



VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
APRIL 13, 2022
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA
&
VIRTUAL
MINUTES

COMMITTEE MEMBERS PRESENT

Ms. Pamela El
Mr. Peter Farrell (joined at 10:11 a.m.)
Mr. Todd Haymore
Mr. H. Benson Dendy III, *Rector, ex officio*

COMMITTEE MEMBERS PRESENT VIRTUALLY

Ms. Carolina Espinal, *Chair*
Ambassador Carmen Lomellin, *Vice Chair*
Ms. Alexis Swann

OTHER BOARD MEMBERS PRESENT

Dr. Shantaram Talegaonkar (virtually; joined at 10:09 a.m.)

COMMITTEE MEMBERS ABSENT

Mr. Keith Parker

OTHERS PRESENT

Mr. Jacob Belue, *University Counsel*
Ms. Cathleen Burke, *Associate Vice President Human Resources*
Ms. Chelsea Gray, *Assistant Secretary and Board Liaison & Executive Assistant to the President*
Ms. Sally LaFond, *Managing Director, SullivanCotter*
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 10:00 a.m.

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 by a roll call vote:

Vote	Ayes	Nays
Ms. Carolina Espinal, Chair	X	
Ambassador Carmen Lomellin, Vice Chair	X	
Ms. Pamela El	X	
Mr. Todd P. Haymore	X	
Ms. Alexis N. Swann	X	
Mr. H. Benson Dendy III, Rector	X	

Mr. Farrell and Dr. Talegaonkar were absent for the vote. They entered the meeting during closed session.

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.”

Vote	Ayes	Nays
Ms. Carolina Espinal, Chair	X	
Ambassador Carmen Lomellin, Vice Chair	X	
Ms. Pamela El	X	
Mr. Peter Farrell	X	
Mr. Todd P. Haymore	X	
Ms. Alexis N. Swann	X	
Mr. H. Benson Dendy III, Rector	X	

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

Virginia Commonwealth University
Board of Visitors
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ADJOURNMENT

There being no further business, Ms. Carolina Espinal, Chair, adjourned the meeting at 11:29 a.m.