

**MINUTES OF THE MEETING OF  
THE VIRGINIA COMMONWEALTH UNIVERSITY  
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS  
March 23, 2021**

**Board Members**

Dr. Michael Rao, Chair  
The Honorable Lamont Bagby  
Mr. Clyde Clark  
Dr. Alice Coombs  
Mr. Steven DeLuca  
Dr. Lisa Ellis  
Ms. May Fox  
Mr. Donald Gehring (virtual)  
The Honorable Lisa Hicks-Thomas  
Dr. Gopinath Jadhav

Dr. Arthur Kellermann  
Dr. Bruce Mathern  
Mr. Timothy McDermott  
The Honorable Ryan McDougale  
Mr. Keith Parker  
Dr. Shantaram Talegaonkar  
The Honorable Marilyn Tavenner  
Dr. Michelle Whitehurst-Cook (virtual)  
Dr. Wilhelm Zuelzer

**Staff**

Dr. Peter Buckley  
Mr. Scott Burnette  
Dr. Ron Clark  
Mr. Matt Conrad  
Mr. Zeb Elliott  
Ms. Kim Erland  
Ms. Sheryl Garland  
Ms. Karah Gunther  
Ms. Melinda Hancock  
Ms. Karen Helderman  
Ms. Paula Henderson

Mr. Grant Heston  
Mr. Marcos Irigaray  
Mr. Taron James  
Ms. Gwynne Jenkins  
Mr. Vladimir Lavrentyev  
Ms. Pamela Lepley  
Ms. Elizabeth Martin  
Mr. Paul Neimeyer, Esq.  
Mr. Elias Neujahr  
Ms. Mary Tacconi  
Dr. Tom Yackel

**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”) Board of Directors was held in person, electronically via Zoom and livestreamed. Dr. Rao called the meeting to order at 9:02 a.m.

**II. Report of President and Chair**

Dr. Rao started by saying, it was good to see everyone in person and on screen. He noted that we are back on both campuses in a limited way, adding that physical

presence is important in a learning environment. Dr. Rao expressed that he is pleased with everyone's support, and hopes to be fully back together in the fall. Next, He spoke about the student life during the pandemic. Dr. Rao recognized that students are struggling with the limitations of Zoom. He then spoke about similar struggles for patients' with telehealth connections. Dr. Rao emphasized that access to all is a critical public mission, noting that VCU as an institution seeks to help people transform their lives as students and patients. Dr. Rao spoke about mental health issues, noting that the occurrence of anxiety and depression related issues more prevalent now because of uncertainty and isolation. He said it is important to talk about the mental health struggles in a compassionate way, and that physical presence can be helpful. Dr. Rao continued by noting that all health system team members who wanted to be vaccinated have been vaccinated, and vaccinations continue to rise, including faculty and students per the Commonwealth's plan. He noted, VCU Health System (VCUHS) is trusted for vaccines and we will be sure to make vaccines available when we are able. Dr. Rao informed the Board that the Council of Presidents, of which he is Chair, sent a letter to the Governor to request that all students be vaccinated by the fall. Dr. Rao then extended thanks to Senator McDougle and Delegate Bagby and other lawmakers for their help and support of the VCU's mission. Dr. Rao reviewed a few bills from this year's General Assembly Session including a bill to increase funding for Massey, as well as funding for comprehensive care of the adult Sickle Cell population along with new language requiring the Virginia Treatment Center for Children to develop strategies to help relieve capacity pressure on the Commonwealth Center for Children and

Adolescents. Dr. Rao also expressed his gratitude to the City Council of Richmond and Mr. Conrad and Mr. Gordon for their assistance in securing the sale of the Public Safety Building. He spoke about the services that will be housed at the new site including, The Doorways, Ronald McDonald House as well as a new child care facility with 20% of available spots to Richmond families not affiliated with VCU or VCUHS. Dr. Rao then noted the developer's commitments to include 40% participation by minority owned businesses. Dr. Rao stated that he felt VCU was making great progress in prioritizing its students and patients, and that VCU will emerge from the pandemic stronger. He then spoke about participating in rounds in the Emergency Departments as well as the Medical Respiratory Unit. He noted that along with the stress of the environment he also saw tremendous strength. Dr. Rao expressed his gratitude for all of our healthcare professionals and stated he has seen their commitment to our mission and to deliver the highest quality care to all people of all needs. He then noted that VCU Medical Center rated in the top decile in Anthem's quality and safety rankings. Next, Dr. Rao spoke of aligning resources to support the best patient experiences and outcomes. These include clinical, educational and research related resources. He stated a great example of this alignment is the visit from the First Lady, Jill Biden who came to see first-hand our extraordinary work to fight disparities in treatment through our community engagement and our groundbreaking research. In closing, Dr. Rao again expressed thanks to everyone during this tough time, noting that addressing the patient experience is critical. He also acknowledged the loss of VCU student Adam Oakes, who had died recently, sharing that he had a "knot in his stomach over the loss". Dr.

Rao again, expressed his thanks to everyone and turned the meeting over to Dr. Kellerman.

### **III. Report of Chief Executive Officer**

Dr. Kellerman began by complimenting the School of Medicine for a successful Match. He stated that 99% of the School of Medicine students matched to PG-1 positions; 20% of the students matched at VCU; 27% matched in Virginia, and 35% matched in Primary Care. Dr. Kellerman stated it had been a Match season like no other because of COVID, noting there were no in-person interviews. Dr. Kellerman then provided updates on the VCUHS's COVID vaccination efforts. He noted that 44,000 doses had been administered to employees and high-risk patients. Dr. Kellermann spoke about VCU's vaccination support in the community including, loaning out vaccine to the Richmond/Henrico Health District and highlighting the efforts of the Vaccination Corps. Dr. Kellerman advised that preparation was underway for large-scale campus vaccinations before commencement in the fall. Next, he welcomed VCU Health Tappahannock Hospital CEO Liz Martin, acknowledging her background and experience. He stated he was thrilled to have Ms. Martin as a part of VCUHS and at Tappahannock. He added that Tappahannock and CMH have also vaccinated a large number of their communities. Then, Dr. Kellerman spoke about the upgrade from a negative to stable outlook by Moody's, crediting VCUHS's strong strategic positioning. He also spoke about the recognition from Becker's Review in its "list of 15 health systems with strong finances" with VCUHS being 8<sup>th</sup>. Dr. Kellerman concluded by acknowledging a nurse, Claire Moore who was interviewed in the Richmond Times Dispatch about her year treating COVID patients. He asked that everyone honor her

and her co-worker's by giving by wearing a mask, washing hands, and maintaining social distance.

**IV. Closed Session**

On a motion made and seconded, and as authorized by Section 2.2-3700 of the Virginia Freedom of Information Act, including matters within Sections 8.01-581.16 and 17 of the *Code of Virginia*, and further as authorized by Sections 2.2-3711 (A)(1), (6), (7), and (23), 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: the VCUHS Retirement Plans Oversight Committee Charter; Naming of Facilities and Gift Recognition, the Dissolution of CMH Physician Services Subsidiaries, a Trauma Program Resolution, a Plan of Finance Resolution, a Reimbursement Resolution, Appointments to the various affiliated boards, Personnel Matters and Policies, the Executive Compensation Philosophy and Model, VCU Medical Center Medical Staff Membership and Privileges and other 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.

<b>V. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	

Dr. Gopinath Jadhav	X
Dr. Arthur Kellermann	X
Dr. Bruce Mathern	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	X
Mr. Keith Parker	X
Mr. Stuart Siegel	Absent
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

**Vote:**

Ayes            19  
Nays             0

ABSENT DURING MEETING            2  
ABSENT DURING VOTING                2

**VI. Open Session**

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

**VII. Roll Call Vote**

	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Mr. Clyde Clark	Absent	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Dr. Bruce Mathern	X	

Mr. Timothy McDermott	X
The Honorable Ryan McDougle	X
Mr. Keith Parker	X
Mr. Stuart Siegel	Absent
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

**Vote:**

Ayes            18  
Nays             0

ABSENT DURING MEETING            2  
ABSENT DURING VOTING                3

**VIII.    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 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 Board of Directors of the Virginia Commonwealth University Health System Authority.

**IX.    Roll Call Vote**

	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Ms. May Fox	Absent	

Mr. Donald Gehring	X
The Honorable Lisa Hicks-Thomas	X
Dr. Gopinath Jadhav	X
Dr. Arthur Kellermann	X
Dr. Bruce Mathern	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	X
Mr. Keith Parker	X
Mr. Stuart Siegel	Absent
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

**Vote:**

Ayes	18
Nays	0

ABSENT DURING MEETING	2
ABSENT DURING VOTING	3

**X. Motion to Approve**

On a motion made and seconded the Board accepted the Report of the President and Chair, the Report of the Chief Executive Officer and the Report of the General Counsel, and approved the VCUHS Retirement Plans Oversight Committee Charter; Naming of Facilities and Gift Recognition, the Dissolution of CMH Physician Services Subsidiaries, a Trauma Program Resolution, a Plan of Finance Resolution, a Reimbursement Resolution, Appointments to the various affiliated boards, Personnel Matters and Policies and the Executive Compensation Philosophy and Model, all as presented.





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

**Vote:**

Ayes	18
Nays	0
Recusal	1

ABSENT DURING MEETING	2
ABSENT DURING VOTING	2

**Motion to Approve**

On a motion made and seconded, the following Meeting Minutes were approved:

**Board of Directors**

- Minutes of a Meeting held December 10, 2020

**Evaluation and Compensation Committee**

- Minutes of a Meeting held December 9, 2020

