



**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS**

March 24, 2023

11:00 a.m.¹

**James Branch Cabell Library
901 Park Avenue – Room 303
Richmond, VA**

AGENDA

- | | |
|--|---|
| 1. CALL TO ORDER & OPENING COMMENTS
5 minutes (11:00 - 11:05 a.m.) | Mr. H. Benson Dendy, III, Rector |
| 2. PUBLIC COMMENT PERIOD
15 minutes (11:05 – 11:20 a.m.) ² | Ms. Chelsea Gray, Executive
Director of Board and Executive
Operations |
| 3. PRESIDENT’S REPORT
20 minutes (11:20 – 11:40 a.m.) | Dr. Michael Rao, President |
| 4. CONSENT AGENDA ACTION ITEMS
10 minutes (11:40 – 11:50 a.m.) <ul style="list-style-type: none">a. December 9, 2022 meeting minutesb. January 9, 2023 Joint BOV/BOD meeting minutesc. Nominating Committee Action Item<ul style="list-style-type: none">i. Nominations for Rector for FY24ii. Nominations for Vice Rector FY24iii. Nominations for Secretary FY24d. Governance Committee Action Item | Mr. H. Benson Dendy, III, Rector

Ms. Carolina Espinal, Chair and
Vice Rector |
| <ul style="list-style-type: none">e. Administration Committee Action Items<ul style="list-style-type: none">i. Amendment to Six-Year Capital Plan,
Arts and Innovation Academic Building | Mr. Andrew Florance, Chair |

¹ 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.

² The length of time for public comment period subject to the number of people who sign up for public comment.

- ii. Approval of Project Plans, Arts and Innovation Academic Building
- iii. Approval to Initiate a Capital Project, School of Dentistry

f. Finance and University Resources Committee
Action Items

Mr. Todd Haymore, Chair

- i. Skilled Trades Contracts
- ii. Custodial Services Contract
- iii. Waste and Recycling Contract
- iv. HR Contract for 3rd party insurance
- v. Banking Resolution

5. BRAND UPDATE

20 minutes (11:50 – 12:10 p.m.)

Mr. Grant Heston , Vice President
for Enterprise Marketing and Communications

6. RICHMOND TALENT PATHWAY

15 minutes (12:10 – 12:25 p.m.)

Dr. Tomikia LeGrande, Vice President for Strategic Enrollment and Student Success

7. BREAK – LUNCH

15 minutes (12:25 – 12:40 p.m.)

8. CONSTITUENT REPORTS

a. Student Representatives

10 minutes (12:40 - 12:50 p.m.)

Mr. Jesse Simpson, Graduate Student BOV Representative

Mr. Oscar Kemp, Undergraduate Student BOV Representative

b. Faculty Representatives

5 minutes (12:50 – 12:55 p.m.)

Dr. Nancy Jallo, Faculty Senate BOV Representative

c. Staff Representatives

5 minutes (12:55 – 1:00 p.m.)

Ms. Brogan King, Staff Senate BOV Representative

9. CLOSED SESSION – Freedom of Information

Act Sections 2.2-3711 (A) (1), (3), (7), (8), (9), (19), (23), (29) specifically:

5 minutes (1:00 – 1:05 p.m.)

a. Audit, Integrity and Compliance Committee
Closed Session Report

2 minutes (1:05 – 1:07 p.m.)

Dr. Shantaram Talegaonkar, Chair

- b. Intercollegiate Athletics Committee
Closed Session Report
2 minutes (1:07 – 1:09 p.m.)

Rev. Tyrone Nelson, Chair

- c. Academic and Health Affairs Committee
Closed Session Report
2 minutes (1:09 – 1:11 p.m.)

Dr. Tonya Parris-Wilkins, Chair

- d. Administration Committee Closed
Session Report
2 minutes (1:11 – 1:13 p.m.)

Mr. Andrew Florance, Chair

- e. Finance and University Resources Committee
Closed Session Report
2 minutes (1:13 - 1:15 p.m.)

Mr. Todd Haymore, Chair

- f. President's Report:
45 minutes (1:15 – 2:00 p.m.)
 i. Faculty Tenure Appointments, Changes
 in Status and Other Personnel Actions
 ii. Special Awards
 iii. Personnel

Dr. Michael Rao, President

- g. Governance Committee
Closed Session Report
30 minutes (2:00 – 2:30 p.m.)

**Ms. Carolina Espinal, Chair & Vice
Rector**

10. RETURN TO OPEN SESSION AND CERTIFICATION

Mr. H. Benson Dendy, III, Rector

Resolution and Certification
2 minutes (2:30 – 2:32 p.m.)

Action Items: Approval of items discussed in
closed session, if any
3 minutes (2:32 – 2:35 p.m.)

11. OTHER BUSINESS

Mr. H. Benson Dendy, III, Rector

- a. Open Session Reports
b. Other
10 minutes (2:35 – 2:45 p.m.)

12. ADJOURNMENT

Mr. H. Benson Dendy, III, Rector



VCU

BOV Member Remote Participation in Meetings by Electronic Communication Means and All Virtual Meetings

Policy Type: Local – Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 09/18/2015

Current Revision Approved: _____

Policy Statement and Purpose

In accordance with the Virginia Freedom of Information Act (FOIA), Virginia Code § 2.2-3700, et. seq., the Board of Visitors (“the Board”) has established a written policy allowing for and governing all-virtual meetings as necessary and in compliance with FOIA and participation of its members in meetings by electronic communication means in the event of (a) a personal matter, or (b) a temporary or permanent disability or other medical condition that prevents the member's physical attendance, or (c) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance, or (d) the member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting.

This policy shall apply, strictly and uniformly, to the entire membership and without regard to the identity of the individual member requesting remote participation or to the matters slated for consideration or vote at the meeting.

Participation by an individual member from a remote location is authorized only when a quorum of the Board or committee is physically assembled at the primary meeting location and the voice of the remote participant is able to be heard by all persons at the primary meeting location. The fact of the disability or other medical condition that prevented physical attendance, or the fact of a family member's medical condition requires the member to provide care for such family member prevented physical attendance, or the fact that the distance between the member's principal residence and the meeting location is more than 60 miles, or the specific nature of the personal matter and the remote location from which the member participates will be recorded in the meeting minutes.

Individual participation from a remote location shall be approved unless such participation

would violate this policy or FOIA. If such participation from a remote location would violate this policy or FOIA, such disapproval will be recorded in the Board minutes with specificity.

When individual remote participation is due to a personal matter, such participation is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

For public transparency real-time electronic access to such meetings will be posted on the Board website with the agenda.

All-virtual meetings must follow the procedures as set forth in this policy.

This policy applies to all committees and subcommittees of the Board.

Table of Contents

Who Should Know This Policy.....	2
Definitions.....	2
Contacts.....	3
Procedures.....	3
Forms.....	4
Related Documents.....	4
Revision History.....	5
FAQs.....	5

Who Should Know This Policy

All Board of Visitor members (“Board members”) as a matter of normal course are responsible for knowing this policy and familiarizing themselves with its contents and provisions.

Definitions

All-Virtual Meeting

A public meeting (i) conducted by a public body, other than those excepted pursuant to subsection C of § 2.2-3708.3, using electronic communication means, (ii) during which all members of the public body who participate do so remotely rather than being assembled in one physical location, and (iii) to which public access is provided through electronic communication means.

Electronic communication

The use of technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities to transmit or receive information.

Quorum

A term used to describe the minimum number of members of the Board that must be present at any of its meetings to make the proceedings of that meeting valid. For a committee meeting a quorum is three

(3) members of the committee. The Rector and Vice-Rector are counted as members in determining the quorum for a meeting of a committee. For Board meetings, a quorum is a majority of the Board members

Primary meeting location

Published location of the meeting of the Board, committee, or subcommittee.

Remote location

Refers to an alternative location for a Board member other than the main location where the physical quorum is present. The remote location need not be open to the public and must have a general description of the location that is recorded in the Board minutes.

Contacts

The Office of the President officially interprets this policy. Please direct policy questions to the Board liaison in the Office of the President.

Procedures

1. Remote Participation.

The Board member needing to participate from a remote location must notify either the Rector or Committee Chair as the case may be, without unreasonable delay on or before the day of a meeting, that such member is unable to attend the meeting at the primary meeting location due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance; (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; or (iii) the fact that the distance between the member's principal residence and the meeting location is more than 60 miles; or (iv) a personal matter, identifying with specificity the nature of the personal matter.

The Board shall approve participation from a remote location unless such participation would violate this policy or FOIA. Board disapproval of participation from a remote location shall be recorded in the Board minutes with the specific rationale for such disapproval. The Board minutes shall include a general description of the remote location from which the Board member participated along with the fact that the Board member participated remotely due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance; (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; (iii) the fact that the distance between the member's principal residence and the meeting location is more than 60 miles, or (iv) due to a personal matter along with the specific nature of the personal matter cited by the Board member.

The Board will arrange for the voice of the remote participant to be heard by all persons at the primary meeting location.

2. All-Virtual Meeting.

The Board of Visitors may hold all-virtual public meetings, subject to the requirements and limitations set forth in this policy. Public access to the all-virtual public meeting is provided via electronic communication means as required by Va. Code 2.2-3708.3(D)(2).

No more than two (2) all -virtual meetings of the Board, and 2 all-virtual meetings of any committee or sub-committee, may be held per calendar year and provided that does not represent more than 25% of the meetings per calendar year. A decision to hold an all-virtual meeting of the Board or any committee or sub-committee shall made by the Rector, upon consultation with the President. Further, no all-virtual meeting shall be held consecutively with an all-virtual meeting.

In order for an all-virtual meeting of the Board, or any committee or sub-committee of the Board, to be held, the following requisites must be met, in addition to those required for all in-person meetings:

- a. The public notice of the meeting required by Va. Code 2.2-3707 shall indicate that the meeting will be all-virtual and state that any change in the method by which the Board, committee or sub-committee chooses to meet will be communicated by issuance of a new statutorily compliant meeting notice in accordance with the requirements of Va. Code 2.2-3708.3(D)(1).
- b. Public access to the all virtual meeting must be provided by a means of electronic communication that allows the public to hear and see (when audio-visual technology is available) all members of the public body participating. A phone number or other live contact information shall be provided for the public to alert the Board if the audio or video transmission of the meeting fails. Staff shall monitor the transmission and if audio or video fails, the Board shall take a recess until public access is restored.
- c. The meeting agenda and agenda packets shall be provided in electronic format, at the same time as they are provided to the Board.
- d. If public comment is customarily received at the meeting when it is conducted in person, the public shall be afforded to opportunity to comment through electronic means.
- e. No more than two members may participate in the all-virtual meeting from a single location unless that location is open to the public.
- f. If an all-virtual meeting goes into closed session, public access to the meeting must be restored before a vote to certify the closed meeting is taken.
- g. Minutes must be taken and must include the fact that the meeting was held using electronic communication means, and identify the means by which the meeting was held.

Forms

There are no forms associated with this policy.

Related Documents

1. Virginia Code §2.2-3700, et. seq.
2. Board of Visitors Bylaws
3. <https://bov.vcu.edu/http://www.president.vcu.edu/board/index.html>

Revision History

Originally adopted: 09/18/2015

Amended: 09/16/2022

FAQs

There are no FAQs associated with this policy and procedures.

**Authorization to Initiate a Major Capital Project and
Amendment to the 2022-2028 Six-Year Capital Plan**
VCU Dentistry Center

Background

A new building for VCU's School of Dentistry was initially included in VCU's 2022-2028 Six-Year Capital Plan, which was approved by the Board of Visitors in May 2021. This is a request for authorization to initiate this major capital project as required by the board's Management Agreement with the General Assembly.

Considerations

The VCU School of Dentistry is the Commonwealth of Virginia's only dental school and the only dental facility in the state for multidisciplinary care that includes oral surgery, periodontology, oral pain, oral cancer, etc. The Lyons Building (1975) and Dental Building 1 (1954) are beyond their useful life, with more than \$90M in deferred maintenance needs. Additionally, they do not meet current educational or patient care needs and they present accessibility concerns.

Size and Scope

The VCU Management Agreement states that the Board of Visitors shall authorize the initiation of each major capital project by approving its size, scope, budget and funding. Based on an initial analysis, a new VCU Dentistry Center will be approximately 314,000 gross square feet and will provide state-of-the art education, equipment and technology serving more than 500 students. The supporting spaces include a range of classroom environments, simulation and practice laboratories with manikin stations, academic laboratories, general and specialty practice clinics with operatories, and support spaces. The size and scope will be refined through the planning phase and the board will be updated throughout the process.

This modern facility will further Dentistry's important academic, clinical and research missions, as well as maximize care for underserved populations throughout the state of Virginia.

Cost and Funding

The estimated cost of the project is \$415M. VCU has requested funding from the Commonwealth of Virginia for pre-planning.

Recommendation

Authorize the initiation of a VCU Dentistry Center capital project and an amendment of the university's 2022-2028 Six-Year Capital Plan to reflect a revised estimated project cost of \$415M.

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

**AUTHORIZATION TO INITIATE A MAJOR CAPITAL PROJECT FOR A
VCU DENTISTRY CENTER**

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, the University entered into that certain 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 University as a public institution of higher education and empowers the University with the authority to undertake and implement capital projects, which include the acquisition of any interest in land, improvements on acquired land, capital leases, new construction, and building improvements and renovations;

WHEREAS, the Management Agreement requires the Board of Visitors to authorize the initiation of each Major Capital Project by approving its size, scope, budget, and funding;

WHEREAS, the new VCU Dentistry Center will be approximately 314,000 gross square feet and will provide state-of-the art education, equipment and technology serving more than 500 students. The supporting spaces include a range of classroom environments, simulation and practice laboratories with manikin stations, academic laboratories, general and specialty practice clinics with operatories, and support spaces. The size and scope will be refined through the planning phase and the Board will be updated throughout the process;

WHEREAS, the Board has determined it is desirable to to authorize the initiation of a major capital project for the VCU Dentistry Center.

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

1. The Board authorizes the initiation of a major capital project for a VCU Dentistry Center.
2. This Resolution shall take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth
University Procurement Services and Facilities
Management

From:

Subject: Approval for Contract with Trane U.S. Inc.
Exceeding \$5 Million

Date: 2/17/2023

Recommendation

We recommend that the Board approve the contract with Trane U.S. Inc. and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into a contract with Trane U.S. Inc. to purchase HVAC products, maintenance, installation and repair. The total actual or anticipated expenditure value of the contract with Trane U.S. Inc. may exceed \$5 million.

Discussion

Trane will provide maintenance, repair and replacement services under this contract. The contract was competitively procured by a national Group Purchasing Organization (GPO), Omnia. As a member of this national GPO, VCU leverages the volume of numerous organizations and the negotiation of more favorable terms and pricing. This contract serves as a bridge to the Omnia contract and meets VCU's competitive requirements defined in § 6. A Cooperative procurement of Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia.

University Impact

This contract allows VCU's Facilities Management Department to maintain, replace and overhaul its HVAC systems in an efficient and cost-effective manner while reducing lead time for major repairs.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into a contract with Trane U.S. Inc. to purchase HVAC products, maintenance, installation and repair; and

WHEREAS, the total actual or anticipated expenditure value of the contract with Trane U.S. Inc. may exceed \$5 million.

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

1. The Board approves the contract with Trane U.S. Inc.
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth University

From: Procurement Services and Facilities Operations

Subject: Approval for Contract with Many Under the Skilled Trades Solicitation Exceeding \$5 Million

Date: 2/17/2023

Recommendation

We recommend that the Board approve the contracts with the vendors listed below and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into contracts with multiple vendors to purchase direct digital control, building automation, and fire alarm installation, maintenance and repair services (Skilled Trades). The total actual or anticipated expenditure value of the contracts may exceed \$5 million over the seven-year term of the contracts with the following vendors.

Colonial Webb
Johnson Controls
JRC Services
Latitude 36
Mid Atlantic Controls
Siemens
Virginia Sprinkler Company

Discussion

The contracts support the Facilities Management Department's purchase of services for direct digital control systems, building automation, and fire alarm installation, maintenance and repair services as needed. The services were competitively procured through a request for proposal process defined in Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia. The contracts are optional use contracts with an initial term and have seven one-year optional renewals.

University Impact

These contracts allow VCU's Facilities Management Department to maintain its buildings and supporting automation and fire alarm systems in an efficient and cost-effective manner while maintaining a safe environment for students, faculty, staff and visitors to the university.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into contracts with multiple vendors to purchase direct digital control, building automation, and fire alarm installation, maintenance and repair services.; and

WHEREAS, the total actual or anticipated expenditure value of the contract with multiple vendors may exceed \$5 million.

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

1. The Board approves the contract with the vendors as listed.
 - Colonial Webb
 - Johnson Controls
 - JRC Services
 - Latitude 36
 - Mid Atlantic Controls
 - Siemens
 - Virginia Sprinkler Company
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contracts on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth University

From: Procurement Services and Facilities Operations

Subject: Approval for Contract with GFL County Waste Exceeding \$5 Million

Date: 2/17/2023

Recommendation

We recommend that the Board approve the contract with GFL County Waste and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into a contract with GFL County Waste to purchase waste management services. The total actual or anticipated expenditure value of the contract with GFL County Waste will exceed \$5 million. Average annual spend is approximately \$1M.

Discussion

This contract with GFL County Waste supports the Facilities Management Department through removal of solid waste and recycling services for the entire university. The contract was competitively procured by a lead institution in the Virginia Association of State College and University Purchasing Professionals (VASCUPP). As a member of VASCUPP, VCU leverages the volume of numerous peer institutions in Virginia and the negotiation of more favorable terms and pricing. This contract serves as bridge to the VASCUPP contract and meets VCU's competitive requirements defined in § 6. A Cooperative procurement of Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia.

University Impact

This contract allows VCU's Facilities Management Department to remove and recycle solid waste in an efficient and cost-effective manner while maintaining a clean and safe environment for students, faculty, staff and visitors to the university.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into a contract with GFL County Waste to purchase waste management services; and

WHEREAS, the total actual or anticipated expenditure value of the contract with GFL County Waste will exceed \$5 million.

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

1. The Board approves the contract with GFL County Waste
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth University

From: Procurement Services and Human Resources

Subject: Approval for Contract with Standard Insurance Company Exceeding \$5 Million

Date: February 15, 2023

Recommendation

We recommend that the Board approve the contract with the Standard Insurance Company and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into a contract with the **Standard Insurance Company** to purchase Long-Term and Short-Term Disability Insurance. The total actual or anticipated expenditure value of the contract with the Standard Insurance Company will exceed \$5 million.

Discussion

This contract supports the Human Resources Department's ability to offer valuable employer and employee paid long-term and short-term disability insurance benefits. The services were competitively procured through a request for proposal process defined in Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia. This contract will have a six-year initial term and four one-year renewal options.

University Impact

This contract permits the university to continue providing the same level and type of benefit programs currently in place, without any changes, upon execution of the contract.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into a contract with the Standard Insurance Company to purchase Long-Term and Short-Term Disability Insurance; and

WHEREAS, the total actual or anticipated expenditure value of the contract with the Standard Insurance Company will exceed \$5 million.

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

1. The Board approves the contract with the Standard Insurance Company.
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

Virginia Commonwealth University

Delegation of Authority for Banking and Investments

Background

In the normal course of business, a financial institution may require authorizing documentation for a new account for the university. Banks and other financial institutions typically require the Board's approval of such new accounts and provide authorizations which may be inconsistent with the intent of the university as detailed in our Delegation of Authority Policy.

The existing Delegation of Authority policy delegates authority to the Senior Vice President and Chief Financial Officer to open bank and investment accounts.

The senior vice president and chief financial officer (CFO) of the university is responsible for all fiscal and designated nonacademic administrative operations of the university.

Additionally, the policy allows for further delegated authority through that position. Banking regulations have become increasingly more demanding and, without any clear documentation in the form of both the authority and a certificate of incumbency confirming incumbents by position, banks refuse this delegation as authorization for new accounts and request the use of their own form of resolution. The banks' form typically (1) requires Board approval and (2) has unacceptable terms/conditions and are likely to be needed at times between scheduled Board meetings.

Purpose

To ensure controls are met within the existing delegations and to avoid requests to the Board for new account approvals, the Board is requested to approve a resolution which incorporates the Board's existing Delegation of Authority to the senior financial officer for fiscal administrative operations of the university.

Recommendation

Approve the resolution to authorize the Senior Vice President and Chief Financial Officer and Treasurer to open and close accounts with financial institutions to enable the operation of payments, receipts, investments, foreign exchange transactions, among other financial transactions required in the normal operations of the university and consistent with BOV direction. The authorization to borrow money is not part of this resolution and remains an authorization at the Board's level.

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

**AUTHORIZATION OF CERTAIN OFFICERS/EMPLOYEES TO TRANSACT
BUSINESS WITH BANKS AND OTHER FINANCIAL INSTITUTIONS ON BEHALF
OF THE UNIVERSITY**

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" or "VCU") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

WHEREAS, VCU is required to routinely transact business with banks and other financial institutions; and

WHEREAS, such transactions, including but not limited to, opening, and terminating accounts including credit card agreements, transferring funds, honoring drafts or checks, and managing investments; and

WHEREAS, such banking services are governed by Federal, State and University regulations, policies, guidelines and contract laws; and

WHEREAS, international banking services (including those related to VCU Qatar) are governed by applicable international or foreign laws, regulations, policies, guidelines and contract laws; and

WHEREAS, such transactions with banks and financial institutions are within the purview of the Senior Vice-President and Chief Financial Officer and Treasurer and fall under the assigned duties and responsibilities of those positions; and

WHEREAS, it is necessary for the Senior Vice-President and Chief Financial Officer and Treasurer to appoint and delegate, from time to time, such persons to conduct these transactions on behalf of VCU in accordance with the VCU Board Policy for Delegation of Signatory Authority (as amended from time to time) and shall be considered an attachment thereto; and

WHEREAS, the banks and financial institutions with which VCU transacts business routinely require a resolution of the VCU Board of Visitors to attest that the Senior Vice-President and Chief Financial Officer and Treasurer are hereby authorized to effect these transactions on behalf of VCU.

NOW THEREFORE, BE IT RESOLVED by the Board of Visitors of VCU that the Senior Vice-President and Chief Financial Officer and the Treasurer are hereby authorized to transact business with banks and other financial institutions, including (but not limited to) opening and terminating accounts, credit card agreements, transferring funds, honoring drafts and checks, and

managing investments on behalf of VCU in accordance with governing laws and regulations, and to further appoint and delegate, from time to time, in writing such persons who may also conduct such the transactions referred to herein on behalf of VCU in accordance with VCU policy.

Delegation of Signatory Authority

Policy Type: Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 07/17/1986

Current Revision Approved: 05/10/2019

Policy Statement and Purpose

The Board of Visitors of Virginia Commonwealth University (the Board) has broad legal authority to make regulations and policies concerning Virginia Commonwealth University pursuant to the *Code of Virginia* § 23.1 et seq. The Board also has the authority to approve execution of agreements with outside entities that bind the university, and further to delegate that authority at the Board's discretion.

The purpose of this policy is to identify certain university employees authorized to sign agreements or other documents on behalf of the Board, president, and university, to ensure that individuals and departments with the appropriate expertise review agreements, to ensure the process of reviewing, approving and executing agreements on behalf of the university results in agreements that are consistent with state and federal law, and to ensure that all reviews and approvals required by university policy is obtained prior to execution of an agreement.

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.

Table of Contents

Who Should Know This Policy	2
Definitions	2
Contacts	2
Policy Specifics and Procedures	2
Form	5
Related Document	5
Revision History	5
FAQs	5

Who Should Know This Policy

All university employees must know this policy and familiarize themselves with its contents and provisions.

Definitions

Agreement

Agreement is a term used synonymously with contracts to denote a legally binding, written document that includes an offer, a bargained-for benefit, and acceptance of the offer, along with agreed-upon terms, and includes but is not limited to memoranda of understanding or agreement, letters of agreement, collaboration agreements, affiliation agreements, development agreements, financial agreements, purchase orders, sales agreements, leases, and various other real estate documents.

Organizational Unit

Within the context of this policy, an organizational unit is a college, school, department, or division that reports to a cabinet member or the president.

Signatory Authority

The authority to sign and execute agreements and other documents on behalf of the university.

Contacts

The Office of the President officially interprets this policy and is responsible for obtaining approval for any revisions as required by the policy *Creating and Maintaining Policies and Procedures*. Please direct policy questions to the Office of the President.

Policy Specifics and Procedures

No General Signatory Authority

Only those individuals authorized by the Board, or to whom signatory authority has been delegated in writing pursuant to this policy, are permitted to sign an agreement on behalf of the university. Unless specifically authorized by this policy or a properly written delegation of signatory authority, no VCU employee may enter into an agreement that purports to bind the university. Any agreement executed with terms that exceed the authority of the individual signing or that of the university is void according to Virginia law and shall not bind the university. In such cases, the employee exceeding their authority, whether also signing or not, may be personally liable for the agreement's contents and obligations. Students, visitors, contractors, and affiliated entities of the university have no authority to execute agreements on behalf of the university or to bind the university contractually.

Authority of the President

The Board has delegated to the university president authority to execute any agreement associated with the management and administration of the university. The president may delegate this authority to certain employees of the university possessing the required expertise to appropriately review and execute agreements within their respective areas of responsibility (i.e., presidential delegations) but will retain original signatory authority. The delegation of signatory authority attaches to the individual in a position, or may attach to a position or office itself (See FAQ for additional information concerning presidential delegations). All such delegations shall be in writing and will be maintained and preserved in the Office of the President.

Agreements with a total actual or anticipated expenditure value between \$2 million and \$5 million require prior written approval by the president. Agreements with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. In either case, prior written approval by the president or the Board is not required for sponsored program awards or contracts, nor is approval required for the issuance of sub-recipient agreements under a sponsored program award or contract.

If the president is unavailable or absent to make a signatory authority decision, a senior vice president may make a temporary signatory authority decision in writing and for a limited period. The president is considered absent when incapacitated or otherwise unable to fulfill the duties of office. Routine vacations or attendance at conferences are not considered absences; however, the president may delegate their authority in writing when absent, not to exceed 21 days without prior Board approval. International travel by the president will require a delegation of authority if such travel exceeds three (3) calendar days.

Sub-Delegations Beyond Presidential Delegations

Presidential delegates have the authority to sub-delegate their authority to another employee of the university using the Delegation of Signatory Authority Memorandum template associated with this policy (see page 10). Every sub-delegation must also:

- i. Include the name and VCU title of the employee;
- ii. Specifically define the authority and/or tasks being delegated and the circumstances in which the sub-delegated authority may be exercised;
- iii. Be limited in duration, with a specific start time and expiration date;
- iv. Be made only to a university employee; and
- v. Be signed or otherwise acknowledged and accepted in writing by both the delegator and the employee.

A copy of the sub-delegation must be maintained by the organizational unit issuing the sub-delegation. If a sub-delegation is canceled or revoked, it is the responsibility of the organizational unit head revoking such delegation to maintain a record of the cancelation or revocation in writing. Sub-delegations must not be made to an individual with a conflict of interest relevant to the signatory authority being delegated.

Agreements or affiliations related to or involving the university with a non-U.S. entity or initiative (excluding sponsored program awards or agreements) must be signed by the vice president(s) or organizational unit head(s) with direct responsibility for international relationships and/or the relevant area in which the agreement or affiliation will occur or in which the individual will work and report.

Board of Visitors Approval Required

All agreements in which the value exceeds or can be reasonably expected to exceed \$5 million require Board approval, with the exception of sponsored program awards or agreements (including sub-recipient agreements under a sponsored program award or agreement). Regardless of amount, any transaction involving the acquisition or disposition of real property requires prior approval by the Board of Visitors, except (a) income and expense leases, (b) all easements, and (c) disposition of property gifted to the university for sale.

Responsibilities of Signatories

In the event that it is unclear whether an employee has the appropriate signatory authority, consultation with the organizational unit head or delegating individual is required. Individuals executing agreements on behalf of the university must ensure that the terms of the agreement do not exceed the employee's written delegated signatory authority and that the university is willing and able to comply with the contractual terms contained therein. If an agreement requires the university to ensure that others (e.g., students, faculty, staff) will comply with certain terms and conditions, or an agreement requires the university to execute individual agreements, the delegated signatory must ensure that the terms affecting others are reasonable and lawful, and that training of affected individuals is in place to enable and support compliance. Signatories shall also ensure that timely legal review is sought from the Office of University Counsel when the signatory is uncertain as to the legal sufficiency of the agreement.

Agreements that must be submitted to university counsel review include but are not limited to:

- agreements or affiliations that require Board of Visitors approval
- agreements with a non-U.S. entity or initiative (excluding sponsored program awards or agreements)
- agreements that are substantially different from a previous university counsel-reviewed agreement or template

Rescission of Previous Delegations

Upon approval of this policy, individuals with a presidential delegation of signatory authority must review and submit any signatory sub-delegation documentation to the Office of the President. Those not submitted within 60 days of approval of this policy will be considered rescinded. The rescission shall in no way affect the validity of any document signed under the authority of a resolution or action prior to the effective date of this policy.

Form _____

A one-page template to facilitate documentation of a delegation of signatory authority is included at the end of this document.

Related Document _____

Virginia Conflict of Interests Act, *Code of Virginia*, § 2.2-3100 et seq.

Revision History _____

This policy supersedes the following archived policies:

December 13, 2013	<i>Authority to Execute Contracts and Other Documents</i>
August 21, 2008	<i>Resolution Authorizing Certain University Officers and Employees to Execute Contracts and Other Documents</i>
September 17, 1986	<i>Resolution Authorizing Certain University Officers and Employees to Execute Contracts and Other Documents</i>

FAQs _____

1. WHAT IS THE PURPOSE OF A DELEGATION OF SIGNATORY AUTHORITY?

A Delegation of Signatory Authority is used to identify certain employees at the university who are authorized to sign agreements or other documents on behalf of the university. Senior leaders may also sub-delegate authority to certain employees in writing.

2. WHO ARE THE TYPICAL PRESIDENTIAL DELEGATES AT VCU?

Typical presidential delegates at the university are senior level employees such as the provost and senior vice president for academic affairs, senior vice president for health sciences and CEO of the health system, senior vice president and chief financial officer, vice president for administration, vice president and director of athletics, vice president for research and innovation, vice president for development and alumni relations, vice president for inclusive excellence, vice president for university relations, and other senior leaders as determined by the president.

3. WHAT ARE THEIR GENERAL RESPONSIBILITIES?

Provost and Senior Vice president for Academic Affairs

The provost and senior vice president for academic affairs is the highest ranking academic officer of the university other than the president, and is responsible for overseeing academic planning for the colleges and schools on the Monroe Park Campus, which include the University College, the Honors College, the Colleges of Engineering and Humanities and Sciences; the Schools of the Arts, Business, Education, Engineering and Social Work, and the Graduate School.

The provost and senior vice president for academic affairs will have signatory authority related to academic matters of the Monroe Park Campus and, in the president's absence or disability, to act in their stead on the execution of documents.

Senior Vice President for Health Sciences

The senior vice president for health sciences also serves as the chief executive officer of the VCU Health System, and is responsible for the coordination and administration of overall academic and health services in the health-related schools and divisions of the university and as such directs the interrelationships of these schools and divisions with the affiliate hospitals in the conduct of clinical or other research, education and patient care.

The senior vice president for health sciences will have signatory authority for agreements on behalf of the university related to health sciences activities, academic or otherwise, and including, but not limited to affiliated hospitals, health sciences units and its participants, and educational affiliations.

Senior Vice President and Chief Financial Officer

The senior vice president and chief financial officer (CFO) of the university is responsible for all fiscal and designated nonacademic administrative operations of the university.

The senior vice president and CFO will have signatory authority for agreement on behalf of the university related to all fiscal and designated non-academic administrative operations of the university, including budget, controller, procurement, business services, and treasury.

Vice President for Administration

The vice president for administration is responsible for all administrative, nonacademic operations of the university, including real estate, facilities, parking and transportation, information technology, human resources, safety and risk management, and police.

The vice president for administration will have signatory authority for agreements on behalf of the university related to all administrative and nonacademic operational matters of the university, as well as all easements, all income and expense leases, and the disposition of real property gifted to the university for sale.

Vice President for Research and Innovation

The vice president for research and innovation is responsible for working with faculty in all schools, colleges and departments as they seek funding, plan studies, establish collaborations, calculate budgets, submit grant applications, negotiate and administer contracts, and secure patents and licensing agreements.

The vice president for research and innovation will have signatory authority for agreements pertaining to: (1) the application for and award of grants, contracts and other agreements to the university for research, development, training and public service; (2) the award of grants and other funds to other institutions for research, development, training and public service; (3) patents, licensing, and royalty agreements associated with intellectual properties; and (4) contracts and other agreements necessary to effectuate the business of the Office of Research and Innovation. The vice president for research and innovation may request the appropriate senior vice president, vice president or the president to cosign any document.

Vice President for Development and Alumni Relations

The vice president for development and alumni relations is responsible for increasing the private support of the university for priority programs by building relationships with community leaders and alumni through university-related foundations and alumni associations. The vice president for development and alumni relations oversees offices including alumni affairs, development, corporate and foundation relations, major projects and advancement services.

The vice president for development and alumni relations will have signatory authority for agreements on behalf of the university in furtherance of development and alumni relations.

Vice President for Inclusive Excellence

The vice president for inclusive excellence is responsible for strengthening VCU's climate of equity, diversity and inclusiveness and is responsible for implementing the university's Strategic Plan on Diversity and Inclusive Excellence and all initiatives sponsored by VCU to foster diversity.

The vice president for inclusive excellence will have signatory authority for agreements on behalf of the university in furtherance of diversity and inclusion.

Vice President for University Relations

The vice president for university relations serves as the university's chief communications officer and is responsible for strategic, integrated communications that build the VCU reputation and support the strategic priorities of the university and its academic health sciences center.

The vice president for university relations will have signatory authority for agreements on behalf of the university in furtherance of university public affairs, university marketing, executive communications, events and special programs, and all trademark and logo uses.

Vice President and Director of Athletics

The vice president and director of athletics is responsible for all athletic programs in support of the mission of the university.

The director of athletics will have signatory authority for agreements on behalf of the university in furtherance of managing and coordinating athletic programs.

4. WHAT ARE EXAMPLES OF PRESIDENTIAL DELEGATIONS OF SIGNATORY AUTHORITY?

The following are examples of presidential delegations of signatory authority to certain employees possessing the required expertise to appropriately review and execute agreements within their respective areas of responsibility. The delegation of signatory authority attaches to the individual in the position, or may attach to a position or office itself. In either case, individual Delegation of Signatory Authority Memoranda will specifically define the scope of the delegated authority and will be maintained in the Office of the President.

Document:	May be Delegated to:
Purchases in general; contracts for purchase of goods and/or services	Senior vice president and chief financial officer (CFO); director of procurement
Agreements for external sales of goods and/or services	Senior vice president and CFO, provost and senior vice president for academic affairs, senior vice president for health sciences
Employment contracts	Vice president or organizational unit head with direct responsibility for the relevant area in which the individual will work and report.
University-level collaboration agreements	Vice president or organizational unit head with direct responsibility for the relevant area in which the collaboration will occur or in which an individual will work and report.
Intercollegiate Athletics	Vice president and director of athletics
Real estate lease agreements; construction agreements; capital outlay contracts; deeds of conveyance; and all other real estate-related agreements	Senior vice president and CFO; vice president for administration
Debt issuance bonds; all agreements relating to investments; expenditures and payroll	Senior vice president and CFO; treasurer
Financial Aid contracts and scholarship agreements	Provost and senior vice president for academic affairs; senior vice president for health sciences; respective directors of financial aid; vice president and director of athletics
Admissions contracts with students	Provost and senior vice president for academic affairs; senior vice president for health sciences; respective directors of admissions
Articulation agreements and other affiliation agreements for the purpose of clinical or educational programs	Provost and senior vice president for academic affairs; senior vice president for health sciences; vice president for research and innovation
Research agreements, sponsored project or program agreements, academic services agreements, grants, ancillary agreements associated with sponsored project agreements; sponsored program awards or contracts; sub recipient sponsored awards or contracts; material transfer agreements, data use	Vice president for research and innovation

Document:	May be Delegated to:
agreements; confidentiality agreements, collaboration agreements, proposal submissions	
Development and other philanthropic agreements	Vice president for development and alumni Relations; vice president and director of Athletics
Patent and copyright licensing and transfer agreements, permissions, and assignments	Vice president for research and innovation
Trademark license agreements; license material releases; sponsorship agreements, commercial filming, media, photography and location agreements	Senior vice president and CFO; vice president for university relations

5. WHO DETERMINES SIGNATORY AUTHORITY DECISIONS ON BEHALF OF THE UNIVERSITY?

In the event that it is unclear whether a university employee has the appropriate signatory authority, the president is authorized to make a determination about such authority.

6. WHAT IF THE PRESIDENT IS UNAVAILABLE OR ABSENT TO MAKE A SIGNATORY AUTHORITY DECISION?

A senior vice president may temporarily make a signatory authority decision, in writing, in the absence of the president

7. HOW DO I REVOKE OR CANCEL A SIGNATORY AUTHORITY?

If a cancelation or revocation of a delegation is necessary, it is the responsibility of the person issuing the revocation to notify the individual whose delegation is being revoked and the Office of the President in writing within 60 days.

TEMPLATE

[Appropriate VCU Letterhead]

Delegation of Signatory Authority Memorandum

To: [Name, Title]
From: [Name, Title]
Date: [Date]
Subject: **Delegation of Signatory Authority for** [enter name or type of agreement or other authority being delegated]

By means of this Memorandum, I [__name__], [__title__] hereby delegate the authority to execute [or approve] [name or type of document(s)] to [person and their title receiving authorization] provided that [note any limitation or conditions of the delegation]. This delegation of signatory authority is in compliance with VCU Board Policy, Delegation of Signatory Authority (amended 2019), and relevant laws.

This delegation shall be effective until the earlier of [date] or the date that [name of person] no longer holds the title of [__].

[Name of Person Delegating Authority]
[Title]

Date

I accept this delegation and the responsibilities that come herewith.

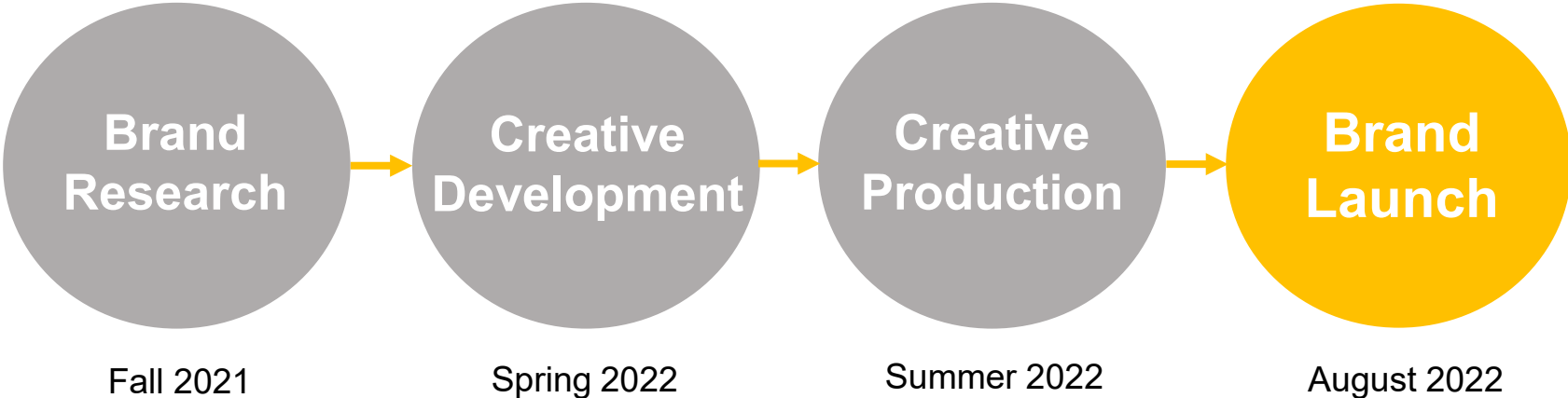
[Name of Person Accepting Delegated Authority]
[Title]

Date

Refresher

The following slides contain previously shared information about the enterprise VCU rebranding timeline, research and key measures. More details and developments will be shared at the full board meeting.

Brand Timeline



Research: Interviews, Focus Groups, Surveys



Leadership



Faculty



Staff



Students



Alumni



Patients



Richmond



Virginia

More than 2,000 viewpoints captured during research process.

Research conducted October 2021 through January 2022

How We Measure Success

- **Top Tier Media:** 300 national placements per year by 2028
-- 266 placements through Feb. 28, 2023; goal for 2022-23 is 250
- **Awareness:** Growth in awareness and familiarity
-- Rank in top three for awareness among Virginia peers (currently fifth)
- **Freshman enrollment:** 4,900 students by 2028
-- Grow in-state, out-of-state UG applications; grow international applications
- **Social media:** 3 percent annual growth in impressions, engagement and followers across all platforms

2022-23 Brand Milestones

- New admissions website and recruitment campaign (Q1)
- Launch brand across VCU Health platforms (Q2, Q3)
- Begin national thought leadership campaign (Q2, Q3)
- Redesign vcu.edu website (Q3, Q4)
- Rebrand VCU's visual identity (Q4)

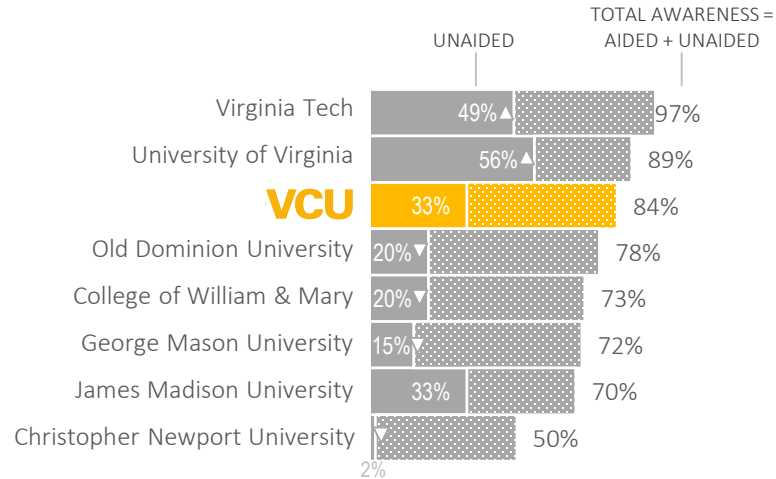
Strength

The following slide shows VCU awareness levels among ALL Virginia residents, not just prospective students and parents. We rank third in awareness at 84 percent, trailing only VT and UVA. This is a strong position for overall brand awareness.

VCU awareness is strong among Virginia Residents although it is mentioned less than UVA and VA Tech

VA Resident
(Market read)

AWARENESS OF VA SCHOOLS Unaided & Total



Base: VA Resident (100). Significance noted at the 90% C.I.
Q100. When you think of colleges and universities that are located in Virginia, which institutions come to mind?
Q101. Which of the following colleges and universities, if any, were you aware of before taking this survey?

Opportunity

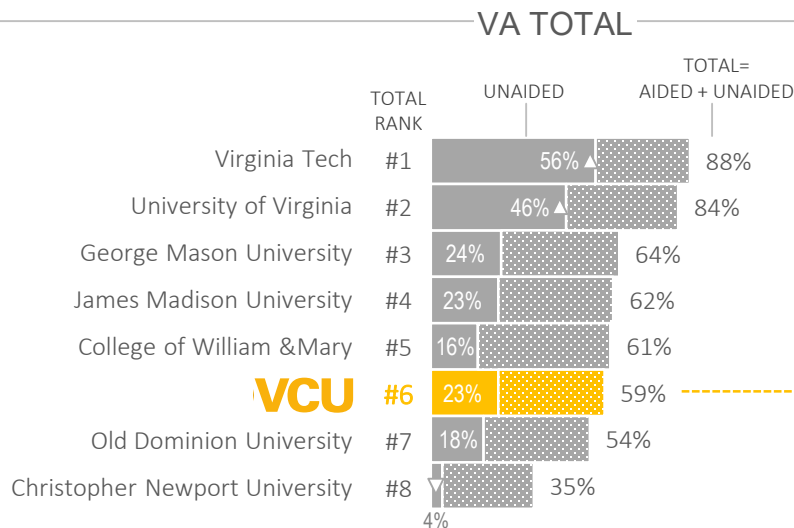
The following slide – looking at awareness in prospective parents and students in Virginia only – shows that VCU drops to 6th at 59 percent. This is driven by the awareness split between parents (72 percent) and students (45 percent). This gap occurs for other institutions, too, but ours is pronounced.

We must increase in-state student awareness by breaking through the noise without sacrificing our investments in key out-of-state markets.

Focusing solely on Parents & Students in Virginia, VCU ranks #6 for Total Awareness

Prospective
Parents &
Students

AWARENESS IN VA Unaided & Total



VCU's low Awareness in Virginia is driven by VA Students:

• Total Awareness:
VA Parents=72% | VA Students=45%

Base: VA prospective parents & students. VA total (200) /Significance noted at the 90% C.I.
Q100. When you think of colleges and universities that are located in Virginia, which institutions come to mind?
Q101. Which of the following colleges and universities, if any, were you aware of before taking this survey?