

UNIVERSITY OF VIRGINIA ANNUAL EXECUTIVE SUMMARY OF INTERIM ACTIVITY

General Information – University of Virginia Board of Visitors

The University of Virginia Board of Visitors met on the following dates in 2015:

- March 24-25, 2015
- May 19, 2015
- June 11-12, 2015
- August 16-17, 2015 (Retreat)
- August 27, 2015
- September 4, 2015
- September 17-18, 2015
- November 12-13, 2015

All actions from these meetings can be found in the public minutes located at:
<http://www.virginia.edu/bov/publicminutes.html>.

Major issues addressed at each meeting:

March 24-25, 2015:

- Planning process for long-term redevelopment of property along Ivy Road
- Enrollment projections through 2022-2023
- 2015-2016 tuition and required fees
- Faculty and staff housing rates, student housing rates, and contract dining rates for 2015-16
- Reset of the endowment spending rate which adjusts the spending rate by 40 basis points.
- Affordability resolution which reduces the maximum loan amount from \$14,000 to \$4,000 for low-income Virginia students and from \$28,000 to \$18,000 for all other Virginia students demonstrating financial need. The Board of Visitors also approved a step increase in Virginia undergraduate base tuition of \$1,000 in the Fall of 2015 and an additional \$1,000 in the Fall of 2016; current Virginia students are exempt from the step increases.

May 19, 2015:

- Extension of the President's term to July 31, 2018.
- After discussion of the President's accomplishments, the Board approved the 2014-2015 and 2015-2016 salary for President Sullivan.

June 11-12, 2015:

- Standard #1 of the Student Standards of Conduct revised to reflect policy changes
- Revision to the Policy on Faculty Role in University Governance to reflect the addition of a faculty advisory member to the Board of Visitors
- Tuition and required fees for the School of Continuing and Professional Studies for fiscal year 2015-16

- Tuition and fee rate for the Veterans Access, Choice and Accountability Act of 2014 which made the tuition and fee rate for veterans comparable to the Virginia in-state tuition rate.
- 2015-2016 operating and capital budgets for the University of Virginia Transitional Care Hospital
- 2015-2016 operating and capital budgets and Annual Renovation and Infrastructure Plan for the University of Virginia Medical Center
- Naming of the Rugby Road office building after former President Robert M. O’Neil: “O’Neil Hall”
- University’s Multi-Year Capital Program for Fiscal Years 2016-2022
- Naming the John L. Nau III Center for Civil War History
- Establishment of the Stephenson Chair of Data Science
- Establishment of the John G. MacFarlane Family Professor of Business Administration
- Renaming the John L. Colley Jr. Research Professorship in Business Administration the John L. Colley Jr. Professorship in Business Administration
- New degree program: Master of Science in Global Commerce
- Establishment of the Frank Batten School of Leadership and Public Policy Foundation
- Manual of the Board of Visitors of the University of Virginia (the *Manual*) revision to add section on removal of members of the Board of Visitors to conform to Va. Code §23-2.06.
- 2015-2016 operating budget and Annual Renovation and Infrastructure Plan for the Academic Division
- Pratt Fund distribution for 2015-2016
- 2015-2016 operating budget for the University of Virginia’s College at Wise
- Quality Enhancement Plan as required by the Southern Association of Colleges and Schools (SACS) for reaccreditation

August 16-17, 2015 (Retreat):

- Legislative proposal to amend Va. Code §§ 32.1-162.6 through 32.1-162.19 to provide institutional review boards a greater flexibility in the oversight of non-federally funded, low-risk human subject research.
- Addition of a faculty member to the Board of Visitors. It was decided that the immediate past chair of the Faculty Senate would serve as the non-voting faculty member to the Board for a one-year term commencing on June 1st of each year.

August 27, 2015:

- Closed session discussion

September 4, 2015:

- Closed session discussion

September 17-18, 2015:

- 2016-2022 State Six-Year Institutional Plan, Academic Division
- Naming of the Karen S. Rheuban Center For Telehealth
- Renaming the Ward K. Ensminger Distinguished Professorship in Geriatric Medicine the Ward K. Ensminger Distinguished Professorship in Medicine, Geriatric Medicine, and Palliative Care
- State operating budget amendments for the 2016-2018 biennium for the Academic Division and the University of Virginia’s College at Wise and revisions to the 2016-2018 capital program for the Academic Division
- The University Of Virginia’s College at Wise Six-Year Plan

- Revisions to the bylaws of The University of Virginia's College at Wise Board
- Audit Department Charter
- Designation of the Chancellor as the Chief Executive Officer of the University of Virginia's College at Wise
- Amendments to section three – The Committee System-- in the *Manual* to reflect restructuring of some committees

November 12-13, 2015:

- Auditor of Public Accounts' Findings
- Establishment of the Wallace C. Nunley Professorship in Family Practice
- Establishment of the G.J. Wang, M.D. Professorship in Orthopaedic Surgery
- Establishment of the Nelson W. Sisson, M.D. Eminent Scholars Professorship in Otolaryngology
- Addition to the Major Capital Projects Program - Inn at Darden Renovation
- Delegation of authority to grant and accept easements and to approve minor capital projects
- Financing plan for renovations to the Inn at Darden
- Liquidity Management policy and authorization to enter into operating lines of credit
- 2015-2016 salary for Chancellor Donna Price Henry
- Formation of a joint operating company with Novant Health, Inc.

University of Virginia Board of Visitors Activities Relating to Chapter 577 of the 2013 Acts of Assembly

Chapter 577 of the 2013 Acts of Assembly served to amend and reenact § 23-9.14:1 of the Code of Virginia; to amend the Code of Virginia by adding sections numbered 23-2.01 through 23-2.05; and to repeal § 23-38.95 of the Code of Virginia, relating to board of visitors governance.

§ 23-2.01: Boards of visitors; public access to information:

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 [2.2-3712](#) and may conduct business as a "state public body" for purposes of subsection B of § [2.2-3708](#).

UVA activity: The University of Virginia complies with the laws governing open and closed sessions and telephonic meetings. The minutes of every meeting where a portion is held in closed session include certification of compliance with the requirements for a closed meeting.

In 2015, one of the regular meetings of the full Board included participation by electronic communication means. Three special meetings of the full Board included participation by electronic communication means. These meetings were held on May 19, August 27, and September 4, 2015.

With regard to electronic communication meetings conducted in compliance with § 2.2-3708.1, the University's Board of Visitors adopted a policy on September 12, 2014 as required by § 2.2-3708.1 B.1. The Board of Visitors policy is attached to this summary as **Attachment A**.

§ 23-2.02: Boards of visitors; bylaws:

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 the provisions that:

1. *Establish the requirement of transparency, to the extent required by law, in all board actions.*

UVA activity: The University of Virginia Board of Visitors home page provides a link to the Manual of the Board of Visitors of the University of Virginia (the *Manual*), which contains the University's bylaws: <http://www.virginia.edu/bov/>.

UVA activity: The introductory sentence in the section of the *Manual* on the Board of Visitors bylaws states as follows:

The governing body of the University of Virginia is the Board of Visitors, which by statute is made responsible for seeing to the effective and transparent government of the University at Charlottesville and all other educational institutions under the governance of the Board of Visitors.

2. *Describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), as set forth in § 23-2:1, including the requirements that:*
 - a. *The board shall record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection 1 of § 2.2-3707 and § 2.2-3707.1:*

UVA activity: Section 4.51 of the *Manual*, on the powers and duties of the Secretary, states in pertinent part, "The Secretary shall attend all meetings of the Board of Visitors and its committees and shall record the minutes of all proceedings. The Secretary shall prepare minutes of such meetings that, after approval by the Board, shall be recorded in the permanent records of the Board of Visitors."

Section 5.4 of the *Manual* states, "The Minutes of the Annual, regular, and special meetings of the Board shall be open to inspection as required by law and posted on the Board's website."

Minutes are taken and posted on the Board's website for every meeting. The minutes can be found in several places on the website. The full Board

minutes, containing all actions by the Board and its committees, can be found under the date in the public minutes directory [<http://www.virginia.edu/bov/publicminutes.html>]. The committee minutes can be found under the committee minutes tab, broken out by committee and date [<http://www.virginia.edu/bov/committeeminutes.html>].

Many meetings of the Board of Visitors are now streamed live from the board room. The videotapes of these meetings can be found at: <http://www.virginia.edu/bov/videos.html>.

Audio recordings for all meetings can be found in the past meeting folder in the materials section of each meeting.

- b. *Discussion and actions on any topic not specifically exempted by § 2.2-37111 shall be held in an open meeting.*

UVA activity: Section 2.3 of the *Manual* states, “Discussions and actions on any topic not specifically exempted by the Virginia Freedom of Information Act shall be held in an open meeting, which shall be open to the public. Any official action taken in Executive (closed) Session shall be approved in an open meeting before it can have any force or effect.”

- c. *The board shall give public notice of all meetings, in accordance with subsection C of § 2.2-3707.*

UVA activity: Section 2.34 of the *Manual* states, “Due notice in writing of the Annual Meeting and all regular meetings and of any changes in the dates, times, or places of a regular meeting shall be given by the Secretary of the Board of Visitors. Such written notice shall be sent at least ten days prior to the meeting...Public notice of meetings shall comply with the requirements of the Virginia Freedom of Information Act.”

Public notice of all meetings within the established timelines is provided via the Board of Visitors website, the Commonwealth Calendar, and through University Communications to interested press agencies.

Upcoming meetings are posted in several locations on the Board of Visitors website [<http://www.virginia.edu/bov/>]:

- 1) The main page lists the upcoming meeting as well as the statement, “The meetings are open to the public, but there will be no opportunity for public comment;”

- 2) The calendar page [<http://www.virginia.edu/bov/calendar.html>] lists all upcoming meetings and events through November 2019; and

3) Once the public notice has been issued, a meeting schedule is posted under Upcoming Meeting: <http://www.virginia.edu/bov/upmeeting.html>.

- d. *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.*

UVA activity: Section 2.3 of the *Manual* states, "Any official action taken in Executive (closed) Session shall be approved in an open meeting before it can have any force or effect."

The certification by the Board of compliance with the laws governing closed session discussions appear in the minutes of every meeting where a closed session was held.

3. *Require that the board notify and invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.*

UVA activity: Section 4.62 of the *Manual* states, in pertinent part, "The General Counsel shall be invited to attend all meetings of the Board and its committees." The General Counsel is the Attorney General's appointee.

§ 23-2.03: Boards of visitors; annual meeting with the president of the institution:

- A. *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.*

UVA activity: The University of Virginia has a policy on presidential evaluation that was amended on August 2, 2013, to comply with the provisions of Chapter 577 of the 2013 Acts of Assembly. The policy on presidential evaluation requires an annual meeting in closed session to deliver the evaluation of the president.

This year, because the President's contract with the University required the Board of Visitors to meet with the President in January 2015 to discuss contract extension, the Board and the President agreed to combine the annual evaluation discussion with the discussion of contract extension. This discussion, in closed session, occurred on May 19, 2015.

- B. *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.*

UVA activity: Section 4.21 of the *Manual* was revised in November 2012 to state, “Appointment, removal, requested resignation, or amendment of the contract or terms of employment of the President may be accomplished only by vote of a majority (or, by statute, two-thirds in the case of removal) of the whole number of Visitors at a regular meeting, or special meeting called for this purpose. The President shall attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees.”

On May 19, 2014, the Board voted, in open session, to amend the President’s contract. The vote was unanimous in favor of the amendment with one abstention.

§ 23-2.04: Boards of visitors; executive committee:

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:

- 1. Develop and recommend to the board a statement of governance setting out the board’s role;*
- 2. Periodically review the board’s bylaws and recommend amendments;*
- 3. Provide advice to the board on committee structure, appointments, and meetings;*
- 4. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.);*
- 5. Create, monitor, oversee, and review compliance with a code of ethics for visitors; and*
- 6. Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.*

UVA activity: All of the items listed above are contained in Section 3.1 of the *Manual* under Executive Committee duties. The Executive Committee met in September and November of 2013 to discuss developing a statement of governance, a code of ethics specific to the Board of Visitors, and a set of qualifications and competencies for members of the Board. Currently, the members of the Board of Visitors must comply with the University’s Code of Ethics, which was adopted by the Board of Visitors on October 2, 2004, and is attached as **Attachment B**.

With regard to training, the Board of Visitors was trained on the requirements of the Virginia Freedom of Information Act at the Retreat on August 16, 2015.

§ 23-2.05: Boards of visitors; annual executive summaries:

UVA activity: This report is intended to comply with this requirement.

POLICY FOR PARTICIPATION IN BOARD OF VISITORS MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION IN THE EVENT OF EMERGENCY OR PERSONAL MATTER OR CERTAIN DISABILITIES

WHEREAS, Virginia Code § 2.2-3708.1 specifies the requirements for the remote participation in meetings by members of public bodies in event of emergency or personal matter, or certain disabilities; and

WHEREAS, the General Assembly amended Virginia Code § 2.2-3708.1, effective July 1, 2014, to require the adoption of written policies by public bodies allowing for and governing participation of its members in meetings by the means of electronic communication;

RESOLVED, the "Policy for Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of Emergency or Personal Matter or Certain Disabilities" is adopted as follows:

POLICY FOR PARTICIPATION IN BOARD OF VISITORS MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION IN THE EVENT OF EMERGENCY OR PERSONAL MATTER OR CERTAIN DISABILITIES

A. A member of the Board of Visitors may participate in a meeting through electronic means of communication from a remote location that is not open to the public only as follows and subject to the requirements of subsection B:

1. On or before the day of a meeting, a member notifies the Rector that he or she is unable to attend the meeting due to an emergency or personal matter, and identifies with specificity the nature of the emergency or personal matter, and the Rector approves the request to participate in the meeting from a remote location.

a. The Board of Visitors is to record in its minutes the specific nature of the emergency or personal matter and the remote location from which the member participated. If a member's participation from a remote location is disapproved by the Rector because such participation would violate subsection B of this policy, disapproval shall be recorded in the minutes with specificity.

b. Such remote participation by the member shall be limited each calendar year to two meetings or 25 percent of the meetings of the public body, whichever is fewer.

2. A member notifies the Rector that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance.

- The Board of Visitors is to record this fact and the remote location from which the member participated in its minutes.

B. Participation by a member of the Board of Visitors under subsection A shall be authorized only under the following conditions:

1. A quorum of the Board of Visitors is physically assembled at the primary or central meeting location; and

2. The Board of Visitors has made arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

C. This policy shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

University Code of Ethics

Approved October 2, 2004 by the Board of Visitors of the University of Virginia

1. We perform our public responsibilities, services and activities ethically, competently, efficiently and honestly, in keeping with University policy and applicable law.
2. We expect that all necessary and proper controls safeguarding public resources are in place and observed, with periodic auditing of functions and departments by the State Auditor of Public Accounts and/or the University Auditor who shall report directly to the Board of Visitors' Audit and Compliance Committee.
3. While in the service of the University, we conduct ourselves free of personal conflicts or appearances of impropriety, mindful that our exercise of authority on behalf of the University has been delegated fundamentally for the public good. Conflicting interests or influences are promptly disclosed to our superiors and appropriate steps are undertaken to promote the integrity of University business and other transactions.
4. We do not accept anything of value offered in consideration of performing our public duties, other than the compensation, benefits and reimbursement of expenses duly authorized by the University or otherwise permitted by law. We do not accept any favor, loan, service, business or professional opportunity from anyone knowing (or when it should be known) that it is offered in order to improperly influence the performance of our public duties, or when acceptance thereof may reasonably be perceived as an impropriety in violation of University policy or state law. University procurements of goods or services are undertaken only by authorized personnel and, when competitive principles apply, decisions are made impartially and objectively in accordance with established policy and state law.
5. We preserve and respect the confidentiality of University records, including patient and student records. We do not externally disclose confidential records or other nonpublic information without appropriate authorization, and any confidential record or information we access as a result of our position or duty is neither exploited for personal benefit nor misused for any unauthorized purpose.
6. We are committed to the principles of federal and state law guaranteeing equal opportunity and nondiscrimination with respect to University services, programs, activities and employment, and we support an environment that respects the rights and opinions of all people which, in the words of our founder, promote "the illimitable freedom of the human mind." Complaints of discrimination, harassment and retaliation are investigated and when warranted appropriate corrective action is taken and disciplined in accordance with University policy and applicable law.
7. Our communications on behalf of the University with all persons, including co-employees, clients, customers, patients, students, guests and vendors, are conducted professionally and with civility.
8. We do not condone dishonesty in any form by anyone, including misuse of University funds or property, fraud, theft, cheating, plagiarism or lying. We encourage and expect reporting of any form of dishonesty, and our managers and supervisors to appropriately investigate such reports. We also expect that the police and/or State Auditor of Public Accounts will be notified when circumstances reasonably indicate fraud or theft of University funds.
9. We strive for continuous improvement in our performance of public duties for the University, mindful of the public cost to our activities which must be reasonable and appropriately authorized.
10. We bring to the attention of supervisors and managers, the University auditor or other responsible University office, any violation of these principles or circumstances reasonably indicating that a violation has occurred or may occur. Such reporting in good faith in order to promote the ethical integrity of operations is expected and encouraged by the University, and retaliation by any University employee as a result against the person making such good faith report shall be subject to disciplinary action. We appropriately investigate all such reports and, when warranted by the facts, require corrective action and discipline in accordance with University policy and state law.