



VCU

Board of Visitors

**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
Friday, September 13, 2024
8:00 a.m.¹
James Branch Cabell Library
901 Park Avenue – Room 303
Richmond, VA**

AGENDA

1. CALL TO ORDER

2 minutes

Mr. Andrew Florance, Chair

2. ACTION ITEMS

5 minutes

Mr. Andrew Florance, Chair

- a. May 10, 2024 minutes
- b. Updates to Board of Visitors Bylaws and Policies
 - a. BOV Bylaws
 - b. BOV Electronic Communication and Virtual Meeting Policy
 - c. BOV Honorary Degrees and Other Special Awards Policy
 - d. BOV Memorials & Commemorations Policy
 - e. BOV Presidential Evaluation Policy
 - f. BOV Statement on Governance
 - g. BOV Tuition and Fee Public Comment Policy

**Ms. Chelsea Gray, Executive
Director of Board and Executive
Operations**

**3. CLOSED SESSION – Freedom of Information
Act Sections 2.2-3711 (A) (1), specifically:**

2 minutes

Mr. Andrew Florance, Chair

- a. Personnel
- 5 minutes

Ms. Karen Helderman, Chief of Staff

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.

- b. Presidential Evaluation and Compensation
Review
40 minutes

Mr. Andrew Florance, Chair

**4. RETURN TO OPEN SESSION AND
CERTIFICATION**

Mr. Andrew Florance, Chair

2 minutes

Resolution and Certification

2 minutes

Action Items

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.



VCU

Board of Visitors

BYLAWS

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", or "the University").

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 taken their oath~~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. 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 of Visitors Meeting.** A simple majority of the members of the full Board constitutes a quorum. Unless otherwise required by statute, actions of the Board are taken by a simple by simple majority of those present and voting. The Board 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 the Virginia Freedom of Information Act (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 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 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 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 ~~Assistant Secretary-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 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 regulatory 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 **b**Board **m**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 quorum shall be three (3) members of the Executive Committee. 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 quorum at a meeting of one of the standing committees shall be three (3) members. 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 ([meeting planner](#)) 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 [coordination](#) ~~affiliation~~ with the Virginia Commonwealth University Health System Authority, regarding the following areas:
 - Strategic enrollment management
 - Academic quality
 - Student issues
 - Faculty issues
 - 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:
 - 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 and University Resources Committee.** The primary purpose of the Finance and University Resources 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
- Generating resources and stakeholder support of the University's strategic goals, particularly in the areas of government relations
- Development and alumni relations

In addition, the Finance and 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~~s~~ in the Board approved "Policy Guidelines on Recognition of Donors and Friends."

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 fiduciary responsibilities related to applicable policies and oversight of:

- Board and University ~~g~~Governance ~~i~~ssues
- Relationship with affiliated VCU Entities
- Board ~~n~~Nominations to Governor
- Presidential ~~E~~valuation and ~~c~~Compensation ~~p~~rocess
- Board ~~s~~Self-~~e~~Evaluation
- Review of Board Bylaws
- Review of policies for which the Board is responsible

6. **Facilities, Real Estate and Administration Committee.** The primary purpose of the Facilities, Real Estate and Administration Committee shall be to assist the Board in fulfilling its fiduciary responsibilities by monitoring and overseeing activities related to:

- Facilities planning, design, construction and renovation
- Purchase and divestiture~~divestiture~~ of land, including any easements
- Staff affairs

- C. **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.
- D. **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.
- E. **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~~^{polices} 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.

- D. **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. **APPOINTMENT.** THE PROVOST AND SENIOR VICE PRESIDENTIAL APPOINTMENTS ARE MADE BY THE PRESIDENT, SUBJECT TO BOARD RATIFICATION. 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.

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.1. **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.

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SECTION 3. CHIEF EXECUTIVE DIRECTOR OF AUDIT AND COMPLIANCE EXECUTIVE SERVICES

- A. **Appointment.** The Board, in consultation with the President, appoints, evaluates, and sets the compensation for the Chief Audit and Compliance Executive ~~Executive Director of Audit and Compliance Services~~.
- B. **Powers and Duties.** The Chief Audit and Compliance Executive ~~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 academic 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; revised December 13, 2019; revised May 13, 2022.

**VCU**

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

Policy Type: Local – Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 09/18/2015

Current Revision Approved:

Policy Statement and Purpose

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

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

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

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

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

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

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

This policy applies to all committees and subcommittees of the Board. [This policy is subject to review annually as required by the Virginia Code.](#)

Table of Contents

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

Who Should Know This Policy

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

Definitions

All-Virtual Meeting

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

Electronic communication

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

Quorum

A term used to describe the minimum number of members of the Board that must be present at any of its meetings to make the proceedings of that meeting valid. For a committee meeting a quorum is three (3) members of the committee. The Rector and Vice-Rector are counted as members in determining the quorum for a meeting of a committee. For Board meetings, a quorum is a majority of the Board members

Primary meeting location

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

Remote location

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

Contacts

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

Procedures

1. Remote Participation.

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

The Board shall approve participation from a remote location unless such participation would violate this policy or FOIA. Board disapproval of participation from a remote location shall be recorded in the Board minutes with the specific rationale for such disapproval. The Board minutes shall include a general description of the remote location from which the Board member participated along with the

fact that the Board member participated remotely due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance; (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; (iii) the fact that the distance between the member's principal residence and the meeting location is more than 60 miles, or (iv) due to a personal matter along with the specific nature of the personal matter cited by the Board member.

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

2. All-Virtual Meeting.

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

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

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

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

Forms

There are no forms associated with this policy.

Related Documents

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

Revision History

Originally adopted: 09/18/2015

Amended: 09/16/2022

Amended: 03/23/2023

FAQs

There are no FAQs associated with this policy and procedures.



Awarding Honorary Degrees and Other Special Awards

Policy Type: Local - Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: March 2001

Current Revision Approved: March 22, 2019

Policy Statement and Purpose

This policy addresses the requirements and processes for awarding [h](#)Honorary [d](#)Degrees and other [s](#)Special [a](#)Awards on behalf of the President and the Board of Visitors.

Table of Contents

Who Should Know This Policy	1
Definitions	1
Contacts	3
Policy Specifics and Procedures	2-5
Forms	6
Related Documents	6
Revision History	6
FAQs	7

Who Should Know This Policy

Members of the university community who nominate, review, and/or manage the award process [for awards identified in this policy](#), or serve on any related committees are responsible for familiarizing themselves with the contents and provisions of this policy.

Definitions

Honorary Degree – An honorary degree is a doctorate degree [conferred upon](#)~~conferred, upon~~ someone who is not a current student of the institution, to honor

the recipient for which the [University](#) has waived the usual requirements, such as matriculation, residence, a dissertation and the passing of comprehensive examinations. It confers no privileges, rights or academic credentials on the individual receiving the Honorary Degree. The Honorary Degree is bestowed based on information known and available at the time of conferral.

Contacts

[The Office of the President officially interprets this policy and is responsible for obtaining approval for any revisions and questions regarding this policy should be directed to this office.](#)~~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 Office of the President and Assistant Secretary to the Board of Visitors.~~

Policy Specifics ~~and Procedures~~

[The Honorary Doctor of Humane Letters \(Honorary Degree\)](#)

The Honorary Doctor of Humane Letters ([hH](#)~~onorary~~ [dD](#)~~egree~~) is one of Virginia Commonwealth University's highest forms of recognition for an individual who has made outstanding societal contributions such as scholarship, public service, humanitarianism, science or art. The award of the Honorary Doctor of Humane Letters is made to:

- [Honor](#) individuals who have distinguished themselves through extraordinary achievements in scholarship, the professions, or other creative endeavors; [and](#)
- Reflect and elevate individuals who embody and model the university's most fundamental commitments and values by honoring those whose accomplishments and achievements in their fields of endeavor serve as exemplars.

To preserve the prestigious honor such a degree carries, all [hH](#)~~onorary~~ [dD](#)~~egrees~~ are awarded with great care and respect. When determining eligibility, the [U](#)~~university~~ will consider that the public may associate recipients with the [U](#)~~university~~ indefinitely. There must be sufficient rationale [to support](#) why an individual is recognized and their specific contribution to the [U](#)~~university~~ community or society as a whole.

Candidates for [hH](#)~~onorary~~ [dD](#)~~egrees~~ must be persons of great accomplishment and high ethical standards who exemplify the ideals of Virginia Commonwealth University. Honorary degrees are conferred in accordance with [U](#)~~university~~ policies, including its nondiscrimination policy, and are based upon facts known at the time the degree is conferred. Factors to be evaluated in awarding [honorary](#) degrees include, but are not limited to:

- Intellectual distinction in a particular field.:-

- Extraordinary achievement, which the university wishes to acknowledge;
- Extraordinary contribution to the university, Commonwealth of Virginia, nation, world, or society; and;
- Sufficient stature to bring additional prestige to the university.

Current and former members of the VCU Board of Visitors, Emeriti Faculty, and current employees may be considered for an Honorary Degree on a case-by-case basis. Only one hHonorary dDegree can be awarded to an individual and consideration of potential future acts cannot serve as the basis for the award of an hHonorary dDegree.

An hHonorary dDegree is usually conferred at a commencement ceremony and must be approved by the Board of Visitors in advance of the ceremony. An hHonorary dDegree will not be presented in absentia unless it is awarded posthumously.

The Board's conferral of an honorary degree does not give the individual holding such degree the right to or interest in continuing to hold such a degree~~such degree~~. The Board of Visitors, in its sole discretion, has the authority to revoke hHonorary dDegrees. The Special Awards Committee shall make a recommendation to revoke an honorary degree to the President, who shall make a recommendation to the Board of Visitors. In addition, a member of the Board of Visitors may make a direct recommendation to the Board to have an hHonorary dDegree revoked.

The reasons for revoking an hHonorary dDegree include, but are not limited to, the following:

- 1) The honoree engaged in conduct inconsistent with the mission and/or values of the University~~VCU~~,
- 2) Facts are discovered that negate the accomplishments that were cited as the basis for awarding the hHonorary dDegree, or
- 3) The honoree's conduct injures the reputation of the University~~VCU~~ or ~~the~~ Commonwealth of Virginia.

The President or the Rector of the Board of Visitors (through the Assistant Secretary to the Board of Visitors) will notify the honoree of the revocation. The Board of Visitors' determination is final.

Edward A. Wayne Medal

The Edward A. Wayne Medal is named after the former Chairman of the *Commission to Plan for the Establishment of a Proposed State-Supported University in the Richmond Metropolitan Area* (the "Commission"). The Commission recommended, and the General Assembly approved, the establishment of Virginia Commonwealth University in 1968. In addition, Mr. Wayne, who was a past president of the Federal Reserve Bank, served as VCU's first Vice-Rector.

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The Edward A. Wayne Medal is a high honor bestowed by the [University](#) for extraordinary generosity and service to [the University VCU](#) and [the](#) community. To be eligible, an individual must have:

- a) served as a volunteer leader in a major role for a campaign or fund drive at VCU,
- b) demonstrated a commitment to the Commonwealth and its citizens through leadership and/or personal philanthropy,
- c) served in a leadership role for one of the [University's](#) related foundations, advisory boards or alumni associations, or
- d) contributed a leadership gift to the [University](#).

An individual may receive only one Edward A. Wayne Medal from [the University VCU](#). The Edward A. Wayne Medal is usually awarded at a commencement ceremony and must be approved by the Board of Visitors in advance of the ceremony. The Edward A. Wayne Award Medal will not be presented in absentia unless [it is awarded](#) posthumously.

Presidential Medallion

The Presidential Medallion is a high honor bestowed by [the Virginia Commonwealth University](#) and is awarded in recognition of outstanding contributions by a member of the [University](#) community. The award will recognize extraordinary achievement in the [world of learning](#) and dedication to [the Virginia Commonwealth University](#) as evidenced by a series of outstanding contributions to several areas of [University](#) life. In order to recognize outstanding contributions by members of the [University](#) community, the President recommended, and the Board of Visitors approved, the establishment of this award in March 1984. An individual may receive only one Presidential Medallion from [the University VCU](#). The Presidential Medallion is usually awarded at a commencement ceremony or during the annual Faculty Convocation upon recommendation of the President. The Presidential Medallion will not be presented in absentia unless [it is awarded](#) posthumously.

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Current members of the VCU Board of Visitors and current employees of the [University](#) are generally not eligible for the Presidential Medallion.

Special Awards Committee

The Special Awards Committee (the "Committee") is comprised of individuals appointed and charged by the President and/or his/her designee(s) to receive nominations, and to review and make recommendations for:

- (a) Commencement ceremony speakers,**
- (b) Honorary degree recipients,**
- (c) Edward A. Wayne Medal recipients, and**
- (d) Presidential Medallion recipients.**

All members of the Committee are expected to serve in an impartial manner—free of conflicts or the appearance thereof. If a personal or professional conflict exists,

the affected individual must disclose such conflict or bias to the Committee Chairs. The Committee Chairs shall establish a written process to determine whether any conflict(s) exist.

Committee members may include:

- Members of the President's Cabinet
- Assistant Secretary to the Board of Visitors
- Faculty representative
- Staff Senate representative
- Board representative
- Members from the Student Government Association
- Other individuals as determined by the President

The President shall appoint the chair(s) and committee members every fiscal year. The President reserves the right to modify the committee's membership as necessary, including filling vacancies. the Chair or Co-Chairs of the Special Awards Committee by no later than July 1st of each year and reserves the right to modify the Committee's membership as necessary. Upon appointment, the Chair (or Co-Chairs) of the Special Awards Committee shall convene a meeting of the Committee by no later than the end of September each year and convene meetings as needed for the remainder of the academic year.

By no later than December 31st of each year, the Committee shall:

- Develop or revise the process and timeline for soliciting and receiving nominations
- Solicit a list of nominations of potential Honorary Degree recipients from the representative bodies of the University's key stakeholder groups, to include profiles of each nominee, resumes/CVs or biographical sketches, and justifications for selection based on the policy criteria
- Create or update a running list of nominations for commencement speakers covering a three-year period and including alternates for each year.
- Develop a list of recommendations for Special Awards (e.g., Edward A. Wayne Medal and Presidential Medallion) from the representative bodies. Each award shall have no less than two (2) nominations with profiles of each nominee, resumes/CVs or biographical sketches, and justifications for selection based on policy criteria.
- Develop or revise the recommended procedures for revocation of Honorary Degrees
- Present the Committee's recommendations to the President for selection or deliberation

Nominations and Approvals

Honorary Degrees

Nominations are generally solicited from the representative bodies of the University's key stakeholder groups and submitted to the Office of the President and Assistant Secretary to the Board of Visitors for consideration in advance of a Board of Visitors regularly scheduled meeting. The President (or designee) will review the recommendations and make the final selection for presentation to the Board of Visitors for approval.

The Board of Visitors makes the final decision related to the Honorary Degree and there is no appeal process.

Special Awards

Nominations for Special Awards such as the Edward A. Wayne Medal or Presidential Medallion are solicited from the representative bodies of the University's key stakeholder groups, including but not limited to the following:

- **Edward A. Wayne Medal:** Board of Visitors' Finance and University Resources Committee, Development and Alumni Relations Division, Council of Deans, Council of Chairs, etc.
- **Presidential Medallion:** Alumni of the University, alumni groups, Faculty and Staff Senates, University Council, President's Cabinet, Student Government Associations, student groups, Council of Deans, etc.

Recommendations are made to the Special Awards Committee, which makes recommendations to the President. The President shall present the nominations for ~~the Honorary Degree and~~ the Edward A. Wayne Medal to the Board of Visitors for final approval. Reasonable efforts should be made to notify the nominating body or individual of the Board's final decision on all selections.

The Board of Visitors makes the final decision related to the Edward A. Wayne Medal, and the President makes the final decision related to the Presidential Medallion. Once those decisions have been made, there is no appeal process.

While the President makes the final selections and/or decisions related to recipients of the Presidential Medallion and the final selections and/or decisions related to the recommended Edward A. Wayne Medal recipients, it is not without significant support and assistance from the work of the Special Awards Committee and an open nominations process.

SPECIAL AWARDS COMMITTEE

~~The Special Awards Committee (the "Committee") is comprised of individuals appointed and charged by the President and/or his designee(s) to receive nominations, and to review and make recommendations for:~~

- ~~(a) Commencement ceremony speakers,~~
- ~~(b) Honorary degree recipients,~~
- ~~(c) Edward A. Wayne Medal recipients, and~~
- ~~(d) Presidential Medallion recipients.~~

~~While the President makes the final selections and/or decisions related to recipients of the Edward A. Wayne Medal and Presidential Medallion, it is not without significant support and assistance from the work of the Special Awards Committee and an open nominations process. All members of the Committee are expected to serve in an impartial manner—free of conflicts or the appearance thereof. If a personal or professional conflict exists, the affected individual must disclose such conflict or bias to the Committee Chairs. The Committee Chairs shall establish a written process to determine whether any conflict(s) exist.~~

~~Committee members may include:~~

- ~~• Members of the President's Cabinet~~
- ~~• Board Liaison~~
- ~~• Faculty representative~~
- ~~• Staff-Senate representative~~
- ~~• Board representative~~
- ~~• Members from the Student Government Association~~
- ~~• Other individuals as determined by the President~~

~~The President shall appoint the Chair or Co-Chairs of the Special Awards Committee by no later than July 1st of each year and reserves the right to modify the Committee's membership as necessary. Upon appointment, the Chair (or Co-Chairs) of the Special Awards Committee shall convene a meeting of the Committee by no later than the end of September.~~

~~By no later than December 31st of each year, the Committee shall:~~

- ~~• Develop or revise the process and timeline for soliciting and receiving nominations~~
- ~~• Solicit a list of nominations of potential Honorary Degree recipients from the representative bodies of the University's key stakeholder groups, to include profiles of each nominee, resumes/CVs or biographical sketches, and justifications for selection based on the policy criteria~~
~~Create or update a running list of nominations for commencement speakers covering a three-year period and including alternates for each year.~~

- ~~Develop a list of recommendations for Special Awards (e.g., Edward A. Wayne Medal and Presidential Medallion) from the representative bodies. Each award shall have no less than two (2) nominations with profiles of each nominee, resumes/CVs or biographical sketches, and justifications for selection based on policy criteria.~~
- ~~Develop or revise the recommended procedures for revocation of Honorary Degrees~~
- ~~Present the Committee's recommendations to the President for selection or deliberation~~

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Forms

Nomination forms that are required in this process can be found on the Office of the President's website specifically <https://president.vcu.edu/nominations/>

Related Documents

Overview and instructions for submission can be found <https://president.vcu.edu/nominations/>

Revision History

This policy revokes and replaces any and all policies related to conferring Honorary Degrees and/or awarding the Edward A. Wayne Medal and/or the Presidential Medallion.

FAQs

If the request is not approved for awarding an Honorary Degree, the Edward A. Wayne Medal, or the Presidential Medallion is there an appeal process?

The Board of Visitors makes the final decision related to the Honorary Degree and the Edward A. Wayne Medal, and there is no appeal process.

The President makes the final decision regarding the Presidential Medallion and there is no appeal process.

Can an Honorary Degree be revoked?

Yes. The Board of Visitors makes the final determination on whether an Honorary Degree may be revoked. Such determination is made upon (a) a direct recommendation from a member of the Board of Visitors to the Board to have an Honorary Degree revoked; or (b)

upon the recommendation of the President to the Board of Visitors, and an evaluation and recommendation of the necessity for such action by the Special Awards Committee.

The reasons for revoking an Honorary Degree include, but are not limited to the following:

- 1) The honoree engaged in conduct inconsistent with the mission and/or values of VCU,
- 2) Facts are discovered that negate the accomplishments that were cited as the basis for awarding the Honorary Degree, or
- 3) The honoree's conduct injures the reputation of the VCU or the Commonwealth of Virginia.

If the Board of Visitors decides that the Honorary Degree should be revoked, is there an appeal process?

No, once the Board of Visitors has revoked the degree there is no appeal process.



Memorials and Commemorations

Policy Type: Local – Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 05/10/2019

Current Revision Approved: MM/DD/YYYY

Policy Statement and Purpose

This policy outlines the university's process for establishing, creating, renaming, and/or removing memorials and commemorations on property owned or managed by Virginia Commonwealth University.

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.

Policy Exceptions:

This policy does not apply to arts on campus nor development-related activities (major gifts, naming opportunities, etc.).

Table of Contents

Who Should Know This Policy	#
Definitions	#
Contacts	#
Policy Specifics and Procedures	#
Forms	#
Related Documents	#
Revision History	#
FAQ	#

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Who Should Know This Policy

All Board of Visitors members ("Board members") are responsible for knowing the contents of this policy. The University community including: faculty, staff, and students and members of affiliated VCU Boards and foundations must be familiar with its contents and provisions.

- Members of affiliated VCU boards and foundations

Definitions

- **Memorial**: An object or structure that honors and preserves the memory of a person, group, or event.
- **Commemoration**: An object, artifact or ceremony that serves as lasting recognition of a person, group or event.
- **De-commemoration**: The act of removing a commemoration or memorial of a person, group or event.

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Contacts

The Office of the President officially interprets this policy and is responsible for obtaining approval for any revisions and questions regarding this policy should be directed to this office. The Office of the President officially interprets this policy and is responsible for obtaining approval for any revisions and questions regarding this policy should be directed to this office. The Office of the President officially interprets this policy. Please direct policy questions to the Assistant Secretary to the Board of Visitors and Board Liaison, 804-828-1200 or BOV@vcu.edu

Policy Specifics and Procedures

- The Board of Visitors of Virginia Commonwealth University has final authority in the creation, placement and existence of memorials and commemorations on property owned or managed by the University. Decisions will reflect the values and mission of the University.
- Commemorations must primarily recognize significant persons, places, or events that relate to the history of the institution or the history of the physical area now encompassing the University and its academic health center. The creation of a memorial does not give any individual the right to, or interest in, the preservation or maintenance of such a memorial~~such memorial~~.
- All memorials and commemorations will meet the style and architectural standards of campus.
- The Board of Visitors, in its sole discretion, has the authority to de-commemorate -- remove -- memorials and commemorations. Any member of the University community may propose removal at any time.
- Considerations for removal may include:
 - The honoree engaged in conduct inconsistent with the mission and/or values of VCU;

- Information is discovered that negates the accomplishments that were cited as the basis for creating the memorial, or
 - The memorial and/or honoree injures the reputation of the University or the Commonwealth of Virginia.
- All requests for memorials, commemoration and/or de-commemoration will be submitted in writing to the Assistant Secretary to the Board of Visitors ~~and Board Liaison~~, who will refer the request to The Committee on Commemorations and Memorials.
 - The Committee on Commemorations and Memorials shall make a recommendation to approve memorials, commemorations and de-commemorations to the President, who in turn shall make a recommendation to the Board of Visitors.

The Committee on Commemorations and Memorials

The Committee on Commemorations and Memorials (the “Committee”) is ~~composed~~comprised of individuals appointed and charged by the President and/or his/her designee(s) to review requests and make recommendations for the approval or removal of memorials, commemorations.

All members of the Committee are expected to serve in an impartial manner, free of conflicts of interest, or appearances thereof, and consistent with the University expectations. This enables and supports a transparent and engaged deliberative process in which all community members may participate.

Committee members shall be appointed by the President and shall be drawn from:

- Division of Administration
- Division of Development and Alumni Relations
- Division of Inclusive Excellence
- Division of Enterprise Marketing and Communications University Relations
- Faculty representative (recommended by Faculty Senate)
- Office of Government Relations
- Student representatives from Monroe Park and MCV Campuses (recommended by Student Government Association)
- University and Academic Professionals and Classified staff representatives (recommended by Staff Senate)
- University Archivist
- Other individuals as determined by the President

The President shall appoint the chair(s) and cCommittee members every fiscal year by July 1, 2019. The President reserves the right to modify the cCommittee’s membership as necessary, including filling vacancies. ~~Upon appointment, the Chair or Co-Chairs of the Committee shall convene a meeting of the committee by no later than the end of September each year and convene meetings as needed for the remainder of the academic year.~~

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Forms

There are no forms associated with this policy ~~and procedures~~.

Related Documents

1. Development and Alumni Relations naming policy

<https://policy.vcu.edu/sites/default/files/Recognition%20of%20Donors%20and%20Friends.pdf>

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2. Arts on Campus policy

<https://policy.vcu.edu/sites/default/files/Art%20on%20Campus%20Policy.pdf>

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Revision History

This policy supersedes the following archived policies:

Approval/Revision Date	Title
"None – New Policy"	

FAQ

What is the difference between a memorial and a commemoration?

- A. A memorial is an object or structure that preserves the memory of something, usually a deceased person or event. A commemoration, through a ceremony, special object or artifact, acknowledges historical appreciation or acclaim for an achievement of a person, group or event.

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Examples of commemorations would be:

- Public events recognizing the elimination of any kind of barriers – race, gender, ageism accessibility, etc., -- that result in equity and access for all members of the VCU community
- Public event with an associated plaque that recognize significant achievements by individuals whose work and/or action has resulted in lasting improvements and the betterment of VCU

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Examples of Memorials would be:

- A statue of the founding VCU president installed in a university common area
- A bronze plaque in the Student Commons honoring VCU alumni who died serving the country as members of the U.S. armed forces.

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Does this policy apply to events such as groundbreakings, ribbon-cuttings celebrations?

- A. No. These are celebrations of short-term achievements or acclaim.

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Does this policy apply to namings and naming events?

- A. When the naming is solely honorific and historical, it falls under this policy. In most cases, namings and naming events are the result of donor and gift-related activities.

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Does this policy apply to funerals or memorial services celebrating the lives and careers of individuals associated with VCU?

- A. No.

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Does this policy apply to annual observances related to a chosen topic, such as Black History Month, International Women's Month, etc.?

- A. No.

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Does this policy apply to contextualization for a memorial or commemoration?

- A. No. A committee specifically selected to create contextualization for each new and existing memorial will be appointed by the president's office when it is determined that contextualization is needed.

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Presidential Evaluation Policy

Policy Type: Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 05/15/2009

Current Revision Approved: 12/08/2017

Policy Statement and Purpose

The Virginia Commonwealth University (VCU) Board of Visitors is responsible for ensuring the President's achievement of the institution's mission-based goals in student learning, research, scholarship and community engagement/service as well as his or her [strong collaborative relationship with stewardship of the](#) affiliated VCU Health System Authority. To that end, the Board is required to conduct an annual review of the President's performance and the institution's progress of these goals.

The Board of Visitors desires to institute and adopt a systematic method of conducting the evaluation of the president in alignment with the [University's](#) mission and identity, and in accordance with the President's contract, applicable state laws, and prevailing best practices.

Table of Contents

Who Should Know This Policy	#
Definitions	#
Contacts	#
Policy Specifics and Procedures	#
Forms	#
Related Documents	#
Revision History	#
FAQ	#

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.

Definitions

Governance and Compensation Committee (GCC)

A standing committee of the VCU Board of Visitors with membership appointed annually by the Rector and chaired by the Vice Rector of the Board to provide oversight of the Presidential Evaluation process as well as presidential compensation. See Board Bylaws Article II § 7.B.54.

Contacts

The Board of Visitors, 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

ANNUAL

REVIEW

The Governance and Compensation Committee (GCC) is responsible for conducting the annual review of the President, taking into account the President's self-assessment report, proposed priorities and goals, and the VCU Executive Compensation Philosophy.

~~No later than the May meeting of the Board of Visitors, the Rector initiates the annual process for the evaluation of the President for the year (generally, July 1 through June 30 of current fiscal year). The annual process includes the President's self-assessment of the approved priorities and goals for that year and the President's presentation of proposed or updated priorities and goals for the following year. The President's self-assessment will be in a mutually agreed-upon form and may include qualitative and quantitative measures of the President's performance, as well as the progress of Virginia Commonwealth University and the strength of its relationship with the VCU Health System Authority.~~

~~The President's self-assessment should include the following:~~

- ~~Progress on meeting the mutually agreed-upon and established priorities and goals.~~
- ~~The President's assessment of the overall academic quality of the University.~~
- ~~The President's assessment of the financial status of the University and the Health System.~~
- ~~The President's assessment of the challenges facing the University and the Health System.~~
- ~~The identification of any professional development the President wishes to pursue.~~
- ~~Priorities and goals proposed by the President for the upcoming year to review as part of the Annual Review process.~~
- ~~Other issues or topics as determined by the GCC or full Board.~~

~~The GCC will solicit written observations on the President's performance from each member of the Board utilizing an appraisal instrument, similar to the template in Attachment A.~~

~~The President will submit the written self-assessment and proposed (or updated) priorities and goals to the GCC no less than thirty (30) days in advance of the Board's retreat, which is generally held in the fall/August.~~

~~Concurrent with the transmittal of the self-assessment, the~~ The President will also provide a full accounting of all earned outside income for the previous year from service on boards of directors and any other source, as required by the Commonwealth's annual budget act and any other applicable source.

~~Prior to the Retreat, the GCC shall review the appraisal results, president's self-assessment report, full accounting of earned outside income and proposed goals for the year. The President will present his self-assessment report and proposed priorities and goals for the year in a closed session meeting with the Board at its retreat or at the next occurring meeting of the Board.~~

~~The GCC will formulate a recommendation to the full Board, in consultation with the President, regarding the evaluation and any compensation adjustments for the President at the next occurring meeting of the Board. Following the closed session meeting with the President, the GCC will finalize the President's evaluation and goals for the year and share the final evaluation, and priorities and goals for the year to the President and the Board in a written letter. The GCC's letter will detail the results of the annual review, any changes to the president's contract or compensation, and the priorities and goals for the upcoming year. It is anticipated that this process will be completed no later than October 1 of each year.~~

The written self-assessment, full accounting of earned outside income, final evaluation of the President as well as any evaluation-related documents and notes are part of the President's confidential personnel record. The President's compensation is public information.

As an alternative, the Board may elect to conduct a periodic comprehensive evaluation of the President at its discretion. A comprehensive evaluation is a review of the President's performance, which seeks stakeholder input and may include the hiring of an external evaluator or facilitator for the process. In the year a comprehensive evaluation is conducted, it is performed in lieu of the annual review.

COMPENSATION

~~The~~ GCC is responsible for conducting a compensation review and recommending the President's compensation package to the full Board for approval each year. The annual compensation review will consider both performance- and market-based criteria, which includes but are not limited to:

- The results of the Annual Review or the Comprehensive Evaluation;
- The VCU Executive Compensation Philosophy;
- A market analysis of University President compensation among comparable institutions; and
- Other documentation deemed to be relevant.

The GCC may engage an independent compensation consultant to provide market analysis, regulatory updates and other support to assist the GCC in its compensation review and to provide educational resources for the full Board.

Forms

~~There are no related documents. Sample Annual Appraisal of the President's Performance attached.~~

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Related Documents

There are no related documents.

Revision History _____

This policy supersedes the following archived policies:

Approved by the Board: Approved by the Board: May 15, 2009; Revised: November 10, 2011; December 8, 2017

FAQ _____

There are no FAQs associated with this policy.

DRAFT

VIRGINIA COMMONWEALTH UNIVERSITY BOARD OF VISITORS

STATEMENT ON GOVERNANCE

The Virginia Commonwealth University Board of Visitors (“the Board”) is composed of 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 two students (one undergraduate and one graduate 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 Virginia Commonwealth University. A copy of the Bylaws can be found at <https://bov.vcu.edu/bylaws/> ~~<https://president.vcu.edu/board/bylaws/>~~

In carrying out its responsibilities, the following expectations are attendant to service on the Virginia Commonwealth University 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 and the Commonwealth;
- 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 ~~chair~~ 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;
- Board members are also expected to comply with Federal, State and local laws and comply with all regulations and policies applicable to Board of Visitors of public colleges and universities in the Commonwealth of Virginia;

- Board members are expected to maintain a tradition of exemplifying the highest standards of ethical behavior, and to comply with the Board of Visitors' Ethical Leadership policy.

DRAFT



President & CEO Compensation Benchmarking

Virginia Commonwealth University

April 2024



Gallagher

Insurance | Risk Management | Consulting

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Table of Contents

SECTION		PAGE NUMBER
1	INTRODUCTION	2
2	COMPENSATION PHILOSOPHY AND PEER GROUP	3
3	MARKET REVIEW: BASE SALARY	5
4	MARKET REVIEW: INCENTIVE PAY	7
5	MARKET REVIEW: TOTAL CASH	8
6	MARKET REVIEW: TOTAL COMPENSATION	10
7	CONCLUSION & RECOMMENDATIONS	11
	APPENDICES	16

SECTION 1

Introduction

Virginia Commonwealth University retained Gallagher to review the University President's total compensation

- This report:
 - Summarizes the approved peer group and compensation philosophy
 - Provides base pay, incentive data, and total compensation for both the full peer group and the Virginia subset peer group
 - Compares the President's compensation components to peer group data
 - Provides guidance for determining changes to the President's compensation

SECTION 2

Compensation Philosophy

- High degree of market awareness.
- Total compensation targeted between the 50th to 75th percentile of peer group.
- Total compensation consists of total cash compensation (base pay plus incentives if provided), deferred compensation, employee benefits, and perquisites, such as housing, automobile, financial and tax planning, disability insurance, educational benefits, club memberships, personal expense allowances, life insurance, medical/physical, travel & other business expenses, and sabbatical if included in the contract.
- Base pay determined by accomplishments, institutional impact, experience, performance, recruitment and retention, market and other considerations.
- Benefits targeted at competitive levels to peers. Supplemental executive benefits provided for business purposes only and positioned conservatively compared to market.

The philosophy is highly cognizant of the organizational landscape with board responsibility for calibrating compensation with ongoing consideration for the university's role as a public institution, fiscal position, reception of compensation package to institutional stakeholders, and other complexities facing the VCU/VCUHS enterprise

SECTION 2

Peer Group

The peer group consists of 18 public not-for-profit institutions that represent a diverse list of institutions that are comparable to Virginia Commonwealth University:

George Mason University
James Madison University
Old Dominion University
University of Alabama at Birmingham
University of Colorado at Denver
University of Florida

University of Illinois at Chicago
University of Kentucky
University of Louisville
University of Minnesota – Twin Cities
University of Missouri at Columbia
University of North Carolina at Chapel Hill

University of Pittsburgh
University of South Florida
University of Texas Southwestern Medical Center
University of Virginia
University of Wisconsin at Madison
Virginia Tech

SECTION 3

Market Review: Base Salary

- Base salary is 5.8% above the median (P50) and .4% below the 75th percentile (P75) of full peer group based on CUPA data
- Base salary is 3.6% below the median and 14.8% below the 75th based on Chronicle data
- Base salary is 10.1% below the 50th percentile of the Virginia peers and 15.5% below the 75th percentile

TABLE 2:
Base Salary
Comparison

VCU Base Salary: \$708,335	Market P50 (Median)	Market P75	Market Average
Full Peer Group ³ (13 of 18 reporting)	\$669,527	\$711,511	\$682,873
VCU as a % of the Full Peer Group	105.8%	99.6%	103.7%
Full Peer Group ⁴ (14 of 18 reporting)	\$732,992	\$831,388	\$697,406
VCU as a % of the Full Peer Group	96.6%	85.2%	101.6%
VA Peer Group ⁵ comparison (n=5)	\$787,654	\$837,991	\$758,883
VCU as a % of the VA Peer Group	89.9%	84.5%	93.3%

Data sources:

3 - CUPA 2023-24 Survey Data - Full Peer Group

4 - 2023 Chronicle of Higher Education data

5 - Each VA peer institution provided its presidential compensation data directly to VCU

SECTION 3

Market Review: Base Salary

CHART 1: Base Salary Comparison



SECTION 4

Market Review: Incentive Pay

- There is an ongoing and consistent trend among Virginia peer institutions to include an incentive/bonus as part of the presidential compensation package.
- Four of the five Virginia peers provided performance-based incentive payments for the most recent compensation cycle; only two of the non-Virginia peers provided a performance-based incentive payment
- VCU and Virginia Tech were the only Virginia institutions to not provide an incentive, however, this is consistent with the wider peer group

TABLE 3: Virginia Peer Group Incentive / Bonus Payment Data

Range of Payments (\$)	Range of Payments (as a % of Total Cash) <i>Base + Incentive</i>
\$83,606 to \$125,000	12.8%-13.7%

- Overall compensation at Virginia peers is more competitive across the full peer group as a result of incentive opportunities.

SECTION 5

Market Review: Total Cash (Base + Incentive)

- Total cash is 9.5% below the median and 21.3% below the 75th percentile of the full peer group
- Total cash is 15.5% below the median and 22.4% below the 75th percentile of the Virginia peers

TABLE 4: Total Cash Comparison

VCU Total Cash: \$708,335	Market P50 (Median)	Market P75	Market Average
Full Peer Group ⁴ (14 of 18 reporting)	\$782,992	\$899,885	\$739,092
VCU as a % of the Full Peer Group	90.5%	78.7%	95.8%
VA Peer Group ⁵ comparison (n=5)	\$837,991	\$912,654	\$840,604
VCU as a % of the VA Peer Group	84.5%	77.6%	84.3%

Data sources:

4 – 2023, Chronicle of Higher Education data

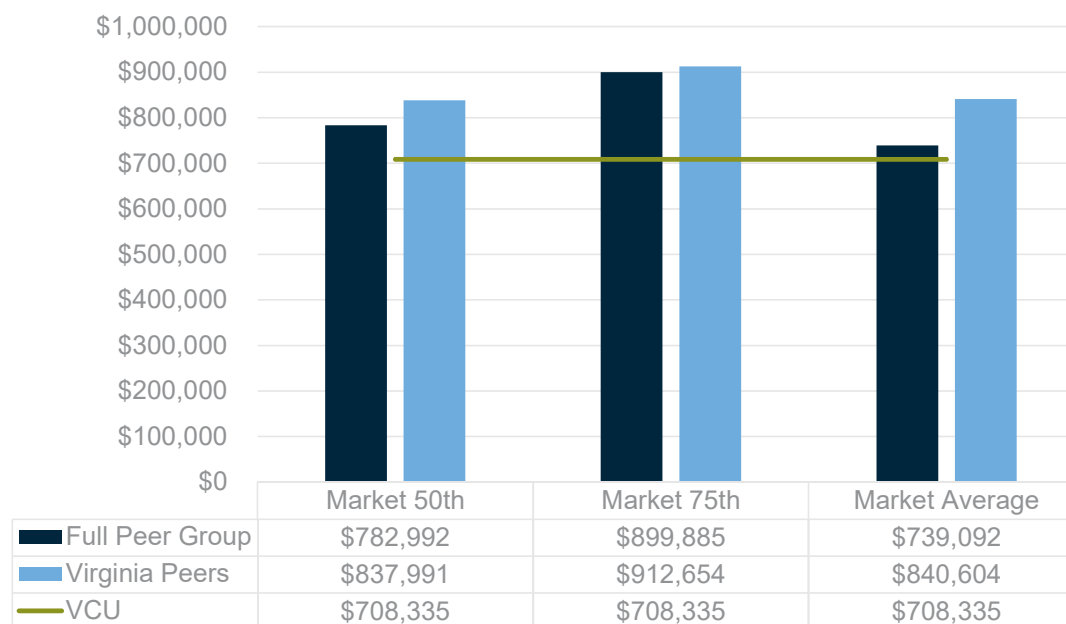
5 – Each VA peer institution provided its presidential compensation data directly to VCU

SECTION 5

Market Review: Total Cash (Base + Incentive)

- Total cash is below the 50th percentile of the full peer group and the Virginia peers group

CHART 2: Base Salary Comparison



SECTION 6

Market Review: Total Compensation (Total Cash, Deferred, Cash Value of Benefits)



- Total compensation overall is competitively positioned against the full peer group, 3.4% above the median and **~13% below the 75th percentile**
- Total compensation is **~4 % below the median and ~7% below the 75th percentile of the Virginia peers**

TABLE 5: Total Compensation Comparison

VCU Total Compensation⁶: \$1,062,322	Market P50 (Median)	Market P75	Market Average
Full Peer Group (14 of 18 reporting) ⁷	\$1,040,666	\$1,235,381	\$980,512
VCU as a % of the Full Peer Group	103.4%	87.1%	109.7%
VA Peer Group comparison (n=5)	\$1,119,491	\$1,155,286	\$1,096,510
VCU as a % of the VA Peer Group	96.1%	93.1%	98.1%

Data sources:

6 - Inclusive of base + annual deferred amount + housing allowance + financial planning allowance

7 - Based on 2023 Chronicle of Higher Education data, inclusive of base + incentive + deferred payments + cash value of allowances (i.e. housing allowances may be reported, the value of university-owned housing was not), or other benefits

SECTION 7

Conclusion and Recommendations



- **The current compensation – base, total cash, and total compensation – is considered reasonable and consistent with that provided by peer institutions to college and university presidents**
 - Base pay is slightly below the 50th percentile of the full peer group (Chronicle), and falls below the 50th percentile of the Virginia peers
 - VCU does not provide incentive pay
 - Only two of the non-Virginia peer provides incentive pay
 - Four of the five Virginia peers provide incentive pay
 - Total compensation, inclusive of total cash and the cash value of benefits, is less than the 75th percentile (87.1%) of the full peer group, and is below the 50th percentile (96.1%) of Virginia peers

SECTION 7

Conclusion and Recommendations



The university should maintain market competitiveness in line with its presidential compensation philosophy targeting total compensation at the 50th to 75th of the peer group, staying cognizant of local and national market

- The Board of Visitors should consider the following factors when adjusting the President's base pay
 - Executive performance, skill set, experience, tenure, etc.
 - Increases given across the university community
 - Current fiscal position and ability to fund increases
 - Pay for performance trends in higher education
 - Increases given by peer institutions
 - Talent market – Higher education has an older workforce on average than other sectors
 - Recruitment activities at peer institutions

SECTION 7

Conclusion and Recommendations



Recommendation:

In March 2023, the BOV approved a compensation philosophy and approach that targets the 50th to 75th percentile of the market. Further, it is continued to be recommended:

- BOV focus on full peer group and maintain awareness of Virginia peers
- Any adjustment should be based upon the BOV's assessment of performance and market position
 - To achieve the 50th percentile of the full peer group, given the president's tenure and performance, it would require an increase of 3% to 5% to base pay
 - To achieve the 75th percentile of the full peer group, given the president's tenure and performance, it would require an increase **of 14% to 16% to base pay**

Note, an adjustment in base pay to this percentile may mitigate the need or consideration for an incentive/bonus plan going forward to address current market opportunities, however, it would ensure the university stayed in line with both the full peer group and Virginia peers and would position it to stay competitive going forward.

SECTION 7

Conclusion and Recommendations



Increase Models:

- Modeling was performed for base pay increases ranging from 3% to 9% (comparison to the 50%)
- The modeling included breakouts for base, total cash, and total comp for both the full peer group and Virginia peers

	CURRENT	MODEL 1 3.0% Increase	MODEL 2 5% Increase	MODEL 3 7% Increase	MODEL 4 8% Increase	MODEL 5 9% Increase
Base Salary	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
50th Percentile (Full Peer Group)	96.6%	99.5%	101.5%	103.4%	104.4%	105.3%
Total Cash	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
50th Percentile (Full Peer Group)	90.5%	93.2%	95.0%	96.8%	97.7%	98.6%
Total Compensation	\$1,076,043.00	\$1,108,324.29	\$1,129,845.15	\$1,151,366.01	\$1,162,126.44	\$1,172,886.87
50th Percentile (Full Peer Group)	87.1%	89.7%	91.5%	93.2%	94.1%	94.9%
Base Salary	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
50th Percentile (Full Peer Group)	89.9%	92.6%	94.4%	96.2%	97.1%	98.0%
Total Cash	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
50th Percentile (Full Peer Group)	84.5%	87.1%	88.8%	90.4%	91.3%	92.1%
Total Compensation	\$1,076,043.00	\$1,108,324.29	\$1,129,845.15	\$1,151,366.01	\$1,162,126.44	\$1,172,886.87
50th Percentile (Full Peer Group)	96.1%	99.0%	100.9%	102.8%	103.8%	104.8%

SECTION 7

Conclusion and Recommendations



Increase Models:

- Modeling was performed for base pay increases ranging from 3% to 9% (comparison to the 75%)
- The modeling included breakouts for base, total cash, and total comp for both the full peer group and Virginia peers

	CURRENT	MODEL 1 3.0% Increase	MODEL 2 5% Increase	MODEL 3 7% Increase	MODEL 4 8% Increase	MODEL 5 9% Increase
Base Salary	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
75th Percentile (Full Peer Group)	85.2%	87.8%	89.5%	91.2%	92.0%	92.9%
Total Cash	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
75th Percentile (Full Peer Group)	78.7%	81.1%	82.6%	84.2%	85.0%	85.8%
Total Compensation	\$1,076,043.00	\$1,108,324.29	\$1,129,845.15	\$1,151,366.01	\$1,162,126.44	\$1,172,886.87
75th Percentile (Full Peer Group)	87.1%	89.7%	91.5%	93.2%	94.1%	94.9%
Base Salary	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
75th Percentile (VA Peer Group)	84.5%	87.1%	88.8%	90.4%	91.3%	92.1%
Total Cash	\$708,335.00	\$729,585.05	\$743,751.75	\$757,918.45	\$765,001.80	\$772,085.15
75th Percentile (VA Peer Group)	77.6%	79.9%	81.5%	83.0%	83.8%	84.6%
Total Compensation	\$1,076,043.00	\$1,108,324.29	\$1,129,845.15	\$1,151,366.01	\$1,162,126.44	\$1,172,886.87
75th Percentile (VA Peer Group)	93.1%	95.9%	97.8%	99.7%	100.6%	101.5%

APPENDICES

Appendix A: Methodology and Data Sources

Appendix B: Supplemental and Detail Information

Appendix C: Documentation

APPENDIX A

Methodology and Data Sources

Methodology

Gallagher's HR and Compensation Consulting Practice "Gallagher," a division of Gallagher Benefit Services, Inc., is providing this report to Virginia Commonwealth University's (VCU) governance and compensation committee ("committee") regarding the competitiveness of the 2023-24 total compensation paid to President Michael Rao relative to comparable institutions. The purpose of the external market comparison is to provide the committee with information that will assist in determining if the President's total compensation is competitive with that provided to his peers and generally considered. As VCU is a governmental entity, IRC Section 4958 (Intermediate Sanctions) is not directly applicable, however as a measure of best practice these measures were considered in review of the compensation for guidance, with additional recognition that some if not all of the organizations that fund the President's salary may fall under the auspices of the code. This report presents independent data to guide and inform future compensation decisions.

- The benchmark analysis is intended to:
 - Provide the University with an independent third-party benchmark analysis to help inform and guide decisions regarding Presidential compensation
 - Provide information intended to assist the committee in determining if total compensation paid to the University president is in excess of "reasonable compensation," recognizing Section 4958 (Intermediate Sanctions) of the Internal Revenue Code does not directly apply to VCU

Methodology

Gallagher is an independent consulting firm in accordance with the requirements of the Treasury Regulation Section 53.4958-1- (d)(4)(iii)(C). The firm holds itself out to the public as a firm that regularly performs executive compensation studies for tax-exempt entities and is qualified to provide compensation studies and opinions of the type requested by Virginia Commonwealth University. It is understood that Gallagher is not a law firm and cannot practice law. We limit the nature of our work to providing benchmark information in order to assist the committee in determining the reasonableness and market competitiveness of comparable compensation.

- Gallagher's processes for collecting and assembling market data are consistent with the Rebuttable Presumption Checklist and Fair Market Value used by the Internal Revenue Service in conducting executive compensation reviews as well as contemporary compensation practices
- All survey market data are assembled from reputable, commercially-available surveys for comparable higher education institutions or directly collected from publicly available sources

Data Sources

The market analysis of compensation is based on data from available sources as follows:

- Base Salary Data
 - Published data from the CUPA 2023-2024 Administrators in Higher Education Salary Survey (AHESS) for the position of CEO of a Single Institution (data collection date is November 1, 2023)
 - The CUPA salary data has been adjusted forward to a common effective date, July 1, 2024 using the 2023 WorldatWork Salary Budget Survey, which reported the annual salary budget increase in 2023 at 2.0% for all industries nationally
 - Supplemental data from the Chronicle of Higher Education and a Custom Data Collection of Virginia based members of the peer group were also used
- Incentive Compensation
 - While the prevalence of incentive compensation data is provided by CUPA, the amount paid is not
 - CUPA data is supplemented with
 - ≈ Bonus and incentive compensation for the localized institutions (i.e. in the state of Virginia) within the broader comparator group through direct outreach by VCU HR
 - ≈ Base, bonus and incentive data (i.e. Total Pay) from the Chronicle of Higher Education

Data Sources

Executive Benefits

- Available data from the CUPA 2023-2024 AHESS Survey for the position of CEO of a Single Institution.
- Supplemental data from the Chronicle of Higher Education and a Custom Data Collection of Virginia based members of the cohort were also used to assess:
 - Housing
 - Vehicle allowance
 - Club membership
 - Deferred compensation programs
 - Performance based incentive compensation
 - Other Benefits as reported as a cash value

APPENDIX B

Supplemental and Detail Information

2023 Peer Group Selection

TABLE 5
Virginia Commonwealth University | Peer Group 2023

Peer Institution	Public / Private	University Expenses GASB/FASB	Bureau of Economic Analysis (BEA) regions	State	Peer Group 2023
Count					18
George Mason University	Public	\$ 1,184,773,632.00	Southeast (AL, AR, FL, GA, KY, LA, MS, NC, SC, TN, VA, WV)	VA	X
James Madison University	Public	\$ 681,250,242.00	Southeast	VA	X
Old Dominion University	Public	\$ 637,737,530.00	Southeast	VA	X
University of Alabama at Birmingham	Public	\$ 3,619,359,009.00	Southeast	AL	X
University of Colorado at Denver	Public	\$ 1,972,138,693.00	Rocky Mountains (CO, ID, MT, UT, WY)	CO	X
University of Florida	Public	\$ 3,980,104,000.00	Southeast	FL	X
University of Illinois at Chicago	Public	\$ 3,767,281,310.00	Great Lakes (IL, IN, MI, OH, WI)	IL	X
University of Kentucky	Public	\$ 4,823,196,679.00	Southeast	KY	X
University of Louisville	Public	\$ 1,267,032,000.00	Southeast	KY	X
University of Minnesota - Twin Cities	Public	\$ 3,745,086,091.00	Plains (IA, KS, MN, MO, NE, ND, SD)	MN	X
University of Missouri at Columbia	Public	\$ 2,966,273,077.00	Plains	MO	X
University of North Carolina at Chapel Hill	Public	\$ 3,738,047,976.00	Southeast	NC	X
University of Pittsburgh	Public	\$ 2,442,762,517.00	Mid East (DE, DC, MD, NJ, NY, PA)	PA	X
University of South Florida	Public	\$ 1,631,538,510.00	Southeast	FL	X
University of Texas Southwestern Medical Center	Public	\$ 4,440,303,736.00	Southwest (AZ, NM, OK, TX)	TX	X
University of Virginia	Public	\$ 3,875,926,594.00	Southeast	VA	X
University of Wisconsin at Madison	Public	\$ 3,596,482,100.00	Great Lakes	WI	X
Virginia Tech	Public	\$ 1,996,476,362.00	Southeast	VA	X
Virginia Commonwealth University	Public	\$ 1,406,512,441.00	Southeast	VA	

University Expenses are a reflection of data reported by the institutional group to IPEDS (U.S. Department of Education) – Most Recently Available Data

Deferred Compensation & Executive Perquisites

TABLE 6: Non-Base Compensation – CUPA Data & Custom Data

Response	Deferred Compensation <i>CUPA</i>		Deferred Compensation <i>Custom</i>	
	N	%	N	%
No	--	--	0	0.0%
Yes	--	--	5	100.0%
TOTAL	3	100.0%	5	66.7%
VCU	Yes		Yes	

NOTE

While CUPA-HR data was not sufficiently available, the inclusion of deferred compensation, housing, and vehicles are commonplace practice for the role of a university president. In all cases, the Virginia subset of the cohort group receive deferred compensation.

TABLE 7: Subsidized Perquisites – CUPA Data

Response	Housing		Vehicle or Allowance		Club Membership	
	N	%	N	%	N	%
No	--	--	--	--	--	--
Partial Subsidy	--	--	--	--	--	--
Full Subsidy	--	--	--	--	--	--
TOTAL	1	33.3%	1	33.3%	1	33.3%
VCU	Yes Allowance		Yes		No	

NOTE

While CUPA-HR data was not sufficiently available outside housing, the inclusion of deferred compensation, housing, and vehicles are commonplace practice for the role of a university president. In all cases, the Virginia subset of the cohort group receive provided housing (VCU is the only to receive an allowance), vehicle or vehicle allowance, and 4 of the 5 noted the provision of club memberships.

VCU Executive Compensation Census

TABLE 13

TCC Categories & Details	President - Michael Rao, PhD
Base Salary 2023/2024	\$708,335
Base Salary Effective Date	7/22/23
Bonus/Incentive Payments	None
Date of Bonus/Incentive Payment	N/A
Stipend (if any)	N/A
Is a supplemental executive retirement plan provided?	Yes. Provides 10.4% retirement beyond the 401(a) comp limit, up to 2x the 401(a) comp limit.
Is there a deferred compensation arrangement provided? (457b) (457f) (if yes, provide value of institutional contribution)	Employer contribution is \$262,500/yr plus 10.4% of compensation in excess of 2x 401(a) compensation limit. Deferred comp is contributed to employer 403(b) and 401(a) plans, with excess amounts credited to a 415(m) excess account. There is no employer 457(b)/457(f) contribution.
Is supplemental executive LTD insurance provided?	No.
Is supplemental executive Life insurance provided?	Yes, \$1M term.
Is employer paid retiree health insurance provided?	No, with the exception that VCU funds the state retiree health insurance credit program that provides premium assistance in retirement. The premium assistance is a state payment to retirees.
Is housing allowance or residence for personal use provided?	Housing allowance \$90,061 (\$7,505/month) subject to annual adjustment based on CPI.

VCU Executive Compensation Census

TABLE 14

TCC Categories & Details	President - Michael Rao, PhD
Car or vehicle allowance? (if yes, provide value)	Car furnished; replaced at least every 5 years or 100K miles whichever is first. Boards have authority to substitute a reasonable auto allowance instead.
Is country club or professional membership dues provided?	All T&E is cost reimbursement.
Is financial counseling provided? (if yes, provide value)	No, but an annual allowance of \$7,000 is provided for the President to spend on obtaining his own tax and financial planning services.
Is a discretionary spending account provided?	No.
Is there an employment contract?	Yes
If yes, term of contract (years)	4 years, through 6/30/2026
Is there a period of severance paid for involuntary termination?	For cause, no. Without cause, yes.
Period of Severance (months)	Without cause: If prior to 6/30/2024 payment for remainder of term through 6/30/2026; if after 6/30/2024 payment for lesser of 24 months or remainder of the term. Any such payments are reduced by income from employment with university or active income earned elsewhere, and all such payments cease upon full-time employment with any other employer.
Other Executive Benefits:	Annual allowance of \$5,000 for purchasing individual disability insurance.

APPENDIX C

Documentation

Documentation

The University should continue to assess the President's total compensation package on at least a biennial basis and it is recommended the following steps be adhered to:

- The compensation should continue to be approved in advance by the governance & compensation committee or Board of Visitors (BOV), which is composed of individuals who do not have a conflict of interest,
- Prior to making its determination, the committee or BOV should review and rely upon appropriate data, as to comparability of compensation, and
- The committee or BOV should adequately and timely document the basis for its determination concurrently with making that determination.
- The university should participate, thereby receiving access, to CUPA-HR's dedicated Executive Compensation survey which will provide additional information to facilitate decision support for leadership and the BOV annually.

The documentation should include the compensation terms and details (i.e. terms sheet or contract), the date of approval, the members present during the discussion and vote on the transaction, the comparability data obtained and relied upon and, importantly, documentation and explanation of the basis for the determination and the rational for approving compensation that is above what might be considered reasonable vs. comparable institutions.