



VIRGINIA COMMONWEALTH UNIVERSITY

**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
JUNE 13, 2022
SCOTT HOUSE
909 WEST FRANKLIN, RICHMOND, VIRGINIA
&
VIRTUAL
MINUTES**

COMMITTEE MEMBERS PRESENT

Ms. Pamela El
Mr. Peter Farrell (joined at 2:14 p.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*
Mr. Keith Parker (joined at 2:30 p.m.)

COMMITTEE MEMBERS ABSENT

Ms. Alexis Swann

OTHER BOARD MEMBERS PRESENT

Rev. Tyrone Nelson
Ms. Coleen Santa Ana
Mr. Stuart Siegel

OTHERS PRESENT

Mr. Jacob Belue, *University Counsel*
Ms. Chelsea Gray, *Assistant Secretary and Board Liaison & Executive Assistant to the President*
Ms. Karol Kain Gray, *Senior Vice President and CFO*
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 2:07 p.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	
Mr. H. Benson Dendy III, Rector	X	
Rev. Tyrone Nelson	X	
Ms. Coleen Santa Ana	X	
Mr. Stuart Siegel	X	

Mr. Farrell and Mr. Parker 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	
Mr. Peter Farrell	X	
Mr. Todd P. Haymore	X	
Mr. Keith Parker	X	
Mr. H. Benson Dendy III, Rector	X	

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Rev. Tyrone Nelson	X
Ms. Coleen Santa Ana	X
Mr. Stuart Siegel	X

Ms. Pamela El was absent from the vote. 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 4:06 p.m.