

**2019 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 (VSU) 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 2019, the VSU Board of Visitors convened five regular meetings: February 8, April 25-26, August 8, September 13, and November 14-15. The Board held its New Member Orientation and Annual Retreat on August 8-9. 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—January 31, November 13; Academic and Student Affairs Committee—February 7, April 24-25, September 12; Facilities, Finance and Audit Committee—February 7, April 18, September 5, November 7; Institutional Advancement—March 18, June 6, October 31; Personnel and Compensation—January 31, September 12.

**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:

| <b>Name</b>          | <b>Term</b>     | <b>Expiration Date</b> |
|----------------------|-----------------|------------------------|
| Valerie K. Brown     | 1 <sup>st</sup> | 30-Jun-22              |
| Thursa D. Crittenden | 2 <sup>nd</sup> | 30-Jun-22              |
| Pamela A. Currey     | 1 <sup>st</sup> | 30-Jun-20              |
| Daryl C. Dance       | 2 <sup>nd</sup> | 30-Jun-20              |
| Michael D. Flemming  | 2 <sup>nd</sup> | 30-Jun-23              |
| Charlie W. Hill      | 2 <sup>nd</sup> | 30-Jun-22              |
| Raul R. Herrera      | 1 <sup>st</sup> | 30-Jun-22              |
| Jennifer Hunter      | 2 <sup>nd</sup> | 30-Jun-20              |
| Paul D. Koonce       | 1 <sup>st</sup> | 30-Jun-20              |
| Xavier Richardson    | 2 <sup>nd</sup> | 30-Jun-22              |
| Glenn Sessoms        | 2 <sup>nd</sup> | 30-Jun-23              |
| James J.L. Stegmaier | 1 <sup>st</sup> | 30-Jun-20              |
| Wayne Turnage        | 2 <sup>nd</sup> | 30-Jun-23              |
| Gregory A. Whirley   | 1 <sup>st</sup> | 30-Jun-21              |
| Huron F. Winstead    | 2 <sup>nd</sup> | 30-Jun-21              |

Raul R. Herrera was appointed in July 2019 to serve the unexpired term of Ruth Sandoval. Ms. Sandoval was appointed in July 2018 and resigned in August 2018. Mr. Herrera attended the State Council on Higher Education of Virginia (SCHEV) New Board Member Orientation on October 22-23, 2019, at the Virginia Historical Society in Richmond, Virginia.

Mr. Paul Koonce resigned from the VSU Board of Visitors effective December 31, 2019. The University notified the Secretary of the Commonwealth in December 2019.

## **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 VSU 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](http://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 VSU 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 VSU 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 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 be held in an open meeting;

- c. The board give public notice of all meetings, in accordance with subsection C of § 2.2-3707; and
  - d. Any action taken in a closed meeting 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 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 VSU 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's website at [www.vsu.edu/files/docs/bov/board-membership/vsu-bylaws.pdf](http://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 chief executive of the institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711, and deliver an evaluation of the chief executive officer's performance. Any change to the chief executive officer'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 VSU Board of Visitors continues to comply with the requirement of holding an annual meeting with the chief executive officer of the institution—the University President. Explanation of the compliance follows.

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

- In March 2017, the Board conducted its evaluation of President Makola M. Abdullah’s performance and delivered the evaluation results to the president in a closed session at its April 21, 2017 meeting.
- In March 2018, the Board conducted its evaluation of President Makola M. 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.
- In March 2019, the Board conducted its evaluation of President Makola M. Abdullah for the period February 1, 2018 – January 31, 2019. The Board met with the President and delivered its evaluation results in a closed session at its April 26, 2019 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 VSU 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 25, 2019. 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 25, 2019. See <http://www.vsu.edu/about/leadership/board-of-visitors/code-ethics.php>.

On August 8, 2019, 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 VSU 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 9, 2019, the Board held its annual Retreat as part of its continuing education process. The Rector invited Dr. Alvin Schexnider, Senior Consultant for the Association of Governing Boards, to facilitate a discussion on topics including anatomy of board governance, shared governance, fiduciary duties/responsibilities, higher education outlook and workforce development, key public policy issues in higher education, key issues at HBCUs, best practices, board diversity and alumni representation. Board members received an update on the 2020-2025 VSU Strategic Plan from the President and Provost. Board members participated in a case study on crisis management and examined the Board's role in telling the VSU story. In small groups, Board members shared ideas that will lead to development of a Board action plan.

The Executive Committee convened on November 13, 2019 to (1) follow up on discussions from the August 2019 Retreat on how to move toward becoming a high performance Board, (2) discuss preparations for the 2020-2022 Board election of officers, and (3) discuss the proposed VSU Public Comment Policy.

The Committee addressed the duties of the Executive Committee, subcommittees, board assessment tools, and a member matrix/needs assessment. The Committee agreed to recommend the following three motions to the full Board.

- Recommendation to the full Board to change the responsibilities of the Personnel & Compensation Committee to include governance,
- Recommendation to the full Board to change the Bylaws to modify the responsibilities of the Personnel & Compensation Committee, and
- Recommendation to the full Board to adopt a Board Performance Assessment Tool and the Board Member Matrix.

The Executive Committee also agreed to recommend approval of the proposed VSU Public Comment Policy to the full Board at the November 15, 2019, Board meeting.

## **VI. Summary of Activities for 2019**

The following actions were taken by the Board during 2019:

### February 2019

- Minutes from the November 15, 2018 Board of Visitors Meeting (APPROVED)
- Minutes from the November 16, 2018 Board of Visitors Meeting (APPROVED)
- Minutes from the January 31, 2019 Executive Committee/Strategic Plan Advisory Sub-Committee Meeting (APPROVED)
- Resolution for Approval of the VSU 2020-2025 Strategic Plan (APPROVED)
- Resolution for Approval of the Inventory of Naming Opportunities for 2018-2019 (APPROVED)

### April 2019

- The Board authorized the Rector and the Chair of the Personnel and Compensation Committee to work with the Assistant Attorney General to negotiate a contract extension with the President (APPROVED)
- Approval of the February 8, 2019 Board meeting minutes (APPROVED)
- Reaffirmation of the VSU Board Statement of Governance (APPROVED)
- Reaffirmation of the VSU Board Code of Ethics (APPROVED).
- Reaffirmation of the VSU Board Freedom of Information Act (FOIA) Rights and Responsibilities (APPROVED)
- Reaffirmation of administrative positions: vice presidents, associate vice presidents, assistant vice presidents, deans (APPROVED)
- Approval of the 2019-2020 Board meeting schedule (APPROVED)
- Resolution for Approval of FY 2019-2020 Operating Budget (APPROVED)
- Resolution for Authorizing Tuition, Fees, Room & Board Rates, 2019-2020 (APPROVED)
- Resolution to Approve the 2020-2026 Capital Outlay Plan (APPROVED)
- Resolution for Use of Non-Utilized Local Funds (APPROVED)
- Resolution for the Approval of the Internal Audit Plan, FY 20 (APPROVED)
- Resolution for Approval of VSU's Participation in Faculty Teaching Load Assessment - the 2019 Cohort of the National Study of Instructional Costs and Productivity "The Delaware Cost Study" (APPROVED)
- The initial metrics and targets presented for the 2020-2025 Strategic Plan (APPROVED)
- Resolutions for Approval of the Candidates for Honorary Doctorate Degrees (APPROVED):
  - Congresswoman Lucy McBath
  - Senator Jennifer McClellan
  - Delegate Lacharese Aird

- Candidates for Promotion and Tenure (APPROVED)

College of Agriculture:

- Guo-Liang Jaing – Tenure and Promotion to Associate Professor, Agriculture Research Station
- Richard Omoytoye – Promotion to Professor, Agriculture Research Station
- Theresa Nartea – Tenure and Promotion to Associate Professor, Cooperative Extension
- Dahlia I. J. O'Brien – Tenure and Promotion to Professor, Cooperative Extension

College of Natural and Health Sciences

- Cheryl P. Talley – Promotion to Professor, Psychology Department
- Reginald Hopkins – Promotion to Professor, Psychology Department
- Larry D. Keen – Tenure and Promotion to Associate Professor, Psychology Department

College of Engineering and Technology

- Zhenhua Wu – Promotion to Full Professor, Mathematics and Economics Department

Reginald F. Lewis College of Business

- Patrice Perry-Rivers - Tenure, Management and Marketing Department

- Candidates for Sabbatical Leave (APPROVED)

- Dr. Victor Vilchiz, Chemistry Department, College of Natural and Health Sciences
- Dr. Donatus Amaram, Management & Marketing Department, Reginald F. Lewis College of Business

- Resolution for Approval of four new Bachelor of Science Degrees in Education (BSEd): Special Education, Elementary Education, Middle School Education, and Innovative Technology Education (APPROVED)
- Resolution for Approval of the Bachelor of Science Degree in Sport Management Major (APPROVED)
- Resolution for Approval of the Master's Degree in Counselor Education M.ED. (Modification) (APPROVED)
- Resolution for Approval of the Master's Degree in Business Administration - MBA (APPROVED)
- Resolution for Approval of the Doctorate in Educational Leadership and Administration - ED.D. ONLINE (APPROVED)
- Resolution for Approval of Educational Specialist ED.S. (APPROVED)
- Acknowledgment of the VSU Alumni Association 2019-20 Alumna of the Year, Ms. Delores Jordan.



### August 2019

- Extension of the President's contract for three years and gave authority to the Rector to work with the Office of the Attorney General Counsel to draft and execute a new contract (APPROVED)

### September 2019

- Minutes from previous Board meetings (April 25, 2019; April 26, 2019; August 8, 2019) and from the August 8, 2019 New Board Member Orientation and the August 9, 2019 Annual Retreat (APPROVED)
- Recommendation to grant tenure to Dr. Charletta Barringer-Brown (APPROVED)
- Resolution for Approval of the revised 2020-2026 Capital Plan (APPROVED)
- Resolution for Approval of the revised Campus Master Plan (APPROVED)
- Resolution for Approval of the (Academic) Six-Year Plan for 2020-2026 (APPROVED)
- Resolution for Approval to sell Police Officer Firearm to Retired VSU DPPS officer, Julie Sanderson (APPROVED)
- Resolution for Approval of the VSU Succession Plan (APPROVED)

### November 2019

- Minutes from the September 13, 2019 Board meeting (APPROVED)
- The Executive Committee recommended approval of three motions to the Board -
  - Recommendation to the full Board to change the responsibilities of the Personnel & Compensation committee to include governance (APPROVED)
  - Recommendation to the full Board to change the Bylaws to modify the responsibilities of the Personnel & Compensation Committee (APPROVED)
  - Recommendation to the full Board to adopt a Board Performance assessment tool and the Board Member Matrix (APPROVED)
- Resolution to Approve Unfunded Scholarships (APPROVED)
- Resolution for Approval of the Master of Social Work (APPROVED)
- Resolution for Approval of the Master of Science degree in Data Analytical Engineering (APPROVED)
- Resolution for Approval of the Gift Fee (APPROVED)
- Public Comment Policy for Virginia State University (APPROVED)

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