

**MINUTES OF A MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
June 8, 2020**

Board Members

Dr. Arline Bohannon	Mr. Timothy McDermott
Dr. Peter Buckley	The Honorable Ryan McDougale
Mr. Steven DeLuca	Mr. Keith Parker
Dr. Lisa Ellis	Dr. Michael Rao (Chair)
Mr. George Emerson	Mr. Stuart Siegel
Ms. May Fox	Dr. Shantaram Talegaonkar
The Honorable Lisa Hicks-Thomas	The Honorable Marilyn Tavenner
Dr. Gopinath Jadhav	Dr. Michelle Whitehurst-Cook
The Honorable Jimmie Massie	Dr. Wilhelm Zuelzer
Dr. Bruce Mathern	

Staff

Dr. Ron Clark	Mr. Paul Neimeyer, Esq.
Mr. Matt Conrad	Ms. Mary Tacconi
Ms. Karah Gunther	Dr. Thomas Yackel
Ms. Melinda Hancock	
Ms. Karen Helderman	
Ms. Pamela Lepley	

I. Call to order

In accordance with Virginia Freedom of Information Act, Section 2.2-3708.2 “Meetings held through electronic means”, Subsection G., this meeting of the VCU Health System (“VCUHS”) Board of Directors was held via a conference telephone line. Dr. Rao called the meeting to order at 2:02 p.m. He began his Report of the President and Chair by speaking about the current difficult times with COVID 19 and the social unrest and their adverse impacts on many communities, specifically African Americans communities. He noted that many of those disproportionately affected during the pandemic have also been affected

disproportionately by viral, structural, institutional, and individual racism. He continued that Virginia Commonwealth University (“VCU”) and VCUHS have a responsibility to address the inequity by providing access and inclusion along with finding a way to end racism. Dr. Rao stated there will need to be substantive institutional actions to end racism in our culture and society, and in particular VCUHS must live up to its role as a safety net hospital that believes in the integrity and value of every human life. He further comment that VCU’s Chief Diversity Officer, Aashir Nasim, updated the VCU Board of Vistors on Friday about the actions VCU is taking, specifically the committee on commemoration and memorials will be finalizing a plan for removing unwanted confederate history symbolism on campus; the revisions to VCU’s non-discrimination policy will be completed, as well as non-discrimination training, courses on diversity and inclusion and improving mechanisms for reporting incidents of bias and discrimination. Dr. Rao also announced the I-cubed Institute has joined with the Office of the Vice President of Research and Innovation to double the award amount for every COVID-19 rapid response grant that focuses on health equity for older adults, racial minorities and other vulnerable populations. Dr. Rao stated that since the last meeting reactivation has begun at VCUHS with increases in volumes though not at pre-COVID-19 levels. He explained that the preparation for a surge of COVID-19 came at the expense of routine care. Many patients put off routine and, sometimes, urgent care because of fear of contracting the virus. He expressed concern that there may have been an increase in the number of total deaths not related COVID-19 due to this lack of seeking medical care. He concluded there will likely continue to be COVID-19 patients in the healthcare environment and VCUHS is prepared to safely care for all types of patients. Next,

Dr. Rao spoke about the university's plan for a phased opening leading up to the fall semester. He explained that many leaders and staff worked on a very cohesive plan called "One VCU: Responsible Together". He stated that VCU has benefited from the partnership and leadership of VCUHS in the university's reactivation plans which have been both nationally and locally recognized. The plan will focus on testing, screening and contact tracing in partnership with the Virginia Department of Health. He concluded VCU will do everything it can to keep people safe. Then, Dr. Rao spoke about the financial impacts VCU and VCUHS have been facing due to COVID-19. He explained the budget approved by the university board is 3% less than the current year's with many cuts and cost saving measures. He stated that no furloughs are currently planned but future ones will depend on state and federal funding. Next, Dr. Rao spoke about VCUHS's finances. He noted that because VCUHS has been preparing for funding cuts before the pandemic started, the health system is good financial standing. He highlighted the capital projects in progress and those that are planned including the Children's Hospital and outpatient clinics.. He also noted that during a recent call with the rating agency Moody's, an expert on the call described the health systems finances and actions. Dr. Rao then gave a brief update on the search for Senior Vice President for Health Sciences and CEO of VCU Health System. He stated there are four (4) finalists that will be coming to campus at the end of June. He said it will be a difficult choice as all are strong candidates. Dr. Rao spoke briefly about the four (4) board members whose terms are expiring this year and the contributions of each of them. He spoke first about John Luke who has served as Rector and Vice-Rector of the VCU Board of Visitors as well as Chair of the Quality, Safety, and Service Committee for

VCUHS. Dr. Rao stated Mr. Luke has been a tremendous advocate and ally especially as related to the Children's Hospital. He also recognized his generosity and diplomacy. He then highlighted the contributions of George Emerson, noting he was one of the first people he met when joining VCU. He stated Mr. Emerson has been a great advocate for VCU and Massey who helped Massey achieve comprehensive status. He also noted he has been generous with his resources and time. Finally, he quoted Mr. Emerson saying and agreeing, "It is all about saving lives." Next, Dr. Rao spoke about Dr. Arline Bohannon. He highlighted her physician leadership as well as the impact and care she has for the patient experience and health disparities. Lastly, Dr. Rao spoke about Jimmie Massie. He highlighted his financial expertise, his perspective from his service in the legislature, and calm thinking. He thanked each member for his or her service.

Dr. Buckley then gave his report of the Chief Executive Officer. He thanked Dr. Rao for his comprehensive overview. He began by talking about the Emergency Department's work in giving back to the community through FeedMore. He continued that this is just one act that symbolizes the altruism, compassion and community engagement of everyone at VCUHS. Dr. Buckley also praised the cohesiveness of VCUHS during this crisis. He then spoke about research during the pandemic and highlighted Dr. Arun Sanyal's world-renowned research and treatments. Next, he spoke about the opening of the New Kent freestanding emergency room as well the Sheltering Arms Institute, noting that even during the pandemic; VCUHS is continuing to expand into other communities, responsibly managing its finances and the future. Lastly, Dr.

Buckley referenced VCUHS being recognized in Becker's 100 Greatest Hospitals.

Finally, Dr. Rao asked for public comment. Being none, Dr. Rao asked for a motion into closed session.

II. Motion Into Closed Session

On motion made and seconded, and as authorized by Section 2.2-3711(A)(23) of the Act, the committee convened into closed session to discuss health care matters and operational strategies where the disclosure of such strategies would adversely impact the competitive position of the Authority, including: (i) Ratification of Prior Acts, Sheltering Arms JV Agreements Approval and Ratification; (ii) FY21 ATIP Proposal and Strategic Plan; (iii) Medical Staff Membership and Privileges, FY21 VCU Health System Quality, Safety, and Service Priorities; (iv) FY2021 Forecast Operating and Capital Budgets, Revised AOP Budget, Administrative Services Agreement, CERSA Amendment; (v) Finance and Property Report; (vii) Quality, Safety, and Service Report; and (viii) a Report of the President and Chair, a Report of the Chief Executive Officer, and a Report of the General Counsel.

III. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Arline Bohannon	X	
Dr. Peter Buckley	X	
The Honorable M. Kirkland Cox	Absent	
Mr. Steven DeLuca	X	
Dr. Lisa Ellis	X	
Mr. George Emerson	X	
Ms. May Fox	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Mr. John A. Luke, Jr.	Absent	
The Honorable James P. Massie	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougle	X	

Mr. Keith Parker	X
Dr. Michael Rao	X
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

Vote:

Ayes	19
Nays	0

ABSENT DURING MEETING: 2
 ABSENT DURING VOTING: 2

IV. 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.

V. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Arline Bohannon	X	
Dr. Peter Buckley	X	
The Honorable M. Kirkland Cox	Absent	
Mr. Steven DeLuca	X	
Dr. Lisa Ellis	X	
Mr. George Emerson	X	
Ms. May Fox	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Mr. John A. Luke, Jr.	Absent	
The Honorable James P. Massie	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Dr. Michael Rao	X	

Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	Absent
The Honorable Marilyn Tavenner	Absent
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

Vote:

Ayes	19
Nays	0

ABSENT DURING MEETING: 2
 ABSENT DURING VOTING: 4

VI. Motion to Accept

Dr. Rao then asked for a motion to vote for the action items in a bundle. Dr. Ellis stated she had a conflict indicating that approval of her Medical Staff membership and privileges was being considered. Dr. Rao stated they would vote on the Medical Staff Membership and Privileges separately. On a motion made by Ms. Fox and seconded by Mr. McDermott, the committee approved the Medical Staff Membership and Privileges by roll call.

VII. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Arline Bohannon	X	
Dr. Peter Buckley	X	
The Honorable M. Kirkland Cox	Absent	
Mr. Steven DeLuca	X	
Dr. Lisa Ellis	Abstained	
Mr. George Emerson	X	
Ms. May Fox	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Mr. John A. Luke, Jr.	Absent	
The Honorable James P. Massie	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Dr. Michael Rao	X	

Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
The Honorable Marilyn Tavenner	X
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

Vote:

Ayes	17
Nays	0

ABSTAINED	1
ABSENT DURING MEETING:	2
ABSENT DURING VOTING:	4

VIII. Motion to Accept

On a motion made by The Honorable Lisa Hicks-Thomas and seconded by Dr. Whitehurst-Cook, the committee accepted the Report of the President and Chair, Report of the Chief Executive Officer, and Report of the General Counsel and the Construction Update and approved the following, as presented, Ratification of Prior Acts, Sheltering Arms Joint Venture Agreements, FY21 ATIP and Strategic Plan, the VCU Health System Quality, Safety, and Service Priorities, the FY2021 Forecast Operating and Capital Budgets, the Revised AOP budget, the Administrative Service Agreement, and a CERSA Amendment.

IX. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Arline Bohannon	X	
Dr. Peter Buckley	X	
The Honorable M. Kirkland Cox	Absent	
Mr. Steven DeLuca	X	
Dr. Lisa Ellis	X	
Mr. George Emerson	X	
Ms. May Fox	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Mr. John A. Luke, Jr.	Absent	
The Honorable James P. Massie	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Dr. Michael Rao	X	

Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	Absent
The Honorable Marilyn Tavenner	Absent
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

Vote:

Ayes	17
Nays	0

ABSENT DURING MEETING: 2
 ABSENT DURING VOTING: 4

X. Motion to Accept

Dr. Rao then asked for a motion to vote for the next set of action items in a bundle. On a motion made by Dr. Mathern and seconded by Dr. Ellis, the board approved the Subsidiary Board appointments including; nominations for Members and Officers of the Board of Directors of Community Memorial Hospital, Nominations for Members for the Board of Directors of MCV Physicians, Nominations for Members of the CMH Foundation Board of Directors, Nominations for Members of VCIMCO, and Members and Officers for the Virginia Children’s Care Network, LLC Board of Managers, and approved the following Meeting Minutes by roll call.

Board of Directors

- Minutes of a Meeting held December 12, 2019
- Minutes of a Meeting held April 9, 2020

Executive Committee

- Minutes of a Meeting held February 27, 2020
- Minutes of a Meeting held March 25, 2020

XI. Roll Call Vote:

Dr. Arline Bohannon

Ayes

X

Nays

Dr. Peter Buckley	X
The Honorable M. Kirkland Cox	Absent
Mr. Steven DeLuca	X
Dr. Lisa Ellis	X
Mr. George Emerson	X
Ms. May Fox	X
The Honorable Lisa Hicks-Thomas	X
Dr. Gopinath Jadhav	X
Mr. John A. Luke, Jr.	Absent
The Honorable James P. Massie	X
Dr. Bruce Mathern	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	X
Mr. Keith Parker	X
Dr. Michael Rao	X
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	Absent
The Honorable Marilyn Tavenner	Absent
Dr. Michelle Whitehurst-Cook	X
Dr. Wilhelm Zuelzer	X

Vote:

Ayes	17
Nays	0

ABSENT DURING MEETING: 2
 ABSENT DURING VOTING: 4

There being no further business, the meeting was adjourned at 4:30 p.m.