



Board of Visitors

GOVERNANCE AND COMPENSATION COMMITTEE

May 8, 2025

The Honorable Benjamin Lambert III Board Room

1213 East Clay Street

Richmond, VA

MINUTES

DRAFT

COMMITTEE MEMBERS PRESENT

Mr. Andy Florance, *Chair*

Ms. Ellen Fitzsimmons, *Vice Chair*

Mr. Steven DeLuca, *virtual pursuant to Code Section 2.2-3708.3(B)(4) personal matter where the member was unable to attend the meeting due to a prior commitment– Richmond, VA*

Hon. Todd Haymore, *Rector*

COMMITTEE MEMBERS ABSENT

Mr. Anthony Bedell

Dr. Siobhan Dunnavant

Hon. Peter Farrell

Rev. Tyrone Nelson

OTHER BOARD MEMBERS PRESENT

Mr. Randolph Reynolds, Jr.

OTHERS PRESENT

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

Ms. Alison Miller, *Chief Human Resources Officer*

Ms. Suzanne Milton, *Chief Audit and Compliance Executive*

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, called the meeting to order at 8:01 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. Florance presented the March 21, 2025 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. The motion was seconded and was approved unanimously.

Following the closed session, the public was invited to return to the meeting. Mr. Florance 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 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 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 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	
Hon. 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 8:34 a.m.