



**JOINT MEETING OF THE VIRGINIA COMMONWEALTH UNIVERSITY HEALTH
SYSTEM AUTHORITY BOARD OF DIRECTORS**

AND

THE VIRGINIA COMMONWEALTH UNIVERSITY BOARD OF VISITORS

5:30 P.M.

APRIL 11, 2018

THE BOATHOUSE AT ROCKETTS LANDING

4708 OLD MAIN STREET

RICHMOND, VA 23231

MINUTES

VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS PRESENT

Ms. Phoebe P. Hall, Rector
Mr. H. Benson Dendy III
Dr. Robert Holsworth
Mr. Edward McCoy
Ms. Colette McEachin
Mr. Ron McFarlane
Rev. Tyrone Nelson
Dr. Carol Shapiro
Dr. Shantaram Talegaonkar

VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS ABSENT

Mr. John A. Luke, Jr., Vice Rector (joint membership)
Mr. William M. Ginther
Mr. Todd Haymore
Mr. Alexander B. McMurtrie, Jr. (joint membership)
Mr. Keith Parker (joint membership)
Ms. Jacquelyn E. Stone
Mr. G. Richard Wagoner, Jr.

**VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM
AUTHORITY BOARD MEMBERS PRESENT**

Honorable Kirk Cox
Mr. Steven DeLuca
Dr. Lisa Ellis
Mr. George P. Emerson, Jr.
Ms. Mary Fox
Ms. Phoebe P. Hall (joint membership)
Ms. Lisa Hicks-Thomas
Dr. Gopinath Jadhav
Hon. James P. Massie, III

Dr. Bruce Mathern
Honorable Ryan McDougale
Dr. Michael Rao
Dr. Marsha Rappley
Dr. Shantaram Talegaonkar (joint membership)
Dr. Michelle Whitehurst-Cook
Dr. William Zuelzer

**VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM
AUTHORITY BOARD MEMBERS BOARD MEMBERS ABSENT**

Dr. Arline Bohannon
The Honorable Eva Teig Hardy
Mr. John A. Luke, Jr. (joint membership)
Mr. Alexander B. McMurtrie, Jr. (joint membership)
Mr. Keith Parker (joint membership)

OTHERS PRESENT

Mr. Paul Neimeyer
Ms. Michele N. Schumacher
Ms. Mary Tacconi
Virginia Commonwealth University and Virginia Commonwealth University Health System
Authority Staff and Guests

CALL TO ORDER

Ms. Phoebe Hall., Rector, and Dr. Michael Rao, Chair, called the meeting to order at 6:25 p.m.

CLOSED SESSION

Ms. Hall moved that the Board of Visitors go into Closed Session pursuant to Sections 2.2-3711(A)(1), of the Freedom of Information Act, that the Virginia Commonwealth University Board of Visitors and the Virginia Commonwealth University Health System Authority Board of Directors go into “Closed Session” for the discussion of personnel matters, more specifically relating to the compensation / contract of the President of Virginia Commonwealth University and the compensation / contract of the Vice President for Health Sciences and the CEO of the VCU Health System. After motion duly seconded the Boards went into closed session.

RECONVENED SESSION

Following the closed session, the public was invited to return to the meeting. Ms. Hall 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 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 Board.

| <u>Vote</u> | <u>Ayes</u> | <u>Nays</u> |
|------------------------------|--------------------|--------------------|
| Ms. Phoebe Hall | X | |
| Dr. Carol Shapiro | X | |
| Mr. H. Benson Dendy III | X | |
| Dr. Robert Holsworth | X | |
| Mr. Ed. McCoy | X | |
| Ms. Colette McEachin | X | |
| Mr. Ron McFarlane | X | |
| Dr. Shantarem Talegaonkar | X | |
| Dr. Lisa Ellis | X | |
| Honorable Kirk Cox | X | |
| Mr. Steven DeLuca | X | |
| Mr. George Emerson | X | |
| Ms. Mary Fox | X | |
| Ms. Lisa Hicks-Thomas | X | |
| Dr. Gopinath Jadhav | X | |
| Hon. James P. Massie | X | |
| Dr. Bruce Mathern | X | |
| Honorable Ryan McDougle | X | |
| Dr. Michelle Whitehurst-Cook | X | |
| Dr. William Zuelzer | X | |

Dr. Marsha Rappley and Dr. Michael Rao left during closed session.

After the closed session Ms. Hall asked for a motion to approve the compensation and contract for Dr. Michael Rao, President of Virginia Commonwealth University as discussed in closed session, and the contract amendment for Dr. Marsha Rappley, Vice President for Health Sciences and CEO of the VCU Health System as discussed in closed session. After motion being seconded the compensation and contract for Dr. Michael Rao, President of Virginia Commonwealth University, and the compensation and contract amendments for Dr. Marsha Rappley, Vice President for Health Sciences and CEO of the VCU Health System, were unanimously approved, it being noted that Dr. Rao and Dr. Rappley were not present for this

vote and did not participate in the approval of either the compensation, contract, and/or contract amendments.

Ms. Phoebe Hall recessed the meeting at 6:30 p.m. for dinner

RECONVENED MEETING

Ms. Hall and Dr. Rao reconvened the meeting at 7:25 p.m.

PRESENTATION BY DR. MARSHA RAPPLEY

Dr. Marsha Rappley provided an update on Virginia Commonwealth University Health System Authority's strategic plan, Vision by Design.

ADJOURNMENT

With no further business to come before the board, Ms. Hall and Dr. Rao adjourned the meeting at 8:25 p.m.