

**2018 Annual Executive Summary of Interim Activities
Virginia State University
Board of Visitors
§ 23.1-1304 of the Code of Virginia**

EXECUTIVE SUMMARY

Pursuant to § 23.1-1303(B)(12) 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 § 23.1-1303(B)(1) (public access to information);
- Va. Code § 23.1-1303(B)(1) (adopting bylaws);
- Va. Code § 23.1-1303(B)(8) (BOV annual meeting with the president);
- Va. Code § 23.1-1306 (duties of the executive committee); and
- Va. Code § 23.1-1300(A)(B)(C)(E)(F) (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 2018, the Virginia State University Board of Visitors convened four regular meetings: January 19, April 26-27, September 21, and November 15-16. The Board held its New Member Orientation and Annual Retreat on August 9-10. In addition to the regularly scheduled meetings of the Board, the standing and special committees (Executive Committee; Academic and Student Affairs Committee; Facilities, Finance and Audit Committee; Institutional Advancement Committee; and Personnel and Compensation) convened meetings.

Committees met during the regular Board meetings in the *Committee as a Whole* format. Committees also met prior to the regular Board meetings as follows: Executive Committee/Strategic Plan Advisory Group—March 16, April 12, and September 6; Academic and Student Affairs Committee—January 18, April 25, September 20, and November 7; Facilities, Finance and Audit Committee—January 18, March 8, April 12, September 6, and November 7; Institutional Advancement—September 20.

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
Valerie K. Brown	1 st	June 30, 2022
Thursa Crittenden	2 nd	June 30, 2022
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	2 nd	June 30, 2022
Jennifer Hunter	2 nd	June 30, 2020
Paul Koonce	1 st	June 30, 2020
Xavier Richardson	2 nd	June 30, 2022
Glenn Sessoms	1 st	June 30, 2019
James J.L. Stegmaier	1 st	June 30, 2020
Wayne Turnage	1 st	June 30, 2019
Gregory A. Whirley	1 st	June 30, 2021
Huron F. Winstead	2 nd	June 30, 2021

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 or its designee 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 D of § 2.2-3708.2.

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 floors of Virginia Hall on the University's campus, on the University's website under "Announcements" (www.vsu.edu), on the Board of Visitors' webpage (<http://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 University Legal Counsel's Office 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 § 2.2-3708.2.

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 § 23.1-1303(B)(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 H 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 approval of the resolution by a vote of the board membership 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's last and most recent updates to the Bylaws were at the September 21, 2018 meeting. The most recently approved Board Bylaws are posted on the University website at www.vsu.edu/files/docs/bov/board-membership/vsu-bylaws.pdf.

The Bylaws require transparency, to the extent required by law, in all board discussions and actions. The Bylaws reflect the Board's obligations under FOIA which include giving public notice of all meetings, to record and post minutes on the Board's website, and to discuss actions in open meeting unless they are specifically exempted by § 2.2-3711. Any action taken in a closed meeting does not become official unless the Board reconvenes in open meeting and takes a vote of the membership on the action.

The Board notifies and invites the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.

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.

On February 1, 2016, Dr. Makola M. Abdullah joined Virginia State University as its 14th president.

- In March 2017, the Board conducted its evaluation of President Abdullah's performance and delivered the evaluation results to the president in a closed session at its April 21, 2017 meeting.
- In February 2018, the Board conducted its evaluation of President Abdullah for the period February 1, 2017 – January 31, 2018. The Board met with the President and delivered its evaluation results in a closed session at its April 27, 2018 meeting.

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 at its annual meeting on April 27, 2018. 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 the Code of Ethics and reaffirmed the current version, without revision, on April 27, 2018. See <http://www.vsu.edu/about/leadership/board-of-visitors/code-ethics.php>.

On March 6, 2018, the Executive Committee met to prepare for the April 27, 2018 election of board officers. The committee reviewed and determined nominations to be presented to the full Board. The committee's recommendations were distributed with the announcement of the April meeting. The Board voted on its new officers at the April 27th meeting.

On August 9, the Rector and members of the Executive Committee hosted a New Board Member Orientation Session, which was open to all current VSU board members. The session included information and materials on the Board's fiduciary duties, working processes, board governance, the Virginia FOIA, and specific University information (mission and history, goals, demographics, budget, academic and administration divisions, etc.). The University Legal Counsel also provided information on FOIA and on the legal duties and obligations of the Board of Visitors to all board members.

On August 10, the Board held its annual Retreat as part of its continuing education process. Board members participated in group exercises where they discussed and provided input on the University's next Strategic Plan. The Rector invited Dr. Alvin Schexnider, Senior Consultant for the Association of Governing Boards, to facilitate a discussion on the role of committees in achieving effective board governance, metrics/benchmarking in higher education, and improving board performance through evaluation.

The State Council on Higher Education of Virginia (SCHEV) invited new board members and board liaisons to attend its 2018 New Board Member Orientation. Dr. Brown attended the SCHEV orientation on October 23-24 at the Virginia Historical Society in Richmond, Virginia.

VI. Summary of Activities for 2018

The following actions were taken by the Board during 2018:

- Approval of the November 16-17, 2017 Board meeting minutes
- Established a Strategic Plan Advisory Group consisting of Executive Committee members and others members who wanted to participate
- Approval of Policy: Policy 1005 Formulation of University Policy (approved January 19, 2018)
- Approval of the resolution to approve Internal Audit Plan (January 19, 2018)
- Approval of the resolution to approve the Internal Audit Charter (January 19, 2018)
- Approval of the Revised Textbook Adoption and Affordability Policy (approved January 19, 2018)
- Approval of the resolution for the Federal Credit Union Lease
- Approval of the January 19, 2018 Board meeting minutes
- Approval of the March 16, 2018 Executive Committee minutes
- Reaffirmed the VSU Board Statement of Governance
- Reaffirmed the VSU Board Code of Ethics
- Reaffirmed the VSU Board Freedom of Information Act (FOIA) Rights and Responsibilities
- Approved the 2018-2019 board officers, committee chairs, and foundation liaisons
- Approved the 2018-2019 Board meeting schedule
- Approved the Fiscal Year 2018-2019 Operating Budget
- Approved the 2018-2019 Tuition, Fees, Room and Board Rates
- Approval of Resolution for Annual Review of Composite Financial Index

- Approval of candidate for Honorary Doctor (Doctor of Laws): Lt. Governor Justin Fairfax
- Approval of candidate for Honorary Doctor (Doctor of Laws): Senator Mark Warner
- Approval of candidates for Promotion and Tenure (approved April 27, 2018):
 - Maru K. Kering, Department of Agriculture Research Station, granted tenure and promoted to Associate Professor
 - Michelle V. Mosely, Department of Hospitality Management, granted tenure and promoted to Associate Professor
 - Crystal Wynn, Department of Family and Consumer Sciences, granted tenure and promoted to Associate Professor
 - Christian d’Orgeix, Department of Biology, promoted to full Professor
 - Tongwen Wang, Department of Chemistry, granted tenure and promoted to Associate Professor
 - Cheryl M. Adeyemi, Department of Mathematics and Economics, promoted to full Professor
 - Wei-Bang Chen, Department of Engineering and Computer Science, granted tenure and promoted to Associate Professor
 - Joon Suk Lee, Department of Engineering and Computer Science, granted tenure and promoted to Associate Professor
 - Jing Zhang, Department of Mathematics and Economics, granted tenure and promoted to Associate Professor
 - Carlton E. Edwards, Department of Humanities and Social Sciences, granted tenure and promoted to Associate Professor
 - Patrice Perry-Rivers, Department of Management and Marketing, granted tenure and promoted to Associate Professor
 - Yun K. Lee, Department of Management and Marketing, granted tenure and promoted to Associate Professor
- Approval of candidates for Faculty Emeritus: Dr. Leon Bey, Professor Emeritus; Dr. Larry Brown, Professor Emeritus; Dr. Vykuntapathi Thota, Professor Emeritus
- Approval of the Credit Acceptance Policy (approved April 27, 2018)
- Approval of the reaffirmation of administrators in positions as vice presidents, associate vice presidents, and deans as recommended by the President
- Acknowledgement of the 2018-2019 VSU Alumna of the Year, Sharon E. Crenshaw
- Approval of the President’s Performance Review with authorization for the President to work with the State Attorney General’s Office to make the agreed upon changes to the President’s contract
- Approved minutes from the April 26-27, 2018 Board meeting
- Approval of resolutions of service for Mr. Harry Black and Dr. Alma Hobbs
- Approval of resolution of support for the Ettrick site as the future home of the Intermodal Train
- Confirmation of new faculty and student representatives and Board committee assignments
- Approval of minutes from the April 12, 2018 Executive Committee/Strategic Plan Advisory Group
- Approval of minutes from the August 9, 2018 New Board Member Orientation
- Approval of minutes from the August 10, 2018 Annual Board Retreat
- Approval of resolution granting Visitor Emeritus status to Harry E. Black, immediate past Rector

- Approval of revisions to the Board Bylaws (September 21, 2018)
- Approval of resolution to approve the Amended Six Year Plan for 2018-2024
- Approval of resolutions for the sale of VSU owned firearms to retired officers:
 - Corporal Paul Warner
 - Corporal Horace Thompson
- Approval of resolution to approve the University's Succession Plan
- Approval of tenure and promotion to associate professor for Dr. Xianfa Xie (approved September 21, 2018)
- Approval of minutes from the September 6, 2018 Executive Committee and Strategic Plan Advisory Group
- Approval of minutes from the September 21, 2018 Board meeting
- Approval of resolution for approval of the Internal Audit Charter (approved November 16, 2018)
- Approval of candidates for sabbatical leave:
 - Dr. Byron Greenberg, Assistant Professor, Dept. of Psychology (effective Fall 2019)
 - Dr. Gwendolyn Thornton, Associate Professor/Chair, Dept. of Social Work (effective Fall 2019-Spring 2020)