

**2020 Annual Executive Summary of Interim Activities  
Virginia State University Board of Visitors  
§ 23.1-1304 of the Code of Virginia  
1.4.2021**

**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 2020, the VSU Board of Visitors convened in person and via electronic meetings on February 7, May 21, June 12, August 6, September 17-18, and November 19-20. The electronic meetings were held in accordance with the Va. Code § 2.2-3708.2 and Chapter 1289 of the 2020 Acts of Assembly, § 4-0.01.g when the Governor declared a state of emergency as a result of COVID-19 public health and safety protocols. The Board held its New Member Orientation on August 6 and postponed the annual retreat for 2020.

In addition to the meetings of the Full 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. Committee meetings were held as follows: Executive Committee - May 21; Facilities, Finance and Audit Committee - January 30, June 29, August 6, September 18, November 20; Academic and Student Affairs Committee – February 6, September 17, November 19; Institutional Advancement Committee – September 17, November 19; Personnel, Compensation and Governance Committee – November 19.

## 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 Crittenden	2 <sup>nd</sup>	30-Jun-22
Pamela A. Currey	2 <sup>nd</sup>	30-Jun-24
Christine M. Darden	1 <sup>st</sup>	30-Jun-24
Michael Flemming	2 <sup>nd</sup>	30-Jun-23
Shavonne Gordon	1 <sup>st</sup>	30-Jun-24
Charlie W. Hill	2 <sup>nd</sup>	30-Jun-22
Raul R. Herrera	1 <sup>st</sup>	30-Jun-22
William L. Murray	1 <sup>st</sup>	30-Jun-24
Xavier Richardson	2 <sup>nd</sup>	30-Jun-22
Glenn Sessoms	2 <sup>nd</sup>	30-Jun-23
James J.L. Stegmaier	2 <sup>nd</sup>	30-Jun-24
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

The appointments of Daryl C. Dance and Jennifer L. Hunter ended on June 30, 2020. The Board welcomed three new members on July 1: Dr. Christine M. Darden, Ms. Shavonne Gordon and Mr. William Murray. All new board members attended the State Council on Higher Education of Virginia (SCHEV) New Board Member Orientation, which was held by electronic communication means on October 21-22, 2020. In accordance with § 23.1-1304, Mr. James Stegmaier and Mr. Glenn Sessoms, continuing Board members, attended the Orientation to satisfy the educational requirement for board members with more than two years of service on the governing board. All other continuing Board members indicated they would satisfy the educational requirement in 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 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 through February 2020. The Board cancelled its scheduled meetings for March 23, 2020 and April 24, 2020, in light of the Governor's Executive Order 51 declaring a state of emergency due to COVID-19 issued March 12, 2020. In accordance with Chapter 1289 of the 202 Acts of Assembly, § 4-0.01.g, the Board conducted meetings by means of electronic communication beginning May 2020.

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 and Chapter 1289 of the 202 Acts of Assembly, § 4-0.01.g.

## **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;

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.
2. 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 February 6, 2020, and May 21, 2020 meetings. 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.
- In March 2020, the Board conducted its evaluation of President Makola M. Abdullah's performance. Due to public health concerns relative to the coronavirus outbreak, the Board delayed its annual meeting with the President until August 6, 2020. The Board delivered the evaluation results to the president in a closed session at the August 6, 2020 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 Executive Committee scheduled meetings in March 2020 to discuss nominations for 2020-2022 officers and to receive public comment on the proposed increase in tuition and fees. Due to public health and safety protocols related to the coronavirus outbreak, the Executive Committee cancelled the March meetings. The University did not recommend an increase in tuition and fees, and the Board did not vote to increase tuition and fees for 2020-2021.

On May 21, 2020, the Executive Committee met to review nominations and develop a slate of officers for recommendation to the full board. The Executive Committee also conducted its annual review of the board's documents (Bylaws, Code of Ethics, Statement of Governance, and the FOIA Rights and Responsibilities) and recommended re-affirmation of the documents, adopted June 14, 2013, to the full Board.

On August 6, 2020, 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 to board members.

## **VI. Summary of Activities for 2020**

- Revised Board By-Laws enabling the Personnel and Compensation Committee to perform governance duties (February 2020)
- Approved Resolution Supporting Regional Trails (February 2020)
- Approved Resolution authorizing Use of Non-Utilized Local Funds (revised) (February 2020)
- Conducted its annual evaluation of the President (February - March 2020)
- Elected 2020-2021 officers; approved committee chairs and board liaisons (May 2020)
- Approved minutes from the February 7, 2020 meeting (May 2020)
- Revised Bylaws to 1) change the term for officers from two years to one year; and 2) to allow the Board to hold annual vs biannual elections (May 2020)
- Reaffirmed Board Documents including the Bylaws, Code of Ethics, Board Freedom of Information Act (FOIA) Rights and Responsibilities, and Statement of Governance (May 2020)

- Approved 2020-2021 Board Meeting Schedule (May 2020)
- Approved Resolution authorizing the Fiscal Year (FY) 2020-2021 Operating Budget (May 2020)
- Approved Resolution authorizing the Tuition and Fees for Academic Year 2020-2021 (May 2020)
- Approved Resolution authorizing the Internal Audit Plan for 2020-2021 (May 2020)
- Approved Resolution authorizing the revision of the Internal Audit Charter for 2020-2021 (May 2020)
- Held Electronic Full Board Meeting (June 2020)
- Held Electronic Facilities, Finance & Audit Committee meetings (June 2020)
- Met with the President in closed session to discuss annual evaluation (August 2020)
- Held Board Member Orientation Session for three (3) new members (August 2020)
- Approved Resolution authorizing Unfunded Scholarships for 2020-2021 (August 2020)
- Approved 13 faculty candidates for promotion and tenure, effective 2020-2021 (August 2020)
- Approved committee appointments of new members (September 2020)
- Approved Resolution authorizing revised operating budget for FY 2020-2021 (September 2020)
- Approved Resolution authorizing Post Tenure Review Process Policy (September 2020)
- Several Board members (new and continuing) participated in the SCHEV New Board Member Orientation (October 2020)
- Passed Resolutions of Service for Dr. Daryl Dance and Ms. Jennifer L. Hunter, who both served eight (8) years on the VSU Board of Visitors (November 2020)
- Approved Resolution authorizing the Restructuring of Indebtedness with the Virginia College Building Authority (November 2020)
- Passed Resolution affirming the naming of the John Mercer Langston African American Political Leadership Institute. Mr. Langston served as the first president of Virginia State University (November 2020)