



VCU

Board of Visitors

GOVERNANCE AND COMPENSATION COMMITTEE

November 21, 2025

The Honorable Benjamin Lambert III Board Room

1213 East Clay Street

Richmond, VA

MINUTES

DRAFT

COMMITTEE MEMBERS PRESENT

Mr. Steven DeLuca, *Chair and Vice Rector*

Mr. Andy Florance, *Vice Chair - 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 - Washington D.C.*

Mr. Neil Amin

Dr. Dale Jones

Mr. C.J. Sailor - arrived at 8:05 a.m.

Ms. Ellen Fitzsimmons, *Rector*

COMMITTEE MEMBERS ABSENT

Mr. Anthony Bedell

Hon. Peter Farrell

OTHER BOARD MEMBERS PRESENT

Ms. Lara Chambers

Ms. Rooz Dadabhoy- *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*

Mr. Randy Reynolds, Jr.

Ms. Lori Jennings

Dr. Ken Lipstock - arrived at 8:05 a.m.

OTHERS PRESENT

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

Ms. Stephanie Hamlett, *University Counsel*

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. Steven DeLuca, Chair of the Governance and Compensation Committee, called the meeting to order at 8:00 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. DeLuca mentioned the September 11, 2025 minutes that were posted online and in BoardEffect. 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. DeLuca 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 various staff members and 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. DeLuca 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. Steven DeLuca, <i>Chair and Vice Rector</i>	X	
Mr. Andy Florance, <i>Vice Chair</i>	X	
Mr. Neil Amin	X	
Dr. Dale Jones	X	
Mr. C.J. Sailor	X	
Ms. Ellen Fitzsimmons, <i>Rector</i>	X	

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

Virginia Commonwealth University
Board of Visitors
Governance and Compensation Committee
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ADJOURNMENT

There being no further business, Mr. Steve DeLuca, Chair, adjourned the meeting at 8:41 a.m.