

**Document Title**

Annual Executive Summary of the interim activity and work of the Board of Visitors of Virginia Commonwealth University for calendar year 2020 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 2020 in accordance §23.1-1303(B) (12). Questions regarding the Executive Summary can be addressed to Chelsea R. Gray, Executive Assistant to the President and the 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. Todd Haymore (Term expires: June 30, 2021)
Rev. Tyrone Nelson (Term expires: June 30, 2021)
Mr. Edward McCoy (Term expires: June 30, 2021)
Mr. G. Richard Wagoner, Jr. (Term expires: June 30, 2021)
Dr. Gopinath Jadhav (Term expires: June 30, 2022)
Mr. Stuart Siegel (Term expires: June 30, 2022)
Ms. Coleen Santa Ana (Term expires: June 30, 2022)
Mr. Peter Farrell (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)
Mr. Keith Parker (Term expires: June 30, 2024)
Mr. H. Benson Dendy III (Term expires: June 30, 2024)
Ambassador Carmen Lomellin (Term expires: June 30, 2024)
Dr. Tonya Parris-Wilkins (Term expires: June 30, 2024)

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: February 28, 2020; May 8, 2020; September 17-18, 2020; and December 11, 2020.

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.

- 2) The Budget Workshop, a special meeting of the Board of Visitors, was held virtually on June 5, 2020, 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 the Budget Workshop.

- 3) Held a Board of Visitors Orientation on August 26, 2020, which was held virtually and 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 of Visitors Orientation.

- 4) Held a Board Retreat on October 30, 2020, 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.

- 5) Held a joint meeting of the VCU Board of Visitors and the VCU Health Systems Board of Visitors on April July 29, 2020 which was held virtually and 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 meeting.

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

Academic and Health Affairs Committee meetings held: February 28, 2020

Audit, Integrity and Compliance Committee meetings held: February 28, 2020

Finance, Budget and Investment Committee meetings held: February 28, 2020

Governance and Compensation Committee meetings held: February 28, 2020

Intercollegiate Athletics Committee meetings held: February 28, 2020

University Resources Committee meetings held: February 28, 2020

Executive Committee meeting held: March 25, 2020

Nominating Committee meeting held: February 28, 2020

Strategic Task Force of the Board of Visitors meetings held: January 31, 2020; February 21, 2020; December 1, 2020

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.

- 7) Held an emergency electronic board meeting on April 7, 2020 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. The meeting was held in accordance with Va. Code § 2.2-3708.2 (A)(3) that provides “An emergency meeting by Electronic communication means without a quorum of the public body physically assembled at one location is permitted when the Governor has declared a state of emergency in accordance with Va. Code § 44-147.17, provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to address the emergency.” After consultation with the President of the University, it was determined that it would be both impracticable and unsafe to assemble a quorum in a single location for this meeting.

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 meeting.

- 8) Held special board meetings on June 23, 2020, June 24, 2020; June 30, 2020; July 1, 2020; and December 17, 2020

All of the meetings listed in items 1-6 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 February 28, 2020 and September 17-18, 2020 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/>

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/media/president/assets/pdfs/bylaws-and-policies/BOV_Ethical_Leadership_Policy_final.pdf

The Board receives periodic training on the Virginia Freedom of Information Act, the latest being at the Board Member Orientation held on August 26, 2020. 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 2020: Mr. Ben Dendy, Mr. Peter Farrell, Mr. Todd Haymore, Ambassador Lomellin, Mr. Keith Parker, Dr. Tonya Parris-Wilkins, and Dr. Shantaram Talegaonkar,

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.