

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
ELECTRONIC COMMITTEE ON PERSONNEL,
COMPENSATION & GOVERNANCE
VIA CISCO WEBEX
4:00 P.M., THURSDAY, FEBRUARY 4, 2021
(No Public Comment Period Scheduled)**

DRAFT AGENDA

- CALL TO ORDER Mr. Glenn D. Sessoms, Chair
- ROLL CALL
- INVOCATION
- APPROVAL OF AGENDA
- APPROVAL OF PREVIOUS MEETING MINUTES (if any)
- PRESIDENT’S REMARKS Dr. Makola M. Abdullah
 - Approval Items: None
 - Information Items:
 - Board Matrix
 - Board Assessment
 - President’s Performance Evaluation Process
- OTHER BUSINESS
- ADJOURNMENT

***All start times for committees are approximate. Meetings may begin either before or after the posted approximate start time as committee members are ready to proceed. Meetings may also end either before or after the posted time. The Board reserves the right to change its schedule as needed.*

2.3.21

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
ELECTRONIC PERSONNEL, COMPENSATION & GOVERNANCE
COMMITTEE MINUTES**

Thursday, February 4, 2021

CALL TO ORDER

Mr. Glenn Sessoms, Chair, called the Personnel, Compensation, & Governance (PCG) Committee meeting to order at approximately 4:00 p.m. The meeting was held via Cisco WebEx Meeting.

ROLL CALL

A quorum was present.

Committee Members Present:

Mr. Glenn D. Sessoms
Ms. Thursa Crittenden
Mr. Michael Flemming
Ms. Shavonne Gordon
Mr. Raul Herrera (*arrived 4:08 pm*)
Mr. James Stegmaier
Mr. Huron F. Winstead, Rector

Administration Present:

Makola M. Abdullah, Ph.D., President
Dr. Donald Palm, Senior Vice President/Provost
Kevin Davenport, Vice President, Finance/Administration/CFO
Dr. Annie C. Redd, Special Asst. to President/Board Liaison

Legal Counsel Present:

Deborah Love, Senior Assistant Attorney General, Chief, Education Section

Others Present:

Yourdonus James, Director, Conference Center
Travis Edmonds, Technology Services
Pastor Jasmyn Graham, Director, Campus Ministries

INVOCATION

Chair Sessoms invited Pastor Jasmyn Graham to offer the invocation.

APPROVAL OF AGENDA

The agenda was approved by roll call vote.

Personnel, Compensation & Governance Committee

February 4, 2021

Page 2

APPROVAL OF PREVIOUS MEETING MINUTES (if any)

The minutes from the last committee meeting held November 19, 2020 were reviewed and approved by roll call vote.

PRESIDENT'S REMARKS

President Abdullah expressed thanks and appreciation to the committee members for their service on the VSU Board. He also shared that Ms. Tanya Simmons, Director of Human Resources, who is generally at this meeting is on leave, and therefore not present.

REPORTS AND RECOMMENDATIONS

The Chair had asked Visitors Gordon, Herrera, and Crittenden to work on a Board Matrix that would chart the skills and attributes of current Board members and to determine the desired skills and attributes of new appointees. Ms. Crittenden presented its recommendations and Committee members discussed adding language to include factors for selection such as ability to raise funds for the University, and to create opportunities (internships, full-time jobs, skill-set training, etc.) for VSU students in obtaining employment.

The following recommendations were offered by the Sub-Committee to the full PCG Committee:

- Guiding Principles for the Board Matrix
 - Establish a more diverse board reflective of the world in which we live in (age, race/ethnicity, gender);
 - Build board membership composed of divergent backgrounds, skills, competencies, philosophies, life experiences, abilities to identify and/or access prospective funders, contacts and/or resources to offer students opportunities, etc.
 - Strategically seek/recommend new appointees to fill gaps left vacant by board members no longer eligible for reappointment or vacancies due to other circumstances (E.g. illness/resignation)
- Board Matrix Purpose/Uses
 - Chart skills and attributes of current Board members
 - Identify gaps and needs for future Board members
 - Identify and recommend potential candidates for Board appointment
 - Tool to assist Rector when selecting Board Committee chairs and assigning Board members to Committees
 - Tool to assist Board members when considering nominating/voting for Board officers
- Proposed Board Matrix Worksheet
 - See proposed sample (in Diligent)

Personnel, Compensation & Governance Committee

February 4, 2021

Page 3

- Annual Review of the Board Matrix
 - Task the PCG Committee to annually review the current Board Matrix; update the Matrix if necessary; offer updates/recommendations to the full BOV at the annual meeting in April.

Following a brief discussion, the committee approved the recommendations offered by the Subcommittee for the Full BOV. The PCG Committee will seek the approval of the Full Board to move forward with the development of the VSU Board Matrix.

Chair Sessoms initiated discussion on the Association of Governing Boards (AGB) Board Assessment proposals to guide the VSU Board through a self-assessment process. Rector Winstead obtained information from AGB pertaining to the levels of its board assessment tools. The chair recommended a combination of the levels offered by AGB; i.e., an online survey administered to board members by AGB with an aggregate data report and an AGB consultant to facilitate a one-day workshop to review the report, discuss best practices, and help the board to develop an action plan. The total cost is estimated to be \$24,000; the CFO has indicated the University will provide financial support. This committee will recommend the item to the Executive Committee for consideration relative to its responsibility for board development. If agreed upon, the Executive Committee will recommend approval of the item to the full board.

The Chair opened discussion on the 2020-2021 President's Performance Evaluation process. The timeline for the process has been updated and the tool provided for members' preview. The issue of the audit will not be a separate category for 2020-2021, but it will be included under the category of business management. The committee will revisit this issue next year based on whether there has been improvement. The committee discussed the timeline and the request for board members to respond with comments in each category to provide substantial feedback to the President.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 4:38 p.m.

Approved:

Glenn D. Sessoms (acr)

4/23/2021

Glenn D. Sessoms, Chair

Date