



**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
AND
VCU HEALTH SYSTEM AUTHORITY
BOARD OF DIRECTORS
NOVEMBER 20, 2023
MINUTES**

DRAFT

VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS PRESENT

Hon. Todd Haymore, *Rector, VCU BOV and VCUHS BOD member*
Mr. Anthony Bedell
Mr. Steven DeLuca
Mr. Peter Farrell, *VCU BOV and VCUHS BOD member*
Ms. Ellen Fitzsimmons, *VCU BOV and VCUHS BOD member, virtual pursuant to Code Section 2.2-3708.3(B)(3) where the member's principal residence is over 60 miles from the meeting location – Walland, TN*
Dr. Dale Jones
Rev. Tyrone Nelson, *VCU BOV and VCUHS BOD member*
Mr. Keith Parker, *virtual pursuant to Code Section 2.2-3708.3(B)(3) where the member's principal residence is over 60 miles from the meeting location – Atlanta, GA*
Dr. Tonya Parris-Wilkins
Dr. Clifton Peay
Mr. P2 Sandhu

VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS ABSENT

Mr. Andy Florance, *Vice Rector*
Ms. Rooz Dadabhoy
Mr. H. Benson Dendy, III
Ambassador Carmen Lomellin, *VCU BOV and VCUHS BOD member*
Mr. Edward McCoy

**VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM AUTHORITY
BOARD MEMBERS PRESENT**

Dr. Michael Rao, *Chair*
Hon. Lamont Bagby
Dr. Hem Bhardwaj, *virtual pursuant to Code Section 2.2-3708.3(B)(4) where the member has a personal matter - work commitments - Richmond, VA*
Mr. Joe Bieber, Esq., *virtual pursuant to Code Section 2.2-3708.3(B)(4) where the member has a personal matter - work commitments - Richmond, VA*
Ms. Diana Cantor
Dr. Laurence DiNardo
Mr. George Emerson

Virginia Commonwealth University Board of Visitors
and VCU Health System Authority Board of Directors
Joint Meeting
Draft November 20, 2023 Minutes

Dr. Lance Hampton, *virtual pursuant to Code Section 2.2-3708.3(B)(4) where the member has a personal matter - out of town - Mexico*

Dr. Marlon Levy

Ms. Fay Manolios

Dr. Bimaljit Sandhu, *virtual pursuant to Code Section 2.2-3708.3(B)(4) where the member has a personal matter - work commitments - Richmond, VA*

Dr. Wes Shepherd

Dr. Wally Smith

Dr. Romesh Wijesooriya

VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM AUTHORITY
BOARD MEMBERS ABSENT

Mr. Gary Thomson

Hon. Roxann Robinson

OTHERS PRESENT

Ms. Kim Gillespie, Esq., *VCU Health System Authority Chief Legal Officer General Counsel*

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

Ms. Stephanie Hamlett, Esq., *Virginia Commonwealth University Counsel*

Ms. Mary Tacconi, *Board Administrator & Assistant Secretary to the VCU Health System Authority Board of Directors*

Virginia Commonwealth University and Virginia Commonwealth University Health System Authority Staff and Guests

Members of the public

CALL TO ORDER

Rector Todd Haymore and Chairman Michael Rao called the meeting to order at 10:42 a.m. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

CLOSED SESSION

Rector Todd Haymore and Chairman Michael Rao moved that the Virginia Commonwealth University Board of Visitors and the VCU Health System Authority Board of Directors convene in a closed session under Section 2.2-3711(A)(1) of the Virginia Freedom of Information Act for the discussion of personnel matters related to an Executive Position; and under 2.2-3711(8) of the Virginia Freedom of Information Act to consult with legal counsel retained by VCU and VCU Health System Authority; and under Section 2.2-3711(A)(23) to discuss operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority.

The motion was seconded and was approved unanimously by all members present.

RETURN TO OPEN SESSION AND CERTIFICATION

Following the closed session, the public was invited to return to the meeting. Rector Todd Haymore and Chairman Michael Rao 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 Virginia Commonwealth University Board of Visitors and the VCU Health System Authority Board of Directors certify 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 boards.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Hon. Todd Haymore	X	
Mr. Anthony Bedell	X	
Mr. Steven DeLuca	X	
Mr. Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
Dr. Dale Jones	X	
Rev. Tyrone Nelson	X	
Mr. Keith Parker	X	
Dr. Tonya Parris-Wilkins	X	
Dr. Clifton Peay	X	
Mr. P2 Sandhu	X	
Dr. Michael Rao	X	
Hon. Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joe Bieber, Esq.	Absent during vote	
Ms. Diana Cantor	X	
Dr. Laurence DiNardo	X	
Mr. George Emerson	Absent during vote	
Dr. Lance Hampton	Absent during vote	
Dr. Marlon Levy	X	
Ms. Fay Manolios	X	
Dr. Bimaljit Sandhu	X	
Dr. Wes Shepherd	X	
Dr. Wally Smith	X	
Dr. Romesh Wijesooriya	X	

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

ACTION ITEM

Rector Todd Haymore and Chairman Michael Rao moved that at the time of correspondence to Joint Legislative Audit and Review Committee (“JLARC”) and the Governor’s Office the VCU Board of Visitors and the VCU Health System Authority Board of Directors authorize the public release of the Virginia Commonwealth University VCU Health System Authority Enterprise Governance Report as provided by the Chartis Group to the VCU Board of Visitors and the VCU Health System Board of Directors on November 20, 2023. The motion was seconded and approved unanimously by roll call vote.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Hon. Todd Haymore	X	
Mr. Anthony Bedell	X	
Mr. Steven DeLuca	X	
Mr. Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
Dr. Dale Jones	X	
Rev. Tyrone Nelson	X	
Mr. Keith Parker	X	
Dr. Tonya Parris-Wilkins	X	
Dr. Clifton Peay	X	
Mr. P2 Sandhu	X	
Dr. Michael Rao	X	
Hon. Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joe Bieber, Esq.	Absent during vote	
Ms. Diana Cantor	X	
Dr. Laurence DiNardo	X	
Mr. George Emerson	Absent during vote	
Dr. Lance Hampton	Absent during vote	
Dr. Marlon Levy	X	
Ms. Fay Manolios	X	
Dr. Bimaljit Sandhu	X	
Dr. Wes Shepherd	X	
Dr. Wally Smith	X	
Dr. Romesh Wijesooriya	X	

ADJOURNMENT

There being no further business, Dr. Smith adjourned the meeting at 1:41 p.m.