A regular meeting of the Board of Visitors of Virginia Commonwealth University was held on Friday, May 21, 2004, at 9 a.m. in the University Meeting Center located at 101 North Harrison Street.

Present were Drs. Perkinson (Rector), Bersoff, Doswell, Romano and Shapiro; Messrs. Axselle, Pyon, Rigsby, Robertson, Rosenthal and Thompson; and Mesdames Petera, Rhodes and Riddick. Messrs. Baldacci and Slater were absent. Also present were Drs. Trani, Andrews, Brodd, Huff, Lewis, McDavis, Ream, Retchin, Rhone, Self and Torr; Messrs. Bunce, Gehring, Ohlinger, Ross, Timmreck and Wyeth; and Mesdames Atkinson, Balmer, Chinnici, Lepley, and Messmer.

Dr. Perkinson called the meeting to order and introduced the members of the press. Dr. Perkinson presented each member of the President's Office staff with an original watercolor and thanked the staff for the assistance given during the Rector's tenure on the Board.

The President's Report followed:

Dr. Perkinson, Mr. Rigsby and Mrs. Petera were thanked for the years of service given to VCU. Dr. Perkinson and Mr. Rigsby have served eight years on the Board and Mrs. Petera has served four years.

Juston Rose, student representative to the Board, and Dr. Robert L. Andrews, Faculty representative to the Board, were recognized and presented with gifts of appreciation.

An enrollment update was presented for information.
The University Operating Budget was presented. The 2004-05 budget is in balance with projected revenues of $587.2 million and projected expenditures of $581.5 million. The budget includes general fund support of $7.2 million and $15.1 million for base adequacy in 2004-05 and 2005-06, respectively. In addition to the budget, there was a $100 reduction in the nonresident tuition rates that the Board approved in April 2004, which was required to bring the rates into conformity with General Assembly actions. On motion made and seconded, the Board approved the 2004-05 Consolidated University Budget, which includes E&G, Sponsored Programs, Auxiliary Enterprises, University Funds, Student Financial Assistance, and Hospital Services, with the understanding that plans for allocating the base adequacy funds will be considered by the Board of Visitors at the August and November meetings.

Mrs. Petera reported for the Academic and Health Affairs Policy Committee. A Proposal to Change the Department Name from the Department of Family Practice to the Department of Family Medicine was presented. The American Academy of Family Physicians (the national academy for family physicians) recommends that the certifying board change the name from the American Board of Family Practice to the American Board of Family Medicine. Changing the department name to the Department of Family Medicine would be consistent with the change in the certifying Board's nomenclature. The renaming of the department would have no organizational impact on the School of Medicine and would not affect any other departments in the School. The Academic and Health Affairs Policy Committee recommended to the full Board
the approval of the proposal to Change the Department Name from the Department of Family Practice to the Department of Family Medicine.

A proposal to Change the Organizational Structure in the School of Engineering was presented. The School of Engineering requests a change from the current organization around "programs" to a departmental structure that is common at VCU and in engineering schools across the state and nation. The administrative change in designation to departments in the School of Engineering has no effect on any other organizational unit within Virginia Commonwealth University. On motion made and seconded, the Academic and Health Affairs Policy Committee recommended to the full Board the approval of the proposal to Change the Organizational Structure in the School of Engineering.

A proposal to Create a School of Public Health within the School of Medicine and to Rename the Department of Preventive Medicine and Community Health to the Department of Epidemiology and Community Health was presented. The VCU School of Public Health will work with state and federal agencies to improve the health status of all Virginians. The School will be committed to producing first-rate public health practitioners and researchers that are needed in government, academic institutions and corporation. As part of the requested organizational change, the Department of Preventive Medicine and Community Health will be renamed the Department of Epidemiology and Community Health. Renaming the department is consistent with development of the epidemiology core area for the School of Public Health and with the Ph.D. program in Epidemiology that was approved in 2003. The Academic and Health
Affairs Policy Committee recommended to the full Board the approval of the proposal to Create a School of Public Health within the School of Medicine and to Rename the Department of Preventive Medicine and Community Health to the Department of Epidemiology and Community Health.

The Proposal for a Five-Year B.S. - M.S. in Sociology was presented. The Department of Sociology proposed an accelerated B.S. and M.S. program that allows qualified students with a major in sociology to earn both degrees in five years by completing approved graduate courses during the senior year of the undergraduate program. The program will provide students with the opportunity to expand and deepen the student's knowledge of sociology, enhance the student's credentials for the job market and prepare for future professional education. Students in the program may count up to 12 hours of graduate courses towards both the B.S. and M.S. degrees. Thus, the student may earn the two degrees with a minimum of 144 hours. Currently, the M.S. program requires students to earn 36 graduate credits. The Academic and Health Affairs Policy Committee recommended to the full Board the approval of the proposal for a Five-Year B.S. – M.S. in Sociology.

A proposal to Rename the School of Graduate Studies the Graduate School and to Adopt Bylaws for the Graduate School was presented. The name "Graduate School" more accurately reflects the School's overarching roles and functions in graduate education across the VCU academic campus and medical center, as well as at off-campus sites. Nationally, major research universities usually refer to the school that oversees campus-wide graduate education as the
"Graduate School." The name change will expand the visibility of graduate education and graduate research at VCU and enhance VCU's efforts to recruit outstanding graduate students to Virginia Commonwealth University. Indeed, two of the major on-line graduate recruitment services are called Gradschools.Com and Graduateschools.Com. The name "Graduate School" will promote the school's efforts to expand the school's roles within the University and to establish an encompassing organization that oversees all aspects of graduate education at VCU. The Academic and Health Affairs Policy Committee recommended the Proposal to Rename the School of Graduate Studies to the Graduate School and to adopt Bylaws for the Graduate School.

The Faculty Bylaws were presented. The Faculty Bylaws were approved by the faculty on March 12, 2004. Following discussion, the Committee recommended Article I: Name, "The name of this organization shall be the FACULTY OF VIRGINIA COMMONWEALTH UNIVERSITY," be deleted. The Academic and Health Affairs Policy Committee recommended to the full Board the approval of the Faculty Bylaws as amended.

An Amendment to the Board of Visitors Policy on Conflict of Interest Act Exceptions was presented. The Academic and Health Affairs Policy Committee recommended to the full Board the approval of the Amendment to the Board of Visitors Policy on Conflict of Interest Act Exceptions.

The following items were presented to the Academic and Health Affairs Policy Committee for information: Report on the School of Engineering; Faculty Retention; the Preliminary Report of Task Force on Building a Student Centered
Mr. Axselle reported for the External Relations Committee. The Government and Health Policy Report was presented for information. The Vice President for Government and Health Policy gave a brief report on the base adequacy funding and School of Business funding for the General Assembly. The Work Plan for the office of Government Relations and Health Policy was presented. The plan includes significant enhancements for activities at the local, state, and federal levels.

The Marketing and Media Report was presented for information. Recent initiatives aimed at raising the visibility of the University to various constituencies were shared. One of the projects the Committee reviewed is a new strategy for e-mail communications with prospective students. The sophistication of 21st century students demands a more interesting, interactive approach that departs from the standard text e-mail message, and VCU’s marketing and design departments have created an eye-catching e-mail campaign for prospective engineering students. The same concept will be expanded to other disciplines. The Committee also saw recent ads placed in the Washington Post and the Richmond Times-Dispatch, and looks forward to seeing an ad series done in collaboration with the VCU Adcenter. Advancement and External Relations collaborated on the campaign video shown at the Joint Meeting of the Board of Visitors and VCU Health System Board of Directors on May 20, 2004. The video featured a number of key campaign issues through the eyes of VCU students.
and faculty. Media coverage at the local, regional, national and international level continues to be extensive. The VCU in the News folders were distributed to the Committee for information.

Dr. Bersoff reported for the Finance, Investment and Property Committee. The Resolution for the Massey Cancer Center Development and Financing Agreement was presented. Virginia Commonwealth University will issue tax-exempt general revenue pledge bonds or will issue a promissory note to secure bonds issued by the Virginia College Building Authority (VCBA) to provide $7,000,000 to finance construction of an addition to the Massey Cancer Center project. The University will develop and construct the project. The MCV Foundation unconditionally agrees to pay the University an amount equal to all debt service on either the tax-exempt general revenue pledge bonds or promissory note issued to secure the bonds of the VCBA. The MCV Foundation has made certain affirmative covenants to the University regarding additional debt, transfer of program and assets, other projects, investment policy, liquidity, reports, maintenance of existence and status, tax-exemption, and restricted gifts that must be adhered to as long as any bonds are outstanding. The Finance, Investment and Property Committee recommended to the full Board the approval of the Resolution Authorizing Agreement with the Medical College of Virginia Foundation.

The Architect Engineer Selection for the Department of Biomedical Engineering Renovation was presented. The project will renovate 18,000 GSF of space in 701 West Grace Street for use by the School of Engineering including
research labs, faculty offices, and the Department of Computer Science. The primary occupant of the renovated space will be Biomedical Engineering, which will move from the current quarters on the MCV Campus. Other occupants include Computer Sciences, Statistical Sciences, and the School of Engineering Development Office. Included in the scope of work are classrooms, computer laboratories, research laboratories, offices, and related support space. The construction budget is $810,000, with a total budget of $1,200,000. The recommended architect selection is KOP Architects, P.C. The Finance, Investment and Property Committee recommended to the full Board the approval of KOP Architects, P.C. for the Department of Biomedical Engineering Renovation.

The Memorandum of Understanding: Exchange of Public Property between VCU and the City of Richmond was presented. The City of Richmond is requesting a memorandum to set forth the general understanding concerning the free exchange of public property. The memorandum indicates that the University and the City will support the free exchange of certain types of properties subject to the approval and consideration of the City Council and the Board of Visitors. The Finance, Investment and Property Committee recommended to the full Board the approval of the Memorandum of Understanding: Exchange of Public Property between VCU and the City of Richmond.

The following items were presented to the Finance, Investment and Property Committee for information: the University Quarterly Budget Performance Report: March 31, 2004; the Virginia Commonwealth University
Health System Financial Statement Summary Fiscal Year 2004 – Nine Months
Ending March 31, 2004; Executive Summary: Refunding Bonds; Annual Report:
VCU Cash Management Operating Pool; Draft Master Site Plan Update;
Architect Engineer Selections for Smith Building Classroom and Sanger AT
Renovation; and the Capital Projects Status Report.

Mr. Pyon reported for the Student Affairs Committee. A Proposal to
Amend the Rules and Procedures document was presented. After discussion,
the Student Affairs Committee recommended to the full Board the approval of the
proposal to Amend the Rules and Procedures document with one member
opposed. The following items were presented to the Student Affairs Committee
for information: Student Health Insurance; Student Housing; Enrollment Report;
and Admissions Activities.

The Proposal to Amend the Rules and Procedures document was
removed from the Consent Agenda for further discussion. The proposed
revisions would allow VCU to impose the sanctions of the Rules and Procedures
document for certain conduct off campus. After discussion, and on motion made
and seconded, the Board approved the proposal to Amend the Rules and
Procedures document with one Board member opposed.

On motion made and seconded, the following Consent Agenda Items were
approved:

Board of Visitors
Minutes of a Meeting held February 12, 2004
Resolution Regarding Faculty Salaries
Proposed Dental Faculty Practice Earnings Increase 2004-05
Academic and Health Affairs Policy Committee
Minutes of a Meeting held February 11, 2004
Proposal to Change the Department Name from the Department of Family Practice to the Department of Family Medicine
Proposal to Change the Organizational Structure in the School of Engineering
Proposal to Create a School of Public Health within the School of Medicine and to rename the Department of Preventive Medicine and Community Health to the Department of Epidemiology and Community Health
Proposal for a Five-Year B.S. - M.S. in Sociology
Proposal to Rename the School of Graduate Studies to the Graduate School and to Adopt Bylaws for the Graduate School
Faculty Bylaws (as amended)
Amendment to the Board of Visitors Policy on Conflict of Interest Act

Audit Committee
Minutes of a Meeting held February 12, 2004

Executive Committee
Minutes of a Meeting held April 15, 2004

External Relations
Minutes of a Meeting held February 11, 2004

Finance, Investment and Property Committee
Minutes of a Meeting held February 11, 2004
Resolution: Massey Cancer Center Development and Financing Agreement (see resolution below)
Architect Engineer Selection: Department of Biomedical Engineering Renovation
Memorandum of Understanding: Exchange of Public Property between VCU and the City of Richmond

Student Affairs Committee
Minutes of a Meeting held February 11, 2004

VIRGINIA COMMONWEALTH UNIVERSITY
Resolution Authorizing Agreement with the Medical College of Virginia Foundation

WHEREAS, Virginia Commonwealth University (the "University") desires to develop and construct an addition to the Massey Cancer Center (the "Project"); and

WHEREAS, the Medical College of Virginia Foundation (the "Foundation") supports the Project; and

WHEREAS, a portion of the cost of the Project is expected to be financed with proceeds of bonds issued by the Virginia College Building Authority ("VCBA")
and the University will deliver to VCBA its promissory note (the "Obligation") in the amount of such bonds; and

WHEREAS, the University expects to enter into a Development and Financing Agreement (the "Agreement") with the Foundation with respect to the Project obligating the Foundation, among other things, to pay all debt service on the Obligation; and

WHEREAS, the plans for the Project and the expected contents of the Agreement have been presented to this meeting of the Board of Visitors (the "Board") of the University.

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

1. The Board hereby approves the Project and authorizes the Senior Vice President for Finance and Administration to approve the terms and conditions of the Agreement and any other agreement with the Foundation in relation to the Project and the Obligation. The officers of the University are authorized and directed to execute and deliver the Agreement and such other agreements to the Foundation.

2. The appropriate officers and employees of the University, as authorized by the Senior Vice President for Finance and Administration, any of whom may act, are hereby authorized to take all such actions as may be necessary or desirable in connection with the development, construction, equipping, and financing of the Project. The appropriate officers of the University, as authorized by the Senior Vice President for Finance and Administration, are hereby authorized and directed to approve, execute, and deliver all certificates, documents, contracts, agreements, and other instruments, as they may consider necessary or desirable in connection with the Project.

3. All other acts of the officers of the University that are in conformity with the purposes and intent of this Resolution and in furtherance of the Project are hereby approved, ratified, and confirmed.

4. In the absence of the Senior Vice President for Finance and Administration, the President or the Provost and Vice President for Academic Affairs of the University may exercise all powers delegated by this Resolution solely to the Senior Vice President for Finance and Administration.

5. This Resolution shall be effective immediately.

On motion made and seconded, the Board accepted the Consent Agenda Information items.
Dr. Perkinson reported for the Nominating Committee for Rector. The Committee members are: Drs. Perkinson (Chair), Doswell and Romano; Mesdames Petera and Riddick and Mr. Rigsby. The Committee recommended that Dr. Edward H. Bersoff be elected Rector to the Board of Visitors. On motion made and seconded, the Board approved the election of Dr. Edward H. Bersoff as Rector to the Board effective July 1, 2004.

Dr. Perkinson appointed the following Board members to serve with the Rector and Rector-elect on the Nominating Committee for Officers and Executive Committee: Drs. Doswell and Romano; and Ms. Riddick.

Dr. Perkinson reappointed Mr. Philip Thompson, Sr. and appointed Dr. Bersoff and Dr. Doswell to serve on the Board of Directors of the VCU Health System Authority.

Dr. Trani recommended to the Board the appointment of Dr. Judith Lewis as the non-voting faculty member representative to the Board and Dr. Robert L. Andrews as the alternate non-voting faculty member representative to the Board. On motion made and seconded, the Board approved the appointment of Dr. Judith Lewis as the non-voting faculty member representative to the Board and Dr. Robert L. Andrews as the alternate non-voting faculty member representative to the Board.

On motion made and seconded, the Board convened into closed session to discuss certain personnel matters and matters relating to the appointment, promotion, performance and salaries of identifiable employees and faculty of VCU, including the Faculty Appointments and Changes in Status and other
Personnel Actions, Promotion and Tenure Recommendations, the VCU Clinical Faculty Salaries for the School of Medicine for 2004-2005; and to discuss the evaluation of performance of departments or schools of VCU where such evaluations necessarily involve discussion of the performance of specific individuals, including Audit Reports of individually identified departments and/or schools; and to consult with legal counsel and receive briefings from staff members regarding certain legal matters and actual or probable litigation relating to the aforementioned Audit Reports, where such consultation or briefings in open session would adversely affect the negotiating or litigating position of VCU; to discuss the acquisition or use of real property for public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of VCU, including the acquisition of property on or adjacent to the Academic Campus, the acquisition of property in the Virginia Biotechnology Research Park, the acquisition of property on or adjacent to the Monroe Campus and the sale of properties on or adjacent to the VCU Medical Center; and to consult with legal counsel pertaining to actual and probable litigation, and other specific legal matters requiring the provision of legal advice or counsel, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of VCU; to discuss matters relating to gifts, bequests, and fund-raising activities, including consideration of the Named Funds Report and Facility Naming Recommendations, and an update on the development activities as au-
authorized by Section 2.2-3711 A(1), A(3), A(7) and A(8) of the Virginia Freedom of Information Act.

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

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

**Roll Call Vote**

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<tr>
<th>Name</th>
<th>Ayes</th>
<th>Nays</th>
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<tr>
<td>Dr. W. Baxter Perkinson, Jr., Rector</td>
<td>X</td>
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<td>Mr. Ralph L. &quot;Bill&quot; Axselle, Jr.</td>
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<td>Mr. David G. Baldacci</td>
<td>Absent</td>
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<td>Dr. Edward H. Bersoff</td>
<td>X</td>
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<tr>
<td>Dr. John C. Doswell II</td>
<td>X</td>
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<tr>
<td>Mrs. Anne P. Petera</td>
<td>X</td>
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<tr>
<td>Mr. Harold Y. Pyon</td>
<td>X</td>
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<tr>
<td>Mrs. Anne J. G. &quot;Panny&quot; Rhodes</td>
<td>X</td>
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<td>Ms. E. Janet Riddick</td>
<td>X</td>
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<td>Mr. Robert E. Rigsby</td>
<td>X</td>
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<td>Mr. Richard T. Robertson</td>
<td>X</td>
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<td>Dr. Michele A. Romano</td>
<td>X</td>
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<tr>
<td>Mr. Thomas G. Rosenthal</td>
<td>X</td>
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<tr>
<td>Dr. Carol S. Shapiro</td>
<td>X</td>
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<tr>
<td>Mr. G. Bryan Slater</td>
<td>Absent</td>
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<tr>
<td>Mr. Philip Thompson, Sr.</td>
<td>X</td>
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**Vote:**

Ayes: 13  
Nays: 0

ABSENT DURING MEETING: 2  
ABSENT DURING VOTING: 3

On motion made and seconded, the Board accepted the Report of the President; approved the Faculty Appointments and Changes in Status and other
Personnel Actions as amended; approved the Named Funds Report and Facility Naming Recommendations as amended; approved the Promotion and Tenure Recommendations; approved the VCU Clinical Faculty Salaries for the School of Medicine 2004-2005; concurred with the Acquisition of Property on or adjacent to the Academic Campus; approved the acquisition of property in whole or in part in the Virginia Biotechnology Research Park; concurred with the acquisition of Property on or adjacent to the Monroe Campus; approved the sale of properties on or adjacent to the VCU Medical Center; accepted the closed session Committee Reports; and accepted the Report of the General Counsel.

The meeting was adjourned at 12:15 p.m.

Michele A. Romano, Secretary

Edward H. Bersoff, Rector