

**MINUTES OF A MEETING OF
THE EVALUATION AND COMPENSATION COMMITTEE OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
May 17, 2020
Meeting held electronically**

Committee Members

The Honorable Lamont Bagby
Mr. Steven DeLuca
The Honorable Lisa Hicks-Thomas
Mr. Timothy McDermott
The Honorable Ryan McDougale
Mr. Keith Parker
The Honorable Marilyn Tavenner

Staff

Ms. Karen Helderman
Mr. Paul Neimeyer, Esq.
Ms. Mary Tacconi

Guests

Mr. Zeb Elliott

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 via Zoom and livestreamed. Mr. DeLuca called the meeting to order at 9:03 a.m.

II. 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 a Presidential Compensation Review.

III. Roll Call Vote:

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

Vote:

Ayes 6
Nays 0

ABSENT DURING MEETING: 1
ABSENT DURING VOTING: 1

IV. Open Session

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

V. Roll Call Vote:

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

Vote:

Ayes 7
Nays 0

ABSENT DURING MEETING: 1
ABSENT DURING VOTING: 0

VI. 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.

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

Vote:

Ayes	7
Nays	0

ABSENT DURING MEETING: 1
 ABSENT DURING VOTING: 0

VIII. Motion to Accept

On a motion made and seconded, the committee approved and recommend to the Board of Directors, by roll call vote, Presidential Compensation, as presented.

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

Vote:

Ayes	6
Nays	0

ABSENT DURING MEETING: 1
ABSENT DURING VOTING: 1

There being no further business, the meeting was adjourned at 9:20 a.m.