



VIRGINIA COMMONWEALTH UNIVERSITY

**VIRGINIA COMMONWEALTH  
BOARD OF VISITORS  
VCU HEALTH SYSTEM AUTHORITY COMMITTEE  
2:15 P.M.  
AUGUST 24, 2022  
SCOTT HOUSE  
909 W. FRANKLIN ST.  
RICHMOND, VIRGINIA  
& VIRTUAL**

**MINUTES**

**COMMITTEE MEMBERS PRESENT**

Mr. Keith T. Parker, *Vice Chair* (exited at 4:00 p.m.)  
Ms. Ellen Fitzsimmons  
Mr. Peter Farrell (entered at 2:20 p.m.)  
Mr. Todd Haymore  
Mr. H. Benson Dendy III, *Rector*

**COMMITTEE MEMBERS PRESENT VIRTUALLY**

Ambassador Carmen Lomellin, *Chair*  
Dr. Shantaram Talegaonkar (exited at 4:15 p.m.)

**OTHERS PRESENT**

Dr. Michael Rao, *President*  
Mr. Matthew Conrad, *Vice President for Government and External Relations for VCU and VCU Health System*  
Ms. Chelsea Gray, *Assistant Secretary & Board Liaison to the VCU Board of Visitors & Executive Assistant to the President*  
Ms. Karol Kain Gray, *Senior Vice President and Chief Financial Officer*  
Ms. Karah Gunther, *Vice President for External Affairs and Health Policy*  
Ms. Stephanie Hamlett, *University Counsel*  
Grant Heston, *Vice President for University Relations*  
Dr. Art Kellermann, *Senior Vice President for Health Sciences and CEO of the VCU Health System*  
Ms. Pamela Lepley, *Senior Advisor to the President*  
VCU students, faculty and staff and members of the public including media via livestream

**CALL TO ORDER**

Ambassador Carmen Lomellin, Chair, called the meeting to order at 2:15 p.m. Ms. Chelsea Gray, Assistant Secretary and Board Liaison & Executive Assistant to the President, conducted a roll call. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

Ms. Stephanie Hamlett, University Counsel, presented the relationship between VCU and VCUHS. The committee members asked for clarity on what responsibilities do the five VCUHS Board of Director appointees have to the Rector and the Board of Visitors.

The committee members conversed about the priorities of the committee. There was an emphasis on ONEVCU and how each entity impacts the other. Mr. Grant Heston affirmed this by saying that based on data pulled people from the outside see the two entities as one. It will be important that this committee, along with Dr. Kellermann, reports to the Board of Visitors on VCU Health System matters.

**CLOSED SESSION**

Ambassador Lomellin moved that 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 of specific employees; and under Section 2.2-3711(A)(3) for the discussion or consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body; and under Section 2.2-3711(A)(23) to discuss operational strategies of the VCU Health System, specifically regarding the VCU Health System Strategic Financial Report and related matters, where disclosure of such strategies would adversely impact the competitive position of the Authority.

The motion was seconded and was approved by a roll call vote:

<b><u>Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Ambassador Carmen Lomellin, Chair	X	
Mr. Keith Parker, Vice Chair	X	
Mr. H. Benson Dendy III, <i>Rector</i>	X	
Ms. Ellen Fitzsimmons	X	
Mr. Todd Haymore	X	
Dr. Shantaram Talegaonkar	X	

Mr. Peter Farrell was not present.

**RECONVENED SESSION**

Following the closed session, the public was invited to return to the meeting. Ambassador Lomellin 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 VCU Health System Authority 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 this chapter 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><u>Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Ambassador Carmen Lomellin, Chair	X	
Mr. Keith Parker, Vice Chair	X	
Ms. Ellen Fitzsimmons	X	
Mr. Peter Farrell	X	
Mr. Todd Haymore	X	
Rector H. Benson Dendy, III	X	

Mr. Keith Parker and Dr. Talegaonkar were not present. All members present responding affirmatively, the resolution of certification was adopted.

**ADJOURNMENT**

There being no further business, Mr. Parker, adjourned the meeting at 4:18 p.m.