The meeting was called to order at 9:25 a.m. and, on motion made and seconded, the Governance and Compensation Committee approved the minutes from meetings held on May 13 and August 18, 2016.

The following items were presented for information and after general discussion follow-up requests were made:

- **Committee dashboard, charter and calendar** were reviewed and discussed. Mr. Conrad provided an overview and staff is going to continue to work to define goals and clearly identify measures for those goals.

- **Board Assessment** – process and tools were reviewed and discussed. Mr. Conrad will coordinate with the Association of Governing Boards (AGB) in using
their board assessment tool. Ms. Hall will follow up with individual members of
the board at the conclusion of AGB board assessment. Mr. Conrad will provide
an update at the December meeting.

On motion made and seconded, the Governance and Compensation Committee
convened into closed session to discuss certain personnel matters involving the
performance of identifiable employees or faculty at VCU, and to discuss the performance
evaluation of departments or schools of VCU where such evaluation will necessarily
involve discussion of the performance of specific individuals, as authorized by Section
2.2-3711 A (1) of the Virginia Freedom of Information Act.

Following closed session, on motion made and seconded, the following
Resolution was approved by acknowledgement of agreement with resolution of
certification with a show of hands, all members were in agreement.

The Governance and Compensation Committee of the Board of Visitors of Virginia
Commonwealth University 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 the
motion convening the closed session meeting were heard, discussed, or considered by the
Governance and Compensation Committee of the Board of Visitors of Virginia
Commonwealth University.

<table>
<thead>
<tr>
<th>Vote</th>
<th>Ayes</th>
<th>Nays</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms. Phoebe P. Hall, Vice Rector and Chair</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Ms. Jacquelyn E. Stone, vice chair</td>
<td></td>
<td>absent</td>
</tr>
<tr>
<td>Ms. Colette W. McEachin</td>
<td></td>
<td>absent</td>
</tr>
<tr>
<td>Mr. Ronald McFarlane</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Mr. Alexander B. McMurtrie Jr.</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Mr. Keith T. Parker</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Dr. John W. Snow</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>
Mr. John A. Luke Jr., Rector

Vote:
Ayes: 6
Nays: 0

ABSENT DURING MEETING: 2
ABSENT DURING VOTING: 2

On motion made and seconded the Governance and Compensation Committee approved the recommendation to the full board of visitors approval of the 2015-16 Incentive as discussed for the President.

The meeting was adjourned at 10:18 a.m.