



VIRGINIA COMMONWEALTH UNIVERSITY

**JOINT VIRGINIA COMMONWEALTH UNIVERSITY  
BOARD OF VISITORS  
AND  
VCU HEALTH SYSTEM AUTHORITY  
BOARD OF DIRECTORS  
JAMES CABELL LIBRARY  
JANUARY 9, 2023**

**MINUTES**

**VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS PRESENT**

Mr. H. Benson Dendy III, *Rector*

Ms. Carolina Espinal, *Vice Rector*; 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. Anthony Bedell

The Honorable Peter Farrell (joint membership)

Ms. Ellen Fitzsimmons; 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 – Walland, TN

The Honorable Todd Haymore (joint membership)

Dr. Vernon Dale Jones

Mr. Edward McCoy

Rev. Tyrone Nelson

Dr. Tonya Parris-Wilkins

Dr. Clifton Peay; virtual pursuant to Code Section 2.2-3708.2(B)(4) due to a personal matter, more specifically a business meeting – Richmond, VA

Ms. Alexis N. Swann

**VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS ABSENT**

Mr. Andrew Florance

Ambassador Carmen Lomellin (joint membership)

Mr. Keith Parker (joint membership)

Dr. Shantaram Talegaonkar (joint membership)

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

Dr. Michael Rao, Chair

Dr. Hem Bhardwaj

Mr. Clyde Clark; virtual

Dr. Alice Coombs

Mr. Steven DeLuca

Dr. Lisa Ellis

Mr. Donald Gehring

Virginia Commonwealth University  
Virginia Commonwealth University Board of Visitors  
and the VCU Health System Authority Board of Directors  
Joint Meeting  
January 9, 2023 Minutes

Dr. Lance Hampton  
Dr. Marlon Levy  
Ms. Fay Manolios  
Mr. Timothy McDermott  
The Honorable Roxann Robinson  
Dr. Romesh Wijesooriya

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

Mr. Joel Bieber  
The Honorable Jennifer McClellan  
Dr. Wally Smith

**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**

Rector Dendy and President Rao called the meeting to order at 1:15 p.m. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

**CLOSED SESSION**

Rector Dendy and President Rao moved that Board of Visitors of Virginia Commonwealth University and the Board of Directors of the VCU Health System Authority 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)(8) to consult with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel; 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.

Following the closed session, the public was invited to return to the meeting. Rector Dendy and 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 Board of Visitors of Virginia Commonwealth University and the Board of Directors of the VCU Health System Authority 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>
Mr. H. Benson Dendy III, <i>Rector</i>	X	
Ms. Carolina Espinal, <i>Vice Rector</i>	X	
Mr. Anthony Bedell	X	
The Honorable Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
The Honorable Todd Haymore	X	
Dr. Dale Jones	X	
Mr. Edward McCoy	X	
Rev. Tyrone Nelson	X	
Dr. Tonya Parris-Wilkins	X	
Dr. Clifton Peay	X	
Ms. Alexis Swann	X	
Dr. Michael Rao, <i>Chair</i>	X	
Dr. Hem Bhardwaj	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Dr. Lisa Ellis	X	
Mr. Donald Gehring	X	
Dr. Lance Hampton	X	
Dr. Marlon Levy	X	
Ms. Fay Manolios	X	
Mr. Timothy McDermott	X	
The Honorable Roxann Robinson	X	
Dr. Wally Smith	X	
Dr. Romesh Wijesooriya	X	

Mr. Joel Bieber, Mr. Clyde Clark, Mr. Andrew Florance, Ambassador Carmen Lomellin, The Honorable Jennifer McClellan, Mr. Keith Parker, Dr. Wally Smith, and Dr. Shantaram Talegaonkar were absent from the vote. All members present responding affirmatively, the resolution of certification was adopted.

**CLOSED SESSION ACTION ITEMS**

Virginia Commonwealth University  
 Virginia Commonwealth University Board of Visitors  
 and the VCU Health System Authority Board of Directors  
 Joint Meeting  
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Mr. Peter Farrell made a motion that the VCU Board of Visitors and the VCUHS Board of Directors move to request that the legislative representatives on the VCUHS Authority Board put forward legislative or budget language limited to allowing one or two individuals to serve as VCU Vice President of Health Sciences or VCUHSA Chief Executive Officer, but no other changes to current law, including the appointment process and reporting structure. A roll call was taken.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. H. Benson Dendy III, <i>Rector</i>	X	
Ms. Carolina Espinal, <i>Vice Rector</i>	X	
Mr. Anthony Bedell	X	
The Honorable Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
The Honorable Todd Haymore	X	
Dr. Dale Jones	X	
Mr. Edward McCoy	X	
Rev. Tyrone Nelson	X	
Dr. Tonya Parris-Wilkins	X	
Dr. Clifton Peay	X	
Ms. Alexis Swann	X	
Dr. Michael Rao, <i>Chair</i>	X	
Dr. Hem Bhardwaj	X	
Dr. Alice Coombs		X
Mr. Steven DeLuca	X	
Dr. Lisa Ellis		X
Mr. Donald Gehring		X
Dr. Lance Hampton	X	
Ms. Fay Manolios	X	
Mr. Timothy McDermott	X	
The Honorable Roxann Robinson	X	
Dr. Wally Smith	X	
Dr. Romesh Wijesooriya	X	

Mr. Joel Bieber, Mr. Clyde Clark, Mr. Andrew Florance, Ambassador Carmen Lomellin, The Honorable Jennifer McClellan, Mr. Keith Parker, Dr. Wally Smith, and Dr. Shantaram Talegaonkar were absent from the vote. Dr. Marlon Levy abstained from the vote. The motion was approved by the majority.

**VCU BOARD OF VISITORS ADJOURNMENT**

There being no further business, Rector Dendy and President Rao adjourned the meeting at 3:08 p.m.