

**MINUTES OF A SPECIAL MEETING OF THE
BOARD OF VISITORS OF
VIRGINIA COMMONWEALTH UNIVERSITY
June 10, 1997**

A special meeting of the Board of Visitors of Virginia Commonwealth University was held on Tuesday, June 10, 1997, at 1 p.m. in the Commonwealth Ballroom located in the University Student Commons at 907 Floyd Avenue.

Present were Messrs. Siegel (Rector), Flippen, Markel, Smith, Townes and Weinberg; and Drs. Perkinson, Smith, Vaughan, White and Wootton. Messrs. DeRusha, Marcus and Rigsby; and Mesdames Powell and Vaughan were absent. Also present were Drs. Trani, Dewey, Harris, Jones and Kontos; Messrs. Bunce, Gehring, Ross, Timmreck and Wyeth; and Mesdames Jones, Price and Reed.

Mr. Siegel called the meeting to order.

On motion made and seconded, the following Resolution was approved:

**RESOLUTION TO TRANSFER SPONSORSHIP TO THE
MCVH HEALTH CARE PROVIDERS DEFINED CONTRIBUTION PLAN TO THE
MEDICAL COLLEGE OF VIRGINIA HOSPITALS AUTHORITY**

WHEREAS, the Board of Visitors of Virginia Commonwealth University, by prior resolution and action, has accepted and provided sponsorship of the Medical College of Virginia Hospitals Health Care Providers Defined Contribution Plan (the "HCP Plan") and the Medical College of Virginia Hospitals Health Care Providers Defined Contribution Trust Agreement (the "HCP Trust"); and

WHEREAS, the following Trustees were appointed by the Board of Visitors to administer the HCP Plan and HCP Trust:

Paul P. Jez
Dominic J. Puleo
Dennis Pavick; and

WHEREAS, the Board of Visitors of Virginia Commonwealth University now wishes to discontinue its participation in and sponsorship of the HCP Plan and

HCP Trust and transfer the HCP Plan and accompanying HCP Trust to the Medical College of Virginia Hospitals Authority ("MCVHA"), a public body corporate and political subdivision of the Commonwealth of Virginia, as established by the Medical College of Virginia Hospitals Authority Act, effective July 1, 1997;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Visitors of Virginia Commonwealth University that:

- A. Virginia Commonwealth University shall discontinue its participation in and sponsorship of the HCP Plan and the HCP Trust, effective July 1, 1997, upon approval and acceptance by the Board of Directors of the Medical College of Virginia Hospitals Authority of the adoption, assumption and transfer of the HCP Plan and HCP Trust to the Medical College of Virginia Hospitals Authority.
- B. The Trustees appointed by the Board of Visitors to administer the HCP Plan and HCP Trust shall be relieved of their duties thereunder upon approval and acceptance by the Board of Directors of the Medical College of Virginia Hospitals Authority of the adoption, transfer and sponsorship of the HCP Plan and HCP Trust to the Medical College of Virginia Hospitals Authority and the actual transfer of the assets pertaining thereto to the successor trustees.

The resolution shall take effect immediately.

On motion made and seconded and as authorized by Section 2.1-344 a(7) of the Virginia Freedom of Information Act, the Board convened into executive session to consult with legal counsel and receive briefings by staff members, consultants or attorneys, pertaining to actual or probable litigation or other specific legal matters requiring the provision of advice by counsel, which discussions, consultations and briefings include the Sole Source Agreement regarding Indigent Care Services provided to the Medical College of Virginia Hospitals Authority by MCV Associated Physicians, and the proposed Clinical and Operating Services Agreement between the Medical College of Virginia Hospitals Authority and MCV Associated Physicians, the Physician Faculty Practice Plan of Virginia Commonwealth University.

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

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 executive session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the executive session meeting were heard, discussed or considered by the Board of Visitors of Virginia Commonwealth University.

<u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Mr. Stuart C. Siegel, Rector	X	
Mr. William C. DeRusha	Absent	
Mr. Edward L. Flippen	X	
Mr. M. Boyd Marcus, Jr.	Absent	
Mr. Steven A. Markel	X	
Dr. W. Baxter Perkinson, Jr.	X	
Ms. Diane Linen Powell	Absent	
Mr. Robert E. Rigsby	Absent	
Dr. Lindley T. Smith	X	
Mr. Ted L. Smith	X	
Mr. Clarence L. Townes, Jr.	X	
Dr. David A. Vaughan	X	
Ms. Sandra M. Adair Vaughan	Absent	
Mr. Jay M. Weinberg	X	
Dr. H. George White, Jr.	X	
Dr. Percy Wootton	X	

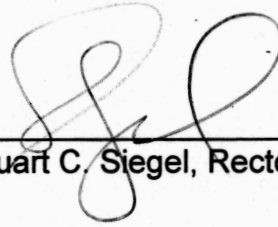
Vote:

Ayes: 11
Nays: 0

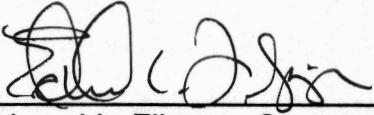
ABSENT DURING MEETING: 5
ABSENT DURING VOTING: 5

On motion made and seconded, the Sole Source Agreement with MCV Associated Physicians Indigent Care Services was approved.

The meeting was adjourned at 1:10 p.m.



Stuart C. Siegel, Rector



Edward L. Flippen, Secretary