



**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
December 8, 2023
James Branch Cabell Library
901 Park Avenue – Room 303
Richmond, VA**

MINUTES

DRAFT

COMMITTEE MEMBERS PRESENT

Mr. Andy Florance, *Chair*
Ms. Ellen Fitzsimmons, *Vice Chair*
Mr. Steven DeLuca
Mr. H. Benson Dendy III
Mr. Peter Farrell
Rev. Tyrone Nelson, entered at 8:23 a.m.
Mr. Keith Parker, entered at 8:09 a.m.
Mr. Todd Haymore, *Rector*, entered at 8:15 a.m.

COMMITTEE MEMBERS ABSENT

Mr. Anthony Bedell

OTHERS PRESENT

Ms. Chelsea Gray, *Executive Director of Board and Executive Operations*
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

Mr. Andy Florance, Chair of the Governance and Compensation Committee and Vice Rector, called the meeting to order at 8:00 a.m. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

ACTION ITEMS

Mr. Andy Florance presented the September 15, 2023 minutes that were provided to board members in advance of the meeting. On a motion duly made and seconded the minutes presented were approved unanimously. The meeting minutes are posted at <https://bov.vcu.edu/meetings/minutes/>.

CLOSED SESSION

Mr. Florance 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 under Section 2.2-3711(A)(8) for the provision of legal advice related to specific matters. The motion was seconded and was approved unanimously.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Mr. Florence 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.”

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Andy Florance, <i>Chair</i>	X	
Ms. Ellen Fitzsimmons, <i>Vice Chair</i>	X	
Mr. Steven DeLuca	X	
Mr. H. Benson Dendy III	X	
Mr. Peter Farrell	X	
Rev. Tyrone Nelson	X	
Mr. Keith Parker	X	
Mr. Todd Haymore, <i>Rector</i>	X	

All members present responding affirmatively, the resolution of certification was adopted.

ADJOURNMENT

There being no further business, Mr. Andy Florance, Chair, adjourned the meeting at 8:48 a.m.