



Board of Visitors

GOVERNANCE AND COMPENSATION COMMITTEE

September 11, 2025

The Honorable Benjamin Lambert III Board Room

1213 East Clay Street

Richmond, VA

MINUTES

DRAFT

COMMITTEE MEMBERS PRESENT

Mr. Steven DeLuca, *Chair and Vice Rector*

Mr. Andy Florance, *Vice Chair*

Mr. Neil Amin

Hon. Peter Farrell

Dr. Dale Jones

Mr. C.J. Sailor

Ms. Ellen Fitzsimmons, *Rector*

COMMITTEE MEMBERS ABSENT

Mr. Anthony Bedell

OTHER BOARD MEMBERS PRESENT

Ms. Lara Chambers

Ms. Dadabhoy

Mr. Randy Reynolds, Jr.

Ms. Lori Jennings

Dr. Ken Lipstock

OTHERS PRESENT

Ms. Chelsea Gray, *Executive Director of Board and Executive Operations*

Ms. Stephanie Hamlett, *University Counsel*

Ms. Alison Miller, *Chief Human Resources Officer*

Ms. Suzanne Milton, *Chief Audit and Compliance Executive*

Members of the President's Cabinet

Members of the Media via livestream

CALL TO ORDER

Mr. Steven DeLuca, Chair of the Governance and Compensation Committee, called the meeting to order at 10:26 a.m. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

ACTION ITEMS

Mr. DeLuca mentioned the May 8, 2025 minutes, the BOV Electronic Communication and Virtual Meeting Policy, and the BOV Resolution Related to the Optional Retirement Plan for Employees of VCU Selected Defined Contribution Benefit Plan for Employees of VCU, were posted online and in BoardEffect. On a motion duly made and seconded the minutes presented were approved unanimously as well as the recommendation to the full board to approve the policy and resolution as presented.

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

CLOSED SESSION

Mr. DeLuca moved that the Governance and Compensation committee of 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 and compensation of various staff members and relating to the performance evaluation and compensation of the President. The motion was seconded and was approved unanimously.

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

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Steven DeLuca, <i>Chair and Vice Rector</i>	X	
Mr. Andy Florance, <i>Vice Chair</i>	X	
Mr. Neil Amin	X	
Hon. Peter Farrell	X	
Dr. Dale Jones	X	
Mr. C.J. Sailor	X	
Ms. Ellen Fitzsimmons, <i>Rector</i>	X	

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

ADJOURNMENT

There being no further business, Mr. Steve DeLuca, Chair, adjourned the meeting at 10:50 a.m.



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: 09/13/2025

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.

For purposes of determining whether a quorum is physically assembled, an individual member who is participating by electronic communication has a disability as defined in Virginia Code § 51.5-40.1 and uses remote participating counts toward the quorum as if the individual was physically present. For purposes of determining whether a quorum is physically assembled, an individual member who is a caregiver for a person with a disability and uses remote participating counts toward the quorum as if the individual was physically present.

The fact of the disability or other medical condition that prevented physical attendance, or the fact

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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. This policy is subject to review annually as required by the Virginia Code.

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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.

For purposes of determining whether a quorum is physically assembled, an individual member who is participating by electronic communication has a disability as defined in Virginia Code § 51.5-40.1 and uses remote participating counts toward the quorum as if the individual was physically present. For purposes of determining whether a quorum is physically assembled, an individual member who is a caregiver for a person with a disability and uses remote participating counts toward the quorum as if the individual was physically present.

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

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.

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 or 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater 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 subcommittee shall be 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 the 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.

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Related Documents

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

Revision History

This policy has been revised on the following dates:

09/18/2015	Originally Adopted
9/16/2022	Amended
03/23/2023	Amended
09/13/2024	Amended
<u> /2025</u>	<u>Amended</u>

FAQ

There are no FAQs associated with this policy.

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Resolution to amend current delegation of authority for non-substantive (e.g. technical and conforming) changes to the VCU ORP and Select Plan from the Vice President of Administration in consultation with the Vice President for Finance (two positions that no longer exist) to the Senior Vice President for Finance and Administration.

**RESOLUTION OF THE
VIRGINIA COMMONWEALTH UNIVERSITY BOARD OF VISITORS
RELATED TO THE
OPTIONAL RETIREMENT PLAN FOR EMPLOYEES OF VCU
and the
SELECT DEFINED CONTRIBUTION BENEFIT PLAN FOR EMPLOYEES OF VCU**

WHEREAS, Virginia Commonwealth University (the “University”) maintains the Optional Retirement Plan for Employees of Virginia Commonwealth University (the “ORP”), as amended and restated January 1, 2014, and the Select Defined Contribution Benefit Plan for Employees of Virginia Commonwealth University (the “Select Plan”), as amended and restated January 1, 2014 (together the “Plans”);

WHEREAS, Section 7.1 of the ORP and Section 7.1 of the Select Plan permit the Board to delegate its authority to amend the Plans to one or more officers of the University;

WHEREAS, the Board desires to authorize the University’s Senior Vice President for Finance and Administration to amend the Plans on behalf of the University to comply with changes in applicable state and federal laws and to make nonsubstantive amendments;

THEREFORE, BE IT RESOLVED that the Senior Vice President for Finance & Administration is hereby authorized to amend the Plans as necessary to comply with changes in applicable state and federal laws and to make non-substantive amendments.

IN WITNESS WHEREOF, the undersigned duly authorized official of the University has executed these resolutions on Month, Year

By: _____
Name: _____
Title: _____