University in terms of the strategic program and physical development. The vision reflects the future academic direction of the institution. On motion made and seconded, the following Resolution on the Master Site Plan was approved:

WHEREAS agencies and instrumentalities of the Commonwealth of Virginia are required to submit to the Commonwealth's Division of Engineering and Buildings of the Department of General Services, for its approval, a Master Site Plan for its current and future land use; and

WHEREAS Virginia Commonwealth University recently has concluded a review and update of its Master Site Plan for the Academic and Medical College of Vir-

ginia campuses of Virginia Commonwealth University, identified as the 1996 Master Site Plan; and

WHEREAS the 1996 Master Site Plan has been presented to and reviewed by the Board of Visitors of Virginia Commonwealth University; and

WHEREAS the Board of Visitors of Virginia Commonwealth University find the 1996 Master Site Plan to be acceptable;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Visitors of Virginia Commonwealth University that the 1996 Master Site Plan for Virginia Commonwealth University is hereby adopted and approved for submission to the Commonwealth's Division of Engineering and Buildings of the Department of General Services.

Mr. Siegel reported for the Board Nominating Committee for Officers and the Executive Committee consisting of Messrs. Siegel, DeRusha, Flippen and Dr. Smith. The Committee recommended the following slate: Jay M. Weinberg, Vice Rector; Edward L. Flippen, Secretary; and Diane Linen Powell and Clarence L. Townes as members-at-large. On motion made and seconded, the slate of officers were elected.

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 as authorized by Section 2.1-344 a(1) 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. Stuart C. Siegel, Rector	X	
Mr. William C. DeRusha	X	
Mr. Edward L. Flippen	X	
Mr. M. Boyd Marcus, Jr.	X	
Mr. Steven A. Markel	X	
Dr. W. Baxter Perkinson, Jr.	X	
Ms. Diane Linen Powell	X	
Mr. Robert E. Rigsby	X	
Dr. Lindley T. Smith	X	
Mr. Ted L. Smith	X	
Mr. Clarence L. Townes, Jr.	X	
Dr. David A. Vaughan	X	
Ms. Sandra M. Adair Vaughan	Absent	
Mr. Jay M. Weinberg	X	
Dr. H. George White, Jr.	X	
Dr. Percy Wootton	Absent	


Vote:

Ayes: 14
Nays: 0

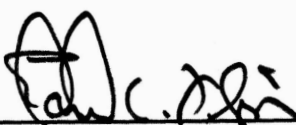
ABSENT DURING MEETING: 2
ABSENT DURING VOTING: 2

On motion made and seconded, the Board approved the Faculty Appointments and Changes in Status and other Personnel Actions as amended, the Medical Staff Appointments and the Legal Issues involving the Affiliation Agreement between the MCVH Authority and VCU.

The meeting was adjourned at 12 noon.



Stuart C. Siegel, Rector



Edward L. Flippen, Secretary