

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 2016:

- February 18-19, 2016
- June 9-10, 2016
- August 14-15, 2016 (in Retreat)
- September 14-16, 2016
- November 1, 2016
- November 11, 2016
- December 8-9, 2016

In addition, there were committee meetings held outside of the full board meeting schedule.

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:

February 18-19, 2016:

- Appointment of nonvoting student representative to the Board for 2016-2017
- Appointment of nonvoting faculty representative to the Board for 2016-2017
- Establishment of a strategic investment fund
- Approval of faculty and staff and student housing rates for 2016-2017 in Charlottesville and at the College at Wise
- Approval of student dining rates for 2016-2017
- Setting of tuition and required fees for 2016-2017, both the University in Charlottesville and the College at Wise
- Approval of faculty personnel actions

June 9-10, 2016:

- Revised in-state undergraduate tuition rates for the University in Charlottesville for 2016-2017
- Approval of operating and capital budgets for the Academic Division, the Medical Center, the Transitional Care Hospital, and the College at Wise
- Approval of faculty personnel actions

August 14-15, 2016--Retreat:

- Program of new member orientation

- Visioning session with 60 members of the faculty to brainstorm about the future of higher education and specifically the University of Virginia as it enters its third century of existence
- Granting of signatory authority to the Executive Vice President for Health Affairs to execute a multi-year contract for the procurement of a patient monitoring system
- Discussion about the future enhancement of, and building in, the Emmet/Ivy corridor
- Board committee work plans: review of past year and plans for 2016-2017
- Discussion of research at the University including attracting and retaining faculty, funding, and commercialization
- Freedom of Information Act overview and video produced the State Council of Higher Education for Virginia, and presentation on legal responsibilities of members of the Board
- Bicentennial Planning and Third Century Campaign discussion
- Discussion about the formation and purposes of the Strategic Investment Fund
- Closed session to evaluate the president

September 14-16, 2016:

- Election of the executive committee for 2016-2017
- Appointments to the Medical Center Operating Board of Victoria Harker and Babur Lateef, M.D.
- Appointment of Timothy O'Hara to the University of Virginia Investment Management Company Board of Directors
- Approval of a Bicentennial Charter
- Discussion and approval of the first set of Strategic Investment Fund projects
- Approval of amended six-year institutional plans for the Academic Division and the College at Wise
- Renaming Jordan Hall as Pinn Hall
- Revisions to the Manual of the Board of Visitors to conform to legislation passed by the General Assembly, including incorporation of changes resulting from the passage of section 23.1 of the Code of Virginia
- Establishment of the Julian Bond Professorship of Civil Rights and Social Justice
- Approval of a master plan for Brandon Avenue
- Financing plans for the construction of: 1) the Old Ivy Road office building, and 2) renovation of the International Residential College
- Discussion and approval of a landscape framework plan for the Ivy Road corridor
- Authorization for Ufirst Human Resources implementation
- Approval of faculty personnel actions

November 1, 2016:

- Closed session meeting for an update on certain proprietary Medical Center and School of Medicine strategies, including potential personnel, financial, investment, and resource considerations and specifically potential joint ventures or affiliations that impact the competitive position and support the missions and overall strategic initiatives of the Medical Center and the School of Medicine

November 11, 2016:

- Closed session to evaluate and discuss the University president's performance.
- Review of the guiding principles for the Strategic Investment Fund and discussion of alternatives to enhance access and affordability

December 8-9, 2016:

- Miller Center Governing Council appointments approved
- Discussion of and establishment of the Bicentennial Scholars Fund for which donor funds will be matched by funds from the Strategic Investment Fund
- Discussion and approval of a second set of Strategic Investment Fund projects
- Authorization to install a plaque commemorating an alumnus who died in the Iraq War
- Approval of graduate and special session tuition and required fees
- Establishment of seven faculty chairs including the Gerald L. Baliles Chair in Presidential Studies
- Approval of faculty personnel actions
- Closed session to consult with legal counsel and receive legal advice about specific matters, namely, (1) litigation in which the University is not a party but in which a subpoena for documents or other discovery request is made upon the University or its employees, (2) the response to a request for information from the U.S. Department of Education, and (3) litigation pending against the University; to review and discuss among members of the Board, and with the Provost and President, personnel actions including faculty and executive staff hires, promotions, special salary actions, resignations, and retirements; to discuss among members appointment of individuals by the Board; to evaluate the President; to consider a specific gift to the University; and to consider the potential investment of public funds for a competitive procurement of services where if made public initially the financial interests of the University would be adversely affected.

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 2016, two of the regular meetings of the full Board included participation by electronic communication means. Two special meetings of the full Board included participation by electronic communication means. These meetings

were held on June 9-10, September 14-16, November 1, and November 11, 2016.

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>].

- b. *Discussion and actions on any topic not specifically exempted by § 2.2-3711 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 December 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 President was evaluated by the Board of Visitors in closed session at the August retreat and at the November 11 and December 8-9 meetings of the Board.

- 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.”

No change was made to the President’s employment contract in 2016. The President attended all meetings of the Board.

§ 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 in August 2016.

§ 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.