

VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Report Name: 2024 Annual Executive Summary of Interim Activity
January 6, 2025

Pursuant to § 23.1-1303(B) (13) of the *Code of Virginia* (as amended), Virginia State University (VSU) hereby submits prior to the first day of the General Assembly an annual executive summary of interim activity and work of the Board of Visitors. The University submits as required information as follows:

- Va. Code § 23.1-1300 (A) (members of governing boards, terms);
- Va. Code § 23.1-1301 (B)(10) (governing boards; powers);
- Va. Code § 23.1-1303 (B)(1) (adopting bylaws);
- Va. Code § 23.1-1303 (B)(9) (BOV annual meeting with the president);
- Va. Code § 23.1-1304 (governing boards; additional duties; educational programs);
- Va. Code § 23.1-1306 (duties of the executive committee)

Questions regarding the Executive Summary can be addressed to Dr. Annie C. Redd, Chief of Staff/ Director of Board Operations & Relations to the Board of Visitors, at aredd@vsu.edu.

I. Current Members of the Board of Visitors

Requirement

§ 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	Expiration Date
Valerie K. Brown, Rector	2 nd	30-June-26
Victor Branch, Vice Rector	1 st	30-June-26
Kishore L. Thota, Secretary	1 st	30-June-27
Dr. Joseph A. F. Chase, Jr.	1 st	30-June-27
Thomas Cosgrove	1 st	30-June-26
Robert L. Denton, Jr.	1 st	30-June-28 ¹
Harold Green, Jr.	1 st	30-June-26
Leonard Haynes, III	1 st	30-June-26
M. Peter McPherson	1 st	30-June-28
Daphne L. Meeks	1 st	30-June-27
Jon D. Moore	1 st	30-June-25
Edward Owens	1 st	30-June-25
Verndell Robinson	1 st	30-June-28
Robert Thompson	1 st	30-June-28
Dennis L. Via	1 st	30-June-28 ²

¹*Denton originally appointed in July 2022 to complete the term of the late James Stegmaier. Reappointed in July 2024 to a full 4- year term.*

²*Via originally appointed in November 2023 to complete the unexpired term of Dr. Christine Darden. Reappointed in July 2024 to a full 4- year term.*

II. Governing boards; powers

A. Requirement

§ 23.1-1301(B) (10). Boards of visitors; governing boards; powers.

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 through electronic communication means pursuant to § 2.2-3708.3.

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 the end of 2024 board meetings. (See page 3 for the complete list of meetings.)

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 [News and Events | Virginia State University \(vsu.edu\)](#) or the Board of Visitors' webpage at (<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 ensured that all required FOIA procedural steps were recognized and complied with prior to, during, and following closed sessions.

All electronic meeting participation of individual members of the Board was conducted in accordance with FOIA and § 2.2-3708.3.

VSU Schedule of 2024 Board Meetings

Date	Meetings	Meeting Type	In person or Electronic
February 8, 2024	Audit & Compliance Committee	Committee	In person
February 8, 2024	Personnel, Compensation & Governance Committee	Committee	In person
February 8, 2024	Academic & Student Affairs Committee	Committee	In person
February 8, 2024	Facilities & Finance Committee	Committee	In person
February 8, 2024	Full Board Meeting	Full Board	In person
March 22, 2024	Full Board Meeting	Full Board	In person
April 25, 2024	Audit & Compliance Committee	Committee	In person
April 25, 2024	Personnel, Compensation & Governance Committee	Committee	In person
April 25, 2024	Academic & Student Affairs Committee	Committee	In person
April 25, 2024	Facilities & Finance Committee	Committee	In person
April 26, 2024	Full Board Meeting	Full Board	In person
September 12, 2024	Audit & Compliance Committee	Committee	In person
September 12, 2024	Institutional Advancement Committee	Committee	In person
September 12, 2024	Executive Committee Meeting	Committee	In person
September 12, 2024	Academic & Student Affairs Committee	Committee	In person
September 12, 2024	Facilities & Finance Committee	Committee	In person
September 13, 2024	Full Board Meeting	Full Board	In person
November 14, 2024	Audit & Compliance Committee	Committee	In person
November 14, 2024	Academic & Student Affairs Committee	Committee	In person
November 14, 2024	Institutional Advancement Committee	Committee	In person
November 14, 2024	Facilities & Finance Committee	Committee	In person
November 15, 2024	Full Board Meeting	Full Board	In person

III. Adoption of Bylaws

Requirement

§ 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 subdivision B 10 § 23.1-1301 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 as of 11/17/2022. 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

Requirement

§ 23.1-1303(B) (9). 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 14th president.

- Since March 2017, the Board has conducted annual evaluations of the president and delivered evaluation results in a closed session at its annual meeting (April).
- In March 2024, the Board conducted its annual evaluation of President Makola M. Abdullah for the previous calendar year. The Board met with the President and delivered its evaluation results in a closed session at its April 26, 2024 meeting. Subsequently, the Board approved the President's compensation package and authorized the Rector to execute documents or any contractual amendments according to the compensation package.

V. Educational Programs

A. Requirement

§ 23.1-1304. Governing boards; additional duties; educational programs.

A. From such funds as are appropriated for such purpose, the Council shall develop, in consultation with public institutions of higher education and members of their governing boards, and annually deliver educational programs for the governing boards of such institutions. New members of such governing boards shall participate, at least once during their first two years of membership, in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education. In developing such programs, the Council may consider similar educational programs for institutional governing boards in other states. In addition, the Council shall develop educational materials for board members with more than two years of service on the governing board. Each such board member shall participate in further training on board governance at least once every two years, and the Council shall develop criteria by which such board members shall demonstrate compliance with this requirement.

B. Current Practice and Compliance

Board members appointed to the VSU Board of Visitors as of July 1, 2024 attended the State Council on Higher Education of Virginia (SCHEV) Orientation on November 12-13, 2024. Returning members were also encouraged to attend the SCHEV Orientation session.

VI. Duties of the Executive Committee

A. Requirement

§ 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:

- Periodically review the board's bylaws and recommend amendments;
- Develop and recommend to the board a statement of governance setting out the board's role;
- Provide advice to the board on committee structure, appointments, and meetings;
- Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*);
- Create, monitor, oversee, and review compliance with a code of ethics for visitors; and
- 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 conducted its annual review of the board's documents (Bylaws, Code of Ethics, Statement of Governance, and the Freedom of Information Act (FOIA) Rights and Responsibilities) and approved the 2024-2025 Board meeting schedule at its April 2024 meeting. Prior to the September regular meeting, the Rector and members of the Executive Committee hosted a New Board Member Orientation Session on September 11th. The session, which was open to all current VSU board members, 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 provided training on FOIA and on the legal duties and obligations of the Board to board members. At the September meeting, the Board approved Executive Committee recommendations for new officers due to retirement and/or non-reappointments.

Summary of Board Activities for 2024:

- Approval of Resolution declaring intention to reimburse the cost of certain expenditures (for construction of student housing) (February 2024)
- Approval of Candidates for promotion/tenure; honorary doctorate degrees to be awarded at the Spring Commencement (April 26, 2024)
- Approval Authorizing the Operating budget for Fiscal Year 2024-2025 (April 26, 2024)
- Approval of Resolution authorizing unfunded scholarships for 2024-2025 (April 26, 2024)
- Approval of Tuition & Fees for Fiscal Year 2024-2025 (April 26, 2024)
- Approval of Revisions to the Campus Master Plan (April 26, 2024)
- Election of new Board officers to fill vacancies due to retirement and non-reappointment of Board members (September 2024)
- Approval of resolutions for Exemplary Service to former board members: Pamela Currey, Shavonne Gordon, and William Murray (April/September 2024)
- Approval of resolution authorizing demolition of 5 buildings (September 2024)
- Approval of revisions to the Campus Master Plan (September 2024)
- Approval authorizing institutional road designations (September 2024)
- Approval to issue bonds for the construction of new student housing (September 2024)
- Approval of resolution to revise naming policy of campus buildings (November 2024)
- Approval of resolution authorizing property acquisition (November 2024)
- Approval reporting relationship and supervisory structure for Dr. Ahkinyala Cobb-Abdullah (November 2024)
- Approval of honorary doctorate degrees to be awarded at the Fall Commencement 2024 (November 2024)

Date submitted: January 6, 2025