MEMORANDUM

TO: The Executive Committee:

Helen E. Dragas, Chair
George Keith Martin
Marvin W. Gilliam
Victoria D. Harker
John L. Nau III
Timothy B. Robertson

and

The Remaining Members of the Board and Senior Advisors:

Frank B. Atkinson             Vincent J. Mastracco Jr.
A. Macdonald Caputo           Edward D. Miller, M.D.
Hunter E. Craig                Linwood H. Rose
The Hon. Alan A. Diamonstein   Hillary A. Hurd
Allison Cryor DiNardo          William H. Goodwin Jr.
Bobbie G. Kilberg             Leonard W. Sandridge Jr.
Stephen P. Long, M.D.

FROM: Susan G. Harris

RE: Minutes of the Meeting of the Executive Committee on Thursday, November 8, 2012

The Executive Committee of the Board of Visitors of the University of Virginia met, in Open Session, at 1:15 p.m., Thursday, November 8, 2012, in the Auditorium of the Harrison Institute/Small Special Collections Library; Helen E. Dragas, Chair, presided.

Present were George Keith Martin, Marvin W. Gilliam Jr., Victoria D. Harker, John L. Nau III, and Timothy B. Robertson.

Mr. A. Macdonald Caputo participated by telephone.

Present as well were Ms. Teresa A. Sullivan, John D. Simon, Patrick D. Hogan, Ms. Susan G. Harris, Paul J. Forch, Ms. Susan A. Carkeek, Steven T. DeKosky, M.D., R. Edward Howell, Ms. Patricia M. Lampkin, Marcus L. Martin, M.D., Ms. Nancy A. Rivers, Ms. Colette Sheehy, Thomas C. Skalak, Robert D. Sweeney, Simeon E. Ewing, John Sanders Huguenin, McGregor McCance, Anthony P. de Bruyn, and Ms. Debra D. Rinker.

The Chair said that there are four resolutions from the October 19th meeting of the Governance and Engagement Committee and the Executive Committee that have now had the opportunity for review. One resolution addresses faculty participation on each committee. She said that the Board looks forward to more effective communication with the faculty in this way. The second resolution establishes a vice chair for each committee. This would deepen the engagement of Board members, help on those occasions where the chair was unavailable to attend a meeting, and also deepened the bench of Board members prepared to lead a committee in the future.

Ms. Dragas said the third resolution is to enhance the system for presidential review. It provides for a quarterly review by the chairs of select committees and the vice rector. She said this should deepen and broaden the discussion between the Board and the administration. It also would tie the ongoing presidential review with specific metrics that the institution is trying to meet.

The fourth resolution is a series of changes to the Manual of the Board of Visitors of the University of Virginia, to conform the provisions of the Manual to the Code of Virginia, and to improve the governance structure of the Board:

RESOLVED, the Board of Visitors authorizes the following revisions to the Manual of the Board of Visitors of the University of Virginia, 2004 edition as amended through February 23, 2012 (the Manual), to conform the provisions of the Manual to the Code of Virginia, and to improve the governance structure of the Board:

SECTION 2.2 COMPOSITION-- The Board of Visitors is composed of sixteen members appointed by the Governor, subject to confirmation
by the Senate and the House of Delegates of Virginia, for terms of four years. Members may be reappointed for one additional four-year term. At least **thirteen twelve** of the **sixteen seventeen** members must be from the **State Commonwealth at large, and not more than three may be appointed from alumni or alumnae living outside the State. At least eleven of the sixteen members must be alumni or alumnae of the University— at least twelve shall be alumni or alumnae of the University of Virginia, and at least one shall be a physician with administrative and clinical experience in an academic medical center.**

The statute provides that for every vacancy on the Board of Visitors, the Alumni Association of the University of Virginia shall propose three names to the Governor for possible appointment. Such proposals, however, are advisory only, and the Governor may appoint persons other than those recommended by the Alumni Association. A vacancy on the Board is filled by the Governor for the unexpired term, subject, of course, to confirmation by the Senate and the House of Delegates. A person filling an unexpired term may be reappointed by the Governor for two additional four-year terms.

**SECTION 2.35 QUORUM --** A quorum for the conduct of business by the full Board of Visitors shall consist of five members of the Board (as required by statute) except in those instances where other statutory provisions, as for example, in the consideration of revenue bond issues, may require a larger number for the transaction of particular items of business. A quorum for the Executive Committee and all standing and special committees of the Board of Visitors shall consist of one-third of the appointed members of the committee, except that in no case shall the number be fewer than **two three** members. The quorum must be physically assembled at one primary or central meeting location.

**SECTION 2.38 CONDUCT OF BUSINESS—** All meetings shall be conducted in accordance with The principles of procedure prescribed in Roberts’ Rules of Order shall provide guidance for the conduct of meetings.

**SECTION 3.1 THE EXECUTIVE COMMITTEE--** At each Annual Meeting the Board shall elect from among its membership an Executive Committee composed of six members. These six members shall consist of the Rector, who shall serve as chair, the Vice Rector, and four Visitors to be elected by the Board. Nominations for these four positions on the Executive Committee may be made by any Visitor, and if there are more than four nominations, a vote shall be taken, and the results shall be announced jointly by the Rector and the Secretary. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the Board and by vote if there is more than one nomination.

The Executive Committee shall meet upon the call of the Rector. It shall consider all matters referred to it by the Rector, the Vice Rector, or the President and shall, in the interim between meetings of the Board, be vested with the powers and authority of the full Board and shall take such action on all matters that may be referred to it as in its judgment is required. All such actions taken by the
Executive Committee in the interim between meetings of the Board shall require a two-thirds vote of the whole number of committee members, and their actions shall be reported to the Board at the next regular meeting and shall, if confirmation is required, be confirmed and approved by the Board at that time.

SECTION 3.2 STANDING COMMITTEES—The standing committees of the Board of Visitors shall consist of the Finance Committee, Buildings and Grounds Committee, Student Affairs and Athletics Committee, Educational Policy Committee, External Affairs Advancement and Communications Committee, Audit and Compliance Committee, Committee on The University of Virginia’s College at Wise, and the Medical Center Operating Board. The number to be appointed to each standing committee shall be determined by the Rector at the time of appointment. However, no committee shall consist of fewer than three members.

The standing committees shall be appointed by the Rector at the Annual Meeting of each year, and at the time of appointment the Rector shall designate the chair of each committee. A vacancy on any committee shall be filled by the Rector for the unexpired term, and the Rector shall have the power to change the membership of any standing committee at any time. Each standing committee shall meet at the call of the chair, the Rector, the Vice Rector, or the President and shall consider such matters as may be referred to it by these officers or by members of the committee.

The Secretary shall prepare a docket for each committee meeting and shall attend the meeting.

In addition to the duties of the standing committees as listed below, each committee shall consider such other matters as may be referred to it by the Board, the Rector, the Vice Rector, the President, or the chair and shall make its report and recommendations as required to the Board, to the President, and, upon the request of the Rector, to the Executive Committee. No standing committee has power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. In such cases, a report of final action by any committee shall be made at the next regular meeting of the Board and, if confirmation is required, shall be confirmed and approved by the Board at that time.

On motion of any member, any grant to a committee of power or authority to commit the Board shall be reviewed by the Board, at which time it may be modified or rescinded by majority vote of the members present without complying with the requirements for amending this Manual.

SECTION 3.26 EXTERNAL AFFAIRS ADVANCEMENT AND COMMUNICATIONS COMMITTEE—The External Affairs Advancement and Communications Committee shall have responsibility in all matters pertaining to University development, alumni affairs, and public communications. This responsibility shall include the oversight of University capital campaigns and all other programs that promote private donations to and
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alumni support of the University. As part of this responsibility, the committee’s oversight will include the University-related foundations and their activities to raise funds on behalf of the University.

SECTION 3.28 THE MEDICAL CENTER OPERATING BOARD--The Medical Center Operating Board shall be the governing board of the Medical Center and the Transitional Care Hospital for Joint Commission on Accreditation of Hospital Organization purposes, responsible to oversee and direct the operations of the Medical Center and the Transitional Care Hospital as delegated by the Board of Visitors.

The Rector shall serve as a voting member, and he shall appoint four other members of the Board of Visitors, including the chair, to serve as voting members of the Medical Center Operating Board; one of these members shall be the chair of the Finance Committee and one of these members shall be a physician with administrative and clinical experience in an academic medical center. The Board of Visitors may appoint no more than six public non-voting members of the Medical Center Operating Board, to serve for initial terms not to exceed four years. The President of the University, the Executive Vice President and Provost of the University, the Executive Vice President and the Chief Operating Officer of the University, the Vice President and Chief Executive Officer of the Medical Center, the Vice President and Dean of the School of Medicine, the Dean of the School of Nursing, and the President of the Clinical Staff of the Medical Center shall serve as non-voting advisory members. In addition to the six non-voting public members, the Board of Visitors may appoint up to four additional public members on a temporary basis, for terms to begin no later than July 15, 2011, and end on December 31, 2012.

SECTION 4.21 ELECTION--The President shall be elected by the Board of Visitors and may be removed. Appointment, removal, or amendment of the contract or terms of employment of the President may be accomplished only by assent of two-thirds a majority (or, by statute, two-thirds in the case of removal) of the whole number of Visitors at a regular meeting, or special meeting called for this purpose. The President shall attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees.


§ 23-70. APPOINTMENT OF VISITORS GENERALLY; NUMBER AND TERMS OF OFFICE

(a) A. The board of visitors is to consist of sixteen visitors appointed by the Governor, of whom (i) at least thirteen shall be appointed from the Commonwealth at large and not more than three shall be appointed from the nonresident alumni of the University of Virginia, (ii) at least 12 shall be alumni of the University of
Virginia, and (iii) at least one shall be a physician with administrative and clinical experience in an academic medical center.

(b) 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) 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 April of any year next preceding a year in which the terms of any visitors will expire.

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

(d) D. The Governor is not to be limited in his appointments to the persons so nominated.

(e) E. At no time shall less than eleven 12 of the visitors be alumni or alumnae of the University.

VICE CHAIRS OF BOARD OF VISITORS STANDING COMMITTEES

WHEREAS, it is the desire of the Board of Visitors to actively engage its members in the governance work of the Board; and

WHEREAS, on occasion the chair of a committee is unable to preside at a meeting of the committee and there is no clear designation of a second to assume the chair’s duties;

RESOLVED, the chairs of all standing committees of the Board, in consultation with the Rector of the Board, may appoint a vice chair to assist in fulfillment of the oversight responsibilities of the committee and to assume the duties of the chair in the event the chair is unable to perform those duties on a temporary basis.
INVITING FACULTY PARTICIPATION IN BOARD COMMITTEES

WHEREAS, in July, 2007, the Board of Visitors passed a resolution inviting the past chair of the Faculty Senate to serve as a consulting member to two standing committees, Educational Policy and External Affairs, and a special committee, the Diversity committee, to promote closer ties with the faculty and more faculty involvement in the deliberations of the Board, with the aim of the faculty and the Board working together to advance the goals of the University; and

WHEREAS, the Medical Center Operating Board, a committee of the Board of Visitors, includes ex-officio members who are faculty members and serve in a consulting but otherwise fully participating capacity; and

WHEREAS, the Board of Visitors would like to expand the involvement of faculty by adding faculty consulting members to the other standing committees of the Board;

RESOLVED, the Board of Visitors authorizes the Rector, in consultation with the President, to appoint one nonvoting faculty consulting member to each standing committee of the Board that does not have faculty representation currently, to serve for a one year term; and

RESOLVED FURTHER, this arrangement shall become effective on January 1, 2013, with the first faculty representatives serving through June 30, 2014 and future appointments commencing on July 1 of each year.

APPROVAL OF QUARTERLY REVIEW COMMITTEE FOR EVALUATION OF THE PRESIDENT

WHEREAS, in November 2011 the Board of Visitors adopted guidelines for evaluating the President; and

WHEREAS, the Board desires to create an additional process to provide the opportunity for the chairpersons of certain standing committees to engage with the President on a quarterly basis to review progress with regard to the Board’s expectations; and

WHEREAS, the Board believes it is important for the annual evaluation of the President to include benchmarks related to the University’s annually updated strategic plan;

RESOLVED, the vice rector, along with the chairs of the Educational Policy, Finance, and Advancement and Communications committees, shall meet with the president on a quarterly basis on or around the last Friday of the quarter, to review progress on goals and established benchmarks, and to advise the president on current
priorities of the Board. The vice rector and the chairs of the Educational Policy, Finance, and Advancement and Communications committees shall provide input to the presidential assessment committee as they develop the annual evaluation of the president’s performance;

RESOLVED FURTHER, as a University strategic plan is developed, concise benchmarks shall be established to measure progress on elements of the strategic plan. The annual evaluation of the president shall include, but not be limited to, an assessment of progress made toward meeting the strategic plan benchmarks.

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On motion, the meeting was adjourned at 1:25 p.m.

SGH:lah

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