

**BOARD OF VISITORS
REGULAR MEETING
ELECTRONIC MEETING VIA ZOOM
VIDEOCONFERENCING PLATFORM
December 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 Zoom

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
Helen Heselius	Vice President of Administration and Finance

CALL TO ORDER

Dr. Theresa Emory, Rector, called the meeting to order at 1:01 PM after noting a quorum was present.

APPROVAL OF MINUTES

Upon a motion made and seconded, the minutes of the annual meeting of September 15, 2020, Special Meeting of October 7, 2020, Special Meeting of October 26, 2020, Special Meeting of November 11, 2020 and Special Meeting of November 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., Dr. Betty Bibbins.

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.

Approval was 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, Ms. Blythe Scott, Mr. T. Richard Litton, Jr., Dr. Betty Bibbins.

In his presentation to the Board, Dr. Homan provided an overview of the Health Disparities Initiatives at EVMS. The initiatives focus on the EVMS-Center for Material & Child Health Equity and Advocacy, the Western Tidewater Diabetes Program, the Integrated Neuro-Degenerative Disease Center (INDC), and the Goldrich Institute for Integrated NeuroHealth. Goals for each area were reviewed as well as the five year budget amounts. He reported on the SACS and LCME Accreditations, noting the Quality Enhancement Plan titled "Live Humble" had been submitted and we are expecting our virtual site visit for SACS to occur February 16-18, 2021. We will be notified of the outcomes for both accreditations in 2021. An update was also provided from the COVID Task Force which reviews evolving data on the COVID pandemic and the implications to EVMS education, research, clinical and administrative operations. Dr. Homan discussed the drive through COVID testing, positive cases and the positivity rate for EVMS employees and students. Dr. Homan reported on the Path Forward Process, providing an update to the Board that included activities to date, proposed funding model, phases of the process and what to expect moving forward.

COMMITTEE REPORTS

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

Dr. Bruce Waldholtz reported on the Academic and Student Affairs Committee which met this morning. Dr. Linda Archer spoke to the Committee regarding the Integrated Plastic Surgery Residency Program. Dr. Ron Flenner also provided a report to the Committee regarding LCME and student updates.

Dr. Waldholtz presented the following recommended faculty actions for approval by the Board:

FULL-TIME NON-SALARIED

Department of Emergency Medicine

Autumn C. Graham, MD - Associate Professor, effective July 1, 2020

PROMOTIONS

FULL-TIME SALARIED

Department of Physiological Sciences

Khalid Matrougui, PhD - from Associate Professor to Professor, effective July 1, 2021

FULL-TIME NON-SALARIED

Department of Emergency Medicine

Martin D. Klinkhammer, MD, MPH - from Assistant Professor to Associate Professor, effective July 1, 2021, Department of Pediatrics, Division of Allergy and Immunology

Angela D. Hogan, MD - from Associate Professor to Professor, effective July 1, 2020

Dr. Waldholtz presented a recommendation on behalf of the Academic & Student Affairs Committee requesting Board approval for two online graduate programs: the reinstatement of the Certificate of Surgical Assisting Program and the initiation of a Doctor of Medical Sciences Program.

In addition, Dr. Waldholtz presented a recommendation for approval of the creation of the Center for Maternal and Child Health Equity and Advocacy.

Dr. Waldholtz presented names of the candidates for conferral of degrees for the following programs requesting approval by the Board pending completion of the program:

PhD in Biomedical Sciences

Risi, Cristina M

PhD in Reproductive Clinical Science

Aladham, Mais A

Alkon, Tamar

Di Bernardino, Antonietta

Elshmoury, Mohamad R

Link, Bradley J

Schenkman, Eva

Books, Melani

Master of Pathologists' Assistant Program

Debich, Marisa L

Francis, Patrice

Mendelsohn, Lora

Nguyen, Truong

Prakash, Akanksha

Ramalingam, Abirami

Van Petten, Timothy L

West, Andrea E

Williams, Shyra M

Worrell, Angela D

Yoho, Lauren

Master of Physician Assistant

Phillips, Abigail L

Master of Science in Art Therapy and Counseling

Magi, Cassandra E

Graduate Certificate in Healthcare Analytics

Boyd, Elise

Idris, Rediet

Meyers, Jullian

Strobel, Michael

RESOLVED, that, upon a motion duly made and seconded and the recommendation of the Academic and Student Affairs Committee, the Board of Visitors unanimously approved the faculty action as presented.

RESOLVED, that, upon recommendation of the Academic & Student Affairs Committee, the Board unanimously voted to approve the Certificate of Surgical Assisting Program and the Doctor of Medical Sciences Program as presented.

RESOLVED, that, upon recommendation of the Academic & Student Affairs Committee, the Board unanimously voted to approve the creation of the Center for Maternal and Child Health Equity and Advocacy as presented.

RESOLVED, that, upon recommendation of the Academic & Student Affairs Committee, the Board unanimously voted to approve the creation of the Center for Maternal and Child Health Equity and Advocacy as presented.

Approval was 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, Ms. Blythe Scott, Mr. T. Richard Litton, Jr., Dr. Betty Bibbins.

FINANCE COMMITTEE

Rear Admiral Robert Bianchi reported on the Finance Committee meeting that was held this morning. We are currently in a very strong financial position. The Committee met and reviewed the October operating statements. Our net excess is at \$7.3 million dollars, core net excess of \$2.6 million which is due to positive variances and salary and fringe savings from vacant positions and that was offset by transfers from EVMS reserves for unfilled positions. Other positive variances include clinical enterprises with a 20% positive variance, facilities and administrative cost recoveries and travel. Department reserves have \$3.2 million in positive variance mostly due to cost savings, salary and fringe. EVMS reserves are at a net excess of \$924,000. All Bond covenants are currently met.

Rear Admiral Bianchi and Helen Heselius discussed the 2021 calendar year bond issuance with the Board in detail and answered questions. Rear Admiral Bianchi and the Finance Committee request approval for the increase of the Bond Issue from \$10 million to \$18 million in 2021.

RESOLVED, that, upon the recommendation of the Finance Committee, the Board unanimously voted to approve to increase the 2021 bond issuance to a total of \$18 million as presented.

Approval was 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, Ms. Blythe Scott, Mr. T. Richard Litton, Jr., Dr. Betty Bibbins.

AUDIT & COMPLIANCE COMMITTEE

Dr. Alan Wagner reported the Audit and Compliance Committee met this morning and minutes from the previous meetings of September 15, 2020 and October 30, 2020 were approved. An update was provided from the external auditors, KPMG, and the internal auditors.

In addition, one policy was recommended to the Board for approval. Dr. Wagner provided a brief summary of the following policy:

- Criminal Background Check Policy

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

Approval was 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, Ms. Blythe Scott, Mr. T. Richard Litton, Jr., Dr. Betty Bibbins.

GOVERNANCE COMMITTEE

Ms. Sarah Bishop reported to the Board on the Governance Committee Meeting held this morning. She noted that minutes were approved from the previous meeting held on September 15, 2020. Ms. Bishop stated the Mission and Vision Statement will be reviewed later this coming year and, at the request of board members, a retreat will be scheduled in the near future. A survey will be distributed to Board members for each to submit topics for discussion.

REPORT OF THE RECTOR

Dr. Emory thanked the Board for their engagement and the support through this challenging year. Dr. Homan, Senior Management and the staff for their hard work during this challenging year of the pandemic.

OLD BUSINESS

There was no old business.

NEW BUSINESS

Request for Closed Session as permitted pursuant to Code of Virginia section 2.2-3712(A) to discuss prospective business collaborations and specific proprietary, business-related information pertaining to the operations and finances of EVMS, to discuss and consider the disposition of real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of EVMS, and to discuss the terms and conditions of employment for specific employees of EVMS as permitted by the Code of Virginia §2.2-3711(A)(22), (3), and (1).

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

Approval was 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, Ms. Blythe Scott, Mr. T. Richard Litton, Jr., Dr. Betty Bibbins.

ADJOURNMENT

The meeting adjourned at 2:03 PM.

Tracy Morton
Assistant Secretary
EVMS Board of Visitors

**BOARD OF VISITORS
CLOSED SESSION
ELECTRONIC MEETING VIA ZOOM
VIDEOCONFERENCING PLATFORM
December 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 Zoom

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
Helen Heselius	Vice President of Administration and Finance

Dr. Theresa Emory, Rector, opened this closed session at 2:05PM. The closed session was convened in order for the Board to discuss prospective business collaborations and specific proprietary, business-related information pertaining to the operations and finances of EVMS.

The closed session adjourned at 2:29PM.

Tracy Morton
Asst. Secretary

**BOARD OF VISITORS
RETURN TO REGULAR SESSION
ELECTRONIC MEETING VIA ZOOM
VIDEOCONFERENCING PLATFORM
December 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 Zoom

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

Dr. Theresa Emory, Rector, opened this return to regular session at 2:29 PM.

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 closed session were heard, discussed and considered by the Board. The roll call vote was unanimous and 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., Dr. Betty Bibbins.

There being no further business to discuss, the meeting adjourned at 2:30PM.

Tracy Morton
Asst. Secretary