



VIRGINIA COMMONWEALTH UNIVERSITY

**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
AND
VCU HEALTH SYSTEM AUTHORITY
BOARD OF DIRECTORS
MEETING
JAMES CABELL LIBRARY
MARCH 23, 2023**

MINUTES

BOARD OF VISITORS MEMBERS PRESENT

Mr. H. Benson Dendy III, *Rector*
Ms. Carolina Espinal, *Vice Rector* (entered at 11:44 a.m.)
Hon. Peter Farrell (entered at 12:21 p.m.)
Ms. Ellen Fitzsimmons
Hon. Todd Haymore (exited at 12:00 p.m.)
Dr. Dale Jones
Ambassador Carmen Lomellin
Mr. Ed McCoy
Mr. Keith Parker
Dr. Tonya Parris-Wilkins
Dr. Clifton Peay
Ms. Alexis Swann (entered at 11:44 a.m.)

BOARD MEMBERS ABSENT

Dr. Shantaram Talegaonkar

OTHERS PRESENT

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*
Ms. Anne Scher, *Interim General Counsel, VCUHSA*
Virginia Commonwealth University and Virginia Commonwealth University Health System Authority Staff and Guests

CALL TO ORDER

President Michael Rao called the meeting to order at 11:20 a.m. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

President Rao welcomed members of the VCU Board of Visitors and VCU Health System Board of Directors to this meeting, as well as staff, the media and public. On behalf of him and Rector Dendy he thanked board members for taking this time to ensure that the university and health system are aligned in the unique missions to serve students and patients.

CLOSED SESSION

President Michael Rao moved that the VCU Board of Visitors and VCUHS Board of Directors convene 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; under Section 2.2-3711 (A)(7) and (8), for consultation and discussion of matters requiring the provision of legal advice by counsel, relating to an update on potential and current litigation in state and federal courts and other legal matters relating to pending investigations; under Section 2.2-3711(A)(23) to discuss the acquisition or disposition by the Authority and /or the University of real property and operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority and /or the University and; and under Section 2.2-3711(A)(29) for the discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body.

Following the closed session, the public was invited to return to the meeting. President 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 that the Board of Visitors of Virginia Commonwealth University 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 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 Boards.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. H. Benson Dendy III, <i>Rector</i>	X	
Ms. Carolina Espinal	X	
Hon. Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
Dr. Dale Jones	X	
Ambassador Carmen Lomellin	X	
Mr. Ed McCoy	X	
Mr. Keith Parker	X	

Virginia Commonwealth University Board of Visitors
and VCU Health System Authority Board of Directors
Meeting
March 23, 2023 Minutes

Dr. Tonya Parris-Wilkins	X
Dr. Clifton Peay	X
Ms. Alexis Swann	X

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

ADJOURNMENT

There being no further business, the meeting was adjourned at 12:30 p.m.