



VIRGINIA COMMONWEALTH UNIVERSITY

**JOINT VIRGINIA COMMONWEALTH UNIVERSITY
BOARD OF VISITORS
AND
VCU HEALTH SYSTEM AUTHORITY
BOARD OF DIRECTORS
ELECTRONIC MEETING
5:00 PM
March 24, 2021**

MINUTES

DRAFT

**VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS PRESENT
ELECTRONICALLY**

Mr. Keith T. Parker, Rector (joint membership)
Mr. H. Benson Dendy III, Vice Rector
Ms. Carolina Espinal
Mr. Peter F. Farrell
Mr. Todd P. Haymore
Dr. Gopinath R. Jadhav (joint membership)
Ambassador Carmen Lomellin
Dr. Tonya Parris-Wilkins
Ms. Coleen Santa Ana
Mr. Stuart C. Siegel (joint membership)
Ms. Alexis N. Swann
Dr. Shantaram Talegaonkar (joint membership)
Mr. G. Richard Wagoner, Jr.

VIRGINIA COMMONWEALTH UNIVERSITY BOARD MEMBERS ABSENT

Ms. Pamela K. El (joint membership)
Mr. Edward L. McCoy, Secretary
Rev. Tyrone E. Nelson

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

The Honorable Lamont Bagby
Dr. Alice Coombs
Mr. Steven DeLuca
Dr. Lisa Ellis
Ms. May Fox
Mr. Donald Gehring
Ms. Lisa Hicks-Thomas
Dr. Gopinath R. Jadhav (joint membership)
Dr. Arthur Kellermann
Mr. Timothy McDermott

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The Honorable Ryan McDougle
Mr. Keith T. Parker (joint membership)
Dr. Michael Rao, Chair
Mr. Stuart C. Siegel (joint membership)
Dr. Shantaram Talegaonkar (joint membership)
The Honorable Marilyn Tavenner
Dr. Michelle Whitehurst-Cook
Dr. Wilhelm Zuelzer

VIRGINIA COMMONWEALTH UNIVERSITY HEALTH SYSTEM AUTHORITY
BOARD MEMBERS BOARD MEMBERS ABSENT

Ms. Pamela K. El (joint membership)
Mr. Clyde Clarke, Jr.
Dr. Bruce Mathern

OTHERS PRESENT

Ms. Chelsea Gray, Assistant Secretary & Board Liaison to the VCU Board of Visitors
Mr. Mike Melis, Esq., Virginia Commonwealth University Counsel
Mr. Paul Neimeyer, Esq., General Counsel and Corporate Secretary, VCU Health System
Ms. Mary Tacconi, Assistant Secretary to the VCU Health System Authority Board of Directors
Virginia Commonwealth University and Virginia Commonwealth University Health System
Authority Staff and Guests

CALL TO ORDER

President Rao, Chair, VCU Health System Board of Directors, and Rector Parker called the meeting to order at 5:02 p.m. Ms. Chelsea Gray and Ms. Mary Tacconi conducted a roll call to see who was present. The meeting was being held in accordance with HB29, Governor's Amendment 28: Allow policy-making boards to meet virtually during emergency declarations. The meeting was held by electronic communication means via Zoom. The public was able to view the open session of the meeting via livestream at <https://mssvideo.vcu.edu/BOV>.

REPORT OF THE PRESIDENT AND CHAIR

Dr. Rao began his report of the President and Chair by expressing gratitude to both boards for their support, dedication through the many challenges of the past year. He noted that VCU and VCU Health System are emerging stronger, together in support of their complex mission. Dr. Rao spoke about the joint meeting noting the last time the group was together they approved the appointment of Dr. Kellermann. He continued that Dr. Kellermann's arrival is symbolic of the coming transformation for student and patient access and outcomes. Dr. Rao noted that the social changes are harder to see. He stated that VCU and VCUHS have been integral to the response to the COVID pandemic. He highlighted the areas including providing access to patients and students, communication and leveraging expertise of epidemiologists, pathologists among others.

He stressed that VCU and VCUHS are dedicated to inclusivity for student and patient access. Dr. Rao also spoke about other areas of transformation including clinical trials and Massey Cancer Center. He noted that he hopes this meeting will provide a forum increase the Board of Visitors engagement in Health System information beyond the five overlapping board members. Dr. Rao reported that VCU Health System has been recognized as #1 hospital in the region as well as being top decile in experience, quality and safety performance for Anthem Q-HIP. He then spoke about the clinical alignment and focusing on the clinical delivery system to advance treatment and cures. He also noted that social determinants are a significant factor in health and they need to be a greater focus. Dr. Rao concluded his remarks, stating that Dr. Kellermann will be speaking about important strategies at VCU Health System.

PUBLIC COMMENT PERIOD

Ms. Chelsea Gray, Assistant Secretary and Board Liaison of the VCU Board of Visitors, reminded the Boards that written comments concerning the proposed agenda items were able to be submitted prior to the meeting via an online portal and VCU board email. She noted there were no comments submitted. The public was also notified that there would be a public comment session at this meeting however no one pre-registered to speak. Ms. Tacconi, Assistant Secretary and Board Administrator for VCU Health System Board of Directors, also advised there were no public comments received for VCU Health System.

CLOSED SESSION

On a motion made and seconded, and as authorized by Sections 2.2-3711(A) (23) of the Virginia Freedom of Information Act the Virginia Commonwealth University Board of Visitors and the Virginia Commonwealth University Health System Authority Board of Directors convened into closed session to discuss marketing or operational strategies where such where disclosure of such strategies would adversely impact the competitive position of the Authority, and, more specifically to discuss the Authority's approach to alignment of health system and university resources and priorities, review and improvement of funding, review and improvement of patient and student experiences, and other related operational considerations.

<u>Vote</u>	<u>Aves</u>	<u>Nays</u>
Mr. Keith T. Parker, Rector	X	
Mr. H. Benson Dendy III, Vice Rector	X	
Ms. Carolina Espinal	X	
Mr. Peter F. Farrell	X	
Mr. Todd P. Haymore	X	
Dr. Gopinath R. Jadhav (joint membership)	X	
Ambassador Carmen Lomellin	X	
Dr. Tonya Parris-Wilkins	X	
Ms. Coleen Santa Ana	X	
Mr. Stuart C. Siegel (joint membership)	X	

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Ms. Alexis N. Swann	X
Dr. Shantaram Talegaonkar (joint membership)	X
Mr. G. Richard Wagoner, Jr.	X

Ms. Pamela K. El (joint membership), Mr. Edward L. McCoy, Secretary, and Rev. Tyrone E. Nelson were absent during the meeting and during the vote.

At that time the VCU and VCUHS board members, cabinet members, and VCUHS senior leadership members ended the open session Zoom and entered the closed session Zoom meeting.

RECONVENED SESSION

Following the closed session, the board members and cabinet members returned to the open session Zoom. Dr. Rao called the meeting to order. On motion duly made and seconded, the board reconvened in open session and 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>
Mr. Keith T. Parker, Rector	X	
Mr. H. Benson Dendy III, Vice Rector	X	
Ms. Carolina Espinal	X	
Mr. Peter F. Farrell	X	
Mr. Todd P. Haymore	X	
Dr. Gopinath R. Jadhav (joint membership)	X	
Ambassador Carmen Lomellin	X	
Dr. Tonya Parris-Wilkins	X	
Ms. Coleen Santa Ana	X	
Mr. Stuart C. Siegel (joint membership)	X	
Ms. Alexis N. Swann	X	
Dr. Shantaram Talegaonkar (joint membership)	X	
Mr. G. Richard Wagoner, Jr.	X	

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Ms. Pamela K. El (joint membership), Mr. Edward L. McCoy, Secretary, and Rev. Tyrone E. Nelson were absent during the meeting and during the vote. All remaining members present responding affirmatively, the resolution of certification was adopted.

ADJOURNMENT

There being no further business, Mr. Parker, Rector, adjourned the meeting at 6:49 pm.