

**MINUTES OF A MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
December 10, 2020
Meeting held electronically**

Board Members

| | |
|---------------------------------|--------------------------------|
| The Honorable Lamont Bagby | Dr. Bruce Mathern |
| Mr. Clyde Clark | Mr. Timothy McDermott |
| Dr. Alice Coombs | The Honorable Ryan McDougale |
| Mr. Steven DeLuca | Mr. Keith Parker |
| Ms. Pamela El | Dr. Michael Rao (Chair) |
| Dr. Lisa Ellis | Mr. Stuart Siegel |
| Ms. May Fox | Dr. Shantaram Talegaonkar |
| Mr. Donald Gehring | The Honorable Marilyn Tavenner |
| The Honorable Lisa Hicks-Thomas | Dr. Michelle Whitehurst-Cook |
| Dr. Gopinath Jadhav | Dr. Wilhelm Zuelzer |
| Dr. Arthur Kellermann | |

Staff

| | |
|------------------------|-------------------------|
| Dr. Brian Aboff | Dr. Gwynne Jenkins |
| Ms. Beth Allen | Dr. David Lanning |
| Mr. Jason Alexander | Ms. Pamela Lepley |
| Mr. Blake Bialkowski | Mr. David Litton |
| Dr. Peter Buckley | Ms. Jill McCormack |
| Dr. Ron Clark | Mr. Elias Neujahr |
| Dr. Ramana Feeser | Mr. Paul Neimeyer, Esq. |
| Ms. Tracy Fry-Longoria | Dr. Jatinder Palta |
| Ms. Sheryl Garland | Ms. Megan Quinn |
| Ms. Karol Gray | Ms. Jeniece Roane |
| Ms. Melinda Hancock | Ms. Susan Steagall |
| Ms. Dale Harvey | Ms. Mary Tacconi |
| Ms. Karen Helderman | Ms. Meredith Weiss |
| Ms. Paula Henderson | Dr. Thomas Yackel |
| Mr. Marcos Irigaray | |

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 the VCU Health System (“VCUHS” or “Authority”) Board of Directors was held electronically, via Zoom and livestreamed. Dr. Rao called the meeting to order at 9:01 a.m. He then asked for public comment, of which there was none.

Dr. Rao then began his Report of the President and Chair. He stated together as ONE VCU, the university and health system have successfully adapted to this interesting 2020 fall semester and year. And despite serious challenges, the students, faculty, staff, and healthcare workforce have remained true to the mission. Dr. Rao briefly spoke about the efforts made by everyone for a safe return to campus. He stated VCU has been recognized locally and nationally because of its leadership throughout the pandemic. He thanked Karah Gunther and Matt Conrad for advocating for VCU to receive CARES Act money. He noted that recently VCU had the opportunity to speak about its response to COVID with state and local government. Dr. Rao explained VCU was able to make the case for more support especially considering the \$60 million in unreimbursed expenses for VCU Health System (VCUHS) and the projected \$75 million impact to VCU's spring semester. Dr. Rao stated VCU continues to use what it has learned during the pandemic to inform decisions for moving forward, including preparing for the students' return in January, vaccinations, as well as ensuring that VCUHS remains open and accessible. Next, Dr. Rao spoke about the difficulties during the pandemic. He highlighted the impact of the length of the pandemic to the healthcare workforce that serve on the frontline as well as the disproportionate impact to those with fewer resources. He continued, that he is grateful for the support of the local, state, and federal government who recognize and support the mission, as well as the faculty, staff, and healthcare providers who have stepped up to support students and patients over the many months of the pandemic. Dr. Rao then spoke about the leadership team's support as well as the epidemiologist, ER doctors and those that care for the sickest patients. He went on to thank donors that support and understand the mission. Finally, Dr.

Rao thanked the members of both the VCU and VCUHS boards who have guided, advised, and supported the organization throughout the pandemic. Dr. Rao stated that it is important to celebrate achievements that lift all of us including the upcoming VCU Commencement. He described the Saturday ceremony and invited everyone to participate virtually through commencement.vcu.edu. Dr. Rao then highlighted the recent Make It Real campaign conclusion that ended with over \$840 million raised. He stated that tomorrow VCU will announce one of the largest gifts in VCU history, \$24 million from the estate of Ken Wright and the Ken Wright Foundation. He described Mr. Wright and his family's support and love for VCU. Dr. Rao noted that \$16 million will go to VCU C. Kenneth and Dianne Wright Center for Clinical and Translational Research, \$4 million will go to the College of Engineering scholarships and another \$4 million will go to the, currently under construction, VCU Medical Center Ambulatory Care Pavilion. Dr. Rao concluded by describing Mr. Wright as a kind, true philanthropist and stated he is glad that Mr. Wright's legacy can be seen all over campus. Dr. Rao spoke briefly about Dr. Kellermann, noting this is his first full board meeting and that Dr. Kellermann is emerging as a transformational leader.

Dr. Kellermann began his report of the CEO by reflecting on his first two months at VCUHS, stating his decision to join VCU has been reaffirmed. He reported VCUHS has embarked on a journey using the Good to Great model. He spoke about VCUHS's reputation for skilled care and stated access to safe and kind care for all and serving all people is just as important as the skill behind it. Dr. Kellermann then spoke about transitioning from a teaching hospital to a learning health system and highlighted a discussion at a perioperative town hall

as evidence of how innovation will be important to that transition. He noted that COVID is in its third wave with surges in hospitalizations and deaths. He stated the vaccine will, hopefully, be authorized and bend the curve. Dr. Kellermann then reviewed the steps in Jim Collin's book Good to Great process. He continued, as part of the process, VCUHS's will reaffirm its values from the Code of Conduct. He highlighted portions of the Code including being respectful to others, being responsible and accountable in actions as well as good stewards of resources. He highlighted the high reliability journey and stated that VCUHS will become the safest hospital in the country. Dr. Kellermann then spoke about diversity, equity and inclusion. He stated VCUHS is a diverse organization that will become better being more diverse and inclusive. He spoke about ensuring access to care for all and the commitment to serve everyone in the Commonwealth. Dr. Kellermann summarized his remarks stating VCU Health Sciences and VCU Health System are on a journey for self-growth and when the journey is concluded research, education, and engagement will all be better and VCUHS will become one of the world's great academic health systems.

II. Motion Into Closed Session

On motion made and seconded the, and as authorized by Sections 2.2-3711 (A) (1), (6), (8), (9) and (23), including matters within Sections 8.01-581.16 and 17 of the *Code of Virginia*, the board convened into closed session to discuss: (i) operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority, including: Health System High Reliability Report, Patient Experience and Access to Care, Graduate Medical Education (GME) Institutional Report, Quality Improvement Reports for VCU Health Children's Services at Brook Road , VCU Medical Center

Quality, Safety, and Service Plan, Social Determinants of Health, Strategic Financial Review and Analysis of FY2021 for the Four Months Ending October 31, 2020, Revenue Cycle Update, an Investment and Debt Committee Review, Pricing Transparency Compliance, Investment Policy Statement, Contracts, Leases, Audit Reports and Topics for Discussion, Compliance Updates, IT Security Update, Investment Policy Statement, Articles and Bylaws for VCU Health Tappahannock Hospital, Nominations for Board Members and Officers for VCU Health Tappahannock Hospital Board of Directors, Amended VCU Medical Center Medical Staff Bylaws, Amended and Restated Articles and Bylaws for VCU Health Children’s Services at Brook Road, a Report of the Evaluation and Compensation Committee meeting held on December 9, 2020, and Naming of Facilities and Gift Recognition; (ii) to discuss members of the Medical Staff Membership and Privileges; and (iii) to consult with legal counsel and receive briefings by staff members pertaining to actual and probable litigation and other specific legal matters requiring the provision of advice by counsel, which discussions, consultations and briefings include the Report of the President and Chair, the Report of the Chief Executive Officer, and the Report of the General Counsel.

III. Roll Call Vote:

| | <u>Ayes</u> | <u>Nays</u> |
|------------------------------------|--------------------|--------------------|
| The Honorable Lamont Bagby | X | |
| Dr. Arthur Kellermann | X | |
| Mr. Clyde T. Clark, Jr. | X | |
| Dr. Alice Coombs | X | |
| Mr. Steven A. DeLuca | X | |
| Ms. Pamela El | X | |
| Dr. Lisa Ellis | X | |
| Ms. May Fox | X | |
| Mr. Donald C.J. Gehring | X | |
| The Honorable Lisa M. Hicks-Thomas | X | |
| Dr. Gopinath Jadhav | X | |

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|--------------------------------|--------|
| Dr. Bruce E. Mathern | X |
| Mr. Timothy McDermott | X |
| The Honorable Ryan T. McDougle | Absent |
| Mr. Keith Parker | X |
| Dr. Michael Rao | X |
| Mr. Stuart Siegel | X |
| Dr. Shantaram Talegaonkar | X |
| The Honorable Marilyn Tavenner | X |
| Dr. Michelle Whitehurst-Cook | Absent |
| Dr. Wilhelm A. Zuelzer | X |

Vote:

| | |
|------|----|
| Ayes | 19 |
| Nays | 0 |

ABSENT DURING MEETING: 0
 ABSENT DURING VOTING: 2

IV. Open Session:

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

V. Roll Call Vote:

| | <u>Ayes</u> | <u>Nays</u> |
|------------------------------------|--------------------|--------------------|
| The Honorable Lamont Bagby | X | |
| Dr. Arthur Kellermann | X | |
| Mr. Clyde T. Clark, Jr. | X | |
| Dr. Alice Coombs | X | |
| Mr. Steven A. DeLuca | X | |
| Ms. Pamela El | X | |
| Dr. Lisa Ellis | X | |
| Ms. May Fox | X | |
| Mr. Donald C.J. Gehring | X | |
| The Honorable Lisa M. Hicks-Thomas | X | |
| Dr. Gopinath Jadhav | X | |
| Dr. Bruce E. Mathern | X | |
| Mr. Timothy McDermott | X | |
| The Honorable Ryan T. McDougle | X | |
| Mr. Keith Parker | X | |
| Dr. Michael Rao | X | |
| Mr. Stuart Siegel | X | |
| Dr. Shantaram Talegaonkar | X | |
| The Honorable Marilyn Tavenner | X | |
| Dr. Michelle Whitehurst-Cook | X | |
| Dr. Wilhelm A. Zuelzer | X | |

Vote:

Ayes 21
Nays 0

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 0

VI. Resolution of Certification

Following closed session, 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 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.

VII. Roll Call Vote:

| | <u>Ayes</u> | <u>Nays</u> |
|------------------------------------|--------------------|--------------------|
| The Honorable Lamont Bagby | X | |
| Dr. Arthur Kellermann | X | |
| Mr. Clyde T. Clark, Jr. | X | |
| Dr. Alice Coombs | X | |
| Mr. Steven A. DeLuca | X | |
| Ms. Pamela El | X | |
| Dr. Lisa Ellis | X | |
| Ms. May Fox | X | |
| Mr. Donald C.J. Gehring | X | |
| The Honorable Lisa M. Hicks-Thomas | X | |
| Dr. Gopinath Jadhav | X | |
| Dr. Bruce E. Mathern | X | |
| Mr. Timothy McDermott | X | |
| The Honorable Ryan T. McDougale | X | |
| Mr. Keith Parker | X | |
| Dr. Michael Rao | X | |
| Mr. Stuart Siegel | X | |
| Dr. Shantaram Talegaonkar | Absent | |
| The Honorable Marilyn Tavenner | X | |
| Dr. Michelle Whitehurst-Cook | X | |
| Dr. Wilhelm A. Zuelzer | X | |

Vote:

Ayes 20
Nays 0

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 1

VIII. Motion to Accept

On a motion made and seconded, the Board accepted, as presented, the Report of the President and Chair, the Report of the Chief Executive Officer, and the Report of the General Counsel and approved, as presented, VCU Medical Center Quality, Safety, and Service Plan; VCU Medical Center Medical Staff Membership and Privileges; Investment Policy Statement; Contracts; Leases; Articles and Bylaws for VCU Health Tappahannock Hospital; Nominations for Members and Officers for VCU Health Tappahannock Hospital Board of Directors; Amended VCU Medical Center Medical Staff Bylaws; Amended and Restated Articles and Bylaws for VCU Health Children's Services at Brook Road Board of Directors; and Naming of Facilities and Gift Recognition by roll call vote.

IX. Roll Call Vote:

| | <u>Ayes</u> | <u>Nays</u> |
|------------------------------------|--------------------|--------------------|
| The Honorable Lamont Bagby | X | |
| Dr. Arthur Kellermann | X | |
| Mr. Clyde T. Clark, Jr. | X | |
| Dr. Alice Coombs | X | |
| Mr. Steven A. DeLuca | X | |
| Ms. Pamela El | X | |
| Dr. Lisa Ellis | X | |
| Ms. May Fox | X | |
| Mr. Donald C.J. Gehring | X | |
| The Honorable Lisa M. Hicks-Thomas | X | |
| Dr. Gopinath Jadhav | X | |
| Dr. Bruce E. Mathern | X | |
| Mr. Timothy McDermott | X | |
| The Honorable Ryan T. McDougale | X | |
| Mr. Keith Parker | X | |
| Dr. Michael Rao | X | |

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| Mr. Stuart Siegel | X |
| Dr. Shantaram Talegaonkar | Absent |
| The Honorable Marilyn Tavenner | X |
| Dr. Michelle Whitehurst-Cook | X |
| Dr. Wilhelm A. Zuelzer | X |

Vote:

| | |
|------|----|
| Ayes | 20 |
| Nays | 0 |

ABSENT DURING MEETING: 0

ABSENT DURING VOTING: 1

X. Audit and Compliance Committee:

On a motion made and seconded, the Board approved the annual

Compliance Program update by roll call vote.

XI. Roll Call Vote:

| | <u>Ayes</u> | <u>Nays</u> |
|------------------------------------|--------------------|--------------------|
| The Honorable Lamont Bagby | X | |
| Dr. Arthur Kellermann | X | |
| Mr. Clyde T. Clark, Jr. | X | |
| Dr. Alice Coombs | X | |
| Mr. Steven A. DeLuca | X | |
| Ms. Pamela El | X | |
| Dr. Lisa Ellis | X | |
| Ms. May Fox | X | |
| Mr. Donald C.J. Gehring | X | |
| The Honorable Lisa M. Hicks-Thomas | X | |
| Dr. Gopinath Jadhav | X | |
| Dr. Bruce E. Mathern | X | |
| Mr. Timothy McDermott | X | |
| The Honorable Ryan T. McDougale | X | |
| Mr. Keith Parker | X | |
| Dr. Michael Rao | X | |
| Mr. Stuart Siegel | X | |
| Dr. Shantaram Talegaonkar | Absent | |
| The Honorable Marilyn Tavenner | X | |
| Dr. Michelle Whitehurst-Cook | X | |
| Dr. Wilhelm A. Zuelzer | X | |

Vote:

| | |
|------|----|
| Ayes | 20 |
| Nays | 0 |

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 1

XII. Minutes

On a motion made and seconded, the following Meeting Minutes were approved,
by roll call vote :

- Board of Directors
 - Minutes of a Meeting of Board Representatives held August 25, 2020
 - Minutes of a Meeting held September 16, 2020
 - Minutes of a Meeting of Board Representatives held October 22, 2020
- Evaluation and Compensation Committee
 - Minutes of a Meeting held September 16, 2020
 - Minutes of a Meeting held October 26, 2020
- Executive Committee
 - Minutes of a Meeting held October 29, 2020

| XIII. <u>Roll Call Vote:</u> | <u>Ayes</u> | <u>Nays</u> |
|-------------------------------------|--------------------|--------------------|
| The Honorable Lamont Bagby | X | |
| Dr. Arthur Kellermann | X | |
| Mr. Clyde T. Clark, Jr. | X | |
| Dr. Alice Coombs | X | |
| Mr. Steven A. DeLuca | X | |
| Ms. Pamela El | X | |
| Dr. Lisa Ellis | X | |
| Ms. May Fox | X | |
| Mr. Donald C.J. Gehring | X | |
| The Honorable Lisa M. Hicks-Thomas | X | |
| Dr. Gopinath Jadhav | X | |
| Dr. Bruce E. Mathern | X | |
| Mr. Timothy McDermott | X | |
| The Honorable Ryan T. McDougale | X | |
| Mr. Keith Parker | X | |
| Dr. Michael Rao | X | |
| Mr. Stuart Siegel | X | |
| Dr. Shantaram Talegaonkar | Absent | |
| The Honorable Marilyn Tavenner | X | |
| Dr. Michelle Whitehurst-Cook | X | |
| Dr. Wilhelm A. Zuelzer | X | |

Vote:

Ayes 20
Nays 0

ABSENT DURING MEETING: 0

ABSENT DURING VOTING: 1

XIV. Audit and Compliance Committee

Ms. Helderman reminded the board about the ethics advisory council annual financial disclosure and statement of economic interest which will be sent to the board after January 1, 2021 and is due by February 1, 2021. She also reminded the board they may need to take the biannual ethics training.

XV. Quality, Safety, and Service Committee

Dr. Rao reviewed the two Safety STAR recognitions. The first for Rae Alonzo, Sarah Decker & Kara Flanagan who had a questioning attitude about sediment seen while administering Heparin and Lasix through an IV. They escalated the concern to the pharmacy, which resulted in a review by the manufacturer and the addition of filters to IV lines when Heparin and Lasix are administered together. The second for Dr. Zulma Swank who answered a transfer center call from an outside physician who felt his patient needed a transfer to VCUHS. The hospital was on transfer restrictions so unable to accept the patient. Dr. Swank was able to provide recommendations to the outside physician, which resulted in the patient becoming more responsive and in need of less critical care. The outside physician called back and stated that Dr. Swank had “saved my patients life”. Ms. Harvey then spoke VCUHS’s fourth Magnet designation, noting only 8% of hospitals earn the designation. She then highlighted the process, including length of the application, how the four day visit was conducted and that no deficiencies were identified during

the visit. Ms. Harvey also noted Magnet designation is not a requirement but something VCUHS decided to participate in.

Dr. Rao then asked if there was any further financial information to discuss. There being no further business, the meeting was adjourned at 3:23 p.m.