

**MINUTES OF THE MEETING OF  
THE VIRGINIA COMMONWEALTH UNIVERSITY  
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS  
June 24, 2021**

**Board Members**

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

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

**Staff**

Dr. Peter Buckley  
Mr. Scott Burnette  
Mr. Matt Conrad  
Mr. Zeb Elliott  
Ms. Kim Erland  
Ms. Karol Kain Gray  
Ms. Chelsea Gray  
Ms. Karah Gunther  
Ms. Melinda Hancock  
Ms. Dale Harvey  
Ms. Karen Helderman  
Ms. Paula Henderson

Mr. Grant Heston  
Ms. Nina Hobcroft  
Mr. Marcos Irigaray  
Mr. Taron James  
Dr. 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. Michael Rao called the meeting to order at 10:35 a.m.

## **II. Report of President and Chair**

Dr. Rao began thanking everyone for being in attendance. He stated that VCU and VCU Health have shown great resiliency over the past eighteen difficult months. Dr. Rao stated he recognized that people have been advancing the goals of the organization during this historic time, specifically mentioning the tremendous work from the Infectious Disease group. Dr. Rao emphasized the organization's commitment to patient access especially as a safety net hospital. In addition to access, Dr. Rao expressed the health system's commitment to the best possible outcomes for patients, where the patients leave in better health than when they arrived. Next, Dr. Rao noted the importance of the research mission. He then reported on graduation rates noting that black and brown students are graduating at the same rate as white students. He continued that graduation rates are expected to increase from 49% - 78% by 2026. Dr. Rao noted the highest patient satisfaction ratings over the past four years. Dr. Rao recognized the work of the Public Health response Team (PHRT) which includes people from infectious disease, the emergency department, risk management and communications. Dr. Rao stressed that patients face serious health risks in health care disparities. He said it is VCU Health System's mission to address these disparities. He noted the public health initiatives are critical to those who are disproportionately affected. Further, he said synergies can be found within VCU and VCU Health System to support the safety net Mission. Dr. Rao noted record fund raising that exceeded \$120 million, including \$104 million from the Ken Wright Foundation. He stated that \$250 million of COVID

relief funds went to VCUHSA from state and federal government, and that VCU was one of the top receivers of funds in the state. This funding should enable VCUHS to take better care of its patients and to help bring student debt down. Dr. Rao stated that VCU needed to thank the government and Congress for all the VCU support. Dr. Rao spoke about the research funding record of \$125 million and noted that clinical trials and a climate of safety were critical. Dr Rao again addressed patient access, noting that access is not just opening the door, but that meeting people where they are is paramount. Dr. Rao emphasized the importance of inclusion and equity as well as diversity. Dr. Rao noted the stressfulness of this time is evidenced by the recent study conducted by Dr. Steven Woolf, which indicates the predicted life span is now two years less than before COVID. He stated that civility, professionalism & respect (CPR) is critical during this time of uncertainty. Dr. Rao recognized the excellent VCU Health team lead by Dr. Kellermann that will further distinguish VCU in all our work as “everybody’s hospital” that also will be the safest hospital in the United States. With a focus on access, he noted that the focus will be on the student and the patient experience. Dr. Rao said this last year has been a challenging situation and was grateful for the board’s support. Next, Dr. Rao recognized three outgoing board members. Mr. Steve DeLuca who has been a reliable, fast, hard- working and committed board member who often asked difficult questions; Ms. Marilyn Tavenner, a VCU graduate and a former head of CMS, whose significant health care experience and deep wisdom has been and will continue to be a great asset for VCUHS; and Dr. William Zuelzer, an amazing clinician who has been a trusted partner and a loyal and committed member of VCU.

Lastly, Dr. Rao expressed his gratitude to Ms. Melinda Hancock. He stated that during her short time with VCUHS she has proven to be a bold and engaging member of the team. In closing, Dr. Rao expressed his gratitude to Ms. Melinda Hancock to standing applause.

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

Dr. Kellerman began his report with a gift for each of the outgoing board members. He described the duties of the board like that of cast iron skillet, their ability to “take heat”, and if treated with care will last for generations. Dr. Kellermann noted he started with VCUHS during COVID, and that VCU has weathered COVID better than most other centers. He remarked on how well team members and Dr. Ron Clark fought the virus. He followed up with a video titled, “A Year of Challenge: Thank You VCU Health and VCU team Members”. He noted the video is available on YouTube. Dr. Kellerman stated that ended his public comment.

### **IV. Public Comment**

Ms. Tacconi reported no public comments were submitted for the meeting.

### **V. 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: Compliance Training; Ratification of Prior Acts; VCUHS 401(a) Retirement Plans Update; Naming of Facilities and Gift Recognition;

VCU Medical Staff Membership and Privileges; Amended VCU Medical Center Medical Staff Bylaws; VCU Health Scope of Service; Appointments to Various Affiliated Boards, Amended and Restated VCU Health System Bylaws and Amended and Restated Community Memorial Hospital Bylaws (ii) to discuss personnel matters including FY22 ATIP Proposal and Personnel Matters (which includes compensation for advertised, interim, executive, and a new position); (iii) FY 2022 Forecast and Capital Budget and a Contract for medical supplies and subleases; and (v) to consult with legal counsel and receive briefings by staff members pertaining to actual and probable litigation and other specific legal 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>VI. <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	X	
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	X	
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	21
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

**VII. Open Session**

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

**VIII. 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	X	
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	Absent	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
The Honorable Marilyn Tavenner	Absent	
Dr. Michelle Whitehurst-Cook	X	
Dr. Wilhelm Zuelzer	X	
Dr. Shantaram Talegaonkar	X	
The Honorable Marilyn Tavenner	X	
Dr. Michelle Whitehurst-Cook	Absent	
Dr. Wilhelm Zuelzer	X	

**Vote:**

Ayes            18  
Nays             0

ABSENT DURING MEETING            0  
ABSENT DURING VOTING              3

**IX.    Resolution of Certification**

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.

<b>X.    <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	X	
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	Absent	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
The Honorable Marilyn Tavenner	Absent	
Dr. Michelle Whitehurst-Cook	X	

Dr. Wilhelm Zuelzer	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	Absent
Dr. Wilhelm Zuelzer	X

Vote:

Ayes	18
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	3

**XI. Motion to Approve**

On a motion made and seconded the Board accepted the Report of the President and Chair; Report of the Chief Executive Officer; Report of the General Counsel; and approved, as presented, the Ratification of Prior Acts; Naming of Facilities and Gift Recognition; VCU Medical Center Medical Staff Membership & Privileges; Amended VCU Medical Center Medical Staff Bylaws; VCU Health System Scope of Service; FY2022 Forecast and Capital Budget; a Contract for Medical Supplies; Subleases; an Update to the VCUHS 401(a) Retirement Plan; Appointments to Various Boards; Amended and Restated VCU Health System Bylaws; and Amended Restated Community Memorial Hospital Bylaws, by roll call vote.

**XII. Roll Call Vote**

	<u>Ayes</u>	<u>Nays</u>
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	<u>Ayes</u>	<u>Nays</u>
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	X	
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	Abstained
Mr. Timothy McDermott	X
The Honorable Ryan McDougle	X
Mr. Keith Parker	Absent
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	Absent
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	Absent
Dr. Wilhelm Zuelzer	X

**Vote:**

Ayes	17
Nays	0
Abstention	1

ABSENT DURING MEETING	0
ABSENT DURING VOTING	3

**XIII. Motion to Approve**

On a motion made and seconded, the board approved, as presented the FY2022 ATIP Proposal, and Personnel Matters. Drs. Rao and Kellerman recused themselves from the vote on Personnel matters, by roll call vote,

**XIV. Roll Call Vote**                      **Ayes**                      **Nays**

Dr. Michael Rao, Chair	Recused
The Honorable Lamont Bagby	X
Mr. Clyde Clark	X
Dr. Alice Coombs	X
Mr. Steven DeLuca	X
Ms. Pamela El	X
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	Absent
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	Absent
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	Absent
Dr. Wilhelm Zuelzer	X

**Vote:**

Ayes	16
Nays	0
Recusals	2

ABSENT DURING MEETING	0
ABSENT DURING VOTING	3

**XV. Audit and Compliance Committee**

On a motion made and seconded the Board approved the FY2022-2024 Work Plan and FY2022 Compliance Work Plan, as proposed by roll call vote.

<b>XVI. <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	X	
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	Absent
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	Absent
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	Absent
Dr. Wilhelm Zuelzer	X

Vote:

Ayes            18  
Nays             0

ABSENT DURING MEETING            0  
ABSENT DURING VOTING                3

**XVII.    Motion to Approve**

On a motion made and seconded, the following Meeting Minutes were approved by roll call vote.

Audit and Compliance Committee

- Minutes of a Meeting held March 22, 2021

Board of Directors

- Minutes of a Meeting held March 23, 2021
- Minutes of a Joint Meeting held March 24, 2021

Evaluation & Compensation Committee

- Minutes of a Meeting held March 22, 2021

Executive Committee

- Minutes of a Meeting held February 25, 2021

Finance & Property Committee

- Minutes of a Meeting held March 22, 2021

Governance Committee

- Minutes of a Meeting held March 22, 2021

Investment & Debt Subcommittee

- Minutes of a Meeting held March 22, 2021

Quality, Safety and Service Committee

- Minutes of a Meeting held March 22, 2021

<b>XV. <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	X	
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	Absent	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
The Honorable Marilyn Tavenner	Absent	
Dr. Michelle Whitehurst-Cook	X	
Dr. Wilhelm Zuelzer	X	
Dr. Shantaram Talegaonkar	X	
The Honorable Marilyn Tavenner	X	
Dr. Michelle Whitehurst-Cook	Absent	
Dr. Wilhelm Zuelzer	X	

Vote:

Ayes	18
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	3

There being no further business the meeting was adjourned at 4:23 p.m.