

**MINUTES OF THE MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
December 9, 2021**

Board Members

Dr. Michael Rao, Chair
The Honorable Lamont Bagby
Dr. Hem Bhardwaj
Mr. Joel Bieber
Mr. Clyde Clark
Dr. Alice Coombs
Ms. Pamela El
Dr. Lisa Ellis
Ms. May Fox
Mr. Donald Gehring
The Honorable Lisa Hicks-Thomas
(virtual morning)

Dr. Arthur Kellermann
Ms. Fay Manolios
Dr. Bruce Mathern
Mr. Timothy McDermott
The Honorable Ryan McDougale (virtual
morning)
Mr. Keith Parker
Mr. Stuart Siegel
Dr. Shantaram Talegaonkar
Dr. Michelle Whitehurst-Cook

Staff

Dr. Peter Buckley
Mr. Scott Burnette
Dr. Ron Clark
Mr. Jay Davenport
Ms. Samantha Duckett, Esq.
Mr. Zeb Elliott
Ms. Kim Erland
Ms. Sheryl Garland
Ms. Karah Gunther
Mr. Grant Heston
Ms. Karen Helderman
Ms. Paula Henderson
Ms. Nina Hobcroft
Mr. Grant Heston
Mr. Marcos Irigaray
Mr. Taron James

Mr. Brian Jenkins
Mr. Vladimir Lavrentyev
Ms. Pamela Lepley
Ms. Elizabeth Martin
Mr. Elias Neujahr
Ms. Anne Scher, Esq.
Mr. Andrew Schutte, Esq.
Mr. James Siegel
Ms. Susan Steagall
Ms. Mary Tacconi
Dr. Tom Yackel

Guests

Mr. Michael Roussos
Dr. Robert Winn

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”) Board of Directors was held in person, electronically via Zoom and livestreamed. Dr. Michael Rao called the meeting to order at 10:34 a.m.

II. Report of President and Chair

Dr. Rao began his report speaking about the success of the October Board Retreat. Dr. Rao noted that the retreat helped to focus the board and get a better understanding of VCU and how it uses its resources. Dr. Rao spoke briefly about Massey Cancer Center and the Children’s Hospital. Next, Dr. Rao described success VCU has had in research. He noted the largest study in genetics was being undertaken with the help of \$9 million in funding from the NIH. He also noted that a NCI Science Grant was awarded to VCU and VSU to study cancer disparities. Dr. Rao stated that the VCU School of Medicine was creating a new Institute for Liver Disease and Metabolic Disease and expressed his appreciation for Dr. Arun Sanyal who obtained \$20 million from the NIH for his research. Dr. Rao then spoke about the recent Epic go live. He recalled that members of the Board had accelerated the vote to move forward to embark on a new electronic medical record (EMR) with Epic. Dr. Rao stated that Epic was a major, difficult undertaking, but he pointed out that the EMR is much more patient centric. Dr. Rao recognized that the Epic implementation would not be possible without Susan Steagall. Next, Dr. Rao mentioned that over the past weekend, VCU Health moved into the new Adult Outpatient Pavilion (AOP). He stated that the AOP was critical to the enhancing the patient experience, as well as quality, safety and service. Dr. Rao also spoke about the new Children’s Hospital building and its importance to the organization’s mission. He continued by expressing that no other institution has implemented so many initiatives at one time all to achieve better access

for patients. He praised the team for their dedication and commitment to success. Next, Dr. Rao acknowledged Dr. Peter Buckley. Dr. Rao related his several attempts to recruit Dr. Buckley over the years until he finally joined the organization in January 2017. He informed the Board that Dr. Buckley had accepted a position as Chancellor of University of Tennessee Health Science Center, recognizing that it was a wonderful opportunity for Dr. Buckley. Dr. Rao expressed his heartfelt thanks for all Dr. Buckley has done for better student and patient outcomes. The Board gave a standing ovation to thank and acknowledge Dr. Buckley for his service, especially during a very challenging time. In closing, Dr. Rao recognized the loss of two friends and colleagues, Dr. Walter Lawrence and Dr. Hermes Kontos. He noted that Dr. Lawrence helped to create a student-centered culture, and that he was a great surgeon, researcher and a wonderful teacher. Dr. Rao recognized Dr. Kontos' contribution in shaping the organization. Dr. Rao closed by turning the meeting over to Dr. Art Kellermann for the Report of the Chief Executive Officer.

III. Report of Chief Executive Officer

Dr. Kellermann began his report by stating that the most important recent development was the Epic go live. He noted that the work by IT, HR and the providers leading up to and through the go live was astounding, and that Epic will touch every aspect of the organization. The Board applauded to express their gratitude.

Dr. Rao then again recognized Susan Steagall, when she joined the meeting, for her time and patience and extended a huge thank you on behalf of the Board of Directors for her role in implementing Epic. Ms. Steagall thanked Dr. Rao and the board

and acknowledged that Epic was a huge undertaking. She stated it was truly a team effort, and that she was proud to have had strong team support.

Dr. Kellermann then continued his report by noting that Epic was not the only thing VCU Health System started in December. He said the Adult Outpatient (AOP) was the biggest project VCU Health System has done which brings all the physicians, nurses and resources to the patients. Dr. Kellermann recognized that we are still working through some difficulties with the opening but invited the Board to come see the extraordinary facility now that it is open. Dr. Kellermann also highlighted the opening of the Ambulatory Surgery Center in Short Pump. He noted the hard work and preparation that went into the surgery center to provide patient accessibility. In closing, Dr. Kellermann explained that the extraordinary VCU Health System team continues “living the mission” despite all of the changes and challenges, he continued that the people are what make VCU Health System work.

IV. Research Update

Dr. Peter Buckley began his presentation by noting the remarkable resilience of the VCU faculty during the pandemic. Dr. Buckley pointed out the extraordinary talent of the faculty, like Dr. Arun Sanyal who published four papers in the New England Journal of Medicine and two in JAMA. Dr. Buckley spoke about FY21 research funding of \$363 million, noting that it is an increase of 8% over the prior year, and was up 32% since 2017. He also noted that 50% of research funding was generated by the School of Medicine. Next, Dr. Robert Winn discussed Massey Cancer Center. Dr. Winn highlighted the Team Science National Grants. He informed the Board that 85% of the patients are lung, GI, prostate and breast cancer patients. Dr. Winn explained the NCI

PC20 Spore and NCI P20 PACH grants as well. He then spoke about the Stand Up to Cancer grant which is the first of its kind in the state. In closing, Dr. Winn commented that grants lead to the pursuit of other grants.

V. VCU Brand

Next, Mr. Heston began his presentation on the VCU Brand. He spoke about how in marketing the best work is seeing and talking about success stories. Mr. Heston reviewed the process used to do the VCU brand research starting in August 2021 to December 2021. He noted that research is meant to find the VCU stories, and that identifying the perception of VCU and what our aspirations are can be ways to tell the VCU story. Mr. Heston described four creative strategies tell the VCU story: 1) develop a branded house with a firm, but flexible structure; 2) own who we are to win hearts and minds, concentrating on emotion; 3) invest to obtain key outcomes through story telling; and 4) identify the direction and place in the market for VCU. Mr. Heston spoke about the different ways VCU can be talked about. Lastly, he gave an example of how VCU needs to make better use of its presence and maximize resources to grow. A brief discussion followed Mr. Heston's presentation. Dr. Rao thanked Mr. Heston for his presentation.

VI. Recognition Resolution

Dr. Rao introduced and read the **Resolution of the VCU Health System Authority Board of Directors Commending Ralph R. "Ron" Clark, III, M.D.**

WHEREAS, Ralph R. "Ron" Clark, III, M.D., a respected physician, has provided distinguished service to the Virginia Commonwealth University Health System Authority over the course of his career in furtherance of its mission, vision, and values; and

WHEREAS, after receiving his medical degree in 1987 and completing his internship and residency in 1990 at Virginia Commonwealth University, Dr. Clark began his career as a faculty attending physician in the Department of Internal Medicine at MCV Hospitals, where he worked tirelessly to care for patients and became Chief of Staff in 1997; and

WHEREAS, when the Virginia Commonwealth University Health System Authority was created on

July 1, 2000, Dr. Clark served as the Chief Medical Officer for VCU Medical Center, where his efforts have improved the quality and safety of health care provided to patients; and

WHEREAS, on November 1, 2019, Dr. Clark demonstrated his unwavering commitment to VCU Health when he agreed to serve as Interim President of VCU Medical Center; and

WHEREAS, in mid-March 2020, only months into his tenure as Interim President and while preparing for the planned implementations of new enterprise resource planning and electronic medical record systems, Dr. Clark faced the unforeseen and unprecedented challenge of leading VCU Medical Center through the COVID-19 pandemic; and

WHEREAS, Dr. Clark skillfully led VCU Medical Center through multiple waves of the COVID-19 pandemic, safely guiding the team through the initial wave, rapidly reopening the system for elective surgeries and procedures once it was safe to do so, employing innovative strategies, promoting vaccination and mitigation strategies, and effectively navigating through the most challenging public health crisis of the modern era; and

WHEREAS, Dr. Clark demonstrated his support for nursing and patient care service and his commitment to patient experience by providing executive leadership for the implementation of leader rounding and thoughtfully listening and responding to staff concerns; and

WHEREAS, Dr. Clark has provided stability and direction to VCU Medical Center during this time of uncertainty and societal change and has demonstrated through his actions that he is a leader who truly cares; and

WHEREAS, a respected physician known for his resolve and dedication, Dr. Clark has made valuable and lasting contributions over the course of his career at VCU Health.

NOW, IT IS HEREBY RESOLVED that the Virginia Commonwealth University Health System Authority Board of Directors formally acknowledges and extends its profound appreciation to Ralph R. “Ron” Clark, III, M.D. for his distinguished and exemplary service to VCU Health, its staff, its patients, and the community, particularly during his tenure as Interim President of VCU Medical Center. As a token of its appreciation, the VCU Health System Authority Board of Directors adopts this Resolution with deep respect and honor for his exceptional contributions.

On a motion made and seconded, the Resolution recognizing Dr. Ralph R. Clark was approved by roll call vote, followed by a standing ovation.

VII. Roll Call Vote

Ayes

Nays

Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	Did not vote	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	

Ms. May Fox	X
Mr. Donald Gehring	X
The Honorable Lisa Hicks-Thomas	X
Dr. Gopinath Jadhav	Absent
Dr. Arthur Kellermann	X
Ms. Fay Manolios	X
Dr. Bruce Mathern	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	X
Mr. Keith Parker	X
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
Dr. Michelle Whitehurst-Cook	X

Vote:

Ayes	18
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1
DID NOT VOTE	1

VIII. Closed Session

On a motion made and seconded, as authorized by Section 2.2-3700 of the Virginia Freedom of Information Act including matters within Sections 8.01-581(16) and (17) of the *Code of Virginia*, and further as authorized by Sections 2.2-3711 (A) (1), (7), (9) and (23), the board convened into closed session to discuss: (i) operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority, including: a Strategy Discussion; Naming of Facilities and Gift Recognition; VCU Public Health Program Support; VCU Medical Staff Membership and Privileges; FY22 VCU Medical Center Quality, Safety, Service Plan; (ii) to discuss personnel matters including FY22 CEO ATIP Goals; Personnel Matters and Policies which include, executive compensation, severance plan updates, and CEO evaluation;

(iv) discussion of gifts, bequests, and fund-raising activities of Virginia Commonwealth University, namely notable and significant gifts report; (v) 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, which discussions, consultations and briefings include the Report of the President and Chair, the Report of the Chief Executive Officer, and the Report of the General Counsel.

IX. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	Did not vote	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	Absent	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes	19
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	1
DID NOT VOTE	1

X. Open Session

Following closed session, on a motion made and seconded the Board convened into open session by roll call vote.

XI. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	Did not vote	
Mr. Clyde Clark	Absent	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	Absent	
Dr. Arthur Kellermann	Absent	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes 17
Nays 0

ABSENT DURING MEETING 1
ABSENT DURING VOTING 3
DID NOT VOTE 1

XII. Resolution of Certification

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

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 Board of Directors of the Virginia Commonwealth University Health System Authority.

XIII. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	Did not vote	
Mr. Clyde Clark	Absent	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	Absent	
Dr. Arthur Kellermann	Absent	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes 17
Nays 0

ABSENT DURING MEETING 1

ABSENT DURING VOTING	3
DID NOT VOTE	1

XIV. Motion to Accept

On a motion made and seconded, the Board accepted the Report of the President and Chair, Report of the Chief Executive Officer, Report of the General Counsel and approved the following, as presented, Naming of the Echocardiography Reading Room on the second floor of Gateway Hospital, room 279, in honor of Dr. Walter Paulsen, an extraordinary clinician, master echocardiographer and tireless educator at VCU for more than 40 years, Support for the VCU Public Health Program, VCU Medical Center Medical Staff Membership and Privileges, and FY22 VCU Medical Center Quality, Safety, Service Plan by roll call vote.

XV. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	Did not vote	
Mr. Clyde Clark	Absent	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	Absent	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

DID NOT VOTE	1
RECUSAL	1

On a motion made and seconded, approved the following, as presented, Personnel

Actions by roll call vote.

XVII. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	Did not vote	
Mr. Clyde Clark	Absent	
Dr. Alice Coombs	X	
Ms. Pamela El	X	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	Absent	
Dr. Arthur Kellermann	X	
Ms. Fay Manolios	Abstain	
Dr. Bruce Mathern	Recuse	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougale	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	X	

Vote:

Ayes	16
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	2
DID NOT VOTE	1
ABSTANTION	1
RECUSAL	1

XVIII. Motion to Approve

On a motion made and seconded, the following Meeting Minutes were approved by roll call vote:

Audit and Compliance Committee

- Minutes of a Meeting held September 14, 2021

Board of Directors

- Minutes of a Meeting of Board Representatives held September 10, 2021
- Minutes of a Meeting held September 15, 2021
- Minutes of a Strategic Planning Retreat held October 28, 2021

Evaluation & Compensation Committee

- Minutes of a Meeting held September 14, 2021
- Minutes of a Meeting held October 20, 2021

Executive Committee

- Minutes of a Meeting held October 26, 2021

Finance & Property Committee

- Minutes of a Meeting held September 14, 2021

Governance Committee

- Minutes of a Meeting held September 14, 2021

Investment & Debt Subcommittee

- Minutes of a Meeting held September 14, 2021

Quality, Safety and Service Committee

- Minutes of a Meeting held September 14, 2021

XIX. Roll Call Vote

Ayes

Nays

Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	X	
Dr. Hem Bhardwaj	X	
Mr. Joel Bieber	Did not vote	
Mr. Clyde Clark	Absent	
Dr. Alice Coombs	X	

Ms. Pamela El	X
Dr. Lisa Ellis	X
Ms. May Fox	X
Mr. Donald Gehring	X
The Honorable Lisa Hicks-Thomas	X
Dr. Gopinath Jadhav	Absent
Dr. Arthur Kellermann	X
Ms. Fay Manolios	X
Dr. Bruce Mathern	X
Mr. Timothy McDermott	X
The Honorable Ryan McDougale	X
Mr. Keith Parker	X
Mr. Stuart Siegel	X
Dr. Shantaram Talegaonkar	X
Dr. Michelle Whitehurst-Cook	X

Vote:

Ayes	18
Nays	0

ABSENT DURING MEETING	1
ABSENT DURING VOTING	2
DID NOT VOTE	1

There being no further business the meeting was adjourned at 3:41 p.m.