



P.O. Box 9001
PETERSBURG, VA 23806

VIRGINIA STATE UNIVERSITY

BOARD OF VISITORS

December 20, 2016

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

The Honorable Terry McAuliffe
Office of the Governor
1111 East Broad Street
Richmond, VA 23219

Subject: Annual Executive Summary – Report from Virginia State University

Dear Governor McAuliffe and Members of the General Assembly:

Section 23-2.05 (replaced by 23.1-1303 (B) (11) effective October 1, 2016) of the *Code of Virginia* instructs the Virginia State University Board of Visitors to submit an annual executive summary of its interim activity and work to the General Assembly and Governor no later than the first day of each 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 Dr. Annie C. Redd, Special Assistant to the President and Board Liaison, at (804) 524-3340 or by email at aredd@vsu.edu.

Sincerely,

Harry Black
Rector

Cc: Laura Wilborn, Division of Legislative Automated Systems
Makola M. Abdullah, Ph.D., President, Virginia State University

**Annual Executive Summary of Interim Activities
Virginia State University
§ 23.1-1304 of the Code of Virginia**

EXECUTIVE SUMMARY

Pursuant to § 23-2.05 (replaced by § 23.1-1303(B)(11) effective October 1, 2016) 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 as follows:

- Va. Code § 23-2.01 (replaced by § 23.1-1301(B)(10) effective October 1, 2016 - public access to information);
- Va. Code § 23-2.02 (replaced by § 23.1-1303(B)(1) effective October 1, 2016 - adopting bylaws);
- Va. Code § 23-2.03 (replaced by § 23.1-1303(B)(8) effective October 1, 2016 - BOV annual meeting with the president);
- Va. Code § 23-2.04 (replaced by § 23.1-1306 effective October 1, 2016 - duties of the executive committee); and
- Va. Code § 23-2.06 (replaced by § 23.1-1300(B)(E)(F) effective October 1, 2016 – members of governing boards, removal, terms).

The University also provides a narrative summary demonstrating compliance with these sections and a summary of activities for the year.

NARRATIVE SUMMARY

During 2016, the Virginia State University Board of Visitors convened four regular meetings: February 11-12, 2016, April 28-29, 2016, September 15-16, 2016, and November 17-18, 2016. The Board held its Annual meeting on April 28-29, 2016. 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; and Personnel and Compensation Committee (formerly called the Resource Committee)) convened meetings.

The committees met as follows: January 14th Academic and Student Affairs Committee, and the Institutional Advancement Committee; March 10th and March 25th - Executive Committee; April 21st - Academic and Student Affairs Committee; November 10th - Facilities, Finance, and Audit Committee; November 11th - Academic and Student Affairs Committee.

On August 11th, the University held the Orientation Session for new Board members Ms. Pamela A. Currey, Mr. Paul D. Koonce, and Mr. James J.L. Stegmaier on campus. In addition, new Board members Ms. Currey, Mr. Koonce, Mr. Stegmaier, and second-year Board member,

Mr. Glenn Sessoms attended the State Council on Higher Education for Virginia (SCHEV) New Board Member Orientation on October 18-19, 2016, at the state capitol building in Richmond, Virginia.

The Board held its Annual Retreat on August 12th. During this retreat, the Board discussed proposed board self-assessment measures, desired workshop outcomes, top strategic issues confronting Historically Black Colleges and Universities (HBCUs), the mission of Virginia State University as a land-grant institution, the role and responsibility of a governing board, and consequential boards.

I. Current Members of the Board of Visitors

§ 23.1-1300. Members of governing boards, removal, terms.

Current gubernatorial appointed members, their term numbers, 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
Pamela A. Currey	1 st	June 30, 2020
Daryl C. Dance	2 nd	June 30, 2020
Michael Flemming	1 st	June 30, 2019
Charlie Hill	1 st	June 30, 2018
Alma Hobbs	1 st	June 30, 2018
Fredrick S. Humphries, Jr.	1 st	June 30, 2017
Jennifer Hunter	2 nd	June 30, 2020
Paul Koonce	1 st	June 30, 2020
Xavier Richardson	1 st	June 30, 2018
Glenn Sessoms	1 st	June 30, 2019
James J.L. Stegmaier	1 st	June 30, 2020
Wayne Turnage	1 st	June 30, 2019
Huron F. Winstead	1 st	June 30, 2017

II. Public Access to Information

A. Requirements

§ 23.1-1301(B)(10). Boards of visitors; public access to information.

Notwithstanding § 2.2-4342 and the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*), the governing board of each public institution of higher education may conduct closed meetings pursuant to §§ 2.2-3711 and 2.2-3712 and 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 Visitors 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 Visitors meetings were posted no later than three working days prior to said meeting and these notices indicated meeting times, purpose, and locations. Board of Visitors 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 Visitors webpage (www.vsu.edu/about/leadership/board-of-visitors/index.php), and on the Commonwealth of Virginia's Commonwealth Calendar (<https://commonwealthcalendar.virginia.gov>).

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 ensured that all required FOIA procedural steps were 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 complied with the Act under Va. Code § 2.2-3708.

III. Adoption of Bylaws

A. Requirements

§ 23.1-1303(B)(1). Boards of visitors; bylaws.

The governing board of each public institution of higher education 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 § 23-2.01 (replaced by subdivision (B)(10) of § 23.1-1301) 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.

At its April 29, 2016 meeting, the Board reviewed and affirmed its bylaws. At its September 16, 2016 meeting, the Virginia State University Board of Visitors again reviewed and reaffirmed its bylaws. The second affirmation was performed because of upcoming changes in Title 23 of the *Code of Virginia*. The Board's last and most recent bylaws updates were in September 2016. These bylaws are posted on the University website at <http://www.vsu.edu/about/leadership/board-of-visitors/bylaws.php>.

IV. Annual Meeting with the President of the Institution

A. Requirements

§ 23.1-1303(B)(8). Boards of visitors; annual meeting with the president of the institution.

In addition to all meetings prescribed in Chapters 14 (§ 23.1-1400 *et seq.*) through 29 (§ 23.1-2900 *et seq.*), the board of visitors of each public institution of higher education 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. 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.

On February 1, 2016, Makola M. Abdullah, Ph.D., joined Virginia State University as its 14th president. The Board will evaluate the President Abdullah's performance and subsequently meet with the President prior to the expiration of the current Board year on April 21, 2017.

V. Duties of the Executive Committee

A. Requirements

§ 23.1-1306. Boards of visitors; executive committee.

The executive committee of the governing board of each public institution of higher education 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 November 18, 2016. See <http://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 the Code of Ethics and reaffirmed the current version, without revision, on April 29, 2016. See <http://www.vsu.edu/about/leadership/board-of-visitors/code-ethics.php>.

In August 2016, all new board members received an initial on-campus VSU orientation. University Legal Counsel provided FOIA training to new members during the orientation and provided FOIA training to all members of the Board during the Annual Retreat. 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).

VI. Summary of Activities for 2016

The following actions were taken by the Board during 2016:

- Approval of the resolution authorizing the President to sign letter to the Secretary of Finance.
- Approval of the resolution authorizing property acquisition and revenue lease.
- Approval of the resolution for adopting the Emergency Operations Plan.
- Approval of the Adjusted Revenue Analysis.
- Approval of the VSU Board of Visitors slate of officers, committee assignments and officers, and recommendations for board foundation liaisons.
- 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, revised, and affirmed the Virginia State University Board of Visitors Bylaws.
- Approval of promotion and/or tenure recommendations.
- Approval of recommendations to award for professor emeritus to Dr. Richard I. Schwartz and Dr. Raymond Fletcher.
- Approval of nominees to be awarded the Virginia State University Presidential Medallion (Daphne Maxwell Reid and Lashrecse D. Aird) and the Alumnus of the Year.

- Approval of the resolution to confirm the acceptance of the Adrienne P. Whitaker & Christine E. Marshall-Thomas Endowment Fund.
- Approval of faculty contract changes for the Reginald F. Lewis College of Business.
- Approval of the resolution to confirm the acceptance of the Hill Leadership Institute.
- Approval of additions and updates to the Virginia State University Faculty Handbook.
- Approval of the resolutions of exemplary service for former board members (Willie Randall, Dr. Robert Denton, Daphne Maxwell Reid).
- Approval of the resolution authorizing the operating budget for fiscal year 2016-2017.
- Approval of the resolution for tuition and fees for academic year 2016-2017.
- Approval of the resolution authorizing funding for Multipurpose Center operating costs.
- Approval of the revised fiscal year 2016 Internal Audit Plan.
- Approval of the resolution for approval to sell police officer firearm.
- Approval of the President's personnel recommendations.
- Approval to grant authority to Rector, President, and Legal Counsel to draft necessary action clauses in original land conveyance resolution.
- Approval of the Board Self-Assessment 2016 proposed goals with amendments.
- Approval of revisions to the President's evaluation tool.
- Approval to grant Visitor Emeritus status to former Board member, Daphne Maxwell Reid.
- Approval of the resolution granting a deed extension to the Trojan Development Co., LLC, with approval for the President and his designee to execute and deliver on behalf of the University all legal documents for the extension.
- Approval of the resolution for the Adjusted Budget Plan for 2016-2017.
- Approval of the resolution for reaffirmation of the Audit Committee Charter.
- Approval of the resolution for reaffirmation of the Internal Audit Charter.
- Approval of the Fiscal Year 2017 Internal Audit Plan, Goals, and Objectives.
- Approval of the resolution for the Student Athlete Discipline Policy.
- Approval of the resolution the RN to BSN program.
- Approval of the resolution for the Virginia State University Six Year Plan Update.
- Approval and affirmation of the President's recommendations for vice presidents in the divisions of Academic Affairs, Institutional Advancement, and Research and Economic Development.
- Approval of the Revised Fiscal Year 2017 Internal Audit Plan, Goals, and Objectives.
- Approval of recommendations to grant sabbatical leave to three faculty members.
- Approval of recommendation to invite a member of the VSU Foundation Board to sit on the Institutional Advancement Committee.