



VIRGINIA COMMONWEALTH UNIVERSITY

**VIRGINIA COMMONWEALTH UNIVERSITY  
BOARD OF VISITORS  
GOVERNANCE AND COMPENSATION COMMITTEE  
JUNE 20, 2022  
OFFICE OF THE PRESIDENT  
910 WEST FRANKLIN, RICHMOND, VIRGINIA  
&  
VIRTUAL  
MINUTES**

**COMMITTEE MEMBERS PRESENT**

Mr. Peter Farrell  
Mr. H. Benson Dendy III, *Rector, ex officio*  
Mr. Stuart Siegel, *ad hoc*

**COMMITTEE MEMBERS PRESENT VIRTUALLY**

Ms. Pamela El  
Ms. Carolina Espinal, *Chair*  
Ambassador Carmen Lomellin, *Vice Chair*  
Mr. Keith Parker (joined at 2:10 p.m., exited at 3:12 p.m.)

**COMMITTEE MEMBERS ABSENT**

Mr. Todd Haymore  
Ms. Alexis Swann

**OTHER BOARD MEMBERS PRESENT**

Ms. Coleen Santa Ana, virtually (joined at 2:29 p.m.)  
Rev. Tyrone Nelson, in-person

**OTHERS PRESENT**

Mr. Jacob Belue, *University Counsel*  
Ms. Chelsea Gray, *Assistant Secretary and Board Liaison & Executive Assistant to the President*  
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; and Section 2.2-3711(A)(8) for the consultation from legal counsel regarding specific legal matters requiring the provision of legal advice, more specifically related to the board’s legal duties and responsibilities and the legal relationship between VCU and VCU Health System. The motion was seconded and was approved by a roll call vote:

<b>Vote</b>	<b>Ayes</b>	<b>Nays</b>
Ms. Carolina Espinal, Chair	X	
Ambassador Carmen Lomellin, Vice Chair	X	
Ms. Pamela El	X	
Mr. Peter Farrell	X	
Mr. H. Benson Dendy III, Rector	X	
Rev. Tyrone Nelson	X	
Mr. Stuart Siegel	X	

Ms. Santa Ana 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.”

<b>Vote</b>	<b>Ayes</b>	<b>Nays</b>
Ms. Carolina Espinal, Chair	X	
Ambassador Carmen Lomellin, Vice Chair	X	
Ms. Pamela El	X	
Mr. Peter Farrell	X	

Virginia Commonwealth University  
Board of Visitors  
Governance and Compensation Committee  
June 20, 2022 Minutes

Mr. H. Benson Dendy III, Rector	X
Rev. Tyrone Nelson	X
Mr. Stuart Siegel	X

Ms. Santa Ana and Mr. Parker were absent from the vote as they exited before closed session concluded. 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 3:30 p.m.