

**Annual Executive Summary of Interim Activities – Virginia Commonwealth
University
§23-9.14:1 of the Code of Virginia**

Section 23-9.14:1 of the *Code of Virginia* requires institutions to submit an annual executive summary of interim activities as related to: §23-2.01 (public access to information); 23-2.02 (adopting bylaws); 23-2.03 (BOV annual meeting with the president), and 23-2.04 (duties of the executive committee). The institution is to prepare a narrative summary for the Governor and General Assembly demonstrating compliance with these sections. Per §23-2.05, “the executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and shall be posted on the General Assembly’s website.” Please refer to this document for assistance in preparing the legislative report: <http://leg2.state.va.us/dls/h&sdocs.nsf/11docguide.pdf>. The email address for the LIS submission is reportdocs@dls.virginia.gov. The *Code* requires this summary be reported no later than the first day of each regular session of the General Assembly.

Contact for Virginia Commonwealth University
Laurie J. Carter, Board Liaison
804-828-8475
ljcarter@vcu.edu

Board of Visitors
Public Access to Information
§ 23-2.01

Requirement:

- Notwithstanding § 2.2-4342 and the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), the board of visitors of each public institution of higher education and the State Board for Community Colleges may conduct closed meetings pursuant to § 2.2-3711 and may conduct business as a "state public body" for purposes of subsection B of § 2.2-3708.

Current practice:

- All board meetings are properly noticed as required by the Virginia Freedom of Information Act.
(http://news.vcu.edu/community/Board_of_Visitors_to_meet_Dec_thirteen)
- Closed session meetings are determined to be eligible for closed session status based upon review of the agenda items in relation to the Virginia Freedom of Information Act by the University Counsel and Board Liaison.
- Electronic communications meetings are conducted in accordance with § 2.2-3708.

Outcome:

- Compliant

**Board of Visitors
Bylaws
§ 23-2.02**

Requirements:

- The board of visitors of each Public institution of higher education and the State Board for Community Colleges shall adopt bylaws for its own governance. This document shall be posted conspicuously on the board's website and shall include provisions that:
 - Establish the requirement of transparency, to the extent required by law, in all board actions
 - Describe the board's obligations under the Freedom Information Act (§ 2.2-3700 et seq.), as set forth in § 23-2:1, including the requirements that the board shall record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection I of § 2.2-3707 and § 2.2-3707.1
 - Discussions and actions on any topic not specifically exempted by § 2.2-3711 shall be held in an open meeting
 - The board shall give public notice of all meetings, in accordance with subsection C of § 2.2-3707
 - Any official action taken in a closed meeting shall be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § 2.2-3711

Current practice:

- Bylaws revised and adopted April 15, 2013
(<http://www.president.vcu.edu/board/bylaws.html>)
- Minutes are recorded at every open meeting and posted in accordance with subsection I of § 2.2-3707 and § 2.2-3707.1
(<http://www.president.vcu.edu/board/minutes.html>
and <http://www.president.vcu.edu/board/committeeminutes.html>)
- Agenda items and discussions are only determined to be “qualified” for closed session after review by University Counsel and Board Liaison in accordance with Virginia Freedom of Information Act (§ 2.2-3700 et seq.)
- All board meetings open and closed are noticed properly according to subsection C of § 2.2-3707
(http://news.vcu.edu/community/Board_of_Visitors_to_meet_Dec_thirteen)
- All actions discussed in closed session are approved in open meetings before having any force or effect in accordance with subsection B of § 2.2-3711. These actions are all reflected in the minutes.
(<http://www.president.vcu.edu/board/minutes.html>
and <http://www.president.vcu.edu/board/committeeminutes.html>)

- University Counsel Staff are invited to all regular, open meetings of the board.
(example attached Appendix I)

Outcome:

- Compliant except for item highlighted. This is implied but not implicitly described in our current bylaws. It is under review and will be revised no later than at the May 2014 board meeting in order to meet all requirements.

Board of Visitors
Annual Meeting with the President of the Institution
§ 23-2.03

Requirements:

- In addition to all meetings prescribed in Chapters 5 (§ 23-39 et seq.) through 16 (§ 23-214 et seq.), the board of visitors of each public institution of higher education and the State Board for Community Colleges shall meet with the president of that institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711, and deliver an evaluation of the president's performance.
- Any change to the president's employment contract during any such meeting or any other meeting of the board shall be made only by a vote of the majority of the board's members.

Current practice:

- The VCU Board of Visitors meets annually with the President to deliver its evaluation of the President's performance. This year the meeting was held in closed session on September 19, 2013.
- All changes to the President's employment contract were voted on during the September 19, 2013, and December 13, 2013, full board of visitors meeting by a vote of the majority of the board's members. These actions are both reflected in the minutes of each meeting.
(<http://www.president.vcu.edu/board/minutes.html>
and <http://www.president.vcu.edu/board/committeeminutes.html>)

Outcome:

- Compliant

**Board of Visitors
Executive Committee
§ 23-2.04**

Requirement:

- The executive committee of the board of visitors of each public institution of higher education and the State Board for Community Colleges shall (i) organize the working processes of the board and (ii) recommend best practices for board governance.
 - The committee shall:
 - Develop and recommend to the board a statement of governance setting out the board's role;
 - Periodically review the board's bylaws and recommend amendments;
 - Provide advice to the board on committee structure, appointments, and meetings;
 - Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.);
 - Create, monitor, oversee, and review compliance with a code of ethics for visitors; and
 - Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.

Current practice:

- As of April 15, 2013, the Governance and Compensation Committee was established. This committee will serve in the role of the Executive Committee for the specific items listed above. The board of visitors will make the necessary bylaw changes to reflect this official capacity of the Governance and Compensation Committee by no later than its May 2014 meeting.
- The Governance and Compensation Committee adopted a dashboard, calendar, and charter for this upcoming year at its September 19, 2013, committee meeting. These documents will be revised to reflect a more accurate “agenda” for the upcoming year. These documents are in process and expect to be approved at the February 2014 committee meeting for recommendation for approval to the full board.

Outcome:

- In process in order to achieve compliance on by no later than May 2014.

Appendix I

12/18/10

Virginia Commonwealth University Mail - September Board materials - Available



Laurie Jean Carter <ljcarter@vcu.edu>

September Board materials - Available

1 message

Laurie Jean Carter <ljcarter@vcu.edu>

Mon, Sep 9, 2013 at 4:43 PM

Cc: Brenda Long <brenda.long@dom.com>, "Bridges, Holly" <hbridges@amazon.com>, "C.J. Sailor" <csslstan@gloucesterinsttula.org>, Cheryl Guina <cguina@chnola.org>, Connie Harvey <connie.harvey@mw.com>, Dobbio Grubbs <dkg@jws-associates.com>, "Keasley-Spencer, Vø" <V.Keasley-Spencer@imc.com>, Kelley Stanley <kelley@royall.com>, Theresa Mack <tlmack64@gmail.com>, "Van Nort, Bonnie" <bonnort@amazon.com>, Vivian Costello <vivian.l.costello@gm.com>, David W Hanson <dwhanson@vcu.edu>, Michael Rao <rao1m@vcu.edu>, Sheldon M Retchin <smretchi@vcu.edu>, Beverly J Warren <bjwarren@vcu.edu>, Francis L Macrina <macrina@vcu.edu>, William H Cole <whcole@vcu.edu>, Pamela D Lspley <pdlepley@vcu.edu>, Pamela A Cuney <pacuney@vcu.edu>, Thomas C Burke <tcburke@vcu.edu>, Mark E Rubin <merubin@vcu.edu>, Kevin W Allison <kallison@vcu.edu>, Wanda S Mitchell <wsmitchell@vcu.edu>, Edward K McLaughlin <ekmclaughlin@vcu.edu>, David E Johnson <dejohanson2@vcu.edu>, Jonathan J Orr <jjorr@vcu.edu>, Donna W Thornburg <dwtornb@vcu.edu>, Deidra D Trabosh <ddtrabosh@vcu.edu>, Gloria Depew <gdepew@vcu.edu>, Jana Lalich <jlalich@vcu.edu>, Kasey R Odom <krodom@vcu.edu>, Carol G Nixon <cgnlxon@vcu.edu>, Eduardo P Vidal <vidale@vcu.edu>

Dear BOV members:

The materials for the Committee/Board meetings being held on Monday, September 16 and Thursday, September 19, 2013, are available for your review on Blackboard. If you have any questions on accessing the materials, please call me at (804) 828-8475.

The Committee meetings will begin with the Finance, Budget and Investment Committee meeting on September 16, 2013 at 1:15 p.m. at 910 West Franklin Street in our conference room. On September 19, 2013 we get started with Audit, Integrity and Compliance Committee meeting at 8 a.m. The committee meetings, lunch and full board meeting will be held at Student Commons, Richmond Salons, 907 Floyd Avenue (<http://www.maps.vcu.edu/monroepark/univcommons/>). I have attached a listing that includes times, locations and numbers for each committee. Lunch will be from 12 p.m. - 12:30 p.m. with our full Board meeting getting started at 12:30 p.m.

Parking for all of the meetings will be available at the West Main Street deck (<http://www.maps.vcu.edu/monroepark/wmainparking/>). A parking attendant will be on duty to assist you.

In accordance with the Board's operating procedures and in compliance with the Virginia Freedom of Information Act, there shall be no opportunity for public comment at these meeting.

Please contact me at 828-8475 if you plan to attend the above meetings. As always, the full Board is invited

https://mail.google.com/mail/u/0/?ui=2&ik=76944626&view=pt&es_sui=September%20Board&search=6d66the141047&id=601db

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12/10/13

Virginia Commonwealth University Mail - September Board materials - Available

to attend any committee meeting their schedules permit.

Laurie

[https://mail.google.com/mail/u/0?ui=2&ik=efb76844a2&view=pt&as_subj=September Board&search=adv&th=1410476ddb6e01db](https://mail.google.com/mail/u/0?ui=2&ik=efb76844a2&view=pt&as_subj=September%20Board&search=adv&th=1410476ddb6e01db)

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