JOINT VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
AND
VCU HEALTH SYSTEM AUTHORITY
BOARD OF DIRECTORS
JAMES CABELL LIBRARY
NOVEMBER 3, 2022

MINUTES

VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS PRESENT
Mr. H. Benson Dendy III, Rector
Ms. Carolina Espinal, Vice Rector; virtual pursuant to Code Section 2.2-3708.2(B)(1) where the member’s principal residence is over 60 miles from the meeting location – Arlington, VA
Mr. Anthony Bedell; virtual pursuant to Code Section 2.2-3708.2(B)(1) where the member’s principal residence is over 60 miles from the meeting location – Ashburn, VA
The Honorable Peter Farrell (joint membership)
Mr. Andrew Florance; virtual pursuant to Code Section 2.2-3708.2(B)(4) due to a personal matter, specifically work – Los Angeles, CA
Ms. Ellen Fitzsimmons
The Honorable Todd Haymore (joint membership)
Dr. Vernon Dale Jones
Ambassador Carmen Lomellin (joint membership); virtual pursuant to Code Section 2.2-3708.2(B)(1) where the member’s principal residence is over 60 miles from the meeting location – Arlington, VA
Mr. Edward McCoy
Rev. Tyrone Nelson (departed at 6:03 p.m.)
Mr. Keith Parker (joint membership)
Dr. Tonya Parris-Wilkins
Dr. Clifton Peay
Dr. Shantaram Talegaonkar (joint membership)

VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS ABSENT
Ms. Alexis N. Swann

VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM AUTHORITY BOARD MEMBERS PRESENT
Dr. Michael Rao, Chair
Dr. Hem Bhardwaj
Mr. Clyde Clark
Dr. Alice Coombs
Mr. Steve DeLuca; virtual pursuant to Code Section 2.2-3708.2(B)(4) due to a personal matter, specifically work – Boston, MA
CALL TO ORDER
Rector Dendy and President Rao called the meeting to order at 5:04 p.m. The public was able to view the open session of the meeting via livestream at https://mssvideo.vcu.edu/BOV.

CLOSED SESSION
Rector Dendy and President Rao moved that Board of Visitors of Virginia Commonwealth University and the Board of Directors of the VCU Health System Authority 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 of various staff members; and under Section 2.2-3711 (A)(8), for consultation with legal counsel pertaining to specific matters requiring legal advice by counsel. The motion was seconded and was approved unanimously.

Following the closed session, the public was invited to return to the meeting. Rector Dendy and President Rao 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 Board of Visitors of Virginia Commonwealth University and the Board of Directors of the Virginia Commonwealth University Health System Authority certify 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 Boards.

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<th>Vote</th>
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<td>Mr. H. Benson Dendy III, Rector</td>
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<td>Mr. Steve DeLuca</td>
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<td>Dr. Lisa Ellis</td>
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<td>Mr. Donald Gehring</td>
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<td>Dr. Lance Hampton</td>
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<td>Ms. Fay Manolios</td>
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<td>The Honorable Jennifer McClellan</td>
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<td>Delegate Roxanne Robinson</td>
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<td>Dr. Wally Smith</td>
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<td>Dr. Romesh Wijesooriya</td>
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All members present responding affirmatively, the resolution of certification was adopted.

CLOSED SESSION ACTION ITEMS
Virginia Commonwealth University
Virginia Commonwealth University Board of Visitors
and the VCU Health System Authority Board of Directors
Joint Meeting
November 3, 2022 Minutes

Rector Dendy moved that the Board of Visitors of Virginia Commonwealth University and the Board of Directors of the VCU Health System Authority accept the resignation of Dr. Kellermann as presented and discussed in closed session. The motion was seconded and approved unanimously.

Rector Dendy moved that the Board of Visitors of Virginia Commonwealth University and the Board of Directors of the VCU Health System Authority appoint Dr. Marlon Levy as interim VP for Health Sciences and CEO of VCU Health effective November 3, 2022 with a $50,000 increase to his current salary effective October 31, 2022. The motion was seconded and approved unanimously.

VCUHSA BOARD OF DIRECTORS ADJOURNMENT
There being no further business, President Rao, Chair, VCU Health System Authority Board of Directors, adjourned the meeting at 5:57 p.m.

The VCU Board of Visitors continued the Board of Visitors meeting.

VCU BOARD OF VISITORS CLOSED SESSION
Rector Dendy moved that 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 of various staff members; and under Section 2.2-3711 (A)(8), for consultation with legal counsel pertaining to specific matters requiring legal advice by counsel; and under Section 2.2-3711(A)(23) and reference acquisition or disposition of VCU Health real property where discussion in open session could adversely affect the transaction and where discussion of operational strategies and plans of the Authority also could adversely affect the competitive position of the Authority. The motion was seconded and was approved unanimously.

Following the closed session, the public was invited to return to the meeting. Rector Dendy 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 Board of Visitors of Virginia Commonwealth University certify 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 Board.

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Mr. Anthony Bedell X
Mr. Peter Farrell X
Ms. Ellen Fitzsimmons X
Mr. Andrew Florance X
Mr. Todd Haymore X
Dr. Dale Jones X
Ambassador Carmen Lomellin X
Mr. Edward McCoy X
Mr. Keith Parker X
Dr. Tonya Parris-Wilkins X
Dr. Clifton Peay X
Dr. Shantaram Talegaonkar X

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

VCU BOARD OF VISITORS ADJOURNMENT
There being no further business, Rector Dendy adjourned the meeting at 6:26 p.m.