



**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

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Dr. Lisa Ellis
Mr. Donald Gehring
Dr. Lance Hampton; virtual pursuant to Code Section 2.2-3708.2(B)(4) due to a personal matter, specifically work – Richmond, VA
Ms. Fay Manolios
The Honorable Jennifer McClellan
Delegate Roxanne Robinson
Dr. Wally Smith
Dr. Romesh Wijesooriya

**VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM AUTHORITY
BOARD MEMBERS BOARD MEMBERS ABSENT**

Mr. Joel Bieber
Mr. Timothy McDermott

OTHERS PRESENT

Ms. Chelsea Gray, *Executive Director of Board and Executive Operations*
Ms. Stephanie Hamlett, Esq., *Virginia Commonwealth University Counsel*
Ms. Mary Tacconi, *Board Administrator & Assistant Secretary to the VCU Health System Authority Board of Directors*
Virginia Commonwealth University and Virginia Commonwealth University Health System Authority Staff and Guests

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.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. H. Benson Dendy III, <i>Rector</i>	X	
Ms. Carolina Espinal, <i>Vice Rector</i>	X	
Mr. Anthony Bedell	X	
Mr. Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
Mr. Andrew Florance	X	
Mr. Todd P. Haymore	X	
Dr. Dale Jones	X	
Ambassador Carmen Lomellin	X	
Mr. Edward McCoy	X	
Rev. Tyrone Nelson	X	
Mr. Keith Parker	X	
Dr. Tonya Parris-Wilkins	X	
Dr. Clifton Peay	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michael Rao, <i>Chair</i>	X	
Dr. Hem Bhardwaj	X	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Mr. Steve DeLuca	X	
Dr. Lisa Ellis	X	
Mr. Donald Gehring	X	
Dr. Lance Hampton	X	
Ms. Fay Manolios	X	
The Honorable Jennifer McClellan	X	
Delegate Roxanne Robinson	X	
Dr. Wally Smith	X	
Dr. Romesh Wijesooriya	X	

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

CLOSED SESSION ACTION ITEMS

Virginia Commonwealth University
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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.

Vote

Ayes

Nays

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Mr. H. Benson Dendy III, <i>Rector</i>	X
Ms. Carolina Espinal, <i>Vice Rector</i>	X
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.