

**MINUTES OF A MEETING OF  
REPRESENTATIVES OF THE VIRGINIA COMMONWEALTH  
UNIVERSITY HEALTH SYSTEM AUTHORITY  
BOARD OF DIRECTORS  
October 22, 2020  
(Held Electronically via Zoom)**

**Board Members**

Dr. Michael Rao  
Mr. Clyde Clark  
Dr. Alice Coombs  
Dr. Arthur Kellermann

**Staff**

Dr. Peter Buckley  
Ms. Melinda Hancock  
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 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 3:02 a.m. He asked for public comment of which there was none.

**II. Motion Into Closed Session**

On motion made and seconded the, and as authorized by Sections 2.2-3711(A)(8) and (23), and as further authorized by 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 VCUHS, 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.

**III. Roll Call Vote:**

	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Dr. Michael Rao (Chair)	X	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Dr. Arthur Kellermann	X	

**Vote:**

Ayes 4  
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:

**V. Roll Call Vote:**

	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Dr. Michael Rao (Chair)	Absent	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Dr. Arthur Kellermann	X	

**Vote:**

Ayes 3  
Nays 1

ABSENT DURING MEETING: 0  
ABSENT DURING VOTING: 1

**VI. Resolution of Certification**

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

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

<b>VII. <u>Roll Call Vote:</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Dr. Michael Rao (Chair)	Absent	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Dr. Arthur Kellermann	X	

**Vote:**

Ayes	3
Nays	1

ABSENT DURING MEETING: 0

ABSENT DURING VOTING: 1

**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 between Board meetings. He then explained the VCUHS Board's oversight of the dental and medical staff as well as indemnification. Mr. Neimeyer then reviewed the VCU Health System Authority Act, which outlines the specific purposes of VCUHS as a medical care provider and educating. Next, Mr. Neimeyer spoke about the Freedom of Information Act, highlighting what constitutes a meeting as well as how open

and closed session is used in the meetings. Lastly, he explained the Virginia Conflict of Interest Act. Mr. Neimeyer reviewed prohibited conduct, disclosure requirements, penalties, and rules governing receiving gifts.

There being no further business, the meeting was adjourned at 4:25 p.m.