

**RESOLUTION ADOPTED BY THE BOARD OF VISITORS  
MAY 17, 2021**

Approval for the UVA Medical Center to Become the Sole Member of  
Novant Health UVA Health System

**PAGE**

11714



THE RECTOR AND VISITORS OF THE  
UNIVERSITY OF VIRGINIA

May 17, 2021

Following a joint meeting of the Health System Board and the Finance Committee, the Board of Visitors of the University of Virginia met as the full Board in open session by electronic means at 3:00 p.m. on Monday, May 17, 2021. James B. Murray Jr., Rector, presided. The meeting was streamed live.

Present and participating via Zoom were Robert M. Blue, Mark T. Bowles, L.D. Britt, M.D., Whittington W. Clement, Frank M. Conner III, Elizabeth M. Cranwell, Barbara J. Fried, Robert D. Hardie, Maurice A. Jones, Babur B. Lateef, M.D., Angela Hucles Mangano, C. Evans Poston Jr., James V. Reyes, and Mazzen S. Shalaby.

Present as well were James E. Ryan, Jennifer Wagner Davis, K. Craig Kent, M.D., M. Elizabeth Magill, Margaret S. Grundy, Susan G. Harris, Timothy J. Heaphy, Michael J. Citro, Megan K. Lowe, Clark "Chip" L. Murray, and Debra D. Rinker.

The Rector called the meeting to order and directed Visitors to the resolutions provided in the materials.

On motion duly seconded, the following resolutions were approved by unanimous roll call vote of all voting members of the Board: Mr. Murray, Mr. Blue, Mr. Bowles, Dr. Britt, Mr. Clement, Mr. Conner, Ms. Cranwell, Ms. Fried, Mr. Hardie, Mr. Jones, Ms. Mangano, Mr. Poston, and Mr. Reyes. Dr. Lateef abstained.

**APPROVAL FOR THE UVA MEDICAL CENTER TO BECOME THE SOLE MEMBER OF  
NOVANT HEALTH UVA HEALTH SYSTEM**

WHEREAS, The Rector and Visitors of the University of Virginia on behalf of its Medical Center (the "Medical Center") holds a 40% membership interest in Novant Health UVA Health System (the "JOC"); and

WHEREAS, Novant Health, Inc. ("Novant") holds a 60% membership interest in the JOC; and

WHEREAS, the JOC owns and operates various health care facilities in Northern Virginia, including Culpeper Memorial Hospital, Incorporated, d/b/a Culpeper Regional Hospital; Prince William Hospital d/b/a Prince William Medical Center and Haymarket Medical Center; and

WHEREAS, the Commonwealth of Virginia legislation pertaining to the operations of the Medical Center (Section 23.1-2212 of the Code of Virginia) grants authority to create, own in whole or in part, or otherwise control, corporations or other entities whose activities promote the operations of the Medical Center and its mission; and

WHEREAS, the Board of Visitors finds it to be in the best interests of the University of Virginia and its Medical Center for the Medical Center to acquire Novant's membership interest in the JOC and, as a result, to become the sole member of the JOC (the "Transaction");

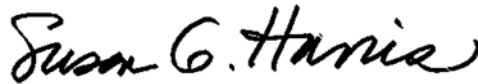
RESOLVED, the Board of Visitors approves the Transaction which includes acquiring Novant's membership interest in the JOC and becoming the sole member thereof; and

RESOLVED FURTHER, the Executive Vice President and Chief Operating Officer is authorized to execute contracts and other legal documents necessary to consummate the Transaction in accordance with the information provided to the Board of Visitors.

-----

On motion, the meeting was adjourned at **3:11** p.m.

Respectfully submitted,



Susan G. Harris  
Secretary

SGH:ddr

These minutes have been posted to the University of Virginia's Board of Visitors website.  
<http://bov.virginia.edu/public-minutes>