

**MINUTES OF THE MEETING OF  
THE VIRGINIA COMMONWEALTH UNIVERSITY  
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS  
EVALUATION AND COMPENSATION COMMITTEE  
December 8, 2021**

**Committee Members**

Mr. Timothy McDermott, Chair  
The Honorable Lamont Bagby (virtual)  
The Honorable Lisa Hicks-Thomas  
Ms. Fay Manolios  
The Honorable Ryan McDougale (virtual)  
Mr. Keith Parker  
Dr. Michael Rao

**Board Member Guests**

Dr. Hem Bhardwaj  
Dr. Lisa Ellis

**Staff**

Mr. Zeb Elliott  
Ms. Kim Erland  
Ms. Karen Helderman  
Ms. Paula Henderson  
Mr. Taron James  
Dr. Arthur Kellermann

Mr. Vladimir Lavrentyev  
Ms. Pamela Lepley  
Ms. Anne Scher, Esq.  
Mr. James Siegel  
Ms. Mary Tacconi

**Other Guests**

Ms. Sally LaFond  
Mr. Jose Pagoaga

**I. Call to Order**

In accordance with Virginia Freedom of Information Act, Section 2.2-3708.2 “Meetings held through electronic means”, Subsection D., this meeting of the VCU Health System (“VCUHS”) Evaluation and Compensation Committee was held in person, electronically via Zoom and livestreamed. Mr. Tim McDermott called the meeting to order at 2:41 p.m.

**II. Minutes of the Meeting held on September 14, 2021**

On a motion made and seconded, the minutes of the meeting held September 14, 2021, were approved by roll call vote.

<b>III. <u>Roll Call Vote</u></b>	<b><u>Ayes</u></b>	<b><u>Nays</u></b>
Mr. Timothy McDermott, Chair	X	
The Honorable Lamont Bagby	X	
The Honorable Lisa Hicks-Thomas	X	
Ms. Fay Manolios	X	
The Honorable Ryan McDougle	Absent	
Mr. Keith Parker	X	
Dr. Michael Rao	X	

**Vote:**

Ayes	6
Nays	0
ABSENT DURING MEETING	0
ABSENT DURING VOTING	1

**IV. Closed Session**

On motion made and seconded, and as authorized by Section 2.2-3711(A) (1) of the Virginia Freedom of Information Act, the committee into closed session to discuss personnel matters, including, an Executive Recruitment Update; FY22 Executive ATIP Tracker; FY22 CEO ATIP Goals; and Personnel Matters and Policies which include executive compensation, severance plan updates, and CEO evaluation.

**V. Open Session**

On a motion made and seconded, the committee convened into open session, and approved by roll call vote.



**Vote:**

Ayes	7
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

**IX. Motion to Accept**

On a motion made and seconded, the committee approved and recommended the Board of Directors approve, the FY22 CEO ATIP Goals; Personnel Actions; and Personnel Policies, as presented by roll call vote.

**X. Roll Call Vote**

**Ayes**

**Nays**

Mr. Timothy McDermott, Chair	X
The Honorable Lamont Bagby	X
The Honorable Lisa Hicks-Thomas	X
Ms. Fay Manolios	X
The Honorable Ryan McDougle	X
Mr. Keith Parker	X
Dr. Michael Rao	X

**Vote:**

Ayes	7
Nays	0

ABSENT DURING MEETING	0
ABSENT DURING VOTING	0

There being no further business the meeting was adjourned at 4:06 p.m.