

**MINUTES OF THE MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
GOVERNANCE COMMITTEE
March 22, 2022**

Committee Members

The Honorable Lisa Hicks-Thomas, Chair	Mr. Donald Gehring
Mr. Joel Bieber	The Honorable Ryan McDougle
Dr. Alice Coombs	Dr. Michael Rao
Dr. Lisa Ellis	

Board Member Guests

Dr. Hem Bhardwaj
Ms. May Fox
Dr. Gopinath Jadhav
Dr. Bruce Mathern
Mr. Timothy McDermott
Ms. Fay Manolios
Mr. Keith Parker
Dr. Michelle Whitehurst-Cook

Staff

Dr. David Chelmow	Mr. Vladimir Lavrentyev
Mr. Zeb Elliott	Dr. Arthur Kellermann
Ms. Kim Erland	Mr. Michael Roussos
Ms. Karen Helderman	Ms. Anne Scher, Esq.
	Mr. James Siegel
Mr. Taron James	Ms. Mary Tacconi

I. Call to Order

The Honorable Lisa Hicks-Thomas called the meeting to order at 3:45 p.m.

II. Minutes of the Meeting held on December 8, 2021

On a motion made and seconded, the minutes of the meeting held December 8, 2021, were approved.

III. Nominations for Members and Officers for Subsidiary Boards

The Honorable Lisa Hicks-Thomas presented nominations for members and officers for Subsidiary Boards: Nina Hobcroft to the Community Memorial Hospital Board of Directors; and Dave Embry as Treasurer to the VCU Tappahannock Hospital Board of Directors. On a motion made and seconded, the appointments were approved.

IV. Closed Session

On motion made and seconded, and as authorized by Section 2.2-3711(A)(1) and (23) of the Virginia Freedom of Information Act, the committee convened into closed session to discuss operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority and personnel matters including, Board Effectiveness Survey and Nominations for Officers for Subsidiary Boards.

V. Open Session

On a motion made and seconded the committee convened into open session.

VI. Resolution of Certification

Following closed session, on a motion made and seconded, the following resolution was approved by roll call vote:

The Governance Committee of the Board of Directors of the Virginia Commonwealth University Health System Authority 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 this motion convening the closed session were heard, discussed or considered by the Governance Committee of the Board of Directors of the Virginia Commonwealth University Health System Authority.

VII. Roll Call Vote

	<u>Ayes</u>	<u>Nays</u>
The Honorable Lisa Hicks-Thomas, Chair	X	
Mr. Joel Bieber	X	

Dr. Alice Coombs		X
Ms. Pamela El		Absent
Dr. Lisa Ellis		X
Mr. Donald Gehring		X
The Honorable Ryan McDougale		X
Dr. Michael Rao		X

Vote:		
Ayes	7	
Nays	0	

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1

VIII. Motion to Accept

On a motion made and seconded the committee approved by a vote of five to two to recommend the Board of Directors approve the CEO proposal for the MCVP President and the formation of a Special Committee.

There being no further business the meeting was adjourned at 5:24 pm.