

**MINUTES OF A MEETING OF
THE EVALUATION AND COMPENSATION COMMITTEE OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
December 9, 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
Dr. Michael Rao

Board Member Guests

Dr. Lisa Ellis
Mr. Donald Gehring
Dr. Shantaram Talegaonkar
Dr. Wilhelm Zuelzer

Staff

Ms. Melinda Hancock
Ms. Karen Helderman
Ms. Paula Henderson
Dr. Arthur Kellermann
Mr. Paul Neimeyer, Esq.
Ms. Mary Tacconi

Guests

Mr. Zeb Elliott
Ms. Sally LaFond
Mr. Jose Pagoaga
Ms. Susan Steagall

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 2:32 p.m. He then asked for public comment, of which there was none.

Minutes of Meetings held September 16, 2020 and October 26, 2020

On a motion made and seconded, the Minutes of Meetings held September 16, 2020 and October 26, 2020 were approved.

II. Roll Call Vote:

The Honorable Lamont Bagby
Mr. Steven DeLuca

Ayes

X
X

Nays

The Honorable Lisa Hicks-Thomas	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	Absent
Mr. Keith Parker	X
The Honorable Marilyn Tavenner	X
Dr. Michael Rao	X

Vote:

Ayes	7
Nays	0

ABSENT DURING MEETING: 1
 ABSENT DURING VOTING: 1

III. 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, FY21 Executive and CEO ATIP Trackers and a Severance Policy Discussion.

IV. 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	Absent	
Mr. Keith Parker	X	
The Honorable Marilyn Tavenner	X	
Dr. Michael Rao	X	

Vote:

Ayes	7
Nays	0

ABSENT DURING MEETING: 1
 ABSENT DURING VOTING: 1

V. Open Session

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

<u>VI. 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 McDougale	X	
Mr. Keith Parker	X	
The Honorable Marilyn Tavenner	X	
Dr. Michael Rao	X	

Vote:

Ayes	8
Nays	0

ABSENT DURING MEETING: 0
 ABSENT DURING VOTING: 0

VII. 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.

<u>VIII. 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 McDougale	X	
Mr. Keith Parker	X	
The Honorable Marilyn Tavenner	X	
Dr. Michael Rao	X	

Vote:

Ayes	8
Nays	0

ABSENT DURING MEETING: 0

ABSENT DURING VOTING: 0

IX. Motion to Accept

The Chair reported that no action was taken in closed session.

There being no further business, the meeting was adjourned at 3:58 p.m.