

**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
12:30 P.M.**
DECEMBER 9, 2016
JAMES BRANCH CABELL LIBRARY
901 PARK AVENUE – ROOM 303
RICHMOND, VIRGINIA**

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AGENDA

- **CALL TO ORDER & OPENING COMMENTS** Mr. John Luke, *Rector*
- **APPROVAL OF AGENDA** Mr. John Luke, *Rector*
- **APPROVAL OF MINUTES** Mr. John Luke, *Rector*
[\(September 15, 2016\)](#)
- **PRESIDENT’S REPORT** President Michael Rao
- **ACADEMIC AND HEALTH AFFAIRS COMMITTEE** Dr. Carol S. Shapiro, *Chair*
 - Report to the Board of Visitors
 - **Action Item:**

[Recommendation to approve a policy entitled Changing the Designation of an Academic Unit from School to College](#)
- **AUDIT, INTEGRITY AND COMPLIANCE COMMITTEE** Mr. Steve Worley, *Chair*
 - Report to the Board of Visitors
- **GOVERNANCE AND COMPENSATION COMMITTEE** Ms. Phoebe Hall, *Chair*
 - Report to the Board of Visitors
 - **Action Item:**

[Recommendation to approve a policy entitled Creating and Maintaining Policies and Procedures](#)

- **UNIVERSITY RESOURCES COMMITTEE** Mr. G. Richard Wagoner, Jr.,
Chair
 - Report to the Board of Visitors

- **CLOSED SESSION** Mr. John Luke, *Rector*
 Freedom of Information Act Sections 2.2-3711 (A) (1), (3), (8), specifically:
 - President’s Closed Session Report Dr. Michael Rao, *President*
 - Faculty Appointments and Changes in Status and Other Personnel Actions Dr. Michael Rao, *President*
 - Closed session report from Audit, Integrity and Compliance Committee Mr. Steve Worley, *Chair*
 - Closed session report from University Resources Committee – Named Funds and Spaces Report Mr. G. Richard Wagoner, Jr., *Chair*
 - Closed session report from Governance and Compensation Committee Ms. Phoebe Hall, *Chair*

- **RETURN TO OPEN SESSION AND CERTIFICATION** Mr. John Luke, *Rector*
 - Approval of Board action on matters discussed in closed session, if necessary

- **OTHER BUSINESS** Mr. John Luke, *Rector*

- **ADJOURNMENT** Mr. John Luke, *Rector*

**** The start time for the Board of Visitors meeting is approximate only. The meeting may begin either before or after the listed approximate start time as Board members are ready to proceed.**

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VCU

VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

Date: September 15, 2016

Time: 1:00 p.m. – 4:00 p.m.

Location: James Branch Cabell Library, 901 Park Avenue, Richmond, VA, Room 303

Present: Mr. John A. Luke Jr., Rector
Ms. Phoebe P. Hall, vice rector
Mr. H. Benson Dendy III
Mr. William M. Ginther
Dr. Robert D. Holsworth
Ms. Colette W. McEachin
Mr. Ronald McFarlane
Mr. Alexander McMurtrie, Jr.,
Mr. Tyrone E. Nelson
Mr. Keith T. Parker
Dr. Carol S. Shapiro, secretary
Dr. John W. Snow
Ms. Jacquelyn E. Stone
Dr. Shantaram Talegaonkar
Mr. G. Richard Wagoner
Mr. Steve L. Worley
Dr. Michael Rao
Ms. Madelyn Wessel
Mr. Matthew A. Conrad
Ms. Laurie J. Carter
Staff and students from VCU and VCUHS
Members of the press

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Unavailable: Ms. Jacquelyn E. Stone

The meeting was called to order at 12:59 p.m. by Mr. Luke and Mr. Luke presented his Rector's report and Dr. Rao presented his Presidential report to the board. On motion made and seconded, the Strategic Priorities and Performance Measure for 2016-17 as presented by President Rao were approved.

On motion made and seconded, minutes for the Board of Visitors from meetings held on May 13, 2016 and August 18, 2016 were approved.

Dr. Shapiro reported for the Academic and Health Affairs Committee the following information items were presented and the committee had general discussion regarding each item.

Dr. Hackett presented the committee dashboard and continued a discussion on how the dashboard will evolve for the next academic year.

Ms. Halloran presented the strategic enrollment management report.

Dr. Allison provided an updated from Inclusive Excellence.

Ms. Howard and Ms. DeShazo provided an updated on the community-engaged partnership map.

Dr. Hackett provided a strategic planning update.

The Faculty Senate report was presented.

The Staff Senate report was presented

The Student Representatives reported on recent activities.

Mr. Worley reported for the Audit, Integrity and Compliance Committee and on motion made and seconded the board approved the following action item:

- Audit and Compliance Services Charter – Annual Update

Additionally, Mr. Worley reported the following items were presented to the Audit, Integrity and Compliance Committee for information and after general discussion follow-up requests were made:

- Committee Goals FY17 were presented by Mr. Cole

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- Committee Dashboard Measures Status was presented by Mr. Cole with all indicators being green except Data Security and Compliance Oversight being yellow.
- Audit and Compliance Services – Staff Credentials and Department Budget was presented by Mr. Cole.
- Audit and Compliance Services – Goals, Objectives, and Accomplishments were presented by Mr. Cole

Mr. Ginther reported for the Finance, Budget and Investment Committee and on motion made and seconded the board approved the following action items:

- Committee Charter and Planner
- Financial Assumptions in Six-Year Plan
- Resolutions:

Authorizing Certain Officers to Execute Financing Documents

**RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY**

**AUTHORITY OF CERTAIN OFFICERS
TO EXECUTE FINANCING DOCUMENTS**

WHEREAS, Chapter 6.1, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code") establishes a public corporation under the name and style of Virginia Commonwealth University (the "University") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

WHEREAS, Title 23 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia;

WHEREAS, by Chapter 4.10, Title 23 of the Virginia Code (as amended, the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 594 of the Acts of Assembly of 2008 which, as amended, classifies the

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University as a public institution of higher education and empowers the University with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes;

WHEREAS, the Act further authorizes the University to provide for the payment of the principal of and the interest on any bonds from any one or more of the following sources: (i) its revenues generally; (ii) income and revenues derived from the operation, sale, or lease of a particular project or projects, whether or not they are financed or refinanced from the proceeds of such bonds, notes, or other obligations; (iii) funds realized from the enforcement of security interests or other liens or obligations securing such bonds, notes, or other obligations; (iv) proceeds from the sale of bonds, notes, or other obligations; (v) payments under letters of credit, policies of municipal bond insurance, guarantees, or other credit enhancements; (vi) any reserve or sinking funds created to secure such payment; (vii) accounts receivable of the University; or (viii) other available funds of the University;

WHEREAS, the University's Management Agreement allows the Board, consistent with the its full and ultimate accountability and pursuant to its legally permissible procedures, to specifically delegate by Board resolution the duties and responsibilities pertaining to financial operations and management to a person or persons within the University, who, while continuing to be fully accountable for such duties and responsibilities, may further delegate the implementation of those duties and responsibilities pursuant to the University's usual delegation policies and procedures.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:

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The Board directs the President or his designee to continue to bring before the Board any future proposed debt transactions for approval in keeping with historical practice and the terms of the Management Agreement.

The President, the Vice President for Finance and Budget, the University Treasurer, or any other individual designated by the President are each hereby authorized to serve as “Authorized Officers” for the purpose of executing any documents related to:

the issuance of bonds, notes, or other obligations for any purpose that is consistent with the University’s mission, including, without limitation, to finance or refinance any project (as defined in Virginia Code § 23-38.89),

appropriately managing operational cash flows,

providing for short term financing

refunding bonds, notes or other obligations issued by or on behalf of the University, or otherwise, including bonds, notes, or other obligations or obligations not then subject to redemption, and

any guarantee, assumption or agreement to pay, in whole or in part, indebtedness issued by such institution or any affiliated entity for managing operational cash flows or resulting in the acquisition or construction of facilities for the benefit of such institution, or the refinancing thereof.

The Board’s delegation of the authority herein to the President, the Vice President for Finance and Budget, and the University Treasurer extends to any successor to such office, whether holding such title or not, so long as the duties of such office are substantially similar to that of the President, the Vice President for Finance and Budget, and the University Treasurer.

The Board hereby ratifies all documents executed by the President, the Vice President for Finance and Budget, and the University Treasurer (or any predecessor to such office, whether holding such title or not), or any individual specifically designated by the President to execute documents related to the financial operations and debt management described herein.

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Authorizing Use of the Line of Credit for the Engineering Building

**RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY**

**CAPITAL PROJECT DETAILED PLANNING AUTHORIZATION AND
CONFIRMATION OF AUTHORIZATION OF THE LINE OF CREDIT FOR THE
SCHOOL OF ENGINEERING RESEARCH EXPANSION PROJECT**

WHEREAS, under the 2008 Management Agreement between the Commonwealth of Virginia (the "Commonwealth") and Virginia Commonwealth University (the "University"), the Board of Visitors (the "Board") is required to authorize the initiation of each major capital project by approving its size, scope, budget, and funding;

WHEREAS, the University desires to develop detailed plans to construct, equip and furnish an approximately 125,000 gross square foot School of Engineering Research Expansion project, (the "Project");

WHEREAS, the cost to develop detailed plans for the Project is approximately \$5,600,000;

WHEREAS, under the 2008 Management Agreement between the Commonwealth and the University, major capital projects may be submitted to the Board for authorization at any time but must include a statement of urgency if not part of the approved Six Year Capital Plan;

WHEREAS, the Project is a part of the Six Year Capital Plan approved by the Board on May 8, 2015;

WHEREAS, under the 2008 Management Agreement between the Commonwealth and the University, the University has the authority to issue bonds, notes or other obligations that do not constitute state tax supported debt;

WHEREAS, on March 4, 2014, the Executive Committee of the Board (the "Executive Committee") adopted a resolution (the "Authorizing Resolution") that authorized the entering

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into of a revolving line of credit (the "Line of Credit") for purposes of providing short term financing for, among other projects, the construction, equipping and furnishing of three initial capital projects (collectively the "Initial Projects");

WHEREAS, in addition to the Initial Projects, the Executive Committee authorized the use of the Line of Credit to provide short term financing for (i) any other capital projects that have been authorized by the Board and (ii) any other capital projects which are below the then threshold (currently \$2,000,000) for requiring Board approval as set forth in the University's "Authority to Execute Contracts and Other Documents" policy;

WHEREAS, the Board desires to confirm that the University is authorized to use proceeds of the Line of Credit for purposes of providing short term financing for the Project;

WHEREAS, the Board will further review and approve a financing resolution prior to securing permanent financing for the University's portion of the debt component of the Project, plus amounts needed to fund issuance costs, reserve funds, and other financing expenses; and,

WHEREAS, the University may address minor cost variances provided sufficient funds are available to support the full project costs;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:

The University is authorized to move forward with a \$5,600,000 detailed planning authorization for the School of Engineering Research Expansion project in an aggregate principal amount not to exceed \$5,600,000, plus related issuance costs and financing expenses.

The Board hereby confirms that up to \$5,600,000 of the proceeds of the Line of Credit (or any other borrowing mechanism that prior to such borrowing has been approved by the Board) is authorized pursuant to the Authorizing Resolution to be used for purposes of providing short term financing for the School of Engineering Research Expansion project, plus related issuance costs and financing expenses.

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Any Authorized Officer (as defined in the Authorizing Resolution) and any other officers that the University has duly authorized through subsequent resolution of the Board, and their delegates, are each hereby authorized to take such actions and to execute and deliver on behalf of the University any and all agreements, certificates or other documents, which they deem necessary or desirable in order to carry out the foregoing resolutions or the Authorizing Resolution and any and all actions heretofore taken by them consistent with the foregoing resolutions or the Authorizing Resolution are hereby ratified and confirmed.

This Resolution shall take effect immediately upon its adoption.

**Authorizing Use of the Line of Credit for the School of Allied Health Professions
Building**

**RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY**

**CAPITAL PROJECT CONSTRUCTION AUTHORIZATION AND
CONFIRMATION OF AUTHORIZATION OF THE LINE OF CREDIT FOR THE
SCHOOL OF ALLIED HEALTH PROFESSIONS BUILDING PROJECT**

WHEREAS, under the 2008 Management Agreement between the Commonwealth of Virginia (the "Commonwealth") and Virginia Commonwealth University (the "University"), the Board of Visitors (the "Board") is required to authorize the initiation of each major capital project by approving its size, scope, budget, and funding;

WHEREAS, the University has developed detailed plans to construct, equip and furnish an approximately 155,000 gross square foot, \$87,300,000 School of Allied Health Professions Building project (the "Project");

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WHEREAS, under the 2008 Management Agreement between the Commonwealth and the University, major capital projects may be submitted to the Board for authorization at any time but must include a statement of urgency if not part of the approved Six Year Capital Plan;

WHEREAS, the Project is a part of the Six Year Capital Plan approved by the Board on May 8, 2015;

WHEREAS, under the 2008 Management Agreement between the Commonwealth and the University, major capital projects that are to be funded entirely or in part by a general fund appropriation of the General Assembly or proceeds from state tax supported debt, shall require both Board approval and those pre-appropriation approvals of the state's governmental agencies then applicable, and shall follow the state's process for capital budget requests;

WHEREAS, the Project is to be funded in part with approximately \$76,500,000 of proceeds from state tax supported debt and the Project has followed the state's process for capital budget requests and has obtained all necessary pre-appropriation approvals of the state's governmental agencies;

WHEREAS, the Project, in addition to being funded in part with approximately \$76,500,000 of proceeds from state tax supported debt, is to be funded in part with approximately \$10,800,000 of University bonds, notes or other obligations that do not constitute state tax supported debt (plus related issuance costs and financing expenses);

WHEREAS, under the 2008 Management Agreement between the Commonwealth and the University, the University has the authority to issue bonds, notes or other obligations that do not constitute state tax supported debt;

WHEREAS, on March 4, 2014, the Executive Committee of the Board (the "Executive Committee") adopted a resolution (the "Authorizing Resolution") that authorized the entering into of a revolving line of credit (the "Line of Credit") for purposes of providing short term financing for, among other projects, the construction, equipping and furnishing of three initial capital projects (collectively the "Initial Projects");

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WHEREAS, in addition to the Initial Projects, the Executive Committee authorized the use of the Line of Credit to provide short term financing for (i) any other capital projects that have been authorized by the Board and (ii) any other capital projects which are below the then threshold (currently \$2,000,000) for requiring Board approval as set forth in the University's "Authority to Execute Contracts and Other Documents" policy;

WHEREAS, the Board desires to confirm that the University is authorized to use proceeds of the Line of Credit for purposes of providing short term financing for the Project;

WHEREAS, the Board will further review and approve a financing resolution prior to securing permanent financing for the University's portion of the debt component of the Project, plus amounts needed to fund issuance costs, reserve funds, and other financing expenses; and,

WHEREAS, the University may address minor cost variances provided sufficient funds are available to support the full project costs;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:

The University is authorized to move forward with the construction, equipping, and furnishing of the School of Allied Health Professions Building project in an aggregate principal amount not to exceed \$87,300,000 in total project costs, plus related issuance costs and financing expenses.

The Board hereby confirms that up to \$10,800,000 of the proceeds of the Line of Credit (or any other borrowing mechanism that prior to such borrowing has been approved by the Board) is authorized pursuant to the Authorizing Resolution to be used for purposes of providing short term financing for the School of Allied Health Professions Building project, plus related issuance costs and financing expenses.

Any Authorized Officer (as defined in the Authorizing Resolution) and any other officers that the University has duly authorized through subsequent resolution of the Board, and their delegates, are each hereby authorized to take such actions and to execute and deliver on behalf of

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the University any and all agreements, certificates or other documents, which they deem necessary or desirable in order to carry out the foregoing resolutions or the Authorizing Resolution and any and all actions heretofore taken by them consistent with the foregoing resolutions or the Authorizing Resolution are hereby ratified and confirmed.

This Resolution shall take effect immediately upon its adoption.

- Alternative Construction Process
- Capital Amendments
 - West Hospital, 9th Floor
 - Rice Center Lodge
 - Sanger Hall Phase II, Part B

Additionally, Mr. Ginther reported the following items were presented to the Finance, Budget, and Investment Committee for information and after general discussion follow-up requests were made:

- Capital Projects Update by Dr. Weiss.
- June 30, 2016 Preliminary Cash Balance Position presented by Ms. Kain Gray.
- New Budget Model Update by Ms. Kain Gray
- Finance, Budget and Investment Committee Dashboard by Ms. Kain Gray
- Notification of Contract Awards by Dr. Weiss
 - Rhoads Hall Restroom Renovations
 - Raleigh Building Renovations
- Treasurer's Report Operating Pool, Long-Term Investment Portfolio and Glasgow Endowment Fund as of June 30, 2016, Compliance & Asset Allocation Review, and Cash, Debt & Monitoring Report as of September 9, 2016 by Ms. Kain Gray

The following information was included in the board materials but was not presented in the committee meeting:

- Update on Agency Risk Management and Internal Controls Standards (ARMICS)

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- Board of Visitors Fund Annual Report as of June 30, 2016
- Revenue and Expense Summary as of June 30, 2016
- VCU Health System and Financial Operations as of December 31, 2015

Ms. Hall reported for the Governance and Compensation Committee and reported that they had no action items for approval. However, the following items were presented to the Governance and Compensation Committee for information and after general discussion follow-up requests were made:

- Committee dashboard, charter and calendar was reviewed and discussed. Mr. Conrad provided an overview and staff is going to continue to work to define goals and clearly identify measures for those goals.
- Board Assessment – process and too review was discussed. Mr. Conrad will coordinate with the Association of Governing Boards (AGB) in using their board assessment tool. Ms. Hall will follow up with individual members of the board at the conclusion of AGB board assessment. Mr. Conrad will provide an update at the December meeting.

Mr. Nelson reported for the University Resources Committee and on a motion made and seconded, the board approved the following resolution:

**RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY
ENDORSEMENT OF COMPREHENSIVE CAMPAIGN**

WHEREAS, Virginia Commonwealth University (VCU) has a comprehensive plan to engage and elevate all schools, departments and units through increased philanthropic investments during this eight-year period;

WHEREAS, the people who comprise all of VCU schools, departments, and units will benefit from this increase in philanthropic investments from alumni, friends, corporations, foundations, friends, the Greater Richmond Region, and beyond;

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WHEREAS, such philanthropic investments provide important resources that will help assure student success, faculty recruitment and retention, high-quality patient care, transformational research activities and increased community engagement.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:

1. The Board endorses an eight-year comprehensive philanthropic campaign to support all schools and units at the university.
2. The Make It Real Campaign for VCU will publicly launch on September 22, 2016 with a goal to be announced at that time.
3. The Board endorses a comprehensive campaign goal range between \$750,000,000 and \$800,000,000.
4. This Resolution shall take effect immediately upon its adoption.

Additionally, Mr. Nelson reported the following items were presented to the University Resources Committee and after general discussion follow-up requests were made:

- Introductions and Dashboard Review was presented by Mr. Nelson.
- Government Relations Report by Mr. Conrad and Ms. Gunther
- Public Relations and Marketing Communications Report Ms. Lepley
- Vice President's Report by Ms. Heil

The follow presentations were made and after general discussion follow up requests were made:

- Chief Venuti presented a campus safety update.
- Ms. Kain Grey presented a budget model update
- Dr. Hackett presented the career advising/services continuum.
- Ms. Rugless present the title IX FY16 data and program review.

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On motion made and seconded, the Board into closed session to discuss certain confidential personnel matters, scholastic records, or the performance of specific individuals; the acquisition or use of real property for public purpose, or of the disposition of publicly held real property, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of VCU; to consult with legal counsel regarding legal matters; and/or to discuss confidential matters relating to gifts, bequests, and fund-raising activities, including the Report of the Vice President, the Development Report, the consideration of the Named Funds and Spaces Report; the award of a public contract involving the expenditure of public funds and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of VCU as authorized by Section 2.2-3711 A(1), A(2), A(3), A(7), A(8) and A(29) of the Virginia Freedom of Information Act.

Following closed session, on motion made and seconded, the following resolution was certified by a show of hands:

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>Member</u>	<u>Ayes</u>	<u>Nays</u>
Mr. John A. Luke Jr., Rector	x	
Ms. Phoebe P. Hall, vice rector	x	
Mr. H. Benson Dendy III	absent for voting	
Mr. William M. Ginther	x	
Dr. Robert D. Holsworth	x	

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Ms. Colette W. McEachin	x
Mr. Ronald McFarlane	x
Mr. Alexander B. McMurtrie, Jr.,	absent for voting
Mr. Tyrone E. Nelson	x
Mr. Keith T. Parker	x
Dr. Carol S. Shapiro, secretary	x
Ms. Jacquelyn Stone	absent
Dr. John W. Snow	absent for voting
Dr. Shantaram Talegaonkar	x
Mr. Steve L Worley	x
Mr. G. Richard Wagoner	absent

Vote:

Ayes: 11

Nays: 0

ABSENT DURING MEETING: 2

ABSENT DURING VOTING: 5

On motion made and seconded, the following items were approved from closed session:

- APPROVE personnel action as detailed in the Faculty Appointments and Changes in Status report; and
- APPROVE the Presidential Medallion, Edward A Wayne Medal, and Honorary Degree Nominations; and
- APPROVE the Named Funds and Spaces Report; and
- APPROVE the 2015-16 Incentive as discussed for the President; and

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- ACCEPT closed session committee reports.

The meeting was adjourned at 4:43 p.m.

**Recommendation to approve a policy entitled Changing
the Designation of an Academic Unit from School to
College**

**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
RESOLUTION REGARDING
POLICY ENTITLED CHANGING THE DESIGNATION OF AN ACADEMIC UNIT
FROM SCHOOL TO COLLEGE**

BE IT RESOLVED, that the Virginia Commonwealth University Board of Visitors hereby approved the policy entitled “Changing the Designation of an Academic Unit from School to College” which is attached hereto; and it is further

RESOLVED, that the policy becomes effective immediately upon approval.



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[DRAFT] CHANGING THE DESIGNATION OF AN ACADEMIC UNIT FROM SCHOOL TO COLLEGE

Policy Type: Board of Visitors

Responsible Office: Provost and Vice President for Academic Affairs

Initial Policy Approved: MM/DD/YYYY

Current Revision Approved: N / A

Policy Statement and Purpose

This policy establishes the definition for a school and college and outlines the criteria and procedures for changing the designation of a school or a college. Changing the designation of a school or college requires the agreement of the unit dean and a substantive rationale for the change in designation as well as the approval of the President's Cabinet, provost and Board of Visitors. The change in designation requires State Council of Higher Education for Virginia (SCHEV) approval and Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) notification.

Noncompliance with this policy may result in disciplinary action up to and including termination. VCU supports an environment free from retaliation. Retaliation against any employee who brings forth a good faith concern, asks a clarifying question, or participates in an investigation is prohibited.

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Who Should Know This Policy

All deans, vice provosts, vice presidents and other senior executives are responsible for knowing this policy and familiarizing themselves with its contents and provisions.

Definitions

College

A college (with the two exceptions detailed below) is a large academic unit with a broad scope of degree granting programs covering multiple disciplines. A college may contain schools, university chartered centers, and/or institutes. The multiple departments contained in a college require specific expertise to administer broad disciplines and execute administrative and budget responsibilities. Departments within a college are led by a chair or director. Colleges are overseen by a dean who reports to the Provost and Vice President for Academic Affairs chief academic officer of the institution.

At VCU, the Honor's College and the University College stand as the only exceptions to the aforementioned college designation definition.

School

A school is an academic unit focused on teaching and research in a single disciplinary area. A school is typically constituted by a small number of departments or divisions, but in some cases the school may itself function as a single large department. Schools typically offer a focused scope of degree programs. In some cases, a school may only offer a single degree or a focal program with most of the school's enrollment plus a small handful of peripheral degree offerings. Schools are typically led by a chief officer who has administrative and budget responsibility and the title Dean; the title may be (Executive) Director depending on the school's place within the overall governance of the institution. If the school is within a college, the chief officer may report to the college dean. If it is a freestanding academic unit, the dean may report to the chief academic officer of the institution.

While the distinctions between a college and a school are highlighted, neither suggest that one entity is of greater stature than another. Instead, the distinction between a college or school is based on the disciplinary foci, national landscape and institutional perspectives.

Contacts

The Office of the Provost and Vice President for Academic Affairs officially interprets this policy and is responsible for obtaining approval for any revisions as required by the policy *Creating and Maintaining Policies and Procedures* through the appropriate governance structures. Please direct policy questions to The Office of the Provost and Vice President for Academic Affairs.

Procedures

A change in school designation is considered as an organizational change according to SCHEV. As such, the organizational change must be approved by SCHEV prior to implementation. The organizational change must also reported to SACSCOC prior to implementation.

- 1. Obtaining pre-approvals:** To ensure that changing the designation of a school or college fits university priorities, the dean of the school/college must first discuss the change in designation with the provost. Once the provost agrees to the designation change, the dean of the school/college must have their staff complete the organizational change template.
- 2. Obtaining *internal* formal approvals:** The formal approval process for the designation change must take the completed organizational change template along with an executive summary to the Office of the Senior Vice Provost for Academic Affairs for guidance regarding the university review process.
 - A proposal is created by the dean based on input and support from the faculty.
 - The dean presents the proposal for comment to the Council of Deans.
 - The proposal is then reviewed and approved by the provost or provost designee.
 - The proposal is then reviewed and approved by the President’s Cabinet.
 - The next step is for the proposal to be reviewed by the Academic Affairs and University Policy sub- committee of the University Council.
 - The Academic Affairs and University Policy sub-committee of the University Council sends its recommendations to the University Council for a vote.
 - Approval by the University Council places the proposal on the next available Board of Visitor agenda for final internal approval.
- 3. Obtaining external formal approvals:** The organizational change changing the designation of a school to a college must be approved by SCHEV prior to SACSCOC notification.
 - The final Board of Visitor approved organizational change is prepared by the Office of the Provost and Vice President for Academic Affairs.
 - That Office prepares a formal cover letter, signed by the provost for submission to SCHEV.
 - Upon receiving SCHEV approval, that Office sends a letter of notification to SACSCOC.
 - Once that Office receives confirmation of the notification, a date for implementation of the designation change is set.

Forms

Template forms under revision.

Related Documents

Related documents are critical to the development of corresponding policies and procedures. Related documents include federal regulations, state regulations, state policies and VCU policies, procedures and guidelines.

1. State Council for Higher Education in Virginia Policy, *Organizational Changes at Public Institutions: Policies and Procedures for Internal and Off-Campus Organizational Changes*
2. Curriculum Handbook under revision.

Revision History

None – New Policy

FAQs

Question: Who can initiate a change in unit designation?

Answer: No person below the administrative title of Dean or equivalent as delineated in this policy, may initiate a designation change for an academic unit.

Recommendation to approve a policy entitled Creating and Maintaining Policies and Procedures

**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
RESOLUTION REGARDING
POLICY ENTITLED CREATING AND MAINTAINING POLICIES AND
PROCEDURES-INTERIM**

BE IT RESOLVED, that the Virginia Commonwealth University Board of Visitors hereby approved the policy entitled “CREATING AND MAINTAINING POLICIES AND PROCEDURES - INTERIM” which is attached hereto; and it is further

RESOLVED, that the policy becomes effective immediately upon approval.



VCU

Creating and Maintaining Policies and Procedures - Interim

Policy Type: Board of Visitors

Responsible Office: University Integrity and Compliance Office, Audit and Compliance Services

Initial Policy Approved: 5/17/2002

Current Revision Approved: 09/06/2016

Policy Statement and Purpose

Virginia Commonwealth University (VCU) is committed to supporting and promoting an ethical culture of compliance and accountability in which all university employees and students act in an ethical, honest, and lawful manner. VCU communicates expectations for such conduct to members of the university community through written policies and procedures. University members are required to follow and uphold all applicable policies and procedures and to comply with this policy when creating and maintaining policies and procedures.

Responsibility for developing, implementing, and training to a specific policy falls to the designated Responsible Office. The Integrity and Compliance Office (ICO) is responsible for ensuring that a Responsible Office follows proper policy development and approval processes in compliance with this policy. The Responsible Office is accountable for the policy's accuracy, timeliness, and education and awareness to appropriate audiences.

Universitywide policies (Administrative policies) require a review by the University Council and final approval from the President's Cabinet. Certain universitywide policies (Board of Visitors policies as defined herein) require additional approval from the Board of Visitors (BOV). In certain circumstances, universitywide policies requiring expedited implementation may take effect with interim approval according to this policy (Interim policies).

Policies applying to individual units within the university (Local policies) do not require review by University Council or approval from the President's Cabinet or BOV. Local policies must not conflict with Administrative or BOV policy. If a local policy conflict exists, the conflicting element(s) of the Local policy have no effect.

The ICO maintains in the Policy Library official versions of all universitywide policies in effect and is responsible for retention and destruction of policy documents in accordance with the Library of Virginia's Records Retention and Disposition Schedule.

Noncompliance with this policy may result in disciplinary action up to and including termination. VCU supports an environment free from retaliation. Retaliation against any employee who brings forth a good faith concern, asks a clarifying question, or participates in an investigation is prohibited.

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Who Should Know This Policy

All university members responsible for creating and maintaining policies and procedures should know this policy and familiarize themselves with its contents and provisions.

Definitions

Administrative policy

Administrative policy addresses universitywide operational expectations and/or compliance with applicable laws, regulations, policies and procedures and are subject to approval by the President's Cabinet.

Board of Visitors (BOV) policy

BOV policy addresses matters of university governance and /or requires the BOV to take an action item (such as a vote to approve). The authority to determine when a policy warrants Board of Visitors' level of approval rests with the President's Cabinet in consultation with the President and University Counsel.

Guidelines

Guidelines provide additional detail and direction on university policy and suggest a recommended or preferred course of action or behavior; they are generally relevant to implementing university policy and do not supplant the requirements of established policy. Guidelines are distinct from policies and procedures which mandate actions by university members. Guidelines should not be used in lieu of policy when certain behaviors and actions are required of university members.

Interim policy

An interim policy is a provisional Administrative or BOV policy that fulfills an emergent need, which requires implementation pending the prescribed approval process. An interim policy is limited in term to one year or less and is subject to approval by the President's Cabinet.

Local policy

Local policy meets the unique needs of, and generally applies to or affects, one unit, division, department or school.

Minor revisions

Minor revisions are those changes that do not alter the scope or application of an existing policy. Examples of minor revisions include, but are not limited to, title changes for individuals or departments and spelling corrections.

Policy

A policy articulates requirements and expectations for behavior, actions and activities of the university community. A policy may require or prohibit an action, support compliance with applicable laws and regulations and/or mitigate risk.

Policy Library

The Policy Library is the official repository of all interim and final university policies currently in effect. Local policies reside in the applicable unit, division, department, school or campus.

Policy Program

The ICO's Policy Program oversees the development, review and approval processes for policies and procedures. This Program provides guidance to the Responsible Office, President, members of the President's Cabinet or respective designees and maintains a current and comprehensive Policy Library website to provide access to all universitywide policies.

Policy statement

The policy statement describes the purpose, key requirements and expectations of the policy and may include reference to consequences of noncompliance, including disciplinary actions, when appropriate.

President's Cabinet

The President's Cabinet or Cabinet consists of the Vice Presidents and others reporting directly to the President.

Procedures

Procedures include mandatory actions and processes necessary to comply with a policy, support compliance with applicable laws and regulations, and mitigate risk. Policies may or may not include procedures. For purposes of this policy, all references to policies include procedures unless otherwise noted.

Related documents

Related documents are documents critical to the development of relevant policies and procedures and may include federal regulations, state regulations, state policies and other VCU policies, procedures and guidelines.

Responsible Office

The Responsible Office is the administrative office responsible, through the action of an individual policy owner within the office, for developing and implementing the policy, including ensuring accuracy of the subject matter, training appropriate audiences, enforcing and monitoring compliance with the policy, and timely review.

Subject matter expert

Subject matter experts are individuals who have significant knowledge and skills in a particular area or

topic through extended study and practice.

Substantive revisions

Substantive revisions are those that alter the scope or application of an existing policy and, therefore require approval through the prescribed policy process.

Timely review

For purposes of this policy, timely review means a required review and revision at least as often as every three (3) years (triennial review) and more frequent revisions as required by legal, regulatory and other developments.

University Council

The University Council or Council is the representative body of faculty, classified staff, postdoctoral scholars, students and administrators who reviews Administrative and BOV policies prior to seeking final approval from the President's Cabinet and BOV, as appropriate.

Universitywide policy

For purposes of this policy, universitywide policy means those policies that apply to individuals throughout the entire university community.

Contacts

The Integrity and Compliance Office (ICO) within Audit and Compliance Services interprets this policy and serves as the oversight authority for implementing the requirements of this policy. The ICO is responsible for obtaining approval for any revisions as required by this policy through the appropriate governance structures. Please direct policy questions to the ICO, specifically to the Senior Compliance and Policy Specialist, or send questions to policy@vcu.edu.

Policy Specifics and Procedures

NOTE: Interim Policy Status

This status is to be used sparingly and in the most urgent of situations so as to provide great deference to this process in support of shared governance. In cases of urgent need, such as when required by accreditation, legal, regulatory, or remedial actions a Responsible Office may acquire interim approval from the President's Cabinet to implement an Administrative or BOV policy, whether the situation calls for a new policy or substantive revisions to existing policy. To acquire interim approval, the Responsible Office must have the interim draft reviewed by the ICO and University Counsel, then acquire President's Cabinet approval.

- The Responsible Office must then complete all required policy making procedures outlined herein within 1 year of the granted interim approval date in order to establish the policy as final. If a Responsible Office fails to acquire such approval within 1 year, the policy may be removed from the university policy library and be deemed ineffective. The President's Cabinet reserves the right to extend this term.

Creating New Administrative and BOV Policies

1. **Initiation Phase:** It is strongly recommended that the Responsible Office assess the need for the policy through consultation with the President's Cabinet member with oversight of the Responsible Office and the ICO to ensure appropriate dedication of resources; prevent duplication of effort; and to assist with streamlining universitywide policy making.

The Responsible Office must complete the following steps to facilitate policy approval.

- a. Consider appropriate substantive requirements, potential impact on university stakeholders, and other university policies either in final or draft form.
- b. Acquire initial approval to draft a policy from the appropriate authority:
 - A President's Cabinet member for an Administrative policy or
 - The President, or designee, for a BOV policy.
- c. Designate an individual policy owner within the Responsible Office who will communicate with the ICO and draft the policy in consultation with stakeholders and relevant subject matter experts.
- d. Contact the Office of University Counsel, as needed, for legal advice regarding the need, scope, and substantive requirements of the new policy.

2. **Review Phase:** A Responsible Office must complete the following procedures to acquire approval for a new policy.

- a. Submit both a draft policy utilizing the VCU Policy Template and an Executive Summary of Proposed Policy to the ICO for a review of compliance with this policy, readability, and consistency with university policies.

The Executive Summary of Proposed Policy includes: the reason for the policy's creation; general points covered in the policy; information noting the stakeholder offices or personnel that have provided input to the policy draft; other universities' policies or resources considered in drafting; and a general assessment of the policy's impact. As part of this review, the ICO conducts the following oversight steps:

- Review the draft policy to ensure proper format including use of the current policy template and conformity with the Policy & Procedures Writing Guide available at www.policy.vcu.edu.
- Identify any additional stakeholders and recommend collaboration with other university units (e.g., Human Resources, Finance, etc.) as appropriate.
- b. Submit the draft policy and Executive Summary to the Office of University Counsel for legal review and further revise draft according to relevant legal advice.
- c. Conduct a public comment period of at least 10 business days on the draft policy reviewed by both ICO and the Office of University Counsel to collect feedback from the university community. Post the policy draft electronically at www.policy.vcu.edu and communicate the public comment period to appropriate stakeholders.
- d. Request and receive University Council review by contacting the University Council agenda scheduler.

NOTE: For planning purposes, please note University Council does not meet from June to August and requests a one-month minimum period to review a policy.

NOTE: The Executive Summary of Proposed Policy accompanies the policy when it is presented to the University Council.

- e. Consider all feedback and revise as necessary. Consult with the ICO to determine whether any substantial changes made after the public comment period require additional review.

3. **Approval Phase:** A Responsible Office must complete the following procedures to acquire approval for a new policy.
 - a. Request and receive President's Cabinet approval by coordinating with either the President's Cabinet member associated with the Responsible Office designated for the policy or the President's Cabinet agenda scheduler.
 - b. **NOTE:** For planning purposes, the President's Cabinet generally meets once a week. For BOV policies only, after obtaining approval outlined above, a final approval is required and is available at the next quarterly meeting by coordinating with the appropriate President's Cabinet member to make an agenda request.
NOTE: The Executive Summary of Proposed Policy accompanies the policy when it is presented to the President's Cabinet and BOV.

4. **Implementation Phase:** After obtaining formal approvals, the Responsible Office must take the following steps to implement an approved new policy.
 - a. Submit the final approved policy to the ICO for inclusion in the Policy Library.
 - b. Communicate, educate and train to appropriate audiences on policy content.
NOTE: Direct appropriate audiences to the policy in effect by linking to the Policy Library, which maintains updated versions of policies. To avoid access to outdated policies, do not post or distribute a direct link to the policy.

Maintaining Existing Administrative and BOV Policies

5. **Compliance Monitoring and Enforcement:** The Responsible Office is charged with monitoring for compliance with policy requirements; identifying and reporting or addressing compliance issues; and evaluating the policy's effectiveness at achieving desired results and necessity for changes on an ongoing basis.

6. **Timely Review:** The Responsible Office must review a policy at least as often as every three years and follow the procedures below, as appropriate. The ICO will provide advance notice that the triennial review date is forthcoming.
 - a. **No revisions necessary:** Notify the ICO that the triennial review is complete and no revisions are necessary. The next revision date will be set for three years.
 - b. **Minor revisions:** Make all minor revisions, as defined by this policy, and submit the revised policy to the ICO for verification and posting to the Policy Library.
NOTE: For verification purposes, a redlined draft is preferred but not required. **NOTE:** If only minor revisions are made during the triennial review, then the revision date will be updated; however, if the minor revisions occur off-cycle then the revision date will remain consistent with the triennial review schedule.
 - c. **Substantive revisions:** If substantive revisions are necessary, a full review of the draft policy is required. The Responsible Office is, therefore, required to follow the Review and Approval Phase procedures noted in #2 above.
 - d. **Retiring a policy:** At any time a Responsible Office (in consultation with the applicable President's Cabinet member) determines that a policy is obsolete, the policy's retirement may be considered as provided below.
 - o Retirement of an Administrative policy requires approval by the President's Cabinet.

- Retirement of a BOV policy requires approval by the President’s Cabinet and BOV. The BOV reserves the right to delegate this to the President’s Cabinet.
- The ICO will remove the retired policy from the Policy Library and take responsibility for document retention.

Local Policies

If a Responsible Office identifies a need for a policy applicable only to an individual unit or units within the university, the Responsible Office or policy owner benefits from consultation with the ICO to ensure the appropriate classification of a Local policy and consider any related university policies.

NOTE: If an Administrative or BOV policy conflicts with a Local policy, the conflicting element(s) of the Local policy have no effect. The ICO recommends that a Responsible Office follow the relevant procedures above to create, implement, and maintain a Local policy, including acquiring approval from the President’s Cabinet member or designee with appropriate oversight.

Forms

The **Policy and Procedures Template** is available at www.policy.vcu.edu.

The **Executive Summary of Proposed Policy** tool is available at www.policy.vcu.edu.

Related Documents

VCU Code of Conduct: <http://www.codeofconduct.vcu.edu>

Revision History

This policy supersedes the following archived policies:

November 10, 2011	<i>Creating and Maintaining Policies and Procedures</i>
May 20, 2011	<i>Creating and Maintaining Policies and Procedures</i>
May 17, 2002	<i>Policy on Creating and Establishing University Policy</i>

FAQ

1. When was the Policy Library established?

Prior to the universitywide library existing, policies were maintained by units in a variety of ways. This centralized model, located at www.policy.vcu.edu, was established January 1, 2012.

2. Who should I contact if I have a question about an existing policy?

Each policy has a Contact Section that directs you to the Responsible Office and lists the position

of the person available for interpretation.

3. Which policies are included in the Policy Library and which policies are not?

- Interim and final approved universitywide Administrative and BOV policies are included.
- Local policies are not included in the Policy Library. Local policy meets the unique needs of, and generally applies to, or affects one unit, division, department or school and is accessible within the unit, division, department, or school.

4. What is the responsibility of the Policy Program?

Located within the Integrity and Compliance Office (ICO), the Policy Program has the following responsibilities for policy creation and maintenance:

- Oversees the development, review, approval and retirement processes for policies and procedures;
- Provides guidance to the Responsible Office, President, President's Cabinet member, or respective designee;
- Communicates approved Administrative and BOV policies to university members;
- Administers and maintains a current and comprehensive Policy Library;
- Other Policy Program services may include:
 - Gap assessments;
 - Archival of policies beginning January 1, 2012;
 - Email notifications approximately 6 months before timely review deadline; and
 - Drafting support, tips and resources.

5. Does a policy have to go through the approval process *again* if revisions are needed?

It depends on the level of revisions. Minor revisions, such as placing the policy in the template, changing contact information or office name changes, or updating a URL do not require approval. Substantive revisions, such as adding, changing, or removing a procedural step, require review, public comment and approval.

6. What if I have revisions to make prior to triennial review?

It is the policy owner's responsibility to make timely revisions on an ongoing basis. As business needs, laws or regulations develop, VCU policies should reflect these changes as soon as practicable. Triennial review and appropriate revision is a minimum requirement, but revisions can be made at any time and, in certain cases, more frequent revisions are required.

7. What if there are no changes to the policy, do I still respond to the triennial review email notification?

Yes, simply respond that the Responsible Office has reviewed the policy and indicate the revision date so that the ICO can maintain accurate university records.