

**BOARD OF VISITORS MEETING
WAITZER HALL, ROOM 100
December 13, 2022 at 1:00pm**

BOARD MEMBERS PRESENT

Dr. Bruce D. Waldholtz, Rector
Hon. Daun Hester, Vice Rector
Rear Adm. Robert J. Bianchi, Treasurer
Dr. Betty B. Bibbins, Secretary
G. Robert Aston
Lisa S. Chandler
George Faatz
Rusty Friddell, III, Esq.
Sharon S. Goodwyn, Esq.
Conrad M. Hall
Hon. S. Chris Jones
W. Ashton Lewis, Sr.
Dr. Keith H. Newby, Sr.
Blythe A. Scott, Esq.
Preston D. White

BOARD MEMBERS ABSENT

Dr. Naved A. Jafri
T. Richard Litton, Jr., Esq.

OFFICERS AND STAFF PRESENT

Dr. Alfred Abuhamad
Brant Cox
Tracy Morton
Stacy Purcell
Vincent Rhodes
Helen Heselius
C. Donald Combs, PhD
Tammy Chrisman
Doug Gardner
Anca Dobrian, PhD
Connie McKenzie
Matthew Schenk
Kala Perkins-Holtsclaw
Joel Hilton
Josephine Wiley
Matthew Schenk

President and Provost, *Virtual*
V.P. and Chief Operating Officer
Recording Secretary, EVMS Board of Visitors
Vice President and General Counsel
Assistant Vice President of Marketing and Communications
Vice President of Administration and Finance
Vice President, School of Health Professions
Associate Vice President of Finance
News Director, Marketing and Communications
Interim Vice Dean, Faculty Affairs and Professional Development
Senior Associate Vice President, Development/Alumni Relations
Associate Vice President, Human Resources
Vice Dean, Strategic Planning/Institutional Effectiveness
Media Technology Specialist
Associate Vice President, Compliance/Legal Affairs
Associate Vice President, Human Resources

CALL TO ORDER

Dr. Bruce Waldholtz, Rector, called the meeting to order at 1:14 pm after noting a quorum was present. He welcomed one new member of the Board, Mr. Preston D. White.

In a lunch presentation prior to the Board meeting, Dr. Ron Flenner presented a power point which detailed the MD student's pathway to becoming a physician. This included information on the MD curriculum, the process for applying for residency and matching with a program. Dr. Thomas Kimble, Assistant Vice Dean of Admissions and Enrollment, reported on the life cycle of a student at EVMS.

APPROVAL OF MINUTES

Upon a motion made and seconded, the minutes of September 20, 2022 were approved as distributed.

REPORT OF THE PRESIDENT AND PROVOST

Dr. Alfred Abuhamad, President and Provost, provided recommendations for appointments and promotions at the Assistant Professor and Instructor level, and presented them to the Board for action.

RESOLVED, that upon a motion duly made and seconded, the Board unanimously approved the recommendations for faculty appointments and promotions at the level of Assistant Professor and Instructor.

Dr. Abuhamad presented a recommendation to name Jennifer A. Hanrahan, DO, MSc, to the EVMS Distinguished Professorship in Internal Medicine.

RESOLVED, that upon a motion duly made and seconded, the Board unanimously approved the recommendation for Jennifer A. Hanrahan, DO, MSc, to be named the EVMS Distinguished Professorship in Internal Medicine.

Dr. Waldholtz introduced Dr. C. Donald Combs, who discussed the School of Health Professions in his yearly update to the Board. In his report, Dr. Combs noted the small decrease in enrollment for FY23 noting a 5% decline in college enrollment nationwide. He reviewed programs located within the school of Health Professions, number of applicants to the school and current programs in development. He communicated plans to increase enrollment, and plans for tuition, moving forward.

COMMITTEE REPORTS

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

Dr. Bruce Waldholtz, reported on the Academic and Student Affairs Committee on behalf of Dr. Naved Jafri. Minutes of the previous meeting held on September 20, 2022, were approved.

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

APPOINTMENTS
FULL-TIME SALARIED

Department of Internal Medicine, Division of Infectious Diseases
Jennifer A. Hanrahan, DO, MSc - Professor, effective January 3, 2023

Department of Obstetrics and Gynecology
George R. Saade, MD - Professor, effective February 1, 2023

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 actions as presented.

On behalf of the Academic and Student Affairs Committee, Dr. Waldholtz presented the following candidates for conferral of degrees to the Board for approval.

Doctor of Philosophy in Reproductive Clinical Science

Aladham, Mais A
Alkon, Tamar
Di Berardino, Antonietta
Elshmoury, Mohamad R
Lambrese, Kevin
LoManto, Brian T
Simbulan, Rhodel Kimp

Doctor of Philosophy in Medical and Health Professions Education

Fickert, Lane

Master of Science in Art Therapy and Counseling

Amos, Natalie
Jones, Rebekah

Master of Science in Biomedical Sciences - Research

Jones, Esther
Lockett, Janette
Pflanzer, Haley

Master of Health Sciences in Pathologists' Assistant

Kisch, Emily L

Scholarship Certificate in Medical and Health Professions Education

Werner, Eric J

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 candidates for conferral of degrees as presented.

Dr. Waldholtz requested Board approval for the Search Policy, approved by the committee during today's meeting.

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 Search Policy as presented.

FINANCE COMMITTEE

Rear Admiral Bianchi, Chair, reported the Finance Committee met this morning and minutes from the last meeting held September 20, 2022, were approved. The financial statements were reviewed and he provided the highlights, noting for the month ending November, the net excess was \$600,000, core net excess was \$200,000, and is mostly attributed to positive variances in salary and fringe savings from vacant positions, clinical enterprise support, Foundation support, and facilities and administrative cost recoveries. This was offset by negative variances in tuition which Dr. Combs discussed in his presentation today. The Clinical Enterprise had a net excess of \$3.1 million, which was \$2.3 million under the budget for the year. The short fall is mostly due to the gross projection that they had budgeted which has not been realized due to faculty recruitment challenges and faculty productivity decrease due to an increase in travel in the post-COVID environment. The EVMS reserves had a net deficit of \$3.1 million which is \$778,000 under budget. Most of this is due to the ongoing cost for integration. All bond covenants were met.

A resolution was addressed for a modification in our Bond language. Currently, the Bonds are tied to the LIBOR interest rate benchmark that is being sunsetted in June 2023. We have worked with our Bond holder, Truist, to select a new benchmark which will be the secured overnight financing rate which is set by the Federal Reserve Bank in New York. This change will not affect the interest rate on the bonds because EVMS entered into a SWAP to lock the rate, but we do need to modify the bond documents and the resolution that will be placed before Board for approval will authorize EVMS management to execute that change. The Finance Committee reviewed the resolution and recommends approval of the Board.

Rear Admiral Bianchi requested Board approval for the LIBOR modification.

RESOLVED, that, upon a motion duly made and seconded, and the recommendation of the Finance Committee, the Board of Visitors unanimously approved the LIBOR modification as presented.

AUDIT & COMPLIANCE COMMITTEE

Ms. Blythe Scott, Chair, reported on the Audit and Compliance meeting held this morning, December 13, 2022. Minutes were approved from the previous meetings held on September 20, 2022 and October 28, 2022. Ms. Scott noted the Fiscal year 2022 Audited Financial Statement was approved at the October

28, 2022 meeting. The statement is available for the Board to review in the Resource Section of the Boardbook.

The Audit and Compliance Committee reviewed and approved three policies during today's meeting. The policies are: Smoking, Vaping and Tobacco Product Free Campus Policy, Digital Accessibility Policy and the Policy and Procedure for Responding to Allegations of Research Misconduct Policy.

Ms. Scott requested Board approval for the policies noted above.

RESOLVED, that upon recommendation of the Audit and Compliance Committee, the Board unanimously voted to approve the Smoking, Vaping and Tobacco Product Free Campus Policy, Digital Accessibility Policy and the Policy and Procedure for Responding to Allegations of Research Misconduct Policy, as presented.

GOVERNANCE COMMITTEE

Hon. Daun Hester, Chair, reported on the Governance Committee meeting held this morning, noting minutes from the previous meeting held on September 20, 2022, were approved. Hon. Hester states the committee reviewed, and approved, changes to the EVMS Diversity Statement during today's meeting, and she brings it before the Board today for approval.

RESOLVED, that upon recommendation of the Governance Committee, the Board unanimously approved the revision to the EVMS Diversity Statement as presented.

REPORT OF THE RECTOR

Dr. Waldholtz communicated to the Board how the American Cancer Society is working to decrease disparities in healthcare. Next month the American Cancer Society will be announcing a \$100 million generation research study of 100,000 African American women in breast, cervical and colon cancer. EVMS has been named as a community partner for this historical study.

NEW BUSINESS

There was no new business.

The Rector announced it would be necessary to hold a closed session as permitted under Code of Virginia, Section 2.2-3712 (A) to discuss personnel actions and specific proprietary, business-related information pertaining to the operations of Eastern Virginia Medical School, as permitted by the Code of Virginia 2.2-3711 (A) (1) and (22).

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

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ADJOURNMENT

There being no further business the meeting adjourned at 1:55pm.

Respectfully Submitted:
Tracy Morton, Assistant Secretary
EVMS Board of Visitors

**BOARD OF VISITORS
CLOSED SESSION
Waitzer Hall, Room 100
December 13, 2022**

BOARD MEMBERS PRESENT

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BOARD MEMBERS ABSENT

Dr. Naved A. Jafri
T. Richard Litton, Jr., Esq.

OFFICERS AND STAFF PRESENT

Dr. Alfred Abuhamad	President and Provost, <i>Virtual</i>
Brant Cox	V.P. and Chief Operating Officer
Tracy Morton	Recording Secretary, EVMS Board of Visitors
Stacy Purcell	Vice President and General Counsel
Helen Heselius	Vice President of Administration and Finance

VISITORS - Virtual

Mark Salierno, Chartis
Melissa Anderson, Chartis
Matthew Sangphet, Chartis

Dr. Bruce Waldholtz, Rector, opened this closed session at 1:57pm. The closed session was convened in order for the Board to discuss personnel actions and specific proprietary, business-related information pertaining to the operations of Eastern Virginia Medical School, as permitted by the Code of Virginia 2.2-3711 (A) (1) and (A) (22).

The closed session adjourned at 3:24pm.

Respectfully Submitted:
Tracy Morton, Assistant Secretary
EVMS Board of Visitors



**BOARD OF VISITORS
RETURN TO REGULAR SESSION
Waitzer Hall, Room 100
December 13, 2022**

BOARD MEMBERS PRESENT

Dr. Bruce D. Waldholtz, Rector
Hon. Daun Hester, Vice Rector
Rear Adm. Robert J. Bianchi, Treasurer
Dr. Betty B. Bibbins, Secretary
Lisa S. Chandler
George Faatz
Sharon S. Goodwyn, Esq.
Conrad M. Hall
Hon. S. Chris Jones
W. Ashton Lewis, Sr.
Dr. Keith H. Newby, Sr.
Preston D. White

BOARD MEMBERS ABSENT

Dr. Naved A. Jafri
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G. Robert Aston
Rusty Friddell, III, Esq.
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Brant Cox	V.P. and Chief Operating Officer
Tracy Morton	Recording Secretary, EVMS Board of Visitors
Stacy Purcell	Vice President and General Counsel
Helen Heselius	Vice President of Administration and Finance

VISITORS - *Virtual*

Mark Salierno, Chartis
Melissa Anderson, Chartis
Matthew Sangphet, Chartis

Dr. Bruce Waldholtz, Rector, opened this return to regular session at 3:24pm.

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.

There being no further business to discuss, the meeting adjourned at 3:24pm.

Respectfully Submitted:
Tracy Morton, Assistant Secretary
EVMS Board of Visitors