



VIRGINIA COMMONWEALTH UNIVERSITY

**VIRGINIA COMMONWEALTH
BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
MEETING
9:00 A.M.
MAY 7, 2021
ELECTRONIC MEETING**

MINUTES

COMMITTEE MEMBERS PRESENT VIA ZOOM

Mr. Keith T. Parker, Rector
Mr. H. Benson Dendy III, Vice Rector
Mr. Peter Farrell
Mr. Todd P. Haymore
Dr. Gopinath R. Jadhav
Ambassador Carmen Lomellin
Ms. Alexis N. Swann

OTHER BOARD MEMBERS PRESENT VIA ZOOM

Mr. Edward L. McCoy, Secretary (joined at 9:07 a.m. and exited at 10:24 a.m.)
Ms. Carolina Espinal

COMMITTEE MEMBERS NOT PRESENT

Ms. Pamela K. El

OTHERS PRESENT

Ms. Chelsea Gray, *Assistant Secretary & Board Liaison to the VCU Board of Visitors & Executive Assistant to the President*
Ms. Karol Kain Gray, *Senior Vice President and Chief Financial Officer*
Ms. Karen Helderman, *Executive Director for Audit and Compliance Services*
Ms. Pamela Lepley, *Senior Advisor to the President*
Mr. Mike Melis, *University Counsel*
Presidential Cabinet of VCU
VCU students, faculty and staff via <https://mssvideo.vcu.edu/BOV>
Members of the Media via <https://mssvideo.vcu.edu/BOV>

CALL TO ORDER

Vice Rector Dendy called the meeting to order at 9:02 a.m. Ms. Chelsea Gray conducted a roll call to see who was present. The meeting was being held in accordance with HB29, Governor's Amendment 28: Allow policy-making boards to meet virtually during emergency declarations. The meeting was held by electronic communication means via Zoom. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

PUBLIC COMMENT PERIOD

Ms. Chelsea Gray, Assistant Secretary and Board Liaison, reminded the Board that written comments were to be received prior to the meeting via an online portal and that no responses were received. She then reminded the Board that there would be a public comment session at this meeting and that in accordance with the published procedures for public comment, no one pre-registered to speak.

Vice Rector Dendy moved that the Board of Visitors Governance and Compensation Committee of Virginia Commonwealth University convene a closed session under Section 2.2-3711 (A) (1) of the Freedom of Information Act for the discussion of personnel matters, more specifically relating to the performance, evaluation and compensation of the President of Virginia Commonwealth University.

The motion was seconded and was approved by a roll call vote:

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Keith T. Parker, Rector	X	
Mr. H. Benson Dendy III, Vice Rector	X	
Mr. Peter Farrell	X	
Mr. Todd P. Haymore	X	
Dr. Gopinath R. Jadhav	X	
Ambassador Carmen Lomellin	X	
Ms. Alexis N. Swann	X	
Mr. Edward L. McCoy, Secretary	X	
Ms. Carolina Espinal	X	

Following the closed session, the board members re-entered the open session. Vice Rector Dendy 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 Board of Visitors Governance and Compensation Committee 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.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Keith T. Parker, Rector	X	

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Board of Visitors Governance and Compensation
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Mr. H. Benson Dendy III, Vice Rector	X
Mr. Peter Farrell	X
Mr. Todd P. Haymore	X
Dr. Gopinath R. Jadhav	X
Ambassador Carmen Lomellin	X
Ms. Alexis N. Swann	X
Mr. Edward L. McCoy, Secretary	
Ms. Carolina Espinal	X

All members present responding affirmatively, the resolution of certification was adopted. Mr. McCoy was not present for the vote.

ADJOURNMENT

There being no further business, Rector Parker, adjourned the meeting 10:28 a.m.