DRAFT

MINUTES

BOARD MEMBERS PRESENT
Mr. Todd Haymore, Rector
Mr. Andy Florance, Vice Rector
Mr. Anthony Bedell
Ms. Rooz Dadabhoy
Mr. Steven DeLuca
Mr. H. Benson Dendy III
Hon. Peter Farrell
Ms. Ellen Fitzsimmons, virtual pursuant to Code Section 2.2-3708.3(B)(4) personal matter where the member was unable to attend the meeting due to previous commitment – Richmond, VA
Dr. Dale Jones
Ambassador Carmen Lomellin, virtual pursuant to Code Section 2.2-3708.3(B)(3) where the member’s principal residence is over 60 miles from the meeting location – Arlington, VA
Mr. Edward McCoy, virtual pursuant to Code Section 2.2-3708.3(B)(4) personal matter where the member was unable to attend the meeting due to previous commitment – Appomattox, VA
Rev. Tyrone Nelson
Dr. Tonya Parris-Wilkins
Mr. Keith Parker
Dr. Clifton Peay
Mr. P2 Sandhu, virtual from 8:30 a.m. to 10:00 a.m. pursuant to Code Section 2.2-3708.3(B)(4) personal matter where the member was unable to attend the meeting due to previous commitment – Richmond, VA

OTHERS PRESENT
President Michael Rao
Mr. Jake Belue, Associate University Counsel
Ms. Chelsea Gray, Executive Director of Board and Executive Operations
Ms. Stephanie Hamlett, University Counsel
Mr. David Litton, Interim Executive Director, Audit and Compliance Services
Presidential Cabinet of VCU
VCU students, faculty and staff
Members of the Media
CALL TO ORDER
Rector Todd Haymore called the meeting to order at 8:30 a.m. The public was able to view the open session of the meeting via livestream at https://mssvideo.vcu.edu/BOV.

PUBLIC COMMENT PERIOD
The public comment period began by Rector Haymore emphasizing the board’s support and encouragement of free speech. The Board of Visitors are strong supporters of the rights guaranteed by the First Amendment of the U.S. Constitution – most relevant to today’s meeting, the right of free speech. Board members have exercised free speech rights on many occasions over the years from as undergraduates, graduate students, and professionals in the working world. The board welcomes the sharing of strong beliefs and deep convictions – this is something that each of us does during board committee and full meetings. However, the board also recognizes that free speech is not boundless. Free speech, meaning healthy debate, diverging opinions, and even dissent can be expressed in a manner consistent with the setting. The setting for this meeting is for board members to meet their fiduciary responsibilities and conduct university business, including time set to hear public comment.

Free speech is conducted within the rules, policies and laws that govern institutions and communities. There are boundaries established in the rules, policies and laws to protect free speech for all. And that protection of free speech includes the ability for the university to carry out its mission. When those boundaries are crossed, or to be put more directly - when rules are disregarded, when policies are violated, when laws are broken, and when the mission of the institution is obstructed – there are consequences for such actions. Within these boundaries, the board welcomes input from all stakeholders and considers their viewpoints in considering decisions. Hearing perspectives from a wide variety of the university community helps the board make informed decisions.

Pursuant to long-established policy set by the Board, one hour is allotted to hear comments. Those who have registered to speak will be afforded the opportunity in the order in which they registered. The board also will continue to consider written comments submitted in the BOV portal.

He continued with sharing the expectation that those attending the meeting to make their comments and express themselves in a way that does not disrupt others making comments and to allow the board members to conduct the business of the university without interference.

Ms. Chelsea Gray mentioned that per board procedures a notice was shared allowing for a public comment period and written public comment. Board members have received the written public comments. The board heard from all of those that signed up to speak and received their written materials. A copy of the written public comments and written materials can be found as Exhibit A to these minutes.
RECTOR’S REMARKS
The Rector began by acknowledging the public comment period. The Board always appreciates and thoughtfully considers perspectives from the VCU and greater community.

The comments reflect important business before the board, including consideration of tuition and fees for the upcoming academic year. He summarized the agenda that the Government Relations team will provide an update on the state budget situation, which remains fluid, and Dr. Weiss will take the board through tuition and fees scenarios and considerations. The board understands the need to move forward with a tuition and fees decision now so VCU students and their families can plan accordingly for the fall semester and beyond. The board will consider the full budget at the June meeting, after the state budget has been finalized.

He continued with expressing the excitement of commencement the following day. It is monumental – especially to undergraduates who did not have the opportunity to attend their high school graduation ceremonies because of the pandemic just four short years ago. VCU expects to award more than 4,700 degrees - more than 3,000 of those are bachelor’s degrees. Nearly a third of the undergraduates are the first in their families to earn a baccalaureate degree.

He recognized commencement speaker and honorary degree recipient Governor Youngkin, the Wayne Medal recipient Dr. Todd Stravitz, co-founder of the Stravitz-Sanyal Institute for Liver Disease and Metabolic Health for outstanding contributions and exemplary service to VCU, and his colleague, Dr. Arun Sanyal, who is receiving the Presidential Medallion in recognition of his extraordinary achievement in learning and commitment to VCU’s mission. Recipients of the Board of Visitors award Xavier Lewis and Niyomi Shah will also be recognized at commencement exercises.

He encouraged his board colleagues to attend Commencement at the Richmond Convention Center and celebrate the outstanding achievements of VCU’s class of 2024. He thanked the team that supports these meetings.

PRESIDENT’S REPORT
President Rao began by acknowledging that this is a complex time and his appreciation for those that shared their thoughts and heartfelt sentiments during the public comment. He highlighted that 2024 is looking to be VCU’s strongest year of performance as a major public research university. He highlighted that the School of Public Health is moving forward and that VCU is focusing on areas like liver and metabolic health, neuroscience, and cardiovascular health. He shared that the children’s tower, which has been open for one year, has seen a year of record growth. He continued by highlighting three faculty members in the College of Humanities and Sciences who donated a kidney to someone who needed it.

Lastly, he recognized the great work by Dr. Meredith Weiss has done as the interim Vice President for Finance and recommended to the board that they approve the promotion of her to Senior Vice President for Finance and Administration and CFO. The board postponed their vote to later in the meeting.
GOVERNMENT RELATIONS UPDATE
Vice President for Government and External Relations for VCU and VCU Health Matthew Conrad focused on the status of the Commonwealth’s biennial budget. He reviewed the Governor’s budget and the House and Senate conference report. VCU hopes that the budget will include VCU’s budget priorities including support for a new VCU School of dentistry location with financial support, military waiver support, salary increases with state support, increase in supported financial aid, increase in base appropriation, support for VCU’s Medicines for All (M4All) Institute, and VCU’s Pauley Heart Center. He explained that at this time it is prudent to plan for state support closer to the lower end of the range until proven otherwise, but VCU continues to be optimistic.

TUITION AND FEES
Dr. Meredith Weiss, Interim Vice President for Finance and CFO, began her presentation by reviewing what was discussed at the April budget workshop. Dr. Weiss emphasized the importance of transparency regarding the university’s budget and mentioned the recently launched budget website, which provides detailed university budget information to the public. She then thanked the finance and enterprise marketing and communication teams that worked together to launch the site.

Dr. Weiss then provided a review of the $1.5B operating budget, differentiating between that and VCU’s capital budget and emphasizing that VCU’s day-to-day expenses and ongoing operations are funded through the operating budget, and that VCU cannot use capital project funds for building and long-term assets for the operating budget and vice versa. She explained that half of the operating budget funds are designated to support specific operations and the other half are committed to academic support services. She then elaborated on each fund category to explain how revenue and expenses flow within the operating budget, and how money is spent in specific areas such as auxiliary programs like housing and dining, and financial assistance to VCU students.

She continued with explaining Educational and General Funds (E&G) which are committed to academic programs and support services, explaining that tuition and fees make up 61% of this half of the operating budget, and 36% comes from state funding. This funding supports academic programs.

Dr. Weiss reiterated that when resources are aligned correctly, students notice; and VCU is able to deliver on its mission. Some examples of this are that spring enrollment is up, second semester retention is over 94%, VCU has had the largest first year class in the school’s history, and applications are up. This means the university is aligning resources in a way that is moving it in the right direction to drive value. However, one year does not make a trend, so it is imperative to continue to build on this success over time.

Dr. Weiss continued by sharing that as costs have increased, VCU’s annual borrowing for students has remained flat. Over the last five years, financial aid also increased beyond tuition increases (32% vs. 10%). Accessibility and affordability are a priority, and importantly, VCU has been able to keep tuition and fee increases below the higher education and consumer price indexes.
In addition, the university has employed numerous cuts and realignments to address priorities, including state mandates. The university has made investments in financial aid over the past ten years – approximately 193%. In addition, VCU has used one-time funding and other realigned funding to continue to introduce new programs for students, and there is more work to do in this area.

Dr. Weiss then reiterated that VCU is at an inflection point with priorities that will further increase the value of the VCU degree as well as with how to align and grow resources to accomplish those priorities.

Dr. Weiss then detailed and discussed the importance of balancing critical and inflationary costs with investing in VCU’s priorities that require investment – these include $18 million as a start toward innovative academic programs. She then highlighted that VCU gathers funds through enrollment growth and retention, realigning and becoming more efficient, seeking state support, and lastly through tuition.

Dr. Wiess then presented the approved tuition increases at VCU’s peer institutions (Tier III & R1) across the state. She noted that VCU serves a high percentage of Virginia resident students (91%), which means that VCU does not get the increased tuition dollars that out-of-state students bring in.

Dr. Weiss then presented the tuition options that the Board requested for consideration – 2%, 2.5%, 2.7%, 3% and 3.3% increase scenarios. She showed examples of VCU’s projected revenue and costs and compared them to the various levels of tuition increase, outlining the budget impact of the different rates. Before discussion, Dr. Weiss reiterated the priority that VCU remains accessible and affordable and that the university continues to fund financial aid investments as well.

Following the presentation, BOV member and Chair of the VCU BOV Finance and University Resources Committee Mr. Anthony Bedell thanked Dr. Weiss and her team for their transparency and presentations. Mr. Anthony Bedell, Chair of the Finance and University Resources Committee, made a motion to approve a 2.7% tuition increase for undergraduates for FY25 and a 4% increase for mandatory fees and all other information presented and discussed, and was seconded and approved by a roll call vote:

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CONSENT AGENDA ACTION ITEMS
Rector Haymore reminded the board that they were provided all action item materials in advance of the meeting. Rector Haymore moved that the Board of Visitors of Virginia Commonwealth University approve the following:

1. March 22, 2024 meeting minutes
2. April 11, 2024 meeting minutes
3. Governance and Compensation Committee Charter and Planner
4. Audit, Integrity and Compliance Committee Charter and Meeting Planner
5. Audit, Integrity, and Compliance Department Charter
6. FY2025 Audit Workplan
7. FY2025 University Ethics and Compliance Program Initiatives
8. Debt resolution to renew an expiring line of credit
9. Create a BS degree in Exercise Physiology in the College of Humanities and Sciences

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 A and is made a part hereof.

Rector Haymore continued by making a motion to ratify President Rao’s appointment of Dr. Meredith Weiss as Senior Vice President for Finance and Administration and CFO. The motion was seconded and was approved unanimously.

CONSTITUENT REPORTS
Rector Haymore welcomed Ms. Leila Griffin and Ms. Margot Sell, the BOV undergraduate and graduate student representatives. He thanked both Ms. Griffin and Ms. Sell for being representatives to the board and sharing their experiences as VCU students. A copy of Ms. Griffin and Ms. Sell’s presentation is attached hereto as Attachment B and is made a part hereof.

He then welcomed Dr. Valerie Robnolt, faculty senate representative. He thanked Dr. Robnolt for her report and is looking forward to having her serve again next year. A copy of Dr. Robnolt’s written report is attached hereto as Attachment C and is made a part hereof.

Lastly, staff representative Ms. Amanda Simmons presented. Rector Haymore thanked Ms. Simmons for serving as a representative to the board and wished her the best. He welcomed Ms. Maya Rogers as the incoming Staff Senate representative. A copy of Ms. Simmons’s presentation is attached hereto as Attachment D and is made a part hereof.
REPOSITIONING TASK FORCE & AI UPDATE
Provost Sotiropoulos began his report by reminding the board of the Strategic Priorities of Quest 2028. He continued with sharing the current status of the Repositioning Task Force. One of the priority recommendations is finding the most effective way to organize VCU's largest academic unit College of Humanities and Sciences. The other recommendations include renaming University College to form a college for advancing academic innovation, convergence labs that will expand virtual consortia, forging VCU Health Sciences pathways, and building on VCU's community engagement work.

He continued with detailing how to organize the College of Humanities and Sciences (CHS) including relocating the VCU Department of Focused Inquiry from University College to CHS, Combining VCU Life Sciences and the Department of Biology to create a new unit focused on Biological and Environmental Sciences, and Renaming University College to form a college for advancing academic innovation.

He then turned to integrating Artificial Intelligence into the curriculum. One of VCU’s initiatives is the inaugural university-level vertically integrated projects courses approved for Fall 2024. These courses engage undergraduate and graduate students in ambitious, long-term, large-scale, multidisciplinary project teams. Every Ram’s a Researcher is fully integrated in this. Convergence labs will focus on applied generative AI for the public good.

The board applauded Provost Sotiropoulos for his commitment to the repositioning task force and AI. They asked that a status report be provided to the board at their annual retreat in October.

A copy of Provost Sotiropoulos’s presentation is attached hereto as Attachment E and is made a part hereof.

VCU HEALTH SYSTEM UPDATE
Rector Haymore asked Dr. Michael Elliott, Chief Operating Officer, VCU Health System to provide a high level report of VCU Health’s operations. Dr. Elliott reported VCU Health System is focused on growth and is being intentional and is committed to improving patient access. VCU Health continues to experience record growth in IP admissions, surgical procedures, ED visits and ambulatory clinic visits, exceeding both prior year and budget targets through the 9-months ending March 31, 2024. These results are not only promising, reflective of discipline and rigor, navigating challenges proactively and ensuring the long-term financial health of VCU Health, as well as ensuring the ability to advance VCU Health’s mission. Dr. Elliott concluded by sharing a slide showing the compound annual growth rate over three years, which continues to positively trend in key areas.

A copy of Dr. Elliott’s presentation is attached hereto as Attachment F and is made a part hereof.

CLOSED SESSION
Rector Haymore moved that the Board of Visitors of Virginia Commonwealth University convene a closed session under 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 and Senior Vice President of Health Sciences; faculty tenure appointments and changes in status; and Section 2.203711 (A)(2) for the discussion or consideration of disciplinary matters or any other matters that would involve the disclosure of information contained in a scholastic record concerning any student of any public institution of higher education in the Commonwealth or any state school system; more specifically identifying information about students engaged in potential student conduct violations; and Section 2.2-3711 (A)(3), for the discussion of potential acquisition of certain real property to further the educational purposes of the University where discussion in open session would adversely affect the university's bargaining position and negotiating strategy, specifically related to real property to be used for Intercollegiate Athletics; 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 under Section 2.2-3711 (A)(19), for discussion of information where discussion in an open meeting would jeopardize the safety of any person or the security of any facility, building, structure, information technology system or software program, more specifically relating to discussion of an audit report concerning an information technology system; and under Section 2.2-3711 (A)(8), for discussion of specific legal matters requiring the provision of legal advice by counsel employed or retained by a public body, more specifically relating to discussion of legal advice regarding a consultant’s report concerning Clery Act compliance and an audit report concerning academic recordkeeping; under Section 2.2-3711(A)(7), for updates on potential and current litigation in state and federal courts where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body, more specifically relating to an update from counsel pertaining to actual or probable litigation; and under Section 2.2-3711 (A)(19) for the discussion of plans to protect public safety and briefings by staff members, legal counsel, or law-enforcement or emergency service officials concerning actions taken to respond to such matters or a related threat to public safety, more specifically the discussion of security of building and structures described in 2.2-3711(A)(19) from persons outside the VCU Community; and Section 2.2-3711 (A)(23) to discuss operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority, specifically the finance and operating trends 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 Haymore 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.

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Dr. Dale Jones, Rev. Tyrone Nelson, and Mr. Keith Parker were not present for the roll call. All members present responding affirmatively, the resolution of certification was adopted.

**CLOSED SESSION ACTION ITEMS**

Rector Haymore moved to approve the named funds and spaces report and named funds under $50,000 as presented in closed session, the as discussed during closed session. Dr. Tonya Parris-Wilkins abstained from the specific vote for the special awards recipients. All other members present responding affirmatively, the closed session action items were approved.

**OTHER BUSINESS**

Rector Haymore concluded by reminding 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 G and is made a part hereof.

He continued with one item of other business the Academic and Health Affairs Committee met the day before and had a tremendously insightful and thoughtful discussion about general education curriculum and graduation mandates and asked Dr. Tonya Parris-Wilkins, Chair of the Committee to report on the committee meeting.

After Dr. Parris-Wilkins reported the board had further discussion. Some board members expressed concern about whether the board’s involvement in this matter was governance or management. Legal counsel advised that legally the board has the authority, however exercising it is not a legal matter. Some board members shared that they respect faculty and students and the process, however, the mandate is concerning. Those board members also expressed the
importance of letting students have the ability to make choices and enroll in courses they are interested in.

Ms. Ellen Fitzsimmons made a motion, that was presented the day prior, that the university incorporate racial literacy courses as options within the existing Areas of Inquiry section of the General Education curriculum. The motion was seconded and then there was deliberation. Multiple board members said that they needed more information and that leadership should share this information at the June meeting. The Provost shared that the bulletin for courses was launched in March and students have begun registering, so it is important to make a timely decision.

Mr. H. Benson Dendy III then made a substitute motion that the racial literacy mandate be approved by the Board in line with the recommendation of one-hundred percent of the faculty senate, strong support from the students and having gone through a four year process. Mr. Dendy noted that this would be the first time such a matter would be rejected. The motion was seconded and failed by a roll call vote:

**Vote** | Ayes | Nays
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Mr. Todd Haymore, *Rector* | X | 
Mr. Andy Florance, *Vice Rector* | X | 
Mr. Anthony Bedell | X | 
Ms. Rooz Dadabhoy | X | 
Mr. Steven DeLuca | X | 
Mr. H. Benson Dendy III | X | 
Hon. Peter Farrell | X | 
Ms. Ellen Fitzsimmons | X | 
Dr. Dale Jones | X | 
Ambassador Carmen Lomellin | X | 
Mr. Edward McCoy | X | 
Rev. Tyrone Nelson | X | 
Mr. Keith Parker | X | 
Dr. Tonya Parris-Wilkins | X | 
Mr. P2 Sandhu | | X

Dr. Clifton Peay was absent from the vote. The vote failed.

**ADJOURNMENT**
There being no further business, Rector Haymore adjourned the meeting at 4:21 p.m.