

**Annual Executive Summary of Activities  
Virginia State University  
§23-9.14:1 of the Code of Virginia**

To ensure compliance with the above legislation, the Virginia State University Board of Visitors has taken the following action:

**Board of Visitors  
Public Access to Information  
§ 23-2.01**

**Requirement:**

*§ [23-2.01](#). Boards of visitors; public access to information.  
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](#).*

**Current Practice:**

The Virginia State University Board of Visitors continue to comply with the Virginia Freedom of Information Act (FOIA) in conducting itself as a state public body. All Board of Visitor meetings, including meetings of its committees and subcommittees are conducted in a public setting and in accordance with the FOIA. Public notice of all meetings of the Board of Visitors is posted no later than three working days prior to said meeting indicating meeting time and location. Public notice of Board of Visitor meetings can be found physical posted in Virginia Hall on the campus of Virginia State University, on the University's website (<http://www.vsu.edu/news/headlines/index.php>), (<http://www.vsu.edu/about/leadership/board-of-visitors/index.php>), and the Commonwealth of Virginia's Commonwealth Calendar (<http://www.virginia.gov/connect/commonwealth-calendar>).

All closed sessions of the Virginia State University Board of Visitors are conducted in accordance with the provisions of the Virginia Freedom of Information Act. University Legal Counsel ensures that all FOIA imposed procedural steps going into, during and coming out of closed session are followed.

All electronic meetings of the Virginia State University Board of Visitors are conducted in accordance with the Virginia Freedom of Information Act. accordance with § 2.2-3708.

**Outcome:**

VSU is Compliant.

**Board of Visitors**  
**Bylaws**  
**§ 23-2.02**

**Requirements:**

§ [23-2.02](#). *Boards of visitors; bylaws.*

*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:*
  - 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](#);*
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.*

**Current Practice:**

At its June 2013 meeting, the Virginia State University Board of Visitors adopted their revised Board Bylaws, which can be found on the University website (<http://www.vsu.edu/files/docs/board-membership/vsu-bylaws.pdf>).

1. Article I, Section 1.5 **Conduct of Business** of the Board's Bylaws reads: *All meetings shall be conducted in accordance with the Code of Virginia, these Bylaws, Board Policies and Procedures, and Robert's Rules of Order Newly Revised, in order of descending precedence.*
2. The Board of Visitors' obligations under the FOIA are met as follows:

- a. Meeting minutes are recorded at every open meeting of the Board of Visitors and posted in accordance with subsection I of § 2.2-3707 and § 2.2-3707.1 (<http://www.vsu.edu/about/leadership/board-of-visitors/minutes1.php>). Article II, Section 1.6.3 Secretary of the Board's Bylaws reads: *The Secretary shall be responsible for over-sight of the preparation of minutes of all meetings of the Board and the Executive Committee.*
  - b. Agenda items and discussions are only determined to be “qualified” for closed session after review by University Legal Counsel and in accordance with the Virginia Freedom of Information Act (§ 2.2-3700 et seq.)
  - c. Public notice of all meetings of the Board of Visitors is posted no later than three working days prior to said meeting indicating meeting time and location. Public notice of Board of Visitor meetings can be found physical posted in Virginia Hall on the campus of Virginia State University, on the University's website (<http://www.vsu.edu/news/headlines/index.php>), (<http://www.vsu.edu/about/leadership/board-of-visitors/index.php>), and the Commonwealth of Virginia's Commonwealth Calendar (<http://www.virginia.gov/connect/commonwealth-calendar>).
  - d. All closed sessions of the Virginia State University Board of Visitors are conducted in accordance with the provisions of the Virginia Freedom of Information Act. University Legal Counsel ensures that all FOIA imposed procedural steps going into, during and coming out of closed session are followed. All action taken are reflect in the approved and posted meeting minutes of the Board of Visitors (<http://www.vsu.edu/about/leadership/board-of-visitors/minutes1.php>).
3. Article I, Section 1.5 Conduct of Business of the Board's Bylaws reads: *The Board shall request the presence of the University's legal representative at all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of university officers, unless otherwise directed by the Attorney General. At the Board's discretion, it may request the presence of the University's legal representative during evaluations if it is considering: (1) whether the party or parties involved are in breach of his/her contract; or (2) the Board is seeking legal advice about the amounts and methods of compensating the President or other officers involved.*

**Outcome:**

VSU is compliant.

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

**Requirements:**

§ [23-2.03](#). *Boards of visitors; annual meeting with the president of the institution.*

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.*

**Current Practice:**

- A. Article VI, Section 1.3 Evaluation of the President of the Board's Bylaws reads: *The Board is responsible for oversight of the President's performance. The President, in open or closed session, as appropriate, at the Annual Meeting of the Board, shall submit his/her annual report on objectives, specific and general, developed by the President and the Rector and agreed to by the Board for the past year. The Board shall subsequently evaluate the President's performance for the past year. Objectives for each ensuing year shall also be presented at the Annual Meeting of the Board for approval.*
  
- B. Article II, Section 1.2 Resources Committee of the Board's Bylaws reads: *Acceptance or denial of the Executive Employment Agreement of the President requires a majority vote of all board members then in office.*

It has been the practice of the VSU Board of Visitors to meet annually with the President to deliver its evaluation of the President's performance. This year the meeting was held in closed session on November 15, 2013.

**Outcome:**

VSU is Compliant.

**Board of Visitors  
Executive Committee  
§ 23-2.04**

**Requirement:**

§ [23-2.04](#). *Boards of visitors; executive committee.*

*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;*
- 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.*

**Current Practice:**

1. The Board's Statement of Governance was adopted June 14, 2013 (<http://www.vsu.edu/about/leadership/board-of-visitors/state-governance.php>)
2. Review of the Virginia State University Board of Visitors' Bylaws will be a standing agenda item at the Board's Annual Meeting, beginning with the April 2014 meeting.
3. Article III, Section 1.1.3 Executive Committee Governance of the Board's Bylaws reads: *The Executive Committee shall recommend and the Board shall approve Board members to all standing and special committees. The Committee, in consultation with the Rector and the President, shall recommend the Committee Chairs for each standing committee, liaisons for each of the foundations, and a slate of officers of the Board. These positions will be approved by the Board during the Annual Meeting. Vacancies arising from any cause whatsoever shall be filled in the same manner.*
4. All new board members receive an initial VSU orientation on campus. FOIA orientation and continuing education is currently done by University Legal Counsel on an annual basis.

5. The Board's Code of Ethics was adopted June 14, 2013 (<http://www.vsu.edu/about/leadership/board-of-visitors/code-ethics.php>).
6. Development of set qualifications and competencies for membership on the Virginia State University Board of Visitors will be a standing agenda item at the Board's Annual Meeting, beginning with the April 2014 meeting.

**Outcome:**

VSU is compliant.

## **Board of Visitors Narrative Summary of Activities for 2013**

During 2013, the Virginia State University Board of Visitors convened four regular meetings (January 17-18, April 18-19, September 20, and November 14-15), with the Annual meeting being held on April 18-19. In addition to the four regular meetings of the Board, its standing committees (Executive Committee; Academic and Student Affairs Committee; Facilities, Finance and Audit Committee; Institutional Advancement Committee; and Resource Committee) convened six special meetings (February 22, March 18, May 6, June 14, July 26, November 25). On January 17, 2013 an entrance conference was conducted by the Auditor of Public Accounts with the exit conference taking place on July 26, 2013 for the fiscal year ended June 30, 2013 which resulted in the University receiving an unqualified audit opinion. The Board's annual retreat was held on January 17-18, during which the Board discussed strategic assessment, strategic vision, the strategic plan and focus areas of the board. During its meetings, board discussed included: the state of higher education; meeting the needs of the Commonwealth; revisions to the faculty handbook; impact of the sequestration; enrollment and enrollment management; and the requirements of HB1952. An orientation session for the two new Board members appointed by the Governor on July 1, 2013, was held on August 9, 2013 and September 19, 2013 on the campus of VU.

The following actions were taken by the Board during 2013:

- Approval of the certification to the Department of Planning and Budget in accordance with the debt management policy to be completed and forwarded in writing to the Governor and the General Assembly no later than June 1 of each year.
- Approval of the University's six-year plan covering the fiscal years 2014-2020 as required by the *Code of Virginia*.
- Approval of the Virginia State University Head Football Coach contract.
- Approval of the VSU Trojan Development Company LLC's use of the "VSU" identifier to advance the commercial, retail and residential development on Chesterfield Avenue, Ettrick, Virginia.
- Approval of the University entering into discussions and authorizing a ground lease with a proposed project footprint; the University entering into a support agreement with the Joint Venture Company; and the University's lease of space.
- Approval of the Small, Women, and Minority-Owned Plan for Fiscal Year 2013-2015.
- Approval of the Memorandum of Understanding for Level 2 Higher Education Restructuring.
- Approval of the Right of Way Conveyance to Chesterfield County for road development and widening to accommodate traffic flow around the proposed convocation center.
- Approval of the balanced Operating Budget for fiscal year 2013-2014, as certified by the Vice President of Administration and Finance.
- Approval of the Tuition and Fees for Academic Year 2013-2014.
- Approval of the conferring of degrees at the end of the summer session to be included in the count for the same year.

- Approval of the non-reappointment of the Vice President for Institutional Advancement.
- Approval of the establishment of a tax exempt (501(c)(3)) research foundation to support the University's research activities.
- Approval of promotion and/or tenure candidates.
- Approval of the limit to the term of appointment of faculty representatives to the board to one year instead of two, and such faculty member should be the President of the University's Faculty Senate.
- Ratification of the Board's September 2012 vote in closed session to end all discussions with St Paul's College concerning a possible merger or combination of campuses and operations.
- Approval of the Rector and Vice Rector to approve faculty and staff appointments and contracts, and recommend a manageable process by which the Board will oversee faculty and staff appointments.
- Approval of 2013-2014 Board Officer recommendations with an effective date of July 1, 2013.
- Approval of the 2013-2014 Board Executive Committee, Committee Chair and Foundation Liaison recommendations with an effective date of July 1, 2013.
- Approval of the 360 evaluation model used for the 2012 presidential evaluation period be followed for the 2013 evaluation period.
- Approval of the Board adopting an annual self-assessment process.
- Approval of the removal of all references to Board involvement with faculty promotion and tenure reviews, grievances or appeals; negative decisions on such matters by the president shall now be final; and promotion and tenure cannot be earned *de facto* because an affirmative act of the Board is required before either shall be granted. Regarding the Handbook's provision relating to "Financial Exigency," the motion removed all references to the procedures for resolving such exigency, leaving in the final sentence of the third paragraph which now reads: **"The Board of Visitors reserves the right to determine fair and appropriate procedures and policies designed to respond to any financial exigency."** Mr. Murphy offered a friendly amendment to remove language relating to the Board's discretion, in awarding promotion and tenure, such that the sentence in Section 2.6 of the Faculty Handbook would read: **"The Board decides whether to award the candidate promotion or tenure, and its decision is final."**
- Approval of a standardized faculty evaluation process and a reporting process on the quality and timeliness of faculty evaluations be developed.
- Approval of the Audit Committee Charter with the understanding that minor adjustments may be needed to accommodate anticipated bylaw revisions.
- Approval of the Internal Audit Charter.
- Approval of the filling of the vacant internal audit position.
- Approval of the personnel matter relating to the President's salary increase as authorized by the General Assembly.
- Adoption of the Virginia State University Board of Visitor's Statement of Governance, which will be included in the Board's bylaws, and placed on the VSU website.
- Adoption of the Virginia State University Board of Visitor's Freedom of Information Rights and Responsibilities statement that will be referenced in the Board's bylaws.
- Adoption of the Virginia State University Board of Visitor's Code of Ethics.



- Adoption of extensive revisions to the Board’s bylaws as presented drafted by Rector Busser and legal counsel Roberts. Four friendly amendments included: 1) inclusion of updated language regarding the Board, at its discretion each year, seating non-voting faculty and student representatives of the Board’s choosing; 2) if proposed bylaw revisions create a significant execution impact such actions will be brought back to the Board by the President; 3) Committee Chairs are appointed through a conversation between the Rector, the President and the Executive Committee; and 4) the Board has the authority to establish and bestow upon past Virginia State University Board members emeriti status.
- Approval of the hiring of the Virginia State University Men’s Basketball Coach.
- Approval of the appointment of the Board of Visitor Secretary and committee assignments.
- Approval of the faculty and student representatives to the Board of Visitors.
- Approval of the Variable-Rate Course Material Fee Increase.
- Approval of the Nursing Program recommendation.
- Approval the revisions to the Faculty Handbook.
- Approval of the Biennium Six Year Plan for FY2014-2016
- Approval of the Easements within the Dupuy Avenue Property Exchange.
- Approval of the Fiscal Year 2014 Internal Audit Plan Goals and Objectives.
- Approval of the Annual Contracting and Procurement Compliance and Performance Audit.
- Approval of the Promotion and Tenure candidates.
- Approval of the Honorary Degree candidates.
- Approval on the action on the Nursing Program.
- Approval of the revised Fiscal Year 2014 Internal Audit Plan.
- Approval of the Title III solution.
- Approval of the Request for Proposal for the Management Firm for Title III funding.
- Approval of the College of Business Foundation.
- Approval of naming opportunities.

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