

**MINUTES OF THE MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
EVALUATION AND COMPENSATION COMMITTEE
SEPTEMBER 14, 2021**

Committee Members

Mr. Timothy McDermott, Chair
The Honorable Lisa Hicks-Thomas
Ms. Fay Manolios
The Honorable Ryan McDougale
Mr. Keith Parker
Dr. Michael Rao

Board Member Guests

Dr. Hem Bhardwaj
Mr. Clyde Clark
Dr. Alice Coombs
Dr. Lisa Ellis
Dr. Shantaram Talegaonkar

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. Anne Scher, Esq.
Mr. James Siegel
Ms. Mary Tacconi

Other Guests

Ms. Sally LaFond
Mr. Jose Pagoaga

I. Call to Order

Mr. Tim McDermott called the meeting to order at 2:31 p.m.

II. Minutes of the Meeting held on June 23, 2021

On a motion made and seconded, the minutes of the meeting held June 23, 2021, were approved.

III. Committee Charter

Mr. McDermott explained the changes to the charter which provide clarity to the reviewed positions and what types of actions the committee will take

annually for those positions under the committee’s purview. On a motion made and seconded, the Committee Charter was approved.

IV. Closed Session

On motion made and seconded, and as authorized by Section 2.2-3711(A) (1) of the Virginia Freedom of Information Act, the committee convened into closed session to discuss personnel matters, including, a Senior Executive Market Assessment and Recommendations; Personnel Actions; the FY21 ATIP Plan Results; FY22 ATIP Plan Update; CEO Evaluation Process and Timeline; and Executive Recruitment Update.

V. Resolution of Certification

Following closed session, 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.

VI. Roll Call Vote

	<u>Ayes</u>	<u>Nays</u>
Mr. Timothy McDermott, Chair	X	
The Honorable Lamont Bagby	Absent	
The Honorable Lisa Hicks-Thomas	X	
Ms. Fay Manolios	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Dr. Michael Rao	X	

Vote:

Ayes	6
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1

VII. Motion to Accept

On a motion made and seconded the committee approved and recommend the Board of Directors approve, the FY22 Compensation Recommendations; Personnel Actions; Compliance with the terms of the FY21 ATIP Plan and the payout thereunder; and the FY22 Plan Update, as presented.

There being no further business the meeting was adjourned at 3:59 p.m.