



**VIRGINIA COMMONWEALTH UNIVERSITY  
BOARD OF VISITORS  
GOVERNANCE AND COMPENSATION COMMITTEE  
October 21, 2022  
Virginia Museum of History & Culture  
428 N. Arthur Ashe Blvd.  
Richmond, Virginia**

**MINUTES**

**COMMITTEE MEMBERS PRESENT**

Ms. Carolina Espinal, *Chair*  
Ambassador Carmen Lomellin, *Vice Chair*  
Mr. H. Benson Dendy III, *Rector*  
Mr. Peter Farrell  
Mr. Todd Haymore  
Dr. Clifton Peay  
Ms. Alexis Swann

**COMMITTEE MEMBERS ABSENT**

Mr. Andrew Florance

**OTHER BOARD MEMBERS PRESENT**

Mr. Edward McCoy

**OTHERS PRESENT**

Ms. Cathleen Burke, *Assistant Vice President, Human Resources*  
Ms. Chelsea Gray, *Assistant Secretary and Board Liaison & Executive Assistant to the President*  
Ms. Stephanie Hamlett, *University Counsel*  
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 3:32 p.m.

**ACTION ITEMS**

Ms. Espinal presented the May 12, 2022 minutes and June 20, 2022 minutes that were provided to board members in advance of the meeting. In addition, per the Committee's Charter and Planner, the Committee Planner must be reviewed annually. At this time there are no changes being requested. On a motion duly made and seconded the minutes presented and the

recommendation to the full board to adopt the Governance and Compensation Committee Charter at the December board meeting were approved unanimously.

**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 unanimously.

**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           |             |
| Mr. H. Benson Dendy III, Rector        | X           |             |
| Mr. Peter Farrell                      | X           |             |
| Mr. Todd P. Haymore                    | X           |             |
| Mr. Todd Haymore                       | X           |             |
| Dr. Clifton Peay                       | X           |             |
| Ms. Alexis Swann                       | X           |             |
| Mr. Edward McCoy                       | X           |             |

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 4:21 p.m.