

# Board of Visitors

Quarterly Meeting

February 14, 2020

**RADFORD UNIVERSITY**

---

Board of Visitors

# RADFORD UNIVERSITY

Board of Visitors

## QUARTERLY MEETING

9 A.M. \*\*

FEBRUARY 14, 2020

MARY ANN JENNINGS HOVIS MEMORIAL BOARD ROOM  
THIRD FLOOR, MARTIN HALL, RADFORD, VA

### **DRAFT** **AGENDA**

- **CALL TO ORDER** Mr. Robert A. Archer, *Rector*
- **APPROVAL OF AGENDA** Mr. Robert A. Archer, *Rector*
- **APPROVAL OF MINUTES** Mr. Robert A. Archer, *Rector*
  - December 6, 2019
- **RECOGNITION** Mr. Robert A. Archer, *Rector*
- **PRESIDENT'S REPORT** Dr. Brian O. Hemphill, *President*
- **ACADEMIC EXCELLENCE AND RESEARCH COMMITTEE** Dr. Thomas Brewster, *Vice Chair*
  - Report to the Board of Visitors
- **BUSINESS AFFAIRS AND AUDIT COMMITTEE** Mr. Gregory A. Burton, *Chair*
  - Report to the Board of Visitors
  - Approval of Resolution Certifying Compliance with the Radford University Debt Management Policy
  - Approval of Resolution of Public-Private Education and Infrastructure Act (PPEA) Guidelines
- **GOVERNANCE, ADMINISTRATION AND ATHLETICS COMMITTEE** Dr. Rachel D. Fowlkes, *Vice Chair*
  - Report to the Board of Visitors
- **STUDENT SUCCESS COMMITTEE** Dr. Debra McMahon, *Chair*
  - Report to the Board of Visitors
- **UNIVERSITY ADVANCEMENT, UNIVERSITY RELATIONS AND ENROLLMENT MANAGEMENT COMMITTEE** Ms. Lisa Throckmorton, *Vice Chair*
  - Report to the Board of Visitors



- **REPORT TO THE BOARD OF VISITORS FROM THE STUDENT REPRESENTATIVE TO THE BOARD** Mr. Breon Case, *Student Representative to the Board of Visitors*
- **REPORT ON THE RADFORD UNIVERSITY FOUNDATION** Ms. Georgia Anne Snyder-Falkinham, *BOV Liaison to RU Foundation*
- **GOVERNMENT RELATIONS UPDATE** Ms. Lisa Ghidotti, *Executive Director of Government Relations*
- **CLOSED SESSION** Mr. Robert A. Archer, *Rector*  
Virginia Freedom of Information Act §2.2-3711 (A) (2), (3), (4), (6), (7) and (29)
- **OTHER BUSINESS** Mr. Robert A. Archer, *Rector*
  - The Founders Society
- **ANNOUNCEMENTS** Mr. Robert A. Archer, *Rector*
  - **Meeting Dates**
    - April 30 – May 1, 2020
    - August 3-6, 2020 Retreat
    - September 10-11, 2020
    - December 3-4, 2020
- **ADJOURNMENT** Mr. Robert A. Archer, *Rector*

\*\*All start times are approximate only. The Board meeting either may begin before or after the listed approximate start time as Board members are ready to proceed.

### **BOARD MEMBERS**

Mr. Robert A. Archer, Rector  
 Mr. James R. Kibler, Jr.  
 Dr. Thomas Brewster  
 Dr. Jay A. Brown  
 Mr. Gregory A. Burton  
 Ms. Krisha Chachra  
 Dr. Rachel D. Fowlkes  
 Dr. Susan Whealler Johnston  
 Mr. Mark S. Lawrence  
 Dr. Debra K. McMahan  
 Ms. Karyn K. Moran  
 Ms. Nancy Angland Rice  
 Mr. David A. Smith  
 Ms. Georgia Anne Snyder-Falkinham  
 Ms. Lisa Throckmorton

# February 2020 Meeting Materials

**RADFORD UNIVERSITY**

---

Board of Visitors

## Radford University Board of Visitors

February 14, 2020

### Action Item Compliance with Debt Management Policy

#### Item:

Adoption of a Resolution certifying that Radford University is in compliance with its Debt Management Policy. In addition, this certification is required annually by the Secretary of Finance for the Commonwealth of Virginia as part of Institutional Performance reporting.

#### Background:

The 2005 Session of the General Assembly adopted, and the Governor signed, legislation that provides Radford University and all other public colleges and universities in the Commonwealth the opportunity to attain certain authority and autonomy to manage its academic and administrative affairs more efficiently and effectively through implementation of the Restructured Higher Education Financial and Administrative Operations Act. At its meeting on June 30, 2005, the Radford University Board of Visitors approved a Resolution of Commitment allowing the University to exercise restructured financial and operational authority as identified in the Restructuring Act.

The 2015 Virginia Acts of Assembly, Chapter 665 includes a requirement in the General Provisions related to Higher Education Restructuring. §4-9.01 requires, in part, that: *“Consistent with §23-9.6:1.01 [recodified as §23.1-206], Code of Virginia, the following education-related and financial and administrative management measures shall be the basis on which the State Council of Higher Education shall annually assess and certify institutional performance. Such certification shall be completed and forwarded in writing to the Governor and the General Assembly no later than October 1 of each even-numbered year. Institutional performance on measures set forth in paragraph D of this section shall be evaluated year-to-date by the Secretaries of Finance, Administration, and Technology as appropriate, and communicated to the State Council of Higher Education before October 1 of each even-numbered year. Financial benefits provided to each institution in accordance with § 2.2-5005 will be evaluated in light of that institution’s performance.”*

The Secretary of Finance collects information to fulfill the reporting requirements as they relate to paragraph D-Financial and Administrative Standards, specifically §4-9.01 d.2. which states: *“Institution complies with a debt management policy approved by its governing board that defines the maximum percent of institutional resources that can be used to pay debt service in a fiscal year, and the maximum amount of debt that can be prudently issued within a specified period.”* To assess this measure, the Secretary of Finance is seeking a statement from the Board of Visitors certifying Radford University’s compliance with said policy and the effective date of that policy.

Schedule A below provides the required ratio calculation and demonstrates the University is in compliance with its Debt Management Policy. Currently, as disclosed in the 2019 unaudited annual financial statements, the University’s debt obligations including affiliated foundation total \$102,048,642 which is mainly attributable to the Student Recreation and Wellness Center, Renovations of four Residence Hall projects, and the affiliated foundation property acquisition.

<b>Schedule A</b>				
<b>RADFORD UNIVERSITY DEBT MANAGEMENT POLICY RATIO</b>				
The calculation reflects June 30, 2019 unaudited Financial Statements for Total Operating Expenses (as defined in the University’s Debt Management Policy); however, Annual Debt Service reflects expected payments as of June 30, 2020.				
<b>Board Approved Ratios</b>	<b>Range</b>	<b>Formula</b>	<b>Unaudited Financial Statements as of 6/30/2019</b>	
<b><u>Debt Burden Ratio</u></b> Max Annual Debt Service as % of Operating Expenses	<b>&lt; 7%</b>	$\frac{\text{Annual Debt Service}^*}{\text{Total Operating Expenses}^*}$	\$5,806,579	2.35%
			\$247,581,113	

\* Ratio includes Radford University Foundation

The Debt Management Policy also identifies that an annual report shall be prepared for review by the Board of Visitors. The notes to the annual financial statements provide the required elements to comply with the Debt Management Policy. Below are the Financial Statement Notes related to outstanding obligations that were prepared for the year ending June 30, 2019 (unaudited):

**NOTE 6: Long-Term Debt**

**Notes Payable—Pooled Bonds**

The University issued 9(d) bonds by participating in the Public Higher Education Financing Program (Pooled Bond Program) created by the Virginia General Assembly in 1996. Through the Pooled Bond Program, the Virginia College Building Authority (VCBA) issues 9(d) bonds and uses the proceeds to purchase debt obligations (notes) of the University and various other institutions of higher education. The University’s general revenue secures these notes. The composition of notes payable at June 30, 2019, is summarized as follows:

Notes Payable - Pooled Bonds:	<u>Interest Rates at Issuance</u>	<u>Maturity at Issuance</u>
Student Fitness Center		
Series 2009B, \$3.720 million par amount	2.00% - 5.00%	September 1, 2029
Series 2016A, \$2.285 million par amount – partial refunding of Series 2009B	3.00% - 5.00%	September 1, 2029
Series 2011A, \$4.235 million par amount	3.00% - 5.00%	September 1, 2031
Series 2012B, \$11.155 million par amount	3.00% - 5.00%	September 1, 2032
Series 2013A, \$4.865 million par amount	2.00% - 5.00%	September 1, 2033

### **Bonds Payable—9c**

The University has issued bonds pursuant to section 9(c) of Article X of the Constitution of Virginia. Section 9(c) bonds are general obligation bonds issued by the Commonwealth of Virginia on behalf of the University. They are secured by the net revenues of the completed project and the full faith, credit and taxing power of the Commonwealth of Virginia.

The composition of bonds payable at June 30, 2019, is summarized as follows:

Bonds Payable - 9c:	<u>Interest Rates at Issuance</u>	<u>Maturity at Issuance</u>
Renovation of Washington Hall (residence hall)		
Series 2013A, \$5.040 million par amount	2.00% - 5.00%	June 1, 2033
Renovation of Pocahontas, Bolling, Draper (residence halls)		
Series 2014A, \$11.080 million par amount	2.00% - 5.00%	June 1, 2034
Series 2015A, \$8.820 million par amount	2.00% - 5.00%	June 1, 2035
Series 2016A, \$7.160 million par amount	3.00% - 5.00%	June 1, 2036

### **Installment Purchase Obligations**

The University completed obligations under an installment purchase agreement initiated in January 2009 during FY19. The capitalized value of the asset purchased under this installment purchase agreement is \$114,460 and the repayment term is 10 years at an interest rate of 2.087 percent. The last payment was made in FY19 so the balance is now \$0.

A summary of changes in long-term debt for the year ending June 30, 2019, is presented as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Current Portion	Noncurrent Portion
Governmental activities:						
Notes payable – pooled bonds	\$21,145,688	\$ -	\$1,141,274	\$20,004,414	\$1,030,000	\$18,974,414
Bonds payable - 9c	31,235,617	-	1,364,684	29,870,933	1,260,000	28,610,933
Installment purchase obligations	12,566	-	12,566	-	-	-
*Total long-term debt	\$52,393,871	\$ -	\$2,518,524	\$49,875,347	\$2,290,000	\$47,585,347

\*No amounts considered direct borrowings or direct placements.

Future principal and interest payments on long-term debt are as follows:

Fiscal Year Ending	Governmental Activities			
	Notes Payable Pooled Bonds		Bonds Payable - 9c	
	Principal	Interest	Principal	Interest
30-Jun-20	1,030,000	698,006	1,260,000	1,059,500
30-Jun-21	1,085,000	650,181	1,320,000	996,500
30-Jun-22	1,135,000	596,731	1,395,000	930,500
30-Jun-23	1,190,000	539,681	1,465,000	860,750
30-Jun-24	1,250,000	482,006	1,530,000	787,500
2025-2029	6,965,000	1,679,434	8,695,000	2,917,025
2030-2034	5,705,000	405,325	10,000,000	1,246,988
2035-2036	-	-	1,625,000	63,900
Unamortized Premium	1,644,415	-	2,580,932	-
Total	\$20,004,415	\$5,051,364	\$29,870,932	\$8,862,663

## Long-Term Debt Defeasance

During fiscal year 2017, the Commonwealth of Virginia, on behalf of the University, issued pooled bonds Series 2016A for \$2,285,000 with interest rates of 3.0 to 5.0% to advance refund \$2,305,000 of Series 2009B pooled bonds. The bonds, issued at a premium of \$470,852, are used to provide funds for debt service savings for the Commonwealth. The net proceeds were deposited in an irrevocable trust with an escrow agent to provide for future debt service payments on the refunded bonds.

The advanced refunding resulted in a deferred accounting loss of \$296,927 for the University, which is being amortized to interest expense over the life of the new debt. At June 30, 2019, \$229,273 of the unamortized deferred loss is reported on the Statement of Net Position as a deferred outflow of resources. The defeasance will reduce the University's total debt service obligation by \$184,341 over 13 years. The debt service savings discounted at a rate of 1.849% results in an economic gain of \$167,810.

For financial reporting purposes, these notes payables are considered an in-substance defeasance and have therefore been removed from the long-term debt payable line item of the Statement of Net Position. The assets in escrow have similarly been excluded. On June 30, 2019, \$2,305,000 from Series 2009B 9(d) VCBA pooled bonds was considered defeased and outstanding.

### **NOTE 19E: Component Unit Financial Information**

---

The following is a summary of the outstanding notes payable at June 30, 2019:

Note payable in monthly installments calculated on a 10-year amortization with a balloon payment of remaining amount in May 2020, interest payable at LIBOR plus 1.48 percent (3.91% and 3.585% at June 30, 2019 and 2018, respectively). Unsecured.	\$333,792
Note payable in monthly installments of \$2,601 through November 2020, interest payable at 1.54%. Secured by deposit accounts maintained by and investment property held with the institution.	43,520
Notes payable in monthly installments calculated on a 25-year amortization with a balloon payment of remaining amount in May 2021, with Interest payable at LIBOR plus 0.82 (3.22% and 2.91% at June 30, 2019 and 18, respectively). Secured by real estate and deposit accounts maintained by and investment property held with the institution. Additionally, secured by an assignment of leases and rents.	397,911
Notes payable in monthly installments calculated on a 25-year amortization with a balloon payment of remaining amount in May 2023, with Interest payable at LIBOR plus 0.82 (3.22%	446,379

and 2.91% at June 30, 2019 and 2018 respectively). Secured by real estate and deposit accounts maintained by and investment property held with the institution. Additionally, secured by an assignment of leases and rents.

Notes payable in monthly Interest only payments through April 2020, then monthly Installments calculated on a 23-year amortization with a balloon payment of the remaining amount In April 2025. Interest payable at LIBOR plus 0.82 (3.26% and 2.91% at June 30, 2019 and 2018, respectively). Secured by real estate and deposit accounts maintained by and investment property held with the institution. Additionally, secured by an assignment of leases and rents. 22,500,000

Notes payable in monthly Interest only payments through April 2020, then monthly installments calculated on a 23-year amortization with a balloon payment of remaining amount In April 2025. Interest payable at 4.20%. Secured by real estate and deposit accounts maintained by and investment property held with the institution. Additionally, secured by an assignment of leases and rents. 10,000,000

Notes payable in monthly installments on a 15-year amortization with a balloon payment of remaining amount in June 2024, Interest payable at 3.72%. Secured by real estate and deposit accounts maintained by and investment property held with the institution. Additionally, secured by an assignment of leases and rents. Secured by real estate and assignment of leases and rent. 210,000

Total long-term debt \$33,931,602

Future principal payments on notes payable for years ending June 30 are as follows:

2020	\$569,660
2021	1,449,703
2022	1,087,670
2023	1,500,434
2024 and thereafter	<u>29,324,135</u>
Total long-term debt	<u><u>\$33,931,602</u></u>

Notes payables are subject to certain affirmative and negative covenants. Management believes the Foundation has complied with all covenants as of June 30, 2019.

**Action:**

Board of Visitors adoption of a Resolution of Compliance with the Radford University Debt Management Policy.



**Radford University Board of Visitors  
Resolution  
Compliance with Debt Management Policy**

**WHEREAS**, the 2005 Session of the General Assembly adopted, and the Governor signed, legislation that provides Radford University and all other public colleges and universities in the Commonwealth the opportunity to attain certain authority and autonomy to manage its academic and administrative affairs more efficiently and effectively through implementation of the Restructured Higher Education Financial and Administrative Operations Act, and

**WHEREAS**, on June 30, 2005, the Radford University Board of Visitors approved a Resolution of Commitment allowing the University to exercise restructured financial and operational authority as identified in the Restructuring Act, and

**WHEREAS**, the Governor has established financial and management measures on which annual assessment and certification of institutional performance will be evaluated, and

**WHEREAS**, the financial and management measures require the Radford University Board of Visitors to approve a Debt Management Policy, and

**WHEREAS**, the Radford University Board of Visitors approved such Debt Management Policy at its March 30, 2007, meeting; revisions to this policy were approved by the Board of Visitors at its August 23, 2007, November 12, 2010, and February 8, 2012 meetings, and

**WHEREAS**, Schedule A demonstrates that the University meets the requirements outlined in the Debt Management Policy; and

**WHEREAS**, the Board of Visitors must annually certify Radford University's compliance with the approved Debt Management Policy to the Secretary of Finance for the Commonwealth of Virginia;

**NOW, THEREFORE, BE IT RESOLVED**, this resolution approved by the Radford University Board of Visitors certifies that the University is in compliance with its Debt Management Policy.

# **RADFORD UNIVERSITY BOARD OF VISITORS**

**February 14, 2020**

## **Action Item**

### **Approval of the Radford University Guidelines for Projects under PPEA**

#### **Item:**

Approval of the Radford University Guidelines for Projects under the Public-Private Education Facilities and Infrastructure Act of 2002.

#### **Background:**

The Public-Private Education Facilities and Infrastructure Act of 2002 (PPEA), as amended is the legislative framework enabling departments, agencies and institutions of the Commonwealth of Virginia, as well as local governments and certain other public bodies, to enter agreements authorizing private entities to develop and/or operate qualifying projects as defined in the Act.

The Act grants responsible public entities authority to create public-private partnerships for development of a wide range of projects for public use if the public entities determine there is a need for such projects and that private involvement may provide the project in a more timely or cost-effective fashion, lead to productivity or efficiency improvements in the public entities' processes or delivery of services, considering, among other things, the probable scope, complexity or priority of the project; risk sharing including guaranteed cost or completion guarantees; added value or debt or equity investments proposed by the private entity; or an increase in funding, dedicated revenue source or other economic benefit that would not otherwise be available.

Responsible public entities are required to adopt and make publicly available guidelines that are sufficient to enable the public entity to comply with the requirements of the PPEA. Accordingly, these guidelines have been created to be approved by the Radford University Board of Visitors. The University will follow these guidelines in the review and acceptance of proposals and projects.

#### **Action:**

Radford University Board of Visitors approval of the Radford University Guidelines for Projects under the Public-Private Education Facilities and Infrastructure Act of 2002, as presented.

**Radford University Board of Visitors  
RESOLUTION**

*Approval of the Radford University Guidelines for Projects under PPEA*  
**February 14, 2020**

**BE IT RESOLVED**, the Radford University Board of Visitors approves the Radford University Guidelines for Projects under the Public-Private Education Facilities and Infrastructure Act of 2002, as presented in Appendix A.

# **Radford University**

## **Guidelines for Projects**

**Under the**

**Public-Private Education Facilities and  
Infrastructure Act of 2002, as Amended  
(PPEA)**

## Table of Contents

I.	INTRODUCTION .....	1
II.	GENERAL PROVISIONS .....	2
A.	<u>Proposal Submission</u> .....	2
B.	<u>Affected Jurisdictions</u> .....	3
C.	<u>Proposal Review Fee</u> .....	4
D.	<u>Freedom of Information Act</u> .....	4
E.	<u>Use of Public Funds</u> .....	6
F.	<u>Applicability of Other Laws</u> .....	6
III.	SOLICITED PROPOSALS .....	6
IV.	UNSOLICITED PROPOSALS .....	7
A.	<u>Decision to Accept and Consider Unsolicited Proposal; Notice</u> .....	7
B.	<u>Posting Requirements</u> .....	8
C.	<u>Initial Review by the University at the Conceptual Stage (Part 1)</u> .....	9
V.	PROPOSAL PREPARATION AND SUBMISSION .....	10
A.	<u>Format for Submissions at Conceptual Stage (Part 1)</u> .....	10
B.	<u>Format for Submissions at Detailed Stage (Part 2)</u> .....	15
VI.	PROPOSAL EVALUATION AND SELECTION CRITERIA .....	16
A.	<u>Qualifications and Experience</u> .....	16
B.	<u>Project Characteristics</u> .....	17
C.	<u>Project Financing</u> .....	18
D.	<u>Public Benefit and Compatibility</u> .....	18
E.	<u>Other Factors</u> .....	18
VII.	PUBLIC-PRIVATE PARTNERSHIP OVERSIGHT COMMISSION .....	19
VIII.	INTERIM AND COMPREHENSIVE AGREEMENTS .....	19
A.	<u>Interim Agreement Terms</u> .....	19
B.	<u>Comprehensive Agreement Terms</u> .....	20
C.	<u>Notice and Posting requirements</u> .....	22
IX.	GOVERNING PROVISIONS .....	23
X.	TERMS AND DEFINITIONS .....	24

## I. INTRODUCTION

The Public-Private Education Facilities and Infrastructure Act of 2002, as amended<sup>1</sup> (the Act, or PPEA) is the legislative framework enabling agencies of the Commonwealth of Virginia to enter into agreements authorizing private entities (sometimes referred to herein as “Private Partner” or “Contractor”) to develop and/or operate qualifying projects as defined in the Act. The guidelines and procedures presented in this document were developed pursuant to the requirements of Virginia Code § 56-575.3:1 and 56-575.16. The guidelines and procedures also guide private entities who wish to partner with Agencies in undertaking projects pursuant to the Act.

The Act grants responsible public entities, which include the University, authority to create public-private partnerships for development of a wide range of projects for public use if the public entities determine there is a need for such projects and that private involvement may provide the project in a more timely or cost-effective fashion. Development of projects that lead to productivity or efficiency improvements in the public entities’ processes or delivery of services, considering, among other things, the probable scope, complexity or priority of the project; risk sharing including guaranteed cost or completion guarantees; added value or debt or equity investments proposed by the private entity; or an increase in funding, dedicated revenue source or other economic benefit that would not otherwise be available, may also be pursued.

Virginia Code §56-575.16.2, provides, in part: “When the responsible public entity determines to proceed according to the guidelines adopted by it pursuant to this subdivision, it shall state the reasons for its determination in writing. If a state agency is the responsible public entity, the approval of the responsible Governor's Secretary, or the Governor, shall be required before the responsible public entity may enter into a comprehensive agreement pursuant to this subdivision.” Agencies may enter an interim agreement or a comprehensive agreement under the Act, if they are so advised, only after the Governor or responsible Cabinet Secretary has approved proceeding to the Detailed Stage (Part 2) of the PPEA process. With such approval, the head of the Agency, or the Agency’s Board, if applicable, may approve entering the interim and/or comprehensive agreement.

In order for a project to come under the Act, it must meet the definition of a "qualifying project." The Act contains a broad definition of “qualifying project” that includes public buildings and facilities of all types, and certain infrastructure and services such as:

---

<sup>1</sup> Va. Code §§56-575.1 through 56-575.18

- (i) An education facility, including, but not limited to, a school building, any functionally-related and subordinate facility (a stadium, for example), land appurtenant to a school building, and any depreciable property provided for use in a school facility that is operated as part of the public school system or as an institution of higher education;
- (ii) A building or facility that meets a public purpose and is developed or operated by or for any public entity;
- (iii) Improvements, together with equipment, necessary to enhance public safety and security of buildings to be principally used by a public entity;
- (iv) Utility and telecommunications and other communications infrastructure;
- (v) A recreational facility;
- (vi) Technology infrastructure and services, including, but not limited to, telecommunications, automated data processing, word processing and management information systems, and related information, equipment, goods and services;
- (vii) Technology, equipment, or infrastructure designed to deploy wireless broadband services to schools, businesses, or residential areas; or
- (viii) Any improvements necessary or desirable to any unimproved locally or state-owned real estate.

Although guidance with regard to the application of the Act is provided in this document, it is incumbent upon all entities, both public and private, to comply with the provisions of the Act and other applicable laws. In the event that the Act is amended in a manner that either conflicts with these guidelines or concerns material matters not addressed by these guidelines, then these guidelines shall be interpreted in a manner to conform to the new law.

The Act defines "responsible public entity" (RPE) to include any public entity that has the power to develop or operate the applicable qualifying project. Responsible public entities are required to adopt and make publicly available guidelines that are sufficient to enable the public entity to comply with the requirements of the Act. Accordingly, the Radford University Board of Visitors has adopted these guidelines, and the University will follow these guidelines in the review and acceptance of proposals.

## **II. GENERAL PROVISIONS**

### **A. Proposal Submission**

Proposals may be invited through solicitation or they may be considered when delivered by a private entity on an unsolicited basis. In either case, any such proposal shall be clearly identified as a "PPEA Proposal." The requirements for any particular solicited proposal shall be as specified in the solicitation by the University for that proposal and shall be consistent with all applicable provisions of the Act. Any unsolicited proposal shall be submitted to the University by delivering ten copies, together with any required review fee, to the Vice President for Finance and Administration. Proposers must follow a two-part submission process consisting of an initial Conceptual Stage (Part 1) and, after approval of the conceptual

stage, a Detailed Stage (Part 2). Part 1 should contain specified information regarding the proposer's qualifications and experience, project characteristics, project financing, anticipated public support or opposition, or both, and project benefit and compatibility. Part 2 should contain specified deliverables, namely project benefits, scope of work, and a financial plan that contains enough specificity so that the University may fairly evaluate the financial feasibility of the qualified project.

Proposals should be prepared simply and economically, providing a concise description of the proposer's capabilities to complete the proposed qualifying project and the benefits to be derived from the project. Benefits to be considered are those occurring during the construction, renovation, expansion or improvement phase and during the life cycle of the project. Proposals should include a comprehensive scope of work and a financial plan for the project that contains enough detail to allow analysis of the proposed project's financial feasibility. The Act is a flexible development tool that allows use of innovative financing techniques. Financing options might include the use of special purpose entities, sale and lease-back transactions, enhanced use leasing, property exchanges, development agreements, conduit financing, and other methods allowed by law. However, the cost analysis of a proposal should not be linked solely to the financing plan as the University may determine to finance the project through other available means.

The Act is intended to encourage proposals from the private sector that offer the assumption of commensurate risk by the private partner through innovative approaches to project financing, development, and/or use. The University will exercise full and proper due diligence in the evaluation and selection of private entities to carry out the proposals. In this regard, the qualifications, capabilities, resources, and other attributes of a prospective private partner and its entire team will be carefully examined for every project. Private entities proposing projects shall be held strictly accountable for representations regarding their qualifications, experience, and any other content of their proposals, including all aspects of work to be performed.

#### **B. Affected Jurisdictions**

Under the Va. Code § 56-575.6, any private entity requesting approval from or submitting a proposal to the University must provide each affected jurisdiction a copy of the private entity's request or proposal. The private entity is responsible for documenting delivery of the request or proposal.

Affected jurisdictions that are not RPE's under the proposed qualifying project shall have 60 days from the receipt of the request or proposal to submit written comments to the University, and to indicate whether the proposed qualifying project is compatible with (i) the local comprehensive plan, (ii) local infrastructure development plans, or (iii) capital improvements budget or other government spending plan. Comments received by the University within the 60-day period shall be considered in evaluating the request or proposal; however, no negative inference shall be drawn from the absence of comment by an affected jurisdiction.



In providing the request or proposal to the affected local jurisdiction, the private entity may withhold information that the University has deemed to be confidential and not subject to release under the Freedom of Information Act, in accordance with Section II.D of these Guidelines.

### **C. Proposal Review Fee**

The University shall receive an analysis of any proposal from appropriate internal staff or outside advisors or consultants with relevant experience in determining whether to enter into an agreement with the private entity. The University may charge a fee to the private entity to cover the costs of processing, reviewing, and evaluating any unsolicited proposal or competing unsolicited proposal submitted under the Act, including a fee to cover the costs of outside attorneys, consultants, and financial advisors. Any fee charged for such review of an unsolicited proposal will be reasonable in comparison to the level of expertise required to review the proposal and will not be greater than the direct costs associated with evaluating the proposed qualifying project. "Direct costs" may include (i) the cost of staff time required to process, evaluate, review, and respond to the proposal and (ii) the out-of-pocket costs of attorneys, consultants, and financial advisors.

The proposal fee may cover all or part of the initial review process. The University may require a proposal fee in an amount sufficient to cover all anticipated direct costs associated with evaluating the proposal, or may require a smaller initial processing fee with an additional proposal fee to be charged should the project proceed beyond the initial review.

### **D. Freedom of Information Act**

#### 1. General applicability of disclosure provisions:

Proposal documents submitted by private entities are generally subject to the Virginia Freedom of Information Act ("FOIA") except that § 2.2-3705.6 (11) exempts certain documents from public disclosure. FOIA exemptions, however, are discretionary, and the University may elect to release some or all of documents except to the extent the documents are:

- a. Trade secrets of the private entity as defined in the Uniform Trade Secrets Act (§ 59.1- 336 et seq.);
- b. Financial records of the private entity that are not generally available to the public through regulatory disclosure or otherwise, including but not limited to, balance sheets and financial statements; or
- c. Other information submitted by a private entity, where if the record or document were made public prior to the execution of an interim or comprehensive agreement the financial interest or bargaining position of the public or private entity would be adversely affected.

Additionally, to the extent access to proposal documents submitted by private entities are compelled

or protected from disclosure by a court order, the University must comply with the provisions of such order.

2. Protection from mandatory disclosure for certain documents submitted by a private entity:

Before a document of a private entity may be withheld from disclosure, the private entity must make a written request to the University at the time the documents are submitted that designates with specificity the documents for which the protection is being sought and a clear statement of the reasons for invoking the protection with reference to one or more of three classes of records listed in Section II.D.1.

Upon the receipt of a written request for protection of documents, the University shall determine whether the documents contain (i) trade secrets, (ii) financial records, or (iii) other information that would adversely affect the financial interest or bargaining position of the University or private entity in accordance with Section II.D.1. The University shall make a written determination of the nature and scope of the protection to be afforded by the University under this subdivision. If the written determination provides less protection than requested by the private entity, the private entity shall be accorded an opportunity to withdraw its proposal. Nothing shall prohibit further negotiations of the documents to be accorded protection from release although what may be protected must be limited to the categories of records identified in Section II.D.1.

Once a written determination has been made by the University, the documents afforded protection under this subdivision shall continue to be protected from disclosure when in the possession of the University or any affected jurisdiction, or the Public Private Partnership Advisory Commission as provided for in §30-281, to which such documents are provided.

Cost estimates relating to a proposed procurement transaction prepared by or for the University shall not be open to public inspection.

If a private entity fails to designate trade secrets, financial records, or other confidential or proprietary information for protection from disclosure, such information, records or documents shall be subject to disclosure under FOIA.

3. Protection from mandatory disclosure for certain documents produced by the responsible public entity:

Memoranda, staff evaluations, or other records prepared by or for the University, its staff, or outside advisors or consultants exclusively for the evaluation and negotiation of proposals may be withheld from disclosure if the disclosure of such records required by the Act would adversely affect the financial interest or bargaining position of the University or private entity. The University must document the basis for the determination of adverse effect in writing.

4. The University may not withhold from public access:

- a. procurement records other than those subject to the written determination of the University;

- b. information concerning the terms and conditions of any interim or comprehensive agreement, service contract, lease, partnership, or any agreement of any kind executed by the University and the private entity;
- c. information concerning the terms and conditions of any financing arrangement that involves the use of any public funds; or
- d. information concerning the performance of any private entity developing or operating a qualifying project.

**E. Use of Public Funds**

Virginia constitutional and statutory requirements as they apply to appropriation and expenditure of public funds apply to any interim or comprehensive agreement entered into under the Act. Accordingly, the processes and procedural requirements associated with the expenditure or obligation of public funds shall be incorporated into planning for any PPEA project(s).

**F. Applicability of Other Laws**

Once an interim or comprehensive agreement has been executed, the University shall make available, upon request, procurement records in accordance with Va. Code §2.2-4342.

In soliciting or entertaining proposals under the PPEA, the University shall comply with all applicable federal, state, and local laws not in conflict with the Act. Likewise, in submitting proposals and in developing, executing or operating facilities under the Act, private entities shall comply with all applicable federal, state, and local laws. Such laws may include, but not necessarily be limited to, contractual obligations which require Workers Compensation insurance coverage, performance bonds, or payment bonds from approved sureties; compliance with the Virginia Prompt Payment Act; compliance with the Ethics in Public Contracting Act; and compliance with environmental laws, workplace safety laws, and state or local laws governing contractor or trade licensing, building codes, and building permit requirements.

Proposals should avoid the creation of state-supported debt; however, should a proposal include such debt, procedures to secure specific approval by the Governor, General Assembly, the Department of Planning and Budget, the Department of the Treasury, and any other appropriate entities must be included in the proposal. In addition, a clear and detailed alternative if such approval is not achieved must be provided.

While procedures incorporated in these guidelines are consistent with those of Virginia Code §§ 2.2-4301, under § 56-573.1 the selection process for solicited or unsolicited project proposals is not subject to the Virginia Public Procurement Act (§ 2.2-4300 et seq.).

**III. SOLICITED PROPOSALS**

The University may issue Request for Proposals (RFP) inviting proposals from private entities to develop and/or operate qualifying projects. The University shall use a two-part proposal process consisting

of an initial conceptual stage (Part 1) and a detailed stage (Part 2). The RFP shall invite qualified parties to submit proposals on individual projects identified by the University. In such case, the University shall set forth in the RFP the format and supporting information that is required to be submitted, consistent with the provisions of the Act.

The RFP will specify any information and documents required by the University and the factors that will be used in evaluating proposals. The RFP will also contain or incorporate by reference applicable Virginia standard terms and conditions, and should specify any unique capabilities or qualifications that will be required of the private entities. Pre-proposal conferences may be held as deemed appropriate by the University.

The RFP shall be posted on the Commonwealth's electronic procurement website eVA ([www.eva.virginia.gov](http://www.eva.virginia.gov)) and in such other public areas as may be regularly used for posting of public notices.

#### **IV. UNSOLICITED PROPOSALS**

The Act permits the University to consider unsolicited proposals received from private entities for development and/or operation of qualifying projects.

The University may publicize its needs and encourage interested parties to submit unsolicited proposals subject to the terms and conditions of the Act. When such proposals are received without issuance of an RFP, the proposal shall be treated as an unsolicited proposal under the Act.

##### **A. Decision to Accept and Consider Unsolicited Proposal; Notice**

1. The University reserves the right to reject any and all proposals at any time.
2. Upon receipt of any unsolicited proposal, or group of proposals, and payment of the required fee by the proposer or proposers, the University will determine whether to accept the unsolicited proposal for publication and conceptual stage consideration. If the University determines not to accept the proposal, it shall return the proposal, together with all fees and accompanying documentation, to the proposer.
3. If the University chooses to accept an unsolicited proposal for conceptual-stage consideration, it shall invite competing proposals by posting notices on the Commonwealth's electronic procurement website eVA ([www.eva.virginia.gov](http://www.eva.virginia.gov)) and in such other public areas as may be regularly used for posting of public notices. The notices shall be posted for such period as the University deems necessary and reasonable, but in no event less than 45 days. The University will publish, at least once, the same notice in one or more newspapers or periodicals of general circulation in the affected jurisdiction(s), providing notice of pending or potential action in not less than 45 days. The University shall provide for more than 45 days in situations where the scope or complexity of the original proposal warrants additional time for potential competitors to prepare proposals.

The notice shall state that the University (i) has received an unsolicited proposal under the Act, (ii) intends to evaluate the proposal, (iii) may negotiate an interim or comprehensive agreement with the proposer based on the proposal, and (iv) will accept for simultaneous consideration any competing proposals that comply with the procedures adopted by the University and the provisions of the Act. The notice will summarize the proposed qualifying project or projects, and identify their proposed locations. Copies of unsolicited proposals shall be available upon request, subject to the provisions of FOIA and § 56-575.4 G of the Act.

4. To ensure that sufficient information is available upon which to base the development of a serious competing proposal, representatives of the University familiar with the unsolicited proposal and the guidelines established by the University shall be made available to respond to inquiries and meet with private entities that are considering the submission of a competing proposal. The University shall conduct an analysis of the information pertaining to the proposal included in the notice to ensure that such information sufficiently encourages competing proposals. Further, the University shall establish criteria, including key decision points and approvals to ensure proper consideration of the extent of competition from available private entities prior to selection.
5. Prior to posting of the notices provided for in this subsection, the University shall receive from the initial proposer(s) the balance due, if any, of the required project proposal review fee.

**B. Posting Requirements**

1. Conceptual proposals, whether solicited or unsolicited, shall be posted by the responsible public entity within 10 working days after acceptance of such proposals on the Department of General Service's web-based electronic procurement website eVA ([www.eva.virginia.gov](http://www.eva.virginia.gov)).
2. Nothing shall be construed to prohibit the posting of the conceptual proposals by additional means deemed appropriate by the University to provide maximum notice to the public of the opportunity to inspect the proposals.
3. In addition to the posting requirements, at least one copy of the proposals shall be made available for public inspection. Trade secrets, financial records, or other records of the private entity excluded from disclosure under the provisions of subdivision 11 of § 2.2-3705.6 shall not be required to be posted, except as otherwise agreed to by the University and the private entity. Any inspection of procurement transaction records shall be subject to reasonable restrictions to ensure the security and integrity of the records.

**C. Initial Review by the University at the Conceptual Stage (Part 1)**

1. Only proposals complying with the requirements of the Act that contain sufficient information for a meaningful evaluation and that are provided in an appropriate format will be considered by the University for further review at the conceptual stage. Formatting suggestions for proposals at the conceptual stage are found at Section V.A.
2. The University will determine at the initial review stage whether it will proceed using:
  - a. Standard procurement procedures consistent with the Virginia Public Procurement Act<sup>2</sup>; or
  - b. Procedures developed that are consistent with procurement of other than professional services through "competitive negotiation" as the term is defined in Virginia Code § 2.2- 4301 (competitive negotiation). The University may proceed using such procedures only if it makes a written determination that doing so is likely to be advantageous to the University and the public based upon either (i) the probable scope, complexity or priority of need, or (ii) the risk sharing, including guaranteed cost or completion guarantees, added value or debt or equity investments proposed by the private entity, or increase in funding, dedicated revenue or other economic benefit from the project would otherwise not be available.
  - c. When the University elects to use competitive negotiations, its written determination should consider factors such as risk sharing, added value and/or economic benefits from the project that would not be available without competitive negotiation. In addition, the written determination should explain how the scope, complexity, and/or urgency of the project are such that competitive negotiation is determined necessary.
3. After reviewing the original proposal and any competing proposals submitted during the notice period, the University may determine:
  - i. not to proceed further with any proposal;
  - ii. to proceed to the detailed (Part 2) stage of review with the original proposal;
  - iii. to proceed to the detailed (Part 2) stage with a competing proposal;
  - iv. to proceed to the detailed (Part 2) stage with multiple proposals; or
  - v. to request modifications or amendments to any proposal.

In the event that more than one proposal will be considered in the detailed (Part 2) stage of

review, the University shall determine whether the unsuccessful private entity, or entities, shall be reimbursed, in whole or in part, for costs incurred in the detailed stage of review. In such case, reasonable costs may be assessed to the successful proposer as part of any ensuing interim or comprehensive agreement.

4. Discussions between the University and a private entity about the need for infrastructure improvements shall not inhibit the University's ability to employ other procurement procedures to meet such needs. The University retains the right to reject any proposal at any time, without penalty, prior to the execution of an interim or comprehensive agreement.

## **V. PROPOSAL PREPARATION AND SUBMISSION**

### **A. Format for Submissions at Conceptual Stage (Part 1)**

Proposals at the conceptual stage must contain information in the following areas: (i) qualifications and experience, (ii) project characteristics, (iii) project financing, (iv) anticipated public support or opposition or both, (v) project benefit and compatibility, and (vi) such additional information as may seem prudent which is not inconsistent with the requirements of the Act. Suggestions for presenting information to be included in proposals at the Conceptual Stage include the items listed below, plus any additional items or documents requested by the University:

#### **1. Qualifications and Experience**

- a. Identify the legal structure of the firm or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach, and how each partner and major subcontractor in the structure fits into the overall team. All members of the proposer's team, including major subcontractors known to the proposer, must be identified at the time a proposal is submitted for the Conceptual Stage. Include the status of the Virginia license of each partner, proposer, contractor, and major subcontractor. Identified team members, including major subcontractors, may not be substituted or replaced once a project is approved and the comprehensive agreement executed without the written approval of the University.
- b. Describe the experience of the firm or consortium of firms making the proposal and the key principals involved in the proposed project including experience with projects of comparable size and complexity. Describe the length of time in business, business experience, public sector experience, and other engagements of the firm or consortium of firms. Describe the past safety performance record and current safety capabilities of the firm or consortium of firms. Describe the past technical performance history on recent projects of comparable size and complexity, including disclosure of any legal claims, of the firm or consortium of firms. Include the identity of any firms that will provide design, construction,

and completion guarantees and warranties and a description of such guarantees and warranties.

- c. For each firm or major subcontractor that will be utilized in the project, provide a statement listing all of the firm's prior projects and clients for the past five (5) years with contact information for such clients (names/addresses /telephone numbers). If a firm has worked on more than ten (10) projects during this period, it may limit its prior project list to ten (10), but shall first include all projects similar in scope and size to the proposed project and, second, it shall include as many of its most recent projects as possible. Each firm or major subcontractor shall be required to submit all performance evaluation reports or other documents in its possession evaluating the firm's performance during the preceding three years in terms of cost, quality, schedule, safety and other matters relevant to the successful project development, operation, and completion.
- d. Provide the names, addresses, and telephone numbers of persons within the firm or consortium of firms who may be contacted for further information.
- e. Provide a current or most recently audited financial statement of the firm or firms and each partner with an equity interest of twenty percent or greater.
- f. Identify any persons known to the proposer who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to The Virginia State and Local Government Conflict of Interest Act, Chapter 31 (§ 2.2-3100 et seq.) of Title 2.2.
- g. Identify proposed plan for obtaining sufficient numbers of qualified workers in all trades or crafts required for the project.
- h. Provide information on any training programs, including but not limited to apprenticeship programs registered with the U.S. Department of Labor or a State Apprenticeship Council, in place for employees of the firm and employees of any member of a consortium of firms.
- i. Provide information on the level of commitment by the firm or consortium of firms to use Department of Minority Business Enterprise certified firms in developing and implementing the project.
- j. For each firm or major subcontractor that will perform construction and/or design activities, provide the following information:
  - 1) A sworn certification by an authorized representative of the firm attesting to the fact that the firm is not currently enjoined, debarred, or suspended



by any federal, state or local government entity.

- (2) A completed qualification statement on a form developed by the Commonwealth that reviews all relevant information regarding technical qualifications and capabilities, firm resources and business integrity of the firm, including but not limited to, bonding capacities, insurance coverage, and firm equipment. This statement shall also include a mandatory disclosure by the firm for the past three years any of the following conduct:

- i. bankruptcy filings
  - ii. liquidated damages
  - iii. fines, assessments or penalties
  - iv. judgments or awards in contract disputes
  - v. contract defaults, contract terminations
  - vi. license revocations, suspensions, other disciplinary actions
  - vii. prior enjoinders, debarments, or suspensions by a governmental entity
  - viii. denials of prequalification, findings of non-responsibility
  - ix. safety past performance data, including fatality incidents, "Experience Modification Rating," "Total Recordable Injury Rate" and "Total Lost Workday Incidence Rate"
  - x. violations of any federal, state or local criminal or civil law
  - xi. criminal indictments or investigations
  - xii. legal claims filed by or against the firm
- k. Describe worker safety training programs, job-site safety programs, accident prevention programs, written safety and health plans, including incident investigation and reporting procedures.

## 2. Project Characteristics

- a. Provide a description of the project, including the conceptual design. Describe the proposed project in sufficient detail so that type and intent of the project, the location, and the communities that may be affected are clearly identified.
- b. Identify and fully describe any work to be performed by the University.
- c. Include a list of all federal, state and local permits and approvals required for the project and a schedule for obtaining such permits and approvals.

- d. Identify any anticipated adverse social, economic and environmental impacts of the project. Specify the strategies or actions to mitigate known impacts of the project. Indicate if environmental and archaeological assessments have been completed as required.
- e. Identify the projected positive social, economic and environmental impacts of the project.
- f. Identify the proposed schedule for the work on the project, including the estimated time for completion.
- g. Identify contingency plans for addressing public needs in the event that all or some of the project is not completed according to projected schedule.
- h. Propose allocation of risk and liability for work completed beyond the agreement's completion date, and assurances for timely completion of the project.
- i. State assumptions related to ownership, legal liability, law enforcement and operation of the project and the existence of any restrictions on the University's use of the project.
- j. Provide information relative to phased or partial openings of the proposed project prior to completion of the entire work.
- k. List any other assumptions relied on for the project to be successful.
- l. List any contingencies that must occur for the project to be successful.

### 3. Project Financing

- a. Provide a preliminary estimate and estimating methodology of the cost of the work by phase, segment, or both.
- b. Submit a plan for the development, financing, and operation of the project showing the anticipated schedule on which funds will be required. Describe the anticipated costs of and proposed sources and uses for such funds, including any anticipated debt service costs. The operational plan should include appropriate staffing levels and associated costs. Include any supporting due diligence studies, analyses or reports.
- c. Include a list and discussion of assumptions underlying all major elements of the plan. Assumptions should include all fees associated with financing given the recommended financing approach. In addition, complete disclosure of interest rate assumptions should be included. Any ongoing operational fees, if

applicable, shall also be disclosed as well as any assumptions with regard to increases in such fees.

- d. Identify the proposed risk factors and methods for dealing with these factors.
- e. Identify any local, state or federal resources that the proposer contemplates requesting for the project. Describe the total commitment, if any, expected from governmental sources and the timing of any anticipated commitment. Such disclosure should include any direct or indirect guarantees or pledges of the University's credit or revenue.
- f. Identify the amounts and the terms and conditions for any revenue sources.
- g. Identify any aspect of the project that could disqualify the project from obtaining tax- exempt financing.

#### 4. Project Benefit and Compatibility

- a. Identify community benefits, including the economic impact the project will have on the University and local community in terms of amount of tax revenue to be generated for the University and political subdivisions, the number jobs generated for Virginia residents and level of pay and fringe benefits of such jobs, the training opportunities for apprenticeships and other training programs generated by the project, and the number and value of subcontracts generated for Virginia subcontractors.
- b. Identify any anticipated public support or opposition, as well as any anticipated government support or opposition, for the project.
- c. Explain the strategy and plan that will be carried out to involve and inform the general public, business community, local governments, and governmental agencies in areas affected by the project.
- d. Describe the compatibility of the project with local, regional, and state economic development efforts.
- e. Describe the compatibility with the local comprehensive plan, local infrastructure development plans, and any capital improvements budget or other local spending plan.
- f. Provide a statement setting forth participation efforts to be undertaken in connection with this project with regard to the following types of businesses: (i) minority-owned businesses; (ii) woman-owned businesses; and (iii) small and micro businesses.

**B. Format for Submissions at Detailed Stage (Part 2)**

If the University decides to proceed to the detailed stage (Part 2) with one or more proposals, each selected private entity must provide the following information, where applicable, unless the University waives the requirement or requirements:

1. A topographical map of appropriate scale depicting the location of the proposed project;
2. A conceptual site plan indicating proposed location and configuration of the project on the proposed site;
3. Conceptual (single line) plans and elevations depicting the general scope, appearance and configuration of the proposed project, along with three-dimensional perspective images;
4. A detailed description of the proposed participation, use, and financial involvement of the State, University, and/or locality in the project, including the proposed terms and conditions for the project if they differ from the standard state General Conditions;
5. A list of public utility facilities, if any, that will be crossed by the qualifying project and a statement of the plans of the proposer to accommodate such crossings;
6. A statement and strategy setting out the plans for securing all necessary property, including the names and addresses, if known, of the current owners of the subject property as well as a list of any property the proposer intends to request the public entity to condemn;
7. A detailed listing of all firms that will provide specific design, construction, and completion guarantees and warranties, and a brief description of such guarantees and warranties;
8. A total life-cycle cost specifying methodology and assumptions of the project or projects and the proposed project start date. Include anticipated commitment of all parties; equity, debt, and other financing mechanisms; and a schedule of project revenues and project costs. The life-cycle cost analysis should include, but not be limited to, a detailed analysis of the projected return, rate of return, or both, expected useful life of facility and estimated annual operating expenses;
9. A detailed discussion of assumptions regarding user fees or rates and usage of the projects;
10. Identification and discussion of any known government support or opposition, or general public support or opposition for the project. Government or public support should be demonstrated through resolution of official bodies, minutes of meetings, letters, or other official communications;
11. Demonstration of consistency with appropriate local comprehensive or infrastructure development plans or indication of the steps required for acceptance into such plans;

12. Explanation of how the proposed project would impact local development plans of each affected local jurisdiction;
13. Description of an ongoing performance evaluation system or database to track key performance criteria, including but not limited to, schedule, cash management, quality, worker safety, change orders, and legal compliance;
14. Identification of the executive management and the officers and directors of the firm or firms submitting the proposal. In addition, identification of any known conflicts of interest or other disabilities that may impact the public entity's consideration of the proposal, including the identification of any persons known to the proposer who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to The Virginia State and Local Government Conflict of Interest Act, Chapter 31 (§ 2.2-3100 et seq.) of Title 2.2;
15. Acknowledge conformance with Virginia Code Sections 2.2-4367 thru 2.2-4377 (the Ethics in Public Contracting Act); and
16. Additional material and information as the University may request.

## **VI. PROPOSAL EVALUATION AND SELECTION CRITERIA**

In selecting proposals, all relevant information from both the Conceptual Stage and the Detailed Stage will be considered. There are several factors that the University may wish to consider when evaluating and selecting a proposal under the Act.:

### **A. Qualifications and Experience**

Factors to be considered in the University's review of either phase to determine whether the proposer possesses the requisite qualifications and experience include:

1. Experience, training, and preparation with similar projects;
2. Demonstration of ability to perform work;
3. Demonstrated record of successful past performance, including timeliness of project delivery, compliance with plans and specifications, quality of workmanship, cost-control and project safety;
4. Demonstrated conformance with applicable laws, codes, standards, regulations, and agreements on past projects;
5. Leadership structure;
6. Project Manager's experience;

7. Management approach;
8. Project staffing plans, the skill levels of the proposed workforce, apprenticeship and other training programs offered for the project, and the proposed safety plans for the project;
9. Financial condition; and
10. Project ownership.

**B. Project Characteristics**

Factors to be considered in the University's review of either phase in determining the project characteristics include:

1. Project definition;
2. Proposed project schedule;
3. Operation of the project;
4. Technology and technical feasibility of the project;
5. Conformance with applicable laws, regulations, codes, guidelines, and standards;
6. Environmental impacts;
7. Condemnation impacts;
8. State and local permits; and
9. Maintenance of the project.

**C. Project Financing**

Factors to be considered in the University's review of either phase in determining whether the proposed project financing allows adequate access to the necessary capital to finance the project include:

1. Cost and cost benefit to the University;
2. Financing and the impact on the debt or debt burden of the University or appropriating body;
3. Financial plan, including overall feasibility and reliability of plan; operator's past performance with similar plans and similar projects; degree to which operator has conducted due diligence investigation; and analysis of proposed financial plan and results of any such inquiries or studies;
4. Estimated cost;

5. Life-cycle cost analysis;
6. The identity, credit history, and past performance of any third party that will provide financing for the project and the nature and timing of their commitment, as applicable; and,
7. Such other items as the University deems appropriate.

The University may elect to accept the private entity's financing proposal or may select its own finance team, source, and financing vehicle.

**D. Public Benefit and Compatibility**

Factors to be considered in the University's review of either phase in determining the proposed project's compatibility with the appropriate local or regional comprehensive or development plans include:

1. Community benefits, including the economic impact the project will have on the Commonwealth, the University and local community in terms of amount of tax revenue to be generated for the Commonwealth and political subdivisions, the number jobs generated for Virginia residents and level of pay and fringe benefits of such jobs, the training opportunities for apprenticeships and other training programs generated by the project and the number and value of subcontracts generated for Virginia subcontractors;
2. Community support or opposition, or both;
3. Public involvement strategy;
4. Compatibility with existing and planned facilities; and
5. Compatibility with local, regional, and state economic development efforts.

**E. Other Factors**

Other factors that may be considered in the evaluation and selection of PPEA proposals include:

1. The proposed cost of the qualifying project;
2. The general reputation, industry experience, and financial capacity of the private entity;
3. The proposed design of the qualifying project;
4. The eligibility of the project for accelerated documentation, review, and selection;
5. Local citizen and government comments;
6. Benefits to the public; including whether the project will lead to productivity or efficiency improvements in the University's processes or delivery of services to the public;
7. The private entity's compliance with a minority business plan, enterprise participation plan,

- or good faith effort to comply with the goals of such plans;
8. The private entity's plan to employ local contractors and residents;
  9. The recommendation of a committee of representatives of members of the University and the appropriating body which may be established to provide advisory oversight for the project; and
  10. Other criteria that the University deems appropriate.

## **VII. PUBLIC-PRIVATE PARTNERSHIP OVERSIGHT COMMISSION**

Prior to entering into negotiations with any private entity for an interim or comprehensive agreement, the University shall submit copies of the detailed proposals to the Public-Private Partnership Advisory Commission as required by §30-278 et seq. Unless the proposals meet the requirements of §30-278.B, the University shall not commence negotiation of an interim or comprehensive agreement until the Commission has submitted its recommendations to the University, or the Commission has declined to accept the detailed proposals for review.

## **VIII. INTERIM AND COMPREHENSIVE AGREEMENTS**

Neither the Commonwealth nor the University shall accept liability for any part or phase of a project prior to entering into a properly executed interim or comprehensive agreement. The head of the University, or the University's Board, shall approve any interim or comprehensive agreement executed pursuant to the Act, but no such agreement shall be executed prior to i) receiving approval by the Governor or the appropriate Cabinet Secretary authorizing the University to proceed to the Detailed stage (Part 2) of the Act, and ii) the University submitting a copy of the proposed interim or comprehensive agreement to the Public-Private Partnership Advisory Commission at least 30 days prior to execution of the agreement along with a report describing the extent to which the Commission's recommendations were addressed in the proposed interim or comprehensive agreement.

Any changes in the terms of an executed interim or comprehensive agreement shall be in the form of a written amendment.

### **A. Interim Agreement Terms**

Interim agreements may be used when it is necessary or advisable to segment a project to produce distinct and clear deliverables necessary to keep the project moving towards development of a comprehensive agreement. An interim agreement may not be used to have the University assume risks that should be assumed by the proposer or to pay costs attributable to the private entity's efforts in making the proposal. Interim agreements require the same level of approval as comprehensive agreements.

Development of an interim agreement is in the sole discretion of the University President and in no way limits the rights reserved by the University or the Commonwealth to terminate the evaluation of any or



all proposals at any time.

The scope of an interim agreement may include but not be limited to:

1. Project planning and development;
2. Design and engineering;
3. Environmental analysis and mitigation;
4. Survey;
5. Ascertaining the availability of financing for the proposed facility through
6. financial and revenue analysis;
7. Establishing a process and timing of the negotiation of the comprehensive agreement; and
8. Any other provisions related to any aspect of the development or operation of a qualifying project that the parties may deem appropriate prior to the execution of a comprehensive agreement.

**B. Comprehensive Agreement Terms**

The scope of the comprehensive agreement shall include but not be limited to:

1. The delivery of maintenance, performance and payment bonds, or letters of credit in connection with any acquisition, design, construction, improvement, renovation, expansion, equipping, maintenance, or operation of the qualifying project;
2. The review of plans and specifications by the University;
3. The rights of the University to inspect the project to ensure compliance with the comprehensive agreement and any development plans and specifications;
4. The maintenance of a policy or policies of liability insurance or self-insurance reasonably sufficient to insure coverage of the project and the tort liability to the public and employees and to enable the continued operation of the qualifying project;
5. The monitoring of the practices of the operator by the University to ensure proper maintenance;
6. The terms under which the Contractor will reimburse the University for services provided;
7. The policy and procedures that will govern the rights and responsibilities of the University and the Contractor in the event that the comprehensive agreement is terminated or there is a material default by the Contractor including the conditions governing assumption of the

duties and responsibilities of the Contractor by the University and the transfer or purchase of property or other interests of the Contractor by the University;

8. The terms under which the Contractor will file appropriate financial statements on a periodic basis;
9. The mechanism by which user fees, lease payments, or service payments, if any, may be established from time to time upon agreement of the parties. Any payments or fees shall be set at a level that is the same for persons using the facility under like conditions and that will not materially discourage use for the qualifying project;
  - a. A copy of any service contract shall be filed with the University.
  - b. A schedule of the current user fees or lease payments shall be made available by the Contractor to any member of the public upon request.
  - c. Classifications according to reasonable categories for assessment of user fees may be made.
10. The terms and conditions under which the University may be required to contribute financial resources, if any;
11. The terms and conditions under which existing site conditions will be addressed, including identification of the party responsible for conducting assessments and taking necessary remedial action;
12. The terms and conditions under which the University will be required to pay money to the private entity and the amount of any such payments for the project;
13. A periodic reporting procedure that incorporates a description of the impact of the project on the University; and
14. Such other terms and conditions as the University may deem appropriate.

The comprehensive agreement may provide for the development or operation of phases or segments of a qualifying project.

Any changes in the terms of the interim or comprehensive agreement as may be agreed upon by the parties from time to time shall be added to the interim or comprehensive agreement by written amendment.

Parties submitting proposals understand that representations, information, and data supplied in support of or in connection with proposals play a critical role in the competitive evaluation process and in the ultimate selection of a proposal by the University. Accordingly, as part of the comprehensive agreement,

the prospective operator and its team members shall certify that all material representations, information and data provided in support of, or in connection with, a proposal is true and correct. Such certifications shall be made by authorized individuals who have knowledge of the information provided in the proposal. In the event that material changes occur with respect to any representations, information or data provided for a proposal, the prospective operator shall immediately notify the University. Any violation of this section of the comprehensive agreement shall give the University the right to terminate the agreement, withhold payment or other consideration due, and seek any other remedy available under the law.

**C. Notice and Posting requirements**

1. In addition to the posting requirements of Section IV, 30 days prior to entering into an interim or comprehensive agreement, a responsible public entity shall provide an opportunity for public comment on the proposals. Such public comment period may include a public hearing in the sole discretion of the responsible public entity. After the end of the public comment period, no additional posting shall be required based on any public comment received.
2. Once the negotiation phase for the development of an interim or a comprehensive agreement is complete and a decision to award has been made by a responsible public entity, the responsible public entity shall post the proposed agreement in the following manner:
  - a. Posting shall be on the Department of General Service's web-based electronic procurement website eVA at [www.eva.virginia.gov](http://www.eva.virginia.gov).
  - b. In addition to the posting requirements, at least one copy of the proposals shall be made available for public inspection. Trade secrets, financial records, or other records of the private entity excluded from disclosure under the provisions of subdivision 11 of § 2.2-3705.6 shall not be required to be posted, except as otherwise agreed to by the University and the private entity.
3. Once an interim agreement or a comprehensive agreement has been executed, the University shall make procurement records available for public inspection, upon request.
  - a. Such procurement records shall include documents initially protected from disclosure on the basis that the release of such documents would adversely affect the financial interest or bargaining position of the University or private entity.
  - b. Such procurement records shall not include (i) trade secrets of the private entity as defined in the Uniform Trade Secrets Act (§ 59.1-336 et seq.) or (ii) financial records, including balance sheets or financial statements of the private entity that are not generally available to the public through regulatory disclosure or otherwise.

## **IX. GOVERNING PROVISIONS**

In the event of any conflict between these guidelines and procedures and the Act, the terms of the Act shall control.

## X. TERMS AND DEFINITIONS

**"Affected jurisdiction"** means any county, city, or town in which all or a portion of a qualifying project is located.

**"Appropriating body"** means the body responsible for appropriating or authorizing funding to pay for a qualifying project.

**"Comprehensive agreement"** means the comprehensive agreement between the private entity and the responsible public entity that is required prior to the development or operation of a qualifying project.

**"Conceptual stage"** means the initial phase of project evaluation when the public entity makes a determination whether the proposed project serves a public purpose, meets the criteria for a qualifying project, assesses the qualifications and experience of a private entity proposer, reviews the project for financial feasibility, and warrants further pursuit.

**"Cost-benefit analysis"** means an analysis that weighs expected costs against expected benefits in order to choose the best option. For example, a city manager may compare the costs and benefits of constructing a new office building to those of renovating and maintaining an existing structure in order to select the most financially advantageous option.

**"Detailed stage"** means the second phase of project evaluation where the public entity has completed the conceptual stage and accepted the proposal and may request additional information regarding a proposed project prior to entering into competitive negotiations with one or more private entities to develop an interim or comprehensive agreement.

**"Develop" or "development"** means to plan, design, develop, finance, lease, acquire, install, construct, or expand.

**"Interim agreement"** means an agreement between a private entity and a responsible public entity that provides for phasing of the development or operation, or both, of a qualifying project. Such phases may include, but are not limited to, design, planning, engineering, environmental analysis and mitigation, financial and revenue analysis, or any other phase of the project that constitutes activity on any part of the qualifying project.

**"Lease payment"** means any form of payment, including a land lease, by a public entity to the private entity for the use of a qualifying project.

**"Lifecycle cost analysis"** means an analysis that calculates cost of an asset over its entire life span and includes the cost of planning, constructing, operating, maintaining, replacing, and when applicable, salvaging the asset. Although one proposal may have a lower initial construction cost, it may not have the lowest lifecycle cost once maintenance, replacement, and salvage value is considered.

**"Material default"** means any default by the private entity in the performance of its duties that jeopardizes adequate service to the public from a qualifying project.

**"Operate"** means to finance, maintain, improve, equip, modify, repair, or operate.

**"Opportunity cost"** means the cost of passing up another choice when making a decision or the increase in costs due to delays in making a decision.

**"Private entity"** means any natural person, corporation, general partnership, limited liability company, limited partnership, joint venture, business trust, public benefit corporation, nonprofit entity, or other business entity.

**"Public entity"** means the Commonwealth and any agency or authority thereof, any county, city or town and any other political subdivision of the Commonwealth, any public body politic and corporate, or any regional entity that serves a public purpose.

**"Qualifying project"** means (i) any education facility, including, but not limited to a school building, any functionally related and subordinate facility and land of a school building (including any stadium or other facility primarily used for school events), and any depreciable property provided for use in a school facility that is operated as part of the public school system or as an institution of higher education; (ii) any building or facility that meets a public purpose and is developed or operated by or for any public entity; (iii) any improvements, together with equipment, necessary to enhance public safety and security of buildings to be principally used by a public entity; (iv) utility and telecommunications and other communications infrastructure; (v) a recreational facility; (vi) technology infrastructure and services, including, but not limited to, telecommunications, automated data processing, word processing and management information systems, and related information, equipment, goods and services; (vii) any technology, equipment, or infrastructure designed to deploy wireless broadband services to schools, businesses, or residential areas; or (viii) any improvements necessary or desirable to any unimproved locally- or state-owned real estate.

**"Responsible public entity"** means a public entity that has the power to develop or operate the applicable qualifying project.

**"Revenues"** means all revenues, income, earnings, user fees, lease payments, or other service payments arising out of or in connection with supporting the development or operation of a qualifying project, including without limitation, money received as grants or otherwise from the United States of America, from any public entity, or from any agency or instrumentality of the foregoing in aid of such facility.

**"Service contract"** means a contract entered into between a public entity and the private entity pursuant to § 56-575.5.

**"Service payments"** means payments to the private entity of a qualifying project pursuant to a service contract.

**"State"** means the Commonwealth of Virginia.

**"User fees"** mean the rates, fees, or other charges imposed by the private entity of a qualifying project for use of all or a portion of such qualifying project pursuant to the comprehensive agreement pursuant to § 56-575.9.

# Student Representative

RADFORD  
UNIVERSITY



# Goals

---

- Community Building
- Bridging the Gap
- Increase Highlander Spirit

# Highlander Spirit

---

- Boost Student Morale
- Athletic Events
  - Increase attendance at athletic events
- School Chant

# Update

---

- Highlander Believers Committee
- Boosting Student Morale



# Questions?

# December 2019 Minutes

**RADFORD UNIVERSITY**

---

Board of Visitors

# **RADFORD** UNIVERSITY

Board of Visitors

## **QUARTERLY MEETING**

**9:00 A.M.**

**DECEMBER 6, 2019**

**MARY ANN JENNINGS HOVIS MEMORIAL BOARD ROOM  
THIRD FLOOR, MARTIN HALL, RADFORD, VA**

### **DRAFT** **MINUTES**

#### **BOARD MEMBERS PRESENT**

Mr. Robert A. Archer, Rector  
Mr. James R. Kibler, Jr., Vice Rector  
Dr. Thomas Brewster  
Dr. Jay A. Brown  
Mr. Gregory A. Burton  
Ms. Krisha Chachra  
Dr. Rachel D. Fowlkes  
Mr. Mark S. Lawrence  
Ms. Nancy A. Rice  
Mr. David A. Smith  
Ms. Georgia Anne Snyder-Falkinham  
Ms. Lisa Throckmorton  
Dr. Jason Fox, Faculty Representative (Non-voting Advisory Member)  
Mr. Breon Case, Student Representative (Non-voting Advisory Member)

#### **BOARD MEMBER ABSENT**

Dr. Susan Whealler Johnston  
Dr. Debra K. McMahon  
Ms. Karyn K. Moran

#### **OTHERS PRESENT**

President Brian O. Hemphill  
Ms. Karen Castele, Secretary to the Board of Visitors and Special Assistant to the President  
Dr. Kenna Colley, Interim Provost and Vice President for Academic Affairs  
Mr. Craig Cornell, Vice President for Enrollment Management  
Mr. Danny M. Kemp, Vice President for Information Technology  
Ms. Wendy Lowery, Vice President for University Advancement  
Mr. Chad A. Reed, Vice President for Finance and Administration and Chief Financial Officer  
Ms. Ashley Schumaker, Chief of Staff and Vice President for University Relations  
Dr. Susan Trageser, Vice President for Student Affairs  
Mr. Allen T. Wilson, Assistant Attorney General, Commonwealth of Virginia  
Other Radford University faculty and staff

## **CALL TO ORDER**

Rector Robert A. Archer called the quarterly meeting of the Radford University Board of Visitors to order at 8:59 a.m. in the Mary Ann Jennings Hovis Memorial Board Room on Third Floor in Martin Hall.

## **APPROVAL OF AGENDA**

Rector Archer asked for a motion to approve the Board of Visitors meeting agenda for December 6, 2019, as published. Ms. Nancy A. Rice so moved, Mr. Mark S. Lawrence seconded, and the motion carried unanimously.

## **APPROVAL OF MINUTES**

Rector Archer asked for a motion to approve the September 27, 2019 minutes of the Board of Visitors meeting. Ms. Rice so moved, Ms. Georgia Anne Snyder-Falkinham seconded, and the motion carried unanimously.

## **RECOGNITION**

Rector Archer invited College of Visual and Performing Arts Dean Margaret Devaney to address the Board of Visitors. Dean Devaney introduced Associate Professor of Music Robert Sanderl, D.M.A. and five student percussionists who recently placed third in the nation during the Chamber Percussion Competition at the Percussive Arts Society International Conference. Dean Devaney commended Dr. Sanderl for taking the group to a new level of expertise and competition. Dr. Sanderl added that he is extremely proud of the students and impressed with their drive and hard work as they represent the very best of this University.

## **PRESIDENT'S REPORT**

President Brian O. Hemphill, Ph.D. began his report by acknowledging the hard work of the many faculty and staff across the campus who have worked diligently on behalf of the University in support of student success.

President Hemphill shared that the Annual Report was recently distributed in print and online and is organized around the focal areas of the 2018-2023 strategic plan, "Embracing the Tradition and Envisioning the Future." He added that the items contained within the report fully illustrate a year filled with many achievements reached and important milestones celebrated by the campus, the community and beyond. The Annual Report validates the remarkable individuals who comprise the Radford family and make Radford University so very special.

President Hemphill said that Governor Ralph Northam recently announced the creation of the Tech Talent Investment Program (TTIP), a statewide workforce initiative that will poise Radford University as a lead institution in producing graduates prepared to fill the emerging tech talent pipeline. Through the TTIP, Radford University will receive approximately \$17.3 million in funding over the next 20 years to produce nearly 400 additional graduates beyond current degree production. The new program, announced by Governor Northam during an event at Virginia State University, is the result of Amazon's construction of a second headquarters, HQ2, in Northern Virginia. Amazon, a multinational technology company, plans to hire 25,000 employees for its new location over the next decade. President Hemphill added that Radford University will implement several strategic initiatives focused on community college partnerships, expanded degree pathways and improved retention efforts in order to double its number of graduates, specifically those in the Artis College of Science and Technology's Bachelor of Science in Computer Science and Technology program. The program is designed to produce professionals with expertise in a range of technical skills that are highly sought after, including cybersecurity and software development.



President Hemphill acknowledged the administrators and faculty members who worked diligently to ensure Radford University was among the institutions from across the Commonwealth to be considered for the TTIP. The key contributors include: Vice President for Finance and Administration and Chief Financial Officer Chad A. Reed; Associate Vice President for Finance and Operations Sharon Barrett; Interim Provost and Vice President for Academic Affairs Kenna M. Colley, Ed.D.; and Artis College of Science and Technology Dean Orion Rogers, Ph.D and Artis College of Science and Technology Associate Dean Art Carter, Ph.D.

President Hemphill updated the Board of Visitors members of the upcoming Winter Commencement Ceremonies to be held on December 12-14, 2019 as the Radford family joins together to celebrate the achievements of its graduates and newest alumni. On Thursday, several department and school-based ceremonies will be hosted by Radford University Carilion. On Friday, the first Commencement at Radford University Carilion will be held at 10:00 a.m. in the Berglund Center, as well as the School of Nursing Pinning, the Occupational Therapy Pinning and the College of Graduate Studies and Research Commencement and Hooding Ceremony on main campus. On Saturday, the undergraduate ceremonies for the main campus will take place at 10 a.m. and 1 p.m. in Bondurant Auditorium.

In closing, President Hemphill shared with the Board of Visitors that Interim Provost Kenna M. Colley, Ed.D. had informed him of her decision to retire following more than two decades of service to the Radford family, including teaching and administrative positions in the School of Teacher Education and Leadership and the College of Education and Human Development. President Hemphill added that Dr. Colley certainly made her mark at Radford and was at the heart of so many things. President Hemphill asked the Board members to please join him in recognizing Dr. Colley for her many accomplishments and thanking her for her service to Radford University. A copy of the report is attached hereto as *Attachment A* and is made a part hereof.

#### **REPORT FROM THE ACADEMIC EXCELLENCE AND RESEARCH COMMITTEE**

Dr. Thomas Brewster, Vice Chair, stated that the Academic Excellence and Research Committee met on December 5, 2019 and shared the following information.

Dr. Brewster shared that Dr. Colley began her report by introducing Teresa Conner, Ph.D., who joined the Radford family on December 2, 2019 as the new Associate Provost for Health Sciences. Dr. Conner previously served as founding Dean and Professor in the College of Health Sciences and Professions at the University of North Georgia.

Dr. Brewster stated that the Committee was updated on the increased usage of Selu Conservancy and Selu Farm; that the Entrepreneurship minor has been revised; and Academic Affairs has pitched an Entrepreneurship Competition to the Big South with Radford University as the first sponsor in Spring 2021.

In other updates, Dr. Brewster shared that Academic Affairs has been able to fund college-based research awards on the main campus and at RUC for the total amount of \$291,372. These awards typically are between \$4,000 and \$10,000 per faculty member. The Dalton Eminent Scholars for 2019-2020 were recently announced, and are: Donna Boyd, Ph.D., Eminent Professor of Anthropology and Co-Director of the Radford University Forensic Science Institute; Seife Dendir, Ph.D., Professor of Economics; Agida Manizade, Ph.D., Professor of Mathematics and Statistics; and Thomas Pierce, Ph.D., Professor of Psychology. Matthew DeCarlo, Ph.D., Assistant Professor of Social Work and Site Coordinator of the Roanoke Master of Social Work Program, was selected for the Rising Star Award.

Dr. Brewster added that 20 students have been accepted into the Ed.D. program, which represent a diverse group of educational administrators from across the Commonwealth. This inaugural cohort will begin in January 2020. A search is underway for a founding program director with the expectation that this individual will begin in Fall 2020. Dr. Brewster reported that Radford is responding to the increased demand for school counselors. To better serve students in far Southwest Virginia, Radford University made a decision to reinstitute the school counseling program in Abingdon. The program will be delivered at the Southwest Virginia Higher Education Center (SWVHEC) and will begin in Spring 2020. Radford University received a \$325,000 grant from the Tobacco Region Revitalization Commission to support the program and also received a \$30,000 grant from the SWVHEC to provide scholarships to deserving students.

Dr. Brewster added that the Committee heard from Jeanne Mekolichick, Ph.D., Associate Provost of Academic Programs, and Joseph Wirgau, Ph.D., Professor and Director of the Office of Undergraduate Research and Scholarship, who provided an overview of Tracking Undergraduate Research, Scholarship and Creative Activities.

Dr. Brewster also shared that Faculty Senate President Jake Fox, Ph.D. provided a Faculty Senate report, including an update on the REAL Model. He stated that the Faculty Senate approved the timeline and launch for implementation in Fall 2021, the REAL Council has convened, and the work is underway. Dr. Fox also reported that the Faculty Senate approved the Civic Engagement Plan and will be working to make major revisions to the Faculty Morale Survey.

#### **REPORT FROM BUSINESS AFFAIRS AND AUDIT COMMITTEE**

Mr. Gregory A. Burton, Chair, stated that the Committee met on December 5, 2019 and reported that University Auditor Margaret McManus presented an oral report on the University Discretionary Fund for the quarter ended September 30, 2019. One hundred percent of University Discretionary Fund expenditures were reviewed, and all were found in compliance with the Board of Visitors' guidelines. She also presented a report on the E-Verify Audit and a follow-up audit status report.

Mr. Burton also reported that Vice President for Finance and Administration and Chief Financial Officer Chad A. Reed presented capital projects update and information regarding the 2020-2026 Six-Year Capital Plan and the 2020-2030 Master Plan.

#### **ACTION ITEMS**

##### **Approval of Radford University's 2020-2026 Six-Year Capital Plan**

Mr. Burton stated that the Committee recommends to the full Board the resolution to approve Radford University's 2020-2026 Six-Year Capital Plan, as presented. Rector Archer asked for a motion to approve the 2020-2026 Six-Year Capital Plan. Mr. Lawrence so moved, Mr. Kibler seconded, and the motion carried unanimously. A copy of the resolution is attached hereto as **Attachment B** and is made a part hereof.

##### **Approval of Radford University's 2020-2030 Master Plan**

Mr. Burton stated that the Committee recommends to the full Board the resolution to approve Radford University's 2020-2030 Master Plan, as presented. Rector Archer asked for a motion to approve the 2020-2030 Master Plan. Ms. Rice so moved, Dr. Brewster seconded, and the motion carried unanimously. A copy of the resolution is attached hereto as **Attachment C** and is made a part hereof.

## **REPORT FROM THE GOVERNANCE, ADMINISTRATION AND ATHLETICS COMMITTEE**

Dr. Jay A. Brown, Chair, stated that the Governance, Administration and Athletics Committee met on December 5, 2019 with the following items to report.

Dr. Brown stated that Vice President for Information Technology and Chief Information Officer Danny M. Kemp presented to the Committee major strategic initiatives completed since the last Board of Visitors meeting, including the new Information Technology Service Catalog on the Division of Information Technology (DoIT) website. The new Service Catalog provides a standard framework for publishing service information; enhances understanding between service providers and constituents, provides an important tool in making DoIT services visible and useful; facilitates continuous improvement; and improves DoIT's response to the various needs of institutional users. Dr. Brown also shared highlights of the University's National Cybersecurity Awareness Month (NCSAM) activities, including the IT Security website was modified to highlight NCSAM; references were made on social media and digital signage; and a phishing email was sent to all students, mimicking a fake DoIT Service Desk email.

Dr. Brown reported that Director of Athletics Robert Lineburg shared recent news and events of the Athletic Department, including the work of the Student-Athlete Advisory Committee with over 4,100 volunteer hours of community service initiatives and 100% participation from every athletic program. Three athletes made the Big South All-Academic Team. Jacob Wilkinson was selected to the CoSIDA Academic All-District Team and was just selected to the 2<sup>nd</sup> Team All-American. In other updates, Dr. Brown stated that the Women's Soccer team was back-to-back tournament champions making the 7<sup>th</sup> Big South Tournament title in program history, the most of any Big South school. Dr. Brown stated that a record number of basketball season tickets have been sold this year with an overall 29% increase, creating a 34% increase in ticket revenue for the basketball season. In closing, Dr. Brown shared that Men's and Women's Basketball Alumni Weekend will be take place on Saturday, February 22, 2020, and invited all Board members to attend.

## **REPORT FROM THE STUDENT SUCCESS COMMITTEE**

Mr. Mark S. Lawrence stated that the Student Success Committee met on December 5, 2019 with the following items to report.

Mr. Lawrence reported that Student Government Association President Colleen McNickle provided an update on recent activities related to SGA's Strategic Plan for the 2019-2020 academic year. The SGA Executive Committee attended the National Student Government Association Summit in Washington, D.C. Mr. Lawrence added that SGA collaborated with Alpha Phi Alpha Fraternity to hold a remembrance event to not only remember the two Highlanders lost this semester, but anyone who a student, faculty or staff member would like to remember. From the most recent Town Hall meeting, it was decided to explore how to offer school supplies for students in need. Mr. Lawrence continued by saying that SGA members, along with other student leaders, faculty and staff, completed the Talk Saves Lives suicide prevention training to learn warning signs, triggers, and assistance and prevention techniques. A Stress Less event was held to help students recognize and reduce stress before midterms.

Mr. Lawrence reported that Assistant Vice President for Student Success and Retention James Penven, Ph.D. and Assistant Director of Student Success Susan Hudson provided the Committee with an overview of Starfish – Early Alert System. Used on campus since 2016, Starfish is a central location

of student information for faculty and staff, and serves as a key tool in advising and retaining students. Mr. Lawrence added that students can make appointments with advisors, review positive faculty feedback, or view warning flags in their courses. Administrators and advisors can also see flags that are raised by faculty and then reach out to students, when necessary. Mr. Lawrence reported that there continues to be a steady increase in usage for all features of the system.

Mr. Lawrence shared that Vice President for Student Affairs Susan Trageser, Ed.D. provided an update of the Division of Student Affairs. The Center for Accessibility Services (CAS) implemented ACCESS CAS this academic year, which provides an online registration system for students seeking services. Student Counseling Services partnered with the Virginia Chapter of the American Foundation on Suicide Prevention to offer Talk Saves Lives, a suicide prevention training and train the trainer session to students, faculty and staff. Mr. Lawrence added that Substance Abuse and Violence Education Support (SAVES) services received a \$50,000 grant from the Virginia Department of Behavioral Health and Developmental Services to assist students in recovery. This grant will fund a 1500 hour position to oversee the recovery community efforts. Mr. Lawrence continued by adding that the Office of Student Success and Retention had two graduate students who have provided Success Coaching to 59 undergraduate students. In closing, Mr. Lawrence said that the first Achievers Day Reception was held for all new freshmen and transfers, a total of 519 students, who will make the Dean's List based on mid-term grades.

#### **REPORT FROM THE UNIVERSITY ADVANCEMENT, UNIVERSITY RELATIONS AND ENROLLMENT MANAGEMENT COMMITTEE**

Ms. Krisha Chachra, Chair, stated that the University Advancement, University Relations and Enrollment Management Committee met on December 5, 2019 with the following items to report.

Ms. Chachra reported that Vice President for Enrollment Management Craig Cornell provided enrollment trends and observations for the incoming classes at Radford University and Radford University Carilion (RUC), as well as updates and activities with recruitment efforts. As of December 3, 2019, applications are up overall by 616 or 6.8%, which is 453 or 5% for main campus and 163 for RUC. There is also a strong growth and balance with in- and out-of-state applications being up by 235 or 3.4% for in-state and 218 or 10.1% for out-of-state at main campus and 143 applications for in-state and 20 for out-of-state at RUC. In addition, new student application quality indicators are also up with the average high school GPA being 3.47, which is up 0.05 over last year at this point in time. Transfer applications are also showing great growth with 302, up 6% over last year for main campus and 169 for RUC. Ms. Chachra added that several 2020 planning efforts are underway including new leadership changes within the division that will allow for a more strategic approach to enrollment efforts moving forward and a more pervasive focus on yield activities will be developed over the next few years, with a significant focus on what information students need at a given point of the enrollment cycle. Ms. Chachra shared the announcement of a new scholarship program, The Highlander Distinction Program, which will provide approximately \$13 million more in aid to students over the next four years. The program will provide broader aid package to more students for both merit and need-based aid awards.

Ms. Chachra reported that Vice President for University Advancement Wendy Lowery provided an update on recent activities of University Advancement to the Committee. Ms. Chachra provided an overview of the successful Homecoming and Reunion Weekend and reported the Committee viewed a video highlighting the 2019 activities. Ms. Chachra shared that the area is fully staffed and a new team member, Carolyn Clayton, Director for Annual Giving, was introduced. Ms. Chachra shared that the

Annual Giving digital efforts from The Hive, a crowdfunding platform, generated \$21,375 from 359 donors. To date, this is a 38% increase in dollars and 100% increase in donors from FY19. Ms. Chachra reported dollars raised to date total \$3,954,684 from 2,054 donors, but as of the meeting, the University has surpassed the \$4 million mark. In closing, Ms. Chachra shared that the Capital Campaign planning is going well, and the website is set to go-live in April.

Ms. Chachra reported that Vice President for University Relations and Chief of Staff Ashley Schumaker shared changes within the team. Christina Edney was recently hired as a Multimedia Producer, Justin Ward assumed a new role as Interim Director of Media Services and Don Bowman is retiring with over 30 years of service. Ms. Chachra summarized the ongoing efforts in the marketing strategy, including its alignment with the University's student recruitment efforts. She shared that 30% of the marketing was concentrated in the NOVA, D.C. and Maryland region with 55% in the remainder of the state and 15% in out-of-state markets. Ms. Chachra complimented the team on recent media coverage for several announcements and events, including the new hotel project, River Campus project, BB&T Leadership Development Program, the Bridge to RU Program, Tech Talent Investment Program, Shelor Motor Mile Scholars Program, Stuff the Bus Event and the Percussion Group receiving third place in a National Competition, which were introduced to the Board earlier. In closing, Ms. Chachra shared that the partnership between University Relations and other areas across campus have resulted in many high-profile projects including the Choose Radford stories, the recently published The Magazine of Radford University and the most recently produced University commercial.

#### **REPORT FROM THE STUDENT REPRESENTATIVE TO THE BOARD**

Mr. Breon Case, Student Representative to the Board of Visitors, began his report by sharing the importance of community building and his efforts to do so on campus. Mr. Case described an ad hoc committee he created of students from different groups and organizations. They met once during the semester and had respectful conversations about difficult subjects. Mr. Case also shared information about Guess Who's Coming to Dinner, another project to raise awareness of differences and promote positive interactions. Ms. Rice applauded Mr. Case's efforts to promote communication among students and recognized that this is an important lifelong skill, not just as a student. Mr. Lawrence added that Mr. Case validates why it is important to have a student representative on the Board. A copy of the report is attached hereto as *Attachment D* and made a part hereof.

#### **REPORT ON THE RADFORD UNIVERSITY FOUNDATION**

Ms. Snyder-Falkinham, Representative to the Radford University Foundation Board of Directors, provided an update on recent Foundation news and activities, including the Foundation held its second Board meeting of the year on November 14, 2019. She reported that the transition from Spider to BNY Mellon continues. She reported that the Foundation's June 2019 audit is complete and is available on the Foundation's website. She stated that RU Corporate Park is now nearly full. Ms. Snyder-Falkinham distributed an asset summary report, attached hereto as *Attachment E* and made a part hereof.

#### **CLOSED SESSION**

Rector Archer requested a motion to move into closed session. Dr. Fowlkes made the motion that the Radford University Board of Visitors convene a closed session pursuant to Section 2.2-3711 (A) Items 1, 3, 7 and 8 under the Virginia Freedom of Information Act for the discussion of personnel matters; discussion or consideration of the acquisition of real property for a public purpose or of the disposition of publicly held real property; consultation with legal counsel and briefing by staff members pertaining



to actual or probable litigation; and consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel. Ms. Snyder-Falkinham seconded the motion. The Board of Visitors went into closed session at 10:30 a.m.

**RECONVENED SESSION**

Following closed session, the public was invited to return to the meeting. Rector Archer called the meeting to order at 11:15 a.m. On motion made by Dr. Fowlkes and seconded by Ms. Snyder-Falkinham, the following resolution of certification was approved by a roll call vote.

**Resolution of Certification**

**BE IT RESOLVED**, that the Executive Committee of the Radford University Board of Visitors certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Board.

<u>Roll Call</u>	<u>Vote</u>
Mr. Robert A. Archer, Rector	Yes
Mr. James Kibler, Jr., Vice Rector	Yes
Dr. Thomas Brewster	Yes
Dr. Jay A. Brown	Yes
Mr. Gregory A. Burton	Yes
Ms. Krisha Chachra	Yes
Dr. Rachel D. Fowlkes	Yes
Mr. Mark S. Lawrence	Yes
Ms. Nancy A. Rice	Yes
Mr. David A. Smith	Yes
Ms. Georgia Anne Snyder-Falkinham	Yes
Ms. Lisa Throckmorton	Yes

The resolution of certification was unanimously adopted.

**OTHER BUSINESS**

**RECOMMENDATION FOR APPROVAL OF PERFORMANCE PLAN UPDATE**

Rector Archer asked for a motion to approve the resolution for President Brian O. Hemphill's Performance Plan Update for 2019-2020. Ms. Snyder-Falkinham so moved, Mr. Kibler seconded, and the motion carried unanimously. A copy of the resolution is attached hereto as ***Attachment F*** and made a part hereof.

**RECOMMENDATION FOR APPROVAL OF AMENDMENT TO THE BYLAWS AND PROCEDURES FOR PUBLIC COMMENT**

Rector Archer asked Assistant Attorney General Allen T. Wilson to review with the Board members the information that was discussed at last meeting and the Executive Committee earlier regarding the requirement for higher education institutions to permit public comment prior to taking a vote on a proposed tuition increase. Mr. Wilson shared that there was a two-part recommendation. First, based

on the Board of Visitors governance structure, an amendment to the bylaws is recommended. The addition is to “Section 3. Meetings” by adding “Item G,” which reads:

“In accordance with Code of Virginia, §23.1-307(D) and (E), Radford University will provide public notice at least 30 days prior to considering an increase undergraduate tuition or mandatory fees. The Radford University Board of Visitors will announce a public comment forum prior to the vote. The procedures for the Public Comment Session are approved by the Board of Visitors and maintained on the Board of Visitors website.”

Mr. Wilson stated that the Executive Committee members discussed the recommended procedures and asked Board members if there were any additional questions. Following discussion, Rector Archer asked for a motion to approve the Procedures for Tuition Notice and Public Comment. Mr. Kibler made the motion, Mr. Lawrence seconded, and the motion carried unanimously. Rector Archer then asked Dr. Fowlkes to read the recommended Bylaws Amendment and then asked for a motion to approve the Amendment to the Bylaws, as distributed. Ms. Snyder-Falkinham made the motion, Mr. Kibler seconded, and the motion carried unanimously. A copy of the Procedures for Tuition Notice and Public Comment and the Amendment to the Bylaws are attached hereto as *Attachment G and H, respectively*, and made a part hereof.

Rector Archer shared with the Board of Visitors the concept of a mentoring program between a Board of Visitors member and a student. He said that this was an idea of Dr. Brown and that a subcommittee would be convened and be making a recommendation.

#### **ANNOUNCEMENTS**

Rector Archer announced the upcoming meeting dates:

February 13-14, 2020

April 30-May 1, 2020

August 3-6, 2020 Retreat

#### **ADJOURNMENT**

With no further business to come before the Board, Rector Archer thanked everyone for attending and requested a motion to adjourn. Mr. Lawrence so moved, Ms. Snyder-Falkinham seconded, and the motion carried unanimously. The meeting adjourned at 11:30 a.m.

Respectfully submitted,

Karen Castele

Secretary to the Board of Visitors and Special Assistant to the President

## MEMORANDUM

TO: Members of the Board of Visitors

FROM: Brian O. Hemphill, Ph.D.  
President

DATE December 6, 2019

RE: President's Report

---

I would like to begin my report today by acknowledging the hard work of the many faculty and staff across the campus who have worked diligently on behalf of the University in support of student success. Today, I will highlight a number of activities, events, and initiatives from the Fall 2019 semester.

### **2018-2019 Annual Report**

The Annual Report, which was recently distributed in print and online, is organized around the focal areas of the 2018-2023 strategic plan, “Embracing the Tradition and Envisioning the Future.” The items contained within the report fully illustrate a year filled with many achievements reached and important milestones celebrated by the campus, the community and beyond. The Annual Report validates the remarkable individuals who comprise the Radford family and make Radford University so very special. The report is distributed annually in alignment with the State of the University Address. A printed copy was mailed to each Board member.

### **Introduction of Associate Provost for Health Sciences**

Following a national search, Teresa Ann Conner, PT, Ph.D., MBA was appointed as the inaugural Associate Provost for Health Sciences effective December 2, 2019. Dr. Conner has approximately 20 years of experience in higher education as a professor and academic leader at large, multi-campus research institutions, including East Carolina University, Elon University, Wake Forest University School of Medicine, Winston-Salem State University and the University of North Georgia (UNG). Dr. Conner most recently served as founding Dean and Professor in the College of Health Sciences and Professions at UNG, the state's seventh largest public university, offering more than 100 programs of study across five campuses to more than 18,000 students. UNG was established in 2013 through a merger of North Georgia College and State University and Gainesville State College.

As founding Dean at UNG, Dr. Conner established new programs and led her faculty in the architectural planning process to redesign a 73,000 square foot hospital to serve as the new home for the College. She also supported the development and expansion of two pro bono clinics and a proposal for an inter-professional practice clinic; created a leadership organizational structure; developed and implemented a five-year strategic plan through shared governance; developed a college constitution through shared governance; appointed a diversity and inclusion officer; developed website and newsletter communication for the college; created a clinical practice plan and clinical track policy; secured new space for the counseling program; secured funding to develop state-of-the-art human movement, virtual reality, balance and cell culture labs; and secured physical and virtual spaces for a nursing program expansion, as well as a second allocation of additional space for a new facility in an expansion site.



As Associate Provost for Health Sciences, Dr. Conner will play a significant role at Radford University, primarily in the Waldron College of Health and Human Services, and will divide time between the main campus in Radford, Virginia and Radford University Carilion in Roanoke, Virginia. Dr. Conner earned a Doctor of Philosophy in Anatomy and Cell Biology from East Carolina University; a Master of Business Administration from Elon University; a Bachelor of Science in Physical Therapy from East Carolina University; and a Bachelor of Science in Biology from Queens College.

I would like to this opportunity to formally welcome Dr. Conner to our campus and share my appreciation to the Search Committee for their dedicated efforts.

### **Update on Provost and Vice President for Academic Affairs Search**

Over the course of the Fall 2019 semester, the Provost and Vice President for Academic Affairs Search Committee has been working diligently under the leadership of Faculty Senate President Jake R. Fox, Ph.D. and Vice President for Finance and Administration and Chief Financial Officer Chad A. Reed. This talented group has dedicated countless hours to reviewing materials, conducting interviews, and engaging in discussions. Consistent with the Committee's recommendation and as a result of their tireless efforts, three finalists are visiting the main campus and Radford University Carilion (RUC).

- David L. Schechter, Ph.D.  
*Vice Provost*  
*California State University – Bakersfield*  
*September 2015 – Present*
- Jonathan Levin, Ph.D.  
*Provost*  
*University of Mary Washington*  
*June 2013 – December 2016*
- Carolyn Ringer Lepre, Ph.D.  
*Dean of the School of Communication and the Arts*  
*Marist College*  
*August 2014 – Present*

Two of the finalists visited campus earlier this week, and the third finalist will visit campus this coming week. All students, faculty and staff have been encouraged to participate in designated meetings and open forums as feedback from the campus community will be critical in completing this national search as a permanent Provost and Vice President for Academic Affairs is anticipated to be named in early 2020 with a start date of July 1, 2020.

### **Commonwealth's Tech Talent Pipeline**

Governor Ralph Northam recently announced the creation of the Tech Talent Investment Program (TTIP), a statewide workforce initiative that will poise Radford University as a lead institution in producing graduates prepared to fill the emerging tech talent pipeline. Through the TTIP, Radford University will receive approximately \$17.3 million in funding over the next 20 years to produce nearly 400 additional graduates beyond current degree production. The new program, announced by Governor Northam during an event at Virginia State University, is the result of Amazon's construction of a second headquarters, HQ2, in Northern Virginia. Amazon, a multinational technology company, plans to hire 25,000 employees for its new location over the next decade.

Radford University will implement several strategic initiatives, focused on community college partnerships, expanded degree pathways and improved retention efforts, to double its number of graduates, specifically those in the Artis College of Science and Technology's Bachelor of Science in Computer Science and Technology program. The program is designed to produce professionals with expertise in a range of technical skills that are highly sought after, including cybersecurity and software development.

The Artis College's Department of Information and Technology Curriculum Committee will continue developing an online, asynchronous degree completion program to be offered to students enrolled in the Virginia Community College System (VCCS). The program will provide a path to a Bachelor of Science in Computer Science and Technology for students currently unable to attend a traditional on-campus program.

In addition to focusing on community college partnerships, the Artis College will develop double major pathways for students in the Departments of Physics, Mathematics and Statistics and Information Technology. There will also be an increased focus on the engagement and success of students enrolled in the on-campus programs that are responding to the needs of the growing tech talent pipeline.

Several administrators and faculty members worked diligently to ensure Radford University was among the institutions from across the Commonwealth to be considered for the TTIP. Key contributors include: Vice President for Finance and Administration and Chief Financial Officer Chad A. Reed; Associate Vice President for Finance and Operations Sharon Barrett; Interim Provost and Vice President for Academic Affairs Kenna M. Colley, Ed.D.; and Artis College of Science and Technology Dean Orion Rogers, Ph.D and Artis College of Science and Technology Associate Dean Art Carter, Ph.D.

### **BB&T Leadership Development Program**

Through the generous support of BB&T, a leadership development program was recently created to expand opportunities for students and assist faculty in building expertise and knowledge in ethical and social leadership. The newly-established BB&T Leadership Development Program will provide students and faculty with unique opportunities to engage with BB&T leadership and the surrounding business community through seminars, lectures and community forums, as well as the BB&T Leadership Institute located in Greensboro, North Carolina. This enhanced partnership will allow BB&T and Radford University to engage the Davis College of Business and Economics locally, regionally and nationally with young minds entering the business community as socially responsible, ethical leaders.

Associate Professor of Management Danylle Kunkel, Ph.D. was selected to lead the program, which began with the Fall 2019 semester. As part of the program, Dr. Kunkel will develop opportunities to assist students in job preparedness and placement. She will oversee the selection of up to 30 students to participate in the program. These students will receive emerging leaders certification upon completion of the program, enhancing their workplace marketability. She will also aid existing faculty with ethical and social leadership advances, while conducting high-impact research in those areas. Additionally, faculty will have an opportunity to apply for course development grants to be provided by BB&T and utilized for generating course content aimed at ethical and social leadership. Dr. Kunkel will oversee this grant process.

### **Shelor Motor Mile Scholars Program**

In order to expand access to education and jobs in the New River Valley, a new partnership was formed with Shelor Motor Mile, Inc. Through their generous support, the Shelor Motor Mile Scholars Program is now available to Highlander students seeking internships and employment in the New River Valley. This program represents a valuable opportunity to further expand career-related training and scholarship support for talented students through their studies in four of Radford University's academic colleges. The program is a reflection of Shelor Motor Mile's commitment to the community and an extension of their eight-year-old Growing the Future Program, which currently supports over 50 elementary, middle and high schools across several counties in Southwest Virginia.

Shelor Scholars will follow a cohort model focused on supporting workforce and pipeline development, coupled with community engagement. Through the Shelor Motor Mile Scholars Program, selected rising seniors at Radford University will have access to internship opportunities, as well as interaction and mentoring with the leadership of Shelor Motor Mile. A total of 20 students will be selected annually as Shelor Scholars and will receive scholarship support to help cover educational costs at Radford University. The new program will provide an opportunity for Radford students to "learn and grow" right here in the New River Valley.

### **Dalton Eminent Scholar Awards**

Radford University recently announced the five faculty members who won the 2019 Dalton Eminent Scholar Awards. The annual awards provide faculty members opportunities to go above and beyond in their chosen academic fields and for Radford University to recruit and retain the best faculty as each faculty winner receives a \$10,000 award to fund research travel and materials, along with a \$5,000 award following successful completion of research and scholarly activity.

The Dalton Eminent Scholars Fund, which provides financial support for the prestigious awards, was originally established in the late 1980s and early 1990s as a way to honor United States District Judge Ted Dalton and former Governor of Virginia John Dalton. Through a grassroots fundraising campaign, more than \$700,000 was raised for the endowment, which now has funds totaling nearly \$2 million.

The recipients of the 2019 Dalton Eminent Scholar Awards are:

- Donna Boyd, Ph.D., Eminent Professor of Anthropology and Co-Director of the Radford University Forensic Science Institute in the Artis College of Science and Technology;
- Matthew DeCarlo, Ph.D., Assistant Professor of Social Work and Site Coordinator of the Roanoke Master of Social Work Program in the Waldron College of Health and Human Services;
- Seife Dendir, Ph.D., Professor of Economics in the Davis College of Business and Economics;
- Agida Manizade, Ph.D., Professor of Mathematics and Statistics in the Artis College of Science and Technology; and
- Thomas Pierce, Ph.D., Professor of Psychology in the College of Humanities and Behavioral Sciences.

### **Homecoming and Family Weekend**

From October 25-27, 2019, our campus and the community welcomed more than 1,000 alumni and friends during Homecoming and Reunion Weekend. The campus was busy with an array of activities throughout the weekend. On Friday, I hosted the annual State of the University Address, which provided an opportunity for students, faculty, staff, alumni and friends to come together as one Radford family to reflect on the past, celebrate the present and plan for the future. On Saturday, the Alumni

Village came alive with entertainment from The Deloreans. On Saturday evening, the First Lady and I were honored to host the Golden Reunion Dinner. These were just a few of the memorable moments from this year's event.

### **2019 Radford Highlanders Festival**

On October 12, 2019, we celebrated the 2019 Radford Highlanders Festival on campus stretching from Moffett Hall to Muse Hall. The Highlanders Festival was created to celebrate the rich history of the early Scots-Irish immigrants to this region. The Festival represents another aspect of our Radford family and Highlander pride. In the mid-90's, the entire University community rallied around what Scots-Irish heritage really means and the pride that it carries. At the first Radford Highlanders Festival in 1996, the University's Highlander mascot was introduced. Later, the Highlander became the nickname for the athletic teams. Please join me in applauding City of Radford officials, including Mayor David Horton and City Manager David Ridpath, and Karen Castele, who leads the University's coordination of this special annual event.

### **2019 Winter Commencement**

On December 12-14, 2019, Winter Commencement ceremonies will be held as the Radford family joins together to celebrate the achievements of its graduates and newest alumni. On Thursday, several department and school-based ceremonies will be hosted by Radford University Carilion. On Friday, the first Commencement at Radford University Carilion will be held at 10:00 am in the Berglund Center, as well as the School of Nursing Pinning, the Occupational Therapy Pinning and the College of Graduate Studies and Research Commencement and Hooding Ceremony on main campus. On Saturday, the undergraduate ceremonies for the main campus will take place at 10 a.m. and 1 p.m. in Bondurant Auditorium.

### **2020 General Assembly Session**

In preparation of the upcoming 2020 General Assembly Session, I continue to travel across the Commonwealth in order to share information with our state's leaders regarding the University's priorities and goals. Construction of the Center for Adaptive Innovation and Creativity and funding for financial aid remain two of our top priorities. In order to build continued support for these priorities and others, I invite Board of Visitors members to participate in our annual Advocacy Day to be held on January 30, 2020 in Richmond. The event provides students with a unique opportunity to share the Radford story with Virginia's elected officials, specifically delegates and senators, while obtaining first-hand experience of state government in action.

Before concluding my report, I am looking forward to the Board's consideration of the proposed 2020-2030 Master Plan. This document, as presented today, is the result of a multi-year process led by the Division of Finance and Administration. At this time, I would like to ask Vice President for Finance and Administration and Chief Financial Officer Chad A. Reed and Director of Facilities Planning and Construction Mike Biscotte to please stand and be acknowledged for their guidance and leadership. I would also like to recognize members of the Master Planning Committee and its subcommittees, which were critical in this collaborative process.

Mr. Rector and members of the Board, this concludes my report.

**RADFORD UNIVERSITY BOARD OF VISITORS**  
**Business Affairs and Audit Committee**  
**December 5, 2019**

**Action Item**  
**Approval of the Six-Year Capital Plan for 2020-2026**

**Item:**

Approval of the 2020-2026 Radford University Six-Year Capital Outlay Plan.

**Background:**

Every two years, each college and university in the Commonwealth of Virginia submits a Six-Year Capital Outlay Plan to the Department of Planning & Budget. From those requests, the Executive Branch uses these submissions to prioritize capital projects for the Commonwealth and to inform their decision on which projects will be slated for inclusion in the Governor's Executive Budget Bill which is presented in December of each year.

The Six-Year Plan reflects the mission of the University. The projects are submitted in priority order and identify the requested source of funding. The guiding principles of the plan were to identify future capital projects that renovate existing academic buildings as construction is completed on new facilities, address the need to co-locate administrative offices to improve operational efficiencies and departmental synergy, and modernize residence halls by updating the building's infrastructure and systems.

A summary of the submitted projects, by biennium, is presented in Appendix A and a brief description of each project is provided in Appendix B.

**Action:**

Radford University Board of Visitors approval of the 2020-2026 Radford University Six-Year Capital Outlay Plan, as presented in Appendixes A and B.

**Radford University Board of Visitors**  
**RESOLUTION**  
*Approval of the Six-Year Capital Outlay Plan for 2020-2026*  
**December 6, 2019**

**BE IT RESOLVED**, the Radford University Board of Visitors approves the Radford University Six-Year Capital Outlay Plan for 2020-2026, as presented in Appendixes A and B.

Adopted: December 6, 2019



---

Robert A. Archer  
Rector  
Radford University Board of Visitors



---

Karen Castele  
Secretary to the Board of Visitors  
Radford University

**RADFORD UNIVERSITY BOARD OF VISITORS**  
**Business Affairs and Audit Committee**  
**December 5, 2019**

**Action Item**  
**Approval of the 2020-2030 Master Plan**

**Item:**

Approval of the Radford University 2020-2030 Master Plan.

**Background:**

The Radford University 2020-2030 Master Plan was developed to support the Radford University 2018-2023 Strategic Plan: *Embracing the Tradition and Envisioning the Future*. The 2018-2023 Strategic Plan contains goals and strategies to support the vision of transforming Radford University into a premier, innovative, student-centered university in the Commonwealth of Virginia and beyond with a keen focus on teaching, research and service. This Master Plan includes both overall guidance and specific actions for enhancing the University's physical built environment as an integral part of this comprehensive strategic vision.

In order to understand and address the overall goals, the Master Plan work began with data collection in the fall of 2017. This process started with compiling all current and historic information relative to campus buildings, infrastructure, student, faculty and staff populations and other information from outside relevant resources, along with field investigation and collection of technical engineering data from the Facilities team, transportation and parking assessments and analysis of existing green space and landscape elements. The process also included information gathering meetings and work sessions with multiple groups of students, faculty and staff, as well as representatives from the City of Radford and other appropriate stakeholders.

The preparation of the 2020-2030 Master Plan provided a singular and significant opportunity for the entire University community to engage in the future development of the campus and the surrounding community. The Master Plan is organized around the following overarching areas of emphasis: Construct, Renovate, Repurpose, Evaluate and Upfit, Enhance and Create.

**Action:**

Radford University Board of Visitors approval of the Radford University's 2020-2030 Master Plan, as presented.

**Radford University Board of Visitors**  
**RESOLUTION**  
*Approval of the 2020-2030 Master Plan*  
**December 6, 2019**

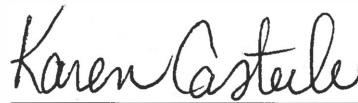
**BE IT RESOLVED**, the Radford University Board of Visitors approves the Radford University 2020-2030 Master Plan, as presented.

Adopted: December 6, 2019



---

Robert A. Archer  
Rector  
Radford University Board of Visitors



---

Karen Castele  
Secretary to the Board of Visitors  
Radford University



# Student Representative Report

RADFORD  
UNIVERSITY

# Goals

---

- Community Building
- Bridging the Gap
- Increasing Highlander Spirit

# Community Building

---

- Encourage Unity Across the University
- Bridging the Gap



# Update

---

## Highlander Believers Student Committee



# Update

---

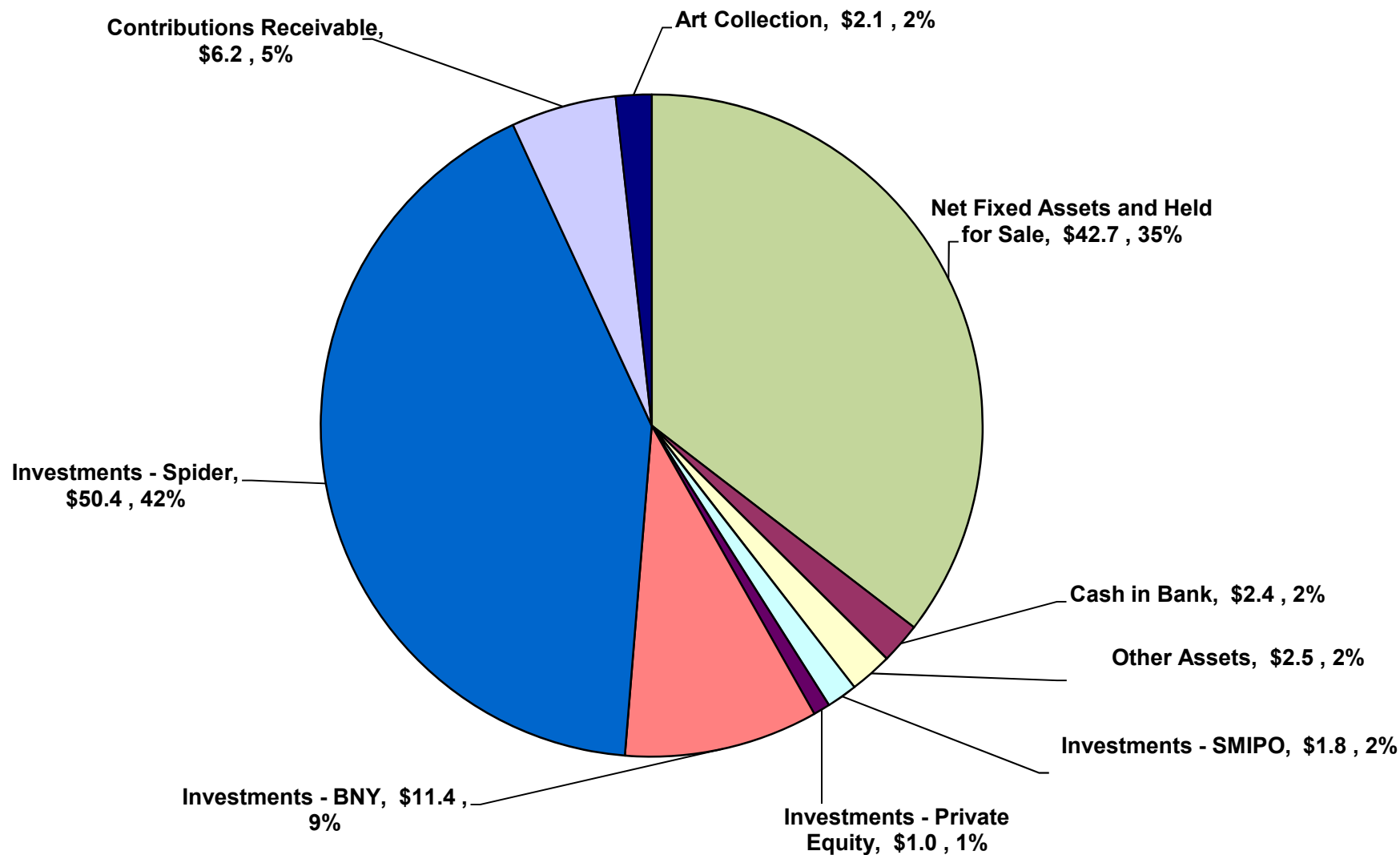
## Guess Who's Coming to Dinner

- A Conversation on Race
- Three Series Dinner



# Questions?

# Radford University Foundation Asset Composition as of 09/30/19



(in millions)  
**Total Assets: \$120.5M**

**Performance Plan Update  
Resolution for Executive Committee Review and  
Board of Visitors Consideration**

**Now Therefore Be it Resolved**, that the Board of Visitors hereby approves payment for President Brian O. Hemphill's Performance Plan for 2019-2020, as discussed in closed session on December 6, 2019, and that said performance plan pursuant to Section E of the Employment Agreement of Brian O. Hemphill, Ph.D., dated December 7, 2018, is considered a personnel record.

Adopted: December 6, 2019



Robert A. Archer  
Rector  
Radford University Board of Visitors



Karen Castele  
Secretary to the Board of Visitors  
Radford University



## Radford University Board of Visitors

### Procedures for Tuition Notice and Public Comment

In accordance with Code of Virginia, §23.1-307(D) and (E), Radford University will provide public notice at least 30 days prior to considering an increase of undergraduate tuition or mandatory fees. The public notice will also identify a date, time and location for a Budget Presentation to be followed by a time period for public comment. The notice will also include guidelines for providing public comment.

- The Budget Presentation and Public Comment Session will be scheduled to allow for sufficient time for both the presentation and public comment. The timeframe may vary depending on the amount of information to be presented and anticipated number of speakers.
- The public can sign up to speak at the Public Comment Session by emailing [bov@radford.edu](mailto:bov@radford.edu). This is available from the time of public notice until noon the day prior to the Public Comment Session.
- Written comments may be sent to [tuition@radford.edu](mailto:tuition@radford.edu). This is available from the time of public notice until three days prior to vote to allow time for compiling information and making copies to be available to the Board members.
- A written copy of their comments is requested, but not required.
- Anyone who has not signed up to speak by the deadline may sign-in at the public comment session. If time permits, they will be given an opportunity to speak.
- At least three Board of Visitors members will be in attendance.

Adopted: December 6, 2019



Robert A. Archer  
Rector  
Radford University Board of Visitors



Karen Castele  
Secretary to the Board of Visitors  
Radford University

**Radford University Board of Visitors  
Resolution**

**Amendment to the Bylaws**

**Now Therefore Be it Resolved**, the Board of Visitors hereby amends the Radford University Board of Visitor Bylaws Section 3. Meetings by adding Item G:

**G. Tuition Notice and Public Comment.** In accordance with Code of Virginia, §23.1-307(D) and (E), Radford University will provide public notice at least 30 days prior to considering an increase undergraduate tuition or mandatory fees. The Radford University Board of Visitors will announce a public comment forum prior to the vote. The procedures for the Public Comment Session are approved by the Board of Visitors and maintained on the Board of Visitors website.

Adopted: December 6, 2019



---

Robert A. Archer  
Rector  
Radford University Board of Visitors



---

Karen Castele  
Secretary to the Board of Visitors  
Radford University

**RADFORD UNIVERSITY  
BOARD OF VISITORS BYLAWS**

**PREAMBLE**

The Board of Visitors of Radford University (“the Board”) adopts these Bylaws to provide for the orderly, consistent and efficient conduct of its business as the governing body of Radford University (“the University”).

As public trustees the Board has the responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation, development of evolving policies, and financial oversight of the University. Much of this authority necessarily is delegated to the President, who serves as the agent of the Board and as Chief Executive Officer of the University.

It is acknowledged and understood that the University and the Board are at all times subject to the control and legislative enactments of the General Assembly of the Commonwealth of Virginia.

**Article I – The Board of Visitors**

**Section 1 – Legal Status, Composition, and General Operation**

**A. Legal Status and Composition.** The Board of Visitors of Radford University is created by Va. Code §23.1-2100. Membership of the Board, method and terms of appointment, and the method of filling vacancies are provided by statute (Va. Code §23.1-1300).

**B. General Operations.** The Board is required by law to, and does:

1. Strive to be transparent in its operations, and operate entirely openly to the extent required by law.
2. Comply with the Commonwealth of Virginia’s Freedom of Information Act (Code of Va. §2.2-3700, et seq.), including but not limited to the following:
  - a. Record minutes of each open meeting and post the minutes on the Board’s website in accordance with subsection 1 of §2.2-3707 and §2.2-3707.1;
  - b. Conduct all discussions and actions on any topic not specifically exempted by §2.2-3711 in open meeting;
  - c. Give public notice of all meetings in accordance with subsection C of §2.2-3707; and
  - d. Approve in open meeting any action taken in closed meeting before it can have any force and effect in accordance with subsection B of §2.2-3711.
3. Notify and invite the Attorney General’s appointee or representative (the legal counsel of the institution) to all meetings of the Board, Executive Committee, and other Board committees.

**C. Annual Executive Summary.** The Board is required by statute to submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. This report shall be submitted in accordance with procedures stipulated by law.

**D. Removal of Board Members.** If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs for governing boards presented by the State Council of Higher Education for Virginia, and required by Virginia Code §23.1-1304 in the member's first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the Board shall record such failure in the minutes at the Board's next meeting and notify the Governor, and the office of such member shall be vacated. However, no member serving as of January 1, 2015 shall be removed for failing to attend the educational programs required by Virginia Code § 23-9.14:1 in the members first two years of membership if the member attends such training by January 1, 2016.

In accordance with Virginia Code §23.1-1300(C), the Governor has the authority to remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board and fill the vacancy resulting from the removal. Each appointment to fill a vacancy will be subject to confirmation by the General Assembly. The Governor will set forth, in a written public statement, the Governor's reasons for removing any member pursuant to this statute at the time the removal occurs. The Governor will be the sole judge of the sufficiency of the cause for removal as set forth in this statute.

**E. Resignation.** Any Board member may resign at any time by providing notice of the date of resignation to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary for it to take effect.

## **Section 2 – Powers and Responsibilities**

Responsibilities of the Board include, but are not limited to, the following:

1. Control and expend funds of the University;
2. Establish fees, tuition, and other charges imposed on students;
3. Approve the University's budgets;
4. Appoint the President of the University;
5. Approve the strategic plans of the University;
6. Confer degrees;
7. Promote the purpose and mission of the University;
8. Adopt rules and regulations for governing employment and employees, and approve promotions, tenure, salaries of employees;
9. Name buildings and other major facilities;
10. Approve certain real property transactions; and
11. Adopt rules and regulations governing student conduct.

### **Section 3 – Meetings**

**A. Regular Meetings.** The Board meets in regular session four times each fiscal year, on dates established by the Board. The last regular meeting of each fiscal year is designated as the “annual meeting” of the Board.

**B. Special Meetings.** Special meetings may be called by the Rector or upon the request of any five voting members of the Board. Requests for a special meeting must be submitted to the Secretary to the Board (“Secretary”), who has the ministerial responsibility for making arrangements for the special meeting.

**C. Notice.** Notice of meetings must be published and provided to the Board and the public by the Secretary in accordance with these Bylaws and state law.

**D. Quorum and Votes.** A simple majority of the Board constitutes a quorum. Unless otherwise required by statute, actions of the Board are taken by simple majority of those present and voting.

#### **E. Member(s) Participation via Electronic Communications.**

1. A member can participate via electronic communication means from a remote location that is open to the public in accordance with the Code of Virginia §2.2-3708 and provided that:
  - a. A quorum of the Board is physically assembled at one primary location.
  - b. Notice of the meeting has been given at least three working days in advance of the date scheduled for the meeting in accordance with Virginia Code §2.2-3708(C).
  - c. The remote location from which the member is participating is open to the public. All agenda packets and, unless exempt, all materials that will be distributed to Board members shall also be made available to the public at the remote location.
  - d. Interruption in the telephonic or video broadcast of the meeting shall result in the suspension of action at the meeting until repairs are made and public access is restored.
2. A member may also participate via electronic communication means from a remote location that is not opened to the public in the event of an emergency, personal matter, or medical condition that prevents the member from attending in person, in accordance with the Code of Virginia §2.2-3708.1 and provided that:
  - a. If, on or before the day of the meeting, the member notifies the Rector that such member is unable to attend the meeting due to an emergency, personal matter, or medical condition that prevents the member’s physical presence, and the member identifies with specificity the nature of the emergency or personal matter.
  - b. The Board shall record the reason for the member to participate from a remote location together with the remote location from which the member participates in the minutes of the meeting.
  - c. There must be a quorum of the Board physically assemble at the primary location of the

meeting.

- d. The Board shall make arrangements for the voice of the remote participant to be heard by all persons at the primary location.
- e. If any request for participation via electronic communication from a remote location is denied, the decision and rationale will be reflected in the minutes.

**F. Agenda.** The draft agenda for each meeting is to be prepared by the President or the President's designee, and approved by the Rector. Matters that any member requests to be placed on the agenda should be brought to the attention of the President as far in advance of the meeting as possible. The President may assign a matter to the chair of the appropriate committee of the Board for review prior to placement on the Board agenda. The agenda and other meeting materials are to be made public as required by law, and delivered to each member of the Board as far in advance of the meeting as feasible.

Matters which arise after publication of the agenda may be placed on the agenda at the President's discretion, after consultation with the Rector, or by the Board's amendment of the agenda. The first order of business at every meeting is approval of the agenda. Proposed amendments to the agenda may be considered at that time.

**G. Tuition Notice and Public Comment.** In accordance with Code of Virginia, §23.1-307(D) and (E), Radford University will provide public notice at least 30 days prior to considering an increase undergraduate tuition or mandatory fees. The Radford University Board of Visitors will announce a public comment forum prior to the vote. The procedures for the Public Comment Session are approved by the Board of Visitors and maintained on the Board of Visitors website.

#### **Section 4 – Officers**

**A. Officers.** The officers of the Board are Rector and Vice Rector.

**B. Election and Terms.** The officers are elected by the Board at the annual meeting of the Board and shall serve a term of one year.

- 1. Nominating Committee.** The Governance, Administration and Athletics Committee acts as the Nominating Committee for officers of the Board. The Committee is to call for nominations from members of the Board annually, following the last regular meeting of the Board. Nominations from members are to be submitted in writing to the Chair no later than ten days after that call. The Committee will meet prior to the annual meeting to determine which nominations will be presented to the Board. The Committee may offer more than one nominee for an office.
- 2. Nominations from the Floor.** Nominations from the floor will be taken.
- 3. Term.** Newly elected officers assume office on July 1 following their election. Each officer holds office for a term of one year ending the following June 30 or until the successor is elected, whichever is later. Officers may serve up to two consecutive terms; however, there is no limitation on the number of non-consecutive terms an officer may serve. In the event the Vice Rector assumes the office of Rector for a period of 180 days or more, that period will count as a full term.

**C. Rector.** The Rector is charged with promoting a level of interest, involvement and activity among the members of the Board as will best contribute to (1) the establishment of proper policies, (2) wise

planning, (3) intelligent and considerate observance of the rights of the faculty, administration, staff, and student body, and (4) the maintenance of the independence of the Board, all of which will enhance the future welfare of the University.

Specific responsibilities include presiding at Board meetings; appointing all committees, unless otherwise provided in the Bylaws or directed by the Board; acting as the Board's primary spokesperson or representative; and performing such other duties as are generally expected of the presiding officer or are imposed by statute, Bylaws, or action of the Board.

**D. Vice Rector.** If the Rector is temporarily absent or unavailable, the Vice Rector presides over meetings and assumes all powers, duties and functions of the Rector. In the event of the death, permanent disability or resignation of the Rector, or should the Rector become otherwise permanently unable to perform the duties and functions of the office, the Vice Rector will become Rector for the remainder of the term, and a new Vice Rector will be elected.

## **Section 5 -- Advisory Representatives**

**A. Appointments.** The Board is to appoint one faculty member and one student as non-voting, advisory representatives to the Board. Representatives are appointed at the annual meeting which is the last meeting of the fiscal year, and serve one-year terms commencing July 1 following their appointment and ending June 30.

The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors. If the same individual shall serve more than two consecutive terms as Faculty Senate President, the faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate. Should the faculty representative resign as faculty senate president during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.

The student representatives are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.

**B. Responsibilities.** Advisory representatives have the responsibility to support the best interests of the University and to work with members of the Board for the continuing operation and development of the institution as a comprehensive state university. They are expected to participate in all regular meetings of the Board. Each advisory representative will be appointed as a non-voting member of at least one standing committee, but may not chair a committee. Advisory representatives may submit agenda items for discussion and information to be considered by the Board by presenting them to the President in advance of meetings, but may not make motions or introduce new items at meetings. Advisory representatives may not attend closed meetings except by invitation of the Board.

## **Section 6 – Committees**

**A. Executive Committee.** The Executive Committee is comprised of the Rector, the Vice Rector, and the chairs of the standing committees. The immediate past Rector serves as an ex-officio member. The Rector serves as Chair of the Committee.



1. The Executive Committee is authorized and required to:
  - a. Develop and recommend to the Board a statement of governance setting forth the Board's role;
  - b. Periodically review the Board's Bylaws and recommend amendments;
  - c. Provide advice to the Board on committee structure, appointments, and meetings;
  - d. Develop an orientation and continuing education process for Board members that includes training on the Virginia Freedom of Information Act;
  - e. Create, monitor, oversee, and review compliance by Board members with the University's Code of Ethics, adopted August 23, 2007, which Code is equally applicable to Board members as well as other members of the University community;
  - f. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.
2. Additionally, the Executive Committee is authorized to convene and exercise the full power and authority of the Board between meetings of the Board whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct.

A simple majority constitutes a quorum. In the event that a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum may be attained.

The Secretary to the Board is to inform promptly all members of the Board of any action taken by the Executive Committee. The Rector is to report actions taken by the Executive Committee at the next full meeting of the Board.

**B. Standing Committees.** Each standing committee is comprised of the Rector and Vice Rector plus not fewer than three additional Board members appointed by the Rector during or after the annual meeting. The Rector designates the chair and vice-chair of each committee and, on recommendation of the President, appoints an administrative assistant to staff each committee.

A simple majority of the members of a committee constitutes a quorum. In the event that quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum may be attained.

Matters may be referred to standing committees by the President, the President's designee, the Rector, or the full Board. In addition to the specific responsibilities provided by these Bylaws, the standing committees shall have any other duties and responsibilities assigned by the Board or the Rector.

The standing committees are:

1. **Business Affairs and Audit.** This committee is generally responsible for reviewing and recommending action to the Board regarding the financial and business affairs of the University, including but not limited to, capital projects, grants, contracts, and the naming of facilities. This committee also oversees the internal audit function of the University; receives



the annual financial audit report of the Auditor of Public Accounts; and performs studies of financial matters as directed by the Board.

2. **Student Success.** This committee is generally responsible for reviewing and recommending action to the Board on matters pertaining to students, including but not limited to, student retention, student support services and activities, student health and safety, student conduct and disciplinary standards, residential life, student organizations and activities, and the general quality of student life.
3. **Academic Excellence and Research.** The committee provides guidance to the Board on matters essential to academic quality. This committee is generally responsible for reviewing and recommending action to the Board on matters regarding the University's academic mission, purpose, plans, and programs, including, but not limited to the creation or elimination of academic programs and of colleges and schools and academic departments within the University; faculty appointments, and the policies and procedures governing the award of tenure; academic standards and policies for student admissions, progression and graduation; and the conferring of meritorious awards and honorary degrees.
4. **Governance, Administration, and Athletics.** This committee is generally responsible for considering and recommending action to the Board on policy matters pertaining to the administrative operations of the University, including personnel matters, and shall advise and consult with the President of the University on matters of human resources policy in regard to classified employees, university staff and other non-instructional faculty members employed by the University.

The committee shall also conduct an annual evaluation of the President as required by these Bylaws in a closed meeting and present its findings and recommendations to the Board.

This committee is responsible for reviewing recommendations and offering motions to the Board on matters and policies pertinent to the Division of Information Technology including implementation of new technologies and systems affecting the University's computer systems, websites and telephone systems.

This committee is also responsible for reviewing recommendations and offering motions to the Board on matters pertaining to all aspects of University intercollegiate athletics including, but not limited to, recruitment of personnel, development of new athletic programs, and maintenance and/or construction of athletic facilities.

5. **University Advancement, University Relations, and Enrollment Management.** This committee is generally responsible for oversight of programs that promote private donations for, and alumni support of, the University, including related activities undertaken by the University directly and by affiliated foundations on the University's behalf. It also oversees the University's public and community relations programs, which are designed to enhance the University's stature and reputation, and its efforts to publicly disseminate news about the University. This committee is also responsible for reviewing recommendations and offering motions to the Board on matters and policies pertinent to the university's enrollment management strategy.

**C. Special Committees.** Special or *ad hoc* committees are established by the Board or the Rector for an expressed purpose and limited duration. Special committees may have no fewer than four members

appointed by the Rector, who may change the membership at any time. The Rector designates the Chair of special committees.

### **Section 7 – Policies and Procedures.**

Subject to state law and these Bylaws, the Board may adopt rules and regulations and may establish specific policies or procedures for the operation of the University and, to the extent not inconsistent with these Bylaws, for the Board's own governance. All such policies and procedures in existence on the date of the adoption of these Bylaws, and all policies and procedures subsequently adopted by the Board must be published and are binding on all affected university constituents. The President shall be responsible for the publication and implementation of all policies and procedures of the Board.

## **Article II – Employees**

### **Section 1 – The President**

The President serves at the pleasure of the Board of Visitors or pursuant to contract with the Board. The President is the Chief Executive Officer of the University and oversees the overall operation of the University. The President is expected to provide leadership to the University community in the development of its mission and programs. The President directs the University's administration, faculty and staff, and oversees the financial affairs of the University and the use and maintenance of its physical facilities. The President supports the fund-raising and advancement efforts of public and private entities on behalf of the University and serves as the University's representative and official spokesperson. The President must act in accord with the policies and direction of the Board. The President must perform the duties and exercise the authority of the office in accordance with all applicable federal and state laws and regulations.

The President may delegate specific duties, in whole or in part, to other employees of the University. However, the President remains responsible for the performance of the delegate as to all matters within the President's authority.

The Board shall meet with the President, at least annually, in a closed meeting, and deliver an evaluation of the President's performance. A preliminary evaluation report is to be submitted by the Governance, Administration and Athletics Committee to the Board, which report serves as the initial basis for the Board's review and evaluation. Objectives for the coming year will also be presented to the Board by the President at the time of the evaluation.

Any changes to the President's contract shall be made only by vote of a majority of all members of the Board.

### **Section 2 – Provost, Vice Presidents, Vice Provosts, and Direct Reports to the President**

The Provost, Vice Presidents, Vice Provosts, and all direct reports to the President are selected by the President, subject to approval by the Board, and serve at the pleasure of the President, or upon such other terms as agreed by the employee, the President, and the Board.

### **Section 3 – University Auditor**

The University Auditor is responsible for the University's internal audit function, which provides independent appraisals and reviews of University operations. The University Auditor is administratively

responsible to the President, but is functionally accountable to the Board of Visitors. The University Auditor is appointed by, and reports to, the Board or a Board committee, as directed by the Board. In addition to the general responsibilities of the position, the University Auditor performs such duties incidental to the office as assigned by the Board or the President.

### **Article III – Miscellaneous**

#### **Section 1 – Suspension or Amendment of Bylaws**

These Bylaws may be suspended or amended in whole or in part at any meeting of the Board of Visitors.

#### **Section 2 – Parliamentary Authority**

Unless otherwise specified by these Bylaws, all Board and committee meetings, actions, and rulings will be guided by the most current edition of *Robert's Rules of Order Newly Revised (most recent edition)*.

# End of Board of Visitors Materials

