



**BOARD OF VISITORS
ORIENTATION AND RETREAT
9:00 P.M.
AUGUST 17, 2017
LARRICK STUDENT CENTER
COURT END BALLROOM
900 TURPIN STREET
RICHMOND, VIRGINIA**

MINUTES

BOARD MEMBERS PRESENT

Ms. Phoebe P. Hall, Rector
Mr. John A. Luke Jr., Rector,
Dr. Carol Shapiro, Secretary
Mr. H. Benson Dendy III
Mr. William M. Ginther
Dr. Robert Holsworth
Mr. Edward L. McCoy
Ms. Colette W. McEachin
Mr. Ronald McFarlane
Reverend Tyrone E. Nelson (*left meeting at 1:32 p.m.*)
Mr. Keith Parker
Ms. Jacquelyn Stone
Dr. Shantaram Talegaonkar
Mr. G. Richard Wagoner, Jr.
Mr. Steve L. Worley

BOARD MEMBERS ABSENT

Mr. Alexander B. McMurtrie, Jr.

OTHERS PRESENT

President Michael Rao
Mr. Jacob Belue, Esq., *Interim University Counsel*
Mr. William Cole, *Executive Director of Audit and Compliance Services*
Ms. Stephanie Hamlett, Esq., *effective 9/5/2017 University Counsel*
Ms. Michele N. Schumacher, J.D., *Board Liaison*
VCU Staff

CALL TO ORDER AND WELCOME

Ms. Phoebe P. Hall, Rector called the meeting to order at 9:00 a.m. in the Larrick Student Center,

Court End Ballroom, 900 Turpin Street, Richmond, Virginia. Ms. Hall and Dr. Michael Rao provided brief welcome comments.

WHAT IT MEANS TO BE A MEMBER OF THE VIRGINIA COMMONWEALTH UNIVERSITY'S (VCU) BOARD OF VISITORS

Ms. Hall provided an overview of what it means to be a member of the Board of Visitors of Virginia Commonwealth University (VCU), a leading, urban, public research university. She noted that VCU educates more undergraduate Virginia students than Virginia Tech, University of Virginia, or the College of William and Mary. She then highlighted some of the accomplishments of VCU over the last several years that affected not only students, but also the community at large.

HELPFUL TOOLS AND TIPS FOR EFFECTIVE BOARD MEMBERSHIP

Ms. Michele N. Schumacher, Board Liaison stated that after researching various board portal providers the university has decided to switch from using Boardvantage to BoardEffect. She noted that BoardEffect is the same system currently in use by the Virginia Commonwealth Health Systems Authority Board of Directors and the MCV Foundation, as well as, the VCU Alumni Association. Mr. Christopher Pender, Client Care Advocate with BoardEffect, then provided training on the use of BoardEffect via a webinar.

Ms. Schumacher then reviewed a new Board Manual with the Board noting that all the information contained within the manual is public information, but that the manual simply places it all in one place for Board members.

Mr. Jacob Belue, Interim University Counsel, and Ms. Stephanie Hamlett, University Counsel effective September 5, 2017, gave a presentation on duties of members of the Board of Visitors; legal issues and responsibilities of Board members; and the role of University Counsel at VCU. The presentation also included a section on the Virginia Freedom of Information Act (FOIA) that reviewed what every Board member must know about FOIA, as well as, the importance of compliance with FOIA.

Mr. William Cole, Executive Director of Audit and Compliance Services, provided an overview on the division of Audit and Compliance Services, specifically noting that as the Executive Director he reports directly to the VCU Board of Visitors. His presentation also included information regarding the compliance and ethics program at VCU.

Ms. Hall thanked Ms. Schumacher, Ms. Hamlett, Mr. Belue and Mr. Cole for their presentations.

CLOSED SESSION

Ms. Hall indicated that the Board would now go into closed session. Mr. Stephen Worley moved that the Virginia Commonwealth University Board of Visitors convene into closed session pursuant to Sections 2.2-3711 (A) (1), of the Virginia Freedom of Information Act for the for the discussion of personnel matters, more specifically relating to the performance evaluation of the President of Virginia Commonwealth University. After second being duly made, the motion was unanimously

adopted. The Rector then asked that Ms. Hamlett, Mr. Belue, Ms. Schumacher, Ms. Sarah E. Whitley (consultant) and Dr. John Casteen (consultant) stay for the closed session. All other VCU staff left the room at this time.

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 B. Hall, Rector	X	
Mr. John A. Luke, Jr., Vice-Rector	X	
Dr. Carol S. Shapiro, Secretary	X	
Mr. H. Benson Dendy III	X	
Ms. William M. Ginther	X	
Dr. Robert D. Holsworth	X	
Mr. Edward L. McCoy	X	
Ms. Colette McEachin	X	
Mr. Ron McFarlane	X	
Rev. Tyrone Nelson	X	
Mr. Keith Parker	X	
Ms. Jacquelyn E. Stone	X	
Dr. Shantaram Talegaonkar	X	
Mr. G. Richard Wagoner, Jr.	X	
Mr. Steve L. Worley	X	

All members present responding affirmatively, the resolution of certification was unanimously adopted.

After the closed session Ms. Hall asked for a motion to approve the following resolution:

BE IT RESOLVED, that the Board of Visitors hereby commends Dr. Michael Rao, President, on his leadership and accomplishments over the last several years and looks forward to his leadership going forward.

After motion duly made and seconded, the resolution was unanimously adopted.

BOARD STRATEGIC THINKING

Dr. Alexander Schexnider, Association of Governing Boards for Universities and Colleges Consultant, then facilitated a discussion among board members on board strategic thinking and planning at VCU.

OTHER BUSINESS

Ms. Hall then explained that there were a number of items that needed to be addressed including, the election of Vice Rector, the election of a Secretary, approval of the Executive Committee members, and board of visitors appointments to the various VCU affiliated foundation boards.

Ms. Hall stated that based on her discussions with various Board Members, it has been recommended that the Board approve John A. Luke, Jr. as Vice Rector and Carol A. Shapiro as Secretary for the 2017-2018 fiscal year. After motion duly made and seconded John A. Luke, Jr. was elected Vice Rector and Carol A. Shapiro was elected Secretary.

Ms. Hall then asked for a motion to approve the following resolutions:

RESOLUTIONS REGARDING BOARD APPOINTMENTS TO VCUHS AUTHORITY BOARD, VCU BOARD OF VISITORS EXECUTIVE COMMITTEE, AND VCU AFFILIATED FOUNDATIONS

BE IT RESOLVED by the Board of Visitors of Virginia Commonwealth University, upon recommendation of the Rector, that the following members of the aforesaid Board of Visitors will constitute the Board of Visitors' appointed members of the Virginia Commonwealth University Health System Authority (VCUHS) Board of Directors for the terms listed below:

Name	Term Ending
Phoebe Hall	6/30/18
John A. Luke, Jr.	6/30/19
Steve Worley	1/13/18
Alexander B. McMurtrie	6/30/18
Shantaram Talegaonkar	6/30/19

and **BE IT FURTHER RESOLVED** by the Board of Visitors of Virginia Commonwealth University that the following members of the aforesaid Board of Visitors will constitute the membership of the Board of Visitors' Executive Committee for the 2017 – 2018 fiscal year:

Phoebe P. Hall.	Rector
John A. Luke, Jr	Vice Rector
Carol S. Shapiro	Secretary and Chair, Academic and Health Affairs Committee

Keith Parker	Chair, Audit, Integrity and Compliance Committee
G. Richard Wagoner, Jr.	Chair, University Resources Committee
William M. Ginther	Chair, Finance, Budget and Investment Committee and Chair, Investment Advisory Subcommittee
John A. Luke, Jr.	Chair, Governance and Compensation Committee
Jacquelyn E. Stone	Member-at-Large
Shantaram Talegaonkar	Member-at-Large

and, **BE IT FURTHER RESOLVED** that should any member of the Executive Committee who holds his/her position by virtue of serving as Chair of any of the Board of Visitors' Standing Committees be unable, for any reason, to continue to serve in that capacity, the appointed Vice Chair of such committee automatically and simultaneously will assume responsibility of the Chairmanship of that Committee and, also, the responsibility for serving as a substitute member of the Board of Visitors' Executive Committee.

and **BE IT FURTHER RESOLVED** that the following members of the Board are hereby appointed to the following VCU Foundations for 2017-2018 fiscal year:

Foundation:

VCU Foundation

MCV Foundation

VCU School of Engineering Foundation

VCU School of Business Foundation

VCU Intellectual Property Foundation

VCU Real Estate Foundation

Member:

Colette McEachin
William Ginther

Steve Worley
(through 1/13/2018)

John A. Luke, Jr.

Ronald McFarlane

Shantaram Talegaonkar

Phoebe P. Hall

After motion duly made and seconded the above resolutions were unanimously adopted.

Ms. Hall then explained that there was one item that carried over from the May meeting in connection with the HR Redesign, and it was appropriate at this time to approve the following resolution:

Resolution Endorsing the University's redesigned Human Resource Policy under the University's Management Agreement

WHEREAS, the Management Agreement entered into by the Virginia Commonwealth University (VCU) and the Commonwealth pursuant to the Restructured Higher Education Financial and Administrative Operations Act, authorizes the President to adopt and implement new human resources plan for VCU employees; and

WHEREAS, the Restructured Higher Education Financial and Administrative Operations Act and its subsequent Management Agreement provided VCU an opportunity to develop a new human resources plan for non-faculty employees hired on or after July 1, 2016; and

WHEREAS, with the approval of this policy effective January 1, 2018, VCU will commence a 90-day enrollment period during which classified staff may elect to participate in and be governed by the new human resource policy; and

WHEREAS, Administrative and Professional faculty will be converted to the appropriate employee group effective July 1, 2018 after receiving proper notice and undergoing a position review and reconsideration process;

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

The BOV hereby endorses the President's approval of the proposed human resource policy, which includes changes to employment categories, compensation structure, performance management, career and leadership development, employee relations, alternative work arrangements, layoff, and leave benefits, as described in the draft policy that recently underwent an extensive public comment period.

After motion duly made and seconded the aforesaid resolution was unanimously adopted.

ADJOURNMENT

With no further business to come before the Board, Mr. John A. Luke, Jr., Rector adjourned the meeting at 3:45 p.m.