

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

EXECUTIVE SUMMARY

Pursuant to § 23-2.05 of the Code of Virginia (as amended), Virginia State University hereby submits prior to the first day of the General Assembly an annual summary of interim activity of the work of the Board of Visitors. The University submits as required information related to Virginia Code § 23-2.01 (public access to information); Virginia Code § 23-2.02 (adopting bylaws); Virginia Code § 23-2.03 (BOV annual meeting with the president), and Virginia Code § 23-2.04 (duties of the executive committee). The University also provides a narrative summary demonstrating compliance with these sections and a summary of activities for the year.

Questions regarding this Executive Summary can be directed to Christy G. Brown, Board Liaison, via phone at 804-524-5364 or via e-mail at cgbrown@vsu.edu.

NARRATIVE SUMMARY

During 2015, the Virginia State University Board of Visitors convened four regular meetings: January 15-16, 2015, April 16-17, 2015, September 17-18, 2015 and November 19-20, 2015. One special meeting was called on April 27, 2015. The Board's Annual meeting was held April 16-17, 2015. In addition to the regularly scheduled meetings of the Board, the Board's standing and special committees (Executive Committee; Academic and Student Affairs Committee; Facilities, Finance and Audit Committee; Institutional Advancement Committee; Resource Committee; and President's Residence Committee) convened two special meetings. The President's Residence Committee convened on April 1, 2015 and the Institutional Advancement Committee convened on October 30, 2015.

On January 16, 2015, an entrance conference was conducted by the Auditor of Public Accounts. The related exit conference took place on September 17, 2015 for the fiscal year ending June 30, 2014. The University received an unmodified audit opinion.

An orientation session for new Board member Dr. Darryl Dance was held on May 6, 2015 on the University's campus. In addition, Board member orientation was also completed for new board members, Michael Fleming, Glenn Sessoms, and Wayne Turnage on the University's campus on August 20, 2015.

The Board's annual retreat was held on August 21, 2015. During this retreat, the Board discussed its board survey results, desired workshop outcomes, top strategic issues confronting Historically Black Colleges and Universities (HBCUs), the role and responsibility of a governing board, and consequential boards.

I. Current Members of the Board of Visitors

Current Members, their term number, and their respective term expiration dates are as follows:

Name	Term	Appointment Expiration
Harry Black (Rector)	2 nd	June 30, 2018
Thursa Crittenden	1 st	June 30, 2018
Daryl C. Dance	1 st	June 30, 2016
Robert E. Denton	1 st	June 30, 2016
Michael Flemming	1 st	June 30, 2019
Fredrick S. Humphries, Jr.	1 st	June 30, 2017
Charlie Hill	1 st	June 30, 2018
Alma Hobbs	1 st	June 30, 2018
Jennifer Hunter	1 st	June 30, 2016
Willie C. Randall (Vice Rector)	1 st	June 30, 2016
Daphne Maxwell Reid (Secretary)	2 nd	June 30, 2016
Xavier Richardson	1 st	June 30, 2018
Glenn Sessoms	1 st	June 30, 2019
Wayne Turnage	1 st	June 30, 2019
Huron F. Winstead	1 st	June 30, 2017

II. Public Access to Information

A. Requirements

§ 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.

B. Current Practice and Compliance

The Virginia State University Board of Visitors continues to comply with the Virginia Freedom of Information Act (FOIA) in conducting business as a state public body. Explanation of the compliance follows.

All Board of Visitor meetings, including meetings of its committees and subcommittees, were conducted in a public setting and in accordance with FOIA. Public notices of all Board of Visitor meetings were posted no later than three working days prior to said meeting and these notices indicate meeting times, purpose, and locations. Board of Visitor meeting notices can be found posted on the first and third floor of Virginia Hall on the University's campus, on the University's website under

“Announcements” (www.vsu.edu/), on the Board of Visitor’s webpage (www.vsu.edu/about/leadership/board-of-visitors/index.php), and on the Commonwealth of Virginia’s Commonwealth Calendar (www.virginia.gov/connect/commonwealth-calendar).

All closed sessions of the Virginia State University Board of Visitors were conducted in accordance with the provisions of the FOIA. The Office of University Legal Counsel ensures that all required FOIA procedural steps are recognized and complied with prior to, during, and following closed sessions.

All electronic meetings and electronic meeting participation of the Virginia State University Board of Visitors were conducted in accordance with FOIA. These electronic meetings also strictly comply with the Act under Virginia Code § 2.2-3708.

III. Adoption of Bylaws

A. 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.

B. Current Practice and Compliance

The Virginia State University Board of Visitors continues to comply with the Virginia Adoption of Bylaws Code Section. Explanation of the compliance follows.

The Board last updated its bylaws on April 11, 2014. At its April 2015 meeting, the Virginia State University Board of Visitors reviewed and affirmed its bylaws. These bylaws are posted on the University website at www.vsu.edu/files/docs/bov/board-membership/vsu-bylaws.pdf.

IV. Annual Meeting with the President of the Institution

A. 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.

B. Current Practice and Compliance

The Virginia State University Board of Visitors continues to comply with the requirement of holding an Annual Meeting with the University's President. Explanation of the compliance follows.

It has been the practice of the Board of Visitors to meet annually with the President to deliver its evaluation of the President's performance. During 2015, the University was led by Interim President Pamela V. Hammond. In December 2015, the University completed its formal Presidential Search and secured a contract for its new President. As a result, an evaluation of the President did not take place in 2015.

V. Duties of the Executive Committee

A. Requirements

§ 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.

B. Current Practice and Compliance

The Virginia State University Board of Visitors continues to comply with the Code of Virginia provisions governing the Duties of the Executive Committee. Explanation of the compliance follows.

The Board's Statement of Governance was adopted June 14, 2013. The Board reviewed and affirmed the Statement of Governance on April 17, 2015. See www.vsu.edu/about/leadership/board-of-visitors/state-governance.php. The Board's Code of Ethics was adopted June 14, 2013. The Board reviewed and affirmed the Code of Ethics on April 17, 2015. See www.vsu.edu/about/leadership/board-of-visitors/code-ethics.php.

All new board members received an initial on campus VSU orientation and FOIA orientation and continuing education was provided by University Legal Counsel. In August 2015, the Board participated in the Initiative for Strengthening Historically Black Colleges and Universities (HBCU) Governance and Leadership training session provided by the Association of Governing Boards (AGB), and in November 2015, the Board participated in a Shared Financial Leadership and Financial Management for Board Members session led by the State Council of Higher Education for Virginia (SCHEV).

Development of set qualifications and competencies for membership on the Virginia State University Board of Visitors continues to be a standing agenda item at the Board's Annual Meeting.

VI. Summary of Activities for 2015

The following actions were taken by the Board during 2015:

- Approval of the resolution authorizing the President to provide the certification to the Department of Planning and Budget in accordance with the Debt Management Policy.
- Approval of the Chief of Staff for Virginia State University.
- Approval of the confirmation of employment for the Head Football Coach for Virginia State University.
- Approval of the Interim Dean of the College of Business.
- Approval of the Interim Dean of the College of Education.
- Approval of the establishment of the President's Residence committee.
- Approval of the Virginia State University Individual Participation in Board of Visitors Meeting by Electronic Means Policy.
- Reviewed and affirmed the Virginia State University Code of Ethics.
- Reviewed and affirmed the Virginia State University Freedom of Information Act Rights and Responsibilities statement.
- Reviewed and affirmed the Virginia State University Statement of Governance.
- Reviewed and affirmed the Virginia State University Board of Visitors Bylaws.
- Approval of the 2015-2016 Virginia State University Board of Visitors' meeting schedule.
- Approval of Tuition and Fees for Academic Year 2015-2016.
- Approval of the 2015 Master Plan.
- Approval of the Six-Year Plan for 2016-2022.
- Approval of the resolution authorizing the property exchange with the City of Colonial Heights.
- Approval of the balanced Operating Budget for Fiscal Year 2015-2016, as certified by the Vice President of Administration and Finance, contingent upon legislative approval.
- Approval of the Revised Fiscal Year 2015 Internal Audit Plan.
- Approval of the resolution for Veterans Access, Choice and Accountability Act of 2014.
- Approval of the resolution to rescind demolition of the President's Residence.
- Approval of the continuation of the Master of Science Degree Program in Mathematics.
- Approval of the fall commencement speaker and honorary degree candidate.
- Approval of promotion and/or tenure recommendations.
- Approval of the President's contract continuation/renewals for Vice Presidents, Assistant Vice Presidents, Associate Vice Presidents and Deans recommendations.

- Approval of two additional Presidential Search Committee members.
- Approval of the resolution to confirm the acceptance of the Annase Wilks-Hill Minerva Circle Endowment.
- Approval of the exploration efforts to identify a firm to conduct a feasibility study for Institutional Advancement.
- Approval of the resolution accepting the Association of Governing Boards of University and College (AGB) Initiative for Strengthening HBCU Governance and Leadership Award.
- Approval of additional board committee recommendations.
- Approval of board foundation liaisons.
- Approval of the resolutions of exemplary service for former board members (George Anas, William “Bill” Boshier, Felix Davis, and Terone Green).
- Approval of the resolution approving demolition of Puryear Hall.
- Approval of the resolution authorizing the adjusted Operating Budget for Fiscal Year 2015-2016.
- Reaffirmation and approval of the Audit Committee Charter adopted April 13, 2007.
- Reaffirmation and approval of the Internal Audit Charter.
- Approval of the Fiscal Year 2016 Internal Audit Plan and Goals and Objectives.
- Approval of the program name change of Management Information Systems to Computer Information Systems.
- Approval of the continuing-education rate price of \$219 per credit unit for Fort Lee and Southside Virginia.
- Approval of the continuing-education rate for the Stafford County Mathematics Education Program.
- Approval of the revised Six-Year Plan.
- Approval of the recommendation to direct the Administration to research the feasibility of using analytic firms to assist in student recruitment.
- Approval of the award of Professor Emeritus to Dr. Author Abraham.
- Approval of the appointment of the Reginald F. Lewis College of Business Dean.
- Approval of the appointment of the College of Agriculture Interim Dean.
- Approval of the resolution to sell officer firearm.
- Approval of the President’s Performance Review Committee.
- Approval of the Board Assessment Committee.
- Approval of the Honorary Doctorate of Humane Letters awarded to Senator Rosalyn Dance.
- Approval of the Honorary Doctorate of Science awarded to Dr. Pamela V. Hammond.
- Approval of the Virginia State University Test-Optional Policy.
- Approval of the Rector to be authorized to negotiate and execute a contract with the individual or individuals discussed in closed meeting and under the terms discussed.
- Approval of the Rector to be authorized to negotiate and execute an amended contract with Interim President Hammond consistent with the terms discussed in closed session.