



BOARD OF VISITORS

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December 30, 2020

TRANSMITTAL LETTER

The Honorable Ralph S. Northam
Office of the Governor
P. O. Box 1475
Richmond, VA 23218

The Honorable Members of the General Assembly
Pocahontas Building
900 East Main Street
Richmond, VA 23219

SUBJECT: Annual Executive Summary – Report for Norfolk State University

Dear Governor Northam and Members of the Virginia General Assembly:

Pursuant to *Code of Virginia* §23.1-1303 (B) (11) (Eff. Oct. 1, 2016), the Norfolk State University Board of Visitors hereby submits its Annual Executive Summary of its Interim Activity and Work for the 2020 calendar year. Should you have questions regarding this report, please feel free to call me at (443) 633-4251 or joangwilmer@gmail.com.

Sincerely,

Joan G. Wilmer
Rector

Norfolk State University Board of Visitors

C: The Honorable Atif Qarni, Secretary of Education
Laura Wilborn, Division of Legislative Automated Systems
Dr. Deborah M. DiCroce, Vice Rector, Norfolk State University Board of Visitors
Devon M. Henry, Secretary, Norfolk State University Board of Visitors
Dr. Javaune Adams-Gaston, President, Norfolk State University



ANNUAL EXECUTIVE SUMMARY

Section 23.1-1303 (B) (12) of the *Code of Virginia* (Eff. Oct. 1, 2016) requires that each Board of Visitors of public institutions of higher education submit to the General Assembly and the Governor an annual executive summary of its interim activity and work prior to the first day of the regular session of the General Assembly. This executive summary describes the Board’s compliance with the *Code of Virginia* as it relates to the following statutory requirements:

<u>Code Section</u>	<u>Description</u>
§23.1-1301 (B) (10)	Governing Boards; Powers – Public Access to Information
§23.1-1303 (B) (1)	Governing Boards; Duties – Bylaws
§23.1-1303 (B) (8)	Governing Boards; Duties – Annual Evaluation Meeting with the President/Chief Executive Officer of the Institution
§23.1-1306	Governing Board Executive Committee; Duties
§23.1-1303 (B) (12)	Governing Boards; Duties – Annual Executive Summaries
§23.1-1304	Governing Boards; Additional Duties; Educational Programs

The Board of Visitors for Norfolk State University is comprised of 13 members, five of whom are alumni (*). The Board members are:

Dwayne B. Blake	Larry A. Griffith
Mary L. Blunt	Michael J. Helpinstill
Bishop Kim W. Brown*	Devon M. Henry (Secretary)*
Dr. Deborah M. DiCroce (Vice Rector)	Dr. Tamara A. Jones*
The Honorable James W. Dyke, Jr.	Dr. Harold L. “Harry” Watkins, II*
BK Fulton	Joan G. Wilmer (Rector)*

Vacancy - The Honorable Jean W. Cunningham (resigned as of October 20, 2020)

§23.1-1301 (B) (10) Governing Boards; Powers – Public Access to Information

NSU Board Actions

The Norfolk State University (NSU) Board of Visitors ensures that the people of the Commonwealth of Virginia have immediate access to its public records and free entry to its public meetings in compliance with this section of the *Code*. All public meetings of the Board are noticed in advance and clearly marked as “open” or “closed” in accordance with the Virginia Freedom of Information Act, §2.2-3700 et seq. of the *Code of Virginia*. Board meeting notices are announced through a variety of methods and posted in compliance with the three-day notice requirement in various locations on campus.

On April 22, 2020, the General Assembly passed a Caboose Bill that permitted all electronic meeting in response to COVID-19. All meetings of the Board from that point forward to the end of the 2020 calendar year were held virtually.

All Board meetings are conducted in accordance with the *Code of Virginia*, the [Board Bylaws](#), and in a manner and under such procedures that are generally applicable to similar meetings. The Chair, in conducting meetings, may be guided by *Robert’s Rules of Order Newly Revised (RONR)*. Meeting notices are posted as required on the following websites: [NSU Board of Visitors Website](#) and the [Commonwealth Calendar Website](#). Meeting notices are posted on campus in the following three public locations in Harrison B. Wilson Hall – Administration Building:

- 1) Foyer, 1st Floor
- 2) Board of Visitors Office, 5th Floor, Suite 540
- 3) President’s Office, 5th Floor, Suite 520

Meeting minutes for all open meetings are recorded and posted on the Board’s website at the [NSU Board of Visitors Website](#). All business of the Board not exempted by §2.2-3711 of the *Code of Virginia* are held in open meetings and all official actions taken in closed meetings are approved openly. Both the University Counsel and the Assistant University Counsel are invited to all open and closed meetings of the Board.

§23.1-1303 (B) (1) Governing Boards; Duties – Bylaws

NSU Board Actions

As required, the [Board Bylaws](#) communicates the Board’s desire to be transparent in its general operations to the extent required by law and in compliance with the Virginia Freedom of Information Act. The Board’s Statement of Governance further states: “The Board is transparent in its operations and operates openly in compliance with the Virginia Freedom of Information Act (*Code of Virginia* §2.2-3700 et seq.).”

A Bylaws Review Committee was appointed that met three times from May to October 2020. The Committee's review ensured that the Bylaws were in legal compliance with applicable state laws and provisions; internal Board policies, and sound governance practices. Best practices were taken into consideration with review of Bylaws from other state institutions, and guidance was provided from the Office of the University Counsel as well as from the Association of Governing Board (AGB) team working with the Board as part of its comprehensive review. Significant changes to the Bylaws included the restructuring and revision of language for the Executive Committee and the Standing Committees of the Board. A section on Liability was also inserted. Minor wordsmithing was performed to bring additional clarity to the powers and responsibilities of the Board, how agendas are drafted, the scheduling of the presidential evaluation meeting, and classification of officers and employees of the university.

Listed below are members who served on the Bylaws Review Committee.

The Honorable Jean W. Cunningham, Chair
The Honorable James W. Dyke, Jr., Co-Chair
Dwayne B. Blake
Bishop Kim W. Brown
Dr. Harold L. "Harry" Watkins

§23.1-1303 (B) (8) Governing Boards; Duties – Annual Evaluation Meeting with the President of the Institution

NSU Board Actions

The Board of Visitors' [Presidential Evaluation Policy](#), reflects the statutory requirement in the *Code*. This policy details a timeline for conducting the annual meeting with the President and the performance evaluation process.

The Board usually conducts the evaluation of the President at its Annual Meeting of the Board held in May. However, due to COVID-19, the May 1, 2020 Board of Visitors Meeting was canceled.

On July 9, 2020, the Rector appointed the following members to the Presidential Evaluation Committee with Deborah A. Love, Senior Assistant Attorney General of the Attorney General's Office serving as the lead legal advisor.

Dr. Deborah M. DiCroce, Chair
Larry A. Griffith, Co-Chair
Mary L. Blunt
Bishop Kim W. Brown
The Honorable James W. Dyke, Jr.
BK Fulton

At the July 22, 2020 meeting of the Board, Dr. Karen Pruden, Assistant Vice President for Human Resources was asked to provide a general overview of the evaluation process outlining the purpose, process and the executive approach. The model shared by Dr. Pruden was an example of the types of criteria that could be used as part of the evaluation process. Dr. DiCroce, Chair of the Presidential Evaluation Committee, subsequently followed up with a communiqué to the Committee with the specifics of the process to be used for the evaluation of President Adams-Gaston pursuant to [Board Policy #15 – Presidential Evaluation](#).

The Board discussed the Presidential Evaluation on December 11, 2020, and at a subsequent meeting that was called for December 22, 2020.

§23.1-1306 Governing Board Executive Committee; Duties

NSU Board Actions

As required by this section of the *Code*, the following documents are in place: Board [Statement of Governance](#), Board of Visitors [Code of Ethics and Statement of Mutual Expectations](#), and a set of [Qualifications and Competencies for Governing Board Membership](#) for the NSU Board.

At the August 14, 2020 Board Retreat Governance Workshop, the Board discussed the Code of Ethics in addition to confidentiality. Several recommendations were made that were put forward to the Bylaws Review Committee. The language “Develop Statement of Board Expectations” was added and approved as item 12 under Article I, Section 2 – Powers and Responsibilities.

At the request of the Board, the university created a skills and experience matrix to be used as an objective evaluation of the current experiences and competencies inherent to current members of the Board. The completion of the matrix informed the Board of their combined strength and provided an analysis of where there may be a gap. Through the Governance Committee this matrix will be used as an instrument to recommend candidates for appointment to the Board.

§23.1-1303 (B) (12) Governing Boards; Duties – Annual Executive Summaries

NSU Board Actions

The Board, in compliance with this section of the *Code*, reviewed and approved the annual executive summary at its December 11, 2020 Board meeting with the provision to incorporate any additional actions taken on that date. The submission of this annual executive summary will be made as required prior to the first day of the regular session of the General Assembly.

The following Board Meetings were canceled due to COVID-19.

March 19, 2020 Board Retreat

March 19, 2020 Board Meeting

March 20, 2020 Board Meeting

May 1, 2020 Board Meeting (Annual Meeting)

In addition, the June 19, 2020 Board Meeting was canceled due to the Governor's declaration of the nineteenth day of June, also known as Juneteenth, as a state holiday. All executive branch state offices were ordered to be closed (*Reference Governor's Press Release dated June 16, 2020*).

Board actions during the 2020 calendar year are as follows by meeting date.

June 22, 2020 Board Meeting – The following items were approved by the Board:

- Audit, Risk and Compliance Committee Charter.
- Board Meeting Schedule 2020 to 2023.
- University's Operating Budget for 2020-2021.
- Board of Visitors' Budget for 2020-2021.
- Tuition and Fees for 2020-2021 (no increase).
- Debt Management Analysis Update and Debt Certification Letter.
- BOV Policy #37 (2020) Research Incentive Award Policy.
- Revisions to the Title IX Policies and the Title IX Handbook.
- Election of Dr. Ashley Haines as the Faculty Senate Representative to the Board for 2020-2021.

June 25, 2020 Board Meeting – The Board approved the following:

- The 2021 budget as presented giving the President the authority to make adjustments in such areas as amended in Table 2 once the fall 2020 student enrollment is known. The President will share such adjustments with the Board of Visitors at its subsequent meeting keeping the Executive Committee fully informed in the interim.
- Tabled all considerations for tenure and promotion until the next Board meeting with the exception of the recommended candidate for the position of Provost and Vice President of Academic Affairs. The Board approved the Provost hire to include the award of tenure with the rank of Professor of the College of Liberal Arts.
- The hiring of the recommended candidate for the Vice President for Student Affairs, the Vice President for University Advancement and the Director of Athletics.

- The issuance of a two-year contract for the Director of Athletics' hire.
- Candidates for Professor Emeritus/Emerita as follows:

Dr. Tommy Bogger
Dr. Norma W. Brumage
Dr. George C. Harrison
Dr. Carl W. Haywood
Dr. Page R. Laws
Dr. Stanley D. Tickton

- Honorary degrees for Mr. Pharrell L. Williams and Mr. Jerry A. Brooks.
- The naming of Suite 104 in the McDemmond Center for Applied Research as the Micron Nanofabrication Cleanroom Facility.
- The naming of the Computer Science Department and Cybersecurity Complex in honor of Dr. Sandra J. DeLoatch.

July 22, 2020 Board Meeting – There was only one action during this meeting.

- The Board approved to table the discussion of promotion and tenure to a future date to be determined by President Adams-Gaston and the Academic Affairs Committee, and with input from other Board members as required.

August 10, 2020 Board Meeting – Two actions were approved by Roll Call vote.

- The Board approved that consistent with the discussions that occurred during the Closed Meeting concerning the OSIG matter brought to the attention of the Board of Visitors that Option A will be the intended action to take on behalf of the Board of Visitors regarding the employee referenced during the Closed Meeting. It is further understood that the referenced employee is the same employee discussed in the July 22, 2020 Resolution of the Board of Visitors.
- The Board approved that having reached a majority vote as to the Option to be taken, and in accordance with the July 22, 2020 Resolution, a written notice will be provided to the employee referenced during both the July 22, 2020 Closed Meeting and the meeting held today regarding the proposed actions that the Board of Visitors intends to take, and further that the said employee be provided opportunity to give a written response to the President, which will be conveyed to the Board of Visitors for their further consideration and

deliberations prior to making a final decision. Further, the Board of Visitors is willing, prior to making a final decision regarding this matter, to allow the referenced employee to appear in person before the Board to state any reason or reasons the intended action of the Board should not be taken.

August 14, 2020 Board Retreat Governance Workshop

- No actions taken.

October 15, 2020 Board Meeting

- No actions taken.

October 16, 2020 Board Meeting – The following actions were taken:

- By voice vote, the Board individually approved the revised sections of the Bylaws that required changes. Afterwards, through a Roll Call vote, the Board approved the changes to the Bylaws in their entirety to include a minor addition to the wording for the Governance Committee. With the approval of the Bylaws, the Board established new Standing Committees of the Board as follows:

Governance Committee. The Governance Committee coordinates input into the selection of Board members based on a matrix of needs; monitors Board members' performance, behavior and compliance with the University's Code of Ethics, the Statement of Mutual Expectations and Conflicts of Interest policies; provides periodic performance assessment of Board members, including an assessment of the Rector; develops a slate of officers to present to the full Board for consideration; and works with the University Board Liaison to help facilitate governance related policies.

Strategic Finance Committee. The Strategic Finance Committee reviews proposed budgets and performance throughout the fiscal year; develops financial strategies related to Strategic Plan priorities, fundraising and alternative revenues; and coordinates issues that connect to the work and priorities of other standing committees.

Academic and Student Affairs Committee. The Academic and Student Affairs Committee focuses on student success from recruitment to graduation, including coordinating with the Strategic Finance Committee to ensure that adequate resources are budgeted for that mission; works with the Provost and Faculty leadership to ensure compliance with shared governance priorities, including faculty tenure and faculty and staff opportunity; and continually assesses the quality of student life, including identifying, in conjunction with the Strategic Finance Committee, the provision of adequate financial resources to assure a high quality student life.

Audit, Risk and Compliance Committee. The Audit, Risk and Compliance Committee oversees the effective and efficient use of funds in accordance with the University's mission; ensures the University is acting in legal and ethical compliance with all federal, state and local laws and executive orders, policies and regulations of accrediting, regulatory, and funding agencies and the State Council of Higher Education for Virginia; oversees the University's enterprise risk management program and institution of effective internal controls to identify and manage risks; maintains an effective system of internal controls over the University's fiscal process; oversees the performance of the internal audit function and the independent auditor; monitors implementation of management action plans to manage identified risks; maintains the integrity of information technology and data governance; and monitors the implementation and effectiveness of the University's compliance programs.

- Approved the Model 2 organizational chart for Internal Audit that includes both the Chief Compliance Officer and the Chief Audit Executive positions.
- Approved to amend the minutes to reflect participants and observers in all of the minutes from this point forward, and retroactively to the minutes listed below.
- Approved the Resolution for the VCBA Pooled Bonds.
- Approved the Financial Audit for the Year Ended June 30, 2019 and the Amended Board of Visitors Meeting Schedule for 2020 to 2023.
- Roll Call votes were performed to approve:
 - ✓ The promotion to the rank of associate professor of Social Work to Dr. Charles Birore.
 - ✓ The award of tenure to Dr. Charles Birore.
 - ✓ The promotion to the rank of associate professor of Psychology to Dr. Andrew Franklin.
 - ✓ The award of tenure to Dr. Andrew Franklin.
 - ✓ The promotion to the rank of professor of Nursing and Allied Health to Dr. Marie St. Rose.
 - ✓ Dr. William Alexander to teach 50% of his course load at the College of Liberal Arts and the other 50% at the Robert C. Nusbaum Honors College.

December 11, 2020 Board Meeting

- Approved the revisions to Internal Audit Charter and the Internal Quality Assessment Review.
- Approved the Annual Executive Summary of Board's Activity and Work.
- Approved the 2021-2022 Legislative Priorities.
- Approved the following three University Information Security Policies (UISP):
 - BOV UISP #01 (2020) System Maintenance Policy
 - BOV UISP #02 (2020) Media Protection Policy
 - BOV UISP #03 (2020) Logical Access Control Policy
- Approved the policies that were submitted thus far that have been reported as being legally sufficient with the understanding that the Board will revisit these at its next meeting after there has been an opportunity to make sure that all the links are in place and a Committee is to be appointed by the Rector to review all of the policies prior to the submission for consideration at the next Board meeting.
- Approved the Resolution to Approve Amendments to the Teaching Faculty Handbook as discussed during the Closed Meeting.
- Approved promotion and tenure for the following faculty members as discussed in the Closed Meeting:
 - 1) Resolution #1 – Promotion for Dr. Frank Hu to the Rank of Professor of Computer Science
 - 2) Resolution #2 – Promotion for Dr. Aprilfaye Manalang to the Rank of Associate Professor of History and Interdisciplinary Studies
 - 3) Resolution #3 – Promotion for Dr. Matthew N. Russell to Rank of Associate Professor of Visual and Performing Arts
 - 4) Resolution #4 – Tenure for Dr. Marry Ann Hoppa in the Department of Computer Science
 - 5) Resolution #5 – Tenure for Dr. Aprilfaye Manalang in the Department of History and Interdisciplinary Studies
 - 6) Resolution #6 – Tenure for Dr. Samuel Olatunbosun in the Department of Computer Science
 - 7) Resolution #7 – Tenure for Dr. Matthew N. Russell in the Department of Visual and Performing Arts

- 8) Resolution #8 – Promotion for Dr. Robert K. Perkins to the Rank of Professor of Sociology
 - 9) Resolution #9 – Promotion for Dr. Carlene Turner to the Rank of Professor of Sociology
 - 10) Resolution #10 – Promotion for Dr. Claude Turner to the Rank of Professor of Computer Science
 - 11) Resolution #13 – Tenure for Dr. Ann Catherine Sullivan in the Department of Health, Physical Education and Exercise Science
- Approved that consistent with the discussions that occurred during the Closed Meeting concerning the OSIG matter brought to the attention of the Board of Visitors, we hereby direct that actions be taken consistent with Option C, including the required reassurances, regarding the employee referenced during the Closed Meeting.

December 22, 2020 Board Meeting

- No actions taken.

§23.1-1304 Governing Boards; Additional Duties; Educational Programs

NSU Board Actions

Mr. BK Fulton and Mr. Devon M. Henry were reappointed to the NSU Board of Visitors effective July 1, 2020. As the Board did have any new members appointed this year, there was no need to host a new member orientation session.

The mandatory orientation conducted by the State Council of Higher Education for Virginia (SCHEV) was held virtually on October 20 and 21, 2020 for new Board members, and with the revised provision that current Board members with more than two years of service must have further training once every two years. The following NSU Board members participated in the SCHEV training:

The Honorable James W. Dyke, Jr.
Dr. Harold L. “Harry” Watkins, II

The university contracted with AGB to perform a comprehensive review of the Board’s structure, culture, and overall effectiveness. AGB is a recognized leader in higher education for providing objective, expert guidance on governance to colleges, universities and foundations. Specific elements that were completed included review of governance documents and policies (inclusive

of the Board Bylaws), a Board self-study survey, interviews and observations, review of the draft Audit, Risk and Compliance Committee Charter and review of the staffing structure.

The work of the AGB team commenced in late 2019 and continued through 2020. A formal virtual workshop was held with the Board on August 14, 2020. The objectives of the workshop included: 1) addressing the focus, accountability and governance culture of NSU in the context of the university's challenges and a changing higher education environment; 2) considering the implications of NSU Board Self-Study on the Board's work; and 3) establishing an initial Governance Action Plan for the Board of NSU. AGB submitted the final plan to the Board in September 2020.

The AGB team consisted of:

Elizabeth Alvarado, Director of Consulting
Dr. Pamela Hammond, Senior Consultant
Richard D. "Rick" Legon, Immediate Past President, Senior Consultant

On October 15, 2020, a session was held with Jarrett Carter, Founding Editor of HBCU Digest, to talk about Historically Black Colleges and Universities (HBCUs) in general, envisage the impacts of the COVID-19 pandemic on HBCUs, and share ways to transform and align with industry partners to create long-term success.

Conclusion

Through these unprecedented times, the Norfolk State University Board of Visitors demonstrated compliance with the requirements of *Code of Virginia* §23.1-1303 (B) (12) and looks forward to a productive start of the year.

January 2020 to December 2020

Attendance at Special Events

Commonwealth Prayer Breakfast

Wednesday, January 8, 2020 - 7:00 a.m., Richmond, VA
BK Fulton

NSU Day at the General Assembly

Thursday, February 13, 2020 – 2:00 p.m., Richmond, VA
Session with Governor Ralph S. Northam
The Honorable James W. Dyke, Jr. (Remarks)

UNCF 3rd Annual Mayors' Masked Ball – Hampton Roads

March 7, 2020 – 7:00 p.m., Virginia Beach, VA
Bishop Kim W. Brown

MEAC CCEO Meeting

Tuesday, June 30, 2020 at 8:00 a.m. (Virtual)
Joan G. Wilmer, Rector

Unity Walk

Saturday, July 19, 2020 – 10:00 a.m., Norfolk, VA
Bishop Kim W. Brown (Remarks)

Fall Opening Conference

Wednesday, August 19, 2020 – 9:00 a.m. (Virtual)
Joan G. Wilmer, Rector (Remarks)

Executive Leadership Compliance and Ethics Training

Friday, November 6, 2020 – 10:00 a.m. (Virtual)
The Honorable James W. Dyke, Jr.

Commencement – Spring and Fall Graduates

Saturday, December 12, 2020 – 10:00 a.m. (Virtual)
Joan G. Wilmer, Rector (Remarks)