

**MINUTES OF THE MEETING OF  
THE VIRGINIA COMMONWEALTH UNIVERSITY  
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS  
EVALUATION AND COMPENSATION COMMITTEE  
June 23, 2021**

**Committee Members**

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

The Honorable Marilyn Tavenner  
(virtual)

**Board Member Guests**

Dr. Alice Coombs  
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.  
Mr. James Siegel  
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  
electronically via Zoom and livestreamed. Mr. Steve DeLuca called the meeting to order  
at 2:33 p.m.

**II. Minutes of the Meeting held on March 22, 2021**

On a motion made and seconded, the minutes of the meeting held March 22, 2021, were approved by roll call.

<b>III. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Steven DeLuca, Chair	X	
The Honorable Lamont Bagby	Absent	
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	
<b><u>Vote:</u></b>		
Ayes	7	
Nays	0	
ABSENT DURING MEETING	0	
ABSENT DURING VOTING	1	

**IV. Closed Session**

On motion made and seconded, and as authorized by Section 2.2-3711(A) (1) and (23) of the Virginia Freedom of Information Act, the committee convened into closed session to discuss personnel matters, including, FY22 ATIP Proposal; Personnel Matters, which include in part compensation for advertised, interim, and new positions; FY21 CEO and Executive ATIP Update; Succession Planning Approach; and Executive Recruitment Update.

<b>V. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Steven DeLuca, Chair	X	
The Honorable Lamont Bagby	Absent	
The Honorable Lisa Hicks-Thomas	X	

The Honorable Ryan McDougle	X
Mr. Timothy McDermott	X
Mr. Keith Parker	X
Dr. Michael Rao	X
The Honorable Marilyn Tavenner	X

**Vote:**

Ayes	7
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	1

**VI. Open Session**

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

**VII. 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 McDougle	X	
Mr. Timothy McDermott	X	
Mr. Keith Parker	X	
Dr. Michael Rao	X	
The Honorable Marilyn Tavenner	Absent	

**Vote:**

Ayes	7
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	1

**VIII. Resolution of Certification**

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.

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

**Vote:**

Ayes	7
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	1

**X. Motion to Accept**

On a motion made and seconded the committee approved and recommend the Board of Directors approve, the FY22 ATIP Proposal and Personnel Matters which includes compensation for advertised, interim and a new position, as presented, by roll call vote.

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

**Vote:**

Ayes	7
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Nays	0
ABSENT DURING MEETING	0
ABSENT DURING VOTING	1

There being no further business the meeting was adjourned at 4:00 p.m.