



**BOARD OF VISITORS
REGULAR MEETING
ELECTRONIC MEETING VIA BLUEJEANS
VIDEOCONFERENCING PLATFORM
September 15, 2020**

Meeting held by electronic communication means in accordance with Va. Code § 2.2-3708.2, Chapter 1283 of the 2020 Acts of the Virginia General Assembly, and Governor Northam's Executive Order 51 dated March 12, 2020.

BOARD MEMBERS – Participated via Bluejeans

T. Richard Litton
Rear Admiral Robert Bianchi
Sarah Bishop
Mr. Chester Hart
Dr. Theresa Emory
Sharon Goodwyn
W. Ashton Lewis
Dr. Bruce Waldholtz
Dr. Marcus Martin
Dr. Alan Wagner
Dr. Betty Bibbins
Tina Mohr
Dr. Naved Jafri
Phillip Hucles
Paul Fraim
Blythe Scott

Board Members Absent

Dr. Fred Lindsay

OFFICERS AND STAFF PRESENT – Burroughs Boardroom, EVMS

Richard Homan, MD	President and Provost
Brant Cox	Vice President and Chief Operating Officer
Tracy Morton	Assistant Secretary, Board of Visitors
Stacy Purcell	Vice President and General Counsel
Vincent Rhodes	Assistant Vice President of Marketing and Communications

CALL TO ORDER

Dr. Theresa Emory, Rector, called the meeting to order at 1:00 PM after noting a quorum was present. Dr. Emory welcomed two new members of the Board; Dr. Betty B. Bibbins and Blythe A. Scott, Esq.

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APPROVAL OF MINUTES

Upon a motion made and seconded, the minutes of the annual meeting of June 9, 2020, Special Meeting of July 24, 2020, and Special Meeting of July 30, 2020, were approved as distributed by roll call vote from the following Board Members: Dr. Naveed Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Ms. Blythe Scott, Mr. T. Richard Litton, Jr.

REPORT OF THE PRESIDENT AND PROVOST

Recommendations for appointments and promotions at the assistant professor and instructor level were presented for action.

RESOLVED, that, upon a motion made and seconded, the Board unanimously approved the recommendations for faculty appointments and promotions at the level of assistant professor and instructor.

Dr. Homan presented a recommendation to award Dr. Marissa C. Galicia-Castillo, the John Franklin Distinguished Chair for Geriatrics.

RESOLVED, that, upon recommendation of the President and Dean, the Board unanimously approved awarding the John Franklin Distinguished Chair for Geriatrics to Dr. Marissa C. Galicia-Castillo.

All approvals were obtained by roll call vote from the following Board members: Dr. Naveed Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Dr. Betty Bibbins, Ms. Blythe Scott, Mr. T. Richard Litton, Jr.

In his presentation to the Board, Dr. Homan reported on the 2022 Strategic Plan and provided updates in the four focused areas of Education, Research, Clinical Care and Administration. The total number of objectives, current objectives accomplished and ongoing goals for each area were discussed. An update was also provided from the COVID-19 Task Force which included campus updates during the pandemic. Dr. Homan provided dates for the LCME visit noting a final decision is due in February 2021. He reported on fund-raising progress, provided an update on the construction of Waitzer Hall, and spoke of the Graduate Medical Education Annual Institutional Review.

COMMITTEE REPORTS

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

Dr. Bruce Waldholtz reported on the Academic and Student Affairs Committee which met this morning. Dr. Elza Mylona presented the new Institute for Integrated NeuroHealth which was approved by the Faculty Senate, she discussed faculty appointment, promotion and tenure, and policies and procedures.

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Dr. Waldholtz presented a recommendation on behalf of the Academic & Student Affairs Committee requesting Board approval for the new Institute for Integrated NeuroHealth.

RESOLVED, that, upon recommendation of the Academic & Student Affairs Committee, the Board unanimously voted to approve the Institute for Integrated NeuroHealth.

All approvals were obtained by roll call vote from the following Board members: Dr. Naveed Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Dr. Betty Bibbins, and Ms. Blythe Scott.

In addition, Dr. Waldholtz presented a recommendation for approval of two new Graduate Certificate Programs in Clinical Andrology and Clinical Embryology.

RESOLVED, that, upon recommendation of the Academic & Student Affairs Committee, the Board unanimously voted to approve two new Graduate Certificate Programs in Clinical Andrology and Clinical Embryology.

All approvals were obtained by roll call vote from the following Board members: Dr. Naveed Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Dr. Betty Bibbins, and Ms. Blythe Scott.

In addition, the following policies were recommended to the Board for approval:

Faculty Affairs

- Policies and Procedures Relating to Faculty Appointment, Promotion and Tenure
- Policies and Procedures Relating to Faculty Appointment
- Policies and Procedures for Faculty Promotion
- Faculty Tenure Policy
- Annual Review of Faculty Performance
- Faculty Handbook

Student Affairs

- Student Honor Code
- Student Non-Academic Complaint & Formal Grievance Policy
- Code of Student Conduct
- Student Academic Records Policy
- Student Exposure Policy

RESOLVED, that, upon recommendation of the Academic & Student Affairs Committee, the Board unanimously voted to approve the above policies as presented.

All approvals were obtained by roll call vote from the following Board members: Dr. Naveed Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Dr. Betty Bibbins, and Ms. Blythe Scott.

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FINANCE COMMITTEE

Rear Admiral Robert Bianchi reported on the Finance Committee meeting that was held this morning. The June and July financial statements were reviewed at today's meeting. It was a very strong financial year and we ended the year with a net excess of about 20.2 million across all the missions. This is unaudited and subject to change, however, no major changes are expected. The largest component of the net excess was in department reserves which had a net excess of \$13.2 million, mostly attributable to \$9 million from the EVMS reserves for commitments such as faculty development and LCME, etc., and the year-end adjustments for insurance reserves and some of the Virginia COVID-19 relief fund that we received for PPE. The EVMS Medical Group was able to navigate through all of the COVID-19 restrictions and reported a favorable \$3.1 million margin over budget. Our EVMS reserves net excess was \$2.2 million after the \$3.85 million from Core and the Core net excess is \$529,000 due to positive variances in salary and fringe savings from vacant positions. The uncommitted reserves after making the transfer was \$44.7 million. All bond covenants were met.

AUDIT & COMPLIANCE COMMITTEE

Dr. Alan Wagner, Chair, reported the Audit and Compliance Committee met this morning and minutes from the previous meeting of June 9, 2020 were approved. An update was provided from the external auditors, KPMG, and the internal auditors.

In addition, eight policies were recommended to the Board for approval. Dr. Wagner provided a brief summary of the following policies:

- Influenza Vaccine Policy
- Industry Presentations During CME Activities Policy
- Securing Employment Policy
- Telework Policy
- Compensation Policy
- Business Related Expenses and Reimbursement Policy
- Non-Discrimination & Anti-Harassment Policy
- Policy on Resolution of Allegations of Sexual Harassment

RESOLVED, that, upon recommendation of the Audit and Compliance Committee, the Board unanimously voted to approve the above policies as presented.

All approvals were obtained by roll call vote from the following Board members: Dr. Naveed Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Dr. Betty Bibbins, and Ms. Blythe Scott.

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GOVERNANCE COMMITTEE

Ms. Sarah Bishop reported to the Board on the Governance Committee Meeting held this morning. She spoke on the orientation for our new Board members held yesterday and the very informative presentation given by Dr. Homan which is now included in the Resource Section of Diligent Boardbooks. Ms. Bishop thanked the Board for completing the self-assessment survey, noting the findings were reviewed by the committee this morning, and she provided a verbal summary. The mission statement was reviewed at today's meeting and will be forwarded to the Board for review and additional discussion in December 2020.

REPORT OF THE RECTOR

Dr. Emory thanked Dr. Homan, Senior Management and the staff for their hard work in keeping the school running smoothly during the current pandemic.

OLD BUSINESS

There was no old business.

NEW BUSINESS

Request for Closed Session as permitted under Code of Virginia 2.2-3711 (A) (1) personnel actions and (2) proprietary business related information pertaining to the operations of EVMS

Accordingly, upon a motion made and seconded, the Board voted unanimously to adjourn the open session and convene the executive session.

All approvals were obtained by roll call vote from the following Board members: Dr. Naveed Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Dr. Betty Bibbins, and Ms. Blythe Scott.

ADJOURNMENT

The meeting adjourned at 2:03 PM.

Tracy Morton
Assistant Secretary
EVMS Board of Visitors



**BOARD OF VISITORS
CLOSED SESSION
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Board Members Absent

Dr. Fred Lindsey
T. Richard Litton, Jr.

OFFICERS AND STAFF PRESENT – Burroughs Boardroom, EVMS

Richard Homan, MD President and Provost
Stacy Purcell Vice President and General Counsel

Dr. Theresa Emory, Rector, opened this executive session at 2:04 pm. The closed session was convened in order for the Board to discuss specific proprietary business related information pertaining to the operations and finances of EVMS, a proposed gift and naming opportunity, and personnel actions.

The executive session adjourned at 3:28 pm.

Tracy Morton

Assistant Secretary
EVMS Board of Visitors



**BOARD OF VISITORS
RETURN TO REGULAR SESSION
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Board Members Absent

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OFFICERS AND STAFF PRESENT – Burroughs Boardroom, EVMS

Stacy Purcell Vice President and General Counsel
Tracy Morton Assistant Secretary, Board of Visitors

Dr. Theresa Emory, Rector, opened this return to regular session at 3:28pm.

Upon a motion duly made and seconded, the Board certified by roll call vote that to the best of their knowledge, only such matters as were identified in the motion convening the executive session were heard, discussed and considered by the Board.

All approvals were obtained by roll call vote from the following Board members: Dr. Naved Jafri, Rear Admiral Robert Bianchi, Ms. Sarah Bishop, Ms. Tina Mohr, Dr. Theresa Emory, Mr. Paul Fraim, Ms. Sharon Goodwyn, Mr. Ashton Lewis, Dr. Bruce Waldholtz, Mr. Chester Hart, Dr. Marcus Martin, Dr. Alan Wagner, Mr. Phillip Hucles, Dr. Betty Bibbins, and Ms. Blythe Scott.

There being no further business to discuss, the meeting adjourned at 3:30pm.

Tracy Morton
Assistant Secretary
EVMS Board of Visitors