



**BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
9:20 A.M.
May 10, 2019
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

MINUTES

COMMITTEE MEMBERS PRESENT

Mr. Keith T. Parker, Chair
Ms. Jacquelyn E. Stone
Mr. Todd Haymore

COMMITTEE MEMBERS ABSENT

Ms. Colette W. McEachin
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
Ms. Carrie Nee, Senior Assistant Attorney General, Education Section Chief
Michele N. Schumacher, J.D., Assistant Secretary and Board Liaison
Staff from VCU

CALL TO ORDER

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

APPROVAL OF MINUTES

Mr. Parker asked for a motion to approve the minutes of the March 22, 2019 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded the Minutes of the March 22, 2019 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

Memorials and Commemorations Policy

Ms. Pamela Lepley, Vice President for University Relations, and Dr. John T. Kneebone, Virginia Commonwealth University Associate Professor, presented the Memorials and Commemorations Policy., noting that the policy was included in the Committee materials. Dr. Kneebone stated that shortly after

the events in Charlottesville, VA in 2017, he chaired the committee on Confederate Commemoration created by President Rao that included faculty members, staff, students, and administrators. This committee was charged with considering how VCU's history is connected to symbols of the Confederacy, slavery, white supremacy and other items of an exclusionary nature that might exist on VCU campuses and how VCU make decisions about when and how to commemorate moving forward. Further information on the Confederate Commemoration Committee can be found at <https://president.vcu.edu/reports-and-initiatives/history-of-commemoration/>. Dr. Kneebone continued that the Memorials and Commemorations policy formalizes the process for establishing, creating, renaming and /or removing memorials and commemorations on property owned or managed by Virginia Commonwealth University. He also noted that there are approximately seven such commemorations on the MCV Campus and one on the Monroe Park Campus.

Mr. Parker thanked Mr. Kneebone and asked for a motion to recommend to the Board adoption of the Memorials and Commemorations policy. After motion duly made and seconded, the motion was unanimously adopted. A copy of the Memorials and Commemorations policy together with the Executive Summary is attached hereto as **Attachment A** and is made a part hereof.

Research and Development Exception for the Virginia Conflict of Interests Act Policy

Dr. Cristen Jandreau, Assistant Director, Office of Research Integrity and Ethics, presented the Research and Development Exception for the Virginia Conflict of Interests Act policy and noted that the policy was included with the Committee materials. She indicated that the policy was first adopted in 2004 and last revised in 2015, and that the draft policy presented today reflects necessary revisions required to secure ongoing State Council of Higher Education for Virginia (SCHEV) approval in order to proceed with approving exceptions to a prohibited contract for proposed research and development, as provided for in the *Virginia State and Local Government Conflict of Interest Act*. This revision aligns with current processes and offers increased clarity. Dr. Jandreau noted that VCU has approximately four of these contracts at any given time.

Mr. Parker thanked Dr. Jandreau, and asked for a motion to recommend to the Board adoption of the Research and Development Exception for the Virginia Conflict of Interests Act policy. After motion duly made and seconded, the motion was unanimously adopted. A copy of the Research and Development Exception for the Virginia Conflict of Interests Act policy together with the Executive Summary is attached hereto as **Attachment B** and is made a part hereof.

Delegation of Signatory Authority

Dr. Paula Gentius, Senior Executive presented the Delegation of Signatory Authority policy noting that it was first adopted in 1986 and the last revision was in 2013, and reminded the Committee that the policy was included with the Committee materials. She indicated that the draft policy presented today incorporates the many changes in delegations of signatory authority based on responsible individuals and roles, and further clarifies the process for administering sub-delegations, creates a repository for presidential delegations, and updates roles and responsibilities of senior leaders at the university. Dr. Gentius continued that policy also establishes a new 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); and clarifies that prior written approval is not required from the Board or president for sponsored program awards, multi-year research contracts, or sub-recipient agreements under a sponsored program award or contract.

Mr. Parker thanked Dr. Gentius, and asked for a motion to recommend to the Board adoption of the Delegation of Signatory Authority policy. After motion duly made and seconded, the motion was unanimously adopted. A copy of the Delegation of Signatory Authority policy together with the Executive Summary is attached hereto as **Attachment C** and is made a part hereof.

CLOSED SESSION

Mr. Parker 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 evaluation of President Rao. Mr. Parker asked Messrs. Belue, Melis, Ms. Burke, Ms. Helderman, Ms. Nee and Ms. Schumacher to remain in closed session.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Mr. Parker, 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. Keith Parker, Chair	X	
Mr. Todd Haymore	X	
Ms. Jacquelyn Stone	X	

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

Mr. Parker noted there were no action items coming from the closed session.

ADJOURNMENT

There being no further business, Mr. Keith Parker, Chair, adjourned the meeting at 10:05 a.m.



VCU

EXECUTIVE SUMMARY OF PROPOSED POLICY: Memorials and Commemorations

New Policy ☒ or Substantive Revision ☐

Policy Type: Local - Board of Visitors

Responsible Office: Office of the President

Draft Date: April 18, 2019

Initial Policy Approved: MM/DD/YYYY

Revision History: None – New Policy

Governance Process Tracking:

If new BOV policy, enter date and name of President (or designee) approving development of policy: 02/27/19 President Rao/Lepley

If new Administrative policy, enter date and name of President's Cabinet member approving development of policy: N/A

Integrity & Compliance Office Review: 04/02/2019

University Counsel Review: 03/8/2019

Public Comment Posting: N/A

University Council Academic Affairs and University Policy Committee Review: N/A

University Council Review: N/A

President's Cabinet Approval: 04/18/2019

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

1. Why is this policy being created <input checked="" type="checkbox"/> <u>or</u> revised <input type="checkbox"/> ?	To formalize the process for establishing, creating, renaming and/or removing memorials and commemorations on property owned or managed by Virginia Commonwealth University.
2. <u>New policy</u> <input checked="" type="checkbox"/> : What are the general points or requirements covered in this policy? <u>or</u> <u>Revised policy</u> <input type="checkbox"/> : What are the substantive differences between this draft and the current policy?	<ul style="list-style-type: none"> The BOV has final authority in the creation, placement and existence of memorials and commemorations on property owned or managed by VCU. Decisions reflect the values and mission of the university Establishes a committee appointed by the president to recommend approval of memorials, commemorations and de-commemorations to the president, who in turn makes a recommendation to the Board of Visitors

3. Which stakeholder offices or personnel have provided input into this policy draft?	The President's Committee on Confederate Commemoration helped to draft the policy. The Committee includes representation of VCU and VCUHS senior leadership, faculty, students, Richmond community.
4. Which other universities' policies or resources (e.g., laws, regulations, etc.) did you consider when preparing this draft?	University policies – Development and Alumni Relations Naming and Arts on Campus. City and state laws pertaining to monuments
5. What is your general assessment of this policy's impact on the university community?	The establishment of the policy is one of four recommendations by the President's Committee on Confederate Commemoration to be able to make decisions about current and future memorials and commemorations.



[DRAFT] Memorials and Commemorations

Policy Type: Local – Board of Visitors
Responsible Office: Office of the President
Initial Policy Approved: MM/DD/YYYY
Current Revision Approved: MM/DD/YYYY

Policy Statement and Purpose_____

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

Noncompliance with this policy may result in disciplinary action up to and including termination. VCU supports an environment free from retaliation. Retaliation against any employee who brings forth a good faith concern, asks a clarifying question, or participates in an investigation is prohibited.

Policy Exceptions:

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

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Who Should Know This Policy_____

- University community: faculty, staff, students
- Members of affiliated VCU boards and foundations

Definitions_____

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

Contacts_____

The Office of the President officially interprets this policy. Please direct policy questions to the Assistant Secretary to the Board of Visitors and Board Liaison, 804-828-1200 or BOV@vcu.edu

Policy Specifics and Procedures_____

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

- All requests for memorials, commemoration and/or de-commemoration will be submitted in writing to the Assistant Secretary to the Board of Visitors and Board Liaison, who will refer the request to The Committee on Commemorations and Memorials.
- The Committee on Commemorations and Memorials shall make a recommendation to approve memorials, commemorations and de-commemorations to the President, who in turn shall make a recommendation to the Board of Visitors.

The Committee on Commemorations and Memorials

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

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

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

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

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

Forms

There are no forms associated with this policy and procedures.

Related Documents

1. Development and Alumni Relations naming policy

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

2. Arts on Campus policy

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

Revision History

This policy supersedes the following archived policies:

Approval/Revision Date	Title
"None – New Policy"	

FAQ

What is the difference between a memorial and a commemoration?

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

Examples of commemorations would be:

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

Examples of Memorials would be:

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

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

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

Does this policy apply to namings and naming events?

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

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

A. No.

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

A. No.

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

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



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>1. Why is this policy being created <input type="checkbox"/> <u>or</u> revised <input checked="" type="checkbox"/>?</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>2. <u>New policy</u> <input type="checkbox"/>: What are the general points or requirements covered in this policy? <u>or</u> <u>Revised policy</u> <input checked="" type="checkbox"/>: What are the substantive differences between this draft and the current policy?</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>3. Which stakeholder offices or personnel have provided input into this policy draft?</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>4. Which other universities’ policies or resources (e.g., laws, regulations, etc.) did you consider when preparing this draft?</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>5. What is your general assessment of this policy’s impact on the university community?</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

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

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

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

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

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

There are no forms associated with this policy and procedures.

Related Documents

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

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

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.



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>1. Why is this policy being created <input type="checkbox"/> <u>or</u> revised <input checked="" type="checkbox"/>.</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>2. <u>New policy</u> <input type="checkbox"/>: What are the general points or requirements covered in this policy? <u>or</u> <u>Revised policy</u> <input checked="" type="checkbox"/>: What are the substantive differences between this draft and the current policy?</p>	<p>Substantive differences include:</p> <ul style="list-style-type: none"> • Simplification of title to focus on delegation of authority (from BOV to president to senior leaders) • Utilizes current policy format • 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). • Clarifies that prior written approval not required from BOV or president for sponsored program awards, multi-year research contracts, or sub-recipient awards

	<ul style="list-style-type: none"> • Signatory authority for use of a university mark, logo or brand is addressed • Expanded FAQ • Presidential delegations to senior leaders in table format included as examples in FAQ • Senior leader positions, titles and responsibilities are updated • Sub-delegations outlines requirements and criteria • Process for monitoring and upkeep of delegations of authority outlined • New agreements, affiliation or agreements with an international entity or initiative must be reviewed by University Counsel for legal sufficiency • Template for Delegation (or Sub-Delegation) of Signatory Authority added to policy
3. Which stakeholder offices or personnel have provided input into this policy draft?	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
4. Which other universities' policies or resources (e.g., laws, regulations, etc.) did you consider when preparing this draft?	VCU's current Policy, Authority to Execute Contracts and Other Documents; University of Virginia; Norfolk State University, Christopher Newport University, and Virginia State University
5. What is your general assessment of this policy's impact on the university community?	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

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

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

Definitions

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

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

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

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

Related Document

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

Revision History

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

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.

Document:	May be Delegated to:
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

Document:	May be Delegated to:
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]