



VIRGINIA COMMONWEALTH UNIVERSITY

**BOARD OF VISITORS  
GOVERNANCE AND COMPENSATION COMMITTEE  
11:15 A.M.  
FEBRUARY 28, 2020  
JAMES CABELL LIBRARY  
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

**MINUTES**

**COMMITTEE MEMBERS PRESENT**

Mr. H. Benson Dendy III, Chair  
Ms. Pamela El  
Mr. Todd Haymore  
Mr. Keith Parker, Rector  
Ms. Coleen Santa Ana

**COMMITTEE MEMBERS ABSENT**

Mr. John A. Luke, Jr.  
Ms. Alexis Swann, Vice Chair

**OTHERS PRESENT**

President Michael Rao  
Ms. Cathleen Burke, Associate Vice President Human Resources  
Ms. Chelsea Gray, Assistant Secretary and Board Liaison  
Ms. Karen Helderman, Executive Director of Audit Services  
Mr. Mike Melis, University Counsel  
Ms. Meredith Weiss, Vice President for Administration

**CALL TO ORDER**

Mr. H. Benson Dendy, III, Chair of the Governance and Compensation Committee, called the meeting to order at 11:19 a.m.

**APPROVAL OF AGENDA**

Mr. Dendy asked for a motion to approve the agenda for the February 28, 2020 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded, the agenda for the Governance and Compensation Committee meeting was approved.

**APPROVAL OF MINUTES**

Mr. Dendy asked for a motion to approve the minutes of the December 13, 2019 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded the Minutes of the December 13, 2019 Governance and Compensation Committee were

approved. A copy of the minutes can be found on the VCU website at the following webpage <https://president.vcu.edu/board/minutes/>.

**CLOSED SESSION**

Mr. Dendy then moved that the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University convene a closed session under the Virginia Freedom of Information Act in order to discuss pursuant to Sections 2.2-3711 (A) (1) of the Freedom of Information Act, personnel matters, specifically relating to the performance evaluation of the President.

Mr. Dendy asked President Michael Rao, Ms. Chelsea Gray, Ms. Karen Helderman, and Mr. Mike Melis to remain in closed session, all others were excused.

**RECONVENED SESSION**

Following the closed session, the public was invited to return to the meeting. Mr. Dendy, Chair, called the meeting to order. On motion duly made and seconded the following resolution of certification was approved by a roll call vote:

**Resolution of Certification**

**BE IT RESOLVED**, that the joint meeting of the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Committee of the Board.

<b><u>Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. H. Benson Dendy III, Chair	X	
Ms. Pamela El	X	
Mr. Todd Haymore	X	
Mr. Keith Parker, Rector	X	
Ms. Coleen Santa Ana	X	

All members present responding affirmatively, the resolution of certification was unanimously adopted.

**OTHER BUSINESS**

Ms. Gray mentioned that Committee should begin looking at the Board's self-evaluation that is conducted every two years and the evaluation of the President. The Committee agreed that the matter will be discussed further at the May meeting.

**ADJOURNMENT**

There being no further business, Mr. Dendy, Chair, adjourned the meeting at 11:55 a.m.