

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

Committee Members

The Honorable Lisa Hicks-Thomas, Chair	Mr. Donald Gehring (virtual)
Dr. Alice Coombs (virtual)	The Honorable Ryan McDougle
Mr. Steven DeLuca (virtual)	Dr. Michael Rao
Dr. Lisa Ellis	The Honorable Marilyn Tavenner

Board Member Guests

Dr. Bruce Mathern
Dr. Shantaram Talegaonkar
Dr. Wilhelm Zuelzer

Staff

Mr. Zeb Elliott	Mr. Vladimir Lavrentyev
Ms. Kim Erland	Dr. Arthur Kellermann
Ms. Melinda Hancock	Mr. Paul Neimeyer, Esq.
Ms. Karen Helderman	Ms. Mary Tacconi
Mr. Taron James	

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”) Governance Committee was held in person, electronically via Zoom and livestreamed. The Honorable Lisa Hicks-Thomas called the meeting to order at 1:44 p.m.

I. 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

affect the competitive position of the Authority including Appointments to various affiliated Boards and 2021 Strategic Planning Retreat.

II. Roll Call Vote

	<u>Ayes</u>	<u>Nays</u>
The Honorable Lisa Hicks-Thomas, Chair	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Mr. Donald Gehring	X	
The Honorable Ryan McDougale	X	
Dr. Michael Rao	X	
The Honorable Marilyn Tavenner	X	

Vote:

Ayes	8
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1

III. Open Session

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

IV. Roll Call Vote

	<u>Ayes</u>	<u>Nays</u>
The Honorable Lisa Hicks-Thomas, Chair	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Mr. Donald Gehring	X	
The Honorable Ryan McDougale	X	
Dr. Michael Rao	X	
The Honorable Marilyn Tavenner	X	

Vote:

Ayes	8
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1

V. Resolution of Certification

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

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

VI. Roll Call Vote

Ayes

Nays

The Honorable Lisa Hicks-Thomas, Chair	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Mr. Donald Gehring	X	
The Honorable Ryan McDougale	X	
Dr. Michael Rao	X	
The Honorable Marilyn Tavenner	X	

Vote:
 Ayes 8
 Nays 0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1

VII. Motion to Accept

On a motion made and seconded, the committee approved and recommended the Board of Directors approve the appointments to the various affiliated boards, as presented by roll call vote.

VIII. Roll Call Vote

Ayes

Nays

The Honorable Lisa Hicks-Thomas, Chair	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Mr. Donald Gehring	X	
The Honorable Ryan McDougale	X	
Dr. Michael Rao	X	
The Honorable Marilyn Tavenner	X	

Vote:

Ayes 8

Nays 0

ABSENT DURING MEETING 1

ABSENT DURING VOTING 1

There being no further business the meeting was adjourned at 2:00 p.m.