

**MINUTES OF A MEETING OF
THE EVALUATION AND COMPENSATION COMMITTEE OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
August 16, 2020**

Committee Members

The Honorable Lamont Bagby
Mr. Steven DeLuca
Timothy McDermott
Mr. Keith Parker
Ms. Marilyn Tavenner
Dr. Michael Rao

Board Member Guests

Mr. Stuart Siegel
Dr. Wilhelm Zuelzer

Staff

Dr. Peter Buckley
Ms. Melinda Hancock
Ms. Karen Helderman
Ms. Paula Henderson
Ms. Pamela Lepley
Mr. Paul Neimeyer, Esq.
Ms. Mary Tacconi

Guests

Mr. Zeb Elliott
Ms. Sally LaFond
Mr. Taron James
Mr. Jose Pagoaga

I. Call to order

In accordance with Virginia Freedom of Information Act, Section 2.2-3708.2 "Meetings held through electronic means", Subsection D., this meeting of the Evaluation and Compensation Committee of the VCU Health System ("VCUHS") Board of Directors was held in person and via a Zoom and livestreamed. Mr. DeLuca called the meeting to order at 9:07 a.m. He then asked for public comment, of which there was none.

II. Minutes of Meetings held December 11, 2019 and August 14, 2020

On a motion made and seconded, the Minutes of Meetings held December 11, 2019 and August 14, 2020 were approved.

III. Roll Call Vote:

The Honorable Lamont Bagby
Mr. Steven DeLuca
The Honorable Lisa Hicks-Thomas

Ayes

Absent
X
Absent

Nays

Timothy McDermott	X
The Honorable Ryan McDougle	Absent
Mr. Keith Parker	X
Ms. Marilyn Tavenner	X
Dr. Michael Rao	X

Vote:

Ayes	5
Nays	0

ABSENT DURING MEETING: 3
 ABSENT DURING VOTING: 3

IV. Motion Into Closed Session

On motion made and seconded , and as authorized by Section 2.2-3711(A) (1) of the Virginia Freedom of Information Act, the committee convened into closed session to discuss personnel matters, including, Executive Total Compensation Assessment and ATIP Overview, FY20 ATIP Plan Results and Proposals, and FY21 1st Quarter ATIP Plan Results.

V. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
The Honorable Lamont Bagby	Absent	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	Absent	
Timothy McDermott	X	
The Honorable Ryan McDougle	Absent	
Mr. Keith Parker	X	
Ms. Marilyn Tavenner	X	
Dr. Michael Rao	X	

Vote:

Ayes	5
Nays	0

ABSENT DURING MEETING: 3
 ABSENT DURING VOTING: 3

VI. Open Session

Following closed session, on a motion made and seconded, the committee convened into open session by roll call vote:

VII. <u>Roll Call Vote:</u>	<u>Ayes</u>	<u>Nays</u>
The Honorable Lamont Bagby	X	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	Absent	
Timothy McDermott	X	
The Honorable Ryan McDougle	Absent	
Mr. Keith Parker	X	
Ms. Marilyn Tavenner	X	
Dr. Michael Rao	X	

Vote:

Ayes 6
Nays 0

ABSENT DURING MEETING: 2
ABSENT DURING VOTING: 2

VIII. Resolution of Certification

On a motion made and seconded, the following resolution was approved by roll call vote:

The Evaluation and Compensation Committee of the Board of Directors of the Virginia Commonwealth University Health System Authority hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in this motion convening the closed session were heard, discussed or considered by the Evaluation and Compensation Committee of the Board of Directors of the Virginia Commonwealth University Health System Authority.

IX. <u>Roll Call Vote:</u>	<u>Ayes</u>	<u>Nays</u>
The Honorable Lamont Bagby	X	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	Absent	
Timothy McDermott	X	
The Honorable Ryan McDougle	Absent	
Mr. Keith Parker	X	
Ms. Marilyn Tavenner	X	
Dr. Michael Rao	X	

Vote:

Ayes 6
Nays 0

ABSENT DURING MEETING: 2
ABSENT DURING VOTING: 2

X. Motion to Accept

On a motion made and seconded, the committee approved compliance with the terms of the FY20 ATIP and the payout thereunder, as presented and authorized the CEO to pursue market adjustments for the President of the Practice Plan and the Chief Information Officer, with the input of their direct managers, not to exceed the 50th percentile.

XI. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
The Honorable Lamont Bagby	X	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	Absent	
Timothy McDermott	X	
The Honorable Ryan McDougale	Absent	
Mr. Keith Parker	X	
Ms. Marilyn Tavenner	X	
Dr. Michael Rao	X	

Vote:

Ayes 6
Nays 0

ABSENT DURING MEETING: 2
ABSENT DURING VOTING: 2

There being no further business, the meeting was adjourned at 10:31 a.m.