

December 18, 2013

TRANSMITTAL LETTER

TO: The Honorable Members of the General Assembly
The Honorable Robert F. McDonnell
Governor of the Commonwealth of Virginia

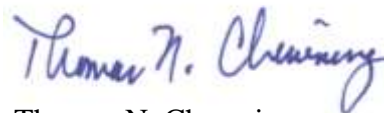
FROM: Thomas N. Chewning
Rector, Board of Visitors

SUBJECT: Annual Executive Summary – Report for Norfolk State University

Section 23-2.05 of the *Code of Virginia* instructs the Norfolk State University Board of Visitors to submit an annual executive summary of its interim activity and work to the General Assembly and Governor prior to the first day of the regular session of the General Assembly.

Please accept this report as fulfillment of this responsibility. If you have any questions about this report, do not hesitate to contact me or Ms. April Allbritton, our Board Liaison, at (757) 823-8670 or via email at atallbritton@nsu.edu.

Sincerely,



Thomas N. Chewning
Rector

Cc: The Honorable Javaid Siddiqi, Secretary of Education
Laura Wilborn, Division of Legislative Automated Systems
Eddie N. Moore, Jr., Interim President and CEO, Norfolk State University

December 18, 2013

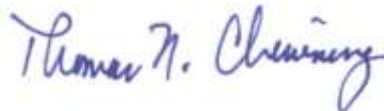
Honorable Members of the General Assembly
General Assembly Capitol Building
201 North 9th Street
Richmond, VA 23219

The Honorable Robert F. McDonnell
Office of the Governor
1111 East Broad Street
Richmond, VA 23219

Dear Governor McDonnell and Members of the Virginia General Assembly:

Pursuant to § 23-2.05 of the *Code of Virginia*, the Norfolk State University Board of Visitors hereby submits its annual executive summary of its interim activity and work. Please do not hesitate to contact me, on behalf of the Board of Visitors, if there are further questions or if I can be of any assistance as you review this report.

Sincerely,



Thomas N. Chewning
Rector

Section 23-2.05 of the *Code of Virginia* (2013) requires that each board of visitors of public institutions of higher education submit to the General Assembly and the Governor an annual executive summary of its interim activity and work prior to the first day of the regular session of the General Assembly. The summary must be submitted in accordance with the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and will be posted on the General Assembly's website.

The Norfolk State University Board of Visitors, in compliance with guidance from the State Council of Higher Education for Virginia, prepared this executive summary of the Board's interim activities as it relates to the following statutory requirements:

<u>Code Section</u>	<u>Description</u>
23-2.01	Public Access to Information
23-2.02	Board of Visitors; Bylaws
23-2.03	Board of Visitors; Annual Meeting with the President of the Institution
23-2.04	Board of Visitors; Executive Committee
23-2.05	Board of Visitors; Annual Executive Summaries
23-9.14:1	Educational Programs for Governing Boards

The Board of Visitors for Norfolk State University is comprised of 13 members, six of whom are alumni (*). The Board members are:

Hon. Lloyd Banks, Jr. *	Edward L. Hamm, Jr.
Dr. Byron Cherry, Sr., COL (Ret.) *	Lula B. Holland, COL (Ret.) (Secretary) *
Thomas N. Chewning (Rector)	Peter J. Kao
Bryan D. Cuffee *	Christel L. Lewis
D. Mychael Dickerson	Beth Murphy
Dr. Deborah M. DiCroce	Michael D. Rochelle, LTG (Ret.)*
	Dr. Melvin T. Stith *

The annual executive summary demonstrates that the Norfolk State University Board of Visitors is in compliance with the statutory requirements. The Board acknowledges and appreciates the efforts of Interim President and Chief Executive Officer of Norfolk State University, Eddie N. Moore, Jr. and the members of his staff assigned to assist with the preparation of this annual executive summary.

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Section 23-2.05 of the *Code of Virginia* (2013) requires that each board of visitors of public institutions of higher education submit to the General Assembly and the Governor an annual executive summary of its interim activity and work prior to the first day of the regular session of the General Assembly. The executive summary describes the board's compliance with requirements in the *Code of Virginia* (effective July 1, 2013) as listed below:

§ 23-2.01, Public Access to Information

§ 23-2.02, Board of Visitors; Bylaws

§ 23-2.03, Board of Visitors; Annual Meeting with the President of the Institution

§ 23-2.04, Board of Visitors; Executive Committee

§ 23-2.05, Board of Visitors; Annual Executive Summaries

§ 23-9.14:1, Educational Programs for Governing Boards

The Norfolk State University Board of Visitors has taken the actions necessary to comply with each of the statutory requirements and hereby submits this executive summary to demonstrate its compliance.

The Norfolk State University (NSU) Board of Visitors was established by §§ 23-174.1 through 23-174.7 of the *Code of Virginia* (1950). The Board consists of 13 members appointed by the Governor of the Commonwealth of Virginia for four-year terms. Of the members appointed, four are alumni of the University of whom three may be non-residents of the Commonwealth. All appointments are subject to confirmation by the General Assembly.

Section 23-2.05 of the *Code of Virginia* (2013) requires that the board of visitors of each public institution of higher education submit to the General Assembly and the Governor an annual executive summary of its interim activity and work prior to the first day of the regular session of the General Assembly. The summary must be submitted in accordance with the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and will be posted on the General Assembly's website.

The summary must reflect the Board's interim activities as they relate to the statutory requirements listed below. Each *Code* requirement is highlighted in the summary and the Board's actions relative to each requirement are described. The NSU Board has also provided a listing of its activities throughout the calendar year demonstrating the Board's active participation in matters related to governance. See Attachment A: Board Activities.

The statutory requirements are:

- *Code of Virginia* § 23-2.01, Public Access to Information
- *Code of Virginia* § 23-2.02, Board of Visitors; Bylaws
- *Code of Virginia* § 23-2.03, Board of Visitors; Annual Meeting with the President of the Institution
- *Code of Virginia* § 23-2.04, Board of Visitors; Executive Committee
- *Code of Virginia* § 23-2.05, Board of Visitors; Annual Executive Summaries
- *Code of Virginia* § 23-9.14:1, Educational Programs for Governing Boards

I. Public Access to Information

Requirement

Section 23-2.01 of the *Code of Virginia* (2013) requires the board of visitors to conduct closed meetings in accordance with the Virginia Freedom of Information Act and the provision governing the public inspection of certain public records. The Section states:

Notwithstanding § 2.2-4342 and the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), the board of visitors of each public institution of higher education and the State Board for Community Colleges may conduct closed meetings pursuant to §§ 2.2-3711 and 2.2-3712 and may conduct business as a "state public body" for purposes of subsection B of § 2.2-3708. (2013, c. 577.)

NSU Board Actions

The Norfolk State University Board of Visitors ensures that the people of the Commonwealth of Virginia have immediate access to its public records and free entry to its public meetings in compliance with this section of the *Code*. All public meetings of the Board are noticed in advanced and clearly marked as "open" or "closed" in accordance with the Virginia Freedom of Information Act, § 2.2-3700 et seq. of the *Code of Virginia*. Board meeting notices are announced in a variety of publications and posted in compliance with the three-day notice requirement.

All Board meetings are conducted in accordance with the *Code of Virginia*, the Board Bylaws, and *Robert's Rules of Order Newly Revised for Deliberative Assemblies*. Meeting agendas and minutes are also posted on the Board's website located at <https://www.nsu.edu/president/bov/index>.

II. Board of Visitors; Bylaws

Requirement

Section 23-2.02 of the *Code of Virginia* (2013) requires the board of visitors to adopt bylaws and make it conspicuously available on the board's website. This Section also includes certain requirements and obligations pertaining to transparency and the Virginia Freedom of Information Act. The Section states:

The board of visitors of each public institution of higher education and the State Board for Community Colleges shall adopt bylaws for its own governance. This document shall be posted conspicuously on the board's website and shall include provisions that:

1. Establish the requirement of transparency, to the extent required by law, in all board actions;

2. Describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 et seq.), as set forth in § 23-2:1, including the requirements that:

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- a. The board shall record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection I of § 2.2-3707 and § 2.2-3707.1;
 - b. Discussions and actions on any topic not specifically exempted by § 2.2-3711 shall be held in an open meeting;
 - c. The board shall give public notice of all meetings, in accordance with subsection C of § 2.2-3707; and
 - d. Any official action taken in a closed meeting shall be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § 2.2-3711; and
3. Require that the board notify and invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees (2013, c. 577).

NSU Board Actions

The Bylaws of the Board of Visitors for Norfolk State University were revised and adopted on August 23, 2013 by the Board in compliance with Section 23-2.02 of the *Code of Virginia*. As required, § 1.03 of the Board Bylaws communicates the Board's desire to be transparent in its general operations to the extent required by law and in compliance with the Virginia Freedom of Information Act, *Code of Virginia* § 2.2-3700 et seq. Meeting minutes for all open meetings are recorded and posted on the Board's website at <https://www.nsu.edu/president/bov/index>. All business of the Board not exempted by § 2.2-3711 of the *Code of Virginia* are held in open meetings and all official actions taken in closed meetings are approved openly. Section 3.05 of the Board Bylaws also provides that the Board shall request the presence of the University's legal representative at all open and closed meetings and in committee meetings. See Attachment B: Board Bylaws.

III. Board of Visitors; Annual Meeting with the President of the Institution

Requirement

Section 23-2.03 of the *Code of Virginia* (2013) requires the board of visitors to meet annually with the president of the institution and conduct a performance evaluation. The Section states:

- A. In addition to all meetings prescribed in Chapters 5 (§ 23-39 et seq.) through 16 (§ 23-214 et seq.), the board of visitors of each public institution of higher education and the State Board for Community Colleges shall meet with the president of that institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711, and deliver an evaluation of the president's performance.
- B. Any change to the president's employment contract during any such meeting or any other meeting of the board shall be made only by a vote of the majority of the board's members (2013, c. 577).

NSU Board Actions

The Board of Visitors' Presidential Performance Evaluation Policy (approved March 23, 2012) and the Board Bylaws (§§ 6.01 (e) and (f)) requires that the Board conduct an annual performance evaluation of the president's performance over the past year, and establish goals, objectives, and/or performance measures for the ensuing 12 months in conjunction with the president. The evaluation process is initiated at the Board's Annual Meeting in May of each year and is concluded by the Board's September meeting. The president's evaluation is delivered in a closed meeting and any changes to the president's contract is made only by vote of the majority of all members of the Board. See Attachment C: Presidential Performance Evaluation Policy; see also Board Bylaws §§ 6.01 (e) and (f).

IV. Board of Visitors; Executive Committee

Requirement

Section 23-2.04 of the *Code of Virginia* (2013) requires the executive committee of the board of visitors to develop and review certain documents, processes, and prepare the qualifications and competencies for membership on its board. The Section states:

The executive committee of the board of visitors of each public institution of higher education and the State Board for Community Colleges shall (i) organize the working processes of the board and (ii) recommend best practices for board governance.

The committee shall:

1. Develop and recommend to the board a statement of governance setting out the board's role;

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2. Periodically review the board's bylaws and recommend amendments;
3. Provide advice to the board on committee structure, appointments, and meetings;
4. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 et seq.);
5. Create, monitor, oversee, and review compliance with a code of ethics for visitors; and
6. Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor (2013, c. 577.).

NSU Board Actions

The Executive Committee consists of five members of the Board: the Rector, who is the chairperson, the Vice Rector, the Secretary, and two members appointed by the Rector. The members serve for the same term as the Rector. The Executive Committee has the power of the Board to take such actions as necessary to direct the affairs of the University between meetings of the Board, except that it cannot take final action on any question radically affecting the policies of the University.

As required by this section of the *Code*, the Executive Committee was authorized to develop and recommend to the full Board the following documents for approval at its December 13, 2013 Board meeting: Board Statement of Governance, Board of Visitors Code of Ethics, and a set of qualifications and competencies for membership on the NSU Board. See Attachment D: Statement of Governance; Attachment E: Code of Ethics; Attachment F: Qualifications and Competencies for NSU Board Membership. The Board's Bylaws were recently revised and approved on August 23, 2013 and the Board's Informational Manual was reviewed for subsequent updates.

Board orientation for new board members are generally held within 30 days of a board member's appointment or at the soonest time available. Board orientation training is conducted by the Rector and the University's legal counsel. The Board orientation includes training on, *inter alia*, the Virginia Freedom of Information Act, Conflict of Interest Act, Board responsibilities and

duties, overview of the committee structure and information on current members, and review of the Board's Informational Manual. Board members are additionally required to complete training on the institution's Security Awareness Program and the Conflict of Interest Training.

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Continuing training and opportunities for professional development for Board members are offered throughout the year. Board members are provided with additional training during Board Retreats (held annually in March) and webinars or workshops provided through the Association of Governing Boards for Universities and Colleges.

In addition to periodically reviewing and recommending revisions to the Board Bylaws, the standing committees of the Board (i.e., Academic Affairs, Finance and Administration, University Advancement, and Student Affairs) are each required to develop and present goals and objectives consistent with the mission of their committee for the coming year. The goals and objectives were approved at the December 13, 2013 meeting and are subject to revision at any time by the committees. Student and faculty representation on standing committees was a topic of discussion at the December 13, 2013 meeting, as well as redefining the Board's committee structure and the respective mission statements of each committee.

V. Board of Visitors; Annual Executive Summaries

Requirement

Section 23-2.05 of the *Code of Virginia* (2013) requires the boards of visitors to submit an annual executive summary of its activity and work to the General Assembly and the Governor by the first day of the regular session of the General Assembly. The Section states:

The board of visitors of each public institution of higher education and the State Board for Community Colleges shall submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and shall be posted on the General Assembly's website. (2013, c. 577.)

NSU Board Actions

The Board, in compliance with this section of the *Code*, submitted its annual executive summary to the General Assembly and the Governor on December 18, 2013. The executive summary is in compliance with the guidance from the State Council of Higher Education for Virginia and the

procedures of the Division of Legislative Automated Systems. The executive summary will be posted on the General Assembly's website.

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VI. Educational Programs for Governing Boards

Requirement

Section 23-9.14:1 of the *Code of Virginia* (2013) requires in part that the State Council of Higher Education for Virginia work in consultation with the governing boards of public institutions of higher education to develop and deliver educational programs for board members. The Section also requires that new board members participate in educational programs at least once during their first two years of service and provides a listing of suggested educational presentations. The Section states in part:

- A. From such funds as are appropriated for such purpose, the Council shall develop, in consultation with public institutions of higher education and members of their governing boards, and annually deliver educational programs for the governing boards of such institutions. New members of such governing boards shall participate, at least once during their first two years of membership, in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education. In developing such programs, the Council may consider similar educational programs for institutional governing boards in other states.

NSU Board Actions

The Board offers continuous training and opportunities for professional development for its members throughout the year. Board orientations are provided for new board members at the State level and at the institution. Orientation offered by the institution are typically scheduled within 30 days of a board member's appointment or at the soonest available time. Board orientation training is also conducted by the State Council of Higher Education for Virginia and existing board members are invited to attend as refresher training. The most recent SCHEV board member orientation was held October 21-22, 2013 in Richmond, Virginia. Three members of the Board were in attendance, including one new appointee and two existing members.

In addition to the periodic webinars and workshops offered through the Association of Governing Boards for Universities and Colleges, Board members also receive specialized

training on governance matters at Board Retreats and in advance of regular Board meetings. For example, the March 2013 Board Retreat focused on Strategic Planning, Evaluating the President, Graduation and Retention Rates, Development and Endowment Growth, and Effective Board Committees. The March 2012 Board Retreat was facilitated by an Association of Governing Boards consultant and focused on Board Self Evaluation, Board and Board Member Roles, Responsibilities and

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Behavior, the Relationship between the Board and the President, and extensive Freedom of Information Act training exercises.

On December 12, 2013, Dr. John T. Casteen, consultant with the Association of Governing Boards of Universities and Colleges and President Emeritus of The University of Virginia, led a two-hour session with the Board on the following subjects:

1. Role of Board in Shared Governance— the distinctive culture of higher education in comparison to typical for-profit corporations, and the respective responsibilities of boards, administrators, and faculty in governance.
2. Differences between Governance and Management— characteristics of successful board-president relationships, mutual expectations of presidents and boards, and examples of appropriate board oversight vs. intrusion into administrative authority.
3. Best Practice in Board Roles and Responsibilities -- a list of ten responsibilities of governing boards from *Effective Governing Boards: A Guide for Members of Governing Boards of Public Colleges, Universities, and Systems* (AGB, 2010).

A training schedule and additional opportunities for educational enhancement will be established for the upcoming year.

VII. Conclusion

The Norfolk State University Board of Visitors is in compliance with the requirements of the *Code of Virginia* §§ 23-2.01, Public Access to Information; 23-2.02, Board of Visitors; Bylaws; 23-2.03, Board of Visitors; Annual Meeting with the President of the Institution; 23-2.04, Board of Visitors; Executive Committee; 23-2.05, Board of Visitors; Annual Executive Summaries; and 23-9.14:1, Educational Programs for Governing Boards.

Norfolk State University Board of Visitors
May 2013 through December 2013

Thursday, May 16, 2013 – JLARC Meeting, 10:00 a.m. (on campus)

RE: Audit Concerns

Delegate Lionell Spruill

Delegate Johnny Joannou

Dr. Tony Atwater, President

Earlie P. Horsey, Acting VP, Finance and Administration

Rector Thomas N. Chewning

Board Member, Edward L. Hamm, Jr., Chair, Finance and Administration Committee

Wednesday, May 29, 2013 – Meeting, Suffolk, VA, 6:30 p.m.

RE: St. Paul's College

Vice Rector Wade W. Perry, Jr.

Dr. Algeania Freeman, Acting President, St. Paul's College

Dr. Tony Atwater, President

Tuesday, June 11, 2013– Ad-Hoc Bylaws and Board Policies and Procedures Committee Meeting, 1:30 p.m. (campus)

Christel L. Lewis, Chair

Dr. Byron L. Cherry, Sr.

Henry D. Light

University Counsel and staff

Wednesday, June 12, 2013 - Deficit Provision Acknowledgement Form (signed by President and mailed to DPB). The Board received the Debt Management Analysis Update from the University at the May 3, 2013 Finance and Administration Committee Meeting.

Tuesday, June 18, 2013 – Meeting in SCHEV Office, Richmond, VA, 11:00 a.m.

RE: Audit and University Concerns

Delegate Chris Jones

Peter Blake, Executive Director, SCHEV

Rector Thomas N. Chewning

Dr. Tony Atwater, President

Wednesday, June 19, 2013 – Meeting, 10:00 a.m. (campus)

RE: International Student Recruitment

Board Member Peter J. Kao

Dr. Tony Atwater, President

Dr. Sandra J. DeLoatch, Provost

Dr. Deborah C. Fontaine, Chief of Staff

Terricita E. Sass, Assistant VP, Enrollment Management

Wednesday, June 19, 2013 – Phone Appointments

RE: Candidates for Vice President for Finance and Administration

2:00 p.m. Gerald Hunter and Rector Thomas N. Chewning

3:00 p.m. Larry Wakefield and Rector Thomas N. Chewning

Thursday, June 20, 2013 – Phone Appointment, 8:30 a.m.

RE: Update on Audit

Secretary of Education Laura Fornash

Rector Thomas N. Chewning

Thursday, June 20, 2013 – Phone Appointment, 9:00 a.m.

RE: Candidates for Vice President for Finance and Administration

Rector Thomas N. Chewning

Dr. Tony Atwater

Wednesday, July 3, 2013 – Meeting in DPB Office, Richmond, VA, 1:30 p.m.

RE: Best Practices Management Section

Scott Sandridge, Higher Education Budget and Policy Specialist

Michael Maul, Associate Director, DPB

John Ringer, Associate Director, DPB, Best Management Practices Section

Rector Thomas N. Chewning

Dr. Tony Atwater, President

Saturday, July 6, 2013 – Welcome Call to New Board Member Dr. Melvin T. Stith

Rector Thomas N. Chewning

Tuesday, July 9, 2013 – Phone Call Follow-up

RE: Follow up to July 8, 2013 JLARC Meeting

Delegate Chris Jones

Rector Thomas N. Chewning

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Thursday, July 11, 2013 – 2013 Deficit Provision Acknowledgement Form and Relative Documents

Information sent to new Board member Dr. Melvin T. Stith

Friday, July 12, 2013 – Call for Special Meeting of the Board of Visitors for Monday, August 5, 2013 at 1:00 p.m.

July 12 through July 20, 2013 – Representatives from Chinese Universities; Visit

RE: International Recruitment

Board Member Peter J. Kao

Monday, July 15, 2013 – Call for a Special Academic Affairs Committee Meeting for Monday, August 5, 2013 at 11:00 a.m.

Wednesday, July 17, 2013 – University's written request to the Secretary of Education Laura Fornash

RE: Request for Services – DPB Best Management Practices Section

Thursday, August 1, 2013 – Faculty/Staff Tea and Presidential Briefing, 2:00 – 4:00 p.m. (campus)

Christel Lewis

Friday, August 2, 2013 – Women's Economic Development Center Summit, 8:30 a.m. – Noon (campus)

Lula B. Holland, Secretary (Greetings)

Monday, August 5, 2013 – Special Meeting of the Academic Affairs Committee, 11:00 a.m.

Student Center Board Room, Suite 301

RE: Grievance Matter

Monday, August 5, 2013 – Luncheon Meeting with New Board Member Dr. Melvin T. Stith, 12 Noon

Student Center 3rd Floor, Suite 306

Rector Thomas N. Chewning

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Monday, August 5, 2013 – Special Board of Visitors Meeting, 1:00 p.m.
Student Center Board Room, Suite 301
RE: Audit Update

Tuesday, August 6, 2013 – RE: I AM NSU Victory Celebration, 2:00 – 4:00 p.m. (campus)
Dr. Melvin T. Stith

Thursday, August 8, 2013 – 2013 Presidential Evaluation Summary

Monday, August 12, 2013 – State of the University Address, 9:00 a.m. (campus)
Christel L. Lewis (remarks)
Lula B. Holland, Secretary

Monday, August 12, 2013 – Letter from Rector addressed to President Atwater
RE: Board's Decision on Grievance Matter

Tuesday, August 13, 2013 – Freshman Convocation, 6:00 p.m. (campus)
Lula B. Holland, Secretary
Henry D. Light

Thursday, August 22, 2013 – Meeting, 1:30 p.m.,
State Council of Higher Education for Virginia, Richmond, VA
RE: Six-Year Plan Presentation
Rector Thomas N. Chewning
Vice Rector Wade W. Perry, Jr.
Dr. Tony Atwater, President
Dr. Sandra J. DeLoatch, Provost
Dr. Deborah C. Fontaine, Chief of Staff
Earlie P. Horsey, Interim VP, Finance and Administration
Terricita E. Sass, Assistant VP, Enrollment Management
Dr. William E. Ward, Legislative Liaison

Thursday, August 22, 2013 - Ad-Hoc Bylaws and Board Policies and Procedures Committee
Meeting, 2:00 p.m. (campus)
Christel L. Lewis, Chair
Dr. Byron L. Cherry, Sr.
Henry D. Light

Friday, August 23, 2013 - Special Board of Visitors Meeting, 1:00 p.m.
Student Center Board Room, Suite 301
Removal of Dr. Tony Atwater as President
Appointment of Dr. Sandra J. DeLoatch, Acting President
Approved revised Bylaws - incorporated items to be in compliance with legislative mandates
Approved legislative priorities that included the Operating Budget Request

Monday, August 26, 2013 – Reception honoring Virginia’s College Presidents and Rectors
The Executive Mansion, Richmond 5:00 p.m. – 6:30 p.m.
Thomas N. Chewning, Rector
Dr. Sandra J. DeLoatch, Acting President and Provost/VP for Academic Affairs
Tuesday, August 27, 2013, President’s Cabinet Meeting, 9:00 a.m. (campus)
RE: Leadership Plan
Vice Rector Wade W. Perry, Jr.

Thursday, September 5, 2013 – International Student Recruitment and Collaboration Meeting,
2:00 p.m. (campus)
Board Member Peter A. Kao
Prasan Kumar Sahoo, Director of International Cooperation Center, Chang Gung University,
Taiwan
Dr. Sandra J. DeLoatch, Acting President and Provost/VP for Academic Affairs
Dr. Hargsoon Yoon, Engineering
Dr. George Hsieh, Computer Science

Wednesday, September 11, 2013 – Meeting with Alumni from Chesapeake, Portsmouth and
Virginia Beach, American Legion Hall, Portsmouth, VA - 7:00 p.m.
RE: Leadership Plan and Support
Vice Rector Wade W. Perry, Jr.
Dr. Sandra J. DeLoatch, Acting President and Provost/VP for Academic Affairs

Thursday, September 12, 2013 – Norfolk State University Foundation Meeting, 10:00 a.m.
McDemmond Center for Applied Research 6th Floor Conference Room
Rector Thomas N. Chewning
Dr. Byron L. Cherry, Sr.

Thursday, September 12, 2013 - SACS Special On-site Committee Meetings

- 8:30 AM - 9:15 AM Meeting with Current Board Academic Affairs Chair
Board Member Lloyd Banks
- 9:15 AM – 10:00 AM Meeting with Former Board Academic Affairs Chair
Vice Rector Wade W. Perry, Jr.
- 10:40 AM – 11:20 AM Meeting with Board Current Finance Committee Chair
Board Member Edward L. Hamm, Jr.
- 12:00 Noon – 1:15 PM Board Luncheon with SACS Special On-site Committee
President's Dining Room
- 1:15 PM – 2:00 PM Meeting with Current Rector and Former Finance Committee Chair
Rector Thomas N. Chewning

Friday, September 13, 2013 SACS – Special On-site Committee Exit Conference
Student Center, 3rd Floor, Suite 307, 8:30 a.m.
Rector Thomas N. Chewning
Vice Rector Wade W. Perry, Jr.
Edward L. Hamm, Jr. (partial attendance)

Friday, September 13, 2013 – Committees and Board of Visitors Meeting
Student Center Board Room, Suite 301, 9:00 a.m. to 5:00 p.m.
Appointment of Interim President and CEO, Eddie N. Moore, Jr.

Friday, September 27, 2013 – Date of Henry D. Light's official resignation from the Board

Monday, September 30, 2013 – Luncheon Meeting with Interim President/CEO, Eddie N. Moore, 12 Noon (campus)
Rector Thomas N. Chewning
Vice Rector Wade W. Perry, Jr.

Monday, September 30, 2013 – Special Executive Committee of the Board, 2:00 p.m. (campus)
RE: Approval of Revised Six-Year Plan

Friday, October 4, 2013 - Allied Health and Nursing Building Topping-Out Ceremony, 12 Noon (campus)

Wade W. Perry, Jr., Vice Rector

Lula B. Holland, Secretary

Friday, October 11, 2013 – NSU’s Corrective Action Work Plan FY 2011 Audit submitted to the Commonwealth:

David VonMoll, Department of Accounts

Martha Mavredes, Auditor of Public Accounts

Dan Timberlake, Department of Planning and Budget

Laura Fornash, Secretary of Education

Monday, October 21, 2013 – Board Orientation, Office of the Attorney General

Dr. Melvin T. Stith with Counsels Pam Boston and Ron Forehand from 1:00 – 3:00 p.m.

Dr. Stith with Thomas N. Chewning, Rector from 3:00 – 4:00 p.m.

Monday/Tuesday, October 21-22, 2013 – SCHEV BOV Reception and Orientation Sessions, Richmond, VA

Dr. Byron L. Cherry, Sr. (Oct. 22)

Thomas N. Chewning, Rector (Oct. 22)

Dr. Melvin T. Stith (October 21-22)

Friday, October 25, 2013 – Impromptu meeting Dr. Byron L. Cherry, Sr. with Provost DeLoatch
Impromptu meeting Dr. Byron L. Cherry, Sr. with Interim President Eddie N. Moore, Jr.

Wednesday, October 30, 2013 – Date of Julien G. Patterson’s official resignation from the Board

Thursday/Friday, October 31 and November 1, 2013

NSU Board of Visitors reviews and finalizes its response to Core Requirement 2.2, Comprehensive Standard 3.2.5 and 3.2.6 for inclusion in the SACS Response to the Special Committee Report for review by the staff of the Commission.

Friday, November 1, 2013 – Vice Rector’s official resignation from the Board

Thursday, November 7, 2013 – Governor McDonnell Announces Appointments to NSU Board of Visitors

Friday, November 8, 2013 - Conference Call with the Association of Governing Boards (AGB)
Merrill Schwartz, Vice President, AGB Consulting
John T. Casteen, III, Former UVA President
Eddie N. Moore, Jr., Interim President/CEO
Thomas N. Chewning, Rector

Friday to Monday, November 8 to November 11, 2013 – Calls to new Board Members
Thomas N. Chewning, Rector

Tuesday, November 12, 2013, JLARC Meeting, 10:00 a.m.
201 North 9th Street, General Assembly Building, Senate Room A, Richmond, VA 23219
Eddie N. Moore, Jr., Interim President/CEO provides remarks on Norfolk State's Action Plan to JLARC
Clementine S. Cone, Executive Assistant to the President for University Compliance
Dr. Sandra J. DeLoatch, Provost/VP for Academic Affairs
Gerald E Hunter, Vice President for Finance and Administration

Monday, November 18, 2013 – NSUF / BOV Liaison Committee Meeting, 10:00 a.m. (campus)

Monday, November 18, 2013 - Conference Call with John T. Casteen, III, AGB Consultant and Former UVA President
Eddie N. Moore, Jr., Interim President/CEO
Thomas N. Chewning, Rector

Monday, November 18, 2013 – Board Luncheon with Interim President/CEO, 12:00 Noon (on campus)

Monday, November 18, 2013 – Executive Committee Meeting, (regular meeting of the Executive Committee) 2:00 p.m. (campus)

Tuesday, December 3, 2013 - Entrance Conference Meeting with APA Auditors
Thomas N. Chewning, Rector

Tuesday, December 3, 2013 – Campus Orientation Session, 2:00 p.m., Virginia Beach, VA
Byron D. Cuffee
Eddie N. Moore, Jr., Interim President/CEO

Thursday, December 5, 2013 – Campus Orientation Session, 12 Noon, Richmond, VA
Michael D. Rochelle, LTG (Ret)
Eddie N. Moore, Jr., Interim President/CEO

Friday, December 6, 2013 – Campus Orientation Session, 10:00 a.m., Norfolk, VA
Dr. Deborah M. DiCroce
Eddie N. Moore, Jr., Interim President/CEO

Thursday, December 12, 2013 – NSU Foundation Board Meeting and Luncheon
10:00 a.m. (campus)
Dr. Byron L. Cherry, Sr.

Thursday, December 12, 2013 – Follow up International Student Recruitment Meeting
2:30 p.m. (campus)
Peter A. Kao, Board Member
Dr. Sandra J. DeLoatch, Provost/Vice President for Academic Affairs

Thursday, December 12, 2013 – AGB Training Sessions with NSU Board of Visitors
4:00 p.m. (campus)
Facilitator – Dr. John T. Casteen, President Emeritus, The University of Virginia

Thursday, December 12, 2013 – President’s Dinner with NSU Board of Visitors
6:30 p.m. (campus)

Friday, December 13, 2013, Committees and Board of Visitors Meeting
Student Center Board Room, Suite 301, 8:00 a.m. to 4:30 p.m.

Friday, December 13, 2013, Board/Society Reception, 5:30 p.m., Library Rotunda

Miscellaneous – Football Athletic Events

August 31, 2013 NSU vs. Maine
Edward L. Hamm, Jr.

September 21, 2013 NSU vs. Charleston Southern
Edward L. Hamm, Jr.
Lula B. Holland
Wade W. Perry, Jr.

October 5, 2013 NSU vs. Savannah
Edward L. Hamm, Jr.
Lula B. Holland
Wade W. Perry, Jr.

October 19, 2013 NSU vs. Hampton
Edward L. Hamm, Jr.
Lula B. Holland
Wade W. Perry, Jr.

October 26, 2013 NSU vs. ODU
Edward L. Hamm, Jr.
Lula B. Holland
Wade W. Perry, Jr.
Dr. Byron L. Cherry, Sr.

November 2, 2013 NSU vs. FAMU
Edward L. Hamm, Jr.
Lula B. Holland
Dr. Byron L. Cherry, Sr.

November 23, 2013 NSU vs. SCS

**BYLAWS
OF THE NORFOLK STATE UNIVERSITY BOARD OF
VISITORS**

**ARTICLE I
Corporate Name and Governing Principles**

§ 1.01. Corporate Name. The University is established by §§ 23-174.1. through 23-174.7, *Code of Virginia, 1950, Annotated* (hereafter referred to as the “*Code of Virginia*”), as a corporation consisting of the Board of Visitors of Norfolk State University under the style of “The Visitors of Norfolk State University.”

§ 1.02. Governing Body. The Board of Visitors is an executive branch supervisory board responsible for University operations including requests for appropriations as described by § 2.2- 2100., *Code of Virginia*. As a public institution, Norfolk State University is accountable to Virginia’s taxpayers through institutional direction from its active, informed, and engaged Board of Visitors.

§ 1.03. Legal Status, Composition, and General Operations. The University is a public institution of the Commonwealth of Virginia governed by the applicable sections of the *Code of Virginia* and is, at all times, subject to the control of the General Assembly (*Code of Virginia* § 23- 174.1).

- (a) General Operations. The Board is required by law to, and does strive to be transparent in its operations, and operate entirely openly to the extent required by law, and comply with the Commonwealth’s Freedom of Information Act (Code of Va. § 2.2.—3700, et seq.), including but not limited to the following:
- i. Record minutes of each open meeting and post the minutes on the Board’s website in accordance with subsection 1 of § 2.2- 3707 and § 2.2-3707.1.
 - ii. Conduct all discussions and actions on any topic not specifically exempted by § 2.2-3711 in open meeting.
 - iii. Give public notice of all meetings in accordance with subsection C of § 2.2-3707; and
 - iv. Approve in open meeting any action taken in closed meeting before it can have any force and effect.

§ 1.04. Mission. Through exemplary teaching, scholarship, and outreach, Norfolk State University transforms lives and communities by empowering individuals to maximize their potential, creating life-long learners equipped to be engaged leaders and productive global citizens.

ARTICLE II Power, Authority, and Duties

§ 2.01. Power, Authority and Duties. The authority of the Board of Visitors lies within the body of the Board, not in individual members regardless of their position. Individual members only have authority delegated by the Board. The Board of Visitors has the power to establish rules and regulations for the University as detailed in § 23-9.2:3, *Code of Virginia* and other powers, authority and duties as specified in §§ 23-174.1 through 23-174.7, *Code of Virginia*. The Board has corporate powers given to similar corporations in the Commonwealth to the extent applicable. § 23-174.5. The Board's power to conduct investigations into institutional management practices or the conduct of university officers and employees is set forth in § 2.2-2105., *Code of Virginia*. Other related powers, authority, and duties are found in §§ 23-1. et. seq., *Code of Virginia* and the current annual edition of the General Assembly Appropriation Act.

§ 2.02. Role and Responsibilities. The Board of Visitors is the body responsible for the University. The Board's trust includes the following responsibilities.

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (§§ 2.02. (e) and 6.01 of these Bylaws) and oversight (§6.01. (e) of these Bylaws) of the University President. The President reports only to the Board and it is the responsibility of the Board to ensure that the President is implementing the Board's policies and efficiently and effectively accomplishing the University's goals.

(b) University Mission. The Board is responsible for ensuring that the University's mission reflects and directs the relative commitment to undergraduate, graduate, and professional programs, as well as an appropriate balance among instruction, research, and service. The Board will review the Norfolk State University Mission Statement when the Strategic Plan is updated or every five years, whichever comes first.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process and overseeing its implementation. In conjunction with the President, and in consultation with the faculty, other internal groups, and external constituencies, the Board shall take an active part in developing priorities and goals essential to the accomplishment of the University's mission, allocation of resources, and measurement of success.

(d) Policies and Employment. Upon the recommendation of the President, establish policies regarding the appointment, salaries, duties, terms and conditions of employment, promotion, tenure and dismissal of faculty¹ and staff² of the University.

(e) Appoint the President. Appoint the President, who shall be the chief executive officer of the University, and remove as appropriate.

(f) University Budget. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall periodically review and approve the University's annual budget and work in conjunction with the President and his/her administration that are accountable for directing a process that seeks input from the Board early and often.

(g) Academic Integrity. The Board is responsible for advancing and protecting the academic quality of the educational programs offered by the University.

(h) Institutional Advancement. The Board is responsible for promoting the academic purpose, strategic initiatives, service, and solvency of the University among its many constituents by communicating the institution's accomplishments, sharing its vision for the future, relating the community to the campus and the campus to the community, maintaining constituent trust, and engaging the larger local, national and international community in partnerships to achieve University goals and objectives.

(i) Performance. Appointees accept the responsibility to be fully knowledgeable of the applicable sections of the *Code of Virginia*, these Bylaws, and the Board Policies and Procedures and to fully participate in Board of Visitors activities including, at a minimum, regular Board meetings, standing and special committee meetings, commencements, and Board retreats. Appointees also have the responsibility to attend as many University functions as possible. New appointees shall participate at least once during their first two years of membership, in programs conducted by the State Council on Higher Education, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education.

¹ 1. Faculty are of three types: (1) teaching faculty involved directly in the formal instruction of students; (2) administrative faculty involved in the administration of higher education in line positions in direct support functions for the University and teaching faculty, and (3) professional faculty usually in staff positions without line responsibility, such as coaches, physicians, lawyers, librarians, counselors and the like.

² As the term is used here, "staff" refers to University employees that are part of the "Classified" cadre, in a support role to faculty

(j) Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing, former members of the Board may be designated Visitors Emeriti by favorable recorded majority vote by current members of the Board. They shall be invited to meet at least once each year with current members of the Board at a social or other function hosted by the Board of Visitors.

(k) The Student Government Association President shall be a non-voting member of the Board of Visitors. Such student may attend and participate in a non-voting capacity in all open session meetings.

(l) The President of the Faculty Senate may participate in the Board of Visitors meetings in an advisory capacity as a non-voting member in all open session meetings.

(m) The Board shall submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly, in accordance with the procedures of the Division of Legislative Services Automated Systems for the processing of legislative documents and reports for publication on the General Assembly website.

ARTICLE III Meetings

§ 3.01 Regular Meetings. Meetings of the Board of Visitors shall be held no less frequently than four times each year on such dates and in such places as may be set by the Board of Visitors. Meetings in excess of the four published meetings shall be announced to Board members, University staff, and the public in accordance with the three day statutory notification to assure maximum participation. The meeting during the month of May of each year shall be the annual meeting.

§ 3.02 Special Meetings. Special meetings of the Board may be called by the Rector, or, in his/her absence or disability, by the Vice Rector, or in the absence or disability of the Rector and Vice Rector, by the Secretary, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting in accordance with § 2.2-3707, *Code of Virginia*.

§ 3.03 Quorum. A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum. No member may vote by proxy.

§ 3.04 Order of Business. The normal order of business at a regular meeting of the Board shall be as follows unless modified by the Rector of the Board.

1. Roll call and quorum count
2. Approval of minutes of the preceding meeting
3. Rector's report
4. President's report
5. Report of the Executive Committee
6. Report of Standing Committees
7. Report of other committees
8. Old business
9. New business
10. Adjourn

§ 3.05 Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, and *Robert's Rules of Order Newly Revised for Deliberative Assemblies* ("Robert's Rules"), in order of descending precedence. The Vice Rector shall serve as Board parliamentarian for purposes of interpreting *Robert's Rules*. Electronic communications meetings are subject to the provisions of §2.2-3708., *Code of Virginia*. The Board shall request the presence of the University's legal representative at all open and closed meetings and committee meetings.

§ 3.06. Closed Meetings. Meetings (which include working and educational sessions and retreats or portions thereof) from which all persons are properly excluded except Board members and interested parties invited by the Board to attend are closed meetings. The conduct of closed meetings by the Board shall be governed by the provisions of the Freedom of Information Act found in Title 2.2, Chapter 37, *Code of Virginia*. Closed meetings shall not be called to discuss Board officer selection or discuss matters related to individual Board members. Any resolution, rule, contract, regulation, or motion discussed in a closed meeting shall not become effective unless the Board, following the closed meeting, reconvenes in open meeting, identifies the substance of the action to be taken, and takes a vote of the membership on such resolution, motion, or other form of action (§ 2.2-3711.B., *Code of Virginia*). Closed meeting procedures to be followed and certification of proceedings are contained in § 2.2-3712., *Code of Virginia*.

§ 3.07. Voting Procedures. Votes on substantive matters shall be taken by roll-call vote, conducted by the Secretary, of all voting members supporting, opposing, or abstaining from the matter. Incidental or procedural motions (e.g., adjournment) may be carried or defeated by voice vote, however, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes (§ 2.2-3708.D., *Code of Virginia*). No proxies, secret, or written ballots are authorized in any Board meeting (§ 2.2-3710., *Code of*

Virginia). The roll-call vote shall be recorded in the minutes by the Secretary calling the roll.
Should members

attending the meeting be absent for the vote, their absence shall be noted in the minutes. The Student Representative to the Board of Visitors is a non-voting member, but his/her comment regarding an issue may be recorded in the minutes.

ARTICLE IV Committees

§ 4.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of five members of the Board, which shall consist of the Rector, who shall be the Chairperson, the Vice Rector, the Secretary and two (2) members appointed by the Rector. The members shall serve for the same term as the Rector. A majority of the Executive Committee shall constitute a quorum for the transaction of business. In the absence of a quorum, the Rector may appoint a member of the Board of Visitors to serve as a substitute member of the Executive Committee for a particular meeting.

(b) Duties and Authority. The Executive Committee shall meet upon the call of the Rector or the President. The Executive Committee shall have the power of the Board to take such actions as are necessary to direct the affairs of the University between meetings of the Board. The Executive Committee may exercise the powers and transact the business of the Board when the Board is not in session, except the Executive Committee shall not take final action on any question radically affecting the policies of the University. The chairpersons of the standing committees shall serve as ex-officio members without vote of the Executive Committee.

The Executive Committee is further authorized and required to: develop and recommend to the Board a statement of governance setting forth the Board's role; periodically review the Board's bylaws and recommend amendments; provide advice to the Board on committee structure, appointments, and meetings; develop an orientation and continuing education process for Visitors that includes training on the Virginia Freedom of Information Act; create, monitor, oversee, and review compliance by Board members with the Board's Code of Ethics; and develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.

§ 4.02. Standing Committees. In addition to the Executive Committee, the standing committees of the Board shall consist of four Committees; Academic Affairs, University Advancement, Finance and Administration, and Student Affairs.

The chairs and members of the four standing committees shall be appointed by the Rector for terms of two years and shall serve until their successors have been duly appointed. All Board members shall serve on at least two standing committees. The chairs of standing committees shall serve until their successors have been duly appointed. Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector. A quorum of each of the standing committees shall consist of a majority of voting Visitors who are committee members. In the absence of a quorum, the Rector may appoint a member of the Board of Visitors to serve as a substitute member of the standing committee for a particular meeting. The Rector is deemed a committee member on all committees. In the absence of a quorum, the Rector may serve as a voting committee member on all committees. The agenda for each regular Board meeting shall include a report by each committee, to the Board. Unless otherwise specifically provided by the Board, decisions/recommendations of standing committees (except decisions by the Academic Affairs Committee on review of negative tenure decisions) are advisory and must be ratified and approved by the Board of Visitors.

(a) Academic Affairs Committee. The Academic Affairs Committee supports the Board's responsibility to advance and protect the academic quality of the education offered by the University. The Committee shall make recommendations to the Board on the academic mission, purpose, strategic plans, important academic and regular and special programs of the University; on awards and honorary degrees; on faculty personnel appointments, policies and procedures, including tenure appointments, policies, and procedures; and on student recruitment and admissions criteria and policies. The Academic Affairs Committee is designated by the Board as the committee with the responsibility of responding, on behalf of the Board, to requests from faculty for review of negative tenure decisions. The Committee's decisions, on review of negative tenure decisions, shall be final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

The Academic Affairs Committee shall consider and make recommendations to the Board on all matters relating to University research and technology initiatives and programs, as may be brought before it by the President, or the Vice President for Academic Affairs, or referred to it by the Rector or the Board.

(b) University Advancement Committee. The University Advancement Committee supports the Board's responsibility for relations with affiliated foundations and is responsible for making recommendations to the Board on matters and policies pertaining to fund raising, community (including military) and public relations, and alumni activities.

(c) Finance and Administration Committee. The Finance and Administration Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making

recommendations to the Board on matters pertaining to the purchase, lease, sale, construction,
and

maintenance of University owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, audits, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose.

This Committee also constitutes and serves as the Board's Audit Committee overseeing the internal audit function and receiving the annual audit report of the Auditor of Public Accounts. The Internal Auditor shall report to the Board through the Audit Committee. The Audit Committee shall have direct access to external auditors to assess the auditors' performance, the scope of each audit, and the adequacy of the system of internal controls.

(d) Student Affairs Committee. The Student Affairs Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability. The Committee is responsible for making recommendations to the Board on matters and policies pertaining to students and shall continuously assess and appraise the quality of student life. It shall review policies relating to student rights, responsibilities, conduct, and discipline, including matters related to the student honor system. The Committee shall consider issues concerning student organizations and their funding, extracurricular activities, and matters related to student government and appropriate student participation in University governance by all types of students. The Committee shall review athletic policy and programs, both intramural and intercollegiate, and shall make appropriate recommendations to the Board.

(f) Additional Responsibilities. Each standing committee shall periodically review Board Policies and Procedures in its areas of responsibility and recommend revisions as necessary. The standing committees shall have such other duties and responsibilities as are assigned to them by the Board or by the Rector, subject to the Board's approval. In accordance with the preceding and after consulting with their respective committees and appropriate University officials, committee chairs shall present goals/objectives for the coming year at the Executive Committee meeting set by the Rector. Goals/objectives shall be initiatives consistent with the mission of each standing committee as set forth in subparagraphs (a) through (e) in this Bylaws section, and previously initiated goals and objectives of the University and the Board's Standing Committees.

§ 4.03. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officers' positions. In odd numbered years, at the first spring (March) meeting of the Board preceding the annual meeting of the Board, a Nominating Committee of an odd number of not less than three members along with two alternates shall be appointed by the Rector. The Committee shall meet at the same meeting during which it is created to elect its chair. The Nominating Committee shall consult with the Rector, the President, and all other Board members about the needs of the University without being bound by their suggestions.

(a) Presentation of Nominations. The recommendation of the Nominating Committee shall be distributed with the announcement of the annual meeting of the Board of Visitors in the odd numbered year in which the election of officers is to be held. At the annual meeting, the nominating committee shall present one candidate for each office for election. Nominations from the floor may be made prior to such election.

(b) Committee Vacancies. In the event a member of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he/she shall immediately resign from the committee and the Rector shall immediately appoint a replacement.

(c) Officer Vacancies. The Nominating Committee may be appointed by the Rector at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required.

§ 4.04. Special Committees. Special or *ad hoc* committees may be created at any time by action of the Rector. The Rector shall also have the power to change the membership of special committees at any time. In making initial or subsequent assignments of individuals to special committees, the Rector shall take volunteers into account. Special committees shall have a life specified by the Rector at the time of constitution, shall be subject to annual reviews, and may be renewed for a specified period by action of the Rector. At the time the special committee is created, its mission shall be specifically established and articulated by the Rector. The Rector shall specify the time the special committee is to make its report to the Board.

§ 4.05. Subcommittees. Committees may appoint subcommittees to consider such specific business as required, subject to Board approval of such subcommittee's creation.

§ 4.06. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

§ 4.07. Notice and Conduct. The chair, or vice chair acting on behalf of the chair, or a majority of the membership of the committee or subcommittee may call meetings. Committee meetings shall be noticed in the same manner as Board meetings. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws

ARTICLE V

Board Officers

§ 5.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be a Rector, a Vice Rector, and a Secretary. At the annual meeting during odd numbered years when elections are to be held, the Board shall elect its officers from its own body. Newly elected officers shall take office effective July 1 of the year in which they are elected and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least seven (7) voting members of the Board. Officers may serve for no more than two consecutive terms. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

§ 5.02. Removal. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by an affirmative vote of at least seven (7) voting members of the Board of Visitors.

§ 5.03. Resignation. Any elected officer may resign at any time by giving written notice to the Board of Visitors, to the Rector, or to the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

§ 5.04. Vacancies. Vacancies in the offices of Rector, Vice-Rector or Secretary shall be filled by the Board at the next regularly scheduled meeting, or at a special meeting called for that purpose, for the unexpired term. In this circumstance, if the Rector does not appoint a nominating committee, all nominations for the vacant position shall be from the floor.

§ 5.05. Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board.

(a) Duties. The Rector shall preside at all meetings of the Board and its Executive Committee. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and, though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair, if the Rector wishes to enter into the debate. The Rector's relationship with other Board members is as an equal among equals with no authority over other Board members except as stated in *Robert's Rules*. The Rector is the liaison between the Board and the President who works for the entire Board (§ 2.2-2100, *Code of Virginia*). The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members (Board

(b) Authority. The Rector has no authority to act on behalf of the Board or the University except as that authority is expressly delegated to the incumbent by these Bylaws or a majority vote of the Board prior to the initiation of such activities.

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board, except the Nominating and Presidential Search Committees, and appoint all standing and *ad hoc* committee members.

(d) Board Meeting Agenda. The Rector shall determine, in consultation with the President, committee chairs, and other Board members, business to be brought before meetings of the Board, act as the Board's spokesperson, and perform such other duties as are incident to the presiding officer of the Board, or as may be assigned by the Board.

(e) Board of Visitors Operating Budget. The Rector shall provide guidance to the Vice Rector and the Secretary to the Board in the development of a budget for Board operations annually as required by the budgeting cycle.

§ 5.06. Vice Rector. The Vice Rector shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector. The Vice Rector shall serve as Board parliamentarian. He/she shall be responsible for presenting Executive Committee reports at regular meetings and tracking and reporting unfinished business. The Vice Rector shall be responsible for formulating the Board of Visitors Operating Budget for presentation to the Board for approval, and shall regularly ensure that the status of the Board Budget Account is reported at each regular and Executive Committee meeting.

§ 5.07. Secretary. The Secretary shall take or supervise the taking of minutes of the open meetings of the Board and the Executive Committee, have constructive custody of all books and records of the Board, supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting, have constructive custody of the Seal of the University and affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector, and perform such other duties as are incident to the office or as may from time to time be assigned by the Rector.

§ 5.08. Other Representatives of the Board. From time to time, the Rector may designate a member of the Board, who is not an officer, to represent the Board on special occasions or for special ceremonies. Any member so designated shall be limited in his/her actions on behalf of the Board by the express role delegated by the Board for each occasion. The Rector only shall delegate his/her role as Board spokesperson for policy and other Board matters to other Board officers.

ARTICLE VI
University
President

§ 6.01. The President. The President of the University is appointed by the Board of Visitors and serves at the pleasure of the Board in accordance with the contract between the Board of Visitors and the President. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University.

(a) As the University's designated representative, the President is delegated the general authority to act on behalf of the University.

(b) The authority of the President to act on behalf of the University includes, but is not limited to, the authority:

- (1) To appoint and to reappoint all faculty of all types and fix their salaries, subject to Board ratification;
- (2) To make recommendations to the Board concerning the initial appointment of faculty, the award of tenure to faculty, and the granting of emeritus status;
- (3) To approve promotions in rank of faculty;
- (4) To take final actions on behalf of the University in all other personnel matters concerning the University employees.
- (5) To recommend to the Board for approval the awarding of degrees and certificates to candidates who have completed all degree requirements and are recommended by the faculty, and the authority to confer such degrees and certificates (§ 23-174.7., *Code of Virginia*);

- (6) To approve the use of University facilities;
- (7) To approve the use of the University's name and visual identification;
- (8) To execute contracts, leases and other legal instruments;
- (9) To execute documents necessary to purchase, sell or otherwise convey interests in real property, subsequent to Board approval;
- (10) To accept gifts on behalf of the university;
- (11) To write off uncollectible debts and to settle claims;
- (12) To make final decisions on student disciplinary matters;
- (13) To recommend to the Board for approval the comprehensive fee and to set other fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction; and
- (14) To exercise such other authority as is provided by the policies and procedures of the Board or by the statutes and regulations of the Commonwealth of Virginia.

(c) The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, provided that the President shall be responsible to the Board for the actions of his/her designee.

(d) The authority of the President, as provided herein, shall be exercised in accordance with all applicable federal and state laws and regulations and in accordance with the bylaws, policies, procedures, and specific instructions of the Board.

(e) Evaluation of the President. The President shall be subject to an annual performance evaluation in accordance with the Board of Visitors' Presidential Evaluation Policy.

(f) Presidential Evaluation Meeting. The Board shall meet with the President at least once annually in closed meeting, and deliver an evaluation of the President's performance. Any changes to the President's contract shall be made only by vote of the majority of all members of the Board.

ARTICLE VII
Staff Personnel Supporting the Board

§ 7.01. University Auditor. The University Auditor is appointed by the Board of Visitors and is the internal auditor for the University. The University Auditor is functionally accountable and reports to the Board, but is a University employee reporting administratively to the President. The incumbent serves as an independent appraiser within the University for the review of University operations as a service to the Board and the President. The Board shall hire, annually evaluate, recommend compensation increases, and dismiss the person serving in this position with consideration of the Finance and Administration Committee, and/or the President. The budget for and authorization of positions in the Office of the University Auditor shall be reviewed and recommended to the Board for approval via the Finance and Administration Committee.

(a) Removal. Termination of the incumbent is the responsibility of the Board of Visitors. The University Auditor may be removed only by assent of at least seven (7) voting Board members.

(b) Resignation. A resignation by the University Auditor must be submitted to the President, the chair of the Finance and Administration Committee, and the Rector. Board members shall be notified immediately by the Rector or his/her designated representative.

(c) Vacancy. When there is a vacancy in this position, the Rector may appoint a special committee from the Finance and Administration Committee, with the chair's concurrence, to seek and recommend a person to fill the vacancy. Approval of a candidate for hire requires the vote of at least seven (7) voting members of the Board.

§ 7.02. University Counsel. The University Counsel is appointed by the Attorney General. The Board in consultation with the President may establish a contract that employs the University Counsel as an employee of the University. The University Counsel is the University's primary legal counsel and provides legal representation to the University in all matters subject to the direction and authority of the Attorney General, who, as provided by law, is the chief legal counsel for the University. The University Counsel shall regularly review the Board's policies and procedures to assure that they are in compliance with applicable laws and regulations and shall recommend necessary changes to the appropriate standing committee of the Board. The University Counsel shall have such other duties and responsibilities incident to the office as may be assigned by the Board, the Attorney General, or the President.

ARTICLE-VIII
Board Policies and Procedures

§ 8.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. All Policies of the Board in existence on the date of the adoption of these Bylaws shall be considered as part of the Board Policies and Procedures and shall be referred to as such.

§ 8.02. Adoption. Board Policies and Procedures may be adopted, amended, modified or repealed, in whole or in part, at any meeting of the Board by an affirmative vote of at least seven (7) of the voting members of the Board provided that notice of the proposed change has been given at least 15 calendar days prior to the meeting. Each member of the Board shall be provided a copy in manual form along with subsequent updates of the Board Policies and Procedures which shall be indexed so that Board members can find and use them expeditiously.

§ 8.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board, or the Executive Committee when the Board is not in session, unless a different date is fixed by the Board.

§ 8.04. Publication of Policies and Procedures. The President or her/his designee shall supervise the maintenance of all Policies and Procedures and may direct the publication of all or any part of same from time to time.

ARTICLE IX
Miscellaneous Provisions

§ 9.01. Suspension of Bylaws. Except as set forth in this section, sections of these Bylaws or any portion thereof may be temporarily suspended at any meeting of the Board by an affirmative vote of seven (7) members provided that no section shall be suspended unless at least seven (7) members vote affirmatively therefore.

§ 9.02. Institutional Review. The Board shall commission an institutional review at such time(s) as it deems appropriate, but not less than every six years.

§ 9.03. Board Evaluation. The Board should conduct a self evaluation annually at a

Board retreat. At least every three years, the Board should have a formal evaluation of its processes and procedures conducted by an external evaluator at the discretion of the Executive Committee. In these endeavors, the candid opinions regarding the Board should be sought from the University President, University Staff, Faculty, and Students along with the public at large.

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§ 9.04. Board of Visitors Budget. The Office of the Board of Visitors shall be allocated funds in the annual University budget adopted by the Board. The Vice Rector shall be responsible for formulating the Board of Visitors Base Budget for the coming year predicated on guidance developed by the Rector grounded on past spending patterns and anticipated needs. The Board of Visitors Budget shall be developed during the University's budget formulation process and shall be presented by the Vice Rector to the Board at the spring regular meeting for approval. The Vice Rector, based on reports prepared by the Vice President for Finance and Administration, shall regularly report on the status of the Board Budget Account at each regular and Executive Committee meeting.

§ 9.05. Communications to the Board. All communications of an official nature directed to the Board of Visitors shall be channeled through the Office of the President.

ARTICLE X

Amendments and Procedural Irregularities

§ 10.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least eight (8) voting members of the Board of Visitors duly appointed provided that notice of the proposed amendment has been given at least 30 calendar days prior to the meeting.

§ 10.02. Legislative Amendments. In the event any portion of the legislation pertaining to Norfolk State University is amended by Acts of the General Assembly in a manner in conflict with these Bylaws, the laws of the Commonwealth shall control and these Bylaws will be amended thereby. Those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise amended or repealed. Annual legislative amendments to the *Code of Virginia* may be initiated by the Board and the President; however, the Board must pass by a majority vote on all amendments, including annual budget amendments, to be submitted to the General Assembly on behalf of Norfolk State University.

§ 10.03. State Budget Requests. The Board shall participate in the formulation of the biennium budget request process and must pass by a majority vote of voting members all biennium budget requests submitted by the University to appropriate state agencies. The Board shall review planning and financial feasibility studies for capital projects and approve them by a majority vote of voting members of the Board prior to submission to appropriate state

agencies.

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§10.04. Ratification of *Ultra Vires Act*. Any action taken in violation of these Bylaws is taken without authority. For such action to be legally binding, it must be ratified by an affirmative vote of at least seven (7) voting members of the Board.

§ 10.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 23rd day of August 2013. All former Bylaws of the Board of Visitors are hereby repealed.

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
PRESIDENTIAL PERFORMANCE EVALUATION POLICY**

Approved March 23, 2012

PURPOSE

To provide a description of the performance evaluation process utilized by the Norfolk State University Board of Visitors for evaluating the President of Norfolk State University. The evaluation process shall take into account the perspective of the President and the Board's evaluation of the President's performance.

BACKGROUND

The evaluation of the President's performance is a primary responsibility of the Norfolk State University Board of Visitors and shall be conducted on an annual basis as according to the President's contract and Section 6.01(f) of the Bylaws of the Board of Visitors.

CONSIDERATIONS

The evaluation of the President should be made in the context of the mission of the University and its strategic direction. Other considerations may also be taken into account when evaluating the President, which include but are not limited to, existing internal and external environments such as economic or legal constraints, legislative mandates or changes, or force majeure events.

PERFORMANCE EVALUATION PROCESS

Beginning with the annual Board meeting in May, the Rector shall lead the Board in:

- (1) conducting an annual performance evaluation of the President's performance over the past year, and
- (2) establishing goals, objectives, and/or performance measures for the ensuing twelve (12) months in conjunction with the President.\

ANNUAL PERFORMANCE EVALUATION

The Board shall receive a written performance report from the President in advance of the annual Board meeting in May. The President shall also present his/her annual accomplishments to the Board at the annual Board meeting in May. The Board shall initiate the annual performance evaluation of the President over the past year at the annual Board meeting in May and determine whether to conduct an extensive evaluation of the President, in lieu of the annual performance evaluation. The extensive evaluation of the President may include an evaluation conducted by an external consultant appointed by the Board of Visitors. The President's annual performance evaluation must be completed by the Board or designated Board committee by no later than the first Board meeting (e.g., in September).

EVALUATION MEASURES

The President's evaluation for the ensuing year shall be based on performance against goals, objectives and/or performance measures developed and proposed by the President to the Board. Such goals, objectives and/or performance measures shall be presented to the Board in advance of the annual Board meeting in May, and must be reviewed by the Board of Visitors for approval or modification.

The annual performance evaluation may include other criteria as the Board may deem appropriate. The President will also provide periodic oral and written reports to the Board, upon request, and throughout the year.

The Rector shall meet with President to present feedback on the annual performance evaluation by the Board after the first Board meeting (e.g., in September), and inform the President of any salary increase or bonus award. The Board shall also provide formal notice to extend the President's contract by no later than the second Board meeting (e.g., in December) in the final year of the President's contract.

COMPENSATION REVIEW

The President's base salary shall be reviewed annually by the Board of Visitors. Any increases in base salary (in addition to state mandated increases) will be determined based on the President's performance in connection with the annual evaluation of performance, and subject to approval of the entire Board. Bonus potential is also contemplated at the Board's discretion, based on the annual performance evaluation, as permitted by State law and is from non-State funds.

The President shall provide the Board with a written report by no later than the annual Board meeting in May of any additional income acquired from any outside sources which will be

considered in the review process.

Statement of Governance

Adopted by the Board of Visitors on December 13, 2013

In accordance with the *Code of Virginia* § 23-2.04.1 and upon recommendation of the Executive Committee, the Board of Visitors of Norfolk State University adopts this Statement of Governance setting forth the role of the Board in the governance of the University.

1. As a public institution, Norfolk State University is accountable to the citizens of Virginia through institutional direction from its active, informed, and engaged Board of Visitors.
2. The powers and duties of the Board are based on specific sections of the *Code of Virginia* and are exercised to accomplish the purposes and mission, and to promote the general welfare of the University.
3. The Board is transparent in its operations and operates openly in compliance with the Virginia Freedom of Information Act (*Code of Virginia* § 2.2-3700 et seq.).
4. The selection and oversight of the University President, who is the chief executive officer of the University, is an important responsibility of the Board. The Board appoints the President and can remove him/her as appropriate.
5. The President reports to the Board. It is the responsibility of the Board to ensure that the President is implementing the Board's policies and accomplishing the University's goals.
6. The Board is an active policy-making body and is ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program.
7. The Board oversees the implementation of an ongoing strategic planning process and takes an active part in determining its mission, developing priorities and goals for the University, allocating resources, and measuring its success in conjunction with the President and in consultation with internal groups and external constituencies.
8. Upon recommendation of the President, the Board establishes policies for the appointment in setting the salaries of faculty, and the rules and regulations for their employment. The Board provides for the employment of other personnel, as required.
9. The Board establishes student tuition, fees, and other charges, approves changes to the University's curriculum, determines student admission policies, and confers degrees.
10. The Board, with the approval of the Governor and as provided by statute, may lease, sell or otherwise convey whatever interest in real property the University may have, and may acquire interests in real property by purchase, will or deed of gift.
11. The Board has such additional powers and duties as provided by statute and as the General Assembly may see fit to amend such statutes, or otherwise act, from time to time.

Code of Ethics

Adopted by the Board of Visitors on December 13, 2013

The Norfolk State University Board of Visitors is accountable for the mission and legacy of Norfolk State University. To ensure integrity in every facet of governance and operation of the University, the Board will engage in lawful and ethical behavior with all of its dealings. As members of the Norfolk State University Board of Visitors, we will:

1. Abide by all controlling law, policies and regulations; we will uphold and act within the legal, fiscal responsibilities established by the law.
2. Serve as stewards of the public resources entrusted to us and the University, and ensure proper use. We will safeguard these resources with periodic audits of functions and be transparent in our reports.
3. Maintain the integrity and monitoring of the University's fiscal affairs, and are prepared to efficiently handle crises or emergencies as they arise.
4. Preserve and safeguard confidential University information, and not disclose records or nonpublic information without appropriate authorization. University information will not be used for personal gain or for the enrichment of others.
5. Not tolerate dishonesty in any form by anyone, including but not limited to cheating, plagiarism, theft, misuse of University funds or property, or fraud.
6. Report any illegal or unethical action that comes to our attention, so that proper investigations may be initiated and immediate corrective action be taken.
7. Treat each other and the entire University community with professionalism and respect, ensuring that there is no discrimination or harassment of any kind.
8. Consider the opinions of every member equally and represent the University in a professional and civil manner at all times.
9. Act and speak as one board.
10. Strive for continuous improvement in the performance of our fiduciary duties for the University and the Commonwealth.

Qualifications and Competencies for Governing Board Membership

Adopted by the Board of Visitors on December 13, 2013

In addition to satisfying all statutory requirements, Norfolk State University's governing board members should have:

- An understanding of the distinctive nature and broad role of higher education in society;
- A knowledge of the institution and the governing board's role and responsibilities as a supervisory (i.e., policy-making) body;
- The interpersonal skills and character necessary to be a member of a collective body;
- The willingness to make personal and financial commitments to board service and to higher education, in general;
- A unique skill mix (i.e., interpersonal, academic or knowledge base) or a broad perspective of the salient matters facing the institution and higher education;
- A high level of personal integrity and independence;
- Relinquished partisan political activity or personal agendas that are disruptive or may be harmful to the institution; and
- The basic qualifications required by the Commonwealth of Virginia for appointment to a board or commission.