

**MINUTES OF A MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
EXECUTIVE COMMITTEE
March 25, 2020**

Committee Members Present

Dr. Michael Rao, Chair
Dr. Peter Buckley
Mr. Steven DeLuca
The Honorable Lisa Hicks-Thomas
The Honorable Ryan McDougale

**Others Present via
Conference Line**

Mr. Matt Conrad
Ms. Karen Helderman
Ms. Pamela Lepley
Ms. Mary Tacconi

Others Present

Dr. Ron Clark
Ms. Melinda Hancock
Mr. Paul Neimeyer, Esq.

Committee Members Present via Conference Line

Mr. John Luke, *3 John's Island Drive, Indian River Shores, FL*
The Honorable James P. Massie, III, *9011 Norwick Road, Richmond, VA*
Dr. Michelle Whitehurst-Cook, *1202 East Marshall Street, Richmond, VA*
Mr. George Emerson, *1900 Channel View Terrace, Chester, VA*

Other Board Members Present via Conference Line

Dr. Arline Bohannon, *417, North 11th Street, Richmond, VA*
The Honorable M. Kirkland Cox, *131 Old Brickhouse Lane, Colonial Heights, VA*
Dr. Lisa Ellis, *725 Woodson Place, Manakin Sabot, VA*
Ms. May Fox, *15 Towana Road, Richmond, VA*
Dr. Gopinath Jadhav, *9005 Spring Brook Court, Richmond, VA*
Dr. Bruce Mathern, *159 Gaines Thrifty Lane, Manakin Sabot, VA*
Mr. Timothy McDermott, *602 Duncan Street, Ashland, VA*
Mr. Keith Parker, *2201 Lawrenceville Highway, Decatur, GA*
Dr. Shantaram Talegaonkar, *9120 Broadstone Road, North Chesterfield, VA*
Dr. Wilhelm Zuelzer, *1205 East Marshall Street, Richmond, VA*

I. Call to order

Dr. Rao called the meeting to order at 1:02 p.m. Mr. Parker stated he was present via conference call.

II. Motion Into Closed Session

On a motion made and seconded, and authorized by Sections 2.2-3711 (A) (1), (3), (7), (8) and (23) of the Virginia Freedom of Information Act, including matters within Sections 8.01-581.16 and 17 of the *Code of Virginia*, the committee convened into closed session to discuss health care matters, and operational strategies where disclosure of such strategies would adversely impact the competitive position of the Authority, including Virginia Premier Health Plan, Inc. Restated Articles and Bylaws and Shareholder Proxy, an Emergency Resolution, Virginia Premier Subordinated Debt Forgiveness, Plan of Finance, Contract(s) and Lease(s), Compensation Model and Philosophy, a Strategic Discussion Regarding the Provision of Healthcare Services, and Health System Safety and High Reliability Report; and to consult with legal counsel and receive briefings by staff members pertaining to actual and probable litigation and other specific legal matters requiring the provision of advice by counsel, as well as the Report of the President and Chair and the Report of the Chief Executive Officer.

III. Resolution of Certification

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

The Executive 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 that are lawfully exempt from the open meeting requirements under 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 were heard, discussed or considered.

IV. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
Mr. Steven DeLuca	X	
Mr. George Emerson	X	

The Honorable Lisa Hicks-Thomas	X
Mr. John A. Luke, Jr.	X
The Honorable James P. Massie, III	X
The Honorable Ryan McDougle	X
Dr. Marsha Rappley	X
Dr. Michelle Whitehurst-Cook	X

Vote:

Ayes	9
Nays	0

ABSENT DURING MEETING: 1
 ABSENT DURING VOTING: 1

V. Motion to Accept

On a motion made and seconded, the committee accepted the Report of the President and Chair, Report of the Chief Executive Officer, and Report of the General Counsel and approved the following, as presented, Virginia Premier Health Plan, Inc. Restated Articles and Bylaws and Shareholder Proxy, an Emergency Resolution, Virginia Premier Subordinated Debt Forgiveness, Plan of Finance, Contract(s) and Lease(s), and Compensation Philosophy and Model, by roll call vote.

VI. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
Mr. Steven DeLuca	X	
Mr. George Emerson	X	
The Honorable Lisa Hicks-Thomas	X	
Mr. John A. Luke, Jr.	X	
The Honorable James P. Massie, III	X	
The Honorable Ryan McDougle	X	
Dr. Marsha Rappley	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes	9
Nays	0

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 0

VII. Appointments to Subsidiary Boards

On a motion made and seconded, appointments to Sheltering Arms Institute Board of Managers (Rehab JV, LLC), appointments to the Virginia Children’s Care Network, LLC Board of Managers, and the officers of Virginia Children’s Care Network, LLC Board of Managers, were approved by roll call vote.

VIII. Roll Call Vote:

	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
Mr. Steven DeLuca	X	
Mr. George Emerson	X	
The Honorable Lisa Hicks-Thomas	X	
Mr. John A. Luke, Jr.	X	
The Honorable James P. Massie, III	X	
The Honorable Ryan McDougle	X	
Dr. Marsha Rappley	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes 9
Nays 0

ABSENT DURING MEETING: 0
ABSENT DURING VOTING: 0

There being no further business, the meeting was adjourned at 2:49 p.m.