



**BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
9:20 A.M.
MAY 11, 2018
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

DRAFT

MINUTES

COMMITTEE MEMBERS PRESENT

Mr. John A. Luke, Jr., Chair and Vice Rector
Ms. Jacquelyn E. Stone, Vice Chair
Mr. Ron McFarlane
Mr. Keith T. Parker
Ms. Phoebe Hall, Rector

COMMITTEE MEMBERS ABSENT

Mr. Todd Haymore
Ms. Colette W. McEachin
Mr. Alexander B. McMurtrie, Jr.

OTHERS PRESENT

Michele N. Schumacher, J.D., Assistant to the President and Board Liaison
Mr. Jacob Belue, Interim University Counsel
Staff from VCU

CALL TO ORDER

Mr. Luke, Chair of Governance and Compensation Committee, called the meeting to order at 9:30 a.m.

APPROVAL OF MINUTES

Mr. Luke asked for a motion to approve the minutes of the March 22, 2018 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded the Minutes of the March 22, 2018 Governance and Compensation Committee were approved. A copy of the minutes can be found at on the VCU website at the following webpage <http://www.president.vcu.edu/board/committeeminutes.html>.

REPORTS AND RECOMMENDATIONS

Ms. Michele Schumacher, Board Liaison, provided a review of the current Committee Dashboard. Ms. Schumacher noted that two items on the Dashboard, review of bylaws and university governing documents, and oversight and management of annual presidential evaluation and compensation process, are green. She reminded the Committee that the bylaws were revised and restated in October 2017; in addition, the Board adopted at the Committee's recommendation a new Presidential Evaluation Policy in December 2017. There are two yellow items that are in progress, the first being the alignment between VCU and VCU affiliated entities when possible. Ms. Schumacher explained that all agreements have been received and are currently under review to ensure compliance with its terms. She also stated that the Board does receive annually a report on the financials on the various Foundations. The other item that is yellow is oversight of board training and development, and noted that this is a work in progress.

ACTION ITEM

VCU Regulation 8 VAC 90-30 Guidelines for Demonstration on the Campus of Virginia Commonwealth University

Ms. Jacqueline L. Kniska, University Chief Integrity and Compliance Officer, stated that the VCU Regulation 8 VAC 90-30 Guidelines for Demonstration on the Campus of Virginia Commonwealth University needs to be retired and removed from the Virginia Code insofar as it is significantly outdated regulation and has been rendered obsolete with the recently approved university wide policy Reservation and Use of Space.

Mr. Luke asked for a motion to recommend to the full Board adoption of the resolution entitled "Authorization for President to Retire and Remove Demonstrations Regulation in Virginia Code". After motion being duly made and seconded, the recommendation to the full Board to approve the Resolution was unanimously adopted. A copy of the resolution is attached hereto as *Attachment A* and is made a part hereof.

PRESIDENTIAL EVALUATION

Mr. Luke then indicated it was again time to begin the evaluation of the President for his performance during FY 2017-2018. Ms. Schumacher noted that policy as adopted in December 2017 provided a sample questionnaire that could be utilized in obtaining input from the Board members. It was expected that the questionnaire would be forwarded to members of the Board with their input due back on or before June 15, 2018. After discussion, it was decided that sections on VCUHS, fundraising and financial stewardship should be added, and that there should be a scale of 1-5 in rating each of the areas in the questionnaire.

ADJOURNMENT

There being no further business, Mr. John A. Luke, Jr., Chair, adjourned the meeting at 10:45 a.m.

Attachment A

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

**AUTHORIZATION FOR PRESIDENT TO RETIRE and REMOVE
DEMONSTRATIONS REGULATION in VIRGINIA CODE**

WHEREAS, the Board of Visitors of Virginia Commonwealth University (the “BOV”) or its designee possess authority to “[m]ake regulations and policies concerning the institution” under §23.1-1301 of the Code of Virginia;

WHEREAS, the BOV promulgated 8 VAC 90-30 *Guidelines for Demonstrations on the Campuses of Virginia Commonwealth University* in 1995;

WHEREAS, the BOV takes formal action to repeal a regulation under the Virginia Register Act, §§2.2-4100, *et seq.*; and

WHEREAS, the BOV desires to repeal 8 VAC 90-30 because it is significantly outdated and ineffectual, and has been rendered obsolete with the recently approved universitywide policy *Reservation and Use of Space*.

NOW, THEREFORE, be it resolved by the Board of Visitors of Virginia Commonwealth University as follows:

1. 8 VAC 90-30 *Guidelines for Demonstrations on the Campuses of Virginia Commonwealth University* is hereby repealed.
2. The President or his designee may proceed with the removal of the 8 VAC 90-30 *Guidelines for Demonstrations on the Campuses of Virginia Commonwealth* from the university’s policy library.
3. The repeal will be effective upon receipt by the Virginia Registrar of Regulations.