



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

Date: May 13, 2016

Time: 1:00 p.m. – 4:00 p.m.

Location: James Branch Cabell Library, 901 Park Avenue, Richmond, VA, Room 303

Present: Mr. John A. Luke Jr., Rector
Ms. Jacquelyn E. Stone, Vice Rector
Ms. Phoebe P. Hall
Mr. Michael D. Fraizer
Mr. William M. Ginther
Dr. Robert D. Holsworth
Mr. Ronald McFarlane
Mr. Alexander McMurtrie, Jr., Secretary (by phone)
Mr. Tyrone E. Nelson
Dr. Carol S. Shapiro
Dr. John W. Snow
Mr. G. Richard Wagoner
Mr. Steve L. Worley
Dr. Michael Rao
Ms. Madelyn Wessel
Mr. Matthew A. Conrad
Ms. Laurie J. Carter
Staff and students from VCU and VCUHS
Members of the press

Unavailable: Ms. Teresa H. Carlson
Ms. Colette W. McEachin



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

The meeting was called to order at 1:00 p.m. by Mr. Luke and Mr. Luke presented his Rector's report and Dr. Rao presented his Presidential report to the board.

On motion made and seconded, minutes for the Board of Visitors, Special Meetings and Nominating Committee were approved.

Mr. Fraizer reported for the Academic and Health Affairs Committee and on motion made and seconded the board approved the following action items:

- Proposal to create a Post-baccalaureate Graduate Certificate in Care Coordination, Center for Interprofessional Education and Collaborative Care
- Proposal to create a Ph.D. program in Computer Science, School of Engineering
- Proposal to rename the Department of Management to the Department of Management and Entrepreneurship, School of Business
- Proposal to create a Post-baccalaureate Graduate Certificate in Health Behavior Coaching, College of Humanities and Sciences
- Proposal to rename the Division of Endocrinology and Metabolism to the Division of Endocrinology, Diabetes and Metabolism

Additionally, Mr. Frazier reported the following items were presented to the Academic and Health Affairs Committee for information and after general discussion follow-up requests were made:

Dr. Hackett presented the committee dashboard and continued a discussion on how the dashboard will evolve for the next academic year.

Dr. Luke Schultheis provided an update on international and out-of-state student recruitment.

Dr. Aashir Nasim presented a new initiative called the Institute for Inclusion, Inquiry and Innovation – iCubed.

The Faculty Senate reported that they continue to focus on shared governance and have been working closely with both the president's and provost's offices.



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

The Staff Senate continues to focus on opportunities to further engage the staff in activities recognizing the significance of their efforts in the university's focus on student success and patient experience.

The Student Representatives wrapped up their service this past year by introducing the presumptive representatives for next year.

Mr. Worley reported for the Audit, Integrity and Compliance Committee and on motion made and seconded the board approved the following action items:

- Proposed FY2017 Audit Work Plan
- Proposed FY2017 University Compliance Program Initiatives and Audit
- Integrity and Compliance Charter and Meeting Planner Annual Update

Additionally, Mr. Worley reported the following items were presented to the Audit, Integrity and Compliance Committee for information and after general discussion follow-up requests were made:

Ms. Helderman, APA Audit Director, discussed the planning and scope for the entrance conference for the FY 2016 financial audit.

Mr. Cole reviewed the Committee Dashboard Measures.

Mr. Henson and Ms. Shaw presented the Data Governance Update.

Ms. Stone reported for the Governance and Compensation Committee and on motion made and seconded the board approved the following action items:

- Bylaws Revisions

Additionally, Ms. Stone reported the following items were presented to the Governance and Compensation Committee for information and after general discussion follow-up requests were made:

Ms. Carter reviewed the Committee Dashboard.

Ms. Stone and Mr. Conrad discussed the draft orientation agenda for August 2016.



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

Dr. Allison and staff from the Division of Community Engagement presented policy update.

Ms. Stone reported for the Nominating Committee and on motion made and seconded, Ms. Phoebe P. Hall was elected Vice Rector and Dr. Carol S. Shapiro Secretary effective July 1, 2016 – June 30, 2017.

Dr. Rao presented the nominees for the non-voting members of the board. On motion made and seconded, the board approved the following non-voting members effective July 1, 2016 – June 30, 2017:

- Faculty representative: Holly Price Alford is an associate professor in the Department of Fashion Design and Merchandising and the director of diversity in the School of the Arts.
- Faculty representative - alternate: June Nicholson is a professor and director of graduate studies at the Richard T. Robertson School of Media and Culture.
- Staff representative: Sania Marcoccia, Fiscal Technician, Office of the Provost. Sania is president of the Staff Senate.
- Staff representative - alternate: Brian Artis, VCU Health, Guest Services Information Supervisor. Brian is the vice president of the Staff Senate.
- Student representative: Alan Booth - chemistry major and will be a junior and he is in the guaranteed pre-dental program.
- Student representative: Elizabeth Winslow - seconded year pharmacy student and previously attended Hollins University.

Mr. Wagoner reported for the University Resources Committee. The University Resources Committee had no action items for approval.



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

Additionally, Mr. Wagoner reported the following items were presented to the University Resources Committee and after general discussion follow-up requests were made:

- Introductions and Dashboard Review was presented by Mr. Wagoner.
- Government Relations Report by Mr. Conrad and Ms. Gunther
- Public Relations and Marketing Communications Report Ms. Lepley
- Vice President's Report by Ms. Heil

Mr. Ginther reported for the Finance, Budget and Investment Committee and on motion made and seconded the board approved the following action items:

- Demolition of Property on the MCV Campus
- Approval of Project Plans
 - The School of Allied Health
 - Raleigh Building Renovation
- Architect Selection
 - School of Engineering Research Expansion

On motion made and seconded the Proposed 2016-17 Tuition and Fees and University Budget Plan was approved with Dr. Holsworth voting in the negative.

Additionally, Mr. Ginther reported the following items were presented to the Finance, Budget, and Investment Committee for information and after general discussion follow-up requests were made:

Mr. Bunce presented the VCIMCO Update.

Mr. Bunce presented the Finance, Budget and Investment Committee Dashboard.

Mr. Sliwoski presented the Notification of Contract Awards, a) 12th Street Streetscape and b) Ackell Residence Hall Renovation

Mr. Sliwoski presented the Capital Projects Update.

Mr. Bunce and Mr. Klink presented Divest VCU.



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

Finally, Mr. Ginther reported the following information was included in the board materials but was not presented in the Finance, Budget and Investment Committee meeting:

- Treasurer's Report
- Revenue and Expense Summary as of March 31, 2016
- VCU Health System and Financial Operations as of December 31, 2015

Dr. Hackett presented Affordability and Financial Accessibility. The board asked for the presentation to be made available on boardvantage.

On motion made and seconded, the Board into closed session to discuss certain confidential personnel matters or the performance of specific individuals; the acquisition or use of real property for public purpose, or of the disposition of publicly held real property, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of VCU; to consult with legal counsel regarding legal matters; and/or to discuss confidential matters relating to gifts, bequests, and fund-raising activities, including the Report of the Vice President, the Development Report, the consideration of the Named Funds and Spaces Report; the award of a public contract involving the expenditure of public funds and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of VCU as authorized by Section 2.2-3711 A(1), A(3), A(7), A(8) and A(29) of the Virginia Freedom of Information Act.

Following closed session, on motion made and seconded, the following resolution was certified by a show of hands:

Virginia Commonwealth University hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed session meeting were heard, discussed or



VCU
 VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

considered by the Board of Visitors of Virginia Commonwealth University.

<u>Member</u>	<u>Ayes</u>	<u>Nays</u>
Mr. John A. Luke Jr., Rector	x	
Ms. Teresa H. Carlson	absent	
Ms. Phoebe P. Hall	x	
Mr. Michael D. Fraizer	x	
Mr. William M. Ginther	x	
Dr. Robert D. Holsworth	x	
Ms. Colette W. McEachin	absent	
Mr. Ronald McFarlane	x	
Mr. Tyrone E. Nelson	x	
Dr. Carol S. Shapiro	x	
Ms. Jacquelyn Stone, Vice Rector	x	
Dr. John W. Snow	x	
Mr. Steve L Worley	x	
Mr. Alexander B. McMurtrie, Jr., Secretary	absent for voting	
Mr. G. Richard Wagoner	x	

Vote:

Ayes: 12

Nays: 0

ABSENT DURING MEETING: 2

ABSENT DURING VOTING: 1

On motion made and seconded, the following items were approved from closed session:



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

- Approve Promotion and Tenure Recommendations as detailed in the Promotion and Tenure Recommendations for 2015-2016 report and;
- Approve personnel actions as detailed in the Faculty Appointments and Changes in Status report and;
- Resolution to Authorize the Execution of Agreements to Implement Redevelopment of Gladding I and II

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

**AUTHORIZATION AND APPROVAL OF GROUND LEASE, SUPPORT
AGREEMENT, MARKETING AGREEMENT, AND SUBLEASE BETWEEN VIRGINIA
COMMONWEALTH UNIVERSITY AND ACC OP DEVELOPMENT, LLC AND/OR
ITS AFFILIATES.**

WHEREAS, Chapter 6.1, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code") establishes a public corporation under the name and style of Virginia Commonwealth University (the "University") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

WHEREAS, Title 23 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia;

WHEREAS, by Chapter 4.10, Title 23 of the Virginia Code, the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 594 of the Acts of Assembly of 2008 which, as amended, classifies the University as a public institution of higher education and empowers the University to enter into leases and agreements related to capital projects;



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

WHEREAS, the University requested and received final proposals from a short-listed group of qualified parties (the “RFP Process”) to enter into a contractual arrangement with the University for the purpose of providing services and redeveloping the Gladding Residence Center I & II on the University’s Monroe Park Campus in Richmond, Virginia (the “Project”);

WHEREAS, through the RFP Process, the University determined that American Campus Communities (it and its affiliates, “ACC”) provided the proposal that best served the needs of the University for development of the Project;

WHEREAS, pursuant to a Resolution duly adopted by the Board at its September 17, 2015 meeting, the Board (i) approved ACC as the selected Developer for the Project and (ii) authorized the University to enter into negotiations with ACC of all documentation required to implement the Project in accordance with the parameters for the Project set forth in the Term Sheet presented to the Board (collectively, the “Project Documents”);

WHEREAS, pursuant to the above Resolution and the terms of the Development Agreement (one of the Project Documents) approved pursuant to a Resolution duly adopted by the Executive Committee of the Board at its February 29, 2016 meeting and properly executed by ACC and the University, the University and ACC have substantially completed negotiations of the Ground Lease (the “Ground Lease”), the Operation and Support Agreement (the “Support Agreement”), and the Marketing and Licensing Agreement (the “Marketing Agreement”), and each of the Ground Lease, the Support Agreement, the Marketing Agreement, being one of the Project Documents, the forms of which are attached hereto;

WHEREAS, it is necessary for the University to obtain the Board’s approval of, and authorization to enter into, the Ground Lease, the Support Agreement, and the Marketing Agreement with ACC;



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

WHEREAS, the University and ACC are currently under negotiations on a University Sublease (the “Sublease”) whereby the University intends to lease approximately 14,000 square feet of ground floor space within the Project to serve as office space for the University’s Residential Life and Housing department and a Student Leadership Center (the “Subleased Premises”);

WHEREAS, the University may either make annual rental payments for up to 50 years for the Subleased Premises (with estimated rent of up to \$300,000 per year with usual and customary escalations), or on such other terms as approved by the President;

WHEREAS, it is necessary for the University to obtain the Board’s authorization to enter into the Sublease with ACC;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:

1. The Board hereby approves the forms of the Ground Lease, the Support Agreement, and the Marketing Agreement in such forms as are attached to this Resolution, with any changes as the President of the University determines to be necessary or desirable.

2. The Board authorizes the President of the University, or his designee, on behalf of the University, to execute and deliver the Deed of the Ground Lease, the Operation and Support Agreement, and the Marketing and Licensing Agreement on behalf of the University.

3. The Board authorizes the President of the University, or his designee, on behalf of the University, to conclude negotiations on the Sublease, and to execute any and all documents required to effect a fully executed sublease substantively conforming to the terms specified herein.

This Resolution shall take effect immediately upon its adoption.



VCU
VIRGINIA COMMONWEALTH UNIVERSITY
Virginia Commonwealth University
Board of Visitors Meeting
Minutes

- Acquisition of property on or near Monroe Park Campus include an amendment to the 2014 – 2020 capital plan and;
- Accept closed session committee reports.

On motion made and seconded, the Named Funds and Spaces Report was approved with Mr. William M. Ginther abstaining.

The meeting was adjourned at 3:35 p.m.