

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

Committee Members

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

Board Member Guests

Mr. Clyde Clark
Dr. Gopinath Jadhav
Mr. Keith Parker
Dr. Shantaram Talegaonkar
Dr. Wilhelm Zuelzer

Staff

Mr. Zeb Elliott	Mr. Vladimir Lavrentyev
Ms. Kim Erland	Dr. Arthur Kellermann
Ms. Karen Helderman	Mr. Paul Neimeyer, Esq.
Ms. Nina Hobcroft	Mr. James Siegel
Mr. Taron James	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”) Governance Committee was held in person, electronically via Zoom and livestreamed. The Honorable Lisa Hicks-Thomas called the meeting to order at 1:51 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.

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

Vote:

Ayes	7
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	2

IV. 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; Amended and Restated Community Memorial Hospital Bylaws; Amended and Restated VCU Health System Bylaws; 2021 Strategic Plan and Retreat Update.

I. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
The Honorable Lisa Hicks-Thomas, Chair	X	
Dr. Alice Coombs	Absent	
Mr. Steven DeLuca	X	

Ms. Pamela El	X
Dr. Lisa Ellis	X
Mr. Donald Gehring	X
The Honorable Ryan McDougale	X
Dr. Michael Rao	Absent
The Honorable Marilyn Tavenner	X

Vote:

Ayes	7
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	2

II. Open Session

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

III. Roll Call Vote

Ayes

Nays

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

Vote:

Ayes	9
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

IV. Resolution of Certification

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.

V. Roll Call Vote

Ayes

Nays

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

Vote:

Ayes	9
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

VI. 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, amended and restated VCU Health System Bylaws, and Amended and Restated Community Hospital Bylaws, as presented, by roll call vote.

I. Roll Call Vote

Ayes

Nays

The Honorable Lisa Hicks-Thomas, Chair	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	

Ms. Pamela El		X
Dr. Lisa Ellis		X
Mr. Donald Gehring		X
The Honorable Ryan McDougle		X
Dr. Michael Rao		X
The Honorable Marilyn Tavenner		X

Vote:

Ayes	9
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

There being no further business the meeting was adjourned at 2:28 p.m.