# MINUTES OF THE MEETING OF THE VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS EVALUATION AND COMPENSATION COMMITTEE December 8, 2021

## **Committee Members**

Mr. Timothy McDermott, Chair

The Honorable Lamont Bagby (virtual)

The Honorable Lisa Hicks-Thomas

Ms. Fay Manolios

The Honorable Ryan McDougle (virtual)

Mr. Keith Parker Dr. Michael Rao

## **Board Member Guests**

Dr. Hem Bhardwaj

Dr. Lisa Ellis

#### Staff

Mr. Zeb Elliott

Ms. Kim Erland

Ms. Karen Helderman

Ms. Paula Henderson

Mr. Taron James

Dr. Arthur Kellermann

Mr. Vladimir Lavrentyev

Ms. Pamela Lepley

Ms. Anne Scher, 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 person, electronically via Zoom and livestreamed. Mr. Tim McDermott called the meeting to order at 2:41 p.m.

# II. Minutes of the Meeting held on September 14, 2021

On a motion made and seconded, the minutes of the meeting held September 14, 2021, were approved by roll call vote.

III.	Roll Call Vote	<u>Ayes</u>	<u>Nays</u>
The F The F Ms. F The F Mr. K	imothy McDermott, Chair Honorable Lamont Bagby Honorable Lisa Hicks-Thomas Fay Manolios Honorable Ryan McDougle eith Parker ichael Rao	X X X X Absent X X	
Vote: Ayes Nays		6 0	
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# IV. <u>Closed Session</u>

On motion made and seconded, and as authorized by Section 2.2-3711(A) (1) of the Virginia Freedom of Information Act, the committee into closed session to discuss personnel matters, including, an Executive Recruitment Update; FY22 Executive ATIP Tracker; FY22 CEO ATIP Goals; and Personnel Matters and Policies which include executive compensation, severance plan updates, and CEO evaluation.

# V. Open Session

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

VI. <u>F</u>	Roll Call Vote	<u>Ayes</u>	<u>Nays</u>
Mr. Timothy McDermott, Chair		Χ	
The Honorable Lamont Bagby		Χ	
The Honorable Lisa Hicks-Thomas		Χ	
Ms. Fay Manolios		Χ	
The Honorable Ryan McDougle		Χ	
Mr. Keith Parker		Χ	
Dr. Michael Rao		Χ	
Vote:			
Ayes		7	
Nays		0	
ΔRSEN	T DURING MEETING	0	
	T DURING VOTING	0	
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## VII. 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.

<u>Ayes</u>	<u>Nays</u>
Χ	
X	
X	
X	
X	
X	
X	
	X X X X X

<u>Vote:</u>	
Ayes	7
Nays	0
ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

# IX. Motion to Accept

On a motion made and seconded, the committee approved and recommended the

Board of Directors approve, the FY22 CEO ATIP Goals; Personnel Actions; and

Personnel Policies, as presented by roll call vote.

Χ.	Roll Call Vote	<u>Ayes</u>	<u>Nays</u>
Mr. T	imothy McDermott, Chair	Χ	
The Honorable Lamont Bagby		Χ	
The Honorable Lisa Hicks-Thomas		Χ	
Ms. Fay Manolios		X	
The Honorable Ryan McDougle		Χ	
Mr. Keith Parker		X	
Dr. M	lichael Rao	X	
Vote			
Ayes		7	
Nays		0	
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ABSE	ENT DURING MEETING	0	
ABSE	ENT DURING VOTING	0	

There being no further business the meeting was adjourned at 4:06 p.m.