

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

**Board Members**

Dr. Michael Rao, Chair  
The Honorable Lamont Bagby  
Dr. Hem Bhardwaj  
Mr. Joel Bieber  
Mr. Clyde Clark  
Dr. Alice Coombs  
Dr. Lisa Ellis  
Ms. May Fox  
Mr. Donald Gehring  
Dr. Gopinath Jadhav

Dr. Arthur Kellermann  
Ms. Fay Manolios  
Dr. Bruce Mathern  
Mr. Timothy McDermott  
The Honorable Ryan McDougale  
Mr. Keith Parker  
Mr. Stuart Siegel  
Dr. Shantaram Talegaonkar (virtual)  
Dr. Michelle Whitehurst-Cook

**Staff**

Ms. Elizabeth Allen  
Mr. Matt Conrad  
Dr. David Chelmow  
Ms. Amanda Dulin  
Mr. Zeb Elliott  
Ms. Kim Erland  
Ms. Sheryl Garland  
Ms. Karah Gunther  
Mr. Grant Heston  
Ms. Karen Helderman  
Ms. Paula Henderson  
Ms. Nina Hobcroft  
Mr. Taron James

Mr. Brian Jenkins  
Mr. Vladimir Lavrentyev  
Ms. Pamela Lepley  
Ms. Elizabeth Martin  
Dr. Silvia Munoz-Price  
Mr. Elias Neujahr  
Mr. Michael Roussos  
Ms. Anne Scher, Esq.  
Mr. Andrew Schutte, Esq.  
Ms. Mary Tacconi  
Dr. Tom Yackel

**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”) Board of Directors was held in person, electronically via Zoom and livestreamed. Dr. Michael Rao called the meeting to order at 12:35 p.m.

**II. Report of President and Chair**

Dr. Rao started his report by speaking about the complexity of the times, stating that this is the best time for VCU to rise, and that this is an opportunity to be the model of public good. Dr. Rao emphasized that patients must come first because the patients are at the center of our mission and vision. Next, Dr. Rao expressed that he was incredibly proud of the results of the Joint Commission visit. He shared that the surveyors were impressed with VCU Health's resiliency, passion, professionalism and commitment to patient care. He noted the Joint Commission's comments on our dedication and expertise of our team members. He then spoke about the reaccreditation as a Level One Trauma Center and pointed out that not only is VCU Medical Center the highest level Trauma Center, it is also the longest standing trauma center in the Commonwealth. Dr. Rao stated that VCU is modeling the very best for its students and patients. He continued by highlighting Dr. Stravitz's historic \$104 million gift, and Dr. Sanyal's contributions to the Stravitz-Sanyal Institute for Liver Disease and Metabolic Health. He spoke about the integration of clinical care, research and education that truly represents One VCU. Dr. Rao noted that patient service lines and access points are critical to better utilize and our preserve resources. He noted that VCU as an academic institution makes us who we are, but that it also creates challenges with when making big cultural shifts. He acknowledged that transformative leadership and innovation are sometimes hard. Dr. Rao emphasized that VCU must be the best in class: training, research and healthcare as well as conducting business with inclusion, equity and equality always in mind. He continued, respect is critical, and we must model well for each other and our students. Dr. Rao stated how we get there is as

important as what we do. In closing Dr. Rao said he expected the best of everyone on our team. He then turned the meeting over to Dr. Arthur Kellermann.

### **III. Report of Chief Executive Officer**

Dr. Kellermann began by welcoming everyone. He continued by noting that while there are two organizations, there is One VCU. Dr. Kellermann pointed out that the organizations work together and synergize their efforts. Next, Dr. Kellermann provided a COVID overview, noting the decrease in activity. He shared VCU Health was the first in the state to vaccinate all workers. Dr. Kellermann also indicated that a regimen is in place for regular testing of all vaccination exempt employees. He expressed hope that given past variant experience, the next wave will not be as bad as in the past. Dr. Kellermann shared that VCU Health has continued building despite the pandemic, highlighting the opening of the Adult Outpatient Pavilion, Ambulatory Surgery Center, Short Pump, and continuation of construction of the CHoR Wonder Tower. He reminded the board that Epic went live during the same time period. At this point, Dr. Rao expressed his appreciation for Susan Steagall for all her work on Epic. Dr. Kellermann continued by informing the board that Tappahannock Hospital was fully integrated in early March 2022 when it transitioned to VCUHS's Epic. He emphasized that going forward will be less about building, and more about how we are aligning delivery of care into service lines. He explained that alignment is achieved by promoting teamwork and providing responsible and great patient care. Dr. Kellermann pointed to Massey Cancer Center as a prototype for other service lines to come. He proposed requirements for VCU Health success: Teamwork is required in being respected and being heard, expressing this is the type of culture we want; Transparency is required in systems, processes, and decisions, noting

that we have the money and talent to do whatever we want; and Accountability requires people to bring their best, and includes rewarding good performance and correcting lower performance. Together, Teamwork, Transparency, and Accountability result in success. As a follow up, Dr. Kellermann acknowledged Dr. David Chelmow's new role as interim VCU School of Medicine Dean and noted that Dr. Chelmow was rated as a top Obstetrician-Gynecologist physician by US News and World Report. In closing, Dr. Kellermann acknowledged Brian Jenkins in his role in Chief Real Estate Officer and Nina Hobcroft as Chief Strategy Officer.

#### **IV. Closed Session**

On a motion made and seconded, as authorized by Section 2.2-3700 of the Virginia Freedom of Information Act including matters within Sections 8.01-581(16) and (17) of the *Code of Virginia*, and further as authorized by Sections 2.2-3711 (A) (1), (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 Strategy Discussion; Naming of Facilities and Gift Recognition; a Property Purchase; a Contract for biologics; an Amendment to the VCU Health System Investment Policy Statement; VCU Medical Center Medical Staff Membership and Privileges; (ii) to discuss personnel matters including Nominations for Officers for Subsidiary Boards and an Amendment to the VCU Health System Executive Compensation Philosophy Amendment, related to retention (iii) 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, which discussions, consultations and

briefings include the Report of the President and Chair, the Report of the Chief Executive Officer, and the Report of the General Counsel by roll call vote.

**V. Open Session**

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

**VI. 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	Absent
Dr. Lisa Ellis	X
Ms. May Fox	X
Mr. Donald Gehring	X
The Honorable Lisa Hicks-Thomas	Absent
Dr. Gopinath Jadhav	X
Dr. Arthur Kellermann	X
Ms. Fay Manolios	X
Dr. Bruce Mathern	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	X
Mr. Keith Parker	X
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
Dr. Michelle Whitehurst-Cook	X

**Vote:**

Ayes	19
Nays	0

ABSENT DURING MEETING	2
ABSENT DURING VOTING	2

**VII. 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 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 Board of Directors of the Virginia Commonwealth University Health System Authority.

<b>VIII. <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	Absent	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	Absent	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

**Vote:**

Ayes	19
Nays	0

ABSENT DURING MEETING	2
ABSENT DURING VOTING	2

**IX. Motion to Accept**

On a motion made and seconded, the Board accepted the Report of the President and Chair, Report of the Chief Executive Officer, Report of the General Counsel and bundled and approved the following, as presented, Naming of Facilities and Gift Recognition, Property Purchase, Contract for Biologics, Investment Policy Statement, Internal Audit Workplan Revisions, and Amendment to the VCU Health System Executive Compensation Philosophy, by roll call vote.

<b>X. <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	Absent	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	Absent	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

**Vote:**

Ayes	19
Nays	0

ABSENT DURING MEETING	2
ABSENT DURING VOTING	2

On a motion made and seconded, approved the VCU Medical Center Medical Staff Privileges, as presented, by roll call vote in which Dr. Coombs, Dr. Ellis and Dr. Bhardwaj recused themselves.

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

**Vote:**

Ayes	16
Nays	0

ABSENT DURING MEETING	2
ABSENT DURING VOTING	2
RECUSAL	3

On a motion made and seconded, approved the selection of the MCV Associated Physicians President and the creation of a Special Committee, as presented, by roll call vote .



<b>XII. <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	Absent	
Dr. Lisa Ellis		X
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	Absent	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougle	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

**Vote:**

Ayes            17  
Nays             2

ABSENT DURING MEETING            2  
ABSENT DURING VOTING                2

**XIII. Motion to Approve**

On a motion made and seconded, Nominations for Members and Officers for Subsidiary Boards were bundled with the minutes as listed, and approved by roll call vote.

**Audit and Compliance Committee**

- Minutes of a Meeting held December 8, 2022

Board of Directors

- Minutes of a Meeting held December 9, 2022

Evaluation and Compensation Committee

- Minutes of a Meeting held December 8, 2022

Finance and Property Committee

- Minutes of a Meeting held December 8, 2022

Governance Committee

- Minutes of a Meeting held December 8, 2022

Investment and Debt Subcommittee

- Minutes of a Meeting held December 8, 2022

Quality, Safety, and Service Committee

- Minutes of a Meeting held December 8, 2022

**XIV. 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	Absent
Dr. Lisa Ellis	X
Ms. May Fox	X
Mr. Donald Gehring	X
The Honorable Lisa Hicks-Thomas	Absent
Dr. Gopinath Jadhav	X
Dr. Arthur Kellermann	X
Ms. Fay Manolios	X
Dr. Bruce Mathern	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	X
Mr. Keith Parker	X
Mr. Stuart Siegel	Absent
Dr. Shantaram Talegaonkar	X
Dr. Michelle Whitehurst-Cook	X

**Vote:**

Ayes            18  
Nays            0

ABSENT DURING MEETING            2  
ABSENT DURING VOTING            3

There being no further business the meeting was adjourned at 3:28 p.m.