

On motion made and seconded, the Board accepted the Consent Agenda information items.

On motion made and seconded, the following Resolution was approved:

**AUTHORIZING CERTAIN UNIVERSITY OFFICERS AND EMPLOYEES TO EXECUTE CONTRACTS AND OTHER DOCUMENTS**

**WHEREAS**, the Board of Visitors of Virginia Commonwealth University, has, by prior resolution and action, granted authority to certain Virginia Commonwealth University officers and employees to execute contracts and other documents on behalf of the Board of Visitors of Virginia Commonwealth University; and,

**WHEREAS**, the Board now desires to amend and modify such prior authorization in certain respects;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Visitors of Virginia Commonwealth University as follows:

A. The following University officers and employees, including persons who may hold identified offices or positions on an interim or acting basis, shall have the authority to sign or execute any and all contracts and other documents in the name of and on behalf of the University without the necessity of prior approval of the Board of Visitors except as specified in this resolution:

1. President
2. Vice President for Finance and Administration
3. Assistant Vice President for Business Services and  
Treasurer
4. Associate Vice President for Finance and Administration

B. Execution of the following types of contracts and documents shall require the prior approval of the Board of Visitors or an appropriate committee thereof:

1. All contracts for the acquisition or the sale or conveyance (including the conveyance of leasehold interests and easements) of real estate, regardless of amount.
2. All joint venture agreements between the University (including Medical College of Virginia Hospitals) and any other entity.
3. All contracts for the lease of real estate which have an annual cost of \$250,000 or greater or which are of a term of five (5) years or greater.

C. Acquisition of Goods or Services. The execution of contracts for goods (including equipment) or services shall not require the prior approval of the Board of Visitors or a committee thereof. However, the decision to pursue the acquisition of goods or services shall require the prior approval of the Board of Visitors, or an appropriate committee thereof, when the projected or actual cost of such goods or services is \$1,000,000 or more. All contracts for goods or services will be reported to the Board of Visitors, or an appropriate committee thereof, for information when the cost is \$500,000 or more.

D. Capital Outlay Projects. Approval of the Board of Visitors, or an appropriate committee thereof, shall be required prior to the initiation of any capital outlay project having a total projected or actual cost of \$1,000,000 or change order having a total projected or actual cost of \$500,000 or greater. Such prior approval shall be required for the selection of architects, engineers and consultants; plans and/or specifications (including specifications for equipment and furnishings) for projects having a project cost of \$1,000,000 or more. All contracts executed for capital outlay projects will be reported to the Board of Visitors, or an appropriate committee thereof, for information when the cost is between \$500,000 and \$999,999. The selection of architects, engineers and consultants; plans and/or specifications (including specifications for equipment and furnishings) will be reported to the Board of Visitors when the cost of the project is between \$500,000 and \$999,999.

E. The President of the University, or his designee, shall determine to which committee of the Board of Visitors a contract, document or other action shall be referred for approval or notification. Such determination shall be consistent with the role of the respective Board of Visitors' committees as reflected in the Bylaws of the Board of Visitors. Certain contracts, documents or actions may be referred to more than one committee where there exist overlapping committee responsibilities.

F. Emergencies. In the event a bona fide emergency arises which requires action by the Board of Visitors prior to its next regularly-scheduled meeting, the chairperson of the appropriate Board committee, with the concurrence of the Rector, may either call a special meeting of the committee, or in the alternative, may act on behalf of the committee to make a recommendation to the Rector, who in turn may elect to act on behalf of the Board. Any such action by the Rector shall be reported at the next meeting of the Board.

G. Assistant Vice President for Business Services and Treasurer and Director of Treasury Services. The Assistant Vice President for Business Services and Treasurer and the Director of Treasury Services, or either of them, are hereby authorized, in furtherance of the proper business and financial affairs of the University, to sign and execute checks, drafts, and other such documents and orders as may be necessary to facilitate the payment of monies from any

and all accounts, funds or other similar sources owned, controlled, maintained by or entrusted to Virginia Commonwealth University, and to transfer, endorse, sell, assign, set over and deliver any and all shares of stocks, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidences of indebtedness or other securities now or hereafter standing in the name of or owned by Virginia Commonwealth University and to make, execute and deliver any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

H. The Provost and Vice President for Academic Affairs and the Vice President for Health Sciences (or their designees). The Provost and Vice President for Academic Affairs (or his designee) shall have the Authority to execute agreements pertaining to (1) the application for and the award of grants and contracts to the University for research, development, training and public service; (2) the award of grants and other monies to other institutions for research, development, training and public service; (3) patents and other intellectual properties; (4) clinical affiliation agreements for or on behalf of the Academic Campus of the University; and (5) the award of any other monies to Virginia Commonwealth University from outside sources, all without the necessity of prior approval of the Board of Visitors or any committee thereof. The Vice President for Health Sciences (or his designee) shall have the authority to execute managed care contracts, clinical affiliation agreements or contracts or agreements between state or local agencies for or on behalf of the Health Sciences Campus and MCV Hospitals without the necessity of prior approval of the Board of Visitors or any committee thereof. The Vice President for Health Sciences shall have the authority to execute any joint venture agreements, which have been approved by the Board of Visitors and the President, between the University or the Medical College of Virginia Hospitals and any other entity. Any contract executed by either the Vice President for Health Sciences (or his designee) or by the Provost and Vice President for Academic Affairs (or his designee) having a total or projected cost of \$500,000 or greater shall be reported to the appropriate committee of the Board of Visitors for information.

I. The Vice President for Research (or his designee). The Vice President for Research (or his designee) shall have the authority to execute agreements pertaining to (1) the application for and award of grants and contracts to the University for research, development, training and public service; (2) the award of grants and other monies to other institutions for research, development, training and public service; and (3) patents and other intellectual properties.

J. Delegation. The President is hereby authorized to delegate to other University or Hospital employees any or all of his authority to execute any documents provided that:

1. each delegation shall be in writing and shall be to a named individual, and

2. each delegation shall specify the type or types of documents which may be executed pursuant to said delegation, including any applicable dollar limitation.

K. Rescission of Previous Resolutions. All previous resolutions authorizing University officials or employees to execute documents in the name and on behalf of the University are hereby rescinded. Such rescission shall in no way affect the validity of any documents signed under the authority of any such previous resolution.

Dr. Perkinson appointed Dr. Lindley Smith and Dr. David Wilkerson to serve on the University Health Services, Inc., Board of Directors.

Updates on the VCU Health System and OPRR were presented for information.

On motion made and seconded, the Board convened into closed session to discuss certain personnel matters and matters relating to the performance of identifiable employees and faculty of VCU and to discuss the performance of departments or schools of VCU where such matters regarding such individuals might be affected by such evaluations, including issues related to the President in his official capacity and including the Faculty Appointments and Changes in Status and other Personnel Actions; and to consult with legal counsel pertaining to actual and probable litigation, and other specific legal matters requiring the provision of legal advice by counsel, including the Report of the General Counsel; to discuss matters relating to gifts, bequests, and fundraising activities, including the approval of the Named Funds Report and Facility Naming Recommendations, and an update on the development activities; and to discuss matters relating to honorary degrees and special awards, including the Report of the



Special Awards Committee, as authorized by Section 2.1-344 a(1), 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. W. Baxter Perkinson, Jr. Acting Rector	X	
Mr. Ralph L. "Bill" Axselle, Jr.	Left before voting	
Ms. Yvonne E. R. Benner	X	
Mr. Edward L. Flippen	X	
Mr. Timothy L. Gresham	X	
Dr. Stephen P. Long	X	
Mr. Steven A. Markel	X	
Ms. Angela Miles	X	
Mr. Monty W. Plymale	X	
Mr. Harold Y. Pyon	X	
Mr. Robert E. Rigsby	X	
Dr. Lindley T. Smith	X	
Mr. Ted L. Smith	Absent	
Mr. Clarence L. Townes, Jr.	X	
Mr. Jay M. Weinberg	X	
Dr. Percy Wootton	X	

Vote:

Ayes: 15  
Nays: 0

ABSENT DURING MEETING: 1  
ABSENT DURING VOTING: 2

On motion made and seconded, the Board approved the Faculty Ap-  
pointments and Changes in Status and other personnel actions as amended; ap-

proved the Named Funds Report and Facility Naming Recommendations with Dr. Long abstaining; approved the Board of Visitors' Award selection; accepted the closed session Committee reports; and accepted the Report of the General Counsel.

Dr. Perkinson reported for the Nominating Committee for Rector and other officers and Executive Committee members including a resolution concerning the Suspension of the Board Bylaws. On motion made and seconded, the Board approved the following Resolution as amended:

Because of the vacancies created by the non-reappointment of the Rector and other members of the Executive Committee of the Board of Visitors at Virginia Commonwealth University, it has become necessary for the Board to elect a Rector and two members of the Executive Committee.

According to Section 8.02 of the Board of Visitors' By-laws, **Suspension**, the Board may, by two-thirds vote, suspend any of the provisions of the Bylaws at any regular or special meeting of the Board. The Nominating Committee recommends that the By-laws be suspended in certain respects in order to address the election process needed at this time.

Specifically, the Nominating Committee recommends that since the Board is holding a special election to fill the positions of Rector and the two at-large positions on the Executive Committee, that it not hold another election for a new Rector at the Board's May meeting. Additionally, the Nominating Committee recommends that the Board not hold another election for a new Vice-Rector or Secretary and the at-large members of the Executive Committee at the August 2000 meeting of the Board of Visitors.

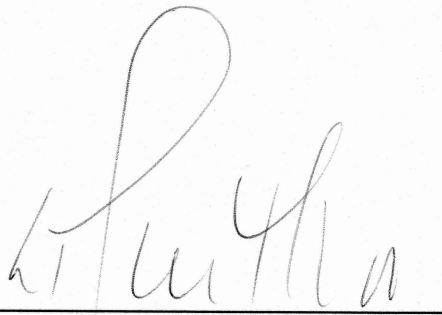
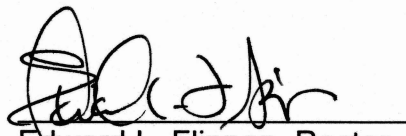
Therefore, the Nominating Committee recommends that the relevant provisions of the By-laws, including Sections 3.01(a), 3.04, 4.02(a), 4.03(a) and 4.04(a), be suspended to allow the election and/or re-election of the new officers and members of the Executive Committee, the election to be effective February 10, 2000, and that the elected officers and members of the Executive Committee remain in office until the next election for the position of Rector in May 2001, with the next election for the remaining officers and at-large members of the Executive Committee to be held in August 2001.

At this time, the Nominating Committee presents the following slate of officers and members of the Executive Committee for election and/or re-election.

Rector: Mr. Edward L. Flippen  
Vice Rector: Dr. W. Baxter Perkinson, Jr.  
Secretary: Dr. Lindley T. Smith  
At-Large: Mr. Steven A. Markel  
At-Large: Mr. Jay M. Weinberg

This process will allow for an orderly and cohesive transition for the Board and its leadership.

The meeting was adjourned at 11:45 a.m.

  
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Lindley T. Smith, Secretary  
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Edward L. Flippen, Rector