

**MINUTES OF AN ORIENTATION MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY
BOARD OF DIRECTORS
SEPTEMBER 10, 2021**

Board Members

Dr. Michael Rao
Dr. Hem Bhardwaj
Ms. Fay Manolios
Dr. Arthur Kellermann

Staff

Dr. Peter Buckley
Ms. Karen Helderman
Mr. James Sigel
Ms. Anne Scher, Esq.
Ms. Mary Tacconi

I. Call to order

Dr. Kellermann called the meeting to order at 8:01 a.m. He briefly introduced everyone in the room. He then explained the VCU Health System Authority (VCUHSA) Board of Directors can go into closed session, meaning the public cannot attend, to discuss operational strategies that could adversely affect VCUHSA.

II. Motion Into Closed Session

On motion made and seconded the, and as authorized by Sections 2.2-3711(A)(8) and (23), and as further authorized by Section 2.2-3707 of the Virginia Freedom of Information Act, the representatives convened into closed session to discuss health care matters and operational strategies where disclosure of such strategies would adversely impact the competitive position of the VCUHS, including Strategic Analysis of VCUHS Financials and a Strategic Planning Report; and to consult with legal counsel regarding other specific legal matters requiring the provision of legal advice by counsel.

III. Open Session

Following closed session, on a motion made and seconded, the committee convened into open session.

IV. Resolution of Certification

On a motion made and seconded, the following resolution was approved by roll call vote:

The Representatives 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 Representatives of the Board of Directors of the Virginia Commonwealth University Health System Authority.

V. Roll Call Vote:

Ayes

Nays

Dr. Hem Bhardwaj	X	
Ms. Fay Manolios	X	
Dr. Arthur Kellermann	X	
Dr. Michael Rao	X	

Vote:

Ayes	4
Nays	0

ABSENT DURING MEETING: 0
 ABSENT DURING VOTING: 0

VI. Motion to Accept

The Chair reported no action was taken in closed session.

VII. VCU Health System Authority Act; Bylaws; Virginia Freedom of Information Act; Virginia State and Local Government Conflict of Interest Act

Ms. Scher then reviewed the VCU Health System Authority Act; Bylaws; Virginia Freedom of Information Act and the Virginia State and Local Government Conflict of Interest Act. She began with a brief introduction of herself. She explained VCUHS has internal resources to reduce and mitigate

risks, including the general counsel's office, an insurance services office, and a professional liability office. Ms. Scher reviewed the duties of a board member, Care, Loyalty, Obedience, and Confidentiality, reminding the members the Mission and Vision should always be at the forefront of their minds when making decisions as a board member. She then explained the how VCUHSA was created statutorily through the General Assembly in 1997 to run a hospital, provide care, educational opportunities, and research as well as care for the indigent population of Virginia. Next, Ms. Scher reviewed the Bylaws including the appointing bodies, quorum requirements, officers, and committees of the board. She highlighted the VCUHS Board's oversight for the dental and medical staff, including approving credentialing. She also stated that the board is indemnified when acting as a board member, and the board is also covered under D&O insurance. Finally, Ms. Scher spoke about the Freedom of Information Act (FOIA) and the Virginia Conflict of Interest Act. For FOIA, she explained that three or more members discussing the business of VCUHSA constitutes a meeting, whether it is in-person, over the phone, by email or by text. A discussion followed. She also highlighted how open and closed session is used in the meetings. Lastly, she reviewed prohibited conduct, disclosure requirements, penalties, and rules governing receiving gifts which are all outlined in the Virginia Conflict of Interest Act. Ms. Helderman then spoke about the state requirement to review the policy and disclosure process.

There being no further business, the meeting was adjourned at 10:08 a.m.