



**BOARD OF VISITORS
6:45 P.M.
DECEMBER 8, 2016
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

MINUTES

COMMITTEE MEMBERS PRESENT

Mr. John A. Luke Jr., Rector
Ms. Phoebe Hall, Vice Rector
Dr. Carol Shapiro, Secretary
Mr. H. Benson Dendy III
Mr. William M. Ginther,
Dr. Robert Holsworth
Ms. Colette W. McEachin
Mr. Ron McFarlane
Mr. Alexander B. McMurtrie, Jr.
Mr. Keith Parker
Reverend Tyrone E. Nelson
Ms. Jacquelyn Stone
Dr. Shantaram Talegaonkar
Mr. G. Richard Wagoner, Jr.
Mr. Steve L. Worley

BOARD MEMBER ABSENT

Mr. John W. Snow

OTHERS PRESENT

Dr. Michael Rao, President
Dr. Kevin Allison, Sr. Assistant to the President
Ms. Cathleen Burke, Assistant Vice President Human Resources
Mr. William Cole, Executive Director of Audit and Compliance Services
Dr. Paula Gentius, Senior Policy Analyst and Assistant to the President
Ms. Michele N. Schumacher, J.D., Assistant to the President and Board Liaison
Ms. Madelyn Wessel, University Counsel

CALL TO ORDER

Mr. John A. Luke, Jr., called the meeting to order at 6:45 p.m.

APPROVAL OF AGENDA

Mr. Luke asked for a motion to approve the Agenda for the December 8, 2016 Board of Visitors meeting as published. Mr. H. Benson Dendy III so moved and Mr. Alexander McMurtrie seconded, and the Agenda for the December 8, 2016 meeting was approved.

CLOSED SESSION

Mr. Luke asked Ms. Phoebe B. Hall, Vice Rector, to make the motion to convene a closed session. Ms. Hall moved that the Virginia Commonwealth University Board of Visitors convene into closed session pursuant to Sections 2.2-3711 (A) (1) of the Virginia Freedom of Information Act for the discussion of personnel matters, more specifically relating to the performance, evaluation, and compensation of the President of Virginia Commonwealth University. The Rector asked that Dr. Allison, Ms. Burke, Mr. Cole, Ms. Gentius, Ms. Schumacher, and Ms. Wessel remain for the closed session.

RECONVENED SESSION

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

Resolution of Certification

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

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. John A. Luke, Jr., Rector	X	
Ms. Phoebe B. Hall, Vice Rector	X	
Dr. Carol S. Shapiro, Secretary	X	
Mr. H. Benson Dendy III	X	
Mr. William M. Ginther	X	
Dr. Robert D. Holsworth	X	
Ms. Colette W. McEachin	X	

Mr. Ron McFarlane	X
Mr. Alexander B. McMurtrie, Sr.	X
Rev. Tyrone E. Nelson	X
Mr. Keith Parker	X
Ms. Jacquelyn E. Stone	X
Dr. Shantaram Talegaonkar	X
Mr. G. Richard Wagoner, Jr.	X
Mr. Steve L. Worley	X

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

Mr. Luke asked for a motion to approve the fiscal year 2016 incentive compensation payment for President Rao in the amount of \$31,502.00. After motion duly made and seconded, fiscal year 2016 incentive payment for President Rao in the amount of \$31,502.00 was unanimously adopted. It was noted that President Rao has donated the entire incentive compensation payment to the University to support the comprehensive fundraising campaign, including the Rao Family Scholarship.

ADJOURNMENT

There being no further business the meeting was adjourned at 8:45 p.m.