

DOCKET

BOARD OF VISITORS

University of Virginia

Regular Meeting

September 15, 2023

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CONSENT AGENDA

1. NAMING OF RUTH PATRICK HALL AT MOUNTAIN LAKE BIOLOGICAL STATION
(approved by the Buildings and Grounds Committee on September 14, 2023)

WHEREAS, Ruth Myrtle Patrick earned a Ph.D. in Biology from UVA in 1934, one of the first women to earn a doctorate at the University of Virginia; and

WHEREAS, Ms. Patrick was a pioneering female scientist who served as curator of the Academy of Natural Sciences and whose work with aquatic specimens and surveying waterways led her to propose and demonstrate the so-called “Patrick Principle,” the first recognition that biodiversity is an indicator of water quality and pollution, a concept that forms the foundation of environmental assessment to this day; and

WHEREAS, Ms. Patrick advised multiple U.S. presidents on the impacts of water pollution, acid rain, and aquatic conservation, and was a leader in formulating the 1972 Clean Water Act; and

WHEREAS, Ms. Patrick’s role as a scientist, teacher, mentor, and role model as a leading woman in science earned her numerous prestigious awards and honors including election to the National Academy of Sciences (1970) and the American Philosophical Society (1975), as well as receiving the Presidential Medal of Science in 1996; and

WHEREAS, Mountain Lake Biological Station (MLBS) is a residential field station operated by the UVA College and Graduate School of Arts & Sciences where students, faculty, and scholars from around the world live, learn, and work side-by-side, and where Ms. Patrick took classes during her graduate study at UVA; and

WHEREAS, Lewis Hall, the central building on the MLBS grounds, was named for Ivey Lewis, the first chair of the UVA Department of Biology who cofounded MLBS and served as its first director; and

WHEREAS, a well-known eugenicist who provided much of the scientific rationale for the eugenics movement, he advocated for anti-miscegenation laws and vehemently opposed desegregation at UVA and in public education more generally; and

WHEREAS, the University of Virginia’s naming policies stipulate that the University reserves the right to rename its facilities, that naming honorees should demonstrate virtues

the University hopes its students seek to emulate, and that namings should bring distinction and honor to the University;

RESOLVED, the Board of Visitors renames Lewis Hall at Mountain Lake Biological Station as Ruth Patrick Hall in honor of distinguished UVA alumna and trailblazing scientist Ruth Myrtle Patrick.

2. NAMING OF THE DR. THOMAS BRACIALE MEMORIAL GARDEN

(approved by the Buildings and Grounds Committee on September 14, 2023)

WHEREAS, Dr. Thomas Braciale was the founding Director of UVA's Beirne B. Carter Immunology Center for Research and an internationally renowned immunology researcher who enjoyed a 31-year career as a Professor of Pathology and Microbiology at the University; and

WHEREAS, Dr. Braciale, who passed away on May 19, 2023, dedicated his life to teaching and research, was a much-loved teacher and colleague, and was widely respected throughout the School of Medicine, the University, and beyond; and

WHEREAS, Dr. Braciale played a key role in securing the funds that built Medical Research Building 6 (the Carter-Harrison Research Building, located along Crispell Drive), and he would often use the gardens in the courtyard area flanked by Medical Research Buildings 4, 5, and 6 for meetings with students;

RESOLVED, the Board of Visitors names a garden space near Medical Research Buildings 5 and 6 as the Dr. Thomas Braciale Memorial Garden in honor and memory of Dr. Braciale's lifelong dedication to teaching and research and his renowned career at the University of Virginia.

3. NAMING OF GASTON HOUSE AND RAMAZANI HOUSE

(approved by the Buildings and Grounds Committee on September 14, 2023)

WHEREAS, Paul M. Gaston (1928-2019) was a renowned historian of the American South who joined the UVA Corcoran Department of History in 1957 and taught for four decades at the University, helping to establish the Carter G. Woodson Institute for African-American and African Studies; and

WHEREAS, a dedicated civil rights activist, Mr. Gaston served as faculty adviser to an interracial student group, the Human Relations Council, and he helped bring Dr. Martin Luther King Jr. to speak at the University in 1963, escorting Dr. King while he was on Grounds; and

WHEREAS, Mr. Gaston worked to support African American leaders in Charlottesville, played a vital role in the desegregation of both the City and the University, and demonstrated great courage in the face of violent responses to his activism; and

WHEREAS, Mr. Gaston received considerable recognition for his teaching, scholarship, and advocacy for civil rights, including honors and awards from the University of Virginia, local organizations, and the State Council of Higher Education for Virginia; and

WHEREAS, Rouhoullah “Ruhi” Ramazani (1928-2016) was a law student at the University of Tehran when he escaped a politically dangerous Iran in 1952 and emigrated to the United States with his wife Nesta Shahrokh Ramazani; and

WHEREAS, Mr. Ramazani was the first UVA alumnus to earn a Doctor of Juridical Science degree from the UVA School of Law in 1954, and—having taught the University’s first course on the Middle East in 1953—he officially joined the UVA Department of Government and Foreign Affairs (now Department of Politics) in 1954, later serving two terms as department chair; and

WHEREAS, Mr. Ramazani taught at UVA for more than 40 years, devoting his life to UVA and to promoting political understanding of Iran-U.S. relations, and he dedicated one of his first books to UVA, writing: “The University is where I found the freedom to think, to write, to teach as I wished, and also I found happiness”; and

WHEREAS, known as the “dean of Iranian foreign policy studies in the United States,” Mr. Ramazani advised American presidents on Iran, including President Carter during the Iranian Revolution and American hostage crisis in 1979, and he received extensive recognition and awards from various entities, including the University of Virginia, Fulbright Scholars Program, Social Science Research Council, Middle East Institute, American Association of Middle Eastern Studies, and Center for Iranian Research and Analysis;

RESOLVED, the Board of Visitors names the two upper-class residence hall buildings located on Brandon Avenue and opening in fall 2024 as Gaston House and Ramazani House.

4. NAMING OF LAUREN MOREL STREAM AT THE DARDEN ARBORETUM
(approved by the Buildings and Grounds Committee on September 14, 2023)

WHEREAS, Donald Morel, a 1997 alum of the UVA Darden School of Business Executive Program, holds a B.S. in Metallurgical Engineering from Lafayette College and master’s and doctoral degrees in Materials Science from Cornell University; and

WHEREAS, Morel has had a distinguished career that includes work with a broad range of space-related research programs, over 10 years of service as chair and CEO of global specialty technology company West Pharmaceutical Services Inc., and board service for various biotechnology, medical device, and pharmaceutical companies and multiple educational and healthcare organizations; and

WHEREAS, in recognition of his scientific and engineering contributions to spacecraft design and manufacturing, Mr. Morel was selected by NASA’s Astronaut Office

for training as a Mission Specialist and has served on numerous NASA scientific advisory committees, and is a Fellow of the American Institute for Medical and Biological Engineering; and

WHEREAS, Lauren Morel serves as Vice President of the Morel Foundation and manages its community support programs, and the Morels have been generous supporters of the University of Virginia Darden School of Business, including the Darden hotel and arboretum project;

RESOLVED, the Board of Visitors approves the naming of a stream in the Darden Arboretum and Botanical Gardens as the Lauren Morel Stream; and

RESOLVED FURTHER, the Board of Visitors, the University, and the Darden School offer profound thanks to Donald and Lauren Morel for their philanthropic support.

5. NAMING OF FOOD AND BEVERAGE SPACES AT VIRGINIA GUESTHOUSE
(approved by the Buildings and Grounds Committee on September 14, 2023)

WHEREAS, Virginia Guesthouse, the University's new hotel and conference center, is scheduled for completion in summer 2025 and will serve as a welcoming and inviting place where local residents, visitors, and the University community interact; and

WHEREAS, Virginia Guesthouse will offer three separate food and beverage amenities, including a grab-and-go option, a fine dining restaurant, and a rooftop venue;

RESOLVED, the Board of Visitors approves the following names for the food and beverage spaces in Virginia Guesthouse: The Counter Café (grab-and-go venue), Poplar (fine dining restaurant), and The Perch (rooftop venue).

6. DEMOLITION OF STRUCTURES FOR IVY CORRIDOR PHASE IIA
(approved by the Buildings and Grounds Committee on September 14, 2023)

WHEREAS, Agency 207, Buildings #207-3698 and 207-3340 A&B (the "Structures") are located such that they conflict with the construction of the Karsh Institute of Democracy and supporting site infrastructure, and, as such, require demolition; and

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

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

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

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

7. CONFIRMATION OF THE BOARD OF VISITORS REPRESENTATIVES TO THE GOVERNING BOARDS OF UNIVERSITY AFFILIATED ORGANIZATIONS
(approved by the Advancement Committee on September 15, 2023)

RESOLVED, the following persons are confirmed as representatives of the Board of Visitors to the governing boards of the following organizations:

FOUNDATION	BOV'S REPRESENTATIVE	TERM	TERM
		Begin Date	End Date
Alumni Association of UVA	Whittington W. Clement	7/1/2023	6/30/2027
Batten School Foundation	Mark T. Bowles	7/1/2022	6/30/2026
The College Foundation	John L. Nau III	1/1/2021	12/31/2024
School of Education and Human Development Foundation	Gordon C. Burris	7/1/2023	6/30/2027
Darden School Foundation	C. Evans Poston	1/1/2021	12/31/2024
Engineering School Foundation	Adam Nelson Harrell Jr.	7/1/2023	6/30/2027
Foundation of the State Arboretum at Blandy	Susan G. Harris	7/1/2023	6/30/2027
Jefferson Scholars Foundation	Allison Cryor DiNardo	7/1/2023	6/30/2027
Law School Foundation	Carlos M. Brown	7/1/2021	12/31/2024
McIntire School of Commerce	Thomas J. Baltimore Jr.	9/8/2022	6/30/2026
Medical School Foundation	Dr. James H. Bowles Jr.	7/1/2023	6/30/2027
Miller Center Foundation	Barbara J. Fried	7/1/2021	6/30/2025
Osher Lifelong Learning Institute	Althea W. Brooks	1/1/2021	12/31/2024
Rare Book School	Robert F. Bruner	7/1/2023	6/30/2027
School of Architecture Foundation	George Keith Martin	7/1/2023	6/30/2027
University of Virginia Foundation	Daniel R. Abramson	7/1/2023	6/30/2025
University of Virginia Health Foundation	Dr. Babur B. Lateef	7/1/2023	6/30/2027
University of Virginia Investment Management Company	James B. Murray Jr.**	7/1/2022	6/30/2026
University of Virginia Licensing & Ventures Group	Richard Tadler	7/1/2023	6/30/2027

FOUNDATION	BOV'S REPRESENTATIVE	TERM Begin Date	TERM End Date
University of Virginia Physicians Group	Victoria D. Harker	7/1/2023	6/30/2027
UVA-Wise Alumni Association	Marvin W. Gilliam Jr.	7/1/2022	6/30/2026
UVA-Wise Foundation	Marvin W. Gilliam Jr.	7/1/2022	6/30/2026
Virginia Athletics Foundation	W. Heywood Fralin	1/1/2020	12/31/2023
**UVIMCO has three BOV representatives (one "official" and two board-appointed). The other two are Tim O'Hara (6/30/25) and George Keith Martin (6/30/26)			

ACTION ITEMS

8. JAMES W. TODD BICENTENNIAL PROFESSORSHIP

(approved by the Academic and Student Life Committee on September 13, 2023)

WHEREAS, Mr. James W. Todd (Commerce '60, Darden '64) was a lifelong active and involved volunteer for the University. He supported several initiatives at the McIntire School of Commerce as well as at the Darden School, the Virginia Athletics Foundation, the UVA School of Nursing, the Jefferson Scholars Foundation, the Jeffersonian Grounds Initiative, and the Alumni Association; and

WHEREAS, Mr. Todd was president & CEO of the company known as Hazel/Peterson in Fairfax where his 25-year tenure helped transform H/P into The Peterson Companies, a nationally acclaimed development company. He passed away in 2021; and

WHEREAS, the Todd Family funded the professorship to memorialize and recognize Mr. Todd's lasting legacy to the University, and more specifically the pan-University Real Estate initiative that he supported and championed for decades;

RESOLVED, the Board of Visitors establishes the James W. Todd Bicentennial Professorship in the McIntire School of Commerce; and

RESOLVED FURTHER, the Board thanks Sharon Todd and the Todd Family for their generous support of the McIntire School of Commerce and the University.

9. COHEN FAMILY BUSINESS MINOR BICENTENNIAL PROFESSORSHIP

(approved by the Academic and Student Life Committee on September 13, 2023)

WHEREAS, donors and alumni Mitchell R. Cohen and Susan M. (Oberhelman) Cohen highly value the life-changing education that the University of Virginia provides, and are particularly interested in supporting students outside of the McIntire School of Commerce in both their acquisition of business education and through their career exploration; and

WHEREAS, designed to complement any major area of study, the 15-credit General Business Minor offered by the McIntire School, beginning in Academic Year 2023-2024, will prepare a wide range of non-Commerce students for early career success, supplying them with tools and skills to make immediate and viable professional contributions across industries; and

WHEREAS, the income from the Cohens' significant gift shall be used to establish and support a professorship at the McIntire School of Commerce for a faculty member teaching in its General Business Minor program;

RESOLVED, the Board of Visitors establishes the Cohen Family Business Minor Bicentennial Professorship in the McIntire School of Commerce; and

RESOLVED FURTHER, the Board thanks Mitchell R. Cohen and Susan M. Cohen and their children Alexander, Joshua, and Rebecca, for their generous contributions to the University and the McIntire School of Commerce.

10. SYDNEY BLAIR MEMORIAL PROFESSORSHIP IN CREATIVE WRITING
(approved by the Academic and Student Life Committee on September 13, 2023)

WHEREAS, donors Scott and Kathleen Kapnick and their daughter Katherine (College 2013) pledged to fund two professorships in Creative Writing through their family foundation, the Kapnick Foundation; and

WHEREAS, the Kapnick Foundation gift will be matched through the Bicentennial Professorships Matching Fund; and

WHEREAS, the donors specified that the first professorship be named in memory of Associate Professor Sydney Blair, who directed the University's Creative Writing Program from 1991 to 1995 and from 2006 to 2009;

RESOLVED, the Board of Visitors establishes the Sydney Blair Memorial Professorship in Creative Writing in the College and Graduate School of Arts & Sciences; and

RESOLVED FURTHER, the Board of Visitors thanks Scott and Kathleen Kapnick and Katherine Kapnick for their generous support of the University and the Creative Writing Program in the College and Graduate School of Arts & Sciences.

11. GEORGE F. RICH PROFESSORSHIP IN ANESTHESIOLOGY
(approved by the Academic and Student Life Committee on September 13, 2023)

WHEREAS, George F. Rich, M.D., Ph.D., is Harrison Medical Teaching Professor of Anesthesiology and Professor of Biomedical Engineering and served as chair of the Department of Anesthesiology for 15 years, until 2020. Dr. Rich has a long history of clinical excellence including special training and skill in safely delivering acute and chronic

pain relief through numbing and sedation in addition to conducting basic science research. He has led various committees within the department and mentored countless faculty, residents, and medical students; and

WHEREAS, the Department of Anesthesiology is honoring the distinguished career of Dr. Rich by providing funding for a professorship in Anesthesiology. The preference is for the future chairholder to also hold the position of vice chair for faculty affairs and faculty development or serve as a departmental leader tasked with ensuring the advancement of the Department of Anesthesiology's faculty through professional development opportunities;

RESOLVED, the Board of Visitors establishes the George F. Rich Professorship in Anesthesiology; and

RESOLVED FURTHER, the Board congratulates Dr. Rich on his distinguished career at the University and this substantial honor of recognition by the Department of Anesthesiology and the School of Medicine.

12. STACEY E. MILLS, M.D. PROFESSORSHIP IN PATHOLOGY

(approved by the Academic and Student Life Committee on September 13, 2023)

WHEREAS, Dr. Stacey E. Mills (Medicine '77) is an internationally recognized expert in anatomic pathology and general surgical pathology who retired from the University after a long and distinguished career; and

WHEREAS, the Department of Pathology is honoring the career of Dr. Mills by funding the establishment of a professorship in his name. This endowed professorship will support a faculty member providing leadership in academic activities in the Department of Pathology;

RESOLVED, the Board of Visitors establishes the Stacey E. Mills, M.D. Professorship in Pathology in the School of Medicine's Department of Pathology; and

RESOLVED FURTHER, the Board congratulates Dr. Mills on his distinguished career at the University and this substantial honor of recognition by the Department of Pathology and the School of Medicine.

13. REBECCA W. RIMEL DEAN'S CHAIR IN THE SCHOOL OF NURSING

(approved by the Academic and Student Life Committee on September 13, 2023)

WHEREAS, in 2020, the School of Nursing received a \$5 million gift from The Pew Charitable Trusts to create the Rebecca W. Rimel Dean's Chair in the School of Nursing; and

WHEREAS, the Pew Charitable Trusts gift will be matched through the Bicentennial Professorships Matching Fund; and

WHEREAS, the endowed chair honors Rebecca W. Rimel, a 1973 graduate of the School of Nursing, who had recently stepped down as president and CEO of The Pew Charitable Trusts after a 36-year career; and

WHEREAS, the funds from The Pew Charitable Trusts will combine with matching funds from the University to create an endowed deanship that will attract and support exceptional leaders to the School of Nursing for years to come;

RESOLVED, the Board of Visitors establishes the Rebecca W. Rimel Dean's Chair in the School of Nursing; and

RESOLVED FURTHER, the Board thanks The Pew Charitable Trusts for their generosity to the School of Nursing and the University; and

RESOLVED FURTHER, the Board congratulates alumna and former faculty member Rebecca W. Rimel on an illustrious career, and thanks her for her work to further health care and health care education at the University and across the nation.

14. WHITE RUFFIN BYRON CENTER FOR REAL ESTATE

(approved by the Academic and Student Life Committee on September 13, 2023)

WHEREAS, Robert White Jr., the Ruffin Foundation, and Robert and Cheryl Byron have been generous donors to the University. The donors' respective gifts establish that they are to be used to support the establishment of a Real Estate Center (the "Center") at the University that will amplify and enhance existing commercial real estate-oriented academic programming, research, and engagement efforts across the institution which may include but are not limited to scholarships, travel grants, funded research, community-based projects, and the like. Additionally, the Center will engage on an annual basis in high impact activities in support of historically underserved people and communities; and

WHEREAS, the Provost and President of the University approved the creation of the Center in November 2021 with the understanding that the minimum amount required to support the establishment of the Center shall be \$20 million. Following this approval, the Center has been operating as the UVA Center for Real Estate and the Built Environment; and

WHEREAS, with his lead gift of \$10 million, Mr. White agreed to share naming rights for the Center and encouraged additional principal-level gifts to meet the initial \$20 million goal. Along with Mr. White's gift, a gift of \$5 million from the Ruffin Foundation and one of \$2.5 million from Mr. Byron and Ms. Byron, as well as other commitments, have now combined to meet the goal of support for the Center's establishment; and

WHEREAS, the donors have requested that the Center be named the White Ruffin Byron Center for Real Estate;

RESOLVED, the Board of Visitors establishes the White Ruffin Byron Center for Real Estate; and

RESOLVED FURTHER, the Board thanks Robert M. White Jr., the Ruffin Foundation, and Robert and Cheryl Byron for their generous support of the McIntire School of Commerce and the University.

15. **NEW DEGREE PROGRAM: DOCTOR OF PHILOSOPHY IN COMPUTATIONAL BIOLOGY IN THE SCHOOL OF MEDICINE**
(approved by the Academic and Student Life Committee on September 13, 2023)

RESOLVED, subject to approval by the State Council of Higher Education for Virginia, the Doctor of Philosophy in Computational Biology is established in the School of Medicine.

16. **INSTITUTIONAL COMPLIANCE CHARTER**
(approved by the Audit, Compliance, and Risk Committee on September 14, 2023 – updated charter is attached to this docket)

RESOLVED, the updated Institutional Compliance Charter, dated September 14, 2023, is approved as recommended by the Audit, Compliance, and Risk Committee.

17. **APPROVAL OF THE 2023 STATE SIX-YEAR INSTITUTIONAL PLANS FOR THE ACADEMIC DIVISION AND THE COLLEGE AT WISE**
(approved by the Finance Committee on September 14, 2023)

WHEREAS, §§ 23.1-306 and 23.1-1002 of the Code of Virginia requires each public institution of higher education to develop and adopt biennially (each odd-numbered year) and amend or affirm biennially (each even-numbered year) an institutional six-year plan and submit that plan to the State Council of Higher Education for Virginia (SCHEV); the General Assembly; the Governor; and the Chairs of the House Committee on Appropriations, House Committee on Education, Senate Committee on Education and Health, and Senate Committee on Finance and Appropriations; and

WHEREAS, the University and the College at Wise submitted their respective preliminary six-year plans as required in July, outlining general strategies to advance the priorities of the Commonwealth in alignment with the respective strategic educational, research, and service goals of the University of Virginia and the College at Wise; and

WHEREAS, final institutional plans must be approved by the Board of Visitors and submitted to SCHEV, the General Assembly; the Governor; and the Chairs of the House Committee on Appropriations, House Committee on Education, Senate Committee on Education and Health, and Senate Committee on Finance and Appropriations in October;

RESOLVED, the Board of Visitors approves the 2023 six-year institutional plans for the Academic Division and the College at Wise; and

RESOLVED FURTHER, the President is authorized to transmit the six-year plans as required by §§ 23.1-306 and 23.1-1002 of the Code of Virginia.

18. OPERATING BUDGET REQUESTS FOR THE 2024-2026 STATE BIENNIAL BUDGET FOR THE ACADEMIC DIVISION AND THE UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE

(approved by the Finance Committee on September 14, 2023)

WHEREAS, the Academic Division, the University of Virginia's College at Wise, and the University of Virginia Medical Center have the opportunity to propose budget requests for the 2024-2026 Biennial Budget for consideration by the Governor; and

WHEREAS, the proposed biennial budget requests represent the University's highest priority initiatives and are aligned with the University's 2030 Plan and the Six-Year Institutional Plan due to the Commonwealth in early Fall 2023;

RESOLVED, the Board of Visitors of the University of Virginia approves the 2024-2026 biennial budget General Fund operating requests; and

RESOLVED FURTHER, the Board of Visitors understands that to the extent these requests are not included in the Governor's 2024-2026 biennial budget, the University may want to pursue a similar request to the General Assembly; and

RESOLVED FURTHER, the President or his designee is authorized to transmit to the General Assembly any request not funded by the Governor as long as there are no material differences from the items endorsed by the Board of Visitors; and

RESOLVED FURTHER, the Board of Visitors approves the language amendment requests for the University of Virginia's College at Wise Indirect Cost extension and position redistribution.

19. MAJOR CAPITAL PROJECTS FINANCIAL PLANS

(approved by the Finance Committee on September 14, 2023)

WHEREAS, the financing plan for the renovation and expansion of the Center for Politics calls for the use of gifts in the amount of \$10M; and

WHEREAS, the financing plan for the replacement of the Scott Stadium Video Scoreboard calls for the use of gifts in the amount of \$5.4M and Athletics Department one-time funding in the amount of \$8M; and

WHEREAS, the financing plan for the Fontaine Central Energy Plant and Utilities project calls for the use of central one-time funding in the amount of \$7.5M and debt in the amount of \$62.5M; and

WHEREAS, the financing plan for the Fontaine Research Park Roadway Infrastructure calls for the use of central one-time funding in the amount of \$10M; and

WHEREAS, the financing plan for the Fontaine Research Park Parking Garage calls for the use of central one-time funding in the amount of \$14.3M and debt in the amount of \$46.7M;

RESOLVED, the Board of Visitors approves the financing plans for the Center for Politics, the replacement of the Scott Stadium Video Scoreboard, the Fontaine Central Energy Plant and Utilities, the Fontaine Research Park Roadway Infrastructure, and the Fontaine Research Park Parking Garage.

20. INVESTMENT OF OPERATIONAL FUNDS IN THE ATHLETICS GENERAL OPERATIONS QUASI-ENDOWMENT

(approved by the Finance Committee on September 14, 2023)

WHEREAS, the Board of Visitors is required to approve all Endowment actions over \$5M; and

WHEREAS, the Athletics Department of the University of Virginia wishes to invest a \$7M payment into the Athletics General Operations Quasi-Endowment, along with previously received payments; and

WHEREAS, this final payment fulfills Aramark's contractual obligation per the 2019 amendment;

RESOLVED, the Board of Visitors authorizes investing the requested \$7M into the Athletics General Operations Quasi-Endowment.

ATTACHMENT

DRAFT 8/11/23

University of Virginia Compliance Charter

Purpose:

The University of Virginia's compliance function supports the University's fundamental commitment to the highest standards of ethics, integrity, and lawful conduct by promoting adherence to all applicable federal, state, and local laws, regulations, as well as standards and internal policies and protocols.

Institutional compliance promotes greater coordination of and consistency among individual University compliance programs, covering a wide variety of requirements related to academics, athletics, human resources, research, health care, information technology, and numerous administrative functions. The University established a compliance program to prevent, detect, and respond appropriately to potential violations of law and to foster a corporate culture that promotes integrity and ethical behaviors in all matters relating to compliance.

Authority:

The Assistant Vice President for Compliance, with strict accountability for confidentiality and safeguarding of records and information, is authorized to have full, free, and unrestricted access to any and all of the University's records, physical properties, and personnel pertinent to carrying out compliance investigations, and to review and monitor compliance issues. All employees are requested to assist the compliance function in fulfilling its roles and responsibilities.

Organization:

The Assistant Vice President for Compliance oversees institutional compliance activities and programs to confirm they are reasonably designed, implemented, communicated, and enforced. To facilitate effective oversight, the Assistant Vice President for Compliance coordinates and chairs the Compliance Network, a University-wide network of functional compliance officers. The Compliance Network is responsible for developing appropriate compliance policies and procedures, providing education on compliance risks, maintaining related documentation, recommending corrective actions, submitting required reports, keeping the appropriate University constituencies informed of compliance issues,

and updating senior management and the University community on recent developments.

The Assistant Vice President for Compliance works closely with the compliance managers at UVA Health and the University's College at Wise to determine which compliance requirements will be handled jointly and which will be managed separately.

Functional areas reporting to the Assistant Vice President include:

- Records and Information Management – leads the University's effort to manage, retain, and dispose of university records in compliance with all regulations and policies; delivers training and guidance on responsible records management including the disposal of records eligible for destruction.
- Privacy - leads the University's effort to safeguard all personally identifiable information (PII) collected, used, disseminated, and stored by the University; develops and maintains privacy policies and procedures, and provides training and consultation on requirements.

The Assistant Vice President for Compliance reports to the Chief Audit Executive. The Chief Audit Executive reports functionally to the ACR Committee chairman, and administratively (day-to-day operations) to the Executive Vice President and Chief Operating Officer.

The Audit, Compliance, and Risk (ACR) Committee will:

- Approve the Compliance Charter and periodically reassess it for continued relevance.
- Receive communications from the Assistant Vice President for Compliance regarding compliance strategies, plans, and other relevant matters.
- Make appropriate inquiries of management and the Assistant Vice President for Compliance to determine whether all compliance efforts have the necessary resources and scope.
- Support leadership for the compliance program by promoting and supporting a University-wide culture of ethical and lawful conduct.

The Assistant Vice President for Compliance will communicate and interact directly with the Chair of the ACR Committee, including in executive sessions and between committee meetings as appropriate to ensure direct access to the board.

Professional Standards

The compliance function's objective is to establish and promote standards that meet the U.S. Federal Sentencing Guidelines' criteria for an effective compliance program.

1. Compliance standards and procedures to prevent and detect criminal activity;
2. Oversight by high-level personnel, with periodic reporting to the board from individuals with operational responsibility;
3. Due care in delegating substantial discretionary authority;
4. Effective communication and training to all levels of employees;
5. Systems for monitoring, auditing and reporting suspected wrong-doing without fear of reprisal and for periodically evaluating the effectiveness of the compliance and ethics programs;
6. Consistent enforcement of compliance standards including disciplinary mechanisms and appropriate incentives to perform in accordance with the compliance and ethics program; and
7. Reasonable steps to respond to and prevent further similar offenses upon detection of a violation.

In addition, the Medical Center's compliance program also follows the program elements defined in the Department of Health and Human Services' Office of the Inspector General's "Compliance Program Guidance for Hospitals".

Responsibilities:

Members of the University community will:

- Monitor compliance in their specific functional areas;
- Adhere to the University's policies;
- Implement corrective action as necessary, arising from compliance reviews and/or investigations.
- Report all violations of law or University policy, without fear of retaliation for reports made in good faith.
- Cooperate with all investigations into suspected wrongdoing.

The role of the Assistant Vice President for Compliance is to remain well-informed on the content and operation of the institutional compliance and ethics program in order to exercise reasonable oversight of the effectiveness of the program, including:

1. *Standards of Conduct/Policies and Procedures:* confirming that the University implements policies, procedures, training programs, and internal control systems that are reasonably capable of reducing misconduct and that comply with relevant regulatory requirements.
2. *Compliance Roles and Responsibilities:* establishing clear roles and responsibilities across the University.
3. *Compliance Oversight:* exercising reasonable oversight over compliance activities by requesting and receiving updates from compliance officers.
4. *Reporting and Investigative Mechanisms:* confirming that the University maintains an effective mechanism for stakeholders to report or seek guidance regarding potential or actual wrongdoing.
5. *Correction and Prevention:* working with the University's senior leadership to promote and enforce compliance through appropriate incentives and disciplinary measures.
6. *Culture of Integrity and Compliance:* promoting the University's culture of integrity and compliance, through communication of compliance standards and policies.

Interaction with Audit and Enterprise Risk Management:

The Assistant Vice President for Compliance will work closely with colleagues in the Office of Audit and Compliance to assess and prioritize which compliance areas present the greatest risk and need for attention, based on regulatory environment and complexity, overlap with University strategic plans, and consequences of non-compliance. Managers with responsibility for specific areas of compliance will evaluate their individual compliance efforts against a list of criteria necessary to have an effective compliance program.

The Enterprise Risk Management (ERM) program is designed to identify and mitigate key institutional risks. For example, one type of risk to be considered is legal and regulatory compliance risk. The regular review of compliance requirements may highlight an emerging institutional risk. Conversely, the identification of key institutional risks may guide the work of the compliance

function and initiate a mitigation strategy that the University may use to address a given risk.

Updated on September 15, 2023