



**BOARD OF VISITORS
GOVERNANCE AND COMPENSATION COMMITTEE
9:20 A.M.
MARCH 22, 2017
JAMES CABELL LIBRARY
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA**

MINUTES

COMMITTEE MEMBERS PRESENT

Phoebe P. Hall, Chair and Vice Rector
Ms. Jacquelyn Stone, Vice Chair
Ms. Colette W. McEachin (*entered meeting at 9:45 am*)
Mr. Keith Parker
Mr. John A. Luke, Jr., Rector

COMMITTEE MEMBERS ABSENT

Mr. Alexander B. McMurtrie, Jr.
Honorable John W. Snow

OTHERS PRESENT

President Michael Rao, Ph.D.
Michele N. Schumacher, J.D., Assistant to the President and Board Liaison
Ms. Madelyn Wessell, University Counsel
Dr. John Casteen, President Emeritus University of Virginia
Staff from VCU

CALL TO ORDER

Ms. Phoebe P. Hall, Chair of Governance and Compensation Committee, called the meeting to order at 9:35 a.m.

APPROVAL OF MINUTES

Ms. Hall asked for a motion to approve the minutes of the December 9, 2016 meeting of the Governance and Compensation Committee, as published. After motion duly made and seconded the Minutes of the December 9, 2016 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 an update on the Committee's dashboard. She noted that the items are all yellow insofar as they are continually being reviewed. Ms. Schumacher explained that she has undertaken a complete review of the Board of Visitors Bylaws and that there are several items that will need to be amended. It is expected that these amendments will be brought forward at the May Committee meeting.

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 evaluation, and evaluation of performance of the President of the University in connection with the Presidential Comprehensive Review.

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	
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 11:00 a.m.