

VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Report Name: 2025 Annual Executive Summary of Interim Activity
January 7, 2026

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, and terms.

Current gubernatorial appointed members, their term numbers, and their respective term expiration dates are as follows:

Name	Term	Expiration Date
Victor K. Branch, Rector	1 st	30-June-26
Dennis L. Via, Vice Rector	1 st	30-June-28
Verndell Robinson, Secretary	1 st	30-June-27
Dr. Valerie K. Brown	2 nd	30-June-26
Dr. Joseph A.F. Chase, Jr.	1 st	30-June-27
Thomas Cosgrove	1 st	30-June-28
Dr. Robert L. Denton, Jr.	1 st	30-June-28
Dr. Harold Green, Jr.	1 st	30-June-26
Dr. Leonard Haynes, III	1 st	30-June-26
M. Peter McPherson	1 st	30-June-28
Daphne L. Meeks	1 st	30-June-27
Morenike K. Miles	1 st	30-June-29
Jon D. Moore	2 nd	30-June-28
Robert Thompson	1 st	30-June-28
Kishore S. Thota	1 st	30-June-27

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 2025 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 \(vsu.edu\)](#), on 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 2025 Board Meetings

Date	Meetings	Meeting Type	In person /Electronic
February 6, 2025	Audit & Compliance Committee	Committee	In person
February 6, 2025	Personnel, Compensation & Governance Committee	Committee	In person
February 6, 2025	Academic & Student Affairs Committee	Committee	In person
February 6, 2025	Facilities & Finance Committee	Committee	In person
February 7, 2025	Full Board Meeting	Full Board	In person
March 20, 2025	Executive Committee Meeting	Committee	In person
March 20, 2025	Full Board Meeting	Full Board	In person
April 24, 2025	Audit & Compliance Committee	Committee	In person
April 24, 2025	Personnel, Compensation & Governance Committee	Committee	In person
April 24, 2025	Academic & Student Affairs	Committee	In person
April 24, 2025	Facilities & Finance Committee	Committee	In person
April 24, 2025	Institutional Advancement	Committee	In person
April 25, 2025	Full Board Meeting	Full Board	In person
August 7, 2025	New Board Member Orientation	Retreat	In person
August 8, 2025	New Board Member Orientation 2	Retreat	In person
September 12, 2025	Audit & Compliance Committee	Committee	Electronic
September 12, 2025	Institutional Advancement	Committee	Electronic
September 12, 2025	Executive Committee Meeting	Committee	Electronic
September 12, 2025	Academic & Student Affairs	Committee	Electronic
September 12, 2025	Facilities & Finance Committee	Committee	Electronic
September 12, 2025	Full Board Meeting	Full Board	Electronic
October 6, 2025	Audit & Compliance Committee	Committee	In person
November 20, 2025	Facilities & Finance	Committee	In person
November 20, 2025	Academic & Student Affairs Committee	Committee	In person
November 20, 2025	Audit & Compliance	Committee	In person
November 21, 2025	Institutional Advancement	Committee	In person
November 21, 2025	Full Board Meeting	Full Board	In person
December 13, 2025	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 records minutes of each open meeting and posts 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 gives public notice of all meetings, in accordance with subsection C of § 2.2-3707; and
 - d. Any action taken in a closed meeting must 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 meetings 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 2025, 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 24, 2025, 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, 2025, attended the State Council on Higher Education of Virginia (SCHEV) Orientation on November 12-13, 2025. 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 2025-2026 Board meeting schedule at its April 2025 meeting. Prior to the September regular meeting, the Rector and members of the Executive Committee hosted a New Board Member Orientation Session on August 7-8, 2025. The sessions, which were 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 2025:

- Approval of Resolution authorizing the tuition and fees for academic year 2025-2026 (March 20, 2025)
- Approval of Candidates for promotion/tenure; honorary doctorate degrees to be awarded at the Spring Commencement (April 25, 2025)
- Approval Authorizing the Operating budget for Fiscal Year 2025-2026 (April 25, 2025)
- Approval of Resolution authorizing unfunded scholarships for 2025-2026 (April 25, 2025)
- Approval of Tuition & Fees for Fiscal Year 2025-2026 (April 25, 2025)
- Approval of Resolution to issue bonds to support construction of new student housing (April 25, 2025)
- Election of new Board officers to fill vacancies due to retirement and non-reappointment of Board members (March 20, 2025)
- Approval of resolution for Exemplary Service to former board member: Edward Owens (April 25, 2025)
- Approval of resolution authorizing the naming of the Virginia State University Department of Hospitality Management(April 25, 2025)
- Approval of resolution authorizing the renaming of the department of health, physical education, and recreation to the department of health and human performance (April 25, 2025)
- Approval of resolution authorizing the reorganization of the department of political science and the department of history and philosophy into the department of history and political science (April 25, 2025)
- Approval of honorary doctorate degrees to be awarded at the Spring Commencement 2025 (April 25, 2025)
- Approval of acknowledgement from Virginia State University for the 2025-2026 VSU Alumni Association Alumna of the year (April 25, 2025)
- Approval of resolution to accept gift, name a space, and establish an endowed fund (September 12, 2025)
- Approved Internal Audit Charter purpose and mission (September 12, 2025)

Date submitted: January 7, 2025