

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

Committee Members

Mr. Steven DeLuca, Chair (virtual)
The Honorable Lamont Bagby
The Honorable Lisa Hicks-Thomas
The Honorable Ryan McDougale
Mr. Timothy McDermott
Mr. Keith Parker
Dr. Michael Rao
The Honorable Marilyn Tavenner

Board Member Guests

Mr. Clyde Clark
Dr. Lisa Ellis
Dr. Wilhelm Zuelzer

Staff

Mr. Zeb Elliott
Ms. Kim Erland
Ms. Melinda Hancock
Ms. Karen Helderman
Ms. Paula Henderson
Mr. Taron James

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

Other Guests

Ms. Sally LaFond
Mr. Jose Pagoaga

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”) Evaluation and Compensation Committee was held in person, electronically via Zoom and livestreamed. Mr. DeLuca called the meeting to order at 2:25 p.m.

II. Minutes of the Meeting held on December 9, 2020

On a motion made and seconded, the minutes of the meeting held December 9, 2020, were approved.

Nays	0
ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

VI. Open Session

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

VII. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Steven DeLuca, Chair	X	
The Honorable Lamont Bagby	X	
The Honorable Lisa Hicks-Thomas	X	
The Honorable Ryan McDougale	X	
Mr. Timothy McDermott	X	
Mr. Keith Parker	X	
Dr. Michael Rao	X	
The Honorable Marilyn Tavenner	X	

Vote:

Ayes	8
Nays	0
ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

VIII. Resolution of Certification

Following closed session, 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.

IX. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Steven DeLuca, Chair	X	
The Honorable Lamont Bagby	X	

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

Vote:

Ayes	8
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

X. Motion to Accept

On a motion made and seconded the committee approved and recommend the Board of Directors approve, the Personnel Matters and Policies and the Executive Compensation Philosophy and Model, as presented, by roll call vote.

I. Roll Call Vote

	<u>Ayes</u>	<u>Nays</u>
Mr. Steven DeLuca, Chair	X	
The Honorable Lamont Bagby	X	
The Honorable Lisa Hicks-Thomas	X	
The Honorable Ryan McDougale	X	
Mr. Timothy McDermott	X	
Mr. Keith Parker	X	
Dr. Michael Rao	X	
The Honorable Marilyn Tavenner	X	

Vote:

Ayes	8
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

There being no further business the meeting was adjourned at 4:08 p.m.