RESOLUTIONS ADOPTED BY THE BOARD OF VISITORS
FEBRUARY 21-22, 2013

Appointment of Non-Voting Student Member to the Board of Visitors 9010
Approval of the Minutes of the Board Meetings on November 8-9, 2012, and December 7, 2012 9010
Resolution to Approve Additional Agenda Items 9010
Approval of Addendum #2 to January 20, 1984 Agreement Among the University, the City of Charlottesville, and the County of Albemarle, Regarding Funding of the Joint Emergency Communications Center 9010
Approval of the Gifts and Grants Report 9019
Approval of the Board of Visitors Representatives to the Governing Boards of University-Related Foundations 9020
Approval of Transfer of Endowment Fund to the Alumni Association 9021
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Approval of the Summary of Compliance Findings and Auditor of Public Accounts Findings 9023
Naming the New Alderman Road Student Residence Halls (Phase III and IVa - Buildings #3, #4, and #5 9023
Approval of Addition to the University’s Major Capital Projects Plan - Education Resource Center 9024
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Approval of Advancing Continued Development of a Four Year Financial Plan

Approval of Four Year Plan Regarding Faculty Salaries

Faculty Personnel Actions
Elections
   Correction to the Election of Dr. Shawn J. Pelletier
Actions Relating to Chairholders
   Election of Chairholders
   Change of Title to Chairholders
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   Retirement of Chairholders
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The University of Virginia’s College at Wise
Special Salary Actions

Resolutions Not Requiring Action by the Full Board:

Resolutions Adopted by the Buildings and Grounds Committee on February 20, 2013:
   • Approval of Architect/Engineer Selection, Education Resource Center
   • Approval of Concept, Site, and Design Guidelines for Education Resource Center
   • Schematic Design Approval for North Grounds Mechanical Plant Addition

Resolutions Approved by the Medical Center Operating Board on February 21, 2013:
   • Approval of Amended and Restated Bylaws of the Clinical Staff of the University of Virginia Transitional Care Hospital

Resolutions Approved by the Chair of the Medical Center Operating Board and an Additional Voting Member:
   • Credentialing and Recredentialing Actions - University Of Virginia Medical Center - Approved November 20, 2012
• Credentialing and Recredentialing Actions – University of Virginia Transitional Care Hospital – Approved November 28, 2012

• Credentialing and Recredentialing Actions – University of Virginia Medical Center – Approved December 18, 2012

• Credentialing and Recredentialing Actions – University of Virginia Transitional Care Hospital – Approved December 28, 2012

• Credentialing and Recredentialing Actions – University of Virginia Medical Center – Approved January 15, 2013

• Credentialing and Recredentialing Actions – University of Virginia Transitional Care Hospital – Approved January 23, 2013

• Credentialing and Recredentialing Actions – University of Virginia Medical Center – Approved February 21, 2013

• Credentialing and Recredentialing Actions – University of Virginia Transitional Care Hospital – Approved February 21, 2013
The Board of Visitors of the University of Virginia met in Open Session at 1:00 p.m., on Thursday, February 21, 2013, in the Auditorium of The Harrison Institute/Small Special Collections Library; Ms. Helen E. Dragas, Rector, presided.


Also present were Ms. Teresa A. Sullivan, Ms. Susan G. Harris, Paul J. Forch, Patrick D. Hogan, John D. Simon, Ms. Susan A. Carkeek, Steven T. DeKosky, M.D., Ms. Donna Price Henry, James L. Hilton, 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, Anthony P. de Bruyn, McGregor McCance, and Ms. Debra D. Rinker.

Executive Session, Thursday, February 21, 2013

After adopting the following motion, the voting Board members present plus Ms. Hurd and Mr. Sandridge participated in Executive Session at 1:00 p.m.:

That the Board of Visitors go into Executive Session for the purpose of considering the appointment of a student member to the Board of Visitors in accordance with Section 2.2-3711 (A) (1) of the Code of Virginia.

At 1:15 p.m. the Board came out of closed session and, on motion, adopted the following resolution certifying that the deliberations in closed session had been conducted in accordance 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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The Rector called on Mr. Atkinson to lead the Pledge of Allegiance.

**Appointment of Non-Voting Student Member to the Board of Visitors**

The Rector said the Executive Committee met the day before to interview candidates and select a candidate to recommend to the full Board. The full Board met in Executive Session prior to the Preliminary meeting, and agreed on a Student Member to the Board for 2013-2014. On motion, the Board approved the following resolution:

**APPOINTMENT OF NON-VOTING STUDENT MEMBER TO THE BOARD OF VISITORS**

RESOLVED, Blake Blaze, a student in the College of Arts and Sciences, is elected the Student Member of the Board of Visitors. Mr. Blaze's term will begin on June 1, 2013, and will run until May 31, 2014.

**Approval of the Minutes of the Board Meetings on November 8-9, 2012, and December 7, 2012**

On motion, the Minutes of the Board meetings held on November 8-9, 2012, and December 7, 2012, were approved.

**Resolution for Additions to the Agenda**

On motion, the Board adopted the following resolution approving the consideration of addenda to the published Agenda of the meeting:

**RESOLUTION TO APPROVE ADDITIONAL AGENDA ITEMS**

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

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**Approval of Addendum #2 to January 20, 1984 Agreement Among the University, the City Of Charlottesville, and the County Of Albemarle, Regarding Funding of the Joint Emergency Communications Center**

Changes were made to the funding formula to base the funding from the three parties on the number of calls for service instead of on the participants’ populations. Other changes are enumerated in the resolution and the agreement.
On motion, the following resolution was approved:

APPROVAL OF ADDENDUM #2 TO JANUARY 20, 1984 AGREEMENT AMONG THE UNIVERSITY, THE CITY OF CHARLOTTESVILLE, AND THE COUNTY OF ALBEMARLE, REGARDING FUNDING OF THE JOINT EMERGENCY COMMUNICATIONS CENTER

WHEREAS, by an Agreement dated January 20th, 1984 (as amended, the "Agreement"), the Rector and Visitors of the University of Virginia, the City of Charlottesville, Virginia, and the County of Albemarle, Virginia, entered into a joint exercise of power for the establishment of a centralized dispatching facility (the "Emergency Communications Center" or "ECC") for their respective law enforcement agencies and other emergency services operating in the Charlottesville and Albemarle County community, and for the provision of a "911" emergency telephone system; and

WHEREAS, the Agreement provided that the funding of the ECC be apportioned among the participants in accordance with a formula based on the participants' populations, number of calls for service and crime index figures; and

WHEREAS, at the meeting of the Emergency Communications Center Management Board held on September 12, 2012, the Management Board recommended a proposed amendment to the Agreement changing the funding formula so that it is based on actual calls for service received by the ECC, with each of the participants in the Agreement responsible for operating and capital costs of the ECC in direct proportion to their respective percentage of the actual calls for service, which the Management Board believes will be a more equitable and simpler funding formula for the operating costs of the ECC; and

WHEREAS, the Management Board also recommended that the Agreement be amended to implement a separate funding formula for operating and capital costs of the ECC’s 800 MHz communications system, with such costs to be allocated among the participants on the basis of the number of radios used by the participants and certain third party users; and

WHEREAS, the Management Board finally recommended that the Agreement be amended to include a fund balance provision so that the ECC may retain a year-end fund balance not to exceed twenty-five percent (25%) of the ECC’s total annual operating budget; and

WHEREAS, the Management Board has submitted an Addendum #2 to the Agreement, which Addendum sets forth the Management Board’s recommended amendments to the Agreement; and

RESOLVED, the Board of Visitors approves the attached Addendum #2 to Agreement dated January 20, 1984, by and among the County of Albemarle, Virginia, the City of Charlottesville, Virginia, and the Rector and Visitors of the University of Virginia for funding of the joint Emergency Communications Center, and authorizes the President, or
Executive Vice President and Chief Operating Officer, to execute such Addendum #2 on behalf of the University.

Remarks by the Rector

The Rector encouraged Board members to attend the annual Trustees’ meeting of the Association of Governing Boards in April in San Francisco. She also briefed the Board on scheduled events in April and May: there will be a Special Meeting of the Full Board on April 18 regarding tuition and other charges, along with meetings of the Advancement and Communications Committee and the Student Affairs and Athletics Committee. Final Exercises are May 19, with former Senator Jim Webb as the keynote speaker. Final Exercises will be followed by the Spring Board of Visitors meeting on Monday and Tuesday, May 20 and 21. She added that the Board Office will be working on setting the dates for both the 2013 and 2014 Retreats soon.

Ms. Dragas thanked Dr. Miller for inviting Dr. Pronovost to speak, and she thanked the Medical Center staff for the dinner the previous evening, which was a big success.

The Rector said that both the Board and the administration have been working hard on long range financial planning, working to balance objectives, which is a complicated process. She thanked everyone for their efforts. She said the Strategic Planning process has many people engaged and is an exciting time for the University, which will make UVA stronger and brighter.

Report by the Student Board Member

Ms. Dragas asked Ms. Hillary Hurd for her remarks. Ms. Hurd thanked those who attended the Jeffersonian Dinners on February 8th. She said 24 students from five different schools participated in three conversations regarding UVA’s future: Career Services, Advising, and A Global UVA. She surveyed the students who attended and listed three main conclusions:

1. Because Advising comes from many sources, any changes to the advising system must help students build their networks;

2. The University should encourage collaborative research efforts between graduate and undergraduate students; and

3. As UVA grows and becomes more diverse, we should capitalize on the international student on Grounds who could be instrumental in developing research projects and networks abroad.

Ms. Hurd said she is hopeful that these dinners will continue, with themes that both the Board and students feel are pertinent. Other subjects on the minds of students are the possible changes to the Honor
System, which Stephen Nash will address during the Student Affairs and Athletics Committee. She said the Honor Committee has worked extremely hard on this issue and has engaged thousands of students; it cannot be said that students are apathetic about the issue.

Report by the President

The comments by the President are reproduced verbatim:

Madame Rector, Members of the Board of Visitors:

We are meeting today on an important anniversary date for the University of Virginia. On this exact date 195 years ago — February 21, 1818 — the General Assembly formally approved the appropriation of funds for a state university "to be called 'The University of Virginia,' wherein all the branches of useful science shall be taught." Six months later, Thomas Jefferson and the Board of Commissioners met in Rockfish Gap to lay out plans for the University in Charlottesville.

Yesterday, America's new Secretary of State stood in UVa's Old Cabell Hall to give his first major public address. He began his remarks by describing Thomas Jefferson's vision for this University as a monument to "the illimitable freedom of the human mind." He reminded us that Mr. Jefferson, who served as our nation's first Secretary of State, considered this University to be a more important part of his legacy than his service as Secretary of State or even as President.

Secretary Kerry could have gone to any venue, anywhere in the world, to deliver his first major speech. He chose to come to UVa because of our standing as one of the nation's premier public universities and because of the University's essential place in American history.

Just a couple weeks earlier, The Princeton Review named UVa the #1 "Best Value" in the nation among public universities. When assessing the nation's colleges and universities, The Princeton Review considers academic quality; costs; financial aid; the percentage of students who borrow from loan programs; and the average debt load that students carry at graduation. We have earned this best-in-the-nation value ranking at a time when "value" seems to be the most critical yardstick by which colleges and universities are being measured.

Tomorrow, you will hear a progress report on our strategic planning effort from Lin Rose, Frank Atkinson, and Milton Adams. As we continue this work to shape the University's future, we face a very particular kind of
challenge. It's a challenge because we are planning for the future within the context of this University's great past and the high standards set by our founder. And it's a challenge because — as noted in The Princeton Review's #1 ranking — we are planning from the top.

Planning from the top is different, and more difficult, than planning from the bottom or the middle. We are not trying to move from mediocre to good, or from good to great. We are trying to move from great to greater. We have no peer institution to serve as a model for what we want to become, no single peer to which we can affix our aspirations, because our aspiration is to be something unique and greater than any of our peers. Our aspiration is to create a future version of this University that is better, stronger, and more innovative than our current self.

Planning from this position requires that, rather than looking around us for a present model to emulate, we look to the future. And because we cannot see the future, we must envision it, and then put strategies in place to fulfill our aspirations. This is the work before us now.

As we plan, we should acknowledge that the environment for higher education right now is as challenging as any period in our history. At a time when European and Asian countries are racing to imitate America's research universities because they view us as models of excellence, our own universities are being torn down in our national media. Our public universities in particular are threatened by disinvestment coupled with increasing demands for affordability, productivity, and efficiency.

In this period of tremendous challenge for higher education, UVa is the best-qualified university to step forward and lead. I believe this is true for several reasons....

Thomas Jefferson founded this University nearly 200 years ago with a specific purpose: to create an educated citizenry with the knowledge and training needed to sustain the Republic. This founding story makes us different from our peers, and it should give us inspiration and a clear sense of purpose today. We have the institutional history and experience to be the training ground for national, and increasingly global, leaders.

UVa is qualified to innovate because innovation is part of our institutional DNA. Mr. Jefferson redefined higher education two centuries ago when he created a wholly new,
unprecedented type of university, constrained only by the "illimitable freedom of the human mind." We can draw on that tradition of innovation now to foster a culture of innovation on these Grounds, and to redefine higher education in UVa’s third century.

We are qualified to define a new ideal because of our uncommon scale. This university combines the resources of a research university with the smaller scale of a liberal arts college. We combine the best of both. At large research universities — and I know, because I’ve been there — faculty focus mostly on their own research. At liberal arts colleges, faculty mostly reproduce knowledge discovered elsewhere. At UVa, we produce knowledge, and our students and faculty are partners in the process of discovery and innovation. Our professors guide our students through a sort of intellectual progression, by transforming information into data; data into knowledge; and knowledge into wisdom.

And finally, UVa has the moral authority to lead because this is a secular institution where values matter. Honor and ethics; self-governance; leadership; diversity — these values give moral and ethical underpinnings to University life and culture.

In its third century, UVa will be known as a truly global university, but the only one with our distinctively American story. We can use our unique scale to create the best residential education available on any campus anywhere, and to drive collaboration and innovation at a pace and quality unmatched by any other university. And we will proudly promote a set of values that give moral and ethical structure to our teaching, research, and service.

The strategic planning work under way now is providing the foundation for us to build this bright future for our University. Working groups drawn from faculty, staff, students, alumni, and parents have reported their initial priorities in seven areas: faculty recruitment and retention; student life; technology; streamlining; resources; synergies; and what it means to be a public university in this century. The 20-plus ideas that appear in the working group reports will eventually be distilled into a handful of priorities that we will pursue, but several over-arching themes have already emerged.

First, we see that our greatest potential to solve complex societal problems will come by creating multi-disciplinary teams of faculty who pursue discoveries at the nexus of disciplines — medicine and engineering, technology and design, and so on. Cross-school collaboration also has
implications for construction and renovation of our facilities. It holds opportunities for greater efficiency while nurturing innovation in the faculty.

Our plan must include strategies for integrating emerging technologies in the academic enterprise. This will include experimenting with new technologies to teach students both on Grounds and in remote locations, defining and supporting scholarship in the digital age, and harnessing tools to compute, analyze, and interpret massive data sets — and doing all this while strengthening UVa’s trademark commitment to face-to-face, residential education.

Our plan should also position UVa as a leading institution in advising — not just academic advising, but also career advising that we offer to students as a sort of “life-coaching,” in accord with the values of honor and ethics that we espouse here.

And our plan should include a reconsideration of our core purposes and relationships as a public university in this century, including our relationships with a broad range of stakeholders in the Commonwealth. I recently asked the University's deans to share with me their thoughts about UVa’s most important intellectual directions and aspirations for the future. The deans had a lot of good ideas, and several common themes appeared in their responses. The themes included the importance of our role in creating national and global leaders; the opportunity to enhance cross-Grounds collaboration at the natural intersections among intellectual disciplines; and the opportunities to enhance UVa’s global reach and reputation.

The themes highlighted by our deans and themes that are emerging in our planning group reports support and reinforce each other. In fact, it seems that we are experiencing a moment of great alignment at our University: a moment when the best ideas produced by our academic leaders, faculty, staff, students, and alumni are aligning along a set of key priorities; and a moment when our priorities and our unique values align with an opportunity to step forward as the leader in a troubled time for American higher education.

But to achieve our goals, first and foremost, we must successfully recruit and retain world-class faculty at a generational turning point when many of our faculty will be retiring. This is our opportunity to remake the University for its third century, and we must do this in a highly competitive environment in which many other universities are
recruiting for the same reason. If we falter or hesitate on this front, no other front will matter, because university excellence does not happen without faculty excellence. We need to act decisively, because the stakes are high and getting higher. As Secretary Kerry said yesterday in Old Cabell Hall, “There is no 'pause' button on the future.”

Today I urge you to support the goal of raising our average faculty salaries into the top 20 of the AAU universities by 2016-17. We have a four-year financial plan that gives us a road map for reaching that goal.

I spoke earlier about University traditions. Faculty excellence is a founding tradition here, too. It was Mr. Jefferson who said that he was “anxious to receive none but of the highest grade” when he was recruiting the University’s first faculty members. Now, as we recruit and retain the faculty for the University’s third century, we need to do so with our standards set as high as Mr. Jefferson’s. Future generations will judge us by how well we meet those standards.

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Mr. Goodwin asked what President Sullivan worries about late at night. She answered with three points:

• Staying competitive for the best students;
• International competition; and
• Being in a strong, competitive position for faculty

Gifts and Grants Report

Summary of Fiscal Year-To-Date through Dec. 31, 2012

President Sullivan said philanthropic cash flow to the University of Virginia and its related foundations is $119,942,555.94 for the fiscal year through December 31, 2012, with an additional $27,314,019.12 pledged. Increases over the prior fiscal year’s results were achieved by the schools of Architecture, Nursing, Law, the Darden School, the College at Wise, the University Library, the Claude Moore Health Sciences Library, the Virginia Athletics Foundation, the Jeffersonian Grounds Initiative, the Miller Center, the Women’s Center, and the UVA Fund.

Significant Gifts Received Since The Last Meeting

She said the following significant gifts have been received since the last Board meeting in November:
Mr. Paul Tudor Jones and Mrs. Sonia Klein Jones gave $4,096,455.37 to the Virginia Athletics Foundation in support of the John Paul Jones Arena, and made a $1,250,000 pledge payment to the Jefferson Scholars Foundation for the Jefferson Scholars Foundation Professorships initiative;

Mr. Albert H. Small gave the remaining portions of his Declaration of Independence Collection, valued at $3,424,290, to the Albert and Shirley Small Special Collections Library;

The Quantitative Foundation made $2,000,000 and $1,000,000 pledge payments to the Department of Athletics for the construction of squash court facilities;

The Estate of Dr. Arthur F. Ebbert Jr. paid a $2,000,000 bequest to the School of Medicine to establish the Arthur Ebbert Scholarship;

The Estate of Linda G. Davis paid a $1,502,490.65 bequest to the School of Nursing for its unrestricted use;

Mr. John L. Nau and Mrs. Barbara Elizabeth Nau made a $1,256,909.92 pledge payment to the College and Graduate School of Arts and Sciences in support of the South Lawn Project;

The Estate of Frank C. McCue, III, M.D. made a $1,020,000 bequest to the Virginia Athletics Foundation for its unrestricted use;

The John and Amy Griffin Foundation made a $1,000,000 pledge payment to the McIntire School of Commerce for the Blue Ridge Leadership Fellows Fund;

The Altria Group, Inc. provided a $1,000,000 pledge payment to the School of Medicine for the Philip Morris USA Fund;

Mrs. Jane Parke Batten paid a $1,000,000 pledge to the Batten School of Leadership and Public Policy for its unrestricted use;

The Richard and Leslie Gilliam Foundation paid a $1,000,000 pledge to the University of Virginia College at Wise for the construction of the Health and Wellness Center; and

The Estate of George C. Seward paid a $1,000,000 bequest to the College and Graduate School of Arts and Sciences for the George C. and Carol F.M. Seward Scholarship Endowment Fund.

Significant Pledges Received Since The Last Meeting

The President said the following significant pledges have been received since the last meeting:
Peter B. & Adeline W. Ruffin Foundation pledged $3,000,000 to the College and Graduate School of Arts and Sciences for the Peter B. and Adeline W. Ruffin Endowment for Distinguished Artists-In-Residence;

Mr. Howard P. Milstein pledged $2,262,920 to the Miller Center of Public Affairs for the Milstein Symposium;

The Horace W. Goldsmith Foundation pledged $2,250,000 to the School of Law for the James C. Slaughter Distinguished Professorship;

Mr. G. Moffett Cochran pledged $1,000,000 to the Jefferson Scholars Foundation for the James H. and Elizabeth W. Wright Jefferson Scholars Foundation Professorship; and

The Jefferson Scholars Foundation received an anonymous pledge of $1,000,000 for the James H. and Elizabeth W. Wright Jefferson Scholars Foundation Professorship.

The President recommended that the Board accept the gifts and grants report. The Rector asked for a motion to approve the report. The motion was made, seconded, and the report was approved.

The full Board recessed at 1:50 p.m. to hold committee meetings.

Executive Session, Thursday, February 21, 2013

After adopting the following motion, the voting Board members present plus Ms. Hurd and Mr. Sandridge participated in Executive Session at 3:15 p.m.:

That the Board of Visitors go into closed session for the purpose of discussing the appointment, re-appointment, assignment, performance and performance goals, and compensation of certain officers and employees of the University and further to consult with General Counsel on his privileged litigation report to the Board and seek legal counsel in connection therewith, as provided for in Section 2.2-3711 (A) 1 and (7) of the Code of Virginia.

At 5:20 p.m. the Board came out of closed session and, on motion, adopted the following resolution certifying that the deliberations in closed session had been conducted in accordance 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.
The Rector recessed the meeting at 5:20 p.m. until the following day.

Final Session

The full Board was called to order at 3:15 p.m., on Friday, February 22, 2012, for the Final Session. All Board members save Ms. Bobbie Kilberg, Ms. Victoria Harker, Mr. John Nau, and Mr. Vincent Mastracco, were present.

The following resolutions were unanimously adopted except where noted:

CONSENT ITEMS

APPROVAL OF THE BOARD OF VISITORS REPRESENTATIVES TO THE GOVERNING BOARDS OF UNIVERSITY-RELATED FOUNDATIONS
(approved by the Advancement and Communications Committee on February 22, 2013)

RESOLVED, the following persons are ratified or confirmed as representatives of the Board of Visitors to the governing boards of the following University-Related Foundations:

<table>
<thead>
<tr>
<th>Foundation</th>
<th>Board of Visitor Representative</th>
<th>Term Ending</th>
</tr>
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<tbody>
<tr>
<td>Alumni Association of the University of Virginia</td>
<td>Allison Cryor DiNardo</td>
<td>06/30/15</td>
</tr>
<tr>
<td>Alumni Board of Trustees of the University of Virginia Endowment Fund</td>
<td>J. Davis Hamlin</td>
<td>12/31/16 *</td>
</tr>
<tr>
<td>The College Foundation</td>
<td>John L. Nau III</td>
<td>12/31/16 *</td>
</tr>
<tr>
<td>The University of Virginia’s College at Wise Alumni Association</td>
<td>Marvin W. Gilliam Jr.</td>
<td>06/30/14</td>
</tr>
<tr>
<td>The University of Virginia’s College at Wise Foundation</td>
<td>Marvin W. Gilliam Jr.</td>
<td>06/30/14</td>
</tr>
<tr>
<td>Curry School of Education</td>
<td>Linwood H. Rose</td>
<td>12/31/16 *</td>
</tr>
<tr>
<td>Darden School Foundation</td>
<td>Lewis F. Payne</td>
<td>12/31/13</td>
</tr>
<tr>
<td>Foundation of the State Arboretum at Blandy Experimental Farm</td>
<td>Richard S. Minturn</td>
<td>06/30/14</td>
</tr>
<tr>
<td>Healthcare Partners, Inc.</td>
<td>Vincent J. Mastracco Jr.</td>
<td>06/30/14</td>
</tr>
</tbody>
</table>
WHEREAS, Warren F. Chauncey created the Boyd E. Renner Naval ROTC Scholarship Fund as an endowed fund with the Rector and Visitors of the University of Virginia, under agreement dated November 28, 2011; and

WHEREAS, Mr. Chauncey has a gift designation in his estate for the Boyd E. Renner Naval ROTC Scholarship Fund at the Alumni Association; and

APPROVAL OF TRANSFER OF ENDOWMENT FUND TO THE ALUMNI ASSOCIATION

(approved by the Advancement and Communications Committee on February 22, 2013)
WHEREAS, the Renner Fund with the University is minimally funded; and

WHEREAS, Mr. Chauncey has requested that the University Renner Fund be transferred to the Renner Fund at the Alumni Association and administered under the terms of the November 28, 2011 agreement;

RESOLVED, the Board approves transfer of the assets in the Renner Fund held by the University to the Renner Fund held by the Alumni Association.

**APPROVAL OF DEMOLITION OF DAVIS FARM BUILDINGS #207-1676 AND #207-1684**
(approved by the Buildings and Grounds Committee on February 20, 2013)

WHEREAS, buildings #207-1676 and #207-1684 are located at the Davis Farm, and due to their age and condition are no longer being used; and

WHEREAS, pursuant to the Management Agreement, dated November 15, 2005, by and between the Commonwealth of Virginia and The Rector and Visitors of the University of Virginia, as amended, subject to review by the Art and Architectural Review Board and the Department of Historic Resources and compliance with such general laws as may be applicable, the Board of Visitors is authorized to approve the demolition of buildings;

RESOLVED, the demolition of the structures are approved by the Board of Visitors, pending approval by the Art and Architectural Review Board and the Department of Historic Resources and compliance with such general laws as may be applicable; and

RESOLVED FURTHER, the Executive Vice President and Chief Operating Officer is authorized, on behalf of the University, to approve and execute such documents and to take such other actions as deemed necessary and appropriate in connection with the demolition of the structures; and

RESOLVED FURTHER, all prior acts performed by the Executive Vice President and Chief Operating Officer, and other officers and agents of the University, in connection with the demolition of the structures, are in all respects approved, ratified, and confirmed.

**ASSIGNMENT OF SUNNYSIDE TO THE CENTER FOR DIABETES TECHNOLOGY**
(Recommended by the Executive Committee)

RESOLVED, Sunnyside is assigned to the Center for Diabetes Technology, Director Boris Kovatchev, as a site for conducting clinical studies related to artificial pancreas research, for a period not to exceed two years. The lease period shall commence upon full execution of the lease.
ACTION ITEMS

APPROVAL OF THE SUMMARY OF COMPLIANCE FINDINGS AND AUDITOR OF PUBLIC ACCOUNTS FINDINGS
(approved by the Audit and Compliance Committee on February 22, 2013)

RESOLVED, the Summary of Compliance Projects for the period July 1, 2012 through December 31, 2012, as presented by the Chief Corporate Compliance and Privacy Officer and the Auditor of Public Accounts Findings for fiscal year 2011-2012 are approved.

NAMING THE NEW ALDERMAN ROAD STUDENT RESIDENCE HALLS
(PHASE III and IVa – BUILDINGS #3, #4, and #5)
(approved by the Buildings and Grounds Committee on February 20, 2013)

WHEREAS, the Housing Division and the University have embarked on a building project that is taking place in four phases, which includes the removal and replacement of the student residence halls in the Alderman Road Residence Area that were built in the 1960s, with construction of Phase III and IVa nearly completed; and

WHEREAS, residence halls Maupin, Lile, Tuttle were razed, and Dunnington, which is scheduled to be razed in summer 2013, were named for dedicated University faculty:

Socrates Maupin (1808-1871), Professor of Chemistry and Pharmacy, served 1854-1865

William Minor Lile (1893-1932), alumnus (LL.B. 1882), founder of Virginia Law Review and first Dean of Law School

Albert Henry Tuttle (1844-unknown) lawn resident, Professor of Biology and Dean of Medical School

Francis P. Dunnington (1851 -1944) alumnus (two degrees 1872 and 1873), Professor of Analytical and Agricultural Chemistry, served 1873-1919; and

WHEREAS, the President’s Committee on Names recommends that the names of the razed buildings be combined to name two of the new student residence building as follows:

Lile-Maupin House (Building #3)

Tuttle-Dunnington House (Building #4), and

WHEREAS, the President’s Committee on Names recommends that the building #5 be named Shannon House in honor of Edgar F. Shannon Jr., the fourth president of the University; and
WHEREAS, Edgar Finley Shannon Jr., born June 4, 1918, in Lexington, Virginia, and died August 24, 1997 in Charlottesville, Virginia, was a former Rhodes Scholar and an internationally respected scholar and author in the field of Victorian literature and joined the U.Va. faculty in 1956 as an associate professor of English; and

WHEREAS, Mr. Shannon was elected president of the University in 1959 at the age of 40 and returned to full-time teaching in 1974 as Commonwealth Professor of English and was elected president emeritus in 1988 by the Board of Visitors; and

WHEREAS, Mr. Shannon served as president of the University from 1959 through 1974, during which time the Vietnam War raged abroad, campus unrest surged at home, the University opened its doors to women and minorities, and the student body tripled in size; and

WHEREAS, in honor of Mr. Shannon's scholarship, leadership, and service to the University, it is recommended that building #5 be named Shannon House;

RESOLVED, the Board of Visitors names the new student residence buildings Lile-Maupin House, Tuttle-Dunnington House, and Shannon House.

APPROVAL OF ADDITION TO THE UNIVERSITY'S MAJOR CAPITAL PROJECTS PLAN - EDUCATION RESOURCE CENTER
(approved by the Buildings and Grounds Committee on February 20, 2013 and the Finance Committee on February 21, 2013)

WHEREAS, the University proposes to add a $24.65-$25.86 million Education Resource Center project to the Major Capital Projects Program, replacing the existing authorized Education Resource Center project which was of limited scope;

RESOLVED, the addition of the Education Resource Center project to the University's Major Capital Projects Program, replacing the existing Education Resource Center project, is approved.

APPROVAL TO ESTABLISH THE RICHARD LYMAN BUSHMAN PROFESSORSHIP IN MORMON STUDIES
(approved by the Educational Policy Committee on February 22, 2013)

WHEREAS, anonymous donors, affiliated with the University and Charlottesville, provided funds to establish the Richard Lyman Bushman Professorship in Mormon Studies, with the purpose of advancing the scholarly understanding of Mormonism at the University of Virginia; and
WHEREAS, Richard Lyman Bushman is the Gouverneur Morris Professor of History Emeritus at Columbia University, and previously the Howard W. Hunter Visiting Professor of Mormon Studies at Claremont Graduate University in Claremont, California, one of the first Mormon studies programs in the country; he is considered one of the most important scholars of American religious history in the last half-century;

RESOLVED, the Board of Visitors establishes the Richard Lyman Bushman Professorship in Mormon Studies in the Department of Religious Studies; and

RESOLVED FURTHER, the Board thanks the donors for their generosity in creating and funding the professorship and congratulates Richard Lyman Bushman for his noteworthy contributions to the study of American religions, particularly Mormonism.

APPROVAL OF NEW DEGREE PROGRAM: BACHELOR OF SCIENCE IN PSYCHOLOGY
(approved by the Educational Policy Committee on February 22, 2013)

RESOLVED, subject to approval by the State Council of Higher Education for Virginia, the Bachelor of Science in Psychology is established in the College of Arts and Sciences.

ISSUANCE OF GENERAL REVENUE PLEDGE REFUNDING BONDS FOR CAPITAL PROJECTS AND DEBT REFUNDING
(approved by the Finance Committee on February 21, 2013. Mr. Frank Atkinson, Mr. A Macdonald Caputo, and Mr. George Keith Martin abstained)

WHEREAS, Chapter 9, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code"), establishes a public corporation under the name and style of The Rector and Visitors of the University of Virginia (the "University") which is governed by a Board of Visitors (the "Board"); and

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

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 3 of Chapter 933 of the 2006 Virginia Acts of Assembly, 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, including the refinancing of any such facilities; and
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; and

WHEREAS, the Board has previously approved resolutions declaring an intent to issue bonds and has authorized the issuance of debt funding for the costs associated with the projects described in Exhibit A (the "Projects"); and

WHEREAS, all or portions of the Projects and other capital projects at the University have been financed and refinanced on a short-term basis through issuance of the University's commercial paper (the "Commercial Paper Program") which also refunded all or a portion of The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 1999A; and

WHEREAS, the Board desires to provide for the refunding of the indebtedness described in Exhibit A (the "Outstanding Bonds"); and

WHEREAS, the Board desires to authorize the issuance of bonds in one or more series for the refunding of all or a portion of the outstanding principal amount of the Commercial Paper Program and for the refunding of all or a portion of the University's Outstanding Bonds, and desires to authorize certain officers of the University to approve the final forms and details of the bonds, as set forth below; and

WHEREAS, the Board anticipates that the bonds will be secured by a general revenue pledge of the University and not be in any way a debt of the Commonwealth of Virginia (the "Commonwealth") and shall not create or constitute any indebtedness or obligation of the Commonwealth, either legal, moral, or otherwise; and

WHEREAS, the Board also desires to authorize the University's officers to negotiate with certain holders of the Outstanding Bonds regarding an extension of the redemption period of such Bonds either (a) in exchange for a cash payment, or (b) pursuant to a refunding of such Bonds in exchange for a premium (collectively, the "Exchange Refunding");
RESOLVED, the Board implements the plan of finance described in the Recitals by authorizing the issuance of one or more series of bonds for the purpose of refunding all or a portion of the outstanding principal amount of the Commercial Paper Program and the Outstanding Bonds, and providing for the terms thereof by adopting one or more bond resolutions in substantially the form attached as Attachment A with such amendments, revisions and final terms as provided herein and in Section 11.7 thereof (collectively, the "Bond Resolution"); and

RESOLVED FURTHER, as described in Section 11.7 of the Bond Resolution, the President of the University or the Executive Vice President and Chief Operating Officer of the University, in consultation with the Chair of the Board's Finance Committee, is authorized to approve the final terms of each series of bonds, including, without limitation, their original principal amounts and series, the specific Projects to be financed or refinanced, the specific refundings to be undertaken, their maturity dates and amounts, redemption provisions, prices and interest rates, provided that (i) the maximum aggregate principal amount of all bonds to be issued hereunder shall not exceed $250,000,000; (ii) the average true interest cost of all series bearing interest at a tax-exempt fixed rate shall not exceed 4.0% per annum; and (iii) the final maturity of all bonds shall not exceed 31 years beyond issuance date; and

RESOLVED FURTHER, each of the President of the University and the Executive Vice President and Chief Operating Officer of the University, and the chief financial officer (as such position is filled from time to time) of the University is hereby authorized to negotiate, execute, and deliver certain documents related to the Bonds as set forth in the Bond Resolution; and

RESOLVED FURTHER, each of the President of the University and the Executive Vice President and Chief Operating Officer of the University is hereby authorized to negotiate agreements with one or more holders of the Outstanding Bonds to implement the Exchange Refunding, and to cause the cash payment or premium paid in connection therewith to be applied to some or all of the Projects, and to execute and deliver such documents and other instruments and take such actions related thereto as they may deem necessary or desirable; and

RESOLVED FURTHER, all officers of the University are authorized and directed to take all such further actions, including without limitation the designation of underwriters, paying agents, remarketing agents, solicitation agents, trustees, and liquidity providers for the bonds, and to execute all such instruments, agreements, documents, and certificates as they shall deem necessary or desirable to carry out the terms of the financing plans presented to this meeting, including without limitation any liquidity facilities, swap, or other interest rate management agreements associated with the bonds; and
RESOLVED FURTHER, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder, the University designates the Executive Vice President and Chief Operating Officer of the University as the public hearing officer to hold any public hearings required in order to ensure the tax-exempt status of interest on all or a portion of the bonds; and

RESOLVED FURTHER, all acts of all officers of the University which are in conformity with the purposes and intent of this Resolution and in carrying out the financing plans presented to this meeting are ratified, approved, and affirmed; and

RESOLVED FURTHER, upon approval, this action shall take effect immediately.

EXHIBIT A

OUTSTANDING INDEBTEDNESS CONSIDERED FOR REFINANCING

<table>
<thead>
<tr>
<th>1. The Rector and Visitors of the University of Virginia Commercial Paper General Revenue Pledge Notes, Series A (Tax-Exempt) and Series B (Taxable). Projects Funded with Commercial Paper</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACADEMIC DIVISION</td>
</tr>
<tr>
<td>East Chiller Plant</td>
</tr>
<tr>
<td>South Lawn</td>
</tr>
<tr>
<td>Hospital Bed Expansion</td>
</tr>
<tr>
<td>South Chiller</td>
</tr>
<tr>
<td>Utility Tunnel Repairs</td>
</tr>
<tr>
<td>Physical and Life Sciences Building</td>
</tr>
<tr>
<td>Series 1999A Bonds (previously refunded with CP)</td>
</tr>
<tr>
<td>Indoor Practice Facility</td>
</tr>
<tr>
<td>North Grounds Recreation Center</td>
</tr>
<tr>
<td>Claude Moore Medical Education Building</td>
</tr>
<tr>
<td>MEDICAL CENTER</td>
</tr>
<tr>
<td>Battle Building</td>
</tr>
<tr>
<td>Helicopter Pad Relocation</td>
</tr>
</tbody>
</table>

| 2. The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 2003B. |
| 3. The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 2005. |
APPROVAL OF THE UNIVERSITY’S REVISED DEBT POLICY  
(approved by the Finance Committee on February 21, 2013)

WHEREAS, the University employs a Debt Portfolio Management Program to provide external financing for its capital projects; and

WHEREAS, this policy requires periodic updating to assure debt management practices are in line with changing market conditions and strategic priorities;

RESOLVED, the Board of Visitors approves the revised University Debt Policy, enumerated in Attachment B.

APPROVAL OF REVISED ENROLLMENT PROJECTIONS – THROUGH 2020-2021  
(approved by the Finance Committee on February 21, 2013)

WHEREAS, the State Council of Higher Education for Virginia (SCHEV) requires that a six-year enrollment projection be submitted every two years by public institutions of higher education to assist in statewide enrollment planning efforts; and

WHEREAS, the University’s existing enrollment plan, approved by the Board of Visitors in February 2011, must be updated to reflect projected undergraduate and graduate enrollment levels through 2020-2021; and

WHEREAS, the Board of Visitors previously discussed and approved enrollment growth of 1,100 undergraduate students and 400 graduate students over a decade, from 2004-2014; and

WHEREAS, the Board of Visitors supports the recommendations of the Governor’s Commission on Higher Education Reform, Innovation and Investment and the resulting Higher Education Opportunity Act of 2011, one of which is to confer an additional 100,000 undergraduate degrees on Virginians over the next 15 years in order to make the Commonwealth one of the most highly educated states in the nation; and

WHEREAS, the Board of Visitors revised its enrollment growth plans in 2011 to incorporate additional undergraduate student growth of 1,400 students by 2018-2019;

RESOLVED, the Executive Vice President and Chief Operating Officer is authorized to continue to implement plans with the State Council of Higher Education for Virginia which will allow the University to increase enrollment by 1,322 over the period of 2013-2014 through 2020-2021, in keeping with plans approved in 2011; and

RESOLVED FURTHER, enrollment growth will occur only with appropriate state support; and
RESOLVED FURTHER, that all undergraduate student growth maintains the current 70% in-state/30% out-of-state ratio.

APPROVAL OF 2013-2014 TUITION AND FEES FOR CERTAIN PROGRAMS
(approved by the Finance Committee on February 21, 2013)

RESOLVED, the Board of Visitors approves the tuition and fees applicable to the following programs as shown below, effective May 1, 2013, unless otherwise noted:

<table>
<thead>
<tr>
<th>Virginian</th>
<th>2012-13 Approved</th>
<th>Amount of Increase</th>
<th>2013-14 Proposed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Systems</td>
<td>$37,500</td>
<td>$750</td>
<td>$38,250</td>
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<tr>
<td>Eng.</td>
<td></td>
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</tbody>
</table>

The price includes tuition, the 2012-2013 and estimated 2013-2014 special session mandatory fees, books, materials, technology, group meals, and lodging.

<table>
<thead>
<tr>
<th>Post-Bac, Pre-Med (tuition only)</th>
<th>Virginian</th>
<th>2012-13 Approved</th>
<th>Amount of Increase</th>
<th>2013-14 Proposed</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$23,085</td>
<td>$0</td>
<td>$23,085</td>
<td></td>
</tr>
</tbody>
</table>

The price includes tuition only. Total tuition and fees in 2012-2013 were $25,750 for Virginians and $30,900 for non-Virginians. Total tuition and fees for 2013-2014 will incorporate the increase in the 2013-2014 full-time mandatory fee (to be approved by the BOV in April).

2012-2014 BUDGET AMENDMENTS FOR THE UNIVERSITY OF VIRGINIA
(approved by the Finance Committee on February 21, 2013)

WHEREAS, the two new budget amendment recommendations, Virginia Foundation for the Humanities and Virginia Retirement System language change, represent priorities of the University;

RESOLVED, the Board of Visitors of the University of Virginia endorses and supports the two budget amendments to the 2012-2014 budget not previously considered; and

RESOLVED FURTHER, the Executive Vice President and Chief Operating Officer is authorized to transmit to the General Assembly the resubmitted and new proposed budget amendments.
APPROVAL OF ADVANCING CONTINUED DEVELOPMENT OF A FOUR YEAR FINANCIAL PLAN
(approved by the Finance Committee on February 21, 2013)

WHEREAS, the University is undertaking a comprehensive strategic planning process for its Academic Division to define a vision and strategies that address the University’s critical needs and optimize important institutional opportunities. The strategic plan is expected to be presented to the Board of Visitors in draft form in August 2013; and

WHEREAS, in its meeting on November 9, 2012, the Board of Visitors directed the University President and her executive team to develop a four year comprehensive financial operating and capital plan for the Academic Division, which shall also include all incremental costs associated with achieving strategic priorities and the potential revenue sources to fund those costs for the period ending June 30, 2017; and

WHEREAS, such a plan is an integral part of an overall effort to modernize and strengthen fiscal accountability and transparency; and

WHEREAS, the Administration has undertaken and made significant progress toward developing a four year financial planning framework, and has proposed certain core four year plan assumptions as well as potential sizing of new investment opportunities and funding sources, which will continue to be refined in conjunction with the Board as the FY 2014 budget is developed as well as in parallel with the strategic plan discussions; and

RESOLVED, the Board supports the continued development and refinement of the four year financial plan for the Academic Division to reflect the strategic priorities of the University and directs the Administration to present a refined four year financial plan to the Board of Visitors for approval on or before May 21, 2013.

APPROVAL OF FOUR YEAR PLAN REGARDING FACULTY SALARIES
(approved by the Finance Committee on February 21, 2013)

WHEREAS, the Board has reviewed average salary levels for the University faculty and acknowledges that those levels place UVa at a current ranking of 26th in the AAU institutions; and

WHEREAS, the Board believes the faculty should be compensated appropriately recognizing excellence and quality; and

WHEREAS, the Board believes the average faculty salary, as in the past, should be in the top 20 of AAU institutions;
RESOLVED, the Board endorses a goal of achieving an average faculty salary within the top 20 AAU institutions within the four year period ending June 20, 2017 with the expectation that this goal will be addressed in the University’s annual operating budget.

FACULTY PERSONNEL ACTIONS

ELECTIONS

RESOLVED that the following persons are elected to the faculty:

Mr. Mazhar Adli, as Assistant Professor of Biochemistry & Molecular Genetics, for three years, effective September 1, 2012, at an annual salary of $95,000.

Ms. Susan Bauer-Wu, as Professor of Nursing, effective January 1, 2013, at an annual salary of $137,500.

Ms. Catherine P. Bradshaw, as Professor of Education, effective January 25, 2013, at an annual salary of $155,000.

Mr. Anthony P. De Marco, as Assistant Professor of Psychiatry and Neurobehavioral Sciences, for one year, effective October 15, 2012, at an annual salary of $75,000.

Dr. Joseph P. Gjolaj, as Assistant Professor of Orthopaedic Surgery, for three years, effective September 25, 2012, at an annual salary of $100,000.

Dr. Anuja Gupta, as Assistant Professor of Obstetrics and Gynecology, for three years, effective November 1, 2012, at an annual salary of $100,000.

Dr. Thomas J. L'Ecuyer, as Professor of Pediatrics, for three years, effective November 1, 2012, at an annual salary of $100,000.

Dr. Grace Lopez, as Assistant Professor of Anesthesiology, for three years, effective November 1, 2012, at an annual salary of $100,000.

Dr. Nadia Lunardi, as Assistant Professor of Anesthesiology, for three years, effective October 1, 2012, at an annual salary of $100,000.

Dr. Ajay Manhapra, as Assistant Professor of Medicine, for two years, effective September 1, 2012, at an annual salary of $100,000.
Dr. Radhika Manhapra, as Assistant Professor of Medicine, for two years, effective September 1, 2012, at an annual salary of $100,000.

Ms. Mary F. Marshall, as Professor of Public Health Sciences, effective September 1, 2012, at an annual salary of $175,000.

Ms. Jennifer E. Mason, as Assistant Professor of Public Health Sciences, for three years, effective September 1, 2012, at an annual salary of $105,000.

Mr. Rajinder S. Mavi, as Whyburn Instructor in Mathematics, for three academic years, effective August 25, 2012, at an academic year salary of $46,500.

Dr. Mark A. Newbrough, as Associate Professor of Medicine, for three years, effective November 1, 2012, at an annual salary of $100,000.

Ms. Adesewa Osotimehin, as Assistant Professor of Economics, for four academic years, effective August 25, 2012, at an academic year salary of $115,000.

Dr. Mellisa A. Pensa, as Assistant Professor of Family Medicine, for one year, effective October 1, 2012, at an annual salary of $90,000.

Dr. Gayle M. Vranic, as Assistant Professor of Medicine, for three years, effective November 1, 2012, at an annual salary of $100,000.

Mr. Xinlin Yang, as Assistant Professor of Research in Orthopaedic Surgery, for one year, effective August 27, 2012, at an annual salary of $64,800.

CORRECTION TO THE ELECTION OF DR. SHAWN J. PELLETIER

RESOLVED, the Election of Dr. Shawn J. Pelletier, as Associate Professor of Surgery, for the period August 13, 2012 through June 30, 2016, at an annual salary of $100,000, as shown in the Minutes of the Meeting of the Board of Visitors dated November 9, 2012, is corrected to read as follows:

Dr. Shawn J. Pelletier, as Associate Professor of Surgery, effective August 13, 2012, at an annual salary of $100,000.
RESOLVED that the actions relating to the Chairholders are approved as shown below:

Election of Chairholders

Ms. Susan Bauer-Wu, as Tussi and John Kluge Professor of Contemplative End-of-Life Care, for five years, effective January 1, 2013. Ms. Bauer-Wu will continue as Professor of Nursing, without term.

Mr. Victor H. Engelhard, as Harrison Distinguished Teaching Professor of Microbiology, for five years, effective December 25, 2012. Mr. Engelhard will continue as Professor of Microbiology, without term.

Dr. Fern R. Hauck, as Spencer P. Bass, M.D., Twenty-First Century Professor of Family Medicine, for five years, effective January 1, 2013. Dr. Hauck will continue as Professor of Family Medicine, without term.

Dr. Maria-Beatriz S. Lopes, as Harrison Distinguished Teaching Professor of Pathology, for five years, effective December 25, 2012. Dr. Lopes will continue as Professor of Pathology, without term.

Ms. Mary F. Marshall, as Emily Davie and Joseph S. Kornfeld Foundation Professor of Biomedical Ethics, for five years, effective September 1, 2012. Ms. Marshall will continue as Professor of Public Health Sciences, without term.

Ms. Lois L. Shepherd, as Peter A. Wallenborn Jr. and Dolly F. Wallenborn Professor of Biomedical Ethics, effective July 1, 2012. Ms. Shepherd will continue as Professor of Public Health Sciences, without term.

Mr. Ronald T. Wilcox, as Ethyl Corporation Professor of Business Administration, effective August 25, 2012. Mr. Wilcox will continue as Professor of Business Administration, without term.

Change of Title of Chairholders

Dr. C.D. Anthony Herndon, from Hovey S. Dabney Associate Professor of Urology, to John E. Cole Associate Professor of Urology, effective December 25, 2012. Dr. Herndon will continue as Associate Professor of Urology, without term.

Dr. Stuart S. Howards, from John E. Cole Professor of Urology, to Hovey S. Dabney Professor of Urology, effective December 25, 2012. Dr. Howards will continue as Professor of Urology, without term.
Dr. M. Norman Oliver, from Spencer P. Bass, M.D., Twenty-First Century Professor of Family Medicine, to Walter M. Seward Professor of Family Medicine, effective January 1, 2013. Dr. Oliver will continue as Professor of Family Medicine, without term.

Dr. Christopher I. Shaffrey, from Harrison Distinguished Teaching Professor of Neurological Surgery, to John A. Jane Professor of Neurosurgery, effective January 1, 2013. Dr. Shaffrey will continue as Professor of Neurosurgery, without term.

Special Salary Action of Chairholders

Mr. John T. Casteen III, University Professor and Professor of English, effective December 25, 2012, at an academic year salary of $404,200.

Dr. Paula M. Fracasso, Lawrence W. Penniston, M.D., Family Professor of Women's Oncology Research, effective September 25, 2012, at an annual salary of $207,800.

Mr. Michael J. Lenox, Samuel L. Slover Research Professor, effective November 25, 2012, at an annual salary of $320,500.

Mr. Charles T. Mathewes, Carolyne M. Barbour Professor of Religious Studies, effective August 26, 2012, at an academic year salary of $110,000.

Mr. Ignacio Provencio, Cavaliers' Distinguished Teaching Professor, effective November 25, 2012, at an annual salary of $113,300.

Ms. Lois L. Shepherd, Peter A. Wallenborn Jr. and Dolly F. Wallenborn Professor of Biomedical Ethics, effective November 25, 2012, at an annual salary of $206,800.


Mr. Sankaran Venkataraman, MasterCard Professor of Business Administration, effective November 25, 2012, at an annual salary of $326,400.

Mr. Ronald T. Wilcox, Ethyl Corporation Professor of Business Administration, effective November 25, 2012, at an academic year salary of $231,000.

Retirement of Chairholders

Dr. Sim S. Galazka, Walter M. Seward Professor of Family Medicine, effective December 31, 2012. Dr. Galazka has been a member of the faculty since April 1, 1998.
Mr. Peter Onuf, Thomas Jefferson Memorial Foundation Professor of History, effective January 9, 2013. Mr. Onuf has been a member of the faculty since September 1, 1989.

Dr. George F. Wooten, Mary Anderson Harrison Professor of Neurology, effective December 31, 2012. Dr. Wooten has been a member of the faculty since May 1, 1982.

Resignation of Chairholder

Mr. Abdulaziz A. Sachedina, Frances Myers Ball Professor of Religious Studies, effective January 9, 2013, to accept another position.

SPECIAL SALARY ACTIONS

RESOLVED that the following persons shall receive the salary indicated:

Mr. Abdelmalek Abdesselam, Associate Professor of Mathematics, effective November 25, 2012, at an academic year salary of $90,800.

Ms. Katherine M. Alford, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $54,200.

Mr. Timothy E. Allen, Associate Professor, General Faculty, effective November 25, 2012, at an academic year salary of $80,200.

Mr. Maurice Apprey, Professor of Psychiatry and Neurobehavioral Sciences, effective June 1, 2012, at an annual salary of $150,100.

Mr. Benjamin K. Armentrout, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $119,000.

Ms. Kate T. Arnold, Professor of Music, General Faculty, effective November 25, 2012, at an academic year salary of $98,200.

Mr. Philip L. Arras, Associate Professor of Astronomy, effective November 25, 2012, at an academic year salary of $82,900.

Ms. Marianne Baernholdt, Associate Professor of Nursing, effective November 25, 2012, at an academic year salary of $79,100.

Mr. Robert R. Bailey, Associate Professor, General Faculty, effective November 25, 2012, at an academic year salary of $88,100.

Mr. Lawrence D. Becker, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $103,400.
Mr. Peter Berg, Research Professor of Environmental Sciences, effective November 25, 2012, at an academic year salary of $80,700.

Mr. Ari J. Blatt, Associate Professor of French, effective November 25, 2012, at an academic year salary of $67,200.

Ms. Silvia S. Blemker, Associate Professor of Biomedical Engineering, effective November 25, 2012, at an academic year salary of $94,200.

Mr. Larry D. Bouchard, Professor of Religious Studies, effective November 25, 2012, at an academic year salary of $83,700.

Mr. Michael G. Brown, Professor of Medicine, effective November 25, 2012, at an annual salary of $123,200.

Ms. Cathy L. Campbell, Associate Professor of Nursing, effective November 25, 2012, at an academic year salary of $79,100.

Mr. Anselmo G. Canfora, Associate Professor of Architecture, effective November 25, 2012, at an academic year salary of $76,600.

Mr. Sean Carr, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $117,100.

Mr. Harsha K. Chelliah, Professor of Mechanical and Aerospace Engineering, effective November 25, 2012, at an academic year salary of $126,400.

Mr. Barry G. Condron, Professor of Biology, effective August 25, 2012, at an academic year salary of $90,700.

Ms. Valerie C. Cooper, Associate Professor of Religious Studies, effective November 25, 2012, at an academic year salary of $67,200.

Ms. Teresa S. de Guzman, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $262,700.

Mr. Stephan F. De Wekker, Associate Professor of Environmental Sciences, effective November 25, 2012, at an academic year salary of $82,900.

Mr. Peter M. Debaere, Associate Professor of Business Administration, effective November 25, 2012, at an academic year salary of $169,000.

Mr. Scott K. Deveaux, Professor of Music, effective November 25, 2012, at an academic year salary of $104,000.
Ms. Ekaterina M. Dianina, Associate Professor of Slavic Languages and Literatures, effective November 25, 2012, at an academic year salary of $67,200.

Dr. Ayotunde Dokun, Assistant Professor of Medicine, effective August 25, 2012, at an annual salary of $110,000.

Mr. Daniel J. Driscoll, Assistant Professor of Education, effective August 25, 2013, at an annual salary of $83,000.

Mr. Daniel A. Engel, Professor of Microbiology, effective November 25, 2012, at an annual salary of $135,000.

Mr. Leon S. Farhi, Associate Professor of Medicine, effective November 25, 2012, at an annual salary of $87,400.

Mr. Brent A. French, Professor of Biomedical Engineering, effective November 25, 2012, at an annual salary of $175,800.

Mr. Peter A. Furia, Lecturer, General Faculty, effective August 25, 2012, at an academic year salary of $48,000.

Mr. Coulter H. George, Associate Professor of Classics, effective November 25, 2012, at an academic year salary of $67,200.

Ms. Vicki L. Gist, Lecturer, General Faculty, effective September 27, 2012, at an annual salary of $70,000.

Ms. Arielle M. Greene, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $56,300.

Ms. Jennifer R. Greeson, Associate Professor of English, effective November 25, 2012, at an academic year salary of $80,700.

Mr. Zoran Grujic, Professor of Mathematics, effective November 25, 2012, at an academic year salary of $93,300.


Mr. Ryan E. Hargraves, Lecturer, General Faculty, effective September 25, 2012, at an annual salary of $75,000.

Dr. Bruce J. Hillman, Professor of Radiology, effective November 25, 2012, at an annual salary of $365,600.

Mr. Robert J. Hirosky, Professor of Physics, effective November 25, 2012, at an academic year salary of $95,200.
Mr. Jeremy Hutchison-Krupat, Assistant Professor of Business Administration, effective November 25, 2012, at an academic year salary of $148,000.

Mr. Brant Isakson, Associate Professor of Molecular Physiology and Biological Physics, effective November 25, 2012, at an annual salary of $114,000.

Ms. Erika H. James, Professor of Business Administration, effective October 25, 2012, at an annual salary of $240,000.

Mr. Jeffery A. Jenkins, Associate Professor of Politics, effective November 25, 2012, at an academic year salary of $112,000.

Ms. Kelsey E. Johnson, Associate Professor of Astronomy, effective November 25, 2012, at an academic year salary of $92,700.

Ms. Denise I. Karaoli, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $83,300.

Ms. Kimberly A. Kelly, Associate Professor of Biomedical Engineering, effective November 25, 2012, at an annual salary of $136,800.

Ms. Whitney P. Kestner, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $75,500.

Dr. Leigh A. Lather, Instructor in Orthopaedic Surgery, effective September 25, 2012, at an annual salary of $100,000.

Ms. Deborah Lawrence, Professor of Environmental Sciences, effective November 25, 2012, at an academic year salary of $89,600.

Mr. Jason D. Lawrence, Associate Professor of Computer Science, effective November 25, 2012, at an annual salary of $129,700.

Mr. Seung-Hun Lee, Professor of Physics, effective November 25, 2012, at an academic year salary of $115,000.

Mr. Chien Li, Associate Professor of Pharmacology, effective November 25, 2012, at an annual salary of $95,000.

Mr. Bruce Libby, Associate Professor of Radiation Oncology, effective November 25, 2012, at an annual salary of $181,500.

Ms. S. Pace Lochte, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $150,000.

Mr. James B. Loeffler, Associate Professor of History, effective November 25, 2012, at an academic year salary of $85,100.

Ms. Despo A. Louca, Professor of Physics, effective November 25, 2012, at an academic year salary of $115,000.
Ms. Xiaowei Lu, Associate Professor of Cell Biology,
effective November 25, 2012, at an annual salary of $100,700.

Ms. Jennie Z. Ma, Professor of Research in Public Health Sciences, effective November 25, 2012, at an annual salary of $139,200.

Mr. Charles R. Marsh, Professor of Religious Studies,
effective November 25, 2012, at an annual salary of $181,900.

Ms. Joanne M. McNergney, Professor, General Faculty,
effective July 25, 2012, at an annual salary of $122,400.

Ms. Emily J. Mead, Lecturer, General Faculty, effective
November 25, 2012, at an annual salary of $71,100.

Dr. Margaret E. Mohrmann, Professor of Medical Education,
effective September 25, 2012, at an annual salary of $127,900.

Ms. Lydia Moyer, Associate Professor of Art, effective

Ms. Karen S. Myers, Professor of Classics, effective
November 25, 2012, at an academic year salary of $81,700.

Ms. Neeti Nair, Associate Professor of History, effective

Ms. Sara E. Neher, Lecturer, General Faculty, effective
November 25, 2012, at an annual salary of $124,000.

Mr. John W. Nemec, Associate Professor of Religious Studies,

Ms. Susan M. Norrissey, Lecturer, General Faculty, effective
November 25, 2012, at an annual salary of $61,900.

Ms. Wendy M. Novicoff, Associate Professor of Public Health Sciences, effective November 25, 2012, at an annual salary of $89,100.

Mr. John C. Oakes II, Lecturer, General Faculty, effective
November 25, 2012, at an annual salary of $131,400.

Ms. Victoria J. Olwell, Associate Professor of English,

Mr. Kent D. Paschke, Associate Professor of Physics,
effective November 25, 2012, at an academic year salary of $79,600.

Mr. Simone Polillo, Assistant Professor of Sociology,
effective November 25, 2012, at an academic year salary of $68,000.
Ms. Melinda D. Poulter, Associate Professor of Pathology, effective November 25, 2012, at an annual salary of $100,000.

Ms. Patcharin Pramoonjago, Assistant Professor of Research in Pathology, effective December 25, 2012, at an annual salary of $75,200.

Ms. Cecile H. Rey, Lecturer in French, effective September 2, 2012, at an academic year salary of $38,040.

Mr. Peter L. Rodriguez, Associate Professor of Business Administration, effective November 25, 2012, at an annual salary of $240,000.

Ms. Elizabeth L. Roettger, Lecturer in Architecture, effective August 25, 2012, at an academic year salary of $60,000.

Ms. Karen M. Rose, Associate Professor of Nursing, effective November 25, 2012, at an academic year salary of $86,700.

Mr. Joel E. Rubin, Associate Professor of Music, General Faculty, effective November 25, 2012, at an academic year salary of $68,400.

Mr. Craig A. Rumpel, Instructor in Pathology, effective December 25, 2012, at an annual salary of $69,800.

Ms. Nancy A. Scogna, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $86,200.

Dr. Maria S. Sequeira-Lopez, Associate Professor of Pediatrics, effective November 25, 2012, at an annual salary of $104,500.

Mr. Peter L. Sheras, Professor of Education, effective July 1, 2012, at an annual salary of $116,000.

Mr. Jeffrey S. Smith, Professor of Biochemistry and Molecular Genetics, effective November 25, 2012, at an annual salary of $120,000.

Mr. John W. Steinke, Associate Professor of Research in Medicine, effective November 1, 2012, at an annual salary of $82,200.

Ms. Louann W. Stylianopoulos, Assistant Librarian, General Faculty, Alderman Library, effective October 1, 2012, at an annual salary of $74,000.

Mr. Robert J. Swap, Research Professor of Environmental Sciences, effective November 25, 2012, at an annual salary of $96,700.
Dr. Nassima A. Tiouririne, Associate Professor of Psychiatry and Neurobehavioral Sciences, effective November 25, 2012, at an annual salary of $131,000.

Ms. Donna J. Tolson, Assistant Librarian, General Faculty, Alderman Library, effective October 1, 2012, at an annual salary of $85,000.

Ms. Stephanie D. Van Hover, Associate Professor of Education, effective November 25, 2012, at an annual salary of $118,000.

Mr. Cameron D. Whitehouse, Associate Professor of Computer Science, effective November 25, 2012, at an annual salary of $129,700.

Mr. Michael C. Wiener, Professor of Molecular Physiology and Biological Physics, effective November 25, 2012, at an annual salary of $142,800.

Mr. Brendan M. Wolfe, Lecturer, General Faculty, effective September 25, 2012, at an annual salary of $60,500.

Mr. Ramesh Yadava, Instructor in Pathology, effective November 26, 2012, at an annual salary of $53,000.

Mr. Zhen Yan, Associate Professor of Medicine, effective November 25, 2012, at an annual salary of $151,800.

Ms. Geraldine M. Yemen, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $71,100.

Mr. Edward Y. Yu, Lecturer, General Faculty, effective November 25, 2012, at an annual salary of $86,000.

Ms. Cong Zhang, Associate Professor of History, effective November 25, 2012, at an academic year salary of $67,200.

Ms. Xiaochao Zheng, Associate Professor of Physics, effective November 25, 2012, at an academic year salary of $79,600.

RETIREMENTS:

The President announced the following retirements:

Dr. Sim S. Galazka, Walter M. Seward Professor of Family Medicine, effective December 31, 2012. Dr. Galazka has been a member of the faculty since April 1, 1998.

Ms. Joanna B. Goldberg, Professor of Microbiology, effective January 1, 2013. Ms. Goldberg has been a member of the faculty since October 1, 1996.
Mr. Peter Onuf, Thomas Jefferson Memorial Foundation Professor of History, effective January 9, 2013. Mr. Onuf has been a member of the faculty since September 1, 1989.

Dr. George F. Wooten, Mary Anderson Harrison Professor of Neurology, effective December 31, 2012. Dr. Wooten has been a member of the faculty since May 1, 1982.

RESIGNATIONS

The President announced the following resignations:

Dr. Mary G. Bryant, Associate Professor of Physical Medicine and Rehabilitation, effective October 5, 2012, to accept another position.

Dr. Nadzeya V. Marozkina, Assistant Professor of Research in Pediatrics, effective October 1, 2012, to accept another position.

Dr. Leonardo A. Martinez Rowe, Assistant Professor of Anesthesiology, effective December 31, 2012, to accept another position.

Ms. Erin L. Mayhood, Assistant Librarian, General Faculty, Alderman Library, effective October 26, 2012, to accept another position.

Mr. Edmund P. Russell, Professor of Engineering and Society, effective January 2, 2013, to accept another position.

Dr. Amy P. Stallings, Assistant Professor of Medicine, effective October 31, 2012, to accept another position.

Ms. Heather L. Wiebe, Assistant Professor of Music, effective January 9, 2013, to accept another position.

ELECTION OF PROFESSOR EMERITI

RESOLVED that the following persons are elected Professor Emeritus:

Dr. Sim S. Galazka, Walter M. Seward Professor of Family Medicine, effective December 31, 2012.

Ms. Joanna B. Goldberg, Professor of Microbiology, effective January 1, 2013.

Mr. Peter Onuf, Thomas Jefferson Memorial Foundation Professor of History, effective January 10, 2013.

Dr. George F. Wooten, Mary Anderson Harrison Professor of Neurology, effective December 31, 2012.
DEATHS

The president announced the following deaths:

Mr. Jeffrey O’Connell, Samuel H. McCoy II Professor Emeritus of Law, died January 6, 2012. Mr. O’Connell had been a member of the faculty since January 1, 1980, until his retirement on May 24, 2012.

Mr. Jennings L. Wagoner Jr., Professor Emeritus of Education, died January 27, 2013. Mr. Wagoner had been a member of the faculty since 1968, until his retirement on May 24, 2005.

THE UNIVERSITY OF VIRGINIA’S COLLEGE AT WISE

SPECIAL SALARY ACTIONS

RESOLVED that the following persons shall receive the salary indicated:

Ms. Amy D. Clark, Associate Professor of English, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $53,500.

Ms. Anne W. Gilfoil, Professor of Spanish, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $61,100.

Ms. Teena Fast, Instructor, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $52,200.

Mr. Richard D. Galyean, Instructor, General Faculty, The University of Virginia’s College at Wise, effective November 25, 2012, at an annual salary of $55,400.

Ms. Tauna F. Gulley, Assistant Professor of Nursing, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $60,000.

Ms. Angela K.W. Harvey, Lecturer, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an annual salary of $51,800.

Mr. Matthew S. Harvey, Associate Professor of Mathematics, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $51,900.

Mr. Bryan H. Hoyt, Professor of Psychology, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $67,300.
Ms. Betty M. Humphreys, Associate Professor of Business Administration, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $68,700.

Mr. Michael K. Hunt, Assistant Professor of Theatre, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $45,800.

Ms. Dana G. Kilgore, Associate Professor of Accounting, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $79,000.

Mr. Donald Leech, Assistant Professor of History, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $47,400.

Mr. Benjamin Mays, Assistant Professor of Theatre, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $45,800.

Ms. Dawn L. Meade, Instructor, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $54,600.

Ms. Cynthia J. Newlon, Instructor, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $42,200.

Mr. Esteban Ponce-Ortiz, Associate Professor of Spanish, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $50,500.

Mr. Michael D. Potter, Instructor, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $45,800.

Ms. Ruth E. Roman, Assistant Professor of Spanish, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $50,400.

Ms. Rachel L. Rose, Lecturer, General Faculty, The University of Virginia's College at Wise, effective September 25, 2012, at an annual salary of $41,700.

Mr. David L. Rouse, Professor of Philosophy, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $78,300.

Mr. Christopher J. Scalia, Assistant Professor of English, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $46,100.
Mr. Eric D. Smith, Assistant Professor of Political Science, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $48,800.

Mr. Donald W. Sorah Jr., Instructor, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $40,600.

Ms. Shannon B. Steffey, Lecturer, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an annual salary of $45,000.

Mr. Danny L. Sterling, Lecturer, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an annual salary of $84,600.

Mr. Ray E. Stratton, Associate Professor of Art, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $50,100.

Mr. Lucian M. Undreiu, Associate Professor of Physics, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $55,000.

Mr. James A. Vance, Associate Professor of Mathematics, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $51,900.

Ms. Amelia C. VanGundy, Lecturer, General Faculty, The University of Virginia's College at Wise, effective November 25, 2012, at an annual salary of $49,500.

Mr. David P. Volk, Associate Professor of Music, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $51,500.

Ms. Cynthia L. Wilkey, Associate Professor of History, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $52,600.

Mr. Patrick W. Withen, Associate Professor of Sociology, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $58,200.

Mr. Witold Wolny, Associate Professor in Comparative Religion, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $63,700.

Ms. Yenli Yeh, Associate Professor of Administration of Justice, The University of Virginia's College at Wise, effective November 25, 2012, at an academic year salary of $52,900.
On motion, the meeting of the Board of Visitors was adjourned at 3:30 p.m.

Respectfully submitted,

Susan G. Harris
Secretary

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These minutes have been posted to the University of Virginia’s Board of Visitors website.

http://www.virginia.edu/bov/publicminutes.html
CERTIFICATION OF EXECUTIVE MEETING

The Board of Visitors, sitting in Open Session, unanimously adopted a resolution certifying that while meeting in Executive Session — as permitted by the relevant provisions of the Code of Virginia — only public business authorized by its motion and lawfully exempted from consideration were discussed in closed session.

Respectfully submitted,

Susan G. Harris
Secretary
RESOLUTIONS NOT REQUIRING ACTION BY THE FULL BOARD

The following resolutions were adopted in Board Committees and do not require approval by the full Board; they are enumerated below as a matter of record.

BUILDINGS AND GROUNDS COMMITTEE – FEBRUARY 20, 2013
Resolutions approved by the Buildings and Grounds Committee and reported to the full Board.

APPROVAL OF ARCHITECT/ENGINEER SELECTION, EDUCATION RESOURCE CENTER

RESOLVED, CO Architects of Los Angeles, California, with Train and Partners of Charlottesville, are approved for performance of architectural and engineering services for the Education Resource Center.

APPROVAL OF CONCEPT, SITE, AND DESIGN GUIDELINES FOR EDUCATION RESOURCE CENTER

RESOLVED, the concept, site, and design guidelines, dated February 20, 2013, prepared by the Architect for the University for design of the Education Resource Center, are approved, and will be presented for further review at the schematic design level of development.

SCHEMATIC DESIGN APPROVAL FOR NORTH GROUNDS MECHANICAL PLANT ADDITION

RESOLVED, the schematic design for the North Grounds Mechanical Plant Addition, dated February 20, 2013, prepared by engineers Hamel, Green and Abrahamson, Inc., Minneapolis, Minnesota, in conjunction with the Architect for the University and others, is approved for further development and construction.

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MEDICAL CENTER OPERATING BOARD FOR THE UNIVERSITY OF VIRGINIA TRANSITIONAL CARE HOSPITAL – FEBRUARY 21, 2013

Resolutions approved by the Medical Center Operating Board and reported to the full Board.

APPROVAL OF AMENDED AND RESTATED BYLAWS OF THE CLINICAL STAFF OF THE UNIVERSITY OF VIRGINIA TRANSITIONAL CARE HOSPITAL

RESOLVED, the Medical Center Operating Board approves the Amended and Restated Bylaws of the Clinical Staff of the University of Virginia Transitional Care Hospital. These amendments, which are appended to this Resolution as an attachment, shall be effective as of February 21, 2013.

CREDENTIALING AND RECRECREDENTIALING ACTIONS – MEDICAL CENTER – APPROVED NOVEMBER 20, 2012

Pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the Chair of the Medical Center Operating Board and an additional voting member have approved the following Credentialing and Recredentialing Actions as specifically set forth below:

CREDENTIALING AND RECRECREDENTIALING ACTIONS

1. NEW APPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Given, Robert W., M.D., Urologist in the Department of Urology; Visiting Staff Status; Period of Appointment: December 14, 2012, through December 14, 2012; Privileged in Urology.

Gupta, Anuja, M.B.B.S., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Appointment: November 1, 2012, through October 31, 2013; Privileged in Obstetrics and Gynecology.

Hayes, John S., M.D., Nephrologist in the Department of Medicine; Instructor Staff Status; Period of Appointment: October 17, 2012, through October 7, 2013; Privileged in Medicine.
2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Bateman, Bruce G., M.D, Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: November 25, 2012, through November 24, 2013; Privileged in Obstetrics and Gynecology.

Brown, Sue A., M.D, Endocrinologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2014; Privileged in Medicine.

Cherry, Kenneth J., M.D, Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2013; Privileged in Surgery.

Feuerlein, Karl P., M.D, Radiologist in the Department of Radiology; Attending Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2014; Privileged in Radiology.

Hobbs, William R., M.D, Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2014; Privileged in Psychiatry.

Humberson, Jennifer B., M.D, Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2014; Privileged in Pediatrics.

Kent, Katherine G., M.D, Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: November 25, 2012, through November 24, 2013; Privileged in Obstetrics and Gynecology.

Leslie, Catherine A., M.D, Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period of Reappointment: November 25, 2012, through November 24, 2013; Privileged in Psychiatry.

Littlewood, Keith E., M.D, Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: November 25, 2012, through November 24, 2014; Privileged in Anesthesiology.

Na, Sang H., M.D, Surgeon in the Department of Surgery; Attending Staff Status; Period of Reappointment: November 20, 2012, through November 30, 2014; Privileged in Surgery.
Roche, James K., M.D, Gastroenterologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: November 25, 2012, through November 24, 2013; Privileged in Medicine.

Warren, Cirle A., M.D, Epidemiologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: November 25, 2012, through November 24, 2014; Privileged in Medicine.


3. STATUS CHANGES TO CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in clinical privileges to the following practitioner are approved:

Williams, Michael D., M.D., Surgeon in the Department of Surgery; Attending Staff Status; Date of Appointment changed effective July 9, 2012 through July 8, 2013; Privileged in Surgery.

4. RESIGNATIONS OF CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Henderson, Deborah M., M.D., Physician in the Department of Medicine; Effective Date of Resignation: November 1, 2012.

Stallings, Amy P., M.D., Allergist in the Department of Medicine; Effective Date of Resignation: October 31, 2012.

5. PRIVILEGES FOR NEW ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the granting of privileges to the following Allied Health Professionals are approved:


Beckham, Patricia, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: October 15, 2012 through October 14, 2013; Privileged as a Certified Nurse Anesthetist.
Denny, Melanie, R.N., N.P., Family Nurse Practitioner in Regional Primary Care; Period of Privileging: October 5, 2012 through August 12, 2013; Privileged as a Family Nurse Practitioner.

Gochenour, Elizabeth, R.N., N.P., Acute Care Nurse Practitioner in Wound and Ostomy Clinic; Period of Privileging: October 30, 2012 through October 29, 2013; Privileged as an Acute Care Nurse Practitioner.

McFadden, Heather, R.N., N.P., Acute Care Nurse Practitioner in the Department of Neurosurgery; Period of Privileging: October 31, 2012 through October 28, 2013; Privileged as an Acute Care Nurse Practitioner.

Marancik, Marillise, P.A., Physician Assistant in Hematology Oncology; Period of Privileging: October 24, 2012 through October 21, 2013; Privileged as a Physician Assistant.


Robbins, Patricia K., R.N., N.P., Acute Care Nurse Practitioner in the NNICU; Period of Privileging: October 17, 2012 through October 16, 2013; Privileged as an Acute Care Nurse Practitioner.

Yoder, Jonathan D., R.N., N.P., Family Nurse Practitioner at Page Dialysis; Period of Privileging: November 1, 2012 through October 31, 2013; Privileged as a Family Nurse Practitioner.

Zeller-Hahn, Ambi G., R.N., N.P., Acute Care Nurse Practitioner on 5 Central; Period of Privileging: October 25, 2012 through October 24, 2013; Privileged as an Acute Care Nurse Practitioner.

6. RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:

Benes, Judith K., R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: December 5, 2012 through December 4, 2014; Privileged as a Certified Nurse Anesthetist.

Cathcart, Kathryn P., P.A., Physician Assistant at Forest Lake Health Center; Period of Privileging: December 5, 2012 through December 4, 2014; Privileged as a Physician Assistant.

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Ford, Ruby M., R.N., N.P., Adult Nurse Practitioner in the Department of Medicine (Geriatrics); Period of Privileging: January 2, 2013 through January 1, 2015; Privileged as an Adult Nurse Practitioner.

Foster, Dawn, R.N., N.P., Acute Care Nurse Practitioner in the NNICU; Period of Privileging: December 16, 2012 through December 15, 2014; Privileged as an Acute Care Nurse Practitioner.

Gilday, Emily H., R.N., N.P., Family Nurse Practitioner on 6 West; Period of Privileging: December 27, 2012 through December 26, 2014; Privileged as a Family Nurse Practitioner.

Hand, Rebecca L., R.N., N.P., Acute Care Nurse Practitioner in the Department of Neurosurgery; Period of Privileging: December 22, 2012 through December 21, 2014; Privileged as an Acute Care Nurse Practitioner.

Jackson, Mary Jane, R.N., N.P., Family Nurse Practitioner on 8 East/8 Central and Newborn; Period of Privileging: December 20, 2012 through December 19, 2014; Privileged as a Family Nurse Practitioner.

Laurie, Lisa J., R.N., N.P., Family Nurse Practitioner in the Department of Medicine (Cardiology; Period of Privileging: December 6, 2012 through December 5, 2014; Privileged as a Family Nurse Practitioner.

Leake, Kimberly F., R.N., N.P., Family Nurse Practitioner in the Cancer Center; Period of Privileging: December 7, 2012 through December 6, 2014; Privileged as a Family Nurse Practitioner.

Mercer, David M., R.N., N.P., Acute Care Nurse Practitioner in Wound and Ostomy; Period of Privileging: December 19, 2012 through December 18, 2014; Privileged as an Acute Care Nurse Practitioner.

Myers, Lara J., R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: December 22, 2012 through December 21, 2014; Privileged as an Acute Care Nurse Practitioner.

Nail, Carmel J., R.N., N.P., Family Nurse Practitioner in Human Immune Therapy; Period of Privileging: December 9, 2012 through December 8, 2014; Privileged as a Family Nurse Practitioner.

Reigle, Juanita, R.N., N.P., Acute Care Nurse Practitioner in the Heart Center Cardiology Clinic; Period of Privileging: December 1, 2012 through November 30, 2014; Privileged as an Acute Care Nurse Practitioner.

Robertson, Matthew P., R.N., N.P., Acute Care Nurse Practitioner in the STBICU; Period of Privileging: December 12, 2012 through December 11, 2014; Privileged as an Acute Care Nurse Practitioner.
Simpson, Virginia B., R.N., N.P., Family Nurse Practitioner in Surgical Services, 5 West; Period of Privileging: January 11, 2013 through January 10, 2015; Privileged as a Family Nurse Practitioner.

Thompson Heister, Anita, R.N., N.P., Psychiatric and Mental Health Nurse Practitioner in the Department of Neurology; Period of Privileging: January 11, 2013 through January 10, 2015; Privileged as a Psychiatric and Mental Health Nurse Practitioner.

7. **STATUS CHANGES FOR ALLIED HEALTH PROFESSIONALS**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in privileges to the following Allied Health Professionals are approved:

Church, Ashley, R.N., N.P., Family Nurse Practitioner in the NICU; Date Change effective August 7, 2012 through August 7, 2013; Privileged as a Family Nurse Practitioner.

Conant, Patricia A., R.N., N.P., Adult Nurse Practitioner in Medicine (Cardiology); Date of Location Change effective November 5 2012 through September 19, 2013; Privileged as an Adult Nurse Practitioner.

Grant, Courtney C., R.N., N.P., Family Nurse Practitioner in the Cancer Center; Date of added Practice Location of Obstetrics and Gynecology effective November 5, 2012 through November 4, 2013; Privileged as a Family Nurse Practitioner.

Hunley, Anne L., R.N., N.P., Acute Care Nurse Practitioner on 5 Central; Date of Location Change effective November 5, 2012 through December 19, 2013; Privileged as an Acute Care Nurse Practitioner.

8. **RESIGNATIONS OF ALLIED HEALTH PROFESSIONALS**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Allied Health Professionals are approved:

Lipp, Lynette N., P.A., Physician Assistant in the Department of Orthopedic Surgery; Effective Date of Resignation: November 2, 2012.

Sharpe, Katherine A., P.A., Physician Assistant in the Department of Orthopedic Surgery; Effective Date of Resignation: October 18, 2012.

Tanguma, Linda, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Effective Date of Resignation: July 6, 2012.
Pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the Chair of the Medical Center Operating Board and an additional voting member have approved the following Credentialing and Recredentialing Actions as specifically set forth below:

CREDENTIALING AND RECREREDENTIALING ACTIONS

1. NEW APPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

Dokun, Ayotunde, M.D., Endocrinologist in the Department of Medicine; Consulting Staff Status; Period of Appointment: November 14, 2012, through November 13, 2013; Privileged in Medicine.

Foff, Erin, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: October 31, 2012, through June 30, 2013; Privileged in Neurology.

Fountain, Nathan, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: November 15, 2012, through June 30, 2013; Privileged in Neurology.

Gupta, Anuja, M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Consulting Staff Status; Period of Appointment: November 1, 2012, through October 31, 2013; Privileged in Obstetrics and Gynecology.

Herrington, Pamila, M.D., Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Consulting Staff Status; Period of Appointment: November 8, 2012, through July 31, 2013; Privileged in Psychiatry.

Langer, Jennifer, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: October 22, 2012, through June 30, 2013; Privileged in Neurology.

Purow, Benjamin W., M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: October 26, 2012, through October 25, 2013; Privileged in Neurology.
Smith, Diana, M.D., Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Consulting Staff Status; Period of Appointment: October 24, 2012, through October 23, 2013; Privileged in Psychiatry.

2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

Abel, Mark F., M.D., Orthopedic Surgeon in Chief in the Department of Orthopedic Surgery; Consulting Staff Status; Period of Reappointment: December 1, 2012, through December 31, 2012; Privileged in Orthopedic Surgery.

Brown, Sue A., M.D., Endocrinologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2014; Privileged in Medicine.

Cherry, Kenneth, M.D., Surgeon in the Department of Medicine; Consulting Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2013; Privileged in Surgery.

Feuerlein, Karl P., M.D., Radiologist in the Department of Radiology; Consulting Staff Status; Period of Reappointment: December 1, 2012, through November 30, 2014; Privileged in Radiology.

3. STATUS CHANGES FOR CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in privileges to the following Clinical Staff Member are approved:

Manhapra, Ajay, M.B.B.S., Physician in the Department of Medicine; Provisional Staff Privileges; Date of Appointment Changed to September 13, 2012 through September 12, 2013; Privileged in Medicine.

Manhapra, Radhika, M.B.B.S., Physician in the Department of Medicine; Provisional Staff Privileges; Date of Appointment Changed to September 13, 2012 through September 12, 2013; Privileged in Medicine.

Warren, Cirle A., M.D., Epidemiologist in the Department of Medicine; Date of Appointment Changed to November 25, 2012 through November 24, 2013; Privileged in Medicine.
4. **RESIGNATIONS OF CLINICAL STAFF**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Janardhanan, Rajesh, M.D., Pulmonologist (Moonlighting) in the Department of Medicine; Effective Date of Resignation: June 30, 2012.

Stallings, Amy P., M.D., Allergist in the Department of Medicine; Effective Date of Resignation: October 31, 2012.

5. **RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONAL**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professional are approved:

Mercer, David M., R.N., N.P., Acute Care Nurse Practitioner in the Department of Surgery; Period of Privileging: December 19, 2012 through December 18, 2014; Privileged as an Adult Nurse Practitioner.

**CREDENTIALING AND REcredentialing ACTIONS – MEDICAL CENTER – APPROVED DECEMBER 18, 2012**

Pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the Chair of the Medical Center Operating Board and an additional voting member have approved the following Credentialing and Recredentialing Actions as specifically set forth below:

**CREDENTIALING AND REcredentialing ACTIONS**

1. **NEW APPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Kennedy, Joshua L., M.D., Allergist/Immunologist in the Department of Medicine; Instructor; Period of Appointment: December 13, 2012, through November 25, 2013; Privileged in Medicine.

L’Ecuyer, Thomas J., M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Appointment: November 15, 2012, through November 14, 2013; Privileged in Pediatrics.
Lopez, Grace, M.D., Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Appointment: November 9, 2012, through November 8, 2013; Privileged in Anesthesiology.

Palac, Susan M., M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: December 14, 2012, through December 13, 2013; Privileged in Neurology.

Swaminathan, Lalithapriya, M.B.B.S., Physician in the Department of Family Medicine; Attending Staff Status; Period of Appointment: November 29, 2012, through October 14, 2013; Privileged in Family Medicine.

Vranic, Gayle M., M.D., Nephrologist in the Department of Medicine; Attending Staff Status; Period of Appointment: November 21, 2012, through November 20, 2013; Privileged in Medicine.

2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Abel, Mark F., M.D, Orthopedic Surgeon in Chief in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2014; Privileged in Orthopedic Surgery.

Aguilera, Nadine S., M.D, Pathologist in the Department of Pathology; Attending Staff Status; Period of Reappointment: January 3, 2013, through January 2, 2015; Privileged in Pathology.

Alford, Bennett A., M.D, Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2014; Privileged in Radiology and Medical Imaging.

Binder, Alan J., M.D, Cardiologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: January 14, 2013, through January 13, 2015; Privileged in Medicine.

Brant, William E., M.D, Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2013; Privileged in Radiology.

Davidson, Kelly M., M.D, Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: January 2, 2013, through January 1, 2015; Privileged in Medicine.

DeGood, Douglas E., Ph.D., Psychologist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period...
of Reappointment: January 1, 2013, through December 31, 2013; Privileged in Psychology.

Driskill, Robert L., M.D, Radiation Oncologist in the Department of Radiation Oncology; Consulting Staff Status; Period of Reappointment: January 12, 2013, through January 8, 2015; Privileged in Radiation Oncology.

Escanellas, Jaime, M.D, Cardiologist in the UPG Clinical Practice Group; Attending Staff Status; Period of Reappointment: January 2, 2013, through January 1, 2015; Privileged in Medicine.

Collins, Stephen R., M.D, Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: January 13, 2013, through January 12, 2015; Privileged in Anesthesiology.

Gillenwater, Jay M., M.D, Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: December 25, 2012, through December 24, 2014; Privileged in Pediatrics.

Hagspiel, Klaus D., M.D, Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2014; Privileged in Radiology and Medical Imaging.

Lancaster, Luke, M.D, Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: January 6, 2013, through January 5, 2015; Privileged in Radiology and Medical Imaging.

Lather, Leigh A., M.D, Pediatrician in the Department of Pediatrics; Attending Staff Status; Period of Reappointment: January 3, 2013, through January 2, 2015; Privileged in Pediatrics.

Mason, J. Holland, M.D, Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: January 3, 2013, through January 2, 2014; Privileged in Anesthesiology.

Ryan, Eileen P., D.O., Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period of Reappointment: January 9, 2013, through January 8, 2014; Privileged in Psychiatry and Neurobehavioral Sciences.

Scotti, Stephen D., M.D, Radiologist in the Department of Radiology and Medical Imaging; Attending Staff Status; Period of Reappointment: January 1, 2013, through March 31, 2013; Privileged in Radiology and Medical Imaging.

Smith, Diana A., M.D, Psychiatrist in the Department of Psychiatry and Neurobehavioral Sciences; Attending Staff Status; Period of
Reappointment: January 1, 2013, through December 31, 2013; Privileged in Psychiatry and Neurobehavioral Sciences.

Taylor, Peyton T., M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Attending Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2013; Privileged in Obstetrics and Gynecology.

3. STATUS CHANGES TO CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in clinical privileges to the following practitioner are approved:

Arnold, William S., M.D., Surgeon in the Department of Surgery; Visiting Staff Status; Date of Appointment changed effective September 13, 2012 through March 11, 2013; Privileged in Surgery.

Brown, Cynthia D., M.D., Pulmonologist in the Department of Medicine; Attending Staff Status; Date of Appointment changed effective August 1, 2012 through July 31, 2014; Privileged in Medicine.

Newbrough, Mark A., M.D., Physician in the Department of Medicine; Attending Staff Status; Date of Appointment changed effective November 19, 2012 through November 18, 2013; Privileged in Medicine.

Salomon, Alexander E., M.D., Physician in Regional Primary Care; Attending Staff Status; Date of Location change effective September 4, 2012 through February 28, 2014; Privileged in Regional Primary Care.

Zaghloul, Kareem A., M.D., Neurosurgeon in the Department of Neurosurgery; Administrative Staff Status; Date of Appointment changed effective November 1, 2012 through October 31, 2013.

4. RESIGNATIONS OF CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Bleibel, Wissam, M.D., Gastroenterologist in the Department of Medicine; Effective Date of Resignation: October 31, 2012.

DeWitt, Robert M., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: July 14, 2012.

Kedes, Dean H., M.D., Epidemiologist in the Department of Medicine; Effective Date of Resignation: November 30, 2012.

Rizk, Alex H., M.D., Physician in the Department of Family Medicine; Effective Date of Resignation: December 10, 2012.
Tribastone, Andrea D., M.D., Physician in the Department of Family Medicine; Effective Date of Resignation: November 24, 2012.

Waldron, Peter E., M.D., Pediatrician in the Department of Pediatrics; Effective Date of Resignation: October 15, 2012.

5. PRIVILEGES FOR NEW ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the granting of privileges to the following Allied Health Professionals are approved:

Passerini, Heather, R.N., N.P., Acute Care Nurse Practitioner in the STBICU; Period of Privileging: November 19, 2012 through November 18, 2013; Privileged as an Acute Care Nurse Practitioner.

Pilkey, Lawrence, P.A., Physician Assistant in TCV; Period of Privileging: December 17, 2012 through December 16, 2013; Privileged as a Physician Assistant.


Stinnett, Michelle, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: December 10, 2012 through December 9, 2013; Privileged as a Certified Nurse Anesthetist.

6. RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:


Barjesteh, Ramella E., R.N., N.P., Acute Care Nurse Practitioner in TCV PO; Period of Privileging: January 13, 2013 through January 12, 2015; Privileged as an Acute Care Nurse Practitioner.

Borish, Lorraine, R.N., N.P., Adult Nurse Practitioner in Sleep Disorder Center; Period of Privileging: January 9, 2013 through January 8, 2015; Privileged as an Adult Nurse Practitioner.

Boyer, Diane, R.N., N.P., Adult Nurse Practitioner in Psychiatry and Neurobehavioral Sciences; Period of Privileging: December 9, 2012 through January 8, 2015; Privileged as an Adult Nurse Practitioner.
Fox, Jennifer L., R.N., N.P., Neonatal Nurse Practitioner in the Department of Pediatrics; Period of Privileging: January 6, 2013 through January 5, 2015; Privileged as a Neonatal Nurse Practitioner.

Frosch, Juliana, R.N., N.P., Psychiatric and Mental Health Practitioner in Psychiatry and Neurobehavioral Sciences; Period of Privileging: January 28, 2013 through January 27, 2015; Privileged as a Psychiatric Mental Health Practitioner.

Hayes, Deborah C., R.N., N.P., Family Nurse Practitioner in Employee Health Services; Period of Privileging: January 23, 2012 through January 22, 2015; Privileged as a Family Nurse Practitioner.

Jones, Jackie V., R.N., N.P., Neonatal Nurse Practitioner in the NICU; Period of Privileging: January 9, 2013 through January 22, 2015; Privileged as a Neonatal Nurse Practitioner.


Pozniak, Carey, R.N., N.P., Adult Nurse Practitioner in the Medicine Infusion Center; Period of Privileging: January 9, 2013 through January 8, 2015; Privileged as an Adult Nurse Practitioner.

Ratcliffe, Nicola L., AuD., Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: January 8, 2013 through January 7, 2015; Privileged as an Audiologist.

Rossi, Ann, R.N., N.P., Acute Care Nurse Practitioner in the Cardiac Cath Lab; Period of Privileging: January 21, 2013 through January 20, 2015; Privileged as an Acute Care Nurse Practitioner.

Tanner, Kirk, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: January 23, 2013 through January 22, 2015; Privileged as a Certified Nurse Anesthetist.

Thomas, Steven C., R.N., N.P., Acute Care Nurse Practitioner in the Heart Center; Period of Privileging: January 4, 2013 through January 3, 2015; Privileged as an Acute Care Nurse Practitioner.
7. **STATUS CHANGES FOR ALLIED HEALTH PROFESSIONALS**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in privileges to the following Allied Health Professionals are approved:

Lally, L. Hope, R.N., N.P., Acute Care Nurse Practitioner in Transplant; Location Change effective November 12, 2012 through April 17, 2014; Privileged as an Acute Care Nurse Practitioner.

Rodak, Colleen, R.N., N.P., Acute Care Nurse Practitioner in Transplant; Location Change effective November 12, 2012 through April 29, 2013; Privileged as an Acute Care Nurse Practitioner.

8. **RESIGNATIONS OF ALLIED HEALTH PROFESSIONALS**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Allied Health Professionals are approved:

Lipp, Lynette N., P.A., Physician Assistant in the Department of Orthopedic Surgery; Effective Date of Resignation: November 2, 2012.

Sharpe, Katherine A., P.A., Physician Assistant in the Department of Orthopedic Surgery; Effective Date of Resignation: October 18, 2012.

Tanguma, Linda, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Effective Date of Resignation: July 6, 2012.

**CREDENTIALING AND RECREREDENTIALING ACTIONS – TRANSITIONAL CARE HOSPITAL - APPROVED DECEMBER 28, 2012**

Pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the Chair of the Medical Center Operating Board and an additional voting member have approved the following Credentialing and Recredentialing Actions as specifically set forth below:

**CREDENTIALING AND RECREREDENTIALING ACTIONS**

1. **NEW APPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:
Kennedy, Joshua L., M.D., Allergist and Immunologist in the Department of Medicine; Consulting Staff Status; Period of Appointment: December 13, 2012, through November 25, 2013; Privileged in Medicine.

Southerland, Andrew, M.D., Neurologist in the Department of Neurology; Consulting Staff Status; Period of Appointment: November 30, 2012, through November 29, 2013; Privileged in Neurology.

Vranic, Gayle, M.D., Nephrologist in the Department of Medicine; Consulting Staff Status; Period of Appointment: November 21, 2012, through November 20, 2013; Privileged in Medicine.

Yang, Zequan, M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Appointment: December 20, 2012, through December 19, 2013; Privileged in Surgery.

2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

Alford, Bennett A., M.D., Radiologist in the Department of Radiology; Consulting Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2014; Privileged in Radiology.

Becker, Daniel M., M.D., Physician in the Department of Medicine; Consulting Staff Status; Period of Reappointment: December 4, 2013, through June 30, 2013; Privileged in Medicine.

Binder, Alan J., M.D., Cardiologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: January 14, 2013, through January 13, 2015; Privileged in Medicine.

Brant, William E., M.D., Radiologist in the Department of Radiology; Consulting Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2013; Privileged in Radiology.

Hagspiel, Klaus D., M.D., Radiologist in the Department of Radiology; Consulting Staff Status; Period of Reappointment: January 1, 2013, through December 31, 2014; Privileged in Radiology.

Lancaster, Luke, M.D., Radiologist in the Department of Radiology; Consulting Staff Status; Period of Reappointment: December 6, 2012, through January 5, 2015; Privileged in Radiology.

Romness, Mark J., M.D., Orthopedic Surgeon in the Department of Orthopedic Surgery; Consulting Staff Status; Period of Reappointment: January 23, 2013, through January 22, 2015; Privileged in Orthopedic Surgery.
Tracci, Margaret C., M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Reappointment: January 31, 2013, through June 30, 2013; Privileged in Surgery.

3. **STATUS CHANGES FOR CLINICAL STAFF**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in privileges to the following Clinical Staff Member are approved:

Abel, Mark F., M.D., Orthopedic Surgeon in Chief in the Department of Orthopedic Surgery; Provisional Staff Privileges; Date of Appointment Changed to January 1, 2013 through December 31, 2014; Privileged in Orthopedic Surgery.

4. **RESIGNATIONS OF CLINICAL STAFF**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Kedes, Dean H., M.D., Epidemiologist in the Department of Medicine; Effective Date of Resignation: November 30, 2012.

**CREDENTIALING AND RECREDENTIALING ACTIONS – MEDICAL CENTER – APPROVED JANUARY 15, 2013**

Pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the Chair of the Medical Center Operating Board and an additional voting member have approved the following Credentialing and Recredentialing Actions as specifically set forth below:

**CREDENTIALING AND RECREDENTIALING ACTIONS**

1. **NEW APPOINTMENTS TO THE CLINICAL STAFF**

RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Chewning, Kelly G., M.D., Hospitalist in the Department of Medicine; Instructor Status; Period of Appointment: December 13, 2012, through November 25, 2013; Privileged in Medicine.

Thornsvard, Charles T., M.D., Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Appointment: January 8, 2013, through October 31, 2013; Privileged in Medicine.
2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Eagleson, Christine A., M.D, Endocrinologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: January 30, 2013, through January 29, 2015; Privileged in Medicine.

Forbes, John W., M.D, Physician in Regional Primary Care; Attending Staff Status; Period of Reappointment: February 1, 2013, through January 31, 2014; Privileged in Family Medicine.

Hatter, Dennis L., M.D, Physician in Regional Primary Care; Attending Staff Status; Period of Reappointment: February 1, 2013, through January 31, 2015; Privileged in Family Medicine.

Khandelwal, Shiv R., M.D, Radiologist Oncologist in the Department of Radiation Oncology; Attending Staff Status; Period of Reappointment: January 16, 2013, through January 15, 2015; Privileged in Radiology Oncology.

Keith, Douglas S., M.D, Nephrologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: February 4, 2013, through February 3, 2015; Privileged in Medicine.

Lambert, Vaia A., M.D, Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: February 1, 2013, through January 31, 2014; Privileged in Anesthesiology.

Miller, Richard B., M.D, Physician in Regional Primary Care; Attending Staff Status; Period of Reappointment: January 1, 2013, through June 14, 2013; Privileged in Family Medicine.

Romness, Mark J., M.D, Orthopedic Surgeon in the Department of Orthopedic Surgery; Attending Staff Status; Period of Reappointment: January 23, 2013, through January 22, 2015; Privileged in Orthopedic Surgery.

Salman, Huda, M.D, Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: January 1, 2013, through January 31, 2013; Privileged in Medicine.
Schiff, David, M.D., Neurologist in the Department of Neurology; Attending Staff Status; Period of Reappointment: January 16, 2013, through January 15, 2015; Privileged in Neurology.

Vande Pol, Scott B., M.D, Pathologist in the Department of Pathology; Attending Staff Status; Period of Reappointment: February 1, 2013, through January 31, 2015; Privileged in Pathology.

White, James L., M.D, Anesthesiologist in the Department of Anesthesiology; Attending Staff Status; Period of Reappointment: January 25, 2013, through January 24, 2015; Privileged in Anesthesiology.

3. STATUS CHANGES TO CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in clinical privileges to the following practitioner are approved:

Foff, Erin P., M.D., Neurologist in the Department of Neurology; Attending Staff Status; Status Change effective January 1, 2013 through June 30, 2013; Privileged in Neurology.

Galazka, Sim S., M.D., Physician in the Department of Family Medicine; Administrative Staff Status; Status Change effective January 1, 2013 through March 31, 2013; Privileged in Family Medicine.

Johnson, Bankole A., M.D., Psychiatrist in Chief in the Department of Psychiatry and Neurobehavioral Sciences; Administrative Staff Status; Status Change effective January 1, 2013 through February 24, 2013.

4. RESIGNATIONS OF CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Darracott, Mixon M., M.D., Obstetrician and Gynecologist in the Department of Obstetrics and Gynecology; Effective Date of Resignation: December 25, 2012.

Given, Robert W., M.D., Urologist in the Department of Urology; Effective Date of Resignation: December 14, 2012.

Graham, Sam D., M.D., Urologist in the Department of Urology; Effective Date of Resignation: October 26, 2012.

Hillman, Bruce J., M.D., Radiologist Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: December 31, 2012.
Johnston, Michael G., M.D., Surgeon in Regional Primary Care; Effective Date of Resignation: December 28, 2012.

Parulis, Jr., Albert W., D.M.D., Plastic Surgeon in the Department of Plastic Surgery; Effective Date of Resignation: November 5, 2012.

Schauer, Ashley H., M.D., Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: December 31, 2012.

Turba, Ulku C., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: January 1, 2013.

Weber, Eric D., M.D., Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: December 31, 2012.

5. PRIVILEGES FOR NEW ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the granting of privileges to the following Allied Health Professionals are approved:

Maddox, Karen, R.N., N.P., Acute Care Nurse Practitioner in Surgery/4 West; Period of Privileging: January 8, 2013 through January 7, 2014; Privileged as an Acute Care Nurse Practitioner.


6. RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:


Catalano, Donna, AuD., Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: February 1, 2013 through January 31, 2015; Privileged as an Audiologist.
Chandler, Mary, R.N., N.P., Family Nurse Practitioner in the Department of Plastic Surgery; Period of Privileging: February 20, 2013 through February 19, 2015; Privileged as a Family Nurse Practitioner.

Hackett, Jeffrey, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: February 26, 2013 through February 25, 2015; Privileged as a Certified Nurse Anesthetist.

Holmes, Jill, R.N., N.P., Family Nurse Practitioner in Pulmonary Critical Care; Period of Privileging: February 20, 2013 through February 19, 2015; Privileged as a Family Nurse Practitioner.

Joran-Thiel, Evelyn, R.N., N.P., Pediatric Nurse Practitioner in the Department of Pediatric Hematology/Oncology; Period of Privileging: February 6, 2013 through February 5, 2015; Privileged as a Pediatric Nurse Practitioner.

Lehman, Rebecca, P.A., Physician Assistant in the Department of Orthopedic Surgery; Period of Privileging: February 6, 2013 through February 5, 2015; Privileged as a Physician Assistant.


Rabin, Elizabeth A., AuD., Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: February 6, 2013 through February 5, 2015; Privileged as an Audiologist.

Ratliff, Lori L., R.N., N.P., Adult Nurse Practitioner in the Division of Nephrology; Period of Privileging: February 1, 2013 through January 31, 2015; Privileged as an Adult Nurse Practitioner.


Sturtevant, Janet E., AuD., Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: February 1, 2013 through January 31, 2015; Privileged as an Audiologist.


Thompson, Reagan H., R.N., N.P., Family Nurse Practitioner in the Department of Family Medicine; Period of Privileging: February 28, 2013 through February 27, 2015; Privileged as a Family Nurse Practitioner.
Winer, Ann, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: February 6, 2013 through February 5, 2015; Privileged as a Certified Nurse Anesthetist.

7. STATUS CHANGES FOR ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in privileges to the following Allied Health Professionals are approved:

Persinger, Matthew B., P.A., Physician Assistant in Surgery/TCV; Status Change effective February 8, 2013 through February 7, 2015; Privileged as a Physician Assistant.

Turman, Ann E., R.N., N.P., Acute Care Nurse Practitioner on 4 West/TCV; Location Change effective February 26, 2012 through February 25, 2015; Privileged as an Acute Care Nurse Practitioner.

Wolfe, Cynthia, R.N., N.P., Acute Care Nurse Practitioner on 4 West/TCV; Location Change effective December 20, 2012 through September 27, 2015; Privileged as an Acute Care Nurse Practitioner.

8. RESIGNATIONS OF ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Allied Health Professionals are approved:

Campbell, Fern G., R.N., N.P., Family Nurse Practitioner in the Urology Clinic; Effective Date of Resignation: February 1, 2012.

Donovan, Kelly K., R.N., N.P., Neonatal Nurse Practitioner in the NICU; Effective Date of Resignation: December 1, 2012.

CREDENTIALING AND RECREDENTIALING ACTIONS – TRANSITIONAL CARE HOSPITAL – APPROVED JANUARY 23, 2013

Pursuant to the delegation of authority contained in the September 15, 2011 Resolution of the Medical Center Operating Board, the Chair of the Medical Center Operating Board and an additional voting member have approved the following Credentialing and Recredentialing Actions as specifically set forth below:

CREDENTIALING AND RECREDENTIALING ACTIONS
1. **NEW APPOINTMENT TO THE CLINICAL STAFF**

   RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioner are approved:

   Chewning, Kelly G., M.D., Hospitalist in the Department of Medicine; Consulting Staff Status; Period of Appointment: January 1, 2013, through December 31, 2013; Privileged in Medicine.

2. **REAPPOINTMENT TO THE CLINICAL STAFF**

   RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioner are approved:

   Keith, Douglas S., M.D., Nephrologist in the Department of Medicine; Consulting Staff Status; Period of Reappointment: February 4, 2013, through February 3, 2015; Privileged in Medicine.

3. **RESIGNATIONS OF CLINICAL STAFF**

   RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

   Hillman, Bruce J., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: December 31, 2012.

   Johnson, Bankole A., M.D., Psychiatrist in the Department of Medicine; Effective Date of Resignation: December 31, 2012.

   Turba, Ulku C., M.D., Radiologist in the Department of Radiology and Medical Imaging; Effective Date of Resignation: January 1, 2013.

4. **RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS**

   RESOLVED that the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:

   Catalano, Donna, AuD, Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: February 1, 2013 through January 31, 2015; Privileged as an Audiologist.
Rabin, Elizabeth, AuD, Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: February 6, 2013 through February 5, 2015; Privileged as an Audiologist.

Ratcliffe, Nicola, AuD, Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: February 8, 2013 through January 7, 2015; Privileged as an Audiologist.

Sturtevant, Janet, AuD, Audiologist in the Department of Otolaryngology Head and Neck Surgery; Period of Privileging: February 1, 2013 through January 31, 2015; Privileged as an Audiologist.

CREDENTIALING AND RECREDENTIALING ACTIONS – MEDICAL CENTER - APPROVED FEBRUARY 21, 2013 BY THE MEDICAL CENTER OPERATING BOARD

CREDENTIALING AND RECREDENTIALING ACTIONS

1. NEW APPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Jackson, Erin W., M.D., Hospitalist in the Department of Medicine; Instructor Staff Status; Period of Appointment: February 1, 2013, through May 31, 2013; Privileged in Medicine.

Johnson, Michael J., M.D., Hospitalist in the Department of Medicine; Instructor Staff Status; Period of Appointment: January 31, 2013, through May 31, 2013; Privileged in Medicine.

Millard, Alexander S., M.D., Hospitalist in the Department of Medicine; Instructor Staff Status; Period of Appointment: January 31, 2013, through May 31, 2013; Privileged in Medicine.

Reagan, Patrick M., M.D., Hospitalist in the Department of Medicine; Instructor Staff Status; Period of Appointment: February 1, 2013, through May 31, 2013; Privileged in Medicine.
2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Medical Center and the granting of specific privileges to the following practitioners are approved:

Arnold, William S., M.D, Surgeon in the Department of Surgery; Visiting Staff Status; Period of Reappointment: March 12, 2013, through March 11, 2014; Privileged in Surgery.

Dang, Thao P., M.D, Hematologist Oncologist in the Department of Medicine; Attending Staff Status; Period of Reappointment: March 12, 2013, through March 11, 2015; Privileged in Medicine.

Conley, Thomas E., M.D, Neurologist in the Department of Neurology; Consulting Staff Status; Period of Reappointment: March 17, 2013, through March 16, 2015; Privileged in Neurology.

Johnston, Bankole A., M.B.B.S., Psychiatrist in Chief in the Department of Psychiatry and Neurobehavioral Sciences; Administrative Staff Status; Period of Reappointment: February 25, 2013, through February 24, 2015.

Read, Paul W., M.D, Radiation Oncologist in the Department of Radiation Oncology; Attending Staff Status; Period of Reappointment: March 1, 2013, through February 28, 2015; Privileged in Radiation Oncology.

Sutherland, Sara F., M.D, Physician in the Department of Emergency Medicine; Attending Staff Status; Period of Reappointment: March 15, 2013, through March 14, 2015; Privileged in Emergency Medicine.

3. STATUS CHANGES TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the status change in clinical privileges to the following practitioner are approved:

Lather, Leigh A., M.D., Pediatrician in the Department of Pediatrics; Attending Staff Status; Status Change effective January 3, 2013 through January 2, 2015; Privileged in Pediatrics.
4. SECONDARY REAPPOINTMENT STATUS CHANGE TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the secondary status change in clinical privileges to the following practitioner are approved:

Lather, Leigh A., M.D., Pediatrician in the Department of Orthopedics; Attending Staff Status; Period of Appointment: January 3, 2012, through August 19, 2014; Privileged in Pediatrics.

5. RESIGNATIONS OF THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Hoyer, Andrew W., M.D., Pediatrician in the Department of Pediatrics; Effective Date of Resignation: February 1, 2013.

Long, Todd J., M.D., Ophthalmologist in the Department of Ophthalmology; Effective Date of Resignation: January 31, 2013.

Salman, Huda, M.D., Hematologist Oncologist in the Department of Medicine; Effective Date of Resignation: February 1, 2013.

6. SECONDARY RESIGNATIONS OF THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the resignation and expiration of privileges to the following Clinical Staff are approved:

Hoyer, Andrew W., M.D., Radiologist in the Department of Radiology; Effective Date of Resignation: January 31, 2013.

Powers, Robert D., M.D., Physician in the Department of Emergency Medicine; Effective Date of Resignation: February 1, 2013.

7. PRIVILEGES FOR NEW ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the granting of privileges to the following Allied Health Professionals are approved:

Dodson, Carol, R.N., N.P., Family Nurse Practitioner in the Department Surgery; Period of Privileging: February 1, 2013 through January 27, 2014; Privileged as a Family Nurse Practitioner.

Muncaster, Larkin E., R.N., N.P., Family Nurse Practitioner in Regional Primary Care; Period of Privileging: January 21, 2013 through January 20, 2014; Privileged as a Family Nurse Practitioner.
Schexnayder, Julie, R.N., N.P., Acute Care Nurse Practitioner in Infectious Diseases; Period of Privileging: February 1, 2013 through January 27, 2014; Privileged as an Acute Care Nurse Practitioner.

8. RENEWAL OF PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

RESOLVED that the recommendations of the Clinical Staff Executive Committee for the renewal of privileges to the following Allied Health Professionals are approved:

Boitnott, Amy, R.N., N.P., Family Nurse Practitioner in Department of Pediatrics; Period of Privileging: March 24, 2013 through March 23, 2015; Privileged as a Family Nurse Practitioner.

Clark, Sherry L., R.N., N.P., Family Nurse Practitioner in HOPE Cancer Care; Period of Privileging: March 6, 2013 through May 6, 2013; Privileged as a Physician Assistant.

Cluett, Susan B., R.N., N.P., Family Nurse Practitioner in the Pediatric Fitness Program; Period of Privileging: March 1, 2013 through February 25, 2015; Privileged as a Family Nurse Practitioner.


Golden, Wendy L., Ph.D., Director of Cytogenics Laboratory in the Department of Pathology; Period of Privileging: April 1, 2013 through March 31, 2015.

Jamison, Jennifer A., R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: March 19, 2013 through March 18, 2015; Privileged as a Certified Nurse Anesthetist.

Merlino, Kathleen, R.N., N.P., Certified Nurse Anesthetist in the Operating Room; Period of Privileging: March 13, 2013 through March 12, 2015; Privileged as a Certified Nurse Anesthetist.

Robertson, Kathryn L., P.A., Physician Assistant in the Department of Orthopedic Surgery; Period of Privileging: March 26, 2013 through March 25, 2015; Privileged as a Physician Assistant.

Turman, Ann E., R.N., N.P., Acute Care Nurse Practitioner on 4 West/TCV; Period of Privileging: February 26, 2013 through February 25, 2015; Privileged as an Acute Care Nurse Practitioner.
CREDENTIALING AND RECREREDENTIALING ACTIONS – TRANSITIONAL CARE HOSPITAL – APPROVED FEBRUARY 21, 2013 BY THE MEDICAL CENTER OPERATING BOARD

CREDENTIALING AND RECREREDENTIALING ACTIONS

1. NEW APPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for appointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

   Calland, James F., M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Appointment: February 4, 2013, through February 3, 2014; Privileged in Surgery.

   Young, Jeffrey, M.D., Surgeon in the Department of Surgery; Consulting Staff Status; Period of Appointment: February 27, 2013, through June 30, 2013; Privileged in Surgery.

2. REAPPOINTMENTS TO THE CLINICAL STAFF

RESOLVED that the recommendations of the Clinical Staff Executive Committee for reappointment to the Clinical Staff of the University of Virginia Transitional Care Hospital and the granting of specific privileges to the following practitioners are approved:

   Krupski, Tracey, M.D., Urologist in the Department of Urology; Consulting Staff Status; Period of Reappointment: April 4, 2013, through February 28, 2014; Privileged in Urology.
ATTACHMENTS
ADDENDUM #2 TO JANUARY 20, 1984 AGREEMENT AMONG THE UNIVERSITY, THE CITY OF CHARLOTTESVILLE, AND THE COUNTY OF ALBEMARLE REGARDING FUNDING OF THE JOINT EMERGENCY COMMUNICATIONS CENTER

- FROM PRELIMINARY MEETING -
ADDENDUM #2 TO AGREEMENT DATED JANUARY 20, 1984
BY AND AMONG THE COUNTY OF ALBEMARLE, VIRGINIA,
THE CITY OF CHARLOTTESVILLE, VIRGINIA, AND
THE RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA

This Addendum #2, dated January 1, 2013, to the Agreement dated January 20, 1984, and first amended October 10, 2002, by and among the COUNTY OF ALBEMARLE, VIRGINIA, the CITY OF CHARLOTTESVILLE, VIRGINIA, and the RECTOR and VISITORS of THE UNIVERSITY OF VIRGINIA (collectively referred to as the “Participants”).

The Participants agree to the following modifications to the Agreement:

1. Section IV (“Allocation of Costs”) is deleted and replaced with the following paragraphs:

   a. Operating Costs. Beginning with the fiscal year commencing July 1, 2013, the Management Board shall submit the annual budget request for the Center to each Participant by January 15th of each year in a format generally in accordance with the Uniform Financial Reporting System of the Auditor of Public Accounts for the Commonwealth of Virginia. Operating costs will be allocated among the Participants in direct proportion to their respective shares of the percentage of the numbers of calls for service received by the Center. In preparing for the budget for each year, the Management Board shall obtain the actual number of calls received by the Center for the immediately preceding 12 month period of October 1 through September 30. The Management Board shall use such actual call numbers to recompute the allocation formula for each next ensuing fiscal year. The recomputation shall be made as soon after January 1 as possible to make accurate figures available to the Participants for their annual budget. A hypothetical example of the Funding Formula calculated under this section if it had applied to fiscal year 2012-2013 is attached hereto as Exhibit A. The budget shares for the Participants under the formula calculated under this section are set forth on Exhibit B attached hereto.

   b. Capital Improvements Costs. Non-recurring capital items for the Center shall be submitted to each Participant as part of its Capital Improvement Plan (CIP). Capital items include (i) land acquisition, and construction of new facilities; (ii) renovations or additions to existing facilities; (iii) major studies such as facility or systems assessments, engineering or feasibility studies related to facility or system needs; and (iv) equipment requirements. Funding for capital items shall be subject to approval by the Participants. The cost for capital items for the Center shall be allocated among the Participants according to their percentage of actual calls to the Center as determined in section IV(a) above for the fiscal year such capital items are approved by a Participant; provided, however, that each Participant’s percentage of cost for a capital item shall not be recomputed each year, but shall remain constant for such capital item. By way of example, the Computer Aided Dispatch System (CADS) is a capital item. The cost allocation of the CADS project is based on the cost allocation among the Participants in effect at the time that project was approved by the Participants and shall remain constant throughout such project, notwithstanding the recalculation of allocations for operating costs pursuant to section IV(a) above.

   c. 800 MHz System. Notwithstanding paragraphs a and b above, the capital and operational cost allocation of the 800 MHz Public Safety Project (the 800 MHz System) was established by an Agreement dated June 27, 2003 among the Participants, with the cost allocation based on the number of radios used in the 800 MHz System by the Participants and certain third party users. The capital cost allocation of the 800 MHz System shall remain fixed pursuant to the terms of the Agreement dated June 27, 2003. The operational cost of the 800 MHz System shall continue to be recomputed each year allocating the cost to the Participants equal to the percentage of the number of radios used by each Participant in the 800 MHz System. Unless otherwise agreed to, the capital and operational cost for any communications system
which replaces the 800 MHz System will also be allocated among the Participants equal to the percentage of the number of radios used by each Participant in such replacement system.

d. Fund Balance. The Center may retain a year-end fund balance not to exceed twenty-five percent (25%) of the Center’s total annual operating budget. The Management Board will, after each fiscal year audit, return to each Participant its share of any carryover funds in excess of those amounts necessary to fund the reserve fund. The return of such funds to each Participant will be prorated using the allocation formula calculated pursuant to section IV(a) above for such fiscal year. In lieu of returning such funds, the Management Board may formally request alternative uses for such carryover funds, subject to the approval of the Participants.

2. Except as amended hereby, the Agreement remains in full force and effect and the Participants hereby ratify and confirm the provisions, terms and conditions set forth in the Agreement and any amendments or addenda thereto.

WITNESS the following signatures.

COUNTY OF ALBEMARLE

___________________________________________________________
Thomas C. Foley, County Executive                     Date

Approved as to form:

_______________________________________________________
County Attorney
CITY OF CHARLOTTESVILLE

Maurice Jones, City Manager

Approved as to form:

City Attorney

Date
RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA

_________________________________  __________________________

Date

Approved as to form:

_________________________________

University Counsel
### Proposed Funding Formula

<table>
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<th>PD/Fire/EMS Calls</th>
<th>County</th>
<th>City</th>
<th>UVA</th>
<th>Totals</th>
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<tr>
<td>Percentage</td>
<td>48.45%</td>
<td>36.78%</td>
<td>14.77%</td>
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<table>
<thead>
<tr>
<th></th>
<th>Percentage</th>
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<tr>
<td>PD/Fire/EMS Calls</td>
<td>48.45%</td>
</tr>
<tr>
<td>Total Calls</td>
<td>36.78%</td>
</tr>
<tr>
<td>Total Calls</td>
<td>14.77%</td>
</tr>
<tr>
<td>Total Calls</td>
<td>100.00%</td>
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</table>

<table>
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<th>FY 13 Budget</th>
<th>$5,326,614</th>
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</thead>
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<td>Minus Internal 800 MHz Public Safety*</td>
<td>$500,863</td>
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<tr>
<td>Minus 800 MHz Outside Agencies**</td>
<td>$271,011</td>
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<tr>
<td>Total</td>
<td>$4,554,740</td>
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<table>
<thead>
<tr>
<th></th>
<th>Total multiplied by % above</th>
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<td>PD/Fire/EMS Calls</td>
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<td>Total Calls</td>
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<td>Total Calls</td>
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<td>Total Calls</td>
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<tr>
<th>Total Owed per locality</th>
<th>$2,254,690</th>
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</thead>
<tbody>
<tr>
<td>Total Owed per locality</td>
<td>$1,615,739</td>
</tr>
<tr>
<td>Total Owed per locality</td>
<td>$689,428</td>
</tr>
</tbody>
</table>

* Internal public safety agencies include:
  - Albemarle County Public Safety (37.33%) | $288,107 |
  - City of Charlottesville Public Safety (15.91%) | $122,841 |
  - University of Virginia Public Safety (11.65%) | $89,915 |

<table>
<thead>
<tr>
<th></th>
<th>Total Owed per locality</th>
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<tbody>
<tr>
<td>Total Owed per locality</td>
<td>$500,863</td>
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</tbody>
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* Outside agencies include (billed individually):
  - Albemarle County Schools (11.03%) | $85,166 |
  - City of Charlottesville Public Works (3.98%) | $30,710 |
  - City of Charlottesville Schools (2.09%) | $16,147 |
  - City of Charlottesville Transit (2.30%) | $17,730 |
  - UVA Transit (2.91%) | $22,479 |
  - Charlottesville-Albemarle Regional Airport (2.13%) | $16,463 |
  - Albemarle -Charlottesville Regional Jail (6.23%) | $48,123 |
  - Rivanna Water & Sewer Authority (2.30%) | $17,730 |
  - Alcohol, Tobacco & Firearms (0.17%) | $1,266 |
  - Albemarle County Service Authority (1.97%) | $15,197 |

<table>
<thead>
<tr>
<th></th>
<th>Total Owed per locality</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Owed per locality</td>
<td>$271,011</td>
</tr>
</tbody>
</table>

*** These would be billed separately as part of the 800 MHz infrastructure budget

The public safety agencies for each jurisdiction would be included in the localities portion of the regular budget.
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<tr>
<th>Description</th>
<th>Cost Center</th>
<th>Albemarle</th>
<th>Charlottesville</th>
<th>UVA</th>
<th>Others</th>
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<td>$5,326,614</td>
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**Revenues**
- $240,189
- $182,335
- $73,222
- $0
- $495,746

**Total Due**
- $2,254,690
- $1,615,739
- $689,428
- $271,011
- $4,830,868

**Other Outside Revenues**
- 29,000 (Interest)
- 10,500 (OES Grant)
- 453,600 (Wireless Fund)
- 2,646 (FBI)

**Total Shares Due FY- 2012-2013**
- Albemarle County - $2,254,690
- City of Charlottesville - $1,615,739
- University of Virginia - $689,428
- 800 MHz Infrastructure Others - $271,011

Exhibit B
EXHIBIT A – ISSUANCE OF GENERAL REVENUE PLEDGE REFUNDING BONDS FOR CAPITAL PROJECTS AND DEBT REFUNDING

– FROM FINANCE COMMITTEE MEETING –
THE RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA

_____________________________________

BOND RESOLUTION

_____________________________________

AUTHORIZING AND SECURING $________

GENERAL REVENUE PLEDGE REFUNDING BONDS SERIES 2013

ADOPTED FEBRUARY __, 2013
BOND RESOLUTION
ADOPTED ON FEBRUARY __, 2013
THE RECTOR AND VISITORS OF
THE UNIVERSITY OF VIRGINIA
GENERAL REVENUE PLEDGE REFUNDING BONDS
SERIES 2013

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Exhibit A - Form of the Series 2013 Bonds

RECITALS

A. By Chapter 9, Title 23 of the Code of Virginia of 1950, as amended, there is created a corporation under the name and style of The Rector and Visitors of the University of Virginia (the "University"); which is governed by a Board of Visitors (the "Board" or the "Board of Visitors"), which is vested with the supervision, management and control of the University.

B. Pursuant to Title 23 of the Code of Virginia of 1950, as amended, the University is classified as an educational institution of the Commonwealth.

C. By Chapter 4.10, Title 23 of the Code of Virginia of 1950, as amended (the "Act"), the University entered into a management agreement with the Commonwealth which was enacted as Chapter 3 of Chapter 933 of the 2006 Virginia Acts of Assembly, as amended, pursuant to which the University is classified as a public institution of higher education and the University is empowered 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, including the refinancing of any such facilities.

D. Pursuant to a resolution adopted on February __, 2013 (the "Authorizing Resolution"), the Board determined to refinance the costs of capital improvements to the University's educational facilities located in the City of Charlottesville, Albemarle County and Wise County, Virginia (the "Project"), including refunding [a portion of] the outstanding principal amount of the University's General Revenue Pledge Bonds, Series 2003B (the "Refunded Series 2003B Bonds") and the University's General Revenue Pledge Bonds, Series 2005 (the "Refunded Series 2005 Bonds") and [a portion of] the outstanding principal amount of the University's Commercial Paper General Revenue Pledge Notes, Series A (Tax-Exempt) (the "Refunded CP" and together with the Refunded Series 2003B Bonds and the Refunded Series 2005 Bonds, the "Refunded Debt"), and delegated to certain officers of the University pursuant to the University's Board-approved debt and interest rate risk management policies the power to approve the final terms of such financing, within certain stated parameters.

E. For the purposes of financing or refinancing capital improvements and other projects of the University, the University previously issued (1) the Refunded Series 2003B Bonds pursuant to resolutions adopted by the Board on June 1, 2003 and by the Executive Committee of the Board on March 5, 2003, (2) the Refunded Series 2005 Bonds pursuant to
resolutions adopted by the Board on June 11, 2005 and by the Executive Committee of the Board on June 28, 2005, and (3) the Refunded CP pursuant to resolutions adopted by the Board on February 9, 2007 and April 11, 2008.

F. For the purpose of providing funds, together with other available funds, to refund the Refunded Debt, the Board, pursuant to the powers granted it under Section 23-75 of the Code of Virginia of 1950, as amended, has determined to adopt this resolution authorizing the issue of one or more series of general revenue pledge refunding bonds of the University as Series 2013 Bonds (the "Series 2013 Bonds").

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD:

ARTICLE I

DEFINITIONS

Definitions. In addition to words and terms elsewhere defined in this Bond Resolution, the following words and terms as used in this Bond Resolution shall have the following meanings, unless some other meaning is plainly intended:

"Act" means Chapter 4.10, Title 23 of the Code of Virginia of 1950, as amended.

"Authorized Officer" means (i) in the case of the University, the President of the University, the Chief Operating Officer, or the Chief Financial Officer and, when used with reference to any act or document also means any other person authorized by appropriate action of the Board to perform such act or execute such document on behalf of the University; and (ii) in the case of the Paying Agent or the Custodian (if not the State Treasurer), the President, any Vice-President, any Assistant Vice-President, any Corporate Trust Officer or any Assistant Corporate Trust Officer of the Paying Agent or the Custodian, and when used with reference to any act or document also means any other person authorized to perform such act or execute such document by or pursuant to a resolution of the governing body of the Paying Agent or the Custodian.

"Authorizing Resolution" means the resolution of the Board adopted February ___, 2013, authorizing general revenue pledge bonds in one or more series in an aggregate amount not to exceed $250,000,000, approving certain capital improvements to be refinanced with such bonds, identifying certain outstanding indebtedness of the University to be considered for refunding and establishing certain other parameters related to such bonds.

"Board" means the Board of Visitors of the University or, if such Board is abolished, the board or body succeeding to the principal functions thereof.

"Bond Counsel" means any firm of attorneys selected by the University and experienced in the issuance of municipal bonds and matters relating to the exclusion of the interest thereon from gross income for federal income tax purposes, which may be an attorney or firm regularly providing services to the University, the Paying Agent, the Underwriters or any Bondholder.
"Bond Purchase Agreement" means the Bond Purchase Agreement, dated as of the date of its execution and delivery, between the University and the Underwriters.

"Bondholder" or "Holder" means the registered owner of any Bond.

"Bond Resolution" or "Resolution" means this bond resolution adopted by the Board on February __, 2013, related to the issuance of the Series 2013 Bonds, as completed and amended pursuant to Section 11.7 hereof.

"Business Day" means a day other than (i) a Saturday, Sunday or other day on which banking institutions in the Commonwealth of Virginia or the city in which the Designated Office of the Paying Agent is located are authorized or required by law to close or (ii) a day on which the New York Stock Exchange is closed.

"Chief Financial Officer" means the University's chief financial officer, or such other officer of the University having similar duties as may be selected by the Board.

"Chief Operating Officer" means the University's Executive Vice President and Chief Operating Officer or such other officer of the University having similar duties as may be selected by the Board.

"Code" means the Internal Revenue Code of 1986, as amended. Each citation to a Code section shall include the applicable temporary and permanent regulations (and including only such proposed regulations which have proposed effective dates prior to the date the applicable opinion or determination is to be made), revenue rulings and revenue procedures.

"Commonwealth" means the Commonwealth of Virginia.

"Credit Obligation" of the University means any indebtedness incurred or assumed by the University for borrowed money and any other financing obligation of the University that, in accordance with generally accepted accounting principles consistently applied, is shown on the liability side of a balance sheet; provided, however, that Credit Obligation shall not include any portion of any capitalized lease payment directly appropriated from general funds of the Commonwealth or reasonably expected to be so appropriated as certified by the Chief Operating Officer or the Chief Financial Officer, but only to the extent such appropriation is restricted by the Commonwealth to the payment of such capitalized lease obligation.

"Custodian" means The Bank of New York Mellon Trust Company, N.A., a national banking association organized under the laws of the United States of America, and its successors, or such other bank or financial institution designated by the University to hold funds under this Resolution.

"Debt Service Fund" means The Rector and Visitors of the University of Virginia General Revenue Pledge Refunding Bonds, Series 2013, Debt Service Fund, a special fund created and designated by Section 5.1.

"Designated Office" means, when used in reference to the Paying Agent, the corporate trust office of the Paying Agent designated as such, which shall initially be Richmond, Virginia.
"DTC" means The Depository Trust Company and any successor company.

"Escrow Agent" means The Bank of New York Mellon Trust Company, N.A. or such successor serving as the escrow agent pursuant to this Resolution and the Escrow Deposit Agreement.

"Escrow Deposit Agreement" means the Escrow Deposit Agreement dated as of _________ 1, 2013, between the University, the Paying Agent and the Escrow Agent, as it may be amended or supplemented from time to time.

"Favorable Opinion of Bond Counsel" means, with respect to any action the occurrence of which requires such an opinion, an unqualified opinion of counsel, which shall be a Bond Counsel, unless specified otherwise herein, to the effect that such action is permitted under the Act and the Resolution and will not have an adverse effect on the exclusion of interest on the Series 2013 Bonds from gross income for purposes of federal income taxation or the exemption of interest on the Series 2013 Bonds from income taxation under the laws of the Commonwealth (subject to the inclusion of any exceptions contained in the opinion delivered upon original issuance of the Series 2013 Bonds).

"Fiscal Year" means the period commencing on the first day of July in any year and ending on the last day of June of the following year.

"Fitch" means Fitch Ratings, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Fitch" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Government Obligations" means:

Certificates or interest-bearing notes or obligations of the United States, or those for which the full faith and credit of the United States are pledged for the payment of principal and interest, and

Investments in any of the following obligations provided such obligations are backed by the full faith and credit of the United States (i) debentures of the Federal Housing Administration, (ii) certificates of beneficial interest of the Farmers Home Administration or (iii) project notes and local authority bonds of the Department of Housing and Urban Development.

"Interest Payment Dates" means the dates interest is due on the Series 2013 Bonds as described in Section 2.2.

"Moody's" means Moody's Investors Service, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.
"Parity Credit Obligation" means any Credit Obligation of the University which may be incurred in accordance with the terms of this Bond Resolution or has been incurred that is secured on a parity with the pledge of Pledged Revenues herein.

"Paying Agent" means initially The Bank of New York Mellon Trust Company, N.A., a national banking association organized under the laws of the United States of America, and its successors and any other corporation that may at any time be substituted in its place in accordance with Section 11.2 of this Bond Resolution.

"Pledged Revenues" means any or all of the revenues now or hereafter available to the University which are not required by law, by binding contract entered into prior to the date of this Bond Resolution or by the provisions of any Qualifying Senior Obligation to be devoted to some other purpose, and shall include, without limitation, all revenues pledged to the payment of any Qualifying Senior Obligation net of amounts necessary to pay it or any operating or other expenses, the payment of which is required or permitted to be made with such revenues prior to the payment of such Qualifying Senior Obligation.

"Project" or "Projects" means collectively the capital improvements to the University's educational facilities that were refinanced with proceeds of the Refunded Debt, as more fully described in the Recitals to this Bond Resolution and the Authorizing Resolution.

"Qualifying Senior Obligation" means any existing Credit Obligation other than a Parity Credit Obligation secured by a pledge of any portion of the University's revenues, and any additional Credit Obligation issued pursuant to Section 6.3(b) or 6.3(c) or to refund any Qualifying Senior Obligation as described in Section 6.3(e).

"Rating Agency" means Moody's, S&P and/or Fitch, if any or all of such rating agencies have provided a rating for the Series 2013 Bonds. If any such corporation ceases to act as a securities rating agency, the University may appoint any nationally recognized securities rating agency as a replacement.

"Record Date" means the 15th day of the month preceding the applicable Interest Payment Date.

"Registrar" means initially The Bank of New York Mellon Trust Company, N.A., a national banking association organized under the laws of the United States of America, and any successor Registrar appointed pursuant to Section 11.2.

"Securities Depository" means The Depository Trust Company, a limited purpose trust corporation organized and existing under the laws of the State of New York, and any other securities depository for the Bonds appointed pursuant to Section 2.11.

"Series 2013 Bonds" or "Bonds" means the general revenue pledge refunding bonds of the University issued pursuant to the Series 2013 Resolutions.

"Series 2013 Resolutions" means this Bond Resolution, adopted by the Board on February __, 2013, with respect to the Series 2013 Bonds, the Authorizing Resolution and any other resolutions supplemental to such resolutions.
"State Treasurer" means the State Treasurer of the Commonwealth.

"S&P" means Standard & Poor's, a Division of The McGraw-Hill Companies, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such division shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "S&P" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Underwriters" mean a group of underwriters managed or co-managed by J.P. Morgan Securities LLC.

"University" means The Rector and Visitors of the University of Virginia, an educational institution and a public body and governmental instrumentality for the dissemination of education, and its successor or successors.

Rules of Construction/Use of Words and Phrases. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, the word "person" shall include corporations and associations, including public bodies, as well as natural persons. Singular words shall connote the plural number as well as the singular and vice versa.

All references in this Bond Resolution to particular Articles or Sections are references to Articles or Sections of this Bond Resolution unless otherwise indicated.

The headings and table of contents as used in this Bond Resolution are solely for convenience of reference and shall not constitute a part of this Bond Resolution nor shall they affect its meaning, construction or effect.

AUTHORIZATION, FORM, EXECUTION, DELIVERY, REGISTRATION AND PAYMENT OF THE SERIES 2013 BONDS

Authorization of the Series 2013 Bonds. For the purpose of providing funds, together with other available funds, to refund the Refunded Debt, there shall be issued, under the authority of the Act, Bonds of the University in the aggregate principal amount of ______________ DOLLARS ($________). The Bonds shall be designated "The Rector and Visitors of The University of Virginia General Revenue Pledge Refunding Bonds, Series 2013."

Details of the Series 2013 Bonds. The Series 2013 Bonds authorized in Section 2.1 shall be issued initially in book-entry form only in denominations of $5,000 or any multiple thereof, shall be dated the date of their delivery, shall be numbered from R-1 upward, and shall mature on December 1 in each of the years, in the amounts and shall bear interest, payable on June 1, 2013 and semi-annually thereafter on December 1 and June 1 in each year (each an "Interest Payment Date"), at the rate shown below:
<table>
<thead>
<tr>
<th>Year of Maturity</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
</tr>
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<tbody>
<tr>
<td>$</td>
<td>%</td>
<td>$</td>
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All the Series 2013 Bonds shall bear interest (a) from their dated date, if authenticated prior to June 1, 2013, or (b) otherwise from the June 1 or December 1 that is, or that immediately precedes, the date on which such Bond is authenticated (unless payment of interest is in default, in which case such Bond shall bear interest from the date of which interest has been paid).

Both principal of and interest on the Series 2013 Bonds shall be payable in lawful money of the United States of America, but only from the revenues lawfully available therefor pursuant to the Act and pledged to the payment thereof as hereinafter provided. Principal of the Series 2013 Bonds shall be payable upon presentation and surrender of the Series 2013 Bonds as they become due at the designated office of the Paying Agent. Interest on the Series 2013 Bonds shall be payable to the registered owners of the Series 2013 Bonds by check or draft mailed on the applicable Interest Payment Date to such owners at their addresses as they appear on the Record Date on registration books kept by the Registrar, or upon the written request of any Holder of at least $1,000,000 in aggregate principal amount of Series 2013 Bonds by wire transfer in immediately available funds to an account within the United States designated by such Holder at least three business days before the Record Date for the applicable Interest Payment Date.

Nothing herein shall be construed as prohibiting the University from issuing any maturity of the Series 2013 Bonds as one fully registered bond for the purpose of qualifying such Bonds
for book entry registration by a Securities Depository or any similar arrangement whereby
investors may hold a participation interest in such maturity of the Series 2013 Bonds.

Form of the Series 2013 Bonds. The Series 2013 Bonds shall be substantially in the
form set forth in Exhibit A, with such appropriate variations, omissions and insertions as
permitted or required by this Bond Resolution.

Execution of the Series 2013 Bonds. The Series 2013 Bonds shall be executed in the
name and on behalf of the University by its President or its Chief Operating Officer and the
official seal of the University shall be impressed, imprinted, reproduced or lithographed on the
Series 2013 Bonds. The signatures on the Series 2013 Bonds may be by facsimile. In case any
of the officers who shall have signed or attested any of the Series 2013 Bonds shall cease to be
such officer or officers of the University before the Series 2013 Bonds so signed or attested shall
have been issued by the University, such Series 2013 Bonds may nevertheless be delivered and
issued and, upon such delivery and issue, shall be as binding upon the University as though those
who signed and attested the same had continued to be such officers of the University. Any
Series 2013 Bonds may be signed and attested on behalf of the University by such persons as at
the actual date of execution of such Series 2013 Bonds shall be the proper officers of the
University although at the nominal date of such Series 2013 Bonds any such person shall not
have been such officer of the University.

Only such of the Series 2013 Bonds as shall bear thereon a certificate of authentication,
manually executed by the Registrar, shall be valid or obligatory for any purpose or entitled to the
benefits of this Bond Resolution, and such certificate of the Registrar shall be con-
clusive evidence that the Series 2013 Bonds so authenticated have been duly executed, authenticated and
delivered hereunder and are entitled to the benefits of this Bond Resolution.

Transfer of the Series 2013 Bonds. Any Series 2013 Bonds may, in accordance with its
terms, be transferred, upon the books required to be kept pursuant to the provisions of Section
2.7, by the person in whose name it is registered, in person or by his duly authorized attorney,
upon surrender of such Series 2013 Bonds for cancellation, accompanied by delivery of a written
instrument of transfer, duly executed in a form approved by the Registrar. The Registrar shall
not be required to transfer or exchange any Series 2013 Bond selected or called for redemption
pursuant to the provisions therein or from a Record Date through the next succeeding Interest
Payment Date.

Whenever any Series 2013 Bonds shall be surrendered for registration of transfer, the
University shall execute and the Registrar shall authenticate and deliver a new Series 2013
Bonds, of authorized denominations of the same maturity and interest rate and for a like
aggregate principal amount. Such transfer shall be without charge to the Bondholder, except that
the Registrar shall require the Bondholder requesting such transfer to pay any tax or other
governmental charge required to be paid with respect to such transfer.

Exchange of the Series 2013 Bonds. The Series 2013 Bonds may be exchanged at the
office of the Registrar for a like aggregate principal amount of the Series 2013 Bonds of other
authorized denominations of the same maturity and interest rate. Such exchange shall be without
charge to the Bondholder, except that the Registrar shall require the Bondholder requesting such
exchange to pay any tax or other governmental charge required to be paid with respect to such exchange.

**Bond Register; Notices; Persons Treated as Owners.** The Registrar will keep or cause to be kept, at its office in Richmond, Virginia, sufficient books for the registration and transfer of the Series 2013 Bonds, which shall at all times during regular business hours upon reasonable prior written notice be open to inspection by the University; and, upon presentation for such purpose, the Registrar shall, under such reasonable regulations as it may prescribe, register or cause to be registered, on such books, the transfer or exchange of the Series 2013 Bonds as hereinbefore provided. Notices sent to Bondholders pursuant to this Bond Resolution shall be sent to the addresses shown on the registration books maintained by the Registrar or such other address as may be filed with the Registrar for such purpose. All notices required to be given by mail shall be given by first class mail, postage prepaid.

In addition to the other obligations imposed on the Registrar hereunder, the Registrar shall agree to deliver upon request a list of the names and addresses of the registered owners of the Series 2013 Bonds, as follows:

- to any Bondholder, if an Event of Default (as hereinafter defined) shall have occurred and be continuing; and
- to the Holders of 25% or more in aggregate principal amount of the Series 2013 Bonds then outstanding, at any time.

Prior to due presentment for registration of transfer of any Bond, the Registrar shall treat the registered owner as the person exclusively entitled to payment of principal, premium, if any, and interest and the exercise of all other rights and powers of the owner, except that interest payments shall be made to the person registered as owner on the registration books of the Registrar as of the Record Date.

**Temporary Series 2013 Bonds.** The Series 2013 Bonds may be issued in temporary form exchangeable for definitive Series 2013 Bonds when ready for delivery. Any temporary Bond may be printed, lithographed or typewritten, shall be of such denomination as may be determined by the University and may contain such reference to any of the provisions of this Bond Resolution as may be appropriate. A temporary Bond may be in the form of a single Bond payable in installments, each on the date, in the amount and at the rate of interest established for the Series 2013 Bonds maturing on such date. Every temporary Bond shall be executed by the University and be authenticated by the Registrar upon the same conditions and in substantially the same manner as the definitive Series 2013 Bonds. If the University issues temporary Series 2013 Bonds it will execute and deliver definitive Series 2013 Bonds as promptly thereafter as practicable, and thereupon the temporary Series 2013 Bonds may be surrendered, for cancellation, in exchange therefor at the designated office of the Registrar and the Registrar shall authenticate and deliver in exchange for such temporary Series 2013 Bonds an equal aggregate principal amount of definitive Series 2013 Bonds of authorized denominations of the same maturity or maturities and interest rate. Until so exchanged, the temporary Series 2013 Bonds shall be entitled to the same benefits under this Bond Resolution as definitive Series 2013 Bonds authenticated and delivered hereunder.
**Series 2013 Bonds Mutilated, Lost, Destroyed or Stolen.** If any Series 2013 Bond shall become mutilated, the University, at the expense of the Bondholder of such Series 2013 Bond, shall execute, and the Registrar shall thereupon authenticate and deliver, a new Series 2013 Bond of like tenor bearing a different number in exchange and substitution for the Series 2013 Bond so mutilated, but only upon surrender to the Registrar of the Series 2013 Bond so mutilated. Every mutilated Series 2013 Bond so surrendered to the Registrar shall be canceled by it and shall be delivered to, or upon the order of, the University. If any Series 2013 Bond shall be lost, destroyed or stolen, evidence of the ownership thereof and of such loss, destruction or theft may be submitted to the University and the Registrar, and, if such evidence be satisfactory to both of them and indemnity satisfactory to them shall be given, the University, at the expense of the Bondholder, shall execute, and the Registrar shall thereupon authenticate and deliver, a new Series 2013 Bond of like tenor bearing a different number in lieu of and in substitution for the Series 2013 Bond so lost, destroyed or stolen (or if any such Series 2013 Bond shall have matured or shall be about to mature, instead of issuing a substitute Series 2013 Bond, the Paying Agent may pay the same without surrender thereof). The University may require payment of a sum not exceeding the actual cost of preparing each new Series 2013 Bond issued under this Section and of the related expenses which may be incurred by the University, the Registrar, and the Paying Agent. Any Series 2013 Bond issued under the provisions of this Section in lieu of any Series 2013 Bond alleged to be lost, destroyed or stolen shall constitute an original additional contractual obligation on the part of the University whether or not the Bond so alleged to be lost, destroyed or stolen be at any time enforceable by anyone, and shall be entitled to the benefits of this Bond Resolution with all other Series 2013 Bonds secured by this Bond Resolution.

**Terms and Conditions for Issuance and Delivery of the Series 2013 Bonds.** The Series 2013 Bonds authorized by this Bond Resolution shall be executed in the form and manner hereinabove set forth and shall be deposited with the Registrar for delivery to the Underwriters pursuant to the Bond Purchase Agreement, but before the Series 2013 Bonds shall be delivered by the Registrar, there shall be filed with the Registrar the following:

- a copy, certified by the Secretary of the Board, of this Bond Resolution;

- an opinion of Bond Counsel stating that the Series 2013 Bonds have been duly authorized, executed and delivered in accordance with the Act and this Resolution and constitute valid and binding limited obligations of the University, payable solely from the Pledged Revenues and other property pledged therefor under this Resolution.

When the documents mentioned above in this Section shall have been filed with the Registrar and when the Series 2013 Bonds shall have been executed as required by this Bond Resolution, the Registrar shall deliver such Bonds to or upon the order of the Underwriters pursuant to the Bond Purchase Agreement, but only upon payment to the Custodian of the purchase price of such Bonds. The Registrar shall be entitled to rely upon such Bond Purchase Agreement as to the names of the purchasers and the amount of such purchase price.

The proceeds of such Bonds shall be deposited as described by the Custodian in Section 4.1.
**Book Entry Provisions.** The provisions of this Section 2.11 shall apply to the Series 2013 Bonds so long as all of the Series 2013 Bonds shall be maintained in book-entry form with a Securities Depository, any other provisions of this Bond Resolution to the contrary notwithstanding.

The principal or redemption price of and interest on the Series 2013 Bonds shall be payable to the Securities Depository, or registered assigns, as the registered owner of the Series 2013 Bonds, in same day funds on each date on which the principal of, and premium, if any, or interest on the Series 2013 Bonds is due as set forth in this Bond Resolution and in the Series 2013 Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the University and Paying Agent in writing. Without notice to or the consent of the beneficial owners of the Series 2013 Bonds, the University and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set out herein. If such different manner of payment is agreed upon, the University shall give the Paying Agent written notice thereof, and the Paying Agent shall make payments as if set forth herein. Neither the University nor the Paying Agent shall have any obligation with respect to the transfer or crediting of the appropriate principal, premium, if any, and interest payments to participants of the Securities Depository or the beneficial owners of the Series 2013 Bonds or their nominees.

The Paying Agent at the written direction of the University may replace any Securities Depository as the depository for the Series 2013 Bonds with another qualified securities depository or discontinue the maintenance of the Series 2013 Bonds in book-entry form at any time if the University determines to do so. Notice of any determination above shall be given to such Securities Depository at least 30 days prior to any such discontinuation (or such fewer number of days as shall be acceptable to such Securities Depository). The University may undertake to locate a qualified replacement Securities Depository and/or may discontinue the book-entry system of evidencing ownership of the Series 2013 Bonds.

If the University discontinues the maintenance of the Series 2013 Bonds in book-entry form, the University will issue replacement Series 2013 Bonds directly to the participants in the former Securities Depository or, to the extent requested by any such participant, to the beneficial owners of the Series 2013 Bonds as further described in this Section. At the written direction of the University, the Paying Agent shall notify participants and the beneficial owners of the Series 2013 Bonds, by mailing an appropriate notice to the Securities Depository, or by other means deemed appropriate by either the Securities Depository or the Paying Agent, that the University will issue replacement Series 2013 Bonds directly to the participants shown on the records of the Securities Depository or, to the extent requested by any participant, to beneficial owners of the Series 2013 Bonds shown on the records of such participant, as of a date set forth in such notice, which shall be a date at least 10 days after receipt of such notice by the Securities Depository (or such fewer number of days as shall be acceptable to the Securities Depository).

In the event that replacement Series 2013 Bonds are to be issued to participants in the Securities Depository or to beneficial owners of the Series 2013 Bonds, the University shall promptly have prepared replacement Series 2013 Bonds registered in the names of the participants as shown on the records of the former Securities Depository or, to the extent requested by any participant, in the names of the beneficial owners of Series 2013 Bonds shown
on the records of such participant, as of the date set forth in the notice delivered in accordance
with the immediately preceding paragraph. Replacement Series 2013 Bonds issued to
participants in the Securities Depository or to beneficial owners shall be in fully registered form
substantially in the form of Exhibit A. The form set forth in Exhibit A may be modified to
include any variations, omissions or insertions that are necessary or desirable in the delivery of
replacement certificates in printed form. In delivering replacement certificates, the Paying Agent
shall be entitled to rely, without independent investigation, on the records of the former
Securities Depository as to its participants and the records of the participants acting on behalf of
the beneficial owners. The Series 2013 Bonds will thereafter be registrable and exchangeable as
set forth in Sections 2.6 and 2.7.

So long as there is a Securities Depository for the Series 2013 Bonds, (1) such Securities
Depository shall be the registered owner of the Series 2013 Bonds, (2) transfers of ownership
and exchanges shall be effected on the records of the Securities Depository and its participants
pursuant to rules and procedures established by such Securities Depository and its participants,
and (3) references in this Bond Resolution to Bondholders, Holders or registered owners of the
Series 2013 Bonds shall mean the Securities Depository and shall not mean the beneficial owners
of the Series 2013 Bonds.

If the University replaces any Securities Depository as the depository for the Series 2013
Bonds with another qualified Securities Depository, replacement Series 2013 Bonds issued to
such replacement Securities Depository shall have the same terms, form and content as the Series
2013 Bonds initially registered in the name of the predecessor Securities Depository or its
nominee except for the name of the registered owner.

Each Securities Depository and the participants thereof and the beneficial owners of the
Series 2013 Bonds, by their acceptance of the Series 2013 Bonds, agree that the University and
the Paying Agent shall have no liability or responsibility with respect to (1) the accuracy of any
records maintained by such Securities Depository or any Securities Depository participant; (2)
the payment by such Securities Depository to any Securities Depository participant or by any
Securities Depository participant to any beneficial owner of any amount due in respect of the
principal of and premium, if any, and interest on the Series 2013 Bonds; (3) the delivery or
timeliness of delivery by such Securities Depository to any Securities Depository participant or
by any Securities Depository participant to any beneficial owner of any notice which is given to
Bondholders; (4) the selection of the beneficial owners to receive payment in the event of any
partial redemption of the Series 2013 Bonds; or (5) any consent given or other action taken by
such Securities Depository or any nominee of such Securities Depository, as Bondholder.

**REDEMPTION OF THE SERIES 2013 BONDS**

**Redemption of the Series 2013 Bonds.** (a) The Series 2013 Bonds shall not be subject
to prior redemption except as provided in this Article III.

The Series 2013 Bonds that are stated to mature on or after December 1, ____ are subject
to redemption, at the option of the University, in whole or in part on any date not earlier than
December 1, ____, upon payment of a redemption price equal to 100% of the principal amount of the Series 2013 Bonds to be redeemed, plus interest accrued to the redemption date.

The Series 2013 Bonds shall also be subject to redemption in whole or in part on any date, at the option of the University, from the proceeds of casualty insurance or condemnation awards, at a redemption price equal to 100% of the principal amount thereof to be redeemed, without premium, plus accrued interest to the redemption date, if all or any part of the Project refinanced with the Series 2013 Bonds is damaged or destroyed or taken through the exercise of the power of eminent domain and the President, Chief Operating Officer or Chief Financial Officer has delivered a certificate to the Custodian to the effect that the University has determined not to use such proceeds to replace or rebuild the damaged, destroyed or taken property. In the event of a redemption in part pursuant to this paragraph, the University shall redeem the Series 2013 Bonds from each maturity then outstanding, to the extent practicable, in the proportion that the principal amount of the Series 2013 Bonds of such maturity bears to the total principal amount of the Series 2013 Bonds then outstanding.

Subject to applicable procedures of the Securities Depository while the Series 2013 Bonds are held in book-entry only form by the Securities Depository, if less than all of the Series 2013 Bonds are to be called for redemption, the Series 2013 Bonds to be redeemed shall be selected by the University in such manner as the University in its discretion may determine.

**Notice of Redemption.** (b) Whenever the Series 2013 Bonds are to be redeemed under the provisions of this Bond Resolution, the Paying Agent shall, not less than thirty (30) nor more than sixty (60) days prior to the redemption date, mail notice of redemption to all registered owners of all Series 2013 Bonds to be redeemed at their registered addresses. The Paying Agent shall also mail a copy of any such notice of redemption to any Rating Agency. Any such notice of redemption shall identify the Series 2013 Bonds to be redeemed, shall specify the redemption date and the redemption price, and shall state that on the redemption date the Series 2013 Bonds called for redemption will be payable at the designated office of the Paying Agent and that from that date interest will cease to accrue. The Paying Agent may use "CUSIP" numbers in notices of redemption as a convenience to Bondholders, provided that any such notice shall state that no representation is made as to the correctness of such numbers either as printed on the Series 2013 Bonds or as contained in any such notice.

If at the time of mailing of notice of any optional redemption the University shall not have caused to be deposited with the Paying Agent money sufficient to redeem all the Series 2013 Bonds called for redemption, such notice may state that it is conditional in that it is subject to the deposit of such moneys with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such moneys are so deposited. Failure by the Paying Agent to give any notice of redemption or any defect in such notice as to any particular Bonds shall not affect the validity of the call for redemption of any Bonds in respect of which no such failure or defect has occurred. Any notice mailed as provided in this Bond Resolution shall be conclusively presumed to have been given whether or not actually received by any Holder.

**Effect of Calling for Redemption.** On the date designated for redemption, notice having been mailed in the manner and under the conditions hereinabove provided and moneys for payment of the redemption price being held in separate accounts by the Paying Agent in trust
for the Holders of the Series 2013 Bonds to be redeemed, all as provided in this Bond Resolution, the Series 2013 Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Series 2013 Bonds so called for redemption shall cease to accrue, such Bonds shall cease to be entitled to any benefit or security under this Bond Resolution and the Holders or registered owners of such Bonds shall have no rights with respect thereto except to receive payment of the redemption price.

The Series 2013 Bonds Redeemed Not Deemed Outstanding. The Series 2013 Bonds which have been duly called for redemption under the provisions of this Article, or with respect to which irrevocable instructions to call for redemption have been given by the Board to the Paying Agent in form satisfactory to him or her, and for the payment of the redemption price of which moneys shall be held in separate accounts by the Paying Agent in trust for the Holders of the Series 2013 Bonds to be redeemed, all as provided in this Bond Resolution, shall not thereafter be deemed to be outstanding under the provisions of this Bond Resolution.

CUSTODY AND APPLICATION OF PROCEEDS OF THE SERIES 2013 BONDS

Custody and Application of Proceeds of the Series 2013 Bonds. The proceeds of the Series 2013 Bonds (less the underwriter's discount of $_______) shall be deposited as follows:

$_______ shall be transferred to the Escrow Agent, to establish an escrow fund under the Escrow Deposit Agreement to provide for refunding the Refunded Debt.

$_______ shall be deposited into a special account created with the Custodian for the payment of expenses incident to the issuance of the Series 2013 Bonds. Any amounts remaining in the special account on ________, 2013 shall be deposited in the Debt Service Fund and applied to pay interest on such Series 2013 Bonds on the next Interest Payment Date.

REVENUES AND FUNDS

Debt Service Fund. A fund shall be created by the Paying Agent designated "The Rector and Visitors of the University of Virginia General Revenue Pledge Refunding Bonds, Series 2013, Debt Service Fund" (the "Debt Service Fund"). All accrued interest, if any, received from the purchasers of the Series 2013 Bonds, as provided in Section 4.1, shall be transferred to the Paying Agent to the credit of the Debt Service Fund. On or before the day preceding each date on which payments of interest, premium or principal shall be due and payable on the Series 2013 Bonds (a "Payment Date"), the University shall transfer or cause to be transferred to the Paying Agent for deposit an amount of money sufficient to cause the amount held in the Debt Service Fund to be equal to the interest, premium and principal due on the Series 2013 Bonds on such Payment Date. The Paying Agent shall cause payment of the amounts due on the Series 2013 Bonds on each such Payment Date.
Payments to Bondholders. The Paying Agent shall, at appropriate times on or before each Payment Date, withdraw from the Debt Service Fund the amounts needed on such date to pay the principal of and premium, if any, and interest on the Series 2013 Bonds and shall pay or cause the same to be paid to the Bondholders as such principal, premium and interest become due and payable.

Pledge of Funds and Accounts. The moneys in the Debt Service Fund shall be held in trust and applied as herein provided and, pending such application, shall be pledged to, and subject to a lien and charge in favor, of the Holders of the Series 2013 Bonds issued and outstanding under this Bond Resolution and for the further security of such Holders until paid out or transferred as herein provided.

Moneys Held in Trust. All moneys from the funds of the University or that the University shall have received from any other source and set aside or deposited with any Paying Agent for the purpose of paying any of the Series 2013 Bonds hereby secured, either at the maturity thereof or upon call for redemption, shall be held in trust for the respective Holders of such Bonds. Any moneys which shall be so set aside or deposited and which shall remain unclaimed by the Holders of such Bonds for the period of five (5) years after the date on which such Bonds shall have become due and payable shall be disposed of by the University and the Paying Agent in accordance with The Uniform Disposition of Unclaimed Property Act, Chapter 11.1, Title 55, Code of Virginia of 1950, as amended (the "Unclaimed Property Act"). The Paying Agent shall be entitled to act in good faith in reliance on written direction from the University or its counsel in complying with the Unclaimed Property Act, absent the Paying Agent's negligence or willful misconduct.

Cancellation of the Series 2013 Bonds Upon Payment. All Series 2013 Bonds paid, redeemed or purchased by the University, either at or before maturity, shall be canceled upon the payment, redemption or purchase of such Bonds and shall be delivered to the University when such payment, redemption or purchase is made. All Series 2013 Bonds canceled under any of the provisions of this Bond Resolution may be cremated or otherwise destroyed by the University or its designee.

No Risk to Paying Agent Funds. No provision herein shall require the Paying Agent to expend its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder or in the exercise of any of its rights or powers unless the Paying Agent shall have reasonable grounds for believing that repayment of such funds or adequate indemnity against such risk or liability is reasonably assured to it.

PARTICULAR COVENANTS

Payment of Principal and Interest; Pledge of Pledged Revenues. The University covenants that it will promptly pay or cause to be paid from the sources described herein the principal of and the interest on every Bond issued under the provisions of this Bond Resolution at the place or places, on the dates and in the manner provided herein and in such Bonds, and any premium required for the retirement of such Bonds by purchase or redemption, according to the
true intent and meaning thereof. Except as otherwise provided in this Bond Resolution, such principal, interest and premium are payable solely from Pledged Revenues, which Pledged Revenues are hereby pledged to the payment thereof and to the payment of any Parity Credit Obligations issued by the University which may include any interest rate swaps or other hedge mechanisms and any dedicated line of credit, standby bond purchase agreement or other liquidity facility related to the Series 2013 Bonds.


*Intentionally Omitted.*

**Additional Indebtedness and Encumbrances.** Except as otherwise provided in this Section, nothing in this Bond Resolution shall be construed as prohibiting or limiting in any way the right of the University to incur other Credit Obligations. Notwithstanding the foregoing, however, the University may only incur the following types of Credit Obligations in the event the conditions set forth below are met in each instance:

**Limitation on Parity Credit Obligations.** The University may incur, assume, guarantee or otherwise become liable on any Parity Credit Obligation, but only if, prior to the incurrence of each such Parity Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Parity Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such Parity Credit Obligation and (B) the completion of any facility financed with the proceeds of such Parity Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Parity Credit Obligation, and (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Bond Resolution. Any such Parity Credit Obligation shall be secured by a pledge of Pledged Revenues on a parity with the pledge of Pledged Revenues herein, unless expressly subordinated to the pledge hereof.

**Limitation on Section 9(c) Credit Obligations.** The University may incur, assume, guarantee or otherwise become liable on any Credit Obligation pursuant to the provisions of
Article X, Section 9(c) of the Constitution of Virginia, as such section may be amended from time to time, and may pledge and apply such portion of the Pledged Revenues as may be necessary to provide for the payment of any such Credit Obligation, the funding of reasonable reserves therefor, or the payment of operating and other reasonable expenses of the facilities financed in whole or in part with the proceeds of such Credit Obligation or facilities reasonably related to such facilities, and such pledge shall be senior and superior in all respects to the pledge of Pledged Revenues securing the Series 2013 Bonds and any other Parity Credit Obligations, but only if, prior to the incurrence of each such Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such proposed Credit Obligation and (B) the completion of any facility financed with the proceeds of such proposed Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Credit Obligation, (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Bond Resolution, and (3) in connection with the issuance of such proposed Credit Obligation, the University has received an opinion of Bond Counsel to the effect that such proposed Credit Obligation has been validly issued under Article X, Section 9(c) of the Constitution of Virginia.

Limitation on Other Credit Obligations, Including Section 9(d) Credit Obligations. The University may incur, assume, guarantee or otherwise become liable on any Credit Obligation not described elsewhere in this Section 6.3, including any Credit Obligation incurred pursuant to the provisions of Article X, Section 9(d) of the Constitution of Virginia, as such section may be amended from time to time, and may pledge and apply such portion of the Pledged Revenues as may be necessary for the payment of any such Credit Obligation, the funding of reasonable reserves therefor, or the payment of operating and other reasonable expenses of the facilities financed in whole or in part with the proceeds of such Credit Obligation or facilities reasonably related to such facilities and such pledge shall be senior and superior in all respects to the pledge of Pledged Revenues securing the Series 2013 Bonds and any other Parity Credit Obligations, but only if, prior to the incurrence of each such Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such proposed Credit Obligation and (B) the completion of any facility financed with the proceeds of such proposed Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Credit Obligation, (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Bond Resolution, and (3) the University has received an opinion of Bond Counsel to the effect that such proposed Credit Obligation has been validly issued under the relevant provisions of the Constitution of Virginia.
Limitation on Issuance of Indebtedness on a Parity with Qualifying Senior Obligations. Except for Credit Obligations issued pursuant to subsections (b) or (c) above or to refund any Qualifying Senior Obligation as described in subsection (e) below, no additional bonds or other obligations may be issued or incurred by the University on a parity with any Qualifying Senior Obligation.

Limitation on Additional Encumbrances. The University shall not encumber the Pledged Revenues in any manner (except as permitted in connection with Credit Obligations issued pursuant to subsections (a), (b) or (c) above or to refund any Qualifying Senior Obligation as described below), unless any such encumbrance is made junior and subordinate in all respects to the liens, pledges, covenants and agreements of this Bond Resolution. Notwithstanding anything to the contrary herein, however, the University may issue bonds to refund any Qualifying Senior Obligation and to secure such refunding bonds with the same source of revenues securing the Qualifying Senior Obligation being refunded. Upon the defeasance of the refunded Qualifying Senior Obligation pursuant to any such refunding, the refunding bonds will be considered Qualifying Senior Obligations for all purposes.

Disposition of Assets. The University may convey, sell or otherwise dispose of any property of the University as long as (1) such conveyance, sale or encumbrance is in the ordinary course of business, or (2) an Authorized Officer certifies in writing that, taking into account the conveyance, sale or other disposition of such property (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations for all Fiscal Years to and including the second full Fiscal Year after such conveyance, sale or other disposition and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University then outstanding.

Insurance. The University covenants that it will at all times carry or cause to be carried insurance policies with a responsible insurance company or companies, qualified to assume the risks thereof, or that it will maintain an adequate program of self-insurance, in either case sufficient to provide the University with insurance in such amount and covering such risks as the University shall deem to be reasonable and desirable.

Rights of Bondholders Not to Be Impaired. Except as otherwise set forth herein, the University covenants that no contract or contracts will be entered into or any action taken which might impair or diminish the rights of the Bondholders.

Further Instruments and Actions. The University covenants that it will, from time to time, execute and deliver such further instruments and take such further action as may be required to carry out the purposes of this Bond Resolution.

Accurate Records and Accounts. The University covenants that it will keep accurate records and accounts of all items of cost and of all expenditures relating to Pledged Revenues collected and the application of such Pledged Revenues.
**Recognized Accounting Principles.** The University covenants that all of the accounts and records of the University will be kept according to generally accepted accounting principles consistently applied.

**Tax Covenants.** (c) The University shall not use or permit the use of any proceeds of Series 2013 Bonds or any other funds of the University, directly or indirectly, to acquire any securities or obligation, and shall not use or permit the use of any amounts received by the University or the Custodian with respect to the Series 2013 Bonds in any manner, and shall not take or permit to be taken any other action or actions, which would cause any Bond to be an "arbitrage bond" within the meaning of Section 148 of the Code. If at any time the University is of the opinion that for purposes of this subsection it is necessary to restrict or limit the yield on the investment of any moneys held under this Bond Resolution the University shall so instruct the Custodian, any trustee or the Paying Agent in writing, and such Custodian, trustee or Paying Agent shall take such action as may be reasonably necessary in accordance with such issuance.

The University shall not use or permit the use of any proceeds of Series 2013 Bonds or any other funds of the University, directly or indirectly, in any manner, and shall not take or permit to be taken any other action or actions, which would result in any of the Series 2013 Bonds being treated as an obligation not described in Section 103(a) of the Code by reason of classification of such Bond as a "private activity bond" or an "arbitrage bond" or "bond not in registered form" within the meaning of Section 103(b) of the Code.

The University shall at all times do and perform all acts and things permitted by law and this Bond Resolution which are necessary or desirable in order to ensure that interest paid on the Series 2013 Bonds or any of them will be excludable from gross income for federal income tax purposes and shall take no action that would result in such interest not being excludable from gross income for federal income tax purposes.

The University covenants that it shall file the information report with respect to the Series 2013 Bonds required by Section 149(e) of the Code (currently Form 8038-G) within the time period provided in such Section.

Notwithstanding the foregoing, the University may amend this section or alter or eliminate any actions or restrictions allowed or required by this section, if it receives an opinion of Bond Counsel that such amendments, alterations or eliminations would not alter the Bondholders' U.S. federal income tax treatment of principal and interest payments on the Series 2013 Bonds.
EVENTS OF DEFAULT AND REMEDIES

Events of Default. Each of the following events is hereby declared to be an "Event of Default" under this Bond Resolution:

- due and punctual payment of the principal, purchase price or redemption premium, if any, of any of the Series 2013 Bonds is not made when the same become due and payable, either at maturity or by proceedings for redemption or otherwise;

- due and punctual payment of any interest on any of the Series 2013 Bonds is not made when the same becomes due and payable;

- the University, for any reason, is rendered incapable of fulfilling its obligations hereunder;

- an order or decree is entered, with the consent or acquiescence of the University, appointing a receiver or receivers of the University or any part thereof or of the revenues thereof, or if such order or decree, having been entered without the consent or acquiescence of the University, is not vacated or discharged or stayed on appeal within sixty (60) days after the entry thereof;

- any proceeding is instituted, with the consent or acquiescence of the University, for the purpose of effecting a composition between the University and its creditors or for the purpose of adjusting the claims of such creditors pursuant to any federal or state statute now or hereafter enacted; or

- the University defaults in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Series 2013 Bonds or in this Bond Resolution on the part of the University to be performed, and such default continues for thirty (30) days after written notice specifying such default and requiring same to be remedied is given to the Board by any Bondholder, provided that if such default is such that it can be corrected but cannot be corrected within such thirty (30) day period, it shall not constitute an Event of Default if corrective action is instituted by the University within such period and is diligently pursued until the default is corrected.

Remedies. (d) Upon the happening and continuance of an Event of Default, hereunder, the Holders of not less than 25% in aggregate principal amount of the Series 2013 Bonds, by instrument or instruments filed with the University and proved or acknowledged in the same manner as a deed to be recorded, may appoint a trustee to represent the Holders of the Series 2013 Bonds for the purposes herein, which trustee may be the State Treasurer and shall be the same trustee so appointed with respect to all other outstanding Parity Credit Obligations. Such trustee may, and upon written request of the Holders of not less than 25% in principal amount of the Series 2013 Bonds then outstanding shall, in its own name:

- by mandamus or other suit, action or proceeding at law or in equity enforce all rights of the Holders of the Series 2013 Bonds, including the right to require the
University and its Board to collect fees, rents, charges or other revenues adequate to carry out an agreement as to, or pledge of, such revenues, and to require the University and Board to carry out any other agreements with the Holders of the Series 2013 Bonds and to perform it and their duties under the Act;

bring suit upon the Series 2013 Bonds;

by action or suit in equity, require the University to account as if it were the trustee of an express trust for the Holders of the Series 2013 Bonds; or

by action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the Holders of the Series 2013 Bonds.

Any such trustee, whether or not all such Series 2013 Bonds have been declared due and payable, shall be entitled as of right to the appointment of a receiver who may enter and take possession of any property of the University any of the revenues from which are pledged for the security of the Series 2013 Bonds and operate and maintain the same and collect and receive all fees, rents, charges and other revenues thereafter arising therefrom in the same manner as the University itself might do and shall deposit all such moneys in a separate account and apply the same in such manner as the court appointing such receiver shall direct. In any suit, action or proceeding by the trustee the fees, counsel fees and expenses of the trustee and of the receiver, if any, shall constitute taxable costs and disbursements and all costs and disbursements allowed by the court shall be a first charge on any fees, rents, charges and other revenues of the University pledged for the security of the Series 2013 Bonds.

Such trustee shall, in addition to the foregoing, have and possess all of the powers necessary or appropriate for the exercise of any functions specifically set forth herein or incident to the general representation of the Holders of the Series 2013 Bonds in the enforcement and protection of their rights.

To the extent permitted by law, upon the happening and continuance of any Event of Default, then and in every such case any Bondholder may proceed, subject to the provisions of Section 7.5, to protect and enforce the rights of the Bondholders by a suit, action or special proceeding in equity or at law, either for the specific performance of any covenant or agreement contained herein or in aid or execution of any power herein granted or for the enforcement of any proper legal or equitable remedy as such Bondholder shall deem most effectual to protect and enforce such rights.

**Pro Rata Application of Funds.** Anything in this Bond Resolution to the contrary notwithstanding, if at any time the moneys available in the Debt Service Fund shall not be sufficient to pay the interest on or the principal of the Series 2013 Bonds as the same shall become due and payable, such moneys, together with any moneys then available or thereafter becoming available for such purpose, whether through the exercise of the remedies provided for in this Article or otherwise, shall be applied as follows:

If the principal of all the Series 2013 Bonds shall not have become due and payable, all such moneys shall be applied:
first: to the payment to the persons entitled thereto of all installments of interest then due and payable in the order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Series 2013 Bonds; an

second: to the payment to the persons entitled thereto of the unpaid principal of any of the Series 2013 Bonds which shall have become due and payable (other than Series 2013 Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of this Bond Resolution), in the order of their due dates, with interest on the principal amount of such Series 2013 Bonds at the respective rates specified therein from the respective dates upon which such Series 2013 Bonds became due and payable, and, if the amount available shall not be sufficient to pay in full the principal of the Series 2013 Bonds due and payable on any particular date, together with such interest, then to the payment first of such interest, ratably, according to the amount of such interest due on such date, and then to the payment of such principal, ratably, according to the amount of such principal due on such date, to the persons entitled thereto without any discrimination or preference.

If the principal of all the Series 2013 Bonds shall have become due and payable, all such moneys shall be applied to the payment of the principal and interest then due and unpaid on the Series 2013 Bonds, without preference or priority of principal over interest or interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due, respectively, for principal and interest, to the persons entitled thereto, without any discrimination or preference.

Whenever moneys are to be applied by the trustee pursuant to the provisions of this Section, such moneys shall be applied by the trustee at such times, and from time to time, as the trustee in his or her sole discretion shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future; the deposit of such moneys with any Paying Agent, or otherwise setting aside such moneys, in trust for the proper purpose shall constitute proper application by the trustee; and the trustee shall incur no liability whatsoever to the Board, to any Bondholder or to any other person for any delay in applying any such moneys, so long as the trustee acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of this Bond Resolution as may be applicable at the time of application by the trustee. Whenever the trustee shall exercise such discretion in applying such moneys, he or she shall fix the date (which shall be an Interest Payment Date unless the trustee shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The trustee shall give such notice (or shall cause the Paying Agent to give such notice) as he or she may deem appropriate of the fixing of any such date and shall not be required to make payment to the Holder of any Bond until such Bond shall be surrendered to the trustee or any Paying Agent for appropriate endorsement, or for cancellation if fully paid.
Notwithstanding anything in this Bond Resolution to the contrary, this Section 7.3 shall be interpreted so that the term "Series 2013 Bonds" or "Bonds" shall include the Series 2013 Bonds and any Parity Credit Obligations. In each resolution authorizing the issuance of any Parity Credit Obligation, the University agrees to provide for the trustee or paying agent thereunder to be the same entity as under this Bond Resolution, and further agrees to include provisions substantially identical to those contained in this Section 7.3.

**Effect of Discontinuance of Proceedings.** In case any proceeding taken by any Bondholder on account of any Event of Default shall have been discontinued or abandoned for any reason, then and in every such case the University and the Bondholders shall be restored to their former positions and rights hereunder, respectively, and all rights and remedies of the Bondholders shall continue as though no such proceeding had been taken.

**Proceedings for Equal Benefit of All Bondholders.** No Bondholder shall have any right in any manner whatever to affect, disturb or prejudice the security of this Bond Resolution or to enforce any right hereunder, except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Bondholders.

**No Remedy Exclusive.** No remedy herein conferred on the Bondholders is intended to be exclusive of any other remedy or remedies, and each and every remedy conferred shall be cumulative and shall be in addition to every other remedy given hereunder and under the Act or now or hereafter existing at law or in equity or by statute.

**No Delay or Omission Construed to Be a Waiver.** No delay or omission of any Bondholder to exercise any right or power accruing upon any Event of Default occurring and continuing as aforesaid shall impair any such right or power or shall be construed to be a waiver of any such Event of Default or an acquiescence therein; and every power and remedy given by this Article to the Bondholders may be exercised from time to time and as often as may be deemed expedient.

**EXECUTION OF INSTRUMENTS BY BONDHOLDERS AND PROOF OF OWNERSHIP OF THE SERIES 2013 BONDS**

**Execution of Instruments; Proof of Ownership.** Any request, direction, consent or other instrument in writing required or permitted by this Bond Resolution to be signed or executed by Bondholders may be in any number of concurrent instruments of similar tenor and may be signed or executed by such Bondholders or their attorneys or legal representatives. Proof of the execution of any such instrument and of the ownership of the Series 2013 Bonds shall be sufficient for any purpose of this Bond Resolution and shall be conclusive in favor of the University and the Paying Agent with regard to any action taken by them under such instrument if made in the following manner:

The fact and date of the execution by any person of any such instrument may be proved by the verification of any officer in any jurisdiction who, by the laws thereof, has power to take affidavits within such jurisdiction, to the effect that such instrument was subscribed and sworn to
before him or her, or by an affidavit of a witness to such execution. Where such execution is by an officer of a corporation or association or a member of a partnership on behalf of such corporation, association or partnership such verification or affidavit shall also constitute sufficient proof of his or her authority.

The fact of the holding of the Series 2013 Bonds hereunder by any Bondholder and the amount and the numbers of such Series 2013 Bonds and the date of its holding the same shall be proved by the registration books kept under the provisions of Section 2.7.

SUPPLEMENTAL RESOLUTIONS

Supplemental Resolutions. The University may, from time to time and at any time, without the consent of any Holders of the Series 2013 Bonds, adopt such resolutions supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental resolutions shall thereafter form a part hereof), as follows:

- to cure any ambiguity or formal defect or omission or to correct any inconsistent provisions in this Bond Resolution or in any supplemental resolutions;

- to provide for the issuance of certificated Series 2013 Bonds pursuant to Section 2.11 of this Bond Resolution, or to obtain or maintain a rating for the Series 2013 Bonds;

- to grant to or confer upon the Bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Bondholders;

- to add new conditions, limitations and restrictions on the issuance of other Credit Obligations by the University;

- to add to the covenants and agreements of the Board in this Bond Resolution other covenants and agreements thereafter to be observed by the Board or to surrender any right or power herein reserved to or conferred upon the Board;

- to comply with any proposed, temporary or permanent regulations regarding the arbitrage rebate requirements of the Code; or

- to modify, alter, amend, add to or rescind, in any particular, any of the terms or provisions contained in this Bond Resolution, if in the opinion of the Paying Agent, who may rely upon an opinion of counsel nationally recognized in matters concerning municipal bonds, such supplemental resolution shall not adversely affect or prejudice the interests of the Bondholders.

At least thirty (30) days prior to the adoption of any supplemental resolution for any of the purposes of this Section, the Secretary of the Board shall cause a notice of the proposed adoption of such supplemental resolution to be mailed, postage prepaid, to all registered owners of Series 2013 Bonds at their addresses as they appear on the registration books. Such notice shall briefly set forth the nature of the proposed supplemental resolution and shall state that copies thereof are
on file at the office of the Secretary of the Board for inspection by all Bondholders. Failure on
the part of the Secretary of the Board to mail the notice required by this Section shall not affect
the validity of such supplemental resolution.

**Modification of Resolution with Consent of Holders.** Subject to the terms and
provisions contained in this Section, and not otherwise, the Holders of not less than a majority in
aggregate outstanding principal amount of the Series 2013 Bonds then outstanding shall have the
right, from time to time, anything contained in this Bond Resolution to the contrary
notwithstanding, to consent to and approve the adoption of such resolution or resolutions
supplemental hereto as shall be deemed necessary or desirable by the Board for the purpose of
modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or
provisions contained in this Bond Resolution or in any supplemental resolution; provided,
however, that nothing herein contained shall permit, or be construed as permitting, (a) without
the approval of all of the Series 2013 Bondholders, (i) an extension of the maturity of the
principal of or the interest on any Series 2013 Bond, (ii) a reduction in the principal amount of
any Series 2013 Bond or the redemption premium or the rate of interest thereon, (iii) except as
otherwise provided herein, a preference or priority of any Series 2013 Bond or Bonds over any
other Series 2013 Bond or Bonds, or (iv) except as otherwise provided herein, the release of the
lien created by this Bond Resolution with respect to any Pledged Revenues, or (b) without the
approval of all of the Series 2013 Bondholders, a reduction in the aggregate principal amount of
the Series 2013 Bonds required for consent to such supplemental resolution. Nothing herein
contained, however, shall be construed as making necessary the approval by Bondholders of the
adoption of any supplemental resolution as authorized in Section 9.1 of this Article.

If at any time the Board shall determine that it is necessary or desirable to adopt any
supplemental resolution for any of the purposes of this Section, the Secretary of the Board shall
cause notice of the proposed adoption of such supplemental resolution to be mailed, not less than
thirty (30) nor more than sixty (60) days prior to the date of such adoption, postage prepaid, to all
registered owners of the Series 2013 Bonds at their addresses as they appear on the registration
books held by the Registrar. Such notice shall briefly set forth the nature of the proposed
supplemental resolution and shall state that copies thereof are on file at the office of the
Secretary of the Board for inspection by all Bondholders. The Board shall not, however, be
subject to any liability to any Bondholder by reason of a failure to cause the notice required by
this Section to be mailed and any such failure shall not affect the validity of such supplemental
resolution when consented to and approved as provided in this Section.

Whenever, at any time within one year after the date of such notice, the Board shall
deliver to the Paying Agent an instrument or instruments in writing purporting to be executed by
the Holders of not less than a majority or all, as appropriate, in aggregate principal amount of the
Series 2013 Bonds then outstanding, which instrument or instruments shall refer to the proposed
supplemental resolution described in such notice and shall specifically consent to and approve
the adoption thereof in substantially the form of the copy thereof referred to in such notice,
thereupon, but not otherwise, the Board may adopt such supplemental resolution in substantially
such form, without liability or responsibility to any Holder of any Series 2013 Bond, whether or
not such Holder shall have consented thereto.
If the Holders of not less than a majority or all, as appropriate, in aggregate principal amount of the Series 2013 Bonds outstanding at the time of the adoption of such supplemental resolution shall have consented to and approved the adoption thereof as herein provided, no Bondholder shall have any right to object to the adoption of such supplemental resolution, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Board from adopting the same or from taking any action pursuant to the provisions thereof.

Upon the adoption of any supplemental resolution pursuant to the provisions of this Section, this Bond Resolution shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Bond Resolution of the University, the Board, and all Holders of Series 2013 Bonds then outstanding shall thereafter be determined, exercised and enforced in all respects under the provisions of this Bond Resolution as so modified and amended.

**Supplemental Resolutions Part of this Bond Resolution.** Any supplemental resolution adopted in accordance with the provisions of this Article shall thereafter form a part of this Bond Resolution, and all of the terms and conditions contained in any such supplemental resolution as to any provision authorized to be contained therein shall be and shall be deemed to be part of the terms and conditions of this Bond Resolution for any and all purposes. In case of the adoption and approval of any supplemental resolution, express reference may be made thereto in the text of any Series 2013 Bonds issued thereafter, if deemed necessary or desirable by the Board.

**DEFEASANCE**

**Defeasance.** If the University shall pay or provide for the payment of the entire indebtedness on all Series 2013 Bonds outstanding in any one or more of the following ways:

- by paying or causing to be paid the principal of (including redemption premium, if any) and interest on all Series 2013 Bonds outstanding, as and when the same become due and payable;

- by depositing with the Paying Agent, in trust, at or before maturity, moneys in an amount sufficient to pay or redeem (when redeemable) all Series 2013 Bonds outstanding (including the payment of premium, if any, and interest payable on such Bonds to the maturity or redemption date thereof), provided that such moneys, if invested, shall be invested at the written direction of the University in noncallable Government Obligations in an amount, without consideration of any income or increment to accrue thereon, sufficient to pay or redeem (when redeemable) and discharge the indebtedness on all Series 2013 Bonds outstanding at or before their respective maturity dates; it being understood that the investment income on such Government Obligations may be used for any other lawful purpose;

- by delivering to the Paying Agent, for cancellation by it, all Series 2013 Bonds outstanding; or
by depositing with the Paying Agent, in trust, noncallable Government Obligations in such amounts as will, together with the income or increment to accrue thereon, without consideration of any reinvestment thereof, and any uninvested cash, be fully sufficient to pay or redeem (when redeemable) and discharge the indebtedness on all Series 2013 Bonds outstanding at or before their respective maturity dates, as an independent certified public accountant shall certify to the Paying Agent's satisfaction;

and if the University shall pay or cause to be paid all other sums payable hereunder by the University, and, if any of the Series 2013 Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, this Bond Resolution and the estate and rights granted hereunder shall cease, determine, and become null and void, and thereupon the Paying Agent shall, upon written request of the University, and upon receipt by the Paying Agent of a certificate of the President, the Chief Operating Officer or the Chief Financial Officer, each stating that in the opinion of the signers all conditions precedent to the satisfaction and discharge of this Bond Resolution have been complied with, forthwith execute proper instruments acknowledging satisfaction of and discharging this Bond Resolution and the lien hereof.

The University may at any time surrender to the Paying Agent for cancellation by it any Series 2013 Bonds previously authenticated and delivered, which the University may have acquired in any manner whatsoever, and such Series 2013 Bonds, upon such surrender and cancellation, shall be deemed to be paid and retired.

**Liability of University Not Discharged.** Upon the deposit with the Paying Agent, in trust, at or before maturity, of money or Government Obligations in the necessary amount to pay or redeem all Series 2013 Bonds outstanding (whether upon or before their maturity or the redemption date of such Series 2013 Bonds) and compliance with the other payment requirements of Section 10.1, provided that if such Series 2013 Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided, or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, this Bond Resolution may be discharged in accordance with the provisions hereof but the University's liability in respect of the Series 2013 Bonds shall continue provided that the Holders thereof shall thereafter be entitled to payment only out of the moneys or the Government Obligations deposited with the Paying Agent as aforesaid.

**Provision for Payment of Particular Bonds.** If the University shall pay or provide for the payment of the entire indebtedness on particular Series 2013 Bonds in any one or more of the following ways:

by paying or causing to be paid the principal of (including redemption premium, if any) and interest on such Series 2013 Bonds, as and when the same shall become due and payable;

by depositing with the Paying Agent, in trust, at or before maturity, moneys in an amount sufficient to pay or redeem (when redeemable) such Series 2013 Bonds (including the payment of premium, if any, and interest payable on such Series 2013 Bonds to the maturity or redemption date thereof), provided that such moneys, if invested, shall be invested at the written
direction of the University in noncallable Government Obligations in an amount, without consideration of any income or increment to accrue thereon, sufficient to pay or redeem (when redeemable) and discharge the indebtedness on such Series 2013 Bonds at or before their respective maturity dates; it being understood that the investment income on such Government Obligations may be used for any lawful purpose;

by delivering to the Paying Agent, for cancellation by it, such Series 2013 Bonds; or

by depositing with the Paying Agent, in trust, noncallable Government Obligations in such amount as will, together with the income or increment to accrue thereon, and any uninvested cash, without consideration of any reinvestment thereof, be fully sufficient to pay or redeem (when redeemable) and discharge the indebtedness on such Series 2013 Bonds at or before their respective maturity dates, as an independent certified public accountant shall certify to Paying Agent's satisfaction;

and if the University shall also pay or cause to be paid all other sums payable hereunder by the University with respect to such Series 2013 Bonds, and, if such Series 2013 Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, such Series 2013 Bonds shall cease to be entitled to any lien, benefit or security under this Bond Resolution. The University's liability in respect of such Series 2013 Bonds, if any, shall continue but the Holders thereof shall thereafter be entitled to payment (to the exclusion of all other Bondholders) only out of the moneys or Government Obligations deposited with the Paying Agent as aforesaid.

**MISCELLANEOUS PROVISIONS**

**Effect of Covenants.** All covenants, stipulations, obligations and agreements of the University and the Board contained in this Bond Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the University and the Board to the full extent authorized by the Act or permitted by the Constitution of Virginia. All such covenants, stipulations, obligations and agreements shall be binding upon the successor or successors thereof from time to time and upon any officer, board, body or commission to whom or to which any power or duty affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law.

No covenant, stipulation, obligation or agreement herein contained shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future director, member, agent or employee of the University or the Board in his or her individual capacity, and no agency of the Commonwealth nor any officer thereof or of the University, present or future, executing the Series 2013 Bonds shall be liable personally on the Series 2013 Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

**Successor Paying Agents or Registrars.** Any bank or trust company authorized to do business in the Commonwealth may be appointed by the University as successor Paying Agent
or Registrar hereunder and immediately upon acceptance of such appointment shall be deemed the successor of the Paying Agent or Registrar for the purposes of this Bond Resolution. The University shall give notice to any Rating Agency of its appointment of any successor Paying Agent or Registrar. The reasonable fees and expenses of any such successor Paying Agent or Registrar shall be the sole obligation of the University and shall constitute a pledge of the Pledged Revenues prior to the Series 2013 Bonds, to the extent such fees and expenses are unpaid.

Manner of Giving Notice. (e) Any notice, demand, direction, request or other instrument authorized or required by this Bond Resolution to be given to or filed with the University, the Paying Agent, the Registrar, the Custodian or the Rating Agencies shall be deemed to have been sufficiently given or filed for all purposes of this Bond Resolution if and when sent by registered or certified mail, return receipt requested:

- to the University, if addressed to the University of Virginia, P. O. Box 400210, Charlottesville, Virginia 22904-4210 (Attention: Executive Vice President and Chief Operating Officer and Vice President and Chief Financial Officer);

- to the Custodian, Paying Agent and/or Registrar, if addressed to The Bank of New York Mellon Trust Company, N.A., 919 East Main Street, Richmond, Virginia 23219, Attention: Corporate Trust Administration;

- to Moody's, if addressed to Moody's Investor Services, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007, Attention: Structured Finance, Telecopier: (212) 298-6442;

- to S&P, if addressed to Standard & Poor's, at 55 Water Street, 38th Floor, New York, New York 10041, Attention: Public Finance Department (Surveillance), Telecopier: (212) 438-2152; and

- to Fitch, if addressed to Fitch Ratings, One State Street Plaza, New York, New York 10004, Attention: Municipal Structured Finance Group, Telecopier: (212) 635-0466.

Except for any notices required to be received by them under Article VII, if any, the Paying Agent and Registrar may accept and act upon facsimile or electronic transmission of written instructions or directions from the University or the Custodian, provided, however, that (i) the University or Custodian, as the case may be, subsequent to such facsimile or electronic transmission of written instructions, shall provide the originally executed instructions or directions to the Paying Agent and/or Registrar in a timely manner, (ii) such originally executed instructions or directions shall be signed by a person as may be designated and authorized to sign for the University or the Custodian, as the case may be, or in the name of the University or the Custodian, as the case may be, by an Authorized Officer of the University or authorized representative of the Custodian, and (iii) the University or the Custodian, as the case may be, shall provide to the Paying Agent and/or Registrar an incumbency certificate listing such
designated persons, which incumbency certificate shall be amended whenever a person is to be added or deleted from the listing.

**Alternative Notice.** If, because of the temporary or permanent suspension of publication of any newspaper or financial journal or suspension of the mails or for any other reason, the University, the Board or the Custodian shall be unable to give any notice required to be published or mailed by the provisions of this Bond Resolution, the University or the Custodian, as the case may be, shall give such notice in such other manner as in the judgment of the University or the Custodian shall most effectively approximate such publication thereof, and the giving of such notice in such manner shall for all purposes of this Bond Resolution be deemed to be in compliance with the requirement for the publication thereof.

**Effect of Partial Invalidity.** In case any one or more of the provisions of this Bond Resolution or of the Series 2013 Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Bond Resolution or of the Series 2013 Bonds, but this Bond Resolution and the Series 2013 Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein. In case any covenant, stipulation, obligation or agreement contained in the Series 2013 Bonds or in this Bond Resolution shall for any reason be held to be in violation of law, then such covenant, stipulation, obligation or agreement shall be deemed to be the covenant, stipulation, obligation or agreement of the University to the full extent permitted by law.

**Governing Law.** This Bond Resolution is adopted with the intent that the laws of the Commonwealth shall govern its construction without regard to conflict of law principles.

**Completion of and Amendments to Bond Resolution; Approval, Execution and Delivery of Necessary and Appropriate Documents.** (f) Prior to the delivery of the Series 2013 Bonds, in accordance with the University's debt policy, each of the President of the University or the Chief Operating Officer, in consultation with the Chair of the Board's Finance Committee, may authorize completion of and any revisions to this Bond Resolution which are not in conflict with the Authorizing Resolution or any future resolution by the Board, as shall be necessary to accurately reflect negotiations among the University, the Paying Agent, the Registrar, Moody's, S&P, Fitch and the Underwriters, with respect to the Series 2013 Bonds, the refinancing of the Project and the refunding of the Refunded Debt, including, specifically and without limitation, the Refunded Debt to be refunded, the terms and provisions of the Series 2013 Bonds, including without limitation, the original principal amount(s), their maturity dates and amounts, redemption provisions, prices, interest rates and interest provisions and any elections under the federal tax code. Certification of this Bond Resolution by the Secretary of the Board shall be conclusive evidence that the President of the University or the Chief Operating Officer, in consultation with the Chair of the Board's Finance Committee, has finally completed this Bond Resolution.

Each of the President, the Chief Operating Officer and/or the Chief Financial Officer is authorized to negotiate, execute and deliver, in necessary and appropriate form, the following documents:
one or more Official Statement(s) in preliminary and final forms relating to the offering of the Series 2013 Bonds for sale;

the Bond Purchase Agreement relating to the purchase of the Series 2013 Bonds;

and

such other documents and instruments as he or she deems necessary or appropriate in connection with the issuance of the Series 2013 Bonds, including without limitation any interest rate swaps or other hedge mechanisms and any dedicated line of credit, standby bond purchase agreement or other liquidity facility related to the Series 2013 Bonds, so long as such documents and instruments do not conflict with the intent of this Bond Resolution.

The distribution of any Official Statement, in preliminary and final forms, by the Underwriters is hereby authorized and approved.

Bond Delivery. All directors, officers and employees of the University are hereby authorized to take all actions necessary to accomplish the delivery of the Series 2013 Bonds to purchasers thereof.

Repeal of Inconsistent Provisions. Any prior resolutions or provisions of resolutions of the Board inconsistent with any provisions of this Bond Resolution are hereby repealed.

Paying Agent/Registrar/Custodian Reliance and Other Matters. For purposes of this Section 11.10 only, the term "Paying Agent" shall refer to the Paying Agent, the Registrar and the Custodian. The Paying Agent undertakes to perform only such duties as are expressly set forth herein. The duties and responsibilities of the Paying Agent hereunder shall be determined solely by the express provisions of this Bond Resolution, and no further duties or responsibilities shall be implied. The Paying Agent shall not have any liability under, nor duty to inquire into the terms and provisions of, any agreement or instructions, other than as outlined in the Series 2013 Resolutions. The Paying Agent may consult with counsel and may rely conclusively and shall be protected in acting or refraining from acting upon any written notice, electronically transmitted communication, instruction or request furnished to it hereunder and believed by it to be genuine and to have been signed or presented by the proper party or parties. The Paying Agent shall be under no duty to inquire into or investigate the validity, accuracy or content of any such document. The Paying Agent shall have no duty to solicit any payments that may be due it hereunder. The Paying Agent shall not be liable for any action taken or omitted by it in good faith unless a court of competent jurisdiction determines that any loss to the University was the result of the Paying Agent's negligent or willful misconduct. The Paying Agent shall not incur any liability for following the instructions herein contained or expressly provided for, or written instructions given by the University. In the administration of its duties under this Bond Resolution, the Paying Agent may execute any of its powers and perform its duties hereunder directly or through agents or attorneys and may, consult with counsel, accountants and other skilled persons to be selected and retained by it. The Paying Agent shall not be liable for anything done, suffered or omitted in good faith by it in accordance with the advice or opinion of any such counsel, accountants or other skilled persons. The Paying Agent may resign and be discharged of its duties and obligations hereunder by giving notice in writing of such resignation.
specifying a date when such resignation shall take effect. Any corporation or association into which the Paying Agent in its individual capacity may be merged or converted or with which it may be consolidated, or any corporation or association resulting from any merger, conversion or consolidation to which the Paying Agent in its individual capacity shall be a party, or any corporation or association to which all or substantially all the corporate trust business of the Paying Agent in its individual capacity may be sold or otherwise transferred, shall be the Paying Agent hereunder without further act. The University covenants and agrees to pay the Paying Agent its fees and expenses (including reasonable attorney's fees, costs and expenses) as agreed upon by the University and the Paying Agent. Furthermore, the University shall pay the Paying Agent for any extraordinary services or expenses performed or incurred by the Paying Agent in connection with its duties under this Bond Resolution provided the University consents in writing prior to the performance of such services or the incurring of such expenses.

The Paying Agent shall not be responsible or liable for any failure or delay in the performance of its obligation under this Bond Resolution arising out of or caused, directly or indirectly, by circumstances beyond its reasonable control, including, without limitation, acts of God, earthquakes, fire, flood, hurricanes or other storms; wars, terrorism, similar military disturbances; sabotage; epidemic, riots, interruptions; loss or malfunctions of utilities, computer (hardware or software) or communications services; accidents; labor disputes; acts of civil or military authority or governmental action; it being understood that the Paying Agent shall use commercially reasonable efforts which are consistent with accepted practices in the banking industry to resume performance as soon as reasonably practicable under the circumstances. If the University or Custodian elects to give notice to the Paying Agent pursuant to Sections 11.3 or 11.4 hereof by unsecured e-mail, facsimile transmission or other similar unsecured electronic methods, the Paying Agent agrees to accept and act upon instructions or directions sent by the University or Custodian, as the case may be, by unsecured e-mail, facsimile transmission or other similar unsecured electronic methods as provided in Section 11.3. If the University or Custodian, as applicable, elects to give the Paying Agent e-mail or facsimile instructions (or instructions by a similar electronic method) and the Paying Agent in its discretion reasonably elects to act upon such instructions, the Paying Agent's understanding of such instructions shall be deemed controlling. The Paying Agent shall not be liable for any losses, costs or expenses arising directly or indirectly from the Paying Agent's reasonable reliance upon and compliance with such instructions notwithstanding such instructions conflict or are inconsistent with a subsequent written instruction.
EXHIBIT A

No. R-1

UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA
THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA

GENERAL REVENUE PLEDGE REFUNDING BOND

SERIES 2013

INTEREST RATE:  MATUREITY DATE:  DATED DATE:  CUSIP:

____%  December 1,  ____  ________, 2013  915217 ___

REGISTERED OWNER:  CEDE & CO.

PRINCIPAL AMOUNT:  _______________ MILLION DOLLARS ($____________)

The Rector and Visitors of the University of Virginia (the "University"), an educational institution established by the Commonwealth of Virginia, for value received, hereby promises to pay, solely from the revenues provided therefor, as hereinafter set forth, to the registered owner named above, on the maturity date set forth above (or earlier as hereinafter set forth), upon the presentation and surrender hereof, the principal sum set forth above and to pay, solely from such revenues, interest thereon from the date hereof at the rate per annum set forth above, until payment of said principal sum. Both the principal of and the interest on this Series 2013 Bond are payable in any coin or currency of the United States of America which on the respective dates of payment thereof is legal tender for the payment of public and private debts. The principal or redemption price of this Series 2013 Bond shall be payable, upon surrender of this Series 2013 Bond, at the office of The Bank of New York Mellon Trust Company, N.A., Richmond, Virginia, as Paying Agent, or at the designated corporate trust office of any successor Paying Agent appointed pursuant to the Series 2013 Resolutions (hereinafter defined). Payment of interest on this Series 2013 Bond shall be made by check or draft mailed on the applicable Interest Payment Date to the registered owner as of the close of business on the 15th date of the month immediately preceding such Interest Payment Date (a "Record Date") at its address as it appears in the registration books of the Registrar appointed pursuant to the Series 2013 Resolutions. The term "Interest Payment Date" with respect to the Series 2013 Bonds means each December 1 and June 1, commencing June 1, 2013.
This Series 2013 Bond shall bear interest from the Interest Payment Date next preceding the date on which it is authenticated, unless this Series 2013 Bond is (a) authenticated before the first Interest Payment Date following the initial delivery of the Series 2013 Bonds, in which case it shall bear interest from its dated date, or (b) authenticated upon an Interest Payment Date, in which case it shall bear interest from such Interest Payment Date; provided, however, that if at the time of authentication of this Series 2013 Bond interest is in default, this Series 2013 Bond shall bear interest from the date to which interest has been paid. Interest on this Series 2013 Bond shall be computed on the basis of a 360-day year of twelve 30-day months.

The University shall not be obligated to pay the principal of or interest on this Series 2013 Bond except from the Pledged Revenues of the University and other legally available moneys, all as provided in the Series 2013 Resolutions. "Pledged Revenues" are all of the revenues now or hereafter lawfully available to the University which are not required by law, by binding contract entered into prior to the adoption of the Series 2013 Resolutions or, in certain circumstances described in the Series 2013 Resolutions, by binding contract entered into subsequent to the date of the Series 2013 Resolutions, to be devoted to some other purpose. This Series 2013 Bond and the interest hereon shall not be deemed to constitute a debt or liability of the Commonwealth of Virginia, legal, moral or otherwise. Neither the Commonwealth of Virginia nor the University shall be obligated to pay the principal of or interest on this Series 2013 Bond or other costs incident hereto except from the sources noted above, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia are pledged to the payment of the principal of or interest on this Series 2013 Bond or other costs incident hereto.

This Series 2013 Bond is one of a duly authorized issue of Bonds of the University aggregating ______________________________ DOLLARS ($_______) in principal amount, known as "General Revenue Pledge Refunding Bonds, Series 2013" (the "Series 2013 Bonds"), issued pursuant to resolutions adopted by the Board of Visitors of the University (the "Board") on February ____, 2013 (the "Series 2013 Resolutions"). This Series 2013 Bond is issued and the Series 2013 Resolutions were adopted under and pursuant to the Constitution and laws of the Commonwealth of Virginia, particularly Chapter 4.10, Title 23, Code of Virginia of 1950, as amended (the "Act") to refinance the costs of certain capital improvements at the University and to refund certain outstanding indebtedness of the University. Reference is hereby made to the Series 2013 Resolutions for the provisions, among others, with respect to the custody and application of the proceeds of bonds issued under the Series 2013 Resolutions, the funds charged with and pledged to the payment of the interest on and the principal of the Series 2013 Bonds, the nature and extent of the security, the terms and conditions on which the Series 2013 Bonds are or may be issued, the rights, duties and obligations of the University and the rights of the holders of the Series 2013 Bonds. Capitalized terms not defined herein shall be as defined in the Series 2013 Resolutions. By the acceptance of this Series 2013 Bond, the Holder hereof assents to all of the provisions of the Series 2013 Resolutions.

The Series 2013 Bonds maturing on or after December 1, ____, are subject to optional redemption by the University on or after December 1, ____, in whole or in part at any time (in any integral multiple of $5,000) at a redemption price equal to 100% of the principal amount of Series 2013 Bonds to be redeemed plus accrued interest to the redemption date.
This Series 2013 Bond is also subject to redemption in whole or in part on any date, at the option of the University, from the proceeds of casualty insurance or condemnation awards, at a redemption price equal to 100% of the principal amount thereof to be redeemed, without premium, plus accrued interest to the redemption date, if all or any part of the Project is damaged, destroyed or taken through the exercise of the power of eminent domain and the University has determined not to use such proceeds to replace or rebuild the damaged, destroyed or taken property.

Subject to applicable procedures of the Securities Depository while the Series 2013 Bonds are held in book-entry only form by the Securities Depository, if less than all of the Series 2013 Bonds are to be called for redemption, the Series 2013 Bonds to be redeemed shall be selected by the University in such manner as the University in its discretion may determine.

If any of the Series 2013 Bonds or portions thereof are called for redemption, the Paying Agent shall mail a notice of the call for redemption, identifying the Series 2013 Bonds or portions thereof to be redeemed, not less than 30 nor more than 60 days prior to the redemption date, to the registered owner of each Series 2013 Bond to be redeemed, at its address as it appears on the registration books kept by the Registrar. Provided funds for their redemption are on deposit at the place of payment on the redemption date, all Series 2013 Bonds so called for redemption shall cease to bear interest on such date, shall no longer be secured by the Pledged Revenues and shall not be deemed to be outstanding under the terms of the Series 2013 Resolutions. If a portion of this Series 2013 Bond is called for redemption, a new Series 2013 Bond in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender hereof.

This Series 2013 Bond is transferable by the registered owner, in person or by its attorney duly authorized in writing, at the designated office of the Registrar, upon presentation of a written instrument of transfer and surrender of this Series 2013 Bond to the Registrar for cancellation. Upon the transfer, a new Series 2013 Bond or Bonds of the same aggregate principal amount, maturity date and interest rate will be issued to the transforee. No transfer will be effective unless represented by such surrender and reissue. This Series 2013 Bond may also be exchanged at the designated office of the Registrar for a new Series 2013 Bond or Bonds of the same aggregate principal amount, maturity date and interest rate without transfer to a new registered owner. Exchanges and transfers will be without expense to the holder except for applicable taxes or other governmental charges, if any. The Registrar shall not be required to transfer or exchange any Series 2013 Bond selected or called for redemption pursuant to the provisions hereof or from a Record Date through the next succeeding Interest Payment Date. All Bonds delivered in exchange or transfer shall be dated so that neither gain nor loss results from the transfer or exchange.

The University, the Paying Agent and the Registrar may treat the registered owner as the absolute owner of this Series 2013 Bond for all purposes, notwithstanding any notice to the contrary.

Neither the members of the Board nor any person executing this Series 2013 Bond are liable personally hereon or subject to any personal liability or accountability by reason of the issuance hereof.
This Series 2013 Bond will not be valid until the Certificate of Authentication has been signed by the Registrar.

The holder of this Series 2013 Bond shall have no right to enforce the provisions of the Series 2013 Resolutions or to institute action to enforce the covenants therein, or to take any action with respect to any Event of Default under the Series 2013 Resolutions, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Series 2013 Resolutions.

All acts, conditions and things required by the Constitution and laws of the Commonwealth of Virginia and by the rules and regulations of the Board to happen, exist and be performed precedent to and in the issuance of this Series 2013 Bond have happened, exist and have been performed as so required.
IN WITNESS WHEREOF, The Rector and Visitors of the University of Virginia has caused this Series 2013 Bond to be issued and caused this Series 2013 Bond to bear the manual or facsimile signatures of its Executive Vice President and Chief Operating Officer and its official seal to be impressed, imprinted, reproduced or lithographed hereon, all as of the dated date hereof.

[SEAL]

_________________________________________
[Executive Vice President and Chief Operating Officer,]
University of Virginia
CERTIFICATE OF AUTHENTICATION

This Series 2013 Bond is one of the Bonds described in the within mentioned Series 2013 Resolutions.

Date of Authentication: __________, ____

Authorized Signatory

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Registrar
FORM OF ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto
____________________________________________________________________________
____________________________________________________________________________
____________________________________________________________________________

[Please print or typewrite name and address, including zip code, of Transferee]

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBERS OF TRANSFEREE

____________________________________________________________________________
____________________________________________________________________________

the within Bond and all rights, thereunder, and hereby irrevocably constitutes and appoints
____________________________________________________________________________
attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: ______________________

____________________________
Registered Owner

The signature above must correspond to the name of the Registered Owner as it appears on the front of this Series 2013 Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

Notice: Signature(s) must be guaranteed by an approved eligible guarantor institution, an institution which is a participant in a Securities Transfer Association recognized signature guarantee program.
ATTACHMENT B – REVISED UNIVERSITY DEBT POLICY

– FROM FINANCE COMMITTEE MEETING –
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I. Overview

Overview

In support of its mission, the University of Virginia maintains a long-term strategic plan. The strategic plan establishes university-wide and divisional priorities as well as divisional programmatic objectives. The University develops a capital plan to support these priorities and objectives.

The University’s use of debt plays a critical role in ensuring adequate funding for the capital plan as well as providing a low-cost, effective source of funding for other strategic purposes. By linking the objectives of its Debt Policy to its strategic objectives, the University ultimately increases the likelihood of achieving its mission.

The Debt Policy is intended to be a “living” document that will evolve over time to meet the changing needs of the University.

II. Scope and Objectives

Scope

The Debt Policy covers all forms of debt including long-term, short-term, fixed-rate, and variable-rate, and tax-exempt and taxable debt. It also covers other forms of financing intended for capital projects including both on-balance sheet and off-balance sheet structures, such as leases, and other structured products.

The use of derivatives is considered when managing the debt portfolio and structuring transactions. Conditions governing the use of derivatives are addressed in a separate Interest Rate Risk Management Policy.

Objectives:

The objectives of this policy are to:

(i) Outline the University’s philosophy on debt
(ii) Establish a control framework for approving and managing debt
(iii) Define debt reporting guidelines
(iv) Establish debt management guidelines

The policy establishes a control framework to ensure that appropriate discipline is in place regarding capital rationing, reporting requirements, debt portfolio composition, debt servicing, and debt authorization. It establishes guidelines to ensure that existing and proposed debt issues are consistent with financial resources needed to maintain an optimal amount of leverage, and a strong financial profile.

Goals:

Under this policy, debt is being managed to achieve the following goals:

(i) Maintain cost effective access to financial markets: capital, money, and bank markets
(ii) Manage the University’s credit profile to meet its strategic objectives while maintaining the highest acceptable creditworthiness and most favorable relative cost of capital and borrowing terms
(iii) Optimize the University’s debt mix (e.g., short-term and long-term, fixed-rate and floating-rate, traditional and synthetic)
(iv) Manage the structure and maturity profile of debt to meet liquidity objectives as well as
III. Oversight and Approvals

Oversight

The Office of the Executive Vice President and Chief Operating Financial Officer ("EVP & COO") is responsible for implementing this policy and for all debt financing activities of the University. The policy and any subsequent material changes to the policy are approved by the University’s Board of Visitors ("BOV"). The approved policy provides the framework under which debt management decisions are made.

Compliance with this policy is monitored by the Treasury Management Department, with oversight from the Office of the EVP & COO. The Office of the EVP & COO reports regularly to the Executive Vice President & Chief Operating Officer (EVP & COO) and the BOV on the University’s debt position and plans.

Approval of new debt

The BOV must pass a resolution before any long-term debt is issued. As part of this resolution, the BOV will also establish financing parameters to be followed by the University when issuing long-term debt. Additionally, prior to issuing tax-exempt debt of which at least a portion will be used to reimburse the University for prior expenditures, federal tax law requires the BOV to pass a resolution declaring its intent to issue tax-exempt debt.

All debt issued by the University must be authorized through a BOV resolution. If tax-exempt bonds are to be issued, the BOV also approves an Intent-to-Issue Resolution. Additionally, the BOV establishes financing parameters for each debt issuance.

The University, on its own behalf, debt under Chapter 3 of Title 23 of the Virginia Code or non-State Tax Supported Debt under the State’s Structured Higher Education Financial and Administrative Operations Act of 2005, Chapter 410 of Title 23 (the “Restructuring Act”), and pursuant to the certain Management Agreement dated November 15, 2005, by and between the Commonwealth of Virginia and The Rector and Visitors of the University of Virginia, as amended (the “Management Agreement”). For debt issued under Chapter 3 of Title 23, the University will comply with all statutory requirements for State and BOV approval. For debt issued under the Restructuring Act and pursuant to the Management Agreement, the University will comply with all statutory and regulatory requirements including notifying the State Treasurer of each such bond issuance. For debt issued under the Restructuring Act and pursuant to the Management Agreement, the BOV delegates the authority to approve the pricing of such debt to the EVP & COO or his designee, CEO, with the Chair of the Finance Committee or such other BOV member as may be designated by the Rector. Such pricing must be within the financing parameters established for the debt by the BCV (or the Executive Committee as authorized by Virginia Code § 23-75.)

IV. Debt Affordability and Capacity

In assessing its current debt levels, and when planning for additional debt, the University takes into account both its debt affordability and debt capacity. Debt affordability focuses on the University’s ability to service its debt through its operating budget and identified revenue streams and is driven by strength in income and cash flows. Debt capacity focuses on the University’s financial leverage in terms of debt funding as a percentage of the University’s total capital.

The University recognizes that a multitude of factors will affect multiple factors can affect the University’s debt capacity and debt affordability. These include trends in student demand and
research funding, the relationship with the Commonwealth of Virginia, current and projected financial reserves, operating performance and the ability to generate cash flow in support of debt service, competing needs for University resources, and the external market environment, including the level of interest rates, among other factors.

Prior to undertaking any new borrowing, the University will assess its ability to absorb additional debt based on its current and projected financial condition. The University assesses its debt affordability and capacity by gathering input from various sources. This includes the analysis and opinions of its banking partners and financial advisors. The University also uses Moody's Investors Service Scorecard to assess its debt factors (see Attachment A for the Moody's Scorecard). These are further four key debt-related metrics that will specifically be assessed in the time of each borrowing, each of which provides a different snapshot of the impact of debt on the overall operations of the University. These ratios, along with the Moody's Investors Service Scorecard, will be assessed relative to the University's peer and peer-rated institutions to determine capacity and affordability. They will be assessed both in the present as well as changing over a period of time to evaluate trends and future projections. The Moody's Scorecard is a composite of quantitative factors including market position, operating performance, and balance sheet and capital investment, and qualitative factors including governance and management, legal security and debt structure, and healthcare exposure. Because the qualitative factors can result in ratings that are multiple levels different from the quantitative factors, it is recognized that the Scorecard output is simply another tool to provide one view of the comparative assessment of credit strength. The University will create a composite assessment of its debt affordability and capacity by using input from all of these sources. The University will also compare itself to other public schools in its rating cohort to assess its relative strength among similarly-rated users. This information will be used in aggregate to provide an estimate of incremental debt affordability and capacity.

Debt Service Coverage
This ratio measures the University's debt service burden as a percentage of total university expenses. The higher this ratio, the less flexibility the University maintains to fund other strategic initiatives or to make major capital improvement or other debt service is considered to be a fixed cost. The target for this ratio is therefore intended to maintain the University's long-term operating flexibility to finance existing requirements and new initiatives.

This ratio will be adjusted to reflect any non-amortizing or non-traditional debt structures that could result in significant single-year fluctuations, including the effect of debt refundings.

Annual Debt Service

Debt Service Coverage Ratio
This ratio measures the University's ability to cover debt service requirements with revenues available for operations. The target established is intended to ensure that operating revenues are sufficient to not only meet debt service requirements but also provide an additional cushion for the University to absorb operating variability.

This ratio is calculated on an enterprise-wide basis, but the University also recognizes that it is important to do an assessment of the financial viability and strategic importance of each project.

This ratio is intended to reflect any non-amortizing or non-traditional debt structures that could result in significant single-year fluctuations including the effect of debt refundings.
Expendable Resources to Debt Ratio

This ratio provides a measure of balance sheet leverage. For highly-rated institutions, it is considered one of the key metrics related to debt capacity as it measures the balance sheet protection of debt.

Many factors influence this ratio, affecting both the assets (e.g., investment performance, philanthropy) and liabilities (e.g., timing of bond issues), and therefore, the ratio is best examined in the context of changing market conditions so that it accurately reflects relative financial strength.

Debt to Revenues

This ratio is a second measure of income statement leverage and considered a core ratio by financial markets. It provides a measure of income statement leverage-comparability relative to peers as it also adjust for debt structure.

It is also recognized that there may be some variability in the ratio since annual revenues can be impacted by large single-year items, such as gifts. As a result, this ratio will be examined over time as well.

Annual operating revenues will be adjusted to include state funding as well as other items, which may be considered non-operating under GAAP standards, but which are recurring sources of operating funding for the University.

Use of Ratios in Managing University Credit Ratings:

The ratios and limits are not intended to track a specific rating, but rather to help the University maintain a competitive financial profile, funding for facilities, needs and reserves, and compliance with Commonwealth debt service to budget guidelines.

V. Portfolio Management

The University considers its debt portfolio holistically, that is, it optimizes the portfolio of debt for the entire University rather than on a project by project basis. Therefore, management makes decisions regarding project prioritization, debt portfolio optimization, and financing structures within the context of the overall needs and circumstances of the University.

The University recognizes that there are numerous types of financing structures and funding sources available, each with specific benefits, risks, and costs. All potential funding sources are reviewed by management within the context of the Debt Policy and the overall portfolio to ensure that any financial product or structure is consistent with University’s objectives. Regardless of what financing structure(s) is utilized, due-diligence review must be performed for each transaction, including (i) quantification of potential risks and benefits, and (ii) analysis of the impact on University creditworthiness and debt affordability and capacity.

The University will regularly monitor its debt portfolio for refunding and restructuring opportunities and will pursue these when they either provide for appropriate savings or meet other strategic
objectives of the University.

The University recognizes that a degree of exposure to variable interest rates within the University’s debt portfolio is desirable in order to take advantage of repayment/structure flexibility, benefit from historically lower average interest costs, and provide a “match” between debt service requirements and the projected cash flows from the University’s assets. The amount of variable rate debt shall not exceed 40% of the University’s outstanding debt exclusive of derivative instruments.

Management will monitor overall interest rate exposure and will analyze and quantify potential risks, including interest rate, liquidity, and rollover risks. The University may manage the liquidity risk of variable rate debt either through its own working capital/investment portfolio, the type of instrument used, or by using third party sources of liquidity. The University may manage interest rate risk in its portfolio through specific budget and central bank/financial instrument management strategies or through the use of derivative instruments.

*Note that Moody’s considers the component units’ debt as part of the University’s aggregate debt portfolio.

**VI. Derivative Instruments**

In certain circumstances, derivatives are an effective way for the University to adjust its mix of fixed- and floating-rate debt and manage interest rate exposures. Derivatives may also be an effective way to manage liquidity risks. The University’s philosophy is to use derivatives strategically to achieve asset and liability portfolio objectives and hedge existing exposures. Derivatives will not be used to create leverage or to speculate on the movement of interest rates.

The University maintains an Interest Rate Risk Management Policy which provides guidelines on the authorization and management of derivatives as they relate to the debt portfolio. The Interest Rate Risk Management Policy does not apply to derivatives used by the University of Virginia Investment Management Company in its management of the University’s endowment and assets or any University-related foundations.

Any decisions made regarding the use of derivative instruments must take into consideration the resulting impact under the Debt Policy.

**VII. Counterparty Diversification**

The University recognizes that counterparty diversification is desired as a risk management strategy. Therefore, the University will maintain relationships with multiple financial partners for the provision of investment banking, derivative, and liquidity services.

Such counterparty diversification will also take into account the services such institutions provide for other areas of the University, such as working capital management, investment management, etc.

Specific guidelines for the use, and limit, of counterparties related to derivative transactions can be found in the University’s Interest Rate Risk Management Policy.

**VIII. Post-Issuance Compliance**

The University realizes the importance of complying with federal and institutional requirements regarding the issuance and ongoing management of its tax-exempt debt. As such, the University maintains a Tax-Exempt Debt Compliance Policy that is intended to define compliance practices including compliance actions, records management, and process continuity within the Office of Treasury Management and the Office of the Controller.
In order to maintain cost-effective access to the capital markets, the University recognizes that it needs to provide appropriate information to both the rating agencies which maintain ratings on the University's debt as well as investors who purchase such debt. The University will provide necessary information to these parties on a timely basis, including posting of required continuing disclosure information.
ATTACHMENT – AMENDED AND RESTATED BYLAWS OF THE CLINICAL STAFF OF THE UNIVERSITY OF VIRGINIA TRANSITIONAL CARE HOSPITAL

FROM MEDICAL CENTER OPERATING BOARD – TRANSITIONAL CARE HOSPITAL MEETING
AMENDED AND RESTATE

BYLAWS

OF THE CLINICAL STAFF

OF THE

UNIVERSITY OF VIRGINIA TRANSITIONAL CARE HOSPITAL

July 9, 2010

REVISED September 15, 2011

REVISED February 21, 2013
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AMENDED AND RESTATE

BYLAWS
OF THE CLINICAL STAFF
OF THE UNIVERSITY OF VIRGINIA TRANSITIONAL CARE HOSPITAL

PREAMBLE

WHEREAS, the University of Virginia Transitional Care Hospital is an integral part of the University of Virginia, which is a public corporation organized under the laws of the Commonwealth of Virginia and an agency of the Commonwealth; and

WHEREAS, the Transitional Care Hospital is a long term acute care hospital as designated by the Operating Board of the University of Virginia; and

WHEREAS, the Operating Board of the University of Virginia Medical Center is the governing body for the Transitional Care Hospital, as decreed by the University of Virginia Board of Visitors, and has delegated to the Clinical Staff the responsibility for the provision of the quality clinical care it provides throughout the Transitional Care Hospital; and

WHEREAS, these Bylaws set forth the requirements for membership on the Clinical Staff, including a mechanism for reviewing the qualifications of Applicants for Clinical Privileges and a process for their continuing review and evaluation, and provide for the internal governance of the Clinical Staff;

NOW, THEREFORE, these Bylaws are adopted by the Clinical Staff and approved by the Operating Board to accomplish the aims, goals, and purposes set forth in these Bylaws.

ARTICLE I
DEFINITIONS

“Active Clinical Staff” mean those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.1 of these Bylaws.

“Adverse Action” means the reduction, restriction (including the requirement of prospective or concurrent consultation), suspension, revocation, or denial of Clinical Privileges of a Member that constitute grounds for a hearing as provided in Section 9.2 of these Bylaws. Adverse Action shall not include warnings, letters of admonition, letters of reprimand or recommendations or actions taken as a result of an individual’s failure to satisfy specified objective credentialing criteria that are applicable to all similarly situated individuals.

“Allied Health Professionals” means but are not limited to, Optometrists, Audiologists, Certified Substance Abuse Counselors, Licensed Professional Counselors, Licensed Clinical Social Workers, Nurse Practitioners, Physician Assistants, and Certified Registered Nurse Anesthetists.
“Allied Health Professionals Manual” means the Transitional Care Hospital Allied Health Professionals Staff Credentialing Manual, as such may be in effect from time to time. The Allied Health Professionals Manual is incorporated by reference into these Bylaws.

“Applicant” means a person who is applying for appointment or reappointment of Clinical Staff membership and may also mean a person who is applying for Clinical Privileges to practice within the University of Virginia Transitional Care Hospital, as the context requires.

“Attending Physician” means a Member of the Clinical Staff who is responsible for the care of a patient at the Transitional Care Hospital.

“Board Certified” means that a Practitioner, if a Physician, is certified as a specialist by a specialty board organization, recognized as such by the American Board of Medical Specialties, or the American Osteopathic Association’s Council for Graduate Medical Education; if an Oral Surgeon, is specialty certified as such by the Virginia Board of Dentistry and the American Board of Maxillo-Facial Surgery; if a Podiatrist, is certified by the American Board of Podiatric Surgery; and if a Dentist, is certified by the American Board of Dentistry.

“Board Qualified” means a Practitioner has met the educational, post-graduate training and skill qualifications, and is currently eligible to sit, within a specified amount of time, for a board certification examination of a specialty board recognized by the American Board of Medical Specialties, the American Osteopathic Association, American Dental Association or the American Podiatric Medical Association.

“Board of Visitors” means the governing body of the University of Virginia as appointed by the Governor of Virginia.

“Bylaws” means these Amended and Restated Bylaws of the Clinical Staff of the University of Virginia Transitional Care Hospital as amended from time to time.

“Case Review” means a full review and analysis of an event related to a single patient’s experience in the Transitional Care Hospital and may also mean a review of multiple patient cases involving a single procedure, as the context requires.

“Chief Executive Officer” or “CEO” means the individual appointed by the Board of Visitors or the Medical Center Operating Board, as applicable, to serve as its representative in the overall administration of the Transitional Care Hospital.

“Chief Medical Officer” means the Chief Medical Officer of both the University of Virginia Transitional Care Hospital and the University of Virginia Medical Center. The Chief Medical Officer is an Active Member in good standing of the Clinical Staff, jointly appointed by the CEO and the Dean of the School of Medicine, who is responsible for assisting the Clinical Staff in performing its assigned functions, in coordinating such functions with the responsibilities and programs of the Transitional Care Hospital, including compliance with all relevant policies concerning the operations of the Transitional Care Hospital, and the performance of other duties as may be necessary from time to time.
“Clinical Privileges” means the permission granted to a Member or Non-Member to render specific diagnostic, therapeutic, medical, dental, or surgical services for patients of the Transitional Care Hospital.

“Clinical Staff” or “Staff” means the formal organizations of all licensed Physicians, Dentists, Ph.D. Clinical Psychologists, Ph.D. Clinical Pathologists and Podiatrists who may practice independently and who are granted recognition as Members under the terms of these Bylaws.

“Clinical Staff Executive Committee” or “Executive Committee” or “CSEC” means the executive committee of the Clinical Staff as more particularly described in Article XI of these Bylaws.

“Clinical Staff Office” means the administrative office of the Medical Center, which through contractual arrangement is responsible for the administration of the Transitional Care Hospital Clinical Staff, including the process for membership, credentialing and the granting of Clinical Privileges.

“Clinical Staff Year” means the fiscal year of the Transitional Care Hospital; currently July 1 to June 30, as such fiscal year may be changed from time to time.

“CMS” means the Center for Medicare and Medicaid Services.

“Code of Conduct” means the Code of Conduct for the Clinical Staff that is described in Transitional Care Hospital Policy 0291.

“Committees” means those Standing Committees of the Clinical Staff as described in Article XIII of these Bylaws.

“Complete Application” means an application for either initial appointment or reappointment to the Clinical Staff, or an application for clinical privileges that has been determined by the applicable Chair (or the Chair’s designee), the Credentials Committee, the Clinical Staff Executive Committee (CSEC), and the MCOB to meet the requirements of these Bylaws and related policies and procedures. Specifically, to be complete, the application must be submitted on a form approved by CSEC and MCOB, and include all required supporting documentation and verifications of information, and any additional information needed to perform the required review of qualifications and competence of the applicant.

“Compliance Code of Conduct” means the Transitional Care Hospital Compliance Code of Conduct that is described in Transitional Care Hospital Policy 0235.

“Consultative Clinical Staff” means, those Members of the Clinical Staff who meet the criteria set forth in Section 4.4.2 of these Bylaws.

“Contract Physician” means, those Non-Members of the Clinical Staff with Privileges who meet the criteria set forth in Section 4.5.2 of these Bylaws.

“Credentialing” means the process of verifying the authenticity and adequacy of a Practitioner’s educational, training, and work history in order to determine whether
the individual meets predefined criteria for membership and/or privileges.

“Credentials Manual” means the Clinical Staff and Resource Manual as such may be in effect from time to time. The Credentials Manual is an associate manual to these Bylaws.

“DEA” means the Federal Drug Enforcement Agency, or any successor agency.

“Dean” means the Vice President and Dean of the School of Medicine of the University of Virginia.

“Department” means a clinical department within the University of Virginia, School of Medicine.

“Department Chair” or “Chair” means the Active Member, appointed by the Dean of the School of Medicine, who has the responsibility for overseeing his or her Department; all Department Chairs are Active Members of the Clinical Staff of the University of Virginia Transitional Care Hospital.

“Disaster Privileges” means those Clinical Privileges granted during a declared disaster as more specifically provided in Section 6.9 of these Bylaws.

“Division” means a subdivision of a Department.

“Emergency Privileges” means those Clinical Privileges granted already existing Practitioners to provide emergency treatment outside the scope of their existing privileges in order to save the life, limb, or organ of a patient, as provided in Section 6.8 of these Bylaws.

“Fellow” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education that is beyond the requirements for eligibility for first board certification in the discipline.

“Focused Professional Practice Evaluation (“FPPE”) means an evaluation of the privilege-specific competence of a member of the Clinical Staff who does not have documented evidence of competently performing the requested privilege, or when a question arises regarding the ability of a currently privileged member of the Clinical Staff to provide safe, effective high quality care. See Transitional Care Hospital Policy 0279 and the Credentials Manual.

“GME Manual” means the University of Virginia Medical Center Graduate Medical Education Manual, as such may be in effect from time to time and that is found online at http://www.healthsystem.virginia.edu/alive/gme/doc/Manual_GradMedTrainee_Nov2007.pdf.

“Graduate Medical Trainee Staff” or “GME Trainee” means Residents and Fellows.

“HCQIA” means the Health Care Quality Improvement Act of 1986, 42 U.S.C. Sections 11101 - 11152, as such law may be amended from time to time.

“Hearing Entity” means the entity appointed by the Clinical Staff Executive Committee to conduct an evidentiary hearing upon the request of a Member who has been the subject of an
Adverse Action that is grounds for a hearing, in accordance with Article IX herein.

“In Good Standing” means a Member is currently serving without any limitation of prerogatives imposed by operation of the Bylaws or policies of the Transitional Care Hospital.

“Investigation” means the process specifically authorized by these Bylaws in order to perform a final assessment of whether a recommended corrective action is warranted.

“Joint Commission” means the accrediting body whose standards are referred to in these Bylaws.

“Licensed Independent Practitioners or LIPs” mean licensed independent practitioners who provide medical and clinical care to patients, in accordance with state licensing laws.

“Medical Center” or “UVAMC” means the University of Virginia academic medical center comprised of the acute care hospital, inpatient and outpatient clinics, clinical outreach programs, and related health care facilities as designated by the Medical Center Operating Board from time to time.

“Medical Center Operating Board” or “Operating Board” or “MCOB” means the governing body of the Transitional Care Hospital as designated by the Board of Visitors.

“Medical Center Operating Board Quality Subcommittee” or “MCOB Quality Subcommittee” is a Committee of the MCOB. From time to time, the MCOB may direct this Committee to oversee the quality and safety of care in the Transitional Care Hospital.

“Medical Director” means a clinical staff member in good standing who provides medical direction and leadership for a specific function at the Transitional Care Hospital. Responsibilities include administrative and clinical duties. Medical Directors are appointed by, and report to, the Chief Medical Officer.

“Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist who is a member of the Clinical Staff of the University of Virginia Transitional Care Hospital.

“National Practitioner Data Bank” or “NPDB” means the national clearinghouse established pursuant to HCQIA, as amended from time to time, for obtaining and reporting information with respect to adverse actions or malpractice claims against physicians or other Practitioners.

“Non-Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist, Ph.D. Clinical Pathologist or AHP who does not qualify as a Member of the Clinical Staff but who is required to have Clinical Privileges in order to provide patient care in the Transitional Care Hospital.

“Officer” means an elected official of the Clinical Staff as more particularly described in Article X of these Bylaws.

“Ongoing Professional Practice Evaluation (“OPPE”)” means a process that allows identification of professional practice trends of members of the Clinical Staff that impact on quality of care and
patient safety on an ongoing basis and focuses on the individual member’s performance and competence related to his or her Clinical Staff privileges. See Transitional Care Hospital Policy 0279 and the Credentials Manual.

“Peer” means a Practitioner or clinician whose interest and expertise, as documented by clinical practice, is reasonably determined to be comparable in scope and emphasis to that of another Practitioner or clinician.

“Peer Review” means a systematic review of a Practitioner’s or clinician’s clinical practice or professionalism, or a review of a portion of the clinical practice or professionalism, by a Peer or Peers of the individual Practitioner or clinician.

“Ph.D. Clinical Pathologist” means an individual who has been awarded a Ph.D. degree in the field of pathology.

“Ph.D. Clinical Psychologist” means an individual who has been awarded a Ph.D. degree or equivalent terminal degree in Clinical Psychology and who holds a current license to practice clinical psychology issued by the Virginia Board of Psychology.

“Physician” means any individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and holds a current license to practice medicine in the Commonwealth of Virginia.

“Podiatrist” means an individual who has received a Doctor of Podiatric Medicine degree and who holds a current license to practice podiatry issued by the Virginia Board of Medicine.

“Practitioner” means a care provider privileged through the Clinical Staff process.

“Prerogative” means the participatory rights granted, by virtue of staff category or otherwise, to a Clinical Staff Member, which is exercisable subject to, in accordance with, the conditions imposed by these Bylaws.

“President” means the most senior elected Officer of the Clinical Staff as described in Article X of these Bylaws.

“Privileging” means the process of granting the right to examine and treat patients after verification of the authenticity and adequacy of a Practitioner’s educational, training, and work history.

“Proctor” means an LIP in good standing at the University of Virginia Transitional Care Hospital, who holds the privilege being monitored.

“Resident” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education in anticipation of fulfilling the requirements for first board certification.

“School of Medicine” means the medical school at the University of Virginia.
“Standing Committee of the Clinical Staff Executive Committee” means a duly-authorized Committee of the Clinical Staff reporting to the Clinical Staff Executive Committee.

“Temporary Privileges” means those Clinical Privileges granted for a period not to exceed 120 days as more specifically described in Section 6.7 of these Bylaws.

“Transitional Care Hospital” means the University of Virginia Transitional Care Hospital which is a long term acute care facility providing such services to in-patients; also referred to herein as “UVATCH”.

“Transitional Care Hospital Policy Manual” means the manual containing the administrative and various patient care policies of the Transitional Care Hospital.

“University” or “University of Virginia” means the corporation known as The Rector and Visitors of the University of Virginia, which is an agency of the Commonwealth of Virginia.

“University Physicians Group (‘UPG’)” means the physician group practice of the University of Virginia, representing doctors and other allied health professionals who provide care within the Medical Center and the Transitional Care Hospital.

“Vice President” means the Vice President of the Clinical Staff as described in Article X of these Bylaws.

ARTICLE II
GOVERNANCE OF THE TRANSITIONAL CARE HOSPITAL

2.1 MEDICAL CENTER OPERATING BOARD

The Medical Center Operating Board is the governing body of the Transitional Care Hospital. Each Member of the Clinical Staff assumes his or her responsibilities subject to the authority of the MCOB. The MCOB shall be constituted as directed by the Board of Visitors of the University from time to time.

2.2 CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff Executive Committee serves as the executive committee of the Clinical Staff and reports to the MCOB. In this role, the Clinical Staff Executive Committee oversees the quality of the clinical care delivered within the Transitional Care Hospital and delineates and adopts clinical policy within the Transitional Care Hospital. It is responsible for communications to Members of the Clinical Staff and other Non-Members regarding clinical practice issues and it represents the interests of the Clinical Staff to the MCOB. The Clinical Staff Executive Committee is empowered to act for the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which it is given authority in these Bylaws. The Clinical Staff Executive Committee shall be constituted and have the other duties as described in Article XI hereof.
ARTICLE III
NAME, MISSION AND PURPOSE

3.1 NAME

The name of the clinical staff organization shall be the “Clinical Staff” of the University of Virginia Transitional Care Hospital (UVATCH). The organized Clinical Staff is accountable to the Medical Center Operating Board. For the purposes of these Bylaws, the words “Clinical Staff” shall be interpreted to include all Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who are authorized to provide care to patients of the UVATCH.

3.2 MISSION

The mission of the Clinical Staff shall be to organizationally support the University’s education and research in the health sciences and to maintain and improve the quality of patient care within UVATCH.

3.3 STATEMENT OF PURPOSE

The purposes of the Clinical Staff Bylaws are to:

1. Facilitate the provision of quality care to patients of the University of Virginia Transitional Care Hospital without any form of discrimination.

2. Clarify roles and responsibilities of Clinical Staff Members and Officers of the UVATCH.

3. Promote professional standards among members of the Clinical Staff.

4. Provide a means whereby problems may be resolved by the Clinical Staff with the collaboration of the MCOB.

5. Create a system of self-governance, and to initiate and maintain rules, policies and procedures governing the conduct of Clinical Staff, subject to the ultimate authority of the MCOB.

The purposes of the Clinical Staff of the UVATCH are to:

1. Assure that all patients admitted or treated in the UVATCH receive a uniform standard of quality patient care, treatment and efficiency consistent with generally accepted standards attainable within the UVATCH’s means and circumstances.

2. Provide for a level of professional performance that is consistent with generally accepted standards attainable within the UVATCH’s means and circumstance.
3. Initiate and maintain Bylaws, rules and regulations, policies and procedures for the Clinical Staff to carry out its responsibilities for the professional work performed in the UVATCH.

4. Provide a means for the Clinical Staff, administration and MCOB to discuss issues of mutual concern and to implement education and changes intended to continuously improve the quality of patient care.

5. Provide and foster education and research in an integrated manner with the clinical services of the UVATCH.

3.4 RESPONSIBILITIES

The responsibilities of the organized Clinical Staff are to:

1. Provide quality patient care.

2. Account to the MCOB for the quality of patient care provided by all Members authorized to practice in the UVATCH through the following processes and programs:
   a. Review and evaluation of the quality of patient care provided by valid and reliable patient care evaluation procedures;
   b. Organizational structure and mechanisms that allow on-going monitoring of patient care practices;
   c. Credentialing and privileging program, including mechanisms of appointment, reappointment and the matching of clinical privileges to be exercised or specified services to be performed with the verified credentials and current demonstrated performance of the Clinical Staff Applicant or Member;
   d. Continuing education program based, at least in part, on needs demonstrated through the medical care evaluation program; and
   e. Utilization review program to provide for the appropriate use of all medical services.

3. Recommend to the MCOB action with respect to appointments, reappointments, staff category, clinical privileges and corrective actions.

4. Establish and enforce, subject to the MCOB’s approval, professional standards related to the delivery of health care within the UVATCH.

5. Account to the MCOB for the quality of patient care through regular reports and recommendations concerning the implementation, operation, and results of quality reviews and evaluation activities.
6. Initiate and pursue corrective action with respect to Membership and privileges of Members where warranted.

7. Establish and amend, from time to time as needed, Clinical Staff Bylaws and policies for effective performance of Clinical Staff responsibilities, as further described in these Bylaws.

8. Exercise its responsibilities in a manner that does not jeopardize the rights of Clinical Staff Members.

9. Exercise its rights and responsibilities in a manner that does not jeopardize the UVATCH’s regulatory approvals, CMS provider status, accreditation, or tax exemption status.

ARTICLE IV
CLINICAL STAFF MEMBERSHIP AND CLASSIFICATION

4.1 MEMBERSHIP

Membership of the Clinical Staff shall be extended to Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who continuously meet the requirements, qualifications, and responsibilities set forth in these Bylaws and who are appointed by the MCOB. Membership on the Clinical Staff or clinical privileges shall not be granted or denied on the basis of race, religion, color, age, gender, national origin, ancestry, economic status, marital status, veteran status, disability or sexual orientation, provided the individual is competent to render care of the generally-recognized professional level of quality established by the Clinical Staff Executive Committee and the MCOB, and provided the UVATCH services occur in the appropriate environment of care setting.

No Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist, or Ph.D. Clinical Pathologist shall admit or provide services to patients in the UVATCH unless he/she is a Member of the Clinical Staff or has been granted Visiting, Temporary, Disaster, or Emergency privileges in accordance with the procedures set forth in these Bylaws.

GME Trainees who are in a UVAMC approved residency program shall not be eligible for membership on the Clinical Staff and shall be under the supervision of the GME Program Director and/or an attending Physician. A Department Chair may request privileges for GME Trainees to perform clinical work in a medical discipline for which they have had previous training. Such Applicants must meet the requirements, qualifications and responsibilities for such privileges and are subject to such policies and procedures as may be established by the Credentials Committee and the Clinical Staff Executive Committee.

4.2 EFFECT OF OTHER AFFILIATIONS

No Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist shall be automatically entitled to Clinical Staff membership, a particular Clinical Staff category or to exercise any particular clinical privilege merely because he/she hold a certain degree; is licensed to practice in Virginia or any other state; is a member of any professional organization; is
certified by any clinical board; previously had membership or privileges at UVATCH; or had, or presently has, staff membership or privileges at another health care facility. Clinical Staff membership or clinical privileges shall not be conditioned or determined on the basis of an individual’s participation or non-participation in a particular medical group, IPA, PPO, PHO, or Transitional Care Hospital- sponsored foundation.

4.3 REQUIREMENTS FOR CLINICAL STAFF MEMBERSHIP

4.3.1 Nature of Clinical Staff Membership

Membership on the Clinical Staff is a an honor that shall be limited to professionally competent Practitioners who continuously meet the qualifications, requirements and responsibilities set forth in these Bylaws and the Credentials Manual. Membership implies active participation in Clinical Staff activities to an extent commensurate with the exercise of the Clinical Staff Member’s privileges and as may be required by the Clinical Staff Member’s Department.

4.3.2 Basic Qualifications of Clinical Staff Membership

In order to obtain or maintain membership on the Clinical Staff and in order to be granted privileges as a Member of the Clinical Staff, Applicants must have and document:

1. A faculty appointment in the School of Medicine or an employment contract with UPG;

2. A current, unrestricted license, if such license is required by Virginia law, to practice medicine and surgery, dentistry, clinical psychology Ph.D. or clinical pathology Ph.D. in the Commonwealth of Virginia;

3. Except for specific exemptions permitted under UVA Transitional Care Hospital Policy 0221 “Board Certification Requirements for Transitional Care Hospital Physicians”, a Practitioner who seeks to be or is a Member must be Board Certified for the specialty in which he or she expects to exercise clinical privileges within six (6) years of completion of training. A Member who seeks or holds clinical privileges must be Board Certified in accordance with the specific requirements of the specialty, and in compliance with specific Departmental criteria for Delineation of Privileges. If an Applicant does not meet the board certification requirements and the Applicant may qualify for an exemption specified in Transitional Care Hospital Policy 0221, the Department Chair must send a written request to the Credentials Committee requesting an exemption. Reappointment is contingent upon Board Certification or recertification as outlined in Transitional Care Hospital Policy 0221, which is incorporated herein by reference;

4. Eligibility to participate in Medicare, Medicaid and other federally sponsored health programs; and

5. Members shall have in force professional liability insurance satisfactory to the Transitional Care Hospital which covers all privileges requested.
A Practitioner who does not meet these basic requirements is ineligible to apply for Clinical Staff membership, and the application shall not be accepted for review, except that Members of the Honorary Staff do not need to comply with these basic qualifications. If it is determined during the processing that the Applicant does not meet all of the basic qualifications, the review of the application shall be discontinued. An Applicant who does not meet the basic qualifications is not entitled to the procedural rights set forth in Article IX.

4.3.3 General Requirements of Clinical Staff Membership

In order to obtain or maintain membership on the Clinical Staff and in order to be granted clinical privileges as a member of the clinical staff, applicants must demonstrate:

1. **Current competency.** Applicants for staff privileges shall have the background, relevant training, experience and competency that are sufficient to demonstrate to the satisfaction of the Credentials Committee and the MCOB that he or she can capably and safely exercise clinical privileges within the Transitional Care Hospital. Current competency shall be demonstrated as described in Transitional Care Hospital Policy 0291.

2. **Compliance with Bylaws and Policies.** Compliance with the Bylaws, Clinical Staff policies, Departmental and Service rules and regulations, as well as all enunciated policies of UVATCH.

3. **Appropriate Management of Medical Records.** Preparing in legible and accurate form, completing within prescribed timelines and maintaining the confidentiality of medical records for all patients to whom the Member provides care in the UVATCH in accordance with applicable policies of UVATCH and the University Physicians Group. This shall include, but is not limited to, performing histories and physicals and completing all necessary documentation as required by Transitional Care Hospital Policy 0094 which is incorporated herein by reference.

   a. A medical history and physical examination shall be completed no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination must be completed and documented by a physician, an oral and maxillofacial surgeon, dentist, podiatrist, or other qualified licensed individual in accordance with State law and Transitional Care Hospital policy.
b. An updated examination of the patient, including any changes in the patient’s condition, be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination is completed within thirty (30) days before admission or registration. The updated examination of the patient, including any changes in the patient’s condition, must be completed and documented by a physician, an oral and maxillofacial surgeon, dentist, podiatrist, or other qualified licensed individual in accordance with State law and Transitional Care Hospital policy.

c. The content of complete and focused history and physical examinations is delineated in Transitional Care Hospital policy.

4.3.4 Supervision of Graduate Medical Trainees

UVATCH does not have a GME training program and thus is not responsible for providing faculty supervision to GME trainees participating in the UVATCH. GME trainees will be permitted to participate in the care of UVATCH patients provided they are supervised by a UVA faculty member from the program the GME trainee is representing.

4.3.5 Other Member Responsibilities

Additional responsibilities of Members may include, as appropriate:

a. abiding by the Standards of Professional Conduct of the Virginia Boards of Medicine, Psychology and Dentistry, as appropriate, and ethical requirements of the Medical Society of Virginia, the American Board of Medical Specialties (as applicable), or the other professional associations of dentists, podiatrists, and psychologists, as appropriate;

b. engaging in conduct that is professional, cooperative, respectful and courteous of others and is consistent with and reinforcing of the mission of the Transitional Care Hospital;

c. attending meetings of the Clinical Staff, Department, Division, as appropriate, and committees to which a Member has been appointed, as required; and

d. participating in recognized functions of Clinical Staff appointment, including quality improvement activities, FPPE as necessary, OPPE, Case Review and Peer Review and discharging other Clinical Staff functions as may be required from time to time by the Department Chair, the Division Chief, the Clinical Staff, the Clinical Staff Executive Committee, or the MCOB.

4.4 CATEGORIES OF THE CLINICAL STAFF

The categories of Clinical Staff membership shall be divided into the Active Staff, Consultative Staff and Honorary Staff. Non-Members include Contract Physicians, Visiting Clinicians,
Graduate Medical Trainees, and Allied Health Professionals. Each time Clinical Staff membership is granted or renewed, or at other times deemed appropriate, the Clinical Staff Executive Committee, and subsequently the MCOB, will approve the member’s staff category.

Each Clinical Staff Member shall be assigned to a Clinical Staff category based upon qualifications defined in these Bylaws. For the purposes of the below qualifications, patient contact includes admissions, treatments, and consults.

The Members of each Clinical Staff category shall have the prerogatives and shall carry out the duties defined in these Bylaws. Action may be initiated to change the Clinical Staff category or to terminate the membership of any Member who fails to meet the qualifications or fulfill the duties described in these Bylaws. Changes in Clinical Staff category shall not be grounds for a hearing unless they adversely affect the Member’s privileges.

4.4.1 Active Clinical Staff

1. Qualifications

The Active Clinical Staff are voting members and shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Pathologists, and Ph.D. Clinical Psychologists who hold a School of Medicine faculty appointment and/or a UPG contract, and:

a. Meet the criteria for Clinical Staff membership set forth in these Bylaws and specifically in Section 4.3; and

b. Regularly admit patients to, or are regularly involved in, direct or concurrent care of patients at the Transitional Care Hospital, and regularly participate in Clinical Staff functions as determined by Clinical Staff governance.

2. Prerogatives and Responsibilities

a. Exercise an option to vote on all matters presented at general and special meetings of the Clinical Staff;

b. Exercise an option to practice the clinical privileges as granted in accordance with these Bylaws and the Credentials Manual; and

c. Exercise an option to be considered for office in the Clinical Staff organization.

3. Transfer of Active Staff Members

After two (2) consecutive years in which a Member of the Active Clinical Staff does not regularly care for patients at UVATCH and/or be regularly involved in Clinical Staff functions as determined by the Clinical Staff, that Member may be transferred to the appropriate category, if any, for which the member is qualified.

4.4.2 Consultative Clinical Staff

1. Qualifications
The Consultative Staff, are non-voting members, and shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists, and Ph.D. Clinical Pathologists, who hold School of Medicine faculty appointments and/or employment contracts with UPG. Consultative Staff Members:

a. Meet the criteria for Staff membership set forth in these Bylaws and specifically in Section 4.3;

b. Are involved in consultative care of patients at UVATCH

2. **Prerogative and Responsibilities**

   a. Exercise an option to practice the clinical privileges as granted in accordance with these Bylaws and the Credentials Manual pursuant to Article VI;

   b. Actively participate in performance improvement and quality assurance activities and in discharging such other Staff functions as may from time to time be required.

3. **Limitations**

   a. Shall not have the right to vote at general and special meetings of the Clinical Staff; and

   b. Cannot hold office in the Clinical Staff organization.

4. **Transfer of Consultative Clinical Staff Members**

   After two (2) consecutive years in which a Member of the Consultative Clinical Staff does not regularly care for patients at UVATCH and/or be regularly involved in Clinical Staff functions as determined by the Clinical Staff, that Member may be transferred to the appropriate category, if any, for which the Member is qualified.

4.4.3 **Honorary Clinical Staff**

1. **Qualifications**

   The Honorary Clinical Staff shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists, each of whom is a former Member of the Clinical Staff who has retired or withdrawn from practice and who: is honored by an emeritus title in the School of Medicine; and/or has been nominated by the current Department Chair in which the person practiced, or by the Dean, in recognition of his or her noteworthy contributions to the UVAMC; and was a Member in good standing of the Clinical Staff at the time of his or her retirement or withdrawal from clinical practice.
2. **Responsibilities**
   
a. Exercise an option to attend general and special meetings of the Clinical Staff; and

b. Exercise an option to vote on Clinical Staff Committees that he/she has been requested to serve on.

3. **Limitations**
   
a. Shall not be granted or exercise clinical privileges

b. Shall not vote at general or special meetings of the Clinical Staff

c. Shall not hold office in the Clinical Staff organization

4.5 **NON-MEMBER WITH PRIVILEGES**

Other healthcare professionals not described above may not be Members of the Clinical Staff. Non-Members are Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists or Ph.D. Clinical Pathologists who are not Members of Clinical Staff but who are granted privileges to provide care to patients of the Transitional Care Hospital from time to time as provided in these Bylaws and in the Credentials Manual. Non-Members shall have Clinical Privileges as provided in Article VI and the Credentials Manual. Allied Health Professionals are also Non-Members who are granted privileges. Non-Members shall have none of the rights conferred on Members in these Bylaws, including but not limited to those provided in Articles IX hereof, but shall be required to follow policies and procedures of the Transitional Care Hospital.

4.5.1 **Visiting Clinicians**

Visiting Clinicians do not hold faculty appointments, nor are they contracted with UVATC or UPG, but are granted privileges to provide services that are not otherwise available at UVATC or to assist in difficult cases.

1. **Qualifications**

   The Visiting Clinicians shall consist of Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists who:

   a. Meet the criteria for Staff membership set forth in these Bylaws excluding the faculty appointment or UPG contract and meet the criteria for Staff membership set forth in Section 4.3;

   b. Hold appropriate clinical privileges at another accredited health care facility; and

   c. Have a maximum of ten (10) patient contacts per year at the Transitional Care Hospital.
2. **Responsibilities**

   a. Exercise an option to provide clinical care at UVATCH within the privileges as are granted to him/her pursuant to Article VI;

   b. Provide patient activity and quality review information from primary facility as requested at time of reappointment; and

   c. Actively participate in performance improvement and quality assurance activities, supervising provisional appointees, evaluating and monitoring Clinical Staff members as may from time to time be required.

3. **Limitations**

   a. Shall not vote at general or special meetings of the Clinical Staff; and

   b. Shall not hold office in the Clinical Staff organization.

4. **Transfer of Visiting Clinicians**

   Visiting Clinical Clinicians who regularly care for more than ten (10) patients per year at the Transitional Care Hospital will be reviewed by the Credentials Committee to consider appointment to another staff category.

4.5.2 **Contract Physician Staff**

The Contract Physician Staff shall consist of advanced greater than PGY-3 Graduate Medical Education (GME) Trainees at UVAMC who are engaged by the Transitional Care Hospital to provide explicit medical services outside their training program at the Transitional Care Hospital. A Contract physician must obtain prior approval for the outside activities in accordance with the GME Internal and External Moonlighting Activity Policy and provide a copy of the contract under which he or she will be working at the time the credentialing process begins. Members of the Contract Physician Staff must be board certified or board-qualified in the specialty related to the privilege request, and have attestations of qualifications from both the Program Director and the Department Chair. Contract Physician Staff are not eligible to vote on Clinical Staff matters or to hold Clinical Staff Office.

In addition, Contract Physician Staff:

   a. May not serve as the attending physician of record or admit patients to the Transitional Care Hospital unless an exemption is granted. Exemptions are considered at the request of the Designated Institutional Officer with explicit conditions regarding concurrent proctoring and agreed to by the Credentials Committee;

   b. Can treat patients if authorized to do so in accordance with the Practitioner’s delineated clinical privileges and Article VI of these Bylaws;
c. Shall actively participate in performance improvement and quality assurance activities of the Clinical Staff;

d. Shall meet the basic responsibilities of Staff membership as set forth in these Bylaws; and

e. The Contract Physician Staff Practitioner’s privileges will automatically terminate upon the termination or expiration of his/her contract or agreement with the UVATCH or UPG, and the Practitioner shall have none of the rights conferred on Members in these Bylaws, including but not limited to those provided in Article IX.

4.5.3 Graduate Medical Trainees

Except as provided in Section 4.5.2 above, Graduate Medical Trainees do not have independent privileges to admit or treat patients at the UVATCH. They are employees of the University of Virginia Medical Center and their scope of practice is defined by the Graduate Medical Education Program. They are not governed by these Bylaws. Graduate Medical Trainees shall be required to follow GME policies and procedures and will act only under the supervision of a Clinical Staff Member in accordance with all relevant Clinical Staff and UVAMC policies.

GME Trainees who are working in an independent practice capacity as Contract Physicians in the organization must be granted privileges as set forth in Article VI of these Bylaws.

4.5.4 Allied Health Professionals

Allied Health Professionals (AHPs) are non-physicians who hold a license, certificate, or other legal credentials to practice as required by Virginia law that authorizes the provision of complex and clinical services to patients. AHPs treat and/or perform services on patients at the Transitional Care Hospital. AHPs adhere to Clinical Staff Bylaws which are applicable to the AHP, Department policies, Transitional Care Hospital policies and professional guidelines. AHPs are not Members of the Clinical Staff but are granted clinical privileges.

4.6 MODIFICATION OF MEMBERSHIP

On its own, upon recommendation of the Credentials Committee, or pursuant to a request from a Member, the Clinical Staff Executive Committee may recommend a change in the Clinical Staff category of a Member, consistent with the requirements of these Bylaws, to the MCOB.

4.7 MEMBER RIGHTS

1. Each Member in the Active category has the right to initiate a recall election of a Clinical Staff Officer by following the procedure outlined in Article X of these Bylaws regarding removal and resignation from office.
2. Each Member in the Active category may initiate a call for a general staff meeting to discuss a matter relevant to the Clinical Staff by presenting a petition signed by twenty-five percent (25%) of the Members of the Active category. Upon presentation of such a petition, CSEC shall schedule a general staff meeting for the specific purposes addressed by the petitioners. No business other than that detailed in the petition may be transacted.

3. Each Member in the Active category may challenge any rule, regulation or policy established by the CSEC. In the event that a rule, regulation or policy is thought to be inappropriate, any Clinical Staff Member may submit a petition signed by twenty-five percent (25%) of the Members of the Active category. Upon presentation of such a petition, the adoption procedure noted in section Article XVI will be followed.

4. The above sections 1 to 3 do not pertain to issues involving individual peer review, formal investigations of professional performance or conduct, denial of requests for appointment or clinical privileges, or any other matter relating to individual membership or privileges. The Bylaws provide recourse in these matters.

5. Any Practitioner eligible for Clinical Staff membership has a right to a hearing/appeal pursuant to the conditions and procedures described in the Clinical Staff’s hearing and appeal plan.

6. These member rights serve as a conflict resolution mechanism between the Clinical Staff and the Clinical Staff Executive Committee.

**ARTICLE V
PROCEDURES FOR MEMBERSHIP**

The process for evaluation of credentials for membership and/or privileges is the same for all Members and Non-Members. The Credentials Committee shall follow the credentialing procedures set forth in the Credentials Manual including the procedure related to the information required in an application for initial appointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee, upon review by the Department Chair, shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied initial privileges in the Transitional Care Hospital. The Clinical Staff Executive Committee shall then review the Credentials Committee’s recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting privileges to the Applicant, the favorable recommendation shall be forwarded to the MCOB for final action.

If there is a recommendation for the denial of membership and/or privileges by the CSEC or MCOB, the applicant is entitled to the fair hearing and appeal plan appropriate to his/her clinical status.

**5.1 PROCEDURE FOR ACTIVE AND CONSULTATIVE STAFF MEMBERSHIP**

In order to become an Active or Consultative Member of the Clinical Staff, the individual
Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist shall follow the applicable procedure in effect from time to time for obtaining an appointment as a Clinical Faculty Member in the School of Medicine, an employment contract with UPG, satisfy the criteria set forth in Article IV of these Bylaws for an Active or Consultative Member, and, if applicable, follow the procedure for obtaining Clinical Privileges as provided in these Bylaws and the Credentials Manual, all as verified by the Clinical Staff Office. The Dean and the applicable Department Chair shall jointly make the request in writing to the Clinical Staff Office for an individual to be appointed or reappointed as a Member in accordance with Article VII of these Bylaws. In the case of individuals who do not hold School of Medicine faculty appointments, the Chief Executive Officer of UPG will fill the role of the Dean for the procedures described above.

The Credentials Manual establishes requirements for application for Clinical Staff Clinical Privileges. The Credentials Manual may be amended from time to time by the Chair of the Credentials Committee in consultation with the President of the Clinical Staff and the Chief Executive Officer of the Transitional Care Hospital.

5.2 PROCEDURE FOR HONORARY CLINICAL STAFF MEMBERSHIP

In order to become an Honorary Member of the Clinical Staff, the individual who satisfies the criteria set forth in Article IV of these Bylaws shall be nominated by his or her former Chair or the Dean and approved by the Clinical Staff Executive Committee.

5.3 LEAVE OF ABSENCE

A Member of the Clinical Staff who has obtained a leave of absence from the School of Medicine or UPG, consistent with applicable faculty or UPG policies, may also obtain a leave of absence from clinical practice. Contemporaneous with a request for leave of absence from the School of Medicine or UPG, the Member shall provide notice to the Credentials Committee of the leave, including the reasons for the leave and the approximate period of leave desired. In addition, the Chair and the Dean of the School of Medicine or Chief Executive Officer of UPG shall provide notice to the Credentials Committee of any leave of absence granted to a Member. Such leave of absence is further subject to conditions and limitations that the President of the Clinical Staff, the Chair of the Credentials Committee or the CEO of the Transitional Care Hospital (or designee) determines to be appropriate. During the leave of absence, the Member shall not exercise his/her Clinical Privileges and his/her Clinical Staff responsibilities and prerogatives shall be inactive. The President of the Clinical Staff, in collaboration with the Department Chair of the Member on leave shall be responsible for arranging for alternative care for the Member’s patients while the Member is on leave.

Prior to returning from a leave of absence, a Member shall notify the Credentials Committee in writing in accordance with the procedures and the timelines set forth in the Credentials Manual, and shall provide all necessary information needed for the Credentials Committee to evaluate whether the Member is qualified to resume Clinical Staff membership, including the exercise of Clinical Privileges. A Member who has been on leave of absence may not have his or her Clinical Privileges reactivated until a determination is made by the Credentials Committee that the Member may return to clinical practice and the conditions of the return. If the Clinical Privileges of a Member who has been on leave are not reactivated, the Member shall have access
to the procedures outlined in Article IX of these Bylaws.

Failure, without good cause, to request reinstatement prior to the end of an approved leave of absence shall be deemed a voluntary resignation from the Clinical Staff and voluntary relinquishment of Clinical Privileges. A request for Clinical Staff membership or Clinical Privileges subsequently received from an Applicant deemed to have voluntarily resigned shall be submitted and processed in the manner specified for applications for initial appointment.

If membership and/or privileges expire during the leave of absence, then the Practitioner must reapply for membership and/or privileges.

5.4 CESSATION OF MEMBERSHIP

Membership in the Clinical Staff shall cease automatically when the individual no longer meets the criteria set forth in these Bylaws, including failure to be reappointed to the faculty of the School of Medicine or resignation, retirement or termination from the School of Medicine or UPG.

ARTICLE VI
CATEGORIES OF CLINICAL PRIVILEGES

6.1 EXERCISE OF CLINICAL PRIVILEGES

Every Member, in connection with such membership, shall be entitled to exercise only those delineated Clinical Privileges specifically recommended by the Credentials Committee and the Clinical Staff Executive Committee and approved by the MCOB, except as provided in Sections 6.6, 6.7, 6.8 and 6.9 of this Article. Every Non-Member shall be entitled to exercise only those delineated Clinical Privileges specifically reviewed by the Department Chair, recommended by the Credentials Committee, recommended by the Clinical Staff Executive Committee and approved by the MCOB, except as provided in Sections 6.6, 6.7, 6.8, and 6.9 of this Article. The Transitional Care Hospital has the prerogative to audit from time to time Members’ clinical practice to verify that Members are practicing within the scope of the specific Clinical Privileges that have been granted.

6.2 DELINEATION OF PRIVILEGES

Every application for Clinical Staff appointment or reappointment (excluding Honorary Members) and every request for Clinical Privileges must contain a request for the specific Clinical Privileges desired by the Applicant. The evaluation of such request shall be based upon the Applicant's education, training, experience, demonstrated competence as documented by evaluations from Peers, supervision or monitoring during a first or provisional year, FPPE and OPPE, references and other relevant information, including an appraisal by the Clinical Service in which such privileges are sought. The specific procedures set forth in these Bylaws and the Credentials Manual shall be followed throughout the appointment and reappointment process.
6.3 PRIVILEGES FOR MEMBERS

Members must have clinical privileges as more specifically provided in the Credentials Manual.

6.4 PRIVILEGES FOR NON-MEMBERS (EXCEPT AHP)

Physicians, Dentists, Podiatrists, Ph.D. Clinical Pathologists and Ph.D. Clinical Psychologists who are Non-Members who desire to practice in the Transitional Care Hospital may be granted limited privileges only as specifically permitted by the Credentials Manual or required by the Credentials Committee. Non-Members may be issued Clinical Privileges in one of the following categories: Visiting Privileges, or Contract Physicians.

6.5 PRIVILEGES FOR ALLIED HEALTH PROFESSIONALS

Allied Health Professionals, as defined in these Bylaws, are privileged under a separate process that is specified in the Allied Health Professionals Manual. They are subject to the applicable sections of these Bylaws. Allied Health Professionals shall be required to follow policies and procedures as set forth in the AHP Manual and Transitional Care Hospital policies and will act under the supervision of a Clinical Staff Member in accordance with all relevant Clinical Staff and UVATCH policies. An official list of current AHPs will be kept in the Clinical Staff Office.

6.6 VISITING PRIVILEGES

6.6.1 Description

Non-Members who may be granted Visiting Privileges shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Pathologists and Ph.D. Clinical Psychologists who will participate in patient care activities for Transitional Care Hospital patients for a period of time at the request of an Active Member of the Clinical Staff, with the support of the Active Member’s Department Chair or the President of the Clinical Staff, each of whom shall provide information and documentation relevant to his or her privilege specific expertise as may be required by the Credentials Committee.

6.6.2 Prerogatives

The prerogatives of the Non-Member with Visiting Privileges shall be to:

a. Participate as applicable in the care of patients within the scope of his or her delineated Clinical Privileges;

b. Exercise Clinical Privileges as specifically delineated; and

c. Attend Clinical Staff, Department and as applicable, Division meetings as invited.

6.6.3 Limitations

The Non-Member with Visiting Privileges shall not admit patients to nor serve as the
primary attending of record in Transitional Care Hospital.

6.7 TEMPORARY PRIVILEGES

6.7.1 Circumstances Under Which Temporary Privileges May Be Granted

Temporary Privileges shall be granted in only two circumstances:

a. When an important patient care need mandates an immediate authorization to practice, an application for Temporary Privileges will be considered on a case-by-case basis; or

b. When an Applicant with a complete verified application with no indication of adverse information about state licensing actions, DEA registrations, current medical, psychiatric or substance abuse impairments that could affect practice, criminal convictions or verdicts/settlements of concern, the Credentials Committee, after review by the Transitional Care Hospital Vice-President of the Clinical Staff or a Transitional Care Hospital Medical Director, may recommend that the CEO or designee, upon recommendation of the President of the Clinical Staff or designee, grant temporary privileges pending review and approval by the Clinical Staff Executive Committee and approval of the MCOB.

6.7.2 Application and Review

1. Where an important patient care need mandates an immediate authorization to practice as contemplated by Section 6.7.1.a, the Chair of the Credentials Committee, with the written concurrence of the Department Chair and the President of the Clinical Staff or designee, may grant Temporary Privileges. Such temporary grant of privileges shall not be made unless the following verifications are present:

   a. Letter from the appropriate Department Chair explaining the important nature of the situation and the benefit to a patient or patients as a result of immediate authorization of the specified task(s) and their recommendation for approval;

   b. Copy of current Virginia license;

   c. Listing of delineated privileges requested with appropriate documentation of competence to perform each of the specified tasks;

   d. Proof of current liability coverage, showing coverage limits and dates of coverage; and

   e. There exist no state licensing actions, DEA registrations, current medical, psychiatric or substance abuse impairments that could affect practice, criminal convictions or verdicts/settlements of concern to the Credentials Committee.

If the above requirements are not satisfied, Temporary Privileges may not be granted. In addition the Credentials Manual may specify additional verifications.
required before such Temporary Privileges may be granted.

2. For all situations arising under Section 6.7.1, the VP and CEO or designee, upon recommendation of the President of the Clinical Staff or designee, may grant Temporary Privileges for not more than one hundred twenty (120) days or until such time as the request is officially approved, whichever time is shorter. No such Temporary Privileges may be granted unless there is:

a. Complete application is received and all verifications are received;

b. Evidence of a completed query to the National Practitioner Data Bank and an analysis of the evaluation of the results of such query; and

c. The Applicant satisfies the requirements of Section 6.7.1 b and has not been subject to involuntary termination of Clinical Staff membership at another organization, has not been subject to involuntary limitation, reduction, denial or loss of Clinical Privileges and has not relinquished Clinical Privileges at another organization while under investigation by that organization.

The Credentials Manual may specify additional documentation required before such Temporary Privileges may be granted.

6.7.3 General Conditions

If granted Temporary Privileges, the Applicant shall act under the supervision of the Chair (or his/her designee) of the Department to which the Applicant has been assigned, and shall ensure that the Department Chair or the Chair’s designee is kept closely informed as to his or her activities within the Transitional Care Hospital. The Credentials Manual specifies supervisory requirements for the Department Chair or the Chair’s designee when Temporary Privileges have been granted to an Applicant in the Clinical Department.

a. Temporary Privileges shall automatically terminate at the end of the designated period, unless earlier terminated by the Credentials Committee upon recommendation of the Department Chair, the President of the Clinical Staff or the CEO, or unless affirmatively renewed, up to a maximum of 120 days, following the procedure set forth in Section 6.7.2.

b. Requirements for proctoring and monitoring, including FPPE, shall be imposed on such terms as may be appropriate under the circumstances upon any Member granted Temporary Privileges by the Chair of the Credentials Committee after consultation with the Department Chair or his or her designee.

At any time, Temporary Privileges may be terminated by the Clinical Staff Executive Committee. In such cases, the appropriate Department Chair shall assign a Member to assume responsibility for the care of such Practitioner’s patient(s). The preferences of the patient shall be considered in the choice of a replacement Member.
c. A person shall not be entitled to the procedural rights afforded by Article IX because a request for Temporary Privileges is refused or because all or any portion of Temporary Privileges are terminated or suspended for reasons not related to competence or conduct. Termination or suspension of Temporary Privileges which lasts longer than fourteen (14) days and for reasons or competence or conduct shall afford fair hearing and appeal rights.

All persons requesting or receiving Temporary Privileges shall be bound by the Bylaws, the Credentials Manual, and the policies, procedures, rules and regulations of the Transitional Care Hospital.

6.8 EMERGENCY PRIVILEGES

In the case of a medical emergency, any currently privileged Practitioner is authorized to do everything possible to save the patient’s life or to save the patient from serious harm, to the degree permitted by the Practitioner’s license, regardless of Clinical Service affiliation, staff category, or level of privileges. A Practitioner exercising emergency privileges is obligated to summon all consultative assistance deemed necessary and to arrange appropriate follow-up.

6.9 DISASTER PRIVILEGES

In the case of unpredictable disasters, including but not limited to those caused by natural disasters and bioterrorism, which result in the activation of the Transitional Care Hospital Emergency Management Plan, any clinician, to the degree permitted by his or her license and regardless of service or staff status or the lack thereof, shall perform services to save the life of a patient, using every medical facility within the University of Virginia necessary, including the calling of any consultation appropriate or desirable.

The Vice President and CEO, the President of the Clinical Staff, or the Chair of the Credentials Committee may grant Disaster Privileges for the period required to supplement normal patient care services during the emergency as more specifically provided in the Credentials Manual.

Before a volunteer clinician is considered eligible to function as a Licensed Independent Practitioner, the Transitional Care Hospital, or the Clinical Staff Office on behalf of the Transitional Care Hospital, will obtain his or her valid government issued photo identification (for example, a driver’s license or passport). When the emergency situation no longer exists, any such clinician must apply for the staff privileges necessary to continue to treat patients. Primary source verification of licensure occurs as soon as the disaster is under control or within 72 hours from the time the volunteer Licensed Independent Practitioner presents himself or herself to the Transitional Care Hospital, whichever comes first. In the event such privileges are denied or are not requested, the patients shall be assigned to another Member.

If the Transitional Care Hospital Emergency Management Plan has been activated and the organization is unable to meet immediate patient needs, the CEO or other individuals as identified in the Transitional Care Hospital Emergency Management Plan with similar authority, may, on a case by case basis consistent with medical licensing and other relevant state statutes, grant disaster privileges to selected LIPs. These Practitioners must present a valid government-issued photo identification issued by a state or federal agency (e.g., driver’s license or passport).
and at least one of the following:

i. A current picture Medical Center ID card that clearly identifies professional designation;

ii. A current license to practice;

iii. Primary source verification of the license;

iv. Identification indicating that the individual is a member of a Disaster Medical Assistance Team (DMAT), or Medical Reserve Corps (MRC), Emergency System for Advance Registration of Volunteer Health Professionals (ESAR-VHP), or other recognized state or federal organizations or groups;

v. Identification indicating that the individual has been granted authority to render patient care, treatment, and services in disaster circumstances (such authority having been granted by a federal, state, or municipal entity); or

vi. Identification by a current Transitional Care Hospital or Clinical Staff member (s) who possesses personal knowledge regarding the volunteer’s ability to act as a licensed independent Practitioner during a disaster.

The Clinical Staff has a mechanism (i.e., badging) to readily identify volunteer Practitioners who have been granted disaster privileges.

The Clinical Staff oversees the professional performance of volunteer Practitioners who have been granted disaster privileges by direct observation, mentoring, or clinical record review. The organization makes a decision (based on information obtained regarding the professional practice of the volunteer) within seventy-two (72) hours whether disaster recovery privileges should be continued.

Primary source verification of licensure begins as soon as the immediate situation is under control, and is completed within seventy-two (72) hours from the time the volunteer Practitioner presents to the organization. If primary source verification cannot be completed in seventy-two (72) hours, there is documentation of the following: 1) why primary source verification could not be performed in seventy-two (72) hours; 2) evidence of a demonstrated ability to continue to provide adequate care, treatment, and services; and 3) an attempt to rectify the situation as soon as possible.

Once the immediate situation has passed and such determination has been made consistent with the Transitional Care Hospital Emergency Management Plan, the Practitioner’s disaster privileges will terminate immediately. Any individual identified in the Transitional Care Hospital Emergency Management Plan with the authority to grant disaster privileges shall also have the authority to terminate disaster privileges. Such authority may be exercised in the sole discretion of the Transitional Care Hospital and will not give rise to a right to a fair hearing or an appeal.
6.10 EXPEDITED CREDENTIALING

6.10.1 Eligibility

An expedited review and approval process may be used for initial appointment and for reappointment. All initial applications for membership and/or privileges will be designated as eligible for expedited credentialing or not. A completed application that does not raise concerns, as identified by the lack of any of the criteria noted below, is eligible for expedited credentialing:

a. The application is deemed to be incomplete;

b. The final recommendation of the CSEC is adverse or with limitation;

c. The Applicant is found to have experienced an involuntary termination of clinical staff membership or involuntary limitation, reduction, denial, or loss of clinical privileges at another organization or has a current challenge or a previously successful challenge to licensure or registration;

d. The Applicant is, or has been, under investigation by a state medical board or has prior disciplinary actions or legal sanctions;

e. The Applicant has had two (2) or more or an unusual pattern of malpractice cases filed within the past five (5) years or one final adverse judgment in a professional liability action in excess of $250,000;

f. The Applicant has one or more reference responses that raise concerns or questions;

g. A discrepancy is found between information received from the Applicant and references or verified information;

h. The Applicant has an adverse National Practitioner Data Bank report;

i. The request for privileges is not reasonable based upon applicant’s experience, training, and demonstrated current competence, and/or is not in compliance with applicable criteria;

j. The Applicant has been removed from a managed care panel for reasons of professional conduct or quality;

k. The Applicant has potentially relevant physical, mental and/or emotional health problems;

l. Other reasons as determined by a clinical staff leader or other representative of the Transitional Care Hospital which raise questions about the qualifications, competency, professionalism or appropriateness of the Applicant for membership or privileges.
6.10.2 Approval Process

Applicants for expedited credentialing will be granted Clinical Staff membership and/or privileges after review and action by the following: the Department Chair or President of the Clinical Staff, the Credentials Committee, CSEC, with a quorum as defined for expedited credentialing and a committee of the MCOB consisting of at least two individuals.

ARTICLE VII
APPOINTMENT AND REAPPOINTMENT

7.1 PROCEDURE FOR INITIAL APPOINTMENT

When the Dean and a Department Chair have mutually agreed upon a candidate (hereinafter referred to as “Applicant”) for his or her Department, the Dean and the Chair jointly shall forward a copy of the offer letter and a request for appointment and privileges to the Credentials Committee for an initial period not to exceed one (1) year. All required information and documentation shall be submitted in accordance with the Credentials Manual, including the deadlines set forth therein using the application form or other forms required thereby. No application shall be considered until all required information and documentation is completed within the timeframes specified in the Credentials Manual.

The Credentials Committee shall then follow the credentialing procedures set forth in the Credentials Manual including the process related to the information required in an application for initial appointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee, upon recommendation of the Department Chair, shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied initial privileges in the Transitional Care Hospital. The Clinical Staff Executive Committee shall then review the Credentials Committee’s recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting privileges to the Applicant, the favorable recommendation shall be forwarded to the MCOB for final action.

7.2 PROVISIONAL APPOINTMENT STATUS

Initial appointments and all initially granted Clinical Privileges for all Practitioners shall be provisional for a period of one year. During this provisional period, the individual’s performance and clinical competence at the Transitional Care Hospital shall be observed and evaluated through FPPE and OPPE by the Department Chair, Division Chair, or Peer designee of the applicable Clinical Department. If at the end of the year the Practitioner satisfies the requirements to become a Clinical Staff Member or have a privileging status as provided in the Credentials Manual, the provisional status ceases. If at the end of the year the Practitioner does not satisfy the requirements as specified in the Credentials Manual, then membership in the Clinical Staff and Clinical Privileges for that individual shall cease. Failure to achieve the appropriate status from provisional status, when due to a lack of clinical volume, shall not give rise to the procedural rights afforded by Article IX of these Bylaws. Failure to achieve the
appropriate status from provisional status, due to issues of competency or conduct, shall give rise to the procedural rights afforded by Article IX of these Bylaws.

All initial Clinical Staff appointees to the Active or Consultative Categories, all Non-Member appointees to the Visiting, Contract Physician or AHP categories, and all re-appointees to these categories after termination of a prior appointment, shall serve a provisional status period of no less than one (1) year. During this time proctoring must be satisfactorily completed unless a specific exception is applied for by the Department Chair and approved by the Credentials Committee as specified in Section 7.2.b below. Each Member in provisional status shall be assigned to a Department in which their performance at the Transitional Care Hospital shall be evaluated through proctoring to determine their eligibility for advancement to non-provisional status in the appropriate Clinical Staff category.

a. **Responsibilities**

A Practitioner in provisional status shall have all of the responsibilities of the membership category.

b. **Proctoring**

Each provisional appointee shall complete such proctoring (Focused Professional Practice Evaluation) as required by the Clinical Service and approved by the Credentials Committee in accordance with Transitional Care Hospital Policy 0279 “Physician Professional Practice Evaluations”.

7.3 **PROCEDURE FOR REAPPOINTMENT**

Periodic redetermination of Clinical Privileges for Active and Consultative Clinical Staff Members, and the increase or curtailment of same, shall be based upon the reappointment procedures set forth in the Credentials Manual, including deadlines for submission of information and documentation and the forms required thereby. Criteria to be considered at the time of reappointment may include specific information derived from the Department’s direct observation of care provided at the Transitional Care Hospital, information gathered through FPPE and OPPE, review of records of patients treated in the Transitional Care Hospital, review of the records of the Departmental Clinical Staff as compared to the records of the particular Member and an appropriate comparison of the performance of the Member with his or her professional colleagues in the Department. If a Member chooses not to seek reappointment or renew privileges, the procedures set forth in Article IX shall not apply.

7.4 **END OF PROVISIONAL STATUS**

A Member in provisional status may become an Active or Consultative Member upon the satisfactory conclusion of provisional status as provided in these Bylaws and the Credentials Manual, which appointment shall be for no more than two (2) years at a time and as more specifically provided in the Credentials Manual.
7.5 CHANGES IN QUALIFICATION

If during the course of any period of appointment, the qualifications of the Member change, or the Department learns of Adverse Action taken by an official licensing or certification body or Medicare or Medicaid, then those changes in qualification or Adverse Action must be reported immediately to the Member’s Department Chair and the Credentials Committee who will review the information and determine whether the Member's privileges should be revoked, revised, or suspended. The provisions of Section 8.6 or Article IX may apply.

7.6 NEW OR ADDITIONAL CLINICAL PRIVILEGES

Requests for new or additional Clinical Privileges, including those related to the use of new technology or a new procedure, technique or treatment modality, shall be processed only when the Applicant meets the Transitional Care Hospital approved criteria.

In the event there are no approved criteria, the Transitional Care Hospital shall first determine whether it will allow the new or additional Clinical Privilege, and if so the procedure described in the Credentials Manual or Transitional Care Hospital policy for new or additional Clinical Privileges shall be followed. Applications for new or additional Clinical Privileges must be in writing and submitted by the Applicant as well as by the appropriate Department Chair. All applications for new or additional Clinical Privileges shall be submitted on a form prescribed by the Credentials Committee upon which the type of Clinical Privileges desired and, among other things, the Member’s relevant recent training and/or experience are set out, together with any other information required by the Credentials Manual or the Credentials Committee. Such applications shall be processed as provided in the Credentials Manual, including the timeline for processing. Licensure and the National Practitioner Data Bank will be queried at any request for new privileges.

The Credentials Committee shall determine the conditions and requirements upon which any new or additional Clinical Privileges shall be granted, including but not limited to how current competence will be demonstrated and any proctoring or other monitoring requirements, and will recommend the requirements to the Clinical Staff Executive Committee for consideration. In turn, CSEC shall make appropriate recommendations regarding new or additional Clinical Privileges to the MCOB for final determination. A decision not to approve a new or additional Clinical Privilege to be performed within the Transitional Care Hospital and/or to be added to the Transitional Care Hospital privilege list shall not be deemed an Adverse Action or a denial of privileges nor entitle any individual to the hearing rights set forth in Article IX of these Bylaws. The Applicant’s performance and clinical competence shall be observed and evaluated through FPPE by the Department Chair, Division Chief or President of the Clinical Staff, and Peer designee of the applicable Clinical Department and documentation is completed within the timeframes specified in the Credentials Manual.

7.7 BURDEN OF PRODUCING INFORMATION

In connection with all applications for appointment of membership and for Clinical Privileges, the Applicant shall have the burden of producing information for an adequate evaluation of the Applicant’s qualifications and suitability for the Clinical Privileges requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information. This burden
may include submission to a medical or psychological examination, at the Applicant’s expense, if deemed appropriate by the Department Chair, the President of the Clinical Staff, the Chair of the Credentials Committee, the Chief Executive Officer of the Transitional Care Hospital or the Dean of the School of Medicine. The President of the Clinical Staff, the Chair of the Credentials Committee, the Chief Executive Officer of the Transitional Care Hospital, or the Director of the Physician Wellness Program shall select the examining physician, program, and/or site of the examination.

The Applicant or Member has a duty to advise the Credentials Committee, within fifteen (15) days, of any change in information previously submitted by him or her related to his or her credentials. The Applicant’s failure to sustain these duties shall be grounds for denial of the application or termination of a Member’s Clinical Staff membership and a Member or Non-Member’s Clinical Privileges.

7.8 ACKNOWLEDGMENT OF APPLICANT

Each Applicant shall sign and specifically acknowledge his or her agreement to:

a. Provide for appropriate continuous care and supervision of his or her patients;

b. Abide by the Clinical Staff Bylaws, the Transitional Care Hospital Policy Manual, the Code of Conduct, the Compliance Code of Conduct, and all other Transitional Care Hospital policies, procedure, rules, or regulations applicable to the Clinical Staff or to Non-Members;

c. Comply with procedures for appointment and reappointment to the Clinical Staff as set forth in the Credentials Manual or otherwise deemed appropriate by the Credentials Committee;

d. Participate in quality improvement and Peer Review activities of the Transitional Care Hospital and to accept committee assignments, as applicable;

e. Release from liability, to the fullest extent permitted by law, all persons for their acts performed in connection with evaluating the Applicant;

f. Submit to a mental or physical health examination as requested by the Department Chair, the President of the Clinical Staff, the Chair of the Credentials Committee, the Chief Executive Officer of the Transitional Care Hospital, the Dean of the School of Medicine, or the Director of the Physician Wellness Program; and

g. Abide by all requirements contained in the Appointment Acceptance Form and all other requirements contained in the Credentials Manual.
ARTICLE VIII
CORRECTIVE ACTION FOR MEMBERS AND NON-MEMBERS WITH CLINICAL PRIVILEGES

8.1 CRITERIA FOR INITIATION

A Member’s, Non-Member’s, or AHP’s Clinical Privileges may be reduced, suspended or terminated for activities or professional conduct considered to be lower than the standards of the Transitional Care Hospital and the Clinical Staff, or to be disruptive to operations of the Transitional Care Hospital, or for violation of these Bylaws, directives of the Clinical Staff Executive Committee or the MCOB, the Code of Conduct, or policies, procedures, rules or regulations of the Transitional Care Hospital or the applicable Clinical Service.

Any person may provide information to a Department Chair, the Clinical Staff Executive Committee, the Chief Executive Officer, the Dean, the Chief Medical Officer, the President, the Vice President, the MCOB or any member of the administration of the Transitional Care Hospital about the conduct, performance, or competence of any Member or Non-Member who has been granted Clinical Privileges.

A request for initiation of investigation or action against such Member or Non-Member shall be made by written request from any other Member, including the President, or from the Chief Executive Officer. Upon receipt of a written request for investigation or action, the individual or entity that received such request shall immediately forward the matter to the Credentials Committee for investigation when the information provided indicates that such Member or Non-Member may have exhibited acts, demeanor, or conduct reasonably likely to be: (a) detrimental to patient safety or to the delivery of quality patient care; (b) unethical; (c) contrary to the Transitional Care Hospital’s policies and procedures, these Bylaws, or the Code of Conduct; (d) disruptive to the operation of the Transitional Care Hospital; (e) below applicable professional standards; or (f) the result of impairment of the Member or Non-Member by reason of illness, use of drugs, narcotics, alcohol, chemicals or other substances or as a result of any physical or mental condition that impairs the Member’s or Non-Member’s clinical practice; (g) loss of clinical privileges at another institution.

To the extent possible, the identity of the individual requesting initiation of investigation shall not be disclosed. The individual requesting an investigation may not be entitled to information about the course or findings of the investigation, in order to protect the privileged Peer Review status of such proceedings. The Chair of the Credentials Committee may inform the individual requesting an investigation regarding the status of the investigation (ongoing or concluded) and the expected date of completion.

8.2 ROUTINE ACTION

Initial collegial efforts may be made prior to resorting to formal corrective action, when appropriate. Such collegial interventions on the part of Clinical Staff leaders in addressing the conduct or performance of an individual shall not constitute formal corrective action, shall not afford the individual subject to such efforts to the right to a fair hearing, and shall not require reporting to the National Practitioner Data Bank, except as otherwise provided in these Bylaws.
or required by law. Alternatives to formal corrective action may include:

a. Informal discussions or formal meetings regarding the concerns raised about conduct or performance, including the actions outlined in these Bylaws or Transitional Care Hospital policies that may be taken to address disruptive conduct;

b. Written letters of guidance, reprimand, or warning regarding the concerns about conduct or performance;

c. Notification that future conduct or performance shall be closely monitored and notification of expectations for improvement;

d. Suggestions or requirements that the individual seek continuing education, consultations, or other assistance in improving performance;

e. Warnings regarding the potential consequences of failure to improve conduct or performance; and/or

f. Requirements to seek assistance for impairment, as provided in these Bylaws.

8.3 INITIATING EVALUATION AND/OR INVESTIGATION OF POSSIBLE IMPAIRING CONDITIONS

At any time, a Department Chair, the President, the Chief Executive Officer, the Dean, the Chair of the Credentials Committee, or the Director of the Physicians’ Wellness Program may require that a Member or Non-Member who has been granted Clinical Privileges undergo a physical and/or mental examination(s) by one or more qualified Practitioners or programs specified by the individual requiring the evaluation. If the Member or Non-Member refuses to undergo the examination, his/her Clinical Privileges shall be automatically suspended and there shall be no further consideration of continued privileges until the examination is performed. The Member or Non-Member shall authorize the qualified Practitioner(s) to submit reports of the evaluation(s), as appropriate, to the Chair of the Credentials Committee, the Department Chair, the President, the Chief Executive Officer, the Dean, the Director of the Physician’s Wellness Program, and the person or entity requesting the examination(s). Any time limit for action by the Credentials Committee, as specified in Section 8.4 below, shall be extended for the number of days from the request for the examination(s) to the receipt of the examination report(s).

The MCOB and the Clinical Staff Executive Committee recognize the need to assist Members or Non-Members who have been granted Clinical Privileges regarding their physical and mental health issues as well as to protect patients from harm. Accordingly, upon the recommendation of the Department Chair, the President, the Dean or the Chief Executive Officer, or on its own initiative, the Credentials Committee shall evaluate any Member or Non-Member who appears to suffer from a potentially impairing condition. Any such Member or Non-Member is encouraged to seek assistance from the Physicians’ Wellness Program and/or the Faculty and Employee Assistance Program or any successor program thereto.

The Credentials Committee may also require periodic monitoring after completion of the initial treatment/rehabilitation. If the Member or Non-Member does not complete the initial treatment/rehabilitation program or does not comply with the required monitoring, the
provisions of Sections 8.4 or 8.5 shall be applicable. In addition, the Credentials Committee shall strictly adhere to any state or federal statutes or regulations containing mandatory reporting requirements.

The purpose of the evaluation and investigation process concerning potential impairing conditions is to protect patients and to aid the Member or Non-Member in retaining or regaining optimal professional functioning. If the Member or Non-Member in question seeks such assistance, the Credentials Committee shall report to the Clinical Staff Executive Committee that he/she is voluntarily seeking treatment and has agreed to appropriate monitoring.

If at any time during the diagnosis, treatment, or rehabilitation phase of the process it is determined that a Member or Non-Member is unable to safely perform the Clinical Privileges he or she has been granted, the Credentials Committee shall proceed in accordance with Sections 8.4 or 8.5, as appropriate, below. Additionally, the Credentials Committee shall strictly adhere to any state or federal statutes or regulations containing mandatory reporting requirements.

### 8.4 INITIATING EVALUATION AND RECOMMENDATION FOR FORMAL CORRECTIVE ACTION

#### 8.4.1 Investigation

Upon receipt of the request for initiation of formal corrective action, the Credentials Committee shall conduct a thorough investigation of the Member or Non-Member who has been granted Clinical Privileges in question. The Member or Non-Member shall be notified in writing that an investigation is being conducted. In addition the applicable Department Chair, the Dean, and the Chief Executive Officer shall be notified of the investigation. The Member or Non-Member shall provide to the Credentials Committee all available information that it requests. Failure to provide such requested information will itself be considered grounds for corrective action.

The Credentials Committee may, but is not obligated to, review medical files or other documents and conduct interviews with witnesses; however, such investigation shall not constitute a “hearing” as that term is used in Article IX, nor shall the procedural rules with respect to hearings or appeals apply. The Credentials Committee may, in its sole discretion, request an interview with the Member or Non-Member under investigation and, during such interview, question the Member or Non-Member about matters under investigation. A record of such interview shall be made by the Credentials Committee.

Within forty (40) days of the receipt of the request for initiation of investigation, the Credentials Committee shall report to the Clinical Staff Executive Committee on the progress of the investigation and of the estimated time required to complete the investigation. In most instances, the investigation shall not last longer than ninety (90) days. However, for good cause, the Chair of the Credentials Committee may ask the Clinical Staff Executive Committee to extend the time for completion of the investigation. At the completion of the investigation, the Chair of the Credentials Committee shall submit to the Clinical Staff Executive Committee the Credentials Committee’s findings and recommendations resulting from the investigation. The Clinical Staff Executive Committee may accept, reject or modify the findings and
recommendations of the Credentials Committee and recommend to the MCOB approval of a final action. The Member and the Department Chair to which the Member is assigned shall be notified in writing of the recommendation of the Clinical Staff Executive Committee.

8.4.2 Recommendation

The Credentials Committee’s written recommendation to the Clinical Staff Executive Committee of action to be taken on the matter may include, without limitation:

a. Determining that no further action is necessary on the matter;
b. Issuing a warning, a letter of admonition, or a letter of reprimand;
c. Recommending terms of probation or requirements of consultation;
d. Recommending reduction, suspension or revocation of Clinical Privileges in accordance with Sections 8.5 and 8.6 herein;
e. Recommending reduction of Clinical Staff category or limitation of any Staff prerogatives directly related to patient care;
f. Recommending suspension or revocation of Clinical Staff membership;
g. Recommending concurrent monitoring or retrospective auditing;
h. Requiring additional training;
i. Requiring evaluation by a physician assessment organization or individual; or
j. Requiring a Proctor for all procedures.

Any corrective action in accordance with subsections (c) through (f) of this Section shall entitle the Member to the procedural rights provided in Article IX of these Bylaws.

8.4.3 Cooperation with Investigation

All Members, Non-Members, and all other individuals working within or providing services to the Transitional Care Hospital shall cooperate as necessary for the conduct of any investigation. Any individual who hinders or interferes with an investigation or attempts to influence the outcome thereof shall be subject to investigation under these Bylaws or subject to other disciplinary action.

8.5 PRECAUTIONARY SUMMARY SUSPENSION

Whenever the conduct of a Member or a Non-Member who has been granted Clinical Privileges reasonably appears to pose an imminent threat that requires that immediate action be taken to protect the health, life or well-being of patients or prospective patients, or any other person in or associated with the Transitional Care Hospital, or whenever the conduct of a Member or a Non-Member who has been granted Clinical Privileges reasonably appears to pose a substantial likelihood of harm to the life, health and safety of any patient or prospective patient, then in any such event the President, the Chair of the Credentials Committee, the Department Chair, or the Chief Executive Officer may summarily restrict or suspend the Clinical Staff membership or
Clinical Privileges of such Member or non-Member.

Unless otherwise stated, such summary suspension shall become effective immediately upon imposition, and the person responsible shall promptly give written notice of the suspension or restriction to the Member or Non-Member in question, the Department Chair and the Division Chief, if applicable, to which the Member is assigned, the Chief Executive Officer, and the Clinical Staff Executive Committee. The summary restriction or suspension may be limited in duration and shall remain in effect for the period stated or, if not so limited, shall remain in effect until resolved by the procedures specified in Article IX with respect to Members and Non-Members who are Physicians and Dentists only.

An alternative fair hearing and appeal plan is available for Non-Members who are not Physicians or Dentists and for AHPs as noted in Section 9.5.1. Unless otherwise indicated by the terms of the summary restriction or suspension, the President or his/her designee shall assign the patients of the Member or Non-Member in question to another Member.

8.5.1 Procedure for Members

No later than 30 days after the date of the precautionary summary suspension and if the precautionary summary suspension still remains in effect, the Chair of the Clinical Staff Executive Committee shall designate a panel of its members to convene for review and consideration of the action; provided, however, that the Clinical Staff Executive Committee may extend the 30 day period for review for good cause if so requested by either the Member or the Chair of the Credentials Committee. Upon request and on such terms and conditions as the panel of the Clinical Staff Executive Committee may impose, the Member may attend and make a statement concerning the issues that led to the precautionary summary suspension, although in no event shall any meeting of the panel of the Clinical Staff Executive Committee, with or without the Member, constitute a “hearing” within the meaning of Article IX, nor shall any procedural rules apply except those adopted by the panel of the Clinical Staff Executive Committee. The panel of the Clinical Staff Executive Committee may recommend to the Clinical Staff Executive Committee that the summary restriction or suspension be modified, continued or terminated. The Clinical Staff Executive Committee shall consider this recommendation at its next scheduled meeting and shall furnish the Member with written notice of its decision.

Unless the Clinical Staff Executive Committee terminates the summary restriction or suspension within fourteen (14) working days of such restriction or suspension, the Member shall be entitled to the procedural rights afforded by Article IX of these Bylaws.

8.5.2 Procedure for Non-Members

A Non-Member whose Clinical Privileges are summarily suspended pursuant to Section 8.5 shall be notified in writing of the suspension and the grounds for the suspension. The Chair of the Credentials Committee shall refer the matter to the Credentials Committee at its next scheduled meeting. The Non-Member, who is not a Physician or a Dentist, shall not be entitled to the procedural rights afforded by Article IX of the Bylaws. An
alternative fair hearing and appeal plan is available for Non-Members who are not Physicians or Dentists and for AHPs, as noted in Section 9.5.1.

8.6 AUTOMATIC RELINQUISHMENT

In the following instances, the Member’s or Non-Member’s Clinical Privileges may be automatically relinquished or limited, as specifically described by the President, the Chair of the Credentials Committee or the Chief Executive Officer. In addition, in each of the instances listed below, the Member’s Clinical Staff Membership shall be relinquished or limited, as specifically described by the President, the Chair of the Credentials Committee or the Chief Executive Officer:

8.6.1 Change in Licensure

8.6.1.1 Revocation, Suspension or Lapse

Whenever a Member’s or Non-Member’s license authorizing practice in the Commonwealth of Virginia is revoked, suspended by the applicable health regulatory board, or the Member’s or Non-Member’s license authorizing practice has lapsed, Clinical Privileges shall be automatically revoked or suspended as of the date such action becomes effective.

8.6.1.2 Probation and Other Restriction

If a Member’s or Non-Member’s license authorizing practice in the Commonwealth of Virginia is placed on probation by the applicable health regulatory board, his or her Clinical Privileges shall automatically become subject to the same terms and conditions of the probation as of the date such action becomes effective and throughout its duration.

Whenever a Member’s or Non-Member’s license authorizing practice in the Commonwealth of Virginia is limited or restricted by the applicable health regulatory board, any Clinical Privileges that the Member or Non-Member has been granted by the Transitional Care Hospital that are within the scope of such limitation or restriction shall be automatically limited or restricted in a similar manner, as of the date such licensing or certifying authority’s action becomes effective and throughout its duration.

8.6.2 Change in DEA Certificate Status

8.6.2.1 Revocation, Suspension, or Lapse

If a Member’s or Non-Member’s DEA certificate is revoked, limited, suspended, or lapsed, the Member or Non-Member shall automatically be divested of the right to prescribe medications covered by the certificate as of the date such action becomes effective and throughout its term.
8.6.2.2 Probation

If a Member’s or a Non-Member’s DEA certificate is subject to probation, the Member’s or Non-Member’s right to prescribe such medications automatically shall become subject to the same terms of the probation, as of the date such action becomes effective and throughout its term.

8.6.3 Lack of Required Professional Liability Insurance

Failure to maintain professional liability insurance in amounts and of a type required by the MCOB, as such amounts shall be defined from time to time, shall be a basis for automatic suspension of a Member’s or a Non-Member’s Clinical Privileges. If within 30 days after written warnings of such delinquency, the Member or Non-Member does not provide evidence of the required professional liability insurance, and prior acts coverage for the uninsured period, such individual’s Clinical Privileges shall be automatically terminated.

8.6.4 Federal Program Exclusion

If a Member or a Non-Member is convicted of a crime pursuant to the Medicare and Medicaid Protection Act of 1987, Pub. L. 100-93, or a crime related to the provision of health care items or services for which one may be excluded under 42 U.S.C. Section 1320a7(a), or is suspended, excluded, debarred or otherwise declared ineligible to participate in Medicare or Medicaid or other federal or state health care or other programs, such Member’s or Non-Member’s Clinical Privileges shall be automatically suspended as of the date such conviction or action with respect to the Medicare or Medicaid federal program becomes effective.

8.6.5 Loss of Faculty Appointment or Termination of Employment

If a Member’s faculty appointment in the School of Medicine, or his/her employment contract with UPG is terminated for any reason or for any length of time, his/her membership and Clinical Privileges within the Transitional Care Hospital shall be automatically revoked or suspended as of the date such loss of faculty appointment or termination of UPG contract becomes effective. Neither loss of faculty appointment in the School of Medicine nor termination of UPG contract shall give rise to a hearing under Article IX, as a Member must have either a faculty appointment or a UPG contract as a prerequisite to membership. Due process procedures applicable only to contesting the loss of a faculty appointment are set forth in the University of Virginia Faculty Handbook. In the case of AHP’s, if Transitional Care Hospital employment or UPG employment is terminated for any reason or any length of time, his/her Clinical Privileges within the Transitional Care Hospital shall automatically be revoked or suspended as of the date of such termination. Loss of privileges due to such termination shall not give rise to a hearing appeal under Section 9.5. Due process procedures applicable under these circumstances are specified by applicable Medical Center HR Policy or UPG contract.
8.6.6 Failure to Undergo Physical and/or Mental Examination

If a Member or Non-Member fails or refuses to undergo a physical and/or mental examination as required by Section 8.3 of these Bylaws, such failure or refusal shall result in automatic suspension of the Clinical Privileges of the Member or Non-Member. Refusal to comply with health screening and/or infection control policies shall also result in automatic relinquishment of Clinical Privileges of the Member or Non-Member.

8.6.7 Material Misrepresentation on Application/Re-Application

Whenever a Member or Non-Member has made a material misrepresentation on the application/re-application for Clinical Staff membership or Clinical Privileges, the application/re-application processing will stop (if still in progress) or membership and/or privileges will be automatically relinquished if they have already been granted prior to discovery of the material misrepresentation.

8.6.8 Failure to Comply with Medical Records Completion Requirements

Whenever a Practitioner has failed to comply with the medical records completion requirements per Transitional Care Policy 0094 “Documentation of Patient Care {Electronic Medical Record}”, the Practitioner may have his/her membership and/or Clinical Privileges deemed to have been immediately and voluntarily relinquished, unless an exception is granted, for good cause, by the MCOB upon recommendation from CSEC. Membership and/or Clinical Privileges will be automatically re-instated when the medical records are complete.

8.6.9 Failure to Become Board Certified or Failure to Maintain Board Certification

A Member or Non-Member who fails to become board certified or maintain board certification in compliance with these Bylaws or Clinical Staff credentialing policies will be deemed to have immediately and voluntarily relinquished his or her Clinical Staff appointment and Clinical Privileges unless an exception is granted, for good cause, by the MCOB upon recommendation from CSEC.

8.6.10 Conviction of a Felony or Other Serious Crime

Conviction of a felony or other serious crime as set out in Va. Code Section 37.2-13.4 shall result in automatic suspension of Clinical Privileges and relinquishment of Clinical Staff membership.

8.6.11 Article IX Inapplicable

When a Member’s or Non-Member’s privileges are restricted pursuant to any of the circumstances set out in this Section 8.6, the hearing and appeal rights of Article IX shall not apply and the action shall be effective for the time specified. If the Member believes that any such automatic restriction of privileges is the result of an error, the Member may request a meeting with the Clinical Staff Executive Committee. A Non-Member shall have no right to a meeting with the Clinical Staff Executive Committee.
ARTICLE IX
HEARING AND APPELLATE REVIEW FOR MEMBERS

9.1 GENERAL PROVISIONS

9.1.1 Right to Hearing and Appellate Review

a. When any Member, or a Non-Member who is a Physician or Dentist, receives notice of a recommendation of the Clinical Staff Executive Committee that, if approved by the MCOB, will adversely affect his or her appointment to or status as a Member or his or her exercise of Clinical Privileges, he or she shall be entitled to a hearing before a hearing committee appointed by the Chair or Vice Chair of the Clinical Staff Executive Committee. If the recommendation of the Clinical Staff Executive Committee following such hearing is still adverse to the affected Member, he or she shall then be entitled to an appellate review by the MCOB or a committee appointed by the Chair of the MCOB, before the MCOB makes a final decision on the matter. Such review shall be made based on the evidentiary record, unless the MCOB or the committee appointed by the MCOB to hear the appeal requests additional information.

b. All hearings and appellate reviews shall be in accordance with the procedural safeguards set forth in Article IX to assure that the affected Member is accorded all rights to which he or she is entitled.

9.1.2 Exhaustion of Remedies

If Adverse Action described in Section 9.2 is taken or recommended, the Applicant or Member must exhaust the remedies afforded by these Bylaws before resorting to legal action. For purposes of Article IX, the term “Member” may include “Applicant”, as appropriate under the circumstances.

9.2 GROUNDS FOR HEARING

Except as otherwise specified in these Bylaws, the following recommended actions or actions shall be deemed Adverse Actions and constitute grounds for a hearing, if such action is based on professional conduct, professional competence, or character:

a. Denial of Clinical Staff Membership;

b. Denial of Clinical Staff reappointment (excluding failure to obtain active status following provisional status);

c. Revocation of Clinical Staff Membership;

d. Denial of requested Clinical Privileges (excluding Temporary Privileges) for a Member;

e. Involuntary reduction of current Clinical Privileges for a Member;
f. Suspension of Clinical Staff Membership or Clinical Privileges for a Member if the duration of the suspension is for greater than 14 days and the reason for the suspension is one of competence or conduct; or

g. Termination of all Clinical Privileges (excluding loss of faculty appointment) for a Member.

However, actions described above in this Section that are the result of automatic relinquishment imposed pursuant to Section 8.6 of these Bylaws, shall not be considered an Adverse Action for purposes of Article IX.

9.3 REQUESTS FOR HEARING; WAIVER

9.3.1 Notice of Proposed Action

In all cases in which a recommendation has been made as set forth in Section 9.2, the Chair or Vice Chair of the Clinical Staff Executive Committee shall send a Member affected by an Adverse Action written notice of (a) his or her right to a hearing if requested by him or her within thirty (30) days of the notice, (b) clear and concise reasons for the Adverse Action recommended, including the acts or omissions with which the Member is charged and a list of the medical charts in question, if applicable, and (c) his or her rights at such a hearing, including the hearing procedures described in Section 9.4. Such notice shall be sent by personal delivery or certified mail, return receipt requested.

9.3.2 Request for Hearing

The Member shall have thirty (30) days following receipt of notice of such action to request a hearing. The request shall be in writing addressed to the Chair of the Clinical Staff Executive Committee. The request shall contain a statement signed by the Member that the Member shall maintain confidentiality of all documents provided to the Member during the hearing process and shall not disclose or use the documents for any purpose outside the hearing process.

Unless the Member is under summary suspension, he or she shall retain existing rights and privileges until all steps provided for in Sections 9.4.1 through 9.4.8 of Article IX of these Bylaws below have concluded. If, however, the Member’s reappointment term is scheduled to expire during the hearing process, the Member’s membership and privileges shall expire unless (i) the Clinical Staff Executive Committee re-grants the reappointment until the hearing is concluded, or (ii) the Member is reappointed according to final action by the MCOB.

9.3.3 Waiver of Hearing

In the event the Member does not request a hearing within the time and manner described, the Member shall be deemed to have waived any right to a hearing and accepted the recommendation involved. The recommendation of the Clinical Staff Executive Committee shall then become final and effective as to the
Member when it is approved by the MCOB.

9.3.4 Notice of Time, Place and Procedures for Hearing

Upon receipt of a request for hearing, the Chair or Vice Chair of the Clinical Staff Executive Committee shall schedule a hearing and give notice to the Member of the time, place and date of the hearing, which shall not be less than thirty (30) days after the date of the notice. Each party shall provide the other with a list of witnesses within fifteen (15) days of the hearing date, unless both parties agree otherwise. Witness lists shall be finalized no later than five (5) working days before the hearing. Notwithstanding the foregoing, the Hearing Entity shall have the right to call such witnesses as it deems appropriate and necessary.

Unless extended by the Chair of the Hearing Entity, described in Section 9.3.5 below, the date of the commencement of the hearing shall be not less than thirty (30) days, nor more than ninety (90) days from the date of receipt of the request for a hearing; provided, however, that when the request is received from a Member who is under summary suspension, the hearing shall be held as soon as the arrangements may reasonably be made and provided further that the parties may agree to a mutually convenient date beyond the ninety (90) day period.

9.3.5 Hearing Entity

The Chair of the Clinical Staff Executive Committee may, in his or her discretion and in consultation with the Chair of the Credentials Committee, the Chief Executive Officer and other members of CSEC as he or she deems appropriate, direct that the hearing be held: (1) before a panel of no fewer than three (3) Members who are appointed by the Chair of the Clinical Staff Executive Committee and the Chief Executive Officer and if possible are Peers of the Member in clinical practice or academic rank and are not in direct economic competition with the Member involved, nor have been involved in the request for corrective action, any subsequent investigative process, or the decision to proceed with corrective action, or (2) by an independent Peer Review panel from outside the Transitional Care Hospital whose members are not in direct economic competition with the Member involved, or (3) a panel consisting of a combination of (1) and (2). Each type of panel described in the preceding sentence shall be referred to hereinafter as the “Hearing Entity.”

Knowledge of the matter involved shall not preclude a Clinical Staff Member from serving as a member of the Hearing Entity; however each member must certify at the time of appointment and also on the record at the hearing that any prior knowledge he or she may have does not preclude rendering a fair and impartial decision. The Chair of the Clinical Staff Executive Committee shall designate the chair of the Hearing Entity. At least three-quarters of the members of the Hearing Entity shall be present when the hearing takes place and no member may vote by proxy.

In the event of any conflict involving the Chair of the Clinical Staff Executive Committee, the Vice Chair of CSEC shall be responsible for performing the duties described in this paragraph. In the event of any conflict or conflicts involving both the
Chair and Vice Chair of the Clinical Staff Executive Committee, the Chief Executive Officer or designee shall be responsible for performing the duties described in this paragraph.

9.3.6 Failure to Attend and Proceed

Failure without good cause of the affected Member to personally attend and proceed at such a hearing shall be deemed to constitute voluntary acceptance of the recommendations involved and his or her request for a hearing shall be deemed to have been withdrawn.

9.3.7 Postponements and Extensions

Once a request for hearing is initiated, postponements and extensions of time beyond the times permitted in these Bylaws may be permitted by the Hearing Entity, or its chairperson, acting upon its behalf. Such decisions are solely within the discretion of the Hearing Entity or its presiding officer and may only be granted for good cause.

9.4 HEARING PROCEDURE

9.4.1 Representation

The hearings provided for in these Bylaws are for the purpose of intra-professional resolution of matters bearing on professional conduct, professional competency or character. If requested by either the affected Member or the Credentials Committee in accordance with Section 9.4.2, however, both sides may be represented by legal counsel. In lieu of legal counsel, the Member may be represented by another person of the Member’s choice.

9.4.2 The Hearing Officer

The President of the Clinical Staff may appoint a hearing officer to preside at the hearing. In the sole discretion of the President, the hearing officer may be an attorney qualified to preside over a quasi-judicial hearing. If requested by the Hearing Entity, the hearing officer may participate in the deliberations of the Hearing Entity and be an advisor to it, but the hearing officer shall not be entitled to vote.

9.4.3 The Presiding Officer

The Hearing Entity shall have a presiding officer. If the President of the Clinical Staff appoints a hearing officer pursuant to Section 9.4.2, then the hearing officer shall serve as the presiding officer. If no hearing officer is appointed, then the Chair of the Hearing Entity shall serve as the presiding officer. The presiding officer shall strive to assure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The presiding officer shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions that pertain to matters
of law, procedure, or the admissibility of evidence. If the presiding officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the presiding officer may take such discretionary action as seems warranted by the circumstances.

9.4.4 Record of the Hearing

An official reporter shall be present to make a record of the hearing proceedings. The cost of attendance of the reporter shall be borne by the Transitional Care Hospital, but the cost of the transcript, if any, shall be borne by the party requesting it.

9.4.5 Rights of the Parties

Within reasonable limitations imposed by the presiding officer, the Credentials Committee, the Hearing Entity and the affected Member may call and examine witnesses for relevant testimony, introduce relevant exhibits or other documents, cross-examine or impeach witnesses who have testified orally on any matter relevant to the issues and otherwise rebut evidence. The Member may be called by the Credentials Committee or the Hearing Entity, as appropriate, and be examined as if under cross-examination.

a. **Burden of Proof.** The Credentials Committee shall appoint one of its members to represent it at the hearing, to present facts in support of its adverse recommendation and to examine witnesses. Where the issue concerns the denial of initial Clinical Staff membership, it shall be the obligation of the affected Practitioner to present appropriate evidence in support of his or her application, but the Credentials Committee representative shall then be responsible for showing that evidence exists to support the decision and that the Credentials Committee appropriately exercised its authority under these Bylaws and other applicable rules or regulations of the Transitional Care Hospital. In all other situations outlined in Section 9.2 above, it shall be the obligation of the Credentials Committee representative to present appropriate evidence in support of the adverse recommendation, but the affected Member shall then be responsible for supporting his or her challenge to the adverse recommendation by providing appropriate evidence showing that the grounds for the decision lacked support in fact or that such grounds or action based upon such grounds is either arbitrary or capricious.

b. **Written Statement.** Each party shall have the right to submit a written statement at the close of the hearing.

c. **Written Decision.** Upon completion of the hearing, the affected Member shall be informed in writing by the Clinical Staff Executive Committee of the recommendation of the Hearing Entity, including a statement of the basis for the recommendation, and shall be informed in writing of the decisions of the Clinical Staff Executive Committee and the MCOB, including a statement of the basis for the decision.
9.4.6 Evidence

Judicial rules of evidence and procedure relating to the conduct of the hearing, examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under Article IX of these Bylaws. Any relevant evidence, including hearsay, shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law. The Hearing Entity may question the witnesses or call additional witnesses if it deems such action appropriate. At its discretion, the Hearing Entity may request both parties to file written arguments.

9.4.7 Recess and Conclusion

After consultation with the Hearing Entity, the presiding officer may recess the hearing and reconvene the same at such times and intervals as may be reasonable, with due consideration for reaching an expeditious conclusion to the hearing. Upon conclusion of the presentation of oral and documentary evidence and the receipt of any closing written arguments, the hearing shall be closed. The Hearing Entity shall, at a time convenient to itself, conduct its deliberations outside the presence of the parties. The Hearing Entity may seek legal counsel during its deliberations and the preparation of its report. Upon conclusion of its deliberations, the hearing shall be declared finally adjourned.

9.4.8 Decision of the Hearing Entity

Within fifteen (15) days after final adjournment of the hearing, the Hearing Entity shall render a decision, which shall be accompanied by a report in writing and shall be delivered to the Clinical Staff Executive Committee. If the affected Member is currently under summary suspension, the Hearing Entity shall render a decision and report to the Clinical Staff Executive Committee within five (5) working days after final adjournment. A copy of the decision shall also be forwarded to the MCOB and the affected Member. The report shall contain a concise statement of the reasons supporting the decision.

9.4.9 Decision of Clinical Staff Executive Committee and MCOB

At its next regularly scheduled meeting, the Clinical Staff Executive Committee shall review the report and decision of the Hearing Entity and shall, within thirty (30) days of such meeting, give notice of its recommendation to the MCOB and the Member. The Clinical Staff Executive Committee may affirm, modify or reverse the decision of the Hearing Entity.

9.4.10 Appeal

The Member may submit to the Chief Executive Officer a written appeal statement detailing the findings of fact, conclusions, and procedural matters with which he/she disagrees, and his/her reasons for such disagreement. This written appeal statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be delivered by hand or by certified or registered mail to the Chief Executive Officer and received no later than fourteen (14) days after
the Member’s receipt of the recommendation of the Clinical Staff Executive Committee. The Chief Executive Officer shall promptly provide a copy of the Member’s statement to the MCOB. In response to the statement submitted by the affected Member, the Clinical Staff Executive Committee may also submit a written statement to the MCOB and shall provide a copy of any such written statement to the Member.

9.4.11 Decision by the Operating Board

a. At a regularly scheduled meeting following receipt of the Member’s written appeal statement (or the expiration of the time in which the Member had the opportunity to submit a written statement) and the Clinical Staff Executive Committee’s written statement, the MCOB shall render a decision in writing and shall forward copies thereof to each party involved in the hearing. The decision of the MCOB shall include a statement of the basis for its decision.

b. The MCOB may affirm, modify, or reverse the decision of the Clinical Staff Executive Committee for reconsideration. If the matter is remanded to the Hearing Entity for further review and recommendation, such Hearing Entity shall conduct its review within fifteen (15) working days and make its recommendations to the MCOB. This further review and the time required to report back shall not exceed sixty (60) days, except as the parties may otherwise agree, for good cause, as jointly determined by the Chair of the MCOB and the Hearing Entity or the Chair of the Clinical Staff Executive Committee.

c. The decision of the MCOB as reflected in paragraphs a. or b. above shall constitute final action. This decision shall be immediately effective and shall not be subject to further hearing, appellate or judicial review.

9.4.12 Right to One Hearing and One Appeal

No Member shall be entitled to more than one evidentiary hearing and one appeal on any matter that shall have been the subject of Adverse Action or recommendation.

9.5 HEARING AND APPEAL PLAN FOR NON-MEMBERS WHO ARE NOT PHYSICIANS OR DENTISTS

9.5.1 Hearing Procedure

Allied Health Professionals and other Non-Members who are not Physicians or Dentists are not entitled to the hearing and appeals procedures set forth in the Clinical Staff Bylaws. In the event one of these Practitioners receives notice of a recommendation by the Clinical Staff Executive Committee that will adversely affect his/her exercise of Clinical Privileges, the Practitioner and his/her supervising physician, as applicable, shall have the right to meet personally with two Physicians and a Peer assigned by the President of the Clinical Staff to discuss the recommendation. The Practitioner and the supervising physician, as applicable, must request such a meeting in writing to the Clinical Staff Office within 10 working days from the date of receipt of such notice. At the meeting, the Practitioner and the supervising physician, as applicable, must be present
to discuss, explain, or refute the recommendation, but such meeting shall not constitute a hearing and none of the procedural rules set forth in the Clinical Staff Bylaws with respect to hearings shall apply. Findings from this review body will be forwarded to the affected Practitioner, CSEC, and the MCOB.

9.5.2 Appeal

The Practitioner and the supervising physician, as applicable, may request an appeal in writing to the CEO within 10 days of receipt of the findings of the review body. Two members of the MCOB assigned by the chair of the MCOB shall hear the appeal from the Practitioner and the supervising physician as applicable. A representative from the Clinical Staff leadership and from Transitional Care Hospital leadership may be present. The decision of the appeal body will be forwarded to the MCOB for final decision. The Practitioner and the supervising physician will be notified within 10 days of the final decision of the MCOB.

ARTICLE X
OFFICERS OF THE CLINICAL STAFF

10.1 IDENTIFICATION OF OFFICERS

The Officers of the Clinical staff shall be:

a. President

b. Vice President

10.2 QUALIFICATIONS OF OFFICERS

Officers must be Members of the Active Clinical Staff in good standing at the time of their election and must remain Members of the Active Clinical Staff in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

10.3 NOMINATIONS

All nominations for Officers shall be made by the Nominating Committee (which is described in Article XIII of these Bylaws) with the concurrence of the Chief Executive Officer and the Dean. Any Active Clinical Staff Member may submit the name or names of any Member(s) of the Active Clinical Staff to the Nominating Committee for consideration as an Officer candidate. The Nominating Committee shall nominate one or more candidates for each office at least thirty (30) days prior to the election.

The Nominating Committee shall report its nominations for Officers to the Clinical Staff Executive Committee, with the approval of the Chief Executive Officer and the Dean, prior to the election and shall mail or deliver the nominations to the Clinical Staff at least ten (10) days prior to the election. Nominations for Officers shall not be accepted from the floor at the time of
the election if voting occurs at a meeting.

10.4 ELECTIONS

The Officers shall be elected by electronic ballot. Only members of the Active Clinical Staff shall be eligible to vote. The nominee receiving the most votes shall be elected. In the case of a tie, a majority vote of the Clinical Staff Executive Committee shall decide the election by secret written ballot at its next meeting or a special meeting called for that purpose.

10.5 TERMS OF OFFICE

The Officers shall take office on the first day of July following election to office. The Officers shall serve for terms of three (3) years, unless any one of them shall resign sooner or be removed from office. The Officers each shall be eligible for re-election for one additional three (3) year term.

10.6 VACANCIES IN OFFICE

If there is a vacancy in the office of the President, the Vice President shall serve during the vacancy. If there is a vacancy in the office of the Vice President, the Clinical Staff Executive Committee shall appoint an Active Member of the Clinical Staff to serve as Vice President until a special election to fill the position shall occur at a special meeting of the Clinical Staff, called for such purpose, or at a regular Clinical Staff meeting. The replacement Officer shall serve out the term of the original Officer.

10.7 REMOVING ELECTED OFFICERS

Elected Officers may be removed by a two-thirds (2/3) vote of the Members of the Active Staff, or by a majority vote of the MCOB.

Permissible bases for removal of an elected Officer of the Clinical Staff include, but are not limited to:

a. Failure to perform the duties of the position in a timely and appropriate manner;

b. Failure to satisfy continuously the qualifications for the position;

c. Having an automatic or summary suspension, or corrective action imposed that adversely affects the Officer's membership or privileges;

d. Failure to follow the Clinical Staff Bylaws, Credentials Manual, the Code of Conduct, the Compliance Code of Conduct, or Transitional Care Hospital policies, procedures, rules, or regulations; or

e. Conduct or statements inimical or damaging to the best interests of the Clinical Staff or the Transitional Care Hospital, including but not limited to violations of state or federal law or Transitional Care Hospital policy related to conflict of interest or relationships with vendors.
10.8 DUTIES OF OFFICERS

10.8.1 Duties of the President

The President shall be the spokesperson for the Clinical Staff and shall:

a. Act in coordination and cooperation with the Chief Executive Officer and Transitional Care Hospital senior leadership in all matters of mutual concern within the Transitional Care Hospital;

b. Call, preside at, and be responsible for the agenda of all general meetings of the Clinical Staff;

c. Subject to the desire by the MCOB, serve on the MCOB as a nonvoting advisory member;

d. Serve as the Chair of the Clinical Staff Executive Committee and as ex-officio member of all other Clinical Staff committees;

e. Represent the views, policies, needs and grievances of the Clinical Staff to the MCOB, the Clinical Staff Executive Committee, and senior administration of the Transitional Care Hospital, including the presentation to the MCOB of a report of the Clinical Staff at every meeting of the MCOB or as otherwise requested by the MCOB;

f. Provide oversight of Clinical Staff affairs, including the Clinical Staff application process, committee performance, compliance with The Joint Commission and licensure requirements as they pertain to clinical practice and physician and patient concerns regarding clinical services;

g. Jointly with the Chief Executive Officer, appoint individuals to committees of the Clinical Staff, unless otherwise provided in these Bylaws; and

h. Perform such other functions as may be assigned to him or her by these Bylaws, the Clinical Staff Executive Committee or the MCOB.

10.8.2 Duties of the Vice President

The Vice President shall serve as the Chair of the Credentials Committee and the Vice-Chair of the Clinical Staff Executive Committee. In the absence of the President, the Vice President shall assume all the duties and have the authority of the President. The Vice President shall perform such other duties as the President may assign or as may be delegated by these Bylaws, the Clinical Staff Executive Committee, or the MCOB.
ARTICLE XI
CLINICAL STAFF EXECUTIVE COMMITTEE

11.1 DUTIES OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

Subject to the overall authority of the MCOB, the Clinical Staff Executive Committee shall be the executive committee of the Clinical Staff with the following duties to:

a. Monitor, oversee and, where appropriate, manage the quality of clinical care delivered within the Transitional Care Hospital;

b. Communicate to Members and Non-Members of the Clinical Staff regarding clinical practice issues and present the interests of the Clinical Staff to the MCOB;

c. Act for and on behalf of the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which CSEC is given authority in these Bylaws;

d. Establish, review, and enforce the policies applicable to the Clinical Staff, including the Bylaws, the Code of Conduct, and all other Transitional Care Hospital clinical policies regarding patient care;

e. Control and monitor the membership of the Clinical Staff through oversight of the appointment, credentialing, and privileging process;

f. Coordinate the activities and general clinical policies of the Transitional Care Hospital to support an institutional and integrated approach to patient care within the Transitional Care Hospital;

g. Oversee the functions of performance improvement of the professional services provided by the Clinical Staff within the Transitional Care Hospital;

h. Advise the Transitional Care Hospital management regarding the allocation and distribution of clinical resources, including assignments of beds and other elements that are important to efficient and effective medical care within the Transitional Care Hospital;

i. Provide Clinical Staff representation and participation in any Transitional Care Hospital deliberation affecting the discharge of Clinical Staff responsibilities;

j. Report to the MCOB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff and makes specific recommendations to the MCOB relating to the clinical efforts of the Transitional Care Hospital;

k. Approve the creation of and oversee committees of the Clinical Staff as necessary for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff;

l. Receive and act on reports and recommendations from the Clinical Staff committees
and Departments;

m. Develop a procedure for managing such conflict as may arise between the Clinical Staff and the Clinical Staff Executive Committee on issues related to the adoption of or amendment to Clinical Policies of the Transitional Care Hospital;

n. Notify Members of the Clinical Staff of its adoption of or amendment to Clinical Staff policies of the Transitional Care Hospital, and

o. Perform such other duties as may be assigned to it by the MCOB.

11.2 MEMBERSHIP OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The membership of the Clinical Staff Executive Committee shall consist of the following individuals, all of whom shall be voting members:

   a. President of the Clinical Staff

   b. Vice President of the Clinical Staff

   c. Associate Chief for Long Term Acute Care Operations at the Transitional Care Hospital

   d. Chair(s), Transitional Care Hospital Ethics Committee

   e. Chair(s), Transitional Care Hospital Patient Care Committee

   f. Chair(s), Transitional Care Hospital Quality Committee

   g. Director of Clinical Operations at the Transitional Care Hospital

In the event that any of the positions listed above are renamed, then the newly named position shall be substituted automatically in lieu of the old position without the necessity for an amendment of these Bylaws.

11.3 MEETINGS OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff Executive Committee shall meet at least (10) times per year at a time and place as designated by the Chair of the Clinical Staff Executive Committee, and the expectation is the each member of the Clinical Staff Executive Committee will attend these meetings. Fifty-one percent (51%) of the membership of the Clinical Staff Executive Committee shall constitute a quorum. Attendance at the Clinical Staff Executive Committee meetings is not assignable for voting purposes.

11.4 DUTIES OF THE CHAIR OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The President shall serve as the Chair of the Clinical Staff Executive Committee. The duties of the Chair are to:
a. Set the agenda for meetings of the Clinical Staff Executive Committee;

b. Preside at the meetings of the Clinical Staff Executive Committee;

c. Jointly with the Chief Executive Officer, coordinate and appoint committee members to all standing, special and multi-disciplinary committees of the Clinical Staff Executive Committee;

d. Report as appropriate to the Clinical Staff on the activities of the Clinical Staff Executive Committee;

e. In conjunction with the Chief Executive Officer, appoint individuals to serve on the Clinical Staff Committees described in Article XIII or otherwise created by the Clinical Staff Executive Committee; and

f. Report to the MCOB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff.

11.5 DUTIES OF THE VICE CHAIR OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Vice President shall serve as the Vice Chair of the Clinical Staff Executive Committee. The duties of the Vice Chair are to:

a. Preside at the meetings of the Clinical Staff Executive Committee in the absence of the Chair;

b. Present each Credentials Committee report to the Clinical Staff Executive Committee;

c. Assume all the duties and have the authority of the Chair in the event of the Chair’s temporary inability to perform his/her duties due to illness, absence from the community or unavailability for any other reason;

d. Assume all the duties and have the authority of the Chair in the event of his/her resignation as until such time as a successor is designated; and

e. Perform such other duties as may be assigned by the Chair.

11.6 DUTIES OF THE SECRETARY OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Chair of the Clinical Staff Executive Committee shall appoint a Secretary of the Clinical Staff Executive Committee. The Secretary is not required to be a Member. The duties of the Secretary are to:

a. Keep accurate and complete minutes of the meetings of the Clinical Staff Executive Committee;

b. Maintain a roster of the members of the Clinical Staff Executive Committee;
c. Send notices of meetings to the members of the Clinical Staff Executive Committee;
d. Attend to all correspondence of the Clinical Staff Executive Committee; and
e. Perform such other duties as ordinarily pertain to the office of secretary.

11.7 DELEGATING AND REMOVING AUTHORITY OF THE CLINICAL STAFF EXECUTIVE COMMITTEE

The Clinical Staff may from time to time propose the delegation of additional duties to the Clinical Staff Executive Committee and/or the removal of any of the duties specified in Article XI for which the Clinical Staff Executive Committee is responsible, whenever the Active Clinical Staff votes at a special meeting of the Clinical Staff called for such purpose, to approve such proposals as provided in this Section.

a. Any Member of the Active Clinical Staff may propose the delegation of additional duties to the Clinical Staff Executive Committee and/or the removal of any of the duties specified in Article XI, for which the Clinical Staff Executive Committee is responsible, by notifying the President of the Clinical Staff, in writing, of the proposal.

b. Upon receipt of the proposal, the President will seek legal review of the proposal to ensure legal sufficiency and compliance. Any changes necessitated by law or regulation shall be made to the proposal.

c. Once the legal review is complete, the Clinical Staff Office shall circulate the proposal to all members of the Active Clinical Staff for review.

d. In accordance with the provisions of Article XIV of these Bylaws, if not less than fifteen percent (15%) of the Active Clinical Staff request a special meeting to consider any proposal to delegate additional duties to the Clinical Staff Executive Committee and/or to remove any of the duties specified in Article XI for which the Clinical Staff Executive Committee is responsible, the President shall call a special meeting of the Clinical Staff. If not, any such proposal shall not proceed.

e. A quorum for any such special meeting of the Clinical Staff shall be as provided in Section 14.3 of these Bylaws. If a quorum is present at the special meeting, any decision to add or remove any duties of the Clinical Staff Executive Committee shall require a majority vote in favor of the proposal by those Active Clinical Staff present at the special meeting.

f. Any such proposal to add or remove any of the duties of the Clinical Staff Executive Committee shall also require the approval of the Medical Center Operating Board.
ARTICLE XII
CLINICAL DEPARTMENTS

12.1. ORGANIZATION OF CLINICAL DEPARTMENTS

The Members of the Clinical Staff of the Transitional Care Hospital may have faculty appointments in the School of Medicine, and all Clinical Staff are required to have faculty appointments in the School of Medicine or an employment contract with UPG as a condition of appointment to the Clinical Staff. Exceptions to this requirement will be considered only when practitioners are requesting Temporary Privileges under emergency circumstances to meet patient care needs as provided in the Bylaws, or such other exceptional circumstances as may be approved by the Chief Executive Officer, the President of the Clinical Staff or the Chair of the Credentials Committee.

ARTICLE XIII
CLINICAL STAFF STANDING COMMITTEES

13.1 STRUCTURE

The standing Committees of the Clinical Staff are as set forth in these Bylaws.

13.1.1 Reporting and Accountability to Clinical Staff Executive Committee

All Clinical Staff Committees report, and are accountable, to the Clinical Staff Executive Committee. The Chair of each Clinical Staff Committee shall maintain minutes of each meeting and shall report its activities to the Clinical Staff Executive Committee by submitting a written report on an annual basis, or as it is otherwise requested by the Chair or Vice Chair of the Clinical Staff Executive Committee, or as otherwise provided by these Bylaws.

13.1.2 Membership

The membership of the Clinical Staff Committees may consist of Members, Allied Health Professionals, Transitional Care Hospital administrative staff members, and other professional staff or employees of the Transitional Care Hospital appointed as provided in these Bylaws. The President and the Chief Executive Officer shall be ex-officio members of all Clinical Staff Committees unless otherwise provided in these Bylaws.

13.1.3 Appointments

Except as otherwise provided in these Bylaws, all chairpersons and members of the Clinical Staff Committees shall be appointed jointly by the President and the Chief Executive Officer. Appointments to Clinical Staff Committees shall be for an indefinite period, subject to the discretion of the President and the Chief Executive Officer or the resignation of the Clinical Staff Committee member. Each appointment shall be annually reviewed by the President of the Clinical Staff and the Chief Executive Officer.
13.1.4 Quorum, Voting and Meetings

A quorum for each Clinical Staff Executive Committee shall be thirty percent (30%) of the members currently serving, unless the decision involves privileging and/or corrective action of an individual Practitioner or governance, in which event the quorum shall be fifty-one percent (51%). All voting and decisions ordinarily shall occur in meetings of the Clinical Staff Committees, but decisions may be made by electronic means as may be reasonably necessary from time to time.

Except as otherwise provided in these Bylaws, all Clinical Staff Committees shall meet at least four (4) times per year, or as otherwise defined in these Bylaws, and as otherwise called by the chair of the Clinical Staff Committee.

13.1.5 Subcommittees

Each Standing Committee may, with the approval of the Clinical Staff Executive Committee, form Subcommittees or Task Forces as appropriate to carry out the charge of the Standing Committee. All such groups shall be considered Committees of the Clinical Staff.

The chair of each Subcommittee shall report its activities to the appropriate Clinical Staff Committee by submitting a written report on an annual basis and maintaining minutes with attendance for each meeting. Subcommittees shall meet at least four (4) times per year and as otherwise called by the chair of the Subcommittee.

13.2 BYLAWS COMMITTEE

The Bylaws Committee shall ensure that the Bylaws of the Clinical Staff are consistent with the Transitional Care Hospital’s operational needs, current Joint Commission Standards, applicable CMS Conditions of Participation and other CMS requirements and the policies, procedures, rules and regulations of the Transitional Care Hospital. In performing this function, the Bylaws Committee shall:

a. review the Bylaws on at least on an annual basis;

b. review proposed Bylaws amendments that may be proposed by Members of the Clinical Staff;

c. develop draft revisions and recommendations regarding proposed amendments to the Bylaws;

d. present proposed revisions to the Clinical Staff Executive Committee and the MCOB for review and approval; and

e. provide each Member with a current copy of the Bylaws.

The Bylaws Committee shall meet as necessary, but not less than once per year. The President of the Clinical Staff shall serve as Chair of the Bylaws Committee. Only Members of the
Clinical Staff serving on the Bylaws Committee shall be eligible to vote on Bylaws Committee matters.

13.3 CREDENTIALS COMMITTEE

The Credentials Committee shall review and evaluate the qualifications of each Applicant for initial appointment, reappointment, or modification of appointment, to the Clinical Staff, in accordance with the procedures outlined in the Credentials Manual and these Bylaws. The Credentials Committee shall recommend to the Clinical Staff Executive Committee and the MCOB appointment or denial of all Applicants to the Clinical Staff and the granting of Clinical Privileges.

When appropriate, the Credentials Committee shall interview a Member or Applicant and/or the Chair of the involved Department in order to resolve questions about appointment, reappointment, or change in privileges. The Credentials Committee shall review and make recommendations for revisions to the Credentials Manual from time to time; provided however, the Chair of the Credentials Committee, in consultation with the President and the Chief Executive Officer, shall have authority to amend the Credentials Manual.

The Credentials Committee shall also serve as the investigatory body for all matters set forth in Article VIII of these Bylaws. The Credentials Committee shall also independently assess the Departmental Peer Review process for Members of the Clinical Staff and for Allied Health Professionals in order to ensure that data related to qualifications and performance of individual Practitioners is collected, regularly assessed, compared to Peers, and acted upon by the Department in a timely manner. When appropriate, the Credentials Committee shall also refer Practitioners to the Physician Wellness Program or Employee Assistance Program, and shall work with these programs to determine appropriate privileges for each Practitioner’s individual circumstances. The Vice President shall serve as chair of the Credentials Committee. Only Members of the Clinical Staff serving on the Credentials Committee shall be eligible to vote on Credentials Committee matters.

13.4 ETHICS COMMITTEE

The Ethics Committee is an interdisciplinary committee charged with assisting leadership in ensuring consistency between mission and values, organizational behaviors and clinical practice. It has three primary functions which include conducting education on ethical issues, recommending policies that are ethically important and conducting case reviews with respect to ethical issues.

13.5 NOMINATING COMMITTEE

The Nominating Committee shall nominate Members to serve as Officers of the Clinical Staff and shall nominate Members for the Clinical Staff Representatives, as provided in these Bylaws. The Nominating Committee shall consist of (a) the immediate past president of the Clinical Staff, who shall serve as Chair of the Nominating Committee, and (b) two (2) Members of the Active Clinical Staff chosen by the President, subject to confirmation by the Chief Executive Officer and the Dean.
13.6 PATIENT CARE COMMITTEE

The Patient Care Committee is an interdisciplinary committee charged with coordination and implementation of the Plan for Provision of Care for the Transitional Care Hospital. This Committee addresses clinical practice issues that extend beyond the scope of practice for a single professional discipline (e.g., medicine, nutrition, nursing, pharmacy, therapies, social work, etc.) in all settings across the continuum of care.

13.7 QUALITY COMMITTEE

The Quality Committee is responsible for defining, prioritizing, overseeing and monitoring the performance improvement activities, including patient and environmental safety, within the Transitional Care Hospital. The primary duties of the Quality Committee include analyzing and aggregating institutional performance data, monitoring performance improvement efforts for effectiveness, and making recommendations to the Patient Care Committee and the Clinical Staff Executive Committee for changes in clinical practice and to Transitional Care Hospital Executives for changes in operations. The Quality Committee coordinates the acquisition of performance improvement information to improve organizational performance.

13.8 OTHER COMMITTEES

The Chief Executive Officer and the President of the Clinical Staff may designate such other standing committees of the Clinical Staff Executive Committee as may be necessary from time to time for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff. In such event, each such committee shall be subject to the provisions of Section 13.1. In addition, the Transitional Care Hospital may create, from time to time, any committees deemed necessary.

ARTICLE XIV
MEETINGS OF THE CLINICAL STAFF

14.1 REGULAR MEETINGS

Regular meetings of the Clinical Staff shall be held at a time mutually determined by the President and the Chief Executive Officer but no less than annually. One week prior to the time of the meeting a written or printed notice shall be delivered either personally, by mail or by electronic mail to each Member stating the date, time and place of the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.

14.2 SPECIAL MEETINGS

The President or Vice President of the Clinical Staff, the Chief Executive Officer, the Clinical Staff Executive Committee, or the MCOB may call a special meeting of the Clinical Staff at any time. The President of the Clinical Staff shall call a special meeting within fourteen (14) days after receipt by him or her of a written request for same signed by not less than fifteen percent (15%) of the Active Clinical Staff and stating the purpose for such meeting.
At least twenty-four (24) hours prior to the meeting a written or printed notice stating the date, time and place of the special meeting of the Clinical Staff shall be delivered, either personally, by mail, or by electronic mail to each Member. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

14.3 QUORUM

Except as otherwise provided herein where a higher quorum is required, the presence of 25% of Members entitled to vote at any regular or special meeting shall constitute a quorum. No official business may be taken without a quorum except as otherwise provided herein.

14.4 ATTENDANCE REQUIREMENTS

Each Member of the Active Clinical Staff is encouraged to attend all regular Clinical Staff meetings in each year unless unusual circumstances prevent their attendance, as well as meetings of all committees to which they have been appointed as members. The Honorary Clinical Staff are encouraged to, but are not required to, attend.

14.5 ACTION BY ELECTRONIC MEANS

Unless otherwise required by these Bylaws, whenever these Bylaws require the vote of or action by the Clinical Staff or by the Clinical Staff Executive Committee, such vote or action may be taken by electronic means.

ARTICLE XV
CONFIDENTIALITY, IMMUNITY, AND RELEASES

15.1 AUTHORIZATION AND CONDITIONS

By applying for or exercising Clinical Privileges within this Transitional Care Hospital, an Applicant:

a. authorizes the Medical Center, the Transitional Care Hospital, the Clinical Staff, the Clinical Staff Executive Committee, the MCOB, the MCOB Quality Subcommittee, and the Board of Visitors, and their members and authorized representatives, to solicit, provide, and act upon information bearing upon, or reasonably believed to bear upon, the Applicant’s professional ability and qualifications and any other matter within the scope of this Article;

b. authorizes all persons and organizations to provide information concerning such Applicant to the Medical Center, the Transitional Care Hospital, the Clinical Staff, the Clinical Staff Executive Committee, the MCOB, the MCOB Quality Subcommittee, and the Board of Visitors, and their members and authorized representatives;
c. agrees to be bound by the provisions of this Article and to waive all legal claims against any third party, the Clinical Staff, the Medical Center, the Transitional Care Hospital, the Clinical Staff Executive Committee, the MCOB, the MCOB Quality Subcommittee, and the Board of Visitors, along with their members and authorized representatives, for any matter within the scope of this Article; and

d. acknowledges that the provisions of this Article are express conditions to an application for Clinical Staff membership, the continuation of such membership, and to the exercise of Clinical Privileges at the Transitional Care Hospital.

15.2 CONFIDENTIALITY OF INFORMATION; BREACH OF CONFIDENTIALITY

a. Clinical Staff, Department, Division, Committee, Clinical Staff Executive Committee, MCOB, MCOB Quality Subcommittee, Board of Visitors, or any other applicable minutes, files, and records within the scope of this Article shall, to the fullest extent permitted by law, be confidential. Dissemination of such information and records shall only be made where permitted by law, or pursuant to officially adopted policies of the Medical Center, the Transitional Care Hospital or Clinical Staff, or, where no officially adopted policy exists, only with the express approval of the Clinical Staff Executive Committee or its designee, or to the appropriate University personnel and officers in connection with the discharge of their official duties.

b. Because effective Peer Review and consideration of the qualifications of Members and Applicants to perform specific procedures must be based on free and candid discussions, any breach of confidentiality of the discussions or deliberations of Clinical Staff Departments, Divisions, or committees, is outside appropriate standards of conduct for this Clinical Staff and will be deemed disruptive to the operations of the Transitional Care Hospital. If it is determined that such a breach has occurred, the Clinical Staff Executive Committee may undertake such corrective action as it deems appropriate.

15.3 IMMUNITY

The Clinical Staff, the Medical Center, Transitional Care Hospital, the Clinical Staff Executive Committee, the MCOB, the MCOB Quality Subcommittee, and the Board of Visitors, along with their members and authorized representatives and all third parties, shall be immune, to the fullest extent permitted by law, from liability to an Applicant or Member for damages or other relief for any matter within the scope of this Article.

For the purpose of this Article, “third parties” means both individuals and organizations from which information has been requested by the Medical Center, the Transitional Care Hospital, the Clinical Staff, the Clinical Staff Executive Committee, the MCOB, the MCOB Quality Subcommittee, or the Board of Visitors, or any of their members or authorized representatives.

15.4 SCOPE OF ACTIVITIES AND INFORMATION COVERED

The confidentiality and immunity provided by this Article shall apply to all acts,
communications, reports, recommendations, or disclosures performed or made in connection with this or any other health care facilities or organization’s activities concerning, but not limited to:

a. the application for appointment to the Clinical Staff for the granting of Clinical privileges;

b. periodic reappraisals for reappointment to the Clinical Staff or renewals of Clinical Privileges;

c. corrective action, including summary or automatic revocation or suspension;

d. hearings and appeals;

e. medical care evaluations;

f. utilization reviews;

g. other Transitional Care Hospital, Department, or Division, committee, or Clinical Staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct;

h. FPPE, OPPE and other Peer Review activities and organizations Virginia Board of Medicine, the National Practitioner Data Bank pursuant to HCQIA, and similar reports; and

i. to the greatest extent permitted by law, all other actions taken in pursuit of activities provided for under these Bylaws.

The acts, communications, reports, recommendations, and disclosure referred to in this Section may relate to a Practitioner’s professional qualifications, clinical competency, character, mental and emotional stability, physical condition, ethics, malpractice claims and suits, and any other matter that might directly or indirectly have an effect on patient care.

15.5 RELEASES

Each Applicant or Member shall, upon request of the Clinical Staff, or the Medical Center, or the Transitional Care Hospital, execute general and specific releases in accordance with the express provisions and general intent of this Article. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

ARTICLE XVI
AMENDMENT OF BYLAWS AND CLINICAL POLICIES

16.1 AMENDMENT OF BYLAWS

The Allied Health Professional Credentialing Manual is part of the Clinical Staff Bylaws and
shall have the same option and amendment process as these Bylaws.

16.1.1 Annual Update

The Clinical Staff Bylaws shall be reviewed at least annually by the Bylaws Committee and updated as necessary.

16.1.2 Proposals to the MCOB

The Clinical Staff shall have the ability to adopt Bylaws, and amendments thereto, and to propose them directly to the MCOB as provided in these Bylaws.

16.1.3 Process for Amendment

a. Consideration shall be given to amendment of these Bylaws upon the request of the President, the Vice President, the Chief Executive Officer, the Clinical Staff Executive Committee, the MCOB, upon a written petition signed by at least twenty-five percent (25%) of the Active Clinical Staff entitled to vote, or upon recommendation by the Bylaws Committee.

b. All proposed amendments to the Bylaws shall be delivered to the Clinical Staff Executive Committee, which shall review and approve, disapprove, or offer modification, as appropriate.

c. In the event the Clinical Staff Executive Committee does not approve a request for amendment of the Bylaws that is requested by at least twenty-five percent (25%) of the Active Clinical Staff members, the Active Clinical Staff members seeking the amendment may ask the President of the Clinical Staff to present the request for amendment to the MCOB. The President of the Clinical Staff shall present the petition seeking amendment of the Bylaws to the MCOB at the next scheduled meeting of the MCOB. The MCOB shall review the petition and approve, disapprove, or modify the request for amendment of the Bylaws.

d. Any amendment(s) to the Bylaws adopted by the Clinical Staff Executive Committee shall be submitted to the Active Clinical Staff and the MCOB for review and approval, disapproval or modification, as appropriate.

e. A minimum of 25% of the Active Clinical Staff shall vote in favor or against any proposed amendments to the Bylaws. In order to approve amendments to the Bylaws, a majority of those members of the Active Clinical Staff who vote must vote in favor. Any vote regarding amendments to the Bylaws may be by electronic means.

16.1.4 Review and Action by the MCOB

Proposed Bylaws or amendments shall become effective when approved by the MCOB or on another date as mutually agreed to by the MCOB and Clinical Staff Executive Committee. In the event proposed Bylaws or amendments are not approved or are substantially changed upon MCOB review, such Bylaws or amendments shall be referred
to the Bylaws Committee, which shall attempt to resolve the differences among the Clinical Staff or the Clinical Staff Executive Committee and the MCOB. The Clinical Staff, Clinical Staff Executive Committee, or the MCOB may not unilaterally amend these Bylaws.

16.2 PROPOSING, ADOPTING AND AMENDING CLINICAL POLICIES OF THE TRANSITIONAL CARE HOSPITAL

In addition to the policy and procedures set forth in Transitional Care Hospital Policy No. 0001 (“Transitional Care Hospital Policy on Policy, Development, Review and Approval”) regarding the adoption of or amendment to Transitional Care Hospital policies, the Clinical Staff may from time to time propose the adoption of or amendment to clinical policies of the Transitional Care Hospital whenever the Active Clinical Staff votes at a special meeting of the Clinical Staff called for such purpose to approve such proposals as provided in this Section 16.2.

a. Any Member of the Clinical Staff may propose the adoption of a new Transitional Care Hospital clinical policy or the amendment of a current Transitional Care Hospital clinical policy by notifying the President of the Clinical Staff, in writing, of the proposed policy or policy amendment.

b. Upon receipt of the proposed policy or policy amendment, the President will seek legal review of the proposal to ensure legal sufficiency and compliance. Any changes necessitated by law or regulation shall be made to the proposed policy or policy amendment.

c. Once the legal review is complete, the Clinical Staff Office shall circulate the proposed policy or policy amendment to all members of the Active Clinical Staff for review.

d. In accordance with the provisions of Article XIV of these Bylaws, if not less than twenty-five percent (25%) of the Active Clinical Staff request a special meeting to consider the policy or policy amendment, the President shall call a special meeting of the Clinical Staff. If not, the policy or policy amendment shall not proceed.

e. A quorum for any such special meeting of the Clinical Staff shall be as provided in Section 14.3 of these Bylaws. If a quorum is present at the special meeting, and a majority of the Active Clinical Staff present at the special meeting approves the proposed policy or policy amendment, then the proposal shall be submitted to the Committee of the Clinical Staff (e.g., Credentials Committee, Quality Committee, Patient Care Committee, etc.) that is responsible for the clinical area to which the proposal relates in accordance with Transitional Care Hospital Policy No. 0001.

f. If the appropriate Clinical Staff Committee approves the proposed policy or policy amendment, it shall be forwarded to the Clinical Staff Executive
Committee for proposed adoption in accordance with the provisions of Transitional Care Hospital Policy No. 0001.

16.3 DISTRIBUTION OF BYLAWS

Each Member shall be provided with on-line access to these Amended and Restated Clinical Staff Bylaws. If at any time amendments are made to the Bylaws, each Member shall be notified and provided with on-line access to such amendments.