

**Document Title**

Annual Executive Summary of the interim activity and work of the Board of Visitors of Virginia Commonwealth University for calendar year 2019 pursuant to §23.1-1303(B)(12) of the Code of Virginia

Author

Virginia Commonwealth University

Enabling Authority

Title 23.1, Chapter 13, Section 23.1-1303 (B)(12) requires that the governing board of each public institution of higher education shall submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. 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.

Executive Summary

Annual Executive Summary of the interim activity and work of the Board of Visitors during calendar year 2019 in accordance §23.1-1303(B)(12). Questions regarding the Executive Summary can be addressed to Chelsea R. Gray, Assistant Secretary and Board Liaison to the Board of Visitors at cgray8@vcu.edu or via phone at 804-828-9213.

I. Members of the Board of Visitors of Virginia Commonwealth University

Current members and their term expiration dates:

Mr. H. Benson Dendy III (Term expires: June 30, 2020)
Dr. Robert D. Holsworth (Term expires: June 30, 2020)
Mr. John A. Luke, Jr., Rector (Term expires: June 30, 2020)
Mr. Keith Parker (Term expires: June 30, 2020)
Mr. Todd Haymore (Term expires: June 30, 2021)
Mr. Edward McCoy (Term expires: June 30, 2021)
Rev. Tyrone Nelson (Term expires: June 30, 2021)
Mr. G. Richard Wagoner, Jr. (Term expires: June 30, 2021)
Mr. Peter Farrell (Term expires: June 30, 2022)
Dr. Gopinath Jadhav (Term expires: June 30, 2022)
Ms. Coleen Santa Ana (Term expires: June 30, 2022)
Mr. Stuart Siegel (Term expires: June 30, 2022)
Ms. Pamela El (Term expires: June 30, 2023)
Ms. Carolina Espinal (Term expires: June 30, 2023)
Ms. Alexis Swann (Term expires: June 30, 2023)
Dr. Shantaram Talegaonkar (Term expires: June 30, 2023)

II. Section 23.1-1303 (B)(1). Requirement of Transparency for all Board Actions.

The goal of the Board of Visitors of Virginia Commonwealth University is to operate in a transparent manner as contemplated in Section 23.1-1303 (B)(1) and in accordance with the Virginia Freedom of Information Act (Section 2.2-3700 et. seq), including Sections 2.2-3707; 2.2-3707(1); and 2.2-3711 concerning public access to information, as evidenced by the following:

1) Held Quarterly Board Meetings on the following dates all of which were open to the public, notice was provided pursuant to §2.2-3707 of the Code of Virginia, and the agendas and minutes were published pursuant to state law: March 22, 2019; May 10, 2019; September 13, 2019; and December 13, 2019.

Any business that was conducted in a closed session was done pursuant to the Virginia Freedom of Information Act (Section 2.2-3700 et seq.). Minutes of the meetings can be found at <https://president.vcu.edu/board/minutes/>.

In addition, an attorney from the Office of the Attorney General was invited to attend each meeting.

2) The Budget Workshop, a special meeting of the Board of Visitors, was held on March 21, 2019.

Any business that was conducted in a closed session was done pursuant to the Virginia Freedom of Information Act (Section 2.2-3700 et seq.). Minutes of the meetings can be found at <https://president.vcu.edu/board/minutes/>.

In addition, an attorney from the Office of the Attorney General was invited to attend the meetings.

3) Held a Board Retreat and Board of Visitors Orientation on August 15-16, 2019, which was open to the public, notice was provided pursuant to §2.2-3707 of the Code of Virginia, and whose agenda and minutes were published pursuant to state law.

Any business that was conducted in a closed session was done pursuant to the Virginia Freedom of Information Act (Section 2.2-3700 et seq.). Minutes of the meetings can be found at <https://president.vcu.edu/board/minutes/>.

In addition, an attorney from the Office of the Attorney General was invited to attend this Board Retreat and Board of Visitors Orientation.

4) Held a joint meeting of the VCU Board of Visitors and the VCU Health Systems Board of Visitors on April 11, 2019. Minutes of the meeting can be found at <https://president.vcu.edu/board/minutes/>.

In addition, an attorney from the Office of the Attorney General was invited to attend this Board Retreat and Board of Visitors Orientation.

5) Held Quarterly Committee Meetings of the following committees on the dates set forth:

Academic and Health Affairs Committee meetings held: March 22, 2019; May 10, 2019; September 13, 2019; and December 13, 2019.

Audit, Integrity and Compliance Committee meetings held: March 22, 2019; May 10, 2019; September 13, 2019; and December 13, 2019.

Finance, Budget and Investment Committee meetings held: March 22, 2019; May 10, 2019; September 13, 2019; and December 13, 2019.

Governance and Compensation Committee meetings held: March 22, 2019; May 10, 2019; September 13, 2019; and December 13, 2019.

University Resources Committee meetings held: March 22, 2019; May 10, 2019; and September 13, 2019; and December 13, 2019.

Nominating Committee of the Board of Visitors meetings held: March 21, 2019; May 1, 2019; and August 15, 2019.

Intercollegiate Athletics Committee meetings held: April 30, 2019 and December 12, 2019.

Strategic Task Force of the Board of Visitors meetings held: May 9, 2019 and August 15, 2019.

No Executive Committee Meetings were held during the calendar year of 2019.

Any business that was conducted in a closed session was done pursuant to the Virginia Freedom of Information Act (Section 2.2-3700 et seq.). Minutes of the meetings can be found at <https://president.vcu.edu/board/minutes/>.

In addition, an attorney from the Office of the Attorney General was invited to attend each Committee meeting.

All of the meetings listed in items 1-5 above were open to the public, notice of the meetings were provided pursuant to §2.2-3707 of the Code of Virginia, the agendas and minutes of all meetings were published pursuant to state law. Any business that was conducted in a closed session was done pursuant to the Virginia Freedom of Information Act (Section 2.2-3700 et seq.). As noted above, (a) minutes of the meetings can be found on Virginia Commonwealth University's website at <https://president.vcu.edu/board/minutes/>; and (b) an attorney from the Office of the Attorney General was invited to attend each meeting of the full Board and each of its Committees.

III. Actions taken in compliance with §23.1-1303(B)(1) Boards of Visitors; Bylaws.

Pursuant to §23.1-1303(B)(1) of the Code of Virginia the Bylaws of the Virginia Commonwealth University Board of Visitors has adopted Bylaws which include provisions set forth in section 23.1-1306. The Bylaws are posted on Virginia Commonwealth University's website at <https://president.vcu.edu/board/bylaws/>.

IV. Actions taken in compliance with §23.1-1303(B)(8) Boards of Visitors; Annual meeting with the president of the institution

Pursuant to §23.1-1303(B)(8) and in accordance with the Bylaws of the Board of Visitors of Virginia Commonwealth University, the Board does meet annually with the President concerning his review. This was done at the September 13, 2019 and December 13, 2019 meetings of the Board and the Governance and Compensation Committee.

V. Actions taken in compliance with §23.1-1306. Boards of Visitors; Executive Committee

Pursuant to §23.1-1306 of the Code of Virginia, the Bylaws of the Virginia Commonwealth University Board of Visitors include the duties that the Executive Committee must perform pursuant to this section. In addition, the Board has always conducted periodic reviews of its Bylaws and has made amendments as were required by that review, the latest being the amendments made in December 2019. The Bylaws of the Virginia Commonwealth University's Board of Visitors can be found on Virginia Commonwealth University's website at <https://president.vcu.edu/board/bylaws/>. In addition, the Board of Visitors on December 13, 2019 also adopted a revised Statement on Governance which can be found at <https://president.vcu.edu/board/bylaws/>.

The Board in 2013 had adopted a new policy entitled Board of Visitor's Ethical Leadership Code. A copy of this policy can be found at <https://president.vcu.edu/board/bylaws/>.

The Board receives periodic training on the Virginia Freedom of Information Act, the latest being at the Board Retreat and Board Member Orientation held on August 15-16, 2019. In addition, each member of the Board of Visitors takes the Virginia Conflict of Interest Training every two years.

In addition, the following new members appointed to the Virginia Commonwealth University Board of Visitors attended the mandatory orientation training program presented by the State Council of Higher Education for Virginia (SCHEV) in October 2019: Ms. Coleen Santa Ana, Ms. Pamela EI, and Ms. Carolina Espinal.

Virginia Commonwealth University and the members of its Board of Visitors are members of the Association of Governing Boards for Universities and Colleges (AGB), and have access to all AGB materials including the AGB website, webinars and other AGB programs.