

**MINUTES OF THE MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
EVALUATION AND COMPENSATION COMMITTEE
March 23, 2022**

Committee Members

Mr. Timothy McDermott, Chair
The Honorable Lamont Bagby
Ms. Fay Manolios
The Honorable Ryan McDougale (virtual)
Mr. Keith Parker
Dr. Michael Rao

Board member Guests

Dr. Hem Bhardwaj
Mr. Clyde Clark
Dr. Alice Coombs
Dr. Lisa Ellis
Dr. Gopinath Jadhav

Staff

Mr. Zeb Elliott	Mr. Vladimir Lavrentyev
Ms. Kim Erland	Ms. Pamela Lepley
Ms. Karen Helderman	Mr. Anne Scher, Esq.
Ms. Paula Henderson	Mr. James Siegel
Mr. Taron James	Ms. Mary Tacconi
Dr. Arthur Kellermann	

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 9:03 a.m.

II. Minutes of the Meeting held on December 8, 2021

On a motion made and seconded, the minutes of the meeting held December 8, 2021, were approved by roll call vote.

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

Vote:

Ayes	5
Nays	0
ABSENT DURING MEETING	1
ABSENT DURING VOTING	2

IV. Closed Session

On motion made and seconded, and as authorized by Section 2.2-3711(A) (1) and (23) of the Virginia Freedom of Information Act, the committee into closed session to into closed session to discuss personnel matters, including, an Amendment to the VCU Health System Executive Compensation Philosophy, related to retention; FY22 ATIP Tracker (CEO and Executive); Employee Engagement Survey Results; and executive positions by roll call vote.

V. Roll Call Vote

Ayes

Nays

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

Vote:

Ayes	5
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	2

VI. Open Session

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

VII. Roll Call Vote

Ayes

Nays

Mr. Timothy McDermott, Chair	X
The Honorable Lamont Bagby	X
The Honorable Lisa Hicks-Thomas	Absent
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

VIII. 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.

IX. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Timothy McDermott, Chair	X	
The Honorable Lamont Bagby	X	
The Honorable Lisa Hicks-Thomas	Absent	
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

X. Motion to Accept

On a motion made and seconded the committee approved and recommend the Board of Directors approve, the Amendment to the VCU Health System Executive Compensation Philosophy as it is related to retention, as presented by roll call vote.

XI. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Timothy McDermott, Chair	X	
The Honorable Lamont Bagby	X	
The Honorable Lisa Hicks-Thomas	Absent	
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

There being no further business the meeting was adjourned at 10:32 a.m.