

**MINUTES OF THE MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
AUDIT AND COMPLIANCE COMMITTEE
March 22, 2021**

Committee Members

Mr. Keith Parker, Chair
Dr. Lisa Ellis
Ms. Lisa Hicks-Thomas
Dr. Michael Rao
Dr. Shantaram Talegaonkar
Dr. Michelle Whitehurst-Cook (virtual)

Board Member Guests

Mr. Clyde Clark
Dr. Gopinath Jadhav
Dr. Bruce Mathern

Non-voting Committee Members

Dr. Peter Buckley
Dr. Ron Clark
Dr. Harinder Dhindsa

Dr. Lydia Johnson
Ms. Cindy Pecht
Dr. Thomas Yackel

Staff

Mr. Scott Burnette
Ms. Kim Erland
Mr. Zeb Elliott
Ms. Melinda Hancock
Ms. Karen Helderman
Mr. Taron James
Ms. Gwynne Jenkins

Mr. Vladimir Lavrentyev
Dr. Arthur Kellermann
Ms. Pamela Lepley
Mr. David Litton
Ms. Jill McCormack
Mr. Paul Neimeyer, Esq.
Ms. Mary Tacconi

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 VCU Health System (“VCUHS”) Audit and Compliance Committee was held in person, electronically via Zoom and livestreamed. Mr. Parker called the meeting to order at 11:00 am.

II. Closed Session

On motion made and seconded, and as authorized by Section 2.2-3711(A)(23) of the Virginia Freedom of Information Act, the committee convened into closed session to discuss operational strategies where disclosure of such strategies would adversely impact the competitive position of the Authority, including: a Status Update for FY20 Annual Follow-up Report, Compliance & Privacy Summary and Compliance Auditing and Monitoring.

III. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Keith Parker, Chair	X	
Dr. Lisa Ellis	X	
Ms. Lisa Hicks-Thomas	X	
Dr. Michael Rao	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes	6
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

IV. Open Session

On a motion made and seconded the committee convened into open session, and approved by roll call vote.

V. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Keith Parker, Chair	X	
Dr. Lisa Ellis	X	
Ms. Lisa Hicks-Thomas	X	
Dr. Michael Rao	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes	6
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 Audit and Compliance 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 Audit and Compliance Committee of the Board of Directors of the Virginia Commonwealth University Health System Authority.

VII. Roll Call Vote

Ayes

Nays

Mr. Keith Parker, Chair	X
Dr. Lisa Ellis	X
Ms. Lisa Hicks-Thomas	X
Dr. Michael Rao	X
Dr. Shantaram Talegaonkar	X
Dr. Michelle Whitehurst-Cook	X

Vote:

Ayes	6
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

VIII. Motion to Accept

The Chair reported that no action was taken in Closed Session.

There being no further business the meeting was adjourned at 11:17 a.m.