

**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 continues 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/>), (<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 § 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 April 2014 meeting, the Virginia State University Board of Visitors reviewed and amended their 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/>), (<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 reflected 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 September 26, 2014.

**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, and reviewed April 11, 2014 (<http://www.vsu.edu/about/leadership/board-of-visitors/state-governance.php>)
2. Review of the Virginia State University Board of Visitors' Bylaws is a standing agenda item at the Board's Annual Meetings.
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, and reviewed April 11, 2014 (<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 2014**

During 2014, the Virginia State University Board of Visitors convened four regular meetings (January 16-17, April 10-11, September 25-26, and November 13-14), with the Annual meeting being held on April 10-11. 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 four special meetings (March 13, June 25, August 22, October 31). On January 17, 2014 an entrance conference was conducted by the Auditor of Public Accounts with the exit conference taking place on April 11, 2014 for the fiscal year ended June 30, 2013 which resulted in the University receiving an unqualified audit opinion with one noted noncompliance issue regarding missing university equipment. The Board's annual retreat was held on August 22, 2014, during which the Board received personnel updates, Trojan Development Corporation updates, budget and enrollment updates; and discussed presidential evaluations, strategic assessment, strategic vision, the Six Year Plan, the University Master Plan, and focus areas of the board. An orientation session for the four new Board members appointed by the Governor on July 1, 2014, was held on July 25, 2014 on the campus of VSU.

The following actions were taken by the Board during 2014:

- Approval of the establishment of a Director of National Alumni Association position within the Office of Institutional Advancement.
- Authorized the President to provide the certification to the Department of Planning and Budget in accordance with the Debt Management Policy.
- Approval of the resolution Authorizing Right of Way Conveyance and Grant of Easements, to include the President and/or his designee.
- Approval of the rental of the distribution center and urban garden at Oak Street AME Zion Church in Petersburg.
- Approval of the sabbatical leave request of Dr. Justina Osa, contingent upon funding.
- Approval of the leave for Dr. Silas Christian at the request of the Administration.
- Reviewed and approved the current Virginia State University Code of Ethics.
- Reviewed and approved the current Virginia State University Freedom of Information Act Rights and Responsibilities statement.
- Reviewed and approved the current Virginia State University Statement of Governance.
- Reviewed and amended the current Virginia State University Board of Visitors Bylaws.
- Approval of the 2014-2015 Virginia State University Board of Visitors' meeting schedule.
- Approval of the 2014-2015 board officers, committee and liaison recommendations with an effective date of July 1, 2014
- Approval of the Tuition and Fees for Academic Year 2014-2015.

- Approval of the balanced Operating Budget for fiscal year 2014-2015, as certified by the Vice President of Administration and Finance, contingent upon legislative approval.
- Approval of Real Estate Authority, authorizing the President and Vice President for Administration and Finance to approve and execute all easements to be acquired or conveyed by the University.
- Approval of the conveyance to Chesterfield County, without financial remuneration, university property consisting of 3.931 acres for the Ettrick-Matoaca Library.
- Ratification of a Memorandum of Understanding with Chesterfield County for Water and Wastewater Service, Granting of Easements and Authorization to Execute a Memorandum of Understanding Amendment.
- Approval of the Sublease Agreement for Off Campus Extension Facility with Oak Street African Methodist Episcopal Zion Church.
- Approval of the four resolutions Authorizing Grants of Easement for: Dominion Virginia Power and Columbia Gas; Dominion Virginia Power; Columbia Gas; and the Multipurpose Center Institutional Connector Road.
- Approval of the Lease for Surplus Property and Storage Lease.
- Approval of the conveyance of Chesterfield Avenue property to the Trojan Development Company, LLC.
- Approval of the Wireless Technology Certificate Program.
- Approval of the Military Student Priority Registration Policy.
- Approval of the Board Policy on University-Related Foundations.
- Approval of the Memorandum of Understanding between Virginia State University and the Reginald F. Lewis College of Business.
- Approval of the President's recommendation on the acting Associate Vice President for Institutional Advancement's employment contract.
- Approval of the President's recommendations on annual employment contracts.
- Approval of the Presidential Medal recipient and commencement speaker.
- Approval of the resolution for the Estate of Pearly M. Edwards
- Approval of the leave request for Dr. Lisa Edwards-Burrs.
- Approval of promotion and/or tenure recommendations.
- Approval of the committee recommendations.
- Approval of the Six-Year Plan for 2014 – 2020.
- Approval of the Lease Agreement for Off Campus Extension Facility with the City of Petersburg.
- Approval of the reaffirmation and Approval of the Audit Committee Charter Adopted April 13, 2007.
- Approval of the reaffirmation and Approval of the Internal Audit Charter.
- Approval of the Fiscal Year 2015 Internal Audit Plan and Goals and Objectives.
- Approval of the Performance Audit of the Virginia State University Real Estate Foundation.
- Approval of the Wireless Technology Certificate Program Tuition Rate.
- Approval of the per credit hour tuition charge for the Enterprise Systems Program.
- Approval of the Water Safety course fee.
- Approval of the Richard Bland and Virginia State University Guaranteed Tuition Program.
- Approval of the Military Academic Credit Policy.
- Approval of the fall commencement speaker and honorary degree candidate.



- Approval of the Rector being authorized to negotiate and execute an amendment to the President's employment agreement.
- Approval of the Presidential Support Committee.
- Approval of the appointment of Dr. Pamela V. Hammond, Interim President of Virginia State University, effective January 1, 2015.
- Approval of the appointment of the Faculty Representative to the VSU Board of Visitors.
- Approval of the deed prepared by the Office of the Attorney General between the Board of Visitors of Virginia State University and the VSU Trojan Development Company, LLC, granting conveyance by Special Warranty the 11 parcels of real property owned by the University as described in the deed.
- Approval of the Office for International Education's proposed per student study abroad administrative fee.
- Approval of the Endowed Chairs Policy.
- Approval of the Masters of Individualized Studies in Public Affairs tuition rate for the two year program.
- Approval of the enrollment projections that will be submitted to the State Council of Higher Education for Virginia (SCHEV) as a part of the Six Year Plan.
- Approval of the non-substantive organizational changes to be submitted to SCHEV.
- Approval of the revised Fiscal Year 2015 Internal Audit Plan.
- Approval of the Information Technology Strategic Plan.
- Approval of the delegation of approval for Information Technology Policies.
- Approval of the recommendation for Professor Emerita for Dr. Wallace McMichael.
- Approval of the establishment of a Presidential Search Committee.
- Approval of the following statement: *to support the presidential transition process, a hold will be implemented on the hiring, promotion and compensation for all positions at the Associate Vice President level and above until January 15, 2015, except upon approval from the Executive Committee.*
- Approval of the Rector being authorized to negotiate and execute a contract with Dr. Hammond to serve as a consultant to the Board through December 31, 2014.
- Approval of the Liaison for the transition between the Board, the Interim President, and Administrators through January 15, 2015.
- Approval of the Liaison between the Board, Search Committee, and Administration for the purposes of the Presidential Search.
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