

VCU HEALTH

VCU Health System Capital Process and Governance Structure, 2024

RECOMMENDATIONS

Limiting VCU president's role to non-voting member of VCU Health System's board

► The General Assembly may wish to consider amending § 23.1-2402 of the Code of Virginia to limit the role of the VCU president on the VCUHS BOD to being a nonvoting member who is ineligible to serve as the BOD chair. (Recommendation 4)

Requiring VCU Health System board chair to be citizen board member

► The General Assembly may wish to consider amending § 23.1-2402 of the Code of Virginia to require the VCUHS BOD to elect a chair every two years who must (i) be a citizen member and not a VCUHS employee, VCU employee, or VCU or Board of Visitors member and (ii) have served at least one full term on the VCUHS BOD. (Recommendation 5)

Removing VCU president's role in human resources decisions about VCU Health System CEO

► The General Assembly may wish to consider amending § 23.1-2403 of the Code of Virginia to remove language giving the VCU president the authority to decide on the selection, removal, or conditions of appointment (including salary) of the VCUHS CEO when committees appointed by the VCUHS BOD and VCU BOV cannot reach agreement. (Recommendation 7)

Requiring VCU Health System CEO to be voting VCU Health board member

► The General Assembly may wish to consider amending § 23.1-2402 of the Code of Virginia to require the VCUHS CEO to be an ex-officio member of the VCUHS BOD with voting privileges. (Recommendation 9)

Requiring VCU Health System CEO and VCU SVP of health sciences to collaborate

► The General Assembly may wish to consider amending § 23.1-2403 of the Code of Virginia to require the VCUHS CEO and VCU SVP of health sciences to regularly communicate and collaborate to support the mutual interests and success of VCUHS and VCU. (Recommendation 10)

Establishing four-year terms for VCU Health board members

► The General Assembly may wish to consider amending § 23.1-2402 of the Code of Virginia to establish 4-year terms for VCUHS BOD members. (Recommendation 13)

Adding commercial real estate and finance expertise to VCU Health System board

► The General Assembly may wish to consider amending § 23.1-2402 of the Code of Virginia to (i) add "commercial real estate" and "finance" to the existing list of expertise requirements for VCUHS BOD members and (ii) require appointing entities to ensure that each area of prescribed expertise is represented on the BOD. (Recommendation 14)

Reducing influence of VCU Health and VCU employees on health system board

► The General Assembly may wish to consider amending § 23.1-2402 of the Code of Virginia to reduce the size of the VCUHS BOD and ensure the majority of VCUHS BOD members do not have professional roles at VCU and/or VCUHS. To ensure input from VCU and VCUHS physicians, the VCUHS BOD should still have voting members who represent VCU and VCUHS physicians. (Recommendation 16)

Establishing joint committee of VCU Health System and VCU boards ► The General Assembly may wish to consider amending § 23.1-2402 of the Code of Virginia to create a standing joint committee of the VCUHS BOD and VCU BOV that is responsible for ensuring effective communication and collaboration between VCUHS and VCU. The joint committee should meet at least as often as the VCUHS BOD and provide updates on key strategic, operational, and financial matters that could directly or indirectly affect both entities. (Recommendation 17)