MEMORANDUM

TO: The Board of Visitors and Senior Advisors:

Helen E. Dragas, Rector
George Keith Martin, Vice Rector
Frank B. Atkinson
A. Macdonald Caputo
Hunter E. Craig
The Hon. Alan A. Diamonstein
Allison Cryor DiNardo
Marvin W. Gilliam Jr.
Victoria D. Harker
Bobbie G. Kilberg
Randal J. Kirk

FROM: Susan G. Harris

SUBJECT: Minutes of the Special Meeting of the Full Board of Visitors on October 19, 2012

The Board of Visitors of the University of Virginia met, in Open Session, at 9:35 a.m., on Friday, October 19, 2012, in the Board Room of the Rotunda; Ms. Helen E. Dragas, Rector, presided.


A. Macdonald Caputo participated by teleconference.

William H. Goodwin Jr. and Leonard W. Sandridge Jr., Senior Advisors to the Board, were present as well.

Also present were Ms. Teresa A. Sullivan, John D. Simon, Ms. Susan G. Harris, Paul J. Forch, Ms. Susan A. Carkeek, James
Ms. Dragas called the special meeting of the Board to order and then called for a motion to allow additional agenda items. On motion, the following resolution was approved:

RESOLUTION TO APPROVE ADDITIONAL AGENDA ITEMS

RESOLVED, the Board of Visitors approves the consideration of addenda to the published Agenda.

Ms. Dragas said Richard Chait, professor emeritus at Harvard’s graduate school of higher education, would be joining the Board during the Governance and Engagement meeting. Professor Chait has worked with many boards and university leaders to increase mutual effectiveness and streamline systems to facilitate collaboration. He will be joining the committee for an initial conversation about engaging a consultant to assist the Board in improving effectiveness and developing a collaborative working relationship with President Sullivan.

Ms. Dragas spoke on behalf of the Board in expressing enthusiastic support for Mr. Patrick D. Hogan, the President’s nominee for Executive Vice President and Chief Operating Officer. She said that his thoughtful nature, impressive business experience, and broad financial background will serve the University well. Mr. Hogan worked at Ernst & Young for more than 35 years, building and leading teams across the globe. He has many ties to the University, including a daughter and other family members who are alumni; service on the McIntire School of Commerce Advisory Council; and participation in the strategic planning process as a public member of the Medical Center Operating Board.

President Sullivan said she is pleased to present Patrick D. Hogan to the Board for the Chief Operating Officer position. Mr. Hogan understands the mission of the University, not only in education but also in providing healthcare. Through his experience he has gained an understanding of the complexity of the organization and the necessity of working as a team to accomplish the goals of the University.

On motion, the Board adopted the following resolution:
ELECTION OF CHIEF OPERATING OFFICER AS AN OFFICER OF THE BOARD

WHEREAS, the President has nominated Mr. Patrick D. Hogan as Executive Vice President and Chief Operating Officer of the University; and

WHEREAS, the Chief Operating Officer of the University is an officer of the Board of Visitors;

RESOLVED, the Board of Visitors elects Mr. Patrick D. Hogan as Chief Operating Officer of the University and an officer of the Board of Visitors.

The Board took a 15 minute break to give the President and Rector an opportunity to introduce Mr. Hogan to the press.

At 10:00 a.m. the following motion was approved and the Board convened in closed session:

That the Board of Visitors of the University of Virginia convene in Closed Meeting for the purpose of discussing the performance, assignment, and appointment of specific University officers and employees as provided for in Section 2.2-3711 (A)(1) of the Code of Virginia, and to consult with legal counsel on specific legal matters requiring the provision of legal advice by such counsel, as provided for in Section 2.2-3711 (A)(7) of the Code of Virginia; both, more specifically, relating to officers and executive employees of the University. And further pursuant to Section 2.2-3711(A)(29) for the discussion of the award of a public contract involving the expenditure of public funds where discussion in public session would adversely affect the bargaining position of the University; more specifically to discuss award of a consulting contract for the University.

At 11:00 a.m. the Board resumed in Open Session and adopted the following motion, certifying that its deliberations in Executive Session had been conducted in accord with the exemptions permitted by the Virginia Freedom of Information Act:
That we vote on and record our certification that, to the best of each 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 11:00 a.m.

SGH:lah
These minutes have been posted to the University of Virginia Board of Visitors website. http://www.virginia.edu/bov/publicminutes.html