



THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA

April 13, 2020

The Board of Visitors of the University of Virginia held an emergency electronic meeting on Monday, April 13, 2020. James B. Murray Jr., Rector, presided.

Participants were Whittington W. Clement, Robert M. Blue, Mark T. Bowles, Frank M. Conner III, Elizabeth M. Cranwell, Thomas A. DePasquale, Barbara J. Fried, John A. Griffin, Louis S. Haddad, Robert D. Hardie, Maurice A. Jones, Babur B. Lateef, M.D., Angela H. Mangano, C. Evans Poston Jr., James V. Reyes, Peter C. Brunjes, and Derrick Wang.

Absent: L.D. Britt, M.D.

Also present were James E. Ryan, Jennifer Wagner Davis, K. Craig Kent, M.D., M. Elizabeth Magill, Michael J. Citro, Margaret S. Grundy, Susan G. Harris, Timothy J. Heaphy, John C. Jeffries, Jr., Mark M. Luellen, and Debra D. Rinker.

At 5:06 p.m., the Rector opened the meeting by welcoming the participants. He said this is our third extraordinary meeting and we will probably do another in two weeks. The pace of change at the university is extraordinary with a cascade of developments happening daily. There is no way for the Board to do its duty, to ask the questions that should be asked, without frequent meetings. Mr. Murray said he thought it was someone, maybe Lennon, who said, we observe that often it takes 10 years for one year of history to pass and at other times 10 years of history happens in months - we're in a phase right now that we're having 10 years of history happening in months. He turned the meeting over to President Ryan.

Remarks from President Ryan

President Ryan gave a high level overview of the issues and what has been occurring. He thanked faculty and staff, and students who have been flexible and good-natured about a disruptive change to their lives.

He thanked Ms. Magill, Ms. Davis, and Dr. Kent and their teams for the work they have done over this past month. He explained that Ms. Magill is overseeing the logistics of moving more than 4,200 classes online and has helped wind down research across the university. She has been in constant communication, meeting several times a week with all of the deans, collaborating with the deans on issues such as grading policies, how to scale back research but preserve the materials of research, and tenure clock timelines, all matters that would usually require months of deliberation and have been accomplished in a matter of weeks or even days. He said it's a tribute to Ms. Magill and the deans that it has gone so smoothly.

Ms. Davis has collaborated with Student Affairs to get thousands of students home. She and her team have developed a system to refund housing and dining fees. She is helping staff work remotely and making sure that UVA can still offer essential services across the university. She has been determining the financial impact of this crisis and working with the health system to provide housing to first responders and healthcare workers in preparation for a surge of patients.

Dr. Kent has done a remarkable job of managing the treatment of COVID-19 patients, helping to establish three COVID-19 clinics, helping to find ways to acquire and preserve PPE, opening a new bed tower early, and preparing for an uptick in patients.

President Ryan said he is fortunate to be working with these three, who have been working day and night and every day for weeks as has the entire leadership team. He also thanked Board members - the pace and volume of change is unprecedented. He said he was grateful for the trust they have shown in the University's leadership.

He explained the focus has been on the health system and emergency preparedness which has included, among other things, establishing three COVID-19 clinics, getting testing up and running and then scaling it up with the help of members of the Board. This involves making sure there is sufficient PPE for the crisis, bed capacity for the worst-case scenario, contingency plans for housing, and that UVA is prepared for patient care. He said because the curve has flattened, and in part because of the preparations, everyone is feeling quite confident that they are ready. This has come at a cost because the medical center is largely empty and unable to provide the normal care which is detrimental financially.

President Ryan described the work to assess the financial impact of the crisis and mitigation measures including federal and state funding. University Counsel Tim Heaphy has been working alongside the Vice President for Finance Melody Bianchetto to do an extensive analysis and to make sure that UVA will be able to recoup the funding that is available, which is helpful but not sufficient. Senators Warner and Kaine have invited recommendations about how they might help. John Jeffries has sent a letter to both senators suggesting ways to help in implementation of the CARES Act and suggesting what UVA would like to see in the next round of legislation.

President Ryan said he asked a team comprised of Melody Bianchetto, Vice President for Finance; Adam Daniel, Vice Provost for Planning; and Doug Lischke, the Chief Financial Officer of the Health System, to come up with recommendations on principles to guide financial decision-making. They brought those recommendations to the executive leadership and the principles will be announced soon.

Planning for the fall is by far the most important topic UVA and leaders across all of higher education face. He said the deans have begun contingency planning for their schools, and a committee chaired by Liz Magill will do planning for the entire university. That will require planning for several different scenarios. This is a decision all of higher education must face, and so it has inspired a degree of collaboration among college and university presidents in Virginia and beyond. President Ryan said he participates in a call

once a week with the Council of Presidents, which includes the presidents of public colleges and universities throughout Virginia. Everyone is focused on this topic.

He mentioned some initiatives aimed at assisting the community including a fund for students facing financial hardship and an emergency assistance fund for employees and contract workers who have been furloughed and are facing economic difficulties. He will continue to hold town halls to keep everyone informed.

Arts on the Hill, which is a showcase for arts around Grounds, has proven quite popular with over 100,000 views and performances of poetry and music from John D'earth, Rita Dove, Tony Bennett, Bronco Mendenhall, and Senators Tim Kaine and Mark Warner. President Ryan said this has been an effective way of allowing the community to connect through the arts and to catch their breath once a week.

Remarks from the Executive Vice President and Provost

Ms. Magill focused on two themes: a recap of the actions taken to ensure continuity of teaching and research across the institution in response to the public health crisis, and a preview of some of the issues and actions that are on the horizon.

Ms. Magill reviewed the process for delivering courses online. Two data points to put this effort into perspective: 4,273 classes were transitioned from in-person to virtual instruction for the spring semester with 61,589 community members using Zoom on March 19, the first day of online instruction. UVA provided technology support to over 200 students in the form of computer or internet access and they are working to mitigate the risks of online instruction. These risks include ongoing reliance on technology such as Zoom and continuing support for faculty, staff, and students as they teach and learn for the remainder of the semester. Despite these challenges, she has been amazed by the creativity, resilience, and commitment of faculty, staff, and students.

Ms. Magill spoke of the serious fiscal and operational challenges created by the crisis. The COVID-19 crisis hit in the middle of school budget meetings, and now they are getting the deans new assumptions under which they should think about their budgets.

Academic policy changes include an across the board default extension of the tenure clock by one year for tenure-track faculty who meet certain criteria, which is an "opt out" approach rather than "opt-in". The course evaluation system was changed also. To be more of a learning opportunity and a research opportunity to think about and take lessons from this unprecedented experiment.

Ms. Magill said undergraduate students have a default option of credit-no credit. They can choose to have a grade; they choose that on the last day of classes.

The research enterprise is a big part of UVA's mission and lab-based research is the big challenge. All research was shifted to key functions only, and lab-based researchers were asked to think about preserving the vital materials of research – the mice, the cells,

the machines that need to run for 24 hours a day in order to continue the research enterprise, so when UVA is able to ramp back up they will not have lost years of work.

She said summer session 1 and summer session 2 will be entirely virtual. The format of the last session will be decided on June 1 or sooner. She mentioned that they are thinking about Ph.D. students: their time to degree is probably going to be changed. Their capacity if they're doing lab-based research to do that work has been heavily compromised.

Ms. Magill said for admitted undergraduates, the Days on the Lawn programming has moved to virtual delivery. The programming model includes real-time opportunities for students and parents to engage with the community. A working group is thinking very hard and they are very involved in the important policy decisions around admission, which is going to feed into fall planning.

Remarks from the Executive Vice President and Chief Operating Officer

Ms. Davis said prorated housing and dining refunds were offered to all of the students for the remainder of the spring semester, which was a significant financial decision. They are modelling all of the financial impacts for five months – March through August – and accessing CARES Act funding. They are also looking at an interest-free loan to defer some of the university's central taxes. This is all very fluid and will not be enough.

The Critical Incident Management Team is continuing to meet regularly and is focused on the medical surge. They are also looking at bed capacity, community partnerships, and finding emergency management recovery funds.

Ms. Davis spoke briefly about the governor's budget amendments. She said language that allows public bodies to meet electronically is included, which is critical. At this point it appears that all discretionary spending across all agencies, including Higher Education, has been pulled back and she does not anticipate additional funding readily available for FY 21. There is some early indication that there may be mid-year budget cuts. She said they are starting to model several scenarios related to the revenue impacts and options for fall.

Remarks from the Executive Vice President for Health Affairs

Dr. Kent said Dr. Britt was not able to participate in the meeting because he had another obligation. He and Dr. Britt speak at least once a week; he is keeping Dr. Britt well apprised of everything that is happening in the health system.

Dr. Kent offered some updates. There are 17 COVID-19 positive patients in the hospital now with a total of around 700 beds available. He said this is one of the issues that begs the problem around finances and they continue to follow the models to try to predict what the surge is going to look like and when it is going to come. One thing that is consistent across all of the models is that the curve is flattening, and the total peak is going to be less than originally anticipated.

Dr. Kent spoke with a group at Stanford where they have passed their peak and are on their way down. The top number of patients they saw at any given time with COVID-19 was 27. He said he could not predict the future; it could range anywhere from a small number of COVID-19 patients in the range of 20-50, to something that could still be in the range of 200-250 patients.

He explained how UVA is prepared with sufficient beds including 15 new beds that were opened last week. The total new 84 beds should come online by the first of May. PPE is also in good shape, and there is a community donation program that has helped.

Dr. Kent said UVA was the first in the state, and one of the first in the nation, to have an internal test. They are now providing testing for about 40 different institutions, nursing homes, and hospitals, throughout the state of Virginia and even outside of the state. He thanked the Board for helping to procure new testing equipment. The capacity has increased by almost 300 new tests a day and the results are returned in two hours, which is an incredibly rapid turnaround.

Closed Session

Rector Murray asked for a motion to resume in closed session. After adopting the following motion made by Mr. Hardie, duly seconded, and unanimously supported by roll call vote of the voting members present plus Peter C. Brunjes and Derrick Wang, the Board went into closed session at 5:51 p.m. James E. Ryan, Jennifer Wagner Davis, Craig Kent, M.D., M. Elizabeth Magill, Michael J. Citro, Margaret S. Grundy, Susan G. Harris, Timothy J. Heaphy, John C. Jeffries Jr., Mark M. Luellen, and Debra D. Rinker also participated in the closed session.

“I move that the Board of Visitors go into closed session to discuss with University leadership and legal counsel 1) specific proprietary, business-related information about the Medical Center’s operations and finances including a joint venture; 2) the investment of University funds related to the COVID 19 state of emergency where competition is involved and public disclosure could adversely affect the financial interests of the University; and 3) legal issues around preparations and planning in response to the COVID-19 state of emergency. The relevant exemptions from the open meeting requirements are Sections 2.2-3711 A. (6), (8), and (22) of the Code of Virginia.”

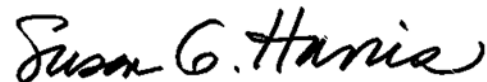
At 6:31 p.m. the Board left closed session, and, on the following motion made by Mr. Hardie, all members present certified by roll call vote that the deliberations in closed session had been conducted in accordance with the exemptions permitted by the Virginia Freedom of Information Act. The members voting in the affirmative were Mr. Murray, Mr. Clement, Mr. Blue, Mr. Bowles, Mr. Conner, Ms. Cranwell, Mr. DePasquale, Ms. Fried, Mr. Griffin, Mr. Haddad, Mr. Hardie, Mr. Jones, Dr. Lateef, Ms. Mangano, Mr. Poston, and Mr. Reyes. Mr. Brunjes and Mr. Wang also voted in the affirmative:

“I move that we vote on and record our certification that, to the best of each member’s knowledge, only public business matters lawfully exempted from open meeting requirements and which were identified in the motion authorizing the Closed session, were heard, discussed, or considered in Closed session.

Rector Murray closed by saying he thought the University of Virginia was doing as well as anybody could hope. UVA’s response has been strong, decisive, and prudent. He said the administration was doing an excellent job and that we need to keep an eye on the other side. He agreed with President Ryan that there will be difficult decisions to be made ahead. He seconded an observation made by Mr. DePasquale that this may be an opportunity to not only solve problems but to raise the bar, and the Board encouraged the administration to do so. Mr. Murray said he is personally aware of exactly how hard everyone is working and how many hours have gone into addressing this crisis.

On motion, the meeting was adjourned at 6:34 p.m.

Respectfully submitted,



Susan G. Harris
Secretary

SGH:ddr

These minutes have been posted to the University of Virginia’s Board of Visitors website.
<http://bov.virginia.edu/public-minutes>