



VCU

Board of Visitors

**VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS**

&

**VCU HEALTH SYSTEM AUTHORITY
BOARD OF DIRECTORS**

November 11, 2024

DRAFT MINUTES

VCU BOARD OF VISITORS MEMBERS PRESENT

Hon. Todd Haymore¹, *Rector*

Mr. Anthony Bedell, *arrived at 9 a.m., exited at 2 p.m.; virtual pursuant to Code Section 2.2-3708.3(B)(3) where the member's principal residence is more than 60 miles from the meeting location - Ashburn, VA*

Ms. Rooz Dadabhoy

Mr. Steven DeLuca²

Dr. Siobhan Dunnavant, *arrived at 3:53 p.m.*

Hon. Peter Farrell³

Ms. Ellen Fitzsimmons⁴, *virtual pursuant to Code Section 2.2-3708.3(B)(3) where the member's principal residence is more than 60 miles from the meeting location - Walland, TN*

Dr. V. Dale Jones

Dr. Kenneth Lipstock

Rev. Tyrone Nelson⁵

Mr. Randy Reynolds

Mr. C.J. Sailor

Mr. P2 Sandhu

VCU BOARD OF VISITORS MEMBERS ABSENT

Mr. Andy Florance, *Vice Rector*

Mr. Ed McCoy

Dr. Clifton Peay

¹ Serves on both the VCU Board of Visitors and VCUHS Board of Directors.

² Serves on both the VCU Board of Visitors and VCUHS Board of Directors.

³ Serves on both the VCU Board of Visitors and VCUHS Board of Directors.

⁴ Serves on both the VCU Board of Visitors and VCUHS Board of Directors.

⁵ Serves on both the VCU Board of Visitors and VCUHS Board of Directors.

VCU HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS MEMBERS PRESENT

Dr. Hem Bhardwaj
Mrs. Diana Cantor
Dr. Laurence DiNardo
Mr. Richard Grinnan
Dr. Lance J. Hampton
Dr. Marlon Levy
Ms. Fay Manolios
Dr. Michael Rao, *Chair*
Dr. Bimaljit Sandhu
Dr. R. “Wes” Shepherd
Dr. Wally Smith
Dr. N. Romesh Wijesooriya

VCU HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS MEMBERS ABSENT

Hon. Lamont Bagby
Mr. Joel Nied

OTHERS PRESENT

Ms. Kimberly Gillespie, *VCU Health System Chief Legal Officer and General Counsel*
Ms. Chelsea Gray, *Executive Director of Board and Executive Operations*
Ms. Stephanie Hamlett, *VCU Counsel*
Ms. Suzanne Milton, *Chief Audit and Compliance Executive*
Ms. Mary Tacconi, *Assistant to the VCU Health System Authority Board of Directors*
Staff from VCU and VCU Health System Authority

CALL TO ORDER

Rector Todd Haymore and Dr. Michael Rao, Chair of the VCU Health System Authority Board of Directors, called the joint VCU Board of Visitors and VCU Health System Authority Board of Directors meeting to order at 3:33 p.m. at the Adult Outpatient Pavillion. The public was able to view the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

CLOSED SESSION

Rector Haymore made the the motion that Board of Visitors of Virginia Commonwealth University and 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, more specifically relating to the performance evaluation of the Senior Vice President of VCU Health Sciences, the Chief Executive Officer of the Health System and other employees by the appropriate entity; and under Section 2.2-3711(A)(1), for discussion, consideration, or interviews of prospective Senior Vice President of VCU Health Sciences, the Chief Executive Officer of the Health System candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body, more specifically in the VCU Health Sciences and VCU Health System; and Section 2.2-3711 (A)(23) to discuss operational strategies related to the VCU Health System Chief Executive Officer where disclosure of such strategies

would adversely affect the competitive position of the Authority, specifically the finance and operating trends of the Authority as impacted by certain governance structure. The motion was seconded and was approved unanimously by the VCU Board of Visitors. The motion was seconded and was approved unanimously by the VCU Health System Authority Board of Directors.

Following the closed session, the public was invited to return to the meeting. Rector Haymore and Dr. Rao, Chair of the VCU Health System Authority Board of Directors, called the VCU Board of Visitors and VCU Health System Authority Board of Directors meeting to order. On a motion duly made and seconded the following resolution of certification was approved by a roll call vote by the VCU Board of Visitors and on a motion duly made and seconded the following resolution of certification was approved by a roll call vote by the VCU Board of Directors.

Resolution of Certification

BE IT RESOLVED, that the Board of Visitors of Virginia Commonwealth University and Board of Directors of VCU Health System Authority 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 Boards.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Todd Haymore, <i>Rector</i>	X	
Mr. Anthony Bedell	X	
Ms. Rooz Dadabhoy	X	
Mr. Steven DeLuca	X	
Dr. Siobhan Dunnavant	X	
Hon. Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
Dr. Dale Jones	X	
Dr. Ken Lipstock	X	
Rev. Tyrone Nelson	X	
Mr. Randy Reynolds	X	
Mr. C.J. Sailor	X	
Mr. P2 Sandhu	X	
Dr. Hem Bhardwaj	X	
Mrs. Diana Cantor	X	
Dr. Laurence DiNardo	X	
Mr. Richard Grinnan	X	
Dr. Lance J. Hampton	X	
Dr. Marlon Levy	X	
Ms. Fay Manolios	X	
Dr. Michael Rao, <i>Chair</i>	X	

Dr. Bimaljit Sandhu	X
Dr. R. “Wes” Shepherd	X
Dr. Wally Smith	X
Dr. N. Romesh Wijesooriya	X

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

ACTION ITEM

Rector Haymore made the the motion that the Board of Visitors of Virginia Commonwealth University and the Board of Directors of VCU Health System Authority appoint Dr. Marlon Levy as VCU Senior Vice President for Health Sciences and VCU Health System Chief Executive Officer consistent with the terms that were discussed during closed session and effective November 11, 2024.

The motion was seconded and was approved unanimously by the VCU Board of Visitors by a roll call vote. The motion was seconded and was approved unanimously by the VCU Health System Authority Board of Directors by a roll call vote. Dr. Marlon Levy abstained from the vote due to a conflict of interest.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Todd Haymore, Rector	X	
Mr. Anthony Bedell	X	
Ms. Rooz Dadabhoy	X	
Mr. Steven DeLuca	X	
Dr. Siobhan Dunnavant	X	
Hon. Peter Farrell	X	
Ms. Ellen Fitzsimmons	X	
Dr. Dale Jones	X	
Dr. Ken Lipstock	X	
Rev. Tyrone Nelson	X	
Mr. Randy Reynolds	X	
Mr. C.J. Sailor	X	
Mr. P2 Sandhu	X	
Dr. Hem Bhardwaj	X	
Mrs. Diana Cantor	X	
Dr. Laurence DiNardo	X	
Mr. Richard Grinnan	X	
Dr. Lance J. Hampton	X	
Ms. Fay Manolios	X	
Dr. Michael Rao, <i>Chair</i>	X	
Dr. Bimaljit Sandhu	X	
Dr. R. “Wes” Shepherd	X	
Dr. Wally Smith	X	
Dr. N. Romesh Wijesooriya	X	

ADJOURNMENT

There being no further business, Rector Todd Haymore and Chairman Michael Rao adjourned the meeting at 4:21 p.m.