

VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
12:30 P.M. FRIDAY, APRIL 21, 2023
The Gateway Dining & Events Center
(on the campus of Virginia State University)
(No Public Comment Period Scheduled)

DRAFT AGENDA

12:30 p.m. FULL BOARD MEETING CONVENED

Rector Valerie K. Brown, Presiding

- Roll Call (*Dr. Annie C. Redd*)
- Invocation (*Pastor Seth Gooden, Director of Campus Ministries*)
- Rector’s Remarks
- Approval of Agenda
- Board Approvals
 - Minutes from Previous Meetings:
 - February 10, 2023 Full Board Meeting Minutes
 - February 10, 2023 Public Comment Minutes
- **PRESIDENT’S REMARKS** Dr. Makola M. Abdullah
- **CLOSED SESSION** (if any)
- **COMMITTEE REPORTS**

Executive Committee

- Election of Board Officers
- Proposed Dates/Schedule for 2023-2024 Board Meetings
- Board Documents for Re-Affirmation
 - Statement of Governance
 - Code of Ethics
 - FOIA Rights & Responsibilities

Institutional Advancement Committee

- Approval Item(s):
 - Resolution for Approval of the Smithfield Future Leaders Program
 - Resolution for Approval of Naming the Department of Hospitality Management
 - Acknowledgement of the Alumni of the Year (presented by the National Alumni Association)
- Information Item(s):
 - Summary of Updates (Communications, Government Relations, Institutional Advancement)

COMMITTEE REPORTS *(continued)*

Audit & Compliance Committee

- Approval Item: None
- Information Item(s):
 - Summary of Updates (Office of Compliance, Office of Internal Audit)

Facilities, Finance & Audit Committee

- Approval Item(s):
 - Proposed Operating Budget for 2023-2024
 - Unfunded Scholarships for 2023-2024
- Information Item(s):
 - Summary of Updates (Facilities/Finance, Technology Services)

Personnel, Compensation & Governance Committee

- Approval Item(s): None
- Information Item(s):
 - Summary of Updates (From the Chair)

Academic & Student Affairs Committee

- Approval Item(s):
 - Resolution for Approval of Honorary Doctorate Degrees
 - Promotion and Tenure Candidates
 - Faculty/Professor Emeritus Candidates
 - Resolution for Approval of the Graduate Certificate in Educational Administration and Supervision
 - Resolution for Approval of the Master of Business Administration Degree
 - Resolution for Approval of the BS Degree in Mechanical Engineering
 - Resolution for Approval of the MS Degree in Data Analytics Engineering
- Information Item(s):
 - Summary of Updates (Enrollment Management, Academic & Student Affairs Division)
 - Reports from the Faculty and Student Representatives
 - Dr. Leonard Githinji, Chair, Faculty Senate
 - Ms. Yania Campbell, President, Student Government Association
 - Remarks from the Staff Senate
 - Ms. Fran Thomas, Chair

- **REPORT OF AFFILIATED FOUNDATION(S)**
- **LEGAL COUNSEL UPDATE (IF ANY)**
- **BOARD SELF-ASSESSMENT OF ITS PERFORMANCE**
- **ANNOUNCEMENTS**
- **ADJOURNMENT**

4.18.23

VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
APRIL 21, 2023
Minutes

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CALL TO ORDER

Dr. Valerie K. Brown, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in the Gateway Dining and Events Center on the campus of Virginia State University at approximately 12:33 p.m.

The Rector informed the Board and others present that this meeting was being livestreamed in accordance with the Commonwealth of Virginia open meeting laws and conducted in compliance with the Americans with Disabilities Act and Section 508 of the Rehabilitation Act of 1973. There were no board members participating by electronic communication means. The Rector also informed viewers how to contact the VSU Helpdesk if there was technical interruption in the livestream.

ROLL CALL

A quorum was present.

Board Members Present:

Dr. Valerie Brown, Rector
Mr. Glenn D. Sessoms, Vice Rector
Dr. Christine M. Darden, Secretary (*absent*)
Mr. Victor Branch
Mr. Thomas Cosgrove
Ms. Pamela A. Currey (*arrived after roll call*)
Dr. Robert Denton, Jr.
Mr. Michael Flemming (*absent*)
Ms. Shavonne Gordon
Dr. Harold Green, Jr.
Dr. Leonard Haynes, III (*absent*)
Mr. Jon Moore
Mr. William Murray
Mr. Edward Owens
Mr. Wayne Turnage

Dr. Leonard Githinji, Faculty Representative to Board
Ms. Yania Campbell, Student Representative to the Board

Administration Present:

Dr. Makola M. Abdullah, President
Dr. Donald Palm, Provost/Executive Vice President for Academic and Student Affairs
Kevin Davenport, Senior Vice President for Finance & Administration/Chief Financial Officer
Shawri King-Casey, Vice President for Integrity & Compliance
Tonya Hall, Vice President for External Relations
Dr. Annie Redd, Chief of Staff/Director, Board Operations and Relations
Rodney Hall, Deputy Chief of Staff
Maurion Edwards, Chief Information Officer/Technology Services

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Administration Present (continued)

Chief David Bragg, Associate Vice President, Chief/VSU Police Department

Dr. Alexis Brooks-Walter, Vice President for Enrollment Management

Regina Barnett-Tyler, Assoc. Vice Provost/Student Success & Engagement

Dr. Gwendolyn Williams Dandridge, Asst. Vice President/Director, Communications

Eldon Burton, Asst. Vice President/Director of Government Relations

Dr. Tia Minnis, Vice Provost for Academic Success, Planning & Institutional Effectiveness

Dr. Kawachi Clemons, Vice Provost, Office of the Provost

Dr. Omar Faison, Assistant Vice President/Research & Economic Development

Legal Counsel Present:

Mike Melis, Senior Assistant Attorney General/Education Section Chief

Other Attendees:

Pastor Seth Gooden, Director of Campus Ministries

Derrick Jennings, Technology Services

Franklin Antonio, Technology Services

Yourdonus James, Office of Conference Services

Danette Johnson, President's Office

Debbie Jefferson, President's Office

Marjorie Muse, President's Office

Kendra White, Office of Compliance

Joseph Lyons, Student Success & Engagement

Kendrick Mason, Office of Institutional Advancement

Robert Phillips, Office of Procurement

Franklin Johnson-Norwood, Office of Institutional Advancement

INVOCATION

Rector Brown invited Pastor Seth Gooden to offer the invocation.

RECTOR'S OPENING REMARKS

Rector Brown thanked the board members for their condolences in the passing of her mother. She then commented on the 2023 Founder's Day programming, and she recognized and officially thanked the three retiring board members—Glenn Sessoms, Wayne Turnage, and Michael Flemming—for their 8 years of service to the Board and Virginia State University. In addition, the Rector announced that Dr. Darden had been absent due to health challenges.

APPROVAL OF THE AGENDA

The Rector called for approval of the agenda. The motion was received, properly seconded, and approved by voice vote.

APPROVAL OF PREVIOUS MINUTES

The Rector called for approval of the previous minutes for the February 10, 2023 Public Comment Period and the Full Board Meeting. Motions were received, properly seconded, and approved by voice vote.

PRESIDENT'S REMARKS

President Abdullah introduced new SGA officers for the 2023-2024 academic year and shared few highlights of the positive national attention that VSU is receiving. Yania Campbell, SGA President, shared news on the VSU sponsored student trip to Africa in June 2023. President Abdullah thanked Dr. Dan Roberts and Dr. Lisa Hopson in the Honors College for coordinating this trip for students. The President announced Former Rector Harry Black as the 2023 Commencement speaker and congratulated Visitor Harold Green who received the 2023 Physician of the Year Award from Bon Secours Medical Group. He also recognized Visitor Shavonne Gordon who was recently named as the 2023 Most Influential Executive in Diversity and Inclusion by *Savoy Magazine*, and Visitor Michael Flemming who secured a \$250K endowed scholarship for VSU from Smithfield Foods. The President also expressed heartfelt appreciation to the retiring board members for their service to VSU.

CLOSED SESSION

The Rector requested a motion to enter closed session at approximately 1:00 p.m. for the discussion or consideration of personnel matters pursuant to 2.2-3711 (A)(1), specifically relating to the president’s annual evaluation. Additional attendees included President Makola Abdullah, Dr. Annie C. Redd, Board Liaison, Mike Melis, Legal Counsel. The Rector requested a motion to return to open session. The motion was received, properly seconded, and approved by voice vote.

Upon returning to open session, the Rector called for a motion to certify the closed session that during its closed meeting, the board discussed only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and only those public business matters identified in the motion convening the board in closed session. The motion was received, properly seconded, and the Board voted by roll call. Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

BOARD APPROVALS

Election of Board Officers (APPROVED). The Board approved the slate of officers and recommendations of chairs and foundation liaison as presented by the Executive Committee by roll call vote. Dr. Darden, Mr. Flemming, Dr. Haynes, and Mr. Owens were not present for the vote.

Executive Committee Recommendations	
Office/Position	Board Member
Rector	Dr. Valerie Brown
Vice Rector	Ms. Shavonne Gordon
Secretary	Ms. Pamela Currey
Chair, Academic & Student Affairs	Dr. Leonard Haynes, III
Chair, Audit & Compliance	Mr. Jon Moore
Chair, Facilities & Finance	Mr. William Murray
Chair, Institutional Advancement	Mr. Edward Owens
Chair, Personnel, Comp & Gov.	Mr. Victor Branch
Liaison, VSU Real Estate Foundation	Dr. Harold Green, Jr.
Liaison, VSU Foundation	Dr. Harold Green, Jr.

Proposed dates/schedule for 2023-2024 Board meetings and reaffirmation of board documents: Statement of Governance, Code of Ethics, FOIA Rights and Responsibilities. (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Resolution for Approval of the Smithfield Foods Future Leaders Program (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Resolution for Approval of Naming the Department of Hospitality Management as the *Fred and Ruby Thompson Hospitality Management Department* (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Acknowledgement of Alumna of the Year, Valarie Abbot Jones (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Proposed Operating Budget for 2023-2024 (APPROVED by roll call vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Unfunded Scholarships for 2023-2024 (APPROVED by roll call vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Motion for the Facilities & Finance Committee and the Board authorize the administration to enter into negotiations consistent with the parameters discussed in the (Committee) closed session (APPROVED by roll call vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Motion for the Facilities & Finance Committee authorize the administration to set a rate that appropriately reflects the costs of the services being delivered as discussed in the (Committee) closed session (APPROVED by roll call vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Resolution to Approve Honorary Degree for General Charles R. Hamilton, US Army (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Candidates for Promotion and Tenure (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

College of Agriculture

Zelalem Marsha, Tenure and Promotion to Associate Professor
Patricia Lynch, Tenure
Berkita Bradford, Tenure and Promotion to Full Professor

College of Education

Alishea Rowley, Tenure
C. Adrienne Thomas, Tenure and Promotion to Associate Professor
Tracy Jackson, Tenure and Promotion to Associate Professor

College of Engineering & Technology

Ahmed Mohammed, Tenure and Promotion to Associate Professor
Naha Farhat, Tenure and Promotion to Associate Professor

College of Humanities & Social Sciences

Cheryl Mango, Tenure and Promotion to Associate Professor
Joshua Anderson, Tenure and Promotion to Associate Professor
Tim Thompson, Tenure
Leah Thomas, Tenure and Promotion to Associate Professor

College of Natural & Health Sciences

Jessica Brooks, Tenure and Promotion to Associate Professor
Alexis Brooks-Walter, Tenure and Promotion to Full Professor
Derrick Scott, Tenure and Promotion to Full Professor

Candidates for Professor Emeritus (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

- Dr. James Norman, Department of Education Leadership
- Dr. Karen Faison, Department of Nursing
- Dr. Goodwin Mbagwu, Department of Chemistry
- Dr. Sheikh Kamarah, Languages & Literature
- Dr. Gwendolyn Thornton, Social Work
- Dr. Deborah Ann Goodwyn, Languages & Literature
- Dr. John R. Holmes, Languages & Literature

Resolution for Approval of the Graduate Certificate in Educational Administration and Supervision (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Resolution for Approval of the Master of Business Administration Degree (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

Resolution for Approval of the BS Degree in Mechanical Engineering (APPROVED by voice vote). Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

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The Rector called for a motion that the Board empower the Rector to discuss objectives and to finalize terms of his contract with the President. The motion was received, properly seconded, and approved by roll call vote. Dr. Darden, Mr. Flemming, and Dr. Haynes were not present for the vote.

REPORT OF AFFILIATED FOUNDATION(S)

Rector Brown recognized Vice Chair of the VSU Foundation Board, Dr. Valarie Jones. The VSU Foundation did not present a report.

LEGAL COUNSEL UPDATE (IF ANY) – Legal Counsel did not have any updates.

BOARD SELF-ASSESSMENT OF ITS PERFORMANCE

Mr. Sessoms asked board members to comment on the Board’s performance at this meeting.

ADJOURNMENT

There being no further business, Rector Brown called for a motion to adjourn the meeting. The motion was received, properly seconded, and the committee voted by voice vote. The Chair adjourned the meeting at approximately 4:00 p.m.

Valerie K. Brown

Dr. Valerie Brown, Rector

Pamela A. Currey

Pamela A. Currey, Secretary

9/15/2023

Date

9/15/2023

Date

VIRGINIA STATE UNIVERSITY INTERNAL AUDIT CHARTER

PURPOSE AND MISSION

The Internal Audit Charter establishes the general authority and responsibility of the Internal Audit Department, and serves as a guide in the performance of its duties. The purpose of Virginia State University's (VSU) Internal Audit Department is to provide independent, objective assurance and consulting services designed to add value and improve VSU's operations. The mission of internal audit is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight. The Internal Audit Department will assist the Board of Visitors, University's President, and VSU management accomplish its strategic objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes.

STANDARDS FOR THE PROFESSIONAL PRACTICE OF INTERNAL AUDITING

The Internal Audit Department will adhere to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the *International Standards for the Professional Practice of Internal Auditing (Standards)*, and the Definition of Internal Auditing. The Institute of Internal Auditors' "Practice Advisories" will be adhered to as applicable to guide operations. In addition, the Internal Audit Department will adhere to the Commonwealth of Virginia laws, regulations and policies, Virginia Office of the State Inspector General Directive 001, VSU policies and procedures, and the Internal Audit (IA) Manual of procedures.

AUTHORITY

The Chief Audit Executive will report to the Board of Visitors through the Audit and Compliance Committee and administratively to the University's President. To establish, maintain, and assure that VSU's Internal Audit Department has sufficient authority to fulfill its duties, the Board of Visitors/Audit and Compliance Committee is authorized to:

- Approve the Internal Audit Department's charter.
- Approve the risk-based internal audit plan.
- Approve the internal audit budget and resource plan.
- Receive communications from the Chief Audit Executive on the Internal Audit Department's performance relative to its plan and other matters.
- Approve decisions regarding the appointment and removal of the Chief Audit Executive.
- Approve the remuneration of the Chief Audit Executive.
- Make appropriate inquiries of management and the Chief Audit Executive to determine whether there is inappropriate scope or resource limitations.

The Chief Audit Executive will have unrestricted access to, and communicate and interact directly with, the Board of Visitors/Audit and Compliance Committee to reinforce independence and the nature of the reporting relationship.

The Internal Audit Department and its staff are authorized to:

- Have full, free, and unrestricted access to all functions, records, property, and personnel pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information.
- Receive cooperation from the University's employees in accordance with its authority.
- Allocate departmental resources, set audit and review frequencies, select subjects, determine scopes of work, apply techniques required to accomplish audit objectives, and issue reports.
- Obtain assistance from the necessary personnel in departments of VSU, as well as other specialized services from within or outside VSU, in order to complete their work.

The Internal Audit Department and its staff are not authorized to:

- Perform any operational duties for the University.
- Initiate or approve accounting transactions external to the Internal Audit Department.
- Direct the activities of any University employees not employed by the Internal Audit Department.

INDEPENDENCE AND OBJECTIVITY

All work performed by the Internal Audit Department will be conducted in an objective and independent manner. The Chief Audit Executive will ensure that all internal audit activities remain free of influence by any element in the University, including matters of audit selection, scope, procedures, frequency, timing, and report content. Internal auditors will maintain an unbiased mental attitude that allows them to perform their work objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they will not subordinate their judgment on audit matters to others.

The Internal Audit Department will have no direct operational responsibility or authority over any of the activities audited/reviewed, nor will they have had any within the previous year. Accordingly, the Internal Audit Department will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity which would normally be audited that may impair their judgment.

The Internal Audit Department will:

- Disclose any impairment of independence or objectivity, in fact or appearance, to appropriate parties.
- Exhibit professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid being unduly influenced by their own interests or by others in forming judgments.

The Chief Audit Executive will confirm to the Board of Visitors/Audit and Compliance Committee, at least annually, the organizational independence of the Internal Audit Department and any interference and related implications in determining the scope of internal auditing, performing work and/or communicating results.

SCOPE OF INTERNAL AUDIT ACTIVITIES

The scope of Internal Audit activities encompasses, but is not limited to, objective examinations and evaluation of evidence for the purpose of providing independent assessments to the Board of Visitors, management, and outside parties on the adequacy and effectiveness of VSU's governance, risk management, control processes, and the quality of performance in carrying out assigned responsibilities to achieve VSU's stated goals and objectives. Internal audit assessments include evaluating whether:

- Risks relating to the achievement of VSU's strategic objectives are appropriately identified and managed.
- The actions of VSU's personnel and contractors are in compliance with VSU's policies, procedures, and applicable laws, regulations, and governance standards.
- Reviewing the reliability and integrity of financial and operating information and the means used to identify, measure, analyze, classify and report such information.
- Results of operations or programs are consistent with established goals and objectives.
- Operations or programs are being carried out effectively and efficiently as planned.
- Established processes and systems enable compliance/assurance with the policies, procedures, laws, and regulations, which could have a significant impact on VSU's operations and reporting whether the organization is in compliance.
- Resources and assets are acquired economically, used efficiently, and protected adequately, and reviewing the means of safeguarding assets and as appropriate, verifying the existence of such assets.
- Reviewing specific operations at the request of the Board of Visitors/Audit and Compliance Committee or the University's President or other management, as appropriate.
- Monitoring and evaluating the effectiveness of the organization's risk management system.
- Reviewing the quality of performance of external auditors and the degree of coordination with the Internal Audit Department.
- Reviewing the internal control statement by University's President and the related opinion by the attest auditor for audit planning.

The Chief Audit Executive will meet with the Board of Visitors/Audit and Compliance Committee and the University's President periodically regarding:

- The internal audit department's audit plan and performance relative to its plan.
- The internal audit department's conformance with The IIA's Code of Ethics and *Standards*.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other matters requiring the attention of, or requested by the Board of Visitors/Audit and Compliance Committee.
- Results/Reports of audit engagements or other activities.
- Resource requirements.
- The propriety of any limitations on the scope of internal audits that may be imposed by management.
- Any response to risk by management that may be unacceptable to the Board of Visitors.

The Chief Audit Executive also coordinates activities, where possible, and considers relying upon the work of other internal and external assurance and consulting service providers as needed. The Internal Audit Department may perform advisory and related client service activities, the nature and scope of which will be agreed with the client, provided the Internal Audit Department does not assume management responsibility.

ACCOUNTABILITY/RESPONSIBILITY

The Chief Audit Executive will be accountable to the Board of Visitors, through the Audit and Compliance Committee, to maintain comprehensive and professional internal audit programs. The Internal Audit Department will assist the Board of Visitors and management in fulfilling those responsibilities, the Chief Audit Executive will:

- Submit, at least annually, to the Board of Visitors/Audit Committee and the University's President a risk-based internal audit plan for review and approval based on the prioritization of the audit universe.
- Submit, at least annually, to the Board of Visitors/Audit Committee and the University's President a summary of the work schedule, staffing plan, and resource requirements for the following fiscal year.
- Communicate to the Board of Visitors/Audit Committee and the University's President the impact of resource limitations on the internal audit plan.
- Review and adjust the internal audit plan, as necessary, in response to changes in VSU's business, risks, operations, programs, systems, and controls.
- Communicate to the Board of Visitors/Audit Committee and the University's President any significant interim changes to the internal audit plan.
- Ensure each engagement of the internal audit plan is executed, including the establishment of objectives and scope, the assignment of appropriate and adequately supervised resources, the documentation of work programs and testing results, and the communication of engagement results with applicable conclusions and recommendations to the Board of Visitors/Audit Committee, University's President, and appropriate parties in a written report.
- Conduct investigations of fraud, waste, and abuse, including those referred by the Office of the State Inspector General related to State Fraud, Waste, and Abuse Hotline cases. Results of these investigations will be communicated to management, and the Board of Visitors/Audit Committee, as appropriate.
- Follow up on engagement findings and corrective actions, and report periodically to the Board of Visitors and the University's President any corrective actions not effectively implemented.
 - Management's response should include a timetable for anticipated completion of action to be taken and an explanation for any recommendations not addressed.
 - All significant findings will remain in an open file until cleared by the Chief Audit Executive.
- Ensure the principles of integrity, objectivity, confidentiality, and competency are applied and upheld.
- Ensure the Internal Audit Department's staff collectively possesses or obtains the knowledge, skills, and other competencies needed to fulfill the requirements of this internal audit charter.
- Establish and ensure adherence to VSU's relevant policies and procedures, unless such policies and procedures conflict with the internal audit charter. Any such conflicts will be resolved or otherwise communicated to the Board of Visitors/Audit Committee and University's President.
- Ensure conformance of the Internal Audit Department with the *Standards*, with the following qualifications:
 - If the Internal Audit Department is prohibited by law or regulation from conformance with certain parts of the *Standards*, the Chief Audit Executive will ensure appropriate disclosures and will ensure conformance with all other parts of the *Standards*.
 - If the *Standards* are used in conjunction with requirements issued by other authoritative bodies, the Chief Audit Executive will ensure that the Internal Audit

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Department conforms with the *Standards*, even if the Internal Audit Department also conforms with the more restrictive requirements of other authoritative bodies.

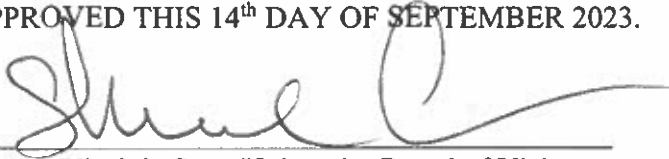
QUALITY ASSURANCE AND IMPROVEMENT PROGRAM

The Internal Audit Department will maintain a quality assurance and improvement program that covers all aspects of the internal audit department activities. The program will include an evaluation of the Internal Audit Department's conformance with the *Standards* and an evaluation of whether internal auditors apply The IIA's Code of Ethics. The program will also assess the efficiency and effectiveness of the Internal Audit Department and identify opportunities for improvement.

The Chief Audit Executive will communicate to the Board of Visitors/Audit and Compliance Committee and University's President on the Internal Audit Department's quality assurance and improvement program, including results of internal assessments (both ongoing and periodic) and external assessments conducted at least once every five years by a qualified, independent assessor or assessment team from outside VSU.

The Chief Audit Executive should periodically assess whether the purpose, authority, and responsibility, as defined in this charter, continue to be adequate to enable the internal audit activity to accomplish its objectives. The result of this periodic assessment should be communicated to the Board of Visitors/Audit and Compliance Committee.

APPROVED THIS 14th DAY OF SEPTEMBER 2023.



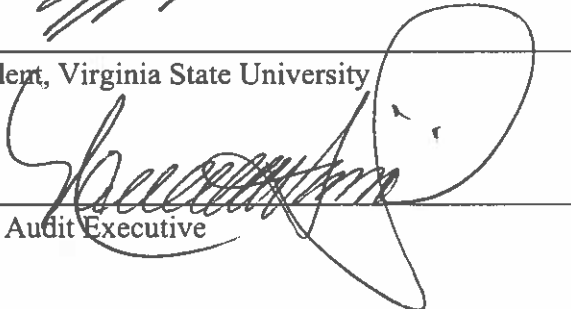
Rector, Virginia State University Board of Visitors



Chair, Audit and Compliance Committee



President, Virginia State University



Chief Audit Executive

Virginia State University
Office of Internal Audit Risk Assessment and Workplan
July 1, 2023 to June 30, 2024

Executive Summary

This document provides the results of the annual risk assessment for Virginia State University and fiscal year 2024 internal audit plan. The development of the internal audit plan was based on the results of the risk assessment process, as well as discussions with leadership. The objective of the risk assessment was to identify the divisions, areas, units, or processes that pose the greatest risk to the University and then to align internal audit resources, where appropriate, to best help the University achieve its objectives.

Our overall methodology to develop the plan is comprised of the following steps:

- Determine the audit units of the University
- Measure the risk of each audit unit and identify high risk activities
- Rank the audit units according to risk
- Estimate the available resources and time available for the year
- Estimate the time necessary to complete potential audits
- Determine the best allocation of resources to perform the audit options
- Develop annual audit plan

Risk Assessment Process

The objective of a risk assessment is to align internal audit resources to those areas or processes that pose the highest risk to the University's ability to achieve its objectives. The risk assessment informs the basis for the development of the audit annual plan.

This year Audit used surveys to complete the risk assessments. We developed a risk assessment questionnaire that consisted of ten "risk" questions, and two "control" questions.

Once the results were received, to arrive at an objective measure of risk within an audit unit, the responses were assigned a weighted score based on the risk inherent in the answer. For instance, if the answer "automated" to the question "are your processes and tasks automated or manual", that receives a lower weight (less risk) than an answer of manual (more risk). Also, areas that handle cash or assets susceptible to theft would also receive a higher weight than

those areas that do not. The individual weighted scores are then totaled to arrive at a total risk score. These scores are then ranked from highest to lowest, with the highest scores representing the potential for greater risk. These areas are then used as the basis for the compilation of annual audit plan.

We also considered areas that leadership identified as weaknesses, potential risks, or areas that could potentially assist the University in achieving its goals.

Due to the sensitive nature of the information contained in the risk assessment, it is not included in this document.

Internal Audit Annual Plan

The internal audit plan covers the period beginning July 1, 2023 through June 30, 2024. This plan includes internal audits selected based on the results of the risk assessment surveys, input from various stakeholders and leaders throughout the University. The internal audit plan is designed to direct audit resources in an effective and efficient manner.

Audit performs three primary activities – audits, management advisory services, and investigations. Audit's focus is to actively work within the University to assist management in addressing strategic, financial, operational, reputational, and compliance risks and exposures. Audit focuses on both University-wide and department level processes and control systems. To focus audit resources, the work completed or planned to be completed by the Auditor of Public Accounts was considered in setting the overall audit plan and in planning the work conducted on any specific project. Additionally, audits may be performed at the express request or instruction of the Board or leadership regardless of where that risk may rank in the annual risk assessment.

The table on the following pages contains the proposed Audit Plan for fiscal year ending June 30, 2024.

Fiscal Year 2024 Proposed Internal Audit Workplan			
Audit Area	Type	Expected Objective	Start Date
Procurement	Operational and Compliance Audit	Due to the turnover of the Procurement Director, we are re-visiting our initial controls and compliance review to ensure that we are auditing/capturing the most recent policies, procedures and practices.	Audit began in FY23, will wrap up in October 2023.
MacKenzie Scott Funds	Financial Audit	Review the MacKenzie Scott donation source and uses to ensure the amounts are properly reported and accounted for.	August 2023
Financial Statement Review	Consultation Review	Review completed financial statements after completion each year, prior to the APA audit. Perform variance analysis of major account balances, review any calculations used, review material adjusting entries	October 2023
Auditor of Public Accounts Corrective Action Plan Progress Testing	Controls Audit	Test the reported corrective actions taken on current APA points to ensure that the actions taken are sufficient to correct the deficiencies noted and to verify that reported actions were implemented as stated.	October 2023
Capital Outlay	Operational and Compliance Audit	Audit major capital outlay projects for compliance with the Virginia Construction and Professional Services Manual, compliance with any related VSU policies and procedures, and proper capitalization of costs.	January 2024
Cashier Operations	Operational Audit	Cashier Operations received a high score on the Internal Audit risk assessment. We will conduct a review of policies and procedures and test relevant account balances.	March 2024
Cyber Security Review	Consultation Review	Perform a general overarching high-level review of cyber security measures and practices at VSU.	August 2023
IT Security Audits	IT Controls Compliance Audit	Conduct IT Security audits of various VSU sensitive systems. Specific systems still to be identified.	November 2023 and April 2024

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION AUTHORIZING THE NAMING OF
THE VIRGINIA STATE UNIVERSITY
HOSPITALITY MANAGEMENT DEPARTMENT**

April 21, 2023

WHEREAS, Virginia State University (“VSU”) by and through the Board of Visitors, may find it necessary to modify or accept the terms and conditions of solicited gifts pursuant to §23.1-1304.1 of the Code of Virginia and authorizes policymaking as set forth in University Policy 4010 governing the Acceptance, Recording and Naming of Gifts; and

WHEREAS, Fred Thompson, Sr., class of 1972, is a proud VSU alumnus and a retired school administrator with Isle of Wight school district; and

WHEREAS, Ruby Thompson, class of 1953, is a proud VSU alumna and a retired teacher with the Smithfield School district; and

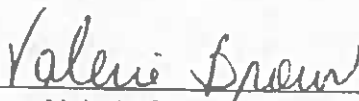
WHEREAS, Fred and Ruby Thompson have made immeasurable contributions in time, talent and treasures to the community; and

WHEREAS, Warren Thompson, son of Fred and Ruby Thompson, an entrepreneur and advocate for historically black colleges and universities would like to name the Virginia State University Hospitality Management Department in honor of his parents. The Department shall be known as *Fred and Ruby Thompson Hospitality Management Department*; and


WHEREAS, motivated by a commitment to his father’s creed “It isn’t simply what you do in your life that matters; it’s who you are” Warren Thompson shall make a gift of \$1,000,000 payable over two payments as follows, seven hundred and fifty thousand dollars on or by June 30, 2023; and two hundred and fifty thousand dollars on or by October 15, 2023; and

WHEREAS, § 23.1- 2705 of the *Code of Virginia* states that “the board shall have power to take, hold, receive and enjoy any gift, grant, devise or bequest to the Visitors of Virginia State University or to or for the benefit of the University. Any such gift, grant, devise or bequest shall be used for the purposes designated by the donor, if any, or, if no purposes are so designated, for the general purposes of the board. ”

NOW, THEREFORE, BE IT RESOLVED, the Board of Visitors of Virginia State University confirms the naming of the *Fred and Ruby Thompson Hospitality Management Department*.



Valerie Brown, Rector



Christine Darden, Secretary

4/21/23
Date

4/21/23
Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION AUTHORIZING THE NAMING OF
THE VIRGINIA STATE UNIVERSITY
HOSPITALITY MANAGEMENT DEPARTMENT
April 21, 2023**

WHEREAS, Virginia State University (“VSU”) by and through the Board of Visitors, may find it necessary to modify or accept the terms and conditions of solicited gifts pursuant to §23.1-1304.1 of the Code of Virginia and authorizes policymaking as set forth in University Policy 4010 governing the Acceptance, Recording and Naming of Gifts; and

WHEREAS, Fred Thompson, Sr., class of 1972, is a proud VSU alumnus and a retired school administrator with Isle of Wight school district; and

WHEREAS, Ruby Thompson, class of 1953, is a proud VSU alumna and a retired teacher with the Smithfield School district; and

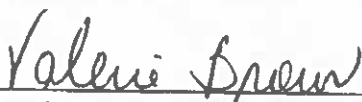
WHEREAS, Fred and Ruby Thompson have made immeasurable contributions in time, talent and treasures to the community; and

WHEREAS, Warren Thompson, son of Fred and Ruby Thompson, an entrepreneur and advocate for historically black colleges and universities would like to name the Virginia State University Hospitality Management Department in honor of his parents. The Department shall be known as *Fred and Ruby Thompson Hospitality Management Department*; and

WHEREAS, motivated by a commitment to his father’s creed “It isn’t simply what you do in your life that matters; it’s who you are” Warren Thompson shall make a gift of \$1,000,000 payable over two payments as follows, seven hundred and fifty thousand dollars on or by June 30, 2023; and two hundred and fifty thousand dollars on or by October 15, 2023; and

WHEREAS, § 23.1- 2705 of the *Code of Virginia* states that “the board shall have power to take, hold, receive and enjoy any gift, grant, devise or bequest to the Visitors of Virginia State University or to or for the benefit of the University. Any such gift, grant, devise or bequest shall be used for the purposes designated by the donor, if any, or, if no purposes are so designated, for the general purposes of the board.”

NOW, THEREFORE, BE IT RESOLVED, the Board of Visitors of Virginia State University confirms the naming of the *Fred and Ruby Thompson Hospitality Management Department*.



Valerie Brown, Rector



Christine Darden, Secretary

4/21/23
Date

4/21/23
Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION AUTHORIZING THE ACCEPTANCE
OF MONETARY GIFT TO ESTABLISH
THE SMITHFIELD FOODS FUTURE LEADERS PROGRAM
AND
THE SMITHFIELD FOODS FUTURE LEADERS FUND**

April 20 - 21, 2023

WHEREAS, Virginia Code § 23-1.2705 (A) authorizes the Virginia State University Board of Visitors (“Board of Visitors”) to “take, hold, receive, and enjoy any gift, grant, devise, or bequest to the board or to or for the benefit of the University” and instructs that “[a]ny such gift, grant, devise, or bequest shall be used for the purposes designated by the donor, or if no purposes are so designated, for the general purposes of the board”; and

WHEREAS, in April of 2023, Smithfield Foods, an American food company based in Smithfield, Virginia and renowned as the world’s largest pork processor, the United States’ largest hog producer and a leader in numerous packaged meats categories, gifted to Virginia State University (“VSU” or “University”) \$250,000 to establish the Smithfield Foods Future Leaders Program and the Smithfield Foods Future Leaders Fund; and

WHEREAS, Smithfield Foods’ gift of \$250,000.00 will provide a tuition award for one junior and one senior per academic year; and

WHEREAS, Smithfield Foods will provide opportunities for a post-junior year summer internship post-graduation employment; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Visitors receives and accepts Smithfield Foods’ gift of \$250,000.00 gift for the establishment of the Smithfield Foods Future Leaders Program and Smithfield Foods Future Leaders Fund; and

BE IT FURTHER RESOLVED THAT, a copy of the receipt and acceptance of this gift will be noted and filed in the VSU Office of Institutional Advancement’s records repository.

Valerie K. Brown
Valerie K. Brown, Rector

Christine M. Darden
Christine M. Darden, Secretary

4/21/23
Date

4/21/23
Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
GRADUATE CERTIFICATE IN
EDUCATIONAL ADMINISTRATION AND SUPERVISION**

April 20 – 21, 2023

WHEREAS, Article III, Section 3.5 of the Board of Visitors Bylaws provides that “[t]he Academic and Student Affairs Committee shall have control and oversight over all academic and student programs and activities. Academic and student programs and activities of the University include: curriculum, land-grant, faculty appointments, promotions, tenure and compensation, recruitment, admissions and registration, residence life, health services, cultural affairs, student organizations, athletics, and such other related matters as shall be so recognized by the Board”; and


WHEREAS, Virginia State University (“VSU”) proposes a Graduate Certificate in Educational Administration and Supervision is to prepare students to meet the Virginia Department of Education (VDOE) requirements for endorsement in school administration and supervision; and

WHEREAS, the proposed certificate program will prepare socially-conscious educational leaders with the knowledge base and skills to lead reform efforts that result in improved student outcomes and educational transformation; and

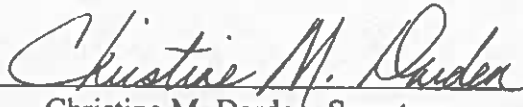
WHEREAS, students will learn about administration and leadership in instructional supervision, special populations, continuous improvement, educational technology, school finance, and family and community engagement. Graduates will be able to address systemic inequity in schools by using evidence-based leadership practices to develop school goals, lead instructional programs, develop faculty and staff, and redesign organizational features (e.g., structures, processes, and people); and

WHEREAS, the proposed Graduate Certificate in Educational Administration and Supervision adheres to the Virginia Department of Education administrative licensure regulations (8VAC20-23-620) and is aligned with the Professional Standards for Educational Leaders (PSEL) and the Educational Leadership Constituency Council (ELCC) Standards; and

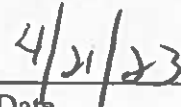
NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby approves the Graduate Certificate in Educational Administration and Supervision.




Valerie K. Brown, Rector



Christine M. Darden, Secretary



Date



Date

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
BACHELOR OF SCIENCE DEGREE IN MECHANICAL ENGINEERING**

April 20 – 21, 2023

WHEREAS, Article III, Section 3.5 of the Board of Visitors Bylaws provides that “[t]he Academic and Student Affairs Committee shall have control and oversight over all academic and student programs and activities. Academic and student programs and activities of the University include: curriculum, land-grant, faculty appointments, promotion, tenure and compensation, recruitment, admissions and registration, residence life, health services, cultural affairs, student organizations, athletics, and such other related matters as shall be so recognized by the Board”; and


WHEREAS, Virginia State University (“VSU”) proposed Bachelor of Science degree in Mechanical Engineering program will address the current and future industry and government needs for Mechanical Engineering professionals at a local, regional, state, national, and global levels; and

WHEREAS, the program will educate future mechanical engineers and prepare graduates to design, develop and manufacture machinery and devices; and

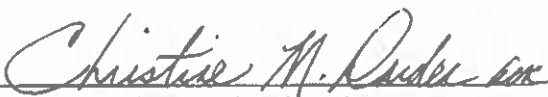
WHEREAS, graduates will have a thorough knowledge of engineering principles and methods to drive creativity and innovation in the profession; and

WHEREAS, the proposed undergraduate degree program in Mechanical Engineering will help prepare professionals to mitigate the gap in the workforce need in Virginia;

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby approves the Bachelor of Science degree in Mechanical Engineering.



Valerie K. Brown, Rector



Christine M. Darden, Secretary

4/21/23
Date

4/21/23
Date

Virginia State University

Petersburg



Virginia

*Resolution of Exemplary Service
Demonstrated by*

Wayne Turnage

*Member, Board of Visitors
Virginia State University*

Whereas Mr. Wayne Turnage was appointed to the Virginia State University Board of Visitors by the Honorable Terry McAuliffe, Governor of the Commonwealth of Virginia, in July 2015 and re-appointed by the Honorable Ralph K. Northam in July 2019; and

Whereas he served on the Virginia State University Board of Visitors with distinction for eight years, and owing to his broad knowledge and expertise in progressive leadership, philanthropy, and community service served as a member of the Academic & Student Affairs Committee, Facilities, Finance & Audit Committee; and the Personnel, Compensation & Governance Committee,

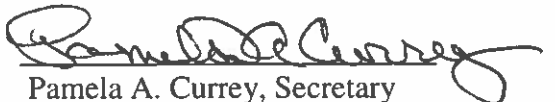
Whereas his outstanding and enthusiastic support of Virginia State University, its students, faculty, administration and staff are testaments of his sincere commitment and dedication to the welfare of the University. Now, therefore, be it

Resolved, that the Virginia State University Board of Visitors acknowledges Wayne Turnage for his loyal and dedicated service to the University and the Commonwealth of Virginia and publicly and officially gives recognition and expresses appreciation to him by adopting this Resolution and directing that it becomes a permanent record of its proceedings as of the 14th day of September 2023; and be it

Resolved further, that the Secretary of the Board of Visitors presents to Wayne Turnage this Resolution as an expression of the high esteem accorded him by this body, the Commonwealth of Virginia, faculty, staff, students, alumni, and friends of Virginia State University; and be it

Resolved finally, that a copy of this Resolution be encased and maintained permanently in the Archives of the University.


Valerie K. Brown, Rector


Pamela A. Currey, Secretary

9-14-2023
Date

9-14-2023
Date

Virginia State University

Petersburg



Virginia

Resolution of Exemplary Service Demonstrated by

Glenn D. Sessoms

*Member, Board of Visitors
Virginia State University*

Whereas Mr. Glenn D. Sessoms was appointed to the Virginia State University Board of Visitors by the Honorable Terry McAuliffe, Governor of the Commonwealth of Virginia, in July 2015 and re-appointed by the Honorable Ralph K. Northam in July 2019; and

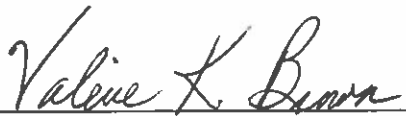
Whereas he served on the Virginia State University Board of Visitors with distinction for eight years, and owing to his broad knowledge and expertise in progressive leadership, philanthropy, and community service served as Chair of the Personnel, Compensation & Governance Committee, a member of the Executive Committee, the Academic & Student Affairs Committee, and the Institutional Advancement Committee. Mr. Sessoms also served as Vice Rector of the Board for two years from 2021-2023.

Whereas his outstanding and enthusiastic support of Virginia State University, its students, faculty, administration and staff are testaments of his sincere commitment and dedication to the welfare of the University. Now, therefore, be it

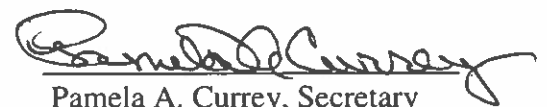
Resolved, that the Virginia State University Board of Visitors acknowledges Glenn D. Sessoms for his loyal and dedicated service to the University and the Commonwealth of Virginia and publicly and officially gives recognition and expresses appreciation to him by adopting this Resolution and directing that it becomes a permanent record of its proceedings as of the 14th day of September 2023; and be it

Resolved further, that the Secretary of the Board of Visitors presents to Glenn D. Sessoms this Resolution as an expression of the high esteem accorded him by this body, the Commonwealth of Virginia, faculty, staff, students, alumni, and friends of Virginia State University; and be it

Resolved finally, that a copy of this Resolution be encased and maintained permanently in the Archives of the University.



Valerie K. Brown, Rector



Pamela A. Currey, Secretary

9-14-2023

Date

9-14-2023

Date

Virginia State University

Petersburg



Virginia

*Resolution of Exemplary Service
Demonstrated by*

Michael D. Flemming

*Member, Board of Visitors
Virginia State University*

Whereas Mr. Michael D. Flemming was appointed to the Virginia State University Board of Visitors by the Honorable Terry McAuliffe, Governor of the Commonwealth of Virginia, in July 2015, and re-appointed by the Honorable Ralph K. Northam in July 2019; and

Whereas he served on the Virginia State University Board of Visitors with distinction for eight years, and owing to his broad knowledge and expertise in progressive leadership, philanthropy, and community service served as the Chair of the Facilities, Finance & Audit Committee; and a member of the Executive Committee, the Institutional Advancement Committee; and the Personnel, Compensation & Governance Committee.

Whereas his outstanding and enthusiastic support of Virginia State University, its students, faculty, administration and staff are testaments of his sincere commitment and dedication to the welfare of the University. Now, therefore, be it

Resolved, that the Virginia State University Board of Visitors acknowledges Michael D. Flemming for his loyal and dedicated service to the University and the Commonwealth of Virginia and publicly and officially gives recognition and expresses appreciation to him by adopting this Resolution and directing that it becomes a permanent record of its proceedings as of the 14th day of September 2023; and be it

Resolved further, that the Secretary of the Board of Visitors presents to Michael D. Flemming this Resolution as an expression of the high esteem accorded him by this body, the Commonwealth of Virginia, faculty, staff, students, alumni, and friends of Virginia State University; and be it

Resolved finally, that a copy of this Resolution be encased and maintained permanently in the Archives of the University.


Valerie K. Brown, Rector


Pamela A. Currey, Secretary

9-14-2023
Date

9-14-2023
Date