COMMITTEE MEMBERS PRESENT
Ms. Carolina Espinal, Chair
Ambassador Carmen Lomellin, Vice Chair
Mr. H. Benson Dendy III, Rector
Mr. Peter Farrell
Mr. Todd Haymore
Dr. Clifton Peay
Ms. Alexis Swann

COMMITTEE MEMBERS ABSENT
Mr. Andrew Florance

OTHER BOARD MEMBERS PRESENT
Mr. Edward McCoy

OTHERS PRESENT
Ms. Cathleen Burke, Assistant Vice President, Human Resources
Ms. Chelsea Gray, Assistant Secretary and Board Liaison & Executive Assistant to the President
Ms. Stephanie Hamlett, University Counsel
Ms. Karen Helderman, Executive Director for Audit and Compliance Services
Members of the Media via livestream

CALL TO ORDER
Ms. Carolina Espinal, Chair of the Governance and Compensation Committee, called the meeting to order at 3:32 p.m.

ACTION ITEMS
Ms. Espinal presented the May 12, 2022 minutes and June 20, 2022 minutes that were provided to board members in advance of the meeting. In addition, per the Committee’s Charter and Planner, the Committee Planner must be reviewed annually. At this time there are no changes being requested. On a motion duly made and seconded the minutes presented and the
recommendation to the full board to adopt the Governance and Compensation Committee Charter at the December board meeting were approved unanimously.

CLOSED SESSION

Ms. Espinal moved that the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University convene a closed session under Section 2.2-3711(A)(1) of the Virginia Freedom of Information Act for the discussion of personnel matters, more specifically relating to the performance evaluation and compensation of the President. The motion was seconded and was approved unanimously.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Ms. Espinal called the meeting to order. On a 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 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 the Virginia Freedom of Information Act 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."

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<th>Vote</th>
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All members present responding affirmatively, the resolution of certification was adopted.

ADJOURNMENT

There being no further business, Ms. Carolina Espinal, Chair, adjourned the meeting at 4:21 p.m.