



**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE**

**December 8, 2022
James Branch Cabell Library
901 Park Avenue – Room 303
Richmond, Virginia**

MINUTES

COMMITTEE MEMBERS PRESENT

Ms. Carolina Espinal, *Chair*

Ambassador Carmen Lomellin, *Vice Chair*

Mr. H. Benson Dendy III, *Rector*

Mr. Peter Farrell (*virtual pursuant to Code Section 2.2-3708.2(B)(4) due to a personal matter, more specifically a business meeting*) – Richmond, VA

Mr. Andrew Florance (*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. Todd Haymore

Dr. Clifton Peay

Ms. Alexis Swann (*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*) – Yorktown, VA

OTHER BOARD MEMBERS PRESENT

Mr. Keith Parker

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 President's Cabinet

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 4:16 p.m. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

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.”

Vote	Ayes	Nays
Ms. Carolina Espinal, Chair	X	
Ambassador Carmen Lomellin, Vice Chair	X	
Mr. H. Benson Dendy III, Rector	X	
Mr. Andrew Florance	X	
Mr. Todd P. Haymore	X	
Dr. Clifton Peay	X	
Ms. Alexis Swann	X	

Mr. Farrell was absent from the roll call. 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 5:42 p.m.