



## Minutes

Date: May 8, 2015  
Time: 12:30 p.m. – 4:00 p.m.  
Location: Student Commons, Richmond Salons I and II, 907 Floyd Avenue, Richmond, VA

Present: Mr. William M. Ginther, Rector  
Mr. William A. Royall, Jr., Vice Rector  
Ms. Jacquelyn E. Stone, Secretary  
Ms. Nancy C. Everett  
Mr. Thomas W. Farrell II  
Dr. Robert H. Holsworth  
Mr. Alexander B. McMurtrie, Jr.  
Dr. John W. Snow  
Mr. G. Richard Wagoner, Jr.  
Mr. Steve Worley  
Dr. Michael Rao  
Ms. Madelyn Wessel  
Ms. Lisa Jackson  
Mr. Dylan Halpern  
Dr. David Fauri  
Staff from VCU and VCUHS  
Members of the press

Unavailable: Ms. Teresa H. Carlson  
Mr. Franklin Hall  
Mr. John A. Luke, Jr.  
Ms. Colette W. McEachin  
Mr. Sudhakar Shenoy

The meeting was called to order at 1:00 p.m. Bill Ginther presented his Rector's report and Dr. Rao presented his Presidential report to the board.

Ms. Stone reported for the **Academic and Health Affairs Committee** which recommended to the full Board the approval of the following consent agenda action items:

- Proposal to create a new Master of Science in Rehabilitation and Mental Health Counseling, School of Allied Health Professions
- Proposal to establish a Dual PhD Degree between the University of Cordoba and VCU's Computer Science Program, School of Engineering
- Proposal to create a Certificate of Completion in Leadership Studies
- Proposal to create a Certificate of Completion in Innovation and Entrepreneurship
- Proposal to create a graduate Certificate in Medical Physics, School of Medicine
- Proposal to create the VCU Johnson Center for Critical Care and Pulmonary Research
- Proposal to create the Department of Focused Inquiry in the University College
- Proposal to repurpose and rename the Institute for Structural Biology and Drug Discovery
- Proposal to merge the Department of Behavioral Health and the Department of Healthcare Policy and Research to create the Department of Health Behavior and Policy, School of Medicine
- Proposal to rename the Social and Behavioral Health Doctoral Program to the Social and Behavioral Sciences Doctoral Program, School of Medicine
- Proposal to revise University Council Bylaws

Mr. Worley reported for the **Audit, Integrity and Compliance Committee**. The Audit, Integrity and Compliance Committee recommended to the full Board the approval of the following consent agenda action items:

- Proposed FY2016 Audit Work Plan
- Proposed FY2016 University Compliance Program Initiatives
- Audit, Integrity and Compliance Charter Annual Update

Mr. Farrell reported for the **Finance, Budget and Investment Committee**. The Finance, Budget and Investment Committee recommended to the full Board the approval of the following consent agenda action items:

- **FY2016 Budget**
- **VCU Investment Management Corporation**
  - Articles of Incorporation
  - Bylaws

- **Approval of Resolution for Authorization of Financing for Sanger Hall, Basketball Training Facility and D Parking Deck**

**RESOLUTION OF THE BOARD OF VISITORS OF  
VIRGINIA COMMONWEALTH UNIVERSITY**

**AUTHORIZATION OF FINANCING FOR SANGER HALL,  
BASKETBALL TRAINING FACILITY AND D PARKING DECK**

**WHEREAS**, Chapter 6.1, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code") establishes a public corporation under the name and style of Virginia Commonwealth University (the "University") which is governed by a Board of Visitors (the "Board") vested with the supervision, management and control of the University;

**WHEREAS**, Title 23 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia;

**WHEREAS**, by Chapter 4.10, Title 23 of the Virginia Code (as amended, the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 594 of the Acts of Assembly of 2008 which, as amended, classifies the University as a public institution of higher education and empowers the University with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes;

**WHEREAS**, the Act further authorizes the University to provide for the payment of the principal of and the interest on any bonds from any one or more of the following sources: (i) its revenues generally; (ii) income and revenues derived from the operation, sale, or lease of a particular project or projects, whether or not they are financed or refinanced from the proceeds of such bonds, notes, or other obligations; (iii) funds realized from the enforcement of security interests or other liens or obligations securing such bonds, notes, or other obligations; (iv) proceeds from the sale of bonds, notes, or other obligations; (v) payments under letters of credit, policies of municipal bond insurance, guarantees, or other credit enhancements; (vi) any reserve or sinking funds created to secure such payment; (vii) accounts receivable of the University; or (viii) other available funds of the University;

**WHEREAS**, the University has developed plans to (i) construct, equip and furnish an approximately 60,000 gross square foot basketball training facility, (ii) renovate a portion of Sanger Hall and (iii) undertake renovations to the D Parking Deck (collectively, the "Project"); and

**WHEREAS**, the Board has determined it desirable to authorize the University to issue its general revenue pledge bonds (the "University Bonds") in a maximum principal amount not to exceed \$27,000,000 for purposes of financing (a) costs of the Project and (b) costs of issuing the University Bonds.

**NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF VISITORS OF VIRGINIA COMMONWEALTH UNIVERSITY:**

1. The Board authorizes the issuance and delivery of the University Bonds for purposes of financing (a) costs of the Project and (b) costs of issuing the University Bonds.

2. The Board authorizes the execution and delivery of a bond resolution (the "Bond Resolution") in substantially the form utilized in previous issuances of general revenue pledge bonds by the University with such changes and additions as may be approved by the Vice President for Finance and Administration or the Associate Vice President for Finance and Administration (the "Authorized Officers") consistent with prior practice of the University so that the Bond Resolution may reflect the final terms and conditions of the University Bonds; provided, however, the Authorized Officers shall consult with and obtain the approval of the Chair of the Finance, Budget and Investment Committee of the Board and the Rector of the University prior to the issuance of the University Bonds. Each Authorized Officer is authorized to approve the final form of the Bond Resolution and to evidence such approval in writing.

3. The University Bonds shall be sold in one or more series through a public offering or a private placement as any Authorized Officer, in collaboration with Public Financial Management, Inc., the University's financial advisor (the "Financial Advisor"), determines to be in the best interest of the University.

4. The final terms and forms of the University Bonds, including maturities, interest rates and redemption provisions, shall be approved by an Authorized Officer; provided that (a) the principal amount of the University Bonds shall not exceed \$27,000,000, (b) the final maturity of the University Bonds shall be no later than 21 years from the date of issuance, (c) the true interest cost on any series of University Bonds sold at a fixed rate shall not exceed 5.5%, (d) the interest rate on any series of University Bonds sold through a public offering or a private placement may be at a variable rate as set forth in the Bond Resolution and (e) no redemption price on the University Bonds may exceed 102% (collectively, the "Parameters").

5. Any Authorized Officer, in collaboration with the Financial Advisor, is authorized and directed to determine, subject to paragraph 4 above, the aggregate principal amount of the University Bonds and their dated date, the interest rates, maturity schedule and optional redemption provisions, and the price to be paid for the University Bonds by the purchaser or underwriter (as applicable), all as any Authorized Officer determines to be in the best interests of the University.

6. Any University Bonds sold through a public offering may be sold through a competitive sale or a negotiated sale as any Authorized Officer, in collaboration with the Financial Advisor, determines to be in the best interest of the University.

7. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a competitive sale,

(a) such Authorized Officer is hereby authorized to receive bids for such University Bonds and award such University Bonds to the bidder providing the lowest "true" or "Canadian" interest cost, subject to the limitations set forth in paragraph 4 above;

(b) following the competitive sale, the applicable Authorized Officer shall file a certificate with the Secretary of the Board setting forth the final terms of such University Bonds;

(c) the actions of any Authorized Officer in selling the University Bonds in a competitive sale shall be conclusive, and no further action with respect to the sale and issuance of the University Bonds shall be necessary on the part of the Board; and

(d) the officers of the University, in collaboration with the Financial Advisor, are authorized and directed to take all proper steps to advertise the University Bonds for sale in accordance with a notice of sale containing terms consistent with this Resolution and as otherwise approved by a Authorized Officer;

8. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a negotiated sale,

(a) such Authorized Officer is hereby authorized, in collaboration with the Financial Advisor, to choose one or more investment banks or firms to serve as the underwriter for the University Bonds and to negotiate with such underwriter the final terms of the University Bonds, subject to the limitations set forth in paragraph 4 above;

(b) the Authorized Officers are hereby authorized to execute and deliver to the underwriter a bond purchase agreement (the "Bond Purchase Agreement") setting forth the final terms of such University Bonds;

(c) following a negotiated sale, the applicable Authorized Officer shall file a copy of the Bond Purchase Agreement with the Secretary of the Board; and

(d) the actions of any Authorized Officer in selling the University Bonds in a negotiated sale shall be conclusive, and no further action with respect to the sale and issuance of the University Bonds shall be necessary on the part of the Board.

9. If the University Bonds are sold by competitive or negotiated sale through a public offering, the officers of the University are hereby authorized to prepare, in collaboration with the Financial Advisor and the University's counsel, an official statement (the "Official Statement") in preliminary and final forms. The Authorized Officers are hereby authorized and directed to execute the Official Statement in final form and deliver it to the purchasers of the University Bonds. The officers of the University shall arrange for the delivery to the underwriter of the University Bonds of a reasonable number of copies of the final Official Statement, within seven business days after the University Bonds have been sold, for delivery to each potential investor requesting a copy of the Official Statement and to each person to whom the underwriter initially sells any University Bond.

10. The Authorized Officers are hereby authorized, on behalf of the University, to deem each of the preliminary Official Statement and the final Official Statement to be "final" as of its respective date within the meaning of Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission, except for the omission from the preliminary Official Statement of certain pricing and other information permitted to be omitted pursuant to the Rule. The

distribution of the preliminary Official Statement and the execution of the final Official Statement by any Authorized Officer shall be conclusive evidence that each has been deemed "final" as of its date by the University.

11. The Authorized Officers are hereby authorized and directed to execute a continuing disclosure agreement (the "Continuing Disclosure Agreement") setting forth the reports and notices to be filed by the University and containing such covenants as may be necessary to assist the underwriter(s), if any, in complying with the provisions of the Rule and to approve the form of such Continuing Disclosure Agreement.

12. If any Authorized Officer determines to sell the University Bonds (or portion thereof) in a private placement, such Authorized Officer is hereby authorized, in collaboration with the Financial Advisor, to solicit proposals from one or more commercial banks, to select a commercial bank to purchase the University Bonds and to negotiate the final terms of the University Bonds, subject to the limitations set forth in paragraph 4 above.

13. The Authorized Officers of the University are authorized to execute and deliver, to the extent necessary, such project development and financing agreements and lease agreements, and amendments to existing project development and financing agreements and lease agreements, or such other documents or instruments associated with the projects to be financed with the University Bonds deemed necessary by the Authorized Officers.

14. The Authorized Officers and any other officers of the University, and their delegates, are each hereby authorized to take such actions and to execute and deliver on behalf of the University any and all agreements, certificates or other documents, which they deem necessary or desirable in order to carry out the foregoing resolutions and any and all actions heretofore taken by them consistent with the foregoing resolutions are hereby ratified and confirmed.

15. This Resolution shall take effect immediately upon its adoption.

- **Approve In-State Tuition for Qualifying Individuals under the Veterans Access, Choice, and Accountability Act of 2014, Section 702**
- **2014-2020 Six Year Capital Plan Amendments**
  - Linden Street Landscape
  - 12th Street Landscape
  - VMI Building Renovation
- **2016-2022 Six Year Capital Plan**
- **Architect Selections**
  - Humanities and Sciences Building and STEM Building
  - VMI Building Renovation
  - Allied Health Building

- **Project Plans**
  - D-Deck Rehabilitation
  - VMI Building Renovation
- **Demolition of Property on or near Monroe Park Campus (616 West Grace Street)**

Mr. Royall reported for the **Governance and Compensation Committee**. The Governance and Compensation Committee recommended to the full Board the approval of the following consent agenda action items:

- **Bylaws – Amendments** that reflected that the Governance and Compensation Committee will serve in the role that has historically been handled by the Presidential Evaluation and Compensation Committee.
- **Revised committee dashboard, calendar and charter**

Ms. Everett reported for the **University Resources Committee**. The University Resources Committee had no action items for approval.

On motion made and seconded the Committee Reports, consent agenda items 1 – 29 were approved including:

**Board of Visitors**

- Minutes of a Meeting held February 12, 2015
- Minutes of a Meeting held March 31, 2015

**Nominating Committee**

- Minutes of a Meeting held April 16, 2015

Mr. Decatur presented the proposed 2015-16 Tuition and Fees and University Budget Plan. On motion made and seconded the **proposed 2015-16 Tuition and Fees and University Budget Plan** was approved with present members voting yes and Dr. Holsworth voting no.

Mr. Ginther reported for the Nominating Committee that the recommendation to full board for approval is Thomas W. Farrell II for Vice Rector and Jacquelyn E. Stone for Secretary for the 2015/16 academic year. On motion made and seconded, the **Board of Visitors elected Thomas W. Farrell II Vice Rector and Jacquelyn E. Stone Secretary for 2015/16 Academic Year for Virginia Commonwealth University.**

Dr. Rao reported the **new non-voting members of the board** and on motion and seconded, the following individuals were appointed:

- Faculty representative: June Nicholson
- Faculty representative - alternate: Holly Price Alford
- Staff representative: Sania Marcoccia
- Staff representative: Caitlin Bergendahl – alternate
- Student representative: Sameen (Ryan) Meshkin
- Student representative – alternate: Diamone Gathers

Mr. Ginther presented the **VCU Investment Management Corporation board appointments**, Mr. Lawrence Kochard and Mr. Charlie Johnson. On motion made and seconded, the board approved the appointment of Mr. Kochard and Mr. Johnson to the VCU Investment Management Corporation.

On motion made and seconded, the Board convened into closed session to discuss certain confidential personnel matters or the performance of specific individuals; to consult with legal counsel regarding legal matters; and/or to discuss confidential matters relating to gifts, bequests, and fund-raising activities, including the Report of the Vice President, the Development Report, the consideration of the Named Funds Report Recommendations and VCU Property Gift, as authorized by Section 2.2-3711 A(1), A(7) and A(8) of the Virginia Freedom of Information Act.

Following closed session, on motion made and seconded, the following resolution was approved by roll call vote:

Virginia Commonwealth University hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed session meeting were heard, discussed or considered by the Board of Visitors of Virginia Commonwealth University.



<u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. William M. Ginther	X	
Ms. Teresa Carlson	absent	
Ms. Colette E. McEachin	absent	
Ms. Nancy C. Everett	X	
Mr. Thomas F. Farrell II	X	
Mr. Michael D. Fraizer	X	
Dr. Robert H. Holsworth	X	
Mr. Franklin Hall	absent	
Mr. John A. Luke, Jr.	absent	
Mr. Alexander B. McMurtrie, Jr.	X	
Mr. William A. Royall, Jr.	X	
Mr. Sudhakar V. Shenoy	absent	
Dr. John W. Snow	X	
Ms. Jacquelyn E. Stone	X	
Mr. G. Richard Wagoner	X	
Mr. Steve Worley	X	

Vote:

Ayes: 11

Nays: 0

ABSENT DURING MEETING: 5

ABSENT DURING VOTING: 5

On motion made and seconded, the following items were approved:

- APPROVE personnel actions as detailed in the Faculty Appointments and Changes in Status report and;
- APPROVE PROMOTION AND TENURE RECOMMENDATIONS as detailed in the Promotion and Tenure Recommendations for 2014-2015 report and;
- APPROVE the naming requests as detailed in the Named Fund Report and;
- APPROVE the VCU property gift and;
- ACCEPT CLOSED SESSION COMMITTEE REPORTS.

The meeting was adjourned at 3:13 p.m.