



**BOARD OF VISITORS  
GOVERNANCE AND COMPENSATION COMMITTEE  
9:20 A.M.  
March 22, 2019  
JAMES CABELL LIBRARY  
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

**MINUTES**

**COMMITTEE MEMBERS PRESENT**

Mr. John A. Luke, Jr., Chair and Rector  
Mr. Keith T. Parker, Vice Chair  
Ms. Jacquelyn E. Stone  
Mr. Todd Haymore  
Ms. Colette W. McEachin

**COMMITTEE MEMBERS ABSENT**

Mr. Ron McFarlane

**OTHERS PRESENT**

Mr. Mike Melis, University Counsel  
Mr. Jacob Belue, Associate University Counsel  
Ms. Cathleen Burke, Associate Vice President Human Resources  
Ms. Karen Helderman, Executive Director of Audit Services  
Michele N. Schumacher, J.D., Assistant Secretary and Board Liaison  
Staff from VCU

**CALL TO ORDER**

Mr. Luke, Chair of Governance and Compensation Committee, called the meeting to order at 9:35 a.m.

**APPROVAL OF MINUTES**

Mr. Luke asked for a motion to approve the minutes of the December 7, 2018 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded the Minutes of the December 7, 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>.

**ACTION ITEMS**

**Intercollegiate Athletics Committee**

Mr. Luke reminded the Committee that at the last meeting it was discussed that there be a new standing committee that is responsible for all athletic items. He then moved that the Committee

recommend to the Board that a new standing committee be created, the Intercollegiate Athletics Committee, and that the initial committee members are John A. Luke, Jr., H. Benson Dendy III, Keith Parker, Stuart Siegel and Todd Haymore; and that the Athletic Facilities Advisory Group is dissolved.

Ms. Schumacher also reminded the Committee that one of the items that is reviewed regularly are the Bylaws of the VCU Board of Visitors. She noted that the Committee materials included draft revised Bylaws of the VCU Board of Visitors, together with a summary of the changes being proposed. Ms. Schumacher reviewed the changes with the Committee. Mr. Luke asked for a motion to recommend to the Board that the revised and restated Board of Visitors Bylaws be approved. After the motion was moved and seconded, it was unanimously adopted. A copy of the summary of the changes and the Bylaws are attached hereto as **Attachment A and A-1 respectively**, and are made a part hereof.

Ms. Schumacher continued that at the December meeting the Committee and the Board had reviewed the Honorary Degrees and Other Special Awards Policy and there were suggested changes, namely ensuring that the Q&A is consistent with the wording in the policy and that one of the reasons for receiving an honorary degree not be solely based upon someone being a commencement speaker. She referred the Committee to the policy in their board materials and noted that these changes have been incorporated into the policy. Mr. Luke then asked for a motion to recommend to the Board adoption of the Honorary Degrees and Other Special Awards Policy. After motion duly made and seconded, the motion was unanimously adopted. A copy of the Honorary Degrees and Other Special Awards Policy is attached hereto as **Attachment B** and is made a part hereof.

Ms. Schumacher then informed the Board that the Virginia General Assembly had made several changes to the Virginia Freedom of Information Act as it pertains to allowing board members to participate in meetings electronically, and as such the policy that the Board adopted in 2015 needed several amendments to comply with the recent legislation. She referred the Committee to the BOV Member Remote Participation in Meetings by Electronic Communication Means Policy found in their committee materials. She noted that the changes now permitted a board member to participate from a remote location via electronic means in the event of a personal matter and/or a disability or health condition that prevents the member from attending the meeting in person without requiring the location of the board member be open to the public. The remote location and the reason for the participation via electronic means would need to be in the minutes. She also noted that a member could only do so twice per calendar year. Mr. Luke then asked for a motion to recommend to the Board that the BOV Member Remote Participation in Meetings by Electronic Communication Means Policy be approved. After motion duly made and seconded the Committee unanimously adopted the motion. A copy of the BOV Member Remote Participation in Meetings by Electronic Communication Means Policy is attached hereto as **Attachment C** and is made part hereof.

### **CLOSED SESSION**

Mr. Luke moved that the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University convene a closed session under the Virginia Freedom of Information Act in order to discuss pursuant to Section 2.2-3711 (A) (1), (7) and (8) of the Freedom of Information Act personnel matters and consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel, specifically pertaining to the contract amendment of the President's contract. Mr. Luke asked Messrs. Belue, Melis, Ms. Burke, Ms. Helderman, and Ms. Schumacher to remain in closed session.

### **RECONVENED SESSION**

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

#### Resolution of Certification

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

Vote	Ayes	Nays
Mr. John A. Luke, Jr., Rector and Committee Chair	X	
Mr. Keith Parker, Vice Chair	X	
Mr. Todd Haymore	X	
Ms. Colette McEachin	X	
Ms. Jacquelyn Stone	X	

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

Mr. Luke asked for a motion to recommend to the full Board approval of the contract amendment as discussed in closed session. After motion duly made and seconded, the Committee approved the motion.

### **ADJOURNMENT**

There being no further business, Mr. John A. Luke, Jr., Chair, adjourned the meeting at 10:05 a.m.

# Attachment A

## SUMMARY OF PROPOSED VCU BOARD OF VISITORS BYLAW CHANGES

### **I. Article I – no changes**

### **II. Article II – Board of Visitors**

The majority of changes to this Article were formatting changes. However, there were several substantive changes as follows:

a. Section 6 (B) line 2 - changed “the Board shall at that time elect a Rector.” to read “the Board shall at the time action on the recommendation and elect a Rector.”

Section 6(B) line 4 – changed “the Board shall at that time elect a Vice-Rector and Secretary” to read “the Board shall at that time act on the recommendation and elect a Vice-Rector and Secretary”

b. Section 6 (D) – clarified that Vice Rector automatically becomes Rector upon permanent disability, death, resignation of the Rector or should rector become otherwise permanently unable to perform the duties of Rector. Board will then elect new Vice Rector for the end of the term. This partial term does not prohibit an individual from serving an additional two full-terms thereafter.

c. Section 7(B)(2) – added a new standing committee entitled Intercollegiate Athletics Committee..

d. Section 7 (B) (4) – Deleted the paragraph on the Investment Advisory Subcommittee. With the creation of VCIMCO, this subcommittee is no longer needed. If required a new subcommittee can be created in accordance with the bylaws

e. Section 7 (D) – clarified that the nominating committee purpose shall include a review of board leadership succession. The need for creation of a second nominating committee was deleted based upon past practice. The Rector and Rector-elect would simply be added as members to the Nominating Committee.

### **III. Article III**

#### **1. Section 1 – The President of the University**

Added language that allows the president

(a) to establish and modify as he or she deems necessary the internal administrative structure of the University,

(b) to appoint or provide for the appointment of administrative officers

(c) requires the president to report these actions to the Board at its next regular meeting.

#### **2. Section 2 – Other Officers**

(a) Amended the titles of Vice President for Academic Affairs and Provost to Senior Vice President for Academic Affairs and Provost.

(b) Amended the title of Vice President for Finance and Budget to Senior Vice President and Chief Investment Officer.

(c) Amended the title of Vice President for Health Sciences to Senior Vice President for Health Sciences.

(d) Clarified that the President could make the appointments of these three Senior Vice Presidents and seek Board ratification of same.

(e) In addition, deleted the requirement of Board approval of VP positions to comport with providing the President the ability to establish and modify the internal administrative structure of the University in section 1.

### **3. Section 4 – Faculty**

(a) Added language that clarifies that the Board has delegated to the President the authority to establish faculty positions, appoint and/or reappoint faculty, approve faculty promotions (except tenure), faculty emeritus state and to determine leaves of absence and termination of faculty members.

(b) The Board still is required to approve faculty tenure.

(c) In addition, the Board has given the President the authority to hire, set the compensation for and implement salary increases for all university employees in accordance with VCU's human resources policies.

(d) Clarified that Academic Deans require board approval.

**4. Article V** – Added a new Article V that delineates the insurance coverage for BOV members is through the Commonwealth.

### **5. Article VI - Miscellaneous Provisions**

(a) The school seal will be attached to these bylaws as an Appendix.

# Attachment A-1



## 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”).

### 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 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. The Board shall 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.** A simple majority of the members constitutes a quorum. Unless otherwise required by statute, actions of the Board are taken by simple majority of those present and voting. The Board or any of its committees 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 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 act on the recommendation and 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 act on the recommendation and 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 temporary 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 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 (other than the Rector) resigns, or 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 regularly 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 Board 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 simple majority of the members of the Executive Committee shall constitute a quorum. 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 simple majority of the members of a committee shall constitute a quorum. 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.

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 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 affiliation with the Virginia Commonwealth University Health System Authority, regarding the following areas:

- Strategic enrollment management
- Academic quality
- Student issues
- Faculty issues
- Athletics
- 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:

- Finances of the athletics programs, including budgeting, expenditures, and fund balances
- 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
- 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, Budget and Investment Committee.** The primary purpose of the Finance, Budget and Investment (FBI) 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
- University facilities planning, design, construction and renovation
- University purchase and divestiture of land, including any easements

**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 responsibilities related to applicable policies and oversight of:

- Board and University Governance Issues
- Relationship with affiliated VCU Entities
- Board Nominations to Governor
- Presidential Evaluation and Compensation Process
- Board Self-Evaluation

- Review of Board Bylaws

**6. University Resources Committee.** The primary purpose of the University Resources Committee shall be to assist the Board in fulfilling its fiduciary responsibilities by monitoring and overseeing activities related to:

- Generating resources and stakeholder support of the University's strategic goals, particularly in the areas of government relations
- Development and alumni relations
- Public relations and marketing communications.

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

**D. 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.

**E. 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.

**F. 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 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.

**C. 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. 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. 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.

## **SECTION 3. EXECUTIVE DIRECTOR OF AUDIT AND COMPLIANCE SERVICES**

**1. Appointment.** The Board, in consultation with the President, appoints, evaluates, and sets the compensation for the Executive Director of Audit and Compliance Services.

**2. Powers and Duties.** The 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 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.



# 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 Honorary Degrees and other Special Awards on behalf of the President and the Board of Visitors.

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## Who Should Know This Policy

Members of the university community who nominate, review, and/or manage the award process, 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 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**

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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**

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### **Honorary Degree**

The Honorary Doctor of Humane Letters 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;
- 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 Honorary Degrees are awarded with great care and respect. When determining eligibility, the university will consider that the public may associate recipients with the university indefinitely. There must be sufficient rationale why an individual is recognized and their specific contribution to the university community or society as a whole.

Candidates for Honorary Degrees 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 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 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.
- 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 Honorary Degree can be awarded to an individual and consideration of potential future acts cannot serve as the basis for the award of an Honorary Degree.

An Honorary Degree is usually conferred at a commencement ceremony and must be approved by the Board of Visitors in advance of the ceremony. An Honorary Degree will not be presented in absentia unless 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 degree. The Board of Visitors, in its sole discretion, has the authority to revoke Honorary Degrees. 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 Honorary Degree revoked.

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.

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.

The Edward A. Wayne Medal is a high honor bestowed by the university for extraordinary generosity and service to 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 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 posthumously.

### **Presidential Medallion**

The Presidential Medallion is a high honor bestowed by 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 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 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 posthumously.

Current members of the VCU Board of Visitors and current employees of the university are generally not eligible for the Presidential Medallion.

## **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 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.

### **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 1 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 31 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.

## **Forms**

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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**

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

## **Revision History**

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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

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### **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.





# VCU

## Attachment C

# BOV Member Remote Participation in Meetings by Electronic Communication Means

**Policy Type:** Local – Board of Visitors

**Responsible Office:** Office of the President

**Initial Policy Approved:** 09/18/2015

**Current Revision Approved:** 03/22/2019

## Policy Statement and Purpose

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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 participation of its members in meetings by electronic communication means in the event of (a) a personal matter, or (b) temporary or permanent disability or other medical condition.

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 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 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 by law to two meetings of the Board per member within one calendar year.

This policy applies to all committees and subcommittees of the Board.

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## Who Should Know This Policy

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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

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### **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 a majority of members serving on said 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 physical address that is recorded in the Board minutes.

## Contacts

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

## Procedures

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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; or (ii) 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 the address of the remote location from which the Board member participated along with the fact that the Board member participated remotely due to a temporary or permanent disability or other medical condition or 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.

## **Forms**

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There are no forms associated with this policy.

## **Related Documents**

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1. Virginia Code §2.2-3700, et. seq.
2. Board of Visitors Bylaws
3. <http://www.president.vcu.edu/board/index.html>

## **Revision History**

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Originally adopted: 09/18/2015

Amended: 03/22/2019

## **FAQs**

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There are no FAQs associated with this policy and procedures.

# EXECUTIVE SUMMARY OF PROPOSED POLICY: **Research and Development Exception for the Virginia Conflict of Interests Act**

New Policy ☐ or Substantive Revision ☒

**Policy Type:** Board of Visitors

**Responsible Office:** Office of Research Integrity and Ethics, Office of the Vice President for Research and Innovation

**Draft Date:** 11/5/2018

**Initial Policy Approved:** 7/16/1992

**Revision History:**

05/21/2004	<i>Procedures for Compliance with the Virginia State and Local Government Conflict of Interest Act Prohibited Contracts Exception</i> [Approved by SCHEV on 01/21/2014 for a period of 2 years]
12/12/2014	<i>Procedures for Compliance with the Virginia State and Local Government Conflict of Interest Act Prohibited Contracts</i> [Minor revisions pursuant to General Assembly modifications to the <i>Virginia State and Local Government Conflict of Interests Act</i> ]
12/18/2015	<i>Research Exception for the Virginia Conflict of Interest Act Prohibited Contracts</i> [Approved by SCHEV on 12/22/2015]

**Governance Process Tracking:**

**Integrity & Compliance Office Review:** 11/14/2018

**University Counsel Review:** 01/04/2019

**Public Comment Posting:** 02/15/2019

**University Council Academic Affairs and University Policy Committee Review:** 02/28/2019

**University Council Review:** 03/14/2019

**President's Cabinet Approval:** 04/18/2019

**Board of Visitors Approval (if applicable):** MM/DD/YYYY

<p><b>1. Why is this policy being created <input type="checkbox"/> <u>or</u> revised <input checked="" type="checkbox"/>.</b></p>	<p>The existing policy reflects necessary revisions required to secure ongoing SCHEV approval in order to proceed with approving exceptions to a prohibited contract for proposed research and development, as provided for in the <i>Virginia State and Local Government Conflict of Interest Act</i>. This revision aligns with current processes and offers increased clarity.</p>
<p><b>2. <u>New policy</u> <input type="checkbox"/>: What are the general points or requirements covered in this policy?</b> <b><u>or</u></b> <b><u>Revised policy</u> <input checked="" type="checkbox"/>: What are the substantive differences between this draft and the current policy?</b></p>	<p>p. 1 – Moved definitions pertinent to this policy and that are defined within the Va COI Act to the Definitions section on p. 2. p. 2 – Limited the persons ‘Who should know this policy’ to those with a personal interest in a business proposing to contract with VCU for research and development, together with their respective supervisors. pp. 3-4 – A Policy Specifics and Procedures section includes: 1) a list of the conditions for an exception in the Virginia COI Act and 2) the steps in the process to satisfy the legal conditions of the Act and requirement of the Conflict of Interest Committee. p. 4 – 2-2 – indicates that the appeal process in the COI in Research policy can be availed if the COI Committee does not recommend an exception. p. 4 – 2-3 – indicates that contract execution cannot occur if the President does not approve the personal interest in the contract.</p>
<p><b>3. Which stakeholder offices or personnel have provided input into this policy draft?</b></p>	<p>Process within the Conflict of Interest in Research Committee informs this revision as does the state-required process involved in securing the president’s approval and the president’s reporting of open contracts to the state. Relevant individuals within the OVPRI have reviewed. The University Counsel’s office has reviewed and provided edits which have been incorporated. Dr. Gentius and Ms. Schumacher in the President’s Office have kindly provided feedback regarding this policy and process. SCHEV will review the policy revision after Board of Visitors approval. There were no public comments received from the VCU community. No questions at UCAAUPC, University Council, or President’s Cabinet.</p>
<p><b>4. Which other universities’ policies or resources (e.g., laws, regulations, etc.) did you consider when preparing this draft?</b></p>	<p>- Other state universities in Virginia are required to have such a policy. -SCHEV developed a document (with consultation from the ORIE Director) titled, <i>Guidelines and approval process for policies at public institutions regarding exceptions for certain contracts under the conflict of interests act</i>, effective June 1, 2015, which informs this policy.</p>
<p><b>5. What is your general assessment of this policy’s impact on the university community?</b></p>	<p>This policy revision affords a better understanding of the state law requirements and the VCU process to attain an exception from the state-prohibited contract for research and development.</p>



## [DRAFT] Research and Development Exception for the Virginia Conflict of Interests Act

**Policy Type:** Board of Visitors

**Responsible Office:** Office of the Vice President for Research and Innovation

**Initial Policy Approved:** 07/16/1992

**Current Revision Approved:** MM/DD/YYYY

### Policy Statement and Purpose

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Under the Code of Virginia *State and Local Government Conflict of Interests Act* (hereafter referred to as 'the Act'), an employee is prohibited from having a personal interest in a contract with VCU other than the employee's own contract of employment (§ 2.2-3106). If a VCU employee, or a member of their immediate family, has a personal interest in a business that proposes to contract with VCU, the contract may represent a state-prohibited contract as defined under the Act.

The Act provides for exceptions to such prohibited contracts involving research and development so long as disclosure and approval requirements of the law are satisfied (§ 2.2-3106 (C)(8) (also known as "C8 exceptions"). Although the state-prohibited contract exception also references contracts involving commercialization of intellectual property, this policy specifically pertains to contracts for research and development. Contracts for commercialization of intellectual property are addressed separately and managed by the VCU Intellectual Property Foundation, which is a separate legal entity from VCU.

The purpose of this policy is to provide a framework under which proposed contracts for research and development in which a VCU employee has a personal interest will be processed and managed.

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.

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## Who Should Know This Policy

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All university employees who, as individuals or through their immediate family, have a personal interest in a business that proposes a research and development contract with VCU, as well as their respective supervisors or unit heads, are responsible for knowing this policy and familiarizing themselves with its contents and provisions.

## Definitions

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### Employee

Employee means any person who holds a full- or part-time paid position with the university including, but not limited to, university and academic professionals, classified, hourly, faculty (teaching, research, adjunct and clinical), and student workers.

### Immediate family

Immediate family means (i) the employee's spouse and (ii) any person who resides in the same household and is a dependent of the employee.

### Personal interest

Personal interest means a financial benefit accruing to an employee or to a member of their immediate family that entails ownership in a business exceeding three percent of the total equity of the business or salary or other compensation provided by the business that exceeds, or may reasonably be anticipated to exceed, \$5,000 annually.

### State-prohibited contract (or C8) exception

Under the Act, a VCU employee is prohibited from having a personal interest in a contract with VCU other than their own employment contract. Exceptions for research and development contracts may be enacted pursuant to meeting the provisions under the Act, in addition to having a finalized management plan.

**Additional definitions can be found through the Related Documents.**

## Contacts

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The Office of the Vice President for Research and Innovation officially interprets this policy. The Office of the Vice President for Research and Innovation 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 Research Integrity and Ethics within the Office of the Vice President for Research and Innovation.

## Policy Specifics and Procedures

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### 1. Conditions for a state-prohibited contract (or C8) exception for research and development

The Board of Visitors, pursuant to the Act, hereby delegates authority to the president of VCU to approve an employee's personal interest in a research and development contract with VCU.

The president will submit an annual report to the Board of Visitors by December 1 of each year, disclosing each open contract entered into subject to the C8 exception within the Act as well as additional details outlined within the law. An annual report of open contracts under the C8 exception, as required under the Act, will be prepared by the Office of Research Integrity and Ethics and forwarded to the Office of the President for filing with 1) the Board of Visitors by December 1 and 2) the Secretary of the Commonwealth by December 31.

C8 exceptions, as permitted under the Act, apply to an employee's personal interest in a contract for research and development between VCU and a business in which the employee or a member of their immediate family has a personal interest only if:

1. The employee's personal interest has been disclosed to VCU prior to the time at which the contract is entered into;
2. The employee promptly files an initial disclosure statement pursuant to § 2.2-3117 and annually thereafter on or before January 15;
3. VCU has a policy such as this one that is approved by the State Council of Higher Education (SCHEV); and
4. VCU files an annual report with the Secretary of the Commonwealth, no later than December 31 of each year, disclosing each open contract entered into subject to this provision as well as additional details outlined within the law.

### 2. Process for obtaining approval of a personal interest in a research and development contract with VCU

Note: A proposed research and development contract involving an employee's personal interest is referred to the Conflict of Interest Committee (COIC) for consideration. The contract cannot be executed if the personal interest in the contract is not approved by the president.

1. Employees who have a personal interest in a business that proposes a research and



development contract with VCU are responsible for reporting their own interests, as well as those held by any member of their immediate family, in the Activity and Interest Reporting System (AIRS). The disclosure must fully describe the personal interest and its relationship to current or proposed research. The employee is also responsible for disclosing and obtaining permission for the business relationship according to school or departmental requirements.

2. The COIC reviews the disclosure in the context of the proposed research and development contract and C8 requirements and considers whether the statement of work aligns with VCU's research mission and is a manageable conflict of interest (COI). If the latter considerations are met, the COIC develops a COI management plan to support a recommendation to the vice president for research and innovation (VPRI) for approval of a personal interest in a contract with VCU. The management plan is designed to mitigate the COI by ensuring 1) separation of the conflicted employee's VCU position from the business, 2) research integrity, and 3) academic protection of students and trainees. The management plan includes the conditions of the C8 exception that must be addressed by the conflicted employee. The conflicted employee's department chair or dean must review the management plan and acknowledge that research under the contract cannot begin prior to presidential approval of the personal interest in the contract. If approval is not recommended by the COIC, the conflicted individual may file an appeal according to the process outlined in the *Conflicts of Interest in Research* policy.
3. If the VPRI is in agreement with the recommendation for approval of a contract with a personal interest, the Conflict of Interest in Research Program requests that the president reviews the materials and renders approval of the personal interest in the contract. If the president does not approve the personal interest in the contract, the contract cannot be executed.
4. Following the president's approval, the Conflict of Interest in Research Program notifies the conflicted employee, research administrators in the school/department, and the Office of Sponsored Programs that the contract may be executed, funding may be distributed, and the research may begin. The Conflict of Interest in Research Program notifies the Integrity and Compliance Office which contacts the conflicted employee regarding the initial disclosure statement required by the Act. It remains the responsibility of the individual employee to complete the disclosure as required by the Act.

The conflicted employee is responsible for following all elements of the management plan including the state requirements to permit the C8 exception. The Conflict of Interest in Research Program maintains oversight over management plan adherence as it pertains to research integrity.

## Forms

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There are no forms associated with this policy and procedures.

## Related Documents

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1. State and Local Government Conflict of Interests Act at § 2.2-3101 (Definitions)  
<https://law.lis.virginia.gov/vacode/title2.2/chapter31/section2.2-3101/>
2. State and Local Government Conflict of Interests Act at § 2.2-3106 (Prohibited contracts by officers and employees of state government)  
<https://law.lis.virginia.gov/vacode/title2.2/chapter31/section2.2-3106/>
3. SCHEV document: Guidelines and Approval Process for Policies at Public Institutions Regarding Exception for Certain Contracts Under the Conflict of Interest Act  
<http://www.schev.edu/docs/default-source/institution-section/GuidancePolicy/policies-and-guidelines/contractexceptionguidance6-1-15.pdf>
4. VCU Policy: [Conflicts of Interest in Research](#)

## Revision History

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This policy supersedes the following archived policies:

07/16/1992	<i>Conflict of Interest Act Prohibited Contracts Exception</i>
05/21/2004	<i>Procedures for Compliance with the Virginia State and Local Government Conflict of Interest Act Prohibited Contracts Exception</i> [Approved by SCHEV on 01/21/2014 for a period of two years]
12/12/2014	<i>Procedures for Compliance with the Virginia State and Local Government Conflict of Interest Act Prohibited Contracts</i> [Minor revisions pursuant to General Assembly modifications to the Act]
12/18/2015	<i>Research Exception for the Virginia Conflict of Interest Act Prohibited Contracts</i> [Approved by SCHEV on 12/22/2015]

## FAQ

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1. I am interested in establishing a start-up company in order to apply for federal funding to further develop my intellectual property. How should I proceed?

If the development of your intellectual property is the result of your work at VCU, it should be disclosed to VCU Innovation Gateway. Plans to establish a start-up company should be discussed with VCU Ventures and the Conflict of Interest in Research Program (AIRS@vcu.edu). Funding to your start-up company that will be subcontracted or subawarded to VCU will pose a state-prohibited contract if you are a VCU employee and have a personal interest in the business seeking to contract with VCU. As described by this policy, an exception to the state-prohibited contract is permitted pending review and recommendation by the Conflict of Interest Committee and approval by the president.



# VCU

## EXECUTIVE SUMMARY OF PROPOSED POLICY: [Delegation of Signatory Authority]

New Policy ☐ or Substantive Revision ☒

**Policy Type:** Board of Visitors

**Responsible Office:** Office of the President

**Draft Date:** 1/26/2008

**Initial Policy Approved:** 09/17/1986

**Revision History:** 12/13/2013; 8/21/2008

### Governance Process Tracking:

**Integrity & Compliance Office Review:** 10/11/2018

**University Counsel Review:** 10/11/2018; 02/12/2019

**Public Comment Posting:** 11/19/2018

**University Council Review:** MM/DD/YYYY

**President's Cabinet Approval:** MM/DD/YYYY

**Board of Visitors Approval (if applicable):** MM/DD/YYYY

<p><b>1. Why is this policy being created <input type="checkbox"/> <u>or</u> revised <input checked="" type="checkbox"/>.</b></p>	<p>The revised policy incorporates the many changes in delegations of signatory authority based on responsible individuals and roles. It further clarify the process for administering sub-delegations, creates a repository for presidential delegations and updates roles and responsibilities of senior leaders at the university.</p>
<p><b>2. <u>New policy</u> <input type="checkbox"/>: What are the general points or requirements covered in this policy?</b> <b><u>or</u></b> <b><u>Revised policy</u> <input checked="" type="checkbox"/>: What are the substantive differences between this draft and the current policy?</b></p>	<p>Substantive differences include:</p> <ul style="list-style-type: none"> <li>• Simplification of title to focus on delegation of authority (from BOV to president to senior leaders)</li> <li>• Utilizes current policy format</li> <li>• Establishes threshold for BOV and Presidential approval of agreements (BOV approval required for agreements exceeding \$5M; president's approval required for agreements between \$2M and \$5M).</li> <li>• Clarifies that prior written approval not required from BOV or president for sponsored program awards, multi-year research contracts, or sub-recipient awards</li> </ul>

	<ul style="list-style-type: none"> <li>• Signatory authority for use of a university mark, logo or brand is addressed</li> <li>• Expanded FAQ</li> <li>• Presidential delegations to senior leaders in table format included as examples in FAQ</li> <li>• Senior leader positions, titles and responsibilities are updated</li> <li>• Sub-delegations outlines requirements and criteria</li> <li>• Process for monitoring and upkeep of delegations of authority outlined</li> <li>• New agreements, affiliation or agreements with an international entity or initiative must be reviewed by University Counsel for legal sufficiency</li> <li>• Template for Delegation (or Sub-Delegation) of Signatory Authority added to policy</li> </ul>
<b>3. Which stakeholder offices or personnel have provided input into this policy draft?</b>	University Counsel, Audit & Compliance Policy & Compliance Office, Divisions of Finance and Budget, Academic Affairs, Administration, University Relations, Research and Innovation (Sponsored Programs), Office of the President, Athletics
<b>4. Which other universities' policies or resources (e.g., laws, regulations, etc.) did you consider when preparing this draft?</b>	VCU's current Policy, Authority to Execute Contracts and Other Documents; University of Virginia; Norfolk State University, Christopher Newport University, and Virginia State University
<b>5. What is your general assessment of this policy's impact on the university community?</b>	The revised policy provides clarity and outlines the authority of the BOV and president to delegate authority to senior university employees to execute agreements and bind the university. The revised policy further outlines the thresholds for prior Board and presidential approvals, and clarifies the exceptions for such prior approval. The impact of this policy will be positive and result in less confusion over individuals' scope of authority and employees' authority to execute agreements on behalf of the university. The policy will also create a repository for presidential delegations in the Office of the President.



# Delegation of Signatory Authority

**DRAFT as of 4/8/2019**

**Policy Type:** Board of Visitors

**Responsible Office:** Office of the President

**Initial Policy Approved:** 07/17/1986

**Current Revision Approved:** xx/xx/xxxx

## Policy Statement and Purpose

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The Board of Visitors of Virginia Commonwealth University (the Board) has broad legal authority to make regulations and policies concerning Virginia Commonwealth University pursuant to the *Code of Virginia* § 23.1 et seq. The Board also has the authority to approve execution of agreements with outside entities that bind the university, and further to delegate that authority at the Board's discretion.

The purpose of this policy is to identify certain university employees authorized to sign agreements or other documents on behalf of the Board, president, and university, to ensure that individuals and departments with the appropriate expertise review agreements, to ensure the process of reviewing, approving and executing agreements on behalf of the university results in agreements that are consistent with state and federal law, and to ensure that all reviews and approvals required by university policy is obtained prior to execution of an agreement.

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.

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## Who Should Know This Policy

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All university employees must know this policy and familiarize themselves with its contents and provisions.

## Definitions

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### Agreement

Agreement is a term used synonymously with contracts to denote a legally binding, written document that includes an offer, a bargained-for benefit, and acceptance of the offer, along with agreed-upon terms, and includes but is not limited to memoranda of understanding or agreement, letters of agreement, collaboration agreements, affiliation agreements, development agreements, financial agreements, purchase orders, sales agreements, leases, and various other real estate documents.

### Organizational Unit

Within the context of this policy, an organizational unit is a college, school, department, or division that reports to a cabinet member or the president.

### Signatory Authority

The authority to sign and execute agreements and other documents on behalf of the university.

## Contacts

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The Office of the President officially interprets this policy and is responsible for obtaining approval for any revisions as required by the policy *Creating and Maintaining Policies and Procedures*. Please direct policy questions to the Office of the President.

## Policy Specifics and Procedures

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### No General Signatory Authority

Only those individuals authorized by the Board, or to whom signatory authority has been delegated in writing pursuant to this policy, are permitted to sign an agreement on behalf of the university. Unless specifically authorized by this policy or a properly written delegation of signatory authority, no VCU employee may enter into an agreement that purports to bind the university. Any agreement executed with terms that exceed the authority of the individual signing or that of the university is void according to Virginia law and shall not bind the university. In such cases, the employee exceeding their authority, whether also signing or not, may be personally liable for the agreement's contents and obligations. Students, visitors, contractors, and affiliated entities of the university have no authority to execute agreements on behalf of the university or to bind the university contractually.

## **Authority of the President**

The Board has delegated to the university president authority to execute any agreement associated with the management and administration of the university. The president may delegate this authority to certain employees of the university possessing the required expertise to appropriately review and execute agreements within their respective areas of responsibility (i.e., presidential delegations) but will retain original signatory authority. The delegation of signatory authority attaches to the individual in a position, or may attach to a position or office itself (See FAQ for additional information concerning presidential delegations). All such delegations shall be in writing and will be maintained and preserved in the Office of the President.

Agreements with a total actual or anticipated expenditure value between \$2 million and \$5 million require prior written approval by the president. Agreements with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. In either case, prior written approval by the president or the Board is not required for sponsored program awards or contracts, nor is approval required for the issuance of sub-recipient agreements under a sponsored program award or contract.

If the president is unavailable or absent to make a signatory authority decision, a senior vice president may make a temporary signatory authority decision in writing and for a limited period. The president is considered absent when incapacitated or otherwise unable to fulfill the duties of office. Routine vacations or attendance at conferences are not considered absences; however, the president may delegate their authority in writing when absent, not to exceed 21 days without prior Board approval. International travel by the president will require a delegation of authority if such travel exceeds three (3) calendar days.

## **Sub-Delegations Beyond Presidential Delegations**

Presidential delegates have the authority to sub-delegate their authority to another employee of the university using the Delegation of Signatory Authority Memorandum template associated with this policy (see page 10). Every sub-delegation must also:

- i. Include the name and VCU title of the employee;
- ii. Specifically define the authority and/or tasks being delegated and the circumstances in which the sub-delegated authority may be exercised;
- iii. Be limited in duration, with a specific start time and expiration date;
- iv. Be made only to a university employee; and
- v. Be signed or otherwise acknowledged and accepted in writing by both the delegator and the employee.

A copy of the sub-delegation must be maintained by the organizational unit issuing the sub-delegation. If a sub-delegation is canceled or revoked, it is the responsibility of the organizational unit head revoking such delegation to maintain a record of the cancelation or revocation in writing. Sub-delegations must not be made to an individual with a conflict of interest relevant to the signatory authority being delegated.

Agreements or affiliations related to or involving the university with a non-U.S. entity or initiative (excluding sponsored program awards or agreements) must be signed by the Vice president or organizational unit



head with direct responsibility for the relevant area in which the agreement or affiliation will occur or in which the individual will work and report.

### **Board of Visitors Approval Required**

All agreements in which the value exceeds or can be reasonably expected to exceed \$5 million require Board approval, with the exception of sponsored program awards or agreements (including sub-recipient agreements under a sponsored program award or agreement). Regardless of amount, any transaction involving the acquisition or disposition of real property requires prior approval by the Board of Visitors, except (a) income and expense leases, (b) all easements, and (c) disposition of property gifted to the University for sale.

### **Responsibilities of Signatories**

In the event that it is unclear whether an employee has the appropriate signatory authority, consultation with the organizational unit head or delegating individual is required. Individuals executing agreements on behalf of the university must ensure that the terms of the agreement do not exceed the employee's written delegated signatory authority and that the university is willing and able to comply with the contractual terms contained therein. If an agreement requires the university to ensure that others (e.g., students, faculty, staff) will comply with certain terms and conditions, or an agreement requires the university to execute individual agreements, the delegated signatory must ensure that the terms affecting others are reasonable and lawful, and that training of affected individuals is in place to enable and support compliance. Signatories shall also ensure that timely legal review is sought from the Office of University Counsel when the signatory is uncertain as to the legal sufficiency of the agreement.

Agreements that must be submitted to university counsel review include but are not limited to:

- agreements or affiliations that require Board of Visitors approval
- agreements with a non-U.S. entity or initiative (excluding sponsored program awards or agreements)
- agreements that are substantially different from a previous university counsel-reviewed agreement or template

### **Rescission of Previous Delegations**

Upon approval of this policy, individuals with a presidential delegation of signatory authority must review and submit any signatory sub-delegation documentation to the Office of the President. Those not submitted within 60 days of approval of this policy will be considered rescinded. The rescission shall in no way affect the validity of any document signed under the authority of a resolution or action prior to the effective date of this policy.

### **Form**

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A one-page template to facilitate documentation of a delegation of signatory authority is included at the end of this document.

## Related Document

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Virginia Conflict of Interests Act, *Code of Virginia*, § 2.2-3100 et seq.

## Revision History

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This policy supersedes the following archived policies:

December 13, 2013	<i>Authority to Execute Contracts and Other Documents</i>
August 21, 2008	<i>Resolution Authorizing Certain University Officers and Employees to Execute Contracts and Other Documents</i>
September 17, 1986	<i>Resolution Authorizing Certain University Officers and Employees to Execute Contracts and Other Documents</i>

## FAQ

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### 1. WHAT IS THE PURPOSE OF A DELEGATION OF SIGNATORY AUTHORITY?

A Delegation of Signatory Authority is used to identify certain employees at the university who are authorized to sign agreements or other documents on behalf of the university. Senior leaders may also sub-delegate authority to certain employees in writing.

### 2. WHO ARE THE TYPICAL PRESIDENTIAL DELEGATES AT VCU?

Typical presidential delegates at the university are senior level employees such as the provost and senior vice president for academic affairs, senior vice president for health sciences and CEO of the health system, senior vice president and chief financial officer, vice president for administration, vice president and director of athletics, vice president for research and innovation, vice president for development and alumni relations, vice president for inclusive excellence, vice president for university relations, and other senior leaders as determined by the president.

### 3. WHAT ARE THEIR GENERAL RESPONSIBILITIES?

#### **Provost and Senior Vice president for Academic Affairs**

The provost and senior vice president for academic affairs is the highest ranking academic officer of the university other than the president, and is responsible for overseeing academic planning for the colleges and schools on the Monroe Park Campus, which include the University College, the Honors College, the Colleges of Engineering and Humanities and Sciences; the Schools of the Arts, Business, Education, Engineering and Social Work, and the Graduate School.

The provost and senior vice president for academic affairs will have signatory authority related to academic matters of the Monroe Park Campus and, in the president's absence or disability, to act in their stead on the execution of documents.

#### **Senior Vice President for Health Sciences**

The senior vice president for health sciences also serves as the chief executive officer of the VCU Health System, and is responsible for the coordination and administration of overall academic and health services in the health-related schools and divisions of the university and as such directs the interrelationships of these schools and divisions with the affiliate hospitals in the conduct of clinical or other research, education and patient care.

The senior vice president for health sciences will have signatory authority for agreements on behalf of the university related to health sciences activities, academic or otherwise, and including, but not limited to affiliated hospitals, health sciences units and its participants, and educational affiliations.

#### **Senior Vice President and Chief Financial Officer**

The senior vice president and chief financial officer (CFO) of the university is responsible for all fiscal and designated nonacademic administrative operations of the university.

The senior vice president and CFO will have signatory authority for agreement on behalf of the university related to all fiscal and designated non-academic administrative operations of the university, including budget, controller, procurement, business services, and treasury.

#### **Vice President for Administration**

The vice president for administration is responsible for all administrative, nonacademic operations of the university, including real estate, facilities, parking and transportation, information technology, human resources, safety and risk management, and police.

The vice president for administration will have signatory authority for agreements on behalf of the university related to all administrative and nonacademic operational matters of the university, as well as all easements, all income and expense leases, and the disposition of real property gifted to the university for sale.

#### **Vice President for Research and Innovation**

The vice president for research and innovation is responsible for working with faculty in all schools, colleges and departments as they seek funding, plan studies, establish collaborations, calculate budgets, submit grant applications, negotiate and administer contracts, and secure patents and licensing agreements.

The vice president for research and innovation will have signatory authority for agreements pertaining to: (1) the application for and award of grants, contracts and other agreements to the university for research, development, training and public service; (2) the award of grants and other funds to other institutions for research, development, training and public service; (3) patents, licensing, and royalty agreements associated with intellectual properties; and (4) contracts and other agreements necessary to effectuate the business of the Office of Research and Innovation. The vice president for research

and innovation may request the appropriate senior vice president, vice president or the president to cosign any document.

#### **Vice President for Development and Alumni Relations**

The vice president for development and alumni relations is responsible for increasing the private support of the university for priority programs by building relationships with community leaders and alumni through university-related foundations and alumni associations. The vice president for development and alumni relations oversees offices including alumni affairs, development, corporate and foundation relations, major projects and advancement services.

The vice president for development and alumni relations will have signatory authority for agreements on behalf of the university in furtherance of development and alumni relations.

#### **Vice President for Inclusive Excellence**

The vice president for inclusive excellence is responsible for strengthening VCU's climate of equity, diversity and inclusiveness and is responsible for implementing the university's Strategic Plan on Diversity and Inclusive Excellence and all initiatives sponsored by VCU to foster diversity.

The vice president for inclusive excellence will have signatory authority for agreements on behalf of the university in furtherance of diversity and inclusion.

#### **Vice President for University Relations**

The vice president for university relations serves as the university's chief communications officer and is responsible for strategic, integrated communications that build the VCU reputation and support the strategic priorities of the university and its academic health sciences center.

The vice president for university relations will have signatory authority for agreements on behalf of the university in furtherance of university public affairs, university marketing, executive communications, events and special programs, and all trademark and logo uses.

#### **Vice President and Director of Athletics**

The vice president and director of athletics is responsible for all athletic programs in support of the mission of the university.

The director of athletics will have signatory authority for agreements on behalf of the university in furtherance of managing and coordinating athletic programs.

#### **4. WHAT ARE EXAMPLES OF PRESIDENTIAL DELEGATIONS OF SIGNATORY AUTHORITY?**

The following are examples of presidential delegations of signatory authority to certain employees possessing the required expertise to appropriately review and execute agreements within their respective areas of responsibility. The delegation of signatory authority attaches to the individual in the position, or may attach to a position or office itself. In either case, individual Delegation of Signatory Authority Memoranda will specifically define the scope of the delegated authority and will be maintained in the Office of the President.

<b>Document:</b>	<b>May be Delegated to:</b>
Purchases in general; contracts for purchase of goods and/or services	Senior vice president and chief financial officer (CFO); director of procurement
Agreements for external sales of goods and/or services	Senior vice president and CFO, provost and senior vice president for academic affairs, senior vice president for health sciences
Employment contracts	Vice president or organizational unit head with direct responsibility for the relevant area in which the individual will work and report.
University-level collaboration agreements	Vice president or organizational unit head with direct responsibility for the relevant area in which the collaboration will occur or in which an individual will work and report.
Intercollegiate Athletics	Vice president and director of athletics
Real estate lease agreements; construction agreements; capital outlay contracts; deeds of conveyance; and all other real estate-related agreements	Senior vice president and CFO; vice president for administration
Debt issuance bonds; all agreements relating to investments; expenditures and payroll	Senior vice president and CFO; treasurer
Financial Aid contracts and scholarship agreements	Provost and senior vice president for academic affairs; senior vice president for health sciences; respective directors of financial aid; vice president and director of athletics
Admissions contracts with students	Provost and senior vice president for academic affairs; senior vice president for health sciences; respective directors of admissions
Articulation agreements and other affiliation agreements for the purpose of clinical or educational programs	Provost and senior vice president for academic affairs; senior vice president for health sciences; vice president for research and innovation
Research agreements, sponsored project or program agreements, academic services agreements, grants, ancillary agreements associated with sponsored project agreements; sponsored program awards or contracts; sub recipient sponsored awards or contracts; material transfer agreements, data use	Vice president for research and innovation

<b>Document:</b>	<b>May be Delegated to:</b>
agreements; confidentiality agreements, collaboration agreements, proposal submissions	
Development and other philanthropic agreements	Vice president for development and alumni Relations; vice president and director of Athletics
Patent and copyright licensing and transfer agreements, permissions, and assignments	Vice president for research and innovation
Trademark license agreements; license material releases; sponsorship agreements, commercial filming, media, photography and location agreements	Senior vice president and CFO; vice president for university relations

#### **5. WHO DETERMINES SIGNATORY AUTHORITY DECISIONS ON BEHALF OF THE UNIVERSITY?**

In the event that it is unclear whether a university employee has the appropriate signatory authority, the president is authorized to make a determination about such authority.

#### **6. WHAT IF THE PRESIDENT IS UNAVAILABLE OR ABSENT TO MAKE A SIGNATORY AUTHORITY DECISION?**

A senior vice president may temporarily make a signatory authority decision, in writing, in the absence of the president

#### **7. HOW DO I REVOKE OR CANCEL A SIGNATORY AUTHORITY?**

If a cancelation or revocation of a delegation is necessary, it is the responsibility of the person issuing the revocation to notify the individual whose delegation is being revoked and the Office of the President in writing within 60 days.

TEMPLATE

[Appropriate VCU Letterhead]

**Delegation of Signatory Authority  
Memorandum**

**To:** [Name, Title]  
**From:** [Name, Title]  
**Date:** [Date]  
**Subject:** **Delegation of Signatory Authority for** [enter name or type of agreement or other authority being delegated]

By means of this Memorandum, I [\_\_name\_\_], [\_\_title\_\_] hereby delegate the authority to execute [or approve] [name or type of document(s)] to [person and their title receiving authorization] provided that [note any limitation or conditions of the delegation]. This delegation of signatory authority is in compliance with VCU Policy, Delegation of Signatory Authority, and relevant laws.

This delegation\* shall be effective until the earlier of [date] or the date that [name] no longer holds the title of [\_\_].

\_\_\_\_\_  
Signature & Date

\_\_\_\_\_  
Signature & Date

\_\_\_\_\_  
[Title VCU Officer Making Delegation]

\_\_\_\_\_  
[Title of Signatory Delegation Recipient]

# Succession Planning

## VCU Human Resources

**VCU Board of Visitors  
Governance and Compensation**

**May 11, 2019**



# Succession Planning

- **Code of Virginia (§ 2.2-1209) requires BOV presentation of university succession plan**
- **VCU's three levels of succession planning**
  - **Career and succession development plans throughout organization**
    - Career development plans for all staff – HR Redesign Policy requirement (implemented)
    - Succession development – another HR Redesign component
      - Identification and development of internal talent pools for long-term workforce planning and retention of top talent
      - Two pilots (Development & Technology Services) launching in 2019
  - **Interim leadership**

Each Cabinet member identifies and prepares interim leadership to serve during long-term absences (completed and updated annually)
  - **Continuity of operations**

Each VP area identifies and prepares individuals to execute duties during emergencies (completed and updated annually)



# VCU

## Succession Planning Report VCU Human Resources October 1, 2018

### Executive Summary

With a smaller proportion of salaried VCU staff over the age of 65 (3.8%) compared to the national average (7.2%), and 12% of all staff at a high risk of retirement within five years—overall retirement risk at VCU is relatively low. High retirement risk employees, however, are concentrated in certain units and among the university's executive and senior leadership ranks. Approximately 43% of the 276 executive and senior leaders have a moderate to high risk of retiring within five years.

Analysis of individual divisions and units brings into focus where retirement of key leaders may pose a challenge to advancing the university's mission and trajectory. For example, approximately one-third of the senior leadership in the divisions of Academic Affairs, Finance & Budget (including Administration), and Health Sciences are likely to retire within five years.

In furtherance of Code of Virginia sec. 2.2-1209(C) and based on these findings, VCU—by and through its Human Resources (HR) Department, will conduct talent reviews of executive and leadership positions, focusing initially on the most at-risk units, and develop succession plans to address the high retirement risks.

### Risk Factors

#### Workforce Planning Critical Positions

VCU HR, using criteria developed by DHRM (see Appendix A), identified 386\* workforce planning (WFP) critical positions as of May 31, 2018. The four areas with the highest proportion of WFP critical positions are presidential direct reports, Finance & Budget, Development and Alumni Relations, and University Relations.

#### Executive and Senior Leadership

Of the 386 WFP critical positions, 276 incumbents were identified as executive and senior leaders. Executive and senior leaders include employees at the President, Cabinet, Associate/Assistant Vice President and related direct report organizational levels, excluding administrative assistants.

#### Five-Year Retirement Risk

Employee age plus state service years and retirement benefit group were used to create two retirement risk metrics. Where employees' scores on these two metrics differed, the higher-risk category was assigned. Twelve percent (12%) of VCU salaried staff and 26% of executive and senior leaders were deemed to have a high risk of retirement within five years.

##### *Five-Year Retirement Risk Metrics*

- Age Plus State Service Years
  - High: Age + Years  $\geq$  85
  - Medium:  $70 \leq$  Age + Years  $<$  85
  - Low: Age + Years  $<$  70
- Retirement Benefit Group
  - High: Current Eligibility = VRS, VaLORS – Full Benefits; ORP – without Penalty
  - Medium: Current Eligibility = VRS, VaLORS – Reduced Benefits
  - Low: Current Eligibility = VRS, VaLORS – Not Eligible; ORP – with Penalty

\*Note: This figure excludes T&R faculty, which were deemed out of scope for this analysis.

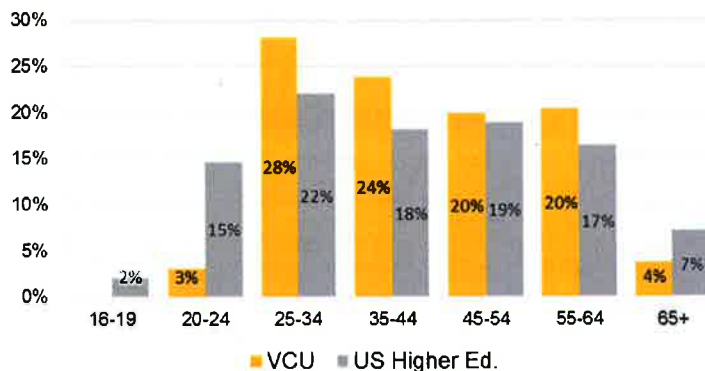


# VCU

## Key Observations – University-Wide

- VCU has a smaller proportion of salaried staff over 65 years of age than higher education employees nationwide (3.8% vs. 7.2%)
- There is a low retirement risk for a vast majority of VCU's salaried staff

Workforce Age Distribution Benchmark\*

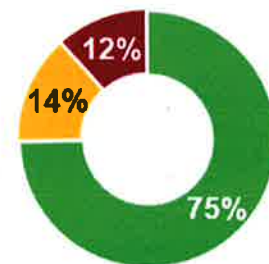


\*VCU total salaried staff as of 5/31/2018 (n = 3,683, Median = 41 years).  
US Higher Ed Data (Median = 41.2 years) <<https://www.bls.gov/cps/cpsaat18b.htm>>

## Five-Year Retirement Risk

All staff excluding faculty (n = 3,683)

Low Medium High



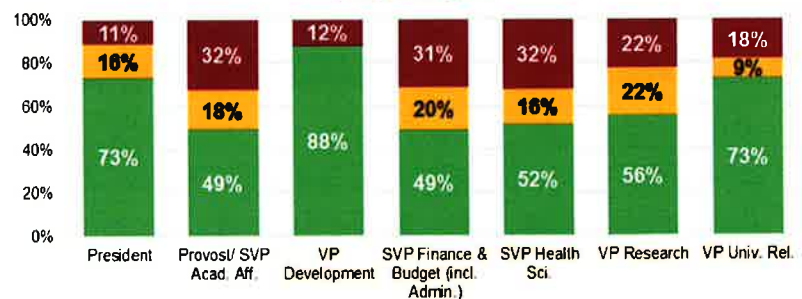
## Key Observations – Executive & Senior Leadership

- The five-year retirement risk is more acute among executive and senior leaders.
- Fifty percent (50%) of VCU's executive and senior leaders most likely to retire in the next five years reside in nine areas.

## Five-Year Retirement Risk by VP Area

Exec./Sr. Leaders (n = 276)

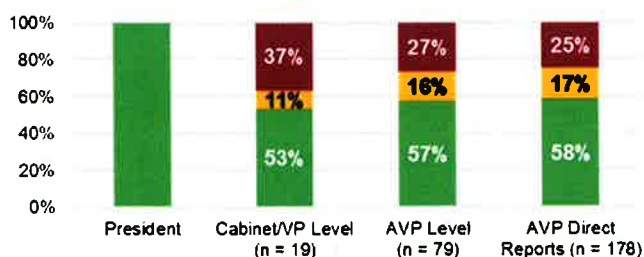
Low Medium High



## Five-Year Retirement Risk

Exec./Sr. Leaders (n = 276)

Low Medium High



## MBUs With Most High-Retirement Risk Executive & Senior Leaders

MBU	#
FM Administration MBU	5
Office Of The Provost MBU	5
Technology Services MBU	5
School Of Allied Health MBU	4
VP Research MBU	4
College Of Engineering MBU	3
School Of Business MBU	3
School Of Dentistry MBU	3
VCU Libraries MBU	3

## Action Plan

### 1. University-Wide Succession Development and Planning

At the Cabinet level, President Rao has directed that succession development occur at three levels:

- Level 1 – a Continuity of Operations University Order of Succession plan will be developed for emergency situations. This plan will identify order of succession for key positions in each VP area, department and school/center, when respective leadership is unable to execute their duties during an emergency situation. (Fall 2018)
- Level 2 – a plan for interim leadership will be developed in the event of a long-term absence or a resignation/retirement for key areas of the university. Each Cabinet member will identify and ensure readiness of an interim replacement who is equipped to provide management of the entire portfolio of the senior leader. (Spring 2019)
- Level 3 – a plan for identification and development of a pool of potential successors will be pilot-tested by one or more Cabinet members and their respective areas. (June 2019)

N.B.: The Level 3 development process will initially be piloted by two units. This process is enabled by the university's acquisition of HR software (known as "Talent@VCU") with modules focused on career and succession development. Leaders will assess their direct reports on key metrics including: performance trend, risk of loss, impact of loss, and readiness.

### 2. Talent@VCU Career Development Plans and Career Profiles – *enablers* to Succession Development

By June 30, 2019, VCU HR will launch a career development process that will allow all VCU employees to build searchable career profiles and career development plans. These features will help VCU employees plan and map their careers at VCU and allow managers and HR Professionals to spot potential successors to build a talent pipeline.



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## Signatures

### SUCCESSION PLAN

*§ 2.2-1209. POLICY OF THE COMMONWEALTH REGARDING WORKFORCE PLANNING ISSUES WITH A SUBMISSION OF A SUCCESSION PLAN FOR THE AGENCY/INSTITUTION IN ALIGNMENT OUR ANNUAL STRATEGIC PLANNING CYCLE*

To ensure that workforce planning is occurring in tandem with agency strategic planning, and to support the acquisition and sustainment of a resilient workforce, agencies and institutions of higher education must execute, continuously evaluate, and submit an annual succession plan to executive leadership. The plan template was designed by the Department of Human Resource Management and vetted by a state human resources advisory committee. As directed by the legislative mandate, the plan has a threefold focus: mission critical positions; employees nearing retirement; and executive positions.

This Succession Plan serves as the foundation for the continual assessment of workforce risks and accomplishments, and will enable informed executive-level workforce decisions. Plans must be submitted to an agency's Cabinet Secretary or Board of Visitors annually, no later than June 30<sup>th</sup> of each year.

### STATEMENT OF COMMITMENT

Virginia Commonwealth University is committed to the Commonwealth's policy and its efforts to submit a succession plan annually to ensure adequate workforce planning in alignment with the agency or institutions strategic plans.

President, Virginia Commonwealth University

Assistant Vice President, HR



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## **Appendix A**

### **DHRM Criteria for Identifying Workforce Planning Critical Positions Questions**

1. What positions (are instrumental to delivering on the agency commitments and agency mission (i.e. performance goals)?
2. What positions exert critical influence on achieving operational and strategic goals (i.e. business plans)?
3. What positions are essential in meeting legislative or regulatory requirements?
4. What positions are instrumental to the health, safety or security in the workplace?