



**BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
9:20 A.M.
MAY 12, 2017
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

MINUTES

COMMITTEE MEMBERS PRESENT

Phoebe P. Hall, Chair and Vice Rector
Ms. Jacquelyn E. Stone, Vice Chair
Mr. John A. Luke, Jr., Rector
Ms. Colette W. McEachin
Mr. Ron McFarlane
Mr. Keith T. Parker
Honorable John W. Snow

COMMITTEE MEMBERS ABSENT

Mr. Alexander B. McMurtrie, Jr.

OTHERS PRESENT

Michele N. Schumacher, J.D., Assistant to the President and Board Liaison
Mr. Jacob Belue, Interim University Counsel
Staff from VCU

CALL TO ORDER

Ms. Phoebe P. Hall, Chair of Governance and Compensation Committee, called the meeting to order at 9:30 a.m.

APPROVAL OF MINUTES

Ms. Hall asked for a motion to approve the minutes of the March 22, 2017 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded the Minutes of the March 22, 2017 Governance and Compensation Committee were approved. A copy of the minutes can be found at on the VCU website at the following webpage <http://www.president.vcu.edu/board/committeeminutes.html>.

REPORTS AND RECOMMENDATIONS

Ms. Michele Schumacher, Board Liaison, provided a review of the current Committee Charter, the proposed Committee Dashboard, and proposed Committee Meeting Planner and noted suggested changes. Ms. Schumacher explained that these documents are still in draft format and will be approved at the Committee's next meeting in September. After discussion, Ms. Hall requested that the Committee members provide their comments concerning the documents to Ms. Schumacher so that the comments may be incorporated into the final documents .

CLOSED SESSION

On motion made and seconded, the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University convened a closed session under the Virginia Freedom of Information Act in order to discuss pursuant to **Section 2.2-3711 (A) (1)** of the Freedom of Information Act personnel matters, more specifically relating to the performance and evaluation of the President of the University in connection with the Presidential Comprehensive Review, as well as Board self-assessment.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Ms. Hall, Chair, called the meeting to order. On motion duly made and seconded the following resolution of certification was approved by a roll call vote:

Resolution of Certification

BE IT RESOLVED, that the joint meeting of the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Committee of the Board.

<u>Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. John A. Luke, Jr., Rector	X	
Ms. Phoebe B. Hall, Vice Rector and Committee Chair	X	
Ms. Colette W. McEachin	X	
Mr. Keith Parker	X	
Hon. John W. Snow	X	
Ms. Jacquelyn E. Stone, Vice Chair	X	

All members responding affirmatively, the resolution of certification was unanimously adopted.

ADJOURNMENT

There being no further business, Ms. Phoebe P. Hall, Chair, adjourned the meeting at 10:59 a.m.