The Board of Visitors of the University of Virginia met, in Retreat and in Open and Executive Session, at the Hilton Alexandria Old Town Hotel in Alexandria, Virginia on Friday, July 15, 2011, and the Lorien Hotel and Spa in Alexandria, Virginia on Saturday, July 16, 2011; Helen E. Dragas, Rector, presided.


From the Medical Center Operating Board, Andrew K. Hodson, M.D., William P. Kanto Jr., M.D., Constance R. Kincheloe, Randolph J. Koporc, The Honorable Lewis F. Payne, Patrick D. Hogan, and Charles W. Moorman, attended.

Also present were Ms. Teresa A. Sullivan, J. Milton Adams, Ms. Sally N. Barber, Ms. Patricia Cluff, Robert H. Cofield, Steven T. DeKosky, M.D., Larry L. Fitzgerald, Ms. Dorrie K. Fontaine, Paul J. Forch, Ms. Susan G. Harris, R. Edward Howell, Ms. Nancy Rivers, Leonard W. Sandridge, Michael Strine, Jonathon D. Truwit, M.D., Ms. Carol Wood, and Ms. Jeanne Flippo Bailes.

Also present for a portion of Friday’s session was Steven A. Wartman, M.D., Ph.D., MACP. For Saturday’s session, representatives from the Chartis Group presented to the Board: Chris Regan, Michelle Mirado, and Jan Norris.

Friday, July 15

The session on Friday, July 15th, began at 1:30 p.m., and was led by the Rector.

The Rector introduced the new Board of Visitors members who were able to attend the Retreat, as well as the public members of the Medical Center Operating Board (MCOB). The Rector reviewed the agenda for the Retreat and highlighted the significance of having a combined retreat this year with both BOV and the public and ex-officio MCOB members. The Rector asked for a motion to continue in Executive Session.
Executive Session

Upon adopting the following motion, the Board went into Executive Session at 1:45 p.m.:

That the Board of Visitors and the Medical Center Operating Board go into Executive Session to discuss proprietary, business-related information pertaining to the operations of the Medical Center including strategic personnel, financial, and market and resource considerations, proposed potential strategic joint ventures, and other growth efforts and performance measures and metrics; to consider confidential information and data related to the adequacy and quality of professional services, and patient safety in clinical care, for the purpose of improving patient care; and, in consultation with legal counsel, to discuss the Medical Center's compliance with relevant federal and state legal requirements, licensure and accreditation standards which will also involve proprietary business information of the Medical Center and where disclosure at this time would adversely affect the competitive position of the Medical Center. The foregoing motion is authorized by Sections 2.2-3711 (A) (1), (6), (7), (8) and (22) of the Code of Virginia. The Executive Session of the Medical Center Operating Board is further privileged under Section 8.01-581.17 of the Code of Virginia.

The Board resumed its meeting in Open Session at 5:00 p.m.; the Rector said the preceding executive session was recessed and would continue the following day. The Rector then led a discussion on a proposed amendment to the Code of Virginia relating to the appointment of members of the Board of Visitors. This proposed legislation must be submitted to the Governor's Office before the next regular Board meeting in September.

Currently, the Code of Virginia provides that the Board shall consist of sixteen members appointed by the Governor. Of these members, at least 13 must be residents of the Commonwealth, at least 11 shall be University alumni, and no more than three shall be nonresident University alumni.

The proposed amendment seeks to increase the membership to 17 visitors, at least 12 of whom shall be Virginia residents, at least 12 of whom shall be University alumni, and at least one of whom shall be a physician with administrative and clinical experience in an academic medical center. She said there are several benefits to amending the Code. First, by increasing the membership to 17 visitors, it will assure that a majority vote can always be obtained. Second, reducing the minimum number of in-state members to 12 is more reflective of the growing national and international geographic reach of the University's alumni base. Third, having at least one physician on the board with administrative and clinical experience in an academic
medical center acknowledges the Board’s governing authority for the Health System.

On motion, the Board adopted the following resolution:

APPROVAL OF LEGISLATIVE PROPOSAL

RESOLVED, the Board of Visitors approves and endorses amending the Code of Virginia as it pertains to the membership of the Board of Visitors.

The proposed amendments to §§ 23-70 and 23-71 of the Code of Virginia are as follows:

§ 23-70. Appointment of visitors generally; number and terms of office.

A. The board of visitors is to consist of seventeen visitors appointed by the Governor, of whom at least twelve shall be appointed from the Commonwealth at large and at least one shall be a physician with administrative and clinical experience in an academic medical center.

B. All appointments on or after July 1, 2008, shall be for terms of four years and commence July 1 of the first year of appointment, except that appointments to fill vacancies shall be made for the unexpired terms. Members shall complete their service on June 30 of the year in which their respective terms expire, including appointments made prior to July 1, 2008. All appointments for full terms, as well as to fill vacancies, shall be made by the Governor subject to confirmation by the Senate and the House of Delegates.

§ 23-71. Appointment of visitors from nominees of alumni association.

(a) The Governor may appoint visitors from a list of qualified persons submitted to him, before or after induction into office, by the alumni association of the University of Virginia, on or before the first day of December of any year next preceding a year in which the terms of any visitors will expire.

(b) Whenever a vacancy occurs otherwise than by expiration of term, the Governor shall certify this fact to the association and nominations may be submitted of qualified persons and the Governor may fill the vacancy, if his discretion so dictates, from among the eligible nominees of the association, whether or not alumni or alumnae.

(c) Every list shall contain at least three names for each vacancy to be filled.

(d) The Governor is not to be limited in his appointments to the persons so nominated.
(e) At no time shall less than twelve of the visitors be alumni or alumnae of the University.

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At 5:20 p.m., the Rector recessed the meeting until the following day.

Saturday, July 16

The session on Saturday, July 16th, began at 8:00 a.m., and included only the Board of Visitors and administrators. The Rector asked for a motion to convene in executive session.

Executive Session

Upon adopting the following motion, the Board went into Executive Session at 8:05 a.m.:

That the Board of Visitors of the University of Virginia go into Executive Session to discuss and review with Legal Counsel and the Administration the legality of the University's policies prohibiting weapons in its facilities and at its events, as provided for in Section 2.2-3711 (A)(7) of the Code of Virginia.

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The Board resumed its meeting in Open Session at 8:30 a.m. and adopted a resolution certifying that, to the best of each Board member's knowledge, only public business matters lawfully exempted from open meeting requirements and which were identified in the motion authorizing the closed session, were heard, discussed or considered in closed session.

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The Medical Center Board Members and the rest of the staff rejoined the meeting to continue the Retreat. The Rector reminded them that they recessed the previous day and were continuing, under the same motion, the executive session from the previous day.

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At 1:00 p.m., the Board resumed its meeting in Open Session and adopted a resolution certifying that, to the best of each Board member's knowledge, only public business matters lawfully exempted from open meeting requirements and which were identified in the motion authorizing the closed session, were heard, discussed or considered in closed session.

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On motion, the meeting was adjourned at 1:00 p.m.

Respectfully Submitted,

[Signature]
Susan G. Harris, Secretary

SCH:jb
These minutes have been posted to the University of Virginia’s Board of Visitors website.
http://www.virginia.edu/bov/publicminutes/html