

**MINUTES OF A MEETING OF  
REPRESENTATIVES OF THE VIRGINIA COMMONWEALTH  
UNIVERSITY HEALTH SYSTEM AUTHORITY  
BOARD OF DIRECTORS  
August 25, 2020**

**Board Members**

Dr. Michael Rao  
The Honorable Lamont Bagby  
Dr. Peter Buckley  
Ms. Pamela El  
Mr. Donald Gehring, Esq.  
The Honorable Lisa Hicks-Thomas

**Staff**

Dr. Ron Clark  
Ms. Melinda Hancock  
Ms. Gwynne Jenkins  
Ms. Karen Helderman  
Mr. Paul Neimeyer, Esq.  
Ms. Mary Tacconi

**Guests**

Mr. Zeb Elliott  
Dr. Arthur Kellermann

**I. Call to order**

In accordance with Virginia Freedom of Information Act, Section 2.2-3708.2 “Meetings held through electronic means”, Subsection G., this meeting of Representatives of the VCU Health System (“VCUHS”) Board of Directors was held via a Zoom and livestreamed. Dr. Rao called the meeting to order at 10:05 a.m. He asked for public comment. There being none, Dr. Rao began his remarks. He welcomed and introduced each of the new board members, Ms. Pam El, Mr. Don Gehring, Esq., and The Honorable Lamont Bagby. Dr. Rao then introduced Dr. Arthur Kellermann, the incoming VCUHS, CEO and VCU, Senior Vice President for Health Sciences. He then spoke about the significance of VCUHS in the Commonwealth. He noted that VCUHS is the largest safety net hospital with the most vulnerable patients and ranked number one in the state

and the region. He stated VCUHS has been a leader in COVID response and, as a political subdivision of the state, is a great partner to the Commonwealth.

**II. Motion Into Closed Session**

On motion made and seconded, as authorized by Sections 2.2-3711(A)(8) and (23) and Section 2.2-3707 of the Virginia Freedom of Information Act, the representatives convened into closed session to discuss health care matters and operational strategies where disclosure of such strategies would adversely impact the competitive position of the Authority, including Strategic Analysis of VCUHS Financials and a Strategic Planning Report; and to consult with legal counsel regarding other specific legal matters requiring the provision of legal advice by counsel.

| <b>III. <u>Roll Call Vote:</u></b> | <b><u>Ayes</u></b> | <b><u>Nays</u></b> |
|------------------------------------|--------------------|--------------------|
| Dr. Michael Rao (Chair)            | X                  |                    |
| The Honorable Lamont Bagby         | X                  |                    |
| Dr. Peter Buckley                  | X                  |                    |
| Ms. Pamela El                      | X                  |                    |
| Mr. Donald Gehring                 | X                  |                    |
| Ms. Lisa Hicks-Thomas              | X                  |                    |

**Vote:**

|      |   |
|------|---|
| Ayes | 6 |
| Nays | 0 |

ABSENT DURING MEETING: 0

ABSENT DURING VOTING: 0

**IV. Open Session**

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

| <b>V. <u>Roll Call Vote:</u></b> | <b><u>Ayes</u></b> | <b><u>Nays</u></b> |
|----------------------------------|--------------------|--------------------|
| Dr. Michael Rao (Chair)          | X                  |                    |
| The Honorable Lamont Bagby       | X                  |                    |

|                       |   |
|-----------------------|---|
| Dr. Peter Buckley     | X |
| Ms. Pamela El         | X |
| Mr. Donald Gehring    | X |
| Ms. Lisa Hicks-Thomas | X |

**Vote:**

|      |   |
|------|---|
| Ayes | 6 |
| Nays | 0 |

ABSENT DURING MEETING: 0

ABSENT DURING VOTING: 0

**VI. Resolution of Certification**

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

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 Board of Directors of the Virginia Commonwealth University Health System Authority.

**VII. Roll Call Vote:**

|                            | <b><u>Ayes</u></b> | <b><u>Nays</u></b> |
|----------------------------|--------------------|--------------------|
| Dr. Michael Rao (Chair)    | X                  |                    |
| The Honorable Lamont Bagby | X                  |                    |
| Dr. Peter Buckley          | X                  |                    |
| Ms. Pamela El              | X                  |                    |
| Mr. Donald Gehring         | X                  |                    |
| Ms. Lisa Hicks-Thomas      | X                  |                    |

**Vote:**

|      |   |
|------|---|
| Ayes | 6 |
| Nays | 0 |

ABSENT DURING MEETING: 0

ABSENT DURING VOTING: 0

**VIII. Motion to Accept**

The Chair reported no action was taken in closed session.

**IX. Bylaws**

Mr. Neimeyer then reviewed the VCUHS Bylaws. He began with the duties of a board member, Care, Loyalty, Obedience, and Confidentiality. He then reviewed the appointing bodies, quorum requirements, officers, and committees of the board. Mr. Neimeyer explained that the Executive Committee was primarily used to move business forward in between Board meetings. He then explained the VCUHS Board's oversight of the dental and medical staff as well as indemnification. Next, Mr. Neimeyer spoke about the Freedom of Information Act, and highlighted what constitutes a meeting as well as how open and closed session is used in the meetings. Lastly, he highlighted the Virginia Conflict of Interest Act. Mr. Neimeyer reviewed the statement of economic interest requirement and the rules governing receiving gifts.

There being no further business, the meeting was adjourned at 12:00 p.m.