

**MINUTES OF A MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
EXECUTIVE COMMITTEE
October 29, 2020
(Held Electronically via Zoom)**

Committee Members Present

Dr. Michael Rao, Chair
Mr. Steven DeLuca
The Honorable Lisa Hicks-Thomas
Dr. Gopinath Jadhav
Dr. Arthur Kellermann
The Honorable Ryan McDougale
Mr. Keith Parker
The Honorable Marilyn Tavenner
Dr. Michelle Whitehurst-Cook

Board Member Guests

Dr. Lisa Ellis
Ms. May Fox
Mr. Donald Gehring
Dr. Bruce Mathern
Dr. Shantaram Talegaonkar
Dr. Wilhelm Zuelzer

Staff Present

Dr. Peter Buckley
Dr. Ron Clark
Ms. Karah Gunther
Ms. Melinda Hancock
Ms. Karen Helderman
Ms. Paula Henderson
Ms. Pamela Lepley
Mr. Marcos Irigaray
Dr. Gwynne Jenkins
Ms. Pamela Lepley

Mr. Paul Neimeyer, Esq.
Ms. Mary Tacconi
Dr. Thomas Yackel

Others Present

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 the Executive Committee of the VCU Health System ("VCUHS") Board of Directors was held via Zoom and livestreamed. Dr. Rao called the meeting to order at 9:00 a.m. He then asked for public comment, of which there was none.

Dr. Rao then began the Report of the President. He reported the plans for VCU's spring semester which include a phased reopening with the official opening on January 25, 2021. He explained, that 36% of classes would be online only and the remaining are a hybrid of in-person and online. He praised the School of Medicine and VCUHS for being instrumental in the return to campus planning and success. Dr. Rao then spoke about his and Dr. Kellermann's shared commitment to access, student success, and the patient experience. Next, he gave an update on the budget recently passed by the General Assembly. He remarked that he is pleased that the budget continues to recognize the unique missions of VCU and VCUHS in the Commonwealth. Dr. Rao highlighted some of the impacts for VCUHS including, \$10M from the COVID Relief fund, additional capital planning money, as well as \$17.5M to support Medicaid Adult Dental benefits. He also noted that, although Massey Cancer Center did not receive the additional \$10M originally allocated, total funding remains at \$12.5 million a year. He then thanked Ms. Gunther and Mr. Conrad for their advocacy.

Next, Dr. Kellermann began his CEO report. He reflected on his first few weeks at VCUHS and noted that his plan to optimize VCU will use the Good to Great process. He spoke about reaffirming core values for every member at VCU and continuing to provide high reliability care that is skilled, safe and kind. Dr. Kellermann spoke about the commitment to diversity, equity, and inclusion and noted that VCUHS has always served everyone and will continue to ensure access for all. He announced VCUHS had received its fourth nursing Magnet designation, noting that despite that recognition, front line nurses and staff are feeling the effects of the lengthy pandemic. He commented that VCU has is all

that he thought it would be and more. He spoke about using the Good to Great process to focus on the organization and ensure that the threats, opportunities and challenges are seen clearly. He then touched on the strategic planning process and VCUHS' high reliability journey, emphasizing that the goal is to be the safest health system in the country. Finally, Dr. Kellermann spoke about the importance of the patient experience, ensuring care for all, and forming a strong, high performing team that will work throughout VCUHS to accomplish its goals.

Motion Into Closed Session

On a motion made and seconded, and authorized by Section 2.2-3711(A) (1), (8) and (23) of the Virginia Freedom of Information Act (the "Act"), including matters within Sections 8.01-581.16 and 17 of the *Code of Virginia*, the committee convened into closed session into closed session to discuss: (i) safety and quality matters, including a Safety Report and Medical Staff Membership and Privileges; (ii) operational strategies where the disclosure of such strategies would adversely impact the competitive position of the Authority, including: Strategic Analysis of FY 2021 Financials for the Three Months Ending September 30, 2020 and Quarterly Forecast, New Market Tax Credit Wind Down, Children's Rehabilitative Services Asset Transfer, a Lease, Subsidiary Board and Committee Appointments; Strategic Relationships Update; and (iii) personnel matters including FY21 CEO ATIP and Compensation Recommendations, as well as the Report of the President and Chair and the Report of the Chief Executive Officer.

II. Motion into Open

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

III. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
The Honorable Marilyn Tavenner	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes 9
Nays 0

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 0

IV. Resolution of Certification

Following closed session, on a motion made and seconded, the following resolution was approved by roll call vote:

The Executive 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 that are lawfully exempt from the open meeting requirements under 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 the motion convening the closed session were heard, discussed or considered.

V. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
The Honorable Marilyn Tavenner	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes 9
Nays 0

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 0

VI. Motion to Accept

On a motion made and seconded, the committee accepted the Report of the President and Chair, Report of the Chief Executive Officer, and approved the following, as presented, a lease, Children’s Rehabilitative Services Asset Transfer, Subsidiary Board and Committee Appointments, and Medical Staff Membership and Privileges, by roll call vote.

VII. <u>Roll Call Vote:</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
The Honorable Ryan McDougle	X	
Mr. Keith Parker	X	
The Honorable Marilyn Tavenner	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes 9
Nays 0

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 0

VIII. Motion to Accept

On a motion made and seconded, the committee approved the following, as presented, FY21 CEO ATIP Plan and Compensation Recommendations, by roll call vote.

IX. <u>Roll Call Vote:</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
Mr. Steven DeLuca	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	Recuse	

The Honorable Ryan McDougale	X
Mr. Keith Parker	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	Recuse

Vote:

Ayes	7
Nays	0

ABSENT DURING MEETING:	0
ABSENT DURING VOTING:	0
RECUSAL	2

There being no further business, the meeting was adjourned at 11:20 a.m.