

**MINUTES OF A MEETING OF  
THE VIRGINIA COMMONWEALTH UNIVERSITY  
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS  
BOARD OF DIRECTORS  
MAY 26, 2022**

**Board Members Present**

Dr. Michael Rao, Chair  
The Honorable Lamont Bagby  
Dr. Hem Bhardwaj  
Mr. Joel Bieber  
Mr. Clyde Clark  
Dr. Alice Coombs  
Ms. Pamela El  
Dr. Lisa Ellis

Mr. Donald Gehring  
The Honorable Lisa Hicks-Thomas  
Dr. Arthur Kellermann  
Ms. Fay Manolios  
Dr. Bruce Mathern  
The Honorable Ryan McDougale  
Dr. Shantaram Talegaonkar  
Dr. Michelle Whitehurst-Cook

**Board Members Attending Virtually**

Dr. Gopinath Jadhav  
Mr. Keith Parker  
Mr. Stuart Siegel

**Staff Present**

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

**Others Present**

Mr. Zeb Elliott  
Mr. Vladimir Lavrentyev

**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 Executive Committee of the VCU Health System (“VCUHS”) Board of Directors was held via Zoom and livestreamed. Due to personal matters, Dr. Gopinath Jadhav, Mr. Keith Parker, and Mr. Stuart Siegel were approved to attend the meeting virtually. Mr. Parker participated from Atlanta, Georgia, Dr. Jadhav participated from Corolla, North Carolina and Mr. Siegel participated from a different location in Richmond, VA. Dr. Rao called the meeting to order at 2:02 p.m.

Dr. Rao began the meeting by sharing his excitement for the recent VCU graduation especially with the challenges over the last 3 years.

**II. Motion into Closed Session**

On a motion made and seconded, and authorized by Sections 2.2-3711 (A)(8), 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: a Strategic Financial Update and a Strategic Property discussion related to a lease and (ii) to consult with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

**III. Roll Call Vote**

**Ayes**

**Nays**

Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	X	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	Absent	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	Absent	
The Honorable Ryan McDougale	Absent	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

**Vote:**

Ayes                      18

Nays	0
ABSENT DURING MEETING	2
ABSENT DURING VOTING	3

**IV. Motion into Open**

Following closed session, on a motion made and seconded, the committee convened into open session by roll call vote:

<b>V. <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	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	X	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	Absent	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	Absent	
The Honorable Ryan McDougale	Absent	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

**Vote:**

Ayes	18
Nays	0
ABSENT DURING MEETING	2
ABSENT DURING VOTING	3

**VI. Resolution of Certification**

Following closed session, 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 that are lawfully exempt from the open meeting requirements under 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 the motion convening the closed session were heard, discussed or considered.

<b>VII. <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	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber		X
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	Absent	
Mr. Donald Gehring	Abstain	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	Absent	
The Honorable Ryan McDougle	Absent	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

**Vote:**

Ayes	17
Nays	1
Abstention	1

ABSENT DURING MEETING	2
ABSENT DURING VOTING	3

**VIII. Motion to Accept**

On a motion made and seconded, the board approved the following, as presented, the plan regarding the lease transaction including any costs related to the action.

<b><u>IX. 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	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber		X
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	Absent	
Mr. Donald Gehring	Abstain	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	Absent	
The Honorable Ryan McDougale	Absent	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

**Vote:**

Ayes	17
Nays	1
Abstention	1

ABSENT DURING MEETING	2
ABSENT DURING VOTING	3

There being no further business, the meeting was adjourned at 4:04 p.m.