



**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE**

May 10, 2024

9:00 a.m.¹

James Branch Cabell Library

901 Park Avenue – Room 311

Richmond, VA

AGENDA

- 1. CALL TO ORDER** **Mr. Andrew Florance, *Chair***
2 minutes

- 2. ACTION ITEMS** **Mr. Andrew Florance, *Chair***
 - a. March 22, 2024 minutes
 - b. Governance and Compensation Committee Charter & Planner

- 3. CLOSED SESSION – *Freedom of Information Act Sections 2.2-3711 (A) (1), specifically:*** **Mr. Andrew Florance, *Chair***
2 minutes
 - a. Presidential Contract and Compensation Review

- 4. RETURN TO OPEN SESSION AND CERTIFICATION** **Mr. Andrew Florance, *Chair***
2 minutes

- 5. OTHER BUSINESS** **Mr. Andrew Florance, *Chair***

- 6. ADJOURNMENT** **Mr. Andrew Florance, *Chair***

In accordance with the Board's operating procedures and in compliance with the Virginia Freedom of Information Act, there will be no opportunity for public comment at this meeting.

¹ The start time for this meeting is approximate only. The meeting may begin either before or after the listed approximate start time as Board members are ready to proceed.

**REVISED DRAFT
VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS**

GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Governance and Compensation (“Committee”) is to assist the Board of Visitors in fulfilling its objectives and responsibilities related to applicable policy/ies and oversight of:

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

The Committee is responsible for reviewing University Governance Policies and make recommendations to the Board of Visitors for the purpose of maintaining sound governance. In addition, the Committee will serve in the role of the Presidential Evaluation and Compensation Committee per the policy which will be reviewed annually.

University management is responsible for day to day operation of the University within the established authorities, under the direct guidance of the President.

II. COMPOSITION AND INDEPENDENCE

The Committee will be comprised of three or more Visitors. In addition to complying with the Commonwealth of Virginia’s Conflict of Interest laws and any University policies, each member must be free from any financial, family or other material personal relationship that, in the opinion of the Board or the Committee members, would impair their independence from management and the University. Committee members should also refrain from activities that a reasonable person would view as unethical or contrary to the institutional mission.

III. RESPONSIBILITIES

In performing its oversight responsibilities, the Committee shall:

A. General:

1. Adopt a formal written charter that specifies the Committee’s scope of responsibility. The charter should be reviewed annually and updated as necessary.
2. Maintain minutes of open session meetings and consistent with state law, meet in closed session when applicable.
3. Report Committee actions to the Board of Visitors with such recommendations as the Committee may deem appropriate.
4. Become well acquainted with all of the information and pertinent facts under the purview of the Committee.
5. Ensure that the institution is operating appropriately with regard to governance.

B. Shared Governance:

1. Review the BOV and affiliated entities' bylaws, charters, and management agreements for inclusion of agreed upon common elements, as appropriate.
2. Review and recommend approval of the guidelines for VCU affiliated entities with regard to compliance (e.g., conflict of interest, investment management, COC participation, etc....)

C. Evaluation and Compensation:

1. Review and recommend approval of Presidential Evaluation Policy and Timeline.
2. Review Presidential Goals as outlined in the Presidential Evaluation Policy
3. Review Results of Evaluation; the Proposed Compensation and Proposed Presidential Goals

D. Chief Audit and Compliance Executive Compensation:

1. Review Results of Evaluation and approve the annual salary compensation and bonus, if any, for the Chief Audit and Compliance Executive.

D-E. Administration:

1. Review committee dashboard.
2. Review and approve any significant changes to the Committee calendar and charter.
3. Review best practices for board governance, including review of the current board of visitor's statement of governance and governance training sessions.
4. Review the set of qualifications and competencies for membership on the board as needed.
5. Review Board Policies.
6. Review BOV Bylaws to determine if same are in compliance with legislation and requirements of accreditation bodies (e.g., SACS).
7. Review orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.) Create, monitor, oversee, and review compliance with a code of ethics for visitors

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IV. MEETINGS

The Committee will meet at least four times annually. Additional meetings may occur more frequently as circumstances warrant. Senior leadership will coordinate with the Committee Chair prior to each Committee meeting to finalize the meeting agenda and review the matters to be discussed.

**Virginia Commonwealth University
Board of Visitors
Governance and Compensation Committee Meeting Planner**

A=Annually; Q=Quarterly; AN=As Necessary/Required Q1, Q2, Q3, Q4 based on Fiscal Year (July – June)	Frequency			Planned Timing				
	A	Q	AN	Aug	Q1 Sept	Q2 Dec	Q3 Mar	Q4 May
A. General								
1. Adopt a formal written charter that specifies the Committee’s scope of responsibility. The charter should be reviewed and updated as necessary.	X				X			
2. Maintain minutes of open session meetings and consistent with state law, meet in closed session when applicable.		X			X	X	X	X
3. Report Committee actions to the Board of Visitors with such recommendations as the Committee may deem appropriate.		X			X	X	X	X
4. Become well acquainted with all of the information and pertinent facts under the purview of the Committee.			X					
5. Ensure that the institution is operating appropriately with regard to governance.			X					
B. Shared Governance								
1. Review the BOV and affiliated entities’ bylaws, charters, and management agreement for inclusion of agreed upon common elements, as appropriate.			X					
2. Review and recommend approval of the guidelines for VCU affiliated entities with regard to compliance (e.g., conflict of interest, investment management, COC participation, etc....)			X					
C. Evaluation and Compensation								
1. Review and recommend approval of Presidential Evaluation Policy and Timeline.			X					
2. Review Presidential Goals as outlined in the Presidential Evaluation Policy		X			X	X	X	X
3. Review Results of Evaluation; the Proposed Compensation and Proposed Presidential Goals	X			X	X			
D. Chief Audit and Compliance Executive Compensation								
1. <u>Review Results of Evaluation and approve the annual salary compensation and bonus, if any, for the Chief Audit and Compliance Executive.</u>	X				X			
E. Administration								
1. Review committee dashboard		X			X	X	X	X
2. Review and approve any significant changes to the Committee calendar and charter.	X				X			
3. Review best practices for board governance, including review of the current board of visitor’s statement of governance and governance training sessions.	X				X			

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A=Annually; Q=Quarterly; AN=As Necessary/Required	Frequency			Planned Timing				
Q1, Q2, Q3, Q4 based on Fiscal Year (July – June)	A	Q	AN		Q1	Q2	Q3	Q4
				Aug	Sept	Dec	Mar	May
4. Review the set of qualifications and competencies for membership on the board as needed.	X				X			
5. Review Board Policies, and make recommended changes as deemed necessary			X					
6. Review BOV Bylaws and recommend changes as deemed necessary			X					
7. Review orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.)	X							X
8. Develop, oversee, and review BOV member compliance with the code of ethics for visitors.	X		X			X		
9. Conduct a bi-annual Board Assessment - to be conducted in FY 2018-2019			X					