



VIRGINIA COMMONWEALTH UNIVERSITY

Virginia Commonwealth University

Governance and Compensation Committee of the Board of Visitors
Minutes

Date: May 8, 2015
Time: 9:20 a.m. – 10:50 a.m.
Location: Student Commons, Richmond Salons IV, 907 Floyd Avenue, Richmond,
VA

Present: Mr. William A. Royall, Jr., Vice Rector, Chair
Mr. Thomas W. Farrell II, Vice-Chair
Mr. John A. Luke, Jr.
Mr. William Ginther, Rector
Ms. Madelyn Wessel
Dr. Michael Rao
Staff from VCU and VCUHS

Not available: Mr. Alexander B. McMurtrie, Jr.
Dr. John W. Snow
Ms. Colette W. McEachin

The following items were presented for information and after general discussion follow-up requests were made:

- Proposed policy changes, (Presidential Evaluation Policy) timelines was discussed by Dr. Allison and consultants from Sullivan and Cotter, Lauren Lennartz and Warren Kerper.
- **Board policies review** was discussed by Mr. Bunce with a focus on a discussion on strategic afflictions/relationships.
- **Updates:**
 - Mr. Royall gave a brief update about the **Council of Chairs**.
 - Mr. Conrad provided an update from **Government Relations** highlighting State Legislative Updates and Key Visits with Legislators/Events.

The meeting was called to order at 9:47 a.m. when a quorum was established and, on motion made and seconded, the Governance and Compensation Committee approved the **minutes from a meeting held on February 12, 2015**.

On motion made and seconded, the changes to the **BOV bylaws** were approved to reflect that the Governance and Compensation Committee will serve in the role that has historically been handled by the Presidential Evaluation and Compensation Committee.

On motion made and seconded, the revised committee dashboard, calendar and charter were approved.

On motion made and seconded, the Governance and Compensation Committee convened into closed 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 evaluation will necessarily involve discussion of the performance of specific individuals, as authorized by Section 2.2-3711 A(1) of the Virginia Freedom of Information Act.

Following closed session, on motion made and seconded, the following Resolution was approved by acknowledgement of agreement with resolution of certification with a show of hands, all members were in agreement.

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, (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 Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. William A. Royall, Jr. Chair and Vice Rector	X	
Mr. Thomas Farrell, Vice Chair	X	
Mr. Alexander McMurtrie	absent	
Mr. John Luke	X	
Dr. John Snow	absent	
Ms. Colette McEachin	absent	
Mr. William M. Ginther, Rector	X	

Vote:
Ayes: 4
Nays: 0

ABSENT DURING MEETING: 3
ABSENT DURING VOTING: 3

The meeting was adjourned at 10:08 a.m.