

**Annual Executive Summary of Interim Activities
Virginia Commonwealth University
Update – January 2015
§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.

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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 February 13, 2014 and December 12, 2014 (<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 and it is required in current bylaws (<http://www.president.vcu.edu/board/bylaws.html>).

Outcome:

- Compliant.

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. Last the meeting was held in closed session on September 19, 2013.
- All changes to the President's employment contract are voted on during full board of visitors meeting by a vote of the majority of the board's members. In 2013 this was done at the September 19 and December 13, 2013 meeting. 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 May 9, 2014, the Governance and Compensation Committee by bylaw revision will serve in the capacity of the Executive Committee as outlined in Section 23-2.04 of the Code of Virginia.
- As of September 18, 2014, the Board of Visitors adopted a board statement of governance which is below:

The Board of Visitors of Virginia Commonwealth University is ultimately responsible for the governance of the University. Board members are appointed by the Governor of Virginia and have a fiduciary duty of care, ethical conduct, and disclosure in their role as a board member.

The Board is generally responsible for:

- Approving the strategic direction and plans of the University;
- Approving operating and capital budgets;
- Evaluating the effectiveness of the Board's structure and procedures;
- Evaluating the performance of the president and establishing appropriate levels of compensation and incentives;

- Approving significant policies, including the Code of Conduct and Ethical Standards;
- Promoting ethical and responsible decision-making;
- Demonstrating a commitment to accountability and transparency;
- Ensuring that strategic, operational, compliance, financial, and reputational risks are identified, evaluated, managed, and mitigated; and
- Remaining sufficiently informed about the operations, performance, and challenges of the University.

The Board has delegated to senior leadership the authority to manage the operations of the university, including:

- Implementing strategies;
 - Developing the annual budget, recommending it to the Board, and managing the operations within the approved budget;
 - Establishing procedures and practices to implement the strategic plans, budgets, and policies approved by the Board; and
 - Managing the day to day operations of the University in accordance with approved policies, procedures, and directions.
- As of September 18, 2014, the Board of Victors adopted a set of qualifications and competencies for membership. The following qualifications and competencies are recommended to be reflected across the full board:
 - Finance
 - Governance
 - Technology
 - Higher Education/Academia
 - Healthcare
 - Government State/Local/National/Resource Development
 - Civic/Community Engagement
 - Research

Outcome:

- Compliant