



**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
March 24, 2023
James Branch Cabell Library
901 Park Avenue – Room 303
Richmond, Virginia**

MINUTES

DRAFT

BOARD MEMBERS PRESENT

Mr. H. Benson Dendy III, *Rector*
Ms. Carolina Espinal, *Vice Rector*
Mr. Anthony Bedell
Hon. Peter Farrell (exited at 2:06 p.m.)
Ms. Ellen Fitzsimmons (exited at noon)
Mr. Andrew Florance
Hon. Todd Haymore
Dr. V. Dale Jones (arrived at 11:04 p.m.)
Ambassador Carmen Lomellin
Mr. Edward McCoy (arrived at 12:20 p.m.)
Rev. Tyrone Nelson (arrived at 12:30 p.m.)
Mr. Keith Parker
Dr. Tonya Parris-Wilkins
Dr. Clifton Peay
Ms. Alexis Swann

BOARD MEMBERS ABSENT

Dr. Shantaram Talegaonkar

OTHERS PRESENT

President Michael Rao
Ms. Chelsea Gray, *Executive Director of Board and Executive Operations*
Ms. Stephanie Hamlett, *University Counsel*
Ms. Karen Helderman, *Executive Director, University Audit and Compliance Services*
Presidential Cabinet of VCU
VCU students, faculty and staff
Members of the Media

CALL TO ORDER

Rector H. Benson Dendy III called the meeting to order at 10:59 a.m. in the James Cabell Library, 901 Park Avenue, Richmond, Virginia. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

RECTOR'S REMARKS

The Rector welcomed all of those in attendance. He addressed that one of the most important responsibilities of the Board of Visitors is to consider and approve the University budget. Usually it is at this time of the year. However, state lawmakers have not reached a budget agreement and it is uncertain when the state's spending plan will be resolved. The VCU administration is working on budget scenarios, but without necessary information about VCU's appropriation for FY24. These scenarios will be presented at this meeting to fulfill the requirement for 30-day public notice and set the stage for the budget workshop, which has now been rescheduled for May 12. Between March 24 and May 11 the BOV portal for public comment will be open. Public comment will also be taken at the May 11 meeting.

He also mentioned that the board will be provided an update on the Richmond Talent Pathway Program, which is included in the FY23 federal appropriations. The project was supported by the late U.S. Representative Don McEachin and U.S. Senators Tim Kaine and Mark Warner. This is a partnership between VCU, the City of Richmond – Richmond Public Schools, and the Central Virginia business community.

PRESIDENT'S REPORT

President Rao began with highlighting good news for VCU since the last meeting. SCHEV approved VCU's proposal to create a School of Population Health. It will offer mostly graduate level degrees, with study in biostatistics, epidemiology, health policy and social and behavioral sciences. Opening such a school serves the needs of students and the community. At the last meeting a report was presented that demonstrated how MCV was built and operated using the labor enslaved people. From that a Special Commission on Slavery and Justice – Project Gabriel – was created to respond to this information and determine next steps. The commission is led by Dr. Clifton Peay and Sheryl Garland, whom he is grateful for their service. Receiving input from the community is a vital part of this work and the first public forum was held earlier this week.

He recognized several colleagues who have been acknowledged for their excellent work including Dr. Vanessa Sheppard, as Researcher of the Year; Provost Fotis Sotiropoulos, recipient of the American Society of Mechanical Engineers Fluids Engineering Award for outstanding contributions to the engineering profession, particularly the field of fluids engineering; and lastly Dr. Sara Spiegel and Dr. Barbara Boyan as top scientists in the nation and the world from research.com.

Last week, the National Institutes of Health (NIH) awarded a 7-year, \$25 million grant to renew funding for our VCU Wright Center for Clinical and Translational Research. This grant supports regional collaboration to turn research into treatments for patients, engage diverse communities, and train the next generation of caring and thoughtful clinical researchers. This comes on the

heels of a visit to VCU by NSF director Panchanathan who called VCU one of the “top institutions that matter for the future”.

Next month the Chronicle of Higher Education is visiting VCU. It is launching a national series of events about the future of higher education and they are starting at VCU focusing on the need for change.

A copy of the powerpoint slides included with President Rao’s presentation is attached hereto as ***Attachment A*** and is made a part hereof.

PUBLIC COMMENT PERIOD

Ms. Chelsea Gray reminded the Board that per board procedures a notice went out allowing for a public comment period in which no one signed up. In addition the notice allowed for written comments in which none were received.

ACTION ITEMS

Rector Dendy mentioned that the Nominating Committee met on March 2, 2023 to discuss nominations for the 2023-2024 Rector, Vice Rector and Secretary of the Board. The Committee is recommending Mr. Todd Haymore as Rector, Mr. Florance as Vice Rector and Dr. Tonya Parris-Wilkins as Secretary. With a motion that was seconded the appointments were approved unanimously.

He reminded the board that they were provided all action item materials in advance of the meeting. The governance and compensation committee, administration committee and finance and university resources committee are recommending action items as listed on the agenda. One additional item has been included and it is the retirement of the VCU Rules and Procedures policy, which board members were provided on Wednesday.

Rector Dendy moved that the Board of Visitors of Virginia Commonwealth University approve the following:

1. December 9, 2022 meeting minutes
2. January 9, 2023 Joint BOV/BOD minutes
3. The retirement of the VCU Rules and Procedures Policy
4. BOV Member Remote Participation in Meetings by Electronic Communication Means and All Virtual Meetings
5. Initiate a Capital Project, School of Dentistry
6. Skill Trades Contracts
7. Custodial Services Contract
8. Waste and Recycling Contract
9. HR Contract for 34d party insurance
10. Banking Resolution

The motion was seconded and was approved unanimously.

The minutes are posted at <https://bov.vcu.edu/meetings/minutes/>. A copy of the other action items are attached hereto as ***Attachment B*** and is made a part hereof.

TUITION & FEES

Ms. Karol Kain Gray presented on the budget, tuition and fees. She reiterated what the Rector had said earlier that the state budget is still unclear. She and the VCU administration have been working on budget scenarios, but without necessary information about VCU's appropriation for FY24 it is difficult to project. She shared scenarios including 3 to 5% tuition increases as well as a 6% fee increase in response to the proposed state salary plan, inflation, program fees, and new debts. The board suggested that administration watch the state budget closely and to respond once there is one. This presentation was to fulfill the requirement for 30-day public notice and set the stage for the budget workshop. Between this meeting and May 11 the BOV portal for public comment will be open. Public comment will also be taken at the May 12 meeting. A copy of Ms. Gray's report is attached hereto as ***Attachment C*** and is made a part hereof.

RICHMOND TALENT PATHWAY

A copy of Dr. LeGrande's report is attached hereto as ***Attachment D*** and is made a part hereof.

CONSTITUENT REPORTS

Mr. Jesse Simpson, graduate student BOV representative, and Mr. Oscar Kemp, undergraduate student BOV representative, addressed the board.

A copy of Mr. Simpson's report is attached hereto as ***Attachment E*** and is made a part hereof.

The constituent reports continued with one from faculty representative Dr. Nancy Jallo. A copy of Dr. Jallo's report is attached hereto as ***Attachment F*** and is made a part hereof.

Lastly, staff representative Ms. Brogan King addressed the board. A copy of Dr. Jallo's report is attached hereto as ***Attachment G*** and is made a part hereof.

Rector Dendy thanked the constituents for their important reports.

CLOSED SESSION

Rector Dendy moved that the Board of Visitors of Virginia Commonwealth University convene a closed session under Section 2.2-3711(A) (1) of the Virginia Freedom of Information Act for the discussion of personnel matters, more specifically relating to the performance evaluation of various staff members and relating to the performance evaluation and compensation of the President; prospective candidates for an open senior position at VCU and the roles of current employees as it relates to that position; and faculty tenure appointments, changes in status; and Section 2.2-3711 (A) (2) and (11) of the Virginia Freedom of Information Act for discussion of a special award and consideration of admission or disciplinary matters or any other matters that would involve the disclosure of information contained in a scholastic record concerning any student of any Virginia public institution of higher education or any state school system, specifically regarding the selection of the Board of Visitor Student Scholarship recipient which requires disclosures of scholastic records; and for discussion or consideration of honorary

degrees or special awards, namely proposed recipients for such degrees or awards; and Section 2.2-3711 (A) (3), Virginia Freedom of Information Act for the discussion of the acquisition of certain real property for the University's strategic purposes, where discussion in open session would adversely affect the University's bargaining position and negotiating strategy; and for the discussion or consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body, specifically related to real property to be used for Intercollegiate Athletics; and Section 2.2-3711 (A)(7) for the discussion of matters requiring the provision of legal advice by counsel, relating to an update on potential and current litigation in state and federal courts and other legal matters relating to pending investigations; and

Section 2.2-3711 (A)(9) for the discussion of gifts, bequests, and fund-raising activities of the University, namely the Named Funds Report, the Approved Named Funds under \$50,000 Report, and other notable and significant gifts; and Section 2.2-3711 (A)(19) for discussion of specific cybersecurity vulnerabilities and briefing by staff concerning actions taken to respond to such matters, specifically relating to data security and certain IT processes; and Section 2.2-311 (A)(23) to discuss operational strategies of the VCU Health System, specifically regarding the VCU Health System Strategic Financial Report and related matters, where disclosure of such strategies would adversely impact the competitive position of the Authority.

The motion was seconded and was approved unanimously.

Following the closed session, the public was invited to return to the meeting. Rector Dendy called the meeting to order. On a 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 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 Board.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. H. Benson Dendy III, <i>Rector</i>	X	
Ms. Carolina Espinal, <i>Vice Rector</i>	X	
Mr. Anthony Bedell	X	
Hon. Peter Farrell	X	
Mr. Andrew Florance	X	
Hon. Todd Haymore	X	
Dr. V. Dale Jones	X	
Ambassador Carmen Lomellin	X	

Mr. Edward McCoy	X
Rev. Tyrone Nelson	X
Dr. Tonya Parris-Wilkins	X
Ms. Alexis Swann	X

Mr. Parker was not present for the roll call. All members present responding affirmatively, the resolution of certification was adopted.

CLOSED SESSION ACTION ITEMS

Mr. Dendy mentioned to the board that he planned to make one motion to approve all other matters discussed in closed session together unless anyone opposed. Rector Dendy moved that the Board of Visitors of Virginia Commonwealth University approve the following actions as presented in closed session:

1. The faculty tenure appointments, changes in status and tenure recommendations.
2. The funds Named Funds and Spaces Report and the Approved Named Funds under \$50,000.
3. Honorary Degree recipient.
4. The BOV Scholarship recipients.

Mr. Andy Florance abstained from the vote. All other members present responding affirmatively, the closed session action items listed above were approved.

COMMITTEE OPEN SESSION REPORTS

Rector Dendy reminded all board members and those present that the committee open session reports were provided in the packets at their seats. A copy of the reports are attached hereto as *Attachment H* and is made a part hereof.

ADJOURNMENT

There being no further business, Rector Dendy adjourned the meeting at 2:08 p.m.

ATTACHMENT A
Virginia
Commonwealth
University
Board of Visitors

March 24, 2023

President Michael Rao



Vanessa Sheppard

VCU Associate Vice President for
Population and Public Health
Strategic Initiatives

**American Cancer
Society Researcher
of the Year**



Fotis Sotiropoulos

VCU Provost and Senior Vice
President for Academic Affairs

**American Society of
Mechanical Engineers
Fluids Engineering
Award**



**Research.com
named two faculty
members among
the top female
scientists in the
nation and the
world**



Sarah Spiegel,
chair of the
Biochemistry
and Molecular
Biology
Department at
the VCU School
of Medicine



Barbara Boyan,
executive
director of the
Institute for
Engineering and
Medicine

Virginia Commonwealth University Board of Visitors

March 24, 2023

President Michael Rao





ATTACHMENT B

Executive Summary for Policy Retirement: VCU Rules and Procedures

Policy Type: Board of Visitors

Responsible Office: President's Office

Draft Date: 2/21/2023

Initial Policy Approved: 05/06/2004

Current Revision Approved: 05/06/2004

Policy Retirement Process Tracking:

Respective Cabinet Member Approval to Retire Policy: 02/21/2023 -Pam Lepley

Integrity & Compliance Office Review: 02/21/2023

President's Cabinet Approval to Retire Policy: MM/DD/YYYY

Board of Visitors Approval to Retire Policy [BOV policies only]: MM/DD/YYYY

Why is this policy being retired?

☐ There is no longer a need to govern this topic.

☒ The topic is covered by another policy.

The VCU Rules and Procedures policy was developed and implemented before there were comprehensive policies governing the topics contained within the document. Currently, the Rules and Procedures policy is, at times, in direct conflict with policies such as: The Student Code of Conduct, Faculty Promotion and Tenure Policies, and policies owned by Equity and Access Services. These policies also expand on topics covered in the Rules and Procedures policy. No current VCU office uses the policy. There is also a risk that someone could use the Rules and Procedures Policy to try and undermine one of these stand-alone, topic specific, policies. We have consulted with partners in Faculty Affairs, Student Affairs and Legal and believe that it is time to retire this now obsolete policy.

Virginia Commonwealth University Rules and Procedures

Introduction

Virginia Commonwealth University is an academic community given meaning through the mutual respect and trust of the individuals who learn, teach, and work within it. Each member of this community is entitled to certain rights and privileges which must be protected through fair and orderly processes and which are best safeguarded when members act in an orderly and responsible manner. Each member of the University community is equally entitled to the protection of this document.

I. Application

This document governs the conduct of all persons on University premises; that is, on the campuses of VCU, and other property or facilities owned, controlled, or being used by the University. The provisions of this document are applicable to all members of the University community composed of faculty, administrators, staff, and students, as well as licensees and invitees. Statutes of the Commonwealth of Virginia, city or county codes, and federal laws apply on University premises, and violators of such laws will be subject to the provisions thereof, in addition to the sanctions of this document. In general, it is the policy of Virginia Commonwealth University not to become involved in adjudicating off-campus conduct of members of the University community. However, the institution also has a commitment to protect its own welfare and that of its members. Thus in those circumstances where the off-campus behavior of a member of the University community significantly impairs the University-related functioning of another member or gives rise to serious danger to the University community, the provisions of this document will apply to off-campus behavior of members of the University community. Such conduct may subject the violator to the provisions of law, in addition to the sanctions of this document. Additionally, in cases where off-campus conduct of a student has resulted in a criminal conviction or an adjudication of civil liability by a court of law, the University may exercise the right to impose the sanctions of this document even though the off-campus conduct does not significantly impair the University-related functioning of another member of the University community or does not give rise to serious danger to the University community. Any decision to exercise this right will be at the determination of the Provost or their designee.

II. Relationship to Other University Policies and Regulations

This policy supplements and does not replace other University policies, procedures, and regulations that specifically address conduct or classes of individuals (students, faculty, or staff) and take precedence over procedures set forth in this policy. In certain circumstances, members of the University community may be charged for an incident or infraction under such other policies, procedures, or regulations and under provisions of this document, but charges may not be brought under this policy if a charge has been, or is in the process of being brought under the Grievance Procedures for State Employees, the Faculty Grievance and Appeal Procedures, the Promotion and Tenure Policies and Procedures, or any specific policy that governs exclusively. Further, charges or cases involving VCU students are exclusively governed by procedures set forth in other specific policies, including but not limited to the Student Code of Conduct, the Honor System, the Policy on Sexual Misconduct/Violence and Sex/Gender Discrimination, and the Computer and Network Resources Use Policy.

III. Rights and Prohibited Conduct

Free inquiry and free expression are indispensable to the objectives of an institution of higher education. To this end, peaceful, reasonable, and lawful picketing and other orderly demonstrations in approved areas shall not be subject to interference by the members of the University community. Nor shall any member of the University community be subject to limitation or penalty solely because of the lawful exercise of these freedoms. However, those involved in picketing and demonstrations may not engage in conduct that violates the rights of any member of the University community.

These rules shall not be construed to restrain controversy or dissent, or to prevent, discourage, or limit communication between and among faculty, students, staff, and administrators. The purpose of these rules is to prevent abuse of the rights of others and to maintain public order appropriate to the University.

A. The Right to Academic Freedom and to Equal Educational and Occupational Access

The University is committed to providing an environment conducive to academic freedom, free inquiry, and equal access to educational and occupational opportunities. The principle of academic freedom requires all persons to respect another's dignity, to acknowledge another's right to express differing opinions, to cultivate and to cherish intellectual honesty, and to promote freedom of inquiry and expression. It is therefore the policy of the University that no act of any member of the University community shall serve to restrain or inhibit access to opportunities or the exercise of these freedoms. To that end, no person, either singly or in concert with others, shall willfully:

1. Discriminate against another person on a basis not reasonably related to the educational or job functions involved on the basis of race, ethnicity, sex, religion, color, creed, disability, sexual orientation, marital status, and age.
2. Harass or intimidate any person.
3. Cause physical injury or threaten any person with force or violence.
4. Have in their possession any firearm, other weapon, or explosive, regardless of whether a license to possess the same has been issued, without the written authorization of the president of the University. This restriction does not apply to persons whose duties lawfully require the possession of firearms or other weapons.
5. Disrupt or prevent the peaceful or orderly conduct of classes, lectures, meetings, or other University functions, or interfere with the lawful freedom of other persons, including invited speakers, to express their views.
6. Falsify or forge an official University record or document; or file documents with the University with the intent to mislead.
7. Lie, cheat, steal, or plagiarize. Violations of lying, cheating, plagiarism, and stealing will be adjudicated through this or other applicable documents. Student academic violations of lying, cheating, plagiarism, and stealing will be referred to the VCU Honor System for adjudication.
8. Violate any duly authorized University rule or regulation issued pursuant to a specific University function, for example, regulations applicable to social events, the library, or University hospitals.
9. Incite others to commit any act which has been herein prohibited.
10. Bring charges against a member of the University community that are spurious, or that are intended primarily to harass or maliciously defame, or that are designed to intentionally overburden the adjudicatory system.

B. The Right to Appropriate Use of University Premises in the Pursuit of Educational Goals, Occupational Endeavors, and Recreational Activities

No person, either singly or in concert with others, shall willfully:

1. Unreasonably stop or obstruct the free movement of any person or vehicle, or unreasonably obstruct a passageway, entrance, or exit.
2. Refuse to leave any University premise after being ordered to do so by an authorized member of the University community.
3. Destroy or damage land, buildings, or equipment owned or controlled by the University, the personal possessions of any individual, or without proper authorization, use, remove, or fail to return such property.
4. Without permission, expressed or implied by the duly assigned occupant, enter any office of an administrative officer, faculty member, or employee, or student office or room. This does not prohibit the right of University law enforcement officers or maintenance personnel to enter private rooms, offices, or any other University facility to prevent damage to or protect persons or property.
5. Enter into, or remain in, any University premise for other than an authorized purpose, or remain beyond the prescribed hours for utilization of the facility, without written permission from a University community member authorized to give such permission.

C. Student Off-Campus Conduct

When determined to be detrimental to the interests of the University by the Provost or their designee, certain off-campus conduct by students, that does not involve another member of the University community or otherwise does not give rise to serious danger to the University community but which results in a conviction of a criminal offense or an adjudication of civil liability by a court of law, may subject the convicted or adjudicated student to the penalties of this document. Such offenses include, but are not limited to, the following:

1. Theft, destruction, defacing (e.g., graffiti) or damaging (e.g., vandalizing) land, buildings, equipment or property of others.
2. Possession, use, sale or distribution of illegal drugs or substances or the underage possession and/or consumption of alcohol.
3. Assault and/or battery, sexual assault, threats, stalking or domestic violence or other offenses causing personal injury or death.
4. Breach of the peace (e.g., disorderly conduct, public drunkenness, unlawful assembly, etc.)

D. Prohibitions from Other Policies

There are a number of separate policies that specify further prohibitions, and that refer to the procedures and penalties of this document. A list of such policies can be obtained from the office of the senior vice president for administration.

IV. Penalties and Other Disciplinary Actions

Any person who violates the provision of this document is subject to one or more of the following penalties and/or disciplinary actions: Classified employees and faculty may also be subject to penalties under other University policies.

A. Censure

Censure may be imposed by the University Hearing Board, or by the president upon the recommendation of the University Appeal Board, or in the event the accused waives the right to a hearing, by the administrator receiving the charges. Censure is a written warning advising that the individual has been judged guilty of conduct which violates the provisions of this document and that the individual must avoid a recurrence of conduct which violates the provisions of this document. Censure is an official warning and is not reported to external agencies as a University disciplinary action.

B. Probation

Probation may be imposed by the University Hearing Board or by the president upon the recommendation of the University Appeal Board, or in the event the accused waives the right to a hearing, by the administrator receiving the charges. Probation is a written warning indicating that the individual has been judged guilty of conduct which violates the provisions of this document. An individual on Probation who is charged with another violation of this document will be required to appear before the University Hearing Board or appropriate administrator for consideration of Separation or Dismissal from the University. (See IV.D.) Probation is an official warning and is not reported to external agencies as a University disciplinary action.

C. Public Service and/or Educational Experience

Assignment of hours of Public Service or Educational Experience may be imposed by the University Hearing Board, or by the president upon the recommendation of the University Appeal Board, or by the administrator receiving the charges. Public Service or Educational Experience may be within the University, or in the larger community. Such Public Service or Educational Experience should ideally bear some relationship to the offense committed. Documentation of successful completion of the assigned hours of Public Service or Educational Experience must be provided by the accused within a specified time period in the form of a written certification from the supervisor of the community or University organization/office where the service or Educational Experience was performed. An individual assigned Public Service and/or Educational Experience who fails to complete the assignment and provide documentation will be required to appear before the University Hearing Board or appropriate administrator for this violation and may be considered for Separation or Dismissal from the University. Public Service and/or Educational Experience is not reported to external agencies as a University disciplinary action.

D. Separation and Dismissal

Separation or Dismissal may be imposed by the University Hearing Board or by the president upon the recommendation of the University Appeal Board, or in the event the accused waives the right to a hearing, by the administrator receiving the charges. (See V.D.2.b.) Separation or

Dismissal may be imposed even though the violator has not previously received a Censure or been placed on Probation. Separation can be given for a definite period of time up to two years. A Dismissal will be for an indefinite period. (See IV.F.) If the accused is a faculty member, an administrator, or a classified or hourly employee, the Separation or Dismissal will be effected according to the conditions stipulated in the policies and contract under which the accused member is employed. Separation and Dismissal are University disciplinary actions which may be reported to external agencies.

E. Interim Suspension

Interim Suspension may be imposed as described in Section V.D.3.

F. Reinstatement After Separation or Dismissal

Only when a penalty of Separation has been removed by expiration or when Dismissal has been removed by action of the University Appeal Board may an individual petition the appropriate admissions committee or hiring agency for reinstatement. Faculty members and administrators separated for eight months or less will be automatically reinstated. In cases of Dismissal, the individual may, after two years, annually request the University Appeal Board to alter the penalty so as to allow the individual to apply for reinstatement to the University. Such individuals must meet all other University requirements and be judged competitively with other applicants before being reinstated. (See VI.A.3.)

G. Penalties Against a Licensee or Invitee

When the accused is a licensee, invitee, or visitor, authorization to remain on the campus or other facilities used by the University may be withdrawn, and they may be directed to leave the premises. Failure to leave or unauthorized return may subject the individual to applicable penalties under city, county, or state laws. A licensee, invitee, or visitor may petition the president of the University in writing to authorize a hearing before the University Hearing Board to determine whether there are proper and sufficient grounds for being excluded from University premises. The University Hearing Board shall present its recommendations directly to the president. There will be no further appeal.

H. Restitution

Restitution by the violator to the University or to members of the University community may serve, in certain instances, in lieu of or in addition to the application of the above penalties.

V. Procedures

A. Informal Complaint Option

1. The Informal Complaint Option is intended to provide an opportunity for an informal resolution of a complaint by a member of the University community or a department or unit of the University against other member(s) of the University community. The administrator receiving the Informal Complaint serves as a neutral mediator to resolve the complaint, although the administrator receiving the Informal Complaint is authorized to take several

actions against the accused as specified below. Action taken through the Informal Complaint Option does not negate the right of the complainant to file a formal charge under the procedures specified in V.B.

2. Any member of the University community or a department or unit of the University may make an Informal Complaint about any other member(s) of the University community. All Informal Complaints involving charges of discrimination (III.A.1) or harassment (III.A.2) must be in writing and are filed with the assistant vice president for human resources. Informal Complaints not involving charges of discrimination or harassment must be in writing and are filed as follows:
 - a. Informal Complaints against the president shall be filed with the rector of the Board of Visitors
 - b. Informal Complaints against a student shall be filed with the dean of student affairs.
 - c. Informal Complaints against a faculty member (including academic department chairs) shall be filed with the academic dean of the accused faculty member.
 - d. Informal Complaints against a classified or hourly employee shall be filed with the assistant vice president for human resources.
 - e. Informal Complaints against an administrator shall be filed with the appropriate vice president or provost.
 - f. Informal Complaints against an administrator reporting to the president shall be filed with the president.
3. The administrator receiving the Informal Complaint shall conduct a confidential investigation by interviewing the individual(s) bringing the complaint and the individual(s) accused in the complaint. When necessary, the administrator also may interview other individuals who have direct and specific information regarding the behavior alleged in the complaint. At the discretion of the administrator receiving the Informal Complaint, staff members from other areas may assist with the investigation interviews, (e.g., a female staff member from the Division of Human Resources could assist with a complaint related to sexual harassment.)
4. As soon as reasonably possible after the conclusion of the interviews, the administrator shall schedule a joint conference involving the administrator, the individual(s) bringing the complaint and the individual(s) accused in the complaint. As appropriate, the administrator may suggest one or more of the following options resolve the complaint, such as:
 - a. Apologies, written or verbal.
 - b. Specific understandings for future contact and behavior between and among the parties involved in the Informal Complaint.
 - c. Specific actions intended to correct or compensate for the behavior alleged in the complaint.

If all parties to the complaint agree to the conditions of the options offered by the administrator, the complaint shall be considered resolved, notwithstanding the option of the complainant to bring charges as noted in V.A.1. The administrator shall prepare and maintain a memorandum to the file which summarizes the results of the investigation and the terms of the agreement to resolve the complaint.

5. If the options suggested in V.A.4 are not accepted by all parties to the complaint, or, if the administrator determines that the circumstances warrant further action, the administrator is authorized to take actions or penalties such as, but not limited to the following:
 - a. Issue a verbal or written warning to the accused member of the University community. Such a warning would inform the accused formally of the nature of the complaint, provide the name of the individual(s) bringing the complaint, provide an explanation as to why the behavior in question was unacceptable, and caution that further complaints could lead to more serious penalties.
 - b. Assign a Censure as described under IV.A.
 - c. Assign Public Service or Educational Experience as described under IV.C. d. Require Restitution as described under IV.H.
6. If the accused disagrees that an action or penalty is warranted, they may request, in writing, within 10 days, excluding weekends and official University holidays, of receipt of the notification of the decision of the administrator, that the administrator refer the case to the University Hearing Board. The administrator shall honor this request. During the hearing process, the accused has the same status as held prior to the action of the administrator.
7. Unless a penalty as specified under V.A.5.a.-d. is assigned, or unless the accused requests that the case be referred to the University Hearing Board, there will be no formal records maintained by the administrator regarding any Informal Complaint, except as provided in V.A.4.c. above.

B. Formal Charges

1. Charges against an invitee, licensee, or any other person who is not a member of the University campus.

Any member of the University community may bring charges against an invitee, licensee, or any other violator who is not a member of the University community. Upon notification of such charge, the president of the University or a designee may inform the charged person that they are not authorized to remain on the University premises and may direct that person to leave. If the charged person refuses to leave, the president or designee may cause ejection from the University premises.

2. Charges against the president.

Any member of the University community may bring charges against the president of the University. These charges must be in writing and directed to the Board of Visitors of the University. The Board of Visitors shall adjudicate the charges as it deems proper.

3. Charges against other members of the University community.

Any member of the University community may bring charges against any other members of the University community. Such charges must be in writing and filed as follows:

- a. Charges against a student shall be filed with the dean of student affairs, except as provided in V.G.4.
 - b. Charges against a faculty member (including an academic department chair) shall be filed with the academic dean of the accused faculty member.
 - c. Charges against a classified or hourly employee shall be filed with the assistant vice president for human resources.
 - d. Charges against an administrator shall be filed with the appropriate vice-president or provost.
 - e. Charges against an administrator reporting to the president shall be filed with the president.
4. Charges may be brought by a department or unit of the University (for example, police department, University libraries, University Enrollment Services, etc.). In such cases, the unit head will designate a representative to act as accuser.
5. In order to be considered, a charge must be brought within two years of the incident for which the charge is being brought.

C. Preliminary Evaluation of Charges

The administrator with whom the charge is filed will determine within 30 calendar days of receiving a charge whether the charge warrants further investigation. If the administrator decides that the accusation should be dropped, they shall notify the individual who filed the charge. Should the individual filing the charge disagree with the administrator, they may request, in writing, within 10 working days, that the administrator refer the charge to a panel of three administrators designated to receive charges in V.B.3., one each to be selected by the administrator with whom the charge was filed, the accused, and the accuser. All such requests will be granted. Within 30 calendar days of the charge being referred to the panel, the panel shall review the charge and information, and direct the administrator either to terminate further action or proceed with an investigation in accordance with V.D.

D. Action by the Administrator

If the administrator determines that the charge warrants investigation, they will appoint a designee to conduct one. The administrator shall provide written notification to both the accused and the accuser of the name of the appointed investigator. The accused, and the accuser, may request once each that the investigator be disqualified for bias or conflict of interest. To be considered, this request must be in writing and delivered to the administrator within seven (7) working days of notification. The administrator will then decide whether the investigator is to be disqualified, and their judgment is final. If a new investigator is appointed, the administrator shall provide written notification to both the accused and the accuser of the name of the new investigator. The administrator shall also provide written notification to the accused of the charges and who filed them. The investigator shall then consult with the accused and perform such fact finding activities as might be necessary. Both the accused and the accuser have the right to be accompanied by an adviser when meeting with the investigator and throughout the procedures described in this document. The administrator shall ensure that investigator's report is received, and one of the following actions is taken, within a reasonable period – and no later than one year – of decision to investigate:

1. If the administrator determines that action is not warranted, they shall, in writing, notify both the accused and the accuser. Should the accuser disagree with this decision, the accuser may request, in writing, that the administrator refer the charge and all information obtained by the investigator to a panel of three administrators designated to receive charges in V.B.3., one each to be selected by the administrator, the accused, and the accuser. All such requests will be granted. Within a reasonable period-and no later than six months-of the charge being referred to the panel, the panel shall review the charge and information obtained upon investigation by the administrator or by the panel (if it deems further investigation desirable), and direct the administrator either to terminate any action or proceed under V.D.2.
2. If the administrator decides that the charge warrants further action, they shall proceed by one of the following alternatives:
 - a. If the administrator determines that the charge has been substantiated, but is insufficient to cause Separation or Dismissal, they shall Censure, assign Public Service and/or Educational Experience, place the accused member on Probation, or any combination of these actions. If the accused member disagrees the penalty is warranted, they may request, in writing within 10 days of receipt of notification of the action, that the administrator refer the case to the University Hearing Board. The administrator shall honor this request.
 - b. If the administrator determines that the charge is of such nature that conviction would subject the accused member to possible Separation or Dismissal from the University, the administrator shall, except as immediately noted, refer the case to the University Hearing Board. If the accused states in writing that they waive the right to a hearing and agrees to accept the decision of the administrator without appeal, then the administrator will decide the case and appropriate penalty.
3. Interim Suspension
 - a. If the University president or designee determines that the presence of an accused member of the University community presents a serious and immediate threat to the University, the president or designee may immediately suspend that member, if this is permitted by the policies and contracts governing the accused.
 - b. The president or designee shall cause a hearing to be conducted within five days excluding weekends and official University holidays to determine the validity of the Interim Suspension and to determine if it should continue. Such hearing will be conducted within the University Hearing Board guidelines contained in V.F. and V.G. If the Interim Suspension is determined to be not valid, the accused shall be allowed to resume a customary and usual role within the University community without penalty.
 - c. If the Interim Suspension is continued, another hearing must be held to adjudicate the case no sooner than five days nor later than 10 days, excluding weekends and official University holidays, of the date of the Interim Suspension hearing. If the Interim Suspension is not continued, another hearing must be held to adjudicate the case as soon as possible.

E. University Hearing Board

1. The University Hearing Board will be constituted annually at the beginning of the academic year and will consist of the following members:
 - a. A chair appointed annually by the president of the University. The chair shall be non-voting, except in the case of a tie vote.
 - b. Two students, only one of whom shall serve on a given case, as outlined below:
 - 1) A student from the Monroe Park Campus appointed annually by the Appointments Committee of the Student Government Association.
 - 2) A student from the Health Sciences Campus appointed annually by the VCU Medical Center Honor Council.
 - 3) If the accused has greater responsibility on the Monroe Park Campus, the student from the Monroe Park Campus will serve. If the accused has greater responsibility on the Health Sciences Campus, the student from the Health Sciences Campus will serve. Should the accused have equal responsibility on both campuses, either student will serve as decided by lot.
 - c. The president of the University Faculty Senate or their annually appointed designee from the Faculty Senate.
 - d. An administrator appointed annually by the president of the University.
 - e. A classified employee appointed by the senior vice president for administration.
 - f. Each appointing party will annually designate at least two alternates for each appointee.
2. Although every reasonable effort shall be made to have all members present, four members shall constitute a quorum provided that the representative of the peer group of the accused is present. The chair shall be counted in determining whether a quorum is present.
3. Annually, the chair of the University Hearing Board shall, at the beginning of the academic year and before hearings are conducted, schedule an orientation and training session for all members and alternates appointed to the University Hearing Board. Such training shall include a review of the procedures to be followed by the University Hearing Board in conducting hearings, together with such issues as confidentiality, sensitivity required for charges of sexual assault or rape, and other duties of board members.
4. The administrator overseeing the investigation, or their designee, and the investigator shall present to the University Hearing Board the findings and evidence establishing the charges against the accused.
5. Each member of the University Hearing Board, excluding the chair, except in the case of a tie (see E.1.a.) will have one vote as to the guilt or innocence of the accused on each charge and the decision will be determined by a simple majority.
6. On a finding of guilty, the University Hearing Board shall determine the punishment of the accused by majority vote.

7. At the conclusion of the hearing, the chair shall, in writing, notify the accused, the accuser, and the administrator receiving the charge of the decision of the University Hearing Board and return to the administrator all records and documents of the case and hearing.
8. In the case of an appeal, the chair of the University Hearing Board will have access to all records and documents and copies when needed to prepare and present the findings of the University Hearing Board to the University Appeal Board.
9. Service on the University Hearing Board
 - a. If any one of the members of the University Hearing Board cannot continue in that position, the alternate shall serve as a replacement, and a new alternate shall be appointed by the appointing party.
 - b. If a member of a University Hearing Board cannot serve on a particular case, their alternate will serve. If the alternate cannot serve, the chair of the University Hearing Board must ask the appointing party to appoint a substitute for that particular case. (See V.E.2.)
 - c. If the chair cannot serve on a particular case, the alternate chair will serve.

F. Hearings and Procedural Due Process

Preparations and hearings shall proceed as follows:

1. The chair of the University Hearing Board shall notify the accused and the accuser, in writing, of the nature of the charge(s), who filed the charge(s), a brief description of the circumstances of the charge(s), and the penalties to which the accused may be subject if found guilty. The chair shall also provide written notification to both the accused and the accuser of the names of the University Hearing Board members that will hear the case.
2. The accused and the accuser upon request will each be permitted to review the evidence and obtain copies of the records and documents at a reasonable cost.
3. The hearing must be held no sooner than five days and no later than 10 days, excluding weekends and official University holidays, from the date of notification of the hearing. At the request of the accused and with the agreement of the chair of the University Hearing Board, a hearing may be held sooner than five days.
4. Either the accused or the accuser may request postponement of the hearing. The chair of the University Hearing Board may grant postponement for a reasonable period of time, but is not required to do so.
5. The University Hearing Board will develop a hearing format and the accused and the accuser shall be informed of such at the time of notification of the hearing.
6. The hearing format must provide for the following:
 - a. The hearing will be open to the University community (open hearings do not require that a large number of persons be accommodated) unless:

- 1) The accused requests a closed hearing.
 - 2) The accused requests a closed hearing except for a few observers of their choice. (The number shall be determined by the chair).
 - 3) The chair closes the hearing because of disruptions.
 - b. The accused and the accuser each may be accompanied in the hearing - even if closed - by an adviser of their choice and may consult with the adviser throughout the hearing. The role of the adviser is limited to consultation with the advisee (e.g., the adviser may not call or question witnesses).
 - c. The accused and the accuser each will be given the opportunity to hear the evidence presented, to present witnesses (including themselves) and to cross-examine all witnesses who testify. For cause, the chair may permit both the accuser and the accused to provide testimony in closed session.
 - d. The accused may reserve the right to remain silent.
7. Within five days, excluding weekends and official University holidays, of the conclusion of the hearing, the chair of the University Hearing Board, shall, in writing, notify the accused, the accuser, and the administrator receiving the charges of the decision. Other notifications shall be made in accordance with VI.B.
 8. A record will be made of the proceedings.
 9. Upon request, the accused and the accuser shall have the right to view all records and documents pertaining to the hearing and shall be furnished copies of such records and documents at a reasonable cost.
 10. The accused - but not the accuser - may appeal the University Hearing Board decision to the University Appeal Board. See V.H.4.
 11. Members of the University Hearing Board shall hold all specific information regarding hearings and deliberations confidential.

G. Other Considerations for University Hearings

1. If the accused refuses to participate or fails to appear at a hearing, the University Hearing Board will hear the case on the basis of the evidence accumulated as a result of the investigation.
2. If the accused refuses to participate or fails to appear, the accused's adviser shall not be permitted to participate beyond a brief opening statement.
3. If the accused member terminates their relationship with the University prior to the hearing, the University Hearing Board shall have the option of conducting a hearing, with the accused present if possible.
4. If the accused is a faculty member, the academic dean involved, in consultation with the chair of the University Hearing Board, may determine that the charges are more appropriate to resolution by the Faculty Grievance Procedure.

5. If the accuser is a non-probationary classified employee and the issue raised is one that would qualify as "grievable" under the State's Employee Grievance Procedure, the assistant vice president for human resources, with the consent of the accuser, may refer the case through the State's Standards of Conduct and/or Employee Grievance Procedure. Actions and procedures under this document shall not limit the employee's rights as provided by the Virginia Personnel Act and Employee Grievance Procedure.
6. The president of the University shall appoint additional ad hoc hearing boards and appeal boards if required in emergency situations. Such boards shall follow the same procedures and have the same representative composition as the annually constituted boards.

H. Appeal

1. The accused has a right to appeal a University Hearing Board finding of guilt as per section V.H.4. of this document. A written appeal must be delivered in person or by certified mail to the chair of the University Appeal Board, or designee, within 10 days, excluding weekends and official University holidays, of receipt of the notification of the action of the University Hearing Board. The appellant must state as clearly and as fully as possible the reasons for seeking modification of the decision.
2. The chair of the University Appeal Board shall provide written notification to both the accused and the accuser of the names of the University Appeal Board members who will hear the case.
3. In considering an appeal, the University Appeal Board shall consider only the following issues:
 - a. Whether the original board's process was conducted fairly and in accordance with prescribed procedures.
 - b. Whether there is new evidence or relevant information not available at the time of the original hearing that, if consequential, shall result in a remanding of the case to the original board.
 - c. Whether the original decision is supported by substantial evidence.
 - d. Whether the University regulations alleged to have been violated were properly interpreted or applied by the original board.
 - e. Whether the sanction imposed was proportionate to the gravity of the misconduct.
4. During the appeal process the accused has the same status as they had prior to the finding of guilty. An individual on Interim Suspension will remain on Interim Suspension during the appeal process. An individual who has been separated (suspended) or dismissed by the University Hearing Board or other duly authorized board or Honor Council shall, following a recommendation to the University Appeal Board and a decision by the president to uphold said penalty, be separated or dismissed from the University effective as of the date of the initial decision of the University Hearing Board or other duly authorized board or Honor Council.
5. The University Appeal Board will be constituted and shall consist of the following:

- a. A student. If the case arises from the Health Sciences Campus, a student annually appointed by the Executive Council of the Health Sciences Student Government Association will serve. If the case arises from the Monroe Park Campus, a student annually appointed by the University Appointments Committee of the Student Government Association will serve.
 - b. A faculty member. The Faculty Senate will choose one faculty member from the Health Sciences Campus and one faculty member from the Monroe Park Campus. Only the member from the campus of the accused will serve at the appeal hearing.
 - c. A classified or hourly employee appointed by the senior vice president for administration.
 - d. An administrative officer jointly appointed by the vice-president for academic affairs and the vice-president for health sciences.
 - e. A chair appointed by the president of the University from among the full-time faculty. The chair shall vote only in case of a tie.
 - f. The administrative officer, the classified or hourly employee, and the chair must provide representation from both campuses.
 - g. No one who serves on a University Hearing Board, or the Honor Councils, shall also serve on the University Appeal Board. Nor shall an University Appeal Board for faculty, administrators, or staff include any division chair, departmental chair, dean, or vice-president under whom the accused serves.
 - h. Each appointing party shall annually designate at least two alternates for each appointee who will serve when the appointee is not available or has disqualified themselves.
 - i. Although every reasonable effort shall be made to have all members present, three members plus the chair shall constitute a quorum, provided that a representative of the peer group of the accused is present.
 - j. If a member cannot continue to serve, the chair of the University Appeal Board shall request the original appointing party to make a new appointment. If a member of the University Appeal Board cannot serve on a particular case, an alternate will serve. If no alternate can serve, the chair will ask the appointing party to appoint a substitute for that particular case. If the chair or alternate cannot serve on a particular appeal, the president shall appoint a substitute.
 - k. Annually, the chair of the University Appeal Board shall, before appeals are considered, schedule an orientation session for all members and alternates appointed to the University Appeal Board. Such orientation shall include a review of the procedures to be followed by the University Appeal Board in conducting appeals, together with such issues as confidentiality and other duties of board members.
6. The University Appeal Board may remand a case, dismiss some or all of the charges, affirm the decision of the University Hearing Board, other duly authorized board, or the Honor Councils, or reduce the penalty imposed. In no event may an appeal result in the imposition of a more severe penalty for the accused.
 7. When hearing an appeal from the Honor Council or an all-Monroe Park Campus judicial system or other procedures authorizing such appeal, the University Appeal Board shall take into consideration the provisions, procedures, and sanctions of the document from which the appeal arose.

8. The decisions of the University Appeal Board will be reached by a simple majority vote and shall be presented to the president, or designee, as a recommendation within three days, excluding weekends and official University holidays, from the completion of the appeal hearing. The president, or designee, shall make their decision after reviewing the recommendations and supporting material. The decision of the president, or designee, is final. The decision will be relayed to the accused member, the University Hearing Board, or Honor Council, and the accused member's dean or supervisor within 10 days, excluding weekends and official University holidays, after receipt of the recommendation of the University Appeal Board.
9. Members of the University Appeal Board shall hold all specific information regarding appeals and deliberations confidential.

I. Additional Appeals

1. Actions and procedures under this document shall not limit the classified or hourly employees' rights as stated in the Virginia Personnel Act.
2. A tenured faculty member may appeal a decision of Dismissal by the University Hearing Board to the University Promotion and Tenure Appeal Panel as provided in Section VII.B.2. of the Faculty Promotion and Tenure Policies and Procedures. Appeals must be filed within 15 working days of notification.

VI. Records and Release of Information

A. Records

1. If the administrator who initially received a charge determines that no action is warranted, and if after a reasonable period there is no appeal of this decision, all records and documents shall be returned to the individuals or agencies which supplied them. The administrator shall destroy all remaining records pertaining to the charge and its description. The same will be done if a hearing or an appeal results in an acquittal.
2. All records of Censure and Probation will be kept for five years and then destroyed except as provided in VI.A.3. If an individual receives additional sanctions (Censure and Probation) during this five-year period, records of all violations of these provisions will be retained until there is a period of five years following the most recent sanction. They shall be retained by the administrator who initially received the charges, with sufficient safeguards to ensure confidentiality.
3. If an individual is separated or dismissed, complete records of the proceedings and all pertinent documents, including any records of previous censures or probations, shall be permanently maintained by the administrator who initially received the charges with sufficient safeguards to ensure their confidentiality.

4. A student's academic transcript will indicate any action which prohibits readmission as long as the prohibition is in effect. This means that once a penalty of Separation has been removed by expiration or a Dismissal by action of the University Appeal Board, the notation will be removed from the academic transcript by action of the administrator who initially received the charges. The records for classified employees will be dealt with in accordance with applicable State policies. All records for faculty will be dealt with in accordance with the Promotion and Tenure Policies and Procedures and the Faculty Grievance Procedures. (See IV.F.)

B. Release of Information

1. Information relative to a case or subsequent penalties shall be released to members of the University on a need-to-know basis. The administrator directly in charge of the above records (See VI.A.3.) shall determine need-to-know.
2. When a student is found guilty, the dean of the school in which the student is enrolled will be notified of the action taken. When the student is separated, or is dismissed, the director of academic records will be notified to withdraw the student and make an appropriate notation on the academic transcript.
3. When an employee is found guilty, the assistant vice president for human resources will be notified of the action taken.
4. The individual or agency which initiated a charge under this document will be notified of subsequent acquittals or penalties. Notices of such actions shall include a statement of confidentiality and a request for care in the security of the information.
5. Release of information not covered under VI.B. shall be only with written consent of the member adjudicated, or as required by law.

VII. Implementation

A. Coordination and Orientation

The president or their designee shall be responsible for coordinating the provisions of this document and will provide orientation and training for those with identified functions under this document.

B. Enabling Clause

This document replaces and supersedes the Virginia Commonwealth University Rules and Procedures effective January 8, 1979. Records created or sanctions imposed under previous documents will be continued, amended, stored, or destroyed as appropriate to conform to the provisions of this document.

C. Revisions

The president of the University may establish an ad hoc committee to recommend specific changes or to undertake a general revision of this document. Any member of the University community, either singly or in concert with others, has the right to petition the president in this regard.

Revision approved by the University Council: May 6, 2004

Revision approved by the Board of Visitors: May 21, 2004

Effective: August 26, 2004



VCU

BOV Member Remote Participation in Meetings by Electronic Communication Means and All Virtual Meetings

Policy Type: Local – Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 09/18/2015

Current Revision Approved: _____

Policy Statement and Purpose

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 all-virtual meetings as necessary and in compliance with FOIA and participation of its members in meetings by electronic communication means in the event of (a) a personal matter, or (b) a temporary or permanent disability or other medical condition that prevents the member's physical attendance, or (c) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance, or (d) the member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting.

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 or committee 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 fact of a family member's medical condition requires the member to provide care for such family member prevented physical attendance, or the fact that the distance between the member's principal residence and the meeting location is more than 60 miles, or the specific 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 each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

For public transparency real-time electronic access to such meetings will be posted on the Board website with the agenda.

All-virtual meetings must follow the procedures as set forth in this policy.

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

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Who Should Know This Policy

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

All-Virtual Meeting

A public meeting (i) conducted by a public body, other than those excepted pursuant to subsection C of § 2.2-3708.3, using electronic communication means, (ii) during which all members of the public body who participate do so remotely rather than being assembled in one physical location, and (iii) to which public access is provided through electronic communication means.

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 three

(3) members of the committee. The Rector and Vice-Rector are counted as members in determining the quorum for a meeting of a 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 general description of the location that is recorded in the Board minutes.

Contacts

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

Procedures

1. Remote Participation.

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 that prevents the member's physical attendance; (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; or (iii) the fact that the distance between the member's principal residence and the meeting location is more than 60 miles; or (iv) 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 a general description of the remote location from which the Board member participated along with the fact that the Board member participated remotely due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance; (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; (iii) the fact that the distance between the member's principal residence and the meeting location is more than 60 miles, or (iv) 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.

2. All-Virtual Meeting.

The Board of Visitors may hold all-virtual public meetings, subject to the requirements and limitations set forth in this policy. Public access to the all-virtual public meeting is provided via electronic communication means as required by Va. Code 2.2-3708.3(D)(2).

No more than two (2) all -virtual meetings of the Board, and 2 all-virtual meetings of any committee or sub-committee, may be held per calendar year and provided that does not represent more than 25% of the meetings per calendar year. A decision to hold an all-virtual meeting of the Board or any committee or sub-committee shall made by the Rector, upon consultation with the President. Further, no all-virtual meeting shall be held consecutively with an all-virtual meeting.

In order for an all-virtual meeting of the Board, or any committee or sub-committee of the Board, to be held, the following requisites must be met, in addition to those required for all in-person meetings:

- a. The public notice of the meeting required by Va. Code 2.2-3707 shall indicate that the meeting will be all-virtual and state that any change in the method by which the Board, committee or sub-committee chooses to meet will be communicated by issuance of a new statutorily compliant meeting notice in accordance with the requirements of Va. Code 2.2-3708.3(D)(1).
- b. Public access to the all virtual meeting must be provided by a means of electronic communication that allows the public to hear and see (when audio-visual technology is available) all members of the public body participating. A phone number or other live contact information shall be provided for the public to alert the Board if the audio or video transmission of the meeting fails. Staff shall monitor the transmission and if audio or video fails, the Board shall take a recess until public access is restored.
- c. The meeting agenda and agenda packets shall be provided in electronic format, at the same time as they are provided to the Board.
- d. If public comment is customarily received at the meeting when it is conducted in person, the public shall be afforded to opportunity to comment through electronic means.
- e. No more than two members may participate in the all-virtual meeting from a single location unless that location is open to the public.
- f. If an all-virtual meeting goes into closed session, public access to the meeting must be restored before a vote to certify the closed meeting is taken.
- g. Minutes must be taken and must include the fact that the meeting was held using electronic communication means, and identify the means by which the meeting was held.

Forms

There are no forms associated with this policy.

Related Documents

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

Revision History

Originally adopted: 09/18/2015

Amended: 09/16/2022

FAQs

There are no FAQs associated with this policy and procedures.

**Authorization to Initiate a Major Capital Project and
Amendment to the 2022-2028 Six-Year Capital Plan**
VCU Dentistry Center

Background

A new building for VCU's School of Dentistry was initially included in VCU's 2022-2028 Six-Year Capital Plan, which was approved by the Board of Visitors in May 2021. This is a request for authorization to initiate this major capital project as required by the board's Management Agreement with the General Assembly.

Considerations

The VCU School of Dentistry is the Commonwealth of Virginia's only dental school and the only dental facility in the state for multidisciplinary care that includes oral surgery, periodontology, oral pain, oral cancer, etc. The Lyons Building (1975) and Dental Building 1 (1954) are beyond their useful life, with more than \$90M in deferred maintenance needs. Additionally, they do not meet current educational or patient care needs and they present accessibility concerns.

Size and Scope

The VCU Management Agreement states that the Board of Visitors shall authorize the initiation of each major capital project by approving its size, scope, budget and funding. Based on an initial analysis, a new VCU Dentistry Center will be approximately 314,000 gross square feet and will provide state-of-the art education, equipment and technology serving more than 500 students. The supporting spaces include a range of classroom environments, simulation and practice laboratories with manikin stations, academic laboratories, general and specialty practice clinics with operatories, and support spaces. The size and scope will be refined through the planning phase and the board will be updated throughout the process.

This modern facility will further Dentistry's important academic, clinical and research missions, as well as maximize care for underserved populations throughout the state of Virginia.

Cost and Funding

The estimated cost of the project is \$415M. VCU has requested funding from the Commonwealth of Virginia for pre-planning.

Recommendation

Authorize the initiation of a VCU Dentistry Center capital project and an amendment of the university's 2022-2028 Six-Year Capital Plan to reflect a revised estimated project cost of \$415M.

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

**AUTHORIZATION TO INITIATE A MAJOR CAPITAL PROJECT FOR A
VCU DENTISTRY CENTER**

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

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

WHEREAS, by Chapter 4.10, Title 23 of the Virginia Code, the University entered into that certain Management Agreement with the Commonwealth of Virginia which was enacted as Chapter 594 of the Acts of Assembly of 2008 which, as amended, classifies the University as a public institution of higher education and empowers the University with the authority to undertake and implement capital projects, which include the acquisition of any interest in land, improvements on acquired land, capital leases, new construction, and building improvements and renovations;

WHEREAS, the Management Agreement requires the Board of Visitors to authorize the initiation of each Major Capital Project by approving its size, scope, budget, and funding;

WHEREAS, the new VCU Dentistry Center will be approximately 314,000 gross square feet and will provide state-of-the art education, equipment and technology serving more than 500 students. The supporting spaces include a range of classroom environments, simulation and practice laboratories with manikin stations, academic laboratories, general and specialty practice clinics with operatories, and support spaces. The size and scope will be refined through the planning phase and the Board will be updated throughout the process;

WHEREAS, the Board has determined it is desirable to to authorize the initiation of a major capital project for the VCU Dentistry Center.

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

1. The Board authorizes the initiation of a major capital project for a VCU Dentistry Center.
2. This Resolution shall take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth
University Procurement Services and Facilities
Management

From:

Subject: Approval for Contract with Trane U.S. Inc.
Exceeding \$5 Million

Date: 2/17/2023

Recommendation

We recommend that the Board approve the contract with Trane U.S. Inc. and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into a contract with Trane U.S. Inc. to purchase HVAC products, maintenance, installation and repair. The total actual or anticipated expenditure value of the contract with Trane U.S. Inc. may exceed \$5 million.

Discussion

Trane will provide maintenance, repair and replacement services under this contract. The contract was competitively procured by a national Group Purchasing Organization (GPO), Omnia. As a member of this national GPO, VCU leverages the volume of numerous organizations and the negotiation of more favorable terms and pricing. This contract serves as a bridge to the Omnia contract and meets VCU's competitive requirements defined in § 6. A Cooperative procurement of Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia.

University Impact

This contract allows VCU's Facilities Management Department to maintain, replace and overhaul its HVAC systems in an efficient and cost-effective manner while reducing lead time for major repairs.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into a contract with Trane U.S. Inc. to purchase HVAC products, maintenance, installation and repair; and

WHEREAS, the total actual or anticipated expenditure value of the contract with Trane U.S. Inc. may exceed \$5 million.

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

1. The Board approves the contract with Trane U.S. Inc.
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth University

From: Procurement Services and Facilities Operations

Subject: Approval for Contract with Many Under the Skilled Trades Solicitation Exceeding \$5 Million

Date: 2/17/2023

Recommendation

We recommend that the Board approve the contracts with the vendors listed below and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into contracts with multiple vendors to purchase direct digital control, building automation, and fire alarm installation, maintenance and repair services (Skilled Trades). The total actual or anticipated expenditure value of the contracts may exceed \$5 million over the seven-year term of the contracts with the following vendors.

Colonial Webb
Johnson Controls
JRC Services
Latitude 36
Mid Atlantic Controls
Siemens
Virginia Sprinkler Company

Discussion

The contracts support the Facilities Management Department's purchase of services for direct digital control systems, building automation, and fire alarm installation, maintenance and repair services as needed. The services were competitively procured through a request for proposal process defined in Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia. The contracts are optional use contracts with an initial term and have seven one-year optional renewals.

University Impact

These contracts allow VCU's Facilities Management Department to maintain its buildings and supporting automation and fire alarm systems in an efficient and cost-effective manner while maintaining a safe environment for students, faculty, staff and visitors to the university.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into contracts with multiple vendors to purchase direct digital control, building automation, and fire alarm installation, maintenance and repair services.; and

WHEREAS, the total actual or anticipated expenditure value of the contract with multiple vendors may exceed \$5 million.

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

1. The Board approves the contract with the vendors as listed.
 - Colonial Webb
 - Johnson Controls
 - JRC Services
 - Latitude 36
 - Mid Atlantic Controls
 - Siemens
 - Virginia Sprinkler Company
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contracts on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth University

From: Procurement Services and Facilities Operations

Subject: Approval for Contract with GFL County Waste Exceeding \$5 Million

Date: 2/17/2023

Recommendation

We recommend that the Board approve the contract with GFL County Waste and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into a contract with GFL County Waste to purchase waste management services. The total actual or anticipated expenditure value of the contract with GFL County Waste will exceed \$5 million. Average annual spend is approximately \$1M.

Discussion

This contract with GFL County Waste supports the Facilities Management Department through removal of solid waste and recycling services for the entire university. The contract was competitively procured by a lead institution in the Virginia Association of State College and University Purchasing Professionals (VASCUPP). As a member of VASCUPP, VCU leverages the volume of numerous peer institutions in Virginia and the negotiation of more favorable terms and pricing. This contract serves as bridge to the VASCUPP contract and meets VCU's competitive requirements defined in § 6. A Cooperative procurement of Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia.

University Impact

This contract allows VCU's Facilities Management Department to remove and recycle solid waste in an efficient and cost-effective manner while maintaining a clean and safe environment for students, faculty, staff and visitors to the university.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into a contract with GFL County Waste to purchase waste management services; and

WHEREAS, the total actual or anticipated expenditure value of the contract with GFL County Waste will exceed \$5 million.

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

1. The Board approves the contract with GFL County Waste
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

To: The Board of Visitors of Virginia Commonwealth University

From: Procurement Services and Human Resources

Subject: Approval for Contract with Standard Insurance Company Exceeding \$5 Million

Date: February 15, 2023

Recommendation

We recommend that the Board approve the contract with the Standard Insurance Company and authorize the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.

Background

The Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019. Pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board. Virginia Commonwealth University wishes to enter into a contract with the **Standard Insurance Company** to purchase Long-Term and Short-Term Disability Insurance. The total actual or anticipated expenditure value of the contract with the Standard Insurance Company will exceed \$5 million.

Discussion

This contract supports the Human Resources Department's ability to offer valuable employer and employee paid long-term and short-term disability insurance benefits. The services were competitively procured through a request for proposal process defined in Article 4 of the Restructured Higher Education Financial and Administrative Operations Act, Chapter 10 (§ 23.1004 et seq.) of Title 23.1 of the Code of Virginia. This contract will have a six-year initial term and four one-year renewal options.

University Impact

This contract permits the university to continue providing the same level and type of benefit programs currently in place, without any changes, upon execution of the contract.

RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY

APPROVAL FOR CONTRACT EXCEEDING \$5 MILLION

WHEREAS, the Office of the President issued the Delegation of Signatory Authority policy on May 10, 2019;

WHEREAS, pursuant to the Delegation of Signatory Authority policy, contracts with a total actual or anticipated expenditure value exceeding \$5 million require prior approval by the Board;

WHEREAS, Virginia Commonwealth University wishes to enter into a contract with the Standard Insurance Company to purchase Long-Term and Short-Term Disability Insurance; and

WHEREAS, the total actual or anticipated expenditure value of the contract with the Standard Insurance Company will exceed \$5 million.

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

1. The Board approves the contract with the Standard Insurance Company.
2. The Board authorizes the Senior Vice President and Chief Financial Officer to execute the contract on behalf of Virginia Commonwealth University.
3. This Resolution will take effect immediately upon its adoption.

Virginia Commonwealth University

Delegation of Authority for Banking and Investments

Background

In the normal course of business, a financial institution may require authorizing documentation for a new account for the university. Banks and other financial institutions typically require the Board's approval of such new accounts and provide authorizations which may be inconsistent with the intent of the university as detailed in our Delegation of Authority Policy.

The existing Delegation of Authority policy delegates authority to the Senior Vice President and Chief Financial Officer to open bank and investment accounts.

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.

Additionally, the policy allows for further delegated authority through that position. Banking regulations have become increasingly more demanding and, without any clear documentation in the form of both the authority and a certificate of incumbency confirming incumbents by position, banks refuse this delegation as authorization for new accounts and request the use of their own form of resolution. The banks' form typically (1) requires Board approval and (2) has unacceptable terms/conditions and are likely to be needed at times between scheduled Board meetings.

Purpose

To ensure controls are met within the existing delegations and to avoid requests to the Board for new account approvals, the Board is requested to approve a resolution which incorporates the Board's existing Delegation of Authority to the senior financial officer for fiscal administrative operations of the university.

Recommendation

Approve the resolution to authorize the Senior Vice President and Chief Financial Officer and Treasurer to open and close accounts with financial institutions to enable the operation of payments, receipts, investments, foreign exchange transactions, among other financial transactions required in the normal operations of the university and consistent with BOV direction. The authorization to borrow money is not part of this resolution and remains an authorization at the Board's level.

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

**AUTHORIZATION OF CERTAIN OFFICERS/EMPLOYEES TO TRANSACT
BUSINESS WITH BANKS AND OTHER FINANCIAL INSTITUTIONS ON BEHALF
OF THE UNIVERSITY**

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

WHEREAS, VCU is required to routinely transact business with banks and other financial institutions; and

WHEREAS, such transactions, including but not limited to, opening, and terminating accounts including credit card agreements, transferring funds, honoring drafts or checks, and managing investments; and

WHEREAS, such banking services are governed by Federal, State and University regulations, policies, guidelines and contract laws; and

WHEREAS, international banking services (including those related to VCU Qatar) are governed by applicable international or foreign laws, regulations, policies, guidelines and contract laws; and

WHEREAS, such transactions with banks and financial institutions are within the purview of the Senior Vice-President and Chief Financial Officer and Treasurer and fall under the assigned duties and responsibilities of those positions; and

WHEREAS, it is necessary for the Senior Vice-President and Chief Financial Officer and Treasurer to appoint and delegate, from time to time, such persons to conduct these transactions on behalf of VCU in accordance with the VCU Board Policy for Delegation of Signatory Authority (as amended from time to time) and shall be considered an attachment thereto; and

WHEREAS, the banks and financial institutions with which VCU transacts business routinely require a resolution of the VCU Board of Visitors to attest that the Senior Vice-President and Chief Financial Officer and Treasurer are hereby authorized to effect these transactions on behalf of VCU.

NOW THEREFORE, BE IT RESOLVED by the Board of Visitors of VCU that the Senior Vice-President and Chief Financial Officer and the Treasurer are hereby authorized to transact business with banks and other financial institutions, including (but not limited to) opening and terminating accounts, credit card agreements, transferring funds, honoring drafts and checks, and

managing investments on behalf of VCU in accordance with governing laws and regulations, and to further appoint and delegate, from time to time, in writing such persons who may also conduct such the transactions referred to herein on behalf of VCU in accordance with VCU policy.

Delegation of Signatory Authority

Policy Type: Board of Visitors

Responsible Office: Office of the President

Initial Policy Approved: 07/17/1986

Current Revision Approved: 05/10/2019

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(s) or organizational unit head(s) with direct responsibility for international relationships and/or 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>

FAQs _____

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 Board Policy, Delegation of Signatory Authority (amended 2019), and relevant laws.

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

[Name of Person Delegating Authority]
[Title]

Date

I accept this delegation and the responsibilities that come herewith.

[Name of Person Accepting Delegated Authority]
[Title]

Date



FY2024 Proposed Rate Increases for Tuition & Fees

ATTACHMENT B

KAROL KAIN GRAY
Senior Vice President & CFO

Annual Proposed Tuition & Fees - Resident Undergraduate

	FY2024		
Tuition Increase %	3.0%	4.0%	5.0%
Fee Increase %	6.0%	6.0%	6.0%
Overall Increase %	3.6%	4.4%	5.3%
Tuition - 15 Credit Hours	12,850	12,966	13,110
Mandatory Fees	3,360	3,360	3,360
Total Tuition & Fees	\$16,210	\$16,326	\$16,470
Proposed Tuition Increase	378	494	638
Proposed Fee Increase	190	190	190
Total Proposed Increase	\$568	\$684	\$828

Annual Proposed Tuition & Fees – Non-Resident Undergraduate

	FY2024		
Tuition Increase %	3.0%	4.0%	5.0%
Fee Increase %	4.9%	4.9%	4.9%
Overall Increase %	3.2%	4.1%	5.0%
Tuition - 15 Credit Hours	34,744	35,092	35,412
Mandatory Fees	4,050	4,050	4,050
Total Tuition & Fees	\$38,794	\$39,142	\$39,462
Proposed Tuition Increase	1,016	1,364	1,684
Proposed Fee Increase	190	190	190
Total Proposed Increase	\$1,206	\$1,554	\$1,874

Proposed Mandatory Fees

	Proposed		
	FY2024	\$ Increase	% Increase
University Fee	\$ 2,521	\$ 165	7.0%
Technology Fee	315	15	5.0%
Health Service Fee	246	6	2.6%
Academic Support Services Fee*	100	-	0.0%
Student Activity Fee	90	-	0.0%
Library Fee	88	4	5.0%
Total Resident	\$ 3,360	\$ 190	6.0%
Capital Outlay Fee	690	-	-
Total Non-Resident	\$ 4,050	\$ 190	4.9%

*Student Activity Fee is \$56 for Graduate Students



ATTACHMENT C

RICHMOND TALENT PATHWAY

Tomikia LeGrande, Ed.D.

Vice President for Strategy, Enrollment Management, and Student Success

Overview

PURPOSE

Creation of a new talent pathway to:

- recruit, support, train, and retain diverse student populations
- high need career fields in Central Virginia including science, technology, engineering and math (STEM), healthcare, education, and public service.

PARTNERS



FUNDING

Congressional Earmark
\$1.1M (one-time)

- Staffing
- Program Support
- Scholarships

Fundraising Needed

The Project



Target Market

9-12 graders

- Armstrong
- John Marshall
- Huguenot
- George Wythe
- Thomas Jefferson

Incentive

\$10K scholarship

- Meet academic and experiential program milestones
- VCU enrollment Fall after HS graduation

Approach

- Coaches and peer mentors (VCU students)
- Wraparound services for college prep
- “Real world experiences” Central VA business partners

Goal

- Annually enroll 75 RTP scholars at VCU beginning Fall 2024
- Increase college enrollment and graduation of RPS

Anticipated Results



**Increased educational
attainment in
Central Virginia**



**Positive effects on the
economy**



**Increased pool of
diverse, employable
professionals**

ATTACHMENT D

Graduate/Professional Student Representative

Jesse Simpson

Graduate/Professional Student Events Spring 2023

MCV Campus Block Party & Winter Formal



Initiatives

- Filling Dean Vacancies & Improving Faculty Retention
 - Multiple vacancies have been filled and has eased student concerns.
- Streamlined Communication between Administration and Student Bodies
 - Work has begun on a uniform administrative letter for all graduate programs
- Student Organization Lack of Funding
 - Per the last university council meeting unclear on graduate activities fee direction
 - Organizations lack sufficient resources, but sentiment is against an increase in fees

Graduate/Professional Student Top Issues

- Tuition & Cost of Living
- Student Activities Fee
- Campus Safety



Questions?



ATTACHMENT E

2023 Staff Appreciation Events

Brogan King, Staff Senate President

March 24, 2023

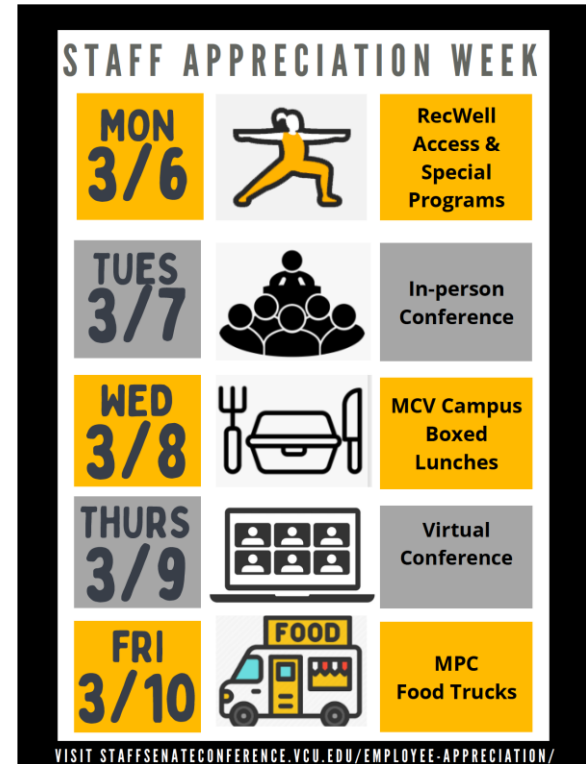
VCU Board of Visitors Meeting



VCU

Week Overview

- Offerings each day
- Multiple locations
- Multiple engagement options
- Surveys to attendees
- Highlighting the Career Development Conference



Conference Highlights

- VCU community presenters
- VCU leader panel
- Keynote: Sheila Battle
- In-person and virtual options



Conference Summary

- 100% stated they learned something valuable they didn't know before or learned more about familiar topics
- 62.5% hybrid employees
- 96.9 wanted to see more in-person offerings
- 40.6% self described as “late” in their career path
- 62.5% stated they were **very** satisfied with this year's Career Development Conference



Appreciation Events

- Options on Health Sciences and Monroe Park Campuses
- For future events
 - Focus on increased demand and staff in satellite locations
 - Partner with units to assess needs and impact

