



**BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE**

11:15 A.M.**

**DECEMBER 13, 2019
JAMES BRANCH CABELL LIBRARY
901 PARK AVENUE – ROOM 311
RICHMOND, VIRGINIA**

DRAFT

OPEN SESSION AGENDA

- 1. CALL TO ORDER** **Mr. H. Benson Dendy, III, *Chair***
- 2. APPROVAL OF THE AGENDA** **Mr. H. Benson Dendy, III, *Chair***
- 3. APPROVAL OF MINUTES** **Mr. H. Benson Dendy, III, *Chair***
(September 13, 2019)
- 4. ACTION ITEMS:**
 - a. Recommendation to Board to approve Resolution Human Subjects Research **Ms. Jacqueline L. Kniska, JD**
University Chief Ethics & Compliance Officer
 - b. Recommendation to Board to approve policy on Tuition and Fee Public Comment **Ms. Michele Schumacher, JD**
Assistant Secretary & Board Liaison
 - c. Recommendation to Board to approve policy on Student, Faculty, and Staff Representative Appointments to the Board of Visitors **Ms. Michele Schumacher, JD**
Assistant Secretary & Board Liaison
 - d. Recommendation to Board to approve Board of Visitors Bylaw Amendment **Ms. Michele N. Schumacher, JD**
 - e. Recommendation to Board to approve revised Statement on Governance **Ms. Michele N. Schumacher, JD**
Assistant Secretary & Board Liaison
- 5. CLOSED SESSION – *Freedom of Information Act Sections 2.2-3711 (A)(1),(7),(8)***
 - a. **Presidential Compensation Review** **Mr. H. Benson Dendy, III, *Chair***

6. RETURN TO OPEN SESSION

Mr. H. Benson Dendy, III, *Chair*

Resolution and Certification

Action Item:

Approval of items discussed in closed session if necessary

7. OTHER BUSINESS

Mr. H. Benson Dendy, III, *Chair*

Recommendation to approve Resolution regarding
attendance at SCHEV New Board Member Orientation

Review of Board's Self-Evaluation

8. ADJOURNMENT

Mr. H. Benson Dendy, III, *Chair*

**** 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.**

Members of Governance and Compensation Committee:

H. Benson Dendy, III, Chair

Alexis Swann, Vice Chair

Pamela El

Todd Haymore

John A. Luke, Jr.

Coleen Santa Ana

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

HUMAN SUBJECTS RESEARCH REGULATION

WHEREAS, the Board of Visitors of Virginia Commonwealth University (the “BOV”) or its designee possess authority to “[m]ake regulations and policies concerning the institution” under §23.1-1301 of the Code of Virginia;

WHEREAS, the university strives to protect human subjects in research conducted by the University and to foster the conduct of human subjects research in compliance with federal standards for such protection;

WHEREAS, human subjects research conducted by Virginia Commonwealth University in the Commonwealth of Virginia shall be governed by university policies and procedures that incorporate the federal regulations and policies for the protection of human subjects at 21 CFR Parts 50 and 56, 45 CFR Part 46, and 45 CFR Parts 160 and 164.

WHEREAS, the BOV takes formal action to make a regulation under the Virginia Register Act, §§2.2-4100, *et seq.*; and

WHEREAS, the BOV desires to make 8 VAC 90-80-10, as outlined in the attached, because it will bring clarity to the appropriate governing regulatory framework for human subjects research.

NOW, THEREFORE, be it resolved by the Board of Visitors of Virginia Commonwealth University as follows:

1. Human subjects research conducted by Virginia Commonwealth University in the Commonwealth of Virginia shall be governed by this regulation, 8 VAC 90-80-10 *Human Subjects Research* is hereby authorized for implementation.
2. The President, or his regulatory agency designee, the Chief Ethics and Compliance Officer, is directed and authorized to take such necessary actions for publication in the Virginia Register, and for later publication in the Virginia Administrative Code.
3. The regulation (see attached) will be effective upon vote of approval.

Proposed Regulation for Agency:
VIRGINIA COMMONWEALTH UNIVERSITY

Human Subjects Research

CHAPTER 80 Human Subjects Research

8VAC90-80-10. Scope.

This chapter applies to research involving human subjects conducted by Virginia Commonwealth University.

8VAC90-80-20. Federal Regulations Adopted.

Research conducted by Virginia Commonwealth University involving human subjects shall be conducted in accordance with 21 CFR Part 50 (May 30, 1980) and 56 (January 27, 1981), 45 CFR Part 46 (revised June 19, 2017 and amended on January 22, 2018 and June 19, 2018), and 45 CFR Parts 160 and 164 (December 28, 2000) and any other applicable federal law or regulation.



VCU

Integrity and Compliance

Audit and Compliance Services
Integrity and Compliance Office

ucompliance@vcu.edu

Board of Visitors Meeting December 13, 2019

Action Item Requested

Vote to Approve Resolution for Regulatory Adoption pursuant to §23.1-1301 of the Code of Virginia

Reason for the Request

The Board of Visitors is the governing body that must approve regulatory actions (generally this is limited to creation, adoption and repeal). Traditionally, the BOV's Governance and Executive Compensation Committee has approved all regulation-related activities, along with university policies related to governance and local Board operations.

Background and Rationale for the Request

As a state agency VCU has the ability to adopt Regulations which have the force of law. This is usually necessary when there is a need to govern individuals who are beyond the scope of traditional students, employees or other contractors. The Board is permitted to make regulations concerning the institution.

The responsibility for the maintenance of an agency's regulations resides with the designated regulatory liaison. At VCU, this responsibility has been appointed by the President to the Chief Ethics and Compliance Officer.

The resolution seeks regulation adoption approval in order to ensure continuity and consistency in research compliance practices and processes. Currently, George Mason University has a nearly identical regulation and University of Virginia is working on the same before you today.

Code of Virginia Chapter 5.1, §32.1-162.20 provides that human research, subject to federal regulation, is exempt from provisions of Virginia's Code when the activities are governed in accordance with federal regulation. Specifically, compliance with Virginia's Code may be accomplished by opting to promulgate "...regulations under the provisions of the Administrative Process Act (§2.2-4000 et seq.) governing human research projects which incorporate explicitly, or by reference, federal policies and regulations..." The latter part of the Code section addresses research that might not otherwise be required to comply with federal regulations (i.e. no FDA-regulated products, and projects not federally-funded) allowing us to enforce compliance by filing a petition for an injunction in circuit court.

More recently at the federal level:

Under the pre-2018 Common Rule, making a selection on the university's Federal Wide Assurance (FWA) to indicate to the Federal government that we would extend the applicability of 45 CFR 46 to all research at VCU (regardless of funding source), thus including all research as subject to the



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requirements of the Common Rule and the oversight authority of the Office of Human Research Protections (OHRP) within the Department of Health and Human Services.

Under the 2018 Common Rule, OHRP indicates in the final rule that "voluntary extension will no longer be part of the assurance process and such research will not be subject to OHRP oversight." (82 Fed. Reg. 7156, 7181). Consequently, they intend to remove the ability to demarcate on the FWA that allows us to extend applicability of regulations to *all* research. When this happens, slated for January 2019, without electing to preserve the same, Virginia Code requirements would apply *if and only if* VCU does not approve this regulation.

[DRAFT] Tuition and Fee Public Comment

Policy Type: Local - Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: NEW

Current Revision Approved: XX/XX/2019

Policy Statement and Purpose

Investment in the learning experience of students and the future of education is the most important issue facing Virginia Commonwealth University (VCU) and all American institutions of higher education. The costs associated with earning a college degree remains a critical component requiring further examination and inclusion of all voices, in particular, the student voice. This issue is important to the governing Board and university senior leadership members; to that end, it is a priority to maintain the highest levels of transparency and integrity in the setting of tuition and fees. As an accountability measure, notice of a public comment period at the Board of Visitors' budget workshop meeting will be provided. This will be utilized as an opportunity for the leadership and governance functions of VCU to make the most informed decisions concerning the budget and tuition and fee increases.

This policy codifies the university's commitment and provides detailed information as to what can be expected related to notice of meetings and opportunities for public comment in the procedures section. Specifically,

- No approval for an increase in undergraduate tuition or mandatory fees shall be brought to a vote without providing students and the public a projected range of the planned increase, an explanation of the need for the increase, and notice of the date and location of any vote on such increase at least 30 days prior to such vote.

The Virginia Commonwealth University Board of Visitors (BOV) holds a budget workshop each fiscal year to discuss the upcoming fiscal year's budget, including any proposed / needed tuition and fee increases. The workshop is an informational meeting designed to review and explain the upcoming budget and any changes to tuition and fees. No final decisions are made nor actions taken at this meeting. Typically a vote to

approve the budget, including any tuition and fee increases, occurs at the next sequential BOV meeting which is usually at the May BOV meeting.

The BOV has determined that public comment will be permitted at the end of the budget workshop or other Board informational meeting designed to review and explain any tuition and fee increases. The parameters for making public comments for consideration whether in person or submitted in advance are included in the procedures section.

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Who Should Know This Policy

All members of the VCU Board of Visitors are responsible for knowing the contents of this policy. The President and staff of the Office of the President must be familiar with its contents and provisions as well as any other individual.

Definitions

Undergraduate tuition refers to the base undergraduate tuition applicable to the majority of students. Rates for both resident and non-resident students will be included. Mandatory fees refers to those fees required of all students such as the library fee, technology fee, university fee, student health fee, and activity fee. Fees relating to specific programs or courses are excluded.here.

Contacts

The BOV, by and through its Governance and Compensation Committee, officially

interprets this policy. The Office of the President is responsible for obtaining approval for any revisions and questions regarding this policy should be directed to this Office.

Policy Specifics and Procedures

The informational meeting, designed for discussion, (typically the budget workshop) will include a one (1) hour public comment session at the end of the meeting wherein the BOV will receive comments from any individual on matters pertaining to Virginia Commonwealth University's budget and any potential tuition and fee increases.

Specifics:

Each speaker will be allotted three (3) minutes to comment.

Priority is given to speakers who register on, or before noon, the day before the meeting by providing the following information via email sent to bov@vcu.edu:

- a. name,
- b. email or phone number,
- c. VCU affiliation, (e.g. student, faculty, employee, alumni, parent, or member of the public)
- d. and request for reasonable accommodation.

This information is needed in the event a meeting is canceled or re-scheduled for an unanticipated or unavoidable reason. An in-person sign-up sheet will also be available at the meeting should time remain after registrants provide their comments.

Due to concerns for capacity, technical limitations or difficulties and information security, audio/visual presentations are not permitted. However, speakers may bring and disseminate written materials during their respective time and are requested to provide two (2) copies of any written materials to the Assistant Board Secretary. Speakers are encouraged to also bring a sufficient number of copies to provide to each member of the BOV.

Individuals unable to attend the public comment period in person, or provide comment during the allotted 1 hour period are permitted to provide written comment via an Open Comment Portal from the date of the budget workshop until two weeks prior to the sequential meeting (typically the May BOV meeting) at which tuition and fees will be voted upon.

The portal can be found at: <https://president.vcu.edu/board/open-comment-portal/>

Forms

Public Comment Portal: <https://president.vcu.edu/board/open-comment-portal/>

Related Documents

[Code of Virginia, §2.2-3701](#)

[Code of Virginia, §23.1-307\(D\) - \(E\)](#)

Revision History

None - This is a new policy.

FAQ

1. Why do I have to register to participate in the public comment period?

Registering is not required, however in the interest of planning and maximizing the time within the meeting, preference will be given on a first come first serve basis to those who have registered, allotting the maximum amount of permitted time for each registrant. After all registrants have been given their time opportunity, the individuals who signed up the day of the meeting will be given opportunity in the order of first come, first serve. In addition should it be necessary to postpone the meeting it will provide a means to advise the registrant of same.

2. Who can I contact if I have problems registering?

Contact the VCU Board Liaison. Please see <https://president.vcu.edu/board/> for the contact information for the Board Liaison.

[DRAFT] Student, Faculty, and Staff Representative Appointments to the Board of Visitors

Policy Type: Local - Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 09/23/1982

Current Revision Approved: MM/DD/YYYY

Policy Statement and Purpose

The purpose of this policy is to provide requirements for the appointment of student, faculty and staff representatives on Virginia Commonwealth University's Board of Visitors. Although these representatives serve as non-voting advisory representatives on the Board, the university recognizes the value of their participation in Board matters by providing their voice and perspectives on the governance of VCU. This results in stronger ties between the Board and the student body and faculty and staff communities at VCU.

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

Virginia Commonwealth University's Board of Visitors, president, senior vice-provost for student affairs, students, faculty and staff are responsible for knowing this policy and familiarizing themselves with its contents and provisions.

Definitions

There are no defined terms in this policy.

Contacts

The Office of the President officially interprets this policy. The Office of the President 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 Board Liaison, whose contact information can be found at: <https://president.vcu.edu/board/>.

Policy Specifics and Procedures

1. **Student Representative:** The following procedures will be used in appointing student representatives to the Board:
 - a. **Selection**
 - i. The president will recommend one graduate/professional student and one undergraduate to serve as the student representatives from lists submitted by a selection committee, chaired by the senior vice provost for student affairs. The selection committee includes representation from undergraduate and graduate/professional students.
 - ii. The student representatives to the Board of Visitors will be appointed for a term effective July 1 of each year and ending with May Commencement.
 - iii. The student representatives to the Board of Visitors are expected to attend the Academic and Health Affairs Committee and regular full Board meetings with voice but no vote.
 - iv. The student representatives will not serve on any other Board Committee and will not be allowed to attend closed or special sessions of the Board.
 - b. **Eligibility**

To be eligible to apply and serve as a student representative, a student must:

 - i. Be enrolled as a VCU full-time student in good standing as defined by the university;
 - ii. Maintain continuous VCU full-time enrollment throughout the representative term (i.e. July 1 – May Commencement);
 - iii. Be available to attend Board meetings and planning meetings with the senior vice provost for student affairs; and

- iv. Complete the BOV student representative application form and resume, which is available on the Division of Student Affairs web page <https://students.vcu.edu/get-involved/> under Student Leadership.

2. Faculty Representative: The following procedures will be used in appointing a faculty representative and an alternate faculty representative to the Board:

- a. The president will recommend to the Board of Visitors that the immediate past president of the faculty senate shall be the faculty representative and the faculty senate president shall be the alternate faculty representative. The faculty representative and the alternate faculty representative will be nonvoting representatives.
- b. The Board of Visitors will appoint the faculty representative to the Board for a one-year term effective July 1 of each year and ending the following June 30. The faculty representative will not be allowed to attend closed sessions of the Board or its Committees.
- c. The faculty representative to the Board of Visitors will serve as a nonvoting representative to the Academic and Health Affairs Committee of the Board.
- d. The alternate faculty representative will not have official status but will be allowed to substitute for the appointed faculty representative at both full Board meetings and Academic and Health Affairs Committee meetings with voice but no vote.

3. Staff Representative: The following procedures will be used in appointing a staff representative and an alternate staff representative to the Board:

- a. The president will recommend to the Board of Visitors that the Staff Senate President shall be the staff representative and that the Staff Senate Vice President shall be the alternate staff representative to the Board of Visitors. The staff representative and the alternate staff representative will be nonvoting representatives.
- b. The Board of Visitors will appoint the staff representative to the Board for a one-year term effective July 1 of each year and ending the following June 30. The staff representative will not be allowed to attend closed sessions of the Board or its Committees
- c. The staff representative to the Board of Visitors will serve as a nonvoting representative to the Academic and Health Affairs Committee of the Board.
- d. The alternate staff representative will not have official status but will be allowed to substitute for the appointed staff representative at both full Board meetings and Academic and Health Affairs Committee meetings with voice but no vote.

Forms

1. [Board of Visitors Student Representative Application](#)

Related Documents

1. **Code of Virginia § 23.1-1300. Members of governing boards; removal; terms; nonvoting, advisory representatives; residency.**

<https://law.lis.virginia.gov/vacode/title23.1/chapter13/section23.1-1300/>

Revision History

This policy supersedes the following archived policies:

Approval/Revision Date	Title
September 23, 1982	<i>Policy Regarding Student Representative And An Alternate Student Representative to the Board of Visitors</i>
July 3, 1990	<i>Policy Regarding Student Representative And An Alternate Student Representative to the Board of Visitors</i>
May 15, 2003	<i>Policy Regarding Faculty Representative to the Board of Visitors of Virginia Commonwealth University</i>
May 1, 2005	<i>Policy Regarding Student Representative And An Alternate Student Representative to the Board of Visitors</i>
May 20, 2005	<i>Policy Regarding Student Representative And An Alternate Student Representative to the Board of Visitors</i>
February 22, 2007	<i>Policy Statement Concerning Staff Representation on the Board of Visitors</i>

FAQ

1. **Who should a student contact if they have questions concerning the application process for becoming the Student Representative to the Board?**

All questions pertaining to the application process for the Student Representative to the Board of Visitors should be directed to the Office of the Senior Vice Provost for Student Affairs.

Contact information for the Office of the Senior Vice Provost for Student Affairs can be found at:

<https://students.vcu.edu/about/staff/>



ARTICLE I LEGAL STATUS

SECTION 1. NAME

The Board of Visitors of Virginia Commonwealth University is a corporation under the name and style of “Virginia Commonwealth University”. The institution shall be known as Virginia Commonwealth University (“VCU”).

SECTION 2. PRINCIPAL OFFICE OF THE BOARD.

The principal office of the Board shall be located, and all meetings held, as far as practical, in the City of Richmond.

ARTICLE II BOARD OF VISITORS

SECTION 1. GOVERNING BODY.

The University shall be governed by the Board of Visitors (“Board”) and shall at all times be under the control of the General Assembly of the Commonwealth of Virginia.

SECTION 2. PURPOSE OF THE BOARD.

As set forth by the General Assembly, the Board is formed for the purpose of establishing and maintaining a university consisting of colleges, schools, and divisions offering undergraduate and graduate programs in the liberal arts and sciences and courses of study for the professions and such other courses of study, as may be appropriate, and in connection with the purpose, the board may maintain and conduct hospitals, infirmaries, dispensaries, laboratories, research centers, power plants, and such other facilities as it deems proper.

SECTION 3. COMPOSITION, APPOINTMENT, MEMBER TERMS, REMOVAL AND RESIGNATION OF MEMBERS.

A. Composition and Appointment. The Board shall consist of 16 members appointed by the Governor of the Commonwealth of Virginia, subject to confirmation by the General Assembly, and shall serve until their successors have been appointed and confirmed.

B. Member Term Limits. Members shall be eligible to serve for two four-year terms, which may be served consecutively. However, a member appointed by the Governor to serve an unexpired term is eligible to serve two additional four-year terms.

C. Removal of Members. If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs for governing boards presented by the State Council of Higher Education for Virginia, as required by the Code of Virginia, in the member's first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members of the Board shall record such failure in the minutes at the Board's next meeting and notify the Governor, and the office of such member shall be vacated.

Additionally, the Governor has the authority to remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board and fill the vacancy resulting from the removal. Each appointment to fill a vacancy shall be subject to confirmation by the General Assembly.

D. Member Resignation. Any Board member may resign at any time by providing notice of the date of resignation to the Governor, with a copy of said notice being provided to the Rector and a copy to the Assistant Secretary of the Board, so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary for it to take effect.

SECTION 4. TRANSPARENCY.

The Board shall have the following responsibilities as set forth in the Code of Virginia related to transparency and open government:

1. Comply in all respects with the Commonwealth of Virginia's Freedom of Information Act ("FOIA").
2. Comply with the additional open meeting requirements for Institutions of Higher Education, including but not limited to:
 - a. Adopt and post conspicuously on the VCU website these Bylaws;
 - b. Describe on the VCU website the Board's obligations under FOIA;
 - c. Conduct all discussions and actions on any topic not specifically exempted by FOIA in open meeting;
 - d. Give public notice of all meetings in accordance with FOIA; and
 - e. Approve in open meeting any action taken in closed session as required by FOIA.
3. Notify and invite the Attorney General's appointee or representative (the legal counsel of the institution) to all meetings of the Board, Executive Committee, and other Board committees.
4. The Board shall provide to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. This report shall be submitted in accordance with procedures stipulated by law.

SECTION 5. MEETINGS.

A. Regular Meetings. The Board shall meet at least four times a year on dates and in places (within Richmond as far as it is practical) set by the Rector. The annual meeting will be the last regular meeting of the fiscal year.

B. Special Meetings. Special meetings of the Board may be called by the Rector, or in the absence or disability of the Rector, by the Vice-Rector, or by any three members. The requests shall be submitted to

the Assistant Secretary to the Board, who has the ministerial responsibility for making arrangements for the special meeting. The purpose, date, time, and place will be specified in the call for the special meeting.

C. Notice. At least three days' notice in writing (which may be by email) shall be provided and shall include the purpose, date, time, and place except that notice of an emergency meeting shall be reasonable under the circumstances and notice to the public shall be given contemporaneously with notice provided to members.

D. Quorum and Votes.

1. Board Meetings. A simple majority of the members constitutes a quorum. Unless otherwise required by statute, actions of the Board are taken by simple majority of those present and voting. The Board ~~or any of its committees~~ may meet without a quorum present, however no official action may be taken at said meeting. Notice of such meeting shall be required if required by the Virginia Freedom of Information Act (FOIA).

2. Standing Committee Meetings. For meetings of a Standing Committee a quorum shall be three (3) members of the Standing Committee. The Rector and/or Vice Rector shall be counted as a member in determining the quorum for a meeting of one of the Standing Committees. A Standing Committee may meet without a quorum present, however, no official action may be taken at said meeting. Notice of such meeting shall be required if required by FOIA.

E. Order of Business. The order of business at meetings shall be determined by the Rector.

F. Electronic Meetings. The Board may adopt a policy on electronic meetings or participation in an electronic meeting as permitted by FOIA.

SECTION 6. OFFICERS OF THE BOARD.

A. Officers. The officers of the Board shall be the Rector, Vice-Rector and Secretary, and shall be appointed from the Board membership. Either the Rector or Vice-Rector **shall** be a resident of the Commonwealth of Virginia.

B. Election of Officers. The Nominating Committee shall make its recommendation for Rector at the first regular Board meeting of the calendar year and the Board shall at that time act on the recommendation and elect a Rector. The Nominating Committee shall make a recommendation to the Board for the Vice-Rector and Secretary at the annual meeting and the Board shall at that time act on the recommendation and elect a Vice-Rector and Secretary. The Board may decide in its discretion to postpone the election for the Vice-Rector and Secretary until after July 1, and if so postponed the election shall occur at the next scheduled Board meeting.

C. Rector.

1. Election and Term. The Board shall elect a Rector-Elect at the first meeting of the calendar year; the Rector-Elect will take the office of Rector on July 1 for a one-year term. The Rector may be re-elected for one additional term. However, there shall be no limitation on the number of non-consecutive terms an individual may serve as Rector.

2. Powers and Duties. The Rector shall have the following duties and responsibilities:

- a. preside at all Board meetings;
- b. in consultation with the Vice Rector appoint the members of each committee (both standing and ad hoc), including the Chair and Vice Chair;
- c. act as spokesperson or representative of the Board; and
- d. perform such other duties as are generally expected of the presiding officer or that are imposed by statute, these Bylaws, or action of the Board.

The Rector shall be a member, ex officio, with full voting rights, of all committees of the Board and shall be counted as a member in determining the quorum.

The Rector and the President shall work closely to develop the agenda for Board meetings and to submit reports and other communications to the Board. The Rector facilitates communication between the Board and the Administration. The Rector is normally anticipated to be one of the members of the Board to serve on the Board of Directors of the Virginia Commonwealth University Health System Authority.

D. Vice-Rector.

1. Election and Term. The Board, at its Annual meeting, or such other time as the Rector and Rector-Elect shall determine but in no event later than the first regular meeting of the fiscal year, elects a Vice-Rector who shall serve for a one-year term commencing on July 1, or on such date as a successor has been elected, whichever is later. The Vice-Rector may be re-elected for one additional term. However, there shall be no limitation on the number of non-consecutive terms an individual may serve as Vice-Rector.

2. Powers and Duties. The Vice-Rector shall assume the duties and have the powers of the Rector in the absence or temporary disability of the Rector.

In the event of the death, permanent disability or resignation of the Rector, or should the Rector become otherwise permanently unable to perform the duties and functions of the office, the Vice Rector will become Rector for the remainder of the term, and a new Vice Rector will be elected. This partial term shall not prohibit an individual from being elected to two one-year terms as set forth herein.

The Vice-Rector shall perform other duties as requested by the Rector or the Board.

The Vice-Rector shall be a member, ex-officio, with full voting rights, of all committees of the Board and shall be counted as a member in determining the quorum.

E. Secretary and Assistant Secretary

1. Election and Term. The Board, at its Annual meeting, or such other time as the Rector and Rector-Elect shall determine but in no event later than the first regular meeting of the fiscal year, elects a Secretary, who shall serve for a one-year term or until a successor has been elected. The Secretary may be re-elected for one additional term. However, there shall be no limitation on the number of non-consecutive terms an individual may serve as Secretary.

2. Powers and Duties. The Secretary shall preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice-Rector, and shall perform such other duties as are incident to the office or as may from time to time be assigned by the Rector that may include reviewing the minutes. Any of the enumerated duties of the Secretary may be delegated to an Assistant Secretary as set forth in Article II, Section 6, subsection (E)(3) below.

3. Assistant Secretary. The Board may appoint, in consultation with the President, an Assistant Secretary to the Board, who shall perform any or all of the duties of the Secretary, except for the duty to preside at the meetings of the Board and its Executive Committee. Specifically, the Assistant Secretary shall attend all meetings of the Board of Visitors and the Executive Committee and prepare minutes of such meetings and after approval by the Board, shall sign the minutes and record same in the permanent records of the Board, and shall authenticate and certify true and exact copies of documents that have been approved by the Board to comply with both internal and external requests. The Assistant Secretary shall provide proper notice of all meetings of the Board as required by these Bylaws and by law. In addition the Assistant Secretary shall assist the Board in the discharge of its official duties, and shall under the immediate direction of the President, perform such other duties as may be assigned to him or her by the Board, the Vice-Rector, the Rector, or the President.

The Assistant Secretary's term shall continue until such time as a successor is appointed, or the individual is no longer employed as Board Liaison by the University, whichever first occurs.

F. Inability or Incapacity of an Officer to Serve.

1. Replacement. Except as set forth in Section D. 2. of this article, if an elected Officer of the Board (other than the Rector) resigns, or is, or will be, unable to serve for a period in excess of thirty (30) days of their elected term, the Rector shall timely call a special meeting of the Nominating Committee to recommend another member of the Board to serve instead.

2. Election. The Board shall vote at its next regularly scheduled meeting to act on the recommendation of the Nominating Committee.

3. Terms of office. Officers elected through these provisions shall serve the remainder of (or the entirety as the case might be) of the replaced Officer's term.

SECTION 7. COMMITTEES

A. Executive Committee.

1. The Executive Committee shall be comprised of the Rector, Vice-Rector, Secretary, the Chairs of the standing committees, and two members-at-large who shall be elected by the Board at the first regular meeting of the year. The Rector shall serve as the Chair, and the Vice-Rector shall serve as the Vice Chair.

2. The Executive Committee shall be authorized to convene and exercise the full power and authority of the Board between meetings of the Board whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct. All Board members shall be notified of meetings and provided the agenda and any documents distributed for such meetings. Any Board Member who wishes to do so may attend an Executive Committee meeting.

3. Consistent with the provisions of Virginia law, the Executive Committee shall assure that the following activities are conducted and completed as necessary:

- Development of a statement of governance setting forth the Board's role for recommendation to and adoption by the Board;
- Periodic review of the Board's Bylaws and recommendation of amendments as deemed necessary and appropriate;

- Provide advice to the Board on committee structure, appointments, and meetings, as deemed necessary and appropriate;
- Develop an orientation and continuing education process for Board members that includes training on the FOIA;
- Creation, monitoring, oversight and review of compliance by Board members with a code of ethics for Board members; and
- Development of a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.

4. A ~~simple majority of the quorum shall be three (3)~~ members of the Executive Committee ~~shall constitute a quorum~~. In the event a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum be attained.

5. The Assistant Secretary to the Board shall promptly inform all members of the Board of any action taken by the Executive Committee. The Rector shall report actions taken by the Executive Committee at the next regularly scheduled meeting of the Board.

B. Standing Committees. The Rector-Elect in consultation with the Rector shall appoint the members of each standing committee. The Rector-Elect shall designate the chair and vice-chair of each committee, except that the Chair of the Governance and Compensation Committee shall be the Vice-Rector.

The Rector, the full Board, the President, or the President's designee may refer matters to a standing committee. In addition to the specific responsibilities provided by these Bylaws, the standing committees shall have any other duties and responsibilities assigned by the Board or the Rector.

A ~~simple majority of the quorum at a meeting of one of the standing committees shall be three (3)~~ members ~~of a committee shall constitute a quorum~~. In the event that a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum may be attained. The Rector and/or Vice Rector shall be counted as a member in determining the quorum for a meeting of a standing committee.

Each standing committee shall adopt and have approved by the Board a charter outlining its roles and responsibilities. Each standing committee shall also prepare an annual work plan to be shared with the Board.

Each standing committee shall report to the Board at the next regularly scheduled Board meeting.

Each standing committee has the authority to approve the minutes of its meetings without further Board approval. Unless otherwise specifically provided by the Board, the decisions and recommendations of standing committees are advisory and shall be approved and ratified by the Board of Visitors.

The Board shall have the following standing committees:

1. Academic and Health Affairs Committee. The primary purpose of the Academic and Health Affairs Committee shall be to assist the Board in fulfilling its fiduciary responsibilities by providing oversight and making recommendations to the Board on all policies and plans consistent with the stated goals and objectives of the University and with its academic health center, including its affiliation with the Virginia Commonwealth University Health System Authority, regarding the following areas:

- Strategic enrollment management

- Academic quality
- Student issues
- Faculty issues
- Athletics
- Research
-

2. Intercollegiate Athletics Committee. The primary purpose of the Intercollegiate Athletics Committee shall be to assist the Board in fulfilling its fiduciary responsibilities for oversight of the University's intercollegiate athletics program including but not limited to the following areas of athletics policy:

- ~~Finances of the athletics programs, including budgeting, expenditures, and fund balances~~
- Student-athlete health and safety
- Admissions and academic policies for student-athletes including academic progress and integrity
- Institutional compliance with applicable rules and regulations, including those of the National Collegiate Athletic Association (NCAA) and the Conference
- Ethical behavior
- Athletics personnel
- Finances of the athletics programs, including budgeting, expenditures, and fund balances
- Athletic facilities, including capital expenditures and debt

3. Audit, Integrity and Compliance Committee. The primary purpose of the Audit, Integrity, and Compliance Committee shall be to assist the Board in fulfilling its fiduciary responsibilities related to oversight of:

- Soundness of the University's system of internal controls
- Integrity of the University's financial accounting and reporting practices
- Independence and performance of the internal and external audit functions
- Integrity of information technology infrastructure and data governance
- Effectiveness of the University's ethics and compliance program
- Institutional conflict of interest issues
- University's enterprise risk management program
- Legal matters

4. Finance, Budget and Investment Committee. The primary purpose of the Finance, Budget and Investment (FBI) Committee shall be to assist the Board in fulfilling its objectives and fiduciary responsibilities related to specific policy/policies and oversight of:

- University finances and investments
- University policies on debt management
- University facilities planning, design, construction and renovation
- University purchase and divestiture of land, including any easements

5. Governance and Compensation Committee. The primary purpose of the Governance and Compensation Committee shall be to assist the Board in fulfilling its objectives and responsibilities related to applicable policies and oversight of:

- Board and University Governance Issues
- Relationship with affiliated VCU Entities
- Board Nominations to Governor
- Presidential Evaluation and Compensation Process
- Board Self-Evaluation
- Review of Board Bylaws

6. University Resources Committee. The primary purpose of the University Resources Committee shall be to assist the Board in fulfilling its fiduciary responsibilities by monitoring and overseeing activities related to:

- Generating resources and stakeholder support of the University's strategic goals, particularly in the areas of government relations
- Development and alumni relations
- Public relations and marketing communications.

In addition, the University Resources Committee shall recommend to the Board the naming of any physical facility or part thereof or any programmatic element of the University as outlined in the Board approved "Policy Guidelines on Recognition of Donors and Friends."

D. Subcommittees. Each standing committee may establish and appoint subcommittees as necessary, subject to Board approval. Subcommittees are subject to the same procedural rules as the primary committee.

E. Nominating Committee. The Rector shall appoint a Nominating Committee which shall have as its purpose the nomination of candidates for Rector, Vice Rector and Secretary of the Board for the succeeding year pursuant to Article II, Section 6(B) above, and shall periodically review board leadership succession. Upon election of the Rector for the succeeding year, the Rector and Rector-Elect shall become members of the Nominating Committee.

F. Ad Hoc Committees. The Rector may, from time to time appoint ad hoc committees of the Board, as the Rector deems necessary for the good conduct of Board and University affairs. Each such committee shall have a chair and at a minimum two additional members, all of whom shall be appointed by the Rector. The duties of all ad hoc committees shall be specified and reported to the Board by the Rector at the time of the appointment. Ad hoc committees are not required to have written charters.

ARTICLE III ADMINISTRATIVE OFFICERS AND OTHER EMPLOYEES OF THE UNIVERSITY

SECTION 1. THE PRESIDENT OF THE UNIVERSITY

A. Chief Executive Officer. The President of the University ("President") shall be the chief executive officer of the University.

B. Appointment. The President shall be appointed by the Board and serves at its pleasure.

C. Powers and Duties. The President in addition to serving as the chief executive officer of the University, shall also serve as President of the Virginia Commonwealth University Health System Authority, and shall also sit on the Virginia Commonwealth University Health System Authority Board of Directors (VCUHS Board) and by statute shall be the Chair of the VCUHS Board. In addition, the President shall also serve on the Virginia Biotechnology Research Partnership Authority Board of Directors and the Virginia Biotechnology Research Park Corporation Board of Directors. The President is a member of the faculty of the University.

As chief executive officer of the University, the President shall have the following powers and duties:

- The President shall have the responsibility for the operation of the University in conformity with the purposes and policies determined by the Board;
- In addition to the positions of other officers identified and established in Article III, Section 2 below, the President shall have the power to establish and modify as he or she deems necessary the internal administrative structure of the University and shall appoint or provide for the appointment of all administrative officers, making a report of his or her actions thereon to the Board at the next regular meeting;
- The President shall act as an advisor to the Board and shall have responsibility for recommending to the Board for consideration those policies and programs which in the opinion of the President will best promote the interests of the University;
- The President shall have the authority to oversee and to administer the policies of the Board;
- The President shall be the primary contact between the Board and the University;
- The President shall provide oversight and shall be accountable for the management of the University;
- The President shall have responsibility for the oversight of strategic planning and implementation as established by the Board;
- The President shall promote the development of both public and private resources to support the mission of the University;
- The President shall recommend an annual budget;
- The President shall serve as the primary spokesperson for the University;
- The President shall manage all matters delegated by the Board, including personnel matters;
- The President shall fulfill all statutory duties; and
- The President shall perform such other duties as may be required by the Board.

C. Evaluation of the President. The Board shall be responsible for oversight of the President's performance, and is required by statute to meet with the President annually to deliver an evaluation of the President's performance. The Governance and Compensation Committee of the Board shall be the committee to oversee such evaluation. Changes to the President's employment contract shall be made only by a vote of the majority of the Board's members.

SECTION 2. OTHER OFFICERS

A. Provost & Senior Vice President for Academic Affairs

1. Appointment. The Provost & Senior Vice President for Academic Affairs is the Chief Academic Officer and reports to, and serves at the pleasure of the President. The President, subject to Board ratification, shall select the Provost & Senior Vice President for Academic Affairs.

2. Powers and Duties. The Provost & Senior Vice President for Academic Affairs shall have all the powers and duties regarding academic matters that the President delegates to that office. The Provost & Senior Vice President for Academic Affairs shall be the President's deputy and is empowered to act on behalf of the President in all respects in the event of the absence, unavailability or disability of the President.

B. Senior Vice President & Chief Financial Officer

1. Appointment. The Senior Vice President & Chief Financial Officer of the University reports to and serves at the pleasure of the President. The President, subject to Board ratification, shall select the Senior Vice President & Chief Financial Officer.

2. Powers and Duties. The Senior Vice President & Chief Financial Officer shall have all the powers and duties related to financial management and such other duties that the President delegates to that office.

C. Senior Vice President for Health Sciences of Virginia Commonwealth University

1. Appointment. The Senior Vice President for Health Sciences of Virginia Commonwealth University is the Chief Academic Officer for the Health Sciences Schools of the University. By statute, this officer also serves as chief executive officer of the Virginia Commonwealth University Health System Authority. The initial appointment and initial compensation and any reappointment of this position shall be made jointly by the Board of Visitors and the VCU Health System Authority Board of Directors at a joint meeting of said Boards. After such appointment or reappointment, the base compensation for this position shall be approved by the VCU Board of Visitors and the VCUHS Authority Board of Directors, respectively. Each board shall take into account the recommendations from the President.

2. Powers and Duties. The Senior Vice President for Health Sciences shall have all the powers and duties for those responsibilities that the President delegates to that office and as set forth by statute.

D. Delegation of Authority. Upon consultation with the Rector, the President shall have interim authority to conclude any appointment or action otherwise requiring Board approval, subject to ratification by the Board. The President also shall report to the Board in advance any extraordinary appointment or compensation action that, in the judgment of the President, warrants such reporting to the Board.

SECTION 3. EXECUTIVE DIRECTOR OF AUDIT AND COMPLIANCE SERVICES

1. Appointment. The Board, in consultation with the President, appoints, evaluates, and sets the compensation for the Executive Director of Audit and Compliance Services.

2. Powers and Duties. The Executive Director of Audit and Compliance Services shall have the powers and duties that are assigned by the Audit, Integrity and Compliance committee, in consultation with the President.

SECTION 4. FACULTY

A. Faculty. The general faculty consists of the President, Provost & Senior Vice President for Academic Affairs, deans, directors, professors, associate professors, assistant professors, research professors, associate research professors, assistant research professors, assistant, associate and full professors of clinical subjects, instructors and other ranks or titles as approved by the President.

B. Tenure of Faculty. The Board, on recommendations from the President, shall approve all faculty tenure decisions.

C. Delegation of Authority. The Board hereby delegates to the President the authority to establish faculty positions, appoint and/or reappoint faculty, approve faculty promotions and faculty emeritus status, and to determine leaves of absence for and termination of faculty members. The President shall also have the

authority to hire, set the compensation for and implement increases, state decreed or otherwise, for all university employees in accordance with VCU's human resources policies.

Academic dean appointments shall require Board approval. Upon consultation with the Rector, the President shall have interim authority to make any academic dean appointment or take any action in connection with the academic dean appointment, subject to ratification by the Board.

ARTICLE IV CONFLICT OF INTEREST COMPLIANCE

Each member of the Board shall comply with state statutes regulating conflict of interest which may include filing an annual financial disclosure statement and completion of required conflict of interest training.

ARTICLE V LIABILITY

To the extent they are acting in their capacity as members of the Board and within the scope of their authority, all members of the Board are considered to be officials of Virginia Commonwealth University and the Commonwealth of Virginia. Each member of the Board who is engaged in carrying out the duties and responsibilities of a Board member is covered as set forth in the Risk Management Plan, which is established by the Commonwealth's Department of the Treasury, Division of Risk Management, with the approval of the Governor. Coverage is subject to the terms and exclusions set forth in the Plan. The Commonwealth's Division of Risk Management has final responsibility for interpretation and determination of coverage under the Plan. A copy of the plan can be obtained from VCU's Director of Insurance and Risk Management in VCU's Safety and Risk Management office.

ARTICLE VI MISCELLANEOUS PROVISIONS

SECTION 1. SEAL.

The corporate seal of the University is the seal displayed in and/or appended to these Bylaws, as appendix A.

SECTION 2. ASSESSMENT OF BOARD PERFORMANCE.

At least every two years, the Board shall assess its performance. The Rector shall determine the method of assessment, subject to Board approval. The Governance and Compensation Committee shall thereafter conduct said board self-assessment.

SECTION 3. CONDUCT OF BUSINESS.

Unless otherwise specified by these Bylaws, all Board and committee meetings, actions, and rulings shall be guided by the most current edition of *Robert's Rules of Order*.

SECTION 4. SUSPENSION OR AMENDMENT OF BYLAWS.

A. Procedure. These Bylaws may be amended in whole or in part at any meeting of the Board of Visitors by a majority vote of all members present at said meeting, provided the Governance and Compensation Committee has submitted its views on the amendment to the Board and that notice of the amendment was included in the regular notice of the meeting.

B. Suspension. Any provision of the Bylaws may be suspended at any regular or special meeting of the Board by a majority of the members present at said meeting.

C. Ratification. No action taken in violation of the Bylaws shall be effective unless ratified in accordance with the Bylaws.

Effective Date. The foregoing Bylaws shall go into effect immediately upon approval; revised September 17, 1992; revised November 17, 1994; revised May 19, 1995; revised May 16, 1997; revised September 17, 1998, effective January 1, 1999; revised February 11, 1999; revised November 14, 2002; revised August 24, 2006; revised August 9, 2007; revised February 11, 2010; revised April 15, 2013; revised May 9, 2014; revised December 12, 2014; revised February 12, 2015; revised May 8, 2015; revised March 23, 2016; revised and restated October 31, 2017; revised March 22, 2019.

SUMMARY OF PROPOSED VCU BOARD OF VISITORS BYLAW CHANGES

I. Article II – Section 5. D. (pg. 3 and 6) and Article II – Section 7 (pg. 6)

Changed the Quorum requirements for all Standing Committees and Executive Committee to be three (3) members

II. Article II – Section 7 – B.2. re-ordered bullet points.



**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
STATEMENT ON GOVERNANCE**

The Virginia Commonwealth University Board of Visitors ("the Board") is composed of sixteen (16) voting members appointed by the Governor of the Commonwealth of Virginia, subject to confirmation by the General Assembly. Each member serves a term of four years. In addition, each year the Board selects a student, a faculty member, and a staff member to serve as non-voting advisory representatives on the Board of Visitors.

As public trustees the Board has the responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation, development of evolving policies, and financial oversight of Virginia Commonwealth University ("the University"). The Board appoints a President to serve as Chief Executive Officer of the University.

The Board and the University are at all times subject to the control and legislative enactments of the General Assembly of the Commonwealth of Virginia.

The Board in executing their duties has adopted the Virginia Commonwealth University Board of Visitors Bylaws to provide for the orderly, consistent, and efficient conduct of its business as the governing body of the University. A copy of the Bylaws can be found at <https://www.president.vcu.edu/board/bylaws.html>.

In carrying out its responsibilities, the following expectations are attendant to service on the Board of Visitors:

- Board members have a fiduciary responsibility to the University and are expected to act in the best overall interest of the University;
- Board members are expected to become familiar with key aspects of the University including, but not limited to, its mission, governance, financing, strategic plans and performance measures;
- Board members are expected to devote the necessary time, attention and preparation to Board activities to function effectively and to enable the Board as a whole to function effectively, including new Board of Visitor orientation, committee meetings, board retreats and public meetings;
- Board members are expected to understand the Virginia Freedom of Information Act and act accordingly;
- Board members are expected to defer to the Rector of the Board for public comment on matters before the Board, or to make clear that any opinions expressed are expressed as an individual rather than on behalf of the Board as a whole; and
- Board members are expected to maintain a tradition of exemplifying the highest standards of ethical behavior, and to comply with the University's Code of Ethics, and to comply with Federal, State and local laws, regulations and policies applicable to Board of Visitors of public colleges and universities in the Commonwealth of Virginia.

Adopted: _____, 2019

Resolution

BOV Member Attendance at SCHEV Orientation

December 13, 2019

WHEREAS, the Code of Virginia requires the State Council of Higher Education for Virginia (SCHEV) to provide educational programs for newly appointed board members at public institutions of higher education within the first two years of the board members' service. The topics to be covered by SCHEV are contained in the Code of Virginia and range from best practices in governance to future and national trends. The orientation has traditionally been held during autumn in Richmond.

WHEREAS, Code of Virginia§ 23.1-1300(E) requires members of the Board of Visitors of Virginia Commonwealth University and all public institutions of higher education in the Commonwealth of Virginia to attend the Board training provided by SCHEV and any member who does not attend such required training within the first two years of membership on the Board is subject to a determination by the Board that the member has sufficient cause for failing to attend.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Visitors of Virginia Commonwealth University, having considered the reasons for his inability to attend, hereby determines that Todd Haymore, as a member of the Board, has sufficient cause for not attending the required SCHEV training within the first two years of his membership.

Virginia Code Section 23.1-1300 (E):

E. If any member of the governing board of a public institution of higher education fails to attend (i) the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board, or (ii) the educational programs required by § [23.1-1304](#) in his first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall record such failure in the minutes at its next meeting and notify the Governor, and the office of such member shall be vacated. **No member of the board of visitors of a baccalaureate public institution of higher education or the State Board for Community Colleges who fails to attend the educational programs required by § [23.1-1304](#) during his first four-year term is eligible for reappointment to such board.**

§ 23.1-1304. Governing boards; additional duties; educational programs.

A. From such funds as are appropriated for such purpose, the Council shall develop, in consultation with public institutions of higher education and members of their governing boards, and annually deliver educational programs for the governing boards of such institutions. **New members of such governing boards shall participate, at least once during their first two years of membership,** in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education. In developing such programs, the Council may consider similar educational programs for institutional governing boards in other states.