



VCU

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

March 22, 2017 – 9:20 a.m.**

James Branch Cabell Library

901 Park Avenue – Room 311

Richmond, Virginia

DRAFT

AGENDA

- | | | |
|---|---|---------|
| 1. CALL TO ORDER | Ms. Phoebe P. Hall, <i>Chair</i> | |
| 2. APPROVAL OF AGENDA | Ms. Phoebe P. Hall, <i>Chair</i> | |
| 3. APPROVAL OF MINUTES
(December 9, 2016) | Ms. Phoebe P. Hall, <i>Chair</i> | 2 min. |
| 4. DASHBOARD UPDATE
Bylaw Review | Ms. Michele Schumacher, J.D.,
<i>Board Liaison</i> | 5 min. |
| 5. CLOSED SESSION – <i>Freedom of Information Act Sections 2.2-3711 (A)(1)</i> | | |
| a. Presidential Comprehensive Evaluation | Ms. Phoebe P. Hall, <i>Chair</i>
Dr. John Casteen, <i>President Emeritus University of Virginia (consultant)</i> | 40 min. |
| b. Board Self-Assessment | Ms. Phoebe P. Hall, <i>Chair</i> | 40 min. |
| 6. RETURN TO OPEN SESSION

Resolution of Certification | Ms. Phoebe P. Hall, <i>Chair</i> | 2 min. |
| 7. ADJOURNMENT | Ms. Phoebe P. Hall, <i>Chair</i> | |

*** All start times for Committees and the Board are approximate only. Meetings are sequential in the order appearing. Meetings may begin either before or after the listed approximate start time as committee members are ready to proceed.**

(December 9, 2016)



**BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
9:20 A.M.
DECEMBER 9, 2016
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

DRAFT

MINUTES

COMMITTEE MEMBERS PRESENT

Phoebe P. Hall, Chair and Vice Rector
Ms. Jacquelyn Stone, Vice Chair
Mr. Ron McFarlane
Ms. Colette W. McEachin
Mr. Keith Parker

COMMITTEE MEMBERS ABSENT

Mr. Alexander B. McMurtrie, Jr.
Honorable John W. Snow

OTHER BOARD MEMBERS PRESENT

Mr. John A. Luke, Jr.

OTHERS PRESENT

President Michael Rao, Ph.D.
Michele N. Schumacher, J.D., Assistant to the President and Board Liaison
Ms. Madelyn Wessell, University Counsel
Staff from VCU

CALL TO ORDER

Ms. Phoebe P. Hall, Chair of Governance and Compensation Committee, called the meeting to order at 9:25 a.m.

APPROVAL OF MINUTES

Ms. Hall asked for a motion to approve the minutes of the September 15, 2016 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded the Minutes of the September 15, 2016 Governance and Compensation Committee were approved. A copy of the minutes can be found at on the VCU website at the following webpage <http://www.president.vcu.edu/board/committeeminutes.html>.

REPORTS AND RECOMMENDATIONS

Ms. Michele Schumacher, the new Board Liaison, gave a brief presentation of her background, specifically delineating her experience in governance, and discussed best practices for governance.

Action Item:

Mr. Bill Cole, Executive Director of Audit and Compliance Services reviewed a proposed policy entitled “Creating and Maintaining Policies and Procedures - Interim”. He noted that this policy sets forth the procedures that must be followed for new Virginia Commonwealth University policies to be created and current policies to be maintained. He noted that a copy of the proposed policy was included in the Committee materials.

Ms. Hall asked for a motion to recommend to the Board approval of the policy entitled “Creating and Maintaining Policies and Procedures – Interim”. Ms. Jacquelyn Stone so moved and Mr. Ron McFarlane seconded, and the motion was unanimously approved. A copy of the proposed policy is attached hereto as *Attachment A* and is made a part hereof.

CLOSED SESSION

On motion made and seconded, the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University convened a closed session under the Virginia Freedom of Information Act in order to discuss pursuant to **Section 2.2-3711 (A) (1)** of the Freedom of Information Act personnel matters, more specifically relating to the performance evaluation, and evaluation of performance of the President of the University in connection with the Presidential Comprehensive Review.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Ms. Hall, Chair, called the meeting to order. On motion duly made and seconded the following resolution of certification was approved by a roll call vote:

Resolution of Certification

BE IT RESOLVED, that the joint meeting of the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Committee of the Board.

Vote

Ayes

Nays

Mr. John A. Luke, Jr., Rector
Ms. Phoebe B. Hall, Vice Rector

X
X

Ms. Colette W. McEachin	X
Mr. Ron McFarlane	X
Mr. Keith Parker	X
Ms. Jacquelyn E. Stone, Vice Chair	X

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

ADJOURNMENT

There being no further business, Ms. Phoebe P. Hall, Chair, adjourned the meeting at 10:35 a.m.



VCU

Creating and Maintaining Policies and Procedures - Interim

Policy Type: Board of Visitors

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

Initial Policy Approved: 5/17/2002

Current Revision Approved: 09/06/2016

Policy Statement and Purpose

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

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

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

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

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

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

Table of Contents

Who Should Know This Policy.....	2
Definitions.....	2
Contacts.....	4
Policy Specifics and Procedures.....	4
Forms.....	7
Related Documents.....	7
Revision History.....	7
FAQ.....	7

Who Should Know This Policy

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

Definitions

Administrative policy

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

Board of Visitors (BOV) policy

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

Guidelines

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

Interim policy

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

Local policy

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

Minor revisions

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

Policy

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

Policy Library

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

Policy Program

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

Policy statement

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

President's Cabinet

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

Procedures

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

Related documents

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

Responsible Office

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

Subject matter expert

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

topic through extended study and practice.

Substantive revisions

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

Timely review

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

University Council

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

Universitywide policy

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

Contacts

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

Policy Specifics and Procedures

NOTE: Interim Policy Status

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

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

Creating New Administrative and BOV Policies

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

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

- a. Consider appropriate substantive requirements, potential impact on university stakeholders, and other university policies either in final or draft form.
 - b. Acquire initial approval to draft a policy from the appropriate authority:
 - A President's Cabinet member for an Administrative policy or
 - The President, or designee, for a BOV policy.
 - c. Designate an individual policy owner within the Responsible Office who will communicate with the ICO and draft the policy in consultation with stakeholders and relevant subject matter experts.
 - d. Contact the Office of University Counsel, as needed, for legal advice regarding the need, scope, and substantive requirements of the new policy.
- 2. Review Phase:** A Responsible Office must complete the following procedures to acquire approval for a new policy.
- a. Submit both a draft policy utilizing the VCU Policy Template and an Executive Summary of Proposed Policy to the ICO for a review of compliance with this policy, readability, and consistency with university policies.

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

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

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

NOTE: The Executive Summary of Proposed Policy accompanies the policy when it is presented to the University Council.
 - e. Consider all feedback and revise as necessary. Consult with the ICO to determine whether any substantial changes made after the public comment period require additional review.

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

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

Maintaining Existing Administrative and BOV Policies

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

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

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

Local Policies

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

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

Forms

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

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

Related Documents

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

Revision History

This policy supersedes the following archived policies:

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

FAQ

1. When was the Policy Library established?

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

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

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

of the person available for interpretation.

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

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

4. What is the responsibility of the Policy Program?

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

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

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

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

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

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

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

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

DASHBOARD UPDATE

Virginia Commonwealth University

Board of Visitors

Governance and Compensation Committee

DASHBOARD

2016 - 17

Goal 1: Review of bylaws and University governing documents

Objectives:

- Annual bylaw review and amendments as needed [as necessary]

Progress: Currently under review, changes will be brought to Committee in May

- Review board policies [On-going]

Progress: New and revised policies will be brought to committee as needed; standing item as necessary

- Review legislative compliance {On-going}

Progress: Changes to bylaws are required due to recodification of higher education statutes; Board Report filed with General Assembly January 2017 as required by statute

Goal 2: Ensure Strategic Partnerships are compliant with University standards

Objectives:

- Critically assess development of university-level community partnerships
- Review board policies as they relate to strategic partnerships

Progress: Policy developed and continues in approval process within University, will be brought to board when ready.

Goal 3: Alignment between VCU and VCU affiliated entities when possible

Objectives:

- Continue to ensure compliance of VCU affiliated entities with management agreements and conflict of interest statements

Progress: VCU entities currently in compliance with agreements and COI statement

Goal 4: Oversight and management of Annual Presidential Evaluation and Compensation Process

Objectives:

- Continue to ensure compliance with current policy and timelines to ensure all deadlines are met.

Progress:

Presidential Evaluation and Compensation Policy is currently under review and revision..